

Ref No: RML/2024-25/472

Date: June 18, 2024

To,  
**BSE Limited**  
**Scrip Code: 543228**

**National Stock Exchange of India Limited**  
**Symbol: ROUTE**

Dear Sir/Madam,

**Sub: Declaration of Voting Results of Postal Ballot.**

**Ref: Regulation 44(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.**

This has reference to our letter dated May 15, 2024, enclosing the Postal Ballot Notice dated May 8, 2024, seeking approval of the Members of the Company through Ordinary and Special resolutions for the items mentioned below, by way of postal ballot only through remote voting by electronic means ("remote e-voting").

<b>Ordinary Resolution:</b>	
1.	Approval for entering into material related party transactions by Route Mobile Limited and its subsidiaries along with the Group Entities, as defined below, under a framework agreement in relation to third party synergies.
2.	Approval for entering into material related party transactions by Route Mobile Limited, and its subsidiaries with Telesign and BICS and their subsidiaries, under a framework agreement for the cross selling of omnichannel and digital identity products.
3.	Approval for entering into material related party transaction by Route Mobile Limited, along with its subsidiaries with BICS (société anonyme/naamloze vennootschap), along with its subsidiaries in relation to framework agreement for cross-selling of Firewall Products and Gateway Arrangements.
4.	Approval for entering into material related party transactions by Route Mobile Limited and its subsidiaries along with the Group Entities, as defined below for providing and receiving management, support and operational services leading to global footprint optimisation.
<b>Special Resolution:</b>	
5.	Approval of Revision in terms of appointment (Revised Remuneration) of Mr. Rajdipkumar Gupta.

We are pleased to inform you that all the resolutions set out in the Postal Ballot Notice dated May 8, 2024 have been passed by the Members of the Company with requisite majority.

In this regard, please find enclosed the following:

1. The Voting Results of the said Postal Ballot through remote e-voting, in relation to the aforesaid businesses, as required under Regulation 44(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as **Annexure - 1**.

2. The Scrutinizer's Report dated June 18, 2024, pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as **Annexure - 2**.

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

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

You are requested to take the above information on record.

Yours truly,  
**For Route Mobile Limited**

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

**Encl:** as above

**Annexure - 1**

**Format of Voting Results**

<b>Date of Declaration of Postal Ballot/ AGM/EGM</b>	Resolutions passed through Postal Ballot on June 15, 2024
<b>Total number of shareholders on record date (i.e. May 10, 2024)</b>	167304
<b>No. of shareholders present in the meeting either in person or through proxy:</b>  Promoters and Promoter Group: Public:	Not Applicable (Resolutions passed through Postal Ballot)
<b>No. of Shareholders attended the meeting through Video Conferencing</b>  Promoters and Promoter Group: Public:	Not Applicable (Resolutions passed through Postal Ballot)

Yours truly,  
**For Route Mobile Limited**

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

<b>Resolution No.1</b>								
<b>Resolution Required (Ordinary/Special)</b>						Ordinary		
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>						Yes		
<b>Description of Resolution considered</b>						Approval for entering into material related party transactions by Route Mobile Limited and its subsidiaries along with the Group Entities, under a framework agreement in relation to third party synergies.		
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>% votes polled on outstanding shares</b>	<b>No. of votes - in favour</b>	<b>No. of votes - in Against</b>	<b>% of votes - in favour</b>	<b>% of votes - in Against</b>
		<b>(1)</b>	<b>(2)</b>	<b>(3)= [(2)/(1)]*100</b>	<b>(4)</b>	<b>(5)</b>	<b>(6)=[(4)/(2)]*100</b>	<b>(7)=[(5)/(2)]*100</b>
Promoter and Promoter Group	E-voting	52183089	0	0	0	0	0	0
	Poll (Not Applicable)		0	0	0	0	0	0
	Postal Ballot (Not Applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>52183089</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Institutions	E-voting	3838876	3221051	83.9061	3221051	0	100	0
	Poll (Not Applicable)		0	0	0	0	0	0
	Postal Ballot (Not Applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>3838876</b>	<b>3221051</b>	<b>83.9061</b>	<b>3221051</b>	<b>0</b>	<b>100</b>
Public Non-Institutions	E-voting	6766567	86002	1.2710	83285	2717	96.8408	3.1592
	Poll (Not Applicable)		0	0	0	0	0	0
	Postal Ballot (Not Applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>6766567</b>	<b>86002</b>	<b>1.2710</b>	<b>83285</b>	<b>2717</b>	<b>96.8408</b>
<b>Total</b>		<b>62788532</b>	<b>3307053</b>	<b>5.2670</b>	<b>3304336</b>	<b>2717</b>	<b>99.9178</b>	<b>0.0822</b>
<b>Whether Resolution is Passed or Not</b>								<b>Yes</b>

For Route Mobile Limited

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

<b>Resolution No. 2</b>								
<b>Resolution Required (Ordinary/Special)</b>					Ordinary			
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>					Yes			
<b>Description of Resolution considered</b>					Approval for entering into material related party transactions by Route Mobile Limited, and its subsidiaries with Telesign and BICS and their subsidiaries, under a framework agreement for the cross selling of omnichannel and digital identity products.			
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>% votes polled on outstanding shares</b>	<b>No. of votes - in favour</b>	<b>No. of votes - in Against</b>	<b>% of votes - in favour</b>	<b>% of votes - in Against</b>
		<b>(1)</b>	<b>(2)</b>	<b>(3)= [(2)/(1)]*100</b>	<b>(4)</b>	<b>(5)</b>	<b>(6)=[(4)/(2)]*100</b>	<b>(7)=[(5)/(2)]*100</b>
Promoter and Promoter Group	E-voting	52183089	0	0	0	0	0	0
	Poll (Not Applicable)		0	0	0	0	0	0
	Postal Ballot (Not Applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>52183089</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Institutions	E-voting	3838876	3221051	83.9061	3221051	0	100	0
	Poll (Not Applicable)		0	0	0	0	0	0
	Postal Ballot (Not Applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>3838876</b>	<b>3221051</b>	<b>86.4793</b>	<b>3221051</b>	<b>0</b>	<b>100</b>
Public Non-Institutions	E-voting	6766567	85972	1.2705	83279	2693	96.8676	3.1324
	Poll (Not Applicable)		0	0	0	0	0	0
	Postal Ballot (Not Applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>6766567</b>	<b>85972</b>	<b>1.2705</b>	<b>83279</b>	<b>2693</b>	<b>96.8676</b>
<b>Total</b>		<b>62788532</b>	<b>3307023</b>	<b>5.2669</b>	<b>3304330</b>	<b>2693</b>	<b>99.9186</b>	<b>0.0814</b>
<b>Whether Resolution is Passed or Not</b>								<b>Yes</b>

For Route Mobile Limited

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

<b>Resolution No. 3</b>								
<b>Resolution Required (Ordinary/Special)</b>					Ordinary			
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>					Yes			
<b>Description of Resolutions considered</b>					Approval for entering into material related party transaction by Route Mobile Limited, along with its subsidiaries with BICS (société anonyme/naamloze vennootschap), along with its subsidiaries in relation to framework agreement for cross-selling of Firewall Products and Gateway Arrangements.			
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>% votes polled on outstanding shares</b>	<b>No. of votes - in favour</b>	<b>No. of votes - in Against</b>	<b>% of votes - in favour</b>	<b>% of votes - in Against</b>
		<b>(1)</b>	<b>(2)</b>	<b>(3)= [(2)/(1)]*100</b>	<b>(4)</b>	<b>(5)</b>	<b>(6)=[(4)/(2)]*100</b>	<b>(7)=[(5)/(2)]*100</b>
Promoter and Promoter Group	E-voting	52183089	0	0	0	0	0	0
	Poll (Not Applicable)		0	0	0	0	0	0
	Postal Ballot (Not Applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>52183089</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Institutions	E-voting	3838876	3221051	83.9061	3221051	0	100	0
	Poll (Not Applicable)		0	0	0	0	0	0
	Postal Ballot (Not Applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>3838876</b>	<b>3221051</b>	<b>83.9061</b>	<b>3221051</b>	<b>0</b>	<b>100</b>
Public Non-Institutions	E-voting	6766567	85972	1.2705	83281	2691	96.8699	3.1301
	Poll (Not Applicable)		0	0	0	0	0	0
	Postal Ballot (Not Applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>6766567</b>	<b>85972</b>	<b>1.2705</b>	<b>83281</b>	<b>2691</b>	<b>96.8699</b>
<b>Total</b>		<b>62788532</b>	<b>3307023</b>	<b>5.2669</b>	<b>3304332</b>	<b>2691</b>	<b>99.9186</b>	<b>0.0814</b>
<b>Whether Resolution is Passed or Not</b>								<b>Yes</b>

**For Route Mobile Limited**

**Rathindra Das**

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

**Membership No.: F12663**

<b>Resolution No. 4</b>								
<b>Resolution Required (Ordinary/Special)</b>					Ordinary			
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>					Yes			
<b>Description of Resolution considered</b>					Approval for entering into material related party transactions by Route Mobile Limited and its subsidiaries along with the Group Entities, for providing and receiving management, support and operational services leading to global footprint optimisation.			
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>% votes polled on outstanding shares</b>	<b>No. of votes - in favour</b>	<b>No. of votes - in Against</b>	<b>% of votes - in favour</b>	<b>% of votes - in Against</b>
		<b>(1)</b>	<b>(2)</b>	<b>(3)= [(2)/(1)]*100</b>	<b>(4)</b>	<b>(5)</b>	<b>(6)=[(4)/(2)]*100</b>	<b>(7)=[(5)/(2)]*100</b>
Promoter and Promoter Group	E-voting	52183089	0	0	0	0	0	0
	Poll (Not Applicable)		0	0	0	0	0	0
	Postal Ballot (Not Applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>52183089</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Institutions	E-voting	3838876	3221051	83.9061	3221051	0	100	0
	Poll (Not Applicable)		0	0	0	0	0	0
	Postal Ballot (Not Applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>3838876</b>	<b>3221051</b>	<b>83.9061</b>	<b>3221051</b>	<b>0</b>	<b>100</b>
Public Non-Institutions	E-voting	6766567	85972	1.2705	83254	2718	96.8385	3.1615
	Poll (Not Applicable)		0	0	0	0	0	0
	Postal Ballot (Not Applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>6766567</b>	<b>85972</b>	<b>1.2705</b>	<b>83254</b>	<b>2718</b>	<b>96.8385</b>
<b>Total</b>		<b>62788532</b>	<b>3307023</b>	<b>5.2669</b>	<b>3304305</b>	<b>2718</b>	<b>99.9178</b>	<b>0.0822</b>
<b>Whether Resolution is Passed or Not</b>								<b>Yes</b>

For Route Mobile Limited

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

<b>Resolution No. 5</b>								
<b>Resolution Required (Ordinary/Special)</b>				Special				
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>				No				
<b>Description of Resolution considered</b>				Approval of Revision in terms of appointment (Revised Remuneration) of Mr. Rajdipkumar Gupta.				
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>% votes polled on outstanding shares</b>	<b>No. of votes - in favour</b>	<b>No. of votes - in Against</b>	<b>% of votes - in favour</b>	<b>% of votes - in Against</b>
		<b>(1)</b>	<b>(2)</b>	<b>(3)= [(2)/(1)]*100</b>	<b>(4)</b>	<b>(5)</b>	<b>(6)=[(4)/(2)]*100</b>	<b>(7)=[(5)/(2)]*100</b>
Promoter and Promoter Group	E-voting	52183089	52183089	100	52183089	0	100	0
	Poll (Not Applicable)		0	0	0	0	0	0
	Postal Ballot (Not Applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>52183089</b>	<b>52183089</b>	<b>100</b>	<b>52183089</b>	<b>0</b>	<b>100</b>
Public Institutions	E-voting	3838876	3221051	83.9061	1343285	1877766	41.7033	58.2967
	Poll (Not Applicable)		0	0	0	0	0	0
	Postal Ballot (Not Applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>3838876</b>	<b>3221051</b>	<b>83.9061</b>	<b>1343285</b>	<b>1877766</b>	<b>41.7033</b>
Public Non-Institutions	E-voting	6766567	85897	1.2694	79946	5951	93.0719	6.9281
	Poll (Not Applicable)		0	0	0	0	0	0
	Postal Ballot (Not Applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>6766567</b>	<b>85897</b>	<b>1.2694</b>	<b>79946</b>	<b>5951</b>	<b>93.0719</b>
<b>Total</b>		<b>62788532</b>	<b>55490037</b>	<b>88.3761</b>	<b>53606320</b>	<b>1883717</b>	<b>96.6053</b>	<b>3.3947</b>
<b>Whether Resolution is Passed or Not</b>								<b>Yes</b>

**For Route Mobile Limited**

**Rathindra Das**

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

**Membership No.: F12663**



# SAP & Associates

Practicing Company Secretaries

Office :--Flat No.204, Mansarovar CHSL, Near MacDonald's, Sector – 17,  
Vashi, Navi Mumbai – 400 705 , Maharashtra  
Ph: 022 35538526 Email : saplegal@sapandassociates.in

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The Chairman  
Route Mobile Limited  
4<sup>th</sup> Dimension, 3<sup>rd</sup> Floor,  
MindSpace, Malad West,  
Mumbai -400 064

Dear Sir,

## **Report on Postal Ballot through e-voting**

This has reference to my appointment as Scrutinizer by the Board of Directors of Route Mobile Limited ("the Company") vide resolution passed on May 08, 2024 as required under Section 108 and Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), for the time being in force for the purpose of scrutinizing the voting through electronic means in respect of the businesses contained in the Postal Ballot Notice dated May 08, 2024 issued by the Company to all its Members through email only.

In this connection, I hereby submit my report as under:

1. The Company had sent Postal Ballot Notice pursuant to Section 110 of the Act read with Rules made thereunder to the members of the Company whose names appeared in the Register of Members or List of beneficial owners maintained by the Depository Participant(s) / Registrar and Transfer Agent as on May 10, 2024 (being the cut-off date), through emails. The Company had sent email to shareholders on May 15, 2024. The Postal Ballot Notice is also available on the website of the Company at [www.routemobile.com](http://www.routemobile.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of National Securities Depository Limited (NSDL) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com), the e-voting Service Provider (ESP).
2. The management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules made thereunder and SEBI LODR Regulations, in the matter of voting through remote e-voting on the businesses contained in the Notice of the Postal Ballot.
3. The Company had appointed NSDL, the agency authorised under Rule 20 of the Rules to provide remote e-voting facilities to the Members of the Company from 09.00 A.M. on Friday, May 17, 2024 to 5:00 P.M. on Saturday, June 15, 2024. During the process of Voting by electronic means we have been assisted by and have relied upon the secured system provided by NSDL for validation of voting by electronic means. In compliance with Rule 20(4)(xii) of the Rules, reports for voting

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for the resolution have been generated from the e-voting website of NSDL by unblocking the data after 5.00 P.M. on June 15, 2024 in the presence of two witnesses, who were not in the employment of the Company. The Voting by electronic means was validated with software controls.

4. For the purpose of this Report, I have considered the votes in electronic mode, votes casted up to 5:00 P.M. on June 15, 2024 the last date and time fixed by the Company.
5. My responsibility as a scrutinizer for the remote e-voting process is restricted to scrutinize the remote e-voting process in a fair and transparent manner and to prepare Scrutinizer's report of the valid votes cast "In Favour" or "Against" the Resolutions stated in the Notice, based on the reports generated from the remote e-voting system provided by NSDL.
6. All the related papers and details are kept under my safe custody. I shall return them in due course by a separate letter to the Company Secretary for safe keeping.
7. Details of Postal Ballot Forms received / votes cast are as under:

**Ordinary Resolution 1: To approve entering into material related party transactions by Route Mobile Limited and its subsidiaries along with the Group Entities, as defined below, under a framework agreement in relation to third party synergies, as defined below.**

Particulars	No of shareholders made electronic voting	Number of votes cast	% of valid votes
Total votes received	692	5,54,90,142	-
Less: Total number of votes abstained / Invalid	001	5,21,83089	-
Total number of valid votes	691	33,07,053	100.0000
In Favor of the resolution	650	33,04,336	99.9178
Against the resolution	41	2,717	0.0821
<b>Result</b>	<b>Carried with requisite majority</b>		

**Ordinary Resolution 2: To approve entering into material related party transactions by Route Mobile Limited, and its subsidiaries with Telesign and BICS and their subsidiaries, under a framework agreement for the cross selling of omnichannel and digital identity products.**

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Particulars	No of shareholders made electronic voting	Number of votes cast	% of valid votes
Total votes received	690	5,54,90,112	-
Less: Total number of votes abstained / Invalid	001	5,21,83,089	-
Total number of valid votes	689	33,07,023	100.0000
In Favor of the resolution	650	33,04,330	99.9185
Against the resolution	39	2,693	0.0814
<b>Result</b>	<b>Carried with requisite majority</b>		

**Ordinary Resolution 3: To approve entering into material related party transaction by Route Mobile Limited, along with its subsidiaries with BICS (société anonyme/naamloze vennootschap), along with its subsidiaries in relation to framework agreement for cross-selling of Firewall Products and Gateway Arrangements**

Particulars	No of shareholders made electronic voting	Number of votes cast	% of valid votes
Total votes received	690	5,54,90,112	-
Less: Total number of votes abstained / Invalid	001	5,21,83,089	-
Total number of valid votes	689	33,07,023	100.00
In Favor of the resolution	651	33,04,332	99.9186
Against the resolution	38	2,691	0.0814
<b>Result</b>	<b>Carried with requisite majority</b>		

**Ordinary Resolution 4: To approve entering into material related party transactions by Route Mobile Limited and its subsidiaries along with the Group Entities, as defined below for providing and receiving management, support and operational services leading to global footprint optimisation**

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Vashi, Navi Mumbai – 400 705 , Maharashtra  
Ph: 022 35538526 Email : saplegal@sapandassociates.in

Particulars	No of shareholders made electronic voting	Number of votes cast	% of valid votes
Total votes received	690	5,54,90,112	-
Less: Total number of votes abstained / Invalid	001	5,21,83,089	-
Total number of valid votes	689	33,07,023	100.0000
In Favor of the resolution	648	33,04,305	99.9178
Against the resolution	41	2,718	0.08218
<b>Result</b>	<b>Carried with requisite majority</b>		

## Special Resolution 5: Approval of Revision in terms of appointment (Revised Remuneration) of Mr. Rajdipkumar Gupta.

Particulars	No of shareholders made electronic voting	Number of votes cast	% of valid votes
Total votes received	689	5,54,90,037	-
Less: Total number of votes abstained / Invalid	-	-	-
Total number of valid votes	689	5,54,90,037	100.0000
In Favor of the resolution	574	5,36,06,320	96.6053
Against the resolution	115	18,83,717	3.3947
<b>Result</b>	<b>Carried with requisite majority</b>		

8. Detailed list of Members who voted through remote e-voting, "In Favour" or "Against" and "Invalid" votes for each of the Resolution is enclosed to this Report.

You may accordingly declare the result of the Members' voting by E-voting, in respect of the Resolutions given in the Notice dated May 08, 2024 issued under Section 110 of the Companies Act, 2013 and Rules made thereunder.

# SAP & Associates

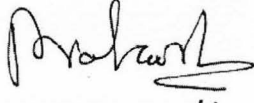
Practicing Company Secretaries

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Vashi, Navi Mumbai – 400 705 , Maharashtra

Ph: 022 35538526 Email : saplegal@sapandassociates.in

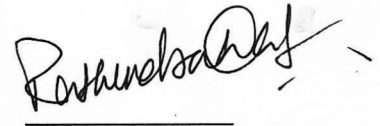
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Yours faithfully,  
**For SAP & Associates**  
Company Secretaries



Prakash Shenoy  
Partner  
M. No. FCS 12625 C.P. No. 22619  
PR No. 3269/2023

Countersigned by:  
**For Route Mobile Limited**



**Company Secretary**

Place: Mumbai  
Dated: June 18, 2024.

UDIN: F012625F000585681

Encl.: As Above