

Ref No: RML/2022-23/207

Date: May 2, 2022

To,
BSE Limited
Scrip Code: 543228

National Stock Exchange of India Limited
NSE Symbol: ROUTE

Dear Sir/Madam,

Sub: Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("Listing Regulations"), it is hereby informed that Route Ledger Technologies Private Limited ("Route Ledger"), a wholly-owned subsidiary of Route Mobile Limited has entered into an Agreement to Transfer Business ('BTA') and a License Agreement on May 2, 2022 with Teledgers Technology Private Limited ("Teledgers"), Gurugram, Haryana, and the existing shareholders (as mentioned in BTA) for acquisition of technology solutions and associated identified customer contracts ('Business'), on a slump sale basis. Technology solutions acquired by Route Ledger through the BTA include "**DLT**" platform ("DLT" meaning Distributed Ledger Technology) regularized by TRAI under TCCCPR 2018, and other high end security and data sharing systems based on blockchain technology which enables trusted digital service delivery of enterprise communication.

Teledgers' blockchain based DLT platform enables telecom operators globally to address guidelines issued by respective telecom regulatory bodies (for instance, the Telecom Regulatory Authority of India ("TRAI"), in India), in order to ensure spam-free commercial and transactional communication (A2P SMS / voice calls originated by enterprises) with mobile subscribers. The DLT platform provides an end-to-end solution to telecom operators – from registration of enterprises, to registration of various header and content templates, to scrubbing of each commercial communication against the registered templates, to reporting through various dashboards. Primary focus of the DLT platform is to streamline commercial communication and achieve a spam-free ecosystem. The entire platform is blockchain based, which enables real-time collaboration between telecom operators. In addition to the telecom operators, the regulatory bodies are also able to monitor and supervise the commercial communication flowing through the telecom channels.

In addition to DLT, Teledgers also provides mobile number portability, OSS/BSS management, international roaming and UCC Detection solution, and CPaaS Solutions. CPaaS solutions provided to enterprises, by Teledgers, include Tracetext - a blockchain based end-to-end encrypted messaging solution for enterprises which avoids data leakages to telemarketers/aggregators or any intermediaries in the value chain.

Further, Teledgers, together with the confirming parties as mentioned in the License Agreement and Route Ledger have entered into an exclusive License Agreement to use the aforesaid technologies in the interim between signing and closing of the BTA.

In this regard, the disclosure in terms of Regulation 30 of the Listing Regulations read with SEBI Circular CIR/CFD/CMD/4/2015 dated September 09, 2015 is given in the **Annexure 1**.



Registered & Corporate Office:

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CIN No: L72900MH2004PLC146323

A copy of the Press Release on the aforesaid acquisition is enclosed as **Annexure 2**.

You are requested to take the above information on record.

Thanking you,
Yours faithfully,
For Route Mobile Limited

Rajdipkumar Gupta
Managing Director & Group CEO

Encl: as above

Annexure 1

The details as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 are given below:

| Sr. No. | Items for Disclosure | Description |
|---------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1 | Name of the target entity, details in brief such as size, turnover etc. | <p>Teledgers Technology Private Limited (“Teledgers”) (“Target Entity”) - Acquisition of technology solutions and associated identified customer contracts on a slump sale basis. Route Ledger Technologies Private Limited (“Route Ledger”) will acquire software solutions pertaining to blockchain based DLT platform and other high end security and data sharing systems based on blockchain. The DLT platform enables telecom operators to comply with guidelines issued by the telecom regulatory authorities. In addition to DLT, Route Ledger will also acquire mobile number portability, OSS/BSS management, international roaming and UCC Detection solutions, and CPaaS solutions from Teledgers.</p> <p>Since this is an acquisition by slump sale, we understand that the details in brief such as size, turnover, etc. of Target Entity are not required to be disclosed.</p> |
| 2 | Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arms’ length” | Not Applicable. |
| 3 | Industry to which the entity being acquired belongs | Target Entity is primarily in the business of providing technology solutions pertaining to DLT and other high end security and data sharing systems based on blockchain to telecom operators. In addition to, the above the Target Entity also provides various block chain enabled technology solutions for other industry verticals. |
| 4 | Objects and effects of acquisition | Target Entity provides technology solutions |

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| | (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity) | <p>pertaining to DLT and other high end security and data sharing systems based on blockchain to telecom operators</p> <p>The acquisition would enable Route Ledger (a wholly owned subsidiary of Route Mobile Limited) to expand its solution offerings to telecom operators. In addition to its existing firewall analytics and grey route monetization solutions, Route Ledger will also offer DLT and encrypted messaging solutions to Mobile Network Operators on the back of this acquisition. Further, Route Ledger will also extend the encrypted messaging solutions to its existing, and potential enterprise customer base.</p> |
| 5 | Brief details of any governmental or regulatory approvals required for the acquisition; | Not Applicable. |
| 6 | Indicative time period for completion of the acquisition; | <p>Besides the fulfillment of the standard conditions precedents, the acquisition is expected to be closed on final conclusion of an ongoing Arbitration Proceedings related to a contractual agreement between Teledgers and/or any/all of the Existing Stakeholders (<i>the founding members and promoters of Teledgers</i>) and a third party entity, arising out of an agreement between such parties.</p> <p>Further, Teledgers together with the confirming parties as mentioned in the License Agreement and Route Ledger have entered into exclusive License Agreement to use the aforesaid technologies in the interim between signing and closing of the BTA.</p> <p>The Agreement is subject to completion of various conditions precedent and includes standard termination rights, including on account of any material adverse effect or adverse outcome of the Arbitration Proceedings.</p> |
| 7 | Nature of consideration - whether cash consideration or share swap and details of the same | Cash Consideration. |
| 8 | Cost of acquisition or the price at which the shares are acquired; | Advance purchase consideration of Rs. 4.9 crores (rupees four crores ninety lakhs only) shall be paid to the Seller within 30 (thirty) Business Days from the date of signing of the BTA, and upon closing of the acquisition, Rs. 125 crores (rupees one hundred and twenty-five crores only) in cash for acquiring the technology solutions and its related customer |

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|----|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| | | <p>contracts of the Target Entity.</p> <p>Further subject to closing, an EBITDA (Earnings Before Interest, Tax, Depreciation and Amortization) performance linked consideration will be payable at the end of FY 2025-26.</p> <p>In addition to the above, Route Ledger will also pay a license fee of Rs. 10,00,000 (rupees ten lakhs only) to Teledgers under the License Agreement.</p> |
| 9 | Percentage of shareholding / control acquired and / or number of shares acquired | <p>Since it is an agreement to transfer business on a slump sale basis, no shares of the Target Company are being acquired.</p> <p>Technology solutions and its related customer contracts, as mentioned above, are acquired.</p> |
| 10 | Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information. | <p>Target Entity provides primarily technology solutions pertaining to DLT and other high end security and data sharing systems based on blockchain to telecom operators.</p> <p>Route Ledger has signed the BTA to acquire Teledgers' customer contracts and also the technology solutions pertaining to DLT and other high end security and data sharing systems based on blockchain to telecom operators and services.</p> <p>Since this is an acquisition through Slump Sale, we understand that the date of incorporation, last three years' turnover and geographical presence of Target Entity are not required to be disclosed.</p> |

Annexure 2

Route Ledger Technologies Private Limited (a wholly owned subsidiary of Route Mobile Limited) signs Business Transfer Agreement with Teledgers Technology Private Limited, to acquire DLT, trusted blockchain and AI-powered solutions to tap business opportunities across Latin America, Middle East, Africa & APAC

Mumbai, India, May 2, 2022: Route Ledger Technologies Private Limited (“**Route Ledger**”, a wholly owned subsidiary of Route Mobile Limited), today announced the signing of Agreement to Transfer Business to acquire, on a slump sale basis, the AI powered blockchain and “**DLT**” (DLT means Distributed Ledger Technology) platform, from Teledgers Technology Private Limited (“**Teledgers**”), other telecom focused high-end security and data sharing systems based on blockchain, and CPaaS solutions.

Teledgers’ blockchain based DLT platform enables telecom operators globally to address guidelines issued by respective telecom regulatory bodies (for instance, the Telecom Regulatory Authority of India (“TRAI”), in India), in order to ensure spam-free commercial and transactional communication (A2P SMS / voice calls originated by enterprises) with mobile subscribers. The DLT platform provides an end-to-end solution to telecom operators – from registration of enterprises, to registration of various header and content templates, to scrubbing of each commercial communication against the registered templates, to reporting through various dashboards. Primary focus of the DLT platform is to streamline commercial communication and achieve a spam-free ecosystem. The entire platform is blockchain based, which enables real-time collaboration between telecom operators. In addition to the telecom operators, the regulatory bodies are also able to monitor and supervise the commercial communication flowing through the telecom channels.

In addition to DLT, Teledgers also provides mobile number portability, OSS/BSS management, international roaming and UCC Detection solution, and CPaaS Solutions. CPaaS solutions targeted to enterprises, by Teledgers, include Tracetext - a blockchain based end-to-end encrypted messaging solution for enterprises which avoids data leakages to telemarketers/aggregators or any intermediaries in the value chain.

Mr. Rajdipkumar Gupta, Managing Director and Group Chief Executive Officer, Route Mobile Limited (“Route Mobile”), said, “Route Mobile’s capability and reach, combined with Teledgers’ blockchain based technology and expertise, promises an efficient solution for telecom operators & enterprises across global markets, including Africa, Latin America, Middle East & APAC.” **He further added,** “Our aim is to empower telecom operators & enterprises to manage and monetize digital assets across decentralized cloud-native apps & technologies. The powerful capabilities of blockchain tools, infrastructure services, automation, containerization, and microservices design can be used to provide visibility and consistency across various industry use cases.”

Mr. Dharmveer Singh, Director and Chief Operating Officer, Teledgers Technology Private Limited said, “Route Ledger provides the necessary access and impetus to implement Teledgers’ DLT and secured encrypted messaging solution globally. The solutions will assist Regulators, Telecom Operators & Enterprises in achieving a spam-free ecosystem through the power of Blockchain Technology.” **He further added,** “With the technology offerings of Teledgers and the global presence and reach of Route Mobile, we are highly confident of achieving this ambitious target.”

Route Mobile intends to enable telecom operators & enterprises with DLT Platform across Latin

America, Middle East, Africa & APAC. This will allow telecom operators efficiently manage as well as to regulate A2P communication (SMS/voice calls), using state-of-the-art blockchain based solutions. Further, the secured blockchain based encrypted messaging solutions will empower enterprises to digitize transactions through a secured channel, and avoid data leakages to intermediaries.

About Route Mobile Limited (www.routemobile.com) (BSE: 543228; NSE: ROUTE)

Established in 2004, Route Mobile Limited (“RML”) is a cloud communications platform service provider, catering to enterprises, over-the-top (OTT) players and mobile network operators (MNO). RML’s portfolio comprises solutions in messaging, voice, email, SMS filtering, analytics and monetization. RML has a diverse enterprise client base across a broad range of industries including social media companies, banks and financial institutions, e-commerce entities and travel aggregators. RML is headquartered in Mumbai, India with a global presence in Asia Pacific, Middle East, Africa, Europe and Americas.

About Teledgers Technology Private Limited (“Teledgers”)

Teledgers, is one of India's leading Telecommunications related blockchain software, research and development and consulting firms with focus on blockchain scalability, security, and monetization. Teledgers provides a blockchain based DLT platform for telecom operators to help them align with guidelines defined by telecom regulatory authorities. Further, Teledgers also offers mobile number portability, OSS/BSS management, international roaming, UCC Detection, and CPaaS solutions. By capitalizing on cutting edge technology, Teledgers aims to transform and create a new era in global telecom industry.

Additional Resources

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