

Ref No: RML/2021-22/195

Date: March 30, 2022

To,

BSE Limited
Scrp Code: 543228

National Stock Exchange of India Limited
NSE Symbol: ROUTE

Dear Sir/Madam,

Sub: Minutes of the Resolutions passed by way of Postal Ballot by remote e-voting process.

With reference to the captioned subject, we enclose herewith the copy of the Minutes of the resolutions passed by way of Postal Ballot by remote e-voting process on March 23, 2022. The results of the Postal Ballot were announced vide our letter dated March 25, 2022.

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: as above

MINUTES OF THE RESOLUTIONS PASSED BY WAY OF POSTAL BALLOT BY REMOTE E-VOTING PROCESS BY MEMBERS OF THE COMPANY ON MARCH 23, 2022, RESULTS OF WHICH WERE DECLARED ON MARCH 25, 2022.

At its meeting held on February 14, 2022, the Board of Directors ("Board") of the Company approved the proposal to conduct a Postal Ballot pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ("Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force) ("Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standards on General Meetings issued by The Institute of Company Secretaries of India ("SS-2"), each as amended and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("MCA") for holding general meetings / conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021, dated 23rd June, 2021 and 20/2021 dated 8th December, 2021 ("MCA Circulars") to seek approval of the Members for the following resolutions:

1. Appointment of Mr. Bhaskar Pramanik (DIN: 00316650) as an Independent Director of the Company;
2. Re-appointment of Mr. Rajdipkumar Gupta (DIN: 01272947) as Managing Director & Group Chief Executive Officer of the Company;

The Board appointed Mr. Himanshu S. Kamdar (Membership No. FCS 5171, Certificate of Practice No.: 3030), of M/s Rathi & Associates, Practicing Company Secretaries, as the 'Scrutinizer' for conducting the Postal Ballot only through the e-voting process in a fair and transparent manner. The e-voting facility to Members was provided through National Securities Depository Limited ("NSDL"). The e-voting period commenced at 9:00 A.M. (IST), Tuesday, February 22, 2022 and ended at 5:00 P.M. (IST), Wednesday, March 23, 2022. A newspaper advertisement (wrt completion of despatch) as required under the Companies Act, 2013 was published in Business Standard, English (all editions) and Mumbai Lakshadeep, Marathi language, on Saturday, February 19, 2022.

The requirement of sending physical copy of the Postal Ballot Notice and Postal Ballot Form had been dispensed with under the aforesaid MCA Circulars. To facilitate the members who were not having email ID registered with their Depository Participants or Registrar & Share Transfer Agent or the Company to receive the Notice electronically and cast their vote electronically, the Company had made special arrangement for registration of email addresses in terms of the Circulars issued by Ministry of Corporate Affairs. Eligible Members who had not submitted their e-mail address to KFin, were informed to provide their e-mail address to KFin on or before 5:00 P.M. (IST) on Monday, March 14, 2022, pursuant to which any Member could receive on the e-mail address provided by the Member, the Notice and the procedure for remote e-voting along with the login ID and password for remote e-voting. An advertisement was also published by the Company in this regard on Friday, February 11, 2022 in Business Standard, English (all editions) and Mumbai Lakshadeep, Marathi Language, for the benefit of members and as a good corporate governance practise.

The Scrutinizer submitted his report on postal ballot by remote e-voting process to the Chairman of the Company on March 25, 2022.

Summary of the Scrutinizer's Report is as under:

1. Pursuant to General Circular No. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 and 20/2021 dated December 8, 2021, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID - 19" issued by the Ministry of Corporate Affairs and due to difficulty in dispatch of Postal Ballot notice, the Postal Ballot notice dated February 14, 2022 was sent to the members whose name(s) appeared on the Register of Members / list of Beneficial Owners as received

from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on cut-off date i.e. Tuesday, February 15, 2022.

2. Particulars of votes cast through electronic means only have been entered in the register separately maintained for the purpose.
3. The votes cast through electronic means were unblocked on Wednesday, March 23, 2022 at 5.01 PM.
4. Votes cast through electronic means were scrutinized and the shareholding was matched/confirmed with the Register of Members of the company/list of beneficiaries as on Tuesday, February 15, 2022.
5. Votes cast through electronic means up to 5:00 PM on Wednesday, March 23, 2022 being the last time and date fixed by the Company for voting through electronic means were considered for scrutiny.
6. Since the voting on Postal Ballot process was conducted only through e-voting, reporting on finding of defaced or mutilated ballot paper does not arise.

Based on the analysis of valid votes, the Scrutinizer submitted his report dated March 25, 2022 to the Chairman of the Company. Based on the report, the special and ordinary resolutions set out in the Postal Ballot notice dated February 14, 2022 were passed with requisite majority.

The details of voting on the special and ordinary resolutions as per the Scrutinizer's report were as under:

1. Appointment of Mr. Bhaskar Pramanik (DIN: 00316650) as an Independent Director of the Company:

"RESOLVED THAT pursuant to Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) of the Act, Regulation 16, 17, 25 (2A) & other applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), approvals and recommendations of the Nomination and Remuneration Committee, and that of the Board, and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, Mr. Bhaskar Pramanik (DIN: 00316650), who has been appointed as an Additional & Independent Director of the Company by the Board of Directors effective August 10, 2021, pursuant to Section 161 of the Act and Article 164 of the Articles of Association of the Company, and who has submitted a declaration that he meets the criteria of Independence as provided under the Act and the Listing Regulations, be and is hereby appointed as an Independent Director, not liable to retire by rotation, for a period of five (5) years up to August 09, 2026.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Members be and is hereby accorded to the continuation of directorship of Mr. Bhaskar Pramanik (DIN: 00316650) after he attains the age of 75 years (during his aforesaid tenure), as an Independent Director of the Company.

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."

The details of voting of the Special Resolution No. 1 set out in the notice dated February 14, 2022 were as under:

Number of valid votes received	Votes in favour of the Resolution	Votes against the Resolution	Number of invalid Postal Ballot & Electronic Votes received
52319154	52317548	1606	0

2. Re-appointment of Mr. Rajdipkumar Gupta (DIN: 01272947) as Managing Director & Group Chief Executive Officer of the Company:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 ("Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule V of the Act (including any amendments thereto or re-enactment thereof for the time

being in force), and Article 191 of the Articles of Association of the Company and upon the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, and subject to any required regulatory approvals and applicable conditions thereof, approval of the Members be and is hereby accorded to the re-appointment of Mr. Rajdipkumar Gupta (DIN: 01272947) as Managing Director and Group Chief Executive Officer ("MD & Group CEO") of the Company, for a period of five (5) years commencing from May 1, 2022 till April 30, 2027 (both days inclusive), liable to retire by rotation, on the terms and conditions set out in the Statement annexed to this Notice (and those stipulated in the employment agreement to be executed for purposes of giving effect to the said re-appointment).

RESOLVED FURTHER THAT the Board of Directors (including its Committee thereof) be and is hereby authorised to revise the remuneration of Mr. Rajdipkumar Gupta from time to time to the extent the Board of Directors may deem appropriate, provided that such revision is within the overall limits of the managerial remuneration as prescribed under section 197 of the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.

RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained, wherein in any financial year during the currency of his tenure, the Company has no profits or the profits are inadequate, Mr. Rajdipkumar Gupta will be paid minimum remuneration within the ceiling limit prescribed under Schedule V of the Act or any modification or re-enactment thereof subject to requisite compliance and disclosure.

RESOLVED FURTHER THAT the Board or any Committee constituted or to be constituted by the Board be and is hereby authorised to delegate the powers to any officer of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, consider necessary, expedient or desirable in order to give effect to this resolution or otherwise considered by the Board in the best interest of the Company, as it may deem fit."

The details of voting of the Ordinary Resolution No. 2 set out in the notice dated February 14, 2022 were as under: -

Number of valid votes received	Votes in favour of the Resolution	Votes against the Resolution	Number of invalid Postal Ballot & Electronic Votes received
52319203	46158586	6160617	0

Mr. Sandipkumar Gupta, Chairman (Non- Executive Director) of the Company received the Scrutinizer's Report on Friday, March 25, 2022 and authorized Mr. Rathindra Das, Company Secretary to take the necessary steps as for submission of results to the Stock Exchanges and other Regulatory Compliances.

The e-voting results along with the Scrutinizer's Report were displayed on the website of the Company at www.routemobile.com and on the e-voting website of National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com.

The results were also communicated to the Stock Exchanges i.e. National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

Entered in the Minutes Book on March 30, 2022

Sd/-
Sandipkumar Gupta
Chairman

Certified True Copy
For Route Mobile Limited



Rathindra Das
Group Head- Legal, Company Secretary & Compliance Officer