

Ref No: RML/2022-23/219

Date: May 20, 2022

To,
BSE Limited
Scrip Code: 54322

National Stock Exchange of India Limited
NSE Symbol: ROUTE

Dear Sir/Madam,

Sub: Annual Secretarial Compliance Report for the financial year ended March 31, 2022

Pursuant to the Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, please find enclosed the Annual Secretarial Compliance Report for the financial year 2021-'22.

The above document is also available on the Company's website at www.routemobile.com.

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



DHRUMIL M. SHAH & CO.

Practising Company Secretaries

SECRETARIAL COMPLIANCE REPORT OF ROUTE MOBILE LIMITED

(For the year ended March 31, 2022)

(Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No CIR/CFD/CMD1/27/2019 dated February 8, 2019)

Ref No. 166/2022-23

To,

Route Mobile Limited

CIN: L72900MH2004PLC146323

4th Dimension, 3rd Floor, Mind Space,
Malad (West), Mumbai 400064

I, **Dhrumil M Shah**, have examined:

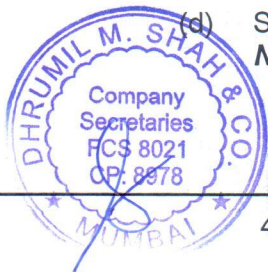
- all the documents and records made available to me and explanation provided by **Route Mobile Limited** ("the listed entity"),
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- other documents/ filings which were relevant and relied upon to issue this certification,

for the year ended March 31, 2022 ("Review Period") in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include: -

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018;
Not applicable to the Company during the period under review;



- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not applicable to the Company during the period under review;**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 and Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not applicable to the Company during the period under review;**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars/ guidelines issued thereunder;

and based on the above examination, I hereby report that, during the review period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) No actions were taken against the listed entity/ its promoters/directors/material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder.
- (d) There were no observations made in previous Annual Secretarial Compliance Reports.

I further report that, during the review period, the Company has complied with the Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 in respect of re-appointment of Statutory Auditor.

Place: Mumbai
Date: May 18, 2022



For Dhrumil M Shah & Co.
UDIN: F008021D000336316

Dhrumil M Shah
Practicing Company Secretary
CP 8978; FCS 8021
PR 995/2020