

Date: April 29, 2024

To,

**BSE Limited**  
Phiroze Jeejeeboy Towers  
Dalal Street, Fort,  
Mumbai- 400 001

Morgan Stanley India  
Company Private Limited  
18th Floor, Tower 2  
One World Center, Plot-841  
Jupiter Textile Mill Compound  
Senapati Bapat Marg, Lower Parel  
Mumbai 400013

tel +91 22 6118 1000  
fax +91 22 6118 1011

[www.morganstanley.com/india](http://www.morganstanley.com/india)

Dear Sir/Madam,

**Subject: Post-Offer Advertisement (“Post-Offer Advertisement”) in relation to the open offer to the Public Shareholders of Route Mobile Limited (“Target Company”) by Proximus Opal (“Open Offer”/ “Offer”)**

With respect to the captioned Open Offer, the Post-Offer Advertisement dated April 26, 2024 was published on April 29, 2024 under Regulation 18(12) of the SEBI (SAST) Regulations in the following newspapers:

Newspaper	Language	Editions
Financial Express	English	All Editions
Jansatta	Hindi	All Editions
Navshakti	Marathi	Mumbai

In accordance with the SEBI (SAST) Regulations, we hereby enclose a copy of the aforementioned Post-Offer Advertisement in relation to the Open Offer.

We request you to kindly disseminate the Post-Offer Advertisement on your website.

Capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Letter of Offer dated March 15, 2024.

Should you require any further information / clarifications on the same, please contact the following persons:

Name	Designation	Contact	Email ID
Ankit Garg	Executive Director	+91 22 6118 1027	routemobile_openoffer@morganstanley.com
Shantanu Tilak	Associate	+91 22 6118-1066	routemobile_openoffer@morganstanley.com

Thanking you,

**For Morgan Stanley India Company Private Limited**



Name: Sundareswaran S

Designation: Managing Director

Enclosed: Copy of the Post-Offer Advertisement

POST OFFER ADVERTISEMENT IN ACCORDANCE WITH REGULATION 18(12) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 (AS AMENDED)

# ROUTE MOBILE LIMITED

Registered Office: 4<sup>th</sup> Dimension, 3<sup>rd</sup> floor, Mind Space, Malad (West), Mumbai, Maharashtra – 400 064, India  
Corporate Identification Number (CIN): L72900MH2004PLC146323  
Tel: 022-40337676; Website: www.routemobile.com

OPEN OFFER FOR ACQUISITION OF UP TO 1,64,05,338 (ONE CRORE SIXTY-FOUR LAKH FIVE THOUSAND THREE HUNDRED AND THIRTY-EIGHT) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹10 (INDIAN RUPEES TEN) EACH ("EQUITY SHARES"), REPRESENTING 26.00% (TWENTY-SIX PER CENT.) OF THE EXPANDED VOTING SHARE CAPITAL OF ROUTE MOBILE LIMITED ("TARGET COMPANY") FROM THE PUBLIC SHAREHOLDERS OF THE TARGET COMPANY BY PROXIMUS OPAL ("ACQUIRER") ALONG WITH PROXIMUS ("PAC"), IN ITS CAPACITY AS PERSON ACTING IN CONCERT WITH THE ACQUIRER FOR THE PURPOSES OF THE OPEN OFFER, PURSUANT TO AND IN COMPLIANCE WITH THE REQUIREMENTS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED (THE "SEBI (SAST) REGULATIONS") (THE "OPEN OFFER"/"OFFER").

This post-offer advertisement ("Post-Offer Advertisement") is being issued by Morgan Stanley India Company Private Limited, the manager to the Open Offer ("Manager"), for and on behalf of the Acquirer and the PAC, in connection with the Open Offer to the Public Shareholders of the Target Company, in compliance with Regulation 18(12) of the SEBI (SAST) Regulations. The detailed public statement dated 22 July 2023 ("Detailed Public Statement" or "DPS") with respect to the aforementioned Open Offer was published on 24 July 2023 in the following newspapers: Financial Express (English), Jansatta (Hindi) and Navshakti (Marathi) (collectively, the "Newspapers").

This Post-Offer Advertisement should be read in continuation of, and in conjunction with the:

- public announcement dated 17 July 2023 ("Public Announcement" or "PA");
- Detailed Public Statement;
- letter of offer dated 15 March 2024 ("Letter of Offer" or "LoF"); and
- pre-offer advertisement cum corrigendum to the DPS and the PA, dated 20 March 2024, published on 22 March 2024 in the Newspapers.

This Post-Offer Advertisement is being published in the Newspapers. Capitalized terms used but not defined in this Post-Offer Advertisement shall have the same meaning assigned to such terms in the Letter of Offer.

The Public Shareholders of the Target Company are requested to kindly note the following information with respect to the Open Offer:

1.	<b>Name of the Target Company:</b>	Route Mobile Limited
2.	<b>Name of the Acquirer and the PAC:</b>	<b>Acquirer:</b> Proximus Opal <b>PAC:</b> Proximus
3.	<b>Name of the Manager to the Open Offer:</b>	Morgan Stanley India Company Private Limited
4.	<b>Name of the Registrar to the Open Offer:</b>	KFin Technologies Limited
5.	<b>Open Offer Details</b> (a) <b>Date of opening of the Open Offer:</b> (b) <b>Date of closure of the Open Offer:</b>	27 March 2024 (Wednesday) 12 April 2024 (Friday)
6.	<b>Date of payment of consideration:</b>	24 April 2024 (Wednesday)

## 7. Details of Acquisition

Sr. No.	Particulars	Proposed in the Open Offer Document (Letter of Offer)	Actuals
1.	Offer Price (per equity share)	₹1,644.67 per Equity Share being the aggregate of Offer Price of ₹1,626.40 payable along with the Applicable Interest of ₹18.27 per Equity Share	₹1,644.67 per Equity Share being the aggregate of Offer Price of ₹1,626.40 payable along with the Applicable Interest of ₹18.27 per Equity Share
2.	Aggregate number of shares tendered	1,64,05,338*	1,57,68,803
3.	Aggregate number of shares accepted	1,64,05,338*	1,57,68,803
4.	Size of the Offer (Number of shares multiplied by Offer Price per share)	₹ 26,98,13,67,249 <sup>^</sup>	₹ 25,93,44,77,231
5.	Shareholding of the Acquirer and the PAC before agreements/Public Announcement (Number of Equity Shares and % of Expanded Voting Share Capital)	<b>Acquirer:</b> Nil (0.00%) <b>PAC:</b> Nil (0.00%)	<b>Acquirer:</b> Nil (0.00%) <b>PAC:</b> Nil (0.00%)
6.	Shares acquired by way of agreements • Number • % of the Expanded Voting Share Capital	<b>Acquirer:</b> 3,64,14,286 (57.71%) <b>PAC:</b> Nil (0.00%)	<b>Acquirer:</b> 3,64,14,286 <sup>^</sup> (57.71%) <b>PAC:</b> Nil (0.00%)
7.	Shares acquired by way of Open Offer • Number • % of the Expanded Voting Share Capital	<b>Acquirer:</b> 1,64,05,338* (26.00%*) <b>PAC:</b> Nil (0.00%)	<b>Acquirer:</b> 1,57,68,803 (24.99%) <b>PAC:</b> Nil (0.00%)
8.	Shares acquired after Detailed Public Statement • Number of shares acquired • Price of the shares acquired • % of the Expanded Voting Share Capital	<b>Acquirer:</b> Nil (0.00%) <b>PAC:</b> Nil (0.00%)	<b>Acquirer:</b> Nil (0.00%) <b>PAC:</b> Nil (0.00%)
9.	Post offer shareholding of the Acquirer and the PAC • Number • % of the Expanded Voting Share Capital	<b>Acquirer:</b> 5,28,19,624* (83.71%*) <b>PAC:</b> Nil (0.00%)	<b>Acquirer:</b> 5,21,83,089 (82.70%) <sup>^</sup> <b>PAC:</b> Nil (0.00%)
10.	Pre and Post offer shareholding of the public • Number • % of the Expanded Voting Share Capital	<b>Pre-offer</b> 2,66,83,166 <sup>§</sup> (42.29%)	<b>Post-offer</b> 1,02,77,828* (16.29%*)
		<b>Pre-offer</b> 2,66,83,166 <sup>§</sup> (42.29%)	<b>Post-offer</b> 1,09,14,363 (17.30%)

## Notes:

\* Assuming full acceptance under the Open Offer.

<sup>^</sup> Aggregate of (a) ₹26,68,16,41,723 i.e., the maximum consideration payable under this Open Offer assuming full acceptance at the Offer Price; and (b) ₹29,97,25,526 in interest at the Applicable Interest of ₹18.27 per Equity Share.

<sup>#</sup> The Underlying Transaction contemplated by the Share Purchase Agreement is yet to be consummated and it will be consummated within the time-period prescribed under the SEBI (SAST) Regulations.

<sup>§</sup> This includes 3,08,920 outstanding employee stock options of the Target Company already vested as on the date of the Letter of Offer, exercisable into equal number of Equity Shares.

8. The Acquirer, the PAC along with their respective directors severally and jointly accept full responsibility for the information contained in this Post-Offer Advertisement (other than such information as has been obtained from public sources or provided by or relating to and confirmed by the Target Company and/or the Sellers) also for the obligations of the Acquirer and the PAC laid down in the SEBI (SAST) Regulations.

9. This Post-Offer Advertisement will also be available on SEBI's website ([www.sebi.gov.in](http://www.sebi.gov.in)), BSE Limited ([www.bseindia.com](http://www.bseindia.com)), National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)) and at the registered office of the Target Company.

Issued on behalf of the Acquirer and the PAC by the Manager	Registrar to the Open Offer
<p><b>Morgan Stanley</b> Morgan Stanley India Company Private Limited Address: 18F, Tower 2, One World Center, Plot 841, Senapati Bapat Marg, Lower Parel, Mumbai - 400013, India Contact Person: Ankit Garg Tel. No.: +91 22 6118 1000 Fax No.: +91 22 6118 1011 Email: <a href="mailto:ankit.garg@morganstanley.com">ankit.garg@morganstanley.com</a> SEBI Registration Number: INM000011203 Validity Period: Permanent Registration</p>	<p><b>KFINTECH</b> Kfin Technologies Limited Address: Selenium, Tower B, Plot No- 31 and 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi - 500 032, Telangana, India Contact Person: M. Murali Krishna Tel No.: +91 40 6716 2222/18003094001 Fax No.: +91 40 6716 1563 E-mail: <a href="mailto:rml.openoffer@kfinotech.com">rml.openoffer@kfinotech.com</a> Investor Grievance E-mail: <a href="mailto:einward.ris@kfinotech.com">einward.ris@kfinotech.com</a> SEBI Registration Number: INR00000221 Validity Period: Permanent Registration</p>

Issued by the Manager to the Open Offer  
For and on behalf of the Acquirer and PAC

Proximus Opal (Acquirer)  
Proximus (PAC)

Place: Belgium  
Date: 26 April 2024