

Ref No: RML/2024-25/498

Date: August 6, 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 July 2, 2024, enclosing the Postal Ballot Notice dated June 28, 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 voting by electronic means ("remote e-voting").

Ordinary Resolution:	
1.	Appointment of Mr. Guillaume Boutin (DIN: 10498724), as Director (Non-Executive Non-Independent), designated as the Chairman.
2.	Appointment of Mr. Mark Reid (DIN: 10498698), as Director (Non-Executive Non-Independent).
Special Resolution:	
3.	Appointment of Mr. Prakash Advani (DIN: 05322952), as an Independent Director.
4.	Appointment of Ms. Harita Gupta (DIN: 01719806), as an Independent Director.
5.	Appointment of Mr. Anil Kumar Chanana (DIN:00466197) as an Independent Director.
6.	Payment of Commission to the Independent Directors.

We are pleased to inform you that all the resolutions setout in the Postal Ballot Notice dated June 28, 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 August 5, 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 and will also be made available on the website of National Securities Depository Limited at 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

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

Encl: as above

Annexure - 1

Format of Voting Results

Date of Declaration of Postal Ballot/ AGM/EGM	Resolutions passed through Postal Ballot on August 2, 2024
Total number of shareholders on record date (i.e. June 21, 2024)	154115
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable (Resolutions passed through Postal Ballot)
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	Not Applicable (Resolutions passed through Postal Ballot)

Yours truly,
For Route Mobile Limited

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

Resolution No.1								
Resolution Required (Ordinary/Special)					Ordinary			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Description of Resolution considered					Appointment of Mr. Guillaume Boutin (DIN: 10498724), as Director (Non-Executive Non-Independent), designated as the Chairman.			
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
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
	Total		52183089	52183089	100	52183089	0	100
Public Institutions	E-voting	4103492	3474982	84.6835	3460494	14488	99.5831	0.4169
	Poll (Not Applicable)		0	0	0	0	0	0
	Postal Ballot (Not Applicable)		0	0	0	0	0	0
	Total		4103492	3474982	84.6835	3460494	14488	99.5831
Public Non-Institutions	E-voting	6501951	30336	0.4666	28569	1767	94.1752	5.8248
	Poll (Not Applicable)		0	0	0	0	0	0
	Postal Ballot (Not Applicable)		0	0	0	0	0	0
	Total		6501951	30336	0.4666	28569	1767	94.1752
Total		62788532	55688407	88.6920	55672152	16255	99.9708	0.0292
Whether Resolution is Passed or Not								YES

For Route Mobile Limited

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

Resolution No. 2								
Resolution Required (Ordinary/Special)					Ordinary			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Description of Resolution considered					Appointment of Mr. Mark Reid (DIN: 10498698), as Director (Non-Executive Non-Independent)			
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
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
	Total		52183089	52183089	100	52183089	0	100
Public Institutions	E-voting	4103492	3474982	84.6835	3457197	17785	99.4882	0.5118
	Poll (Not Applicable)		0	0	0	0	0	0
	Postal Ballot (Not Applicable)		0	0	0	0	0	0
	Total		4103492	3474982	84.6835	3457197	17785	99.4882
Public Non-Institutions	E-voting	6501951	30181	0.4642	28385	1796	94.0492	5.9508
	Poll (Not Applicable)		0	0	0	0	0	0
	Postal Ballot (Not Applicable)		0	0	0	0	0	0
	Total		6501951	30181	0.4642	28385	1796	94.0492
Total		62788532	55688252	88.6918	55668671	19581	99.9648	0.0352
Whether Resolution is Passed or Not								YES

For Route Mobile Limited

Rathindra Das

Group Head-Legal, Company Secretary & Compliance Officer

Membership No.: F12663

Resolution No. 3								
Resolution Required (Ordinary/Special)					Special			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Description of Resolutions considered					Appointment of Mr. Prakash Advani (DIN: 05322952) as an Independent Director.			
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	52183089	52183089	100	52183089	0	100	0
	Poll (Not Applicable)		0	0	0	0	0	
	Postal Ballot (Not Applicable)		0	0	0	0	0	
	Total		52183089	52183089	100	52183089	0	100
Public Institutions	E-voting	4103492	3474982	84.6835	3474982	0	100	0
	Poll (Not Applicable)		0	0	0	0	0	
	Postal Ballot (Not Applicable)		0	0	0	0	0	
	Total		4103492	3474982	84.6835	3474982	0	100
Public Non-Institutions	E-voting	6501951	30186	0.4643	28091	2095	93.0597	6.9403
	Poll (Not Applicable)		0	0	0	0	0	
	Postal Ballot (Not Applicable)		0	0	0	0	0	
	Total		6501951	30186	0.4643	28091	2095	93.0597
Total		62788532	55688257	88.6918	55686162	2095	99.9962	0.0038
Whether Resolution is Passed or Not								YES

For Route Mobile Limited

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

Resolution No. 4								
Resolution Required (Ordinary/Special)				Special				
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Description of Resolution considered				Appointment of Ms. Harita Gupta (DIN: 01719806) as an Independent Director				
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
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
	Total		52183089	52183089	100	52183089	0	100
Public Institutions	E-voting	4103492	3474982	84.6835	3474982	0	100	0
	Poll (Not Applicable)		0	0	0	0	0	0
	Postal Ballot (Not Applicable)		0	0	0	0	0	0
	Total		4103492	3474982	84.6835	3474982	0	100
Public Non-Institutions	E-voting	6501951	29976	0.4610	27933	2043	93.1845	6.8155
	Poll (Not Applicable)		0	0	0	0	0	0
	Postal Ballot (Not Applicable)		0	0	0	0	0	0
	Total		6501951	29976	0.4610	27933	2043	93.1845
Total		62788532	55688047	88.6914	55686004	2043	99.9963	0.0037
Whether Resolution is Passed or Not								YES

For Route Mobile Limited

Rathindra Das

Group Head-Legal, Company Secretary & Compliance Officer

Membership No.: F12663

Resolution No. 5								
Resolution Required (Ordinary/Special)				Special				
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Description of Resolution considered				Appointment of Mr. Anil Kumar Chanana (DIN:00466197) as an Independent Director				
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
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
	Total	52183089	52183089	100	52183089	0	100	0
Public Institutions	E-voting	4103492	3474982	84.6835	3416457	58525	98.3158	1.6842
	Poll (Not Applicable)		0	0	0	0	0	0
	Postal Ballot (Not Applicable)		0	0	0	0	0	0
	Total	4103492	3474982	84.6835	3416457	58525	98.3158	1.6842
Public Non-Institutions	E-voting	6501951	29911	0.4600	27886	2025	93.2299	6.7701
	Poll (Not Applicable)		0	0	0	0	0	0
	Postal Ballot (Not Applicable)		0	0	0	0	0	0
	Total	6501951	29911	0.4600	27886	2025	93.2299	6.7701
Total		62788532	55687982	88.6913	55627432	60550	99.8913	0.1087
Whether Resolution is Passed or Not								YES

For Route Mobile Limited

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

Resolution No. 6								
Resolution Required (Ordinary/Special)				Special				
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Description of Resolution considered				Payment of Commission to the Independent Directors.				
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
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
	Total	52183089	52183089	100	52183089	0	100	0
Public Institutions	E-voting	4103492	3474982	84.6835	1225738	2249244	35.2732	64.7268
	Poll (Not Applicable)		0	0	0	0	0	0
	Postal Ballot (Not Applicable)		0	0	0	0	0	0
	Total	4103492	3474982	84.6835	1225738	2249244	35.2732	64.7268
Public Non-Institutions	E-voting	6501951	35492	0.5459	25727	9765	72.4868	27.5132
	Poll (Not Applicable)		0	0	0	0	0	0
	Postal Ballot (Not Applicable)		0	0	0	0	0	0
	Total	6501951	35492	0.5459	25727	9765	72.4868	27.5132
Total		62788532	55693563	88.7002	53434554	2259009	95.9439	4.0561
Whether Resolution is Passed or Not								YES

For Route Mobile Limited

Rathindra Das

Group Head-Legal, Company Secretary & Compliance Officer

Membership No.: F12663



Ref: 901/2024-25

SCRUTINIZER'S REPORT

[Pursuant to Section 108 & 110 of the Companies Act, 2013 and Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman,
ROUTE MOBILE LIMITED
CIN: L72900MH2004PLC146323
4th Dimension, 3rd Floor, Mind Space,
Malad (west), Mumbai-400064
Maharashtra, India.

Dear Sir,

Sub: Scrutinizer's Report on Postal Ballot through electronic voting process in respect of passing of the resolutions set-out in the postal ballot notice dated June 28, 2024

I, Dhrumil M. Shah, Partner of Dhrumil M. Shah & Co. LLP, Practising Company Secretaries, have been appointed as Scrutinizer by the Board of Directors of Route Mobile Limited (hereinafter called as "**the Company**"), pursuant to Section 108 and 110 of the Companies Act, 2013 ("**the Act**") read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, ("**the Rules**") for the purpose of scrutinizing the Postal Ballot voting conducted by way of remote e-voting process ("**e-voting**") in a fair and transparent manner on the resolutions contained in the postal ballot notice dated **June 28, 2024** ("**Notice**") issued in accordance with the Act and Rules read with General Circular No. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being No. 09/2023 dated September 25, 2023 ("**MCA Circulars**") applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and Secretarial Standards on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India ("**ICSI**").

The Management of the Company is responsible to ensure compliance with the requirements of:

- (i) the Act and the Rules made thereunder;
- (ii) the MCA Circulars; and
- (iii) the Listing Regulations

The Management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

My responsibility as a Scrutinizer was restricted to scrutinize the e-voting process, in a fair and transparent manner and to prepare a Scrutinizer's Report of the votes cast in

Page | 1



favour and against the resolutions stated in the Notice. My report is based on verification of data and reports generated from the e-voting system provided by the National Securities Depository Limited ("NSDL"), the service provider engaged by the Company to provide e-voting facility to its members:

The Members of the Company holding shares as on the "cut-off" date as set out in the Notice i.e. **Friday, June 21, 2024** were entitled to vote on the resolutions set out in the Notice and their voting rights were in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date.

The e-voting commenced on Thursday, July 4, 2024 at 09.00 A.M. (IST) and concluded at 05.00 P.M. (IST) on Friday, August 2, 2024.

The votes cast during the e-voting were unblocked on Friday, August 2, 2024 at 05.02 P.M. after the conclusion of e-voting period for Postal Ballot in the presence of two witnesses who are not in the employment of the Company.

Votes cast by the Members through e-voting were reconciled with the records maintained by the Registrar and Transfer Agent of the Company i.e. KFin Technologies Limited.

I now submit herewith the Scrutinizer's Report on the results of the e-voting for postal ballot, based on the report generated by NSDL in respect of the following resolutions as under:

SPECIAL BUSINESS:

1. ORDINARY RESOLUTION

Appointment of Mr. Guillaume Boutin (DIN: 10498724), as Director (Non-Executive Non-Independent), designated as the Chairman of the Company

i. Voting "in favour" of resolution

Number of Members	Number of valid votes cast	% of total number of valid votes cast
686	5,56,72,152	99.9708

ii. Voting "against" the resolution

Number of Members	Number of valid votes cast	% of total number of valid votes cast
36	16,255	0.0292

iii. Invalid Votes

Total number of Members	Total number of invalid votes cast
0	0



2. ORDINARY RESOLUTION

Appointment of Mr. Mark Reid (DIN: 10498698), as Director (Non-Executive Non-Independent) of the Company

i. Voting **"in favour"** of resolution

Number of Members	Number of valid votes cast	% of total number of valid votes cast
680	5,56,68,671	99.9648

ii. Voting **"against"** the resolution

Number of Members	Number of valid votes cast	% of total number of valid votes cast
39	19,581	0.0352

iii. Invalid Votes

Total number of Members	Total number of invalid votes cast
0	0

3. SPECIAL RESOLUTION

Appointment of Mr. Prakash Advani (DIN: 05322952) as an Independent Director of the Company

i. Voting **"in favour"** of resolution

Number of Members	Number of valid votes cast	% of total number of valid votes cast
682	5,56,86,162	99.9962

ii. Voting **"against"** the resolution

Number of Members	Number of valid votes cast	% of total number of valid votes cast
34	2,095	0.0038

iii. Invalid Votes

Total number of Members	Total number of invalid votes cast
0	0



4. SPECIAL RESOLUTION

Appointment of Ms. Harita Gupta (DIN: 01719806) as an Independent Director of the Company

i. Voting **"in favour"** of resolution

Number of Members	Number of valid votes cast	% of total number of valid votes cast
682	5,56,86,004	99.9963

ii. Voting **"against"** the resolution

Number of Members	Number of valid votes cast	% of total number of valid votes cast
33	2,043	0.0037

iii. Invalid Votes

Total number of Members	Total number of invalid votes cast
0	0

5. SPECIAL RESOLUTION

Appointment of Mr. Anil Kumar Chanana (DIN: 00466197) as an Independent Director of the Company

i. Voting **"in favour"** of resolution

Number of Members	Number of valid votes cast	% of total number of valid votes cast
676	5,56,27,432	99.8913

ii. Voting **"against"** the resolution

Number of Members	Number of valid votes cast	% of total number of valid votes cast
39	60,550	0.1087

iii. Invalid Votes

Total number of Members	Total number of invalid votes cast
0	0



6. SPECIAL RESOLUTION

Payment of Commission to the Independent Directors of the Company

i. Voting “in favour” of resolution

Number of Members	Number of valid votes cast	% of total number of valid votes cast
577	5,34,34,554	95.9439

ii. Voting “against” the resolution

Number of Members	Number of valid votes cast	% of total number of valid votes cast
139	22,59,009	4.0561

iii. Invalid Votes

Total number of Members	Total number of invalid votes cast
0	0

Based on the above e-voting results on the aforesaid resolutions, the valid votes cast by the members in favour are more than valid votes cast against. Accordingly, you may declare the results of e-voting.

All electronic data and relevant records relating to e-voting shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the Postal Ballot and thereafter, the same shall be handed over to the Chairman / Company Secretary for safe keeping.



For Dhrumil M. Shah & Co. LLP
Practising Company Secretaries
ICSI URN: L2023MH013400
PRN: 3147/2023

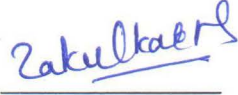
Dhrumil M. Shah
Partner
FCS 8021 | CP 8978
UDIN: F008021F000902741

Place : Mumbai
Date : August 5, 2024

We, the undersigned, have witnessed that the results of postal ballot through e-voting were unblocked and downloaded from the NSDL e-voting service provider's platform in our presence on Friday, August 2, 2024 at 05.02 P.M.



Dhiraj Palav



Radhika Kulkarni

Countersigned by
For Route Mobile Limited

Rathindra Das
Group Head-Legal, Company
Secretary and Compliance Officer
Membership No. FCS 12663

