

Ref No: RML/2021-22/68  
Date: April 28, 2021

To,  
**BSE Limited**  
**Scrip Code: 543228**

**National Stock Exchange of India Limited**  
**NSE Symbol: ROUTE**

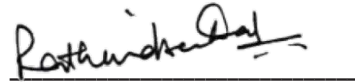
Dear Sir/Madam,

**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 April 19, 2021. The results of the Postal Ballot were announced vide our letter dated April 20, 2021.

You are requested to take the above information on record.

Thanking you,  
Yours faithfully,  
**For Route Mobile Limited**





**Rathindra Das**  
**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 APRIL 19, 2021, RESULTS OF WHICH WERE DECLARED ON APRIL 20, 2021.**

At its meeting held on March 15, 2021, the Board of Directors ("Board") of the Company approved the proposal to conduct a Postal Ballot pursuant to section 110 of the Companies Act, 2013 and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020 and the General Circular No. 33/2020 dated September 28, 2020 and No. 39/2020 dated December 31, 2020 issued by the Ministry of Corporate Affairs ("MCA Circulars") to seek approval of the Members for the following resolution:

1. Approval of 'Route Mobile Limited - Employee Stock Option Plan, 2021' ("RML ESOP 2021"/ "Plan"/ "Scheme");
2. Approval of grant of Employee Stock Options to the Employees/Directors of subsidiary company(ies) of the Company under 'Route Mobile Limited - Employee Stock Option Plan, 2021' ("RML ESOP 2021"/ "Plan"/ "Scheme");
3. Approval of Trust Route for the implementation of 'Route Mobile Limited - Employee Stock Option Plan, 2021' ("RML ESOP 2021"/ "Plan"/ "Scheme");
4. Approval for Provision of Money by the Company for purchase of its own shares by the Trust / Trustees for the benefit of Employees under 'Route Mobile Limited - Employee Stock Option Plan, 2021' ("RML ESOP 2021"/ "Plan"/ "Scheme");

The Board appointed Mr. Dhrumil M. Shah (Membership No. FCS 8021, Certificate of Practice No.: 8978), Practicing Company Secretary, 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 KFin Technologies Private Limited, the Registrar and Transfer Agent ("KFin"). The e-voting period commenced at 9:00 A.M. (IST), Sunday, March 21, 2021 and ended at 5:00 P.M. (IST), Monday, April 19, 2021. A newspaper advertisement (wrt completion of despatch) as required under the Companies Act, 2013 was published in Financial Express, English (all editions) and Mumbai Lakshadeep, Marathi language, on Sunday, March 21, 2021.

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 Sunday, April 11, 2021, 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 Tuesday, March 16, 2021 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 April 20, 2021.

Summary of the Scrutinizer's Report is as under:

1. Pursuant to General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020 and the General Circular No. 33/2020 dated September 28, 2020 and No. 39/2020 dated December 31, 2020, 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 March 15, 2021 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. Friday, March 12, 2021.

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 Monday, April 19, 2021 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 Friday, March 12, 2021.
5. Votes cast through electronic means up to 5:00 PM on Monday, April 19, 2021 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 April 20, 2021 to the Chairman of the Company. Based on the report, the special resolutions set out in the Postal Ballot notice dated March 15, 2021 were passed with requisite majority.

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

**1. Approval of 'Route Mobile Limited - Employee Stock Option Plan, 2021' ("RML ESOP 2021"/ "Plan"/ "Scheme"):**

**"RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the provisions of Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and relevant provisions of Circular No. CIR/CFD/POLICY CELL/2/2015 dated June 16, 2015 issued by the Securities and Exchange Board of India (collectively referred to as "SEBI SBEB Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the relevant provisions of the Memorandum and Articles of Association of the Company and further subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the members of the Company be and is hereby accorded to the introduction and implementation of **Route Mobile Limited - Employee Stock Option Plan, 2021 ("RML ESOP 2021"/ "Plan" / "Scheme")** and authorizing the Board of Directors of the Company (*hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution and under Regulation 5 of the SEBI SBEB Regulations*) to create, issue, offer, grant and allot from time to time, in one or more tranches, not exceeding 28,00,000 (Twenty-eight Lakhs) employee stock options to or for the benefit of such person(s) who are in permanent employment of the Company and its subsidiary company(ies) whether in or outside India, as within the meaning of RML ESOP 2021, including any director, whether whole time or otherwise (other than promoters and promoter group of the Company, independent directors and directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company), as may be decided under RML ESOP 2021, exercisable into not more than 28,00,000 (Twenty-eight Lakhs) equity shares of face value of Rs. 10/- (Rupees Ten Only) each fully paid-up, to be transferred to the option grantees by the 'Route Mobile Employee Welfare Trust' ("**Trust**"), where one employee stock option would convert into one equity share upon exercise, on such terms and in such manner as the Board / Committee may decide in accordance with the provisions of the applicable laws and the provisions of RML ESOP 2021.

**RESOLVED FURTHER THAT** the equity shares so issued and allotted as mentioned hereinbefore shall rank *pari passu* with the then existing equity shares of the Company.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares are issued by the Company to the option grantees for the purpose of making a fair and reasonable adjustment to the employee stock options granted earlier, the ceiling in terms specified above shall be deemed to be increased to the extent of such additional equity shares issued.

**RESOLVED FURTHER THAT** in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the option grantees under the RML ESOP 2021 shall automatically stand reduced or augmented, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said grantees.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take requisite steps for listing of the equity shares allotted under RML ESOP 2021 on the Stock Exchanges where the equity shares of the Company are listed in due compliance with SEBI SBEB Regulations and other applicable laws.

**RESOLVED FURTHER THAT** the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the RML ESOP 2021.

**RESOLVED FURTHER THAT** the Trustees of the Trust shall not vote in respect of the shares acquired and held by such Trust.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized on behalf of the Company to formulate, evolve, decide upon and bring into effect RML ESOP 2021 for the purpose of granting ESOP for the benefit of the Employees subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Members and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the RML ESOP 2021 and do all other things incidental and ancillary thereof in conformity with the provisions of the Companies Act, 2013, the Memorandum and Articles of Association of the Company, SEBI SBEB Regulations and any other applicable laws in force.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion, deems necessary including authorizing or directing to appoint merchant bankers, brokers, solicitors, registrars, investors service center and other advisors, consultants or representatives, being incidental to the effective implementation and administration of RML ESOP 2021 as also to make applications to the appropriate authorities, parties and the institutions for their requisite approvals and all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard.”

The details of voting of the Special Resolution No. 1 set out in the notice dated March 15, 2021 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
48807688	48490134	317554	0

**2. Approval of grant of Employee Stock Options to the Employees/Directors of subsidiary company(ies) of the Company under 'Route Mobile Limited - Employee Stock Option Plan, 2021' ("RML ESOP 2021"/ "Plan"/ "Scheme"):**

**"RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under, the provisions of Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and relevant provisions of Circular No. CIR/CFD/POLICY CELL/2/2015 dated June 16, 2015 issued by the Securities and Exchange Board of India (collectively referred to as "SEBI SBEB Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the relevant provisions of the Memorandum and Articles of Association of the Company and further subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the members of the Company be and is hereby accorded authorizing the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution and under Regulation 5 of the SEBI SBEB Regulations) to offer, create, issue, grant and allot from time to time, in one or more tranches, such number of employee stock options under '**Route Mobile Limited - Employee Stock Option Plan, 2021**' ("**RML ESOP 2021**" / "**Plan**" / "**Scheme**") within the limit prescribed therein (to the extent that the number of equity shares offered under RML ESOP 2021 to the option grantees of the subsidiary companies shall be subsumed in the aggregate limit of 28,00,000 equity shares of face value of Rs. 10/- [Rupees Ten Only] each set out in RML ESOP 2021) to or for the benefit of the permanent employees including Directors (other than promoter(s), independent directors and directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company), of any subsidiary company(ies), whether in or outside India, as may be decided under RML ESOP 2021, exercisable into corresponding number of equity shares of face value of Rs. 10/- (Rupees Ten Only) each fully paid-up, to be transferred to the option grantees by the 'Route Mobile Employee Welfare Trust' ("**Trust**"), where one employee stock option would convert in to one equity share upon exercise, on such terms and in such manner as the Board/ Committee may decide in accordance with the provisions of the applicable laws and the provisions of RML ESOP 2021.

**RESOLVED FURTHER THAT** the equity shares so issued and allotted as mentioned herein before shall rank *pari passu* with the then existing equity shares of the Company.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares are issued by the Company to the option grantees for the purpose of making a fair and reasonable adjustment to the employee stock options granted earlier, the ceiling in terms specified above shall be deemed to be increased to the extent of such additional equity shares issued.

**RESOLVED FURTHER THAT** in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the option grantees under the RML ESOP 2021 shall automatically stand reduced or augmented, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said grantee.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take requisite steps for listing of the equity shares allotted under RML ESOP 2021 on the Stock Exchanges where the equity shares of the Company are listed in due compliance with SEBI SBEB Regulations and other applicable laws.

**RESOLVED FURTHER THAT** the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the RML ESOP 2021.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized on behalf of the Company to formulate, evolve, decide upon and bring into effect RML ESOP 2021 for the purpose of granting ESOP for the benefit of the Employees subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Members and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the RML ESOP 2021 and to do all other things incidental and ancillary thereof in conformity with the provisions of the Companies Act, 2013, the Memorandum and Articles of Association of the Company, SEBI SBEB Regulations, SEBI LODR Regulations and any other applicable laws in force.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things, as it may, at its absolute discretion, deems necessary including authorizing or directing to appoint merchant bankers, brokers, solicitors, registrars, investors service center and other advisors, consultants or representatives, being incidental to the effective implementation and administration of RML ESOP 2021 as also to make applications to the appropriate authorities, parties and the institutions for their requisite approvals and all other documents required to be filed in connection with the above and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard.”

The details of voting of the Special Resolution No. 2 set out in the notice dated March 15, 2021 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
48807680	48490078	317602	0

**3. Approval of Trust Route for the implementation of ‘Route Mobile Limited - Employee Stock Option Plan, 2021’ (“RML ESOP 2021”/ “Plan”/ “Scheme”):**

**“RESOLVED THAT** pursuant to the provisions of Section 62(1)(b), 67(3)(b) and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), and the rules made thereunder, the provisions of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“SEBI SBEB Regulations”) including any statutory modification(s) or re-enactment(s) thereof, the Memorandum and Articles of Association of the Company and subject to such other approvals, consents, permissions and sanctions as may be required from appropriate authorities and subject to such conditions or modifications as may be prescribed, imposed or suggested by any of them while granting such approvals, consents, permissions or sanctions which may be agreed to by the Board of Directors of the Company (*hereinafter referred to as the “Board” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution and under Regulation 5 of the SEBI SBEB Regulations*), consent of the members of the Company be and is hereby accorded to the Board to implement **‘Route Mobile Limited - Employee Stock Option Plan, 2021’ (“RML ESOP 2021”/ “Plan”/ “Scheme”)** through the Route Mobile Employee Welfare Trust (*hereinafter referred to as “Trust”*) and the Trust to acquire, purchase, hold and deal in fully paid-up equity shares of the Company for the purpose of implementation of the Plan and in due compliance with the provisions of the SEBI SBEB Regulations, the Companies Act, 2013 (including rules framed thereunder) and other applicable laws and regulations.

**RESOLVED FURTHER THAT** the Company should conform to the accounting policies prescribed from time to time under the SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Plan.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion deem expedient and to settle any questions, difficulties or doubts that may arise with respect to the above matter without requiring the Board to secure any further consent or approval of the members and the Board be and is hereby further authorised to nominate one or more representatives of the Company to execute such further deeds, documents and writings that may be considered necessary and to carry out any or all activities that the Board is empowered to do for the purpose of giving effect to this resolution.”

The details of voting of the Special Resolution No. 3 set out in the notice dated March 15, 2021 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
48807674	48490120	317554	0

**4. Approval for Provision of Money by the Company for purchase of its own shares by the Trust / Trustees for the benefit of Employees under 'Route Mobile Limited - Employee Stock Option Plan, 2021' ("RML ESOP 2021" / "Plan" / "Scheme"):**

**“RESOLVED THAT** pursuant to the provisions of Section 62(1)(b), 67 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 as amended from time to time (hereinafter referred to as “SEBI SBEB Regulations”), Rule 16 of the Companies (Share Capital and Debentures) Rules, 2015 as amended from time to time (hereinafter referred to as “Companies Rules”) and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution and under Regulation 5 of the SEBI SBEB Regulations), consent of the members of the Company be and is hereby accorded to the Board to grant interest free loan, to provide guarantee or security in connection with a loan granted or to be granted to the Route Mobile Employee Welfare Trust (hereinafter referred to as “Trust”), on such terms and conditions as may be deemed fit by the Board, for an amount not exceeding 5% (Five percent) of the aggregate of the paid up share capital and free reserves of the Company for the purpose of purchase of fully paid-up equity shares of the Company by the Trust/Trustees, in one or more tranches, subject to the ceiling of equity shares as may be prescribed under ‘Route Mobile Limited - Employee Stock Option Plan, 2021’ (“RML ESOP 2021” / “Plan” / “Scheme”), or any other share based employee benefit plan which may be introduced by the Company from time to time (hereinafter referred to as “Employee Benefit Plan(s)”), with a view to deal in such equity shares in line with contemplated objectives of the Scheme or for any other purpose(s) as permitted under and in due compliance with the provisions of the SEBI SBEB Regulations, the Companies Rules and other applicable laws and regulations.

**RESOLVED FURTHER THAT** any loan provided by the Company shall be repayable by the Trust and recoverable by the Company from time to time during the term of the Scheme and / or Employee Benefit Plan(s) as the case may be in accordance with the provisions of the Plan and all applicable laws including the SEBI SBEB Regulations.

**RESOLVED FURTHER THAT** the Trust shall not deal in derivatives and shall undertake transactions as permitted by SBEB Regulations.

**RESOLVED FURTHER THAT** the Trustees of the Trust shall not vote in respect of the shares held by such Trust.

**RESOLVED FURTHER THAT** the Trustees of the Trust shall ensure compliance of the provisions of the SBEB Regulations, Companies Rules and all other applicable laws at all times in connection with dealing with the shares of the Company including but not limited to maintenance of proper books of account, records and documents as prescribed.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds and things as may be necessary or expedient and also authorised to nominate and appoint one or more persons to represent the Company for carrying out any or all of the activities that the Committee was authorised to do for the purpose of giving effect to this resolution.”

The details of voting of the Special Resolution No. 4 set out in the notice dated March 15, 2021 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
48807631	48490090	317541	0

Mr. Sandipkumar Gupta, Chairman (Non- Executive Director) of the Company received the Scrutinizer's Report on Tuesday, April 20, 2021 and authorized the Company Secretary to take the necessary steps as for submission of results to the Stock Exchanges and other Regulatory Compliances.

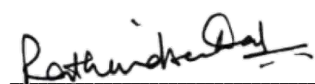
The e-voting results along with the Scrutinizer's Report were displayed on the website of the Company at [www.routemobile.com](http://www.routemobile.com) and on the e-voting website of Kfin at [www.evoting.kfintech.com](http://www.evoting.kfintech.com).

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 April 28, 2021**

Sd/-  
**Sandipkumar Gupta**  
Chairman

**Certified True Copy**  
**For Route Mobile Limited**



**Rathindra Das**  
**Head Legal, Company Secretary and Compliance Officer**

