

Ref No: RML/2022-23/217

Date: May 19, 2022

To,
BSE Limited
Scrip Code: 543228

National Stock Exchange of India Limited
NSE Symbol: ROUTE

Dear Sir/Madam,

Sub: Modification to the Trust Deed

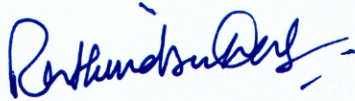
Pursuant to Regulation 3(3) Chapter II of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, this is to inform you that the Board of Directors at its meeting held on Wednesday, May 18, 2022 has approved the amendment to the Trust Deed of Route Mobile Employee Welfare Trust ("RML ESOP Trust").

The aforesaid modification in the RML ESOP Trust has been carried out to broaden the objects and registration of the RML ESOP Trust.

Accordingly, we are enclosing herewith the copy of the third deed of variation.

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



महाराष्ट्र MAHARASHTRA

2021

BM 395868



THIRD DEED OF VARIATION

श्री. ए. ए. सांगळे

THIS AMENDMENT TO ROUTE MOBILE EMPLOYEE WELFARE TRUST DEED made at Mumbai, India this 18th day of May, 2022 (hereinafter to as the Third Deed of Variation)

By

- 1) Route Mobile Limited, Represented by Mr. Sandipkumar Gupta (Chairman of the Board) (hereinafter referred to as the "Settlor"), a company incorporated under the Companies Act, 1956 and having its Registered office at 3rd Floor, 4th Dimension, Mindspace, New Link Road, Malad (WEST), Mumbai- 400064, which expression shall, unless repugnant to the context or meaning hereof, be deemed to include its successors and assigns) of the ONE PART,



0364

1 8 APR 2022

जोडपत्र-१/Annexure-I

फक्त प्रतिज्ञापत्रासाठी/Only for Affidavit

मुद्रांक विक्री नोंद वही अनु. क्रमांक/दिनांक
Sales Register Serial No/Date:

मुद्रांक विकत घेणाऱ्याचे नांव व रहिवासी पत्ता व सही
Stamp Purchaser's Name/Place of
Residence & Signature

श्री राजन गणपत शिंदे परवानाधारक मुद्रांक विकत

परवाना क्रमांक एल.एस.व्ही.-८०००००८

जी-३, हेमू सैलसिक इमारत, अल्का विहार हॉटेलच्या मागे,
एल.अय.सी. कार्यालयाच्या मागे, एस.व्ही.रोड,
मालाड (पश्चिम), मुंबई-४०००६४

ज्या कारणासाठी ज्यांनी मुद्रांक खरेदी केला त्यांच्या त्याच कारणासाठी
मुद्रांक खरेदी केल्यापासून ६ महिन्यांत वापरणे बंधनकारक आहे.

Tel.: 28807359 / Mob.: 9820141066

Route Mobile Limited
3rd Floor, 4th Dimension,
MindSpace, Malad West,
Mumbai, Maharashtra - 400064

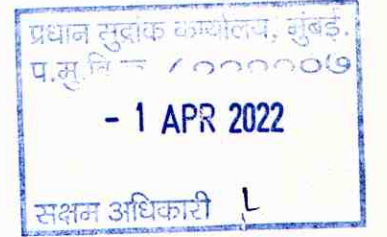




महाराष्ट्र MAHARASHTRA

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BM 395865



- 2) Ms Sushma Gedam D/O Mr.Ramdas Gedam, A-1-503, Building No. 22, Kaul Heritage City, Kingston Tower, Bhabola Naka, Vasai West, Palghar, Maharashtra – 401202, of Indian Nationality
- 3) Mr Rakeshkumar Nayak S/O Mr.Raghavendra Nayak, R/O D-13, Matru Krupa Kunj, Behind Ambaji Temple, Carter Rd-3, Borivali (E), Mumbai 400 006, of Indian Nationality
- 4) Mr Pratik Joshi S/O Mr.Rohit Joshi, Flat No 1, Radhika Building, BOB Employees Mayuresh CHS LTD, Kumud Nagar, S V Road, Goregaon West, Mumbai- 400104 of Indian Nationality, and;

[Signature]



[Signature]

[Signature]

[Signature]

[Signature]

0361

18 APR 2022

जोडपत्र-१/Annexure-I

फक्त प्रतिज्ञापत्रासाठी/Only for Affidavit

मुद्रांक विक्री नोंद वही अनु. क्रमांक/दिनांक
Sales Register Serial No/Date:

मुद्रांक विकत घेणाऱ्याचे नांव व रहिवाशी पत्ता व सही
Stamp Purchaser's Name/Place of
Residence & Signature

श्री राजन गणपत शिंदे परवानाधारक मुद्रांक विक्रेता

परवाना क्रमांक एल.एस.व्ही.-८०००००७

जी-३, हेमु बिल्डिंग इमारत, आल्हा विहार हॉटेलच्या बाजूला
एल.आय.सी. कार्यालयाच्या मागे, एल.व्ही.रोड,
मालाड (पश्चिम), मुंबई-४०००६५

ज्या कारणासाठी ज्यांनी मुद्रांक खरेदी केला त्यांच्या कारणासाठी

मुद्रांक खरेदी केल्यापसून ६ महिन्यात वापरणे बंधनकारक आहे.

Tel.: 28807359 / Mob.: 9820141086

18 APR 2022

Route Mobile Limited
3rd Floor, 4th Dimension,
MindSpace, Malad West,
Mumbai, Maharashtra - 400064



5) Mr Vinay Binyala S/O Mr. Pramod Binyala, 1201 Rustonmjee Adarsh Residency, Adarsh Complex, Off Marve Road, Malad West, Mumbai-400064, of Indian Nationality (hereinafter referred to as the "Trustees" of the Route Mobile Employee Welfare Trust) of the OTHER PART

WHEREAS:

- a) By a deed of trust dated December 07, 2017 (hereinafter referred to as the "Original Deed"), Route Mobile Limited, established Route Mobile Employee Welfare Trust ("Trust") in order to promote the welfare of employees by providing employees an opportunity to participate in the growth or prosperity of the Settlor through issue of shares or other securities or warrants which would entitle such employees to apply for shares of the company through the Settlor's various Employee Stock Option Schemes/Plans. .
- b) The Original Deed was amended vide First Deed of variation dated February 05, 2021 to record the change in composition of the trustees of the Trust.
- c) The Original Deed was amended vide Second Deed of variation dated September 14, 2021 to record the change recitals and clauses pertaining to investment of trust fund and power of Trustees.
- d) Pursuant to Clause 26 of the Deed, and the resolution dated May 18, 2022 of the Board of Trustees, the Board of the Settlor has accorded its approval for the amending the Deed. The Board of Trustees is now desirous of entering into this Third deed of variation to effect the amendments in the Deed.

NOW ACCORDINGLY, THIS THIRD DEED OF VARIATION HEREBY WITNESSES AS FOLLOWS:

1) DEFINITIONS

All capitalized terms used but not defined herein shall have the same meaning as provided respectively in the Original Deed, unless specified otherwise. Other capitalized terms used in this Third Deed of variation shall have such meaning given under this Third Deed of Variation.

2) AMENDMENTS

The image shows five handwritten signatures in blue ink, each with a horizontal line underneath. From left to right, the signatures appear to be: 1. A signature that looks like 'Lupin'. 2. A signature that looks like 'Rok'. 3. A signature that looks like 'Laksh'. 4. A signature that looks like 'Sudha'. 5. A signature that looks like 'Binyala'. Below the first signature is a circular purple stamp with the text 'Route Mobile Limited' around the perimeter and a small star at the bottom.

- a) The word Private Trust will be substituted with “Public Trust”. In the Recitals under the heading “WHEREAS”, the existing clause (B) shall be substituted with the following:
(B) “The Settlor is desirous of setting up a Public trust for implementation of Employee Stock Option Plans viz. Route Mobile Limited – Employee Stock option Plan 2017 and Route Mobile Limited Employee Stock Option Plan, 2021 (“Plans”), in the name of “Route Mobile Employee Welfare Trust” (hereinafter referred to as the “Trust”) giving the employees of the settlor an opportunity to participate in the growth and prosperity of the settlor through issue of options which would entitle such employees to acquire/purchase equity shares of the settlor (“Securities”).
- b) Clause 3.1 of the Original Deed shall be substituted with the following
“The Trust shall be named as “Route Mobile Employee Welfare Trust” or such other name as the trustee may deem appropriate from time to time. The principal office of the trust shall be at 401, Fourth Floor, Evershine Mall, New Link Road, Malad (West), Mumbai, Maharashtra – 400064 India or at such other place in India as the Trustees may from time to time decide.”
- c) The Settlor appoints Mr. Sandipkumar Gupta the Chairman of Board, as the authorized representative of the First Part.

3) MISCELLANEOUS

a) Governing Law and Jurisdiction

This Third Deed of Variation and any obligations arising out of or in connection with this Third Deed of Variation shall be governed by and constructed in accordance with Indian law and the courts and tribunals of Mumbai, shall have non-exclusive jurisdiction.

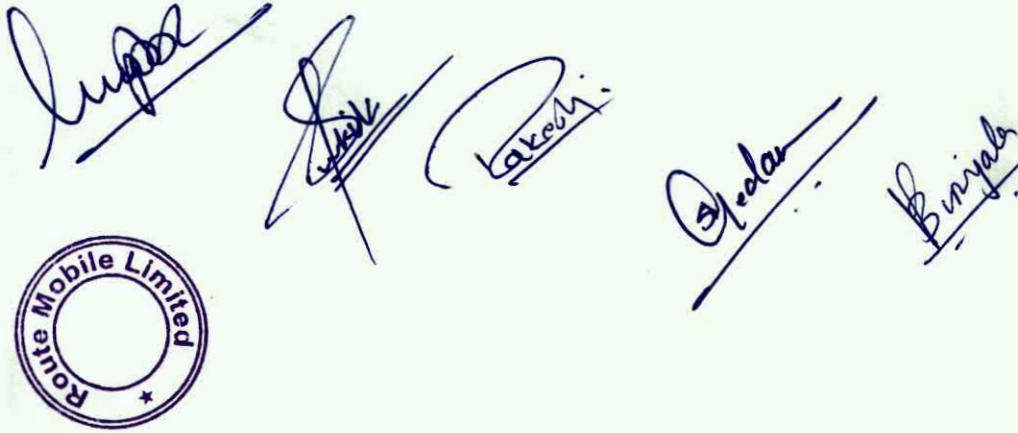
b) Supersession

- i) In the event of any discrepancy, inconsistency or contradiction in terms of the Original Deed, First Deed of Variation, Second Deed of Variation and those contained in this Third Deed of Variation, the terms of this Third Deed of Variation shall override and supersede the terms of the Original Deed, First Deed of Variation, Second Deed of Variation to the extent of such contradiction, inconsistency and contradiction.

The image shows five handwritten signatures in blue ink, each with a horizontal line underneath. Below the first signature is a circular purple stamp with the text "Route Mobile Limited" around the perimeter and a small star at the bottom. The signatures appear to be for different parties or roles, though they are not explicitly labeled.

- ii) This Third Deed of Variation is supplemental to the Original Deed and shall form an integral part of the Original Deed, which shall continue to have effect, and be of binding nature in accordance with its terms, as supplemented and/or modified hereby.

SIGNATURE PAGE TO FOLLOW



The image shows five handwritten signatures in blue ink, arranged in a slightly curved line from left to right. Below the first signature on the left is a circular purple stamp. The stamp contains the text "Rohas Mobile Limited" around the perimeter and a small star symbol at the bottom. The signatures are: 1. A signature that appears to be "Rohas" with a long horizontal line underneath. 2. A signature that appears to be "Rohas" with a long horizontal line underneath. 3. A signature that appears to be "Rohas" with a long horizontal line underneath. 4. A signature that appears to be "Rohas" with a long horizontal line underneath. 5. A signature that appears to be "Rohas" with a long horizontal line underneath.

SIGNATURE PAGE

IN WITNESS WHEREOF the Settlor has caused this Third Deed of Variation to be executed the day and year first hereinabove written.

SIGNED AND DELIVERED:

By Route Mobile Limited, being the Settlor

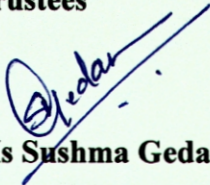


Sandipkumar Gupta

Chairman



By the Trustees



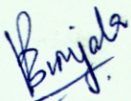
1. Ms Sushma Gedam



2. Mr Rakeskumar Nayak



3. Mr Pratik Joshi



4. Mr Vinay Binyala

In the Presence of:

Vishakha Barot

Gaurav Jhunjhunwala

