

Ref No: RML/2021-22/193

Date: March 25, 2022

To,
BSE Limited
Scrip Code: 543228

National Stock Exchange of India Limited
NSE 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 February 19, 2022, enclosing the Postal Ballot Notice dated February 14, 2022, seeking approval of the Members of the Company through Special resolution, for Appointment of Mr. Bhaskar Pramanik as an Independent Director of the Company and Ordinary resolution for re-appointment of Mr. Rajdipkumar Gupta as Managing Director & Group Chief Executive Officer of the Company, by way of postal ballot only through remote voting by electronic means ("remote e-voting"). We are pleased to inform you that all the resolutions setout in the Postal Ballot Notice dated February 14, 2022 have been passed by the Members of the Company with requisite majority.

In this regard, please find enclosed the following:

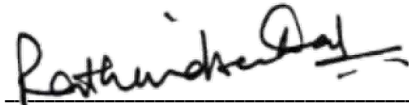
1. The Voting Results of the said Postal Ballot through remote e-voting, in relation to the aforesaid business, as required under Regulation 44(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as **Annexure - 1**.
2. The Scrutinizer's Report dated March 25, 2022, 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 faithfully,
For Route Mobile Limited



Rathindra Das
Group Head-Legal, Company Secretary & Compliance Officer

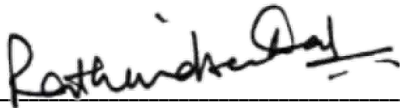
Encl: as above

Annexure - 1

Format of Voting Results

Date of Declaration of Postal Ballot/ AGM/EGM	Resolutions passed through Postal Ballot on March 23, 2022
Total number of shareholders on record date (i.e. February 15, 2022)	203664
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	Not Applicable

For Route Mobile Limited

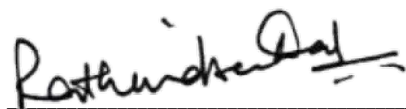


Rathindra Das
Group Head-Legal, Company Secretary & Compliance Officer

Resolution No. 1

Resolution Required (Ordinary /Special)		Special							
Whether promoter/promoter are interested in the agenda/resolution?		No							
Description of Resolution considered		Appointment of Mr. Bhaskar Pramanik as an Independent Director of the Company.							
Sr. No.	Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes-in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
			(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
A	Promoter & Promoter Group	E-Voting	32714286	32714286	100	32714286	0	100	0
		Poll (Not Applicable)		0	0	0	0	0	0
		Postal Ballot (Not Applicable)		0	0	0	0	0	0
		Total	32714286	32714286	100	32714286	0	0	0
B	Public Institutions	E-Voting	1894300	1884300	99.4721	1884300	0	100	0
		Poll (Not Applicable)		0	0	0	0	0	0
		Postal Ballot (Not Applicable)		0	0	0	0	0	0
		Total	1894300	1884300	99.4721	1884300	0	100	0
C	Public Non-Institutions	E-Voting	28264297	17720568	62.6959	17718962	1606	99.9909	0.0091
		Poll (Not Applicable)		0	0	0	0	0	0
		Postal Ballot (Not Applicable)		0	0	0	0	0	0
		Total	28264297	17720568	62.6959	17718962	1606	99.9909	0.0091
Total (A+B+C)			62872883	52319154	83.2142	52317548	1606	99.9969	0.0031
Whether Resolution is Passed or Not									Yes

For Route Mobile Limited

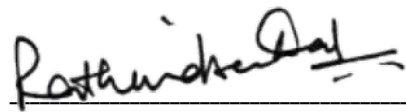


Rathindra Das
Group Head-Legal, Company Secretary & Compliance Officer

Resolution No. 2

Resolution Required (Ordinary /Special)		Ordinary							
Whether promoter/promoter are interested in the agenda/resolution?		Yes							
Description of Resolution considered		Re-appointment of Mr. Rajdipkumar Gupta as Managing Director & Group Chief Executive Officer of the Company.							
Sr. No.	Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes-in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
			(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
A	Promoter & Promoter Group	E-Voting	32714286	32714286	100	32714286	0	100	0
		Poll (Not Applicable)		0	0	0	0	0	0
		Postal Ballot (Not Applicable)		0	0	0	0	0	0
		Total		32714286	32714286	100	32714286	0	100
B	Public Institutions	E-Voting	1894300	1884300	99.4721	1884300	0	100	0
		Poll (Not Applicable)		0	0	0	0	0	0
		Postal Ballot (Not Applicable)		0	0	0	0	0	0
		Total		1894300	1884300	99.4721	1884300	0	100
C	Public Non-Institutions	E-Voting	28264297	17720617	62.6961	11560000	6160617	65.2347	34.7653
		Poll (Not Applicable)		0	0	0	0	0	0
		Postal Ballot (Not Applicable)		0	0	0	0	0	0
		Total		28264297	17720617	62.6961	11560000	6160617	65.2347
Total (A+B+C)			62872883	52319203	83.2143	46158586	6160617	88.2249	11.7751
Whether Resolution is Passed or Not									Yes

For Route Mobile Limited



Rathindra Das

Group Head-Legal, Company Secretary & Compliance Officer

Rathi & Associates

COMPANY SECRETARIES

A-303, Prathamesh, 3rd Floor, Raghuvanshi Mills Compound, 11-12, Senapati Bapat Marg, Lower Parel (W), Mumbai - 400 013.
Tel.: 4076 4444 / 2491 1222 • Fax : 4076 4466 • E-mail : associates.rathi8@gmail.com

March 25, 2022

The Chairman

Route Mobile Limited

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

Dear Sir,

Sub: Scrutinizer's Report on Postal Ballot conducted as per Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014

Route Mobile Limited ('the Company') has vide resolution passed by its Board of Directors on February 14, 2022, appointed the undersigned as the Scrutinizer to ensure that the process of voting by Postal Ballot vide Notice of Postal Ballot dated February 14, 2022 is conducted in the manner prescribed under Section 108 & Section 110 of the Companies Act, 2013 ('the Act') read with the Companies (Management and Administration) Rules, 2014 ("the Rules of Chapter VII") and other applicable provisions of the Act and the Rules made thereunder including General Circular No. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 and 20/2021 dated December 8, 2021 read with other relevant circulars issued by the Ministry of Corporate Affairs and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable Regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time).

As required under Section 110 read with Rule 22 of the Rules of Chapter VII of the Act, a Notice of Postal Ballot dated February 14, 2022 along with the Explanatory Statement under Section 102 of the Companies Act, 2013 was sent to the shareholders through electronic means to vote through the mechanism of remote e-voting in accordance with the provisions of the Act and Rules made thereunder on the **following resolutions:**

Resolution No. 1 as a Special Resolution under Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) of the Act,

Regulation 16, 17, 25 (2A) & other applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), approvals and recommendations of the Nomination and Remuneration Committee and that of the Board of Directors, for appointment of Mr. Bhaskar Pramanik (DIN: 00316650) in respect of whom the Company has received a notice in writing from a Member proposing the candidature of Mr. Bhaskar Pramanik for the office of Director pursuant to Section 160 of the Companies Act, 2013, and who has been appointed as an Additional Director (Independent Director) of the Company by the Board of Directors effective August 10, 2021 pursuant to Section 161 of the Act and Article 164 of the Articles of Association of the Company, and who has submitted a declaration that he meets the criteria of Independence as provided under the Act and the Listing Regulations, as an Independent Director, not liable to retire by rotation, for a period of five (5) years up to August 09, 2026.

Resolution No. 2 as an Ordinary Resolution under Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 (“Act”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time, the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule V of the Act (including any amendments thereto or re-enactment thereof for the time being in force) and Article 191 of the Articles of Association of the Company and upon the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, and subject to any required regulatory approvals and applicable conditions thereof, for re-appointment of Mr. Rajdipkumar Gupta (DIN: 01272947) as Managing Director and Group Chief Executive Officer (“MD & Group CEO”) of the Company, for a period of five (5) years commencing from May 1, 2022 till April 30, 2027 (both days inclusive), who shall be liable to retire by rotation, on the terms and conditions set out in the Statement annexed to the Postal Ballot Notice (and those stipulated in the employment agreement to be executed for the purpose of giving effect to the said re-appointment).

The Company has availed the electronic voting platform of National Securities Depository Limited (‘NSDL’) for providing remote e-voting facility to the members of the Company to vote on the resolutions proposed vide Postal Ballot Notice dated February 14, 2022, as sent to the Members of the Company whose email addresses were registered with their respective Depository Participant/RTA or the Company and whose names appeared in the Register of Members as on February 15, 2022. The Company also made arrangements for shareholders who have not registered their email addresses, to register/update their email addresses with the Company’s Registrar and Transfer Agents by visiting their website.

The Shareholders were required to vote electronically during the voting period commencing from 9:00 a.m. (IST) on Tuesday, February 22, 2022 upto 5.00 P.M. (IST) on Wednesday,

March 23, 2022. Accordingly, the members who casted their votes upto 5.00 P.M. (IST) on Wednesday, March 23, 2022 have been considered for my scrutiny.

A summary of voting through remote e-voting with their pattern of voting is as per **Annexure** annexed to this Report.

The results of the voting by shareholders through remote e-voting in respect of the above mentioned resolutions may accordingly be declared by the Chairman or Company Secretary.

Thanking you,

Yours sincerely,

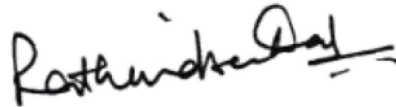
**For RATHI & ASSOCIATES
COMPANY SECRETARIES**

**HIMANSHU
SHANTILAL
KAMDAR**

Digitally signed by HIMANSHU
SHANTILAL KAMDAR
DN: cn=HIMANSHU SHANTILAL
KAMDAR, o=IN, st=MAHARASHTRA,
o=Personal,
serialNumber=165d24ec5a0aa37bad1
38e3c91d0d0bec224ceef7ec639e8
53767f0d06eac3
Date: 2022.03.25 11:57:59 +05'30'

**HIMANSHU S. KAMDAR
PARTNER
M. NO. FCS 5171
COP No. 3030
UDIN: F005171C003110097**

**COUNTERSIGNED BY
For ROUTE MOBILELIMITED**



**RATHINDRA DAS
COMPANY SECRETARY
M. NO. ACS 24421**

Annexure

Resolution No. 1 as a Special Resolution for appointment of Mr. Bhaskar Pramanik (DIN: 00316650) as Independent Director, not liable to retire by rotation, for a period of five (5) years up to August 09, 2026.

Sr. No.	Particulars	Resolution 1	
		No. of Remote e-voting confirmations	No. of Shares voted
a.	Remote e-voting confirmations received	1,206	5,23,19,154
	Total	1,206	5,23,19,154
b.	Less: Invalid Remote e-voting confirmations	-	-
c.	Net Valid Remote e-voting confirmations	1,206	5,23,19,154
	(i) Remote e-voting confirmations with assent for the Resolution	1,148	5,23,17,548
	% of Assent		* 99.99%
	(ii) Remote e-voting confirmations with dissent for the Resolution	58	1,606
	% of Dissent		* 0.01%

* rounded off

Resolution No. 2 as an Ordinary Resolution for re-appointment of Mr. Rajdipkumar Gupta (DIN: 01272947) as Managing Director and Group Chief Executive Officer (“MD & Group CEO”) of the Company, for a period of five (5) years commencing from May 1, 2022 till April 30, 2027 (both days inclusive), liable to retire by rotation, on the terms and conditions set out in the Statement annexed to the Postal Ballot Notice (and those stipulated in the employment agreement to be executed for the purpose of giving effect to the said re-appointment).

Sr. No.	Particulars	Resolution 2	
		No. of Remote e-voting confirmations	No. of Shares voted
a.	Remote e-voting confirmations received	1,202	5,23,19,203
	Total	1,202	5,23,19,203
b.	Less: Invalid Remote e-voting confirmations	-	-
c.	Net Valid Remote e-voting confirmations	1,202	5,23,19,203
	(i) Remote e-voting confirmations with assent for the Resolution	1,082	4,61,58,586
	% of Assent		* 88.22%
	(ii) Remote e-voting confirmations with dissent for the Resolution	120	61,60,617
	% of Dissent		* 11.78%

* rounded off