

ROUTE MOBILE LIMITED

CIN: U72900MH2004PLC146323

Registered & Corporate Office: 4th Dimension, 3rd Floor, Mind Space, Malad (West), Mumbai 400064**Tele:** (022) 4033 7676 | **Fax:** (022) 4033 7650**Website:** www.routemobile.com | **Email:** investors@routemobile.com**NOTICE OF POSTAL BALLOT**

[Pursuant to Section 110 read with section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 each as amended and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time.]

REMOTE E-VOTING STARTS ON	REMOTE E-VOTING ENDS ON
9 A.M. (IST), Sunday, March 21, 2021	5 P.M. (IST), Monday, April 19, 2021

Dear Members,

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, (“**Act**”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force) (“**Rules**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), Secretarial Standards on General Meetings issued by The Institute of Company Secretaries of India (“**SS-2**”), each as amended and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (“**MCA**”) for holding general meetings / conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September 2020 and 39/2020 dated 31st December, 2020 (“**MCA Circulars**”) in view of the COVID-19 pandemic, to transact the special business as considered in the resolutions appended below through postal ballot only by way of remote e-voting (“**Postal Ballot**”).

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the Statement pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof is annexed to this Postal Ballot Notice for your consideration and forms part of this Postal Ballot Notice.

As per the MCA Circulars, the Company is sending Postal Ballot Notice (the “**Notice**”) only by email to all its members who have registered their email addresses with the Company or depository(ies) / depository participants and the communication of assent / dissent of the members on the resolution proposed in the Notice will only take place through the remote e-voting system. This Notice is accordingly being issued to the members in compliance with the MCA Circulars. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing only remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company i.e., www.routemobile.com.

The Board of Directors has appointed Mr. Dhrumil M. Shah (Membership No. FCS 8021, Certificate of Practice No.: 8978), Practicing Company Secretaries, as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner. Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 5:00 P.M. (IST) on April 19, 2021. Remote e-Voting will be blocked immediately thereafter and no e-voting will be allowed beyond the said date and time. The Company has engaged the services of KFin Technologies Private Limited (“**KFin**”) for the purpose of providing remote e-voting facility to its Members.

Upon completion of scrutiny of the votes cast through remote e-voting, the Scrutinizer will submit his report to the Chairman of the Company or to any other person authorized by him. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company at www.routemobile.com and on the e-voting website of KFin i.e. <https://evoting.kfintech.com/> and shall also be simultaneously communicated to BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com) and also displayed at the Registered & Corporate Office of the Company. The Resolutions, if passed with the requisite majority through Postal Ballot, shall be deemed to have been passed, on the last date specified for remote e-voting i.e. April 19, 2021.

Special Business:

Item No. 1:

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

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"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.”

Item No. 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”).

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“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."

Item No. 3

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

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“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.”

Item No. 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”)

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“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.”

By Order of the Board of Directors
For **Route Mobile Limited**

Rathindra Das
Head – Legal, Company Secretary and Compliance Officer
Membership No.: ACS 24421

Date: March 15, 2021

Place: Mumbai

Registered Office:

4th Dimension, 3rd Floor, Mind Space,

Malad (West), Mumbai 400064

CIN: U72900MH2004PLC146323

Tel: +91 - 022 - 40337676

E-mail: investors@routemobile.com

Website: www.routemobile.com

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Act read with Rule 22 of the Rules setting out the material facts and the reasons for the proposed resolutions is annexed hereto and forms part of the Notice.
2. As per Section 108, 110 and other applicable provisions of the Act read with Rule 20 & 22 of the Rules, cut-off date for the purpose of reckoning the voting rights and sending the Notice is Friday, March 12, 2021 (“**Cut-off date**”). A person who is not a member as on the Cut-off date should treat the Notice for information purpose only.
3. In accordance with the MCA Circulars, the Notice along with the instructions regarding e-voting is being sent only by email to all those members, whose email addresses are registered with the Company or with the depository(ies) / depository participants and whose names appear in the register of members / list of beneficial owners as on the Cut-off date.
4. The Notice shall also be uploaded on the website of the Company (www.routemobile.com), on the website of KFin Technologies Private Limited, the Company’s Registrar and Transfer Agent (“KFin”) at <https://evoting.kfintech.com/> and on the websites of National Stock Exchange of India Limited (www.nseindia.com) and BSE Limited (www.bseindia.com).

All the members of the Company as on the Cut-off date including those who may have not received the notice due to non-registration of e-mail id with the Company or the depository shall be entitled to vote in accordance with the process specified in Note no. 8 below. As per the MCA Circulars and in view of limited postal / courier services and on account of threat posed by COVID-19 pandemic situation, physical copy of the Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the members for this Postal Ballot.

The Company hereby requests all its members to register their email address if not yet registered, to promote green initiative and to enable the Company to provide all communications to the members through email.

Those members who have not yet registered their email addresses are requested to get their email addresses registered with KFin, on or before 5:00 P.M. (IST) on April 11, 2021 pursuant to which, any Member, may receive on the email address provided by the Member, this Notice and the procedure for remote e-voting along with the login ID and password for remote e-voting by following the procedure mentioned below:

Procedure to register email address:

- a) Visit the link <https://ris.kfintech.com/clientservices/postalballot/>
- b) Select the company name i.e. Route Mobile Limited.
- c) Enter DPID-CLID (in case shares are held in electronic form) / Physical Folio No. (in case shares are held in physical form) and PAN.
- d) If PAN details are not available in the system, the system will prompt to upload a self-attested copy of the PAN card for updating the records.
- e) In case shares are held in physical form, if PAN is not available in the records, please enter any one of the Share Certificate No. in respect of the shares held by you.
- f) Enter the email address and mobile number.
- g) System will check the authenticity of DPID-CLID / Physical Folio No. and PAN / Share certificate No., as the case may be, and send the OTPs at the registered Mobile number as well as email address for validation.
- h) Enter the OTPs received by SMS and email to complete the validation process. Please note that the OTPs will be valid for 5 minutes only.
- i) The Company through KFin will send the Notice and the e-voting instructions along with the User ID and Password to the email address given by the member.

- j) Alternatively, members may send an email request addressed to einward.ris@kfintech.com along with scanned copy of the request letter duly signed by the first shareholder, providing the email address, mobile number, self-attested copy of PAN and Client Master copy in case shares are held in electronic form or copy of the share certificate in case shares are held in physical form, to enable KFin to register their email address and to provide them the Notice and the e-voting instructions along with the User ID and Password.
 - k) Kindly note that in case the shares are held in electronic form, the above facility is only for temporary registration of email address for receipt of the Notice and the e-voting instructions along with the User ID and Password. Such members will have to register their email address with their DPs permanently, so that all communications are received by them in electronic form.
 - l) In case of queries, members are requested to write to einward.ris@kfintech.com or call at the toll free number 1800- 3454001.
5. In compliance with the provisions of Section 108 and 110 of the Act read with the Rules made thereunder, MCA Circulars and Regulations 44 of SEBI Listing Regulations, the Company has extended e-voting facility to its members to enable them to cast their votes electronically. The Company has engaged the services of KFin as the agency to provide e-voting facility.
6. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date.
7. The e-voting shall commence on Sunday, March 21, 2021 at 9:00 A.M. (IST) and end on Monday, April 19, 2021 at 5:00 P.M. (IST). The e-voting module shall be disabled by KFin for voting thereafter. During this period, the members of the Company (including those members who may not have received the Notice due to non-registration of their email address with the Company or the Depositories) holding shares in physical form or dematerialized form as on the Cut-off date, may cast their vote by electronic means in the manner as set out here in Note No. 8 below. Once the vote on a resolution is casted by the member, the member shall not be allowed to change it subsequently.
8. The instruction and other information relating to remote e-voting process shall be as under:
 - i. Launch internet browser by typing the URL: <https://evoting.kfintech.com>. Enter the login credentials, as given in the email and click on Login.
 - ii. Password change menu appears wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
 - iii. Login again with the new credentials.
 - iv. On successful login, the system will prompt you to select the “EVENT” i.e. “Route Mobile Limited”.
 - v. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off date under “FOR / AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR / AGAINST” taken together shall not exceed your total shareholding as mentioned above. If the member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
 - vi. Members holding multiple folios / demat accounts may choose to vote differently for each folio / demat account.
 - vii. You may then cast your vote by selecting an appropriate option and click on “Submit”.
 - viii. A confirmation box will be displayed. Click “OK” to confirm or “CANCEL” to modify. Once you confirm the voting on the resolution, you will not be allowed to modify your vote thereafter. During the voting period, members can login any number of times and vote till they have confirmed their voting on the resolution.

- ix. Corporate / Institutional Members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF Format) of the Certified True Copy of the Board Resolution, together with attested specimen signature(s) for authorising the representatives to vote on their behalf, to the Scrutinizer through email to dhrumil@dmsah.in with a copy marked to einward.ris@kfintech.com. Alternatively, the aforesaid documents can directly be uploaded on the portal of KFin, while casting the vote.
9. Any person who is member of the Company as on the Cut-off date, may obtain the User ID and password in the manner as mentioned below:
- a) If the mobile number of the member is registered against Folio No. / DPID Client ID, the member may send SMS: MYEPWD E-Voting Event Number +Folio no. or DPID Client ID to +919212993399
- Example for NSDL: MYEPWDIN12345612345678
Example for CDSL: MYEPWD1402345612345678
Example for Physical: MYEPWD XXXX1234567890
- b) If email address or mobile number of the member is registered against Folio No. / DPID Client ID, then on the home page of <https://evoting.kfintech.com>, the member may click “Forgot Password” to generate a password.
10. The Board of Directors has appointed Mr. Dhrumil M. Shah (Membership No. FCS 8021, Certificate of Practice No.: 8978), Practicing Company Secretaries as the ‘Scrutinizer’ to scrutinize the Postal Ballot process in a fair and transparent manner.
11. The Scrutinizer’s decision on the validity of the Postal Ballot shall be final. Upon completion of scrutiny of the e-voting, the Scrutinizer shall submit his report within Forty-Eight (48) Hours from the end of the remote e-voting period, to the Chairman or any other person authorised by him. The results of the Postal Ballot will be announced by the Chairman or the authorised person on or before Wednesday, April 21, 2021.
- The results of the Postal Ballot along with Scrutinizer Report will be displayed at the Registered office, hosted at the Company’s website i.e. www.routemobile.com and on the e-voting website of KFin i.e. <https://evoting.kfintech.com>. The results will also be intimated to the Stock Exchanges where the Company’s shares are listed.
12. The resolutions, if passed by the requisite majority, shall be deemed to have been passed as if the same has been passed at a general meeting of the members convened in that behalf. The resolution, if approved by the requisite majority of members by means of Postal Ballot (i.e. remote e-voting), shall be deemed to have been passed on the last date specified by the Company for e-voting, i.e. Monday, April 19, 2021.
13. All documents referred to in the Notice and Explanatory Statement are available for inspection by the members at the Registered Office of the Company on all working days except Saturdays, Sundays and National Holidays between 11:00 A.M. (IST) and 1:00 P.M. (IST) from the date of dispatch of the Notice upto the last date of e-voting i.e. Monday, April 19, 2021. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of the Notice upto the closure of the voting period. Members seeking to inspect such documents can send an email to investors@routemobile.com.
14. In case of any query / concern / grievance, members may refer the (i) remote e-voting user manual or (ii) Help & Frequently Asked Questions (FAQs), available at the ‘downloads’ section of <https://evoting.kfintech.com> or contact Mr. Umesh Pandey of KFin at Selenium Tower B, Plot Nos. 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032, India or at toll-free number: 1800-3454001, or at email: evoting@kfintech.com or einward.ris@kfintech.com.

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013

This Explanatory Statement contains relevant and material information in accordance with applicable provisions of the Act and Rules made thereunder to enable the members holding Equity Shares of the Company to consider and approve the proposed Special Resolutions.

Item Nos. 1, 2, 3 & 4:

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through stock based compensation scheme. Your Company believes that equity based compensation plans are an effective tool to reward the talents working with your Company and its subsidiary company(ies) in or outside India. With a view to motivate the key work force seeking their contribution to the corporate growth, to create an employee ownership culture, to attract new talents, and to retain them for ensuring sustained growth, 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 act as the “Compensation Committee” under the SEBI SBEB Regulations) intend to implement an employee stock option plan namely ‘**Route Mobile Limited - Employee Stock Option Plan, 2021**’ (“**RML ESOP 2021**”/ “**Plan**”/ “**Scheme**”) seeking to cover Eligible employees of the Company and its subsidiary company(ies), in or outside India.

Accordingly, the Nomination and Remuneration Committee (“Committee”) and the Board of Directors of the Company (“Board”) at their respective meetings held on March 15, 2021 had approved the introduction of RML ESOP 2021, subject to your approval.

In terms of Section 62(1)(b) of the Companies Act, 2013 read with Regulation 6 of the SEBI SBEB Regulations, the Company seeks your approval as regards implementation of the Plan and grant of options thereunder to the eligible employees of the Company, its subsidiary company(ies), in or outside India, as decided from time to time as per provisions of the Plan read with provisions of SEBI SBEB Regulations.

The main features of the RML ESOP 2021 are set out as per SEBI SBEB Regulations and are as under:

A. Brief Description of the Plan:

Keeping in view the aforesaid objectives, the RML ESOP 2021 contemplates grant of options to the eligible employees of the Company, its subsidiary company(ies), in or outside India. After vesting of options, the eligible employees earn a right, but not obligation, to exercise the vested options within the exercise period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligations arising thereon.

The existing Nomination and Remuneration Committee of the Board shall act as Compensation Committee for the administration of RML ESOP 2021. All questions of interpretation of the RML ESOP 2021 or any option shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in RML ESOP 2021 or any options issued thereunder. Each stock option will be, upon exercise, converted into one fully paid-up equity share of the Company of face value of Rs. 10 (rupees ten only).

B. Total number of options to be granted:

The total number of options to be granted under the RML ESOP 2021 shall not exceed 28,00,000 (Twenty-eight Lakhs). Each option when exercised would be converted into one equity share of Rs. 10 (rupees Ten Only) each fully paid-up. Vested options lapsed due to non-exercise and/or unvested options which get cancelled due to resignation of the Employees or otherwise, would be available for being re-granted at a future date.

Further, SEBI SBEB Regulations require that in case of any corporate action(s) such as rights issue, bonus issue, merger, sale of division etc., a fair and reasonable adjustment needs to be made to the options granted. In this regard, the Committee shall adjust the number and price of the options granted in such a manner that the total value of the options granted under the RML ESOP 2021 remain the same after any such corporate action. Accordingly, if any additional options are issued by the Company to the option grantees for making such fair and reasonable adjustment, the ceiling of 28,00,000 (Twenty-eight Lakhs) Options, shall be deemed to be increased to the extent of such additional options issued.

C. Identification of classes of employees entitled to participate and be beneficiaries in the RML ESOP 2021:

Following class/classes of employees/directors are entitled to participate in 'Route Mobile Limited - Employee Stock Option Plan, 2021':

- i. Permanent employees of the Company who are working in India or outside India; or
- ii. Directors of the Company, whether whole-time director or not; and
- iii. Permanent employees and Directors of the Subsidiary Company(ies) working with respective subsidiary company whether present or in future, in India or out of India, if any

but does not include—

- (i) an employee who is a Promoter or belongs to the Promoter Group;
- (ii) a Director who either by himself or through his relatives or through anybody corporate, directly or indirectly holds more than 10% of the outstanding Equity shares of the Company; and
- (iii) an Independent Director.

The class of Employees eligible for participating in the RML ESOP 2021 shall be determined on the basis of grade of the Employee, role/designation of the Employee, length of service with the Company, his role in and contribution to overall performance of the Company, the performance of profit centre/division to which he/she belongs, merits of the Employee, past performance record, future potential of the Employee and/or such other criteria that may be determined by the Committee at its sole discretion from time to time.

D. Requirements of Vesting and period of Vesting:

Options granted under RML ESOP 2021 shall vest not earlier than minimum Vesting Period of 1 (one) year and maximum Vesting Period of 5 (five) years from the date of Grant, as may be decided by the Committee at the time of each Grant.

The vesting dates in respect of the options granted under the RML ESOP 2021 shall be determined by the Committee and may vary from an employee to employee or any class thereof and / or in respect of the number or percentage of options to be vested. The Committee may, at its discretion, lay down certain performance metrics on the achievement of which the granted options would vest, the detailed terms and conditions relating to such performance based vesting, and the proportion in which options granted would vest.

Options shall vest essentially based on continuation of employment/ service as per requirement of SEBI SBEB Regulations. Apart from that, the Committee may prescribe achievement of any performance condition(s) for vesting.

The stock options granted will not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner. However, in the event of death of stock option grantee while in employment, the right to exercise all the options granted to him till such date shall be transferred to his/her nominees or legal heirs.

E. Maximum period within which the options shall be vested:

All the options granted on any date shall vest not later than a maximum period of 5 (five) years from the date of grant of options as stated above.

F. Exercise price or pricing formula:

The exercise price for the purpose of grant of options will be the closing market price one day prior to the date of grant on the stock exchange where the highest trading volume of the equity shares of the Company is registered.

G. Exercise period and the process of exercise:

The exercise period would commence from the date of vesting and will expire on completion **5 (five)** years from the date of respective vesting or such other shorter period as may be decided by the Committee from time to time. The equity shares arising out of exercise of vested options would not be subject to any lock-in period after such exercise.

The vested option shall be exercisable by the option grantees in such manner and on such format as may be prescribed by the Committee/Trust from time to time. Exercise of options shall be entertained only after payment of requisite exercise price and satisfaction of applicable taxes by the option grantee. The options shall lapse if not exercised within the specified exercise period.

H. Appraisal process for determining the eligibility of employees under the RML ESOP 2021:

The appraisal process for determining the eligibility shall be decided from time to time by the Committee. The broad criteria for appraisal and selection may include parameters like tenure of association with the Company, performance during the previous year(s), contribution towards strategic growth, contribution to team building and succession, cross-functional relationship, future potential etc.

I. Maximum number of options to be issued per employee and in aggregate:

The maximum number of options to be issued to any identified employee during any one year will be decided by the Committee, subject however that the same shall be less than 1% of the issued equity shares of the Company as on the date of grant. As per Regulation 6(3) of the SBEB Regulations, a separate special resolution is required to be passed if the benefits of the Scheme are to be extended to identified Employees, during any one year, equal to or exceeding one per cent of the issued capital of the Company at the time of grant of ESOPs. Further, the Committee may identify certain Employee(s) to whom it may be necessary to grant ESOPs exceeding one per cent in one year to ensure continuity of their service with the Company. Total stock options up to 28,00,000 convertible into 28,00,000 equity shares of the face value of Rs. 10 (rupees Ten only) each fully paid-up would be available for being granted under the RMLESOP 2021.

J. Maximum quantum of benefits to be provided per employee under the RML ESOP 2021:

Apart from grant of options as stated above, no monetary benefits are contemplated under the RML ESOP 2021.

K. Whether the scheme(s) is to be implemented and administered directly by the Company or through a Trust:

The RML ESOP 2021 would be administered through “Route Mobile Employee Welfare Trust” (“Trust”), subject however to adherence with applicable laws and regulations as may be amended from time to time.

L. Particulars of Trust and name, address, occupation and nationality of trustees and their relationship with the promoters, directors or key managerial personnel, if any:

Name of the Trust	Name of the Trustees	Address of the Trustee	Occupation of Trustee	Nationality of Trustee	Relation of Trustee with promoters, directors or key managerial personnel
Route Mobile Employee Welfare Trust	Mr. Vinay Binyala Mr. Pratik Joshi Mr. Rakeshkumar Nayak Ms. Sushma Gedam	C/o Route Mobile Limited, 3 rd Floor, 4 th Dimension, Mind Space, Malad West, Mumbai 400064	Company Executive	Indian	Company Executive

M. Source of acquisition of shares under RML ESOP 2021:

The RML ESOP 2021 contemplates issue of fresh/ primary shares by the Company. The Trust shall act upon the direction given by the Board or the Committee in this regard.

N. Amount of loan to be provided for implementation of the Plan by the Company to the Trust, its tenure, utilization, repayment terms, etc.:

The Company may provide an interest free loan to the trust to the extent required by it for the subscription to equity shares of the Company under RML ESOP 2021. The Board or the Committee shall decide on the amount, tenure, utilization, repayment and other terms of loan to be provided to the Trust for implementation of the Scheme. However, this proposed amount of loan shall be within the statutory limit of 5% of the aggregate of paid-up share capital and free reserves, as prescribed under SBEB Regulations read with Rule 16 of the Companies (Share Capital and Debenture) Rules, 2014 (“Companies Rules”).

O. Maximum percentage of secondary acquisition:

Not Applicable.

P. Disclosure and Accounting Policies:

The Company shall follow the Accounting Standard IND AS 102 on Share based Payments and/ or any relevant Accounting Standards as may be prescribed by the competent authorities from time to time, including the disclosure requirements prescribed therein in due compliance with the requirements of Regulation 15 of the SEBI SBEB Regulations. In addition, the Company shall disclose such details as required under the applicable laws including under other applicable provisions of the SEBI SBEB Regulations.

Q. Method of Option valuation:

The Company shall adopt ‘fair value method’ for valuation of options as prescribed under guidance note or under any accounting standard, as applicable, notified by appropriate authorities from time to time.

R. Declaration:

In case the Company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Directors’ Report.

S. Any interest of key managerial personnel, directors or promoters in such Scheme or Trust and effect thereof:

Promoters are not eligible to be covered under the Scheme. However, key managerial personnel, directors may be covered or interested under the Scheme but only to the extent of stock options as may be granted to them, if any, under the Scheme and in due compliance with the SBEB Regulations.

T. Recovery of Tax

In terms of the provisions of Section 17(2)(vi) of the Income Tax Act, 1961 and other applicable laws, the eligible employees shall be liable to pay such amount including the amount of perquisite tax and/or other taxes, charges and levies (by whatever name called) in respect of the options exercised, if any. It is further clarified that the Company shall be entitled to receive the entire consideration and the perquisite tax and/or other taxes, charges and levies (by whatever name called) at the time of exercise of the options by the eligible employees, irrespective of when the Company may be required to deposit the tax with the relevant authority.

Consent of the members is being sought by way of special resolutions pursuant to Section 62(1)(b), Section 67 and all other applicable provisions, if any, of the Companies Act, 2013 and as per Regulation 6 of the SEBI SBEB Regulations.

Since the options under RML ESOP 2021 could be also offered and issued to the Directors and Key Managerial Personnel of the Company, to the extent and in the manner as may be permissible under the relevant provisions of the Companies Act, 2013, rules made there under and SEBI SBEB Regulations, such Directors and Key Managerial Personnel and their relatives are deemed to be concerned and interested, in the said resolutions.

None of the Directors and their relatives are, in any way, interested or concerned, financially or otherwise, in the resolutions as set out at Item Nos. 1 to 4 of this Notice except to the extent of the options that may be lawfully granted to them under the RML ESOP 2021. The Board of Directors recommends the resolutions as set out at Item Nos. 1 to 4 of this Notice for the approval of the members of the Company by way of Special Resolutions.

By Order of the Board of Directors
For **Route Mobile Limited**

Rathindra Das
Head – Legal, Company Secretary and Compliance Officer

Date: March 15, 2021

Place: Mumbai

Registered & Corporate office:

4th Dimension, 3rd Floor,

Mind Space, Malad (West), Mumbai 400064

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