



routemobile
communication simplified

ESOP DISCLOSURE

Route Mobile Limited
2021-22

A Global Player in Cloud Communications Platform



Associate Member

Disclosure under Regulation 14 read with Part F of Schedule I of the Securities and Exchange Board of India (Share Based Employee Benefits And Sweat Equity) Regulations, 2021 for the year ended March 31, 2022

The details of Employee stock options as on March 31, 2022 under 'Route Mobile Limited - Employee Stock Option Plan 2017' ("RML ESOP 2017") and 'Route Mobile Limited - Employee Stock Option Plan 2021' ("RML ESOP 2021") are given below. The Scheme is administered by Route Mobile Employee Welfare Trust ("Trust").

Directors Report Disclosures:

Statement as at March 31, 2022, pursuant to Regulation 14 of Chapter II of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB and SE Regulations, 2021") as specified in Part F of Schedule – I.

A. Disclosures in terms of the accounting standards prescribed by the Central Government in terms of section 133 of the Companies Act 2013 (18 of 2013) including the 'Guidance note on accounting for employee share-based payments' issued in that regard from time to time.

Refer Note No. 44 forming part of the standalone financial statements and Note No. 46 of the consolidated financial statements for the financial year 2021-22. Please note that the said disclosure is provided in accordance with Indian Accounting Standards (Ind AS) 102 – Share Based Payment.

B. Diluted EPS on issue of shares pursuant to all the schemes covered under the regulations shall be disclosed in accordance with 'Accounting Standard 20 - Earnings Per Share' issued by Central Government or any other relevant accounting standards as issued from time to time.

Refer Note No. 42 forming part of the standalone financial statements and Note No. 50 of the consolidated financial statements for the financial year 2021-22. Please note that the said disclosure is provided in accordance with Indian Accounting Standards (Ind AS) 33 – Earnings per share.

C. Summary of Status of ESOPs Granted:

i. The description of the existing scheme is summarized as under -

Sr. No.	Particulars	RML ESOP 2017	RML ESOP 2021
1	Date of shareholders' approval	October 12, 2017	April 19, 2021
2	Total number of options approved	25,00,000	28,00,000
3	Vesting requirements	The options would vest not earlier than (one) 1 year and not more than (four) 4 years from the date of grant of	The Options would vest not earlier than minimum Vesting Period of 1 (one) year and maximum Vesting

		such options.	Period of 5 (five) years from the date of Grant, as may be decided by the Committee at the time of each Grant.
4	Exercise Price or Pricing formula	The Exercise price is as below:	
		Grant I - ₹300/- per share (₹10/- face value per share and ₹290/- premium per share)	Grant I - ₹2296.05/- per share (₹10/- face value per share and ₹2286.05/- premium per share)
		Grant II and Grant III – ₹326.16 per share (₹10/- face value per share and ₹316.16/- premium per share)	Grant II - ₹ 1600.95/- per share (₹10/- face value per share and ₹1590.95/- premium per share)
5	Maximum term of options granted	4 years	4 years
6	Source of Shares	Primary	Primary
7	Variation in terms of ESOP	None	None

- ii. **Method used for Accounting of ESOP:** Fair value method of accounting.
- iii. **Where the company opts for expensing of the options using the intrinsic value of the options, 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 shall be disclosed. The impact of this difference on profits and on EPS of the company shall also be disclosed**

Not Applicable as the Company has used fair value based method of accounting.

- iv. **The movement of options during the year are as follows:**

Sr. No.	Particulars	RML ESOP 2017	RML ESOP 2021
1	No. of options outstanding at the beginning of the year	16,15,059	N.A
2	No. of options Granted during the year	Nil	7,41,220
3	No. of options forfeited/lapsed during the year	58165	36000
4	No. of options vested during the year	139,525	Nil
5	No. of options exercised during the year	6,45,889	N.A.

6	No. of shares arising as a result of exercise of options	6,45,889	N.A.
7	Money realized by exercise of options (INR), if scheme is implemented directly by the Company	Not Applicable, As the ESOP Scheme is implemented by the ESOP Trust of the Company named as "Route Mobile Employee welfare Trust"	
8	Loan repaid by the trust during the year from the exercise price received	₹18,60,31,293	N.A.
9	No. of options outstanding at the end of the year	9,11,005	7,05,220
10	No. of options exercisable at the end of the year	2,06,170	Nil

- v. **Weighted-average exercise prices and weighted-average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock.**

a. **RML ESOP 2017**

a) Weighted average Fair Value of Options granted during the year whose –				
Sr. No.	Particulars	Grant 1	Grant 2	Grant 3
A	Exercise price equals market price*	₹300	₹326.16	₹326.16
B	Exercise price is greater than market price	Nil	Nil	Nil
C	Exercise price is less than market price	Nil	Nil	Nil

b) Weighted average Exercise price of Options granted during the year whose –				
Sr. No.	Particulars	Grant 1	Grant 2	Grant 3
A	Exercise price equals market price*	₹300	₹326.16	₹326.16
B	Exercise price is greater than market price	Nil	Nil	Nil
C	Exercise price is less than market price	Nil	Nil	Nil

***All Disclosures in respect of grants made in three years prior to IPO under each ESOS; All Options under RML ESOP 2017 were granted prior to the listing of the Company on September 21, 2020.**

b. RML ESOP 2021

a) Weighted average Fair Value of Options granted during the year whose –			
Sr. No.	Particulars	Grant 1	Grant 2
A	Exercise price equals market price	₹1207.14	₹856.96
B	Exercise price is greater than market price	Nil	Nil
C	Exercise price is less than market price	Nil	Nil

b) Weighted average Exercise price of Options granted during the year whose –			
Sr. No.	Particulars	Grant 1	Grant 2
A	Exercise price equals market price	₹2296.05	₹1600.95
B	Exercise price is greater than market price	Nil	Nil
C	Exercise price is less than market price	Nil	Nil

vi. Employee-wise details of options granted during the financial year 2021-22 to:

a) Senior managerial personnel				
Sr. No.	Name of employee	Designation	Number of options granted during the year	Exercise price (in ₹)
1	Milind Vinay Pathak	Group Chief Business Officer	1,00,000	2296.05
2	Ramesh Chaudhury	Chief Executive Officer	25,000	2296.05
3	Kamal Amarlal Thakur	Head- New Solutions Sale	20,000	2296.05
4	Joe Emmanuel	Vice President	15,000	2296.05
5	Ramesh Govind Helaiya	Chief Technology Officer	5,000	2296.05
6	Girish Rao K	Assistant General Manager	2,000	2296.05

b) Employees who were granted, during any one year, options amounting to 5% or more of the options granted during the year:

Sr. No.	Name of employee	Designation	Number of options granted during the year	Exercise price (in ₹)
1	John Timothy Owen	Chief Executive Officer (Europe and Americas)	1,40,000	2296.05
2	Milind Vinay Pathak	Group Chief Business Officer	1,00,000	2296.05
3	Vikram Shanbhag	Executive Vice President – America	50,000	2296.05

c) Identified employees who were granted options, during any one year equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant: **NIL**

vii. Description of Method and Significant assumptions used to estimate the fair value of options granted during the year:

The Company has recorded compensation costs for all grants made to employees under the fair value method of accounting. The fair value of options granted under RML ESOP 2017 is estimated on the date of Grant using the Discounted Cash flow method. The fair value of options granted under RML ESOP 2021 is estimated on the date of Grant using the Black-Scholes model. The Assumptions used for calculating the Option fair value are as follows:

Sr. No.	Particulars	ESOP Plan 2017		ESOP Plan 2021	
		Grant I	Grant II & Grant III	Grant I	Grant II & Grant III
1	Risk Free Interest Rate	6.70%	6.55%	5.54%	5.95%
2	Expected Option Life (years)	4	4	4.60	5.01
3	Expected Volatility	56%	100%	54.07%	55.53%
4	Market Risk Premium	8.82%	2.32%	-	-
5	Cost of debt	11.00%	12.87%	-	-
6	Terminal Growth Rate	4.00%	3.00%	-	-
7	Cost of capital	11.06%	12.53%	-	-

8	Weighted-average values of share price	300	326.16	2296.05	1600.95
9	Exercise price	300	326.16	2296.05	1600.95
10	Expected dividends	-	-	0.09	0.12

The method used and the assumptions made to incorporate the effects of expected early exercise: **Not Applicable**

How expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility The expected price volatility is determined using annualized standard deviation (a measure of volatility used in Black-Scholes-Merton option pricing) and the historic volatility based on remaining life of the options.

Whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition **There are no market conditions attached to the grant and vest**

Disclosures in respect of grants made in three years prior to IPO under each ESOS: RML ESOP 2017 is the only scheme relating to three years prior to the IPO and accordingly relevant disclosures form part of this disclosure.

D. Disclosures Related to Trust: The following details, inter alia, in connection with transactions made by the Trust meant for the purpose of administering the schemes under the SEBI SBEB & SE Regulations, 2021:

Sr. No.	Particulars	Details
1	Name of the Trust	Route Mobile Employee Welfare Trust
2	Details of the Trustee(s)	i. Mr. Vinay Binyala ii. Mr. Rakeshkumar Nayak iii. Mrs. Sushma Gedam iv. Mr. Pratik Joshi
3	Amount of loan disbursed by company / any company in the group, during the year.	₹8,83,000
4	Amount of loan outstanding (repayable to company / any company in the group) as at the end of the year	Nil
5	Amount of loan, if any, taken from any other source for which company / any company in the group has provided any security or guarantee	NIL

6	Any other contribution made to the Trust during the year	NIL
7	Brief details of transactions in shares by the Trust	
	a) Number of shares held at the beginning of the year	NIL
	b) Number of shares acquired during the year through (i) primary issuance (ii) secondary acquisition, also as a percentage of paid up equity capital as at the end of the previous financial year, along with information on weighted average cost of acquisition per share;	<p>i. 6,45,889 equity shares having face value of ₹10/- each were acquired through primary issuance. The shares were allotted to the Trust by the Nomination & Remuneration Committee.</p> <p>Percentage of paid up equity capital as at the end of the previous financial year: 1.025%</p> <p>Weighted average cost of acquisition per share: 311.26</p> <p>ii. Secondary acquisition: Nil</p>
	c) Number of shares transferred to the employees / sold along with the purpose thereof;	4,75,184 equity shares having face value of Rs. 10/- each transferred to employees pursuant to RML ESOP 2017
	d) Number of shares held at the end of the year.	170,705 Equity Shares were held by the Trust as on March 31, 2022, however subsequent as on date of this Report all shares were transfer to respected employees.