

Dear Member,

Invitation to attend the 17th Annual General Meeting on Thursday, August 5, 2021

You are cordially invited to attend the 17th Annual General Meeting of Route Mobile Limited ("the Company") to be held on Thursday, August 5, 2021 at 3:30 P.M. (IST) through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM"). The Notice of the meeting, containing the businesses to be transacted, is enclosed herewith.

| Summarized information at a glance: | | |
|-------------------------------------|----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1 | Time and Date of AGM | 3:30 P.M. (IST), Thursday, August 5, 2021 |
| 2 | Live-Webcast | https://routemobile.com/agm-webcast/ |
| 3 | Mode | Video Conferencing / Other Audio-Visual Means |
| 4 | Link for remote e-Voting | https://evoting.kfintech.com |
| 5 | Link for attending the AGM through VC | https://emeetings.kfintech.com |
| 6 | Helpline number for VC participation and e-Voting | KFin Technologies Private Limited at 1-800-3094-001 or write to them at evoting@kfintech.com |
| 7 | Speaker Registration | From 9:00 A.M. (IST), Saturday, July 31, 2021 To 5:00 P.M. (IST), Tuesday, August 3, 2021: https://emeetings.kfintech.com |
| 8 | Web-link for temporary registration of e-mail address to receive AGM Notice and credentials for E-Voting/ eAGM | https://ris.kfintech.com/clientservices/mobileereg/mobileemailreg.aspx |
| 9 | Record Date for Dividend Payment | Friday, July 16, 2021 |
| 10 | Book closure dates | From Saturday, July 17, 2021 to Thursday, August 5, 2021 |
| 11 | Cut-off date for e-Voting | Thursday, July 29, 2021 |
| 12 | E-Voting Start time and Date | 9:00 A.M. (IST), Monday, August 2, 2021 |
| 13 | E-Voting End time and Date | 5:00 P.M. (IST), Wednesday, August 4, 2021 |
| 14 | E-Voting website links (Please use as applicable to you) | https://evoting.kfintech.com/ https://eservices.nsdl.com https://web.cdslindia.com/myeasi/home/login |
| 15 | Name, address and contact details of e-Voting service provider & contact details of RTA | Mr. Umesh Pandey, Manager KFin Technologies Private Limited Address: Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032, Telangana, India Email ids: inward.ris@kfintech.com umesh.pandey@kfintech.com Website: https://www.kfintech.com Toll free number: 1-800-3094-001 |

Yours truly,

Sandipkumar Gupta
Chairman of the Board

Encls: Notice of the 17th Annual General Meeting

NOTICE OF ANNUAL GENERAL MEETING TO MEMBERS

Registered Office: 4th Dimension, 3rd Floor, Mind Space, Malad (West), Mumbai – 400 064. CIN: U72900MH2004PLC146323
Tel: +91 (022) 40337676 | Fax: +91 (022) 40337650 Email: investors@routemobile.com Website: www.routemobile.com

NOTICE IS HEREBY GIVEN THAT THE SEVENTEENTH (17TH) ANNUAL GENERAL MEETING (“AGM”) OF THE MEMBERS OF ROUTE MOBILE LIMITED (“the Company”) is scheduled to be held on **Thursday, August 5, 2021 at 3:30 P.M. (IST)** through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS:

Item No. 1 – Adoption of Audited Financial Statements (Standalone)

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2021 and the Reports of the Board of Directors and the Auditors thereon.

Item No. 2 – Adoption of Audited Financial Statements (Consolidated)

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2021 and the Reports of the Auditors thereon.

Item No. 3 – Declaration of Dividend

To declare a final dividend of ₹2 per equity share for the year ended March 31, 2021.

Item No. 4 – Appointment of a Director retiring by rotation

To appoint a Director in place of Mr. Sandipkumar Gupta (DIN: 01272932), who retires by rotation and, being eligible, offers himself for re-appointment.

Item No. 5 – Re-appointment of Statutory Auditors of the Company

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s Walker Chandiook & Co LLP (Firm Registration. No. 001076N/N500013), be and are hereby re-appointed as Statutory Auditors of the Company for second term of five (5) years, to hold office from the conclusion of this 17th Annual General Meeting till the conclusion of 22nd Annual General Meeting of the Company, at such remuneration including applicable taxes and reimbursement of out-of-pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.

RESOLVED FURTHER THAT the Board of Directors (which term includes a duly constituted Committee of the Board of Directors) be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient to give effect to this Resolution and / or otherwise considered by them to be in the best interest of the Company.”

SPECIAL BUSINESS:

Item No. 6 – Appointment of Mr. Arun Gupta as an Independent Director

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013, 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), relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, approvals and recommendations of the Nomination and Remuneration Committee, and that of the Board, and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, Mr. Arun Gupta (DIN: 05131228), who has been appointed as an Additional & Independent Director of the Company by the Board of Directors effective November 19, 2020, in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director, not liable to retire by rotation, for a period of five (5) years up to November 18, 2025.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**by Order of the Board of Directors
for Route Mobile Limited**

Date: May 18, 2021

Place: Mumbai

Sd/-
Rathindra Das
Head Legal, Company Secretary and Compliance Officer
(Membership No. ACS 24421)

NOTES:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, 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", circular no. 20/2020 dated May 5, 2020 in relation to "Clarification on holding of Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" and Circular no. 02/2021 dated January 13, 2021 in relation to "Clarification on holding of Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 in relation to "Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 – COVID-19 pandemic" and circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 in relation to "Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to the COVID -19 pandemic" (collectively referred to as "SEBI Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, the AGM of the members of the Company is being held through VC / OAVM. The registered office of the Company shall be deemed to be the venue for the AGM. Since the AGM will be held through VC, the Route Map is not annexed in this Notice.
2. A member logging-in to the VC facility using the remote e-Voting credentials shall be considered for record of attendance of such member at the AGM and such member attending the AGM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, physical attendance of Members has been dispensed with and there is no provision for the appointment of proxies. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act will not be available for the 17th AGM and hence the Proxy Form, Attendance Slip are not annexed to this Notice.
3. In terms of Section 152 of the Companies Act, 2013 (the "Act") and the Articles of Association of the Company, Mr. Sandipkumar Gupta (DIN: 01272932), Director, retires by rotation at the forthcoming AGM and being eligible, offers himself for re-appointment. The Board of Directors recommends the aforesaid re-appointment. Further, the Explanatory Statement setting out the material facts pursuant to Section 102 (1) of the Companies Act, 2013 ("the Act"), in respect of the Special Business under Item No. 6 of the accompanying Notice are annexed hereto. A statement providing additional details of the Directors along with their brief profile who are seeking appointment/ re-appointment as set out at Item Nos. 4 & 6 of the Notice dated May 18, 2021 is annexed herewith as required under Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ("ICSI"). As per the provisions of Clause 3.A.II. of the General Circular No. 20/2020 dated May 5, 2020, the matters of Special Business as appearing at Item No. 6 of the accompanying Notice, is considered to be unavoidable by the Board and hence, forms part of this Notice.
4. M/s. KFin Technologies Private Limited ("KFinTech"), Registrar & Transfer Agent of the Company ("RTA"), shall be providing facility for e-Voting and attending the AGM through VC. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC.
5. Members may note that the Board, at its meeting held on May 18, 2021, has recommended a final dividend of ₹2 per equity share. Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of shareholders with effect from April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with KFin Technologies Private Limited ("KFinTech/RTA") (in case of shares held in physical mode) and Depository Participant ("DP") (in case of shares held in demat mode).
 - a) A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by e-mail to einward.ris@kfintech.com. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20% and 10% in case of Members having valid Permanent Account Number ("PAN") or as notified by the Government of India. However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during fiscal 2022 does not exceed ₹5,000/- and also in cases where members provide Form 15G (Applicable to any person other than a Company or a Firm) / Form 15H (Applicable to an individual above the age of 60 years) subject to conditions specified in the Income Tax Act, 1961 ("IT Act")
 - b) For Non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable to them. However, Non-resident shareholders [including Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency

Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an e-mail to einward.ris@kfintech.com.

An email communication informing the Shareholders regarding this change in the IT Act as well as the relevant procedure to be adopted by them to avail the applicable tax rate has been sent by the Company at the registered email IDs of the Shareholders on June 9, 2021. In general, to enable compliance with TDS requirements, Members were requested to complete and/or update their Residential Status, Permanent Account Number ("PAN"), Category as per the IT Act with their Depository Participants ("DPs") or in case shares are held in physical form, with the Company, by sending documents through e-mail by July 5, 2021. Kindly note that the Company is further extending the opportunity for the shareholders to submit the applicable declarations and documents up to **5:00 P.M. (IST) on Thursday, July 15, 2021** in order to enable the Company to determine and deduct appropriate TDS/withholding tax rate. No communication/documents on the tax determination / deduction shall be considered post 5:00 PM (IST) of Thursday, July 15, 2021. For further details and formats of declaration, please refer to 'General Communication on Tax Deduction' available on Company's website at <https://routemobile.com/wp-content/uploads/2021/06/General-Communication-on-Tax-Deduction-at-Source-on-Dividend.pdf>. The aforesaid documents such as Form 15G/ 15H, documents under section 196, 197A, etc. can also be uploaded on the link <https://ris.kfintech.com/form15>. The aforesaid documents are subject to verification by the Company and in case of ambiguity, the Company reserves its right to deduct the TDS as per the provisions of the Income Tax Act, 1961.

6. Book Closure: The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, July 17, 2021 to Thursday, August 5, 2021 (both days inclusive).

7. Dividend: If the final dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend subject to deduction of tax at source will be made within 30 days of AGM, as under:

- (a) To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories", as of end of day on **Friday, July 16, 2021**; and
- (b) To all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as of the close of business hours on **Friday, July 16, 2021**.

8. SEBI has made it mandatory for all Companies to use the bank account details furnished by the Depositories and the bank account details maintained by the RTA for payment of dividend to Members electronically. The Company has extended the facility of electronic credit of dividend directly to the respective bank

accounts of the Member(s) through Electronic Clearing Service (ECS)/National Electronic Clearing Service (NECS)/ Real Time Gross Settlement (RTGS)/ Direct Credit/ IMPS/ NEFT etc. The final dividend, once approved by the members in the ensuing AGM, will be paid within 30 days of the AGM electronically through various online transfer modes to those Members who have updated their bank account details. For members who have not updated their bank account details, dividend warrants / demand drafts / cheques will be sent out to their registered addresses. To avoid delay in receiving dividend, Members are requested to update their bank account details with their depositories (where shares are held in dematerialized mode) and with KFinTech, Company's Registrar and Transfer Agent ("RTA") (where shares are held in physical mode) to receive dividend directly into their bank account. For Members who are unable to receive the dividend directly in their bank accounts through ECS or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant/Bankers' cheque/demand draft to such Members, through postal or courier services. In case of any disruption of postal or courier services due to prevalence of COVID-19 in containment zones, upon normalisation of such services.

9. Process for registration of e-mail ID for obtaining Annual Report and user id/password for e-Voting and updation of bank account: Members who have not registered their email address as a consequence of which the Annual Report, Notice of AGM, and e-Voting instructions could not be serviced or who have become members post sending of this Notice of AGM, may temporarily get their email address and mobile number updated with the Company's RTA i.e. KFinTech, by clicking the link: <https://ris.kfintech.com/clientservices/mobileereg/mobileemailreg.aspx> or by sending an e-mail to einward.ris@kfintech.com. Members are requested to follow the process as guided in the above-mentioned link to capture the email address and mobile number for sending the soft copy of the Notice and e-Voting instructions along with the User ID and Password. In case of any queries, please write to einward.ris@kfintech.com.

Updating Bank Account details:

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| Physical Holding | Members holding shares in physical form and who have not registered their bank account details with the RTA or who wish to update, can do so by emailing to einward.ris@kfintech.com with the following details – a signed request letter mentioning Name, Folio No, Name & address of the Bank, Bank Account type, Bank Account Number, 9 digit MICR Code Number, 11 digit IFSC Code, Self-attested copy of PAN & cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly, and Self-attested copy of any document (such as Aadhaar Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company. They may also send the hard copies to KFin Technologies Private Limited (Unit: Route Mobile Limited), Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032, Telangana, India. |
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| Demat Holding | Members holding shares in demat mode may contact their Depository Participant to update their email address and bank account details. Members are also requested to give the MICR Code of their bank to their Depository Participant(s). Further, please refer to Note No. 10. |
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Note: Please note that in case the shares are held in electronic form/demat mode, the above facility is only for temporary registration of email address for receipt of the Notice of AGM and the e-Voting instructions along with the USER ID and Password. Members holding shares in electronic/Demat form will have to register their email address with their DPs permanently, and Members holding shares in physical form are requested to update their details with the KFinTech so that all future communications are received by them in electronic form. In case of any queries, members are requested to write to einward.ris@kfintech.com or call at the toll free number **1-800-309-4001**.

10. Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change/ deletion in such bank details. Further, instructions, if any, already given by them in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in electronic form. Members may, therefore, give instructions to their respective DP regarding bank accounts in which they wish to receive dividend.
11. Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its Registrar and Transfer Agent or the concerned Depository Participant(s), as the case may be: a) the change in the residential status on return to India for permanent settlement, and b) the particulars of the NRE account with a Bank in India, if not furnished earlier.
12. Members wishing to claim dividends that remain unclaimed are requested to correspond with the RTA at einward.ris@kfintech.com, or with the Company Secretary, at the Company's registered office or by writing at investors@routemobile.com. Members are requested to note that dividends, if not en-cashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Further, the shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/Claimants are requested to claim their dividends from the Company, within the stipulated timeline. There is no unclaimed or unpaid dividend, and therefore, no details available for the Company requiring any transfer to the IEPF as on date or for uploading on its website.
13. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition and re-lodged transfers of securities. Further, SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/ CIR/P/2020/236 dated December 2, 2020 had fixed March 31, 2021 as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's RTA, KFinTech for any assistance in this regard.
14. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website <https://www.routemobile.com/wp-content/uploads/2021/06/Form-SH-13-Nomination-Form.pdf>. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form/demat mode and to KFinTech, in case the shares are held in physical form.
15. Members holding shares in physical form, in identical order of names, in more than one folio, if any, are requested to send to the Company or KFinTech, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes. Members are requested to use the share transfer Form SH-4 for this purpose.
16. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
17. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Companies Act, 2013 ("the Act"), the Register of Contracts or Arrangements in which the directors are interested, maintained under section 189 of the Act will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection [on all working days between 11:00 A.M. (IST) and 4:00 P.M. (IST)] without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. August 5, 2021. Members seeking to inspect such documents may send their request in writing in advance to the Company at investors@routemobile.com.
18. Members holding shares in physical form are requested to send all the communications pertaining to shares of the Company including intimation of changes pertaining to their bank account details, mandates, nominations, change of address, e-mail Id etc., if any, immediately to the Company's Registrar and Share Transfer Agent i.e. KFin Technologies Private Limited, [Unit : **Route Mobile Limited**], Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad -

500 032, Telangana, India, Toll Free No. : 1800-3094-001
Email Id: einward.ris@kfintech.com. Members holding shares in electronic form/Demat mode must intimate the changes, if any, to their respective Depository Participants (DPs) only.

19. Submission of Questions / Queries prior to e-AGM:

Members desiring any additional information with regard to financial statements or any matter to be placed at the AGM are requested to write to the Company Secretary on the Company's email-id investors@routemobile.com, before 5:00 P.M. (IST), Friday, July 30, 2021 so as to enable the Management to keep the information ready. Please note that, Member's questions will be answered only if they continue to hold the shares as on Cut-off Date.

20. In compliance with the applicable MCA Circulars and SEBI Circulars, the Notice of the AGM along with the Annual Report for the Financial Year 2020-21 are being sent only through electronic mode (by e-mail) to those Members whose e-mail addresses are registered with the Company/ Depositories. Members may note that the Notice of the AGM and the Annual Report for the Financial Year 2020-21 will also be available on the Company's website at www.routemobile.com, websites of the Stock Exchanges, i.e. BSE Limited and The National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of KFintech at <https://evoting.kfintech.com>.

21. Members may please note that SEBI has made PAN as the sole identification number for all participants transacting in the securities market, irrespective of the amount of such transactions. Members may please note that SEBI has also made it mandatory for submission of PAN in the following cases: (i) Deletion of name of the deceased shareholder(s) (ii) Transmission of shares to the legal heir(s) and (iii) Transposition of shares. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA.

22. Instructions for e-Voting and joining the AGM are as follows:

A. Voting Through Electronic Means:

a) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations and applicable Circulars, the Company is offering the facility of remote e-Voting to its Members. The facility of casting votes by a Member using a remote e-Voting system before the AGM as well as during the AGM will be provided by Company's Registrar and Transfer Agent – M/s KFin Technologies Private Limited. The instructions for remote e-Voting are given herein below and facility for those Members participating in the AGM to cast vote through e-Voting system during the AGM.

b) The remote e-Voting period commences on **Monday, August 2, 2021 at 9:00 A.M. (IST)** and ends on **Wednesday, August 4, 2021 at 5:00 P.M. (IST)**. During this period, Members holding shares either in physical form or in demat form, as on **Thursday, July 29, 2021**, (i.e. "Cut-off" Date), may cast their vote electronically.

c) The e-Voting module shall be disabled by KFintech for voting thereafter. Those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system during the AGM. A person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the Cut-off Date.

d) The Members who have cast their vote by remote e-Voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.

e) The Board of Directors has appointed Mr. Dhrumil M. Shah (Membership No. FCS 8021, Certificate of Practice No.: 8978) of M/s Dhrumil M Shah & Co., Company Secretaries, as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.

f) In terms of provisions of Section 107 of the Companies Act, 2013, since the Company is providing the facility of remote e-Voting to the Members, there shall be no voting by show of hands at the AGM. The Company is also offering facility for voting by way of "Insta Poll" at the AGM for the Members attending the meeting who have not cast their vote by remote e-Voting. If a Member cast votes by both modes i.e. remote e-Voting and Insta Poll at the AGM, then voting done through remote e-Voting shall prevail and Insta Poll shall be treated as invalid.

B. The details of the process and manner for remote e-Voting are explained herein below- Applicable for Non-Individual shareholders holding securities in demat mode and Shareholders holding securities in physical mode:

a) Launch internet browser by typing the URL <https://evoting.kfintech.com>.

b) Enter the login credentials (i.e. User ID and password as communicated in the e-mail from KFintech). In case of physical folio, User ID will be EVEN (E-Voting Event Number) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-Voting, you can use your existing User ID and password for casting your vote.

c) After entering these details appropriately, click on "LOGIN".

- d) You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one uppercase (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, e-mail ID etc. on first login. It is strongly recommended that you do not share your password with any other person and take utmost care to keep your password confidential.
- e) You need to log-in again with the new credentials.
- f) On successful log-in, the system will prompt you to select the “EVENT” i.e. **Route Mobile Limited**.
- g) 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 on **Thursday, July 29, 2021, (i.e. “Cut-off” Date)**. You may also choose the option “ABSTAIN”. If the Member does not indicate “FOR” or “AGAINST”, it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
- h) Voting has to be done for each item of the 17th AGM Notice separately.
- i) Shareholders holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat accounts.
- j) You may then cast your vote by selecting an appropriate option and click on “SUBMIT”.
- k) A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on all the Resolution(s).
- l) For obtaining the User ID and Password for e-Voting, members may refer the instructions below:
- (1) If the mobile number of the Member is registered against Folio No./DP ID Client ID, the Member may send SMS to 9212993399 as per below:

| | |
|--------------------------------------|----------------------------------------------|
| in case of physical shareholders | MYEPWD<space>E-Voting Event Number+Folio No. |
| in case of shares held in DEMAT form | MYEPWD DP ID Client ID |

| | |
|----------------------|--------------------------------|
| Example for NSDL | MYEPWD<space>IN12345612345678 |
| Example for CDSL | MYEPWD <space>1402345612345678 |
| Example for Physical | MYEPWD<space>XXXX1234567890 |

- (2) If e-mail address or mobile number of the Member is registered against Folio No./DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the Member may click “**Forgot Password**” and enter Folio No. or DP ID Client ID and PAN to generate a password. This is applicable for any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the Cut-off date.

- m) Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorisation etc., authorising its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-Voting. The said Resolution/ Authorisation shall be sent to the Scrutinizer by e-mail through their registered e-mail address at dhrumil@dmshah.in with a copy marked to KFin Technologies Private Limited, Registrar and Share Transfer Agent of the Company (“RTA”/“KFinTech”) at evoting@kfintech.com. The scanned image of the above mentioned documents should be in the naming format “**Route Mobile Limited 17th Annual General Meeting.**”
- n) In case of any query and/or grievance, Members may refer to the Help & Frequently Asked Questions (FAQs) and e-Voting user manual available at the download section of <https://evoting.kfintech.com> or may contact **Mr. Umesh Pandey, Manager (Unit: Route Mobile Limited)** of KFin Technologies Private Limited, Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032, Telangana, India or at einward.ris@kfintech.com and evoting@kfintech.com or call KFinTech’s Toll free No.: 1-800-3094-001 for any further clarifications.

C. The instructions for remote e-Voting are as under for Individual Shareholders holding shares in demat mode:

In terms of the Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 issued by the Securities and Exchange Board of India dated December 9, 2020, on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the individual Demat account holders, by way of single login credential, through their Demat accounts/ websites of Depositories/ DPs in order to increase the efficiency of the voting process. Individual Demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (“ESP”) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their

mobile number and e-mail ID with their DPs in order to access e-Voting facility.

NSDL Mobile App is available on



| Type of Members | Log-in Method |
|------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| For Members who hold shares in Demat mode with NSDL | 1. User already registered for IDeAS facility: <ol style="list-style-type: none"> I. Go to URL: https://eservices.nsd.com II. Click on the “Beneficial Owner” icon under ‘IDeAS’ section. III. On the new page, enter existing User ID and Password. Post successful authentication, click on “Access to e-Voting” IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. |
| | 2. User not registered for IDeAS e-Services <ol style="list-style-type: none"> I. To register click on link: https://eservices.nsd.com (Select “Register Online for IDeAS Portal”) or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp II. Proceed with completing the required fields. |
| | 3. First Time Users: By visiting the e-Voting website of NSDL: <ol style="list-style-type: none"> I. Go to URL: https://www.evoting.nsd.com/. II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section. III. Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. V. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. |
| | 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. |

| | |
|------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| For Members who hold shares in Demat mode with CDSL | 1. Existing user who have opted for Easi / Easiest <ol style="list-style-type: none"> I. Go to URL: https://web.cdslindia.com/myeasi/home/login OR URL: www.cdslindia.com II. Click on New System Myeasi III. Login with user id and password. IV. Option will be made available to reach e-Voting page without any further authentication. V. Click on company name or e-Voting service provider name to cast your vote during the remote e-Voting period. |
| | 2. User not registered for Easi/Easiest <ol style="list-style-type: none"> I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration II. Proceed with completing the required fields. |
| | 3. First Time Users: By visiting the e-Voting website of CDSL: <ol style="list-style-type: none"> I. Go to URL: www.cdslindia.com II. Click on the icon “E-Voting” III. Provide demat Account Number and PAN No. IV. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. V. After successful authentication, user will be provided links for the respective ESP where the e- Voting is in progress. VI. Click on the company name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. |

| | |
|------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Through Depository Participant(s) | <ol style="list-style-type: none"> i) You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. ii) Upon login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. iii) Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |
|------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

Helpdesk for individual shareholders holding securities in demat mode for any technical issues related to login through depository i.e. NSDL and CDSL:

| | |
|--------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual shareholders holding securities in demat mode with NSDL | Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at Toll free no.: 1800 1020 990 or 1800 22 44 30. |
| Individual shareholders holding securities in demat mode with CDSL | Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022 - 23058738 or 022 - 23058542 - 43 |

Important note: Members who are unable to retrieve User ID / Password are advised to use "Forgot User ID" and "Forgot Password" option available on the above-mentioned website.

23. INSTRUCTIONS FOR THE MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM (E-AGM) ARE AS UNDER:

- a) The Company has appointed KFintech to provide VC facility for the 17th AGM of the Company.
- b) A video guide assisting the members attending e-AGM either as a speaker or participant is available for quick reference at URL <https://cruat04.kfintech.com/emeetings/video/howitworks.aspx>.
- c) Members will be able to attend the e-AGM through VC/OAVM provided by KFintech at <https://emeetings.kfintech.com/> by clicking on the tab 'video conference' and using their remote e-Voting login credentials shared through email. The link for e-AGM will be available in the Member's login where the event and the name of the Company can be selected. Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice.
- d) Members who need technical or other assistance before or during the e-AGM can contact RTA by sending email to emeetings@kfintech.com or call at Helpline: **1-800-3094-001 (toll-free)**.
- e) Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience. Further Members will be required to allow Camera, if any, and hence use Internet with a good speed to avoid any disturbance during the meeting.
- f) Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- g) **Speaker Registration before e-AGM:** Members who wish to register as speakers are requested to visit at <https://emeetings.kfintech.com> and click on 'Speaker Registration' from **9:00 A.M. (IST), Saturday, July 31, 2021 to 5:00 P.M. (IST), Tuesday, August 3, 2021** by mentioning the demat account

number/folio number, city, e-mail ID & mobile number and submit the same. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the e-AGM. Members holding shares as on the Cut-off Date, may also visit <https://emeetings.kfintech.com> and click on the tab "Post Your Queries" and post their queries/ views/ questions in the window provided from 9:00 A.M. (IST), Saturday, July 31, 2021 to 5:00 P.M. (IST), Tuesday, August 3, 2021. Please note that questions of only those Members will be entertained/considered who are holding shares of Company as on the **Cut-off Date i.e., Thursday, July 29, 2021**. Only those Members who have registered themselves as a speaker will be allowed to express their views/ask questions during the e-AGM and the maximum time per speaker will be restricted to 3 minutes.

- h) Due to limitations of transmission and coordination during the e-AGM, the Company may have to dispense with or curtail the Speaker Session & dispense with the speaker registration during the e-AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- i) Facility of joining the AGM through VC / OAVM shall be open fifteen (15) minutes before the time scheduled for the AGM and will be available for Members on first come first served basis and the Company may close the window for joining the VC/OAVM Facility fifteen (15) minutes after the scheduled time to start the 17th AGM.
- j) Members may note that the VC/OAVM Facility, provided by KFintech, allows participation of 1,000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee, Auditors, etc. may be allowed to attend the meeting without any restrictions on account of first come first served basis.

24. INSTRUCTIONS FOR MEMBERS FOR VOTING DURING THE E-AGM SESSION-"INSTA POLL":

- a) Members / shareholders, attending the AGM through Video Conference and who have not cast their vote on resolutions through Remote e-Voting shall be eligible to cast their vote through e-Voting system available during the AGM. Members who have voted through Remote e-Voting will be eligible to attend the AGM, however, they shall not be allowed to cast their vote again during the AGM.
- b) The e-Voting window shall be activated upon instructions of the Chairman during the AGM. The Chairman shall formally propose to the Members participating through VC/OAVM facility to vote on the resolutions as set out in this Notice of 17th AGM (AGM) and shall also announce the start of the casting of the vote at AGM through the e-Voting platform of our RTA - KFintech and

thereafter the e-Voting at AGM shall commence. Upon the declaration by the Chairman about the commencement of e-Voting at AGM, Members shall click on the "Vote" sign on the left-hand bottom corner of their video screen for voting at the AGM, which will take them to the 'Instapoll' page.

- c) Members to click on the "Instapoll" icon to reach the resolution page and follow the instructions to vote on the resolutions.
- d) The facility of Instapoll will be available during the time not exceeding 15 minutes from the commencement of e-Voting as declared by the Chairman at AGM and can be used for voting only by those Members who hold shares as on the Cut-off Date viz. Thursday, July 29, 2021, and who are attending the meeting and who have not already cast their vote(s) through remote e-Voting.
- e) The Scrutinizer shall, immediately after the conclusion of the voting at the AGM, first count

the votes cast during the AGM, thereafter unblock the votes cast through remote e-Voting in the presence of at least two (2) witnesses not in the employment of the Company and provide, not later than two working days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.

- f) The result declared along with the Scrutinizer's Report shall be placed on the Company's website at www.routemobile.com and on the website of KFinTech at <https://evoting.kfintech.com> immediately. The Company shall simultaneously forward the results to The National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed. Subject to receipt of the requisite number of votes, the resolutions shall be deemed to have been passed on the date of the AGM, i.e. Thursday, August 5, 2021.

**by Order of the Board of Directors
for Route Mobile Limited**

Date: May 18, 2021
Place: Mumbai

Sd/-
Rathindra Das
Head Legal, Company Secretary and Compliance Officer
(Membership No. ACS 24421)

Registered Office: 4th Dimension, 3rd Floor,
Mind Space, Malad (West), Mumbai 400064,
Maharashtra, India
Tel: +91 (022) 40337676 | Fax: +91 (022) 40337650
Email: investors@routemobile.com
Website: www.routemobile.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

Pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and the Company's Articles of Association, not less than two-thirds of total number of Directors of the Company shall be liable to retire by rotation. One-third of these Directors must retire from office at each AGM, but each retiring Director is eligible for re-election at such meeting. Accordingly, Mr. Sandipkumar Gupta (DIN: 01272932) is now required to retire by rotation at this AGM and being eligible, has offered himself for re-appointment. Considering Mr. Sandipkumar Gupta's skills, expertise, experience and his long association with the Company & contribution towards Company's overall growth over the years, the Board of Directors is of the opinion that it would be in the best interest of the Company to re-appoint him as a Director of the Company. Additional information in respect of Mr. Sandipkumar Gupta, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2), including his profile are provided at Annexure to this Notice. Except Mr. Sandipkumar Gupta and/or his relatives, none of the Directors and Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4. The Board of Directors recommends the resolution proposing the re-appointment of Mr. Sandipkumar Gupta as set out in Item No. 4 for approval of the Members by way of an Ordinary Resolution. Though not statutorily required, the above explanation is being provided as additional information to the Members.

Item No. 5

M/s Walker Chandiook & Co LLP, Chartered Accounts ('WCC'; Firm Registration. No. 001076N/N500013) were appointed as Statutory Auditors of the Company by the Members at the Extra-Ordinary General Meeting ('EoGM') held on April 18, 2017 to hold office as Statutory Auditors from the conclusion of the aforesaid EoGM till the conclusion of 17th AGM of the Company to be held in the year 2021. Accordingly, their present term gets completed on conclusion of this AGM in terms of the said approval and Section 139 of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014. The present remuneration of M/s Walker Chandiook & Co LLP for the financial year 2020-21, was ₹67.21 lakhs (exclusive of Reimbursement of expenses) for statutory audit, quarterly review reports and other statutory certifications. The Board of Directors of the Company (the 'Board'), at their meeting held on May 18, 2021, on the recommendation of the Audit Committee (the 'Committee'), recommended for the approval of the Members, the re-appointment of M/s Walker Chandiook & Co LLP, Chartered Accountants, as the Statutory Auditors of the Company for second term of five (5) years from the conclusion of this 17th AGM till the conclusion of the 22nd AGM.

M/s Walker Chandiook & Co LLP, Statutory Auditors have conducted the statutory audit of the Company from FY 2016-17 to FY 2020-21 and their performance was found to be satisfactory. Before recommending their re-appointment, the Committee considered various parameters like capability to serve a diverse and complex

omni-channel communication business landscape with multiple operating locations as that of the Company, audit experience in the Company's various verticals, market reputation of the firm, various clients served, knowledge of technology etc., and found M/s Walker Chandiook & Co LLP to be adequately suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.

WCC, Chartered Accountants, established in the year 1935, is a Firm Registered with the Institute of Chartered Accountants of India (& empaneled with Public Company Accounting Oversight Board Comptroller and Auditor General of India). WCC has a strong national presence having 13 offices in India and has a combined employee, partners and staff strength of more than 2000. WCC, have given their consent to act as the Statutory Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution. This statement may also be regarded as an appropriate disclosure under the Listing Regulations. The Board of Directors recommends the Ordinary Resolution set out in Item no. 5 for your approval. This explanatory statement is provided though strictly not required as per section 102 of the Act.

Item No. 6

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors had appointed Mr. Arun Gupta (DIN: 05131228) as Additional and Independent Director, not being liable to retire by rotation, with effect from November 19, 2020 for a term of five (5) years up to November 18, 2025, subject to the approval of the Members. Pursuant to the provisions of Section 161(l) of the Companies Act 2013 (the "Act") and Article 164 of the Articles of Association of the Company, Mr. Arun Gupta holds office only upto the date of this Annual General Meeting (AGM) and is eligible to be appointed as Director. The Company has received from him all statutory disclosures / declarations including, (i) consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules"), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and Regulation 16(1)(b) of SEBI Listing Regulations. The Company has also received a notice under Section 160 of the Companies Act, 2013 from a member, intending to nominate Mr. Arun Gupta to the office of Independent Director. In line with the Company's remuneration policy for Independent Directors, Mr. Arun Gupta will be entitled to receive remuneration by way of sitting fees as approved by the Board of Directors & reimbursement of expenses for participation in the Board meetings [including Committee(s), if any]. No Commission is proposed to be paid to Mr. Arun Gupta. This resolution seeks the approval of Members for the appointment of Mr.

Arun Gupta as an Independent Director of the Company up to November 18, 2025 pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and his office shall not be liable to retire by rotation.

In the opinion of the Board, Mr. Arun Gupta is a well-respected business leader who brings in a wealth of experience to the Board. He fulfills the conditions for independence specified in the Act, the Rules made thereunder and the Listing Regulations and such other laws / regulations for the time being in force. A copy of the draft letter for the appointment of Mr. Arun Gupta as an Independent Director setting out the terms and conditions is available for electronic inspection without any fee by the Members. Additional information (including

a brief profile) in respect of Mr. Arun Gupta, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is provided as Annexure to this Notice.

As per the provisions of the General Circular No. 20/2020 dated 5th May 2020, this item is considered unavoidable and forms part of this Notice. No director, key managerial personnel, or their relatives except Mr. Arun Gupta, to whom the resolution relates, is interested in or concerned with the resolution in Item no. 6. The Board of Directors recommends the resolution proposing the appointment of Mr. Arun Gupta as an Independent Director of the Company, as set out in Item No. 6 for approval of the Members by way of an Ordinary Resolution.

**by Order of the Board of Directors
for Route Mobile Limited**

Date: May 18, 2021
Place: Mumbai

Sd/-
Rathindra Das
Head Legal, Company Secretary and Compliance Officer
(Membership No. ACS 24421)

Registered Office: 4th Dimension, 3rd Floor,
Mind Space, Malad (West), Mumbai 400064,
Maharashtra, India
Tel: +91 (022) 40337676 | Fax: +91 (022) 40337650
Email: investors@routemobile.com
Website: www.routemobile.com

Details of Directors seeking Appointment/Re-appointment at the Annual General Meeting

[Pursuant to regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meetings issued by the ICSI]

| Name of the Director | Mr. Sandipkumar Gupta | Mr. Arun Gupta |
|---------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| |  |  |
| DIN | 01272932 | 05131228 |
| Designation/Category of Directorship | Chairman, Non-Independent, Non-Executive | Independent, Non-Executive |
| Age | 46 Years | 49 Years |
| Date of first appointment on the Board | May 15, 2004 | November 19, 2020 |
| Qualification | Chartered Accountant, SAP certified solution consultant – mySAP Financials – Management and Financial Accounting | Master of Commerce |
| Expertise in specific functional areas | Aged 46 years, Mr. Sandipkumar Gupta, is the Chairman (Non-Executive, Non Independent) of our Company. He holds a bachelor's degree in commerce from Mumbai University. He is also a qualified Chartered Accountant and a member of the Institute of Chartered Accountants of India. He is a SAP certified solution consultant – mySAP Financials – Management and Financial Accounting. He is also the Promoter of our Company and has been associated with our Company since inception. Prior to incorporating our Company, he had worked with PricewaterhouseCoopers Private Limited, and Covansys (India) Private Limited. He has over 20 years of experience in audit and accounts, business analysis, SAP configuration and software system consulting. | Mr. Arun Gupta is an independent consultant in the private equity, M&A and business development space. He has served in the past as Board member / investor / mentor / adviser to various companies including Biba, House of Anita Dongre, Skechers, Clovia, Skinkraft, Vedix, Bewakoof, faballey, Crimsoune Club, Clarks, Turtle men's wear, Blue foods restaurants, Biryani by kilo, traworld luggage, Priority backpacks, Neeru's ethnic wear, Amar Chitra Katha, Famozi shoes, Tresmode shoes, Desibelle, Holii handbags, Mother Earth, Giovanni etc. He has more than 28 years of experience in Investment Banking, Media, Gaming, Animation, Education, Internet & Technology companies. In the past, he has held senior management positions at Yahoo, STAR, MTV, Mauj Mobile, Equirus Capital, Future Group and Cnet. He also serves on the investment committee of Endiya tech product vc. Mr. Gupta is a post graduate in Commerce and Economics from Mumbai University & adjunct faculty at few leading Business schools. |
| Remuneration | Sitting Fees as approved by the Board from time to time. | Sitting Fees as approved by the Board from time to time. |
| Number of Board meetings attended during the year | Seven (7) | Two (2) |
| Inter-se relationships between directors, Manager and key managerial personnel | Brother of Mr. Rajdipkumar Gupta, MD & Group CEO and son of Mr. Chandrakant Gupta, Non-Executive Non Independent Director. | None |
| Membership/ Chairpersonship of Committees in other companies (excluding foreign companies) | None | None |

| | | |
|-----------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Directorships in other Companies (excluding foreign companies) | <ol style="list-style-type: none"> 1. Cellent Technologies (India) Private Limited 2. Start Corp India Private Limited 3. Sphere Edge Consulting (India) Private Limited 4. Route Connect Private Limited 5. Call 2 Connect India Private Limited | <ol style="list-style-type: none"> 1. Turtle Limited |
| No. of shares held: (a) Own | a) 9,257,143 Equity Shares | None |
| Terms and Conditions of appointment/re-appointment | Re-appointment in terms of Section 152(6) of the Companies Act, 2013, as a Director, liable to retire by rotation. | Appointment as an Independent Director pursuant to Sections 149, 152 and 161 and other relevant provisions of the Companies Act, 2013, not liable to retire by rotation, for a term of five (5) years, upto November 18, 2025. |

Note: The Directorship, Committee Memberships and Chairmanships do not include positions in foreign companies, position as advisory board member(s) and position in Companies under Section 8 of the Companies Act, 2013, if any.