

Ref No: RML/2021-22/66

Date: April 20, 2021

To,

BSE Limited
Scrip Code: 543228

National Stock Exchange of India Limited
NSE Symbol: ROUTE

Dear Sir/Madam,

Sub: Declaration of Voting Results of Postal Ballot

This has reference to our letter dated March 19, 2021, enclosing the Postal Ballot Notice dated March 15, 2021, seeking approval of the Members of the Company through Special resolutions, for approving the Route Mobile Limited - Employee Stock Option Plan, 2021 ("RML ESOP 2021"/ "Plan" / "Scheme") and other connected items thereto, by way of postal ballot only through remote voting by electronic means ("remote e-voting").

In this regard, please find enclosed the following:

1. The Voting Results of the said Postal Ballot through remote e-voting, in relation to the aforesaid business, as required under Regulation 44(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as **Annexure - 1**.
2. The Scrutinizer's Report dated April 20, 2021, pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as **Annexure - 2**.

The Voting Results along with the Scrutinizer's Report is available on the website of the Company at www.routemobile.com and will also be made available on the website of KFin Technologies Private Limited at <https://evoting.kfintech.com>.

This information is submitted pursuant to Regulation 30 and Regulation 44(3) of the Listing Regulations.

You are requested to take the abovementioned information on record.

Thanking you,
Yours faithfully,
For Route Mobile Limited





Rathindra Das
Head Legal, Company Secretary & Compliance Officer

Encl: as above

ANNEXURE - 1

Format for Voting Results

Date of Declaration of Postal Ballot/AGM/EGM	Resolution passed through Postal Ballot on April 19, 2021
Total number of shareholders on record date (i.e., March 12, 2021)	89,955
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	Not Applicable

For Route Mobile Limited




Rathindra Das

Head Legal, Company Secretary & Compliance Officer

Resolution No. 1

Resolution Required (Ordinary /Special)		Special							
Whether promoter/promoter are interested in the agenda/resolution?		No							
Description of Resolution considered		Approval of 'Route Mobile Limited - Employee Stock Option Plan, 2021' ("RML ESOP 2021"/ "Plan"/ "Scheme")							
Sr. No.	Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes-in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
			(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
A	Promoter & Promoter Group	E-Voting	37714286	37714286	100.00	37714286	0	100.00	0
		Poll (Not Applicable)		0	0	0	0	0	0
		Postal Ballot (Not Applicable)		0	0	0	0	0	0
		Total	37714286	37714286	100.00	37714286	0	100.00	0
B	Public Institutions	E-Voting	12815850	11082179	86.47	10765479	316700	97.14	2.86
		Poll (Not Applicable)		0	0	0	0	0	0
		Postal Ballot (Not Applicable)		0	0	0	0	0	0
		Total	12815850	11082179	86.47	10765479	316700	97.14	2.86
C	Public Non-Institutions	E-Voting	7183447	11223	0.16	10369	854	92.39	7.61
		Poll (Not Applicable)		0	0	0	0	0	0
		Postal Ballot (Not Applicable)		0	0	0	0	0	0
		Total	7183447	11223	0.16	10369	854	92.39	7.61
Total (A+B+C)			57713583	48807688	84.57	48490134	317554	99.35	0.65
Whether Resolution is Passed or Not									Yes

For Route Mobile Limited





Rathindra Das

Head Legal, Company Secretary & Compliance Officer

Resolution No. 2

Resolution Required (Ordinary /Special)		Special							
Whether promoter/promoter are interested in the agenda/resolution?		No							
Description of Resolution considered		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")							
Sr. No.	Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes-in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
			(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
A	Promoter & Promoter Group	E-Voting	37714286	37714286	100	37714286	0	100	0
		Poll (Not Applicable)		0	0	0	0	0	0
		Postal Ballot (Not Applicable)		0	0	0	0	0	0
		Total	37714286	37714286	100	37714286	0	100	0
B	Public Institutions	E-Voting	12815850	11082179	86.47	10765479	316700	97.14	2.86
		Poll (Not Applicable)		0	0	0	0	0	0
		Postal Ballot (Not Applicable)		0	0	0	0	0	0
		Total	12815850	11082179	86.47	10765479	316700	97.14	2.86
C	Public Non-Institutions	E-Voting	7183447	11215	0.16	10313	902	91.96	8.04
		Poll (Not Applicable)		0	0	0	0	0	0
		Postal Ballot (Not Applicable)		0	0	0	0	0	0
		Total	7183447	11215	0.16	10313	902	91.96	8.04
Total (A+B+C)			57713583	48807680	84.57	48490078	317602	99.35	0.65
Whether Resolution is Passed or Not									Yes

For Route Mobile Limited





Rathindra Das

Head Legal, Company Secretary & Compliance Officer

Resolution No. 3

Resolution Required (Ordinary /Special)		Special							
Whether promoter/promoter are interested in the agenda/resolution?		No							
Description of Resolution considered		Approval of Trust Route for the implementation of 'Route Mobile Limited - Employee Stock Option Plan, 2021' ("RML ESOP 2021"/ "Plan"/ "Scheme")							
Sr. No.	Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes-in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
			(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
A	Promoter & Promoter Group	E-Voting	37714286	37714286	100	37714286	0	100	0
		Poll (Not Applicable)		0	0	0	0	0	0
		Postal Ballot (Not Applicable)		0	0	0	0	0	0
		Total	37714286	37714286	100	37714286	0	100	0
B	Public Institutions	E-Voting	12815850	11082179	86.47	10765479	316700	97.14	2.86
		Poll (Not Applicable)		0	0	0	0	0	0
		Postal Ballot (Not Applicable)		0	0	0	0	0	0
		Total	12815850	11082179	86.47	10765479	316700	97.14	2.86
C	Public Non-Institutions	E-Voting	7183447	11209	0.16%	10355	854	92.38	7.62
		Poll (Not Applicable)		0	0	0	0	0	0
		Postal Ballot (Not Applicable)		0	0	0	0	0	0
		Total	7183447	11209	0.16%	10355	854	92.38	7.62
Total (A+B+C)			57713583	48807674	84.57	48490120	317554	99.35	0.65
Whether Resolution is Passed or Not									Yes

For Route Mobile Limited

Rathindra Das



Rathindra Das

Head Legal, Company Secretary & Compliance Officer

Resolution No. 4

Resolution Required (Ordinary /Special)		Special							
Whether promoter/promoter are interested in the agenda/resolution?		No							
Description of Resolution considered		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")							
Sr. No.	Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes-in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
			(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
A	Promoter & Promoter Group	E-Voting	37714286	37714286	100	37714286	0	100	0
		Poll (Not Applicable)		0	0	0	0	0	
		Postal Ballot (Not Applicable)		0	0	0	0	0	
		Total		37714286	37714286	100	37714286	0	100
B	Public Institutions	E-Voting	12815850	11082179	86.47	10765479	316700	97.14	2.86
		Poll (Not Applicable)		0	0	0	0	0	
		Postal Ballot (Not Applicable)		0	0	0	0	0	
		Total		12815850	11082179	86.47	10765479	316700	97.14
C	Public Non-Institutions	E-Voting	7183447	11166	0.16	10325	841	92.47	7.53
		Poll (Not Applicable)		0	0	0	0	0	
		Postal Ballot (Not Applicable)		0	0	0	0	0	
		Total		7183447	11166	0.16	10325	841	92.47
Total (A+B+C)			57713583	48807631	84.57	48490090	317541	99.35	0.65
Whether Resolution is Passed or Not									Yes

For Route Mobile Limited





Rathindra Das

Head Legal, Company Secretary & Compliance Officer



Ref: 65/2021-22

SCRUTINIZER'S REPORT

[Pursuant to Section 108 & 110 of the Companies Act, 2013 and Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman,

Route Mobile Limited

CIN: U72900MH2004PLC146323

4th Dimension, 3rd Floor, Mind Space,

Malad (West), Mumbai 400064

Dear Sir,

Sub: Scrutinizer's Report u/s 108 & 110 of the Companies Act, 2013 for voting by equity shareholders through Postal Ballot

I, Dhrumil M. Shah, Practising Company Secretaries, has been appointed as the Scrutinizer by the Board of Directors of Route Mobile Limited dated March 15, 2021, pursuant to Section 108 and 110 of the Companies Act, 2013 ("the Act") read with rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, for the purpose of monitoring the e-voting process, scrutinizing the votes casted and ascertaining the results thereof and report to the Chairman in respect of the below mentioned resolution:

Pursuant to Section 108 and 110 of the Companies Act, 2013 (the Act) read with Companies (Management and Administration) Rules, 2014 read with MCA General Circulars No. 14/2020 dated 08th April, 2020, No. 17/2020 dated 13th April, 2020, No. 22/2020 dated 15th June, 2020, No. 33/2020 dated 28th September, 2020 and No. 39/2020 dated 31st December, 2020 (collectively referred as "MCA Circulars") and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 & SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 (collectively referred as "SEBI Circulars") issued in this regard on resolution as mentioned in the Notice of Postal Ballot (e-voting) dated March 15, 2021.

I submit my report as under:

The Company has appointed M/s. KFin Technologies Private Limited (erstwhile Karvy Fintech Private Limited), Registrar and Share Transfer Agent (RTA) as the Service Provider, for the facility of electronic voting to the shareholders of the company.



The details regarding Commencement and end date of postal ballot and remote e-voting are as under:

Cut-Off date for considering voting rights for postal ballot	12 th March, 2021
E-voting Commencement date	21 st March, 2021 (9:00 AM)
E-Voting end Date	19 th April, 2021 (5:00 PM)

I submit my report as under:

- i. On Saturday, March 20, 2021 the Company has completed the dispatch of Notice of Postal Ballot electronically to all the members who have registered their e-mail addresses with the Company or with the Depositories/Depository Participant and whose names appear in the Register of Members/list of Beneficial Owners as on the Cut-off date i.e., Friday, March 12, 2021.
- ii. In compliance with the provisions of the Companies Act, 2013 and MCA General Circulars issued by Ministry of Corporate Affairs, physical Postal Ballot Forms were not dispatched by the Company. Therefore, neither the Company nor I have received any postal ballot (s).
- iii. The Members holding shares in physical mode or not having email ID registered with their Depository Participants or Registrar & Share Transfer Agent or the Company, were given special facility to get their email ID registered to receive the Notice electronically and participate in remote e-voting process. As prescribed in clause (v) of sub rule 4 of the Rule 20 of the Companies (Management and Administration) Rules, 2014 read with the Circular, the Company has given a public advertisement in Business Standard (English) on 16th March, 2021 and Mumbai Lakshadweep (Marathi) on 16th March, 2021 and in Financial Express (English) on 21st March, 2021 and Mumbai Lakshadweep (Marathi) on 21st March, 2021.
- iv. All votes casted through e-voting upto 5.00 p.m., Monday, 19th April, 2021, the last date and time fixed by the Company, were considered for scrutiny.
- v. After completion of e voting, votes casted by the members, were unblocked by me in the presence of two witnesses who are not in the employment of the Company.
- vi. Thereafter, the details, containing, inter-alia list of equity shareholders, who voted "For", "Against" and "Invalid" the Resolution were downloaded from the e-voting portal of <https://evoting.kfintech.com> by unblocking the event on Monday, 19th April, 2021 around 5:01 p.m.
- vii. Votes casted by the members through remote e-voting, were reconciled with the records maintained by the Registrar and Transfer Agent of the Company and authorizations lodged with the Company.



The results of the remote e-voting conducted through e-voting are as under:

Special Business:

Item No. 1- Special Resolution-

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

E-Voting

Sr. No.	Particulars	No. of E-voters	No. of Shares	% of Assent/ Dissent
1.	Total E-voting received	250	48807688	
2.	Less-Invalid E-voting	0	0	
3.	Net valid E-voting	250	48807688	100
4.	E-voting with assent	227	48490134	99.35
5.	E-voting with dissent.	23	317554	0.65

Item No. 2 - Special Resolution-

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")

E-Voting

Sr. No.	Particulars	No. of E-voters	No. of Shares	% of Assent/ Dissent
1.	Total E-voting received	248	48807680	
2.	Less-Invalid E-voting	0	0	
3.	Net valid E-voting	248	48807680	100
4.	E-voting with assent	222	48490078	99.35
5.	E-voting with dissent.	26	317602	0.65



Item No. 3- Special Resolution-

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

E-Voting

Sr. No.	Particulars	No. of E-voters	No. of Shares	% of Assent/ Dissent
1.	Total E-voting received	248	48807674	
2.	Less-Invalid E-voting	0	0	
3.	Net valid E-voting	248	48807674	100
4.	E-voting with assent	225	48490120	99.35
5.	E-voting with dissent.	23	317554	0.65

Item No. 4- Special Resolution-

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").

E-Voting

Sr. No.	Particulars	No. of E-voters	No. of Shares	% of Assent/ Dissent
1.	Total E-voting received	247	48807631	
2.	Less-Invalid E-voting	0	0	
3.	Net valid E-voting	247	48807631	100
4.	E-voting with assent	222	48490090	99.35
5.	E-voting with dissent.	25	317541	0.65



Based on the aforesaid result, you may accordingly declare the result of postal ballot through e-voting.

The relevant records relating to voting shall remain in my safe custody until the Chairman considers, approves and signs the minutes and thereafter, the same shall be handed over to the Company Secretary for safe keeping.

Place: Mumbai

Date: April 20, 2021



**FOR DHRUMIL M SHAH & CO.
UDIN: F008021C000137843**

**Dhrumil M. Shah
Practising Company Secretary
Mem. No F8021; CP No 8978**



**Countersigned by
For Route Mobile Limited**

**Sandipkumar Chandrakant Gupta
Chairman**