

Regulation 10(b) – Information required in the statements to be filed with the stock exchange(s):
Description of Scheme / Plan: Route Mobile Limited - Employee Stock Option Plan, 2021 (“RML ESOP 2021”)

Sr.No.	Particulars	Information
1.	Authorized Share Capital of the Company.	Rs. 1,00,00,00,000 divided into 10,00,00,000 equity shares of Rs. 10 each
2.	Issued Share Capital of the Company as on date of Institution of the scheme/ amendment of the scheme.	Rs. 57,71,35,830 divided into 5,77,13,583 equity shares of Rs. 10 each
3.	Date of institution of the scheme/ amendment of the scheme.	(Clause 1.3) April 19, 2021
4.	Validity period of the scheme	(Clause 1.3) The Plan is established with effect from April 19, 2021, and it shall continue to be in force until (i) its termination by the Board/ Committee as per provisions of Applicable Laws, or (ii) the date on which all of the Options available for issuance under the RML ESOP 2021 have been issued and exercised, whichever is earlier.
5.	Date of notice of AGM/EGM /Postal Ballot for approving the scheme/ for amending the scheme /for approving grants under regulation 6(3) of the SEBI (Share Based Employee Benefits) Regulations, 2014.	(Notice of Postal Ballot) March 15, 2021
6.	Date of AGM/EGM /Postal Ballot approving the scheme/ amending the scheme /approving grants under regulation 6(3) of the SEBI (Share Based Employee Benefits) Regulations, 2014.	(Date of Postal Ballot) April 19, 2021
7.	Kind of benefit granted under the scheme.	(Clause 3.1) Employee Stock Options exercisable into fully paid up equity shares of the Company.
8.	Identity of classes of persons eligible under the scheme:	(Clause 2(2.1)(ix) & Clause 5)
	a. Permanent employees	Yes
	b. Permanent employees outside India	Yes
	c. Permanent employees of subsidiary	Yes
	d. Permanent employees of holding company	NA
	e. Permanent employees of associate company	NA
	f. Whole-time directors	Yes
9.	Total number of shares reserved under the scheme, as applicable.	(Clause 3.1) 28,00,000
10.	Number of shares entitled under the grant.	(Clause 3.1) 28,00,000
11.	Total number of grants to be made.	(Clause 3.1) 28,00,000




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12.	Maximum number of shares, options, SARs or benefits to be granted per employee per grant and in aggregate.	(Clause 3.3) The maximum number of options to be issued to any identified employee during any one year will be decided by the Committee, subject however that the same shall be less than 1% of the issued equity shares of the Company as on the date of grant. As per Regulation 6(3) of the SBEB Regulations, a separate special resolution is required to be passed if the benefits of the Scheme are to be extended to identified Employees, during any one year, equal to or exceeding one per cent of the issued capital of the Company at the time of grant of ESOPs. Further, the Committee may identify certain Employee(s) to whom it may be necessary to grant ESOPs exceeding one per cent in one year to ensure continuity of their service with the Company. Total stock options up to 28,00,000 convertible into 28,00,000 equity shares of the face value of Rs. 10 (rupees Ten only) each fully paid-up would be available for being granted under the RML ESOP 2021.
13.	Exercise price or pricing formula.	(Clause 8.1) The Exercise Price shall be the closing market price one day prior to the date of grant on the stock exchange where the highest trading volume of the equity shares of the Company is registered.
14.	Whether any amount payable at the time of grant? If so, quantum of such amount.	(Clause 6) No
15.	Lock-in period under the scheme.	(Clause 10) The Shares arising out of Exercise of Vested Options shall not be subject to any lock-in restriction, provided that the Shares allotted on such

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		Exercise cannot be sold for such further period or intermittently as required under the terms of Code of Conduct for Prevention of Insider Trading of the Company framed under Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015.
16.	Vesting period under the scheme.	(Clause 7) Options granted under RML ESOP 2021 would vest not earlier than minimum Vesting Period of 1 (one) year and maximum Vesting Period of 5 (Five) years from the date of Grant, as may be decided by the committee at the time of each grant.
17.	Maximum period within which the grant shall be vested.	(Clause 7) Options granted under RML ESOP 2021 would vest not earlier than minimum Vesting Period of 1 (one) year and maximum Vesting Period of 5 (Five) years from the date of Grant, as may be decided by the committee at the time of each grant.
18.	Exercise period under the scheme.	(Clause 8.2) The Exercise Period in respect of an Option would commence from the date of vesting and will expire on completion of 5 (five) years from the date of respective vesting or such other shorter period as may be decided by the Committee from time to time.
19.	Whether employee can exercise all the options or SARs vested at one time? Yes/No	Yes. Clause 4.1.(b) states that the Nomination and remuneration Committee shall in accordance with the scheme shall determine the right of an Employee to Exercise all the Options vested in him at one time or at various points of time within the Exercise Period.

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20.	Whether employee can exercise vested options or SARs at various points of time within the exercise period? Yes/No	Yes. Clause 4.1.(b) states that the Nomination and remuneration Committee shall in accordance with the scheme shall determine the right of an Employee to Exercise all the Options vested in him at one time or at various points of time within the Exercise Period.
21.	Whether scheme provides for the procedure for making a fair and reasonable adjustment to the number of options or SARs and to the exercise price in case of rights issues, bonus issues and other corporate actions? Clause in scheme describing such adjustment.	Clause 4.1.(b) States that the Nomination and remuneration Committee shall in accordance with the scheme shall determine the procedure for making a fair and reasonable adjustment to the number of Option and to the Exercise Price in case of corporate actions such as rights issues, bonus issues, merger, sale of division and others.
22.	Description of the appraisal process for determining the eligibility of employees under the scheme.	(Clause 5) The class of Employees eligible for participating in the RML ESOP 2021 shall be determined on the basis of parameters like tenure of association with the Company, performance during the previous year(s), contribution towards strategic growth, contribution to team building and succession, cross-functional relationship, future potential etc.
23.	The specified time period within which vested options or SARs are to be exercised in the event of termination or resignation of an employee.	(Clause 8.2 b) Resignation: Vested Option: All the Vested Options which were not exercised at the time of such resignation can be exercised immediately after, but in no event later than three months from the date of such resignation. Unvested Option: All the Unvested Options as on date of submission of resignation shall stand cancelled

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		<p>with effect from date of submission of resignation.</p> <p>Termination due to misconduct /abandonment or otherwise: Vested Option: All the Vested Options which were not exercised at the time of such termination shall stand cancelled with effect from the date of such termination. Unvested Options: All the Unvested Options as on date of termination shall stand cancelled with effect from date such termination.</p>
24.	The specified time period within which options or SARs to be exercised in the event of death of the employee.	<p>(Clause 8.2 b) Vested Option: All the Vested Options as on date of death can be exercised by the Option Grantee's nominee or legal heirs immediately after, but in no event later than twelve months from the date of death of the Option Grantee. Unvested Option: All the Unvested Options as on the date of death shall vest immediately and maybe exercised by the Option Grantee's nominee or legal heir in the manner prescribed for the Vested Options.</p>
25.	Whether scheme provides for conditions under which options, SARs, or benefits vested in employees may lapse in case of termination of employment for misconduct? Clause in Scheme describing such adjustment.	<p>(Clause 8.2 b) Vested Option: All the Vested Options which were not exercised at the time of such termination shall stand cancelled with effect from the date of such termination. Unvested Option: All the Unvested Options on the date of such termination shall stand cancelled with effect from the date of such termination.</p>
26.	Whether scheme provides for conditions for the grant, vesting and exercise of options, SARs or benefits in case of employees who are on long leave? Clause in scheme describing such adjustment.	<p>(Clause 7.5) The period of leave shall not be considered in determining the Vesting Period in the event the</p>

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		Employee is on a sabbatical. In all other events including approved earned leave and sick leave, the period of leave shall be included to calculate the Vesting Period unless otherwise determined by the Committee.
27.	Whether amount paid/payable by the employee at the time of the grant of the options, SARs or benefits will be forfeited if the employee does not exercise the same within the exercise period? Clause in scheme describing such adjustment.	(Clause 6) Not applicable – No amount is payable at the time of the grant of options.
28.	Details of approval of shareholders pursuant to regulation 6(3) of the SEBI (Share Based Employee Benefits) Regulations, 2014 with respect to:	
	a. Grant to employees of subsidiary or holding or associate company.	Date of Shareholders approval: April 19, 2021 – The Shareholders have approved, the grant of options to the employees of the subsidiary company(ies) of the Company.
	b. Grant to identified employees, 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.	N.A.
29.	Details of the variation made to the scheme along with the rationale therefor and the details of the employees who are beneficiary of such variation:	Not applicable

For Route Mobile Limited




Rathindra Das
Head Legal, Company Secretary & Compliance Officer

Date: May 26, 2021