

Ref No: RML/2021-22/136

Date: October 9, 2021

To,

**BSE Limited**  
**Scrip Code: 543228**

**National Stock Exchange of India Limited**  
**NSE Symbol: ROUTE**

Dear Sir/Madam,

**Sub: Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015**

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Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ('Listing Regulations'), it is hereby informed that Route Mobile (UK) Limited (the '**Company**'), wholly-owned subsidiary of Route Mobile Limited, has entered into a Stock Purchase Agreement ('**SPA**') on October 9, 2021 with the existing shareholders of Masivian S.A.S., Colombia, South America ('**Target Company**') to acquire 100 % of the outstanding share capital of the Target Company.

The Target Company is a leading cloud communications platform service provider in Latin America, with leadership position in Colombia and Peru, as well as a presence in several countries in the region. The Target Company's differentiated and well-adapted cloud communication platform, security & data analytics offer a comprehensive suite of communications, marketing, and unique AI-powered products for enterprises. The Target Company offers multichannel notification services through SMS, Email, as well as Voice, serving marquee clients across Colombia & Peru. The Acquisition will be effective subject to the fulfillment of various terms and conditions as specified in the SPA.

The details as required under Regulation 30 of Listing Regulations read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 is enclosed as **Annexure 1**.

A copy of the Press Release on the aforesaid acquisition is enclosed as **Annexure 2**.

You are requested to take the above information on record.

Thanking you,  
Yours faithfully,  
**For Route Mobile Limited**

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**Rathindra Das**  
**Head Legal, Company Secretary & Compliance Officer**

**Encl:** as above

## ANNEXURE 1

The details as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 are given below:

Sr. No.	Items for Disclosure	Description
1	Name of the target entity, details in brief such as size, turnover etc.	<p>Masivian S.A.S ("Target Company")</p> <p>Details of Target Company:</p> <p>The Target Company's cloud communication platform, security &amp; data analytics offer a comprehensive suite of communications, marketing, and AI-powered products for enterprises. The Target Company offers multichannel notification services through SMS, Email, as well as Voice, serving marquee clients across Colombia &amp; Peru.</p> <p><b>Summary Masivian S.A.S audited standalone financials for year ended December 31, 2020<sup>(1)</sup>:</b>  Revenue: <b>US\$11.53mn</b>  Profit after tax: <b>US\$1.59mn</b></p> <p><i>The financial statements of Masivian Peru S.A.C. (wholly owned subsidiary of Masivian S.A.S.) are not audited, and Masivian S.A.S. does not prepare consolidated audited financial statements.</i></p> <p><i>(1) Conversion rate: 1 US Dollar = 3,432.50 Colombian Pesos</i></p>
2	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arms' length"	<p>The acquisition does not fall within related party transactions.</p> <p>The Promoter/Promoter group have no interest in the Target Company and the transaction is on an arm's length basis.</p>
3	Industry to which the entity being acquired belongs	<p>The Target Company is a cloud communication platform as a service provider in Latin America, with leadership position in Colombia and Peru, as well as presence in several other countries in the region.</p>

4	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	The acquisition will help expand the Company's business in new markets – particularly Colombia and Peru, and further expand across the Latin American market over the near term. The acquisition will also unlock cross-sell opportunities for the Company to offer its comprehensive suite of CPaaS solutions (email, RCS, OTT Business Messaging, etc.) to the Target Company's existing client base.
5	Brief details of any governmental or regulatory approvals required for the acquisition;	Not Applicable.
6	Indicative time period for completion of the acquisition;	Subject to fulfilment of terms and condition of the SPA, the acquisition is expected to be closed within 60 days from the date of signing of the Definitive Agreements.
7	Nature of consideration - whether cash consideration or share swap and details of the same	Cash Consideration.
8	Cost of acquisition or the price at which the shares are acquired;	<p>The Company will acquire 100% equity stake in the Target Company upon closing of the transaction for a total purchase consideration of US \$47,500,000 along with an earn-out consideration of up to US \$2,500,000. Total purchase consideration will be subject to adjustments, if any, basis the net working capital and net cash position of the Target Company upon closing of the transaction.</p> <p>Total purchase consideration will be paid out in four instalments as detailed below:          First instalment equivalent to 63.16% of the total purchase consideration, paid upon closing of the transaction.          Second, third and fourth instalments, each equivalent to 12.28% of the total purchase consideration, paid upon completion of 12, 18 and 24 months, respectively, from the date of closing of the transaction.</p>
9	Percentage of shareholding / control acquired and / or number of shares acquired	Percentage of shareholding proposed to be acquired: 100%
10	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country	The Target Company is a simplified stock corporation organized under the laws of Republic of Colombia. The Target Company was incorporated in November 2016, through a merger of two entities – Estrattec S.A.S

	<p>in which the acquired entity has presence and any other significant information.</p>	<p>(incorporated in May 2003) and Elibom S.A.S. (incorporated in December 2005). The Target Company is engaged a suite of CPaaS solutions to enterprises, including Masiv Data, Masiv Communications, Masiv Integrations, Masiv Marketing, Masiv Operations, Masiv Customer Service and new data products registered inter alia by Masivian and/or its subsidiaries. The Target Company has presence primarily in Colombia and Peru.</p> <p><b><i>Turnover for the past 3 years:</i></b></p> <p>Audited Standalone revenue for Masivian S.A.S.<sup>(2)</sup> for year ended:  December 31, 2020: <b>US\$11.53mn</b>  December 31, 2019: <b>US\$10.58mn</b>  December 31, 2018: <b>US\$7.93mn</b></p> <p><i>The financial statements of Masivian Peru S.A.C. (wholly owned subsidiary of Masivian S.A.S.) are not audited, and Masivian S.A.S. does not prepare consolidated audited financial statements.</i></p> <p><i>(2) Conversion rate: 1 US Dollar = 3,249.75, 3,277.14, and 3,432.50 Colombian Pesos for 2018, 2019 and 2020, respectively</i></p>
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**ANNEXURE 2****Route Mobile (UK) Limited signs definitive agreement to acquire Masivian S.A.S to gain a stronger CPaaS foothold in the LATAM market**

**Mumbai, India, October 09, 2021:** Route Mobile (UK) Limited, a wholly owned subsidiary of Route Mobile Limited (“**Route Mobile**”), one of the leading cloud communication platform service providers to enterprises, over-the-top (“OTT”) players, and mobile network operators, today signed definitive agreements to acquire Masivian S.A.S (“**Masiv**”), a cloud communication platform service provider catering to enterprises in Latin America (LatAm). The acquisition is aligned to Route Mobile’s global growth strategy to be a recognized global CPaaS player and to solidify its presence in Latin America.

Masiv operates in the LatAm market, with its differentiated and well-adapted cloud communication platform, security and data analytics that offers a comprehensive suite of communications, marketing, and AI-powered products. Masiv offers multichannel notification services through SMS, OTT business messaging, email, as well as voice, serving clients across Colombia and Peru.

Masiv presents a sizable opportunity that can be tapped from local enterprises as well as with global OTT’s, leveraging its added geographical strengths like direct connectivity, cost efficiencies and local presence in the Andean region. Masiv is primarily based in Colombia and Peru, also presents an excellent near-shore talent pool and operational hub for supporting customers in the Americas.

**Rajdipkumar Gupta, Managing Director and Group CEO, Route Mobile Limited, said,** “Masiv is an established cloud communication platform service provider across LatAm and this acquisition is strategic in many ways for us to compete in new markets.” **He further added,** “As founders of one of the leading CPaaS players globally, a key target for us was to onboard a global partner to gain a bigger foothold in the Latin American region, and address the international traffic that we’re yet to tap. We intend to be actively involved in Masiv’s growth and expansion of its portfolio.”

We welcome Rainer Viertel and Erwin Viertel to our leadership team and the entire team of Masiv that now combines with ours to create massive tech/product and market synergies to further strengthen our regional presence in LatAm.

**Rainer Viertel, CEO of Masiv, said,** “We share Route Mobile’s vision to simplify communications for businesses.” **He further added,** “With Route Mobile’s deep domain expertise in CPaaS enabled products, coupled with its global scalability, we will be able to offer unique communication experiences that are easy to deploy, convenient to manage, and quick to monetize. We are deeply committed to this vision and this relationship will enable us to further accelerate our already impressive growth trajectory in the LatAm market.”

Subject to the fulfillment of customary terms and conditions of the definitive agreements, the acquisition is expected to be completed within the next 60 days.

### About Masivian S.A.S

Masivian S.A.S (the “Company”) is a cloud communications platform service provider in Latin America, with strong presence in Colombia and Peru. Masiv offers multichannel notification services through SMS, OTT business messaging, email, as well as voice. Masiv platform orchestrate and automate A2P messaging and multichannel conversations for marketing and operations.

### About Route Mobile Limited:

Established in 2004, Route Mobile Limited (“RML”) is a cloud communications platform service provider, catering to enterprises, over-the-top (OTT) players, and mobile network operators (MNO). RML’s portfolio comprises solutions in messaging, voice, email, SMS filtering, analytics, and monetization. RML has a diverse enterprise client base across a broad range of industries including social media companies, banks and financial institutions, e-commerce entities, and travel aggregators. RML is headquartered in Mumbai, India with a global presence in the Asia Pacific, Middle East, Africa, Europe, and North America.

### Additional Resources

- Twitter: [https://mobile.twitter.com/Route\\_Mobile](https://mobile.twitter.com/Route_Mobile)
- LinkedIn: <https://in.linkedin.com/company/routemobilelimited>
- Facebook: <https://www.facebook.com/Routemobilelimited>

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