

Ref No: RML/2021-22/189

Date: February 28, 2022

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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Further to our letter dated February 4, 2022, it is hereby informed that our Company's wholly-owned subsidiary, Routesms Solutions FZE ('**RSL FZE**'), has successfully completed the acquisition of 100% equity stake of M.R Messaging FZE, United Arab Emirates.

Consequently, M.R Messaging FZE has become wholly-owned subsidiary of RSL FZE and a step-down wholly-owned subsidiary of the Company w.e.f. February 28, 2022.

Further a presentation in this regard is also enclosed as **Annexure 1**.

The same is also uploaded on the Company's website at [www.routemobile.com](http://www.routemobile.com).

You are requested to take the above information on record.

Yours truly,  
**For Route Mobile Limited**



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

**Encl:** as above



# RML completes acquisition of M.R Messaging

February 28, 2022

# Transaction Overview

## M.R Messaging (MRM) Group

- MRM offers messaging solutions including A2P messaging, number lookup and 2-way messaging to enterprises as well as aggregators, using its technology platform
- MRM has offices in U.A.E, Malta and South Africa and has fostered best in class partnerships that allows them to ensure a superior quality of service to brands & enterprises
- M.R Messaging FZE owns 100% of Mr Messaging (Holding) Ltd. (incorporated in Malta). The latter owns 100% of Mr Messaging Ltd. (incorporated in Malta), which in turn owns 100% of Mr Messaging South Africa (Pty) Ltd.

## Financial Snapshot *(audited)*

- Revenue of **EUR 56.1 mn** (₹ 4,712 mn) for the financial year ended Dec 31, 2021
- EBITDA of **EUR 9.4 mn** (₹ 790 mn) (**16.8%** EBITDA margin)
- Debt-free

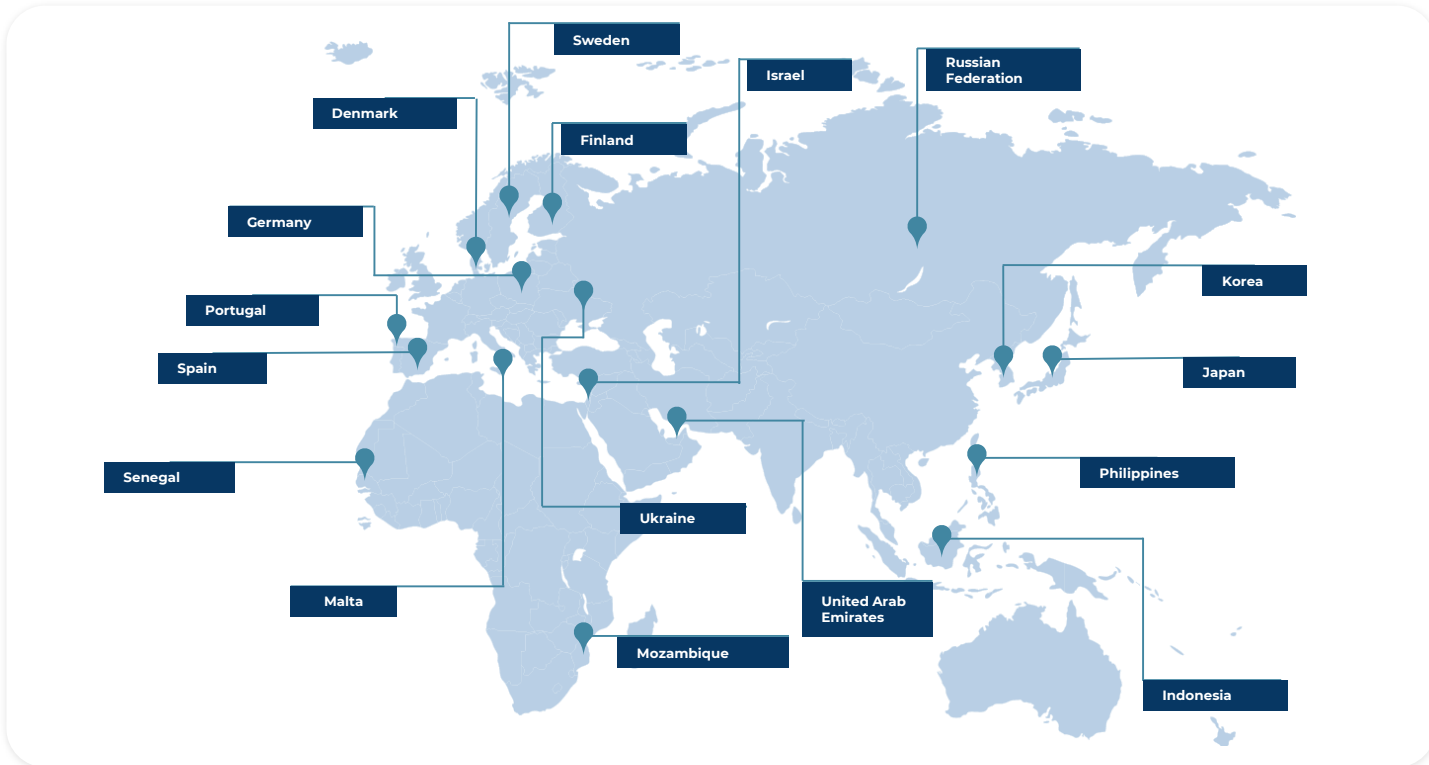
## Strategic Rationale

- MRM's acquisition to expand Route Mobile's reach to new geographies primarily Europe, South Africa and Japan
- Direct connect with over 20 MNOs (*refer slide 3*)

## Transaction Consideration

- Routesms Solutions FZE ('RSL FZE'), a wholly-owned subsidiary of Route Mobile Ltd acquired **100% stake** in M.R Messaging FZE ('Target Company') for an equity value of **EUR 38 mn** (₹ 3,192mn) ; subject to revision based on the EBITDA achieved by the Target Company for FYE March 31, 2023, FYE March 31, 2024 and FYE March 31, 2025
- Total purchase consideration will be paid out as follows:
  - Upfront cash consideration of **EUR 19.38 mn** (₹ 1,628mn) paid at closing
  - Deferred payout spread over three (3) years i.e. **16%** in FYE March 31, 2023 ; **16%** in FYE March 31, 2024 and **17%** in FYE March 2025
  - Deferred payout is dependent on the EBITDA performance of the Target Company for the respective years

# MRM – List of Direct MNO connects



## Hub Connections





**Thank You**