

**Ref No:** RML/2022-23/229

**Date:** June 30, 2022

**To,**  
**BSE Limited**  
**Scrip Code: 543228**

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

Dear Sir /Madam,

**Subject: Public Announcement for the Buyback of equity shares by Route Mobile Limited (“Company”) through open market in terms of the provisions of Companies Act, 2013, as amended and SEBI (Buy Back of Securities) Regulations, 2018, as amended (“Buyback Regulations”).**

This is in furtherance to, (i) our intimation letter dated June 23, 2022, regarding convening of our board meeting to approve the buyback, and (ii) our letter dated June 28, 2022, informing the outcome of our board meeting that approved the buyback of our equity shares via the "Open Market" route through the stock exchanges mechanism.

We enclose herewith a copy of the Public Announcement dated June 29, 2022 (the “Public Announcement”) for the buyback being made pursuant to the provisions of the Buyback Regulations. In compliance with the requirements of the Buyback Regulations, the Public Announcement was published on June 30, 2022 in the following newspapers:

Newspaper	Language	Editions
Financial Express	English	All
Jansatta	Hindi	All
Navshakti	Marathi	Mumbai

These are also being made available on the website of the Company at [www.routemobile.com](http://www.routemobile.com).

You are requested to take the above information on record.

Thanking you,  
**For Route Mobile Limited**



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

Encl: as above





# ROUTE MOBILE LIMITED

CIN: L72900MH2004PLC146323  
 Registered Office: 4th Dimension, 3rd Floor, Mind Space, Malad (West) Mumbai- 400064. Tel.: +91-22-40337676; Fax: +91-22-40337650; Website: https://routemobile.com/  
 Contact Person: Mr. Rathindra Das, Group Head Legal, Company Secretary & Compliance Officer; E-mail: complianceofficer@routemobile.com

## PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/ BENEFICIAL OWNERS OF EQUITY SHARES OF ROUTE MOBILE LIMITED FOR THE BUYBACK OF EQUITY SHARES FROM THE OPEN MARKET THROUGH STOCK EXCHANGES UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUYBACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED

This public announcement ("Public Announcement") is being made in relation to the Buyback (as defined below) of Equity Shares (as defined below) of Route Mobile Limited (the "Company") pursuant to Regulation 16(iv)(b) and other applicable provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, for the time being in force including any statutory modifications and amendments thereto from time to time ("Buyback Regulations") and contains the disclosures as specified in Schedule IV to the Buyback Regulations read with Schedule I of the Buyback Regulations.

Certain figures contained in this Public Announcement, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to two decimal points.

### OFFER FOR BUYBACK OF EQUITY SHARES OF ROUTE MOBILE LIMITED ("COMPANY") OF FACE VALUE OF INR 10/- (INDIAN RUPEES TEN ONLY) EACH ("EQUITY SHARES") FROM THE OPEN MARKET THROUGH STOCK EXCHANGES.

#### Part A - Disclosures in accordance with Schedule I of the Buyback Regulations

##### 1. DETAILS OF THE BUYBACK OFFER AND OFFER PRICE

1.1. Pursuant to the provisions of Sections 68, 69, 70, and all other applicable provisions, if any, of the Companies Act, 2013, as amended ("Companies Act"), the Companies (Share Capital and Debentures) Rules, 2014, as amended, ("Share Capital Rules"), the Companies (Management and Administration) Rules, 2014, as amended, ("Management Rules"), and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("LODR Regulations"), to the extent applicable, and the provisions of the Buyback Regulations, Article 8.2 of the Articles of Association of the Company and pursuant to the resolutions passed by the board of directors of the Company (the "Board" or the "Board of Directors") at its meeting held on June 28, 2022 ("Board Meeting"), the Board approved the buyback of the Company's fully paid-up Equity Shares from its equity shareholders/ beneficial owners of the Equity Shares excluding promoters, promoter group and persons who are in control of the Company, at a price not exceeding INR 1,700 (Indian Rupees One Thousand Seven Hundred only) per Equity Share ("Maximum Buyback Price") and for an aggregate amount not exceeding INR 120,00,00,000 (Indian Rupees One Hundred Twenty Crore only), ("Maximum Buyback Size") payable in cash via the "open market" route through stock exchange mechanism i.e., using the electronic trading facilities of the stock exchanges where the Equity Shares of the Company are listed i.e., BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") (collectively, "Stock Exchanges") under the Buyback Regulations and the Companies Act (the process being referred hereinafter as "Buyback"). The Maximum Buyback Size shall not include any expenses incurred or to be incurred for the Buyback such as filing fees payable to SEBI, advisors' fees, Stock Exchanges' fee for usage of their platform for Buyback, brokerage, applicable taxes such as securities transaction tax, Goods and Services Tax, buyback tax, stamp duty, etc., public announcement publication expenses, intermediaries' fees, printing and dispatch expenses and other incidental and related expenses ("Transaction Costs").

1.2. The Maximum Buyback Size represents 9.95% and 7.31% of the aggregate of the total paid-up equity share capital and free reserves of the Company based on the audited standalone and consolidated financial statements of the Company as on March 31, 2022 respectively (being the latest available audited standalone and consolidated financial statements of the Company). Further, since the Maximum Buyback Size is not more than 10% of the total paid-up equity share capital and free reserves of the Company in accordance with the proviso to the Section 68(2)(b) of the Companies Act and proviso to Regulation 5(i)(b) of the Buyback Regulations, the approval of the shareholders of the Company is not required.

1.3. At the Maximum Buyback Price and the Maximum Buyback Size, the indicative maximum number of Equity Shares bought back would be 7,05,882 Equity Shares ("Maximum Buyback Shares") which is 1.12 % of the total paid up equity share capital of the Company. If the equity shares are bought back at a price below the Maximum Buyback Price, the actual number of equity shares bought back could exceed the indicative Maximum Buyback Shares (assuming full deployment of Maximum Buyback Size) but will always be subject to the Maximum Buyback Size. Further, the number of Equity Shares to be bought back will not exceed 25% of the total paid up equity capital of the Company.

1.4. Unless otherwise permitted under applicable law, the Company shall utilize at least 50% of the Maximum Buyback Size i.e., INR 60,00,00,000 (Indian Rupees Sixty Crore only) ("Minimum Buyback Size") towards the Buyback and accordingly, based on the Maximum Buyback Price and Minimum Buyback Size, the Company will purchase an indicative minimum number of 3,52,942 Equity Shares.

1.5. The Buyback (including Transaction Costs) will be implemented by the Company out of its securities premium account, free reserves and/or such other source as may be permitted under Section 68(1) of the Companies Act and Regulation 4(x) of the Buyback Regulations, by way of open market purchases through the Stock Exchanges, by the order matching mechanism except "all or none" order matching system, as provided under Regulation 4(iv)(b)(ii) of the Buyback Regulations. Further, as required under the Companies Act and the Buyback Regulations, the Company shall not buyback the locked-in Equity Shares and non-transferable Equity Shares or specified securities, if any, or held in physical form Equity Shares till the pendency of the lock-in or until the Equity Shares become transferable. There are no partly paid-up Equity Shares with calls in arrears.

1.6. The Buyback is subject to receipt of such sanctions and approvals from statutory, regulatory or governmental authorities as may be required under applicable laws, including the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI"), and the Stock Exchanges, as may be applicable.

1.7. This Buyback from non-resident members, overseas corporate bodies, foreign institutional investors/ foreign portfolio investors, and members of foreign nationality, if any, etc. is subject to such approvals as may be required including approvals from the RBI under the Foreign Exchange Management Act, 1999 and the rules, regulations framed thereunder, if any, and such approvals shall be required to be taken by such non-resident members.

1.8. The Buyback shall be implemented in the manner and following the procedure prescribed in the Companies Act and the Buyback Regulations, and as may be determined by the Board (including the Buyback Committee authorized to complete the formalities of the Buyback) and on such terms and conditions as may be permitted by law from time to time.

1.9. A copy of this Public Announcement will be available on the website of the Company at www.routemobile.com and is expected to be available on the website of SEBI i.e., www.sebi.gov.in during the period of the Buyback and on the websites of the Stock Exchanges i.e., www.bseindia.com and www.nseindia.com, respectively.

##### 2. NECESSITY FOR THE BUYBACK

2.1. The Buyback is being undertaken, *inter alia*, for the following reasons:

- For seeking a fair revaluation of the Company's stock price;
- Utilize its available surplus funds, which is in excess of the surplus amount needed to be retained by the Company for future growth over a medium term.
- Improving the Company's return on equity, based on the assumption that the Company would earn similar profits as in the past and increasing shareholder value in the long term;
- The Buyback gives an option to the equity shareholders/ beneficial holders of the Equity Shares to either participate in the Buyback and get cash in lieu of Equity Shares to be accepted under the Buyback, or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post the Buyback, without additional investment.

2.2. The Buyback is not likely to cause any material impact on the profitability/ earnings of the Company and the Buyback will not in any manner impair the ability of the Company to pursue growth opportunities or meet its cash requirements for business operations and for continued capital investment, as and when required.

##### 3. MAXIMUM PRICE FOR BUYBACK OF THE EQUITY SHARES AND BASIS OF ARRIVING AT THE BUYBACK PRICE

3.1. The Maximum Buyback Price of INR 1,700 (Indian Rupees One Thousand Seven Hundred only) per Equity Share has been arrived at after considering various factors, including trends in the market price of the Equity Shares on the Stock Exchanges, the net worth of the Company and the potential impact of the Buyback on the earnings per share and other similar ratios of the Company. Maximum Buyback Price excludes the Transaction Costs.

3.2. The maximum amount of funds required for the Buyback will not exceed INR 120,00,00,000 (Indian Rupees One Hundred Twenty Crore only), (i.e., the Maximum Buyback Size), representing 9.95% and 7.31% of the aggregate of the total paid-up equity share capital and free reserves of the Company based on the audited standalone and consolidated financial statements of the Company as on March 31, 2022, which is less than 10% of the aggregate of the total paid-up share capital and free reserves of the Company based on the latest audited financial statements of the Company as at March 31, 2022 (on a standalone and consolidated basis, respectively).

3.3. The Maximum Buyback Price of INR 1,700 (Indian Rupees One Thousand Seven Hundred only) per Equity Share represents: (i) a premium of 32.19% and 32.45% over the volume weighted average market price of the Equity Shares on BSE and NSE, respectively, for the one month preceding June 23, 2022, being the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buyback, i.e., June 28, 2022; (ii) a premium of 35.00% and 35.42% over the volume weighted average market price of the Equity Shares on BSE and NSE, respectively, for two weeks preceding June 23, 2022, being the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buyback, i.e., June 28, 2022; (iii) a premium of 54.49% and 54.55% over the closing market price of the Equity Shares as one trading day prior to the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buyback i.e., June 28, 2022 and (iv) a premium of 24.59% and 24.47% over the closing market price of the Equity Shares as on the trading day prior to the date of commencement of the Board Meeting i.e., June 28, 2022.

3.4. The Buyback is proposed to be completed within a maximum period of 6 (six) months from the date of opening of the Buyback or such other period as may be permitted under the Companies Act and/or Buyback Regulations or as may be directed by the appropriate authorities. Subject to the Maximum Buyback Price of INR 1,700 (Indian Rupees One Thousand Seven Hundred only) per Equity Share, maximum validity period of 6 (six) months from the date of opening of the Buyback or such other period as may be permitted under the Companies Act and/or Buyback Regulations or as may be directed by the appropriate authorities, and achievement of the Minimum Buyback Size, the actual time frame and the price for the Buyback will be determined by the Board or the Buyback Committee or their duly authorized representatives, at their discretion, in accordance with the Buyback Regulations.

3.5. The actual number of Equity Shares bought back during the buyback period will depend upon the actual price paid for the Buyback, excluding the Transaction Costs and the aggregate amount paid in the Buyback, subject to the Maximum Buyback Size. The actual reduction in existing number of Equity Shares would depend upon the price at which the Equity Shares of the Company are traded at the Stock Exchanges as well as the total number of Equity Shares bought back by the Company from the open market through the Stock Exchanges during the Buyback period.

##### 4. MAXIMUM NUMBER OF EQUITY SHARES THAT THE COMPANY PROPOSES TO BUYBACK

4.1. Subject to the market price of the Equity Shares being equal to the Maximum Buyback Price, the indicative maximum number of Equity Shares bought back would be approximately 7,05,882 Equity Shares (i.e., the Maximum Buyback Shares) which is 1.12 % of the total paid-up equity share capital of the Company.

4.2. If the Equity Shares are bought back at a price below the Maximum Buyback Price, the actual number of Equity Shares bought back could exceed the indicative Maximum Buyback Shares (assuming full deployment of Maximum Buyback Size) but will always be subject to the Maximum Buyback Size. Further, the number of Equity Shares to be bought back will not exceed 25% of the total paid up equity capital of the Company.

##### 5. DETAILS OF SHAREHOLDING OF PROMOTERS AND PROMOTER GROUP AND OTHER DETAILS

5.1. The aggregate shareholding of the members of promoter and promoter group and who are in control of the Company as on the date of the Board Meeting i.e., June 28, 2022, and the date of the Public Announcement

i.e., June 29, 2022, is as follows:

Sr. No.	Name	Category	No. of Equity Shares held	Percentage (%)
1.	Sandipkumar Chandrakant Gupta	Promoter	92,57,143	14.68
2.	Rajdipkumar Chandrakant Gupta	Promoter	92,57,143	14.68
3.	Chandrakant Jagannath Gupta	Promoter Group	23,00,000	3.65
4.	Chameidevi Chandrakant Gupta	Promoter Group	23,00,000	3.65
5.	Sarika Rajdip Gupta	Promoter Group	43,20,000	6.85
6.	Sunita Sandip Gupta	Promoter Group	43,20,000	6.85
7.	Chandrakant J Gupta (HUF)	Promoter Group	3,60,000	0.57
8.	Rajdipkumar C Gupta (HUF)	Promoter Group	3,00,000	0.48
9.	Sandipkumar C Gupta (HUF)	Promoter Group	3,00,000	0.48
10.	Sandipkumar Chandrakant Gupta (holds shares as a trustee on behalf of CC Gupta Family Trust)	Promoter Group	50,00,000	7.93
			<b>3,77,14,286</b>	<b>59.82</b>

5.2. No Equity Shares or other specified securities of the Company have been purchased or sold by members of promoter and promoter group of the Company on the Stock Exchanges or off market, during a period of 12 (twelve) months preceding the date of the Public Announcement, i.e., June 29, 2022 and 6 (six) months preceding the date of the Board Meeting i.e., June 28, 2022.

5.3. As on date, the Company does not have any corporate promoters.

##### 6. INTENTION OF THE PROMOTERS, PROMOTER GROUP AND PERSONS IN CONTROL OF THE COMPANY TO PARTICIPATE IN THE BUYBACK

6.1. As per Regulation 16(ii) of the Buyback Regulations, the Buyback is being implemented by way of open market purchases through the Stock Exchanges and shall not be made from the promoters and promoter group of the Company and the persons who are in control of the Company.

6.2. Further, as per Regulation 24(i)(e) of the Buyback Regulations, the members of the promoters and promoter group and persons in control of the Company and/or their associates shall not deal in the Equity Shares or other specified securities of the Company either through the stock exchanges or off-market transactions (including inter-se transfer of Equity Shares among the members of the promoter and promoter group) during the period from the date of the Board Meeting i.e., June 28, 2022, till completion of the Buyback in accordance with the Buyback Regulations.

##### 7. SUBSISTING DEFAULTS

The Company confirms that there are no defaults subsisting in the repayment of deposits, interest payment thereon, redemption of debentures or interest payment thereon or redemption of preference shares or payment of dividend due to any member, or repayment of any term loans or interest payable thereon to any financial institution or banking company.

##### 8. CONFIRMATIONS FROM THE BOARD

The Board of Directors of the Company has confirmed during the Board Meeting it has made a full enquiry into the affairs and prospects of the Company and that based on such full inquiry conducted into the affairs and prospects of the Company, the Board has formed an opinion that:

8.1. immediately following the date of the Board meeting at which the Buy-back of the Equity Shares of the Company is approved (i.e., June 28, 2022), there will be no grounds on which the Company could be found unable to pay its debts;

8.2. as regards the Company's prospects for the year immediately following the date of the Board meeting held on June 28, 2022, and having regard to the Board's intention with respect to the management of Company's business during that year and to the amount and character of the financial resources which will in the Board's view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of 1 (one) year from the date of the Board meeting held on June 28, 2022; and

8.3. in forming an opinion as aforesaid, the Board has taken into account the liabilities, as if the Company were being wound up under the provisions of the Companies Act, 1956 or the Companies Act, or the Insolvency and Bankruptcy Code, 2016, as applicable (including prospective and contingent liabilities).

##### 9. REPORT OF THE AUDITOR ON PERMISSIBLE CAPITAL PAYMENT AND OPINION FORMED BY DIRECTORS REGARDING INSOLVENCY

The text of the report dated June 28, 2022 received from Walker Chandio & Co LLP Chartered Accountants, addressed to the Board is reproduced below:

##### Independent Auditor's Report on proposed buy-back of equity shares pursuant to the requirements of clause (x) of the Schedule I to the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018

To,  
 The Board of Directors  
**Route Mobile Limited**  
 3rd Floor, 4th Dimension,  
 Mindspace, Malad West,  
 Mumbai, Maharashtra- 400064

- This report is issued in accordance with the terms of our engagement letter dated 27 June 2022 with Route Mobile Limited (the "Company").
- The management of the Company has prepared the accompanying Annexure A - Statement of permissible capital payment as on 31 March 2022 (the "Statement") pursuant to the proposed buy-back of equity shares approved by the Board of Directors of the Company in their meeting held on 28 June 2022, in accordance with the provisions of Sections 68, 69 and 70 of the Companies Act, 2013, as amended (the "Act") and the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 (the "SEBI buy-back regulations"). The Statement contains the computation of amount of permissible capital payment towards buy-back of equity shares in accordance with the requirements of Section 68(2)(c) of the Act and based on the latest audited consolidated and standalone financial statements for the year ended 31 March 2022. We have attached the Statement for identification purposes only.

##### Management's Responsibility for the Statement

- The preparation of the Statement in accordance with the requirements of Section 68(2)(c) of the Act and ensuring compliance with the SEBI buy-back regulations, is the responsibility of the management of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
- The Board of Directors is also responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion on reasonable grounds that the Company will be able to pay its debts from the date of Board meeting at which the proposal for buy-back was approved; and will not be rendered insolvent within a period of one year from the date of the Board meeting at which the proposal for buy-back was approved by the Board of Directors of the Company, and in forming the opinion, it has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Act or the Insolvency and Bankruptcy Code, 2016. Further, a declaration is required to be signed by at least two directors of the Company in this respect in accordance with the requirements of Section 68 (6) of the Act and the SEBI buy-back regulations.

##### Auditor's Responsibility

- Pursuant to the requirements of the SEBI buy-back regulations, it is our responsibility to provide reasonable assurance on whether:
  - we have inquired into the state of affairs of the Company in relation to the audited standalone and consolidated financial statements for the year ended 31 March 2022;
  - the amount of permissible capital payment, as stated in the Statement, has been properly determined considering the audited financial statements for the year ended 31 March 2022 in accordance with Section 68(2)(c) of the Act;
  - the audited financial statements, on the basis of which calculation with reference to buy-back is done, are not more than six months old from the date of offer document; and
  - the Board of Directors of the Company, in its meeting held on 28 June 2022, has formed the opinion as specified in clause (x) of Schedule I to the SEBI buy-back regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the aforesaid date.
- The audited financial statements, referred to in paragraph 5 above, have been audited by us, on which we have issued unmodified audit opinion vide our report dated 18 May 2022. Our audit of these financial statements was conducted in accordance with the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013 and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India (the "ICAI"). Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. Such audit was not planned and performed in connection with any transactions to identify matters that may be of potential interest to third parties.
- We conducted our examination of the Statement in accordance with the "Guidance Note on Reports or Certificates for Special Purposes" ("Guidance Note"), issued by the ICAI. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
- We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements, issued by the ICAI.
- A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the matters mentioned in paragraph 5 above. The procedures selected depend on the auditor's judgment, including the assessment of the risks associated with the matters mentioned in paragraph 5 above. We have performed the following procedures in relation to the matters mentioned in paragraph 5 above:
  - Inquired into the state of affairs of the Company in relation to the audited standalone and consolidated financial statements for the year ended 31 March 2022;
  - Examined authorisation for buy back from the Articles of Association of the Company;
  - Agreed the balance of the Statement of Profit and Loss and Securities Premium Account as at 31 March 2022 as disclosed in the Statement with the audited standalone and consolidated financial statements;
  - Examined that the ratio of secured and unsecured debt owed by the Company, if any, is not more than twice the capital and its free reserves after such buy-back;
  - Examined that all the shares for buy-back are fully paid-up;
  - Examined that the amount of capital payment for the buy-back as detailed in the Statement is within the permissible limit computed in accordance with Section 68(2)(c) of the Act;
  - Inquired whether the Board of Directors of the Company, in its meeting held on 28 June 2022 has formed the opinion as specified in Clause (x) of Schedule I to the SEBI buy-back regulations, on reasonable grounds that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the aforesaid date of the board meeting;
  - Examined minutes of the meetings of the Board of Directors;
  - Examined the Directors' declarations for the purpose of buy-back and solvency of the Company;

- Verified the arithmetical accuracy of the Statement; and
- Obtained appropriate representations from the management of the Company.

##### Opinion

- Based on our examination as above and the information, explanations and representations provided to us by the management, in our opinion:
  - we have inquired into the state of affairs of the Company in relation to audited standalone and consolidated financial statements for the year ended 31 March 2022;
  - the amount of the permissible capital payment towards the proposed buy-back of equity shares as computed in the accompanying Statement, is properly determined in accordance with the requirements of Section 68(2)(c) of the Act based on the audited financial statements for the year ended 31 March 2022;
  - the audited standalone and consolidated financial statements, on the basis of which calculation with reference to buy-back is done, are not more than six months old from the date of offer document; and
  - the Board of Directors of the Company, in its meeting held on 28 June 2022 has formed opinion as specified in clause (x) of Schedule I to the SEBI buy-back regulations, on reasonable grounds that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from the aforesaid date.

##### Restriction on distribution or use

10. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the provisions of Section 68 and other applicable provisions of the Act and the SEBI buy-back regulations, pursuant to the proposed buy-back of equity shares. Our obligations in respect of this report are entirely separate from, and our responsibility and liability is in no way changed by, any other role we may have had as auditors of the Company or otherwise. Nothing in this report, nor anything said or done in the course of or in connection with the services that are the subject of this report, will extend any duty of care we may have in our capacity as auditors of the Company.

11. This report is addressed to and provided to the Board of Directors of the Company solely for the purpose of enabling it to comply with the aforesaid requirements and to include this report, pursuant to the requirements of the SEBI buy-back regulations. (a) in the public announcement to be made to the shareholders of the Company, (b) to be filed with the Registrar of Companies, Securities and Exchange Board of India, National Stock Exchange of India Limited, BSE Limited, as required by the SEBI buy-back regulations, the Central Depository Services (India) Limited, National Securities Depository Limited and (iii) for providing to the manager(s) to the buy-back, each for the purpose of extinguishment of equity shares. Accordingly, this report may not be suitable for any other purpose, and therefore, should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose for which or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For Walker Chandio & Co LLP  
 Chartered Accountants  
 Firm Registration No.: 001076N/5000103

**Bharat Shetty**  
 Partner  
 Membership No.: 106815  
 UDIN: 22106815ALTAR3510  
 Place: Mumbai  
 Date: 28 June 2022

##### Annexure A - Statement of permissible capital payment

Computation of amount of permissible capital payment towards buyback of equity shares in accordance with Section 68 of the Companies Act, 2013 (the "Act") and the SEBI Buy-Back Regulations, based on the Standalone and Consolidated Financial Statements as at and for the year ended 31 March 2022.

Particulars	Standalone	Consolidated
<b>Paid-up Equity Share Capital as at 31 March 2022</b>		
63,043,588 equity shares of Rs. 10 each, fully paid up (A)	63.04	63.04
Less: Equity shares held in trust for employees under ESOP scheme - 170,705 equity shares of Rs. 10 each.	(0.17)	(0.17)
<b>Total Share Capital (A)</b>	<b>62.87</b>	<b>62.87</b>
<b>Free Reserves as at 31 March 2022</b>		
Securities premium	1,099.90	1,099.90
Retained earnings	43.33	479.22
<b>Total Free Reserves (B)</b>	<b>1,143.23</b>	<b>1,579.12</b>
<b>Total (A + B)</b>	<b>1,206.10</b>	<b>1,641.99</b>
Maximum amount permissible for buy back under Section 68 of the Companies Act, 2013 i.e. 25% of total paid-up equity capital and free reserves with shareholders' resolution	301.52	410.50
Maximum amount permissible for buyback i.e. 10% of total paid-up equity capital and free reserves pursuant to Section 68 of the Act with Board resolution	120.61	164.20
Amount approved by the Board of Directors for buy-back in the meeting held on 28 June 2022	120.00	

For and on behalf of Board of Directors of Route Mobile Limited  
**Rajdipkumar Gupta**  
 Managing Director & Group CEO  
 Place: Mumbai  
 Date: 28 June 2022

##### Part B - Disclosures in accordance with Schedule IV of the Buyback Regulations

##### 1. DETAILS OF SHAREHOLDER APPROVAL FOR THE BUYBACK, IF APPLICABLE

The Buyback has been approved by the Board in its meeting dated June 28, 2022. Further, since the Maximum Buyback Size is less than 10% of the total paid-up equity share capital and free reserves of the Company based on the latest audited standalone and consolidated financial statements of the Company as on March 31, 2022, therefore in accordance with the proviso to the Section 68(2)(b) of the Companies Act and proviso to Regulation 5(i)(b) of the Buyback Regulations, the approval of the shareholders of the Company is not required.

##### 2. MINIMUM AND MAXIMUM NUMBER OF EQUITY SHARES PROPOSED TO BE BOUGHT BACK, SOURCES OF FUNDS AND COST OF FINANCING THE BUYBACK

- At the Maximum Buyback Price and for the Maximum Buyback Size, the indicative maximum number of Equity Shares bought back would be 7,05,882 Equity Shares i.e., the Maximum Buyback Shares. If the Equity Shares are bought back at a price below the Maximum Buyback Price, the actual number of equity shares bought back could exceed the indicative Maximum Buyback Shares (assuming full deployment of Maximum Buyback Size) but will always be subject to the Maximum Buyback Size.
- The actual number of Equity Shares bought back will depend upon the actual price, excluding the Transaction Costs, and the aggregate consideration paid in the Buyback, subject to the Maximum Buyback Size. The actual reduction in the existing number of Equity Shares would depend upon the price at which the Equity Shares of the Company are traded at the Stock Exchanges as well as the total number of Equity Shares bought back by the Company from the open market through the Stock Exchanges during the Buyback period.
- Unless otherwise permitted under applicable law, the Company shall utilize at least 50% of the Maximum Buyback Size i.e., the Minimum Buyback Size towards the Buyback and accordingly, based on the Maximum Buyback Price and Minimum Buyback Size, the Company will purchase an indicative minimum of 3,52,942 Equity Shares.
- The amount required by the Company for the Buyback (including the cost of funding the Buyback and the Transaction Costs) will be funded out of the internal accruals of the Company including free reserves, securities premium account and/or such other sources as may be permitted by the Buyback Regulations and the Companies Act, and on such terms and conditions as the Board may deem fit.

Activity	Date
Date of Board resolution approving Buyback	June 28, 2022
Date of publication of the Public Announcement	June 30, 2022
Date of opening of the Buyback	July 11, 2022
Acceptance of Equity Shares accepted in dematerialised mode	Upon the relevant pay-out by the Stock Exchanges
Extinguishment of Equity Shares	The Equity Shares (in dematerialised form) will be extinguished in the manner specified in the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, as amended, and the bye-laws, the circulars and guidelines framed thereunder. The Company shall ensure that all the Equity Shares bought back are extinguished within 7 (seven) days of the expiry of the Buyback Period (as defined below).
Last date for the completion of the Buyback	Earlier of: a. January 10, 2023 (i.e., 6 (six) months from the date of the commencement of the Buyback); or b. when the Company completes the Buyback by deploying the amount equivalent to the Maximum Buyback Size; or c. at such earlier date as may be determined by the Board or Buyback Committee, after giving notice of such earlier closure, subject to the Company having deployed an amount equivalent to the Minimum Buyback Size (even if the Maximum Buyback Size has not been reached or the Maximum Buyback Shares have not been bought back).

##### 4. PROCESS AND METHODOLOGY FOR BUYBACK

- The Buyback is open to all shareholders of the Company/ beneficial owners of the Equity Shares (except members of the promoter and promoter group of the Company and persons who are in control of the Company) holding Equity Shares in dematerialised form ("Demat Shares"). Shareholders holding shares in physical form can participate in the Buyback after such Equity Shares are dematerialized by approaching the concerned depository participant. As per Regulation 16(ii) of the Buyback Regulations, the members of the promoters and promoter group and persons who are in control of the Company shall not participate in the Buyback.
- Further, as required under the Companies Act and Buyback Regulations, the Company will not buyback Equity Shares which are partly paid-up, the Equity Shares with call-in-arrears, locked-in or non-transferable, until they become fully paid-up or until the pendency of such lock-in, or until the time such Equity Shares become freely transferable, as applicable.
- The Buyback will be implemented by the Company in accordance with Regulation 4(iv)(b)(ii) read with Regulation 16 of the Buyback Regulations by way of open market purchases through the Stock Exchanges having nationwide trading terminal, using the order matching mechanism except "all or none" order matching system,



4.4. For the implementation of the Buyback, the Company has appointed Edelweiss Securities Limited as its broker ("Company's Broker") through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows:

**Edelweiss Securities Limited**  
CIN: U67110MH1993PLC344634

Address: Edelweiss House, 12th Floor, off C.S.T. Road, Kalina, Mumbai - 400 098  
Tel. no.: +91 22 6623 3325; Contact person: Atul Benke  
Email: instops@edelweissfn.com; Website: https://www.edelweiss.in  
SEBI registration no.: INZ000166136; Validity period: Permanent

4.5. The Equity Shares are traded under the: (a) scrip code: 543228 at BSE; and (b) symbol: ROUTE at NSE. The ISIN of the Equity Shares is INE450U01017.

4.6. The Company, shall, commencing from July 11, 2022 (i.e., the date of commencement of the Buyback), place "buy" orders on the Stock Exchanges on the normal trading segment to Buyback the Equity Shares through the Company's Broker, in such quantity and at such price, not exceeding the Maximum Buyback Price of INR 1,700 (Indian Rupees One Thousand Seven Hundred only) per Equity Share, as it may deem fit, depending upon the prevailing market price of the Equity Shares on the Stock Exchanges. When the Company has placed an order for Buyback of Equity Shares, the identity of the Company as purchaser shall be available to the market participants of the Stock Exchanges.

#### Procedure for Buyback of Demat Shares:

4.7. Beneficial owners holding Demat Shares who desire to sell their Equity Shares in the Buyback, would have to do so through their stock broker, who is a registered member of the Stock Exchanges, by indicating to their broker the details of the Equity Shares they intend to sell whenever the Company has placed a "buy" order for Buyback of the Equity Shares. The Company shall place a "buy" order for Buyback of Demat Shares, by indicating to the Company's Broker, the number of Equity Shares it intends to buy along with a price for the same. The trade would be executed at the price at which the order matches the price tendered by the beneficial owners and that price would be the Buyback price for that beneficial owner. The execution of the order, issuance of contract note and delivery of the stock to the member and receipt of payment would be carried out by the Company's Broker in accordance with the requirements of the Stock Exchanges and SEBI. Orders for Equity Shares can be placed on the trading days of the Stock Exchanges. The Company is under no obligation to place "buy" order on a daily basis. The orders for buying back the Equity Shares will be placed on normal trading segment of Stock Exchanges at least once a week.

4.8. It may be noted that a uniform price would not be paid to all the shareholders/beneficial owners pursuant to the Buyback and that the same would depend on the price at which the trade with that particular shareholder/beneficial owner was executed.

#### Procedure for Buyback of physical shares:

4.9. As per the proviso to Regulation 40(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended (as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2022) read with the SEBI circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020, SEBI notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, and the press releases dated December 3, 2018 and March 27, 2019 issued by SEBI, effective from April 1, 2019, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, the Company shall not accept the Equity Shares tendered under the Buyback unless such Equity Shares are in dematerialized form.

**ACCORDINGLY, ALL SHAREHOLDERS OF THE COMPANY HOLDING EQUITY SHARES IN PHYSICAL FORM AND DESIROUS OF TENDERING THEIR EQUITY SHARES IN THE BUYBACK ARE ADVISED TO APPROACH THE CONCERNED DEPOSITORY PARTICIPANT TO HAVE THEIR EQUITY SHARES DEMATERIALIZED. IN CASE ANY ELIGIBLE SHAREHOLDER HAS SUBMITTED EQUITY SHARES IN PHYSICAL FORM FOR DEMATERIALIZATION, SUCH ELIGIBLE SHAREHOLDERS SHOULD ENSURE THAT THE PROCESS OF DEMATERIALIZATION IS COMPLETED WELL IN TIME SO THAT THEY CAN PARTICIPATE IN THE BUYBACK BEFORE BUYBACK CLOSING DATE.**

4.10. Shareholders are requested to get in touch with the Manager to the Buyback or the Company's Broker or the Registrar and Share Transfer Agent of the Company to clarify any doubts in the process.

4.11. Subject to the Company purchasing Equity Shares for an amount equivalent to the Minimum Buyback Size, nothing contained herein shall create any obligation on the part of the Company or the Board to Buyback any additional Equity Shares or confer any right on the part of any shareholder to have any Equity Shares bought back, even if the Maximum Buyback Size has not been reached, and/or impair any power of the Company or the Board to terminate any process in relation to the Buyback, to the extent permissible by law. The Company is under no obligation to utilize the entire amount of Maximum Buyback Size or buy all the Maximum Buyback Shares. However, if the Company is not able to complete the Buyback equivalent to the Minimum Buyback Size, except for the reasons mentioned in the Buyback Regulations, the amount held in the escrow account (up to a maximum of 2.5% of the Maximum Buyback Size), may be liable to be forfeited and deposited in the Investor Protection and Education Fund of SEBI or as directed by SEBI in accordance with the Buyback Regulations.

4.12. The Company shall submit the information regarding the Equity Shares bought back by it to the Stock Exchanges on a daily basis in accordance with the Buyback Regulations. The Company shall also upload the information regarding the Equity Shares bought back by it on its website www.routemobile.com on a daily basis.

4.13. Eligible shareholders who intend to participate in the Buyback should consult their respective tax advisors for applicable taxes.

#### 5 METHOD OF SETTLEMENT

5.1. **Settlement of Demat Shares:** The Company will pay consideration for the Buyback to the Company's Broker on or before every pay-in date for each settlement, as applicable to the Stock Exchanges where the transaction is executed. The Company has opened a depository account in the name "Route Mobile Limited-Buyback" ("Buyback Demat Account") with Stockholding Corporation of India Limited. Demat Shares bought back by the Company will be transferred into the Buyback Demat Account by the Company's Broker, on receipt of such Demat Shares and after completion of the clearing and settlement obligations of the Stock Exchanges. Beneficial owners holding Demat Shares would be required to transfer the number of such Demat Shares sold to the Company pursuant to the Buyback, in favour of their stock broker through whom the trade was executed, by tendering the delivery instruction slip to their respective depository participant ("DP") for debiting their beneficiary account maintained with the DP and crediting the same to the broker's pool account as per procedure applicable to normal secondary market transactions.

5.2. **Extinguishment of Demat Shares:** The Demat Shares bought back by the Company shall be extinguished and destroyed in the manner specified in the Securities and Exchange Board of India (Depository and Participants) Regulations, 2018, as amended, and bye-laws, the circulars and guidelines framed thereunder, in the manner specified in the Buyback Regulations and the Companies Act. The Equity Shares lying in credit in the Buyback Demat Account will be extinguished in accordance with the Buyback Regulations, provided that the Company undertakes to ensure that all Demat Shares bought back by the Company are extinguished within 7 (seven) days from the expiry of the Buyback Period (as defined below).

5.3. Consideration for the Equity Shares bought back by the Company shall be paid only by way of cash through normal banking channel.

#### 6 BRIEF INFORMATION ABOUT THE COMPANY

6.1. The Company was incorporated as Routesms Solutions Private Limited on May 14, 2004. The Company was converted into a public limited company on April 17, 2007 and its name was changed to Routesms Solutions Limited. The name of the Company was changed to its present name i.e. Route Mobile Limited on March 16, 2016.

6.2. The registered office of the Company is located at 4th Dimension, 3rd Floor, Mind Space, Malad (West) Mumbai- 400064. Earlier the Registered office of the Company was situated at 401, Fourth Floor, Evershine Mall, New Link Road, Malad (West), Mumbai-400064. The corporate identity number of the Company (CIN) is L72900MH2004PLC146323. The Equity Shares were listed on the Stock Exchanges on September 21, 2020.

6.3. The Company is a leading cloud communication platform service provider, catering to enterprises over-the-top (OTT) players and mobile network operators (MNO). Our range of enterprise communication services include smart solutions in A2P Messaging, OTT Business Messaging, Voice, Email, and SMS Filtering, Analytics & Monetization.

#### 7 FINANCIAL INFORMATION ABOUT THE COMPANY

7.1. The selected financial information of the Company (prepared in accordance with Indian Accounting Standards ("Ind-AS")), on a standalone basis, as extracted from the audited results for the last three financial years i.e., financial years ended on March 31, 2022, March 31, 2021 and March 31, 2020 are detailed below:

(Amount in INR crore)

Particulars	Audited		
	For the year ended on March 31, 2022	For the year ended on March 31, 2021	For the year ended on March 31, 2020
Revenue	333.81	376.38	406.55
Other Income	40.21	11.58	18.54
<b>Total Income</b>	<b>374.02</b>	<b>387.96</b>	<b>425.09</b>
Total Expense (excluding Interest, Depreciation & Amortisation, Tax and Exceptional Items)	318.90	346.02	392.47
Interest Expense/ (Income)	1.92	1.79	2.80
Depreciation & Amortisation	14.78	10.38	6.34
Exceptional Items*	5.00	-	13.39
Profit Before Tax	33.42	29.77	10.08
Profit After Tax	27.76	22.33	7.55
Other comprehensive income during the year	(0.57)	(0.10)	(0.15)
Total comprehensive income/ (loss) for the year	27.19	22.23	7.40
Paid-up Equity Share Capital	62.87	57.71	50.00
Reserve & Surplus excluding revaluation reserves and miscellaneous expenditure to the extent not written-off	1,162.10	287.03	24.32
Net worth excluding revaluation reserves and miscellaneous expenditure to the extent not written-off	1,224.97	344.74	74.32
Total debt	-	0.21	37.55
- Secured Loans	-	0.21	37.55
- Unsecured Loans	-	-	-

\*Details of Exceptional Items:

(Amount in INR crore)

Particulars	Audited		
	For the year ended on March 31, 2022	For the year ended on March 31, 2021	For the year ended on March 31, 2020
Impairment	5.00	-	-
Service tax (Sabka vikas)	-	-	13.39
<b>TOTAL</b>	<b>5.00</b>	<b>-</b>	<b>13.39</b>

(Amount in INR except certain ratios)

Key Ratios	For the year ended on March 31, 2022	For the year ended on March 31, 2021	For the year ended on March 31, 2020
	(Audited)	(Audited)	(Audited)
Basic Earnings per Equity Share (₹)	4.65	4.15	1.51
Diluted Earnings per Equity Share (₹)	4.65	4.06	1.51
Book value per Equity Share (₹)*	194.83	59.73	14.86
Debt/ Equity Ratio	0.00%	0.06%	50.52%
Return on Average Net Worth (%)	3.54%	10.66%	9.55%

\*Treasury shares : 1,70,705 equity shares held in the trust for employees under ESOP scheme are issued but not transferred to employees as at March 31, 2022. Therefore while computing the Book value per equity share the treasury shares are reduced for computation.

The key ratios have been computed as below:

Key Ratios	Basis
Basic Earnings per Equity Share (₹)	Net Profit attributable to equity shareholders/ weighted average no. of Equity Shares outstanding during the year
Diluted Earnings per Equity Share (₹)	Net Profit attributable to equity shareholders/ weighted average no. of Equity Shares outstanding during the year (assuming issuance of all the shares kept in abeyance)
Book value per Equity Share (₹)	(Paid up Equity Share Capital + Free Reserves and Surplus)/ No. of Equity Shares subscribed outstanding at year end
Debt-Equity Ratio	Total Debt/ Net Worth
Return on Net Worth excluding revaluation reserves (%)	Net Profit After Tax/ Average Net Worth excluding revaluation reserves

7.2. The selected financial information of the Company (prepared in accordance with Ind-AS), on a consolidated basis, as extracted from the audited results for the last three financial years i.e., financial years ended on March 31, 2022, March 31, 2021 and March 31, 2020 are detailed below:

(Amount in INR crore)

Particulars	For the year ended on March 31, 2022	For the year ended on March 31, 2021	For the year ended on March 31, 2020
	(Audited)	(Audited)	(Audited)
Revenue	2,002.03	1,406.18	956.25
Other Income	20.06	15.98	11.85
<b>Total Income</b>	<b>2,022.09</b>	<b>1,422.16</b>	<b>968.10</b>
Total Expense (excluding Interest, Depreciation & Amortisation, Tax and Exceptional Items)	1,783.39	1,232.10	856.30
Interest Expense/ (Income)	5.16	2.75	4.87
Depreciation & Amortisation	38.32	25.76	22.68
Exceptional Items*	-	-	14.89
Profit Before Tax	195.22	161.55	69.36
Profit After Tax	170.08	132.76	58.20
Other comprehensive income during the year	1.25	1.30	5.74
Total comprehensive income/ (loss) for the year	171.33	134.06	63.94
Total comprehensive income is attributable to:			
• Owners of the parent	167.41	134.55	64.22
• Non-controlling interests	3.92	(0.49)	(0.28)
Paid-up Equity Share Capital	62.87	57.71	50.00
Reserve & Surplus excluding revaluation reserves	1,609.70	594.40	219.38
Net worth excluding revaluation reserves	1,672.57	652.11	269.38
Total debt	-	3.97	41.07
- Secured Loans	-	3.97	41.07
- Unsecured Loans	-	-	-

\*Details of Exceptional Items:

(Amount in INR crore)

Particulars	Audited		
	For the year ended on March 31, 2022	For the year ended on March 31, 2021	For the year ended on March 31, 2020
Service tax (Sabka vikas)	-	-	14.89
<b>TOTAL</b>	<b>-</b>	<b>-</b>	<b>14.89</b>

(Amount in INR except certain ratios)

Key Ratios	For the year ended on March 31, 2022	For the year ended on March 31, 2021	For the year ended on March 31, 2020
	(Audited)	(Audited)	(Audited)
Basic Earnings per Equity Share (₹)	27.82	24.76	11.65
Diluted Earnings per Equity Share (₹)	27.82	24.76	11.65
Book value per Equity Share (₹)*	266.02	112.99	53.88
Debt/ Equity Ratio	0.00%	0.61%	15.25%
Return on Average Net Worth (%)	14.63%	28.81%	23.65%

\*Treasury shares : 1,70,705 equity shares held in the trust for employees under ESOP scheme are issued but not transferred to employees as at March 31, 2022. Therefore while computing the Book value per equity share the treasury shares are reduced for computation.

The key ratios have been computed as below:

Key Ratios	Basis
Basic Earnings per Equity Share (₹)	Net Profit attributable to equity shareholders/ weighted average no. of Equity Shares outstanding during the year
Diluted Earnings per Equity Share (₹)	Net Profit attributable to equity shareholders/ weighted average no. of Equity Shares outstanding during the year (assuming issuance of all the shares kept in abeyance)
Book value per Equity Share (₹)	(Paid up Equity Share Capital + Free Reserves and Surplus)/ No. of Equity Shares subscribed outstanding at year end
Debt-Equity Ratio	Total Debt/ Net Worth
Return on Net Worth excluding revaluation reserves (%)	Net Profit After Tax/ Average Net Worth excluding revaluation reserves

#### 8 DETAILS OF ESCROW ACCOUNT

8.1. In accordance with Regulation 20 of the Buyback Regulations and towards security for performance of its obligations under the Buyback Regulations, the Company has appointed Kotak Mahindra Bank Limited, having its registered office at 27 BKC, C27, G Block, Bandra Kuria Complex, Bandra (East), Mumbai 400 051 as an escrow bank ("Escrow Bank"), and an escrow agreement dated June 29, 2022 ("Escrow Agreement") has been entered into between the Company, the Manager to the Buyback and the Escrow Bank.

8.2. In accordance with the Escrow Agreement, the Company has opened an escrow account titled "Route Mobile Buyback Escrow Account" (the "Escrow Account"). The Company has authorized the Manager to the Buyback to operate the Escrow Account in compliance with the Buyback Regulations and the Escrow Agreement. Before opening of the Buyback, the Company will deposit in the Escrow Account cash aggregating to at least INR 30,00,00,000 (Indian Rupees Thirty Crore only), being 25% of the Maximum Buyback Size ("Escrow Amount"), in accordance with the Buyback Regulations.

8.3. The funds in the Escrow Account may be released for making payment to the shareholders subject to at least 2.5% of the Maximum Buyback Size remaining in the Escrow Account at all points in time.

8.4. If the Company is not able to complete the Buyback equivalent to the Minimum Buyback Size, except for the reasons mentioned in the Buyback Regulations, the amount held in the Escrow Account (up to a maximum of 2.5% of the Maximum Buyback Size), may be liable to be forfeited and deposited in the Investor Protection and Education Fund of SEBI or as directed by SEBI in accordance with the Buyback Regulations.

8.5. The balance lying to the credit of the Escrow Account will be released to the Company on completion of all obligations in accordance with the Buyback Regulations.

#### 9 LISTING DETAILS AND STOCK MARKET DATA

9.1. The Equity Shares of the Company are listed on BSE and NSE.

9.2. The high, low and average market prices of the Equity Shares for the preceding 3 (three) years and the monthly high, low and average market prices of the Equity Shares for the 6 (six) months preceding the date of the Public Announcement and their corresponding volumes on the BSE and NSE are as follows:

#### BSE

Period	High price <sup>1</sup> (INR)	Date of high price	No. of Equity Shares traded on that date	Low price <sup>1</sup> (INR)	Date of low price	No. of Equity Shares traded on that date	Average price <sup>2</sup> (INR)	Total volume traded in the period (No. of Equity Shares)	Total turnover of business transacted in the period (INR in lakh)
<b>Preceding 3 financial years</b>									
April 1, 2019 to March 31, 2020								NA*	
April 1, 2020 to September 20, 2020								NA*	
September 21, 2020 to March 31, 2021	1,979.00	February 17, 2021	98,715	625.00	September 21, 2020	27,26,932	1,172.51	15,724,566	152,182.79
April 1, 2021 to March 31, 2022	2,388.10	October 12, 2021	1,31,397	1,396.00	February 24, 2022	58,381	1,804.19	1,04,21,281	191,271.98
<b>Preceding 6 months</b>									
December, 2021	1,920.00	December 9, 2021	26,461	1,666.00	December 27, 2021	6,261	1,770.14	236,141	4,227.90
January, 2022	1,935.00	January 12, 2022	47,169	1,480.00	January 27, 2022	45,021	1,778.20	599,447	10,357.13
February, 2022	1,886.60	February 1, 2022	42,756	1,396.00	February 24, 2022	58,381	1,632.06	415,730	669.68
March 2022	1,688.80	March 10, 2022	19,222	1,482.00	March 2, 2022	21,659	1,550.94	307,942	4,792.04
April, 2022	1,650.00	April 29, 2022	40,324	1,523.05	April 18, 2022	71,990	1,582.26	298,439	4,740.35

May, 2022	1,727.25	May 4, 2020	20,554	1,065.50	May 26, 2022	28,014	1,374.75	712,716	9,407.92
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\*Not applicable - since Company listed on Stock exchanges on September 21, 2020.

Source: www.bseindia.com

#### Notes:

- (1) High and low are based on high and low of daily high and daily low prices respectively.
- (2) Arithmetic average of the closing prices of all trading days during the said period.

#### NSE

Period	High price <sup>1</sup> (INR)	Date of high price	No. of Equity Shares traded on that date	Low price <sup>1</sup> (INR)	Date of low price	No. of Equity Shares traded on that date	Average price <sup>2</sup> (INR)	Total volume traded in the period (No. of Equity Shares)	Total turnover of business transacted in the period (INR in lakh)
<b>Preceding 3 financial years</b>									
April 1, 2019 to March 31, 2020								NA*	
April 1, 2020 to September 20, 2020								NA*	
September 21, 2020 to March 31, 2021	1,979.65	Feb 17, 2021	1,642,725	625.00	Sep 21, 2020	29,189,660	1,172.74	185,723,285	182,812.31
April 1, 2021 to March 31, 2022	2,389.00	Oct 12, 2021	1,009,926	1,395.00	Feb 24, 2022	284,895	1,804.25	106,981,789	200,021.81
<b>Preceding 6 months</b>									
December, 2021	1,923.20	Dec 9, 2021	275,447	1,663.25	Dec 27, 2021	161,901	1,770.46	3,319,104	59,251.77
January, 2022	1,935.60	Jan 12, 2022	554,973	1,480.00	Jan 27, 2022	364,531	1,777.95	7,545,963	130,286.68
February, 2022	1,888.90	Feb 1, 2022	1,147,952	1,396.00	Feb 24, 2022	284,895	1,631.92	47,95,618	79,220.88
March, 2022	1,688.80	March 10, 2022	164,009	1,483.05	March 2, 2022	2,43,			





**Motilal Oswal Financial Services Limited**

Regd. Office: Motilal Oswal Tower, Rahimtullah Sayani Road, Opposite Parel S.T. Depot, Prabhadevi, Mumbai - 400 025.  
Telephone No: +91 22 7193 4200 / +91 22 7193 4263; Fax No: +91 22 5036 2365;  
Email: shareholders@motilalosal.com; Website: www.motilalosalgroup.com

**CORRIGENDUM TO THE NOTICE OF THE SEVENTEENTH ANNUAL GENERAL MEETING**

This corrigendum is being issued in continuation to the Notice dated June 17, 2022 for convening the Seventeenth Annual General Meeting ("AGM") of Motilal Oswal Financial Services Limited ("the Company") scheduled to be held on Monday, July 11, 2022 at 4:00 p.m. through Video Conference ("VC").

In this regard, please note the below changes:  
► At Page No. 3 of the Notice under Item No. 8 below mentioned Para shall be inserted after the first Para of the Resolution.  
**RESOLVED FURTHER THAT** the approval of the members of the Company shall be valid for a period of 5 (five) Financial Years ("FY") i.e. from FY 2022-23 till FY 2026-27.

► At Page No. 14 of the Notice under Item No. 6 of the Explanatory Statement, below mentioned Para shall be inserted after third Para.  
The proposed remuneration (Audit Fee) to be paid to M/s. Singh & Co., Statutory Auditors of the Company for the Financial Year 2022-23 is ₹ 29.70 Lakhs plus reimbursement of out of pocket expenses and taxes at the applicable rates. The same fees may be paid for the subsequent years as may be mutually agreed between the Company & the Statutory Auditors.

The revised Notice after incorporating above changes would be made available on the website of the Company i.e. www.motilalosalgroup.com, BSE Limited i.e. www.bseindia.com, National Stock Exchange of India Limited i.e. www.nseindia.com and on the website of the Central Depository Services (India) Limited at www.evotingindia.com.

For Motilal Oswal Financial Services Limited  
Sd/-  
Kailash Purohit  
Company Secretary & Compliance Officer  
(ACS: 28740)

**THE MYSORE PAPER MILLS LTD**  
(A Govt. of Karnataka Company)  
Regd. Office : 32, 5<sup>th</sup> Floor,  
(Karnataka State Co-operative Federation Ltd.'s Building)  
D. Devaraj Urs Road, (Race Course Road), Bengaluru – 560 001.

**NOTICE**

**POSTPONEMENT OF THE BOARD MEETING**  
This is to inform that the meeting of the Board of Directors of the Company earlier convened on **Monday, the 4<sup>th</sup> July, 2022 at 4.00 p.m.** at the above address to, inter-alia, consider and to take on record the Un-audited Financial (Provisional) Results of the Company for the Quarter ended 31.03.2022 in terms of Clause 41 of the Listing Agreement **has been postponed to Thursday, the 7<sup>th</sup> July 2022 due to unavoidable reasons. However, the time and venue of the meeting remains same.**

For The Mysore Paper Mills Limited,  
Bengaluru  
Date : 28.06.2022  
Sd/- Mohan D Kulkarni  
Company Secretary

**DELHI JAL BOARD: DELHI SARKAR**  
**OFFICE OF THE ADDL.CHIEF ENGINEER (M)-10**  
TENDERING DIVISION (M)-10 ROOM NO. 103, 1st FLOOR, ENGINEERS BHAWAN,  
NEAR MOOL CHAND CROSSING, ANDREWS GANJ, NEW DELHI-110049  
Mail:- eem10.djb@gmail.com. Mob.- 9650291341

**NIT No.37/EE (T) M-10/2022-23**  
**Press Tender**

S. No.	Name of Work	Reserve price	Date of release of tender in e procurement solution	Last date and time for download & RTGS through e procurement solution
1	Re-boring of 4 nos. tube wells i.e. 2 nos. in DDA Park Transit Camp, A-Block, 1 No. near Deepalya School, 1 no. in Navjeevan Camp near Pocket -4 in AC-51 Kalkaji	2592095/-	2022_DJB_225207_27.6.2022	11.7.2022 upto 2:00 PM
2	Engagement of labour for maintenance of water supply in G.K. Constituency under EE(M)-50 (AC-50)	2022_DJB_225207_27.6.2022	11.7.2022 upto 2:00 PM	

Further details in this regard can be seen at [govtprocurement.delhi.gov.in](http://govtprocurement.delhi.gov.in).  
ISSUED BY P.R.O. (WATER)  
Adv. No. J.S.V. 212 (2022-23)  
Sd/- (B.N.Gupta)  
EXECUTIVE ENGINEER (T) M-10  
"STOP CORONAVIRUS: "WEAR MASK, FOLLOW PHYSICAL DISTANCING, MAINTAIN HAND HYGIENE"

**RCI INDUSTRIES AND TECHNOLOGIES LIMITED**  
CIN: L74900DL1992PLC047055  
Regd. Off.: Unit No. 421, 4<sup>th</sup> Floor, Pearl Omaxe, Netaji Subhash Place, Delhi-110034  
Phone: +91-11-27372194/97  
E-mail: compliance@rciind.com  
Website: www.rciind.com

**NOTICE OF BOARD MEETING**

Notice is hereby given that pursuant to the Regulation 29 read with Regulation 47 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), the meeting of the Board of Directors of the Company scheduled to be held on Wednesday the 15<sup>th</sup> of June, 2022 could not be held due to some unavoidable circumstances and the same is re-scheduled to be held on **Tuesday the 5<sup>th</sup> day of July, 2022**, inter alia, to consider and approve the Audited Financial Results (Standalone & Consolidated) of the Company for the Quarter and year ended on 31<sup>st</sup> March, 2022.

This information is also available on the website of the Company at <https://www.rciind.com> as well as on the website of BSE <http://www.bseindia.com/>.

Further pursuant to the Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons ("Code of Conduct") framed in accordance with SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, the "Trading Window" for dealing in securities of the Company, will remain closed for Officers, Designated Employees and Connected Persons till 48 (Forty Eight) hours after the declaration of Financial Results for the Quarter and year ended on March 31, 2022.

For RCI Industries and Technologies Limited  
Sd/-  
Priya Rastogi  
Company Secretary  
M. No. 18636  
Place : New Delhi  
Date : 29.06.2022

**FORM B PUBLIC ANNOUNCEMENT**  
(Regulation 12 of the Insolvency and Bankruptcy Board of India (Liquidation Process) Regulations, 2016)

**FOR THE ATTENTION OF THE STAKEHOLDERS OF TALWALKARS HEALTHCLUBS LIMITED**

Sl. No.	PARTICULARS	DETAILS
1.	Name of corporate debtor	Talwalkars Healthclubs Limited
2.	Date of incorporation of corporate debtor	April 23, 2016
3.	Authority under which corporate debtor is incorporated / Registered	Registrar of Companies - Mumbai
4.	Corporate Identity No. / Limited Liability Identification No. of corporate debtor	U93090MH2016PLC280127
5.	Address of the registered office and principal office (if any) of corporate debtor	Registered off address - 801, Mahalaxmi Chambers, 22 Bhulabhai Desai Road, Mumbai - 400 026*
6.	Date of closure of Insolvency Resolution Process	27th June, 2022
7.	Liquidation commencement date of corporate debtor	27th June, 2022. Date of receipt of order by insolvency professional acting as liquidator (Hon'ble NCLT order dated April 28, 2022)
8.	Name and registration number of the insolvency professional acting as liquidator	Name: Gajesh Labhchand Jain IP Regn No.: IBB/IPA-001/IP-P-01697/2019-2020/12588
9.	Address and e-mail of the liquidator, as registered with the Board	Address: D-501, Clifton Soc, Raviraj Oberoi Marg, Shastri Nagar, Andheri (west), Mumbai 400053 Email: gajeshjain@gmail.com
10.	Address and e-mail to be used for correspondence with the liquidator	Address: Gajesh Jain, C-602, C Wing, Remi Biz Court, Off Veera Desai Road, Andheri West, Mumbai-400058 Email: liquidation.th@gmail.com
11.	Last date for submission of claims	27th July, 2022

\*Civil Court of Greater Bombay through its order dated October 27, 2020 has stayed the change of registered address of Corporate Debtor to Ground Floor, Mangal Simran, Off Turner Road, 20th Road Bandra West, Mumbai-400050  
Notice is hereby given that the National Company Law Tribunal Mumbai Bench has ordered the commencement of liquidation of the Talwalkars Healthclubs Limited on April 28, 2022 [Date of receipt of order by insolvency professional acting as liquidator is 27th June, 2022]. The stakeholders of the Talwalkars Healthclubs Limited are hereby called upon to submit their claims with proof on or before 27th July, 2022, to the liquidator at the address mentioned against item No.10.  
The financial creditors shall submit their claims with proof by electronic means only. All other creditors may submit the claims with the proof in person, by post or by electronic means.  
Submission of false or misleading proof of claims shall attract penalties.  
Sd/-  
Gajesh Labhchand Jain  
Liquidator of Capcote Structures Limited  
Date: 29<sup>th</sup> June, 2022  
Place: Mumbai  
Regn No.: IBB/IPA-001/IP-P-01697/2019-2020/12588

**FORM B PUBLIC ANNOUNCEMENT**  
(Regulation 12 of the Insolvency and Bankruptcy Board of India (Liquidation Process) Regulations, 2016)

**FOR THE ATTENTION OF THE STAKEHOLDERS OF TALWALKARS BETTER VALUE FITNESS LIMITED**

Sl. No.	PARTICULARS	DETAILS
1.	Name of corporate debtor	Talwalkars Better Value Fitness Limited
2.	Date of incorporation of corporate debtor	April 24, 2003
3.	Authority under which corporate debtor is incorporated / Registered	Registrar of Companies - Mumbai
4.	Corporate Identity No. / Limited Liability Identification No. of corporate debtor	L92411MH2003PLC140134
5.	Address of the registered office and principal office (if any) of corporate debtor	Registered off address - 801/813, Mahalaxmi Chambers, 22 Bhulabhai Desai Road, Mumbai - 400 026*
6.	Date of closure of Insolvency Resolution Process	27th June, 2022
7.	Liquidation commencement date of corporate debtor	27th June, 2022. Date of receipt of order by insolvency professional acting as liquidator (Hon'ble NCLT order dated April 28, 2022)
8.	Name and registration number of the insolvency professional acting as liquidator	Name: Gajesh Labhchand Jain IP Regn No.: IBB/IPA-001/IP-P-01697/2019-2020/12588
9.	Address and e-mail of the liquidator, as registered with the Board	Address: D-501, Clifton Soc, Raviraj Oberoi Marg, Shastri Nagar, Andheri (West), Mumbai 400053 Email: gajeshjain@gmail.com
10.	Address and e-mail to be used for correspondence with the liquidator	Address: Gajesh Jain, C-602, C Wing, Remi Biz Court, Off Veera Desai Road, Andheri West, Mumbai-400058 Email: liquidation.tbvfi@gmail.com
11.	Last date for submission of claims	27th July, 2022

\*Civil Court of Greater Bombay through its order dated October 27, 2020 has stayed the change of registered address of Corporate Debtor to Ground Floor, Mangal Simran, Off Turner Road, 20th Road Bandra West, Mumbai-400050  
Notice is hereby given that the National Company Law Tribunal Mumbai Bench has ordered the commencement of liquidation of the Talwalkars Better Value Fitness Limited on April 28, 2022 [Date of receipt of order by insolvency professional acting as liquidator is 27th June, 2022]. The stakeholders of the Talwalkars Better Value Fitness Limited are hereby called upon to submit their claims with proof on or before 27th July, 2022, to the liquidator at the address mentioned against item No.10.  
The financial creditors shall submit their claims with proof by electronic means only. All other creditors may submit the claims with the proof in person, by post or by electronic means.  
Submission of false or misleading proof of claims shall attract penalties.  
Sd/-  
Gajesh Labhchand Jain  
Liquidator of Capcote Structures Limited  
Date: 29<sup>th</sup> June, 2022  
Place: Mumbai  
Regn No.: IBB/IPA-001/IP-P-01697/2019-2020/12588

**POST OFFER ADVERTISEMENT TO THE EQUITY SHAREHOLDERS UNDER REGULATION 18 (12) IN TERMS OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AS AMENDED OF MIRC TECHNOLOGIES (INDIA) LIMITED**

Registered Office: B-701, 7<sup>th</sup> Floor, Aurus Chambers, S.S. Amrutwar Marg, Worli, Mumbai, Maharashtra- 400013, India  
Corporate Identification Number (CIN): L27290MH1972PLC016127  
Tel: 022-24979758, 022-24909003, 9821042687; Email: uvwtksl@gmail.com; Website: www.mirchtechnologies.com

Open Offer for acquisition of 2,08,000 (Two Lakh Eight Thousand Only) fully paid up equity shares of Rs.10/- each from equity shareholders of Mirch Technologies (India) Limited (hereinafter referred to as "Target Company" or "MIRCH") except parties to Share Purchase Agreement ("SPA") dated 11<sup>th</sup> March, 2022 by Mr. Pankaj Kumar Patel (hereinafter referred to as "Acquirer") pursuant to and in accordance with Regulations 3(1) and 4 of the SEBI SAST Regulations, 2011.

This Post Offer Advertisement is being issued by Finshore Management Services Limited (hereinafter referred to as "Manager to the Offer"), on behalf of Mr. Pankaj Kumar Patel ("Acquirer"), in connection with the offer made by the Acquirer, in compliance with Regulation 18(12) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended ("SEBI SAST Regulations"). The Detailed Public Statement ("DPS") with respect to the aforementioned offer was made on 21<sup>st</sup> March, 2022 in Financial Express, English National Daily (in all editions), Jansatta, Hindi National Daily (in all editions), Mumbai Lakshdeep, Marathi daily (in Mumbai edition) newspapers.

Sl. No.	Particulars	Proposed in the Offer Document (Letter of Offer)	Actuals
7.1	Offer Price	Rs. 10/- per Fully paid up equity share	Rs. 10/- per Fully paid up equity share
7.2	Aggregate number of shares tendered	2,08,000	29,762
7.3	Aggregate number of shares accepted	2,08,000	29,762
7.4	Size of the Offer (Number of shares multiplied by offer price per share)	Rs. 20,80,000	Rs. 2,97,620
7.5	Shareholding of the Acquirer before Agreements/Public Announcement (No. & %)	NIL	NIL
7.6	Shares Acquired by way of Share Purchase Agreement (SPA) • Number • % of Fully Diluted Equity Share Capital	5,66,294 (70.79 %)	5,66,294 (70.79 %)
7.7	Shares Acquired by way of Open Offer • Number • % of Fully Diluted Equity Share Capital	2,08,000 (26.00 %)	29,762 (3.72%)
7.8	Shares acquired after Detailed Public Statement • Number of shares acquired • Price of the shares acquired • % of the shares acquired	NIL	NIL
7.9	Post offer shareholding of Acquirer • Number • % of Fully Diluted Equity Share Capital	7,74,294 (96.79 %)	5,96,056 (74.51 %)
7.10	Pre & Post offer shareholding of the Public	Pre-Offer • Number • % of Fully Diluted Equity Share Capital	Post-Offer • Number • % of Fully Diluted Equity Share Capital

8. The Acquirer shall accept full responsibility for the information contained in this Post Offer Advertisement and also for the obligations under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

9. A copy of this Post Offer Advertisement will be available on the websites of SEBI, BSE Limited and the registered office of the Target Company (Mirch Technologies (India) Limited).

Issued by Manager to the Offer on behalf of the Acquirer

**Finshore Management Services Limited,**  
Anandlok Block A, Room-207,  
227, AIC Bose Road, Kolkata-700020  
Tel: +91- 033-22895101/9831020743  
Website: www.finshoregroup.com  
Investor Grievance email id: ramakrishna@finshoregroup.com  
Contact Person: Mr. S Ramakrishna tyengar  
SEBI Registration No: INM000012185

Place: Kolkata  
Date: 30<sup>th</sup> June, 2022

**"IMPORTANT"**

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— JOURNALISM OF COURAGE —

**KDDL LIMITED** ethos  
(CIN : L33302HP1981PLC008123)  
Regd. Office: Plot No. 3, Sector - III, Parwanoo, Distt. Solan (H.P.) - 173220  
Tel.: +91 172 2548223 / 24 Fax : +91 172 2548302  
Website: www.kddl.com Email id: investor.complaints@kddl.com

**Notice to the Shareholders**

Notice is hereby given that pursuant to the provisions of Section 124 of the Companies Act, 2013 (the act) read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended (the Rules), the Equity Shares of the Company, in respect of which the Dividend remained unclaimed or unpaid for seven years or more are required to be transferred by the Company to the Demat account of Investor Education and Protection Fund (IEPF) Authority. The details of the concerned shareholders, whose shares are liable to be transferred to the IEPF Authority are made available on the website of the Company www.kddl.com  
Shareholders are requested to note that dividend for the financial year 2014-15, declared by the Company which remained unpaid/unclaimed for a period of seven years or more will be transferred to the account maintained by IEPF Authority on or after 30<sup>th</sup> September, 2022. Concerned shareholder may claim dividend declared for the financial year 2014-15 up to 20<sup>th</sup> September, 2022 falling which the Company, in compliance with the said rules shall transfer the unpaid/unclaimed dividend for F.Y 2014-15 and corresponding equity shares to the account maintained by the IEPF Authority on or after the due date of transfer, without any further notice.  
No claim shall lie against the Company in respect of unpaid/unclaimed dividend amount and the corresponding equity shares transferred to the IEPF and the same including all benefits accruing on such shares, if any, can be claimed from the IEPF Authority by making an application in form no. IEPF 5 and after following the procedure prescribed in the rules.  
For any queries, shareholders may contact the Company's Registrar & Share Transfer Agent, **Mas Services Limited**, T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi - 110 020; Phone: +91 11 2638 7281 /82 /83; Email: investor@masserv.com

Date : 29<sup>th</sup> June, 2022  
Place : Chandigarh  
For KDDL Limited  
Brahm Prakash Kumar  
Company Secretary

**RADICO KHAITAN LIMITED**  
CIN : L26941UP1983PLC027278  
Registered Office: Bareilly Road, Rampur - 244 901 (U.P.)  
Tel. No. : 0595-2350601/2, 2351703 Fax No. : 0595-2350009  
Email ID : investor@radico.co.in, Website : www.radico.khaitan.com

**NOTICE**

(For the attention of Equity Shareholders of the Company)  
Sub: Transfer of Equity Shares of the Company to Investor Education and Protection Fund (IEPF) Authority  
This notice is given pursuant to the provisions of sections 124(6) of the Companies Act, 2013 read with investor Education and Protection Fund Authority (Accounting Audit, Transfer and Refund) Rules, 2016 and subsequent amendments thereto.  
The said Rules amongst other matters, contain provisions for transfer of shares in respect of which dividend has not been paid or claimed for seven consecutive years, in the name of Investor Education and Protection Fund Suspense Account ("IEPF Suspense Account"). The Shareholders may note that the dividend declared by the Company for the financial year 2014-15 which remained unclaimed for seven years is due for transfer to Investor Education and Protection Fund (IEPF) on dated 30.09.2022.  
Accordingly, individual communication sent on 21.06.2022 to all the concerned shareholders at their registered email/address whose shares are liable to be transferred to IEPF Suspense Account under the aforesaid rules for taking appropriate action.  
The details of shareholders whose shares are due for transfer to IEPF Suspense Account are made available on website of the company at www.radico.khaitan.com . The Shareholders may further note that the details uploaded by the company on its website would be regarded and shall be deemed as adequate Notice in respect of Transfer of Shares to the IEPF Suspense Account pursuant to the Rules.  
In case Company does not receive the valid claim from the concerned shareholders on or before September 30, 2022, the Company shall, with a view to comply with requirements set out in the Rules, transfer the shares of concerned shareholders of IEPF Suspense Account. Please note that no claim shall lie against the Company in respect of unclaimed dividend amount and shares transferred to IEPF Authority pursuant to the said Rules.  
In case of any query the concerned shareholder may contact at the Registered Office address of the Company or Company's Registrar and Transfer Agent, Kfin Technologies Limited, Selenium tower B, Plot 31 & 32, Financial District Nanakramguda, Selingampally Mandal, Hyderabad -500032 Telangana Toll free no. 1-800-309-4001, Email einward.ris@kfinfintech.com Website : www.kfintech.com

For Radico Khaitan Limited  
Sd./-  
Dinesh Kumar Gupta  
Place : New Delhi  
Date : June 29, 2022  
Vice President – Legal & Company Secretary

conditions as the Board may deem fit.

12.3. Pursuant to Regulation 16(ii) of the Buyback Regulations, the members of the promoter and promoter group and persons who are in control of the Company shall not participate under the Buyback. The Buyback of Equity Shares will not result in a change in control or otherwise affect the existing management structure of the Company.

12.4. Consequent to the Buyback and based on the number of Equity Shares bought back from the shareholders excluding the members of the promoter and promoter group and persons who are in control of the Company, the shareholding pattern of the Company would undergo a change, however public shareholding shall not fall below 25% of the total fully paid up equity share capital of the Company.

12.5. As required under Companies Act and Buyback Regulations, the ratio of the aggregate of secured and unsecured debts owed by the Company to the paid-up capital and free reserves after the Buyback shall not be more than twice the post Buyback paid-up share capital and free reserves, based on both standalone and consolidated financial statements of the Company.

12.6. The Buy-back period starts from June 28, 2022, i.e., the date of conclusion of the Board Meeting approving the Buyback to the date on which the final payment of consideration for the Equity Shares bought back by the Company is made ("Buyback Period"). The Company shall not raise further capital for a period of 1 (one) year from the date of the expiry of the Buyback Period, except in discharge of its subsisting obligations. The Company shall not issue any Equity Shares or other securities, including by way of bonus issue or convert any employee stock options/ outstanding instruments into equity shares, till the expiry of the Buyback Period in accordance with the Companies Act and the Buyback Regulations. The Company will not issue same kind of shares including allotment of new shares under Section 62(1)(a) of the Companies Act or other specified securities within a period of 6 (six) months after the completion of the Buyback except by way of a bonus issue or in the discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares. Further, the Company has not undertaken a buyback of any of its securities during the period of 1 (one) year immediately preceding the dates of the Board Meeting, and shall not make any offer of buyback within a period of 1 (one) year from the date of expiry of the Buyback Period.

12.7. The Company shall not buy back its shares from any person through negotiated deal whether on or off the stock exchanges or through spot transactions or through private arrangement. The Equity Shares bought back by the Company shall be compulsorily extinguished and destroyed and will not be held for re-issue at a later date. The Company is not undertaking the Buyback to delist its equity shares from the Stock Exchanges.

**13 STATUTORY APPROVALS**

13.1. Pursuant to Sections 68, 69, 70, and all other applicable provisions, of the Companies Act and applicable rules made thereunder and the provisions of the Buyback Regulations and Article 8.2 of the Articles of Association of the Company, the Company has obtained the Board approval as mentioned above.

13.2. The Buyback from each eligible shareholder is subject to all statutory consents and approvals as may be required by such shareholder under applicable laws and regulations. The eligible shareholders shall be

solely responsible for obtaining all such statutory consents and approvals (including, without limitation the approvals from the Reserve Bank of India and/or the SEBI, if any) as may be required by them in order to sell their Equity Shares to the Company pursuant to the Buyback. Shareholders would be required to provide copies of all such consents and approvals obtained by them to the Company's Broker.

13.3. The Buyback shall be subject to such necessary approvals as may be required, and the Buyback from overseas corporate bodies and other applicable categories shall be subject to such approvals of the Reserve Bank of India, if any, under the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder.

13.4. To the best of the knowledge of the Company, no other statutory approvals are required by it for the Buyback as on the date of this Public Announcement. Subject to the obligation of the shareholders to obtain the consents and approvals necessary for transfer of their Equity Shares to the Company as set out in Paragraphs 13.2 and 13.3 of Part B above, the Company shall obtain such statutory approvals as may be required, from time to time, if any, for completion of the Company's obligations in relation to the Buyback.

**14 COLLECTION AND BIDDING CENTRES**  
The Buyback will be implemented by the Company by way of open market purchases through the Stock Exchanges using their nationwide trading terminals. Therefore, the requirement of having collection centers and bidding centers is not applicable.

**15 COMPLIANCE OFFICER**  
The Company has designated the following as the Compliance Officer for the Buyback:  
Name : Rathindra Das  
Designation : Group Head- Legal, Company Secretary & Compliance Officer  
Address : 4<sup>th</sup> Dimension, 3<sup>rd</sup> Floor, Mind Space, Malad (West) Mumbai-400064  
Tel. no. : +91 22 4033 7676  
Fax : +91 22 4033 7650  
Email : complianceofficer@routemobile.com  
Website : www.routemobile.com

In case of any clarifications or to address investor grievance, the Shareholders may contact the Compliance Officer, from Monday to Friday between 10:00 a.m. to 05:00 p.m. on all working days except Saturdays, Sundays and public holidays, at the above-mentioned address.

**16 INVESTOR SERVICE CENTRE**  
In case of any query, the shareholders may also contact KFIN Technologies Limited, the Registrar and Share Transfer Agent of the Company, appointed as the Investor Service Centre for the purposes of the

Buyback, on any day except Saturday and Sunday and public holiday between 10:00 a.m. to 05:00 p.m. at the following address:

**KFINTECH**  
KFIN TECHNOLOGIES LIMITED  
CIN: U72400TG2017PLC117649  
Address: Selenium, Tower B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Rangareddi, Hyderabad - 500032, India. Tel. no.: 040-6716 222  
Toll Free No. 1-800-309-4001; Contact person: KVS Gopala Krishna  
Email: Einward.ris@kfintech.com; Website: www.kfintech.com  
SEBI registration no.: INR000000221; Validity period: Permanent

**17 MANAGER TO THE BUYBACK**  
The Company has appointed the following as Manager to the Buyback:  
**Edelweiss Financial Services Limited**  
CIN: L99999MH1995PLC094641  
Address: 6th floor, Edelweiss House, Off C.S.T. Road, Kalina, Mumbai 400 098, Maharashtra, India. Tel. no.: +91 22 4009 4400  
Contact person: Dhruv Bhavsar; Email: routemobile.buyback@edelweissfn.com  
Website: www.edelweissfn.com; SEBI registration no.: INM0000010650  
Validity period: Permanent

**18 DIRECTORS' RESPONSIBILITY STATEMENT**  
As per Regulation 24(i)(a) of the Buyback Regulations, the Board accepts responsibility for the information contained in this Public Announcement and any advertisements, circulars, brochures, publicity materials etc. which may be issued in relation to the Buyback and confirms that the information in such documents contain and will contain true, factual and material information and does not and will not contain any misleading information.

For and on behalf of the Board of Directors of  
**Route Mobile Limited**

Sd/-	Sd/-	Sd/-
Rajdikumar Gupta Managing Director & Group CEO DIN: 01272947	Chandrakant Gupta Non-executive Director DIN: 01636981	Rathindra Das Group Head Legal, Company Secretary and Compliance Officer Membership no.: A24421

Date: June 29, 2022  
Place: Mumbai





# ROUTE MOBILE LIMITED

CIN: L72900MH2004PLC146323

Registered Office: 4th Dimension, 3rd Floor, Mind Space, Malad (West) Mumbai- 400064. Tel.: +91-22-40337676; Fax: +91-22-40337650; Website: https://routemobile.com/

Contact Person: Mr. Rathindra Das, Group Head Legal, Company Secretary &amp; Compliance Officer; E-mail: complianceofficer@routemobile.com

## PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/ BENEFICIAL OWNERS OF EQUITY SHARES OF ROUTE MOBILE LIMITED FOR THE BUYBACK OF EQUITY SHARES FROM THE OPEN MARKET THROUGH STOCK EXCHANGES UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED

This public announcement ("Public Announcement") is being made in relation to the Buyback (as defined below) of Equity Shares (as defined below) of Route Mobile Limited (the "Company") pursuant to Regulation 16(iv)(b) and other applicable provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, for the time being in force including any statutory modifications and amendments thereto from time to time ("Buyback Regulations") and contains the disclosures as specified in Schedule IV to the Buyback Regulations read with Schedule I of the Buyback Regulations.

Certain figures contained in this Public Announcement, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to two decimal points.

### OFFER FOR BUYBACK OF EQUITY SHARES OF ROUTE MOBILE LIMITED ("COMPANY") OF FACE VALUE OF INR 10/- (INDIAN RUPEES TEN ONLY) EACH ("EQUITY SHARES") FROM THE OPEN MARKET THROUGH STOCK EXCHANGES.

#### Part A – Disclosures in accordance with Schedule I of the Buyback Regulations

##### 1 DETAILS OF THE BUYBACK OFFER AND OFFER PRICE

1. Pursuant to the provisions of Sections 68, 69, 70, and all other applicable provisions, if any, of the Companies Act, 2013, as amended ("Companies Act"), the Companies (Share Capital and Debentures) Rules, 2014, as amended, ("Share Capital Rules"), the Companies (Management and Administration) Rules, 2014, as amended, ("Management Rules"), and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("LODR Regulations"), to the extent applicable, and the provisions of the Buyback Regulations, Article 8.2 of the Articles of Association of the Company and pursuant to the resolutions passed by the board of directors of the Company (the "Board" or the "Board of Directors") at its meeting held on June 28, 2022 ("Board Meeting"), the Board approved the buyback of the Company's fully paid-up Equity Shares from its equity shareholders/ beneficial owners of the Equity Shares excluding promoters, promoter group and persons who are in control of the Company, at a price not exceeding INR 1,700 (Indian Rupees One Thousand Seven Hundred only) per Equity Share ("Maximum Buyback Price") and for an aggregate amount not exceeding INR 120,00,00,000 (Indian Rupees One Hundred Twenty Crore only), ("Maximum Buyback Size") payable in cash via the "open market" route through stock exchange mechanism i.e., using the electronic trading facilities of the stock exchanges where the Equity Shares of the Company are listed i.e., BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") (collectively, "Stock Exchanges") under the Buyback Regulations and the Companies Act (the process being referred hereinafter as "Buyback"). The Maximum Buyback Size shall not include any expenses incurred or to be incurred for the Buyback such as filing fees payable to SEBI, advisors' fees, Stock Exchanges' fee for usage of their platform for Buyback, brokerage, applicable taxes such as securities transaction tax, Goods and Services Tax, buyback tax, stamp duty, etc., public announcement publication expenses, intermediaries' fees, printing and dispatch expenses and other incidental and related expenses ("Transaction Costs").

2. The Maximum Buyback Size represents 9.95% and 7.31% of the aggregate of the total paid-up equity share capital and free reserves of the Company based on the audited standalone and consolidated financial statements of the Company as on March 31, 2022 respectively (being the latest available audited standalone and consolidated financial statements of the Company). Further, since the Maximum Buyback Size is not more than 10% of the total paid-up equity share capital and free reserves of the Company in accordance with the proviso to the Section 68(2)(b) of the Companies Act and proviso to Regulation 5(i)(b) of the Buyback Regulations, the approval of the shareholders of the Company is not required.

3. At the Maximum Buyback Price and the Maximum Buyback Size, the indicative maximum number of Equity Shares bought back would be 7,05,882 Equity Shares ("Maximum Buyback Shares") which is 1.12 % of the total paid up equity share capital of the Company. If the equity shares are bought back at a price below the Maximum Buyback Price, the actual number of equity shares bought back could exceed the indicative Maximum Buyback Shares (assuming full deployment of Maximum Buyback Size) but will always be subject to the Maximum Buyback Size. Further, the number of Equity Shares to be bought back will not exceed 25% of the total paid up equity capital of the Company.

4. Unless otherwise permitted under applicable law, the Company shall utilize at least 50% of the Maximum Buyback Size i.e., INR 60,00,00,000 (Indian Rupees Sixty Crore only) ("Minimum Buyback Size") towards the Buyback and accordingly, based on the Maximum Buyback Price and Minimum Buyback Size, the Company will purchase an indicative minimum number of 3,52,942 Equity Shares.

5. The Buyback (including Transaction Costs) will be implemented by the Company out of its securities premium account, free reserves and/or such other source as may be permitted under Section 68(1) of the Companies Act and Regulation 4(x) of the Buyback Regulations, by way of open market purchases through the Stock Exchanges, by the order matching mechanism except "all or none" order matching system, as provided under Regulation 4(iv)(b)(ii) of the Buyback Regulations. Further, as required under the Companies Act and the Buyback Regulations, the Company shall not buyback the locked-in Equity Shares and non-transferable Equity Shares or specified securities, if any, or held in physical form Equity Shares till the pendency of the lock-in or until the Equity Shares become transferable. There are no partly paid-up Equity Shares with calls in arrears.

6. The Buyback is subject to receipt of such sanctions and approvals from statutory, regulatory or governmental authorities as may be required under applicable laws, including the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI"), and the Stock Exchanges, as may be applicable.

7. This Buyback from non-resident members, overseas corporate bodies, foreign institutional investors/ foreign portfolio investors, and members of foreign nationality, if any, etc. is subject to such approvals as may be required including approvals from the RBI under the Foreign Exchange Management Act, 1999 and the rules, regulations framed thereunder, if any, and such approvals shall be required to be taken by such non-resident members.

8. The Buyback shall be implemented in the manner and following the procedure prescribed in the Companies Act and the Buyback Regulations, and as may be determined by the Board (including the Buyback Committee authorized to complete the formalities of the Buyback) and on such terms and conditions as may be permitted by law from time to time.

9. A copy of this Public Announcement will be available on the website of the Company at www.routemobile.com and is expected to be available on the website of SEBI i.e., www.sebi.gov.in during the period of the Buyback and on the websites of the Stock Exchanges i.e., www.bseindia.com and www.nseindia.com, respectively.

#### 2 NECESSITY FOR THE BUYBACK

2.1. The Buyback is being undertaken, *inter alia*, for the following reasons:

- For seeking a fair revaluation of the Company's stock price;
- Utilize its available surplus funds, which is in excess of the surplus amount needed to be retained by the Company for future growth over a medium term;
- Improving the Company's return on equity, based on the assumption that the Company would earn similar profits as in the past and increasing shareholder value in the long term;
- The Buyback gives an option to the equity shareholders/ beneficial holders of the Equity Shares to either participate in the Buyback and get cash in lieu of Equity Shares to be accepted under the Buyback, or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post the Buyback, without additional investment.

2.2. The Buyback is not likely to cause any material impact on the profitability/ earnings of the Company and the Buyback will not in any manner impair the ability of the Company to pursue growth opportunities or meet its cash requirements for business operations and for continued capital investment, as and when required.

#### 3 MAXIMUM PRICE FOR BUYBACK OF THE EQUITY SHARES AND BASIS OF ARRIVING AT THE BUYBACK PRICE

3.1. The Maximum Buyback Price of INR 1,700 (Indian Rupees One Thousand Seven Hundred only) per Equity Share has been arrived at after considering various factors, including trends in the market price of the Equity Shares on the Stock Exchanges, the net worth of the Company and the potential impact of the Buyback on the earnings per share and other similar ratios of the Company. Maximum Buyback Price excludes the Transaction Costs.

3.2. The maximum amount of funds required for the Buyback will not exceed INR 120,00,00,000 (Indian Rupees One Hundred Twenty Crore only), (i.e., the Maximum Buyback Size), representing 9.95% and 7.31% of the aggregate of the total paid-up equity share capital and free reserves of the Company based on the audited standalone and consolidated financial statements of the Company as on March 31, 2022, which is less than 10% of the aggregate of the total paid-up share capital and free reserves of the Company based on the latest audited financial statements of the Company as at March 31, 2022 (on a standalone and consolidated basis, respectively).

3.3. The Maximum Buyback Price of INR 1,700 (Indian Rupees One Thousand Seven Hundred only) per Equity Share represents: (i) a premium of 32.19% and 32.45% over the volume weighted average market price of the Equity Shares on BSE and NSE, respectively, for the one month preceding June 23, 2022, being the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buyback, i.e., June 28, 2022; (ii) a premium of 35.00% and 35.42% over the volume weighted average market price of the Equity Shares on BSE and NSE, respectively, for two weeks preceding June 23, 2022, being the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buyback, i.e., June 28, 2022; (iii) a premium of 54.49% and 54.55% over the closing market price of the Equity Shares as one trading day prior to the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buyback, i.e., June 28, 2022 and (iv) a premium of 24.59% and 24.47% over the closing market price of the Equity Shares as on the trading day prior to the date of commencement of the Board Meeting i.e., June 28, 2022.

3.4. The Buyback is proposed to be completed within a maximum period of 6 (six) months from the date of opening of the Buyback or such other period as may be permitted under the Companies Act and/or Buyback Regulations or as may be directed by the appropriate authorities. Subject to the Maximum Buyback Price of INR 1,700 (Indian Rupees One Thousand Seven Hundred only) per Equity Share, maximum validity period of 6 (six) months from the date of opening of the Buyback or such other period as may be permitted under the Companies Act and/or Buyback Regulations or as may be directed by the appropriate authorities, and achievement of the Minimum Buyback Size, the actual time frame and the price for the Buyback will be determined by the Board or the Buyback Committee or their duly authorized representatives, at their discretion, in accordance with the Buyback Regulations.

3.5. The actual number of Equity Shares bought back during the buyback period will depend upon the actual price paid for the Buyback, excluding the Transaction Costs and the aggregate amount paid in the Buyback, subject to the Maximum Buyback Size. The actual reduction in existing number of Equity Shares would depend upon the price at which the Equity Shares of the Company are traded at the Stock Exchanges as well as the total number of Equity Shares bought back by the Company from the open market through the Stock Exchanges during the Buyback period.

#### 4 MAXIMUM NUMBER OF EQUITY SHARES THAT THE COMPANY PROPOSES TO BUYBACK

4.1. Subject to the market price of the Equity Shares being equal to the Maximum Buyback Price, the indicative maximum number of Equity Shares bought back would be approximately 7,05,882 Equity Shares (i.e., the Maximum Buyback Shares) which is 1.12 % of the total paid-up equity share capital of the Company.

4.2. If the Equity Shares are bought back at a price below the Maximum Buyback Price, the actual number of Equity Shares bought back could exceed the indicative Maximum Buyback Shares (assuming full deployment of Maximum Buyback Size) but will always be subject to the Maximum Buyback Size. Further, the number of Equity Shares to be bought back will not exceed 25% of the total paid up equity capital of the Company.

#### 5 DETAILS OF SHAREHOLDING OF PROMOTERS AND PROMOTER GROUP AND OTHER DETAILS

5.1. The aggregate shareholding of the members of promoter and promoter group and who are in control of the Company as on the date of the Board Meeting i.e., June 28, 2022, and the date of the Public Announcement

i.e., June 29, 2022, is as follows:

Sr. No.	Name	Category	No. of Equity Shares held	Percentage (%)
1.	Sandipkumar Chandrakant Gupta	Promoter	92,57,143	14.68
2.	Rajdikumar Chandrakant Gupta	Promoter	92,57,143	14.68
3.	Chandrakant Jagannath Gupta	Promoter Group	23,00,000	3.65
4.	Chamelidevi Chandrakant Gupta	Promoter Group	23,00,000	3.65
5.	Sarika Rajdik Gupta	Promoter Group	43,20,000	6.85
6.	Sunita Sandip Gupta	Promoter Group	43,20,000	6.85
7.	Chandrakant J Gupta (HUF)	Promoter Group	3,60,000	0.57
8.	Rajdikumar C Gupta (HUF)	Promoter Group	3,00,000	0.48
9.	Sandipkumar C Gupta (HUF)	Promoter Group	3,00,000	0.48
10.	Sandipkumar Chandrakant Gupta (holds shares as a trustee on behalf of CC Gupta Family Trust)	Promoter Group	50,00,000	7.93
	<b>Total</b>		<b>3,77,14,286</b>	<b>59.82</b>

5.2. No Equity Shares or other specified securities of the Company have been purchased or sold by members of promoter and promoter group of the Company on the Stock Exchanges or off market, during a period of 12 (twelve) months preceding the date of the Public Announcement, i.e., June 29, 2022 and 6 (six) months preceding the date of the Board Meeting i.e., June 28, 2022.

5.3. As on date, the Company does not have any corporate promoters.

#### 6 INTENTION OF THE PROMOTERS, PROMOTER GROUP AND PERSONS IN CONTROL OF THE COMPANY TO PARTICIPATE IN THE BUYBACK

6.1. As per Regulation 16(ii) of the Buyback Regulations, the Buyback is being implemented by way of open market purchases through the Stock Exchanges and shall not be made from the promoters and promoter group of the Company and the persons who are in control of the Company.

6.2. Further, as per Regulation 24(i)(e) of the Buyback Regulations, the members of the promoters and promoter group and persons in control of the Company and/ or their associates shall not deal in the Equity Shares or other specified securities of the Company either through the stock exchanges or off-market transactions (including inter-se transfer of Equity Shares among the members of the promoter and promoter group) during the period from the date of the Board Meeting i.e., June 28, 2022, till completion of the Buyback in accordance with the Buyback Regulations.

#### 7 SUBSISTING DEFAULTS

The Company confirms that there are no defaults subsisting in the repayment of deposits, interest payment thereon, redemption of debentures or interest payment thereon or redemption of preference shares or payment of dividend due to any member, or repayment of any term loans or interest payable thereon to any financial institution or banking company.

#### 8 CONFIRMATIONS FROM THE BOARD

The Board of Directors of the Company has confirmed during the Board Meeting it has made a full enquiry into the affairs and prospects of the Company and that based on such full enquiry conducted into the affairs and prospects of the Company, the Board has formed an opinion that:

8.1. immediately following the date of the Board meeting at which the Buy-back of the Equity Shares of the Company is approved (i.e., June 28, 2022), there will be no grounds on which the Company could be found unable to pay its debts;

8.2. as regards the Company's prospects for the year immediately following the date of the Board meeting held on June 28, 2022, and having regard to the Board's intention with respect to the management of Company's business during that year and to the amount and character of the financial resources which will in the Board's view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of 1 (one) year from the date of the Board meeting held on June 28, 2022; and

8.3. in forming an opinion as aforesaid, the Board has taken into account the liabilities, as if the Company were being wound up under the provisions of the Companies Act, 1956 or the Companies Act, or the Insolvency and Bankruptcy Code, 2016, as applicable (including prospective and contingent liabilities).

#### 9 REPORT OF THE AUDITOR ON PERMISSIBLE CAPITAL PAYMENT AND OPINION FORMED BY DIRECTORS REGARDING INSOLVENCY

The text of the report dated June 28, 2022 received from Walker Chandok & Co LLP, Chartered Accountants, addressed to the Board is reproduced below:

#### Independent Auditor's Report on proposed buy-back of equity shares pursuant to the requirements of clause (x) of the Schedule I to the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018

To,

The Board of Directors

Route Mobile Limited

3rd Floor, 4th Dimension,

Mindspace, Malad West,

Mumbai, Maharashtra- 400064

1. This report is issued in accordance with the terms of our engagement letter dated 27 June 2022 with Route Mobile Limited (the 'Company').

2. The management of the Company has prepared the accompanying Annexure A - Statement of permissible capital payment as on 31 March 2022 (the 'Statement') pursuant to the proposed buy-back of equity shares approved by the Board of Directors of the Company in their meeting held on 28 June 2022, in accordance with the provisions of Sections 68, 69 and 70 of the Companies Act, 2013, as amended ('the Act') and the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 ('the SEBI buy-back regulations'). The Statement contains the computation of amount of permissible capital payment towards buy-back of equity shares in accordance with the requirements of Section 68(2)(c) of the Act and based on the latest audited consolidated and standalone financial statements for the year ended 31 March 2022. We have attached the Statement for identification purposes only.

#### Management's Responsibility for the Statement

- The preparation of the Statement in accordance with the requirements of Section 68(2)(c) of the Act and ensuring compliance with the SEBI buy-back regulations, is the responsibility of the management of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
- The Board of Directors is also responsible to make a full enquiry into the affairs and prospects of the Company and to form an opinion on reasonable grounds that the Company will be able to pay its debts from the date of Board meeting at which the proposal for buy-back was approved; and will not be rendered insolvent within a period of one year from the date of the Board meeting at which the proposal for buy-back was approved by the Board of Directors of the Company, and in forming the opinion, it has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Act or the Insolvency and Bankruptcy Code, 2016. Further, a declaration is required to be signed by at least two directors of the Company in this respect in accordance with the requirements of Section 68 (6) of the Act and the SEBI buy-back regulations.

#### Auditor's Responsibility

- Pursuant to the requirements of the SEBI buy-back regulations, it is our responsibility to provide reasonable assurance on whether:
  - we have inquired into the state of affairs of the Company in relation to the audited standalone and consolidated financial statements for the year ended 31 March 2022;
  - the amount of permissible capital payment, as stated in the Statement, has been properly determined considering the audited financial statements for the year ended 31 March 2022 in accordance with Section 68(2)(c) of the Act;
  - the audited financial statements, on the basis of which calculation with reference to buy-back is done, are not more than six months old from the date of offer document; and
  - the Board of Directors of the Company, in its meeting held on 28 June 2022, has formed the opinion as specified in clause (x) of Schedule I to the SEBI buy-back regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the aforesaid date.

The audited financial statements, referred to in paragraph 5 above, have been audited by us, on which we have issued unmodified audit opinion vide our report dated 18 May 2022. Our audit of these financial statements was conducted in accordance with the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013 and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India (the 'ICAI'). Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. Such audit was not planned and performed in connection with any transactions to identify matters that maybe of potential interest to third parties.

6. We conducted our examination of the Statement in accordance with the 'Guidance Note on Reports or Certificates for Special Purposes' ('Guidance Note'), issued by the ICAI. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SOC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements, issued by the ICAI.

8. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the matters mentioned in paragraph 5 above. The procedures selected depend on the auditor's judgment, including the assessment of the risks associated with the matters mentioned in paragraph 5 above. We have performed the following procedures in relation to the matters mentioned in paragraph 5 above:

- Inquired into the state of affairs of the Company in relation to the audited standalone and consolidated financial statements for the year ended 31 March 2022;
- Examined authorisation for buy back from the Articles of Association of the Company;
- Agreed the balance of the Statement of Profit and Loss and Securities Premium Account as at 31 March 2022 as disclosed in the Statement with the audited standalone and consolidated financial statements;
- Examined that the ratio of secured and unsecured debt owed by the Company, if any, is not more than twice the capital and its free reserves after such buy-back;
- Examined that all the shares for buy-back are fully paid-up;
- Examined that the amount of capital payment for the buy-back as detailed in the Statement is within the permissible limit computed in accordance with Section 68(2)(c) of the Act;
- Inquired whether the Board of Directors of the Company, in its meeting held on 28 June 2022 has formed the opinion as specified in Clause (x) of Schedule I to the SEBI buy-back regulations, on reasonable grounds that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the aforesaid date of the board meeting;
- Examined minutes of the meetings of the Board of Directors;
- Examined the Directors' declarations for the purpose of buy-back and solvency of the Company;

- Verified the arithmetical accuracy of the Statement; and
- Obtained appropriate representations from the management of the Company.

#### Opinion

9. Based on our examination as above and the information, explanations and representations provided to us by the management, in our opinion:

- we have inquired into the state of affairs of the Company in relation to audited standalone and consolidated financial statements for the year ended 31 March 2022;
- the amount of the permissible capital payment towards the proposed buy-back of equity shares as computed in the accompanying Statement, is properly determined in accordance with the requirements of Section 68(2)(c) of the Act based on the audited financial statements for the year ended 31 March 2022;
- the audited standalone and consolidated financial statements, on the basis of which calculation with reference to buy-back is done, are not more than six months old from the date of offer document; and
- the Board of Directors of the Company, in its meeting held on 28 June 2022 has formed opinion as specified in clause (x) of Schedule I to the SEBI buy-back regulations, on reasonable grounds that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from the aforesaid date.

#### Restriction on distribution or use

10. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the provisions of Section 68 and other applicable provisions of the Act and the SEBI buy-back regulations, pursuant to the proposed buy-back of equity shares. Our obligations in respect of this report are entirely separate from, and our responsibility and liability is in no way changed by, any other role we may have had as auditors of the Company or otherwise. Nothing in this report, nor anything said or done in the course of or in connection with the services that are the subject of this report, will extend any duty of care we may have in our capacity as auditors of the Company.

11. This report is addressed to and provided to the Board of Directors of the Company solely for the purpose of enabling it to comply with the aforesaid requirements and to include this report, pursuant to the requirements of the SEBI buy-back regulations, (a) in the public announcement to be made to the shareholders of the Company, (b) to be filed with the Registrar of Companies, Securities and Exchange Board of India, National Stock Exchange of India Limited, BSE Limited, as required by the SEBI buy-back regulations, the Central Depository Services (India) Limited, National Securities Depository Limited and (iii) for providing to the manager(s) to the buy-back, each for the purpose of extinguishment of equity shares. Accordingly, this report may not be suitable for any other purpose, and therefore, should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose for which or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For Walker Chandok & Co LLP

Chartered Accountants

Firm Registration No.: 001076N/NS00013

Bharat Shetty

Partner

Membership No.: 106815

UDIN: 22106815ALVTAR3510

Place: Mumbai

Date: 28 June 2022

#### Annexure A - Statement of permissible capital payment

Computation of amount of permissible capital payment towards buyback of equity shares in accordance with Section 68 of the Companies Act, 2013 (the "Act") and the SEBI Buy-Back Regulations, based on the Standalone and Consolidated Financial Statements as at and for the year ended 31 March 2022.

(Rs. crore)

Particulars	Standalone	Consolidated
<b>Paid-up Equity Share Capital as at 31 March 2022</b>		
63,043,588 equity shares of Rs. 10 each, fully paid up (A)	63.04	63.04
Less: Equity shares held in trust for employees under ESOP scheme - 170,705 equity shares of Rs. 10 each.	(0.17)	(0.17)
Total Share Capital (A)	62.87	62.87
Free Reserves as at 31 March 2022		
Securities premium	1,099.90	1,099.90
Retained earnings	43.33	479.22
Total Free Reserves (B)	1,143.23	1,579.12
<b>Total (A + B)</b>	<b>1,206.10</b>	<b>1,641.99</b>
Maximum amount permissible for buy back under Section 68 of the Companies Act, 2013 i.e. 25% of total paid-up equity capital and free reserves with shareholders' resolution	301.52	410.50
Maximum amount permissible for buyback i.e. 10% of total paid-up equity capital and free reserves pursuant to Section 68 of the Act with Board resolution	120.61	164.20
Amount approved by the Board of Directors for buy-back in the meeting held on 28 June 2022	120.00	

For and on behalf of Board of Directors of Route Mobile Limited

Rajdikumar Gupta

Managing Director & Group CEO

Place: Mumbai

Date: 28 June 2022

#### Part B – Disclosures in accordance with Schedule IV of the Buyback Regulations

##### 1 DETAILS OF SHAREHOLDER APPROVAL FOR THE BUYBACK, IF APPLICABLE

The Buyback has been approved by the Board in its meeting dated June 28, 2022. Further, since the Maximum Buyback Size is less than 10% of the total paid-up equity share capital and free reserves of the Company based on the latest audited standalone and consolidated financial statements of the Company as on March 31, 2022, therefore in accordance with the proviso to the Section 68(2)(b) of the Companies Act and proviso to Regulation 5(i)(b) of the Buyback Regulations, the approval of the shareholders of the Company is not required.

##### 2 MINIMUM AND MAXIMUM NUMBER OF EQUITY SHARES PROPOSED TO BE BOUGHT BACK, SOURCES OF FUNDS AND COST OF FINANCING THE BUYBACK

2.1. At the Maximum Buyback Price and for the Maximum Buyback Size, the indicative maximum number of Equity Shares bought back would be 7,05,882 Equity Shares i.e., the Maximum Buyback Shares. If the Equity Shares are bought back at a price below the Maximum Buyback Price, the actual number of equity shares bought back could exceed the indicative Maximum Buyback Shares (assuming full deployment of Maximum Buyback Size) but will always be subject to the Maximum Buyback Size.

2.2. The actual number of Equity Shares bought back will depend upon the actual price, excluding the Transaction Costs, and the aggregate consideration paid in the Buyback, subject to the Maximum Buyback Size. The actual reduction in the existing number of Equity Shares would depend upon the price at which the Equity Shares of the Company are traded at the Stock Exchanges as well as the total number of Equity Shares bought back by the Company from the open market through the Stock Exchanges during the Buyback period.

2.3. Unless otherwise permitted under applicable law, the Company shall utilize at least 50% of the Maximum Buyback Size i.e., the Minimum Buyback Size towards the Buyback and accordingly, based on the Maximum Buyback Price and Minimum Buyback Size, the Company will purchase an indicative minimum of 3,52,942 Equity Shares.

2.4. The amount required by the Company for the Buyback (including the cost of funding the Buyback and the Transaction Costs) will be funded out of the internal accruals of the Company including free reserves, securities premium account and/or such other sources as may be permitted by the Buyback Regulations and the Companies Act, and on such terms and conditions as the Board may deem fit.

Activity	Date
Date of Board resolution approving Buyback	June 28, 2022</



4.4. For the implementation of the Buyback, the Company has appointed Edelweiss Securities Limited as its broker ("Company's Broker") through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows:

**Edelweiss Securities Limited**  
CIN: U67110MH1993PLC344634

**Address:** Edelweiss House, 12th Floor, off C.S.T. Road, Kalina, Mumbai - 400 098  
**Tel. no.:** +91 22 6623 3325; **Contact person:** Atul Benke

**Email:** instops@edelweissfin.com; **Website:** https://www.edelweiss.in  
**SEBI registration no.:** INZ000166136; **Validity period:** Permanent

4.5. The Equity Shares are traded under the: (a) scrip code: 543228 at BSE; and (b) symbol: ROUTE at NSE. The ISIN of the Equity Shares is INE450U01017.

4.6. The Company, shall, commencing from July 11, 2022 (i.e., the date of commencement of the Buyback), place "buy" orders on the Stock Exchanges on the normal trading segment to Buyback the Equity Shares through the Company's Broker, in such quantity and at such price, not exceeding the Maximum Buyback Price of INR 1,700 (Indian Rupees One Thousand Seven Hundred only) per Equity Share, as it may deem fit, depending upon the prevailing market price of the Equity Shares on the Stock Exchanges. When the Company has placed an order for Buyback of Equity Shares, the identity of the Company as purchaser shall be available to the market participants of the Stock Exchanges.

**Procedure for Buyback of Demat Shares:**

4.7. Beneficial owners holding Demat Shares who desire to sell their Equity Shares in the Buyback, would have to do so through their stock broker, who is a registered member of the Stock Exchanges, by indicating to their broker the details of the Equity Shares they intend to sell whenever the Company has placed a "buy" order for Buyback of the Equity Shares. The Company shall place a "buy" order for Buyback of Demat Shares, by indicating to the Company's Broker, the number of Equity Shares it intends to buy along with a price for the same. The trade would be executed at the price at which the order matches the price tendered by the beneficial owners and that price would be the Buyback price for that beneficial owner. The execution of the order, issuance of contract note and delivery of the stock to the member and receipt of payment would be carried out by the Company's Broker in accordance with the requirements of the Stock Exchanges and SEBI. Orders for Equity Shares can be placed on the trading days of the Stock Exchanges. The Company is not under any obligation to place "buy" order on a daily basis. The orders for buying back the Equity Shares will be placed on normal trading segment of Stock Exchanges atleast once a week.

4.8. It may be noted that a uniform price would not be paid to all the shareholders/beneficial owners pursuant to the Buyback and that the same would depend on the price at which the trade with that particular shareholder/beneficial owner was executed.

**Procedure for Buyback of physical shares:**

4.9. As per the proviso to Regulation 40(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended (as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2022) read with the SEBI circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020, SEBI notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, and the press releases dated December 3, 2018 and March 27, 2019 issued by SEBI, effective from April 1, 2019, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, the Company shall not accept the Equity Shares tendered under the Buyback unless such Equity Shares are in dematerialized form.

**ACCORDINGLY, ALL SHAREHOLDERS OF THE COMPANY HOLDING EQUITY SHARES IN PHYSICAL FORM AND DESIROUS OF TENDERING THEIR EQUITY SHARES IN THE BUYBACK ARE ADVISED TO APPROACH THE CONCERNED DEPOSITORY PARTICIPANT TO HAVE THEIR EQUITY SHARES DEMATERIALIZED. IN CASE ANY ELIGIBLE SHAREHOLDER HAS SUBMITTED EQUITY SHARES IN PHYSICAL FORM FOR DEMATERIALIZATION, SUCH ELIGIBLE SHAREHOLDERS SHOULD ENSURE THAT THE PROCESS OF DEMATERIALIZATION IS COMPLETED WELL IN TIME SO THAT THEY CAN PARTICIPATE IN THE BUYBACK BEFORE BUYBACK CLOSING DATE.**

4.10. Shareholders are requested to get in touch with the Manager to the Buyback or the Company's Broker or the Registrar and Share Transfer Agent of the Company to clarify any doubts in the process.

4.11. Subject to the Company purchasing Equity Shares for an amount equivalent to the Minimum Buyback Size, nothing contained herein shall create any obligation on the part of the Company or the Board to Buyback any additional Equity Shares or confer any right on the part of any shareholder to have any Equity Shares bought back, even if the Maximum Buyback Size has not been reached, and/or impair any power of the Company or the Board to terminate any process in relation to the Buyback, to the extent permissible by law. The Company is under no obligation to utilize the entire amount of Maximum Buyback Size or buy all the Maximum Buyback Shares. However, if the Company is not able to complete the Buyback equivalent to the Minimum Buyback Size, except for the reasons mentioned in the Buyback Regulations, the amount held in the escrow account (up to a maximum of 2.5% of the Maximum Buyback Size), may be liable to be forfeited and deposited in the Investor Protection and Education Fund of SEBI or as directed by SEBI in accordance with the Buyback Regulations.

4.12. The Company shall submit the information regarding the Equity Shares bought back by it to the Stock Exchanges on a daily basis in accordance with the Buyback Regulations. The Company shall also upload the information regarding the Equity Shares bought back by it on its website www.routemobile.com on a daily basis.

4.13. Eligible shareholders who intend to participate in the Buyback should consult their respective tax advisors for applicable taxes.

**5 METHOD OF SETTLEMENT**

5.1. **Settlement of Demat Shares:** The Company will pay consideration for the Buyback to the Company's Broker on or before every pay-in date for each settlement, as applicable to the Stock Exchanges where the transaction is executed. The Company has opened a depository account in the name "Route Mobile Limited-Buyback" ("Buyback Demat Account") with Stockholding Corporation of India Limited. Demat Shares bought back by the Company will be transferred into the Buyback Demat Account by the Company's Broker, on receipt of such Demat Shares and after completion of the clearing and settlement obligations of the Stock Exchanges. Beneficial owners holding Demat Shares would be required to transfer the number of such Demat Shares sold to the Company pursuant to the Buyback, in favour of their stock broker through whom the trade was executed, by tendering the delivery instruction slip to their respective depository participant ("DP") for debiting their beneficiary account maintained with the DP and crediting the same to the broker's pool account as per procedure applicable to normal secondary market transactions.

5.2. **Extinguishment of Demat Shares:** The Demat Shares bought back by the Company shall be extinguished and destroyed in the manner specified in the Securities and Exchange Board of India (Depository and Participants) Regulations, 2018, as amended, and bye-laws, the circulars and guidelines framed thereunder, in the manner specified in the Buyback Regulations and the Companies Act. The Equity Shares lying in credit in the Buyback Demat Account will be extinguished in accordance with the Buyback Regulations, provided that the Company undertakes to ensure that all Demat Shares bought back by the Company are extinguished within 7 (seven) days from the expiry of the Buyback Period (as defined below).

5.3. Consideration for the Equity Shares bought back by the Company shall be paid only by way of cash through normal banking channel.

**6 BRIEF INFORMATION ABOUT THE COMPANY**

6.1. The Company was incorporated as Routesms Solutions Private Limited on May 14, 2004. The Company was converted into a public limited company on April 17, 2007 and its name was changed to Routesms Solutions Limited. The name of the Company was changed to its present name i.e. Route Mobile Limited on March 16, 2016.

6.2. The registered office of the Company is located at 4th Dimension, 3rd Floor, Mind Space, Malad (West) Mumbai- 400064. Earlier the Registered office of the Company was situated at 401, Fourth Floor, Evershine Mall, New Link Road, Malad (West), Mumbai-400064. The corporate identity number of the Company (CIN) is L72900MH2004PLC146323. The Equity Shares were listed on the Stock Exchanges on September 21, 2020.

6.3. The Company is a leading cloud communication platform service provider, catering to enterprises over-the-top (OTT) players and mobile network operators (MNO). Our range of enterprise communication services include smart solutions in A2P Messaging, OTT Business Messaging, Voice, Email, and SMS Filtering, Analytics & Monetization.

**7 FINANCIAL INFORMATION ABOUT THE COMPANY**

7.1. The selected financial information of the Company (prepared in accordance with Indian Accounting Standards ("Ind-AS")), on a standalone basis, as extracted from the audited results for the last three financial years i.e., financial years ended on March 31, 2022, March 31, 2021 and March 31, 2020 are detailed below:

(Amount in INR crore)

Particulars	Audited		
	For the year ended on March 31, 2022	For the year ended on March 31, 2021	For the year ended on March 31, 2020
Revenue	333.81	376.38	406.55
Other Income	40.21	11.58	18.54
<b>Total Income</b>	<b>374.02</b>	<b>387.96</b>	<b>425.09</b>
Total Expense (excluding Interest, Depreciation & Amortisation, Tax and Exceptional Items)	318.90	346.02	392.47
Interest Expense/ (Income)	1.92	1.79	2.80
Depreciation & Amortisation	14.78	10.38	6.34
Exceptional Items <sup>®</sup>	5.00	-	13.39
Profit Before Tax	33.42	29.77	10.08
Profit After Tax	27.76	22.33	7.55
Other comprehensive income during the year	(0.57)	(0.10)	(0.15)
Total comprehensive income/ (loss) for the year	27.19	22.23	7.40
Paid-up Equity Share Capital	62.87	57.71	50.00
Reserve & Surplus excluding revaluation reserves and miscellaneous expenditure to the extent not written-off	1,162.10	287.03	24.32
Net worth excluding revaluation reserves and miscellaneous expenditure to the extent not written-off	1,224.97	344.74	74.32
Total debt	-	0.21	37.55
- Secured Loans	-	0.21	37.55
- Unsecured Loans	-	-	-

<sup>®</sup>Details of Exceptional Items:

(Amount in INR crore)

Particulars	Audited		
	For the year ended on March 31, 2022	For the year ended on March 31, 2021	For the year ended on March 31, 2020
Impairment	5.00	-	-
Service tax (Sabka vikas)	-	-	13.39
<b>TOTAL</b>	<b>5.00</b>	<b>-</b>	<b>13.39</b>

(Amount in INR except certain ratios)

Key Ratios	For the year ended on March 31, 2022	For the year ended on March 31, 2021	For the year ended on March 31, 2020
	(Audited)	(Audited)	(Audited)
Basic Earnings per Equity Share (₹)	4.65	4.15	1.51
Diluted Earnings per Equity Share (₹)	4.65	4.06	1.51
Book value per Equity Share (₹)*	194.83	59.73	14.86
Debt/ Equity Ratio	0.00%	0.06%	50.52%
Return on Average Net Worth (%)	3.54%	10.66%	9.55%

\*Treasury shares : 1,70,705 equity shares held in the trust for employees under ESOP scheme are issued but not transferred to employees as at March 31, 2022. Therefore while computing the Book value per equity share the treasury shares are reduced for computation.

The key ratios have been computed as below:

Key Ratios	Basis
Basic Earnings per Equity Share (₹)	Net Profit attributable to equity shareholders/ weighted average no. of Equity Shares outstanding during the year
Diluted Earnings per Equity Share (₹)	Net Profit attributable to equity shareholders/ weighted average no. of Equity Shares outstanding during the year (assuming issuance of all the shares kept in abeyance)
Book value per Equity Share (₹)	(Paid up Equity Share Capital + Free Reserves and Surplus)/ No. of Equity Shares subscribed outstanding at year end
Debt-Equity Ratio	Total Debt/ Net Worth
Return on Net Worth excluding revaluation reserves (%)	Net Profit After Tax/ Average Net Worth excluding revaluation reserves (%)

7.2. The selected financial information of the Company (prepared in accordance with Ind-AS), on a consolidated basis, as extracted from the audited results for the last three financial years i.e., financial years ended on March 31, 2022, March 31, 2021 and March 31, 2020 are detailed below:

(Amount in INR crore)

Particulars	For the year ended on March 31, 2022	For the year ended on March 31, 2021	For the year ended on March 31, 2020
	(Audited)	(Audited)	(Audited)
Revenue	2,002.03	1,406.18	956.25
Other Income	20.06	15.98	11.85
Total Income	2,022.09	1,422.16	968.10
Total Expense (excluding Interest, Depreciation & Amortisation, Tax and Exceptional Items)	1,783.39	1,232.10	856.30
Interest Expense/ (Income)	5.16	2.75	4.87
Depreciation & Amortisation	38.32	25.76	22.68
Exceptional Items <sup>®</sup>	-	-	14.89
Profit Before Tax	195.22	161.55	69.36
Profit After Tax	170.08	132.76	58.20
Other comprehensive income during the year	1.25	1.30	5.74
Total comprehensive income/ (loss) for the year	171.33	134.06	63.94
Total comprehensive income is attributable to:			
• Owners of the parent	167.41	134.55	64.22
• Non-controlling interests	3.92	(0.49)	(0.28)
Paid-up Equity Share Capital	62.87	57.71	50.00
Reserve & Surplus excluding revaluation reserves	1,609.70	594.40	219.38
Net worth excluding revaluation reserves	1,672.57	652.11	269.38
Total debt	-	3.97	41.07
- Secured Loans	-	3.97	41.07
- Unsecured Loans	-	-	-

<sup>®</sup>Details of Exceptional Items:

(Amount in INR crore)

Particulars	Audited		
	For the year ended on March 31, 2022	For the year ended on March 31, 2021	For the year ended on March 31, 2020
Service tax (Sabka vikas)	-	-	14.89
<b>TOTAL</b>	<b>-</b>	<b>-</b>	<b>14.89</b>

(Amount in INR except certain ratios)

Key Ratios	For the year ended on March 31, 2022	For the year ended on March 31, 2021	For the year ended on March 31, 2020
	(Audited)	(Audited)	(Audited)
Basic Earnings per Equity Share (₹)	27.82	24.76	11.65
Diluted Earnings per Equity Share (₹)	27.82	24.76	11.65
Book value per Equity Share (₹)*	266.02	112.99	53.88
Debt/ Equity Ratio	0.00%	0.61%	15.25%
Return on Average Net Worth (%)	14.63%	28.81%	23.65%

\*Treasury shares : 1,70,705 equity shares held in the trust for employees under ESOP scheme are issued but not transferred to employees as at March 31, 2022. Therefore while computing the Book value per equity share the treasury shares are reduced for computation.

The key ratios have been computed as below:

Key Ratios	Basis
Basic Earnings per Equity Share (₹)	Net Profit attributable to equity shareholders/ weighted average no. of Equity Shares outstanding during the year
Diluted Earnings per Equity Share (₹)	Net Profit attributable to equity shareholders/ weighted average no. of Equity Shares outstanding during the year (assuming issuance of all the shares kept in abeyance)
Book value per Equity Share (₹)	(Paid up Equity Share Capital + Free Reserves and Surplus)/ No. of Equity Shares subscribed outstanding at year end
Debt-Equity Ratio	Total Debt/ Net Worth
Return on Net Worth excluding revaluation reserves (%)	Net Profit After Tax/ Average Net Worth excluding revaluation reserves (%)

**8 DETAILS OF ESCROW ACCOUNT**

8.1. In accordance with Regulation 20 of the Buyback Regulations and towards security for performance of its obligations under the Buyback Regulations, the Company has appointed Kotak Mahindra Bank Limited, having its registered office at 27 BKC, C27, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051 as an escrow bank ("Escrow Bank"), and an escrow agreement dated June 29, 2022 ("Escrow Agreement") has been entered into between the Company, the Manager to the Buyback and the Escrow Bank.

8.2. In accordance with the Escrow Agreement, the Company has opened an escrow account titled "Route Mobile Buyback Escrow Account" ("the Escrow Account"). The Company has authorized the Manager to the Buyback to operate the Escrow Account in compliance with the Buyback Regulations and the Escrow Agreement. Before opening of the Buyback, the Company will deposit in the Escrow Account cash aggregating to at least INR 30,00,00,000 (Indian Rupees Thirty Crore only), being 25% of the Maximum Buyback Size ("Escrow Amount"), in accordance with the Buyback Regulations.

8.3. The funds in the Escrow Account may be released for making payment to the shareholders subject to at least 2.5% of the Maximum Buyback Size remaining in the Escrow Account at all points in time.

8.4. If the Company is not able to complete the Buyback equivalent to the Minimum Buyback Size, except for the reasons mentioned in the Buyback Regulations, the amount held in the Escrow Account (up to a maximum of 2.5% of the Maximum Buyback Size), may be liable to be forfeited and deposited in the Investor Protection and Education Fund of SEBI or as directed by SEBI in accordance with the Buyback Regulations.

8.5. The balance lying to the credit of the Escrow Account will be released to the Company on completion of all obligations in accordance with the Buyback Regulations.

**9 LISTING DETAILS AND STOCK MARKET DATA**

9.1. The Equity Shares of the Company are listed on BSE and NSE.

9.2. The high, low and average market prices of the Equity Shares for the preceding 3 (three) years and the monthly high, low and average market prices of the Equity Shares for the 6 (six) months preceding the date of the Public Announcement and their corresponding volumes on the BSE and NSE are as follows:

**BSE**

Period	High price <sup>1</sup> (INR)	Date of high price	No. of Equity Shares traded on that date	Low price <sup>1</sup> (INR)	Date of low price	No. of Equity Shares traded on that date	Average price <sup>2</sup> (INR)	Total volume traded in the period (No. of Equity Shares)	Total turnover of business transacted in the period (INR in lakh)
<b>Preceding 3 financial years</b>									
April 1, 2019 to March 31, 2020								NA*	
April 1, 2020 to September 20, 2020								NA*	
September 21, 2020 to March 31, 2021	1,979.00	February 17, 2021	98,715	625.00	September 21, 2020	27,26,932	1,172.51	15,724,566	152,182.79
April 1, 2021 to March 31, 2022	2,388.10	October 12, 2021	1,31,397	1,396.00	February 24, 2022	58,381	1,804.19	1,04,21,281	191,271.98
<b>Preceding 6 months</b>									
December, 2021	1,920.00	December 9, 2021	26,461	1,666.00	December 27, 2021	6,261	1,770.14	236,141	4,227.90
January, 2022	1,935.00	January 12, 2022	47,169	1,480.00	January 27, 2022	45,021	1,778.20	599,447	10,357.13
February, 2022	1,886.60	February 1, 2022	42,756	1,396.00	February 24, 2022	58,381	1,632.06	415,730	6,699.68
March 2022	1,688.80	March 10, 2022	19,222	1,482.00	March 2, 2022	21,659	1,550.94	307,942	4,792.04
April, 2022	1,650.00	April 29, 2022	40,324	1,523.05	April 18, 2022	71,999.00	1,582.26	298,439	4,740.35

May 2022	1,727.25	May 4, 2022	20,554	1,065.50	May 26, 2022	28,014	1,374.75	712,716	9,407.92
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\*Not applicable - since Company listed on Stock exchanges on September 21, 2020.

Source: www.bseindia.com

**Notes:**

(1) High and low are based on high and low of daily high and daily low prices respectively.

(2) Arithmetic average of the closing prices of all trading days during the said period.

**NSE**

Period	High price <sup>1</sup> (INR)	Date of high price	No. of Equity Shares traded on that date	Low price <sup>1</sup> (INR)	Date of low price	No. of Equity Shares traded on that date	Average price <sup>2</sup> (INR)	Total volume traded in the period (No. of Equity Shares)	Total turnover of business transacted in the period (INR in lakh)
<b>Preceding 3 financial years</b>									
April 1, 2019 to March 31, 2020								N.A.*	
April 1, 2020 to September 20, 2020								N.A.*	
September 21, 2020 to March 31, 2021	1,979.65	Feb 17, 2021	1,642,725	625.00	Sep 21, 2020	29,189,660	1,172.74	185,723,285	182,812.81
April 1, 2021 to March 31, 2022	2,389.00	Oct 12, 2021	1,009,926	1,395.00	Feb 24, 2022	284,895	1,804.25	106,981,789	200,241.81
<b>Preceding 6 months</b>									
December, 2021	1,923.20	Dec 9, 2021	275,447	1,663.25	Dec 27, 2021	161,901	1,770.46	3,319,104	59,251.77
January, 2022	1,935.60	Jan 12, 2022	554,973	1,480.00	Jan 27, 2022	364,531	1,777.95	7,545,963	130,286.68
February, 2022	1,888.90	Feb 1, 2022	1,147,952	1,396.00	Feb 24, 2022	284,895	1,631.92	47,95,618	79,220.88
March 2022	1,6								









# ROUTE MOBILE LIMITED

CIN: L72900MH2004PLC146323

Registered Office: 4th Dimension, 3rd Floor, Mind Space, Malad (West) Mumbai- 400064. Tel.: +91-22-40337676; Fax: +91-22-40337650; Website: https://routemobile.com/ Contact Person: Mr. Rathindra Das, Group Head Legal, Company Secretary & Compliance Officer; E-mail: complianceofficer@routemobile.com

**PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/ BENEFICIAL OWNERS OF EQUITY SHARES OF ROUTE MOBILE LIMITED FOR THE BUYBACK OF EQUITY SHARES FROM THE OPEN MARKET THROUGH STOCK EXCHANGES UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED**

This public announcement ("Public Announcement") is being made in relation to the Buyback (as defined below) of Equity Shares (as defined below) of Route Mobile Limited (the "Company") pursuant to Regulation 16(iv)(b) and other applicable provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, for the time being in force including any statutory modifications and amendments thereto from time to time ("Buyback Regulations") and contains the disclosures as specified in Schedule IV to the Buyback Regulations read with Schedule I of the Buyback Regulations.

Certain figures contained in this Public Announcement, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to two decimal points.

**OFFER FOR BUYBACK OF EQUITY SHARES OF ROUTE MOBILE LIMITED ("COMPANY") OF FACE VALUE OF INR 10/- (INDIAN RUPEES TEN ONLY) EACH ("EQUITY SHARES") FROM THE OPEN MARKET THROUGH STOCK EXCHANGES.**

**Part A – Disclosures in accordance with Schedule I of the Buyback Regulations**

**1 DETAILS OF THE BUYBACK OFFER AND OFFER PRICE**

- Pursuant to the provisions of Sections 68, 69, 70, and all other applicable provisions, if any, of the Companies Act, 2013, as amended ("Companies Act"), the Companies (Share Capital and Debentures) Rules, 2014, as amended, ("Share Capital Rules"), the Companies (Management and Administration) Rules, 2014, as amended, ("Management Rules"), and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("LODR Regulations"), to the extent applicable, and the provisions of the Buyback Regulations, Article 8.2 of the Articles of Association of the Company and pursuant to the resolutions passed by the board of directors of the Company (the "Board" or the "Board of Directors") at its meeting held on June 28, 2022 ("Board Meeting"), the Board approved the buyback of the Company's fully paid-up Equity Shares from its equity shareholders/ beneficial owners of the Equity Shares excluding promoters, promoter group and persons who are in control of the Company, at a price not exceeding INR 1,700 (Indian Rupees One Thousand Seven Hundred only) per Equity Share ("Maximum Buyback Price") and for an aggregate amount not exceeding INR 120,00,00,000 (Indian Rupees One Hundred Twenty Crore only), ("Maximum Buyback Size") payable in cash via the "open market" route through stock exchange mechanism i.e., using the electronic trading facilities of the stock exchanges where the Equity Shares of the Company are listed i.e., BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") (collectively, "Stock Exchanges") under the Buyback Regulations and the Companies Act (the process being referred hereinafter as "Buyback"). The Maximum Buyback Size shall not include any expenses incurred or to be incurred for the Buyback such as filing fees payable to SEBI, advisors' fees, Stock Exchanges' fee for usage of their platform for Buyback, brokerage, applicable taxes such as securities transaction tax, Goods and Services Tax, buyback tax, stamp duty, etc., public announcement publication expenses, intermediaries' fees, printing and dispatch expenses and other incidental and related expenses ("Transaction Costs").
- The Maximum Buyback Size represents 9.95% and 7.31% of the aggregate of the total paid-up equity share capital and free reserves of the Company based on the audited standalone and consolidated financial statements of the Company as on March 31, 2022 respectively (being the latest available audited standalone and consolidated financial statements of the Company). Further, since the Maximum Buyback Size is not more than 10% of the total paid-up equity share capital and free reserves of the Company in accordance with the proviso to the Section 68(2)(b) of the Companies Act and proviso to Regulation 5(i)(b) of the Buyback Regulations, the approval of the shareholders of the Company is not required.
- At the Maximum Buyback Price and the Maximum Buyback Size, the indicative maximum number of Equity Shares bought back would be 7,05,882 Equity Shares ("Maximum Buyback Shares") which is 1.12 % of the total paid up equity share capital of the Company. If the equity shares are bought back at a price below the Maximum Buyback Price, the actual number of equity shares bought back could exceed the indicative Maximum Buyback Shares (assuming full deployment of Maximum Buyback Size) but will always be subject to the Maximum Buyback Size. Further, the number of Equity Shares to be bought back will not exceed 25% of the total paid up equity capital of the Company.
- Unless otherwise permitted under applicable law, the Company shall utilize at least 50% of the Maximum Buyback Size i.e., INR 60,00,00,000 (Indian Rupees Sixty Crore only) ("Minimum Buyback Size") towards the Buyback and accordingly, based on the Maximum Buyback Price and Minimum Buyback Size, the Company will purchase an indicative minimum number of 3,52,942 Equity Shares.
- The Buyback (including Transaction Costs) will be implemented by the Company out of its securities premium account, free reserves and/or such other source as may be permitted under Section 68(1) of the Companies Act and Regulation 4(b) of the Buyback Regulations, by way of open market purchases through the Stock Exchanges, by the order matching mechanism except "all or none" order matching system, as provided under Regulation 4(iv)(b)(ii) of the Buyback Regulations. Further, as required under the Companies Act and the Buyback Regulations, the Company shall not buyback the locked-in Equity Shares and non-transferable Equity Shares or specified securities, if any, or held in physical form Equity Shares till the pendency of the lock-in or until the Equity Shares become transferable. There are no partly paid-up Equity Shares with calls in arrears.
- The Buyback is subject to receipt of such sanctions and approvals from statutory, regulatory or governmental authorities as may be required under applicable laws, including the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI"), and the Stock Exchanges, as may be applicable.
- This Buyback from non-resident members, overseas corporate bodies, foreign institutional investors/ foreign portfolio investors, and members of foreign nationality, if any, etc. is subject to such approvals as may be required including approvals from the RBI under the Foreign Exchange Management Act, 1999 and the rules, regulations framed thereunder, if any, and such approvals shall be required to be taken by such non-resident members.
- The Buyback shall be implemented in the manner and following the procedure prescribed in the Companies Act and the Buyback Regulations, and as may be determined by the Board (including the Buyback Committee authorized to complete the formalities of the Buyback) and on such terms and conditions as may be permitted by law from time to time.
- A copy of this Public Announcement will be available on the website of the Company at www.routemobile.com and is expected to be available on the website of SEBI i.e., www.sebi.gov.in during the period of the Buyback and on the websites of the Stock Exchanges i.e., www.bseindia.com and www.nseindia.com, respectively.

**2 NECESSITY FOR THE BUYBACK**

- The Buyback is being undertaken, *inter alia*, for the following reasons:
  - For seeking a fair revaluation of the Company's stock price;
  - Utilize its available surplus funds, which is in excess of the surplus amount needed to be retained by the Company for future growth over a medium term.
  - Improving the Company's return on equity, based on the assumption that the Company would earn similar profits as in the past and increasing shareholder value in the long term;
  - The Buyback gives an option to the equity shareholders/ beneficial holders of the Equity Shares to either participate in the Buyback and get cash in lieu of Equity Shares to be accepted under the Buyback, or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post the Buyback, without additional investment.
- The Buyback is not likely to cause any material impact on the profitability/ earnings of the Company and the Buyback will not in any manner impair the ability of the Company to pursue growth opportunities or meet its cash requirements for business operations and for continued capital investment, as and when required.

**3 MAXIMUM PRICE FOR BUYBACK OF THE EQUITY SHARES AND BASIS OF ARRIVING AT THE BUYBACK PRICE**

- The Maximum Buyback Price of INR 1,700 (Indian Rupees One Thousand Seven Hundred only) per Equity Share has been arrived at after considering various factors, including trends in the market price of the Equity Shares on the Stock Exchanges, the net worth of the Company and the potential impact of the Buyback on the earnings per share and other similar ratios of the Company. Maximum Buyback Price excludes the Transaction Costs.
- The maximum amount of funds required for the Buyback will not exceed INR 120,00,00,000 (Indian Rupees One Hundred Twenty Crore only), (i.e., the Maximum Buyback Size), representing 9.95% and 7.31% of the aggregate of the total paid-up equity share capital and free reserves of the Company based on the audited standalone and consolidated financial statements of the Company as on March 31, 2022, which is less than 10% of the aggregate of the total paid-up share capital and free reserves of the Company based on the latest audited financial statements of the Company as at March 31, 2022 (on a standalone and consolidated basis, respectively).
- The Maximum Buyback Price of INR 1,700 (Indian Rupees One Thousand Seven Hundred only) per Equity Share represents: (i) a premium of 32.19% and 32.45% over the volume weighted average market price of the Equity Shares on BSE and NSE, respectively, for the one month preceding June 23, 2022, being the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buyback, i.e., June 28, 2022; (ii) a premium of 35.00% and 35.42% over the volume weighted average market price of the Equity Shares on BSE and NSE, respectively, for two weeks preceding June 23, 2022, being the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buyback. i.e., June 28, 2022; (iii) a premium of 54.49% and 54.55% over the closing market price of the Equity Shares as one trading day prior to the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buyback i.e., June 28, 2022 and (iv) a premium of 24.59% and 24.47% over the closing market price of the Equity Shares as on the trading day prior to the date of commencement of the Board Meeting i.e., June 28, 2022.
- The Buyback is proposed to be completed within a maximum period of 6 (six) months from the date of opening of the Buyback or such other period as may be permitted under the Companies Act and/or Buyback Regulations or as may be directed by the appropriate authorities. Subject to the Maximum Buyback Price of INR 1,700 (Indian Rupees One Thousand Seven Hundred only) per Equity Share, maximum validity period of 6 (six) months from the date of opening of the Buyback or such other period as may be permitted under the Companies Act and/or Buyback Regulations or as may be directed by the appropriate authorities, and achievement of the Minimum Buyback Size, the actual time frame and the price for the Buyback will be determined by the Board or the Buyback Committee or their duly authorized representatives, at their discretion, in accordance with the Buyback Regulations.
- The actual number of Equity Shares bought back during the buyback period will depend upon the actual price paid for the Buyback, excluding the Transaction Costs and the aggregate amount paid in the Buyback, subject to the Maximum Buyback Size. The actual reduction in existing number of Equity Shares would depend upon the price at which the Equity Shares of the Company are traded at the Stock Exchanges as well as the total number of Equity Shares bought back by the Company from the open market through the Stock Exchanges during the Buyback period.

**4 MAXIMUM NUMBER OF EQUITY SHARES THAT THE COMPANY PROPOSES TO BUYBACK**

- Subject to the market price of the Equity Shares being equal to the Maximum Buyback Price, the indicative maximum number of Equity Shares bought back would be approximately 7,05,882 Equity Shares (i.e., the Maximum Buyback Shares) which is 1.12 % of the total paid-up equity share capital of the Company.
- If the Equity Shares are bought back at a price below the Maximum Buyback Price, the actual number of Equity Shares bought back could exceed the indicative Maximum Buyback Shares (assuming full deployment of Maximum Buyback Size) but will always be subject to the Maximum Buyback Size. Further, the number of Equity Shares to be bought back will not exceed 25% of the total paid up equity capital of the Company.

**5 DETAILS OF SHAREHOLDING OF PROMOTERS AND PROMOTER GROUP AND OTHER DETAILS**

- The aggregate shareholding of the members of promoter and promoter group and who are in control of the Company as on the date of the Board Meeting i.e., June 28, 2022, and the date of the Public Announcement

i.e., June 29, 2022, is as follows:

Sr. No.	Name	Category	No. of Equity Shares held	Percentage (%)
1.	Sandipkumar Chandrakant Gupta	Promoter	92,57,143	14.68
2.	Rajdipkumar Chandrakant Gupta	Promoter	92,57,143	14.68
3.	Chandrakant Jagannath Gupta	Promoter Group	23,00,000	3.65
4.	Chamelidevi Chandrakant Gupta	Promoter Group	23,00,000	3.65
5.	Sarika Rajdip Gupta	Promoter Group	43,20,000	6.85
6.	Sunita Sandip Gupta	Promoter Group	43,20,000	6.85
7.	Chandrakant J Gupta (HUF)	Promoter Group	3,60,000	0.57
8.	Rajdipkumar C Gupta (HUF)	Promoter Group	3,00,000	0.48
9.	Sandipkumar C Gupta (HUF)	Promoter Group	3,00,000	0.48
10.	Sandipkumar Chandrakant Gupta (holds shares as a trustee on behalf of CC Gupta Family Trust)	Promoter Group	50,00,000	7.93
<b>Total</b>			<b>3,77,14,286</b>	<b>59.82</b>

- No Equity Shares or other specified securities of the Company have been purchased or sold by members of promoter and promoter group of the Company on the Stock Exchanges or off market, during a period of 12 (twelve) months preceding the date of the Public Announcement, i.e., June 29, 2022 and 6 (six) months preceding the date of the Board Meeting i.e., June 28, 2022.

- As on date, the Company does not have any corporate promoters.

**6 INTENTION OF THE PROMOTERS, PROMOTER GROUP AND PERSONS IN CONTROL OF THE COMPANY TO PARTICIPATE IN THE BUYBACK**

- As per Regulation 16(ii) of the Buyback Regulations, the Buyback is being implemented by way of open market purchases through the Stock Exchanges and shall not be made from the promoters and promoter group of the Company and the persons who are in control of the Company.
- Further, as per Regulation 24(i)(e) of the Buyback Regulations, the members of the promoters and promoter group and persons in control of the Company and/ or their associates shall not deal in the Equity Shares or other specified securities of the Company either through the stock exchanges or off-market transactions (including inter-se transfer of Equity Shares among the members of the promoter and promoter group) during the period from the date of the Board Meeting i.e., June 28, 2022, till completion of the Buyback in accordance with the Buyback Regulations.

**7 SUBSISTING DEFAULTS**

The Company confirms that there are no defaults subsisting in the repayment of deposits, interest payment thereon, redemption of debentures or interest payment thereon or redemption of preference shares or payment of dividend due to any member, or repayment of any term loans or interest payable thereon to any financial institution or banking company.

**8 CONFIRMATIONS FROM THE BOARD**

The Board of Directors of the Company has confirmed during the Board Meeting it has made a full enquiry into the affairs and prospects of the Company and that based on such full inquiry conducted into the affairs and prospects of the Company, the Board has formed an opinion that:

- immediately following the date of the Board meeting at which the Buy-back of the Equity Shares of the Company is approved (i.e., June 28, 2022), there will be no grounds on which the Company could be found unable to pay its debts;
- as regards the Company's prospects for the year immediately following the date of the Board meeting held on June 28, 2022, and having regard to the Board's intention with respect to the management of Company's business during that year and to the amount and character of the financial resources which will in the Board's view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of 1 (one) year from the date of the Board meeting held on June 28, 2022; and
- in forming an opinion as aforesaid, the Board has taken into account the liabilities, as if the Company were being wound up under the provisions of the Companies Act, 1956 or the Companies Act, or the Insolvency and Bankruptcy Code, 2016, as applicable (including prospective and contingent liabilities).

**9 REPORT OF THE AUDITOR ON PERMISSIBLE CAPITAL PAYMENT AND OPINION FORMED BY DIRECTORS REGARDING INSOLVENCY**

The text of the report dated June 28, 2022 received from Walker Chandio & Co LLP Chartered Accountants, addressed to the Board is reproduced below:

**Independent Auditor's Report on proposed buy-back of equity shares pursuant to the requirements of clause (xi) of the Schedule I to the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018**

To,  
The Board of Directors  
**Route Mobile Limited**  
3rd Floor, 4th Dimension,  
MindSpace, Malad West,  
Mumbai, Maharashtra- 400064

- This report is issued in accordance with the terms of our engagement letter dated 27 June 2022 with Route Mobile Limited (the "Company").
- The management of the Company has prepared the accompanying Annexure A - Statement of permissible capital payment as on 31 March 2022 (the "Statement") pursuant to the proposed buy-back of equity shares approved by the Board of Directors of the Company in their meeting held on 28 June 2022, in accordance with the provisions of Sections 68, 69 and 70 of the Companies Act, 2013, as amended (the "Act") and the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 (the "SEBI buy-back regulations"). The Statement contains the computation of amount of permissible capital payment towards buy-back of equity shares in accordance with the requirements of Section 68(2)(c) of the Act and based on the latest audited consolidated and standalone financial statements of the year ended 31 March 2022. We have attached the Statement for identification purposes only.

**Management's Responsibility for the Statement**

- The preparation of the Statement in accordance with the requirements of Section 68(2)(c) of the Act and ensuring compliance with the SEBI buy-back regulations, is the responsibility of the management of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
- The Board of Directors is also responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion on reasonable grounds that the Company will be able to pay its debts from the date of Board meeting at which the proposal for buy-back was approved; and will not be rendered insolvent within a period of one year from the date of the Board meeting at which the proposal for buy-back was approved by the Board of Directors of the Company, and in forming the opinion, it has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Act or the Insolvency and Bankruptcy Code, 2016. Further, a declaration is required to be signed by at least two directors of the Company in this respect in accordance with the requirements of Section 68 (6) of the Act and the SEBI buy-back regulations.

**Auditor's Responsibility**

- Pursuant to the requirements of the SEBI buy-back regulations, it is our responsibility to provide reasonable assurance on whether:
  - we have inquired into the state of affairs of the Company in relation to the audited standalone and consolidated financial statements for the year ended 31 March 2022;
  - the amount of permissible capital payment, as stated in the Statement, has been properly determined considering the audited financial statements for the year ended 31 March 2022 in accordance with Section 68(2)(c) of the Act;
  - the audited financial statements, on the basis of which calculation with reference to buy-back is done, are not more than six months old from the date of offer document; and
  - the Board of Directors of the Company, in its meeting held on 28 June 2022, has formed the opinion as specified in clause (x) of Schedule I to the SEBI buy-back regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the aforesaid date.

The audited financial statements, referred to in paragraph 5 above, have been audited by us, on which we have issued unmodified audit opinion vide our report dated 18 May 2022. Our audit of these financial statements was conducted in accordance with the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013 and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India (the "ICAI"). Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. Such audit was not planned and performed in connection with any transactions to identify matters that maybe of potential interest to third parties.

- We conducted our examination of the Statement in accordance with the 'Guidance Note on Reports or Certificates for Special Purposes' ('Guidance Note'), issued by the ICAI. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
- We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements, issued by the ICAI.
- A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the matters mentioned in paragraph 5 above. The procedures selected depend on the auditor's judgment, including the assessment of the risks associated with the matters mentioned in paragraph 5 above. We have performed the following procedures in relation to the matters mentioned in paragraph 5 above:
  - Inquired into the state of affairs of the Company in relation to the audited standalone and consolidated financial statements for the year ended 31 March 2022;
  - Examined authorisation for buy back from the Articles of Association of the Company;
  - Agreed the balance of the Statement of Profit and Loss and Securities Premium Account as at 31 March 2022 as disclosed in the Statement with the audited standalone and consolidated financial statements;
  - Examined that the ratio of secured and unsecured debt owed by the Company, if any, is not more than twice the capital and its free reserves after such buy-back;
  - Examined that all the shares for buy-back are fully paid-up;
  - Examined that the amount of capital payment for the buy-back as detailed in the Statement is within the permissible limit computed in accordance with Section 68(2)(c) of the Act;
  - Inquired whether the Board of Directors of the Company, in its meeting held on 28 June 2022 has formed the opinion as specified in Clause (x) of Schedule I to the SEBI buy-back regulations, on reasonable grounds that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the aforesaid date of the board meeting ;
  - Examined minutes of the meetings of the Board of Directors;
  - Examined the Directors' declarations for the purpose of buy-back and solvency of the Company;

- Verified the arithmetical accuracy of the Statement; and
- Obtained appropriate representations from the management of the Company.

**Opinion**

- Based on our examination as above and the information, explanations and representations provided to us by the management, in our opinion:
  - we have inquired into the state of affairs of the Company in relation to audited standalone and consolidated financial statements for the year ended 31 March 2022;
  - the amount of the permissible capital payment towards the proposed buy-back of equity shares as computed in the accompanying Statement, is properly determined in accordance with the requirements of Section 68(2)(c) of the Act based on the audited financial statements for the year ended 31 March 2022;
  - the audited standalone and consolidated financial statements, on the basis of which calculation with reference to buy-back is done, are not more than six months old from the date of offer document; and
  - the Board of Directors of the Company, in its meeting held on 28 June 2022 has formed opinion as specified in clause (x) of Schedule I to the SEBI buy-back regulations, on reasonable grounds that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from the aforesaid date.

**Restriction on distribution or use**

- Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the provisions of Section 68 and other applicable provisions of the Act and the SEBI buy-back regulations, pursuant to the proposed buy-back of equity shares. Our obligations in respect of this report are entirely separate from, and our responsibility and liability is in no way changed by, any other role we may have had as auditors of the Company or otherwise. Nothing in this report, nor anything said or done in the course of or in connection with the services that are the subject of this report, will extend any duty of care we may have in our capacity as auditors of the Company.
- This report is addressed to and provided to the Board of Directors of the Company solely for the purpose of enabling it to comply with the aforesaid requirements and to include this report, pursuant to the requirements of the SEBI buy-back regulations, (a) in the public announcement to be made to the shareholders of the Company, (b) to be filed with the Registrar of Companies, Securities and Exchange Board of India, National Stock Exchange of India Limited, BSE Limited, as required by the SEBI buy-back regulations, the Central Depository Services (India) Limited, National Securities Depository Limited and (iii) for providing to the manager(s) to the buy-back, each for the purpose of extinguishment of equity shares. Accordingly, this report may not be suitable for any other purpose, and therefore, should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose for which or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

**For Walker Chandio & Co LLP**

Chartered Accountants  
Firm Registration No.: 001076N/N500013

**Bharat Shetty**

Partner  
Membership No.: 106815  
UDIN: 22106815ALVTAR3510  
Place: Mumbai  
Date: 28 June 2022

**Annexure A - Statement of permissible capital payment**

Computation of amount of permissible capital payment towards buyback of equity shares in accordance with Section 68 of the Companies Act, 2013 (the "Act") and the SEBI Buy-Back Regulations, (as on the Standalone and Consolidated Financial Statements as at and for the year ended 31 March 2022.

(Rs. crore)

Particulars	Standalone	Consolidated
<b>Paid-up Equity Share Capital as at 31 March 2022</b>		
63,043,588 equity shares of Rs. 10 each, fully paid up (A)	63.04	63.04
Less: Equity shares held in trust for employees under ESOP scheme - 170,705 equity shares of Rs. 10 each.	(0.17)	(0.17)
Total Share Capital (A)	62.87	62.87
Free Reserves as at 31 March 2022		
Securities premium	1,099.90	1,099.90
Retained earnings	43.33	479.22
Total Free Reserves (B)	1,143.23	1,579.12
<b>Total (A + B)</b>	<b>1,206.10</b>	<b>1,641.99</b>
Maximum amount permissible for buy back under Section 68 of the Companies Act, 2013 i.e. 25% of total paid-up equity capital and free reserves with shareholders' resolution	301.52	410.50
Maximum amount permissible for buyback i.e. 10% of total paid-up equity capital and free reserves pursuant to Section 68 of the Act with Board resolution	120.61	164.20
Amount approved by the Board of Directors for buy-back in the meeting held on 28 June 2022	120.00	

**For and on behalf of Board of Directors of Route Mobile Limited**

Rajdipkumar Gupta  
Managing Director & Group CEO  
Place: Mumbai  
Date: 28 June 2022

**Part B – Disclosures in accordance with Schedule IV of the Buyback Regulations**

**1 DETAILS OF SHAREHOLDER APPROVAL FOR THE BUYBACK, IF APPLICABLE**

The Buyback has been approved by the Board in its meeting dated June 28, 2022. Further, since the Maximum Buyback Size is less than 10% of the total paid-up equity share capital and free reserves of the Company based on the latest audited standalone and consolidated financial statements of the Company as on March 31, 2022, therefore in accordance with the proviso to the Section 68(2)(b) of the Companies Act and proviso to Regulation 5(i)(b) of the Buyback Regulations, the approval of the shareholders of the Company is not required.

**2 MINIMUM AND MAXIMUM NUMBER OF EQUITY SHARES PROPOSED TO BE BOUGHT BACK, SOURCES OF FUNDS AND COST OF FINANCING THE BUYBACK**

- At the Maximum Buyback Price and for the Maximum Buyback Size, the indicative maximum number of Equity Shares bought back would be 7,05,882 Equity Shares i.e., the Maximum Buyback Shares. If the Equity Shares are bought back at a price below the Maximum Buyback Price, the actual number of equity shares bought back could exceed the indicative Maximum Buyback Shares (assuming full deployment of Maximum Buyback Size) but will always be subject to the Maximum Buyback Size.
- The actual number of Equity Shares bought back will depend upon the actual price, excluding the Transaction Costs, and the aggregate consideration paid in the Buyback, subject to the Maximum Buyback Size. The actual reduction in the existing number of Equity Shares would depend upon the price at which the Equity Shares of the Company are traded at the Stock Exchanges as well as the total number of Equity Shares bought back by the Company from the open market through the Stock Exchanges during the Buyback period.
- Unless otherwise permitted under applicable law, the Company shall utilize at least 50% of the Maximum Buyback Size i.e., the Minimum Buyback Size towards the Buyback and accordingly, based on the Maximum Buyback Price and Minimum Buyback Size, the Company will purchase an indicative minimum of 3,52,942 Equity Shares.
- The amount required by the Company for the Buyback (including the cost of funding the Buyback and the Transaction Costs) will be funded out of the internal accruals of the Company including free reserves, securities premium account and/or such other sources as may be permitted by the Buyback Regulations and the Companies Act, and on such terms and conditions as the Board may deem fit.

Activity	Date
Date of Board resolution approving Buyback	June 28, 2022
Date of publication of the Public Announcement	June 30, 2022
Date of opening of the Buyback	July 11, 2022
Acceptance of Equity Shares accepted in dematerialised mode	Upon the relevant pay-out by the Stock Exchanges
Extinguishment of Equity Shares	The Equity Shares (in dematerialised form) will be extinguished in the manner specified in the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, as amended, and the bye-laws, the circulars and guidelines framed thereunder. The Company shall ensure that all the Equity Shares bought back are extinguished within 7 (seven) days of the expiry of the Buyback Period (as defined below).
Last date for the completion of the Buyback	Earlier of: a. January 10, 2023 (i.e., 6 (six) months from the date of the commencement of the Buyback); or b. when the Company completes the Buyback by deploying the amount equivalent to the Maximum Buyback Size; or c. at such earlier date as may be determined by the Board or Buyback Committee, after giving notice of such earlier closure, subject to the Company having deployed an amount equivalent to the Minimum Buyback Size (even if the Maximum Buyback Size has not been reached or the Maximum Buyback Shares have not been bought back).

**4 PROCESS AND METHODOLOGY FOR BUYBACK**

- The Buyback is open to all shareholders of the Company/ beneficial owners of the Equity Shares (except members of the promoter and promoter group of the Company and persons who are in control of the Company) holding Equity Shares in dematerialised form ("Demat Shares"). Shareholders holding shares in physical form can participate in the Buyback after such Equity Shares are dematerialized by approaching the concerned depository participant. As per Regulation 16(ii) of the Buyback Regulations, the members of the promoters and promoter group and persons who are in control of the Company shall not participate in the Buyback.
- Further, as required under the Companies Act and Buyback Regulations, the Company will not buyback Equity Shares which are partly paid-up, the Equity Shares with call-in-arrears, locked-in or non-transferable, until they become fully paid-up or until the pendency of such lock-in, or until the time such Equity Shares become freely transferable, as applicable.
- The Buyback will be implemented by the Company in accordance with Regulation 4(iv)(b)(ii) read with Regulation 16 of the Buyback Regulations by way of open market purchases through the Stock Exchanges having nationwide trading terminal, using the order matching mechanism except "all or none" order matching system, as provided under the Buyback Regulations.

Contd...



4.4. For the implementation of the Buyback, the Company has appointed Edelweiss Securities Limited as its broker ("Company's Broker") through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows:

**Edelweiss Securities Limited**

CIN: U67110MH1993PLC344634

Address: Edelweiss House, 12th Floor, off C.S.T. Road, Kalina, Mumbai - 400 098  
Tel. no.: +91 22 6623 3325; Contact person: Atul Benke

Email: instops@edelweissfn.com; Website: https://www.edelweiss.in

SEBI registration no.: IN2000166136; Validity period: Permanent

4.5. The Equity Shares are traded under the: (a) scrip code: 543228 at BSE; and (b) symbol: ROUTE at NSE. The ISIN of the Equity Shares is INE450U01017.

4.6. The Company, shall, commencing from July 11, 2022 (i.e., the date of commencement of the Buyback), place "buy" orders on the Stock Exchanges on the normal trading segment to Buyback the Equity Shares through the Company's Broker, in such quantity and at such price, not exceeding the Maximum Buyback Price of INR 1,700 (Indian Rupees One Thousand Seven Hundred only) per Equity Share, as it may deem fit, depending upon the prevailing market price of the Equity Shares on the Stock Exchanges. When the Company has placed an order for Buyback of Equity Shares, the identity of the Company as purchaser shall be available to the market participants of the Stock Exchanges.

**Procedure for Buyback of Demat Shares:**

4.7. Beneficial owners holding Demat Shares who desire to sell their Equity Shares in the Buyback, would have to do so through their stock broker, who is a registered member of the Stock Exchanges, by indicating to their broker the details of the Equity Shares they intend to sell whenever the Company has placed a "buy" order for Buyback of the Equity Shares. The Company shall place a "buy" order for Buyback of Demat Shares, by indicating to the Company's Broker, the number of Equity Shares it intends to buy along with a price for the same. The trade would be executed at the price at which the order matches the price tendered by the beneficial owners and that price would be the Buyback price for that beneficial owner. The execution of the order, issuance of contract note and delivery of the stock to the member and receipt of payment would be carried out by the Company's Broker in accordance with the requirements of the Stock Exchanges and SEBI. Orders for Equity Shares can be placed on the trading days of the Stock Exchanges. The Company is under no obligation to place "buy" order on a daily basis. The orders for buying back the Equity Shares will be placed on normal trading segment of Stock Exchanges atleast once a week.

4.8. It may be noted that a uniform price would not be paid to all the shareholders/beneficial owners pursuant to the Buyback and that the same would depend on the price at which the trade with that particular shareholder/beneficial owner was executed.

**Procedure for Buyback of physical shares:**

4.9. As per the proviso to Regulation 40(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended (as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2022) read with the SEBI circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020, SEBI notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, and the press releases dated December 3, 2018 and March 27, 2019 issued by SEBI, effective from April 1, 2019, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, the Company shall not accept the Equity Shares tendered under the Buyback unless such Equity Shares are in dematerialised form.

**ACCORDINGLY, ALL SHAREHOLDERS OF THE COMPANY HOLDING EQUITY SHARES IN PHYSICAL FORM AND DESIROUS OF TENDERING THEIR EQUITY SHARES IN THE BUYBACK ARE ADVISED TO APPROACH THE CONCERNED DEPOSITORY PARTICIPANT TO HAVE THEIR EQUITY SHARES DEMATERIALIZED. IN CASE ANY ELIGIBLE SHAREHOLDER HAS SUBMITTED EQUITY SHARES IN PHYSICAL FORM FOR DEMATERIALIZATION, SUCH ELIGIBLE SHAREHOLDERS SHOULD ENSURE THAT THE PROCESS OF DEMATERIALIZATION IS COMPLETED WELL IN TIME SO THAT THEY CAN PARTICIPATE IN THE BUYBACK BEFORE BUYBACK CLOSING DATE.**

4.10. Shareholders are requested to get in touch with the Manager to the Buyback or the Company's Broker or the Registrar and Share Transfer Agent of the Company to clarify any doubts in the process.

4.11. Subject to the Company purchasing Equity Shares for an amount equivalent to the Minimum Buyback Size, nothing contained herein shall create any obligation on the part of the Company or the Board to Buyback any additional Equity Shares or confer any right on the part of any shareholder to have any Equity Shares bought back, even if the Maximum Buyback Size has not been reached, and/or impair any power of the Company or the Board to terminate any process in relation to the Buyback, to the extent permissible by law. The Company is under no obligation to utilize the entire amount of Maximum Buyback Size or buy all the Maximum Buyback Shares. However, if the Company is not able to complete the Buyback equivalent to the Minimum Buyback Size, except for the reasons mentioned in the Buyback Regulations, the amount held in the escrow account (up to a maximum of 2.5% of the Maximum Buyback Size), may be liable to be forfeited and deposited in the Investor Protection and Education Fund of SEBI or as directed by SEBI in accordance with the Buyback Regulations.

4.12. The Company shall submit the information regarding the Equity Shares bought back by it to the Stock Exchanges on a daily basis in accordance with the Buyback Regulations. The Company shall also upload the information regarding the Equity Shares bought back by it on its website www.routeonline.com on a daily basis.

4.13. Eligible shareholders who intend to participate in the Buyback should consult their respective tax advisors for applicable taxes.

**5 METHOD OF SETTLEMENT**

5.1. **Settlement of Demat Shares:** The Company will pay consideration for the Buyback to the Company's Broker on or before every pay-in date for each settlement, as applicable to the Stock Exchanges where the transaction is executed. The Company has opened a depository account in the name "**Route Mobile Limited-Buyback**" ("**Buyback Demat Account**") with Stockholding Corporation of India Limited. Demat Shares bought back by the Company will be transferred into the Buyback Demat Account by the Company's Broker, on receipt of such Demat Shares and after completion of the clearing and settlement obligations of the Stock Exchanges. Beneficial owners holding Demat Shares would be required to transfer the number of such Demat Shares sold to the Company pursuant to the Buyback, in favour of their stock broker through whom the trade was executed, by tendering the delivery instruction slip to their respective depository participant ("DP") for debiting their beneficiary account maintained with the DP and replacing the same to the broker's pool account as per procedure applicable to normal secondary market transactions.

5.2. **Extinguishment of Demat Shares:** The Demat Shares bought back by the Company shall be extinguished and destroyed in the manner specified in the Securities and Exchange Board of India (Depository and Participants) Regulations, 2018, as amended, and bye-laws, the circulars and guidelines framed thereunder, in the manner specified in the Buyback Regulations and the Companies Act. The Equity Shares lying in credit in the Buyback Demat Account will be extinguished in accordance with the Buyback Regulations, provided that the Company undertakes to ensure that all Demat Shares bought back by the Company are extinguished within 7 (seven) days from the expiry of the Buyback Period (as defined below).

5.3. Consideration for the Equity Shares bought back by the Company shall be paid only by way of cash through normal banking channel.

**6 BRIEF INFORMATION ABOUT THE COMPANY**

6.1. The Company was incorporated as Routesms Solutions Private Limited on May 14, 2004. The Company was converted into a public limited company on April 17, 2007 and its name was changed to Routesms Solutions Limited. The name of the Company was changed to its present name i.e. Route Mobile Limited on March 16, 2016.

6.2. The registered office of the Company is located at 4th Dimension, 3rd Floor, Mind Space, Malad (West) Mumbai- 400064. Earlier the Registered office of the Company was situated at 401, Fourth Floor, Evershine Mall, New Link Road, Malad (West), Mumbai-400064. The corporate identity number of the Company (CIN) is L72900MH2004PLC146323. The Equity Shares were listed on the Stock Exchanges on September 21, 2020.

6.3. The Company is a leading cloud communication platform service provider, catering to enterprises over-the-top (OTT) players and mobile network operators (MNO). Our range of enterprise communication services include smart solutions in A2P Messaging, OTT Business Messaging, Voice, Email, and SMS Filtering, Analytics & Monetization.

**7 FINANCIAL INFORMATION ABOUT THE COMPANY**

7.1. The selected financial information of the Company (prepared in accordance with Indian Accounting Standards ("**Ind-AS**")), on a standalone basis, as extracted from the audited results for the last three financial years i.e., financial years ended on March 31, 2022, March 31, 2021 and March 31, 2020 are detailed below:

(Amount in INR crore)

Particulars	Audited		
	For the year ended on March 31, 2022	For the year ended on March 31, 2021	For the year ended on March 31, 2020
Revenue	333.81	376.38	406.55
Other Income	40.21	11.58	18.54
<b>Total Income</b>	<b>374.02</b>	<b>387.96</b>	<b>425.09</b>
Total Expense (excluding Interest, Depreciation & Amortisation, Tax and Exceptional Items)	318.90	346.02	392.47
Interest Expense/ (Income)	1.92	1.79	2.80
Depreciation & Amortisation	14.78	10.38	6.34
Exceptional Items <sup>®</sup>	5.00	-	13.39
Profit Before Tax	33.42	29.77	10.08
Profit After Tax	27.76	22.33	7.55
Other comprehensive income during the year	(0.57)	(0.10)	(0.15)
Total comprehensive income/ (loss) for the year	27.19	22.23	7.40
Paid-up Equity Share Capital	62.87	57.71	50.00
Reserve & Surplus excluding revaluation reserves and miscellaneous expenditure to the extent not written-off	1,162.10	287.03	24.32
Net worth excluding revaluation reserves and miscellaneous expenditure to the extent not written-off	1,224.97	344.74	74.32
Total debt	-	0.21	37.55
- Secured Loans	-	0.21	37.55
- Unsecured Loans	-	-	-

®Details of Exceptional Items:

(Amount in INR crore)

Particulars	Audited		
	For the year ended on March 31, 2022	For the year ended on March 31, 2021	For the year ended on March 31, 2020
Impairment	5.00	-	-
Service tax (Sabka vikas)	-	-	13.39
<b>TOTAL</b>	<b>5.00</b>	<b>-</b>	<b>13.39</b>

(Amount in INR except certain ratios)

Key Ratios	For the year ended on March 31, 2022 (Audited)	For the year ended on March 31, 2021 (Audited)	For the year ended on March 31, 2020 (Audited)
Basic Earnings per Equity Share (₹)	4.65	4.15	1.51
Diluted Earnings per Equity Share (₹)	4.65	4.06	1.51
Book value per Equity Share (₹)*	194.83	59.73	14.86
Debt/ Equity Ratio	0.00%	0.06%	50.52%
Return on Average Net Worth (%)	3.54%	10.66%	9.55%

\*Treasury shares : 1,70,705 equity shares held in the trust for employees under ESOP scheme are issued but not transferred to employees as at March 31, 2022. Therefore while computing the Book value per equity share the treasury shares are reduced for computation.

The key ratios have been computed as below:

Key Ratios	Basis
Basic Earnings per Equity Share (₹)	Net Profit attributable to equity shareholders/ weighted average no. of Equity Shares outstanding during the year
Diluted Earnings per Equity Share (₹)	Net Profit attributable to equity shareholders/ weighted average no. of Equity Shares outstanding during the year (assuming issuance of all the shares kept in abeyance)
Book value per Equity Share (₹)	(Paid up Equity Share Capital + Free Reserves and Surplus)/ No. of Equity Shares subscribed outstanding at year end
Debt-Equity Ratio	Total Debt/ Net Worth
Return on Net Worth excluding revaluation reserves (%)	Net Profit After Tax/ Average Net Worth excluding revaluation reserves

7.2. The selected financial information of the Company (prepared in accordance with Ind-AS), on a consolidated basis, as extracted from the audited results for the last three financial years i.e., financial years ended on March 31, 2022, March 31, 2021 and March 31, 2020 are detailed below:

(Amount in INR crore)

Particulars	For the year ended on March 31, 2022	For the year ended on March 31, 2021	For the year ended on March 31, 2020
	(Audited)	(Audited)	(Audited)
Revenue	2,002.03	1,406.18	956.25
Other Income	20.06	15.98	11.85
Total Income	2,022.09	1,422.16	968.10
Total Expense (excluding Interest, Depreciation & Amortisation, Tax and Exceptional Items)	1,783.39	1,232.10	856.30
Interest Expense/ (Income)	5.16	2.75	4.87
Depreciation & Amortisation	38.32	25.76	22.68
Exceptional Items <sup>®</sup>	-	-	14.89
Profit Before Tax	195.22	161.55	69.36
Profit After Tax	170.08	132.76	58.20
Other comprehensive income during the year	1.25	1.30	5.74
Total comprehensive income / (loss) for the year	171.33	134.06	63.94
Total comprehensive income is attributable to:			
• Owners of the parent	167.41	134.55	64.22
• Non-controlling interests	3.92	(0.49)	(0.28)
Paid-up Equity Share Capital	62.87	57.71	50.00
Reserve & Surplus excluding revaluation reserves	1,609.70	594.40	219.38
Net worth excluding revaluation reserves	1,672.57	652.11	269.38
Total debt	-	3.97	41.07
- Secured Loans	-	3.97	41.07
- Unsecured Loans	-	-	-

®Details of Exceptional Items:

(Amount in INR crore)

Particulars	Audited		
	For the year ended on March 31, 2022	For the year ended on March 31, 2021	For the year ended on March 31, 2020
Service tax (Sabka vikas)	-	-	14.89
<b>TOTAL</b>	<b>-</b>	<b>-</b>	<b>14.89</b>

(Amount in INR except certain ratios)

Key Ratios	For the year ended on March 31, 2022 (Audited)	For the year ended on March 31, 2021 (Audited)	For the year ended on March 31, 2020 (Audited)
Basic Earnings per Equity Share (₹)	27.82	24.76	11.65
Diluted Earnings per Equity Share (₹)	27.82	24.76	11.65
Book value per Equity Share (₹)*	266.02	112.99	53.88
Debt/ Equity Ratio	0.00%	0.61%	15.25%
Return on Average Net Worth (%)	14.63%	28.81%	23.65%

\*Treasury shares : 1,70,705 equity shares held in the trust for employees under ESOP scheme are issued but not transferred to employees as at March 31, 2022. Therefore while computing the Book value per equity share the treasury shares are reduced for computation.

The key ratios have been computed as below:

Key Ratios	Basis
Basic Earnings per Equity Share (₹)	Net Profit attributable to equity shareholders/ weighted average no. of Equity Shares outstanding during the year
Diluted Earnings per Equity Share (₹)	Net Profit attributable to equity shareholders/ weighted average no. of Equity Shares outstanding during the year (assuming issuance of all the shares kept in abeyance)
Book value per Equity Share (₹)	(Paid up Equity Share Capital + Free Reserves and Surplus)/ No. of Equity Shares subscribed outstanding at year end
Debt-Equity Ratio	Total Debt/ Net Worth
Return on Net Worth excluding revaluation reserves (%)	Net Profit After Tax/ Average Net Worth excluding revaluation reserves

**8 DETAILS OF ESCROW ACCOUNT**

8.1. In accordance with Regulation 20 of the Buyback Regulations and towards security for performance of its obligations under the Buyback Regulations, the Company has appointed Kotak Mahindra Bank Limited, having its registered office at 27 BKC, C27, G Block, Bandra Kuria Complex, Bandra (East), Mumbai 400 051 as an escrow bank ("**Escrow Bank**"), and an escrow agreement dated June 29, 2022 ("**Escrow Agreement**") has been entered into between the Company, the Manager to the Buyback and the Escrow Bank.

8.2. In accordance with the Escrow Agreement, the Company has opened an escrow account titled "Route Mobile Buyback Escrow Account" ("**Escrow Account**"). The Company has authorized the Manager to the Buyback to operate the Escrow Account in compliance with the Buyback Regulations and the Escrow Agreement. Before opening of the Buyback, the Company will deposit in the Escrow Account cash aggregating to at least INR 30,00,00,000 (Indian Rupees Thirty Crore only), being 25% of the Maximum Buyback Size ("**Escrow Amount**"), in accordance with the Buyback Regulations.

8.3. The funds in the Escrow Account may be released for making payment to the shareholders subject to at least 2.5% of the Maximum Buyback Size remaining in the Escrow Account at all points in time.

8.4. If the Company is not able to complete the Buyback equivalent to the Minimum Buyback Size, except for the reasons mentioned in the Buyback Regulations, the amount held in the Escrow Account (up to a maximum of 2.5% of the Maximum Buyback Size), may be liable to be forfeited and deposited in the Investor Protection and Education Fund of SEBI or as directed by SEBI in accordance with the Buyback Regulations.

8.5. The balance lying to the credit of the Escrow Account will be released to the Company on completion of all obligations in accordance with the Buyback Regulations.

**9 LISTING DETAILS AND STOCK MARKET DATA**

9.1. The Equity Shares of the Company are listed on BSE and NSE.

9.2. The high, low and average market prices of the Equity Shares for the preceding 3 (three) years and the monthly high, low and average market prices of the Equity Shares for the 6 (six) months preceding the date of the Public Announcement and their corresponding volumes on the BSE and NSE are as follows:

**BSE**

Period	High price1 (INR)	Date of high price	No. of Equity Shares traded on that date	Low price1 (INR)	Date of low price	No. of Equity Shares traded on that date	Average price1 (INR)	Total volume traded in the period (No. of Equity Shares)	Total turnover of business transacted in the period (INR in lakh)
<b>Preceding 3 financial years</b>									
April 1, 2019 to March 31, 2020	NA*								
April 1, 2020 to September 20, 2020	NA*								
September 21, 2020 to March 31, 2021	1,979.00	February 17, 2021	98,715	625.00	September 21, 2020	27,26,932	1,172.51	15,724,566	152,182.79
April 1, 2021 to March 31, 2022	2,388.10	October 12, 2021	1,31,397	1,396.00	February 24, 2022	58,381	1,804.19	1,04,21,281	191,271.98

<b>Preceding 6 months</b>									
December, 2021	1920.00	December 9, 2021	26,461	1,666.00	December 27, 2021	6,261	1,770.14	236,141	4,227.90
January, 2022	1935.00	January 12, 2022	47,169	1,480.00	January 27, 2022	45,021	1,778.20	599,447	10,357.13
February, 2022	1886.60	February 1, 2022	42,756	1,396.00	February 24, 2022	58,381	1,632.06	415,730	6,699.68
March 2022	1688.80	March 10, 2022	19,222	1,482.00	March 2, 2022	21,659	1,550.94	307,942	4,792.04
April, 2022	1,650.00	April 29, 2022	40,324	1,523.05	April 18, 2022	71,999.00	1,582.26	298,439	4,740.35

May, 2022	1,727.25	May 4, 2020	20,554	1,065.50	May 26, 2022	28,014	1,374.75	712,716	9,407.92
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\*Not applicable - since Company listed on Stock exchanges on September 21, 2020.

Source: www.bseindia.com

**Notes:**

(1) High and low are based on high and low of daily high and daily low prices respectively.

(2) Arithmetic average of the closing prices of all trading days during the said period.

**NSE**

Period	High price1 (INR)	Date of high price	No. of Equity Shares traded on that date	Low price1 (INR)	Date of low price	No. of Equity Shares traded on that date	Average price2 (INR)	Total volume traded in the period (No. of Equity Shares)	Total turnover of business transacted in the period (INR in lakh)
<b>Preceding 3 financial years</b>									
April 1, 2019 to March 31, 2020	N.A.*								
April 1, 2020 to September 20, 2020	N.A.*								
Sep 21, 2020 to March 31, 2021	1,979.65	Feb 17, 2021	1,642,725	625.00	Sep 21, 2020	29,189,660	1,172.74	185,723,285	1828128.31
April 1, 2021 to March 31, 2022	2,388.00	Oct 12, 2021	1,009,926	1,395.00	Feb 24, 2022	284,895	1804.25	106,981,789	2000241.81
<b>Preceding 6 months</b>									
December, 2021	1,923.20	Dec 9, 2021	275,447	1,663.25	Dec 27, 2021	161,901	1,770.46	3,319,104	59,251.77
January, 2022	1,935.60	Jan 12, 2022	554,973	1,480.00	Jan 27, 2022	364,531	1,777.95	7,545,963	130,286.68
February, 2022	1,888.90	Feb 1, 2022	1,147,952	1,396.00	Feb 24, 2022	284,895	1,631.92	47,95,618	79,220.88
March, 2022	1,688.80	March 10, 2022	164,009	1,483.05	March 2, 2022	2			



