

Ref No: RML/2024-25/476

Date: June 28, 2024

To,

BSE Limited
Scrip Code: 543228

National Stock Exchange of India Limited
Symbol: ROUTE

Dear Sir/Madam,

Sub: Minutes of the Resolutions passed by way of Postal Ballot by remote e-voting process.

With reference to the captioned subject, we enclose herewith the copy of the Minutes of the resolutions passed by way of Postal Ballot by remote e-voting process on June 15, 2024. The results of the Postal Ballot were announced vide our letter dated June 18, 2024.

You are requested to take the above information on record.

Thanking you,

Yours truly,

For Route Mobile Limited

Rathindra Das
Group Head- Legal, Company Secretary & Compliance Officer
Membership No.: F12663

Encl: as above

MINUTES OF THE RESOLUTIONS PASSED BY WAY OF POSTAL BALLOT BY REMOTE E-VOTING PROCESS BY MEMBERS OF THE COMPANY ON JUNE 15, 2024, RESULTS OF WHICH WERE DECLARED ON JUNE 18, 2024.

At its meeting held on May 8, 2024, the Board of Directors ("Board") of the Company approved the proposal to conduct a Postal Ballot pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ("Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force) ("Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standards on General Meetings issued by The Institute of Company Secretaries of India ("SS-2"), each as amended and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("MCA") for holding general meetings / conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021, dated 23rd June, 2021 and 20/2021 dated 8th December, 2021, 3/2022 dated 5th May, 2022, 11/2022 dated 28th December, 2022 and 09/2023 dated 25th September, 2023 ("MCA Circulars") to seek approval of the Members for the following resolutions:

ORDINARY RESOLUTION:

1. Approval for entering into material related party transactions by Route Mobile Limited and its subsidiaries along with the Group Entities, as defined below, under a framework agreement in relation to third party synergies;
2. Approval for entering into material related party transactions by Route Mobile Limited, and its subsidiaries with Telesign and BICS and their subsidiaries, under a framework agreement for the cross selling of omnichannel and digital identity products;
3. Approval for entering into material related party transaction by Route Mobile Limited, along with its subsidiaries with BICS (société anonyme/naamloze vennootschap), along with its subsidiaries in relation to framework agreement for cross-selling of Firewall Products and Gateway Arrangements;
4. Approval for entering into material related party transactions by Route Mobile Limited and its subsidiaries along with the Group Entities, as defined below for providing and receiving management, support and operational services leading to global footprint optimisation;

SPECIAL RESOLUTION:

5. Approval of Revision in terms of appointment (Revised Remuneration) of Mr. Rajdipkumar Gupta.

The Board appointed Mr. Prakash Shenoy (Membership No. F12625, Certificate of Practice No.: 22619), Partner of M/s. SAP & Associates, Practicing Company Secretaries, and in his absence Mr. Anil C. Shah (Membership No.: F3088, Certificate of Practice No.: 22470), Partner of M/s. SAP & Associates, Practicing Company Secretaries as the 'Scrutinizer' for conducting the Postal Ballot only through the e-voting process in a fair and transparent manner. The e-voting facility to Members was provided through National Securities Depository Limited ("NSDL"). The e-voting period commenced at 9:00 A.M. (IST), Friday, May 17, 2024 and ended at 5:00 P.M. (IST), Saturday, June 15, 2024. A newspaper advertisement (w.r.t completion of despatch) as required under the Companies Act, 2013 was published in Business Standard, English (all editions) and Mumbai Lakshadeep, Marathi language, on Thursday, May 16, 2024.

The requirement of sending physical copy of the Postal Ballot Notice and Postal Ballot Form had been dispensed with under the aforesaid MCA Circulars. The Scrutinizer submitted his report on postal ballot by remote e-voting process to the Chairman of the Company on June 18, 2024.

Summary of the Scrutinizer's Report is as under:

1. The Postal Ballot Notice together with explanatory statement, dated May 8, 2024, was sent only through email, to those Members whose names appeared in the Register of Members or in the Register of Beneficial Owners maintained by Depositories as on Cut-off Date i.e., May 10, 2024 and whose e-mail addresses were registered with the Depository Participant(s) / Registrar and Transfer Agent on the said date.
2. The remote e-voting period commenced on Friday, May 17, 2024 (9 a.m. IST) and ended on Saturday, June 15, 2024 (5.00 p.m. IST), both days inclusive.
3. Votes cast through electronic means up to 5:00 p.m. on Saturday, June 15, 2024 being the last time and date fixed by the Company for voting through electronic means were considered for scrutiny.
4. Since the voting on Postal Ballot process was conducted only through e-voting, reporting on finding of defaced or mutilated ballot paper does not arise.

Based on the analysis of valid votes, the Scrutinizer submitted his report dated June 18, 2024 to the Chairman of the Company. Based on the report, the ordinary and special resolutions set out in the Postal Ballot notice dated May 8, 2024 were passed with requisite majority.

The details of voting on the ordinary and special resolutions as per the Scrutinizer's report were as under:

- 1. Approval for entering into material related party transactions by Route Mobile Limited and its subsidiaries along with the Group Entities, as defined below, under a framework agreement in relation to third party synergies:**

"RESOLVED THAT pursuant to the provisions of Regulation 2(1)(zc) and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI Listing Regulations"), Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, other applicable provisions of the Companies Act, 2013 along with the rules framed thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), other applicable statutory provisions and regulations, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Memorandum and Articles of Association of the Company, basis the approval of the board of directors of Route Mobile Limited ("Company") (hereinafter the, "Board" which term shall be deemed to include the audit committee of the Company and any duly constituted/to be constituted committee of directors thereof to exercise its powers including powers conferred under this resolution) and subject to such approvals, consents and permissions as may be required, the approval of the members of the Company ("Members") be and is hereby accorded to the Company and its subsidiaries set out in Annexure B, both present as well as any subsidiaries incorporated going forward (hereinafter collectively referred to as "RML") to enter into and approve existing contract(s)/arrangement(s)/transaction(s) as mentioned in the explanatory statement with: (a) Proximus, a public limited liability company of public law (société anonyme de droit public/naamloze vennootschap van publiek recht) incorporated under the laws of Belgium, member of the promoter group of the Company (hereinafter referred to as "Proximus"), (b) Telesign Corporation ("TS"), a related party of the Company on account of being a subsidiary of Proximus Opal, a public limited company (société anonyme/naamloze vennootschap) incorporated under the laws of Belgium, promoter of RML (hereinafter referred to as "Opal") along with TS' subsidiaries, both present as well as any subsidiaries incorporated going forward (hereinafter collectively, referred to as "Telesign"); and (c) BICS (société anonyme/naamloze vennootschap), a related party of the Company on account of being a subsidiary of Proximus, along with its respective subsidiaries, both present as well as any subsidiaries incorporated going forward (hereinafter collectively referred to as "BICS"), as set out in Annexure B (TS, BICS and Proximus along with their respective subsidiaries are collectively referred to as, "Group Entities" and are set out in Annexure B), and accordingly, "related parties" of the Company under Regulation 2(1)(zb) of the SEBI Listing Regulations, for the transactions enumerated below:

- (i) Procurement savings and omnichannel;

- (ii) Cloud communications;
- (iii) CPaaS Voice; and
- (iv) Reciprocal A2P SMS and IP messaging termination services arrangement,

collectively referred to as **“Third Party Synergies”**.

on such material terms and conditions as detailed in the explanatory statement to this resolution and as may be mutually agreed between the Group Entities and RML for the financial years (“FY”), FY 2024-25, FY 2025-26 and FY 2026-27 i.e., three financial years, such that the maximum value of the Third Party Synergies, comprising of sales by Proximus, Telesign and BICS to RML amounting to INR 237 crores, INR 474 crores, INR 481 crores and sales made by RML to Proximus, Telesign and BICS amounting to INR 1,208 crores, INR 1,729 crores and INR 1,731 crores, subject to such arrangement(s)/transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.”

“RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby severally authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters (including appointing consultants and delegate any or all of such functions hereof), take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT any director or the company secretary of the Company be and is hereby authorised to furnish a copy of the resolution, certified as true to anyone concerned or anyone interested in the matter and they be requested to act thereon.”

The details of voting of the Ordinary Resolution No. 1 set out in the Postal Ballot notice dated May 8, 2024 were as under:

Particulars	No of shareholders made electronic voting	Number of votes cast	% of valid votes
Total votes received	692	5,54,90,142	-
Total number of valid votes	691	33,07,053	100.0000
In Favor of the resolution	650	33,04,336	99.9178
Against the resolution	41	2,717	0.0821
Result	Carried with requisite majority		

2. Approval for entering into material related party transactions by Route Mobile Limited, and its subsidiaries with Telesign and BICS and their subsidiaries, under a framework agreement for the cross selling of omnichannel and digital identity products:

“RESOLVED THAT pursuant to the provisions of Regulation 2(1) (zc) and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“SEBI Listing Regulations”), Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, other applicable provisions of the Companies Act, 2013 along with the rules framed thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), other applicable statutory provisions and regulations, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Memorandum and Articles of Association of the Company, basis the approval of the board of directors of the Company (hereinafter the, “Board” which term shall be deemed to include the audit committee of the Company and any duly constituted/to be constituted committee of directors thereof to exercise its powers including powers conferred under this resolution) and subject to such approvals, consents and permissions as may be required, the approval of the members of Route Mobile Limited (“Company”) (“Members”) be and is hereby accorded to the Company and its subsidiaries in Annexure B, both present as well as any subsidiaries incorporated going forward (hereinafter collectively referred to as “RML”) to enter into / execute new contract(s)/arrangement(s)/transaction(s) as mentioned in the explanatory statement with (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement with (a) Telesign Corporation (along with its subsidiaries, both present as well as any subsidiaries incorporated going forward (hereinafter collectively, referred to as “Telesign”), a related party of the Company on account of being a subsidiary of Proximus Opal, a public limited company (société anonyme/ naamloze vennootschap) incorporated under the laws of Belgium, promoter of RML (hereinafter referred to as “Opal”); and (b) BICS (société anonyme/naamloze vennootschap), a related party of the Company on account of being a subsidiary of Proximus, a public limited liability company of public law (société anonyme de droit public/naamloze vennootschap van publiek recht) incorporated under the laws of Belgium, members of the promoter group of the Company (hereinafter referred to as “Proximus”), along with its subsidiaries, both present as well as any subsidiaries incorporated going forward, hereinafter collectively, referred to as “BICS” (Telesign and BICS along with their respective subsidiaries, set out in **Annexure B**, are hereinafter referred to collectively as “**Group Entities**”), and accordingly, “**related parties**” of the Company under Regulation 2(1)(zb) of the SEBI Listing Regulations, for the transactions enumerated below:

(a) License for the use and/or distribution of omnichannel products by RML in favour of Telesign and BICS against a license/service fee; and

(b) License and commercialisation of digital identity products by Telesign in favour of RML.

(a) and (b) collectively referred to as “Cross-selling RPT”.

on such material terms and conditions as detailed in the explanatory statement to this resolution and as may be mutually agreed between the Group Entities and RML for the financial years (“FY”) 2024-25, FY 2025-26 and FY 2026-2027, such that the maximum value of the Cross-selling RPT, comprising of sales made by RML to Telesign and BICS amounting to INR 20.66 crores, INR 26.67 crores and INR 35.08 crores and sales by Telesign to RML amounting to INR 28.4 crores, INR 103.79 crores and INR 356.52 crores, subject to such arrangement(s)/transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.”

“RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby severally authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/ regulatory authorities, as applicable, in this regard and deal with any matters (including appointing consultants and delegate any or all of

such functions hereof), take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT any director or the company secretary of the Company be and is hereby authorised to furnish a copy of the resolution, certified as true duly certifying the same to anyone concerned or anyone interested in the matter and they be requested to act thereon.”

The details of voting of the Ordinary Resolution No. 2 set out in the Postal Ballot notice dated May 8, 2024 were as under: -

Particulars	No of shareholders made electronic voting	Number of votes cast	% of valid votes
Total votes received	690	5,54,90,112	-
Total number of valid votes	689	33,07,023	100.0000
In Favor of the resolution	650	33,04,330	99.9185
Against the resolution	39	2,693	0.0814
Result	Carried with requisite majority		

3. Approval for entering into material related party transaction by Route Mobile Limited, along with its subsidiaries with BICS (société anonyme/naamloze vennootschap), along with its subsidiaries in relation to framework agreement for cross-selling of Firewall Products and Gateway Arrangements:

“RESOLVED THAT pursuant to the provisions of Regulation 2(1)(zc) and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“SEBI Listing Regulations”), Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, other applicable provisions of the Companies Act, 2013 along with the rules framed thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), other applicable statutory provisions and regulations, if any, (including any statutory modification(s) or re-enactment (s) thereof, for the time being in force), the Memorandum and Articles of Association of Route Mobile Limited (“Company”), basis the approval of the board of directors of the Company (hereinafter the, “Board” which term shall be deemed to include the audit committee of the Company and any duly constituted/to be constituted committee of directors thereof to exercise its powers including powers conferred under this resolution) and subject to such approvals, consents and permissions as may be required, the approval of the members of the Company (“Members”) be and is hereby accorded to the Company, 365squared Ltd and other subsidiaries of the Company, set out in Annexure B, both present as well as any subsidiaries incorporated going forward (hereinafter collectively referred to as “RML”) to enter into or execute new contract(s)/arrangement(s)/ transaction(s) as mentioned by the explanatory statement with BICS (société anonyme/naamloze vennootschap), a related party of the Company on account of being a subsidiary of Proximus, a public limited liability company of public law (société anonyme de droit public/naamloze vennootschap van publiek recht) incorporated under the laws of Belgium, member of the promoter group of the Company (hereinafter referred to as “Proximus”), along with its subsidiaries both present as well as any subsidiaries incorporated going forward hereinafter collectively referred to as, “BICS”, as set out in Annexure B, and accordingly, “related party” of the Company under Regulation 2(1)(zb) of the SEBI Listing Regulations, for the transactions enumerated below:

(i) sale of firewall products by RML to BICS: (a) 365secure (b) 365managed; and (c) 365detect (collectively, "Firewall Products"), which will subsequently be sold to third-party customers by BICS;

(ii) continuation of the existing arrangement between RML and BICS aimed at executing an additional gateway agreement between BICS and RML to incorporate BICS's services as an A2P SMS gateway provider, with a view to increase the service / product offerings of RML, when responding to requests for proposals issued by the mobile network operators. Such arrangement includes RML providing the Firewall Products while BICS will provide the SMS Gateway service (collectively, "Gateway Agreement");

and

(iii) provision of agency services by BICS to RML for the purpose of generation and passing of leads for various products for instance the products in relation to the analytics and emulation products business of RML; and commercialisation of such leads by RML by way of sale of analytics and emulation products, including but not limited to (a) 365analytics; and (b) 365detect to new customers (collectively, "Other Products"),

(transactions related to Firewall Products, Gateway Agreement and Other Products collectively referred to as "BICS RPTs"),

on such material terms and conditions as detailed in the explanatory statement to this resolution and as may be mutually agreed between BICS and RML for the financial year ("FY") 2024-25, FY 2025-26 and FY 2026-27, such that the maximum value of the BICS RPT, comprising of sales by BICS to RML amounting to INR 30 lakhs, INR 60 lakhs and INR 90 lakhs and sales made by RML to BICS amounting to INR 6 crores, INR 11 crores and INR 14 crores, subject to such arrangement(s)/transaction(s) being carried out at arm's length and in the ordinary course of business of RML."

"RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby severally authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/ regulatory authorities, as applicable, in this regard and deal with any matters (including appointing consultants and delegate any or all of such functions hereof), take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT any director or the company secretary of the Company be and is hereby authorised to furnish a copy of the resolution, certified as true to anyone concerned or anyone interested in the matter and they be requested to act thereon."

The details of voting of the Ordinary Resolution No. 3 set out in the Postal Ballot notice dated May 8, 2024 were as under:

Particulars	No of shareholders made electronic voting	Number of votes cast	% of valid votes
Total votes received	690	5,54,90,112	-
Total number of valid votes	689	33,07,023	100.0000
In Favor of the resolution	651	33,04,332	99.9186
Against the resolution	38	2,691	0.0814
Result	Carried with requisite majority		

4. Approval for entering into material related party transactions by Route Mobile Limited and its subsidiaries along with the Group Entities, as defined below for providing and receiving management, support and operational services leading to global footprint optimisation.

“RESOLVED THAT pursuant to the provisions of Regulation 2(1)(zc) and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“SEBI Listing Regulations”), Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, other applicable provisions of the Companies Act, 2013 along with the rules framed thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), other applicable statutory provisions and regulations, if any, (including any statutory modification(s) or re-enactment (s) thereof, for the time being in force), the Memorandum and Articles of Association of the Company, basis the approval of the board of directors of Route Mobile Limited (“Company”) (hereinafter the, “Board” which term shall be deemed to include the audit committee of the Company and any duly constituted/to be constituted committee of directors thereof to exercise its powers including powers conferred under this resolution) and subject to such approvals, consents and permissions as may be required, the approval of the members of the Company (“Members”) be and is hereby accorded to the Company, Route Connect Private Limited, a subsidiary of the Company and other subsidiaries of the Company set out in Annexure B, both present as well as any subsidiaries incorporated going forward, hereinafter collectively referred to as “RML”, to enter into or execute new contract(s)/arrangement(s)/transaction(s) as mentioned in the explanatory statement with (a) Proximus, a public limited liability company of public law (société anonyme de droit public/ naamloze vennootschap van publiek recht) incorporated under the laws of Belgium, member of the promoter group of the Company (hereinafter referred to as “Proximus”), (b) Proximus Opal, a public limited company (société anonyme/naamloze vennootschap) incorporated under the laws of Belgium, promoter of RML (hereinafter referred to as “Opal”) (c) Telesign Corporation (“TS”) along with its subsidiaries, both present as well as any incorporated going forward, collectively referred to as “Telesign”, a related party of the Company on account of being a subsidiary of Opal; and (d) BICS (société anonyme/naamloze vennootschap), a related party of the Company on account of being a subsidiary of Proximus; along with its subsidiaries, both present as well as any subsidiaries incorporated going forward, hereinafter collectively referred to as “BICS”, (TS, BICS, Opal and Proximus along with their respective subsidiaries are collectively referred to as, “Group Entities” and are set out in Annexure B), and accordingly, “related parties” of the Company under Regulation 2(1)(zb) of the SEBI Listing Regulations, for the transactions enumerated below:

(a) **Management and operational services:** (i) provision / receipt of management and operational services by / from employees of RML, Opal and Group Entities; and

(b) **Support services:** provision of support services, for example (i) Go-to-market (“GTM”) support services; (ii) Product and research and development (“R&D”) support services; (iii) MessageOps support services; and (iv) General & administrative (“G&A”) support services, leading to global footprint optimisation (“GFO”) to the Group Entities and Opal by RML;

(a) and (b) collectively referred to as “Services RPT”.

on such material terms and conditions as detailed in the explanatory statement to this resolution and as may be mutually agreed between the Group Entities and RML for the financial year (“FY”) 2024-25, FY 2025-26 and FY 2026-27, such that the maximum value of the RPT, comprising of sales by Proximus, Opal, Telesign and BICS to RML amounting to INR 28 crores, INR 28 crores and INR 28 crores and sales made by RML to Proximus, Telesign, Opal and BICS amounting to INR 56 crores, INR 85 crores and INR 100 crores for three financial years, subject to such arrangement(s)/ transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.”

“RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby severally authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/ regulatory authorities, as applicable, in this regard and deal with any matters (including appointing consultants and delegate any or all of such functions hereof), take necessary steps as the Board may, in its absolute discretion deem necessary,

desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT any director or the company secretary of the Company be and is hereby authorised to furnish a copy of the resolution, certified as true to anyone concerned or anyone interested in the matter and they be requested to act thereon.”

The details of voting of the Ordinary Resolution No. 4 set out in the Postal Ballot notice dated May 8, 2024 were as under:

Particulars	No of shareholders made electronic voting	Number of votes cast	% of valid votes
Total votes received	690	5,54,90,112	-
Total number of valid votes	689	33,07,023	100.0000
In Favor of the resolution	648	33,04,305	99.9178
Against the resolution	41	2,718	0.08218
Result	Carried with requisite majority		

5. Approval of Revision in terms of appointment (Revised Remuneration) of Mr. Rajdipkumar Gupta:

“RESOLVED THAT in partial modification to the earlier resolution approved by the shareholders on March 23, 2022 vide postal ballot, Mr Rajdipkumar Gupta (DIN: 01272947) who was re-appointed as Managing Director and Group CEO (“MD & GCEO”) for a period of five (5) years (from May 1, 2022 to April 30, 2027), in accordance with the provisions of Section 196, 197, 198, 152, 203 and other applicable provisions of the Companies Act, 2013 (“Act”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule V of the Act (including any amendments thereto or re-enactment thereof for the time being in-force) and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) (“SEBI Listing Regulations”) and article 191 and 193 of the articles of association (“Articles”) of the Company” or “Route Mobile”) and now basis the recommendation of the Nomination and Remuneration Committee (“NRC”) and approval of the Board of Directors of the Company (“Board”), and subject to any required regulatory approvals and applicable conditions thereof, the consent of the Members be and is hereby accorded for the revision in his remuneration, with effect from May 1, 2024 for the remaining period of his tenure i.e., up to April 30, 2027 as set out in the explanatory statement annexed to the Notice.”

“RESOLVED FURTHER THAT the Board (including its NRC thereof) be and is hereby authorised to revise the remuneration of Mr. Rajdipkumar Gupta (DIN: 01272947) from time to time including structuring or re-structuring of salary components to the extent the Board may deem appropriate, provided that such revision is within the overall limits of the managerial remuneration as prescribed under section 197 of the Companies Act, 2013 read with schedule V thereto, and/or any guidelines prescribed by the Government of India from time to time.”

“RESOLVED FURTHER THAT Mr. Rajdipkumar Gupta (DIN: 01272947) be granted employee stock options as well as such other benefits, allowances, perquisites, etc. by the holding company of the Company i.e., Proximus Opal, a public limited company (société anonyme/naamloze vennootschap) incorporated under the laws of Belgium, promoter of RML (hereinafter referred to as “Opal”) from time to time, in accordance with applicable law, and on such terms and conditions as may be prescribed in this regard.”

“RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained, where in any financial year during the currency of his tenure, the Company has no or inadequate profits, Mr. Rajdikumar Gupta will be paid minimum remuneration within the ceiling limit prescribed under schedule V of the Act or any modification or re-enactment thereof subject to requisite compliance and disclosure.”

“RESOLVED FURTHER THAT the Board or any Committee constituted or to be constituted by the Board be and is hereby authorised to delegate powers to any officer of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, consider necessary, expedient or desirable in order to give effect to this resolution or otherwise considered by the Board in the best interest of the Company, as it may deem fit.”

The details of voting of the Special Resolution No. 5 set out in the Postal Ballot notice dated May 8, 2024 were as under: -

Particulars	No of shareholders made electronic voting	Number of votes cast	% of valid votes
Total votes received	689	5,54,90,037	-
Total number of valid votes	689	5,54,90,037	100.0000
In Favor of the resolution	574	5,36,06,320	96.6053
Against the resolution	115	18,83,717	3.3947
Result	Carried with requisite majority		

Voting results were noted as above and it was recorded and declared that the resolution(s), as set out in the Notice of Postal Ballot dated May 8, 2024, were duly passed on June 15, 2024 with requisite majority.

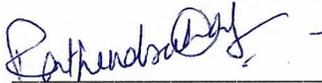
The e-voting results along with the Scrutinizer’s Report were displayed on the website of the Company at www.routemobile.com and on the e-voting website of National Securities Depository Limited(“NSDL”) at www.evoting.nsdl.com.

The results were also communicated to the Stock Exchanges i.e. National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

Entered in the Minutes Book on June 28, 2024

Sd/-
Guillaume Antoine Boutin
Chairman

Certified True Copy
For Route Mobile Limited



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

