

**Ref No: RML/2024-25/478**

Date: July 2, 2024

To,

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

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

Dear Sir/Madam,

**Sub: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Notice of Postal Ballot**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, enclosed is a copy of the Postal Ballot Notice with the *explanatory statement*. The remote e-voting commences on 9:00 A.M. (IST), **Thursday, July 4, 2024** and ends on 5:00 P.M. (IST), **Friday, August 2, 2024**.

The Postal Ballot Notice is being sent only by e-mail (in accordance with applicable MCA Circulars, *inter alia*, *General Circular No. 09/2023 dated 25<sup>th</sup> September, 2023*) to those Members who have registered their e mail address with their Depository Participants or Kfin Technologies Limited ("**KFintech/RTA**") and whose names appear in the Register of Members / list of beneficial owners as maintained by the National Securities Depository Limited, Central Depository Services (India) Limited and KFintech as on the Cut-off Date i.e., **Friday, June 21, 2024**.

The voting results of Postal Ballot shall be declared on or before **Tuesday, August 6, 2024**, along with the Scrutinizer's Report. The same shall be placed on the website of the Company at [www.routemobile.com](http://www.routemobile.com), on the e-voting website of NSDL viz [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and shall also be simultaneously communicated to BSE Limited ([www.bseindia.com](http://www.bseindia.com)) and National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)) as well as displayed on the Notice Board at the Registered Office of the Company.

This is for your information and records as well as for the information of the Members of the Company.

Thanking you,

Yours truly,

For **Route Mobile Limited**

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

**Encl:**

1. Postal Ballot Notice

## ROUTE MOBILE LIMITED

CIN: L72900MH2004PLC146323

Registered & Corporate Office: 3<sup>rd</sup> Floor, 4<sup>th</sup> Dimension, Mind Space, Malad (West), Mumbai 400064

Tele: (022) 4033 7676 | Fax: (022) 4033 7650

Website: [www.routemobile.com](http://www.routemobile.com) | Email: [investors@routemobile.com](mailto:investors@routemobile.com)

### NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 read with section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, each as amended, and applicable circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time.]

REMOTE E-VOTING STARTS ON	REMOTE E-VOTING ENDS ON
9:00 A.M. (IST), Thursday, July 4, 2024	5:00 P.M. (IST), Friday, August 2, 2024

Dear Member(s),

**NOTICE** is hereby given pursuant to Section 108, Section 110 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 (read with other relevant circulars issued by the MCA) and, 09/2023 dated 25th September, 2023 ("**MCA Circulars**"), and any other applicable law, rules and regulations (including statutory modification(s) or re-enactments(s) thereof, for the time being in force) to transact the special businesses as considered in the resolutions appended below ("**Resolution(s)**") through postal ballot only by way of remote e-voting ("**remote e-voting**").

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the statement pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof is annexed to this Postal Ballot Notice for your consideration and forms part of this 'postal ballot notice' ("**Notice**" or "**Postal Ballot Notice**").

In accordance with the MCA Circulars, Notice and the e-voting instructions are being sent only by email to those Members who have registered their email address with their Depository Participants ("**DPs**") or with KFin Technologies Limited, Registrar and 'share transfer agent' of the Company ("**KFintech**") and whose names appears in the Register of Members / list of beneficial owners as received from the National Securities Depository Limited ("**NSDL**") and Central Depository Services (India) Limited ("**CDSL**") (collectively referred to as "**Depositories**") as on June 21, 2024 ("**Cut-off Date**") and the communication of assent / dissent of the Members on the resolution proposed in the Notice will only take place through the remote e-voting system.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, Route

Mobile Limited ("**Company**") is providing only remote e-voting facility to its members ("**Members**"), to enable them to cast their votes electronically instead of submitting the 'postal ballot form' physically. The instructions for remote e-voting are appended to this Notice. The Company has engaged the services of NSDL for the purpose of providing remote e-voting facility to its Members. The Notice is also available on the website of the Company i.e., [www.routemobile.com](http://www.routemobile.com).

The Board of Directors have appointed Mr. Dhruvil M. Shah (Membership No.: F8021, Certificate of Practice No.: 8978), Partner of M/s. Dhruvil M. Shah & Co. LLP, Practicing Company Secretaries, and in his absence Mr. Dhiraj Ravindra Palav (Membership No.: A61639, Certificate of Practice No.: 26159), Partner of M/s. Dhruvil M. Shah & Co. LLP, Practicing Company Secretaries as the 'Scrutinizer' ("**Scrutinizer**") to scrutinize the remote e-voting process in a fair and transparent manner. Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 5:00 P.M. (IST) on Friday, August 2, 2024. Remote e-voting will be blocked immediately thereafter by NSDL and no e-voting will be allowed beyond the said date and time.

The results declared along with the report from the Scrutinizer shall be placed on the website of the Company at [www.routemobile.com](http://www.routemobile.com) and on the e-voting website of NSDL viz. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and shall also be simultaneously communicated to BSE Limited ([www.bseindia.com](http://www.bseindia.com)) and National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)) and shall also be displayed on Notice Board at the Registered Office of the Company. The Resolutions, if passed with the requisite majority through Postal Ballot, shall be deemed to have been passed, on the last date specified for remote e-voting i.e., Friday, August 2, 2024.

**Special Business:****Item No. 1: Appointment of Mr. Guillaume Boutin (DIN: 10498724), as Director (Non-Executive Non-Independent), designated as the Chairman**

To consider, and if thought fit, to pass the following Resolution, as an **Ordinary Resolution**;

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions if any, of the Companies Act, 2013, ("**Act**") read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in accordance with the 'articles of association' of the Company, Mr. Guillaume Boutin (DIN: 10498724), who was appointed as an 'additional director' (in the capacity of a non-executive, non-independent director) and designated as the 'chairman' of the Company by the board of directors of the Company ("**Board**") at its meeting held on May 8, 2024, pursuant to Section 152, Section 161 and other applicable provisions of the Act, and as recommended by the 'nomination and remuneration committee' of the Company, and in respect of whom the Company has received a notice in writing from a Member under section 160 of the Companies Act, 2013 proposing his candidature for the office of a director in the Company ("**Director**"), being eligible, be and is hereby appointed as a Director (Non-Executive Non-Independent) and designated as the Chairman of the Company with effect from May 8, 2024, liable to retire by rotation."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**Item No. 2: Appointment of Mr. Mark Reid (DIN: 10498698), as Director (Non-Executive Non-Independent)**

To consider, and if thought fit, to pass the following Resolution, as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions if any, of the Companies Act, 2013, ("**Act**") read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, and in accordance with the 'articles of association' of the Company, Mr. Mark Reid (DIN: 10498698), who was appointed as an 'additional director' (in the capacity of a non-executive, non-independent director) of the Company by the board of directors of the Company ("**Board**") at its meeting held on May 8, 2024 pursuant to Section 152, Section 161 and other applicable provisions of the Act and as recommended by the 'nomination and remuneration committee' of the Company and in respect of whom the company has received a notice in writing from a Member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director in the Company ("**Director**"), being eligible, be and is hereby appointed as Director (Non-Executive Non-Independent) of the Company with effect from May 8, 2024, liable to retire by rotation".

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**Item No. 3: Appointment of Mr. Prakash Advani (DIN: 05322952) as an Independent Director**

To consider, and if thought fit, to pass the following Resolution, as a **Special Resolution**:

**"RESOLVED THAT** pursuant to Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**"), read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 16, 17, 25 (2A) & other applicable regulation(s) of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), approval and recommendation of the 'nomination and remuneration committee' of the Company, and that of the board of directors of the Company ("**Board**"), and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of a 'director' in the Company, pursuant to Section 160 of the Companies Act, 2013, Mr. Prakash Advani (DIN: 05322952), who has been appointed as an 'additional & independent director' of the Company by the Board effective May 8, 2024, pursuant to Section 161 of the Act and the 'articles of association' of the Company, and who has submitted a declaration that he meets the criteria of independence as provided under the Act and the Listing Regulations, be and is hereby appointed as an 'independent director', of the Company, not liable to retire by rotation, for a period of three (3) years up to May 7, 2027."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s)/authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**Item No. 4: Appointment of Ms. Harita Gupta (DIN: 01719806) as an Independent Director**

To consider, and if thought fit, to pass the following Resolution, as a **Special Resolution**:

**"RESOLVED THAT** pursuant to Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**"), read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 16, 17, 25 (2A) & other applicable regulation(s) of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), approvals and recommendations of the 'nomination and remuneration committee' of the Company, and that of the board of directors of the Company ("**Board**"), and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of 'director' in the Company pursuant to Section 160 of the Companies Act, 2013, Ms. Harita Gupta (DIN: 01719806), who has been appointed as an 'additional & independent director' of the Company by the Board effective May 8, 2024, pursuant to Section 161 of the Act and the

'articles of association' of the Company, and who has submitted a declaration that she meets the criteria of 'independence' as provided under the Act and the Listing Regulations, be and is hereby appointed as an 'independent director', of the Company, not liable to retire by rotation, for a period of three (3) years up to May 7, 2027."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s)/authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**Item No. 5: Appointment of Mr. Anil Kumar Chanana (DIN:00466197) as an Independent Director**

To consider, and if thought fit, to pass the following Resolution, as a **Special Resolution:**

**"RESOLVED THAT** pursuant to Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 16, 17, 25 (2A) & other applicable regulation(s) of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), approvals and recommendations of the 'nomination and remuneration committee', and that of the board of directors of the Company ("Board"), and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of 'director' pursuant to Section 160 of the Companies Act, 2013, Mr. Anil Kumar Chanana (DIN: 00466197), who has been appointed as an 'additional & independent director' of the Company by the Board effective May 8, 2024, pursuant to Section 161 of the Act and the 'articles of association' of the Company, and who has submitted a declaration that he meets the criteria of independence as provided under the Act and the Listing Regulations, be and is hereby appointed as an 'independent director', of the Company, not liable to retire by rotation, for a period of three (3) years up to May 7, 2027."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s)/authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**Item No. 6: Payment of Commission to the Independent Directors**

To consider, and if thought fit, to pass the following Resolution, as a **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 149, 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the rules made thereunder read with Schedule V of the Act (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 17 and all other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") or any other law for the time being in force, and in accordance with provisions of the 'articles of association' of the Company, and based on the recommendation of the 'nomination and remuneration committee' and the board of directors of the Company ("Board"), consent of the Members be and is hereby accorded for payment of commission to the independent directors of the Company ("**Independent Director(s)**"), for the financial year, commencing from April 1, 2024 and thereafter, ranging between ₹ 65,00,000 (rupees sixty five lakhs only) and ₹75,00,000 (rupees seventy five lakhs only) per annum to each Independent Director, based on performance and guidelines framed for this purpose, at an amount not exceeding 5% of the net profits of the Company computed in accordance with the provisions of Section 198 of the Act and the said remuneration is in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board or committees thereof and the said remuneration be paid in such amount, proportion and manner as may be decided by the Board from time to time.

**"RESOLVED FURTHER THAT** the total overall managerial remuneration payable to all the directors of the Company in any financial year shall not exceed the limits prescribed under Section 197 and other applicable provisions of the Act."

**"RESOLVED FURTHER THAT** the Board, 'key managerial personnel' and any other person authorized by the Board be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution."

**By Order of the Board of Directors  
For Route Mobile Limited**

**Sd/-  
Rathindra Das  
Group Head-Legal, Company Secretary and Compliance Officer  
(Membership No. FCS 12663)**

**Registered & Corporate Office:**

4<sup>th</sup> Dimension, 3<sup>rd</sup> Floor, Mind Space,  
Malad (West), Mumbai – 400 064  
Tel: +91 (022) 40337676 | Fax: +91 (022) 40337650  
Email: [investors@routemobile.com](mailto:investors@routemobile.com)  
Website: [www.routemobile.com](http://www.routemobile.com)

**Date:** June 28, 2024

**Place:** Mumbai

**Notes:**

1. The relevant explanatory statement pursuant to the provisions of section 102(l) of the Act, SS-2, and the Listing Regulations, wherever applicable, setting out the material facts and reasons, in respect of Item Nos. 1 to 6 of this postal ballot notice, is appended herewith below for information and consideration of Members and the same should be considered as part of this Notice.
2. The MCA vide MCA Circulars, has permitted companies to conduct the postal ballot by sending the notice in electronic form. Accordingly, physical copy of the postal ballot notice along with postal ballot form and pre-paid business reply envelope will not be sent to the members for this postal ballot. The communication of the assent or dissent of the Members would take place through the process of remote e-voting only.
3. In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide facility of remote e-voting, to enable its Members to cast their votes electronically in respect of the resolutions as set out in this postal ballot notice ('remote e-voting'). The Company has engaged the services of NSDL to provide remote e-voting facility to its Members.
4. In conformity with the regulatory requirements, the Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members of the Company or in the list of Beneficial owners maintained by the Depositories as on **Friday, June 21, 2024 ("Cut-off Date")**, and who have registered their e-mail addresses with the Company or with the Depositories. Members may note that this Postal Ballot notice will also be available on the Company's website of the Company at [www.routemobile.com](http://www.routemobile.com) the website of the Stock Exchanges on which the equity shares of the Company are listed i.e. BSE Limited ('BSE') at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited ('NSE') at [www.nseindia.com](http://www.nseindia.com) and the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
5. Voting rights will be reckoned on the paid-up value of shares registered in the names of the Members on the Cut-off Date. Only those Members whose names are recorded in the 'register of members' of the Company or in the 'register of beneficial owners' maintained by the Depositories as on the Cut-off Date will be entitled to cast their votes. The Resolutions, if passed by requisite majority, will be deemed to be passed on the last date specified for remote e-voting i.e. **Friday, August 2, 2024**. All the Members of the Company as on the Cut-off Date shall be entitled to vote in accordance with the process specified in this Notice. Any person who is not a Member on the Cut-off Date shall treat this Notice for information purpose only.
6. Members can vote on the Resolutions only through remote e-voting. Remote e-voting will commence at **9:00 A.M. (IST) on Thursday, July 4, 2024 and will end at 5:00 P.M. (IST) on Friday, August 2, 2024**. During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, June 21, 2024, i.e. Cut-off Date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is

cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.

7. The Company hereby requests all its Members to register/update their email addresses, if not yet registered/updated, to promote green initiative and to enable the Company to provide all communications to the members through email. Members holding shares in dematerialised form are requested to register/update their KYC details including email address with their respective Depository Participants. Members holding shares in physical form are requested to register/update their KYC details including email address by submitting duly filled and signed Form ISR-1 along with such other documents as prescribed in the Form to KFin.

Form ISR-1 is available on the website of the Company at <https://routemobile.com/registrar-share-transfer-agent/> and on the website of KFin at <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>.

8. The Board of Directors have appointed Mr. Dhruvil M. Shah (Membership No.: F8021, Certificate of Practice No.: 8978), Partner of M/s. Dhruvil M. Shah & Co. LLP, Practising Company Secretaries, and in his absence Mr. Dhiraj Ravindra Palav (Membership No.: A61639, Certificate of Practice No.: 26159), Partner of M/s. Dhruvil M. Shah & Co. LLP, Practising Company Secretaries as the 'Scrutinizer', ("Scrutinizer") to scrutinize the Postal Ballot process in a fair and transparent manner. The Scrutinizer's decision on the validity of e-voting will be final.
9. All the documents referred to in this Notice and Explanatory Statement will be available for inspection through electronic mode by the Members between 11.00 A.M. and 1.00 P.M. on all working days, except Saturdays & Sundays, from the date hereof until the last date of remote e-Voting. Members seeking to inspect such documents can send a request over an e-mail to [investors@routemobile.com](mailto:investors@routemobile.com) from their registered email address mentioning their name, folio no. / client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.

#### **10. Information and instructions for remote e-voting ('Remote E-Voting')**





The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

##### **Step 1: Access to NSDL e-Voting system**

##### **A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on 'e-Voting facility provided by Listed Companies', Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Log-in Method
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>"Beneficial Owner"</b> icon under <b>"Login"</b> which is available under <b>'IDeAS'</b> section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on <b>"Access to e-Voting"</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select <b>"Register Online for IDeAS Portal"</b> or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App <b>"NSDL Speede"</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div>

<b>Individual Shareholders holding securities in demat mode with CDSL</b>	<b>1.</b> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
	<b>2.</b> After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
	<b>3.</b> If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login & New System Myeasi Tab and then click on registration option.
	<b>4.</b> Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.

<b>Individual Shareholders (holding securities in demat mode) login through their depository participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B. Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

- (1) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- (2) Once the home page of e-Voting system is launched, click on the icon **“Login”** which is available under **‘Shareholder/Member’** section.
- (3) A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. **IDeAS**, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

**(4) Your User ID details are given below:**

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

**(5) Password details for shareholders other than Individual shareholders are given below:**

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

**(c) How to retrieve your 'initial password'?**

- If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered

**(6) If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:**

- Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- "Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

(7) After entering your password, tick on Agree to **"Terms and Conditions"** by selecting on the check box.

(8) Now, you will have to click on **"Login"** button.

(9) After you click on the **"Login"** button, Home page of e-voting will open.

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**How to cast your vote electronically on NSDL e-Voting system?**

- After successful login at Step 1, you will be able to see all the companies **"EVEN"** in which you are holding shares and whose voting cycle is in active status.
- Select **"EVEN"** of company i.e., **129070** for casting your vote during the remote e-Voting period.
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on **"Submit"** and also **"Confirm"** when prompted.
- Upon confirmation, the message **"Vote cast successfully"** will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password for e-voting for the resolutions set out in this notice, may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com):**

- In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card).
- In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [investors@routemobile.com](mailto:investors@routemobile.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **Sr. No. 11 Step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**



3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**General Guidelines for Members:**

1. Institutional shareholders and Trusts (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority letter etc. with the attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [dhruvil@dmsah.in](mailto:dhruvil@dmsah.in) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders can also upload their Board Resolution/ Authority Letter/Power of Attorney etc. by clicking on **“Upload Board Resolution/Authority Letter”** displayed under **“e-Voting”** tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the **“Forgot User Details/Password?”** or **“Physical User Reset Password?”** option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. Those shareholders whose email addresses are not registered with the Company /Depositories may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring User ID and Password for e-voting.
4. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: +91 22 4886 7000 or send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com).
5. The Scrutinizer shall, after conclusion of remote e-voting submit his report to the Chairman of the Company. The result of the postal ballot will be declared by the Chairman of the Board or the Company Secretary, duly authorized by the Chairman, in this regard, within two working days of conclusion of remote e-voting process i.e. on or before August 6, 2024 and will be communicated to the Stock Exchanges viz. the National Stock Exchange of India Limited and the BSE Limited where the shares of the Company are listed. Additionally, the results will also be uploaded on the Company’s website at [www.routemobile.com](http://www.routemobile.com) and on the website of National Securities Depository Limited (NSDL) [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The Resolutions, if passed by requisite majority, will be deemed to be passed on the last date specified for remote e-voting i.e., Friday, August 2, 2024. The said results will also be displayed on the notice board of the Company at the Registered Office of the Company.
6. Members may contact the Company or NSDL for conveying queries / grievances, if any, relating to the conduct of the postal ballot and e-voting, at the following address:

<p><b>Route Mobile Limited</b>          CIN: L72900MH2004PLC146323  <b>Registered &amp; Corporate Office:</b> 4<sup>th</sup> Dimension, 3<sup>rd</sup> Floor, Mind Space, Malad (West), Mumbai – 400 064  <b>Tel:</b> +91-22-40337676  <b>Fax:</b> +91-22-40337650  <b>Email:</b> <a href="mailto:investors@routemobile.com">investors@routemobile.com</a>  <b>Website:</b> <a href="http://www.routemobile.com">www.routemobile.com</a>          Contact Person:  <b>Rathindra Das,</b>          Group Head-Legal, Company Secretary &amp; Compliance Officer</p>	<p><b>National Securities Depository Limited</b>  <b>Address:</b> Trade World, “A” Wing, 4<sup>th</sup> Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai-400013          Email ID: <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a>          Toll-free Nos.: +91 22 4886 7000.          Contact Person: Ms. Prajakta Pawle, Executive</p>
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**By Order of the Board of Directors  
 For Route Mobile Limited**

Sd/-  
**Rathindra Das**  
 Group Head-Legal, Company Secretary and Compliance Officer  
 (Membership No. FCS 12663)

**Date:** June 28, 2024  
**Place:** Mumbai

## EXPLANATORY STATEMENT

### Item No. 1 and 2:

The Board of directors of the Company ("**Board**") at their meeting held on May 8, 2024, based on the recommendation of the nomination and remuneration committee of the Company appointed Mr. Guillaume Boutin (DIN: 10498724) as an additional director (Non-Executive Non-Independent) ("**Additional Director**") and Chairman of the Company and Mr. Mark Reid (DIN: 10498698) as an Additional Director (Non-Executive Non-Independent) of the Company effective from May 8, 2024, both liable to retire by rotation. The Company has received from them all statutory disclosures/declarations including: (i) consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (the "**Appointment Rules**"), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that they are not disqualified under sub-section (2) of Section 164 of the Act. They have also confirmed that they are not debarred from holding office of director by virtue of any order of Securities and Exchange Board of India ("**SEBI**") or any other such authority. The Company has also received a notice under Section 160 of the Companies Act, 2013 from a Member, intending to nominate Mr. Guillaume Boutin and Mark Reid to the office of 'director' in the Company ("**Director(s)**").

As per Section 161 of the Act, an additional director can hold office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier. Further, in terms of Regulation 17(IC) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment(s) / modification(s) / re-enactment(s) thereto) ("**Listing Regulations**"), a listed entity is required to ensure that approval of Members for appointment of a person on the board of directors of company or as a manager, is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Mr. Guillaume Boutin is the Chief Executive Officer of Proximus, a public limited liability company of public law (société anonyme de droit public/ naamloze vennootschap van publiek recht) ("**Proximus**"), the ultimate holding Company of Route Mobile Limited and Mr. Mark Reid serves as the Chief Financial Officer of Proximus. As per the 'nomination and remuneration policy' of the Company, no remuneration is payable to directors who are employees of Proximus group and accordingly the aforesaid Directors shall not be paid any remuneration, including sitting fees. Approval of the Members for the appointment of Mr. Guillaume Boutin as Director (Chairman, Non-Executive Non-Independent) and Mr. Mark Reid as Director (Non-Executive Non-Independent) of the Company w.e.f. May 8, 2024, liable to retire by rotation, pursuant to Sections 149, 150, 152 and other applicable provisions of the Act and the rules made thereunder (including any statutory modification(s) or reenactment(s) thereof) is being sought, by way of Ordinary Resolution.

Additional Information (including a brief profile attached as **Annexure II**) in respect of Mr. Guillaume Boutin and Mr. Mark Reid, along with other necessary details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is provided as **Annexure I** to this Notice.

No director, key managerial personnel, or their relatives except Mr. Guillaume Boutin and Mr. Mark Reid, to whom the resolutions

relate, are interested in or concerned with the resolutions in Item No. 1 and 2 respectively. The Board of Directors recommends the resolutions regarding appointment of Mr. Guillaume Boutin and Mr. Mark Reid, as Non-Executive Non-Independent Director of the Company for consideration and approval of the Members of the Company by way of an Ordinary Resolution.

### Item No. 3, 4, and 5:

The board of directors of the Company ("**Board**"), based on the recommendation of its 'nomination and remuneration committee' ("**NRC**") and pursuant to the provisions of Sections 149, 150, 152 and 161(I) of the Act and the 'articles of association' of the Company, had appointed Mr. Prakash Advani (DIN: 05322952) Ms. Harita Gupta (DIN: 01719806) and Mr. Anil Kumar Chanana (DIN:00466197) as additional directors (independent directors) ("**Independent Directors**"), w.e.f. **May 8, 2024**, not being liable to retire by rotation, for a term of three (3) years up to May 7, 2027, subject to the approval of the Members of the Company.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of the Members. Further, Regulation 25 (2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI**") ("**Listing Regulations**"), effective from January 1, 2022, provides that the appointment of an independent director of a listed entity, is subject to the approval of Members by way of a special resolution. Further, Regulation 17(IC) of the Listing Regulations provides that approval of shareholders for appointment of a person on the Board should be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Company has received from Mr. Prakash Advani, Ms. Harita Gupta and Mr. Anil Kumar Chanana all statutory disclosures/declarations including: (i) consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("**Appointment Rules**"), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that they are not disqualified under sub-section (2) of Section 164 of the Act, and (iii) a declaration that they meet the criteria of independence as provided in sub-section (6) of Section 149 of the Act and Regulation 16(I)(b) of Listing Regulations. They have also confirmed that they are not debarred from holding office of director by virtue of any SEBI order or any other such authority. Further, pursuant to Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, all the Independent Directors have enrolled their name in the online data bank maintained for Independent Directors with the Indian Institute of Corporate Affairs. The Company has also received a notice under Section 160 of the Act from Members, intending to nominate Mr. Prakash Advani, Ms. Harita Gupta and Mr. Anil Kumar Chanana to the office of Independent Director. In line with the Company's remuneration policy, the Independent Directors will be entitled to receive remuneration by way of sitting fees as approved by the Board & reimbursement of expenses for participation in the meetings of the Board, including committee(s). Independent Directors shall also be entitled to receive profit-linked commission, in compliance with the applicable provisions of the Act, subject to the approval of the Members to Item No. 6.

Item No. 3, 4 and 5 seeks the approval of the Members for the appointment of Mr. Prakash Advani, Ms. Harita Gupta and Mr. Anil

Kumar Chanana as Independent Directors of the Company w.e.f. May 8, 2024, not being liable to retire by rotation, for a term of three (3) years up to May 7, 2027 pursuant to Sections 149, 150, 152 and other applicable provisions of the Act and the rules made thereunder (including any statutory modification(s) or reenactment(s) thereof) by way of special resolution.

A copy of the draft letter for the appointment of Mr. Prakash Advani, Ms. Harita Gupta and Mr. Anil Kumar Chanana as Independent Directors of the Company setting out the terms and conditions is available for electronic inspection without any fee by the Members. Additional information (including a brief profile is attached as **Annexure II**) in respect of Mr. Prakash Advani, Ms. Harita Gupta and Mr. Anil Kumar Chanana pursuant to Regulation 36 of the Listing Regulations and the Secretarial Standards on General Meetings (SS-2), is provided as **Annexure I** to this Notice.

No director, key managerial personnel, or their relatives except Mr. Prakash Advani, Ms. Harita Gupta and Mr. Anil Kumar Chanana, to whom the resolutions relate, are interested in or concerned with the resolution in Item No. 3, 4 and 5 respectively. The Board based on the recommendation of the NRC considers the appointment of Mr. Prakash Advani, Ms. Harita Gupta and Mr. Anil Kumar Chanana as Independent Directors in the best interest of the Company and recommends the special resolutions as set out in Item No. 3, Item No. 4 and Item No. 5 respectively for approval of the Members.

#### Item No. 6:

The board of directors ("**Board**") recognizes the significant contribution of the 'independent directors' of the Company ("**Independent Directors**") to the company's governance and strategic direction. Their independent perspective and expertise are crucial for ensuring that the company operates ethically and in the best interests of all stakeholders. In accordance with the Act, the Company seeks to remunerate its Independent Directors through a profit-linked commission. The Independent Directors play a crucial role in providing independent judgment on Board deliberations and ensuring robust governance within the Company. Recognizing their contributions and incentivizing their performance aligns their interests with those of the shareholders and supports the Company's long-term strategic goals.

The proposed profit-linked commission aims to:

1. Align the interests of Independent Directors with those of the shareholders by directly linking their remuneration to the company's financial performance;
2. Attract and retain high-calibre independent directors who can contribute meaningfully to the company's long-term success; and
3. Reflect the increasing responsibilities and time commitment associated with the role of an Independent Director.

The quantum of profit linked commission payable to each Independent Director for their tenure shall be in range between ₹65,00,000 to ₹75,00,000 per annum, individually, which shall be fixed by the Board after considering the recommendation of the nomination and remuneration committee of the Company ("**NRC**"), after considering their attendance, participation and contribution in the business decisions, type of meeting, chairmanship of committees, membership of committees etc. on year on year basis. The commission shall be payable proportionately for the period effective from the date of appointment of the relevant Independent Director, from time to time. The profit linked commission shall be

in addition to the sitting fees payable to the Independent Directors for attending the meetings of the Board and committees thereof and reimbursement of expenses for participation in the Board and other committee meetings. Section 197 (1) second proviso of the Act provides that any remuneration exceeding 1% of the net profits of the Company (where there is a managing director) would require approval of the Members by way of a Special Resolution. Regulation 17(6)(a) of the Listing Regulations, further mandates that the payment of any fees or compensation to Non-Executive Directors (including Independent Directors) require approval of shareholders of the Company.

The total commission payable may exceed 1% of the net profits of the Company, and hence the approval of the Members is being sought through a 'Special Resolution'. The aggregate commission payable to the Independent Directors shall in no case exceed 5% of the net profit of the Company and total overall managerial remuneration payable to all the directors of the Company in any financial year shall not exceed the limits prescribed under Section 197 and other applicable provisions of the Act. Accordingly, the approval of the Members of the Company is now being sought for aforesaid payment of profit-linked commission to the Independent Directors for the financial year starting from April 1, 2024 and thereafter.

The Independent Directors and their relatives are deemed to be concerned or interested in the resolution set out at Item No. 6. Save and except as stated above, none of the other director, key managerial personnel, or their relatives are interested in or concerned (financially or otherwise) in the said resolution. The Board based on the recommendation of the NRC considers and seeks approval of the Members of the Company by way of Special Resolution under the applicable provisions of the Companies Act 2013, and the Listing Regulations for the payment of profit-linked commission to the Independent Directors as set out in the Resolution at Item No. 6 of the Notice.

## DETAILS OF DIRECTORS SEEKING APPOINTMENT THROUGH THIS POSTAL BALLOT NOTICE

[Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard ('SS-2') on General Meetings issued by the ICSI]

Name of the Director	Mr. Guillaume Boutin	Mr. Mark Reid
DIN	10498724	10498698
Designation/Category of Directorship	Director (Chairman, Non – Executive Non – Independent)	Director (Non - Executive Non - Independent)
Age	50	52
Date of first appointment on the Board	May 8, 2024	May 8, 2024
Qualification	Mr. Guillaume Boutin holds a scientific baccalaureate and possesses a degree in telecommunications engineering from Telecom Sud Paris, completing the "Programme Grande Ecole" in 1997. Subsequently, he obtained another degree from HEC Paris, completing the "Programme Grande Ecole" in 1999.	Mr. Mark Reid holds a bachelor degree in engineering from University of Glasgow. He is also a chartered accountant, certified by the Chartered Institute of Management Accountants (CIMA).
Experience	Around 25 years	Around 30 years
Expertise in specific functional areas	Telecommunications Industry, Mergers and Acquisitions and Marketing Strategy	Financial Management, Strategic Planning and International Business
Remuneration proposed to be paid	None	None
Last drawn Remuneration	None	None
Relationship with other Directors, Manager and other Key Managerial Personnel	None	None
Number of Board Meetings attended during the FY 2024-'25 (upto June 28, 2024)	One (1) meeting	One (1) meeting
Directorships held in other companies	None	<ol style="list-style-type: none"> <li>1. Call 2 Connect India Private Limited</li> <li>2. Send Clean Private Limited (fka Cellent Technologies (India) Pvt Limited);</li> <li>3. Route Ledger Technologies Private Limited (Sphere Edge Consulting India Private Limited);</li> <li>4. Route Connect Private Limited.</li> </ol>
Member/ Chairperson of committees of the other Companies	None	None
Names of listed entities from which resigned in the past three years	None	None
No. of shares held: (a) Own (b) For other persons on a beneficial basis	Nil	Nil
Terms and Conditions of appointment/ reappointment	Appointment as Director (Chairman, Non – Executive Non – Independent) of the Company pursuant to Sections 149, 152 and other relevant provisions of the Companies Act, 2013, liable to retire by rotation.	Appointment as Director (Non – Executive Non – Independent) of the Company pursuant to Sections 149, 152 and other relevant provisions of the Companies Act, 2013 liable to retire by rotation.
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable	Not Applicable

**Note:** The Directorship, Committee Memberships and Chairmanships do not include positions in foreign companies, position as advisory board member(s) and position in Companies under Section 8 of the Companies Act, 2013, if any.

Name of the Director	Mr. Prakash Advani	Ms. Harita Gupta	Mr. Anil Kumar Chanana
DIN	05322952	01719806	00466197
Designation/Category of Directorship	(Non – Executive) Independent	(Non – Executive) Independent	(Non – Executive) Independent
Age	47	61	66
Date of first appointment on the Board	May 8, 2024	May 8, 2024	May 8, 2024
Qualification	Mr. Prakash Advani, is a Chartered Accountant & holds a Bachelor's degree in Commerce and Economics from the Sydenham College of Commerce and Economics. Additionally, he has obtained a Diploma in Systems Management from the National Institute of Information Technology and has completed the Advanced Management Program from Harvard Business School.	Bachelor of Science, Chemistry from Stella Maris College, Chennai and Master of Science from Indian Institute of Technology, New Delhi	Mr. Anil Kumar Chanana is a Chartered Accountant by profession and has completed his B. Com (Honours) from the University of Delhi and the financial management program at the Stanford Graduate School of Business.
Experience	Over 20 years	Around 40 years	Over 40 years
Expertise in specific functional areas	<ol style="list-style-type: none"> <li>1. Strategy, M&amp;A, EMEA Regional Management;</li> <li>2. Financial Sector Knowledge Treasury, Funding, M&amp;A;</li> <li>3. Industry Knowledge Across Various Industrial Sectors and in the European Union, Americas, Middle East and India, and</li> <li>4. Corporate Transformations and Risk Management.</li> </ol>	<ol style="list-style-type: none"> <li>1. IT/ITES Services; and</li> <li>2. Digital Transformation and Innovation.</li> </ol>	<ol style="list-style-type: none"> <li>1. Finance;</li> <li>2. Mergers and Acquisitions;</li> <li>3. Corporate Restructuring; and</li> <li>4. Risk Management.</li> </ol>
Remuneration proposed to be paid	Sitting fees for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board of Directors, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Companies Act, 2013..		
Last drawn Remuneration	Sitting Fees as approved by the Board.		
Relationship with other Directors, Manager and other Key Managerial Personnel	None	None	None
Number of Board Meetings attended during the FY 2024-25 (upto June 28, 2024)	Two (2) Meetings	Two (2) Meetings	Two (2) Meetings
Directorships held in other companies	None	<ol style="list-style-type: none"> <li>1. Whirlpool of India Limited;</li> <li>2. Macrotech Developers Limited;</li> <li>3. IndiaFirst Life Insurance Company Limited; and</li> <li>4. Cowtown Infotech Services Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Coforge Limited;</li> <li>2. DFM Foods Limited;</li> <li>3. Cohance Lifesciences Limited;</li> <li>4. Campus Activewear Limited;</li> <li>5. Medi Assist Healthcare Services Limited;</li> <li>6. IGT Solutions Private Limited;</li> <li>7. Servacio Consulting Private Limited; and</li> <li>8. Sagility India Limited</li> </ol>

Member/ Chairperson of committees of the other Companies	None	<table border="1"> <tr> <td rowspan="3">Macrotech Developers limited</td> <td>CSR Committee</td> <td>Chairperson</td> </tr> <tr> <td>Audit Committee</td> <td>Member</td> </tr> <tr> <td>Nomination and Remuneration Committee</td> <td>Member</td> </tr> <tr> <td rowspan="4">IndiaFirst Life Insurance Company Limited</td> <td>Audit Committee</td> <td>Member</td> </tr> <tr> <td>Nomination and Remuneration Committee</td> <td>Member</td> </tr> <tr> <td>Policy holders Protection Committee</td> <td>Member</td> </tr> <tr> <td>CSR Committee</td> <td>Member</td> </tr> <tr> <td rowspan="3">Whirlpool of India Limited</td> <td>Audit Committee</td> <td>Member</td> </tr> <tr> <td>Nomination and Remuneration Committee</td> <td>Member</td> </tr> <tr> <td>Stakeholders Relationship Committee</td> <td>Member</td> </tr> </table>	Macrotech Developers limited	CSR Committee	Chairperson	Audit Committee	Member	Nomination and Remuneration Committee	Member	IndiaFirst Life Insurance Company Limited	Audit Committee	Member	Nomination and Remuneration Committee	Member	Policy holders Protection Committee	Member	CSR Committee	Member	Whirlpool of India Limited	Audit Committee	Member	Nomination and Remuneration Committee	Member	Stakeholders Relationship Committee	Member	<table border="1"> <tr> <td rowspan="2">Coforge Limited</td> <td>Audit Committee</td> <td>Chairperson</td> </tr> <tr> <td>Risk Management Committee</td> <td>Member</td> </tr> <tr> <td rowspan="2">Medi Assist Healthcare Services Limited</td> <td>Audit Committee</td> <td>Member</td> </tr> <tr> <td>Risk Management Committee</td> <td>Chairperson</td> </tr> <tr> <td rowspan="3">Cohance Lifesciences Limited</td> <td>Audit Committee</td> <td>Chairperson</td> </tr> <tr> <td>CSR Committee</td> <td>Member</td> </tr> <tr> <td>Nomination and Remuneration Committee</td> <td>Member</td> </tr> <tr> <td>ICT Solutions Private Limited</td> <td>Audit, Finance and Risk Committee</td> <td>Chairperson</td> </tr> <tr> <td rowspan="2">Campus Activewear Limited</td> <td>Audit Committee</td> <td>Chairperson</td> </tr> <tr> <td>Risk Committee</td> <td>Chairperson</td> </tr> <tr> <td rowspan="2">Sagility India Limited</td> <td>Audit Committee</td> <td>Chairperson</td> </tr> <tr> <td>Risk Management Committee</td> <td>Chairperson</td> </tr> </table>	Coforge Limited	Audit Committee	Chairperson	Risk Management Committee	Member	Medi Assist Healthcare Services Limited	Audit Committee	Member	Risk Management Committee	Chairperson	Cohance Lifesciences Limited	Audit Committee	Chairperson	CSR Committee	Member	Nomination and Remuneration Committee	Member	ICT Solutions Private Limited	Audit, Finance and Risk Committee	Chairperson	Campus Activewear Limited	Audit Committee	Chairperson	Risk Committee	Chairperson	Sagility India Limited	Audit Committee	Chairperson	Risk Management Committee	Chairperson
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Names of listed entities from which resigned in the past three years	None	None	None																																																					
No. of shares held: (a) Own (b) For other persons on a beneficial basis	Nil	Nil	Nil																																																					
Terms and Conditions of appointment/reappointment	Appointment as an Independent Director pursuant to Sections 149, 152 and 161 and other relevant provisions of the Companies Act, 2013, not liable to retire by rotation, for a term of 3 (three) years, up to May 7, 2027.	Appointment as an Independent Director pursuant to Sections 149, 152 and 161 and other relevant provisions of the Companies Act, 2013, not liable to retire by rotation, for a term of 3 (three) years, up to May 7, 2027.	Appointment as an Independent Director pursuant to Sections 149, 152 and 161 and other relevant provisions of the Companies Act, 2013, not liable to retire by rotation, for a term of 3 (three) years, up to May 7, 2027.																																																					
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Mr. Prakash Advani is a seasoned, multidisciplinary C-suite executive with over two decades of experience in guiding and overseeing financial organizations in EMEA. He has extensive experience in leadership roles within regulated financial institutions across Europe and a proven ability to drive growth and manage complex transformations. With his deep expertise in strategy, finance, and governance, he spearheaded several strategic transformations as the Country Executive of Royal Bank of Scotland (RBS), Luxembourg and Belgium branch(es) and as Group Head of Strategy and Structuring of the Franco-Belgian bank - Dexia Group. He has also played pivotal roles in	Ms. Harita Gupta is well-suited for an Independent Director's role due to her extensive industry experience spanning over 30 years in digital and IT services. Her demonstrated leadership in organizations like NASSCOM and Sutherland underscores her ability to lead and govern effectively, ensuring strategic alignment and stakeholder value creation. Moreover, her commitment to fostering diversity and inclusion aligns with current corporate governance trends, while her strategic vision and focus on digital transformation equip her to contribute meaningfully to long-term growth discussions. Additionally, her influential network within industry councils enhances	With over 40 years of experience in finance and strategic management, Mr. Chanana brings a wealth of knowledge and expertise to the boardroom. His experience on the boards of entities in diverse sectors provides valuable insights and perspectives, enhancing the board's ability to navigate different industry landscapes. Mr. Chanana's background in strategic planning and corporate governance equips him to contribute effectively to the board's strategic discussions and decision-making processes. His strong financial acumen and experience in financial management make him well-suited to provide oversight and guidance on financial matters, adding value to the																																																					

	<p>structuring and negotiating mergers and acquisitions, as well as funding and treasury operations spanning various global regions as Executive Director at ABN AMRO, Belgium and Head of Corporate Coverage, RBS. As a Non Executive he is acting as Independent Director and Chair of Risk Committee at Bank Nagelmackers, a Belgian retail and private bank. From 2016 to 2020, Prakash Advani also acted as an Expert Evaluator for the European Union's (EU) flagship Horizon 2020 program. Adept at fostering talent development and leading cross-functional teams, he excels in addressing complex challenges with innovative solutions. Mr. Prakash Advani is known for his collaborative approach and effective communication skills. He brings strong networking abilities, team-building acumen, interpersonal skills, and sound business judgment.</p>	<p>the board's effectiveness and reach, making her a valuable asset to the Company.</p>	<p>board's deliberations. Overall, Mr. Anil Kumar Chanana's skills, capabilities, and expertise make him a valuable asset as an independent director, capable of contributing to the strategic direction and governance of the Company.</p>
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**Note:** The Directorship, Committee Memberships and Chairmanships do not include positions in foreign companies, position as advisory board member(s) and position in Companies under Section 8 of the Companies Act, 2013, if any.


**BRIEF PROFILE OF MR. GUILLAUME BOUTIN**

Mr. Guillaume Antoine Boutin has been Chief Executive Officer of Proximus since 1st December 2019 and presides over the Executive Committee of Proximus. He is also Chairman of the Board of Directors of BICS S.A./N.V. ("**BICS**") and Telesign Corporation ("**TS**"), as well as member of the Proximus Art Board. Since 23 February 2024, he is also CEO of BICS ad interim.

Previously, Mr. Boutin joined the Proximus Executive Committee as Chief Consumer Market Officer in August 2017. Mr. Boutin started his career joining a web start-up.

He then joined SFR where he successively held various positions in strategy, finance and marketing until he joined Canal+ Group in 2015 as Chief Marketing Officer.

He holds a "baccalauréat scientifique", followed by a degree in Telecommunications Engineering (Telecom Sud Paris "Programme Grande Ecole", 1997) and a degree from HEC Paris, "Programme Grande Ecole", obtained in 1999.


**BRIEF PROFILE OF MR. MARK REID**

Mr. Mark Reid is Proximus' Financial Lead since May 2021.

Before joining Proximus, Mr. Reid served as the Chief Financial Officer of the Central European Region of Liberty Global, based in Zurich for 5 years.

Prior to that role he was a Deputy CFO at Virgin Media in London also part of the Liberty Global family.

He has held Senior Financial roles in International Telecom, Digital Media & Travel companies for over 20 years and has worked in Switzerland, UK & the US.

He is a Board member of BICS, Telesign, Mwingz and the Proximus Pension Fund.

Mr. Reid holds an Honors Degree in Aeronautical Engineering from Glasgow University. He's a Chartered Accountant with the certification from the Chartered Institute of Management Accountants (CIMA).


**BRIEF PROFILE OF MR. PRAKASH ADVANI**

Mr. Prakash Advani is a seasoned, multidisciplinary C-suite executive with over two decades of experience in financial organizations in EMEA. He has after securing fit and proper approvals from the European Central Bank and local financial regulators of Belgium, Netherlands, Italy, Germany, Luxembourg carried out several senior management roles in various banks and non-banking financial institutions in the above European jurisdictions.

In an executive capacity, Prakash Advani spearheaded several strategic transformations as the Country Executive of Royal Bank of Scotland (RBS), Luxembourg and Belgium branch(es) and thereafter as Group Head of Strategy and Structuring of the French-Belgian bank - Dexia Group. He also played pivotal roles in structuring and negotiating mergers and acquisitions as well as facilitating funding and treasury operations spanning across multiple industries having been an Executive Director at ABN AMRO, Corporate Finance Belgium and Head of Corporate Coverage, RBS Belgium. As a Non-Executive and Independent Director, Prakash is currently also acting as Chair of Risk Committee and member of the Audit and Nominations Committee at Bank Nagelmackers, a Belgian retail and private bank. Additionally, Mr. Advani also provides strategic consultation to boards, family offices, and controlling shareholders, assisting in their growth and strategic decision-making. From 2016 to 2020, Prakash Advani also acted as an Expert Evaluator for the European Union's (EU) flagship Horizon 2020 program.

Mr. Prakash Advani is known for his collaborative approach and effective communication skills. As an alumnus of Harvard Business School, a Chartered Accountant, and a seasoned banker with a successful track record across Europe, Asia, and the Middle East, he brings strong networking abilities, team-building acumen, interpersonal skills, and sound business judgment.





#### **BRIEF PROFILE OF MS. HARITA GUPTA**

Ms. Harita Gupta is the head of Asia Pacific at Sutherland, leading the business for IT/ITES services across 4 Geographies (Philippines, India, China and Malaysia). She has over 3 decades of vast Global experience in the Digital and IT services sector having worked with Microsoft India and NIIT Technologies prior to Sutherland. Her focus is around Digital Transformation and Innovation and enabling businesses to leverage the opportunity.

Ms. Harita is the Chairperson of the BPM Council, NASSCOM and a member of NASSCOM's Executive Council. She has a Master Degree holder from IIT Delhi. Ms. Harita lives in Gurgaon India. Ms. Harita is a visionary leader who is also very people focused. She is a torchbearer for building an inclusive work culture with focus on People with Disabilities, members of LGBTQ+ and other communities.

She is a key influencer representing the industry on the transformation that Generative AI and ML will bring to Business and the Talent landscape.



#### **BRIEF PROFILE OF MR. ANIL KUMAR CHANANA**

Mr. Anil Chanana is a finance veteran, with more than 40 years of experience covering global IT and analytics. Mr. Chanana is serving as business consultant in strategy and finance. He is on the board of listed and unlisted entities having private equity sponsors and in diverse sectors such as CDMO, API, intermediates and formulations, sports and athleisure footwear, IT services, Nex-gen customer experience, and health benefits administration. He has previously served as the Chief Financial Officer of HCL Technologies Limited and worked closely with the board in formulating and executing strategic priorities. Mr. Chanana is a Chartered Accountant by profession, and has completed his B.Com (Honours) from the University of Delhi and the financial management program at the Stanford Graduate School of Business.