

**Ref No:** RML/2023-24/396

**Date:** August 28, 2023

To,

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

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

Dear Sir/Madam,

**Sub: Annual Report for the Financial Year 2022-23 and Notice convening the 19<sup>th</sup> Annual General Meeting of Route Mobile Limited (the 'Company')**

Please refer to our letter dated August 10, 2023 informing that the 19<sup>th</sup> Annual General Meeting of the Company is scheduled to be held on Friday, September 22, 2023 at 3:30 P.M. (IST).

Further to the aforesaid communication, and pursuant to Section 108 of the Companies Act, 2013 and Regulations 30 and 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the Annual Report for the Financial Year 2022-23 along with Notice convening the 19<sup>th</sup> Annual General Meeting of the Company scheduled to be held on Friday, September 22, 2023 at 3:30 P.M. (IST) via two-way video conferencing ('VC') or other audio visual means ('OAVM').

The 19<sup>th</sup> Annual Report for the FY 2022-23 is also available on the Company's website at <https://routemobile.com/compliance/2023/Annual-Report-2023.pdf> and are being dispatched to all eligible shareholders whose email IDs are registered with the Company/Depositories. Our Sustainability Report for the FY 2022-23 can also be accessed at <https://routemobile.com/compliance/2023/Sustainability-Report-FY-2022-23.pdf>.

You are requested to take the above information on record.

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.:**

- (a) Notice of the 19<sup>th</sup> Annual General Meeting; and
- (b) Annual Report and Annual Financial Statements for the Financial Year 2022-23

Dear Member(s),

## Invitation to attend the 19<sup>th</sup> Annual General Meeting on Friday, September 22, 2023.

I invite you all most cordially to attend the 19<sup>th</sup> Annual General Meeting ("AGM") of Route Mobile Limited ("RML") to be held on Friday, September 22, 2023 at 3:30 P.M. (IST) through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM"). In accordance with the permissible circulars issued by Ministry of Corporate Affairs and SEBI's directive, we are furnishing Annual Report for FY 2022-23 and this Notice of AGM to our Members over the internet rather than in paper form. We believe this delivery process reduces both environmental impact and the costs of printing and distributing our documents without hindering our Members' timely access to this important information. We hope you will be able to attend this year's AGM. Our MD & Group CEO will report on fiscal 2023, and there will be an opportunity for Members to ask questions. As you plan to attend the meeting, please ensure that you are represented by voting in advance. You can vote online and Your vote is very important.

On behalf of the Board of Directors, I would like to express my gratitude for your continued support for Route Mobile.

The Notice of the meeting, containing the businesses to be transacted, is enclosed herewith.

<b>Summarized information at a glance:</b>	
Time and Date of AGM	3:30 P.M. (IST), Friday, September 22, 2023
Mode	Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")
Participation through Video Conference	<a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a>
Live-Webcast	<a href="https://routemobile.com/agm-webcast/">https://routemobile.com/agm-webcast/</a>
Helpline number for VC participation and e-Voting	Ms. Pallavi Mhatre, Senior Manager, NSDL on <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> ; OR Call on 022 - 4886 7000 and 022 - 2499 7000.
Speaker Registration	"Access to NSDL e-Voting system" between 9:00 A.M. (IST), Tuesday, September 19, 2023 and 5:00 P.M. (IST), Thursday, September 21, 2023
Record Date for Final Dividend	Wednesday, September 6, 2023
Cut-off date for e-Voting	Friday, September 15, 2023
E-Voting Start time and Date	9:00 A.M. (IST), Tuesday, September 19, 2023
E-Voting End time and Date	5:00 P.M. (IST), Thursday, September 21, 2023
E-Voting service provider and website links of NSDL	National Securities Depository Limited Address: Trade World, "A" Wing, 4 <sup>th</sup> Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400013, Maharashtra, India. <b>Ms. Pallavi Mhatre</b> , Senior Manager. <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a>
Name, address and contact details of Registrar and Share Transfer Agents ("RTA")	<b>Mr. Umesh Pandey</b> , Manager KFin Technologies Limited Address: Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032, Telangana, India Email ids: <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> <a href="mailto:umesh.pandey@kfintech.com">umesh.pandey@kfintech.com</a> Website: <a href="https://www.kfintech.com">https://www.kfintech.com</a> Toll free number: 1-800-3094-001

Yours truly,

**Sandipkumar Gupta**

Chairman of the Board

Encl: Notice of the 19<sup>th</sup> Annual General Meeting

# NOTICE

**NOTICE IS HEREBY GIVEN THAT THE NINETEENTH (19<sup>TH</sup>) ANNUAL GENERAL MEETING (“AGM”) OF THE MEMBERS OF ROUTE MOBILE LIMITED (“Company”)** will be held on **Friday, September 22, 2023 at 3:30 p.m. (IST)** through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”) to transact the following businesses: -

## **ORDINARY BUSINESS:**

### **Item No. 1 - Adoption of Audited Financial Statements (Standalone)**

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023 and the Reports of the Board of Directors and the Auditors thereon.

**“RESOLVED THAT** the audited standalone financial statement of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon as circulated to the Members be and are hereby considered and adopted.”

### **Item No. 2 - Adoption of Audited Financial Statements (Consolidated)**

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023 and the Report of the Auditors thereon.

**“RESOLVED THAT** the audited consolidated financial statements of the Company for the financial year ended March 31, 2023 and the report of Auditors thereon as circulated to the Members be and are hereby considered and adopted.”

### **Item No. 3 – Declaration of Dividend**

To declare a final dividend of ₹2 per equity share of the face value of ₹10 each (20%), of the Company for the year ended March 31, 2023.

**“RESOLVED THAT** dividend at the rate of ₹2 per equity share of face value of ₹10 each (20%) each fully paid-up, be and is hereby declared for the financial year ended March 31, 2023 and the same be paid as recommended by the Board of Directors of the Company, subject to deduction of tax at source and, in accordance with the provisions of Section 123 and the other applicable provisions, if any of the Companies Act, 2013.”

### **Item No. 4 – Appointment of a Director retiring by rotation**

To appoint a Director in place of Mr. Chandrakant Gupta (DIN: 01636981), who retires by rotation and, being eligible, offers himself for re-appointment.

**“RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Chandrakant Gupta (DIN: 01636981), be and is hereby re-appointed as a Director (Non-Executive Non Independent) of the Company, liable to retire by rotation.”

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

**Rathindra Das**

**Group Head-Legal, Company Secretary and Compliance Officer**

FCS 12663

Date: August 10, 2023

Place: Mumbai

**NOTES:**

1. The Ministry of Corporate Affairs (“MCA”) vide its General Circular No. 10/2022 dated December 28, 2022 in relation to “Clarification of holding of Annual General Meeting (“AGM”) through video conferencing (“VC”) or other audio visual means (“OAVM”)” [(read with Ministry's General Circular Nos. 2/2022 dated May 5, 2022, 20/2020 dated May 5, 2020 02/2021 dated January 13, 2021, 19/2021 dated December 8, 2021 and 21/2021 dated December 14, 2021)] (hereinafter referred to as “MCA Circular”) and Securities and Exchange Board of India (“SEBI”) vide its Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 in relation to “Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Reg.” (hereinafter referred to as “SEBI Circular”) (read with other SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022) (together referred as “Applicable Circulars”), have permitted the holding of the AGM by VC/OAVM up to September 30, 2023, without the physical presence of the Members at a common venue and without sending physical copies of the financial statements (including Board’s report, Auditor’s report or other documents required to be attached therewith). Hence, in compliance with the Applicable Circulars, the AGM of the Company for the FY 2022-23 is being held through VC/OAVM.
2. In compliance with the Applicable Circulars, the Notice of the AGM alongwith the Annual Report for the Financial Year 2022-23 are being sent through electronic mode (by e-mail) to those Members whose e-mail addresses are registered with the Company/ Depository Participants (“DPs”). The Company shall send the physical copy of the Annual Report for FY 2022-23 only to those Member who specifically request for the same at [investors@routemobile.com](mailto:investors@routemobile.com) mentioning their Folio No/DP ID and Client ID. The registered office of the Company shall be deemed venue for the AGM. Since the AGM will be held through VC, the Route Map is not annexed in this Notice. Members may note that the Notice of the AGM and the Annual Report for the Financial Year 2022-23 will also be available on the Company's website at [www.routemobile.com](http://www.routemobile.com), websites of the Stock Exchanges, i.e. BSE Limited and the National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM Notice is also available on the website of National Securities Depository Limited (“NSDL”) at <https://www.evoting.nsdl.com>.
3. NSDL will be providing facility for voting through remote e-Voting, for participation in the AGM through VC/OAVM facility and e-Voting during the AGM. The Members will be able to view the proceedings on National Securities Depository Limited's ('NSDL') e-Voting website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
4. A Member logging-in to the VC facility using the remote e-Voting credentials shall be considered for record of attendance of such Member at the AGM and such Member attending the AGM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013 (the “Act”). Since this AGM is being held pursuant to the Applicable Circulars through VC/OAVM, physical attendance of Members has been dispensed with and there is no provision for the appointment of proxies. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act will not be available for the AGM and hence the Proxy Form, Attendance Slip etc. are not annexed to this Notice. Members of the Company under the category of Institutional Investors are encouraged to attend the AGM.  
  
Pursuant to Section 152 and other applicable provisions of the Act, only the Non-Independent Directors would be reckoned for the purpose of retirement by rotation. Hence, in terms of Section 152 of the Act, and the Articles of Association of the Company, Mr. Chandrakant Gupta (DIN: -01636981), Director (Non-Executive Non-Independent), retires by rotation at the AGM and being eligible, offers himself for re-appointment. A statement providing additional details of the Director along with his brief profile who is seeking re-appointment as set out at Item No. 4 of the Notice is annexed herewith as required under the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ('ICSI').
5. Members may note that the Board, at its meeting held on May 19, 2023, has recommended a final dividend of ₹2 per equity share of the face value of ₹10 each (20%) for the financial year 2022-23. Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of shareholders with effect from April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates.

For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with Registrar & Share Transfer Agent ("RTA") KFin Technologies Limited ("KFinTech") (in case of shares held in physical mode) and Depository Participant ("DP") (in case of shares held in demat mode).

(a) An email communication informing the Shareholders regarding the relevant procedure to be adopted by them to avail the applicable tax rate has been sent by the Company at the registered email IDs of the Shareholders on May 31, 2023. In general, to enable compliance with TDS requirements, Members were requested to complete and/or update their Residential Status, Permanent Account Number ("PAN"), Category etc. as per the IT Act with their Depository Participants ("DPs") or in case shares are held in physical form, with KFinTech, by sending documents through e-mail by July 10, 2023.

(b) Kindly note that the Company vide an Email dated August 10, 2023 has further extended the opportunity for the shareholders to submit the applicable declarations and documents up to 5:00 P.M. (IST) on August 30, 2023 in order to enable the Company to determine and deduct appropriate TDS/withholding tax rate. No communication/ documents on the tax determination / deduction shall be considered post 5:00 PM (IST) of August 30, 2023.

(c) For further details and formats of declaration, please refer to 'General Communication on Tax Deduction' dated August 10, 2023 available on Company's website at <https://routemobile.com/wp-content/uploads/2023/08/General-Communication-on-Tax-Deduction-at-Source-on-final-Dividend.pdf>. The aforesaid documents such as Form 15G/15H, documents under Section 196, 197A, etc. can also be uploaded on the link <https://ris.kfintech.com/form15/default.aspx>. The aforesaid documents are subject to verification by the Company and in case of ambiguity, the Company reserves its right to deduct the TDS as per the provisions of the Income Tax Act, 1961.

**6.** Record Date: The Record Date for the purposes of the final dividend will be September 6, 2023.

**7.** Dividend: If the final dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend subject to deduction of tax at source will be made within 30 days of AGM, as under:

(a) To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories", as at the close of business hours on September 6, 2023; and

(b) To all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as at the close of business hours on September 6, 2023.

**8.** SEBI has made it mandatory for all Companies to use the bank account details furnished by the Depositories and the bank account details maintained by the RTA for payment of dividend to Members electronically. The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Member(s) through Electronic Clearing Service ("ECS")/National Electronic Clearing Service ("NECS")/ Real Time Gross Settlement ("RTGS")/ Direct Credit/ IMPS/ NEFT etc. The final dividend, if approved by the Members in the ensuing AGM, will be paid within 30 days of the AGM electronically through various online transfer modes to those Members who have updated their bank account details.

**9. Norms for furnishing of PAN, KYC, Bank details and Nomination:**

Pursuant to SEBI Circular No. SEBI/HO/MIRSD/ MIRSDPoD-1/P/CIR/2023/37 dated March 16, 2023, issued in supersession of earlier circulars issued by SEBI bearing nos. SEBI/HO/MIRSD/ MIRSD RTAMB /P/CIR/2021/655 and SEBI/HO/ MIRSD/MIRSD RTAMB/ P/CIR/2021/687 dated November 3, 2021 and December 14, 2021, respectively, SEBI has mandated all listed companies to record PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers of holders of physical securities. The folios wherein any one of the cited documents/details is not available on or after October 1, 2023, shall be frozen by the RTA.

The securities in the frozen folios shall be eligible:

- To lodge any grievance or avail of any service, only after furnishing the complete documents / details as mentioned above;
- To receive any payment including dividend, interest or redemption amount (which would be only through electronic mode) only after they comply with the above stated requirements.

The forms for updation of PAN, KYC, bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13 and the said SEBI circular are available on our website <https://routemobile.com/registrar-share-transfer-agent/>. In view of the above, we urge Members holding shares in physical form to submit the required forms along with the supporting documents at the earliest. The Company has dispatched a letter to the Members holding shares in physical form in relation to the above referred SEBI Circular. Members who hold shares in dematerialised form and wish to update their PAN, KYC, Bank details and Nomination, are requested to contact their respective DPs.

Further, Shareholders holding shares in physical form are requested to ensure that their PAN is linked to Aadhaar to avoid freezing of folios. Such frozen folios shall be referred by RTA/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, after December 31, 2025.

**10. Updation of mandate for receiving dividend directly in bank account through Electronic Clearing System or any other means in a timely manner:**

To avoid delay in receiving dividend, Members are requested to update their bank account details with their depositories (where shares are held in dematerialized mode) and with KFinTech, Company's Registrar and Transfer Agent ("RTA") (where shares are held in physical mode) to receive dividend directly into their bank account.

*Shares held in Physical Mode:*

1. **Through "In Person Verification" (IPV)**-The authorized person of the RTA shall verify the original documents furnished by the investor and retain copy (ies) with IPV stamping with date and initials.

2. **Through Post**-Hard copies of self-attested documents.
3. **Through Electronic Mode with e-sign**-In case the email address is already registered with RTA, the Shareholder(s) may send the scanned copies of their KYC documents/ service requests with e-sign at RTA's email-id [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) with the subject line: RML\_KYC updation – Shares.

*Shares held in demat form:* All the eligible shareholders holding shares in demat mode are requested to update with their respective DPs, before September 6, 2023, their correct Bank Account Number, including 9 Digit MICR Code and 11 digit IFSC Code, e-mail ID and mobile no(s).

Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the RTA will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change/ deletion in such bank details. Further, instructions, if any, already given by them in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in electronic form. Members may, therefore, give instructions to their respective DP regarding bank accounts in which they wish to receive dividend. For Members who are unable to receive the dividend directly in their bank accounts through ECS or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant/ Bankers' cheque/demand draft to such Members, through postal or courier services.

11. Any person who has not registered his/her e-mail address or has become a Member of the Company after despatch of this Notice, and therefore annual report and this AGM Notice could not be sent, may write to [investors@routemobile.com](mailto:investors@routemobile.com) to receive the copies of the Annual Report of FY 2022-23 and AGM Notice.

**12. Non-resident shareholders:**

Non-resident shareholders are requested to immediately notify:

- i. Indian address for sending all communications, if not provided so far;



- ii. Change in their residential status on return to India for permanent settlement; and
  - iii. Particulars of their Non-resident rupee account, whether repatriable or not, with a bank in India, if not furnished earlier.
- 13.** Members wishing to claim dividends that remain unclaimed are requested to correspond with the RTA at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com), or with the Company Secretary by writing at [investors@routemobile.com](mailto:investors@routemobile.com). Members are requested to note that dividends, if not en-cashed for a consecutive period of seven (7) years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Further, the shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/Claimants are requested to claim their dividends from the Company, within the stipulated timeline. The Members whose dividend/shares are transferred to the IEPF may claim the dividend/shares by making an application to the IEPF Authority by following the procedure as detailed in the IEPF Rules and as enumerated on the website of IEPF at <http://www.iepf.gov.in/IEPF/refund.html>. In terms of the IEPF Rules, there is no unclaimed or unpaid dividend, and therefore, no details available for the Company requiring any transfer to the IEPF as on date or for uploading on its website.
- 14.** As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website <https://www.routemobile.com/wp-content/uploads/2021/06/Form-SH-13-Nomination-Form.pdf>. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form/demat mode and to KFinTech, in case the shares are held in physical form. If a Member desires to cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form SH-14. Members who are either not desiring to register Nomination or would want to opt out, are requested to fill and submit Form No. ISR-3. The said forms can be downloaded from the Company's website at <https://routemobile.com/registrar-sharetransfer-agent/>. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, quoting their folio no.
- 15.** The format of the Register of Members prescribed by the MCA under the Act requires the Company/Registrars and Share Transfer Agents to record additional details of Members, including their PAN details, e-mail address, bank details for payment of dividends, etc. Form No. ISR-1 for capturing additional details is available on the Company's website. Members holding shares in physical form are requested to submit the filled-in Form No. ISR-1 to the RTA. Members holding shares in electronic form are requested to submit the details to their respective DP only and not to the Company or RTA.
- 16.** In terms of Regulation 40(1) of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate, claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement, Sub-division/ Splitting of securities certificate, Consolidation of securities certificates/ folios, Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website under the weblink at <https://routemobile.com/registrar-share-transfer-agent/>. Members holding equity shares of the Company in physical form are requested to kindly get their equity shares converted into demat/electronic form to get inherent benefits of dematerialisation and also considering that physical transfer of equity shares/issuance of equity shares in physical form have been disallowed by SEBI. SEBI vide its earlier amendment notification dated January 24, 2022 has mandated that all requests for transfer, transmission and transposition requests shall be processed only in dematerialized form. Members can contact the Company or RTA, for assistance in this regard.
- 17.** Members are requested to send all communications relating to shares and unclaimed dividends, change of address, bank details, e-mail address etc. to the RTA at the following address: KFin Technologies Limited Selenium Building, Tower B, Plot Nos. 31-32, Gachibowli, Financial District,

Nanakramguda, Hyderabad, Telangana – 500 032 in prescribed Form No. ISR-1, quoting their folio number and enclosing the self-attested supporting document. If the shares are held in electronic form, then change of address and change in the bank accounts etc. should be furnished to their respective DPs. For permanent registration of their email address, Members are requested to register their email address, in respect of electronic holdings, with their concerned DPs and in respect of physical holdings, with the RTA.

**18.** Members holding shares in physical form, in identical order of names, in more than one folio, if any, are requested to send to the Company or KFintech, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes. Members are requested to use the share transfer Form SH-4 for this purpose.

**19.** In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

**20.** The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and Certificate from Secretarial Auditors of the Company, under SEBI (Share-Based Employee Benefits and Sweat Equity) Regulations, 2021 will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for inspection in the electronic form (scanned copy) without any fee by the Members from the date of circulation of this Notice up to the date of AGM (during business hours except Saturday, Sunday and National Holiday), i.e. September 22, 2023, subject to restrictions, if any, that may be imposed by local authorities. Members seeking to inspect such documents can send an email to [investors@routemobile.com](mailto:investors@routemobile.com). Members seeking any statutory information or any other matter/ documents/ registers, etc. in connection with the AGM of the Company, may please send a request to the Company via email at [investors@routemobile.com](mailto:investors@routemobile.com).

**21. Submission of Questions/Queries prior to e-AGM:**

Members desiring any additional information with regard to financial statements or any matter to be

placed at the AGM are requested to write to the Company Secretary on the Company's email-id [investors@routemobile.com](mailto:investors@routemobile.com), before 5:00 P.M. (IST), September 15, 2023 so as to enable the Management to keep the information ready. Please note that, Member's questions will be answered only if they continue to hold the shares as on Cut-off Date.

**22. VOTING THROUGH ELECTRONIC MEANS:**

a. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Applicable Circulars, and in terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to the 'e-Voting Facility to be provided by Listed Entities', the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by National Securities Depository Limited ("NSDL") on all resolutions set forth in this Notice, from a place other than the venue of the Meeting ('remote e-Voting'). Resolution(s) passed by Members through e-Voting is/are deemed to have been passed as if it/they have been passed at the AGM.

b. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes Member of the Company after the dispatch of this Notice and holding shares as of the Cut-off Date i.e. September 15, 2023, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

However, if the person is already registered with NSDL for remote e-Voting, then the existing user ID and password of the said person can be used for casting vote. If the person forgot his/her password, the same can be reset by using 'Forgot user Details/Password' or 'Physical user Reset Password' option available at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or by calling on 022 4886 7000 and 022 2499 7000. In case of Individual Members holding securities in Demat mode who acquire shares of the Company and becomes a Member of the Company after sending the Notice and holding shares as of the Cut-off Date i.e. September 15, 2023, may follow steps mentioned in the notes to Notice under 'Access to NSDL e-Voting system'.



- c. The Cut-Off Date for determining the eligibility of shareholders to cast vote through e-Voting is September 15, 2023.
- d. Members are provided with the facility for voting through electronic voting system during the VC/OAVM proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-Voting, are eligible to exercise their right to vote at the AGM.

**23. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E- VOTING AND JOINING GENERAL MEETING ARE AS UNDER:**

- a. **The Members, whose names appear in the Register of Members / Beneficial Owners as on the Cut-off Date i.e. September 15, 2023, may cast their vote electronically.** A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date only shall be entitled to avail the facility of remote e – Voting, as well as voting at the meeting. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off Date, being September 15, 2023. **The remote e-Voting period begins on 9.00 A.M. (IST), September 19, 2023 and ends on 5.00 P.M. (IST), September 21, 2023.** The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change in subsequently.
- b. If a person was a Member as on the date of dispatch of the notice but has ceased to be a Member as on the Cut-off Date i.e. September 15, 2023, he/she shall not be entitled to vote. Such person should treat this Notice for information purpose only.
- c. Institutional Investors/ Corporate Members (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 attested specimen

signature of the duly authorized signatory(ies) who are authorized to attend & vote at the AGM, to the Scrutinizer by e-mail latest by September 21, 2023, to [prakashshenoy@sapcorppllp.com](mailto:prakashshenoy@sapcorppllp.com) , with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). The scanned image of the above-mentioned documents should be in the naming format “Route Mobile Limited-19<sup>th</sup> AGM/September/2023”. Corporate Members/ Institutional shareholders (i.e. other than individuals, HUF’s, NRI’s etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on “Upload Board Resolution/Authority Letter” displayed under “e-Voting” tab in their login.

- d. 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.
- e. In case of any queries/ grievances connected with the voting by electronic means, 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.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Limited, Trade World, “A” Wing, 4<sup>th</sup> Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai-400013 at the designated e-mail ID [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- f. 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 and joining virtual meeting for Individual shareholders holding securities in demat mode:**

In terms of the Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 issued by the Securities and Exchange Board of India dated December 9, 2020, on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the individual Demat account holders, by

way of single login credential, through their Demat accounts/websites of Depositories/ DPs in order to increase the efficiency of the voting process. Individual Demat account holders would be able to cast their vote without having to register again with the e-Voting service provider ("ESP") thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Members are advised to update their mobile number and e-mail ID with their DPs in order to access e-Voting facility.

Type of Members	Log-in Method
<b>For Members who hold shares in Demat mode with NSDL</b>	<b>1. User already registered for IDeAS facility:</b> <ol style="list-style-type: none"> <li>I. Go to URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a></li> <li>II. Click on the “Beneficial Owner” icon under “Login” available under ‘IDeAS’ section.</li> <li>III. On the new page, enter existing User ID and Password. Post successful authentication, click on “Access to e-Voting”</li> <li>IV. Click on company name or e-Voting service provider i.e NSDL and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</li> </ol>
	<b>2. User not registered for IDeAS e-Services</b> <ol style="list-style-type: none"> <li>i. To register click on link: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> (Select “Register Online for IDeAS Portal”) or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>ii. Proceed with completing the required fields.</li> </ol>
	<b>3. First Time Users: By visiting the e-Voting website of NSDL:</b> <ol style="list-style-type: none"> <li>i. Go to URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a></li> <li>ii. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</li> <li>iii. Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/ OTP and a Verification Code as shown on the screen.</li> <li>iv. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</li> <li>v. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ol>
	<b>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience</b>

**NSDL Mobile App is available on**



Type of Members	Log-in Method
<b>For Members who hold shares in Demat mode with CDSL</b>	<ol style="list-style-type: none"> <li>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 &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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 or joining virtual meeting &amp; voting during the meeting. Additionally, there is 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.</li> <li>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 &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a 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 &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<b>Through Depository Participant(S)</b>	<ol style="list-style-type: none"> <li>You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>Upon login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</li> <li>Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>

**Helpdesk for individual shareholders holding securities in demat mode for any technical issues related to login through depository i.e. NSDL and CDSL:**

Individual shareholders holding securities in demat mode with NSDL Please contact NSDL helpdesk by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call at. 022 - 4886 7000 and 022 - 2499 7000

Individual shareholders holding securities in demat mode with CDSL Please contact CDSL helpdesk by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

**Important note: Members who are unable to retrieve User ID / Password are advised to use “Forgot User ID” and “Forgot Password” option available on the above-mentioned website.**

**(B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode**

- 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.
- 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, 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.

- 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:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) 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 by NSDL. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will prompt you to change your password.
- c) How to retrieve your 'initial password'?
  - i) 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. 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'.
  - ii) If your email ID is not registered, please follow the steps under the '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:

- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option is available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) Click on "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
- d) Shareholders 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 and join General Meeting on NSDL e-Voting system:**

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

- 1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- 2. Select 'EVEN' of the company for which you wish to cast your vote during the remote e-Voting period/ during the Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
- 3. Now you are ready for e-Voting as the Voting page opens.
- 4. 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.
- 5. Upon confirmation, the message 'Vote cast successfully' will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**24. Process for those shareholders whose email ids are not registered with the depositories for procuring User ID and Password for e-voting on the resolutions set out in this notice:**

- a) Shareholders/ Members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring User ID and Password for e – Voting by providing below mentioned documents:
  1. In case shares are held in physical form, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN Card), Aadhaar Card (self-attested scanned copy of Aadhaar Card).
  2. In case shares are held in DEMAT mode, please provide DP ID CLIENT ID (16 digit DP ID + CLIENT ID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card).
- b) If you are an Individual shareholder, holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A) i.e. **“Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode”**. 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/ website of Depositories/ 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.

**25. INSTRUCTIONS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

- a) Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM link” placed under “Join Meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of the Company will be displayed. Please note that the Shareholders who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in this Notice. During the AGM, the Chairman will announce the start of voting through e-Voting facility provided at the AGM.
- b) The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. The Company may close the window for joining the VC/ OAVM facility thirty (30) minutes after the scheduled time to start the 19<sup>th</sup> AGM. The Members will be able to view the proceedings on National Securities Depository Limited's ('NSDL') e-Voting website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The facility of participation at the AGM through VC/OAVM will be made available for 1000 Members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors and Key Managerial Personnel etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- c) Members are encouraged to join the Meeting through Laptops for better experience. Further, Members will be required to grant access to the web-cam/ camera to enable two-way video conferencing. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting. Please note that Participants

connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

- d) Members who need assistance before or during the AGM, can contact Ms. Pallavi Mhatre, Senior Manager, NSDL on email ID: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call on 022 - 4886 7000 and 022 - 2499 7000.
- e) Members who would like to express their views or ask questions during the AGM may post their queries in the window 'Ask Your Question', by mentioning their name and demat account number/folio number.

**26. Speaker Registration:** In addition to the above-mentioned step, the Members may register themselves as a speaker for the AGM to express their views / ask questions during the AGM. Accordingly, the Members may follow the steps as mentioned under "Step 1: Access to NSDL e-Voting system" between 9:00 A.M. (IST), September 19, 2023 and 5:00 P.M. (IST), September 21, 2023 i.e. the remote e-Voting period. After successful login, Members will be able to register themselves as a speaker shareholder by clicking on the Speaker registration link available against the EVEN of Route Mobile Limited and entering their contact details. Alternatively, Members may preregister themselves by sending a request from their registered email ID mentioning their names, DP ID and Client ID/folio number, PAN and mobile number to [investors@routemobile.com](mailto:investors@routemobile.com). The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of the time at the AGM. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM in relation to the agenda to be transacted at the AGM.

Due to limitations of transmission and coordination during the AGM, the Company may have to dispense with or curtail the Speaker Session. Hence, Members are encouraged to send their questions/queries in advance to the Company at [investors@routemobile.com](mailto:investors@routemobile.com).

## 27. THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

- (a) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.
- (b) The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for remote e-Voting.
- (c) Only those Members who are present in the meeting through video conferencing facility and have not cast their vote on the resolutions through remote e-Voting, shall be allowed to vote through e-Voting system during the meeting/AGM. The Members who have cast their votes by remote e-Voting prior to the AGM, may attend and participate in the AGM but they shall not be entitled to cast their vote again at the AGM.
- (d) Members can opt for only one mode of voting i.e. either by remote e-Voting or voting at the AGM by electronic voting. In case Members cast their votes through both the modes, voting done by remote e-Voting shall prevail and the votes cast at the AGM shall be treated as invalid.

## 28. OTHER INFORMATION

- a) The Board of Directors has appointed Mr. Prakash Shenoy (Membership No. F12625, Certificate of Practice No.: 22619), Partner of M/s SAP & Associates, Practicing Company Secretaries, as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.
- b) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of electronic voting for all those Members who are present at the AGM but have not cast their votes by availing the remote e-Voting facility. The remote e-Voting module during the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.
- c) The Scrutinizer shall, immediately after the conclusion of the voting at the AGM, first count the votes cast during the AGM,



thereafter unblock the votes cast through remote e-Voting in the presence of at least two (2) witnesses not in the employment of the Company and provide, not later than two working days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.

- d) The results declared along with the Scrutinizer's Report shall be placed on the Company's website at [www.routemobile.com](http://www.routemobile.com) and on the website of NSDL on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the submission with the Stock Exchanges, where the shares of the Company are listed. Subject to receipt of the requisite number of votes, the resolutions shall be deemed to have been passed on the date of the AGM, i.e. September 22, 2023.
- e) The Ministry of Corporate Affairs has taken a 'Green Initiative in Corporate Governance' by allowing Companies to send documents to their Members in electronic mode. To support this green initiative and to receive

communications from the Company in electronic mode, Members who have not registered their e-mail addresses and are holding shares in physical form are requested to contact the RTA of the Company and register their e-mail address. Members holding shares in demat form are requested to contact their DPs. Members may please note that notices, annual reports, etc. will be available on the Company's website at [www.routemobile.com](http://www.routemobile.com).

**by Order of the Board of Directors**

**for Route Mobile Limited**  
**Rathindra Das**

Group Head-Legal, Company  
Secretary and Compliance Officer  
FCS- 12663

Date: August 10, 2023

Place: Mumbai


**Registered Office:**

4<sup>th</sup> Dimension, 3<sup>rd</sup> Floor, Mind Space,  
Malad (West), Mumbai – 400 064  
CIN: L72900MH2004PLC146323  
Email: [investors@routemobile.com](mailto:investors@routemobile.com)  
Website: [www.routemobile.com](http://www.routemobile.com)  
Tel: 022 - 40337676 Fax: 022 - 40337650

# Annexure 1

## PROFILE OF DIRECTOR SEEKING RE-APPOINTMENT

### [Pursuant to regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meetings issued by the ICSI]

Name of the Director	
DIN	Mr. Chandrakant Gupta 01636981
Designation/Category of Directorship	Director (Non-Executive Non-Independent)
Age	70 years
Date of first appointment on the Board	February 15, 2007
Qualification	H.S.C.
Expertise in specific functional areas	Mr. Chandrakant Gupta has experience in general corporate management and administrative matters. He has been a Director on our Board since 2007 and steered the company through manifold growth in the last decade. Mr. Chandrakant Gupta is a seasoned entrepreneur, business strategist, and Investor in early-stage tech and hospitality businesses spread across India.
Remuneration proposed to be paid	Sitting Fees as approved by the Board from time to time.
Last drawn Remuneration	Sitting Fees as approved by the Board from time to time. Please also refer to Corporate Governance Report.
Relationship with other Directors, Manager and other Key Managerial Personnel	Father of Mr. Rajdipkumar Gupta, MD & Group CEO and Mr. Sandipkumar Gupta, Chairman (Non-Executive Non-Independent).
Number of Board Meetings attended during the FY 2022-23	Five (5)
Directorships held in other Companies	<ol style="list-style-type: none"> <li>1. Send Clean Private Limited</li> <li>2. Route Ledger Technologies Private Limited</li> <li>3. Call 2 Connect India Private Limited</li> <li>4. Route Connect Private Limited</li> <li>5. Sanraj Family Ventures Private Limited</li> </ol>
Member/ Chairperson of committees of the Company	None
Names of listed entities from which resigned in the past three years	Not Applicable
No. of shares held: (a) Own (b) For other persons on a beneficial basis	23,00,000 NIL
Terms and Conditions of appointment/re-appointment	Re-appointment in terms of Section 152(6) of the Companies Act, 2013, as a Director, 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.

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.



Congratulations! Account opened successfully!



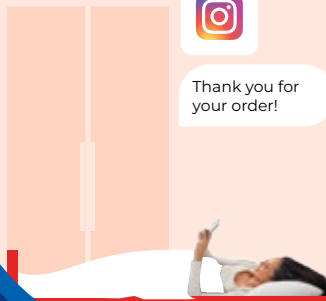
Your Health data is updated. Click on the link to see results!



# Securing communication in a digital age



Thank you for your order!



➤ Shop Great Offers!  
Exciting deals at our store just for you!

➤ My Office  
We love the presentation! Let's catch up on the next steps.



Food is on the way!



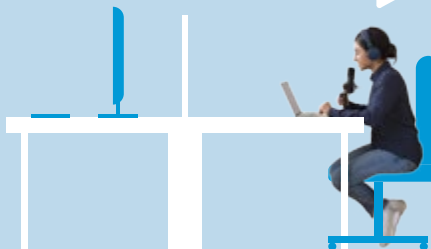
Notify everyone!  
[Submit](#)



Hey! How are you doing?



So nice to meet you all! Let's begin our discussion!





₹3,569.2 Cr

Revenue from Operations

78.3%



₹456.6 Cr

Adjusted EBITDA

77.2%

₹333.1 Cr

Profit After Tax

95.8%



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₹1,126.45 Cr

Net Worth

67%



● Growth Y-o-Y



# Securing Communication in a Digital Age

In an era where digital connectivity has become integral to our lives, the need to secure communication has never been more crucial. As we navigate the fast-changing digital landscape, safeguarding personal data by protecting them against digital threats and fraud has become a top priority.

At Route Mobile, we provide smart and secure cloud communication solutions to enterprises, empowering them to offer seamless and secure communication experiences to their customers. Our commitment to excellence and customer-centric approach has helped us gain a strong foothold in the CPaaS industry. The company's strong performance in FY 22-23 was driven by organic growth prospects and contributions through strategic acquisitions.

As we move forward, our objective is to further strengthen our position in the CPaaS sector and continue driving customer satisfaction and business growth. To achieve this, we have established dedicated strategic business units (SBUs), focused on (our digital identity and secured communication solutions), E-mail, Conversational bot frameworks, and upcoming Voice and virtual Contact Center solutions. These SBUs will enable us to provide customised solutions and cater to specific requirements within each domain.

As we strive for business growth, we remain dedicated to carrying out our operations responsibly. We actively contribute to the UN SDGs and drive meaningful impact for our stakeholders through environmental and social initiatives.

# A

Our Journey

# Transformational Evolution

From our humble beginning as an SMS aggregator, we have evolved into a leading CPaaS provider with a vision to connect the world through mobile technology. Throughout this journey, innovation, collaboration, and expansion have been the cornerstones of our growth and transformation.



We recognised the potential of cloud-based communication platforms and sought to improve enterprise communication by facilitating more engaging experiences that would benefit their customers.



**Rajdipkumar Gupta**

Managing Director & Group CEO





## From Vision to a Profitable Venture

We started with a vision to help businesses seamlessly engage with their customers. With a sheer determination to make our vision a reality, we bootstrapped the Company and quickly gained the trust of our clients, becoming profitable from the first year of operations.

### Stage 1 2004-2013

Bootstrapped the Company with ~USD 2,000

Started operations in India to cater to the global market

Started as an aggregator of traffic to gain MNO access

Hosted SMSCs in India and the UK

### Stage 2 2014-2017

Successful transition from an aggregator model to a direct enterprise model

Opened offices in Europe, the Middle East, Africa, and South East Asia

Ramped up sales team in global markets

Onboarded marquee clients across industry verticals, including new-age tech, banking and financial services and travel and transport, among others

Acquired 365Squared, Cellent Technologies, Start Corp India, and Call2Connect

## Transition from an Aggregator to an Enterprise Model

We transitioned into an enterprise-focused business, expanding globally, and incorporating advanced technologies to meet evolving communication needs, reinforcing our position as a trusted partner in the industry.

## Strong Momentum with Omnichannel Stack

Building on our progress, we developed a scalable omnichannel CPaaS platform, integrating multiple communication channels for a seamless user experience while ensuring robust security. This approach helped us drive significant growth, attract marquee clients, and establish lasting partnerships in the industry.

### Stage 3 2018-2020

Developed next-gen services like RBM and OTT messaging

Onboarded several blue-chip customers including global Fortune 500 enterprises

Entered the lucrative North American market

Leveraged full messaging technology stack through TeleDNA's acquisition

Got listed on the Indian stock exchanges

Became hubbing partners with top global telecom operators

### Stage 4 2021- 2023

Expanded product portfolio and geographic presence through acquisitions, including SendClean, Masivian S.A.S., Mr Messaging and Interteleco (Now known as Route Mobile Communication Services & Co.)

Won two golds at the Juniper Research Awards in the CPaaS Provider of the Year and Best SMS Firewall categories

Accomplished the global API challenge – Hackathon

Raised ₹8,675 million via QIP from marquee investors

Completed buyback of ₹1,200 million worth of shares

Launched TruSense, a digital identity and security suite

## Expanding Portfolio and Market Presence to Accelerate Growth

With a strong foundation and a focus on accelerating growth, we have been expanding and diversifying our product portfolio to address the evolving needs of the digital age. Simultaneously, we expanded our geographical footprint, establishing a secure communication network globally with our presence in Asia Pacific, Middle East, Africa, Europe, and the Americas.

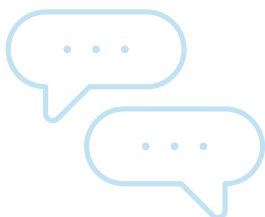
# Enabling

Route Mobile at a Glance

# Smart and Secure Communication

We are a leading communication platform as a service (CPaaS) provider, catering to enterprises, over-the-top (OTT) players and mobile network operators (MNOs) across the world.

Our portfolio comprises scalable and flexible solutions comprising WhatsApp Business Messaging, Conversational AI, Voice, Email, SMS filtering, analytics, and monetisation. We deliver the entire communication product stack, based on CPaaS principles, across a broad range of industries.



## Key Statistics

With a sizeable global footprint, extensive network connections, and industry memberships from GSMA, IAMA and MEF that represents the interests of mobile network operators worldwide.

**3,000+**

Global clients across various sectors



**107 Bn**

Billable transactions in FY 22-23



**700+**

Employees (Excludes Call2Connect employees)





**Vision**

To connect the world through mobile technology and we're guided by our:

**People**

Inspiring our colleagues with equal opportunities to outperform without barriers in an environment that instills ideation, and celebrating their success.

**Partners**

Empowering our clients with future-ready solutions and forging strong relationships with a THINK CUSTOMER approach that allows us to completely understand your business and expectations.

**Portfolio**

Creating a robust communication stack based on CPaaS fundamentals, coupled with our deep operational excellence, domain knowledge, and analytical capabilities that enable our clients to provide unique and superlative customer experiences.

**Mission**



To simplify communications

To enable seamless delivery of our services

To customise end-user experiences

**Values**

Route Mobile operates adhering to the following corporate values

**People**

Our people are like our family. We help them be the best they can be, making them feel valued & appreciated. We love success & celebrating it as a team!

**Partners**

We prove reliability by delivering on our commitments. We focus on finding solutions that work and on achieving the best results, personally committing to the success of the business.

**Portfolio**

We are passionate about our business & show pride in our brand's heritage. We promote an innovative, energetic and fun environment to delight customers with high-quality service.

# Offering Next Gen Communication Solutions

Our comprehensive portfolio of communication solutions empowers businesses to reach global audiences, reduce complexity, enhance customer experience, and safeguard sensitive data. Our offerings include messaging (A2P SMS, OTT messaging over channels such as WhatsApp and Viber, amongst others), AI/ML-based analytical A2P SMS firewall solutions to Mobile Network Operators, Voice solutions, E-mail platform, payment services, identity solutions, RCS (Rich Communication Services), and number sense capabilities.

## CPaaS - Communication Platform as a Service

WhatsApp, Email, SMS, Roubot, Viber, RCS

  
Cross-platform voice over IP





## Identity Solutions

Our identity and verification solutions offer real-time identification and authorisation services to enhance user experience, safeguard data, and provide secure access to content. With heightened security for online transactions, businesses can streamline the verification process, mitigate fraud risks, and establish customer trust.

### Brand

Branded Messages

Verified Messages

Branded Calls

Verified Calls

Truecaller-verified Caller ID

### User

Phone Number Verification

Auto Form Fill

Authorisation

### Number Sense

HLR

Active and Inactive

## Messaging

Our plug-and-play messaging solutions empower enterprises to deliver personalised, interactive, multilingual, and secure customer communication experiences and deepen engagement.

A2P Messaging

Mail2SMS

Acculync

2-Way Messaging

RCS Business Messaging

IP Messaging

Viber Business Messages

Route OTP

Google Business Messages

Omnichannel Communication

WhatsApp Business Platform

Apple Business Chat

Route Connector

### Operator

Reduce the complexity of SMS coverage expansion, route monetisation and security

Route Shield

SMSC as a Solution

Route Hub

Instant Virtual Numbers (IVN)

Platform as a Service – Operator

### Voice

Enhance customer experience through customisable and innovative voice solutions

Outbound Dialler

Click2Call

Interactive Voice Response

CCaaS

Call Patching

2FA

Missed Calls



**TruSense™**  
A Route Mobile Company

## Launched TruSense for Securing Mobile Identity and Digital Fraud

We have designed TruSense, our digital identity and security suite, to safeguard digital transactions within a reliable ecosystem. As a dedicated Strategic Business Unit under Route Mobile (UK) Limited, TruSense offers frictionless authentication and intelligent fraud detection, ensuring secure and seamless experiences for enterprises and their customers. It further leverages AI/ML-based technology to provide protection against identity theft, forgery, sim swap, phishing, smishing, and online fraud.

TruScore

TruAuth

Mobile Number Verify (MNV)

P2A-based Authentication

Armour

TruIDV



# Expanding Reach for Global Impact

## Geographic Presence

### Americas

53

213

### Europe

110

47

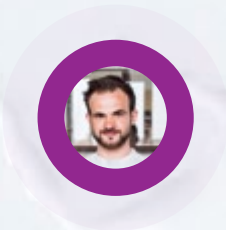
### Africa

64

4

We have established a strong global presence and aim to further expand our reach. Our network of employees, direct connections to mobile network operators, and strategically placed hubs and virtual data centres enable us to provide top-notch communication solutions to businesses across borders. We take pride in our ability to empower companies worldwide and are dedicated to continuing this mission.

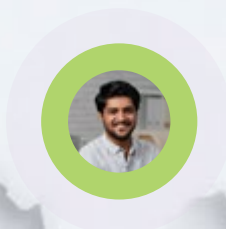




**Middle East**

**15**

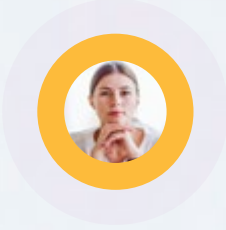
**28**



**India**

**6**

**404**



**APAC**

**36**

**8**



**Direct MNOs**



**Employees**

Note: Map not to scale.

# Catalysing Growth through Organic and Inorganic Endeavours



At Route Mobile, we operate in a dynamic and rapidly evolving CPaaS market shaped by technological advancements, changing customer expectations, and emerging industry trends. We recognise the importance of closely monitoring these trends to leverage opportunities and manage risks effectively, ultimately gaining a competitive edge.

### Growing CPaaS Industry

The global CPaaS market is poised to grow substantially with the increasing importance of mobile channels in brand-customer communication. CPaaS platforms facilitate connections through diverse channels like SMS, RCS, OTT messaging, push notifications, Voice services, and Email. Key drivers include the integration of chatbots, financial and payment services, and expanding into CPaaS platform. Adopting Customer Data Platforms (CDPs), and Contact Center-as-a-Service (CCaaS) is crucial for future growth and success in the CPaaS market.



Source: Company Estimates





## Industry Trends and Our Responses

### Value-added Features and Tools for Maximising Rich Media Benefits

Our unflinching focus on value-added features and tools enables platform users to maximise the benefits of rich media channels entirely. CPaaS users are increasingly seeking solutions that go beyond basic communication functionalities. By incorporating features such as workflow builders and AI-based chatbot solutions, CPaaS providers can meet this demand and position themselves for growth.

#### Our Response

In response to this growing market opportunity, we launched Roubot, a customisable AI-powered no-code chatbot solution. It allows businesses to build chatbots without coding, deploy them across multiple channels, engage customers with AI-driven conversations, seamlessly integrate with CRM systems and payment gateways, and ensure end-to-end security. With Roubot, businesses can drive conversations and facilitate lead generation, sales, and timely issue resolution while achieving operational and cost efficiencies.

### Expansion of Rich Media Channels

Rich media channels, such as email and social media, are experiencing substantial growth and are projected to contribute significantly to the CPaaS market. By 2025, these channels will be expected to generate over USD 10 billion in revenue, representing over 40% of the CPaaS market value. This growth underscores the importance of including managed services for rich media channels in strategic plans to leverage the forecasted revenue potential.

40% of the total CPaaS market value is expected to come from rich media channels

#### Our Response

We have designed our RCS Business Messaging solution to enable organisations to personalise their approach, engage in two-way communications, and deliver captivating customer experiences through rich promotional campaigns. This approach enhances cross-selling opportunities, read rates, and engagement levels. Additionally, the in-app browser feature eliminates the need for landing pages, providing a seamless experience. The service also offers fallback options such as SMS and integrates AI/ML-based chatbots, ensuring 24x7 customer connectivity. In addition to RCS, our platform enables communication over traditional IP-based messaging channels, like WhatsApp and Viber, among others.

### Growing SMS Traffic

SMS has historically been a significant revenue driver for CPaaS providers, and its importance should be expected to continue. SMS traffic revenue will likely account for over 50% of CPaaS revenue by 2025. The established reliability of SMS, especially for services like Multi-factor Authentication (MFA), contributes to its continued significance in generating revenue for CPaaS providers.

50% of projected CPaaS revenue is likely to come from SMS traffic

#### Our Response

With our strong emphasis on SMS, we expect a substantial portion of our revenue from this communication channel. Over the years, we have built a robust SMS infrastructure and have catered to diverse enterprise customers across the globe. We enjoy direct connections with over 280 mobile network operators, and our platform can deliver digital communication to subscribers of 900+ mobile networks across six continents. With this, we are well-positioned to capitalise on the revenue potential of the SMS market by leveraging the growing opportunities.

### Enhancing Security in CPaaS: Focus on Identity and Fraud Prevention

As digital interactions and transactions grow globally, CPaaS platforms are increasingly prioritising security measures, such as robust identity management, 2FA, MFA, and KYC, to ensure secure communication experiences. The platforms are integrating advanced anti-fraud systems, potentially leveraging AI to combat fraudulent activities effectively. In addition, the emergence of API-enabled ID Networks facilitates the secure sharing of identity data. These trends underscore the growing emphasis on security within CPaaS platforms, aiming to meet customer demands and provide trustworthy communication solutions.

#### Our Response

Considering the emerging concerns surrounding mobile identity and digital fraud, we launched TruSense, a dedicated strategic business unit (SBU) specifically focused on addressing these challenges and providing actionable insights to enterprises and mobile network operators. In an era where digital threats such as SIM swap and SIM phishing are increasingly disruptive, TruSense rises to the challenge by leveraging sophisticated AI/ML frameworks. Through TruSense, we enable our partners to mitigate digital fraud and enhance their security measures proactively.

# Unlocking Opportunities, Delivering Value

Chairman's Message

## Dear valued stakeholders,

It is a pleasure to present our FY 22-23 Annual Report, marking a year of significant achievements and strong growth at Route Mobile. With dedication and our commitment to excellence, we have achieved remarkable results that have surpassed expectations across various aspects of our business.

Amid a rapidly evolving CPaaS market, we have navigated exciting opportunities driven by technological advancements and changing customer expectations. Our financial performance has been exceptional, and we are proud to have achieved an annual run rate of USD 0.5 billion in revenue. This milestone reflects our strategic vision and operational excellence. During the year, we demonstrated strong revenue growth, surpassing expectations. Our annual revenue growth reached an industry-leading rate of 78%, far exceeding projections. Our organic revenues achieved a substantial year-on-year increase of 41%. This strong performance reinforced our position as a market leader and showcased the strength of our business model.

In this journey of growth, we deeply value our shareholders. I am pleased to announce that our Board of Directors has recommended a final dividend of ₹2 per share for FY 22-23, reflecting our commitment to rewarding our shareholders for their continued trust and confidence in Route Mobile.



**Sandipkumar Gupta**

**Chairman and Non-Executive Director**



## Leveraging Market Opportunities

The global CPaaS market is poised for substantial growth, driven by the increasing importance of mobile channels in brand-customer communication. Route Mobile facilitates seamless connections through diverse channels, including SMS, RCS, OTT messaging, and Voice services.

We remain committed to innovation, responsible business practices, and enhancing security measures to capitalise on these opportunities and maintain our market leadership. Our new AI-powered no-code chatbot solution, Roubot, enables businesses to engage customers across multiple channels effortlessly. Additionally, we have strategically positioned ourselves to benefit from the growing significance of SMS traffic and the expansion of rich media channels.

Moreover, our dedicated SBU, TruSense, is vital in addressing digital fraud challenges and providing actionable insights to enterprises and mobile network operators. As we prioritise security, identity management, and advanced anti-fraud systems, we remain steadfast in delivering trustworthy and secure communication solutions.

## Innovation remains at the core of our identity, and during the year, we made significant strides in pioneering new technologies.

Notably, we spearheaded password-less authentication efforts, enhancing our clients' security and convenience. Additionally, we established dedicated strategic business units (SBUs) for Email and conversational bot frameworks, reflecting our commitment to providing cutting-edge solutions to our customers.

## Recognitions and Responsible Practices

We are honoured to have received recognition at the prestigious ET Ascent Business Leader of the Year Awards 2023. Winning accolades for "Best Use of Cloud Services by a Telecom Company" and "Best Enterprise Cloud Offering" (IT Sector) underscores our dedication to delivering exceptional services while adhering to responsible business practices.



Throughout the year, we prioritised responsible practices, ensuring the safety and security of our stakeholders and fostering trust in the industry.

## Towards a Bright Future

As we celebrate the remarkable achievements of FY 22-23, we are resolutely focused on our future goals. We aspire to achieve a billion-dollar revenue within the next three to four years, driven by a strategic combination of organic growth and strategic acquisitions.

I sincerely thank all our employees for their dedication and passion, which have been instrumental in driving our success. I extend my heartfelt appreciation to our valued stakeholders, whose support and partnership have been invaluable on this journey. Together, we will continue to take Route Mobile to even greater heights.

Yours truly,

**Sandipkumar Gupta**

**Chairman and Non-Executive Director**

Date: May 19, 2023

Place: Mumbai



# Focused on Growth led by Innovation and Expansion

CEO's Letter



## Dear shareholders,

I am delighted to present our Annual Report for FY 22-23, highlighting our progress and achievements. Throughout the year, we remained committed to driving growth, fostering innovation, and creating significant value for our stakeholders. Our strategic initiatives, innovative solutions, and strong financial performance showcased our dedication to delivering exceptional results in a dynamic operating landscape.

### Robust Performance

FY 22-23 was a year of remarkable financial performance for us. Our revenue from operations reached ₹ 35,692 million, marking a substantial growth of 78.3% compared to the previous year. The growth was due to robust organic growth and increased contribution from recent acquisitions. Profit After Tax (PAT) witnessed exceptional growth, reaching ₹ 3,331 million, with a Y-o-Y increase of 95.8%.

### Expansion and Market Reach

Our recent Masivian, Mr Messaging, and Interteleco (Now known as Route Mobile Communication Services & Co.) acquisitions have significantly expanded our market reach and enhanced our value proposition in the CPaaS industry. These strategic investments have allowed us to tap into new geographic markets and customer segments and leverage emerging opportunities. We have established dedicated strategic business units (SBUs) to address various industry verticals, including mobile identity and digital fraud prevention through TruSense, Email solutions, and conversational bot frameworks. Our focus on expanding our product portfolio and strengthening our market presence continues to drive momentum and unlock new avenues for growth.



**Rajdipkumar Gupta**

**Managing Director and Group CEO**





### Customer-Centric Approach

We put customers at the heart of everything we do. We have built enduring relationships and delivered tailored communication solutions to diverse customers. Our customer-centric approach has enabled us to serve digital native companies, Tier I CPaaS partners, e-commerce businesses, financial services providers, telecom companies, and the retail, travel, and hospitality sectors. By understanding and addressing their unique needs, we have solidified our position as a trusted partner and provider of innovative communication solutions.

### Commitment to Sustainability and Social Impact

While focusing on business growth, we also prioritise environmental sustainability, and we are investing in carbon offsets to cover emissions from key operational impacts such as electricity usage, business travel, commuting, waste, and water. Our efforts to reduce our carbon footprint and contribute to a greener future reflect our dedication to responsible business practices. Through these initiatives, we actively contribute to the UN SDGs. We have aligned our commitment to these goals with our purpose of making a meaningful impact beyond business.

### People and Talent Management

Our success stems from our diverse workforce's passion, skills, and dedication. We strive to create an inclusive and supportive work environment where every employee can thrive and contribute their best. Talent management is a priority for us, and we invest in training and development programmes to empower our employees to reach their full potential. We prioritise diversity and inclusion, ensuring equal opportunities for all and fostering a culture of collaboration and innovation.

### Looking Ahead

As we embark on the next phase of our journey, we remain focused on driving growth by expanding our product portfolio and market presence while creating sustainability for stakeholders. With a focus on customer-centricity, strategic expansions, sustainability, and talent management, we are well-positioned to continue delivering exceptional value and unlocking exciting opportunities.

I extend my heartfelt gratitude to our shareholders, employees, customers and stakeholders for their continued trust and support. With unwavering commitment and collaborative efforts, we have set a strong foundation for future growth and success. We will continue to forge ahead, creating value and embracing new possibilities in the exciting journey ahead.

Yours truly,

### Rajdipkumar Gupta

Managing Director and Group CEO

Date: May 19, 2023

Place: Mumbai

# Delivering Consistent Profitable Growth

## Key Performance Indicators

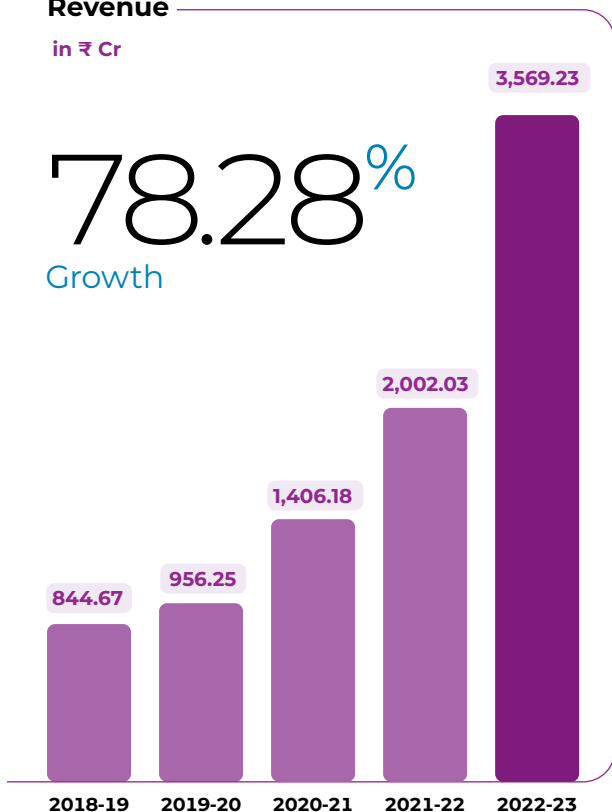
Our strong performance reflects our commitment to financial prudence, adaptability, and sustainable growth. Focusing on long-term value creation, we prioritise sound financial management and strategic decision-making.

All financial figures stated are consolidated

### Revenue

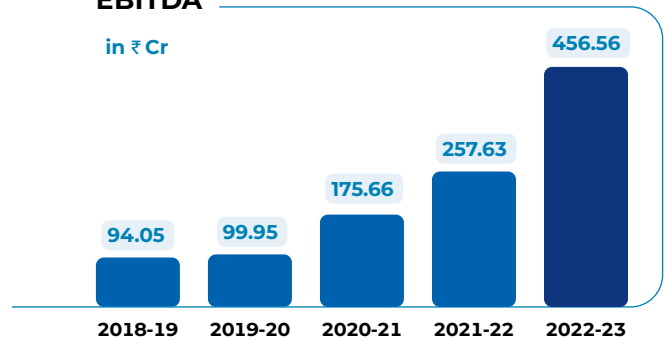
in ₹ Cr

78.28%  
Growth



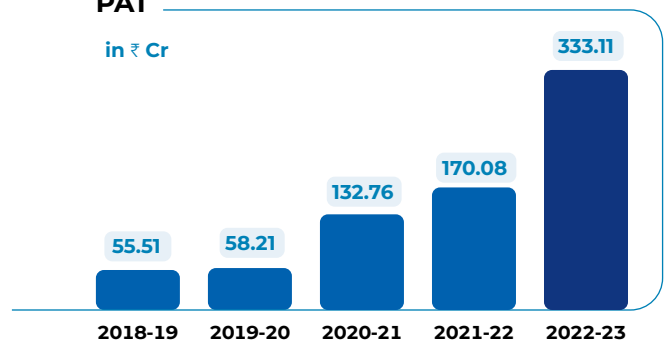
### EBITDA

in ₹ Cr



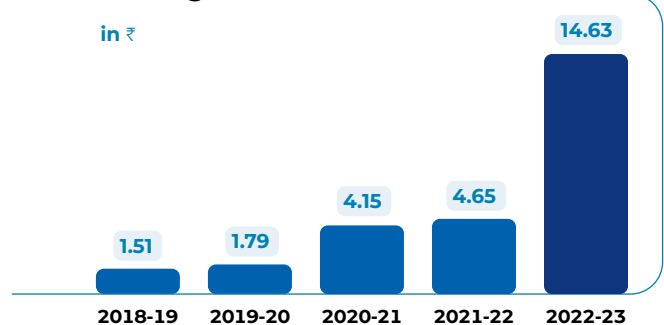
### PAT

in ₹ Cr



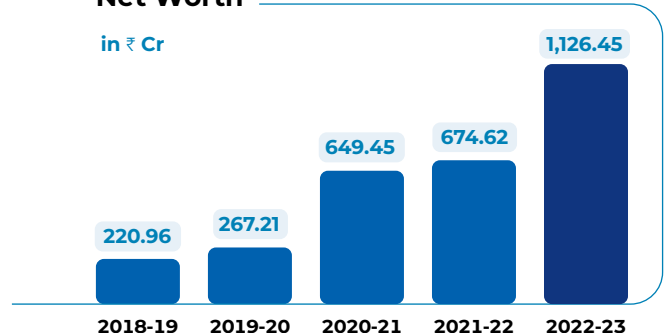
### Earnings Per Share

in ₹



### Net Worth

in ₹ Cr





## Key developments of FY 22-23



**Empowering Enterprise Communication**  
 During the year, we partnered with Robi Axiata to deploy its UCaaS solution, enabling seamless and efficient communication for their enterprise customers.



**Strengthening Telecom Security**  
 Uganda Telecommunications Corporation selected Route Mobile as their preferred partner for SMS firewall and A2P SMS monetisation solutions to strengthen their telecom security and effectively manage SMS traffic.



**Advancing Digital Security**  
 At Mobile World Congress 2023, we introduced TruSense, a digital identity and security suite that is critical to securing digital transactions through a reliable ecosystem, enabling businesses to authenticate the end user in a frictionless way.



**Expanding into New Markets**  
 With the Communications and Information Technology Commission (CITC) license win, we strengthened our presence in the Kingdom of Saudi Arabia. This strategic move allows us to tap into new opportunities and meet growing market demands.



**Ensuring Seamless Chatbot Integration**  
 We launched Roubot, our customisable no-code chatbot platform, ensuring seamless integration across various channels. This offering empowers businesses to enhance customer engagement and streamline conversational experiences.



**Transforming Online Engagement**  
 Coca-Cola UAE partnered with us to automate online engagement, leveraging our expertise to enhance customer interactions and drive effective digital communication.



**Forging Exclusive Partnership for Messaging Excellence**  
 We secured an exclusive end-to-end partnership for international A2P messaging in Sri Lanka, enabling the MNO to effectively monitor, identify and filter grey route international A2P SMS traffic terminating on its network.



**Launching an Innovation Hub**  
 We launched Routelab, our dedicated R&D and engineering centre in Bangalore, India. This state-of-the-art facility is a hub for innovation, fostering cutting-edge solutions to address evolving market needs.

## Strategic Priorities

# Charting our Growth Trajectory

As a forward-thinking company, we have been continuously expanding our product portfolio and exploring new markets to meet our customers' evolving needs and accelerate growth. We drive our product momentum through dedicated strategic business units (SBUs), ensuring successful market penetration and delivering innovative solutions.

## Expanding Product Portfolio and Market Presence

We are focused on expanding our product portfolio to meet the evolving needs of our customers. Through continuous innovation and development, we aim to offer a comprehensive range of communication solutions across various channels.





## Driving Product Momentum through Dedicated SBUs

We drive our strategic growth initiatives via dedicated strategic business units (SBUs) specialising in specific areas. These SBUs are crucial in driving product momentum, ensuring successful market penetration, and delivering innovative solutions to our customers.



### Roubot

Our Roubot SBU, with development centres in Bengaluru and Mumbai, offers interactive chatbot solutions in popular messaging platforms. With a strong focus on personalised live agent support, Roubot caters to markets including India, the Middle East, Bangladesh, Sri Lanka, Africa, and LATAM. It serves various industries with use cases ranging from healthcare-patient interactions to product marketing and lead management for global automotive brands.

### E-mail

The Email SBU, developed across multiple centres, including Mumbai, Bengaluru, Jaipur, and Colombia, specialises in providing high-volume enterprise e-mail solutions. Our offerings support transactional and promotional use cases and target markets such as India, the Middle East, Bangladesh, Sri Lanka, Africa, and LATAM. We serve various industries, including financial institutions, airlines, and corporate registry services.

### TruSense

TruSense, with development centres in the UK (headquarters), Colombia, and Mumbai, addresses security concerns with an identity and security framework that leverages AI/ML for real-time risk assessment and facilitates seamless verification. It primarily targets the LATAM and Indian markets, catering to leading banks, healthcare service providers, and global tech giants. TruSense's use cases include simplifying onboarding processes, securing client accounts, and providing frictionless authentication.



## Geographic Expansion

While continuing to expand our global presence through organic initiatives, our inorganic growth has significantly accelerated our global footprint. The acquisition of Masivian in October 2021 allowed us to establish a presence in Colombia and Peru, tapping into the expertise of the largest CPaaS player in the Colombian market. This development serves as a beachhead for our expansion into the lucrative LATAM region, with plans to enter other markets like Mexico and Chile.

We are among the leading CPaaS players in the UAE and strategically aim to expand into other local Middle Eastern markets. To achieve this, we have established a

subsidiary in the Kingdom of Saudi Arabia and obtained a CITC license to offer A2P SMS services in that market. Additionally, we acquired Interteleco (Now known as Route Mobile Communication Services & Co.) in Kuwait, paving the way for our expansion into other exciting Middle East markets soon.

Moreover, the Mr Messaging acquisition further broadened our reach by adding new regions, including certain European countries, South Africa, and specific Asian countries where we had limited presence before the addition.





# Creating Meaningful Impact beyond Business

Our Sustainability Efforts



As a responsible corporate entity, we actively contribute to the well-being of our stakeholders, society, and the environment. Beyond financial success, we address critical social, economic, and environmental challenges, making a meaningful impact. We strive to create a positive impact through our sustainability initiatives.







# Contribution to UN SDGs

At Route Mobile, we recognise the significance of the United Nations Sustainable Development Goals (SDGs) in addressing the world’s most pressing social, economic, and environmental challenges. We are committed to contributing to the SDGs through business operations, sustainability focus areas, materiality analysis, and CSR programmes.



Through our CSR outreach programmes, we actively contribute to eradicating poverty and hunger.



The most material SDG for us aligns directly with our core business. We leverage our technological expertise to develop solutions that reduce paper usage, enhance connectivity, and improve lives.



The health and well-being of our employees and communities are paramount to us. We prioritise creating a safe and healthy work environment as part of our sustainability initiatives.



We are committed to fostering diversity, inclusion, and equal opportunities within our organisation and beyond through our people practices and CSR efforts.



We are committed to promoting quality education, particularly for children from underprivileged sections of society, through our CSR contributions to NGOs that run co-educational schools.

## ESG Rating



*We are proud to achieve an overall rating of ESG-RISK A in 2022-23 by ESG Risk Assessments & Insights Limited. This recognition reflects our leadership in data privacy and security, community support and development, board independence and ethical business practices, showcasing our commitment to sustainability and responsible business operations.*

# Contributing towards a Greener Future

Environment



We recognise the rising global temperatures and the impact of man-made greenhouse gases on climate change. To contribute to environmental sustainability, we have adopted an Environmental, Social, and Governance policy, prioritising operational efficiency and environmental concern across our organisation.



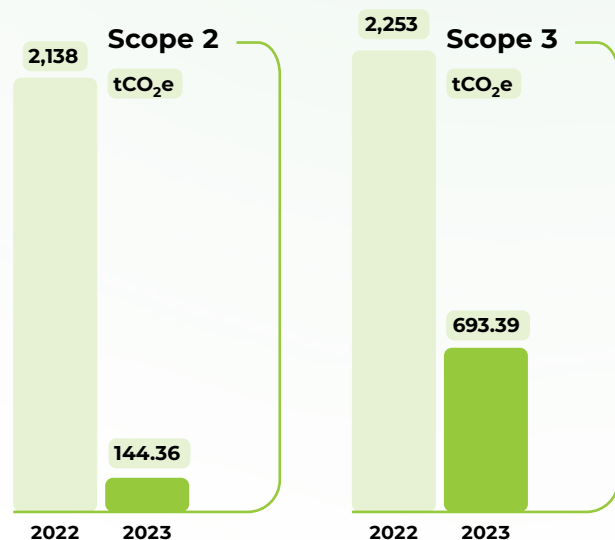
## Reducing our Carbon Footprint

Our IT operations, including laptops, smartphones, tablets, and cloud servers, impact our carbon footprint. While hosting one server in Mumbai, we primarily rely on cloud servers. As COVID-19 restrictions eased in 2022, energy consumption increased due to business travel and office return catch-up effects. However, we actively contribute to resolving climate change through innovation and business solutions. We advocate for reduced carbon emissions globally and continued internal lobbying to promote virtual meetings and reduce business travel. Virtual platforms, such as Webex, Zoom, and video conference room hours, increased in 2022-23 compared to previous years. We conducted an employee commuting assessment, highlighting the need to address single-person car use while remote work was considered zero-emission commuting.

## GHG Emissions

### Scope 1

At RML, we do not have any instances of direct GHG emissions (Scope 1) from sources owned or controlled by the Company, such as combustion in boilers, furnaces, or vehicles.





## Water Management

Route Mobile is not a water-intensive business and primarily consumes water for general hygiene and hydration within our office. Our primary source of water consumption is municipal supplies, and we do not extract groundwater. Our water discharge is non-toxic and treated through municipal water grids. While some leased sites lack effective water metering, we consider water scarcity as a global challenge and focus on responsible water use.

## Waste Management

In our commitment to sustainable practices, we focus on effective e-waste management. Our HR department conducted an awareness drive to educate employees on responsible e-waste disposal to:

**Identify e-waste items and enlist eligible ones for proper disposal**

**Store e-waste in designated areas safely**

**Emphasise secure packaging for safety during disposal**

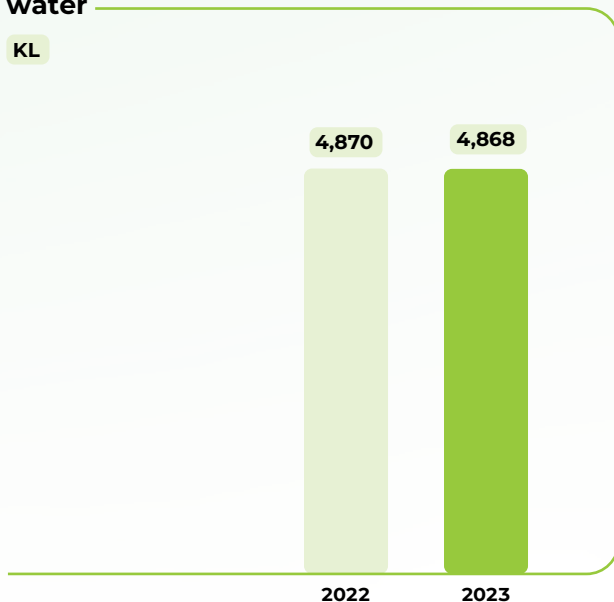
**Encourage separation of hazardous e-waste**

## Water Consumption



### Ground water

KL



# Nurturing our Dynamic Workforce



Social - People



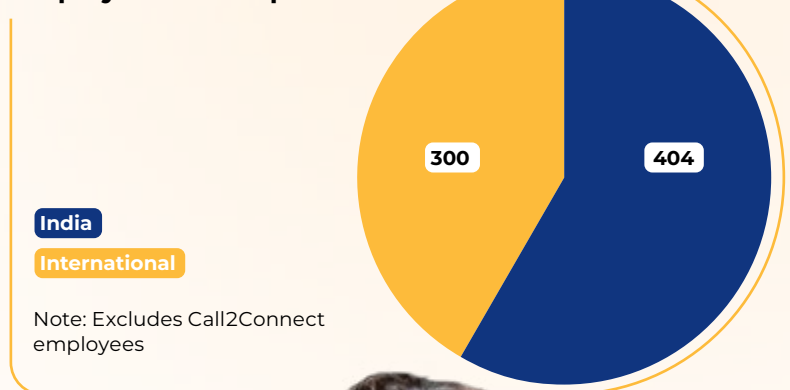
Our enduring growth and progress are the result of our dynamic and dedicated team. At our core, we strive to create a workplace that not only celebrates diversity but also nurtures a culture of perpetual growth and collaboration. We take a comprehensive approach to talent management, encompassing acquisition, retention, and development.



## Diversity and Inclusion

We believe that our company's strength lies in our employees' diversity. We are committed to building a workforce, workplace, and marketplace that is inclusive, accessible, and respectful for all individuals. Our commitment to diversity, equity and inclusion (DE&I) fuels our organisational success and drives positive impacts in the communities we serve. As a purpose-driven corporate, we aspire to create an environment where everyone feels welcome, valued, and empowered to reach their full potential. We work towards identifying, developing, and implementing mechanisms to exclude no groups from our organisation.

### Location-wise Employee Break-up







## Enhancing Talent Acquisition Strategy

As we look towards the future, we understand the importance of responding to changing demographics and the competitive talent market. In 2022, we revamped our talent acquisition strategy to adopt a more personalised, employee-focused approach. We aim to build targeted and integrated talent pipelines that attract diverse talent to our organisation.

Employee retention is vital to our success, and we understand that different groups require tailored approaches. We work towards creating an inclusive environment that nurtures creativity and fosters growth, ensuring that employees feel valued and committed to our collective goals.

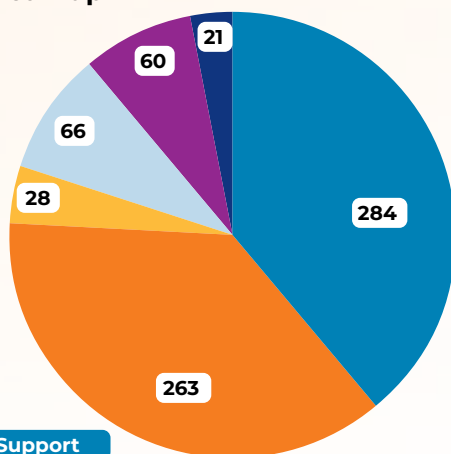
## Empowering Employees through Competitive Compensation

We have designed a compensation structure that recognises the unique value each employee brings to the table. Through a competitive and flexible reward system, we aim to be an attractive employer for future talents. We also prioritise creating an environment that meets the evolving needs of our workforce.

### Investing in Learning and Development

Continuous learning is essential for individual and organisational growth. We invest in the training and development of our employees to enhance workplace performance and align with our strategic objectives. Internal and external instructors lead our learning events to provide active and engaging sessions that elevate personal and professional capacities.

### Functionality-wise Employee break-up



Tech and Tech Support

Sales and Marketing

Firewall and other Operator Solutions

General and Admin

Strategy, Accounts and Finance

Corporate - Business Heads

### Employee Engagement for a Thriving Workplace

Engaged employees are the driving force behind our growth. We understand the importance of a happy and healthy work environment where employees feel included and connected. Our diverse employee engagement programmes and activities ensure that our workforce remains motivated, committed, and excited about contributing to our collective success.



# Empowering Communities for a Better Tomorrow

Social - Communities



Our approach to corporate social responsibility (CSR) is an integral part of our commitment to positively impacting the communities where we live and work. Our CSR approach is rooted in bringing clarity, fairness, and knowledge to an interconnected world. Through strategic giving and community engagement, we aim to empower people with the resources they need to thrive. Our CSR programmes align with the UN Sustainable Development Goals (SDGs), reflecting our dedication to creating a better, safer, and smarter world.







Takeda Village, Taluka Mandangadh, District Ratnagiri, Maharashtra

## Community Development Programmes

We invest in local community development programmes that address the specific needs of the communities we serve. During the year, most of our community grants were directed towards NGOs and trusts dedicated to running elderly care homes and providing sports gear for the visually impaired.



**₹ 31,22,148**

CSR Expenditure

**4**

CSR Initiatives

# Guided by a Board of Directors Strong and Able Board ★

Our Board of Directors is a dynamic and diverse group of experienced thought leaders. With a wealth of expertise and a deep understanding of the industry, our Board provides invaluable guidance and strategic direction. They are committed to driving innovation and excellence and play a pivotal role in shaping Route Mobile's future.



**Sandipkumar Gupta**  
**Chairman and Non-Executive (Non Independent) Director**

Sandipkumar Gupta is the Chairman and Non-Executive Director of Route Mobile. He holds a bachelor's degree in commerce from Mumbai University. Sandipkumar is also a qualified Chartered Accountant and a member of the Institute of Chartered Accountants of India. He is an SAP-certified solution consultant – mySAP Financials – Management and Financial Accounting. Sandipkumar, the Promoter of Route Mobile, has been associated with the company since its inception. Before incorporating Route Mobile, he worked with PricewaterhouseCoopers Private Limited and Covansys (India) Private Limited. He has over 21 years of experience in audit and accounts, business analysis, SAP configuration, and software system consulting.



**Rajdipkumar Gupta**  
**Managing Director and Group CEO**

Rajdipkumar Gupta is the Managing Director and Group Chief Executive Officer of our company. He is a dynamic entrepreneur who founded and is leading one of the fastest-growing global technology and cloud communications companies – Route Mobile Limited. He is among one of the youngest tech entrepreneurs globally.

His leadership has made Route Mobile one of the top global cloud communications companies providing communications platforms as a service. His vision has ensured that the company enables end-to-end communications for enterprises/brands by offering products and services in messaging, Voice, Firewall, E-mail, and novel messaging services like RCS, WhatsApp, Viber, and IP messaging, among others. He holds a bachelor's degree in science (physics) from Mumbai University and a master's diploma in software engineering from Aptech Computer Education. He has over 21 years of experience in software design and development.



**Chandrakant Gupta**  
**Non-Executive (Non Independent) Director**

Chandrakant Gupta was Route Mobile's immediate past Chairman, a position he relinquished to focus on other professional commitments. He presently serves on the Board as a Non-Executive Director. He has been a Director on our Board since 2007 and has steered the Company through all-around growth in the last decade. Chandrakant is a seasoned entrepreneur, business strategist, and investor in early-stage tech and hospitality businesses across India and abroad.



## Arun Gupta

### Independent Director

Arun is an Independent Director on our Board. He is an independent private equity, M&A, and business development consultant. Arun has served in the past as a board member/investor/mentor/adviser to various companies including Biba, House of Anita Dongre Limited, Skechers India, Clovia, SkinKraft, Vedix, Bewakoof.com, FabAlley, Crimsoune Club, Clarks, Turtle Clothing, Blue Foods, Biryani by Kilo, Traworld, Priority Bag, Neeru's, Amar Chitra Katha, Famozi, Tresmode, Desi Belle, Holii, Mother Earth, and Giovanni India, among others. He has over 29 years of experience in investment banking, media, gaming, animation, education, internet and technology companies. Arun has previously held senior management positions at Yahoo India, STAR India, MTV India, Mauj Mobile, Equirus Capital, Future Group and CNET. He also serves on the investment committee of Endiya Partners. Arun is a postgraduate in Commerce and Economics from the University of Mumbai and an adjunct faculty in leading business schools.



## Sudha Navandar

### Independent Director

Sudha Navandar is an Independent Director of Route Mobile. She is a qualified Chartered Accountant and a member of the Institute of Chartered Accountants of India. She is a Certified Public Accountant USA, and an Insolvency Professional registered with the Indian Institute of Insolvency Professional of ICAI. Sudha is currently a partner in M/s. Pravin R. Navandar & Co. Chartered Accountants, focuses mainly on corporate audits (internal and statutory), bank audits, company law cases, income leakage, and corporate advisory services. She is also an independent director on the Tribhovandas Bhimji Zaveri Limited board.



## Nimesh Salot

### Independent Director

Nimesh Salot is an Independent Director of our Company. He holds a bachelor's degree in commerce from the University of Mumbai. He is a qualified chartered accountant and a member of the Institute of Chartered Accountants of India. He is also a qualified cost accountant and a member of the Institute of Cost Accountants of India. He has over 15 years of experience in investment banking. He has previously worked with Ladderup Corporate Advisory Private Limited, Mape Advisory Group Private Limited, Rabo India Finance Limited, Ernst and Young, India, DSJ Communications Limited, and Kayjay Financial Consultancy Services Private Limited.



## Bhaskar Pramanik

### Independent Director

Bhaskar Pramanik is an accomplished management leader and professional from the Technology Industry. Bhaskar has held national and global leadership positions in leading multinational technology companies. He has worked in India, Singapore, and the US. He was on the executive committee of NASSCOM, the national committee of CII and AMCHAM. Bhaskar recently retired from the central board of the State Bank of India, India's largest bank. He retired as the chairman of Microsoft India in September 2017 after a successful 46-year-long career in the technology industry. Before this, Bhaskar was the managing director of Oracle Corporation and Sun Microsystems in India. He was also the global vice president for commercial systems at Sun Microsystems Inc. based in Menlo Park, California. He has received multiple awards throughout his career, notably the Baton Award at Digital Equipment Corporation, the global leadership and the best GEM VP award at Sun Microsystems, and the Platinum Award for the Best Area at Microsoft. Recent industry awards at Microsoft include the IMA award for best MNC, the Randstad Awards for the most attractive employer in India, and the Great Place to Work in Asia by the Great Place to Work Institute.

# The Visionary

# Minds behind our

# Success

Leadership Team

Our global leadership team is the driving force behind Route Mobile's success in the digital age. Their expertise and strategic vision empower our organisation to thrive in the ever-evolving communication landscape.



**Rajdipkumar Gupta**  
Managing Director and Group CEO

Rajdipkumar Gupta is the Managing Director and Group Chief Executive Officer of our company. He is a dynamic entrepreneur who founded and is leading one of the fastest-growing global technology and cloud communications companies – Route Mobile Limited. He is among one of the youngest tech entrepreneurs globally.

His leadership has made Route Mobile one of the top global cloud communications companies providing communications platforms as a service. His vision has ensured that the company enables end-to-end communications for enterprises/brands by offering products and services in messaging, Voice, Firewall, E-mail, and novel messaging services like RCS, WhatsApp, Viber, and IP messaging, among others. He holds a bachelor's degree in Science (Physics) from the University of Mumbai and a Master's diploma in Software Engineering from Aptech Computer Education. He has over 21 years of experience in software design and development.



**Gautam Badalia**  
Group Chief Strategy Officer and  
Chief Investor Relations Officer

Gautam Badalia is the Group Chief Strategy Officer and Chief Investor Relations Officer of our company. He has over 15 years of experience handling functions across strategy, investment banking, mergers and acquisitions and structured finance. He is responsible for formulating corporate strategy and its disciplined execution and leading various other strategic initiatives, including M&A, transformation, and cost reduction, to support our company's long-term growth and enhance shareholders' value. Before joining our company, he worked with YES Bank Limited. He holds a bachelor's degree in Economics and a MBA (Finance).



**Suresh Jankar**  
Chief Financial Officer

Suresh is the Chief Financial Officer of our Company. He holds a bachelor's degree in Commerce from the University of Pune and is a qualified Chartered Accountant from the Institute of Chartered Accounts of India. Suresh has 26 years of experience in the finance sector. Before joining our company, he has worked with Capricorn Lifestyle Private Limited. He leads the finance and accounts team and is responsible for activities pertaining to our company's accounts in India.

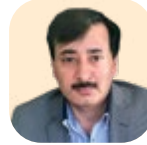




## Milind Pathak

### Group Chief Business Officer

Milind is the Chief Business Officer at Route Mobile. He has 25 years of experience in domestic and international markets with OnlineSales.ai, where he was the chief revenue officer. Milind has also worked with blue-chip organisations like Paytm, Madhouse Mobile (GroupM), Comviva, and Buongiorno, among others. He has a bachelor's degree in Engineering from the Maharashtra Institute of Technology and a MBA from the Jamnalal Bajaj Institute of Management Studies.



## Sharad Kumar Thukral

### Executive Vice-President and Business Head (Middle East) Route Mobile L.L.C

Sharad leads RML's Middle East region and is responsible for building up the Middle East operations and expanding it further into the African market. He holds a bachelor's degree in Engineering (Electronics and Telecommunications) from the University of Mumbai and a postgraduate certificate in business management from XLRI, Jamshedpur. Sharad has over 18 years of experience in the telecom sector. Before joining our company, he has worked with Bharti Airtel Limited, Reliance Communications Limited and the United Nations.



## Tushar Agnihotri

### Executive Vice President (India and APAC)

Tushar heads the India and APAC regions for Route Mobile and drives sales and operations for the Indian market. He holds a Master's degree in business management from Bundelkhand University. Tushar has 26 years of overall work experience, with over 16 years of experience in the telecom sector. Before joining our company, he worked with Tata Teleservices (Maharashtra) Limited, Reliance Jio Infocomm Limited, Arvind Limited, Kodak India Private Limited, Reliance Infocomm Limited, and Blowplast Limited.



## Rainer Viertel

### Chief Executive Officer - Masivian S.A.S.

Rainer leads Masivian S.A.S., Route Mobile's Latin America business. He is responsible for expanding the business into the current and primary markets in the region, from Mexico in the north to Chile in the south. He holds a bachelor's degree in industrial engineering from Universidad de los Andes in Bogotá, an MBA from the Inalde Business School and three completed executive education programmes from Harvard University and Stanford University in the US.



# The Visionary Minds behind our Success



## Tonio Ellul

**Chief Executive Officer - 365squared Ltd.**

Tonio is the Chief Executive Officer as well as a member of the Board. Based in Malta, Tonio drives the strategy, performance, and growth at 365squared Ltd. As an experienced technology executive, Tonio has over 23 years of leadership experience driving enterprise-wide transformation in network and telecom companies operating in highly competitive markets.



## Robin Sullivan

**Chief Executive Officer - Mr Messaging**

Robin is a serial entrepreneur and seasoned professional, with over 27 years of experience in the telecoms space, that spans network operators, service providers, VAS, mobile TV and messaging, in Africa, the Middle East and Europe.



## Ramesh Choudhary

**Chief Executive Officer - SendClean Inc.**

Ramesh leads SendClean Inc. as a Chief Executive Officer headquartered in Rajasthan. He holds a postgraduate MTech degree in information technology from the CCT and has around 13 years of experience in the communication industry. Email was the first commercial product that grew into SendClean and is competing successfully in the market. Voice and cloud telephony is growing as DeepCall caters to many happy clients.



## Sammy Mamdani

**Executive Vice-President  
Group Head - Global Operations**

Sammy heads RML's global operations and is responsible for day-to-day management and coordination between worldwide offices. With over 19 years of international experience, Sammy has successfully held senior positions at Protiviti's (formerly Andersen Consulting) business risk division in the US and a private investment firm based out of Mumbai, where he managed diverse business units in India and the UAE. Most recently, Sammy served as COO at Cellent Technologies (India) Private Limited, acquired by Route Mobile in August 2016. He holds an MBA from the University of Central Florida.







## Mujahid Rupani

**Group Chief Technology Officer -  
365squared Ltd**

Mujahid heads Route Mobile's and its group companies' technical teams based in Mumbai and Malta. He is known as 'Mojo' in tech circles. Mujahid has a knowledge base spanning Linux, virtualisation, SAN technologies, and routing combined with a brain that thinks logically, makes him the go-to advice person for the telecom industry. He is always on the lookout for the next technological challenge. Over his 21 years of exploration in the telecom field, he has designed and implemented solutions for companies like CEAT Limited, Bayer Pharmaceuticals Private Limited, and Poonawalla Group of Companies, among others.



## Rathindra Das

**Group Head - Legal, Company Secretary and  
Compliance Officer**

Rathindra is the Group Head - Legal, Company Secretary and Compliance Officer of our company. In his current role, he oversees legal operations, including general corporate advisory, contract management and litigations, and regulatory compliance applicable to our company. He has over 15 years of experience in legal, compliance and secretarial matters. He has in the past worked with Reliance ADAG, Ashok Piramal Group, Cipla, NSEIT and Hinduja Group. He holds a bachelor's degree in Commerce and a bachelor's degree in Law from Assam University. He is a Member of the Institute of Company Secretaries of India, by training and education.



## Elsa Shibu

**Vice-President and HR Head**

Elsa heads the people management function at Route Mobile. She has over 20 years of work experience in the position. Elsa started her career with Lintas while at college. She pursued a career in the people management function with KPMG and then worked with Tata Donnelley, UPS, Ugam Solutions and Euronet Worldwide. Elsa has a mixed bag of exposure to Indian companies, MNCs, and various industry sectors. She holds a degree in Economics from St. Xavier's College, Mumbai.



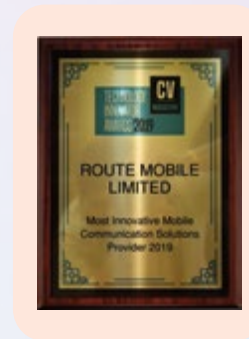
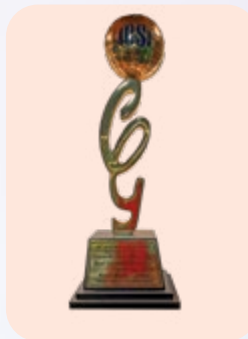
# Accomplishments that Inspire our Journey

Awards and Recognitions

Our commitment to excellence and innovation has helped us gain recognition and multiple prestigious awards. We take pride in our achievements, highlighting our dedication to delivering exceptional solutions and services in the communication industry.



Mr Rajdipkumar Gupta was Conferred -  
**“CEO of the Year”** and **“Cloud Innovator of the Year 2023”**



## Won Future Digital Awards 2023 -

Excellence in Telco Innovation by  
Juniper Research

**Won ET Ascent Business Leader of the Year 2023** - “Best Use of Cloud Services by a Telecom Company” and “Best Enterprise Cloud Offering” (IT Sector)

Listed in **Dun & Bradstreet's** premier publication – Leading SMEs of India 2023



Reached **Tier I position** in ROCCO's CPaaS Market Impact Report 2023

Won **19th and 22nd ICSI National Awards** for Excellence in Corporate Governance 2020 and 2022

Ranked as **Tier I Vendors in A2P SMS Messaging** as per ROCCO Consulting report six times (2016-23)

Identified as an **Established Leader in Juniper's CPaaS Deep Dive Strategy and Competition** (2020-2025)

Won '**Gold**' for the '**Best RCS Provider**' at the '**Future Digital Awards 2022**': Telco Innovation Awards hosted by Juniper Research

Won IMC 2022 award for **Best Digital Customer Management/Technology/Platform/Solution**



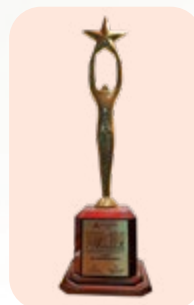
Identified as an Established Leader in **Juniper's CPaaS Competitor Leaderboard** (2022-2027)

Ranked as the **Top 3 fastest growing Indian Companies** in the UK by 'India Meets Britain' Tracker 2022 and was also ranked among the top 5 fastest growing companies in this report consistently, from 2018 - 2020

Listed in **Fortune Magazine's - The Next 500 India's Top Midsize Companies** – 2020 | 2022

Won two golds at the **Juniper Research's Award** for CPaaS Provider of the Year and Best SMS Firewall in 2021

Became the only Asian company covered in **Gartner's Market Guide for CPaaS**, in October 2020



## Corporate Information

### Founder

**Mr Rajdipkumar Gupta**

### Non-Executive (Non-Independent) Directors

**Mr Sandipkumar Gupta**

Chairman

**Mr Chandrakant Gupta**

### Non-Executive Independent Directors

**Mrs Sudha Navandar**

**Mr Nimesh Salot**

**Mr Arun Gupta**

**Mr Bhaskar Pramanik**

### Managing Director and Group Chief

**Executive Officer**

**Mr Rajdipkumar Gupta**

### Chief Financial Officer

**Mr Suresh Jankar**

### Statutory Auditor

**Walker Chandiok & Co LLP**

### Internal Auditor

**Pipalia Singhal & Associates, Chartered Accountants**

### Share Transfer Agent

**KFin Technologies Limited**

Karvy Selenium, Tower- B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500032, India.

Toll-free No: 18003094001

E-mail: einward.ris@kfintech.com

Website: <https://www.kfintech.com>

### Co-Founder

**Mr Sandipkumar Gupta**

### Group Head - Legal, Company Secretary and Compliance Officer

**Mr Rathindra Das**

### Bankers

**Yes Bank Limited**

**ICICI Bank Limited**

**Axis Bank Limited**

**HDFC Bank Limited**

**Kotak Mahindra Bank Limited**

**Standard Chartered Bank**

### Secretarial Auditor

**Dhrumil M Shah & Co LLP**

### Registered and Corporate Office

3<sup>rd</sup> Floor, 4<sup>th</sup> Dimension, Mind Space, Malad (West), Mumbai 400064, Maharashtra, India

Tel.: +91 (022) 4033 7676

Fax: +91 (022) 4033 7650

Email: [investors@routemobile.com](mailto:investors@routemobile.com)

Website: [www.routemobile.com](http://www.routemobile.com)

### Corporate Identity Number

L72900MH2004PLC146323

# STATUTORY REPORTS & FINANCIAL STATEMENTS

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## FINANCIAL STATEMENTS

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# Board's Report

## Dear Members of Route Mobile,

Your Directors are pleased to present the Nineteenth Annual Report of Route Mobile Limited ('Company'/'RML'/'Route Mobile') along with the audited financial statements (consolidated as well as standalone) for the financial year ended March 31, 2023. This Board's Report is prepared based on the standalone financial statements of the Company for the year under review and also present the key highlights of performance of subsidiaries, and their contribution to the overall performance of the Company during the year under review.

### 1. Corporate Overview

Route Mobile provides real-time connected customer experiences with its advanced Customer Experience Platform as a Service (CXPaaS), globally. Our range of enterprise communication services include smart solutions in A2P Messaging, Voice, Email, and SMS Filtering, Analytics & Monetisation. Founded in 2004, Route Mobile is a publicly listed company and among the leading Cloud Communications

Platform service provider offering Communication Platform as a Service (CPaaS) solutions. We deliver an entire communication product stack, based on a CPaaS principles, infusing Conversational AI across a broad range of industries including social media companies, banks and financial institutions, e-commerce entities, and travel aggregators. Route Mobile is headquartered in Mumbai, India with a global presence spread across Asia Pacific, Middle East, Africa, Europe, and the Americas. The Company is listed on the Indian bourses BSE Limited (BSE Scrip Code: **543228**) & National Stock Exchange of India Limited (NSE Symbol: **ROUTE**). The Company by close of this financial year ranks among the top 500 listed companies in India. (Rank 355 as on March 31, 2023. Source: NSE).

### 2. State of the Affairs of the Company

The performance of our omni-channel communication & other businesses are detailed out in the Management Discussion and Analysis Report, which forms part of the Annual Report.

### 3. Financial Summary

Particulars	₹ in crore except per equity share data)			
	For the financial year ended March 31, 2023		For the financial year ended March 31, 2022	
	Consolidated	Standalone	Consolidated	Standalone
<b>Total Income</b>	3,608.63	631.02	2,022.09	374.02
<b>EBITDA (Non-GAAP)</b>	456.56	49.33	257.63	23.99
<b>Profit before Tax</b>	381.50	109.83	195.22	33.42
<b>(Current Tax)</b>	60.53	22.47	30.71	8.24
<b>Deferred Tax Charge/(Credit)</b>	(12.14)	(2.47)	(5.57)	(2.58)
<b>Profit for the Year</b>	333.11	89.83	170.08	27.76
<b>Total other Comprehensive Income (net of tax)</b>	9.17	0.16	1.25	(0.57)
<b>Total Comprehensive Income for the Year</b>	342.28	89.99	171.33	27.19
<b>Earnings per share (EPS)</b>				
<b>Basic</b>	52.29	14.36	27.82	4.65
<b>Diluted</b>	52.29*	14.36*	27.82*	4.65*

\* Anti - Diluted

### 4. Business Overview, Company's Performance and Note on Financial and Operations

Founded in 2004 and listed in 2020, Route Mobile is a publicly listed company and among the leading Cloud Communications Platform service provider offering Communication Platform as a Service (CPaaS) solutions. We cater to enterprises, over-the-top (OTT) players, and mobile network operators (MNO) and our portfolio comprises solutions in

messaging, voice, email, SMS filtering, analytics, and monetisation.

#### New Product launches & service Offerings:

**TruSense** (<https://trusense.id>)

TruSense is a digital identity and security suite that is critical to securing digital transactions through a reliable ecosystem, enabling businesses





to authenticate the end user in a frictionless way. TruSense will function as a dedicated Strategic Business Unit (SBU) under Route Mobile (UK) Ltd. with its own product management and engineering development teams. The focus is on building world-class products using expertise and technology from Route Mobile and Masivian S.A.S.—a wholly-owned subsidiary of Route Mobile (UK) Ltd. Digital identity, authentication and fraud detection as a service is relevant to several industry sectors—such as financial services, e-commerce, retail, and healthcare—that rely on peer-to-peer mobile payments, online banking, digital wallets, and online registrations. Route Mobile envisions a secure ecosystem where the digital economy relies on global risk scoring, authentication, and identity verification for improved customer experiences.

**RCS Business Messaging (RBM)**

RBM is a communication protocol between telecom operators, OEMs, and messaging partners for A2P Rich Messaging. It’s an upgrade from an SMS with rich media for enterprises to send videos, audios, images, GIFs, map locations, and create engaging & rewarding campaigns. RCS Business Messaging is the perfect amalgamation of the traditional SMS communication channel and visually rich message format to deliver engaging customer experiences. RCS business messaging provides the opportunity for brands to build trust and create engaging customer experiences.

**WhatsApp Business API**

Route Mobile’s WhatsApp Business Solution (WBS) helps to seamlessly improve communication with customers on a global level. With the WhatsApp

Business API, one can drive its customer engagement and reach a massive audience like never before! Now one can effortlessly migrate its Enterprise WhatsApp Business account to the Route Mobile platform to give the best customer experience which they deserve. With the WhatsApp Business Solution, an enterprise can easily manage all its leads, respond to its existing customers effectively, and drive conversations to generate greater revenue for its business.



**Roubot (pronounced ‘Roo-bot’)**




Route Mobile launched Roubot, a customisable Artificial Intelligence (“AI”)/Machine Learning (“ML”)-based chatbot solution that connects businesses to its customers to drive conversations, facilitate lead generation, sales and timely issue resolution. The chatbot can be created by businesses without writing any code and integrated across popular channels of communication, CRM systems and payment gateways. Businesses can design their own chatbot with Roubot’s “Flow Builder”, one of the fastest bot building tools available in the market. The process is intuitive, consists of a drag-and-drop user interface and lets businesses integrate this customer engagement solution seamlessly and securely with CRM systems, payment gateways, and third-party messaging platforms like WhatsApp and Facebook Messenger.

Our total income on a consolidated basis increased by 78.46% and profit went up by 95.85%. On a standalone basis, total income increased by 68.71% though through operational efficiencies, PAT went up by 223.64%.

**5. Awards and Recognition**

FY 2022-23 was yet another milestone year with many accolades bestowed on the Company. Your Company was conferred with awards at various prestigious industry platforms in the area of corporate management, marketing, digital engagement corporate governance. Some of the awards received during the Year are listed below:

Date	Award Description	Presenter & Location
April 3, 2023	ESG Warrior-2023 publication	Dun & Bradstreet India in its publication “ESG Champions of India”-2023 
March 1, 2023	"Best Use of Cloud Services by a Telecom Company" & "Best Enterprise Cloud Offering" (IT Sector)	ET ascent Business Leader of the Year Awards 2023 

Date	Award Description	Presenter & Location
March 1, 2023	Mr. Rajdipkumar Gupta, MD & Group CEO- "CEO of the Year" & "Cloud Innovator of the Year- 2023"	ET ascent Business Leader of the Year Awards 2023 
February 15, 2023	Featured Tier 1 position in ROCCO's CPaaS Market Impact Report 2023	ROCCO Research endorses prominent members of the industry for their contribution to the telecom industry
January 10, 2023	22 <sup>nd</sup> ICSI National Awards for Excellence in Corporate Governance-Best Governed Company Listed Segment: Emerging Category	ICSI, India 
January 10, 2023	ICSI National Awards for Excellence in Corporate Governance-Governance Professional of the Year-Rathindra Das, Company Secretary	ICSI, India 
October 4, 2022	Best Digital Customer Experience Management Technology / Platform / Solution	India Mobile Congress 2022
April 5, 2022	Mr. Rajdipkumar Gupta, MD & Group CEO was ranked in the Top-25 List of the 'ROCCO 100' 2022	ROCCO Research endorses prominent members of the industry for their contribution to the telecom industry
February 2, 2022	Won Gold for Best RCS Provider-2022	'Future Digital Awards 2022 for Telco Innovation' hosted by Juniper Research

## 6. Share Capital

Company's issued and paid-up share capital in the beginning of the year (April 1, 2022) was ₹63,04,35,880 (6,30,43,588 shares of ₹10 each fully paid-up). During the year, the Company issued and allotted 2,60,650 equity shares of 10/- each, pursuant to exercise of stock options by the eligible employees of the Company and its subsidiary company, under the Route Mobile Employee Stock Option Plan 2017.

Return of surplus funds to Shareholders: In addition to the above, the Company bought back 8,61,021 equity shares at an average price of ₹1,393.69 per equity share for an aggregate consideration of ₹119,99,98,539.15. In line with the philosophy of returning of surplus funds to Shareholders, the Board, at its meeting held on June 28, 2022, approved the buyback of equity shares, from the open market route through the Indian stock exchanges (BSE & NSE), amounting to ₹1,20,00,00,000 (Maximum Buyback Size, excluding buyback tax) at a price not exceeding ₹1,700 per share (Maximum Buyback Price). The offer size of the buyback was 9.95 % and 7.31% of the aggregate fully paid-up equity share capital and free reserves as per audited standalone

financial statements and audited consolidated financial statements of the Company as at March 31, 2022, respectively.

The buyback represented 1.37% of the Pre - buy back total issued and paid-up equity share capital of the Company. Promoters and Promoter Group of the Company did not participate in the Buy-Back. The Buy-back was made through stock exchange route from open market. 8,61,021 equity shares were bought back with a total aggregate outlay of ₹119,99,98,539.15. The Company has completed extinguishment of 8,61,021 shares on September 1, 2022. The shareholders' payout with respect to dividend and buyback including tax on buyback (excluding transaction costs, other incidental and related expenses) aggregated to ₹216.59 crore, resulting in a payout of 65.02% of the consolidated profits of the Company.

The buyback was offered to all eligible equity shareholders of the Company (other than the Promoters, the Promoter Group and Persons in Control of the Company). The buyback commenced on July 11, 2022 and was closed on August 29, 2022. During this buyback period, the Company



purchased and extinguished a total of 8,61,021 equity shares from the stock exchanges at an average buyback price of ₹1,393.69 per equity share comprising 1.37% of the pre-buyback paid-up equity share capital of the Company. The Company funded the buyback from its free reserves including Securities Premium as provided in Section 68 of the Companies Act, 2013.

Company's Capital at the end of the year, i.e., as on March 31, 2023 was ₹62,44,32,170 (6,24,43,217 shares of ₹10 each fully paid-up).

## 7. Details of utilisation of funds & Statement of deviation(s) or variation(s)

Pursuant to Regulation 32 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations/LODR') there was no deviation/variation in the utilisation of proceeds as mentioned in the objects stated in the Prospectus dated September 14, 2020, in respect of the Initial Public Offering of the Company. Your Company has appointed Axis Bank Limited as Monitoring Agency in terms of regulation 41(2) of the Securities & Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2018 as amended from time to time, to monitor the utilisation of IPO proceeds. The monitoring agency reports are filed with BSE & NSE where equity shares of the Company are listed as mandated under Regulation 32 (6) of the Listing Regulations every quarter. The Monitoring Agency Reports are available under Investors section on our website at [www.routemobile.com](http://www.routemobile.com).

Further, in respect of company's maiden qualified institutions placement (QIP) in November 12, 2021, and pursuant to Regulation 32 (1) of the Listing Regulations, there was no deviation/variation in the utilisation of proceeds as mentioned in explanatory statement to the notice for the general meeting, in which approval for the QIP was accorded by the shareholders.

The NIL deviation reports, in respect of the IPO and QIP has been filed by the Company on a quarterly basis, with BSE & NSE where equity shares of the Company are listed.

## 8. Listing Fees

Your Company has paid requisite annual listing fees to National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) where its securities are listed.

## 9. Dividend

Your Directors have recommended a final dividend of ₹2/- (rupees two) per equity share of ₹10/- (rupees ten) each (20%) for the financial year ended March 31, 2023. The Record Date for the purpose of Dividend is September 6, 2023. The total dividend for the financial year ended March 31, 2023, aggregates to ₹11/- (rupees eleven only) per equity share of the face value of ₹10/- (Rupees ten) each, including the interim dividend of ₹3 (rupees three) and ₹6 (rupees six) per equity share as approved by the Board of Directors at their meeting held on October 21, 2022 and January 26, 2023 respectively, which was paid thereafter. The dividend recommended is in line with the Dividend Distribution Policy of the Company. The Dividend Distribution Policy, in terms of Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is available on the Company's website at <https://www.routemobile.com/corporate-policies>.

Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of the shareholders w.e.f. 1<sup>st</sup> April 2020 and the Company is required to deduct tax at source (TDS) on dividend paid to the Members at prescribed rates as per the Income-tax Act, 1961. An email communication (followed by a newspaper notice) informing the Shareholders regarding this change in the IT Act as well as the relevant procedure to be adopted by them to avail the applicable tax rate has been sent by the Company at the registered email IDs of the Shareholders. For more details in this regard, please refer to the 'Notes' section of the Notice to the Annual General Meeting ("AGM").

## 10. Transfer to Reserves

The movement in retained earnings was on account of profit earned during the year, payment of dividends and buyback of equity shares. Changes in securities premium are mainly due to a decrease on account of the buyback of equity shares and an increase on account of the exercise of stock options. In accordance with Section 69 of the Companies Act, 2013, ("Act") as at March 31, 2023, the Company has created 'Capital Redemption Reserve' of ₹0.86 crore equal to the nominal value of the above shares bought back as an appropriation from the general reserve. The closing balance of the retained earnings (Excl. securities premium) of the Company for FY 2023, after all appropriation and adjustments was ₹64.67 crore.

## 11. Deposits

The Company has not accepted any deposits during the FY 2022-23 and, as such, no amount of principal or interest was outstanding as on the balance sheet closure date.

## 12. Highlights of Performance of Subsidiary Companies

Your Company along with its subsidiaries provide a wide range of cloud communication platform services to enterprises, over-the-top (“OTT”) players and detection and traffic analytics, monitoring traffic and administration of SMS Firewall and a comprehensive 24/7 Managed Service and customer support solutions, back office & consultancy services.

In accordance with Section 136 of the Companies Act, 2013, the audited financial statements, including the consolidated financial statements and related information of the Company and audited accounts of each of its subsidiaries, are available on our website at [www.routemobile.com](http://www.routemobile.com). A short description of business and performance of major subsidiaries are provided below:

### **Routesms Solutions FZE ('Routesms FZE'):**

Routesms FZE is engaged in the business of *inter alia* providing technology services for mobile communications with a focus on messaging and voice solutions. The Revenue of the company for FY 2022-23 stood at AED 171,596,662 (Previous Year: AED 124,222,028). Routesms FZE earned net profit for the year AED 59,515,279 (Previous Year: AED 23,659,721).

**Masivian S.A.S. ('Masivian'):** Masivian is a leading cloud communications platform service provider in Latin America, with leadership position in Colombia and Peru, as well as a presence in several countries in the region. Masivian's differentiated and well-adapted cloud communication platform, security & data analytics offer a comprehensive suite of communications, marketing, and unique AI-powered products for enterprises. Masivian offers multichannel notification services through SMS, Email, as well as Voice, serving marquee clients across Colombia & Peru. For the Year ended March 31, 2023 Masivian clocked Revenue of US\$ 27,506,213.86 and Profit after tax of US\$ 4,335,317.39. (Previous Year: (November 12, 2021 - March 31, 2022) Revenue of US\$ 8,611,702 and Profit after tax of US\$ 784,815).

**Route Mobile (UK) Limited ('RML UK'):** RML UK is engaged in the business of *inter alia* providing technology services for mobile communications with a focus on messaging. The Standalone Gross Revenue of RML UK for FY 2022-23 stood at GBP 189,232,860 (Previous Year: GBP 129,215,685) and the Profit after Tax stood at GBP 6,307,665 (Previous Year: GBP 7,807,354).

**365squared Ltd. ('365squared'):** 365squared is engaged in the business of *inter alia* providing technology services for mobile communications with a focus on SMS filtering, analytics and monetisation. 365analytics is a real time detection and traffic analytics software with an intelligence that is updated constantly based on our global intelligence. The Revenue of 365squared for FY 2022-23 stood at EURO 6,727,544 (Previous Year: EURO 5,474,065). 365squared earned a Profit after tax of EURO 830,402 (Previous Year: EURO 2,317,611).

**M.R Messaging FZE:** M.R Messaging FZE, UAE (“MRM”) is involved in the business of CPaaS (Communication Platform as a Service) solutions including A2P messaging, number lookup and 2-way messaging, offered to enterprises as well as aggregators, using its technology platform. Audited Revenue of the Consolidated MRM for the financial year ended March 31, 2023 was AED 362,988,996 (Previous Year: AED 26,985,700) and Profit after tax for the period was AED 36,372,690 (Previous Year: AED 5,378,741)

**Note:** The Figures for previous year are converted into AED for ease of reference.

### **Route Mobile Communication Services Company (fka “Interteleco International for Modern Communication Services”):**

Route Mobile Communication Services Company, Kuwait (“RMC”) is engaged in the business of communication services (viz. messaging solutions / SMS business) in Kuwait. For the year ended March 31, 2023, RMC generated a revenue of KWD 1,772,441 (Previous Year: KWD 636,564) with a profit of KWD 263,761 (Previous Year: KWD 88,420)

### **Update on scheme of Arrangement between Subsidiary Companies:**

Board of Directors of Route Mobile Limited (the "Company"), last year, approved the Scheme of Amalgamation ("Scheme") under the provisions of Section 234 read with Sections 230 to 232 of the Companies Act, 2013, by way of merger by absorption, of Start Corp India Private Limited ("Transferor Company") with Send Clean Private Limited (formerly known as Cellent Technologies



(India) Private Limited) ("Transferee Company"). The Transferor and the Transferee Companies, are both Wholly-owned Subsidiaries ("WoS") of the Company. The said transaction is between the WoS of the Company and the Company is not directly involved in the merger. The merger was approved by the National Company Law Tribunal, Mumbai Bench on April 20, 2023. Both the companies are directly or indirectly in the same line of business activities and therefore, the merger will result into consolidation of entire operations of both the companies and will further simplify the group structure achieving business and administrative synergies, reducing administrative costs, avoiding duplication of efforts, economies of scale and attain efficiencies.

### 13. Consolidated Financial Statements

The Consolidated financial statements of the Company and its subsidiaries for FY 2022-23 are prepared in compliance with the applicable provisions of the Act and as stipulated under Regulation 33 of the Listing Regulations as well as in accordance with the Indian Accounting Standards notified under the Companies (Indian Accounting Standards) Rules, 2015. The audited consolidated financial statements together with the Independent Auditor's Report thereon forms part of this Annual Report. Further, pursuant to Section 129(3) of the Act, the report on the performance and financial position of the subsidiaries and salient features of the Financial Statements in the prescribed Form **AOC-1** is annexed to this report **(Annexure 1)**.

Pursuant to Section 136 of the Companies Act, 2013, the financial statements of the Company, consolidated financial statements along with relevant documents and separate audited financial statements in respect of subsidiaries, are available on the Company's website on <https://www.routemobile.com/investors>. Any Member desirous of inspecting or obtaining copies of the said Financial Statements may write to the Company Secretary at [investors@routemobile.com](mailto:investors@routemobile.com).

The names of the Companies that have become or ceased to be subsidiaries, joint ventures and associates during the year are disclosed in the annexure to this report **(Annexure 2)**.

### 14. Insurance

All the properties and operations of the Company, to the best judgement have been adequately insured. As per the provisions of the Act and in compliance with Regulation 25(10) of the Listing Regulations,

we have also procured a directors' and officers' liability insurance to indemnify our directors and officers for claims brought against them to the fullest extent permitted under applicable law.

### 15. Employee Stock Option Plan

The Company has two Employee Stock Option Plans ("RML ESOP Plans") as at March 31, 2023 viz. Route Mobile Limited Employee Stock Option Plan 2017 ("RML ESOP 2017") and Route Mobile Limited - Employee Stock Option Plan, 2021 ("RML ESOP 2021") (together referred as 'Schemes'). The Schemes are administered by the Route Mobile Employee Welfare Trust. There are no changes made to the above Schemes and these Schemes are in compliance with the Securities and Exchange Board of India (Share-Based Employee Benefits) Regulations, 2014 [SEBI (SBEB) Regulations, 2014] as replaced by Securities and Exchange Board of India (Share-Based Employee Benefits and Sweat Equity) Regulations, 2021 [SEBI (SBEBSE) Regulations, 2021]. During FY 2022-23, no employee was issued stock options equal to or exceeding 1% of the issued share capital of the Company at the time of grant. In respect of RML ESOP 2017, 17,62,980 Options have been exercised and 5,89,365 Options remain unexercised as on March 31, 2023. 4,59,155 Options have lapsed or were cancelled due to cessation of employment.

The Company had launched RML ESOP 2021 in 2021 post its IPO & listing in 2020. In terms of RML ESOP 2021, not exceeding 28,00,000 Options were available for offer and grant by the Company to the eligible employees of the Company and that of its subsidiary companies. Under RML ESOP 2021, 7,41,220 Options have been granted as on March 31, 2023, to the eligible employees of the company including subsidiaries. In respect of RML ESOP 2021, no Options have been exercised and 4,68,220 Options remain unexercised as on March 31, 2023. 2,73,000 Options have lapsed or cancelled due to cessation of employment.

In compliance with the Regulation 13 of the SEBI (SBEBSE) Regulations, 2021, certificate(s) from the secretarial auditor, confirming implementation of RML ESOP 2017 & RML ESOP 2021 in accordance with the said regulation and in accordance with the resolution of the Company in the general meeting, will be available electronically for inspection by the Members during the annual general meeting of the Company.



The requisite disclosures under Regulation 14 of the SEBI (SBEBS) Regulations, 2021 is uploaded on the Company's website under Investors section and the same can be accessed at <https://routemobile.com/compliance/2023/Information-underSEBI-SBEBS-2022-23.pdf>.

## 16. Directors and Key Managerial Personnel

Mrs. Sudha Navandar (**DIN: 02804964**) was re-appointed as Independent Director by the Board of Directors at their meeting held on May 18, 2022 for a period of five (5) years effective November 22, 2022 till November 21, 2027, (both days inclusive), not liable to retire by rotation, and the said appointment was approved by the Members at the Annual General Meeting ('AGM') held on August 4, 2022.

Section 152(6) of the Act provides that not less than two-thirds of the total number of directors of a public company shall be liable to retire by rotation, and that one-third of such directors as are liable to retire by rotation shall retire from office at every AGM. Hence, in terms of Section 152 of the Companies Act, 2013 (the "Act") and the Articles of Association of the Company, Mr. Chandrakant Gupta, Director (Non-Executive Non Independent) of the Company will retire by rotation at the ensuing AGM and being eligible, has offered himself for re-appointment. The Board recommends his re-appointment. A brief resume, nature of expertise, details of directorships held in other companies of the Director proposed to be re-appointed, along with his shareholding in the Company, as stipulated under Secretarial Standard 2 and Regulation 36 of the Listing Regulation, is forming part of the Notice of the ensuing AGM.

### **Statement regarding Opinion of the Board with regard to Integrity, Expertise and Experience (Including the Proficiency) of the Independent Directors appointed during the Year:**

The Board of Directors ("Board") is of the opinion that Mrs. Sudha Navandar, who was re - appointed during the year as Independent Director of the Company, possess requisite qualifications, experience and a well- respected business leader who brings in a wealth of experience to the Board; She is a qualified Chartered Accountant and a member of the Institute of Chartered Accountants of India. She is a Certified Public Accountant, USA, and also an Insolvency Professional registered with the Indian Institute of Insolvency Professional of ICAI.

Mrs. Navandar is currently a Partner in M/s. Pravin R. Navandar & Co., Chartered Accountants, with main focus on corporate audits (internal and statutory), bank audits, company law cases, income leakage, and corporate advisory services. She also serves on the Board of Kolte-Patil Developers Limited, Anand Rath Wealth Limited, Anand Rath Financial Services Limited, Tribhovandas Bhimji Zaveri Limited, Kshitij Capital Advisors Private Limited, Yasho Industries Limited, Vectus Industries Limited, Kolte Patil Integrated Townships Limited Wavin India Holding Private Limited and Wavin India Pipes and Fittings Manufacturing Private Limited. Her three decades of experience as an industry recognised professional would add tremendous value to the company.

Mr. Arun Gupta, Mr. Bhaskar Pramanik, Mr. Nimesh Salot and Mrs. Sudha Navandar are the independent Directors of the Company. In the opinion of the Board, there has been no change in the circumstances which may affect their status as Independent Directors of the Company and the Board is satisfied of the integrity, expertise and experience (including proficiency in terms of Section 150(1) of the Act and applicable rules thereunder) of all Independent Directors on the Board.

Further, in terms of Section 150 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended, the Independent Directors of the Company have included their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs.

### **Key Managerial Personnel**

In terms of Section 203 of the Act, the following are the Key Managerial Personnel (KMP) of the Company; there has been no change in the KMPs of the Company during the year:

1. Mr. Rajdipkumar Gupta, Managing Director & Group CEO.
2. Mr. Suresh Jankar, Chief Financial Officer.
3. Mr. Rathindra Das, Group Head-Legal, Company Secretary & Compliance Officer.

## 17. Remuneration policy

The Company has in place a policy for remuneration of Directors, Key Managerial Personnel and senior management personnel; the policy also lays down the parameters for selection of candidates for





appointment to the said positions, which has been approved by the Board. The policy on remuneration of Directors, Key Managerial Personnel is provided in the Corporate Governance section which forms part of this Report and is also available on the website of the Company and can be accessed at <https://routemobile.com/investors/> and attached as **Appendix 1.**

## 18. Declarations by Independent Directors

The Company has received declarations from all Independent Directors of the Company confirming that they continue to meet the criteria of independence, as prescribed under Section 149 (6) of the Companies Act, 2013 and Regulation 25(8) read with Regulation 16(1)(b) of the LODR. The Independent Directors have also confirmed that they have complied with the Company's Code of Conduct of Board of Directors and Senior Management Personnel.

## 19. Board, Meetings of the Board and Board Committees

The Board currently has Five (5) Committees, namely, the Audit Committee, the Nomination and Remuneration Committee, the Corporate Social Responsibility Committee, the Stakeholders Relationship Committee, and the Risk Management Committee. Further, the Company also has an Operations Committee to deal with the matters relating to frequent banking and business affairs. The Company also has a fund-raising committee (non-statutory) to deal with the matters relating to raising of funds.

During the year under review, the Board met eleven (11) times to transact various affairs of the Company. A detailed update on the Board, its composition, including synopsis of terms of reference of various Board Committees, number of Board and Committee meetings held during FY 2022-23 and attendance of the Directors at each meeting is provided in the Report on Corporate Governance, which forms part of this report.

## 20. Human Capital

We believe that our people are our core strength and they are one of the prime factors for our success. We look at ways to keep them positively engaged as they set the foundation for our culture, drive our performance and help us create a workplace where our people can grow professionally and personally. Through our various feedback mechanisms e.g.,

skip meetings leadership driven town halls, exit interviews, we constantly look at how we can make the organisation a great place to work for with passion and dedication.

We promote diversity and inclusivity within the organisation. Our diverse set of people working from over 21 countries collectively ensuring success in whatever we do. Our people talk and walk one Route Culture.

We have our quarterly town halls, through which we ensure that our employees are kept updated on information related to the organisation. We also conduct meet and greet sessions for the new joiners with the leadership team members so as to ensure that engagement start with the new comers from day one of their joining. Throughout the year important milestones that are achieved are celebrated across all our offices.

Our robust Rewards and Recognition programme ensure that Exceptional performance is rewarded and recognised. Our Quarterly held Rewards and Recognition programme ensures that Outstanding performances are celebrated and rewarded. Through our Annual Recognition Night, we ensure to felicitate our employees who have continuously shown their brilliance in work throughout the year. We also appreciate employees who have completed 5,10 and 15 years during the Annual Employee Recognition Night.

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are annexed to this report (**Annexure 3**).

In terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of employees drawing remuneration in excess of the limits set out in the said Rules forms part of this report. However, in terms of first proviso of Section 136(1) of the Act, the Annual Report and Accounts are being sent to the Members and others entitled thereto, excluding the aforesaid information. If any Member is interested in obtaining a copy thereof, such member may write to the Company Secretary, whereupon a copy would be sent.

## 21. Quality initiatives

The Company continues to sustain its commitment to the highest levels of quality, superior service management, robust information security practices and mature business continuity management. Our quality management system certified by KVQA Certification Services Private Limited complies with ISO 9001:2015 while our information security management system is certified by KVQA Certification Services Private Limited as ISO/IEC 27001:2013 compliant. We have also achieved the Capability Maturity Model Integration (CMMI) Level 5 Certification through GAAFS and QCAS Certifications Inc.

## 22. Board Diversity and Policy on Director's Appointment and Remuneration

We're motivated by our ongoing progress, and this year's growth feels particularly meaningful in the context of significant challenges around the world. Over the years, regulators have placed great emphasis on addressing different matters relating to the board of directors. Two prominent examples were: (i) stressing the roles of non-executive directors as well as the importance of independence of the board. In short, board diversity aims to cultivate a broad spectrum of demographic attributes and characteristics in the boardroom. Boardroom behaviours change when board become more diverse, and what board can do to ensure that increasing diversity actually has a positive impact on both the board and the organisation at large and moving beyond representation toward actual inclusion is no small feat. We believe that the most inclusive boards were those that tracked and communicated metrics not just around numbers of female or minority directors, but also around socioeconomic class and intersectional identities. Driving progress through greater accountability and transparency is at the core of Route Mobile's board diversity strategy. The policy on 'Nomination and Remuneration' and 'Board Diversity' adopted by the Board sets out the criteria for determining qualifications, positive attributes and independence while evaluating a person for appointment / reappointment as a Director or as KMP, with no discrimination on the grounds of gender, race or ethnicity, nationality or country of origin. The Board Diversity policy is available on the Company's website at <https://routemobile.com/investors/>.

## 23. Board Evaluation

Each year the board reports on the governance of the company and the work of the committees. The Board maintains a process, overseen by the Nomination and Remuneration Committee, whereby the Board, each of its committees, and each Board member, are subject to performance evaluation and assessment on an annual basis. At Route Mobile, the Lead Independent Director presides over the annual self-evaluation of the Board, including the performance evaluation of each Board committee and individual Board members; facilitating the Board's performance evaluation of the CEO in conjunction with the Nomination and Remuneration Committee. The results of the performance evaluations are considered to improve the effectiveness of the Board, its committees, and its members, as appropriate. A note on the Board evaluation process as well as familiarisation programme undertaken by the Company for evaluation, orientation and training of the Directors in compliance with the provisions of the Companies Act, 2013 and the Listing Regulation is provided in the Report on Corporate Governance, which forms part of this Report.

## 24. Remuneration to Managing Director / Whole - Time Director from Holding or Subsidiary Companies

In terms of Section 197 (14) of the Companies Act, 2013, remuneration paid to our Managing Director from subsidiary company viz. Route Mobile (UK) Limited was GBP 48,000.

## 25. Auditors & Audit Reports

- The Company has received the Practising Company Secretary's certificate on corporate governance for FY 2022-23. The certificate does not contain any qualification, reservation or adverse remark.
- The Secretarial Audit Report for FY 2022-23 does not contain any qualification, reservation or adverse remark.
- The Statutory Auditors' Report for FY 2022-23 does not contain any qualification, reservation or adverse remark. The Report is enclosed with the financial statements in this Annual Report.
- Cost Records and Cost Audit: Maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148(1) of the Companies Act, 2013 are not



applicable for the business activities carried out by the Company.

## 26. Statutory Auditors

Walker Chandiook & Co LLP ("WCC") has audited the books of account of the Company for the Financial Year ended March 31, 2023 and have issued the Auditors' Report thereon. The Auditors' Report for FY 2022-23 does not contain any qualification, reservations, or adverse remark. The said report for the financial year ended March 31, 2023 read with the explanatory notes therein are self-explanatory and therefore, do not call for any further explanation or comments from the Board under Section 134(3) of the Companies Act, 2013. The Auditors' Report is enclosed with the financial statements in this Annual Report.

### Reporting of Fraud

During the year under review, neither the statutory auditors nor the secretarial auditor has reported to the Audit Committee or the Board, under Section 143 (12) of the Act, any instances of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in the Board's Report.

## 27. Internal Financial Controls, their adequacy and Internal Auditors

Route Mobile Limited ("RML") has aligned its current systems of internal financial control with the requirement of Companies Act, 2013. Route Mobile Limited's internal controls are commensurate with its size and the nature of its operations. These have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable statutes, safeguarding assets from unauthorised use, executing transactions with proper authorisation and ensuring compliance with corporate policies. RML has a well-defined delegation of power with authority limits for approving contracts as well as expenditure. Processes for formulating and reviewing annual and long-term business plans have been laid down. RML uses a state-of-the-art enterprise resource planning (ERP) system that connects all parts of the organisation, to record data for accounting, consolidation and management information purposes. It has continued its efforts to align all its processes and controls with global best practices. Company's management assessed the effectiveness of the company's internal control over financial reporting (as defined in Regulation 17 of SEBI Listing Regulation) as of March 31, 2023.

Walker Chandiook & Co LLP, the statutory auditors of RML have audited the financial statements included in this annual report and have issued an attestation report on the company's internal control over financial reporting (as defined in Section 143 of Companies Act, 2013). RML has appointed M/s Pipalia Singhal & Associates to carry out internal audit of its activities. The audit is based on an internal audit plan, which is reviewed each year in consultation with the statutory auditors. RML also undergoes periodic audit by specialised third party consultants and professionals for business specific compliances such as quality management, service management, information security, etc. Based on its evaluation (as defined in Section 177 of Companies Act, 2013 and Regulation 18 of SEBI Listing Regulation), Route Mobile Limited's audit committee has concluded that, as of March 31, 2023, the company's internal financial controls were adequate and operating effectively.

## 28. Particulars of contracts or arrangements with Related Parties

All contracts/arrangements / transactions entered into by the Company with its related parties during the year were in the ordinary course of business and on an arm's length basis. The Company has put in place a mechanism for certifying the related party transactions statements placed before the Audit Committee and the Board of Directors from an Independent Chartered Accountant firm (confirming ordinary course of business and arm's length basis). Further, all related party transactions were undertaken with approval of the Audit Committee. Disclosure of Transactions, (None for FY 2022-23), with Related Parties referred to in Section 188(1), as prescribed in AOC-2 under Rule 8 (2) of the Companies (Accounts) Rules, 2014 is attached as **Annexure 4**. Details of other related party transactions have been included in Note 37 to the standalone financial statements. There are no materially significant related party transactions that may have potential conflict with interest of the Company at large. There were no transactions of the Company with any person or entity belonging to the Promoter(s)/Promoter(s) Group which individually holds 10% or more shareholding in the Company, except as disclosed in the financial statements. The Board in its meeting held on May 19, 2023 considered and approved amendments to the Related Party Transactions Policy in line with the recent amendments in the Listing Regulations. The updated Policy on the Related Party Transactions is available on the Company's website at <https://routemobile.com/investors/>. During FY 2022-23,

the Non- Executive Directors of the Company had no pecuniary relationship or transactions with the Company other than sitting fees and reimbursement of expenses, as applicable.

## 29. Transfer of Equity Shares, Unpaid/ Unclaimed Dividend to the IEPF

Pursuant to the Section 124 applicable provisions of the Companies Act, 2013, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), all the unpaid or unclaimed dividends are required to be transferred to the IEPF established by the Central Government, upon completion of seven (7) years. Further, according to the Investor Education & Protection Fund ("IEPF") Rules, the shares in respect of which dividend has not been paid or claimed by the Shareholders for seven (7) consecutive years or more shall also be transferred to the demat account created by the IEPF Authority. Your Company does not have any unpaid or unclaimed dividend or shares relating thereto which is required to be transferred to the IEPF as on the date of this Report.

## 30. Secretarial Audit

Pursuant to Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board had appointed M/s. Dhruvil M Shah & Co. LLP, Practicing Company Secretaries to conduct secretarial audit for the financial year 2022-23. The Report of the Secretarial Auditor is annexed to this report (**Annexure 5**). The report of the Secretarial Auditor for the financial year 2022-23 does not contain any qualification, reservation or adverse remark. The Board has re-appointed Mr. Dhruvil M Shah of M/s. Dhruvil Shah & Co. LLP, Practicing Company Secretaries, (CP 8978; FCS 8021) to conduct the secretarial audit for the financial year 2023-24. They have confirmed their eligibility for the appointment.

## 31. Risk Management

Risk management is the process of identifying, assessing and controlling threats to an organisation's capital and earnings. These risks stem from a variety of sources, including financial uncertainties, legal liabilities, technology issues, strategic management errors, accidents and natural disasters.

The Company has developed and implemented a risk management plan and in the opinion of the Board of Directors, no risks have been identified

which may threaten the existence of the Company. Your Company continuously monitors business and operational risks. All key functions and divisions are independently responsible to monitor risks associated within their respective areas of operations such as finance & taxation, regulatory & compliance, insurance, legal and other issues like cyber security, data privacy, health, safety and environment. Our Risk Management Plan is available on the website of the Company at <https://routemobile.com/investors/>.

The Company adopts a rigorous approach for information security risk assessment and treatment. This process includes identifying the business processes and the associated risks, considering the potential loss of confidentiality, integrity, and availability. The company identifies the risk owners and assesses the potential impact should these risks materialize. Existing controls, which serve to mitigate these risks, are identified, and the likelihood of risk occurrence is assessed based on these controls. The team then determines an appropriate response strategy, which includes options such as risk reduction, transfer, or avoidance.

For risk management, RML sets specific acceptance criteria based on the risk level and potential consequences. Lower-level risks are often transferred or treated, while higher-level risks must be treated. They ensure compliance with legal and regulatory requirements and ensure risk acceptance decisions are appropriately documented. If additional controls are necessary to mitigate risk, they are identified, aligned with ISO 27001:2013 standard controls, and implemented. Following the implementation of additional controls, the company reassesses the level of consequence and probability of the risk and the residual risk level. Residual risks are either accepted or further action is taken to reduce them to acceptable levels. The entire process is periodically reviewed and monitored to ensure continuous improvement.

### Cyber Security

From a cyber security risk management initiative, modernising antiquated IT infrastructure and as products age out of support, it becomes impossible to patch known vulnerabilities, not to mention losing the efficiencies of more current solutions. As technology has advanced, things have become simpler yet more complex. One prime example is that of today's communication networks. With the evolution of VoIP, the most obvious convergence is that of voice and data networks wherein both types



of traffic leverage the same physical infrastructure, while retaining a possible logical network separation. While, this whole concept seems to be very exciting, there's a big tradeoff in terms of security! Our efforts include threat intelligence products that can detect anomalous behavior at the network's edge to detect ever growing attacks against aging infrastructure.

The Company is exposed to a number of different cyber security risks, directly or through its supply chain, arising from actions that may be intentional and hostile, accidental or negligent. The main cyber security risks for the Company are intrusion in systems leading to data leakage. During the year, some of the areas that our Risk Management Committee deliberated were Enhanced Security Policies: Implementing Mandatory Measures viz. IP whitelisting, Two-Factor Authentication, Dark Web monitoring firm to proactively track any developments and identify potential indicators of compromise (IOCs), ISO 27001 Surveillance and Comprehensive VAPT for RML APIs.

During the year, the Company received CERT-In's directive on information security practices, procedure, prevention, response, and reporting of cyber incidents, No. 20(3)/2022-CERT-In, dated April 28, 2022, and which went into effect on September 25, 2022. This directive called for specific changes in reporting and record retention, all of which Company is compliant with. The changes to Company's Information Security Management System (ISMS) policies and procedures have been incorporated to adhere to CERT-In's directives. Further, during the year, the Company switched two of our key Information Security software providers: - CrowdStrike Managed EDR services have been replaced with Sentinel One Vigilance. Securnox SIEM (Security Information and Event Management) services have been replaced with DNIF's SIEM solutions. Both of these changes have been executed for cost efficiencies as well as the presence of local teams to help mitigate any potential issues.

### 32. Particulars of Loans, Guarantees and Investments

Loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 form part of the Notes to the financial statements provided in this Annual Report.

### 33. Whistle-Blower Policy: Vigil mechanism

The way the Company handles a concern will depend on its nature and severity. We may handle through discussions with relevant work colleagues, RML Leaders or Human Resources, or we may handle by conducting fair and thorough investigations. RML handles all concerns raised with appropriate confidentiality and with a high degree of sensitivity. All those involved in investigating and/or addressing a concern are expected to respect the need for confidentiality wherever reasonably possible. In some situations, privacy restrictions may also mean that we cannot disclose the actions that are taken to resolve a particular concern. It is mandated by Section 177 of the Companies Act, 2013 and Companies Rules 2014 and further Regulation 22 of the SEBI, that every listed Company establishes a surveillance mechanism for directors and employees to report any frauds or misappropriations. It is affirmed that no person has been denied access to the Audit Committee. The Board on a yearly basis is presented an update on the whistle-blower policy. Whistle-Blower policy is available on the website of the Company at <https://routemobile.com/investors/>. The Policy ensures complete protection to the whistle-blower and follows a zero-tolerance approach to retaliation or unfair treatment against the whistle-blower and all others who report any concern under this Policy.

During the year under review, the Company did not receive any complaint of any fraud, misfeasance etc.

### 34. Disclosure under The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

Route Mobile's core principles, culture and values set a foundation of an inclusive and diverse work environment where dignified, respectful working relationships are a matter of course. Free from any form of discrimination or harassment, our foundation is embedded in our Code of Business Conduct. We are respectful and inclusive to our people and our stakeholders, always aiming to make a positive impact on those societies in which we work. Our commitment and priority are to be respectful, professional, compliant, inclusive, healthy and bias-free. The Company has zero tolerance towards sexual harassment at the workplace and has implemented a policy for prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions



of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ('Act') and the Rules made thereunder. Under the said Act, Internal Complaints Committee has also been constituted. Our values are deeply embedded in our daily business as well as in all our policies such as Supplier Code of Conduct, and Code of Business Conduct. By making the right choices, based on business and people related compliance, we build trust with our people and stakeholders.

During the year under review, the Company did not receive any complaint of sexual harassment.

### 35. Secretarial Standards

The Company has in place proper systems to ensure compliance with the provisions of the applicable Secretarial Standards issued by The Institute of Company Secretaries of India and such systems are adequate and operating effectively.

### 36. Corporate Social Responsibility

Global developments, such as climate change, poverty, and increasing inequality, are serious issues that all stakeholders in the worldwide economy must face. At RML, corporate social responsibility (CSR) is part of our holistic sustainability framework. We put its purpose into action by helping the world run better and improving people's lives with sustainability at the core. We invest in education models dedicated to underrepresented, underserved, and underprivileged youth and foster our engagement with multistakeholder partnerships to enable pathways to employment and entrepreneurship in the digital and green economy. The objective of the Company's Corporate Social Responsibility ('CSR') initiatives is to improve the quality of life of communities through long-term value creation for all stakeholders. Your Company has set up "Route Mobile Foundation for Education and Sports" to carry out its CSR efforts. The Foundation focuses on improving the quality of life and engaging communities through health, education, livelihood, sports and infrastructure development. The Company has in place a CSR policy which provides guidelines to conduct CSR activities of the Company. The CSR policy is available on the website of the Company <https://routemobile.com/investors/>.

The Annual Report on CSR activities, in terms of Section 135 of the Companies Act, 2013 ('Act') and Rule 8 (1) of the Companies (Corporate Social Responsibility Policy) Rules, 2014 as amended by

Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021, effective January 22, 2021 (hereinafter "CSR Rules"), is annexed to this report (**Annexure 6**).

### 37. Other Disclosures

- There were no material changes and commitments affecting the financial position of the Company between the end of the financial year and the date of this report;
- Company has not issued equity shares with differential rights as to dividend, voting or otherwise;
- The Company has not issued any sweat equity shares to its directors or employees;
- There was no revision in the Financial Statements.
- None of the Directors or KMPs of the Company have resigned during the year under review;
- There has been no change in the nature of business carried out by the Company;
- The Company has not failed to implement any corporate action during the year under review;
- No application has been made under the Insolvency and Bankruptcy Code; hence the requirement to disclose the details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year along with their status as at the end of the financial year is not applicable;
- The requirement to disclose the details of difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof, is not applicable.
- The Company's securities were not suspended for trading during the year.
- The disclosure pertaining to explanation for any deviation or variation in connection with certain terms of a public issue, rights issue, preferential issue, etc. is not applicable to the Company.

### 38. Directors' Responsibility Statement

The Directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations. Company law requires the Directors to prepare financial statements for each financial year.





Accordingly, pursuant to Section 134(3)(c) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability confirm:

- a) That in the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures;
- b) That we have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- c) That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) That the annual accounts have been prepared on a going concern basis;
- e) That proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively; and
- f) That proper internal financial controls were laid down and that such internal financial controls are adequate and were operating effectively.

### 39. Annual Return

Pursuant to the provisions of Section 134(3)(a) and Section 92(3) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the draft of the Annual Return of the Company for the financial year March 31, 2023 is uploaded on the website of the Company and can be accessed at <https://routemobile.com/compliance/2023/Annual-Return-FY-2022-23.pdf>.

### 40. Significant and material orders passed by the Regulators or Court

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

### 41. Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo

Details of the energy conservation, technology absorption and foreign exchange earnings and outgo are annexed to this report as **Annexure 7**.

### 42. Corporate Governance

Pursuant to the Listing Regulations, the Report on Corporate Governance for the year under review, is presented in a separate section, forming part of this Annual Report. A certificate from M/s. Dhruvil M Shah & Co. LLP, Practicing Company Secretaries, confirming compliance of conditions of Corporate Governance, as stipulated under the Listing Regulations, also forms part of the Corporate Governance Report.

### 43. Management Discussion and Analysis Report

Pursuant to Regulation 34 of the Listing Regulations the Management Discussion and Analysis Report for the year under review, is presented in a separate section, forming part of the Annual Report. As required under the provisions of the Listing Regulations, the audit Committee of the Company has reviewed the management discussion and analysis report of the Company for the year ended March 31, 2023.

### 44. Business Responsibility and Sustainability Reporting

In terms of amendment to regulation 34 (2) (f) of Listing Regulations vide Gazette notification no. SEBI/LAD-NRO/GN/2021/22 dated May 5, 2021, SEBI has introduced new reporting requirements on ESG parameters called the Business Responsibility and Sustainability Report (BRSR). SEBI further provided that the listed entities already preparing and disclosing sustainability reports based on internationally accepted reporting frameworks (such as GRI, SASB, TCFD or Integrated Reporting) may cross-reference the disclosures made under such framework to the disclosures sought under the BRSR. Your Company had also voluntarily prepared the Business Responsibility and Sustainability Report (BRSR) a year before the mandated requirement of FY2022-23 by SEBI in May, 2021 for the top 1,000 listed companies (by market capitalisation). Your Company has this year again prepared BRSR with disclosures on both Essential and Leadership Indicators.

BRSR has been appended herewith as **Annexure 8**.

#### 45. Sustainability Report

Company's inaugural Sustainability Report published in FY 2021 outlined our commitment to reduce GHG emission and extend benefits of corporate achievements to the under privileged sections of our community. This year's report, which has been prepared in accordance with GRI-Core Option also contains our identification of the complementary UN sustainability development goals (SDGs) including further our recognition of TCFD as an additional guiding principle of disclosures. Company's sustainability report is available on the website of the Company at <https://routemobile.com/compliance/2023/Sustainability-Report-FY-2022-23.pdf>.

#### 46. Cautionary Statement

This Board's Report & our Sustainability Report and including further the Management Discussion and Analysis Report may contain forward-looking statements under provisions of applicable laws. All statements other than statements of historical facts are statements that could be deemed forward-looking statements. These statements are based on current expectations, estimates, forecasts, and projections about the industries in which we operate and the beliefs and assumptions of our management. In addition, any statements that refer to (1) our goals, commitments and programmes; (2) our business plans, initiatives and objectives; (3) our assumptions and expectations; (4) the scope and impact of our corporate responsibility

risks and opportunities; and (5) standards and expectations of third parties are forward-looking. Readers are cautioned that these forward-looking statements are only predictions and are subject to risks, uncertainties, and assumptions that are difficult to predict. Forward-looking statements speak only as of the date they are made, and we do not undertake any obligation to update any forward-looking statement.

#### 47. Acknowledgements

Fiscal 2023 was a complex year, and thanks to our employees' determination, perseverance, and unwavering commitment to our customers, partners, and to each other, we ended the year strong. On behalf of the Company, I take this opportunity to place on record our gratitude to all the shareholders for their continued support & strong commitment towards the Company. I also take this opportunity to express our sincere thanks to the Government of India, The Securities and Exchange Board of India (SEBI), The Reserve Bank of India (RBI), BSE & NSE, The Telecom Regulatory Authority of India (TRAI), Central Board of Direct Taxes (CBDT), Central Board of Indirect Taxes and Customs, Government of India, our Bankers & Auditors, and fellow members on the board for their continued support.

**For and on behalf of the Board of Directors**

**Sandipkumar Gupta**

Place: Mumbai

Chairman

Date: May 19, 2023

DIN: 01272932



# Appendix 1

## Nomination and Remuneration Policy

### 1. Preamble

The Vision statement of the Company itself is "To give better life to our people". Monetary compensation has always been one of the motivational aspect of every employee in every industry. It is the endeavour of the Company to follow the best trade practices and to pay appropriate remuneration to the Directors, KMP's and all the employees of the Company. The Company strives that its Nomination and Remuneration policy should attract, motivate and retain its manpower and provide a better work environment. Considering all these factors this Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. This policy on Nomination and Remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors vide its resolution dated September 30, 2015.

### 2. Objective

The Nomination and Remuneration Policy shall be in compliance with Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. The objective of this policy is to lay down a framework in relation to remuneration of Directors, KMP, Senior Management Personnel and other Employees. The Key Objectives of the policy would be:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of independent directors and the Board;
3. Devising a policy on Board diversity; and
4. Identifying persons who are qualified to become directors and who may be appointed

in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

5. While formulating the policy, the Committee shall consider the following: (a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully; (b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and (c) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.
6. Framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including:
  - The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 or the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 to the extent each is applicable; or
  - The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003.
7. Performing such other activities as may be delegated by the Board of Directors and/ or are statutorily prescribed under any law to be attended to by the Nomination and Remuneration Committee.

Further the Nomination and Remuneration Committee shall have the authority to investigate into any matter in relation to the items specified under the terms of reference or such other matter as may be referred to it by the Board and for this purpose, shall have full access to information contained in the records of the Company and shall have power to obtain external professional advice, if necessary.

### 3. Constitution of the Nomination and Remuneration Committee

The Board of Directors of the Company shall constitute the Nomination and Remuneration Committee as in line with the requirements of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. The Chairman of the Committee shall be an Independent Director. However, the chairperson of the Company (whether executive or nonexecutive) may be appointed as a member of the Nomination and Remuneration Committee but shall not chair such Committee. The Board has the authority to reconstitute the committee from time to time.

### 4. Definitions

“Regulations” means SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

“Act” means the Companies Act, 2013 and Rules framed thereunder, as amended from time to time.

“Board” means Board of Directors of the Company.

“Directors” mean Directors of the Company.

“Company” means Route Mobile Limited.

“Independent Director” means a Director as specified in Section 149(6) of the Companies Act, 2013 and Regulation 16(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

“Key Managerial Personnel” means

- Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-Time Director;
- Chief Financial Officer;
- Company Secretary; and
- such other officer as may be prescribed.

### 5. Appointment Criteria and Qualifications

- 1) The appointment of Director, KMP or at Senior Management level should be identified and ascertained based on the integrity, qualification, expertise and experience of the personnel.
- 2) A person should possess adequate qualification, expertise and experience for the

position he/she is considered for appointment. The Committee has discretion to decide whether the qualification, expertise and experience possessed by a person is sufficient /satisfactory for the concerned position.

- 3) The Company shall not appoint or continue the employment of any person as Whole-Time Director who has attained the age of seventy-five years. Provided that the term of the person holding this position may be extended beyond the age of seventy-five years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.
- 4) A whole-time KMP of the Company shall not hold office in more than one company except in its subsidiary company at the same time. However, a whole-time KMP can be appointed as Director in any company, with the permission of the Board of Directors of the Company.

### 6. Term/Tenure

#### 1) Managing Director/Whole-Time Director:

The Company shall not appoint or re-appoint any person as Managing Director or Whole-Time Director for a term not exceeding 5 years. No reappointment shall be made earlier than one year before the expiry of the term.

#### 2) Independent Director:

An Independent Director shall hold office for a term, up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company. No Independent Director shall hold office for more than two consecutive terms of up to maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

### 7. Removal

Due to reasons for any disqualifications mentioned in the Act or under any other applicable Act, rules and regulations thereunder, the Committee may recommend, to the Board with reasons



recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

**8. Retirement**

The Whole-Time Directors, KMP, and senior management personnel shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing HRD policy of the Company. The Board will have the discretion to retain the Whole-Time Directors, KMP and senior management personnel in the same position/ remuneration or otherwise, even after attaining the retirement age, for the benefit of the company after necessary compliance of the Laws as applicable to the Company.

**9. Provisions for remuneration to Directors/ KMP/Senior Management Personnel**

1) The Remuneration/ Compensation/ Commission etc. to be paid to Director/ Managing Director etc. shall be in line with

the provisions of the Companies Act, 2013 and rules made thereunder or any other enactment for the time being in force.

- 2) The remuneration/compensation/commission to the Non-Executive Independent Director shall be as per the provisions of the Companies Act, 2013. The amount of sitting fees shall be subject to limits as provided under the Companies Act, 2013 and rules made thereunder or any other enactment for the time being in force.
- 3) Apart from the Directors, KMPs and Senior Management Personnel, the remuneration for rest of the employees is determined on the basis of the role and position of the individual employee, including professional experience, expertise and job complexity.
- 4) The various remuneration components, basic salary, allowances, perquisites etc. may be combined to ensure an appropriate and balanced remuneration package.

## Form AOC-1

## Statement containing salient features of the financial statement of subsidiaries

(Pursuant to first proviso to sub-section (3) of Section 129 read with rule 5 of the Companies (Accounts) Rules, 2014 relating to subsidiary companies for the year ended March 31, 2023)

S. No. Subsidiary	The date since when subsidiary was acquired	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Reporting currency and Exchange rate as on the last date of the relevant Financial Year in the case of foreign subsidiaries	Share capital	Reserves and Surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit before Taxation	Provision for Taxation	Profit after Taxation	Proposed Dividend	Extent of shareholding (in %)
1 Route Ledger Technologies Private Limited (fka Sphere Edge Consulting (India) Private Limited)	NA	NA	INR	0.01	12.58	12.68	0.09	-	-	-0.58	-0.13	-0.45	-	100%
2 Send Clean Private Limited (fka Cellent Technologies (India) Private Limited)*	September 7, 2016	NA	INR	0.05	3.50	15.80	12.25	-	234.1	1.36	0.26	1.10	-	100%
3 Start Corp India Private Limited*	September 9, 2016	NA	INR	0.01	1.42	1.80	0.37	-	2.63	0.06	0.05	0.01	-	100%
4 Route Mobile (UK) Limited	NA	NA	GBP (Exchange Rate - 101.56 & Average Rate - 100.60)	0.20	306.87	1,338.91	1,031.84	591.12	1,903.64	87.84	16.66	71.18	-	100%
5 Routesms Solutions FZE	NA	NA	AED (Exchange Rate - 2.36 & Average Rate - 21.53)	0.22	341.73	847.15	505.20	410.79	369.37	128.11	-	128.11	-	100%
6 Routesms Solutions Nigeria Ltd.	NA	NA	NGN (Exchange Rate - 0.18 & Average Rate - 0.18)	0.18	26.47	52.63	25.99	-	109.80	7.62	2.21	5.41	-	100%
7 Route Mobile Pte. Ltd.	NA	NA	SGD (Exchange Rate - 61.76 & Average Rate - 58.88)	0.15	-2.03	1.32	3.20	-	1.43	0.08	-	0.08	-	100%
8 Call 2 Connect India Private Limited®	April 19, 2017	NA	INR	0.22	4.09	39.68	35.37	0.00	39.14	-7.43	0.06	-7.49	-	100%
9 Route Connect Private Limited	NA	NA	INR	0.01	-1.68	0.19	1.86	-	-	-1.70	-	-1.70	-	74%

(₹ in Crore)





		(₹ in Crore)												
S. No. of the Subsidiary	The date since when subsidiary was acquired	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Reporting currency and exchange rate as on the last date of the relevant Financial Year in the case of foreign subsidiaries	Share capital	Reserves and Surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit before Taxation	Provision for Taxation	Profit after Taxation	Proposed Dividend	Extent of shareholding (in %)
10	Route Mobile Limited (Ghana)	NA	GHS (Exchange Rate - 7.11 & Average Rate - 8.60)	1.45	-2.36	0.03	0.95	-	0.81	-0.59	0.01	-0.61	-	70% holding by Route Mobile (UK) Limited
11	Route Mobile INC®	NA	USD (Exchange Rate - 82.11 & Average Rate - 79.05)	0.00	3.40	39.61	36.21	-	148.29	24.51	1.22	23.28	-	100% holding by Route Mobile (UK) Limited
12	Route Connect (Kenya) Limited	NA	KES (Exchange Rate - 0.64 & Average Rate - 0.62)	0.73	-0.22	0.52	0.01	-	-	-0.02	-	-0.02	-	100% holding by Route Mobile (UK) Limited
13	365squared Ltd	September 21, 2017	EUR (Exchange Rate - 89.28 & Average Rate - 86.60)	0.02	28.13	47.14	19.00	-	58.22	7.43	0.46	6.98	-	100% holding by Route Mobile (UK) Limited
14	Route Mobile Nepal Private Limited	NA	NPR (Exchange Rate - 0.62 & Average Rate - 0.62)	0.36	-0.16	0.56	0.36	-	0.02	-0.05	-0.01	-0.04	-	100% holding by Route Mobile (UK) Limited
15	Route Mobile Lanka (Private) Limited®	NA	LKR (Exchange Rate - 0.25 & Average Rate - 0.25)	0.00	-0.06	0.15	0.20	-	0.20	0.02	0.01	0.01	-	100% holding by Route Mobile (UK) Limited
16	Route Mobile (Bangladesh) Limited	NA	BDT (Exchange Rate - 0.77 & Average Rate - 0.82)	0.32	-3.05	3.17	5.89	-	1.84	-1.56	-	-1.56	-	99.99% holding by Route Mobile (UK) Limited
17	Route Mobile Malta Limited	NA	EUR (Exchange Rate - 89.28 & Average Rate - 86.60)	0.02	1.51	6.55	5.02	-	20.97	1.58	0.08	1.50	-	100% holding by Route Mobile (UK) Limited
18	Route Mobile Uganda Limited	NA	UGX (Exchange Rate - 0.02 & Average Rate - 0.02)	0.10	-0.99	0.34	1.23	-	0.07	-0.31	-	-0.31	-	100% holding by Route Mobile (UK) Limited
19	Route SMS Solutions Zambia Limited	NA	ZMW (Exchange Rate - 4.08 & Average Rate - 3.88)	0.01	-0.20	0.03	0.22	-	-	-0.07	-	-0.07	-	99.993% holding by Route Mobile (UK) Limited
20	Route Mobile LLC.	NA	AED (Exchange Rate - 22.36 & Average Rate - 21.53)	0.67	13.13	52.49	38.69	-	80.48	10.79	-	10.79	-	49% holding by Routesms Solutions FZE

S. No. Subsidiary	Name of the Subsidiary	The date since when subsidiary was acquired	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Reporting currency and exchange rate as on the last date of the relevant Financial Year in the case of foreign subsidiaries	Share capital	Reserves and Surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit before Taxation	Provision for Taxation	Profit after Taxation	Proposed Dividend	Extent of shareholding (in %)
21	Route Mobile Communication Services Company (fka Interteleco International for Modern Communication Services)	December 1, 2021	NA	KWD (Exchange Rate – 2.67.69 & Average Rate – 258.73)	4.02	4.04	23.90	15.85	-	45.86	6.82	-	6.82	-	49% holding by Routesms Solutions FZE
22	Route Mobile Arabia Telecom	NA	12/09/2021 – 31/12/2022	SAR (Exchange Rate – 22.06 & Average Rate – 20.83)	0.11	2.14	25.21	22.96	-	15.56	2.38	0.36	2.02	-	70%
23	PT Route Mobile Indonesia	NA	NA	IDR (Exchange Rate - 0.01 & Average Rate - 0.01)	1.33	-1.66	1.70	2.03	-	0.29	-1.06	-	-1.06	-	99.96% holding by Route Mobile (UK) Limited
24	Send Clean Inc.®	NA	NA	USD (Exchange Rate - 82.11 & Average Rate - 79.05)	0.01	0.02	0.09	0.06	-	0.12	0.03	0.00	0.03	-	100% holding by Route Mobile (UK) Limited
25	Masivian S.A.S.	November 11, 2021	NA	COP (Exchange Rate - 0.02 & Average Rate - 0.02)	0.18	61.96	89.38	27.25	6.85	170.75	42.95	8.48	34.47	-	100% holding by Route Mobile (UK) Limited
26	Estratec S.A.S.	November 11, 2021	NA	COP (Exchange Rate - 0.02 & Average Rate - 0.02)	0.24	0.12	3.19	2.83	0.02	-	-	-	-	-	100% holding by Masivian S.A.S.
27	Elibom Colombia S.A.S.	November 11, 2021	NA	COP (Exchange Rate - 0.02 & Average Rate - 0.02)	0.20	6.44	17.86	11.22	17.72	-	-	-	-	-	100% holding by Masivian S.A.S.
28	Masivian Peru SAC®	November 11, 2021	NA	PEN (Exchange Rate - 21.84 & Average Rate - 21.25)	0.00	17.77	31.95	14.17	-	48.02	15.14	2.84	12.30	-	100% holding by Masivian S.A.S.
29	MIR Messaging FZE®	February 28, 2022	NA	AED (Exchange Rate – 22.36 & Average Rate – 21.53)	0.67	31.94	74.63	42.02	0.00	165.38	52.60	-	52.60	-	100% holding by Routesms Solutions FZE
30	Mr Messaging (Holding) Limited®	February 28, 2022	NA	EURO (Exchange Rate – 89.28 & Average Rate – 86.60)	0.00	33.71	33.72	0.01	0.00	-	35.86	0.01	35.85	-	100% holding by M.R. Messaging FZE



		(₹ in Crore)													
S. No. of the Subsidiary	The date since when subsidiary was acquired	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Reporting currency and exchange rate as on the last date of the relevant Financial Year in the case of foreign subsidiaries	Share capital	Reserves and Surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit before Taxation	Provision for Taxation	Profit after Taxation	Proposed Dividend	Extent of shareholding (in %)	
31	Mr Messaging Limited®	February 28, 2022	01/01/2022 - 31/03/2023	EURO (Exchange Rate - 89.28 & Average Rate - 86.99)	0.00	28.47	119.31	90.83	-	712.30	48.81	2.72	46.10	-	100% holding by Mr. Messaging (Holding) Limited
32	Mr Messaging South Africa (Pty) Limited	February 28, 2022	NA	ZAR (Exchange Rate - 267.69 & Average Rate - 258.73)	-	3.58	6.06	2.47	-	12.57	2.15	0.60	1.55	-	100% holding by Mr. Messaging Limited
33	Masiv Chile SpA	NA	NA	CLP (Exchange Rate - 0.10 & Average Rate - 0.10)	0.01	-0.26	0.35	0.61	-	0.02	-0.26	-	-0.26	-	100% holding by Masivian S. A. S.
34	Trusense Identity Limited	NA	NA	GBP (Exchange Rate - 101.56 & Average Rate - 100.60)	40.62	-0.04	40.63	0.04	-	-	-0.04	-	-0.04	-	100% holding by Route Mobile (UK) Limited
35	Route Mobile Mexico S.de R.L.de C.V.®	NA	NA	MXN (Exchange Rate - 4.55 & Average Rate - 4.19)	0.05	0.06	0.53	0.43	-	0.07	0.06	0.00	0.05	-	99.999% holding by Masivian S.A.S.

\*The Board of Directors of the Company at its meeting held on 30 December 2021 had approved a Scheme of Amalgamation ('Scheme') by way of merger of Start Corp India Private Limited (the Transferor) with Send Clean Private Limited (the transferee). The Appointed Date proposed is 1 April 2021. The Company has received Certified True Copy of the Order from National Company Law Tribunal dated April 20, 2023 on April 26, 2023 and have accordingly made an application for adjudication of stamp duty on May 8, 2023. The Company is in process of filing Form INC - 28 with the ROC.

®Amount wherever 0.00 is less than ₹1 lakh.

#### For and on behalf of the Board of Directors

**Sandipkumar Gupta**

Chairman

DIN: 01272932

**Suresh Jankar**

Chief Financial Officer

**Rathindra Das**

Group Head Legal, Company Secretary & Compliance Officer

Date: May 19, 2023

Place: Mumbai

# Annexure 2

## Companies which became / ceased to be Company's Subsidiaries as per the provisions of the Companies Act, 2013:

1. The names of companies which have become Subsidiaries during the year: **Not Applicable**
2. Companies / Bodies Corporate which became Step down Subsidiaries during the year:

<b>Name</b>	<b>Date of becoming Step down Subsidiary</b>
Trusense Indentity Limited	November 30, 2022
Route Mobile Mexico S.de R.L de C.V.	October 6, 2022
Masiv Chile spA	August 4,2022

3. Companies / Bodies Corporate ceased to be Subsidiaries during the year during the year: **Not Applicable**

**For and on behalf of the Board of Directors**

**Sandipkumar Gupta**

Chairman

DIN: 01272932

Place: Mumbai

Date: May 19, 2023



# Annexure 3

## Details pertaining to remuneration as under Section 197(12) of Companies Act, 2013 read with Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

(A) The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer and Company Secretary during FY 2022-23 and ratio of the remuneration of each Director to the median remuneration of the employees of the Company for FY 2022-23 are as under:

S. No.	Name of Director / KMP and Designation	% increase/decrease of remuneration in 2023 as compared to 2022	Ratio of remuneration to median remuneration of employees (MRE)
<b>Executive Director(s)</b>			
1.	Mr. Rajdipkumar Gupta, Managing Director and Group CEO	Nil	18.19
<b>Non-Executive Non-Independent Directors<sup>1</sup></b>			
2.	Mr. Chandrakant Gupta	N.A.	N.A.
3.	Mr. Sandipkumar Gupta	N.A.	N.A.
<b>Independent Directors</b>			
4.	Mr. Bhaskar Pramanik	N.A.	N.A.
5.	Mrs. Sudha Navandar	N.A.	N.A.
6.	Mr. Nimesh Salot	N.A.	N.A.
7.	Mr. Arun Gupta	N.A.	N.A.
<b>Key Managerial Personnel ('KMP')</b>			
8.	Mr. Suresh Jankar, Chief Financial Officer (CFO)	12%	N.A.
9.	Mr. Rathindra Das, Company Secretary (CS)	12%	N.A.

Note(s):

(1) Non-Executive Non Independent Directors & Independent Directors were in receipt of sitting fees only. There has been no change in the payment criteria for remuneration to Non-Executive / Independent Directors. Sitting Fees paid to the Directors has not been considered as remuneration.

(B) The percentage increase in the median remuneration of the employees in the financial year: **15%**

(C) The number of permanent employees on the rolls of the Company as on March 31, 2023: **404**

(D) Average percentage increase already made in the salaries of employees other than the managerial personnel in FY 2022-23 and its comparison with the percentage increase in the managerial remuneration and justification thereof: **15%**

(E) Affirmation that the remuneration is as per the remuneration policy of the company: **Yes**

**For and on behalf of the Board of Directors**

**Sandipkumar Gupta**

Chairman

DIN: 01272932

Place: Mumbai

Date: May 19, 2023



# Annexure - 4

## AOC - 2

**(Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)**

1. **Details of contracts or arrangements or transactions not at arm's length basis:** NIL
2. **Details of material contracts or arrangement or transactions at arm's length basis:** There was no material contracts or arrangements, or transactions (materiality threshold considered as 10% of the annual consolidated turnover of the Company) entered into during the year ended March 31, 2023.

**For and on behalf of the Board of Directors**

**Sandipkumar Gupta**

Chairman

DIN: 01272932

Place: Mumbai

Date: May 19, 2023



# Annexure - 5

## FORM NO. MR-3

### SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

**Route Mobile Limited**

**CIN: L72900MH2004PLC146323**

4<sup>th</sup> Dimension, 3<sup>rd</sup> Floor, Mind Space,  
Malad (West), Mumbai 400064.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **ROUTE MOBILE LIMITED** (hereinafter called **"the Company"**). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **March 31, 2023** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **March 31, 2023** according to the provisions of:

- i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment
- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - d) The Securities and Exchange Board of India (Share-Based Employee Benefits and Sweat Equity) Regulations, 2021;

- e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not Applicable to the Company during the period under review**
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **Not Applicable to the Company during the period under review**
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **Not Applicable to the Company during the period under review**
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
  - i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
  - j) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- vi) We further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof on test-check basis, the Company has complied with the following laws applicable specifically to the Company:

The Telecom Commercial Communication Customer Preference Regulations, 2018 ('TCCCPR')

We have also examined compliance with the applicable clauses / regulations of the followings:

- i. Secretarial Standards issued by the Institute of Company Secretaries of India;
- ii. The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied, with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above.

**We further report that:**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Woman Directors. No changes took place in the composition of the Board of Directors during the period under review.

Adequate notice is given to all the Directors to schedule the Board meetings, agenda and detailed notes on agenda were sent at least seven days in advance, except where consent of the directors was received for scheduling meeting at a shorter notice, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting;

All decisions at Board Meetings and Committee Meetings were carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

**We further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**We further report that** the following event has occurred during the year which has a major bearing on the company's affairs in pursuance of the Laws, Rules, Regulations, Guidelines Standards etc. referred to above.



- a) The Board of Directors of the Company vide Board Resolution dated January 27, 2022, had recommended the re-appointment of Mr. Rajdipkumar Chandrakant Gupta as Managing Director and Group Chief Executive Officer of the Company for a period of 5 (Five) years with effect from May 1, 2022 to April 30, 2027. Further the Shareholders of the Company through postal ballot by remote e-voting process on March 23, 2022 approved the re-appointment of Mr. Rajdipkumar Chandrakant Gupta as Managing Director and Group Chief Executive Officer of the Company.
- b) The Board of Directors of the Company vide Board Resolution dated June 28, 2022 has approved Buyback of Equity Shares not exceeding 10% of the Fully Paid-Up Equity Share Capital and Free Reserves of the Company. The Company has successfully completed Buyback of 8,61,021 Equity Shares from the open market through Stock Exchanges in accordance with Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 on August 29, 2022 at an average price of ₹1,393.69 (Indian Rupees One Thousand Three Hundred Ninety-Three and Sixty-Nine Paise only) per Equity Share for an aggregate consideration of ₹119,99,98,539.15 (Indian Rupees One Hundred Nineteen Crore Ninety-Nine Lakh Ninety-Eight Thousand Five Hundred Thirty-Nine and Fifteen Paise only).
- c) Allotment of 1,28,975 equity shares on October 21, 2022 under Route Mobile Limited Employee Stock Option Plan, 2017 to Route Mobile Employee Welfare Trust (Trust) through following Grant as described hereunder. All the shares issued were subsequently listed on BSE Limited & National Stock Exchange of India Limited.
- Grant I – Allotment of 24,800 equity shares at an exercise price of ₹300.00/- each
  - Grant II – Allotment of 30,285 equity shares at an exercise price of ₹326.16/- each
  - Grant III – Allotment of 73,890 equity shares at an exercise price of ₹326.16/- each
- d) Allotment of 1,31,675 equity shares on March 7, 2023 under Route Mobile Limited-Employee Stock Option Plan, 2017 to Route Mobile Employee Welfare Trust (Trust) through following Grant as described hereunder. All the shares issued were subsequently listed on BSE Limited & National Stock Exchange of India Limited.
- Grant I – Allotment of 125 equity shares at an exercise price of ₹300.00/- each
  - Grant II – Allotment of 1,21,450 equity shares at an exercise price of ₹326.16/- each
  - Grant III – Allotment of 10,100 equity shares at an exercise price of ₹326.16/- each

**For Dhrumil M. Shah & Co. LLP**

Practicing Company Secretaries

ICSI URN: L2023MH013400

PRN: 3147/2023

**Dhrumil M. Shah**

Partner

FCS 8021 | CP 8978

UDIN: F008021E000333192

Place: Mumbai

Date: May 19, 2023

**(To the Secretarial Audit Report)**

To,  
The Members,

**ROUTE MOBILE LIMITED**

Our report of even date is to be read along with this letter:

1. Maintenance of Secretarial record is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these Secretarial Records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Account of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of Laws, Rules and Regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable Laws, Rules, Regulations, Standards is the responsibility of Management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**For Dhrumil M. Shah & Co. LLP**

Practicing Company Secretaries

ICSI URN: L2023MH013400

PRN: 3147/2023

**Dhrumil M. Shah**

Partner

FCS 8021 | CP 8978

UDIN: F008021E000333192

Place: Mumbai

Date: May 19, 2023





# ANNEXURE - 6

## ANNUAL REPORT ON CSR ACTIVITIES

### 1. Brief outline on CSR Policy of the Company:

Route Mobile is committed to the pursuit of promoting health care, eradicating poverty, training and promotion of nationally recognised sports and enhancement in the quality of primary education. Our Outreach programmes are in the form of grants or donations that help in the infrastructure development for needy and poverty alleviation. To know more about our CSR efforts during FY 2022-23, please read our Sustainability report which is available at <https://routemobile.com/compliance/2023/Sustainability-Report-FY-2022-23.pdf>.

### 2. Composition of CSR Committee:

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. Nimesh Salot	Chairman -Independent Director	1	1
2	Mr. Rajdipkumar Gupta	Member - Executive Director	1	0
3	Mr. Sandipkumar Gupta	Member - Non-Executive Non-Independent Director	1	1

### 3. Web-link(s) where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company. <https://routemobile.com/investors/>

### 4. Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable. N.A.

5. (a) Average net profit of the company as per sub-section (5) of Section 135. ₹13,94,40,714  
 (b) Two percent of average net profit of the company as per sub-section (5) of Section 135. ₹27,88,814.28  
 (c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years. N.A.  
 (d) Amount required to be set-off for the financial year, if any. N.A.  
 (e) Total CSR obligation for the financial year [(b)+(c)-(d)]. ₹27,88,814.28
6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project). ₹31,22,148  
 (b) Amount spent in Administrative Overheads. 0  
 (c) Amount spent on Impact Assessment, if applicable. N.A.  
 (d) Total amount spent for the Financial Year [(a)+(b)+(c)] ₹31,22,148

(e) CSR amount spent or unspent for the Financial Year:

Total Amount Spent for the Financial Year. (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per sub-section (6) of Section 135.		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of Section 135.		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
31,22,148	0	N.A.	N.A.	0	N.A.

(f) Excess amount for set-off, if any

Sl. No.	Particular	Amount (in ₹)
(i)	Two percent of average net profit of the company as per sub-section (5) of Section 135	27,88,814.28
(ii)	Total amount spent for the Financial Year	31,22,148
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	3,33,333.72
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	N.A.
(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	3,33,333.72

## 7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years:

1	2	3	4	5	6		7	8
Sl. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under sub-section (6) of Section 135 (in ₹)	Balance Amount in Unspent CSR Account under sub-section (6) of Section 135 (in ₹)	Amount Spent in the Financial Year (in ₹)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub-section (5) of Section 135, if any		Amount remaining to be spent in succeeding financial years. (in ₹)	Deficiency, if any
					Amount (in ₹)	Date of transfer		
1.				N.A.				

## 8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: No

If Yes, enter the number of Capital assets created/ acquired **N.A.**

### Details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

(1)	(2)	(3)	(4)	(5)	(6)		
Sl. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of The property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/beneficiary of the registered owner		
					CSR Registration Number, if applicable	Name	Registered address
				N.A.			

## 9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per sub-section (5) of Section 135. **N.A**

### Mr. Rajdipkumar Gupta

Managing Director & Group CEO  
DIN: 01272947

### Mr. Nimesh Salot

Chairman – CSR Committee  
DIN: 00004623

Date: May 19, 2023

Place: Mumbai



# Annexure – 7

## Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo

[Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules]

- (A) Conservation of Energy and Technology absorption:** Notwithstanding the fact that your company's all offices are located in leased premises and general building efficiency management is with the building management/owners, your company has taken ecological sustainability as a critical priority and initiated several initiatives to conserve energy, water & reduction in generation of waste throughout the life cycle of the office building. We are committed to doing our part to decrease GHG emissions, reduce energy consumption, lower our climate impacts, and improve climate resiliency. Route Mobile reports climate-related metrics in its annual sustainability report. Remote collaboration products like Webex, Zoom, Microsoft Teams, Google Meet etc used by Route Mobile reduce emissions related to business travel, whether by reducing flights taken or limiting daily commutes to work. These initiatives, while ecologically sound, contributes positively in lowering the operational costs and thereby improving your company's overall profitability. Organisations are constantly challenged to keep pace with the astounding changes in the digital space. Your company is continuously tracking market opportunities for innovation and differentiation to make digital real. As evident, all these investments are aimed at delivering superior digital experiences for consumers, integration of many fast evolving digital and legacy systems and harnessing next generation analytical methodologies. To ensure a strong security posture, all RML APIs undergo thorough VAPT, conducted by CERT-In empaneled auditors. Laptops, smartphones including tablets, and (cloud) servers make up our IT emission footprint. When it comes to server infrastructure, we host only one server in our Mumbai office. Beyond this, we mainly rely on cloud servers.

Please refer our Sustainability Report to read about details of various efforts taken towards conservation of energy and technology absorption which is available at <https://routemobile.com/compliance/2023/Sustainability-Report-FY-2022-23.pdf>.

### (B) Details of foreign exchange earned and used during the year are as follows:

Particulars	April 1, 2022 to March 31, 2023	April 1, 2021 to March 31, 2022
Actual Foreign Exchange Earnings	220,02,10,607	1,38,58,12,287
Actual Foreign Exchange Outgo	53,48,19,327	59,20,64,255

For and on behalf of the Board of Directors

**Sandipkumar Gupta**

Chairman

DIN: 01272932

Place: Mumbai

Date: May 19, 2023

## Annexure – 8

# BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT

### About Route Mobile Limited

Route Mobile Limited ("RML/ Route Mobile") is a leading Cloud Communication Platform service provider, catering to enterprises, over-the-top (OTT) players and mobile network operators (MNO). Our product portfolio includes smart solutions in Messaging, Voice, Email, and SMS Filtering, Analytics & Monetisation. RML provides real-time connected customer experiences with its advanced Customer Experience Platform as a Service (CXPaaS), globally. With omnichannel workflows and a data-centric approach, our comprehensive CXPaaS solutions help businesses to create real-time, smart, and conversational customer experiences

Since its inception in 2004, Route Mobile has been enhancing mobile communications through technology upgrades and product innovations; meeting the needs of a diverse clientele across geographies. Our customizable, user-friendly, and effective solutions enable enterprises and mobile operators to deliver efficient services to their customers.

COVID-19 crisis has brought about years of change in the way companies in all sectors and regions do business; companies have accelerated the digitisation of their customer and supply-chain interactions and of their internal operations by three to four years as they recognize technology's strategic importance as a critical component of the business, not just a source of cost efficiencies. It is in this context that we see the use of information systems to continue in the same vein for some time.



# BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT

## SECTION A: GENERAL DISCLOSURES

### I. Details of the listed entity

1. Corporate Identity Number (CIN) of the Listed Entity	L72900MH2004PLC146323
2. Name of the Listed Entity	Route Mobile Limited ("RML")
3. Year of incorporation	2004
4. Registered office address	4 <sup>th</sup> Dimension, 3 <sup>rd</sup> Floor, Mind Space, Malad (West), Mumbai 400064, Maharashtra, India
5. Corporate address	400064, Maharashtra, India
6. E-mail ID	<a href="mailto:investors@routemobile.com">investors@routemobile.com</a>
7. Telephone	+ 91-022-4033 7676
8. Website	<a href="http://www.routemobile.com">www.routemobile.com</a>
9. Financial year for which reporting is being done	April 1, 2022 - March 31, 2023
10. Name of the Stock Exchange(s) where shares are listed	BSE Limited and National Stock Exchange of India Limited
11. Paid-up Capital	₹62,44,32,170
12. Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report.	Rathindra Das, Group Head - Legal, Company Secretary & Compliance Officer <a href="mailto:investors@routemobile.com">investors@routemobile.com</a> + 91-022-4033 7676
13. Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e., only for the entity) or on a consolidated basis (i.e., for the entity and all the entities which form a part of its consolidated financial statements, taken together).	Standalone basis

### II. Products/ services:

#### 14. Details of business activities (accounting for 90% of the turnover):

S. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1.	Other information services activities	Omni-Channel CPaaS and CXaaS	100%

#### 15. Products/Services sold by the entity (accounting for 90% of the entity's turnover):

S. No.	Product/Service	NIC Code	% of total Turnover contributed
1.	Enterprise Communication Services like A2P messaging	63999	100%

### III. Operations:

#### 16. Number of locations where plants and/ or operations/ offices of the entity are situated:

Location	Number of plants	Number of offices	Total
National	Not Applicable	7	31
International		24	

## 17. Markets served by the entity:

Our operations are spread across SE Asia, GCC region, Africa, LATAM, USA, UK and Europe. We have direct presence in more than 20 countries.

### a. Number of locations

Locations	Number
National (No. of States)	3
International (No. of Countries)	20

### b. What is the contribution of exports as a percentage of the total turnover of the entity?

30.83%

### c. A brief on types of customers

We cater to customers across different business verticals. Majority of our customer base is Business to Business (B2B)

Our customer base can largely be split up between the following:

1. Enterprises, i.e. businesses and corporations across all industries such as retail, e-commerce, finance, healthcare, travel and more;
2. Mobile Network Operators (MNOs) offering them messaging and communication services and platforms to expand their network reach, generate additional revenue streams, and serve their own enterprise customers;
3. Resellers and Aggregators who leverage Route Mobile's infrastructure and global network to offer messaging and communication services to their clients;
4. Application Developers who can use Route Mobile's APIs and SDKs to integrate messaging, voice and email functionalities into their apps, ensuring seamless communication and user engagement;
5. Agencies who use Route Mobile's secure and reliable communication services to interact with citizens, disseminate information and coordinate internal communication;
6. Banks and Financial Institutions to send transaction alerts, OTPs and promotional messages securely and efficiently.

## IV. Employees

### 18. Details as at the end of Financial Year:

#### a. Employees and workers (including differently abled):

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
<b>EMPLOYEES</b>						
1.	Permanent (D)	404	313	77.48	91	22.52
2.	Other than Permanent (E)	6	5	83.33	1	16.67
3.	Total employees (D + E)	410	318	77.56	92	22.44
<b>WORKERS</b>						
4.	Permanent (F)					
5.	Other than Permanent (G)		Company does not employ any Worker as defined under Sec 2(zr) of the Industrial Relations Code, 2020.			
6.	Total workers (F + G)					



**b. Differently abled Employees and workers:**

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
<b>DIFFERENTLY ABLED EMPLOYEES</b>						
1.	Permanent (D)	1	1	100	Nil	Nil
2.	Other than Permanent (E)	0	0	0	Nil	Nil
3.	Total differently abled employees (D + E)	1	1	100	NA	NA
<b>DIFFERENTLY ABLED WORKERS</b>						
4.	Permanent (F)	Company does not employ any Worker as defined under Sec 2(zr) of the Industrial Relations Code, 2020.				
5.	Other than permanent (G)					
6.	Total differently abled workers (F + G)					

**19. Participation/ Inclusion/ Representation of women**

Particulars	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors	7*	1	14.29
Key Management Personnel	2	0	NA

\* Includes the Managing Director and Chief Executive Officer who is also the Key Managerial Personnel of the Company.

**20. Turnover rate for permanent employees and workers**

	FY 2022-23			FY 2021-22			FY 2020-21		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	25%	6%	31%	19%	2%	21%	9%	5%	14%
Permanent Workers	Not Applicable								

**V. Holding, Subsidiary and Associate Companies (including joint ventures)****21. (a) Names of holding/ subsidiary/ associate companies/ joint ventures**

S. No.	Name of the holding/ subsidiary/ associate companies/ joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1.	Refer to Annexure 1 to the Board's report for information on holding/ subsidiary/ associate companies/ joint ventures.			No

**VI. CSR Details**

22. (i)	Whether CSR is applicable as per Section 135 of Companies Act, 2013:	Yes
(ii)	Turnover (in ₹)	5,35,79,85,361/- (FY 2022-2023 - Standalone)
(iii)	Net worth (in ₹)	11,26,45,75,491/- (Standalone)

## VII. Transparency and Disclosures Compliances

### 23. Complaints/ Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide web-link for grievance redress policy)	FY 2022-23			FY 2021-22		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	<a href="https://routemobile.com/corporate-policies/">https://routemobile.com/corporate-policies/</a>	Nil	Nil	None	Nil	Nil	None
Investors (other than shareholders)		Nil	Nil	None	Nil	Nil	None
Shareholders		Refer to the "Investor complaints" section of the Corporate governance report of this Annual Report for more information on the investor complaints that have been received and resolved					
Employees and workers							
Customers							
Value Chain Partners				None			
Other (please specify)							

### 24. Overview of the entity's material responsible business conduct issues

The materiality map for RML was developed by first identifying the sets of issues that were deemed to be material for the company basis the research on industry, peers and the company itself. This list was then prioritised by the senior management to arrive at the final set of material issues for the company.

S.No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/ opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1.	Digital theft, mobile security and firewall	Opportunity	As with every passing day, more and more people adopt and shift to digital transactions, theft and security issues have also emerged. Countries across the globe has a sizeable elderly population who may not be very sophisticated in operating phones and computers; this at the same time offers an incredible opportunity for RML through security/ scanning offerings and thus leading to increasing revenue from our curated service offerings.	NA	Positive
2.	Talent pool	Opportunity and Risk	Increasing revenue from service offerings from cutting edge technology & products, enabled by our talent pool; this could also pose as threat as the company may lose in talent retention if the millennial talent pool is not provided with satisfactory career programmes accompanied by industry competitive facilities at work place.	Talent re- skilling, attrition	Positive: Given niche talent pool, we can emerge as a preferred business partner.



S.No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
3.	Platform reliability	Opportunity	Our platform reliability creates differentiation from competitor by ensuring high service delivery.	Strengthen infrastructure, implement redundancy measures, continuous monitoring and maintenance	Positive
4.	Business Continuity	Risk	Any downtime can result in poor customer experience and potential customer loss.	Develop comprehensive business continuity plans, conduct regular drills testing and establish backup systems	Negative
5.	Innovation	Opportunity	We continuously enhance product capabilities and drive multiple revenue streams with existing / new customer base. At the same time, this helps enhance service quality and customer retention.	Foster a culture of innovation, invest in R&D, and collaborate with technology partners	Positive
6.	Digital Inclusion resulting in market growth	Opportunity	In order to provide access to everyone in society, especially those in rural areas and low-income households, Companies are making huge investments in digital Infrastructure and programmes that aim to narrow the digital divide. As more companies across various sectors have started using cloud-based services, the cloud communication market in India is expanding quickly. This creates various opportunities for RML.	NA	Positive: With Digital inclusion and rapidly growing market several opportunities are created.
7.	Digital Identity	Opportunity	To avoid income loss, enterprises must be prepared to resist identity theft in real-time. Additionally, it's critical to protect clients from fraud and inconveniences by adding an additional degree of security to their online experience.	NA	Positive: TruSense – A product launched by the Company ensures secure authentication, reliable identity verification and intelligent fraud detection with a frictionless user experience
8.	Data Privacy and Regulatory Compliance	Risk	As we process data, we may be exposed to privacy breach claims. Further various countries have regulatory authorities for e.g. TRAI in India. These authorities define rules of the game for CPaaS players and changes to these regulatory requirements could affect business potential.	Privacy policy, employee training. Robust Compliance programme, audit.	Negative: Claims under privacy laws in jurisdictions where we operate.

## SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

<b>P 1</b>	Businesses should conduct and govern themselves with integrity in a manner that is ethical, transparent and accountable
<b>P 2</b>	Businesses should provide goods and services in a manner that is sustainable and safe
<b>P 3</b>	Businesses should respect and promote the well-being of all employees, including those in their value chains
<b>P 4</b>	Businesses should respect the interests of and be responsive towards all its stakeholders
<b>P 5</b>	Businesses should respect and promote human rights
<b>P 6</b>	Businesses should respect, protect and make efforts to restore the environment
<b>P 7</b>	Businesses when engaging in influencing public and regulatory policy should do so in a manner that is responsible and transparent
<b>P 8</b>	Businesses should promote inclusive growth and equitable development
<b>P 9</b>	Businesses should engage with and provide value to their consumers in a responsible manner

S No.	Disclosure Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
<b>Policy and management processes</b>										
1.	a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	No	Yes	Yes
		While there is no standalone policy document on public advocacy through participation in various industry forums and conferences, the company expresses its policies on relevant topics such as spamming, data theft, phishing attacks, cybercrime, IP based authentication, Mobile application generating token codes and Mobile Identity Solutions, etc.								
	b. Has the policy been approved by the Board? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	NA	Yes	Yes
	c. Web Link of the Policies, if available	<a href="https://routemobile.com/corporate-policies/">https://routemobile.com/corporate-policies/</a>								
2.	Whether the entity has translated the policy into procedures. (Yes / No)	Yes	Yes	Yes	Yes	Yes	Yes	NA	Yes	Yes
3.	Do the enlisted policies extend to your value chain partners? (Yes/No)	Yes, Policies such as ESG policy, Anti-Fraud, Anti-Bribery & Anti-Corruption Policy, Supplier code of conduct, policy on Prevention of Sexual Harassment Policy (POSH) at Work Place and Code of Conduct for Regulating, Monitoring and Reporting of Trades and Prevention of Insider Trading are extended to our value chain partners.								
4.	Name of the national and international codes/certifications/labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	We utilize the international standard of GRI framework for our reporting. We adhere to UNGC principles and OECD Principles of Corporate Governance. We also have a certified (by KVQA Certification Services Private Limited) robust quality management system complying with ISO 9001:2015 and an information security management system complying with ISO/IEC 27001:2013 certified including further CMMI Level 5 certification.								
5.	Specific commitments, goals and targets set by the entity with defined timelines, if any.	None; however, we have identified certain UN SDGs (sustainable development goals) which compliment to our core business and our CSR programme which focuses on healthcare, and education & sports. Please read our sustainability report <a href="https://routemobile.com/compliance/2023/Sustainability-Report-FY-2022-23.pdf">https://routemobile.com/compliance/2023/Sustainability-Report-FY-2022-23.pdf</a> for the FY 2022-23 for details.								
6.	Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.									
<b>Governance, Leadership and Oversight</b>										
7.	Statement by Director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)	Please refer to our Sustainability Report <a href="https://routemobile.com/compliance/2023/Sustainability-Report-FY-2022-23.pdf">https://routemobile.com/compliance/2023/Sustainability-Report-FY-2022-23.pdf</a> for the FY 2022-23.								



S No.	Disclosure Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9																
8.	Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy(ies).	CSR Committee and Mr. Rajdipkumar Gupta, Managing Director & Group CEO <b>Composition of CSR Committee:</b> <table border="1"> <thead> <tr> <th>S No.</th> <th>Name of Director</th> <th>Designation / Nature of Directorship</th> <th>DIN</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Mr. Nimesh Salot</td> <td>Chairman - Independent Director</td> <td>00004623</td> </tr> <tr> <td>2</td> <td>Mr. Sandipkumar Gupta</td> <td>Member - Non- Executive Non- Independent Director</td> <td>01272932</td> </tr> <tr> <td>3</td> <td>Mr. Rajdipkumar Gupta</td> <td>Member - Executive Director</td> <td>01272947</td> </tr> </tbody> </table>									S No.	Name of Director	Designation / Nature of Directorship	DIN	1	Mr. Nimesh Salot	Chairman - Independent Director	00004623	2	Mr. Sandipkumar Gupta	Member - Non- Executive Non- Independent Director	01272932	3	Mr. Rajdipkumar Gupta	Member - Executive Director	01272947
S No.	Name of Director	Designation / Nature of Directorship	DIN																							
1	Mr. Nimesh Salot	Chairman - Independent Director	00004623																							
2	Mr. Sandipkumar Gupta	Member - Non- Executive Non- Independent Director	01272932																							
3	Mr. Rajdipkumar Gupta	Member - Executive Director	01272947																							
9.	Does the entity have a specified Committee of the Board/ Director responsible for decision-making on sustainability related issues? (Yes / No). If yes, provide details.	Functional heads ensure various policies are adhered to under the overall aegis of various committees like Nomination & Remuneration Committee, CSR Committee, Risk Management Committee.																								

#### 10. Performance against above policies and follow up action

S. No.	Disclosure Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
a)	Indicate whether review was undertaken by Director/ Committee of the Board/ Any other Committee	Board	Board Com- mittee	Board Com- mittee	Board Com- mittee	Board Com- mittee	Board Com- mittee	NA	Board	Board
b)	Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)	Annually	Annually	Annually	Quarterly	Annually	Annually	NA	Need based	Need based
c)	Compliance with statutory requirements of relevance to the principles, and rectification of any non-compliances	Status of compliance with all applicable statutory requirements is reviewed on a quarterly basis by the Board. Quarterly Compliance Certificate on applicable laws is provided by respective department heads and placed before the Board by the Company Secretary.								

11.	Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
		Yes, all the policies of the Company were independently evaluated by Pozhat Sustainable Solutions Private Limited in FY 2022-23. Further the policies are evaluated internally from time to time and updated whenever required. The Company continues to sustain its commitment to the highest levels of quality, superior service management, robust information security practices and mature business continuity management. Our quality management system certified by KVQA Certification Services Private Limited complies with ISO 9001:2015 while our information security management system is certified by KVQA Certification Services Private Limited as ISO/IEC 27001:2013 compliant.								

12. If answer to question (1) above is “No” i.e. not all Principles are covered by a policy, reasons to be stated:

Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
The entity does not consider the Principles material to its business (Yes/No)					No				
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	Yes*	N.A.	
The entity does not have the financial or/human and technical resources available for the task (Yes/No)					N.A.				
It is planned to be done in the next financial year (Yes/No)					No				
Any other reason (please specify)				None					

\*There is no standalone policy on public advocacy. For the time being, Company’s public advocacy is through participation in various industry forums and conferences where we express our opinions on various relevant topics.

## SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorised as “Essential” and “Leadership”. While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally and ethically responsible.

### PRINCIPLE 1: Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.

#### Essential Indicators

1. Percentage coverage by training and awareness programmes on any of the Principles during the financial year:

Segment	Total number of training and Awareness programmes held	Topics / principles Covered under the training and its impact	%age of persons in respective category covered by awareness programmes
Board of Directors	1	Code of conduct, Data Privacy & GDPR, ESG, Structural Digital Database under SEBI (Prohibition of Insider Trading) Regulations, 2015	100%
Key Managerial Personnel	2	Code of conduct, Data Privacy & GDPR, Intellectual Property, Company’s code on prohibition of insider trading SEBI (Prohibition of Insider Trading) Regulations, 2015.	100%
Employees other than BoD and KMPs	6	Company’s code on prohibition of insider trading SEBI (Prohibition of Insider Trading) Regulations, 2015, Code of Conduct, The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, Data privacy / GDPR.	100%
Workers		Company does not employ any Worker as defined under Sec 2(zr) of the Industrial Relations Code, 2020.	





**2. Details of fines/ penalties/ punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors/ KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format:**

Monetary					
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred?(Yes/No)
Penalty/ Fine			None		
Seattlement			None		
Compounding Fee			None		

Non-Monetary				
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Brief of the Case	Has an appeal been preferred?(Yes/No)
Imprisonment			None	
Punishment			None	

**3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.**

Case Details	Name of the regulatory/ enforcement agencies/ judicial institutions
	Not Applicable

**4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.**

At Route Mobile Limited, we have instituted a stringent anti-bribery and anti-corruption policy, underlining our commitment to upholding the highest standards of professional conduct, fairness, and integrity in all our business interactions and relationships across the globe. We operate under a policy of zero tolerance towards any form of bribery or corruption, whether direct or indirect. This applies universally to all individuals associated with our Company, including employees of all levels, consultants, contractors, volunteers, interns, agents, sponsors, and anyone else connected with Route Mobile Limited or its subsidiaries.

Our policy explicitly prohibits our associates, consultants, advisors, and employees from engaging in any form of bribery, including potential bribery, whether directly or through third-party conduits. If any member of our team suspects or becomes privy to possible instances of bribery involving the Company, they are obligated to report their suspicions to the Company's Audit Committee, adhering to the established reporting procedure.

Furthermore, our policy explicitly forbids the making or accepting of facilitation payments or 'kickbacks'. Facilitation payments refer to small, unofficial payments made to secure or expedite a routine governmental action, while 'kickbacks' are payments made in exchange for a business favour or advantage. The Company's Audit Committee oversees the review of any internal investigations into suspicions of fraud, irregularities, or significant failures of internal control systems and reports such matters to the Board.

For more details, please refer our anti-bribery and anti-corruption policy, which is available at <https://routemobile.com/wp-content/uploads/2023/02/Anti-Fraud-Anti-Bribery-Anti-Corruption-Policy.pdf>

**5. Number of Directors/ KMPs/ employees/ workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:**

	FY 2022-23	FY 2021-22
Directors		
KMPs		
Employees		None
Workers		

**6. Details of complaints with regard to conflict of interest:**

	FY 2022-23	FY 2021-22
Number of complaints received in relation to issues of Conflict of Interest of the Directors		
Number of complaints received in relation to issues of Conflict of Interest of the KMPs		None

**7. Provide details of any corrective action taken or underway on issues related to fines/ penalties/ action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.**

Not applicable

**Leadership Indicators**

**1. Awareness programmes conducted for value chain partners on any of the Principles during the financial year:**

Total number of awareness programmes held	Topics / principles covered under the training	Percentage of value chain partners covered (by value of business done with such partners) under the awareness programmes
Our Value Chain partners include heavily regulated telecom operators and Tier 1 Messaging Service Providers, all of whom follow international best practices with respect to data security and regulatory compliance. We mutually agree to abide by each other's Codes of Conduct and Information Security policies as a standard practice.		

**2. Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/No) If Yes, provide details of the same.**

Yes.

Our company has a robust system in place to manage and avoid conflicts of interest involving members of the Board.

Firstly, we have adopted a comprehensive "Code of Conduct for Directors and Senior Management," which clearly outlines the expected ethical behaviour and provides guidance on potential conflict of interest situations. This Code of Conduct is readily accessible and can be reviewed at <https://routemobile.com/wp-content/uploads/2021/11/Code-of-Business-Conduct-and-Work-Ethics-Policy.pdf>

In our commitment to transparency, Board members are required to disclose any entities or arrangements in which they have a vested interest. This information is then made known to the Board to ensure everyone is aware of potential conflicts. Furthermore, we receive an annual declaration, which can be updated as necessary, from our Board members and Key Management Personnel (KMP) outlining any entities they have interest in.

Prior to engaging in any transactions with such entities or individuals, we ensure that requisite approvals are in place as per statutory requirements and the company's own policies. This ensures that any potential conflicts of interest are handled appropriately and transparently.

All related party transactions were conducted under the careful scrutiny of the Audit Committee, ensuring that they were carried out at arm's length and in the ordinary course of business. This serves as a testament to the effectiveness of our conflict of interest management process.



**PRINCIPLE 2: Businesses should provide goods and services in a manner that is sustainable and safe**

**Essential Indicators**

1. **Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.**

	FY 2022-23	FY 2021-22	Details of improvements in environmental and social impacts
R&D			
Capex		None	

2. **a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)**  
**b. If yes, what percentage of inputs were sourced sustainably?**

Yes.

Our organisation is strongly committed to sustainable sourcing practices. The majority of our operational inputs are locally procured, which not only reduces the time, cost and efforts associated with procurement but also lessens the environmental impact of transportation. Furthermore, we insist that our suppliers adhere to our comprehensive 'Supplier Code of Conduct', which covers crucial areas such as anti-bribery, prohibition of child labour and anti-harassment measures.

Additionally, a significant portion of our value chain partners comprise large telecommunications operators. These partners adhere to stringent sustainability standards and maintain relevant certifications. This partnership ensures that our sourcing practices align with sustainability principles and contribute positively to our environmental and social footprint.

However, it is important to note that while we prioritize sustainable sourcing, the exact percentage of inputs sourced sustainably is currently not ascertainable due to the varied nature of our sourcing practices and the complex metrics involved in sustainability assessments. We are continually working to enhance our data collection and analysis capabilities in this area to provide more quantifiable measures of our sustainability efforts.

3. **Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.**

As an IT services company, our waste generation is not material as that of other industries. Nevertheless, we remain committed to minimising our environmental impact and responsibly managing the waste generated from our operations. In this context, here's how we address various types of waste:

**a) Plastics:**

We opt for minimal plastic usage, promote reusable items and properly dispose of plastic waste.

**b) E-waste:**

We established an e-waste collection system, partner with certified recycling facilities, encourage refurbishment and reuse, and adhere to e-waste regulations.

**c) Hazardous waste:**

We properly dispose of hazardous waste such as batteries and printer cartridges, and train employees on proper handling.

**d) Other waste:**

We implemented paperless initiatives encourage recycling, and partner with local waste management companies for proper disposal.

These measures reflect Route Mobile's commitment to environmental stewardship and responsible waste management

**4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes/ No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.**

Not Applicable. RML is in the service business; it does not have manufactured products.

**Leadership Indicators**

**1. Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?**

Not Applicable. RML is engaged in tech-enabled omnichannel communication space which does not have any potential environmental impacts of a product or process or service.

**2. If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products/ services, as identified in the Life Cycle Perspective/ Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.**

Not Applicable.

**3. Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).**

Indicate input material	Recycled or re-used input material to total material	
	FY 2022-23	FY 2021-22
Not Applicable. RML is engaged in tech-enabled omnichannel communication space and do not have any spend on recycled or reused input material.		

**4. Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format:**

Not Applicable. RML is in the technology enable communication service business and we don't manufacture any products.

**5. Reclaimed products and their packaging materials (as percentage of products sold) for each product category.**

Indicate product category	Reclaimed products and their packaging materials as % of total products sold in respective category	
	Not Applicable. RML is in the technology enable communication service business and we don't manufacture any products.	



**PRINCIPLE 3: Businesses should respect and promote the well-being of all employees, including those in their value chains**

**Essential Indicators**

1. a. Details of measures for the well-being of employees:

Category	% of employees covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B /A)	Number (C)	% (C /A)	Number (D)	% (D /A)	Number (E)	% (E/A)	Number (F)	% (F /A)
<b>Permanent employees</b>											
Male	313	313	100	NIL	NIL	NA	NA	313	100	NA	NA
Female	91	91	100	NIL	NIL	91	100	NA	NA	NIL	NIL
<b>Total</b>	<b>404</b>	<b>404</b>	<b>100</b>	<b>NIL</b>	<b>NIL</b>	<b>91</b>	<b>22.52</b>	<b>313</b>	<b>77.48</b>	<b>NIL</b>	<b>NIL</b>
<b>Other than Permanent employees</b>											
Male	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Female	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
<b>Total</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>

b. Details of measures for the well-being of workers:

Category	% of workers covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B /A)	Number (C)	% (C /A)	Number (D)	% (D /A)	Number (E)	% (E/A)	Number (F)	% (F /A)
<b>Permanent workers</b>											
Male	Company does not employ any Worker as defined under Sec 2(zr) of the Industrial Relations Code, 2020.										
Female	Company does not employ any Worker as defined under Sec 2(zr) of the Industrial Relations Code, 2020.										
Total	Company does not employ any Worker as defined under Sec 2(zr) of the Industrial Relations Code, 2020.										
<b>Other than Permanent workers</b>											
Male	Company does not employ any Worker as defined under Sec 2(zr) of the Industrial Relations Code, 2020.										
Female	Company does not employ any Worker as defined under Sec 2(zr) of the Industrial Relations Code, 2020.										
Total	Company does not employ any Worker as defined under Sec 2(zr) of the Industrial Relations Code, 2020.										

2. Details of retirement benefits, for Current FY and Previous Financial Year:

Benefits	FY 2022-23			FY 2021-22		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted & deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted & deposited with the authority (Y/N/N.A.)
PF	61		Yes	55		Yes
Gratuity	100	NA	NA	100	NA	NA
ESI	100		Yes	100		Yes
Others – please specify	NA		NA	NA		NA

\*Employees whose wages fall under the purview/ as per the threshold limit of ESIC are covered under the act.

**3. Accessibility of workplaces: Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.**

Our offices are accessible with ramps at applicable locations. At large office locations like Mumbai and Bangalore; washrooms are enabled for wheel chair access, apart from accessible walkways and common areas.

**4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy:**

RML is an equal opportunity employer policy and the policy statement finds place in our employee Code of Business Conduct and Work Ethics Policy. Our equal opportunity policy is part of the Code of Business Conduct and Work Ethics Policy.

The policy can be accessed at <https://routemobile.com/wp-content/uploads/2021/11/Code-of-Business-Conduct-and-Work-Ethics-Policy.pdf>

**5. Return to work and Retention rates of permanent employees and workers that took parental leave:**

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	8	100%	Company does not employ any worker as defined under sec 2(zr) of the Industrial Relations Code, 2020	
Female	3	100%		
<b>Total</b>	<b>11</b>	<b>100%</b>		

**6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief:**

	Yes/ No (If Yes, then give details of the mechanism in brief)
Permanent Workers	Company does not employ any workers as defined under sec 2(zr) of the Industrial Relations Code, 2020
Other than Permanent Workers	
Permanent Employees	Yes; at Route Mobile Limited, we have established a comprehensive mechanism to receive and address grievances from our employees. Our grievance redressal mechanism works in accordance with the Company's Code of Business Conduct and Work Ethics Policy. Employees are encouraged to communicate their concerns or issues to their immediate supervisor or the Head-HR.  In addition, to address incidents of sexual harassment, we have implemented the POSH (Prevention of Sexual Harassment) Policy. Any employee who experiences such an incident can reach out to the Internal Complaints Committee (ICC) for redressal.
Other than Permanent Employees	

**7. Membership of employees and worker in association(s) or Unions recognised by the listed entity:**

At RML, we firmly acknowledge and respect every employee's right to freedom of association, as prescribed by prevailing legal standards. Nonetheless, it is pertinent to note that there are currently no officially recognised employee associations or unions within our organisation. To our knowledge, our dedicated team members have yet to form any unions. We remain committed to fostering an open and inclusive work environment, wherein any potential need for such associations can be addressed directly through our existing communication channels and policies.



**8. Details of training given to employees and workers:**

Category	FY 2022-23					FY 2021-22				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
<b>Employees</b>										
Male	313	313	100	142	45.3	324	324	100	136	41.9
Female	91	91	100	61	67	76	76	100	58	76.3
<b>Total</b>	<b>404</b>	<b>404</b>	<b>100</b>	<b>203</b>	<b>50</b>	<b>400</b>	<b>400</b>	<b>100</b>	<b>194</b>	<b>48.5</b>
<b>Workers</b>										
Male	Company does not employ any worker as defined under sec 2(zr) of the Industrial Relations Code, 2020									
Female	Company does not employ any worker as defined under sec 2(zr) of the Industrial Relations Code, 2020									
<b>Total</b>	Company does not employ any worker as defined under sec 2(zr) of the Industrial Relations Code, 2020									

**9. Details of performance and career development reviews of employees and worker:**

Category	FY 2022-23			FY 2021-22		
	Total (A)	No. (B)	% (B / A)	Total (C)	No. (D)	% (D / C)
<b>Employees*</b>						
Male	187	187	100%	212	212	100%
Female	49	49	100%	62	62	100%
<b>Total</b>	<b>236</b>	<b>236</b>	<b>100%</b>	<b>274</b>	<b>274</b>	<b>100%</b>
<b>Workers</b>						
Male	Company does not employ any worker as defined under sec 2(zr) of the Industrial Relations Code, 2020					
Female	Company does not employ any worker as defined under sec 2(zr) of the Industrial Relations Code, 2020					
<b>Total</b>	Company does not employ any worker as defined under sec 2(zr) of the Industrial Relations Code, 2020					

\*100% of eligible employees have received performance and career development reviews

**10. Health and safety management system:**

(a)	Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage of such system?	We are a tech-enabled service company and therefore occupational health and safety management concerns are not applicable to us in the traditional ways as that would be applicable to a plant or factory. There are no prevalent laws which are specifically applicable to us with regard to occupational health and safety. As RML is a telecommunication technology enabled communication service provider, there are no product risks but there are those related to the provision of services like ergonomics in work as well as those associated with the operation of utilities and employee commute. Safety is a core value at Route Mobile Limited. We operate in a manner that helps protect our employees, contractors, customers and the communities where we operate.
(b)	What are the processes used to identify work-related hazards and assess risks on a routine and non- routine basis by the entity?	
(c)	Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Y/N)	
(d)	Do the employees/ worker of the entity have access to non- occupational medical and healthcare services? (Yes/ No)	Yes. Health Insurance is provided by the Company.

**11. Details of safety related incidents, in the following format:**

There was no safety related incidents during the current and the previous financial year.

Safety Incident/Number	Category	FY 2022-23	FY2021-22
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees		
	Workers		
Total recordable work-related injuries	Employees		
	Workers		
No. of fatalities	Employees		None
	Workers		
High consequence work-related injury or ill-health (excluding fatalities)	Employees		
	Workers		

**12. Describe the measures taken by the entity to ensure a safe and healthy work place:**

At Route Mobile, safety is an essential principle that guides our operations. We prioritize the well-being of our employees, contractors, customers, and the communities we serve by identifying potential risks and implementing preventive measures to avoid incidents. Furthermore, we educate our staff and contractors on the importance of avoiding unsafe behaviours to maintain a safety-first mindset. Our ultimate objective is to achieve a workplace with zero injuries or illnesses, which is why we regularly conduct fire evacuation drills to ensure our readiness in case of emergencies.

**13. Number of Complaints on the following made by employees and workers:**

	FY 2022-23			FY 2021-22		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions						
Health & Safety						None

**14. Assessments for the year**

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	As a company operating primarily from leased facilities, the responsibility for health and safety audits and adherence to relevant safety standards is on building management, as per the applicable laws.
Working Conditions	

**15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.**

There was no safety related incidents during the current and the previous financial year.

**Leadership Indicators**

**1. Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N) (B) Workers (Y/N)?**

(A) Employees (Y/N)	No. However, we offer retirement provisions (Provident funds, gratuity), parental leave, ESOP, and industry benchmarked maternity benefits.
(B) Workers (Y/N).	Not applicable as RML does not have any workers.



**2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.**

Given that our value chain partners are largely large-scale entities, we understand that they have established systems and processes in place to comply with statutory obligations, including the deduction and deposition of statutory dues. We also have a compliance clause in contracts with our partners requiring adherence to all statutory requirements, including the deduction and deposit of statutory dues.

**3. Provide the number of employees / workers having suffered high consequence work-related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:**

	Total no. of affected employees/ workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY 2022-23	FY 2021-22	FY 2022-23	FY 2021-22
Employees				
Workers		None		

**4. Does the entity provide transition assistance programmes to facilitate continued employability and the management of career endings resulting from retirement or termination of employment?**

No.

At the present time, we do not offer specific transition assistance programmes to facilitate continued employability and the management of career endings resulting from retirement or termination of employment.

Despite the absence of formal programmes, we strive to treat all employees with respect and dignity during times of transition. All decisions related to employment, including termination, are made in accordance with local labour laws and regulations, and we ensure clear communication and transparency during these processes.

We also encourage employees to take advantage of the resources and benefits available to them, such as access to their retirement savings plans and any accrued vacation time. For those facing termination of employment, we ensure they are aware of their rights and any severance pay they are entitled to.

We believe in supporting our employees in all stages of their career journey, and we are committed to enhancing our practices in this area in the future.

**5. Details on assessment of value chain partners:**

	% of value chain partners (by value of business done with such partners) that were assessed
Health and safety practices	NIL
Working Conditions	NIL

**6. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners.**

None

## PRINCIPLE 4: Businesses should respect the interests of and be responsive to all its stakeholders

### Essential Indicators

#### 1. Describe the processes for identifying key stakeholder groups of the entity.

Please refer the section on “Stakeholder Engagement & Materiality Definition” of our Sustainability Report of FY 2022-23.

#### 2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Stakeholder Group	Whether identified as Vulnerable & Marginalised Group(Yes/ No)	Channels of communication [Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website, others]	Frequency of engagement (Annually/ Half yearly/Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Customers	No	Email, SMS, conferences, direct interactions, website.	As and when required	Investments and capabilities in digital technologies; quality of work; data privacy and security; ethical behaviour; customer growth and transformation opportunities, fair business practices.
Shareholders	No	Email, Newspaper, Media Interviews Website, stock exchange websites	Annually/ Half yearly/ Quarterly and as and when required	Financials, revenue analysis; corporate governance; transparency and disclosure.
Suppliers & Vendors	No	Email, SMS, Website, and direct interactions	As and when required	Quality, credit lines, service and support.
Employees	No	Email, town hall Meetings, Notice Board, Website	As and when required	Safe and comfortable workplace; diversity; engaging assignments; learning opportunities; career development; compensation structure; rewards & promotions.
Regulators and Government Authorities	No	Email, Phone Calls, Postal Mail	Annually and As and when required	Changes in regulatory environment, notices and queries on specific issues and incidents, notification for any incidents RML is obligated to report

### Leadership Indicators

1. Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.	The Company is committed to the welfare of marginalised and vulnerable sections of the society. The Company engages with its stakeholders on an on-going basis. The Company has also identified specific areas like healthcare, sanitation and education which help them to improve their standard of living and the same is carried out through Company's CSR initiatives. Our Route Mobile Foundation has been specifically formed by the Company to dedicate its CSR primarily in the area of education, sports and healthcare for the underprivileged sections of the society. Our management team at personal levels are regularly connected with various NGOs and other agencies to which Company makes contribution for its CSR and social welfare causes, and the team regularly assesses, monitors the outcomes and utilisations.
2. Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.	
3. Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalised stakeholder groups.	



## PRINCIPLE 5: Businesses should respect and promote human rights

### Essential Indicators

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

Category	FY 2022-23			FY 2021-22		
	Total (A)	No. of employees/workers covered (B)	% (B/A)	Total (C)	No. of Employees/workers covered (D)	% (D / C)
<b>Employees</b>						
Permanent	404	404	100	400	400	100
Other than Permanent	6	6	100	7	7	100
<b>Total Employees</b>	<b>410</b>	<b>410</b>	<b>100</b>	<b>407</b>	<b>407</b>	<b>100</b>
<b>Workers</b>						
Permanent						
Other than Permanent						
<b>Total Workers</b>						

Company does not employ any workers as defined under sec 2(zr) of the Industrial Relations Code, 2020

2. Details of minimum wages paid to employees and workers, in the following format:

Category	FY 2022-23					FY 2021-22				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No.(B)	% (B/A)	No.(C)	% (C/A)		No.(E)	% (E/D)	No.(F)	% (F/D)
<b>Employees</b>										
Permanent										
Male	313	0	0	313	100	324	0	0	324	100
Female	91	0	0	91	100	76	0	0	76	100
Other than Permanent										
Male	5			5	100	6			6	100
Female	1			1	100	1			1	100
<b>Workers</b>										
Permanent										
Male										
Female										
Other than Permanent										
Male										
Female										

Company does not employ any Worker as defined under Sec 2(zr) of the Industrial Relations Code, 2020

\*All employees and contractors have been paid more than minimum wage in accordance with the law

3. Details of remuneration/salary/wages, in the following format:

	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category
Board of Directors (BoD)	6*	Refer to Annexure 3 of Board's report.	1	Refer to Annexure 3 of Board's report.
Key Managerial Personnel	2	57,14,450	0	NA
Employees other than BoD and KMP	310	6,50,000	91	5,04,000
Workers				Not Applicable

\* Includes the Managing Director and Group Chief Executive Officer who are part of the Key Managerial Personnel for RML

**4. Do you have a Focal Point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business?**

The Human Resources team acts as the Focal Point to address the Human rights Issues within the organisation.

**5. Describe the internal mechanisms in place to redress grievances related to human rights issues.**

At Route Mobile Limited, we have established a comprehensive mechanism to receive and address grievances from our employees. Our grievance redressal mechanism works in accordance with the Company's Code of Business Conduct and Work Ethics Policy. Employees are encouraged to communicate their concerns or issues to their immediate supervisors or the Head-HR.

In addition, to address incidents of sexual harassment, we have implemented the POSH (Prevention of Sexual Harassment) Policy. Any employee who experiences such an incident can reach out to the Internal Complaints Committee (ICC) for redressal.

**6. Number of Complaints on the following made by employees and workers:**

	FY 2022-23			FY 2021-22		
	Filed during the year	Pending resolution at the end of the year	Remarks	Filed during the year	Pending resolution at the end of the year	Remarks
Sexual Harassment						
Discrimination at workplace						
Child Labour						
Forced Labour/ Involuntary Labour						None
Wages						
Other human rights related issues						

**7. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.**

The Company has a comprehensive framework in place to protect individuals who come forward with complaints of discrimination or harassment, as reflected in our Whistle-blower and Prevention of Sexual Harassment (POSH) policies.

Our Whistle-blower Policy encourages all employees to voice concerns regarding human rights violations, improper conduct, or any unethical activities within the company. We assure our employees that any such reports made in good faith will be treated with utmost confidentiality and respect. Importantly, we have a strict non-retaliation clause embedded in this policy, which strictly prohibits any form of retaliatory action against individuals who report such incidents. We have designated a Competent Authority to handle these complaints, ensuring that they are addressed professionally and appropriately.

Similarly, our POSH policy is designed to prevent and address sexual harassment in the workplace. We are committed to providing a safe and inclusive working environment for all our employees. If an employee or job applicant chooses to exercise their right to make a complaint under this policy, we guarantee that they will be protected from any form of retaliation. This is part of our commitment to fostering a respectful and dignified work environment for all.

We regularly reinforce these policies and their protections during mandatory training sessions, ensuring that every member of our team understands their rights and the company's commitment to uphold them. We also continually review and update our policies in accordance with evolving laws and societal standards to make sure we are providing the best possible protections for our employees.

**8. Do human rights requirements form part of your business agreements and contracts?**

Yes. Our commitment to upholding human rights extends not just to our own operations, but also to our business relationships. As such, we have incorporated human rights requirements into our business agreements and contracts.





Our Supplier Code of Conduct, which forms a standard clause in all our contracts, explicitly outlines our human rights expectations. Our major suppliers, including those providing IT support, staffing solutions, facility management, and security services, are bound by this Code. This is especially significant for those suppliers that employ individuals from more vulnerable demographics with lower literacy levels.

We make every effort to ensure our partners are well-informed about our Supplier Code of Conduct and the human rights requirements it entails. We emphasise the importance of these standards not only in initial contract negotiations but also in our ongoing business relationships. Our partners' adherence to these standards is a key component of our decision-making when selecting and retaining suppliers.

Furthermore, we monitor compliance with these standards regularly and take necessary action in the event of non-compliance. This diligent approach is part of our commitment to promote human rights across our business ecosystem and to contribute positively to all communities we interact with.

**9. Assessments for the year:**

	<b>% of your plants and offices that were assessed (by entity or statutory authorities or third parties)</b>
Child labour	All our offices were assessed by our human resources team on the topics which included child labour, forced labour, harassment, discrimination, work-life balance, training and education and no complaints/ concerns was raised.
Forced/involuntary labour	
Sexual harassment	
Discrimination at workplace	
Wages	
Others – please specify	

**10. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above.**

There was no significant risks/ concerns arising from the human rights assessments.

**Leadership Indicators**

**1. Details of a business process being modified/introduced as a result of addressing human rights grievances/complaints.**

At Route Mobile, we are committed to upholding and respecting human rights across all our operations.

This commitment extends beyond our immediate organisation to our sphere of influence, including vendors, consulting firms, staffing agencies, and partners who are expected to adhere to the same high standards. To ensure this, we regularly conduct employee training programmes focused on fostering an environment of respect and sensitivity towards human rights.

Our Supplier Code of Conduct also sets forth the principles and standards we expect from our business partners in areas such as business integrity, labour practices, anti-corruption, health and safety, environmental sustainability, diversity and inclusion.

**2. Details of the scope and coverage of any Human rights due-diligence conducted.**

Our HR department is responsible for implementing principles of United Nations guiding principles on Human rights. Further various trainings are conducted on the code of conduct of the Company by the HR team to familiarise the employees about their rights. An annual confirmation is procured from the employees wherein they are entitled to report any incident violating their human rights.

RML's suppliers shall confirm compliance with the company's supplier code of conduct by continuously documenting compliance, providing information to RML on request, and allowing on-site audits by RML or an external auditing company representing RML whenever requested.

**3. Is the premise/ office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?**

Our offices are accessible with ramps at applicable locations. At large office locations like Mumbai and Bangalore washrooms are enabled for wheel chair access, apart from accessible walkways and common areas.

**4. Details on assessment of value chain partners:**

	<b>% of value chain partners (by value of business done with such partners) that were assessed</b>
Sexual Harassment	At Route Mobile, our value chain primarily consists of large telecom partners who are recognised for their robust policy frameworks that uphold ethical corporate behaviour in accordance with international benchmark practices. This ensures that the vast majority of our value chain is governed by stringent ethical standards, reflecting our own commitment to corporate responsibility and integrity.
Discrimination at workplace	
Child Labour	
Forced Labour/Involuntary Labour	
Wages	
Others – please specify	Our Supplier Code of Conduct is a crucial component of our contractual relationships, underpinning our interactions with all our partners, suppliers, and vendors. It's not just a document; it's a commitment that forms a standard clause in all our contracts, reinforcing our collective responsibility to uphold ethical practices.  While we trust in our partners' established policy architecture, we also believe in proactive measures to ensure compliance. Therefore, we are taking steps towards assessing the adherence of our value chain partners to our Supplier Code of Conduct, thus further ensuring that our commitment to ethical practices is consistently upheld across our entire value chain.

**5. Provide details of any corrective actions taken or underway to address significant risks/ concerns arising from the assessments at Question 4 above.**

Based on current year assessment, no gaps have been identified necessitating corrective actions except for disclosure made by any supply chain entity in their respective annual reports.

**PRINCIPLE 6: Businesses should respect and make efforts to protect and restore the environment**

**Essential Indicators**

**1. Details of total energy consumption (in joules or multiples) and energy intensity, in the following format:**

<b>Parameter</b>	<b>FY 2022-23</b>	<b>FY 2021-22</b>
Total electricity consumption (A)	2,88,726.4	22,50,704
Total fuel consumption (B)	Nil	Nil
Energy consumption through other sources (C)	Nil	Nil
<b>Total energy consumption (A+B+C)</b>	<b>2,88,726.4</b>	<b>22,50,704</b>
Energy intensity per rupee of turnover (Total energy consumption/ turnover in rupees)	0.4 x 10 <sup>-8</sup> tCo <sub>2</sub> / FTE/annum (Financial)	1.11*10 <sup>-4</sup>
Energy intensity (optional) – the relevant metric may be selected by the entity	N.A.	N.A.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, Independent assessment of GHG emissions has been carried out by Paul Shantanu Engineering Pvt. Ltd. (Rated by Crisil and Care, Certified by BEE and an ISO 50001 accredited Company) for the F.Y. 2022–23.

**2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.**

Not applicable since RML's operations do not relate to the designated consumers specified under the PAT scheme of the Government of India.



### 3. Provide details of the following disclosures related to water, in the following format:

Parameter	FY 2022-23	FY 2021-22
<b>Water withdrawal by source (in kilolitres)</b>		
(i) Surface water	NIL	NIL
(ii) Groundwater	4,868 KL	4,870 KL
(iii) Third party water	97 KL	58 KL
(iv) Seawater / desalinated water	NIL	NIL
(v) Others	NIL	1,425 KL
<b>Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)</b>	4,965	6,353 KL
<b>Total volume of water consumption (in kilolitres)</b>	4,965	6,353 KL
<b>Water intensity per rupee of turnover</b> (Water consumed / turnover)	1.376 x 10 <sup>-7</sup>	2.8*10 <sup>-3</sup>
<b>Water intensity</b> (optional) – the relevant metric may be selected by the entity	NA	NA

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, Independent assessment has been carried out by Paul Shantanu Engineering Pvt. Ltd. (Rated by Crisil and Care, Certified by BEE and an ISO 50001 accredited Company) for the F.Y. 2022–23.

### 4. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

We operate from leased offices (with limited space or lesser operational control) and building management controls and operates Liquid Discharge, and its generally discharged into municipal sewers. We do not operate from any plant/ factory and hence Zero Liquid Discharge is not relevant to our operations.

### 5. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Parameter	Please specify unit	FY 2022-23	FY 2021-22
NOx			
SOx			
Particulate matter(PM)			
Persistent organic pollutants (POP)	Not Applicable		NIL
Volatile organic compounds (VOC)			
Hazardous air pollutants (HAP)			
Others – please specify			

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, Independent assessment has been carried out by Paul Shantanu Engineering Pvt. Ltd. (Rated by Crisil and Care, Certified by BEE and an ISO 50001 accredited Company) for the F.Y. 2022–23.

**6. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:**

Parameter	Unit	FY 2022-23	FY 2021-22
<b>Total Scope 1 emissions</b> (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	Metric tonnes of CO <sub>2</sub> equivalent	Nil	Nil
<b>Total Scope 2 emissions</b> (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	Metric tonnes of CO <sub>2</sub> equivalent	144.36 tCO <sub>2</sub> e	2138 (Based on KWHconsumed electrically)
Total Scope 1 and Scope 2 emissions per rupee of turnover		0.4 x 10 <sup>-8</sup> tCO <sub>2</sub> /FTE/annum (Financial)	1.05*10 <sup>-7</sup>
Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity		NA	NA

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, Independent assessment has been carried out by Paul Shantanu Engineering Pvt. Ltd. (Rated by Crisil and Care, Certified by BEE and an ISO 50001 accredited Company) for the F.Y. 2022–23.

**7. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.**

No

**8. Provide details related to waste management by the entity, in the following format:**

Parameter	FY 2022-23	FY 2021-22
<b>Total Waste generated (in metric tonnes)</b>		
Plastic waste (A)	0.02425 metric tons	0.11
E-waste (B)		
Bio-medical waste (C)		
Construction and demolition waste (D)		
Battery waste (E)		NIL
Radioactive waste (F)		
Other Hazardous waste. Please specify, if any. (G)		
Other Non-hazardous waste generated (H). Please specify, if any.		
<b>Total (A+B + C + D + E + F + G + H)</b>	<b>0.02425 metric tons</b>	<b>0.11</b>
<b>For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)</b>		
<b>Category of waste</b>		
(i) Recycled		
(ii) Re-used		
(iii) Other recovery operations		NIL
<b>Total</b>		
<b>For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)</b>		
<b>Category of waste</b>		
(i) Incineration		
(ii) Landfilling		NIL
(iii) Other disposal operations		
<b>Total</b>		

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, Independent assessment has been carried out by Paul Shantanu Engineering Pvt. Ltd. (Rated by Crisil and Care, Certified by BEE and an ISO 50001 accredited Company) for the F.Y. 2022–23.



9. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

Not Applicable. We do not manufacture any products.

10. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

We do not have office/ operations in/ around ecologically sensitive areas

11. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

We are a cloud based omni-channel communication platform provider; in terms of nature of our operations, EIA Notification S.O. 1533(E)/2006 environmental impact assessment is not applicable to us.

12. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

Not Applicable

### Leadership Indicators

1. Provide break-up of the total energy consumed (in Joules or multiples) from renewable and non-renewable sources, in the following format:

Parameter	FY 2022-23	FY 2021-22
<b>From renewable sources</b>		
Total electricity consumption (A)		
Total fuel consumption (B)		
Energy consumption through other sources (C)		NIL
<b>Total energy consumed from renewable sources (A+B+C)</b>		
From non-renewable sources		
Total electricity consumption (D)	2,88,726.4	2,25,0704
Total fuel consumption (E)	NIL	NIL
Energy consumption through other sources (F)	NIL	NIL
<b>Total energy consumed from non-renewable sources (D+E+F)</b>	<b>2,88,726.4</b>	<b>22,50,704</b>

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, Independent assessment has been carried out by Paul Shantanu Engineering Pvt. Ltd. (Rated by Crisil and Care, Certified by BEE and an ISO 50001 accredited Company) for the F.Y. 2022-23.

**2. Provide the following details related to water discharged:**

Parameter	FY 2022-23	FY 2021-22
<b>Water discharge by destination and level of treatment (in kilolitres)</b>		
(i) To Surface water		
- No treatment		
- With treatment – specify level of treatment	NIL	NIL
(ii) To Groundwater		
- No treatment		
- With treatment – specify level of treatment	NIL	NIL
(iii) To Seawater		
- No treatment		
- With treatment – specify level of treatment	NIL	NIL
(iv) Sent to third-parties		
- No treatment		
- With treatment – specify level of treatment	NIL	NIL
(v) Others		
- No treatment	4,965	6,295
- With treatment – specify level of treatment		
<b>Total water discharged (in kilolitres)</b>	<b>4,965</b>	<b>6,295</b>

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, Independent assessment has been carried out by Paul Shantanu Engineering Pvt. Ltd. (Rated by Crisil and Care, Certified by BEE and an ISO 50001 accredited Company) for the F.Y. 2022-23.

Note: With regards to drinking water, packaged water is provided to our employees. Our only use of water is with regard to drinking and hygiene water requirements for our employees in Office, which is primarily supplied by municipal authorities. There is no ground water withdrawal for any part of our operations. As our operations do not involve water, there is no Effluent discharge and hence no applicability for treatment of discharge.

**3. Water withdrawal, consumption and discharge in areas of water stress (in kilolitres):**

For each facility / plant located in areas of water stress, provide the following information:

- (i) Name of the area: During the reporting period, we did not have any facility/ plant operations in any water stressed areas ('WSA') in terms of Atal Bhujal Yojana ('ABY'). ABY is a groundwater management scheme (Central Sector Scheme, for sustainable /management of ground water resources with community participation) in India under Ministry of Jal Shakti, Govt. of India.
- (ii) Nature of operations: Omni-Channel cloud communication, CPaaS, CxPaaS.
- (iii) Water withdrawal, consumption and discharge in the following format: Our only use of water is with regard to drinking water requirements for our employees in Office, which is primarily supplied by municipal authorities. There is no ground water withdrawal for any part of our operations. As our operations do not involve water, there is no Effluent discharge.





**4. Please provide details of total Scope 3 emissions & its intensity, in the following format:**

Parameter	Unit	FY 2022-23	FY 2021-22
<b>Total Scope 3 emissions</b> (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	Metric tonnes of CO <sub>2</sub> equivalent	693.39 tCO <sub>2</sub> e	2253 tCO <sub>2</sub> e
<b>Total Scope 3 emissions per rupee of turnover</b>		1.92 x 10 <sup>-8</sup> tCO <sub>2</sub> /FTE/annum (Financial)	1.12*10 <sup>-7</sup>
<b>Total Scope 3 emission intensity</b> (optional) – the relevant metric may be selected by the entity		NA	NA

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, Independent assessment has been carried out by Paul Shantanu Engineering Pvt. Ltd. (Rated by Crisil and Care, Certified by BEE and an ISO 50001 accredited Company) for the F.Y. 2022-23.

**5. With respect to the ecologically sensitive areas reported at Question 10 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.**

Not applicable as we do not have operations/offices in/around ecologically sensitive areas.

**6. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions/ effluent discharge/ waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:**

At RML, major emissions arise from purchased electricity, work commute and business travels. We continuously innovated and improved our data centre energy efficiency through initiatives like data centre/ server room consolidation, rack cooling solutions, air-flow management, UPS load optimisation through modular UPS solutions and centralised monitoring. Our operations do not generate any waste except nominal obsolete IT hardware waste, which are disposed of in a legally compliant manner, ensuring that it does not potentially cause harm to humans, animals and environment. We ensure that e-waste disposal in landfills are not allowed as part of our commitment to clean environment.

**7. Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.**

RML has a robust Business Continuity and Disaster Recovery Plan (BCP/DR), which is tested annually. The plan ensures there is no disruption due to any external factors or failures in any of the company's infrastructure or systems. Through a combination of built-in redundancies, remote work setup and controls, and geographically distributed work force, the company has maintained 100% operational efficiency throughout the pandemic. Our information security management system is certified by KVQA Certification Services Private Limited as ISO/IEC 27001:2013 compliant. We have also achieved the Capability Maturity Model Integration (CMMI) Level 5 Certification through GAAFS and QCAS Certifications Inc.

**8. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard?**

No incidence of any significant adverse impact to the environment, arising from the value chain of the entity was reported during the year.

**9. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.**

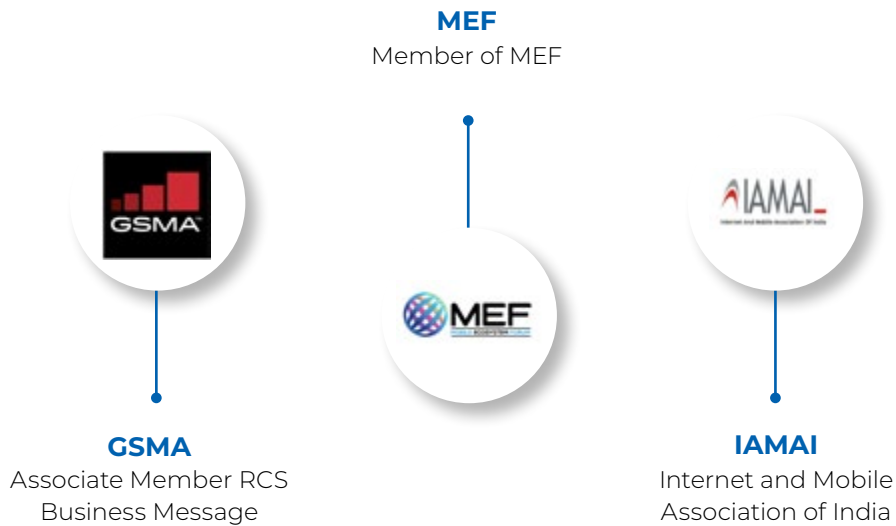
None though our value chain partners are large telecom partners who have a robust disclosure practice with respect to environmental impact assessments and they continue to set industry benchmarks to minimise environmental impact assessments caused from emissions etc.

**PRINCIPLE 7: Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent**

**Essential Indicators**

1. a. Number of affiliations with trade and industry chambers/ associations.
- b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.

S. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations
1	Groupe Speciale Mobile Association	Global
2	Mobile Ecosystem Forum	Global
3	Internet and Mobile Association of India	National



2. Provide details of corrective action taken or underway on any issues related to anticompetitive conduct by the entity, based on adverse orders from regulatory authorities.

No adverse order was received by the Company from regulatory authorities during the financial year 2022-2023 hence no corrective action was required to be taken.

**Leadership Indicators**

1. Details of public policy positions advocated by the entity:

For the time being, Company's public advocacy is through participation in various industry forums where we express our opinions on various relevant topics. Details of our participation on various public platforms and industry body discussion forums are available on <https://www.linkedin.com/company/routemobilelimited/posts/?feedView=all>



## PRINCIPLE 8: Businesses should promote inclusive growth and equitable development

### Essential Indicators

- 1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.**

Social Impact Assessments (SIA) in terms of The Right to Fair Compensation and Transparency in Land Acquisition, Rehabilitation and Resettlement Act, 2013 is not applicable to us.

- 2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:**

Not applicable

- 3. Describe the mechanisms to receive and redress grievances of the community.**

Our 24x7 helpdesk, CSR Committee, Head of Operations and our Board at various levels monitor impacts of our operations on the community, receive response/feedback and take improvement measures, if any required

- 4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:**

	FY 2022-23	FY 2021-22
Directly sourced from MSMEs/ small producers	We are a leading CPaaS/Omni channel communication service provider and apart from our major suppliers which are large telecom operators, all our otherwise, procurements, viz. office stationery, equipment and consumables of similar nature are from MSMEs/small producers for Mumbai district.	
Sourced directly from within the district and neighbouring districts		

### Leadership Indicators

- 1. Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):**

Social Impact Assessments (SIA) in terms of The Right to Fair Compensation and Transparency in Land Acquisition, Rehabilitation and Resettlement Act, 2013 is not applicable to us.

- 2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:**

Our CSR efforts during the year was spread pan India basis and did not have any specific project in designated aspirational districts.

- (a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalised/ vulnerable groups?**

No. Our major suppliers, by very nature of our business are large telecom operators, though for other office consumables, are generally sourced from local small vendors and entities generally belonging to MSME sectors.

- (b) From which marginalised/ vulnerable groups do you procure?**

Not Applicable.

- (c) What percentage of total procurement (by value) does it constitute?**

Not Applicable.

- 4. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge:**

Not Applicable

**5. Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.**

None there was no instances of any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved hence not provided

**6. Details of beneficiaries of CSR Projects:**

Not Applicable

**PRINCIPLE 9: Businesses should engage with and provide value to their consumers in a responsible manner**

**Essential Indicators**

**1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.**

Our 24\*7\*365 Customer Support Desk works on a Ticketing System that receives and logs all inbound emails from customers and allocates a Ticket ID to each email. These queries or complaints are classified according to priority and category and responded to within the established Service Level Agreement (SLA). All customers are provided a copy of the SLA with the escalation matrix which informs them whom to contact in case they are unable to get a satisfactory resolution.

**2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:**

Not applicable considering the nature of RML's business. RML is not a product company.

**3. Number of consumer complaints in respect of the following:**

	FY 2022-23		Remarks	FY 2021-22		Remarks
	Received during the year	Pending resolution at the end of year		Received during the year	Pending resolution at the end of year	
Data privacy						
Advertising						
Cyber-security						
Delivery of essential services		Nil	None	Nil		None
Restrictive Trade Practices						
Unfair Trade Practices						
Other						

**4. Details of instances of product recalls on account of safety issues:**

	Number	Reasons for recall
Voluntary recalls		
Forced recalls		Not applicable considering the nature of RML's business

**5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.**

Yes. <https://routemobile.com/investors/>

**6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty/ action taken by regulatory authorities on safety of products/ services.**

Not applicable



## Leadership Indicators

**1. Channels/ platforms where information on products and services of the entity can be accessed (provide web link, if available).**

LinkedIn	<a href="https://www.linkedin.com/company/routemobilelimited/">https://www.linkedin.com/company/routemobilelimited/</a>
YouTube	<a href="https://www.youtube.com/c/RouteMobileLimited/featured">https://www.youtube.com/c/RouteMobileLimited/featured</a>
Web	<a href="http://www.routemobile.com">www.routemobile.com</a>
Twitter	<a href="https://twitter.com/routemobile">https://twitter.com/routemobile</a>

**2. Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.**

Our standard contractual terms of service mandate our customers to use mobile communication means in a legally compliant manner.

**3. Mechanisms in place to inform consumers of any risk of disruption/ discontinuation of essential services.**

In the event there is a disruption in any services, the Incident Response Team will initiate a “Red Alert” procedure that first sends a notification to all affected customers about the identified disruption. This initial notification is followed up by further details if required and a follow up Root Cause Analysis is issued if the impact is significant.

**4. Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/ No/ Not Applicable) If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products/ services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/ No)**

Not applicable as we are a CPaaS solutions company operating in B2B model. Our Company is regularly featured in ROCCO Research's surveys of mobile operators and enterprises ranked with respect to customer satisfaction and technical capabilities. Additionally, our online Ticketing Tool secures continuous feedback from all our customers.

**5. Provide the following information relating to data breaches:**

**a. Number of instances of data breaches along-with impact**

None

**b. Percentage of data breaches involving personally identifiable information of customers**

0%

# Report on Corporate Governance

[Pursuant to Part C of Schedule V to the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]

## Company's Philosophy on Corporate Governance

Fiscal 2023 was a year of transition, with the focus shifting from navigating the pandemic towards recovery and growth. The Company achieved a great deal despite all the complexities it faced. Its accomplishments ranged from major new orders and the resumption of VoIP business, to launching the Trusense-preparing the fraud detection practise of tomorrow and pioneering innovative messaging. All disclosures by Company are made in line with the formats prescribed by the concerned regulatory authority in respect of accounting, financial and non-financial matters. Company's corporate governance strategy operates on the pillars of transparency, accountability, leadership, and strong standards of corporate management, which is reinforced by the board of directors.

Highlight of our governance practice last year was one more time being recognised at the 22<sup>nd</sup> ICSI National Awards for Corporate Governance. Route Mobile was the recipient of "Best Governed Company Listed Segment: Emerging Category" award.

## Board of Directors, Size and Composition

The Nomination and Remuneration Committee (the "NRC") of the Board of Directors is charged with recommending to the Board of Directors the names of candidates after consultation with the Chairman of the Board of Directors and the CEO. The Board of Directors, deciding by simple majority vote, proposes individuals to the shareholders' meeting of the Company for appointment as Directors. No shareholder or group of shareholders, or any other entity, has the right to propose, nominate or appoint any Directors other than the rights available to all shareholders under general Indian corporate laws. In addition to the membership and composition rules described above, the NRC, in recommending candidates for the Board of Directors, and the Board of Directors in its resolutions proposed to the shareholders' meeting regarding the renewal or appointment of Directors, are both required to apply the following principles:

- the preference for the best candidate for the position;
- the preference for gender diversity between equal profiles;

- the maintenance of an appropriate skills mix and geographical experience.

In accordance with these principles, the Board of Directors shall continue to seek greater diversity with respect to gender, age, geography, education, profession and background.

No changes were made to the membership of the Board of Directors during the FY 2022-23.

At the end of 2022-23, the average age of the members of the Board of Directors was 56 years. The proportion of female representatives is today at 14.28%. The Board of Directors composition shows a balanced mix of experience with, for example, two members having IT & ITes industry skills, three having marketing & sales skills, three having finance skills, two having information or data management skills, and five having sustainability skills. Most Board of Directors' decisions can be made by a simple majority of the votes cast by Directors (a "Simple Majority"), but certain decisions must be made by unanimous voting.

The Board of Directors, as on March 31, 2023, comprised of seven (7) Directors, out of which 1 was Executive Director ("ED") (Managing Director & Group Chief Executive Officer) and six (6) were Non-Executive Directors ("NEDs"), which includes four (4) Independent Directors ("IDs"). The Chairman of the Board is a Non-Executive & Non-Independent Director and more than one-half of the total number of Directors comprises of Non-Executive & Independent Directors. Under the Articles of Association, the Board of Directors is responsible for the management of the Company. The Board of Directors delegates the execution of the strategy as approved by the Board of Directors and the day-to-day management of the Company to the Group CEO, who, supported by the executive leaders & KMPs, makes decisions with respect to the management of the Company.

Detailed profile of our Directors is available on our website at <https://routemobile.com/board-of-directors>. The terms and conditions of appointment of Independent Directors are hosted on the website of the Company at <https://routemobile.com/investors>.





In India, the SEBI regulates corporate governance for listed companies through SEBI 'Listing Regulations'. Listing Regulations mandate the following:

- For a company with a non-executive chairman, who is a promoter, at least half of the board shall consist of independent directors: **Complied; more than half of the board comprises of Independent Directors.**
- The Board of directors of the top 500 listed entities shall have at least one independent woman director by April 1, 2019: **Complied**

The composition of the Board of Directors of the Company is in conformity with Regulation 17 of the Listing Regulations and Section 149 of the Act.

### Board Diversity

The Company values diversity in the broadest sense, ranging from gender to ethnicity. To this end, the Company is committed to promoting, supporting and leveraging initiatives to increase the diversity within its workforce, as well as at top management and Board levels. The Board believes that increasing diversity at the Board level is an important part of achieving its strategic objectives and to attract and retain the best people. When considering candidates, the Nomination & Remuneration Committee on behalf of the Board, will take into account factors such as professional experience, skills, education, international and industry knowledge, gender and ethnicity.

At Route Mobile, diversity at the board level has been ensured through an optimal mix of members with different backgrounds and gender. Company's Board Diversity policy can be accessed at <https://routemobile.com/investors>

### Disclosures regarding the appointment or re-appointment of Directors

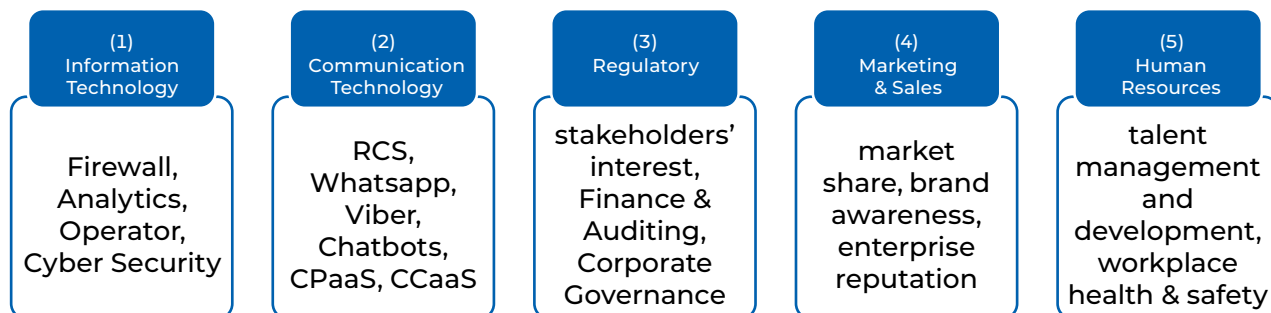
Mrs. Sudha Navandar (DIN: 02804964) was re-appointed as Independent Director by the Board of Directors at their meeting held on May 18, 2022 for a period of five (5) years effective November 22, 2022 till November 21, 2027, (both days inclusive), not liable to retire by

rotation, and the said appointment was approved by the members at the Annual General Meeting ('AGM') held on August 4, 2022.

Section 152(6) of the Act provides that not less than two-thirds of the total number of directors of a public company shall be liable to retire by rotation, and that one-third of such directors as are liable to retire by rotation shall retire from office at every AGM. Hence, in terms of Section 152 of the Act and the Articles of Association of the Company, Mr. Chandrakant Gupta (DIN: 01636981), Director (Non-Executive Non Independent) of the Company will retire by rotation at the ensuing AGM and being eligible, has offered himself for re-appointment. A brief resume, nature of expertise, details of directorships held in other companies of the Director proposed to be re-appointed, along with his shareholding in the Company, as stipulated under Secretarial Standard 2 and Regulation 36 of the Listing Regulation, is forming part of the Notice of the ensuing AGM.

### Matrix setting out the skills/expertise/competence of the board of directors and names of directors who have such skills / expertise / competence

The Board of Directors makes sure it has the required mix of experience, qualifications, skills and industrial knowledge necessary to assist the Company in formulating and achieving its overall strategy, together with the specific expertise required to fulfil the duties assigned to him or her as member of one of the Board of Directors' committees. The Board of Directors also believes that a diverse composition among its members with respect to gender, experience, national origin, etc. is valuable for the quality and efficiency of its work. Per Regulation 34 of the SEBI (Listing Obligation and Disclosure Requirements), 2015 a chart or a matrix setting out the skills / expertise / competence of the board of directors specifying the following: a) the list of core skills / expertise / competencies identified by the board of directors as required in the context of its business(es) and sector(s) for it to function effectively and those actually available with the board and, the names of directors who have such skills / expertise / competence is presented below:



Sandipkumar Gupta	1, 2,3,5	Arun Gupta	1,2,4
Chandrakant Gupta	1,4,5	Bhaskar Pramanik	1, 2, 3, 5
Sudha Navandar	3,5	Rajdikumar Gupta	1,2,4,5
Nimesh Salot	3,5		

## Compliance with non-mandatory requirements under Regulation 27(1) of the Listing Regulations:

### 1. The Board

Our Chairman is non-executive and is entitled to maintain Chairman's office at the Company's expense and also allowed reimbursement of expenses incurred in the performance of his duties. However, during the year, no such services was availed by the Chairman and no fees was paid.

### 2. Separate posts of Chairman and the Managing Director or the CEO

The Company has different individuals serving as Chairman and CEO respectively.

### 3. Reporting of Internal Auditor

The Company has adequate internal control and Internal Audit System commensurate with its

### 6. Quarterly and half-yearly financial Results

Quarterly and half-yearly financial results of the Company including summary of the significant events are sent to all the shareholders, who have registered their email addresses with the Company.

size and nature of its business. The Internal Audit Scope is approved by the Audit Committee and the Internal Auditors directly present their report to the Audit Committee for their consideration.

### 4. Shareholders Rights

Considering the wide shareholder base, frequent trading & volume, our periodical results, earnings call transcripts, press releases etc. are also available on our website at <https://routemobile.com/investors>. The same along with other shareholder communication like financial result, tax communication etc. were published in newspapers with nationwide circulation base.

### 5. Modified opinion

The Auditors have issued an unmodified opinion on the financial statements of the Company.

## The Board has Seven (7) Directors as on March 31, 2023. Composition of the Board of Directors of the Company was as below:

Executive Director (ED)	Non-Executive Non-Independent Directors ("NED")	Independent Directors (IDs)
Mr. Rajdikumar Gupta-Managing Director & Group CEO	Mr. Sandipkumar Gupta Chairman Mr. Chandrakant Gupta	Mrs. Sudha Navandar Mr. Arun Gupta Mr. Nimesh Salot Mr. Bhaskar Pramanik



None of the Directors on the Board is a member of more than ten (10) Committees and Chairperson of more than five (5) Committees (committees being Audit Committee and Stakeholders Relationship Committee, as per Regulation 26(1) of the Listing Regulations) across all public companies in which he / she is a Director. None of the Directors on the Board is a Director in more than seven (7) listed entities. None of the Directors hold directorship in more than twenty (20) Indian companies, with not more than ten (10) public limited companies. None of the Non-Executive Directors is an Independent Director in more than seven (7) listed companies as required under the Listing Regulations. None of the IDs is serving as a whole-time director/managing director in any Listed entity. All the Directors have made necessary disclosures regarding Committee positions occupied by them in other companies. The composition of the

Board of Directors of the Company is in conformity with Regulation 17 of the Listing Regulations and Section 149 of the Act. Further, the Managing Director & Group CEO does not serve as an Independent Director in any listed company. None of the Directors are related to each other except Mr. Chandrakant Gupta being the father of Mr. Sandipkumar Gupta and Mr. Rajdipkumar Gupta.

### Non-Executive and Non-Independent Chairman's Compensation

Mr. Sandipkumar Gupta, Chairman voluntarily chose not to receive any remuneration for his services rendered to the Company, except sitting fees, and remuneration from subsidiary companies as disclosed in the consolidated financial statements.

### Shareholding of Non-Executive Directors:

Name	No. of Shares held	No. of convertible instruments held
Mr. Chandrakant Gupta	23,00,000	NA
Mr. Sandipkumar Gupta	92,57,143	NA
Mrs. Sudha Navandar	20	NA
Mr. Arun Gupta	Nil	NA
Mr. Nimesh Salot	Nil	NA
Mr. Bhaskar Pramanik	Nil	NA

### Details of directorships, memberships and chairpersonships of the committees of other companies of the Directors of the Company were as below as on March 31, 2023:

Name of Director	Directorships on the Board of other companies <sup>1</sup> (other than RML)	Board Committees <sup>2</sup>		Name of Listed Entities and category of Directorship	All Companies Worldwide <sup>3</sup>
		Chairperson	Member		
Mr. Chandrakant Gupta	Nil	Nil	Nil	Nil	6
Mr. Sandipkumar Gupta	Nil	Nil	Nil	Nil	40
Mrs. Sudha Navandar	7	1	7	Independent Director of Anand Rathi Wealth Ltd, Kolte-Patil Developers Ltd and Tribhovandas Bhimji Zaveri Ltd and Yasho Industries Limited	10
Mr. Arun Gupta	1	Nil	Nil	Nil	4
Mr. Rajdipkumar Gupta	Nil	Nil	Nil	Nil	36
Mr. Nimesh Salot	Nil	Nil	Nil	Nil	Nil
Mr. Bhaskar Pramanik	3	2	5	Independent Director of TCNS Clothing Co. Ltd and Royal Orchid Hotels Ltd	7

<sup>1</sup> Excludes directorships in associations, private limited companies, foreign companies, companies registered under Section 8 of the Act, Government Bodies and Alternate Directorships.

<sup>2</sup> Membership and Chairmanship of Committees only includes Audit Committee and Stakeholders Relationship Committee in Indian Public Limited companies other than Route Mobile Limited.

<sup>3</sup> Includes directorships in companies incorporated outside India.

## Independent Director

Basis the declaration as submitted by the Independent Directors and due assessment of the veracity undertaken by the Board, in terms of Regulation 25(9) of the Listing Regulations, the Board opined that the Independent Directors fulfil the conditions of independence specified in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and are independent from the management. All the Independent Directors have confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations and Section 149(6) of the Act. In terms of Regulation 25(8) of the Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstances or situations which exist or may be reasonably anticipated that could impair or impact their ability to discharge their duties. As required under Regulation 46 of the 'Listing Regulations', the terms and conditions of appointment of IDs including their role, responsibility and duties are available on our website at <https://routemobile.com/investors>

During the year, the Board of Directors based on the recommendations made by the Nomination & Remuneration Committee re-appointed Mrs. Sudha Navandar as Independent Director with effect from November 22, 2022, and shareholders' approval for her appointment as ID was received on August 4, 2022.

## Opinion of the Board

The Board hereby confirms that, in its opinion, the independent directors on the Board fulfil the conditions specified in the Listing Regulations and Companies Act, 2013 and are independent of the management. The Board of Directors ("Board") is of the opinion that Mrs. Sudha Navandar, who was re-appointed during the year as Independent Director of the Company, possess requisite qualifications, experience and a well-respected finance professional who brings in a wealth of experience to the Board; she has the highest standards of integrity and her expertise in the field of auditing, taxation and her board membership experience in other listed companies of repute would add tremendous value to the Company.

## Familiarisation Programme and Training for Independent Directors (IDs)

The familiarisation programme for Independent Directors is outlined herein pursuant to Regulation 25 (7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. External Directors often face a number of challenges in the boardroom, among them: increased regulation, pressure from activist shareholders, and corporate governance reforms. Our programme provides intriguing insights into corporate governance, giving directors the knowledge they need to be high-performing board members that adds significant value to the company. The familiarisation programme for Directors is available on our website at [www.routemobile.com/investors](http://www.routemobile.com/investors).

## Meeting of Independent Directors

In terms of the provisions of the Schedule IV of the Act and Regulation 25 (3) of the Listing Regulations, the Independent Directors of the Company shall meet at least once in a year, without the presence of Non-Independent Directors. The Independent Directors met on March 24, 2023 and inter-alia discussed:

- (a) evaluation of the performance of Non-Independent Directors and the Board of Directors as a whole;
- (b) evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors;
- (c) evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties; and
- (d) other related matters

The Independent Directors have expressed satisfaction on overall evaluation process, coverage of various key aspects of company's affairs which board members may influence or impact, through direct participation or supervision.



## Compensation Policy for Board and Senior Management

The compensation structure is geared towards a sustainable corporate development. The monetary compensation of members of the Board of Directors comprises fixed component only, to the extent it relates to the Executive Director. The Board ensures that in principle the annual increment on compensation components payable to the Executive Director is assessed on a multi-year basis which has essentially forward-looking characteristics and that its composition considers positive as well as negative developments. Moreover, remuneration caps have been agreed for the overall remuneration as well as for the variable compensation components of Executive Director, which is approved by the Shareholders. The Company has a Nomination and Remuneration Policy for Directors, Key Managerial Personnel ('KMPs') and all other employees of the Company. The same is available on our website at <https://routemobile.com/investors>. No payment has been made to any non-executive directors except sitting fees as disclosed below.

### Details of remuneration for Directors in FY 2022-23 are provided below:

#### Non-Executive Directors' compensation and disclosures

The Company's Remuneration Policy with regard to Non-Executive Directors aims at ensuring fair compensation and protecting the independence of the Board's members. Their remuneration is commensurate to the time spent and the responsibilities of their role

on the Board of Directors. Non-Executive Directors do not receive any performance or equity-related compensation, and do not accrue pension rights with the Company in the frame of their mandate. These measures are designed to ensure the independence of Board Members and strengthen the overall effectiveness of the Company's corporate governance. The Company does not provide loans or advances to the Non-Executive Directors.

Unless the law provides otherwise, the Non-Executive Directors shall be reimbursed by the Company for various costs and expenses, including reasonable costs of defending claims. The Company has procured the Directors and Officers Liability Insurance (D&O) for this matter as mandated under the Listing Regulations. Under certain circumstances, such as an act or failure to act by a Member of the Board of Directors that can be characterised as intentional, intentionally reckless, or seriously culpable, there will be no entitlement to this reimbursement. In accordance with the Listing Regulations, no employee, including key managerial personnel or director or promoter of a listed entity, shall enter into any agreement for himself or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit-sharing in connection with dealings in the securities of the Company, without prior approval from the Board as well as from shareholders by way of an ordinary resolution. No such instances were reported during fiscal 2023.

No stock options were granted to any member of the Board of Directors.

#### (a) Non-Executive Directors:

Name	Fixed Salary			Commission	Sitting Fees	Total Compensation
	Basic	Perquisites	Total			
<b>Non-Executive (Non-Independent) Directors</b>						
Mr. Chandrakant Gupta	-	-	-	-	1,25,000	1,25,000
Mr. Sandipkumar Gupta-Chairman	-	-	-	-	5,00,000	5,00,000
<b>Independent Directors</b>						
Mrs. Sudha Navandar	-	-	-	-	4,75,000	4,75,000
Mr. Arun Gupta	-	-	-	-	3,00,000	3,00,000
Mr. Nimesh Salot	-	-	-	-	4,50,000	4,50,000
Mr. Bhaskar Pramanik	-	-	-	-	2,50,000	2,50,000

## (b) Executive Director: Compensation and Disclosures:

Name	Mr. Rajdipkumar Gupta
Term of Appointment	For a period of 5 years from May 1, 2022 to April 30, 2027.
Salary and Allowances	Not exceeding ₹2,40,00,000/- per annum; the increment, if any, during the subsequent years, shall not exceed 15% per annum of the Annual Fixed Cap of preceding financial year.
Salary paid during the FY 2022-23	₹1,83,28,681
Commission	Nil
Variable Pay	Nil
Perquisites	Nil
Stock Option	Nil
Notice Period	The Agreement may be terminated by either party giving to the other party six months' notice or the Company paying six months' remuneration in lieu thereof.
Severance Fees	There is no separate provision for payment of severance fees.
Sitting Fees	Nil
Sitting Fess from Subsidiary Companies	Nil
Minimum Remuneration	Mr. Rajdipkumar Gupta shall be entitled to minimum remuneration comprising of salary, perquisites and benefits as per the applicable provisions of the Companies Act, 2013 in the event of inadequacy / absence of profits.
Number of shares held	92,57,143 Equity Shares

<sup>1</sup> Mr. Rajdipkumar Gupta, Managing Director and Group CEO, was entitled to a total salary of ₹2,40,00,000. Mr. Gupta was paid ₹1,83,28,681 during the year ended March 31, 2023 (from company and including its subsidiaries). However, Mr. Gupta had voluntarily waived his partial salary for the current fiscal year i.e. ₹56,71,319 and drew a total remuneration of ₹1,83,28,681 only during the FY 2022-'23

## Board Meetings

One of the Board's key responsibilities is overseeing management's formulation and execution of Route Mobile's strategy. Throughout the year, our CEO, the executive leadership team, and other leaders from across the company provide detailed business and strategy updates to the Board. During these reviews, the Board engages with the executive leadership team and other business leaders regarding various topics, including business strategy and initiatives, capital allocation, portfolio updates, the competitive landscape, talent and culture including inclusion and diversity, ESG concerns including human rights implications of Route Mobile product development and sales, and regulatory developments. Additionally, on an annual basis, the Board reviews and approves Route Mobile's financial plan. The Lead Independent Director also chairs sessions

of the independent directors, without Route Mobile management present, during which Route Mobile's strategy is reviewed and other topics are discussed. The Board continued (and will continue) to pay close attention to the Company's active engagement with its shareholders, so that Route Mobile's approach to governance, compliance and sustainability is well understood and reflects shareholders' expectations to the extent possible.

Eleven(11) Board Meetings were held during the year ended March 31, 2023 on April 26,2022, May 2,2022, May 18, 2022, June 28, 2022, July 20, 2022, July 29, 2022, September 8, 2022, October 21, 2022, October 25, 2022, January 23, 2023 and January 26, 2023. The gap between two Board meetings during this period did not exceed one hundred and twenty (120) days.



## Attendance details of Directors for the year ended March 31, 2023 are given below:

Name of Director	April 26, 2022	May 2, 2022	May 18, 2022	June 28, 2022	July 20, 2022	July 29, 2022	September 8, 2022	October 21, 2022	October 25, 2022	January 23, 2023	January 26, 2023	Attendance at the AGM held on August 4, 2022
Mr. Chandrakant Gupta	Yes	Yes	Yes	Yes	LOA	LOA	LOA	LOA	LOA	Yes	LOA	No
Mr. Sandipkumar Gupta	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Mrs. Sudha Navandar	Yes	LOA	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Mr. Arun Gupta	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	LOA	Yes	Yes
Mr. Rajdipkumar Gupta	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	LOA	Yes	Yes	Yes
Mr. Nimesh Salot	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Mr. Bhaskar Pramanik	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	LOA	LOA	Yes

\* LOA: Leave of Absence

### Board Committees

#### Audit Committee

The Audit Committee, which is required to meet at least four times a year, makes recommendations to the Board of Directors on the approval of the annual financial statements and the interim accounts (Q1, H1, Q3, YoY), as well as the appointment of external auditors and the determination of their remuneration. Moreover, the Audit Committee has responsibility for verifying and making recommendations to the effect that the internal and external audit activities are correctly directed, that internal controls are duly exercised and that these matters are given due importance at meetings of the Board of Directors. Thus, it discusses with the auditors their audit programme and the results of the audit of the financial statements, and it monitors the adequacy of the Company's internal controls, accounting policies and financial reporting. All members of the Audit Committee, including the chair, have competences in accounting and auditing.

#### Terms of Reference

The brief terms of reference of the Audit Committee, as approved by the Board, in compliance with Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations, are as follows:

- Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-Section 3 of Section 134 of the Companies Act, 2013;
  - Changes, if any, in accounting policies and practices and reasons for the same;
  - Major accounting entries involving estimates based on the exercise of judgement by management;
  - Significant adjustments made in the financial statements arising out of audit findings;
  - Compliance with listing and other legal requirements relating to financial statements;
  - Disclosure of any related party transactions; and
  - Qualifications in the draft audit report.
- Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
- Reviewing, with the management, the statement of uses / application of funds raised through an issue



- (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, preferential issue or qualified institutions placement and making appropriate recommendations to the Board to take up steps in this matter;
7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
  8. Approval of any subsequent modification of transactions of the company with related parties; Explanation: The term "related party transactions" shall have the same meaning as provided in Clause 2 (zc) of the SEBI Listing Regulations and/ or the Accounting Standards.
  9. Scrutiny of inter-corporate loans and investments;
  10. Looking into the reasons for substantial defaults in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
  11. Reviewing the functioning of the whistle-blower mechanism;
  12. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
  13. Reviewing the utilisation of loans and/or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.

The Company Secretary acts as the Secretary to the Committee. The internal auditor reports functionally to the Audit Committee. The Chief Financial Officer of the Company also attends the meetings as invitee. Four (4) meetings of the Committee were held during the year ended March 31, 2023 on May 18, 2022, July 29, 2022, October 21, 2022 and January 23, 2023.

### The composition of the Committee and the attendance details of the Members are given below:

Names of Members	Category	No. of Meetings Attended of total meeting held	Appointed w.e.f
Mrs. Sudha Navandar-Chairperson	ID	04 of 04	November 22, 2017
Mr. Sandipkumar Gupta	NED	04 of 04	November 22, 2017
Mr. Nimesh Salot	ID	04 of 04	October 28, 2020

Mrs. Sudha Navandar-Chairperson of the Audit Committee was present at the AGM of the Company held on August 4, 2022.

### Nomination and Remuneration Committee

Pursuant to the Listing Regulations, and besides its role described in its charter below, the Nomination and Remuneration Committee ('NRC') consults with the Chairman and the CEO with respect to proposals for the appointment of the members of the Board, and also makes recommendations to the Board of Directors regarding the appointment of the Secretary to the Board of Directors and other KMPs like CFO. The NRC also makes recommendations to the Board of Directors regarding succession planning (at Board of Directors, and Senior Management levels), remuneration strategies and long-term remuneration plans. Furthermore, the NRC oversees contractual matters in relation to the members of the Board and the Executive Directors, including the terms and conditions of the relevant contracts, and the preparation of the remuneration policy for approval by the Board. In particular, the NRC further discussed the

adaptation of the remuneration strategy to properly address the emerging risks of attracting and retaining key talent. The Committee hold discussions on diversity, including gender diversity, in particular at Board and top management levels.

### Terms of Reference

The Nomination and Remuneration Committee shall be responsible for, among other things, as may be required by the Listing Regulations from time to time, the following:

- a) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees;



- b) Formulation of criteria for evaluation of independent directors and the Board; management in accordance with the criteria laid down, and recommend to the Board their appointment and removal;
- c) Devising a policy on Board diversity; Two (2) meetings of the Committee were held during the year ended March 31, 2023 on May 18, 2022, and July 29, 2022.
- d) Identifying persons who are qualified to become directors and who may be appointed in senior

### The composition of the Committee and the attendance details of the Members are given below:

Names of Members	Category	No. of Meetings Attended of total meeting held	Appointed w.e.f
Mr. Arun Gupta-Chairman	ID	01 of 02	August 27, 2021
Mrs. Sudha Navandar	ID	02 of 02	November 22, 2017
Mr. Sandipkumar Gupta	NED	02 of 02	November 22, 2017

Mr. Arun Gupta - Chairman of the Nomination and Remuneration Committee was present at the AGM of the Company held on August 4, 2022.

### Succession Planning

Given the speed of disruption in our industry, our continuous strategy is to select a candidate who can both execute in the short term as well as drive a dynamic vision and strategy for the next decade. Early on, the Board of Directors delegated the process design and monitoring to the Nomination Committee & CEO. Over a period, we developed a deeper understanding of what Route Mobile needs for its next chapter and the strengths of the top candidates. The primary focus for the Nomination Committee remains with defining the qualifications and assessing the composition and skills of the Board of Directors while at the same time ensuring the continuity and alignment in the succession planning of the Board of Directors. The Board of Directors regularly evaluates the work and performance of Executive Management, and on a continuous basis assesses the need for changes in the structure and composition of Executive Management as part of the organisational development review, including in respect of diversity, succession planning and risks, and in light of Route Mobile's strategy.

### Board (Performance) Evaluation

The Board of Directors performs a self-evaluation and focuses on the implementation of the improvement action plan resulting from the assessment. Every year, the Group Legal Head, being also the Secretary of the Company, issues a questionnaire and consults with Board members to establish an internal evaluation which is then discussed with them. The questionnaire covers Board and Committee processes, Board composition and structure, culture and dynamics, the relationship between the Board and Management, the role of the Chairman, the contribution of the Directors,

the strategic alignment of the Board and the value it adds. The review confirmed the Board's overall strong performance. Directors were found to be committed, experienced and of high calibre, and the Board to be well supported by the Company Secretary. The relationships between the Directors themselves and between the Directors and Management have created an environment of constructive challenge as well as direct and straightforward interaction and debate, and the culture is collegiate and collaborative. The Chairman is proactively leading the strategic agenda of the Board and promoting a collaborative culture. He has developed an open, transparent and effective working relationship with the CEO that has been instrumental in improving the impact of the Board. All the Committees are operating well, integrate properly with the governance accountability of the Board, and are led by effective and experienced Committee Chairs. The review nonetheless identified some opportunities for the Board to further improve its effectiveness and contribution. These were primarily in the areas of rebalancing the agenda to provide greater scope for strategic debate, improving analysis provided to the Board in support of strategic decision-making and maximising the value contributed by the Board through deeper engagement and alignment with Management.

### Lead Independent Director

Mrs. Sudha Navandar acts as the "Lead Independent Director" and leads independent directors' meeting, co-ordinates with the company senior management on behalf of the other independent directors for various information flow and advising on improvement areas, among others.

## Corporate Social Responsibility Committee

Route Mobile is committed to being a sustainable business. Our world is shaped by the expanding capabilities of information technology, which have the potential to create opportunities—or deepen inequalities. This means adding value to society and to Route Mobile’s future business. To achieve this ambition, Route Mobile does business in a financially, environmentally, and socially responsible way, as reflected in the Articles of Association, the Route Mobile Way. By designing inclusive technologies, investing in underserved communities, and engaging our customers and peers, there is so much we can do. The Committee has recommended & the board of directors adopted a policy for the company’s corporate social responsibility, including social responsibility and sustainability, and the policy is available on the company’s website at <https://routemobile.com/investors>.

## Terms of Reference

The brief terms of reference of the CSR Committee are as follows:

The CSR Committee shall formulate and recommend to the Board, an annual action plan in pursuance of its CSR policy, which shall include the following, namely:

- (a) The list of CSR projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Act;
- (b) The manner of execution of such projects or programmes as specified in sub-rule (1) of rule 4;
- (c) The modalities of utilisation of funds and implementation schedules for the projects or programmes; and
- (d) Monitoring and reporting mechanism for the projects or programmes.

One (1) meeting of the CSR Committee was held on May 18, 2022.

## The composition of the Committee and the attendance details of the Members are given below:

Names of Members	Category	No. of Meetings Attended of total meeting held	Appointed w.e.f
Mr. Nimesh Salot-Chairman	ID	01 of 01	February 12, 2020
Mr. Sandipkumar Gupta	NED	01 of 01	November 22, 2017
Mr. Rajdipkumar Gupta	ED (MD)	0 of 01	August 27, 2021

## Stakeholders’ Relationship Committee

The purpose of the Stakeholders Relationship Committee (the “Committee/SRC”) of the Board of Directors of Route Mobile Limited is to assist the Board to oversee the existing redressal mechanisms in relation to Stakeholders of the Company. The purpose and responsibilities of the Committee shall include such other items/matters prescribed under applicable laws or prescribed by the Board in compliance with applicable law, from time to time.

In accordance with the requirements of applicable laws, the Committee is presented with a summary on cumulative number of complaints, grievances, other unresolved matters pertaining to dividends etc. on a periodic basis. This updates include matters received on SEBI SCORES portal, at R&TA as well as company’s dedicated email address for receiving shareholders’ communication.

Name	designation	address of the Compliance Officer
Mr. Rathindra Das	Group Head- Legal, Company Secretary & Compliance Officer	3 <sup>rd</sup> floor, 4 <sup>th</sup> Dimension, Mindspace, Malad (W), Mumbai 400064.

## Nodal Officer

In accordance with the IEPF Rules, the Board of Directors of the Company has appointed Mr. Rathindra Das, Group Head-Legal, Company Secretary & Compliance Officer of the Company as the Nodal Officer.

## Terms of Reference

The broad terms of reference of the SRC, as approved by the Board, in compliance with Section 178 of the Companies Act, 2013 and Regulation 20 of the Listing Regulations, are as follows:

- (1) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends,



issue of new/ duplicate certificates, general meetings etc.;

(2) Review of measures taken for effective exercise of voting rights by shareholders;

(3) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent;

(4) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

The Secretarial Department of the Company and the Registrar and Share Transfer Agent attend to all grievances of the shareholders received.

One (1) meeting of the SRC was held during the year ended March 31, 2023 on January 23, 2023.

### The composition of the Committee and the attendance details of the Members are given below:

Names of Members	Category	No. of Meetings Attended of total meeting held	Appointed w.e.f
Mr. Nimesh Salot	ID	01 of 01	February 12, 2020
Mr. Bhaskar Pramanik-Chairman	ID	00 of 01	August 27, 2021
Mr. Rajdipkumar Gupta	ED (MD)	01 of 01	November 22, 2017

Mr. Bhaskar Pramanik - Chairman of the Stakeholder Relationship Committee was present at the AGM of the Company held on August 4, 2022.

### Details of complaints received and resolved during the FY 2022-23:

Opening as on April 1, 2022	0
Received during the year	31
Resolved during the year	31
Closing as on March 31, 2023	0

### Risk Management Committee

The dynamic management of risk and opportunity is at the heart of our business planning and value creation processes. We have adopted a strategic enterprise-wide risk management approach that provides a common, integrated framework to manage risks and leverage opportunities across the Group. We continuously identify, assess, manage and escalate risks and opportunities, following a rigorous cyclical process that we evaluate against the risk universe in which we operate. The Board is ultimately responsible for the Group's risk management and internal control systems, and for reviewing their effectiveness. To sustain our long-term growth ambitions, we combine prudent capital and liquidity management with sound risk management, full regulatory compliance, and transparent corporate governance. We believe this strategy safeguards the interests of all our stakeholders.

### Terms of Reference

The brief terms of reference of the Risk Management Committee ("RMC"), as approved by the Board, in compliance with Section 134 (3)(n) of the Companies

Act, 2013 and Regulation 21 of the Listing Regulations, are as follows:

- The Risk Management Committee shall periodically assess risks to the effective execution of business strategy and review key leading indicators in this regard.
- Risk Areas: Exchange rate, Change in taxation policies, financial leverage risks, Provision for bad and doubtful debts, Frauds, Risks in settlement of dues by dealers/ customers. Risks related to cyber security, GDPR, Data Privacy and ensure appropriate procedures are placed to mitigate these risks in a timely manner.
- The Risk Management Committee will coordinate its activities with the Audit Committee in instances where there is any overlap with audit activities (e.g. internal or external audit issue relating to risk management policy or practice).

Two (2) meeting of the RMC was held during the year ended March 31, 2023 on April 13 2022 and October 7, 2022.

**The composition of the Committee and the attendance details of the Members are given below:**

Names of Members	Category	No. of Meetings Attended of total meeting held	Appointed w.e.f
Mr. Sandipkumar Gupta-Chairman	NED	02 of 02	January 28, 2021
Mr. Rajdipkumar Gupta	ED (MD)	01 of 02	January 28, 2021
Mrs. Sudha Navandar	ID	02 Of 02	January 28, 2021
Mr. Sammy Mamdani	EVP - Group Head - Global Operations	02 of 02	November 22, 2017

**Snapshot of the Member's participation at the meetings of the Committee(s) during the FY 2022-23 is as under:**

Name of the Committee	Audit Committee				Nomination and Remuneration Committee		Stake-holders' Relationship Committee	Corporate Social Responsibility Committee	Risk Management Committee	
No. of Meetings Held	4				2		1	1	2	
Date of Meetings	May 18, 2022	July 29, 2022	October 21, 2022	January 23, 2023	May 18, 2022	29 July, 2022	January 23, 2023	May 18, 2022	April 13, 2022	October 7, 2022
No. of Meetings Attended										
Member										
Mr. Chandrakant Gupta	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Mr. Sandipkumar Gupta	Y	Y	Y	Y	Y	Y	NA	Y	Y	Y
Mrs. Sudha Navandar	Y	Y	Y	Y	Y	Y	NA	NA	Y	Y
Mr. Arun Gupta	NA	NA	NA	NA	LOA	Y	NA	NA	NA	NA
Mr. Rajdipkumar Gupta	NA	NA	NA	NA	NA	NA	Y	LOA	Y	LOA
Mr. Nimesh Salot	Y	Y	Y	Y	NA	NA	Y	Y	NA	NA
Mr. Bhaskar Pramanik	NA	NA	NA	NA	NA	NA	LOA	NA	NA	NA

\* Y: Present;

\* NA: Not member of the Committee;

\* LOA: Leave of Absence.

**Non-Statutory Committees:**

**Operations Committee**

Operations Committee of the Company was constituted by the Board of Directors in its meeting held on October 23, 2019 for operational convenience and facilitate transacting urgent business without necessarily calling for a board meeting. The terms of reference of the Operations Committee include the following:

- (a) To authorise opening and closing of bank accounts & to authorize additions/deletions to the signatories pertaining to banking transactions;
- (b) To approve matters as specified under Section 179 (3) (d) & (e) of the Companies Act, 2013 (borrowing of monies viz. long- & short-term fund & non fund-based facilities, bank guarantees, working capital facilities etc., investment of surplus funds of the Company in various mutual funds, fixed deposits,

govt. treasury bonds) up to ₹175 crore; to approve transactions relating to foreign exchange exposure, derivative & hedging contracts including but not limited to forward cover and derivative products up to ₹175 crore (within overall aforesaid limit of investment), including delegating such power to any other official of the Company;

- (c) To approve matter as specified under Section 179 (3) (f) and Section 186 of the companies act, 2013 (to grants loans, give guarantees or provide security, up to ₹400 crore;
- (d) To create mortgage, charge on assets (moveable & immovable) of the company, issue guarantee and provide security, sign, deliver and execute all agreements, documents, papers, undertaking, issue acknowledgement, satisfaction etc. and such other customary acts generally prevalent for



the proposes mentioned in clause (b) above and further as the lenders may request from time to time to give effect to such transactions;

- (e) To delegate authority to the Company officials to represent the Company at various courts, high court and supreme court, National Company Law Tribunal (NCLT) and National Company Law Appellate Tribunal (NCLAT), Government authorities including but not limited to direct and indirect tax authorities, customs, excise etc. make submissions and further to appoint advocates, sign and execute affidavits, vakalatnama, power of attorneys, plaints and written statements etc.;
- (f) To approve, sign and execute service agreements, customary general business agreements covering various offering of services of the company in the ordinary course of business, consultancy agreements, technical support agreements, issuing and/or accepting Purchase Orders (POs), issuing award of works or purchase contracts

or incurring of commitments up to the value of ₹50 crore including delegating such power to any other official/employee of the Company to sign and execute such agreements;

- (g) Allotment and Post-Allotment activities of Company's Securities. The scope of work of this Committee is to approve allotment, issue of Certificate/Letter of allotment, transfer, transmission, re-materialisation, consolidation /split of RML's domestic and foreign Securities, (if any);
- (h) To delegate authority to the Company officials and authorise them to submit bids, tenders, responses to RFP/RFQs and all documents, declarations, undertakings etc, as may require in connection thereto.

Four (04) meetings of the Operations Committee were held during the year ended March 31, 2023 on June 9, 2022, September 9, 2022, October 13, 2022 and March 22, 2023.

The composition of the committee and the attendace details of the members are given below:

Names of Members	Category	No. of Meetings Attended of total meeting held	Appointed w.e.f
Mr. Sandipkumar Gupta-Chairman	NED	04 of 04	October 23, 2019
Mr. Chandrakant Gupta	NED	03 of 04	October 23, 2019
Mr. Rajdipkumar Gupta	ED	03 of 04	October 23, 2019

### PIT Committee

Insider trading undermines investor confidence in the fairness and integrity of the securities markets. For this reason, nearly every jurisdiction has enacted legislation prohibiting such activity. Although there are some variations in the legal systems of different countries, the majority of legislators adopting statutes relating to insider trading addressed the following issues: What is inside information? Who can be considered an insider? Regulation 9 (4) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 ('PIT') provides that the board of directors shall in consultation with the Compliance Officer specify the designated persons

to be covered by the Code of Conduct on the basis of their role and function in the organisation and the access that such role and function would provide to unpublished price sensitive information ('UPSI'). Hence, PIT Committee was constituted to determine, from time to time, inclusion or removal of various employees depending upon their role & access to UPSI.

Three (3) meetings of the PIT Committee were held during the year ended on June 14, 2022, December 29, 2022 and March 28, 2023

### The composition of the Committee and the attendace details of the Members during the FY 2022-23 are given below:

Names of Members	Category	No. of Meetings Attended of total meeting held	Appointed w.e.f
Mr. Rajdipkumar Gupta	MD & Group CEO	2 of 3	June 10, 2019
Mr. Rathindra Das	Group Head-Legal, Company Secretary and Compliance Officer	3 of 3	June 10, 2019
Mrs. Elsa Shibu	Head-Human Resources	3 of 3	August 25, 2020

## Buyback Committee

The buyback Committee was constituted by the Board of Director during the year. Three (3) Meetings of the Committee were held during the year ended March 31, 2023 on June 28, 2022, July 8, 2022 and August 29, 2022.

### The composition of the committee is given below:

Names of Members	Category
Mr. Rajdipkumar Gupta	MD & Group CEO
Mr. Chandrakant Gupta	Non-Executive Non-Independent Director
Mr. Arun Gupta	Independent Director

### Snapshot of the Member's participation at the meetings of Non-Statutory Committee(s) during the FY 2022-23 is as under:

Name of the Committee	Operations Committee				PIT Committee		
No. of Meetings Held	4				3		
Date of Meetings	June 9, 2022	September 9, 2022	October 13, 2022	March 22, 2023	June 14, 2022	December 29, 2022	March 28, 2023
No. of Meetings Attended							
Member							
Mr. Chandrakant Gupta	Y	Y	Y	LOA	NA	NA	NA
Mr. Sandipkumar Gupta	Y	Y	Y	Y	NA	NA	NA
Mr. Rajdipkumar Gupta	LOA	Y	Y	Y	LOA	Y	Y
Mr. Rathindra Das	NA	NA	NA	NA	Y	Y	Y
Mrs. Elsa Shibu	NA	NA	NA	NA	Y	Y	Y

\*Y: Present; NA: Not a member of the Committee; LOA: Leave of Absence

## Subsidiary Companies

Pursuant to Regulation 16(1)(c) of the Listing Regulations, during the year, the Company had two material subsidiaries as on March 31, 2023, i.e. Routesms Solutions FZE (UAE), Route Mobile (UK) Limited (UK) and the Company is in compliance with respect to governance requirements in terms of Regulation 24 (5) & (6) of the Listing Regulations.

For the year ended March 31, 2023, the Company also had one material subsidiary in terms of Regulation 24 (1) of the Listing Regulations (read with the explanation thereto) viz. Route Mobile (UK) Limited (UK) and requirement relating to composition of Board of Directors of Unlisted Material subsidiary has been complied. Mr. Arun Gupta, Independent Director has

been appointed as a Director on the Board of Route Mobile (UK) Limited (United Kingdom).

The subsidiaries of the Company function independently, with an adequately empowered Board of Directors and adequate resources. The Board of Directors of the Company has approved a Policy for determining Material Subsidiaries which is in line with the Listing Regulations as amended. The Company has not disposed of shares in its material subsidiary resulting in reduction of its shareholding to less than 50% (either on its own or together with its other subsidiaries) or has ceased to exercise control over the material subsidiary. Further, the Company has not sold, disposed of and leased out its assets amounting to more than 20% of the assets of the material subsidiary on an aggregate basis during FY 2022- 23.

Sr. No.	Name of Material Subsidiary	Date & Place of Incorporation	Name of the Statutory Auditor	Date of Re-appointment
1	Route Mobile (UK) Limited	August 8, 2011 United Kingdom	Reddy Siddiqui LLP	May 22, 2022
2	Routesms Solutions FZE	January 31, 2013 United Arab Emirates	M/s. Tamim Chartered Accountants	June 26, 2022





## General Information for Shareholders:

### Means of Communication

Communication to shareholders is made primarily through public disclosures. Quarterly, half-yearly and annual financial results and other shareholder notices/communications are published in Business Standard (English - All Editions), Financial Express (English - All Editions) and Mumbai Lakshadeep (Marathi Edition) and for the purpose of Buy back public announcement was published in Financial Express (English - All Editions, Jansatta (Hindi – All Editions ) and Navshakti (Marathi – Mumbai Edition ) in compliance with Regulation 47 of the Listing Regulations. Further, all disclosures disseminated to Stock Exchanges are made available on the Company's website at [www.routemobile.com](http://www.routemobile.com), as required under Regulation 46 of the Listing Regulations. All price-sensitive information and requisite material disclosures are also displayed on the website of the Company simultaneously with dissemination to the Stock Exchanges. The Company's website is a comprehensive reference on its leadership, management, vision, mission, policies, corporate governance, investor relations, service offerings, updates and news.

### Email Communications:

As permitted under Section 20 and 136 of the Act read with Companies (Accounts) Rules, 2014 during the year under review, the Company sent various communications, such as notice calling the general meeting, audited financial statements including Board Report, Tax Deducted at Source intimation, credit of dividend intimation letters, etc. in electronic form at the email IDs provided by the Members and made available by them to the Company through the depository participant. The Company also as part of its good governance initiatives, sends quarterly results by email to all shareholders.

### NSE Electronic Application Processing System (NEAPS) and BSE Online Portal:

NSE had launched a new Digital Portal vide Exchange Circular Ref. No. NSE/CML/2022/03 dated January 6, 2022, Circular Ref. No: NSE/CML/2022/09 dated February 17, 2022, and Circular Ref. No.: NSE/CML/2022/34 dated July 8, 2022 & the portal went live with effect from February 19, 2022. Equity Announcements, outcome of Board meeting and Disclosures under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 were being filed with NSE on the new Digital Portal.

However, NSE subsequently shifted to the old NEAPS (NSE Electronic Application Processing System) vide Exchange Circular NSE/CML/2022/58 dated December 15, 2022 and disclosures for the Equity Announcements and Financial Results were again directed to be filed on the NEAPS portal.

Similar filings are made with BSE on their online Portal viz. BSE Corporate Compliance & Listing Centre.

### Presentations to institutional investors/ analysts:

Detailed presentations are made to institutional investors and analysts on quarterly and annual business, operations and financial results. The earnings call are attended by GCEO, CFO and Group Chief Strategy Officer & Chief Investor Relations Officer and same are hosted on the Company's website.

### Communication to Members: KYC

Members who hold shares in dematerialised form should correspond with the Depository Participant with whom they maintain their Demat Account/s for queries relating to shareholding, updation of change of address, updation of bank details for electronic credit of dividend, and matters like non-receipt of annual reports or dividend should be addressed to the Company's Registrar & Transfer Agent ("RTA") viz KFin Technologies Limited ("KFintech"). Members who hold shares in physical form should also address their requests to the Company's RTA viz. KFintech, for change of address, change in bank details, processing of unclaimed dividend, subdivision of shares, renewal/ split/ consolidation of share certificates, issue of duplicate share certificates and such requests should be signed by the first named member, as per the specimen signature registered with the Company. Members may please note that with effect from April 1, 2019, shares held in physical form cannot be transferred. Members in their own interest are requested to have their physical holdings dematerialised through a Depository Participant by opening a demat account.

### Investor Grievance

For any grievances / complaints, shareholders may contact the RTA, KFin Technologies Limited at [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com). For any escalations, shareholders may write to the Company at [investors@routemobile.com](mailto:investors@routemobile.com). This email address for grievance redressal is continuously monitored by the Company's Compliance Officer.

## **SEBI Complaints Redressal System (SCORES):**

A centralised web-based complaints redressal system, which serves as a centralised database of all complaints received, enables uploading of Action Taken Reports (ATRs) by the concerned company and online viewing by the investors of actions taken on the complaint and its current status.

SEBI in supersession of the earlier Circular no. CIR/OIAE/1/2014 dated December 18, 2014, Circular no. SEBI/HO/OIAE/IGRD/CIR/P/2018/58 dated March 26, 2018, Circular no. SEBI/HO/OIAE/IGRD/CIR/P/2019/86 dated August 2, 2019, Circular no. SEBI/HO/OIAE/IGRD/CIR/P/2020/152 dated August 13, 2020, Circular no. SEBI/HO/OIAE/IGRD/CIR/P/2020/208 dated October 22, 2020, Circular no. SEBI/HO/OIAE/IGRD/CIR/P/2021/542 dated October 14, 2021 has issued SEBI/HO/OIAE/IGRD/P/CIR/2022/0150 dated November 7, 2022 ('Circular-2022') whereunder it is now mandatory for investors to first take up their grievances for redressal with the entity concerned, through their designated persons/officials who handle issues relating to compliance and redressal of investor grievances. In case, the entity concerned fails to redress the complaint within the timeline provided herein, the investor may then file their complaint in SCORES. The complainant may use SCORES to submit the complaint or grievance directly to the company for resolution. Such a complaint is called a "Direct Complaint" and shall be redressed by the company within 30 days without any intervention of SEBI, failing which the complaint shall be registered on SCORES. Thereafter, SEBI shall take it up with the entity concerned. In order to enhance ease, speed and accuracy in the redressal of grievance, the complaint shall be lodged on SCORES within one year from the date of cause of action on certain circumstances as specified in the Circular-2022. Shareholder may note that SEBI reserves its right to reject a complaint lodged on SCORES, if the date of cause of action is more than one-year-old and/or the complainant has not taken up the complaint with the concerned entity prior to the said date. To enhance investor satisfaction on complaint redressal, a one-time 'Review' option is also available under SCORES wherein a complainant, if not satisfied with the extent of redressal of grievance by the concerned listed company, opts for review of the extent of the redressal, within 15 days from the date of closure of the complaint on SCORES. Thereafter, the complaint shall be escalated to the supervising official of the dealing officer of SEBI.

## **Code of Conduct**

The Board of Directors of Route Mobile acting on the recommendation of its Corporate Governance norms in

India has developed and adopted the code of conduct to set forth a common set of expectations as to how the Board should perform its functions. [which incorporates the duties of Independent Directors as laid down in Schedule IV of the Act ('Code for Independent Directors') and Regulation 17(5) of the Listing Regulations] which is available on the website [www.routemobile.com](http://www.routemobile.com). Our values influence our business decisions so that we deliver solutions that matter to our customers and stakeholders. We maintain the trust of our employees, business partners, and communities; and we uphold RML's reputation as an ethical, legal, and respected company. The Company has received confirmation from all members of the Board of Directors and Senior Management Personnel regarding compliance of the Code for the year under review.

The declaration signed by Mr. Rajdipkumar Gupta, Managing Director & Group Chief Executive Officer stating that the members of board of directors and senior management personnel have affirmed compliance with the Code of Conduct of board of directors and senior management personnel is forming part of this report.

Senior Management of the Company as required under Regulation 26 of the Listing Regulations have made disclosures to the Board confirming that there is no material, financial and/or commercial transactions between them and the Company which could have potential conflict of interest with the Company at large.

In accordance with provisions of Regulation 26(5) of the Listing Regulations, senior management personnel have affirmed that they do not have any personal interest relating to material, financial and commercial transactions which may have a potential conflict with the interest of the Company at large.

Further, in accordance with the provisions of Regulation 26(6) of the Listing Regulations, the Key Managerial Personnel, Director(s), Promoter(s) and senior management personnel have affirmed that they have not entered into any agreement for themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company.

## **Details of non-compliance by the Company, penalties, and strictures imposed on the Company by Stock Exchanges or SEBI, or any statutory authority, on any matter related to capital markets, during the last three years:**

None. No penalty has been imposed by any stock exchange or SEBI nor has there been any instance of



non-compliance with any legal requirements, or on matters relating to the capital market over the last three years. There were no regulatory orders pertaining to the Company for fiscal year 2023.

### **Certificate from Practicing Company Secretaries on Corporate Governance**

As required by Regulation 34(3) and Schedule V Part E of the Listing Regulations, the certificate given by Mr. Dhruvil M. Shah, Partner of M/s. Dhruvil M. Shah & Co. LLP, Practicing Company Secretaries, (CP 8978; FCS 8021) is annexed to this report.

### **CEO and CFO certification**

The Managing Director (MD) and Chief Financial Officer (CFO) have certified to the Board in accordance with Regulation 17(8) read with Part B of Schedule II of the Listing Regulations pertaining to CEO/CFO certification for the financial year ended March 31, 2023, which is annexed to this report.

### **Reconciliation of Share Capital Audit**

As stipulated by SEBI, a qualified Practicing Company Secretary carries out share capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. Pursuant to Regulation 40(9) of the Listing Regulations, a certificate on an annual basis, has been obtained from Mr. Dhruvil M. Shah of M/s. Dhruvil M. Shah & Co., LLP Company Secretary in practice, (CP 8978; FCS 8021), certifying due compliance of share transfer formalities by the Company.

### **Affirmation and Disclosure:**

#### **(a) Compliances with Governance Framework**

The Company has duly complied with the requirements specified in Regulations 17 to 27 and Clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations.

#### **(b) Related Party Transactions**

All related party transactions that were entered into during the FY 2022-23 were on arm's length basis, in the ordinary course of business and were in compliance with the applicable provisions of the Act and the Listing Regulations. There were no materially significant related party transactions made by the Company with Promoters, Directors, KMPs or other designated persons, subsidiaries or relatives during the year, (except for those disclosed in the Board's report) which may have a potential conflict with the interest of the Company at large. During the year, pursuant to SEBI (Listing

Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021 dated November 9, 2021 and SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, the board has amended the Policy on Related Party Transactions and the same has been uploaded on the website of the Company and can be accessed at <https://routemobile.com/investors/>.

All related party transactions proposed for FY 2023-24, which would be in the ordinary course of business and on an arm's length basis and are repetitive in nature and also for unforeseen transactions, which were placed to the audit committee for omnibus approvals, were approved only by the independent directors (member) of the audit committee.

During the FY 2022-23, the Company did not have any material pecuniary relationship or transactions with Non-Executive Directors apart from paying Director's sitting fees. Further, the Directors have not entered into any contracts with the Company or its subsidiaries, which were in material conflict with the interest of the Company.

Pursuant to Regulation 23(9) of the Listing Regulations, the Company has filed the half-yearly reports on related party transactions with the stock exchanges on which the shares of the Company are listed.

#### **(c) Details of utilisation of funds raised through preferential allotment or qualified institutions placement as specified under regulation 32(7A):**

No funds were raised through Preferential Allotment or Qualified Institutional Placement as per the Regulation 32(7A) of Listing Regulations during the FY 2022-23.

The Board had approved on November 12, 2021 the issue and allotment of 46,84,116 Equity Shares, to eligible QIBs at the issue price of ₹1,852 per Equity Share (including a premium of ₹1,842 per Equity Share), which takes into account a discount of 4.99% to the floor price of ₹1,949.24 per Equity Share, aggregating to ₹867.50 crore, pursuant to the qualified institutions placement ("QIP") in accordance with provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018 ("ICDR Regulations").

Details of utilisations till March 31, 2023 is as below:

## Details of Utilisation:

Particulars	Amount (in crore)
Amount raised by QIP	867.50
Issue related expenses	17.51
Utilisation:	
(a) QIP expenses	16.87
(b) Payment to Vendors, Statutory payments and other general purpose	271.88
(c) Payment to Route Mobile (UK) Ltd. for meeting working capital requirement	30.00
(d) Acquisition of Mr Messaging	148.31
(e) Loan to Wholly Owned Subsidiary (Route Mobile (UK) Ltd.)	165.10
<b>Total Utilisation</b>	<b>632.16</b>
Investments in Bank FDs, Mutual Funds, Bank accounts etc.	235.34
<b>Total</b>	<b>867.50</b>

**(d) A certificate from a Company Secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the board/ Ministry of Corporate Affairs or any such statutory authority**

The certificate issued by Mr. Dhrumil M. Shah, Partner of M/s. Dhrumil M. Shah & Co. LLP, Practicing Company Secretaries, (CP 8978; FCS 8021) is forming part of this report.

**(e) Commodity price risk or foreign exchange risk and hedging activities**

The Company does not deal in commodities and hence the disclosure pursuant to SEBI Circular dated November 15, 2018 is not required to be given. There are no materially uncovered exchange rate risks relating to the Company's imports and exports. The Company does not enter into any derivative instruments for trading or speculative purposes.

The disclosure on foreign exchange as on March 31, 2023 are disclosed in Note No. 34.3 to the standalone financial statements.

**(f) Recommendation of Committee**

The Board of Directors confirms that during the year, it has accepted the recommendations received from its mandatory/non-mandatory committees. None of the recommendations made by any of the committees has been rejected by the Board.

**(g) Total fees paid to Statutory Auditors**

Particulars of total fees paid to Auditor are provided in Note No. 33 to the consolidated financial statements.

**(h) Secretarial Compliance Certificate**

The Company has engaged the services of Mr. Dhrumil M. Shah, Partner of M/s. Dhrumil M. Shah & Co. LLP, Practicing Company Secretaries (CP 8978; FCS 8021) and Secretarial Auditor of the Company, for providing the certification for Annual Secretarial Compliance in terms of Regulation 24A of the Listing Regulations. Pursuant to Regulation 24A(2) of Listing Regulations the Annual Secretarial Compliance Report of the Company for the FY 2022-23 has been filed with the BSE & NSE and is uploaded on the website of the Company at <https://routemobile.com/investors/secretarial-compliance-report>

**(i) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

In order to provide a safe and healthy work environment free of any hassles and all kinds of harassment including sexual harassment and to prevent and redress such harassment complaints, the Company has in place Prevention and Redressal of Sexual Harassment at Work Place Policy. This policy applies to all employees of the Company & its group companies like regular, temporary, ad hoc, contractual staff, vendors, customers, trainees, probationers, apprentices, and also all visitors to the Company.

Number of complaints filed during the financial year	Nil
Number of complaints disposed-off during the financial year	Nil
Number of complaints pending as on end of the financial year	Nil



### (j) Policy for Determining Material Subsidiaries

The Company has formulated a Policy for Determining Material Subsidiaries and the same is available on the Company's website at <https://routemobile.com/investors/>

### (k) Vigil Mechanism

By speaking out against wrongdoing such as corruption, fraud, mismanagement and illegal or hazardous activities, whistleblowers play a crucial role in protecting the public interest. We take whistleblowing cases very seriously, and so does the law. It is one of the most serious claims an employee can bring against their employer as it involves an employee reporting serious wrongdoing and then being victimised for doing so. Raising staff awareness to the existence of internal reporting mechanisms and policies is key to ensuring they are followed. At Route Mobile, the functioning of the whistle-blower mechanism is reviewed by the Audit Committee from time to time. The policy provides for adequate safeguards against victimisation of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. The Companies Act, 2013 prescribes that vigil mechanism should be driven by the Audit Committee, however, at Route Mobile, the day to day administration of the mechanism continues to be managed by senior personnel in the company. No personnel of the Company have been denied access to the Audit Committee. The Compliance Officer has issued appropriate affirmations to the Board of Directors that no complaint was received during the year ended March 31, 2023.

### (l) Disclosure with respect to demat suspense account/ unclaimed suspense account:

Not Applicable.

### (m) Anti-Bribery and Anti-Corruption Policy

Route Mobile has created and maintains an Anti-Corruption policy and related standard operating procedures. We do not promise, offer, give or authorize, directly or indirectly, a Bribe Value to anyone, including any Government Official or Anything of, employee of, or representative of or to, a government-owned or controlled entity, or to any private person or employee of any business entity, to improperly influence any act or decision of such person to obtain or retain business or to secure any improper advantage for Route Mobile. Any employee who receives a gift that falls outside of the acceptable guidelines must report it to their

manager, who will decide whether the employee may keep the gift or turn it over to Route Mobile.

### (n) Dividend Distribution Policy

Observation that firms gradually adjust dividends in response to changes in earnings, has acquired the status of a formalised fact on corporate dividend policy. Changes in dividends are triggered by major persistent changes in earnings, and dividend changes are avoided if a reversal to the previous dividend level is likely in the short run. Regulation 43A of Listing Regulation mandates top thousand (1000) listed entities based on market capitalisation to frame and adopt a Dividend Distribution Policy, which would be disclosed in their respective Annual Reports and websites. The Board of Directors of the Company has adopted a Dividend Distribution Policy ('Policy') which is aimed to strike a balance between pay-out and retained earnings, in order to address future needs of the Company and distribute profits of the company in a sustainable manner. Dividend Distribution policy can be accessed at <https://routemobile.com/investors>

### (o) Accounting Treatment in preparation of Financial Statements

The financial statements of the Company have been prepared in accordance with Indian Accounting Standard ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 read with Section 133 of the Companies Act, 2013.

### (p) Code of Conduct for Prevention of Insider Trading

In the course of work at Route Mobile, we may become aware of material non-public information about Route Mobile or other companies that is not available to the public. "Material" information includes any information that would influence a reasonable investor to buy or sell Route Mobile share, or to buy or sell the share of another company with a current or prospective material business relationship with Route Mobile. The use of material, non-public information by employees for their own financial benefit or that of a spouse, relative or friend is against Route Mobile policy and against the law. It is a serious violation of securities laws to buy or sell Route Mobile share (or securities of another company to which the information applies) while in possession of material, non-public information. It is also illegal to give the information to others who can reasonably be expected to use



the information to trade any stock. The law imposes severe criminal and civil penalties and fines for individuals who violate this law.

A structured digital database is being maintained by the Company, which contains the names and other particulars as prescribed of the persons covered under the Code. The Board of Directors have also formulated a Policy for determination of 'legitimate purposes' as a part of the Code of Fair Disclosure and Conduct as per the requirements of the Prohibition of Insider Trading Regulations.

**(q) In case the securities of the company are suspended from trading, the reasons thereof:**

The securities of the Company were not suspended from trading during the year under review.

**(r) Credit Rating**

The Company has not issued any debt instruments nor has any fixed deposit programme/any scheme or proposal involving mobilisation of funds, whether in India or abroad, hence not applicable.

**(s) Loans and advances**

Some of our directors are also appointed as Directors in our subsidiary companies, and loans issued to such entities are disclosed in Note 5 to the standalone financial statements. No other loan/ advances was given to any company/firm in which any of the Directors are interested.

**The disclosure of the compliance with the Corporate Governance requirements specified in Regulation 17 to 27 and regulation 46 (2) of Listing Regulations**

Sr. No.	Regulations	Brief Description of the Regulations	Compliance Status (Yes/No/N.A.)
1.	17(1)	Composition of Board	Yes
	17 (1A)	Non-executive director who has attained the age of seventy-five years	None
	17 (1C)	Approval of shareholders for appointment of a person on the Board of Directors 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	Yes
	17(2)	Meeting of Board of Directors	Yes
	17(3)	Review of Compliance Reports	Yes
	17(4)	Plans for orderly succession for appointments	Yes, as and when applicable
	17(5)	Code of Conduct of Board of Directors and Senior Management Personnel	Yes
	17(6)	Fees/Compensation	Yes
	17(7)	Minimum Information to be placed before the Board	Yes
	17(8)	Compliance Certificate by CEO & CFO	Yes
	17(9)	Risk Assessment & Management	Yes
2.	17(10)	Performance Evaluation	Yes
	17A	Maximum Number of Directorships	Yes
	18(1)	Composition of Audit Committee & Presence of the Chairman of the Committee at the Annual General Meeting	Yes
3.	18(2)	Meeting of Audit Committee	Yes
	18(3)	Role of the Committee and Review of information by the Committee	Yes
	19(1) & (2)	Composition of Nomination and Remuneration Committee	Yes
4.	19(3)	Presence of the Chairman of the Committee at the Annual General Meeting	Yes
	19(4)	Role of the Committee	Yes
5.	20(1), (2) & (3)	Composition of Stakeholders Relationship Committee	Yes
	20(4)	Role of the Committee	Yes
6.	21(1), (2), (3), (3A) & (4)	Composition, terms of reference.	Yes
7.	22	Formulation of Vigil Mechanism for Directors and Employee	Yes
7.	23(1)	Policy on Related Party Transaction	Yes
	23(2) & (3)	Approval including omnibus approval of Audit Committee for all Related Party Transactions and review of transaction by the Committee	Yes
	23(4)	Approval for Material Related Party Transactions	None
	23 (9)	Half yearly disclosure of Related Party Transactions	Yes



Sr. No.	Regulations	Brief Description of the Regulations	Compliance Status (Yes/No/N.A.)
8.	24(1)	Composition of Board of Directors of Unlisted Material Subsidiary	Yes
	24(2), (3), (4), (5) & (6)	Other corporate governance requirements	Yes
	24(7)	Listed subsidiary	None
9.	24A(1)	Secretarial Audit Report	Yes
	24A(1)	Secretarial Audit Report for Material Unlisted Subsidiaries incorporated in India	None
	24A(2)	Secretarial Compliance Report submitted to stock exchanges, within sixty days from end of each financial year	Yes
10.	25(1)	Alternate director for an independent director	None
	25(2)	Maximum tenure of independent directors	Yes
	25(2A)	The appointment, re-appointment or removal of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution.	Yes
	25(3)	At least one meeting in a financial year of Independent Directors	Yes
	25(4)	Review of Performance by the Independent Directors	Yes
	25(7)	Familiarisation of Independent Directors	Yes
	25(8)	Every independent director shall, at the first meeting of the board in which he participates as a director and thereafter at the first meeting of the board in every financial year or whenever there is any change in the circumstances which may affect his status as an independent director, submit a declaration that he meets the criteria of independence as provided in clause (b) of sub-regulation (1) of regulation 16 and that he is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgement and without any external influence	Yes
	25(9)	The board of directors of the listed entity shall take on record the declaration and confirmation submitted by the independent director under sub-regulation (8) after undertaking due assessment of the veracity of the same.	Yes
	25(10)	Directors and Officers insurance ("D and O insurance") for all independent directors of such quantum and for such risks as may be determined by its board of directors.	Yes
	25(11)	No independent director, who resigns from a listed entity, shall be appointed as an executive / whole time director on the board of the listed entity, its holding, subsidiary or associate company or on the board of a company belonging to its promoter group, unless a period of one year has elapsed from the date of resignation as an independent director.	None
	11.	26(1)&(2)	Memberships & Chairmanship in Committees
26(3)		Affirmation with compliance to Code of Conduct of Board of Directors and Senior Management Personnel from members of Board of Directors and Senior Management Personnel	Yes
26(5)		Disclosures by Senior Management about potential conflicts of Interest	Yes
26(6)		No employee including key managerial personnel or director or promoter of a listed entity shall enter into any agreement for himself/herself or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of such listed entity	None
12.	27(1)	Compliance of Discretionary Requirements	Yes
	27(2)	Filing of Quarterly Compliance Report on Corporate Governance	Yes



<b>Sr. No.</b>	<b>Regulations</b>	<b>Brief Description of the Regulations</b>	<b>Compliance Status (Yes/No/N.A.)</b>
13.	46(2)(a)	Details of Business	Yes
	46(2)(b)	Terms & Conditions of appointment of Independent Directors	Yes
	46(2)(c)	Composition of various committees of Board of Directors	Yes
	46(2)(d)	Code of Conduct of Board of Directors and Senior Management Personnel of Board of Directors and Senior Management Personnel	Yes
	46(2)(e)	Details of establishment of Vigil Mechanism / Whistle-Blower policy	Yes
	46(2)(f)	Criteria of making payments to Non-Executive Directors	None except sitting fees.
	46(2)(g)	Policy on dealing with Related Party Transactions	Yes
	46(2)(h)	Policy for determining Material Subsidiaries	Yes
	46 (2) (i)	Details of familiarisation programmes imparted to Independent Directors	Yes
	46 (2) (j)	Email address for grievance redressal and other relevant details	Yes
	46 (2) (k)	Contact Information of designated officials for assisting and handling investor grievances	Yes
	46 (2) (l)	Financial Information	Yes
	46 (2) (m)	Shareholding Pattern	Yes
	46 (2) (n)	Details of Agreements entered with Media Companies and/or their Associates	None
	46 (2) (o)	Schedule of Analyst/Institutional Investors Meet	Yes
	46 (2) (oa)	Audio or video recordings and transcripts of post earnings/quarterly calls	Yes
	46 (2) (oa) (i)	the presentation and the audio/video recordings shall be promptly made available on the website and in any case, before the next trading day or within twenty-four hours from the conclusion of such calls, whichever is earlier	Yes
	46 (2) (oa) (ii)	the transcripts of such calls shall be made available on the website within five working days of the conclusion of such calls	Yes
	46 (2) (p)	New name and old name for a continuous period of one year	N.A.
	46 (2) (q)	Advertisement in Newspaper	Yes
	46 (2) (r)	Credit ratings obtained and any revision thereof	None
	46 (2) (s)	Separate Audited Financial Statements of each subsidiary.	Yes to the extent applicable in relevant jurisdictions.
	46 (2) (t)	secretarial compliance report as per sub-regulation (2) of regulation 24A	Yes
	46 (2) (u)	disclosure of the policy for determination of materiality of events or information required under clause (ii), sub-regulation (4) of regulation 30 of these regulations	Yes
	46 (2) (v)	disclosure of contact details of key managerial personnel who are authorised for the purpose of determining materiality of an event or information and for the purpose of making disclosures to stock exchange(s) as required under subregulation (5) of regulation 30 of these regulations	Yes
	46 (2) (w)	disclosures under sub-regulation (8) of regulation 30 of these regulations	Yes
	46 (2) (x)	statements of deviation(s) or variation(s) as specified in regulation 32 of these regulations	Yes
	46 (2) (y)	dividend distribution policy by listed entities based on market capitalisation as specified in sub-regulation (1) of regulation 43A	Yes
	46 (2) (z)	annual return as provided under Section 92 of the Companies Act, 2013 and the rules made thereunder.	Yes

It is being affirmed that the contents of the website are correct and all information were updated in the content of its website within two working days from the date of such change in content during the reporting period.



## General Body Meetings

### Location and Time where last three AGMs were held:

Financial Year	Date	Time	Venue	Special Resolutions Passed
March 31, 2022	August 4, 2022	3:30 P.M.	Video conference/Other audio-visual means	Re-appointment of Mrs. Sudha Navandar as Independent Director of the Company
March 31, 2021	August 5, 2021	3:30 P.M.	Video conference/Other audio-visual means	None
March 31, 2020	August 28, 2020	9:30 A.M.	Route Mobile Limited, 4 <sup>th</sup> Dimension, 3 <sup>rd</sup> Floor, Mind Space, Malad (West), Mumbai 400064.	None

### Postal Ballot:

During the year ended March 31, 2023, there was no postal ballot conducted by the Company.

### Extra-Ordinary General Meeting ('EoGM')

During the year ended March 31, 2023, there was no EoGM held by the Company.

### Annual General Meeting for the Financial Year 2022-23:

Similar to 2022, the 19<sup>th</sup> AGM of the Company will be held through video-conferencing ("VC") and other audio-visual means ("OAVM") pursuant to General Circular No. 10/2022 dated December 28, 2022 in relation to "Clarification of holding of Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)-reg." issued by Ministry of Corporate Affairs ("MCA") and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 in relation to "Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Reg." issued by Securities and Exchange Board of India ("SEBI"). The detailed instructions for participation and voting at the meeting is available in the notice of the 19<sup>th</sup> AGM.

Date, time and venue of the AGM	
Date and Time	September 22, 2023, 3:30 P.M. (IST)
Mode	Video Conference/Other audio-visual means ("VC/OAVM")
Deemed Venue	4 <sup>th</sup> Dimension, 3 <sup>rd</sup> Floor, Mind Space, Malad (West), Mumbai 400064, Maharashtra, India
Financial Year	April 1, 2022 to March 31, 2023
Record Date (For the purpose of payment of dividend)	September 6, 2023
	E-Voting Dates: The Cut-off Date for the purpose of determining the shareholders eligible for e-Voting is September 15, 2023. The e-Voting commences on 9:00 A.M. (IST), September 19, 2023 and ends on 5:00 P.M. (IST), September 21, 2023.
Dividend Payment	Final dividend of ₹2 per equity share for FY 2022-23. The dividend, if approved at the ensuing AGM will be paid within statutory time limit of 30 days from the date of AGM.
None of the business proposed to be transacted at the ensuing AGM require passing of resolution through postal ballot.	

### Share Transfer Process

Company's shares are tradable in the electronic form only. In terms of requirements of Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2022 effective January 24, 2022, the request for transfer of securities shall not be processed unless the securities are held in the dematerialised form with Depositories including the request for transmission or transposition of securities held in physical or dematerialised form shall be effected only in dematerialised form. In view of the aforesaid

amendment and in order to eliminate the risks associated with physical holding of shares, Members who are holding shares in physical form are hereby requested to dematerialise their holdings. We have established connectivity with the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) through KFin Technologies Limited, the Company's Registrar and Transfer Agents (RTA). Members can contact the Company or Company's Registrars and Transfer Agents - M/s. KFin Technologies Limited for assistance in this regard.

Members may further please note that SEBI vide its Circular No. SEBI/ HO/MIRSD/MIRSD\_RTAMB/P/ CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate, claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Subdivision/ Splitting of securities certificate; Consolidation of securities certificates/ folios; Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR – 4, which is available on the Company's website under the link at <https://routemobile.com/registrar-share-transfer-agent/> Members holding equity shares of the Company in physical form are requested to kindly get their equity shares converted into demat/ electronic form to get inherent benefits of dematerialisation and also considering that physical transfer of equity shares/ issuance of equity shares in physical form have been disallowed by SEBI.

#### **Simplification of procedure and standardisation of formats of documents for issuance of duplicate securities certificates**

SEBI has vide SEBI/HO/MIRSD/MIRSD\_RTAMB/P/ CIR/2022/70 dated May 25, 2022 ('Circular-Duplicate-2022') prescribed guidelines for Simplification of procedure and standardisation of formats of documents for issuance of duplicate securities certificates. As required under Circular-Duplicate-2022, listed companies was directed shall take special contingency insurance policy from the insurance company towards the risk arising out of the requirements relating to issuance of duplicate securities in order to safeguard and protect the interest of the listed company. Your company accordingly shall take the relevant insurance, when the such insurance is made available by insurance company(s).

Circular-Duplicate-2022 also mandated listed companies that in case of non-receipt of demat request from the claimant(s) within 120 days of the date of issue of the Letter of Confirmation, the securities shall be credited to Suspense Escrow Demat Account ('SEDA') of the Issuer Company. Your company has accordingly opened a SEDA with a scheduled commercial bank.

#### **Share Transfer, KYC, and Nomination process for all holders and claimants of physical securities**

SEBI vide its circular SEBI/HO/MIRSD/MIRSD\_RTAMB/P/ CIR/2021/655 dated November 3, 2021: "Common and Simplified Norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nomination" (followed by SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated December 14, 2021: "Clarifications with respect to Circular dated November 3, 2021, on Common and simplified norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nomination") (together referred as "Circular") issued instructions on Common and Simplified Norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nomination.

Securities and Exchange Board of India (SEBI) has issued SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 ("Circular-2023") in supersession of the earlier Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/ CIR/2021/655 dated November 3, 2021 & Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated December 14, 2021. Vide the captioned Circular-2023, SEBI has mandated:

- a. furnishing of PAN, contact details viz. email address & mobile number, bank account details, specimen signature and nomination by holders of physical securities;
- b. any service request shall be entertained or grievance can be lodged only upon registration of the PAN, Bank Account details, contact details and Nomination; and
- c. linking your PAN to Aadhaar; from April 1, 2023 or any other date as may be specified by the CBDT, RTAs shall accept only operative PAN (i.e., linked with Aadhaar number).

#### **Freezing of Folios without PAN, KYC details and Nomination:**

- a. Folios wherein any one of the aforesaid documents/ details are not available on or after October 1, 2023, shall be frozen and you will not be eligible to lodge grievance or avail service request from the RTA and shall not be eligible for receipt of dividend in physical mode.
- b. Save as provided in (a) above, from April 1, 2023 or any other date as may be specified by the CBDT, RTAs shall accept only operative PAN (i.e., linked with Aadhaar number). The folios in which PANs are



not linked with Aadhaar numbers as on the notified cut-off date of March, 31, 2023 or any other date as may be specified by the CBDT, shall also be frozen.

- c. After December 31, 2025, the frozen folios shall be referred by the RTA/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002.

### **Compulsory linking of PAN and Aadhaar by all holders of physical securities in listed companies:**

The Circular-2023 further provides for compulsory linking of PAN and Aadhaar by all holders of physical securities in listed companies.

PAN is mandatory for all transactions in securities market as per SEBI Circular MRD/DoP/Cir- 05/2007 dated April 27, 2007 and it is also one of the document for proof of identity. Accordingly, it is mandatory for all security holders and claimants of physical securities to furnish PAN.

SEBI has issued a Press Release dated March 8, 2023 advising all investors to ensure linking of their PAN with Aadhaar number prior to March 31, 2023, (as per CBDT circular no. 7 of 2022 dated March 30, 2022) for continual and smooth transactions in securities market and to avoid consequences of non-compliance with the said CBDT circular, as such accounts would be considered non-KYC compliant, and there could be restrictions on securities and other transactions until the PAN and Aadhaar are linked. Accordingly, from April 1, 2023 or any other date as may be specified by the CBDT, RTAs shall accept only operative PAN (i.e., linked with Aadhaar number).

The folios in which PANs are not linked with Aadhaar numbers as on the notified cut-off date of March, 31, 2023 or any other date as may be specified by the CBDT, shall also be frozen, as detailed in paragraph 5 of the Circular-2023.

The Circular further provided that listed companies, *inter alia*, shall disseminate the requirement of the holders of physical securities to furnish valid PAN, KYC details and Nomination, on their respective websites. The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to the Circular-2023. The aforesaid communication is also intimated to the stock exchanges and available on the website of the Company.

Circular-2023 also mandated that Listed Companies shall submit a report to SEBI by May 31, 2023, on the steps taken by them towards sensitising their security holders regarding mandatory furnishing of PAN, KYC and nomination details as detailed in para 4 of the Circular-2023. In this regard, RTA has informed SEBI on the communication sent to the physical security holders vide letter dated April 18, 2023.

The aforesaid Circular and various forms viz. Form ISR – 1, Form ISR – 2, Form ISR – 3, Form No. SH-13, Form No. SH-14 are available on the website of the Company at <https://routemobile.com/registrar-share-transfer-agent/> for easy access by the shareholders.

Members are requested to note that our RTA, KFINTECH has a mobile app named 'KPRISM' and a website <https://kprism.kfintech.com/> for the members holding shares in physical form. Members can download this android mobile application from play store and view their portfolios serviced by KFINTECH. In addition, members can also visit the Investor Service Center (ISC) webpage <https://ris.kfintech.com/clientservices/isc/default.aspx> and get benefited from the list of services that can be executed from the page like Post or Track a query, Upload Tax exemptions forms, View the Demat / Remat request, Check the dividend status and Download the required ISR forms and check KYC status for Physical Folios, as per the Common Simplified Norms for Processing Investor Requests (SEBI Circular dated November 3, 2021 and March 16, 2023).

### **Nomination facility for shareholding**

As per the provisions of Section 72 of the Act, facility for making nomination is available for the members in respect of shares held by them. Members holding shares in physical form may obtain a nomination form (Form SH- 13), from the Company's RTA or download the same from the Company's website at <https://routemobile.com/wp-content/uploads/2021/06/Form-SH-13-Nomination-Form.pdf>. Members holding shares in dematerialised form should contact their Depository Participants (DP) in this regard. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website <https://routemobile.com/registrarshare-transfer-agent/>. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialised form and to KFinTech in case the shares are held in physical form.

### Simplification of procedure and standardisation of formats of documents for transmission of securities

SEBI vide Circular SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/65 dated May 18, 2022 ("Nomination Circular-2022") has issued guidelines to specify the formats of various documents which are required to be furnished for the processing of transmission of securities pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2022 ("LODR Amendment Regulations") Gazette Notification no. SEBI/LAD-NRO/ GN/2022/80 dated April 25<sup>th</sup>, 2022), which had earlier, *inter alia*, enhanced the monetary limits for simplified documentation for transmission of securities, allowed 'Legal Heirship Certificate or equivalent certificate' as one of the acceptable documents for transmission and provided clarification regarding acceptability of Will as one of the valid documents for transmission of securities.

For ease of reference, a ready reckoner listing out the documents required for transmission of securities, in case of demise of the sole holder, is provided in Annexure – A to the Nomination Circular-2022. The Operational Guidelines for processing investor's service request for the purpose of transmission of securities are provided in Annexure – B to the Nomination Circular-2022. Members are requested to submit their transmission requests to the Company's RTA/Company in accordance with the above.

### Non-resident shareholders:

#### Non-resident shareholders are requested to immediately notify:

- Indian address for sending all communications, if not provided so far;
- Change in their residential status on return to India for permanent settlement; and

- Particulars of their Non-resident rupee account, whether repatriable or not, with a bank in India, if not furnished earlier.

### Facilities at RTA:

**Investor Support Centre:** A webpage accessible via any browser enabled system. Investors can use a host of services like Post a Query, Raise a service request, Track the status of their DEMAT and REMAT request, Dividend status, Interest and Redemption status, Upload exemption forms (TDS), Download all ISR and other related forms.

URL: <https://ris.kfintech.com/clientservices/isc/default.aspx>

**eSign Facility:** Common and simplified norms for processing investor's service requests by RTAs and norms for furnishing PAN, KYC details and Nomination requires that eSign option be provided to Investors for raising service requests. KFIN is the only RTA which has enabled the option and can be accessed via the link below.

<https://ris.kfintech.com/clientservices/isr/isr1.aspx?mode=f3Y5zP9DDNI%3d>

**KYC Status:** Shareholders can access the KYC status of their folio. The webpage has been created to ensure that shareholders have the requisite information regarding their folios.

URL: <https://ris.kfintech.com/clientservices/isc/kycqry.aspx>

**KPRISM:** A mobile application as well as a webpage which allows users to access Folio details, Interest and Dividend status, FAQs, ISR Forms and full suite of other investor services.

URL: <https://kprism.kfintech.com/signin.aspx>

### Legal Proceedings

There are no pending cases related to disputes over title to shares in which we had been made a party.

### Distribution of Shareholding of Ordinary Shares as on March 31, 2023

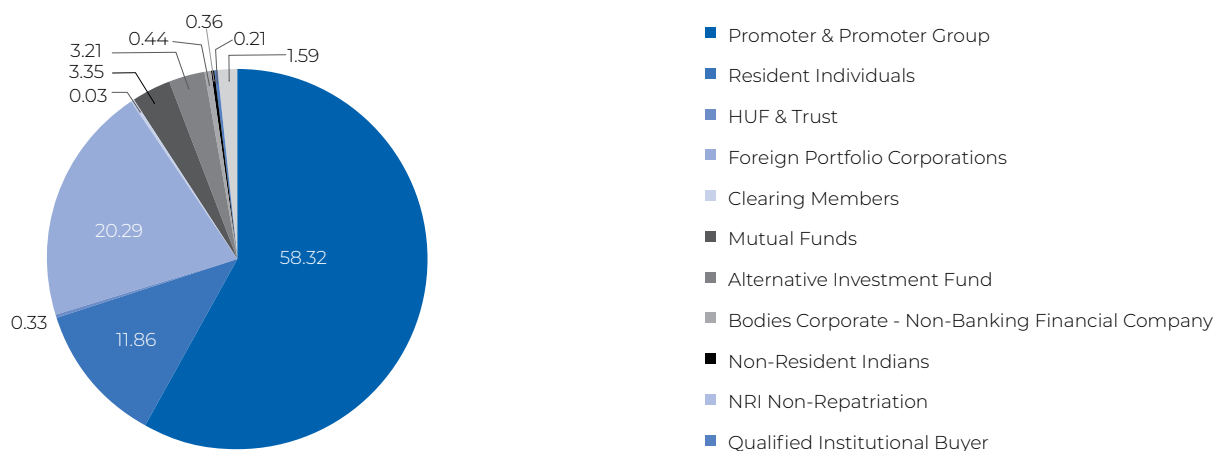
No. of Equity Shares	No. of Shareholders	% to Shareholders	No. of Shares	% of Equity
1-5,000	2,17,560	99.35	59,27,761	9.49
5,001-10,000	799	0.36	5,86,835	0.94
10,001-20,000	304	0.14	4,26,308	0.68
20,001-30,000	85	0.04	2,08,806	0.33
30,001-40,000	46	0.02	1,66,300	0.27
40,001-50,000	20	0.01	93,794	0.15
50,001-1,00,000	54	0.02	3,83,174	0.61
1,00,001 & above	123	0.06	5,46,50,239	87.53
<b>Total</b>	<b>2,18,991</b>	<b>100</b>	<b>6,24,43,217</b>	<b>100</b>



### Categories of equity shareholding as on March 31, 2023

Category	Number of Shares	Percentage (%)
<b>Shareholding of Promoter(s) and Promoter(s) Group (A)</b>		
Promoter	1,85,14,286	29.65
Promoter Group	1,79,00,000	28.67
<b>Promoter &amp; Promoter Group (A)</b>	<b>3,64,14,286</b>	<b>58.32</b>
<b>Public (B)</b>		
Resident Individuals	74,09,203	11.86
HUF & Trust	2,09,425	0.33
Foreign Portfolio Corporations	1,26,71,466	20.29
Clearing Members	18,946	0.03
Mutual Funds	20,89,810	3.35
Alternative Investment Fund	20,03,400	3.21
Bodies Corporate - Non-Banking Financial Company	2,72,260	0.44
Non-Resident Indians	2,23,593	0.36
NRI Non-Repatriation	1,28,332	0.21
Foreign Nationals	7,740	0.01
IEPF	Nil	Nil
Shareholding by Companies or Bodies Corporate where Central / State Government is a promoter	4	0.00
Qualified Institutional Buyer	9,94,752	1.59
<b>Total of (B)</b>	<b>2,60,28,931</b>	<b>41.68</b>
<b>Total (A) + (B)</b>	<b>6,24,43,217</b>	<b>100</b>

### Shareholding Distribution % wise





## Top ten equity shareholders of the Company as on March 31, 2023

Sr. No.	Name of the shareholder	Number of equity shares held	% To Equity
1	Sandipkumar Gupta	92,57,143	14.82
2	Rajdipkumar Gupta	92,57,143	14.82
3	Sandipkumar Chandrakant Gupta (as a trustee on behalf of CC Gupta Family Trust)	50,00,000	8.01
4	Sunita Gupta	36,45,000	5.84
5	Sarika Gupta	36,95,000	5.92
6	Chamelidevi Gupta	23,00,000	3.68
7	Chandrakant Gupta	23,00,000	3.68
8	THELEME MASTER FUND LIMITED	11,40,616	1.83
9	PGIM INDIA TRUSTEES PRIVATE LIMITED A/C PGIM INDIAFLEXI CAP FUND	10,58,904	1.69
10	GOLDMAN SACHS FUNDS - GOLDMAN SACHS EMERGING MARKET	10,07,839	1.61
<b>Total</b>		<b>3,86,61,645</b>	<b>61.90</b>

## Shareholders (non-promoters) holding 1% or more of the equity shares in the Company as on March 31, 2023 excluding the list of top 10 shareholders of the Company:

Sr. No.	Name of the shareholder	Number of equity shares held	% To Equity
1	GOLDMAN SACHS TRUST-GOLD MAN SACHS EMERGING MARKETS EQUITY FUND	9,75,240	1.56
2	ABAKKUS GROWTH FUND-1	8,62,457	1.38
3	RBC ASIA PACIFIC EX-JAPAN EQUITY FUND	7,85,988	1.26
4	ABAKKUS EMERGING OPPORTUNITIES FUND-1	7,50,000	1.20
5	GOLDMAN SACHS FUNDS - GOLDMAN SACHS INDIA EQUITY PORTFOLIO	7,48,903	1.20
6	PINEBRIDGE GLOBAL FUNDS - PINEBRIDGE INDIA EQUITYFUND	6,89,081	1.10

## Dematerialisation of shares and Liquidity:

### The Company's Ordinary Shares are regularly traded on the BSE and NSE.

Shares in Physical and Demat form as on March 31, 2023	No. of Shares	Percentage
In Physical Form	320	0.000512
In Dematerialised Form	62442897	99.999488
<b>Total</b>	<b>6,24,43,217</b>	<b>100</b>

### Outstanding GDRs / ADRs / Warrants or any Convertible instruments, conversion date and likely impact on equity as on March 31, 2023:

The Company has not issued any GDRs / ADRs / Warrants or any convertible instruments in the past and hence, as on March 31, 2023, the Company does not have any outstanding GDRs / ADRs / Warrants or any convertible instruments.

### Transfer of Unclaimed Dividend and Shares to the Investor Education and Protection Fund ('IEPF')

Pursuant to the provisions of the Companies Act, 2013 read with The Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules,

2016, as amended, ('IEPF Rules'), the dividends, unclaimed for a consecutive period of seven years from the date of transfer to the Unpaid Dividend Account of the Company are liable to be transferred to IEPF. Further, the shares (excluding the disputed cases having specific orders of the Court, Tribunal or any Statutory Authority restraining such transfer) pertaining to which dividend remains unclaimed for a period of continuous seven years from the date of transfer of the dividend to the unpaid dividend account are also mandatorily required to be transferred to the IEPF established by the Central Government. There is no such instance available for the Company requiring any transfer to the IEPF as on date.

### Dividend remitted to IEPF during the last three years:

Not Applicable.

### Suspense Escrow Demat Account:

SEBI, had issued Guidelines with respect to procedural aspects of 'Suspense Escrow Demat Account' to be opened by listed entities pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022. The Company has accordingly opened the 'Route Mobile Limited - Suspense Escrow Demat Account'.



## Listing on Stock Exchanges:

The Company's shares are listed on the following stock exchanges and the listing fees have been duly paid to the exchanges.

Name & Address of stock exchanges	Scrip Code/Symbol	ISIN Number for NSDL/CDSL (Dematerialised shares)
BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001	Scrip Code: 543228	INE450U01017
The National Stock Exchange of India Limited Exchange Plaza, Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051	Symbol: ROUTE	

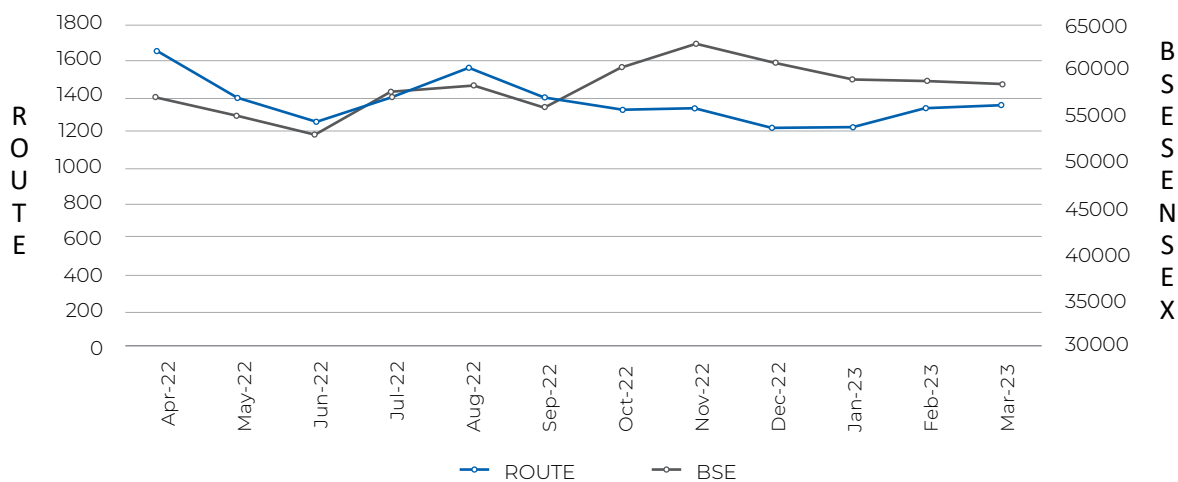
## Market Information (Market Price Data)

The monthly high and low prices (based on daily closing prices) and trading volume of shares of your Company at BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE) for the year ended March 31, 2023 are as under:

Month	BSE			NSE		
	High (₹)	Low (₹)	Volume (No. of Shares)	High (₹)	Low (₹)	Volume (No. of Shares)
April 2022	1650	1523.05	298439	1650	1523	3400644
May 2022	1727.25	1065.5	712716	1728	1065	9028044
June 2022	1443.6	1052.6	879244	1443.35	1052	13514742
July 2022	1448	1201.8	530468	1449	1201	8438242
August 2022	1593.9	1390	628765	1590	1390.1	9338319
September 2022	1532	1266.7	1157486	1540.3	1230.3	4875824
October 2022	1430	1300	383866	1434.5	1296.65	2973008
November 2022	1359.05	1275	166496	1360	1275	2131156
December 2022	1399	1150	181922	1399	1149	2180270
January 2023	1295.1	1131	633542	1295.35	1136.2	11430474
February 2023	1374	1167.35	331197	1373.05	1166.1	5668456
March 2023	1385	1238.25	190279	1385.15	1232.7	3918741

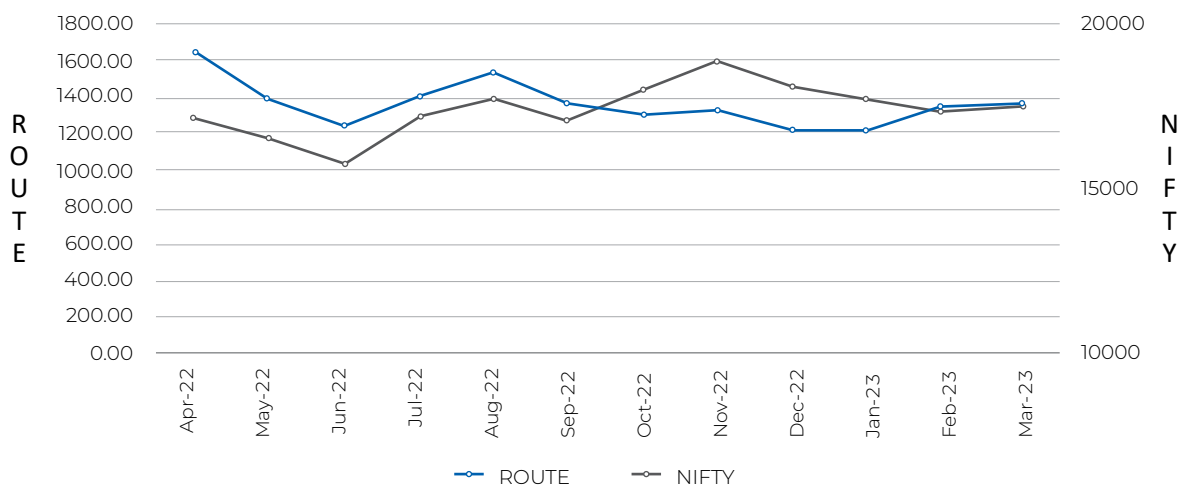
\*source: websites of BSE and NSE

## Performance Comparison with BSE SENSEX



Source: This information is compiled from the data available on the website of BSE; Closing price on last Trading Day of the month

## Performance Comparison with NSE NIFTY



Source: This information is compiled from the data available on the website of NSE; Closing price on last Trading Day of the month

### Secretarial Audit

The Company's Board of Directors appointed Mr. Dhrumil M. Shah of M/s. Dhrumil M. Shah & Co., LLP Practicing Company Secretaries Firm, (CP 8978; FCS 8021) to conduct the secretarial audit of its records and documents for the FY 2022-23. The secretarial audit report confirms that the Company has complied with all applicable provisions of the Companies Act, 2013, Secretarial Standards and other applicable regulations and guidelines. The Secretarial Audit Report forms part of the Directors' Report.

### Green Initiative

The Ministry of Corporate Affairs has taken a 'Green Initiative in Corporate Governance' by allowing companies to send documents to their shareholders in electronic mode. To support this green initiative and to receive communications from the Company in electronic mode, Members who have not registered their e-mail addresses and are holding shares in physical form are requested to contact the RTA of the Company and register their e-mail ID. Members holding shares in demat form are requested to contact their DPs. Members may please note that notices, annual reports, etc. will be available on the Company's website at [www.routemobile.com](http://www.routemobile.com).

### Website

The Company's website is in line with the requirements laid down under Regulation 46 of the Listing Regulations. It is a comprehensive reference of Company's management, vision, mission, policies, corporate governance (Annual Reports, Intimation to stock exchanges), updates and news.

### Major Plant Locations:

The Company does not have any plant. However, the Company has its branch & Group Company's offices spread across India, Europe, USA, LATAM, Africa, SAARC, ME region and South-East Asia and some of our regional key office locations are as below:

#### Indian Locations:

##### Mumbai

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

##### Delhi

Delhi Branch Office: Office No. 306, 3<sup>rd</sup> Floor, Kanchenjunga Building, Main Barakhamba Road, New Delhi – 110001

##### Bengaluru

Level 1 Building 3, Prestige Technostar, Doddanekundi Industrial Area 2, Phase 1, Doddanekundi village, Brookfield, Bangalore, Karnataka 560048

#### Overseas Locations:

##### United Kingdom- London

183-189, The Vale, London, W3 7RW

##### USA - New Jersey

3240 Estate Street Ext. Hamilton, NJ 08619

16192 Coastal Highway, in the city of Lewes, Country of Sussex

**UAE**

A1-401B, Building No. A1, Al Hamra Industrial Zone-FZ, RAK, United Arab Emirates

Business Bay, One by omniyat, 4<sup>th</sup> Floor, Office No. 403, PO Box 211743, Dubai, United Arab Emirates

Al Shmookh Business Center, One UAQ, UAQ Free Trade Zone, Umm Al Quwain, U.A.E.

**Singapore**

23 New Industrial Road, #04-09 Solstice Business Center, Singapore 536209

**Ghana**

Plot 8 (HW9) Teshie Rasta Rd, Mangoase, La Dade – Kotopon, GL – 094-6225

**Nigeria**

Suite 202, 2<sup>nd</sup> Floor, AHCN Towers, CIPM Avenue, Central Business District, Alausa, Ikeja, Lagos

**Kenya**

Standard House, Plot Number 209/4045, House Number 10, Nairobi, Standard Street, P.O. Box 67290 – 00200 City Square, Kenya

**Uganda**

Innovation Village, Ntinda Complex, Block B, Plot 33, Minds Road, 3<sup>rd</sup> Floor, P. O. Box 40411, Nakawa Uganda

**Bangladesh**

House CWN 3A (A), Road-49, Level 13, Gulshan 2, Dhaka-1212, Bangladesh

**Nepal**

Ward No.11, Trade Tower, Thapathali, Kathmandu, Nepal 44600

**Sri Lanka**

No. 47, Alexandra Place, Colombo 7, Sri Lanka

**Zambia**

2<sup>nd</sup> Floor, Lotti House, Suite 5, Western Wing, Lusaka, Zambia

**Malta**

Velzon Building, Block B, Triq Pantar, Lija LJA2023, Malta

**BONNICI HOUSE,**

TRIQ IS- SARDIN, BURMARRAD, ST. PAUL'S BAY, Malta

**Kuwait**

34, Wafra Downtown, Floor 4, Office No. 7, Block 5, Ahmed Al Jaber st, P.O.Box - 443-8000, Sharq 153000, Kuwait

**Indonesia**

Grand Slipi Tower Lt.9 Unit G, Jl. Letjen S.Parman Kav22-24, Palmerah, Jakarta Barat 11480, Indonesia

GoWork Millenium Centennial Center 38<sup>th</sup> Floor – Private Office #3820, Jl. Jend Sudirman Kav. 25. Jakarta Selatan 12920

**Colombia**

KR 13#98-70 OF 305, Bogota, Colombia

Corp Office: Carrera 3 Sur # 43 a 1 torre 1 piso 8; Medellin, Colombia

**Peru**

Av. Juan de Arona 755 Int 1101 1102 san isidro lima, Perú

**South Africa**

Noland House, River Park, Mowbray, 7700

**Saudi Arabia**

Office Number 14, Building 7544, Othman Ibn Affan Road, At Taawun, Riyadh, Saudi Arabia

**Mexico**

Calle Calzada de los Jinetes #7, Piso 2 estado de Mexico

**Chile**

Apoquindo 2930 of 201 piso 2, Santiago de Chile

## Investor Contact

Particulars	Contact Person	Address
For Analysts & Institutional Investors	Mr. Gautam Badalia, Group Chief Strategy Officer & Chief Investor Relations Officer	4 <sup>th</sup> Dimension, 3 <sup>rd</sup> Floor, Mind Space, Malad West, Mumbai 400064, Maharashtra, India Tel.: +91 (022) 4033 7676 Fax: +91 (022) 4033 7650 Email: <a href="mailto:investors@routemobile.com">investors@routemobile.com</a>
For Financial Statement related matters	Mr. Suresh Jankar, Chief Financial Officer	
For Corporate Governance and other Secretarial matters	Mr. Rathindra Das, Group Head-Legal, Company Secretary and Compliance Officer	
For share transfer, transmission, National Electronic Clearing Service (NECS), dividend, dematerialisation, etc.	KFin Technologies Limited Email: <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> Website: <a href="http://www.kfintech.com">www.kfintech.com</a> Mr. Umesh Pandey <a href="mailto:umesh.pandey@kfintech.com">umesh.pandey@kfintech.com</a> <a href="mailto:Einward.ris@kfintech.com">Einward.ris@kfintech.com</a>	Selenium Tower-B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad 500032, Telangana, India. Toll Free No: 18003094001

Registered & Corporate Office	Depository Services	
<b>Route Mobile Limited</b> 4 <sup>th</sup> Dimension, 3 <sup>rd</sup> Floor, Mind Space, Malad (West), Mumbai 400064 Tel.: +91 (022) 4033 7676 Fax: +91 (022) 4033 7650 E-mail: <a href="mailto:investors@routemobile.com">investors@routemobile.com</a> Website: <a href="http://www.routemobile.com">www.routemobile.com</a> CIN: L72900MH2004PLC146323 ISIN – INE450U01017	<b>National Securities Depository Limited</b> Trade World, A Wing, 4 <sup>th</sup> & 5 <sup>th</sup> Floors, Kamala Mills Compound, Lower Parel, Mumbai 400013. Tel.: +91 (022) 2499 4200; Fax: +91 (022) 2497 6351 E-mail: <a href="mailto:info@nsdl.co.in">info@nsdl.co.in</a> Investor Grievance: <a href="mailto:relations@nsdl.co.in">relations@nsdl.co.in</a> Website: <a href="http://www.nsdl.co.in">www.nsdl.co.in</a>	<b>Central Depository Services (India) Limited</b> Marathon Futurex, A-Wing, 25 <sup>th</sup> Floor, NM Joshi Marg, Lower Parel (East), Mumbai 400013. Tel.: +91 (022) 2305 8640 / 8642 / 8639 / 8663 E-mail: <a href="mailto:helpdesk@cdslindia.com">helpdesk@cdslindia.com</a> Investor Grievance: <a href="mailto:complaints@cdslindia.com">complaints@cdslindia.com</a> Website: <a href="http://www.cdslindia.com">www.cdslindia.com</a>

Details of Corporate Policies	
Composition and Profile of the Board of Directors	<a href="https://www.routemobile.com/board-of-directors">https://www.routemobile.com/board-of-directors</a>
Terms and conditions of appointment of Independent Directors	<a href="https://www.routemobile.com/corporate-governance">https://www.routemobile.com/corporate-governance</a>
Nomination & Remuneration Policy of Directors, KMPs & Other Employees	<a href="https://www.routemobile.com/corporate-policies">https://www.routemobile.com/corporate-policies</a>
RML Code of Conduct of Board of Directors and Senior Management Personnel	<a href="https://www.routemobile.com/corporate-policies">https://www.routemobile.com/corporate-policies</a>
Corporate Social Responsibility Policy	<a href="https://www.routemobile.com/corporate-policies">https://www.routemobile.com/corporate-policies</a>
Policy on Related Party Transactions	<a href="https://www.routemobile.com/corporate-policies">https://www.routemobile.com/corporate-policies</a>
Policy on Determining Material Subsidiary	<a href="https://www.routemobile.com/corporate-policies">https://www.routemobile.com/corporate-policies</a>
Whistle-Blower Policy	<a href="https://www.routemobile.com/corporate-policies">https://www.routemobile.com/corporate-policies</a>
Code of Corporate Disclosure Practices	<a href="https://www.routemobile.com/corporate-policies">https://www.routemobile.com/corporate-policies</a>
Policy on Determination of Materiality for Disclosure	<a href="https://www.routemobile.com/corporate-policies">https://www.routemobile.com/corporate-policies</a>
Document Retention and Archival Policy	<a href="https://www.routemobile.com/corporate-policies">https://www.routemobile.com/corporate-policies</a>
Prevention of Sexual Harassment (POSH) at Workplace Policy	<a href="https://www.routemobile.com/corporate-policies">https://www.routemobile.com/corporate-policies</a>
Policy on Succession Planning	<a href="https://www.routemobile.com/corporate-policies">https://www.routemobile.com/corporate-policies</a>
Data Protection Policy	<a href="https://www.routemobile.com/corporate-policies">https://www.routemobile.com/corporate-policies</a>
GDPR Compliance Statement	<a href="https://www.routemobile.com/corporate-policies">https://www.routemobile.com/corporate-policies</a>
Dividend Distribution Policy	<a href="https://www.routemobile.com/corporate-policies">https://www.routemobile.com/corporate-policies</a>
Policy on Fair Disclosure	<a href="https://www.routemobile.com/corporate-policies">https://www.routemobile.com/corporate-policies</a>
Board Diversity Policy	<a href="https://www.routemobile.com/corporate-policies">https://www.routemobile.com/corporate-policies</a>
Policy for Preservation of Documents	<a href="https://www.routemobile.com/corporate-policies">https://www.routemobile.com/corporate-policies</a>
Risk Management Plan	<a href="https://www.routemobile.com/corporate-policies">https://www.routemobile.com/corporate-policies</a>
Environment Social and Governance Policy	<a href="https://www.routemobile.com/corporate-policies">https://www.routemobile.com/corporate-policies</a>



## Declaration by the Managing Director & Group CEO

[Pursuant to Regulation 34(3) and Schedule V of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]

I, Rajdipkumar Gupta, Managing Director & Group CEO of Route Mobile Limited, hereby declare that all the members of the Board of Directors and the Senior Management personnel have affirmed compliance with the Code of Conduct of Board of Directors and Senior Management Personnel, applicable to them as laid down by the Board of Directors in terms of Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year ended March 31, 2023.

**For Route Mobile Limited**

Date: May 19, 2023

Place: Mumbai

**Rajdipkumar Gupta**

Managing Director and Group CEO



# Chief Executive Officer (CEO) and Chief Financial Officer (CFO) Certification

[Pursuant to Regulation 17 (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

We, Rajdipkumar Gupta, Managing Director and Group Chief Executive Officer and Suresh Jankar, Chief Financial Officer of Route Mobile Limited, to the best of our knowledge and belief hereby certify that:

- A. We have reviewed financial statements and the cash flow statement for the year ended March 31, 2023 and that to the best of our knowledge and belief:
  - (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (2) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.
- D. We have indicated to the auditors and the Audit committee
  - (1) There are no significant changes in internal controls over financial reporting during the year;
  - (2) There are no significant changes in accounting policies during the year; and
  - (3) There are no instances of significant fraud of which we have become aware.

## For Route Mobile Limited

**Rajdipkumar Gupta**

Managing Director and Group CEO

**Suresh Jankar**

Chief Financial Officer

Date: May 18, 2023

Place: Mumbai



# Certificate on Corporate Governance

[Pursuant to Regulation 34(3) read with Schedule V(E) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,

The Members,

**Route Mobile Limited,**

CIN: L72900MH2004PLC146323

4<sup>th</sup> Dimension, 3<sup>rd</sup> Floor, Mind Space, Malad (West), Mumbai 400064.

We have examined all the relevant records of **Route Mobile Limited (“the Company”)** for the purpose of certifying compliance with the conditions of Corporate Governance under Chapter IV to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) for the year ended **March 31, 2023**.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation process adopted by the Company for ensuring compliance with the conditions of Corporate Governance. This certificate is neither an audit nor an expression of opinion on the Financial Statements of the Company.

In our opinion and to the best of our information and according to the explanations and information furnished to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the said Listing regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**For Dhrumil M Shah & Co. LLP**

Practicing Company Secretary

ICSI URN: L2023MH013400

PRN: 3147/2023

**Dhrumil M Shah**

Partner

FCS 8021; CP 8978

UDIN: F008021E000333269

Place: Mumbai

Date: May 19, 2023

# Certificate of Non-Disqualification of Directors

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members,

**Route Mobile Limited,**

CIN: L72900MH2004PLC146323

4<sup>th</sup> Dimension, 3<sup>rd</sup> Floor, Mind Space, Malad (West), Mumbai 400064.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Route Mobile Limited having CIN: L72900MH2004PLC146323 and having registered office at 4<sup>th</sup> Dimension, 3<sup>rd</sup> Floor, Mind Space, Malad (West), Mumbai 400064 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Names of Director	DIN	Date of appointment
1.	Mr. Nimesh Shantilal Salot	00004623	12/02/2020
2.	Mr. Sandipkumar Chandrakant Gupta	01272932	15/05/2004
3.	Mr. Rajdipkumar Chandrakant Gupta	01272947	15/05/2004
4.	Mr. Chandrakant Jagannath Gupta	01636981	15/02/2007
5.	Mrs. Sudha Pravin Navandar	02804964	22/11/2017
6.	Mr. Arun Vijaykumar Gupta	05131228	19/11/2020
7.	Mr. Bhaskar Pramanik	00316650	10/08/2021

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Dhrumil M Shah & Co. LLP**

Practicing Company Secretary

ICSI URN: L2023MH013400

PRN: 3147/2023

**Dhrumil M Shah**

Partner

FCS 8021; CP 8978

UDIN: F008021E000333214

Place: Mumbai

Date: May 19, 2023



# MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

## Overview

We are among the leading global cloud-communication platform service providers to enterprises, over-the-top ("OTT") players and mobile network operators. We offer omni-channel digital communication solutions, including messaging (A2P SMS, OTT Messaging, and RCS amongst others), enterprise voice and email, to enterprise clients across the globe. We offer a range of cloud-communication services to clients across diverse sectors including banking and financial services, aviation, retail, e-commerce, logistics, healthcare, hospitality, media and entertainment, pharmaceuticals and telecom. Further, we have expanded our enterprise solution suite to include digital fraud prevention and anti-phishing solutions. Our clients include some of the world's largest and well-known organisations, including a number of Fortune Global 500 companies. Further, we also offer SMS filtering, analytics, SMS Firewall, SMSC, MMSC and SMS monetisation solutions to Mobile Network Operators globally.

Our Managing Director & Group CEO, Mr Rajdipkumar Gupta was Conferred "CEO of the Year" & "Cloud Innovator of the Year 2023" along with two more additional awards for "Best Use of Cloud Services by a Telecom Company" & "Best Enterprise Cloud Offering" (IT Sector) (Source: ET ascent Business Leader of the Year 2023). We've reached the Tier One position in the CPaaS Market Impact Report 2023 (Source: ROCCO Report).

We have been consistently ranked amongst the tier 1 application-to-peer ("A2P") SMS Messaging service providers, six times over 2016-2022 and scored high rankings across metrics including reliability, customer service, technical expertise, understanding of the industry and quality of service amongst others. (Source: ROCCO Report). We are the only Asian company covered in Gartner's Market Guide for SaaS (October 2020). Further, we have been identified as an Established Leader in CPAAS Strategies, Opportunities & Market Forecasts 2023-2027 in study published by Juniper.

Route Mobile Limited (UK), our wholly owned subsidiary in the United Kingdom, received an honourable recognition of being amongst the fastest growing companies in Technology & Telecom sector and overall ranked 3<sup>rd</sup> in the UK's top fastest growing Indian companies in 2022 (Source: 7<sup>th</sup> edition of the Grant Thornton India meets Britain Tracker, developed in collaboration with the Confederation of Indian Industry). We were also ranked among the top 5 fastest growing companies in this report consistently, from 2018 - 2020.

We have also been ranked in Listed in Fortune Magazine's - The Next 500 India's Top Midsize Companies – 2020 | 2022 and received an award at the 19<sup>th</sup> & 22<sup>nd</sup> ICSI National Award for Corporate Governance as the "Best Governed Company" in the Emerging Category 2020 & 2022. Route Mobile has won 2 Gold at Juniper Research's Award for CPaaS Provider of the Year and Best SMS Firewall in the year 2021 and a Gold for being the Best RCS Provider at the Future Digital Awards 2022.

Route Mobile was incorporated in 2004 and is headquartered in Mumbai, India. In the fiscal year ended March 31, 2023, we serviced 3,000 customer, including large global enterprises, as well as small and medium businesses. As of March 31, 2023, our global operations included 10 direct and 25 step-down subsidiaries serving our clients through 31 locations across Africa, Asia Pacific, Europe, Middle East and the Americas.

During the fiscal year ended March 31, 2022, we completed 4 acquisitions (i) SendClean (July 2021), (ii) Masivian S.A.S. (November 2021), (iii) M.R Messaging FZE and (iv) Interteleco (Now Known as Route Mobile Communication Services & Co.). Through these acquisitions, we expanded our global footprint, and strengthened our product portfolio. In the fiscal year ended March 31, 2023, our focus was on deeply integrating the processes and operations of the acquired businesses, and driving synergies.

Masivian is the leading CPaaS player in the Colombian market, and also has presence in Peru. We have leveraged their understanding and knowledge of the LATAM market, to expand into Chile and Mexico. We believe this will contribute towards the growth of Masivian's business in the LATAM region.

We also established, organically, a new subsidiary namely Route Mobile Arabia Telecom in Saudi Arabia. Building on our presence and success in the United Arab Emirates and Kuwait market, we have further expanded our presence in the Middle East Market through this new setup in the Saudi Arabia market. Saudi Arabia is an exciting, large and fast-growing market, and we believe we are well poised to capitalize on this opportunity. Route Mobile has also obtained the "CITC License" from Saudi Arabia's Communications and Information Technology Commission (CITC), which is responsible for regulating the information and communication technology sector in Saudi Arabia. This license is mandatory for any company or a technology provider to conduct local SMS business.

The larger technology and product team across Route Mobile, Masivian and M.R Messaging has collectively enhanced the capabilities of our CPaaS platform, and added several new solutions to our portfolio. During the fiscal year ended March 31, 2023, we have emphasised our focus on new product offerings which create significant benefits across the value chain to enterprises, their end customers as well as to MNOs by establishing dedicated Strategic Business Units. Details of the same are captured in the following description of our operations. Our operations are internally aligned into the following business verticals: (i) Enterprise and OTT; (ii) Mobile Operator; (iii) Digital Identity and Security Services and (iv) Business Process Outsourcing ("BPO").

**Enterprise and OTT.** Our Enterprise and OTT vertical primarily provides cloud-communication platform services to enterprises. Our enterprise cloud-communication platform services and solutions include: A2P messaging that includes SMS, 2-Way messaging, and Acculync; enterprise email; RCS messaging; OTT messaging (also referred to as IP Based Messaging), and voice application services (which enable enterprises to, via the cloud, connect incoming and outgoing voice calls to their applications and systems). Voice services also include interactive voice response, Click2Call, missed call facility, outbound dialler.

**Mobile Operator.** Through our own communications platform and managed services, we provide software and service solutions to mobile network operators

globally. Our main service offerings in this segment include SMS filtering, analytics, monetisation, and hubbing solutions. We consummated the acquisition of software (IP), customer contracts and technical team, on a slump sale basis from TeleDNA Communications Private Limited, in FY2020-21, to further bolster our Mobile Network Operator focused solutions. With this acquisition we expanded our Mobile Operator focused solutions to include SMSC, MMSC and firewall solutions.

**Digital Identity and Security Services:** We launched TruSense (<https://trusense.id>), a digital identity and security suite that secures digital transactions through a reliable ecosystem, enabling businesses to authenticate the end user in a frictionless way. The vision for the solution suite is an ecosystem free of digital fraud where no consumer faces risks related to identity theft, forgery, SIM swap, phishing, SMishing, social engineering, account takeover and online fraud. These solutions are extremely critical, to thwart identity theft in real-time to prevent loss of revenue, in a world with continuously growing digital transaction volumes. These solutions ensure that customers do not fall prey to frauds and are not inconvenienced with another layer of security through their online journey.

TruSense addresses this security concern with an identity and security framework that leverages AI/ML for real-time risk assessment, ensures a safe frictionless authentication without OTP, and facilitates seamless identity verification against authorised third-party data.

Digital identity, authentication and fraud detection as a service is relevant to several industry sectors – such as financial services, e-commerce, retail, and healthcare – that rely on peer-to-peer mobile payments, online banking, digital wallets, and online registrations. Route Mobile envisions a secure ecosystem where the digital economy relies on global risk scoring, authentication, and identity verification for improved customer experiences.

**Business Process Outsourcing (BPO).** We provide a range of voice, non-voice services as part of our BPO services. Our voice services include client support, technical support, booking and collection services. Our non-voice services include client support through email and chat, IT support, billing and data processing.

We are members of the GSMA, (GSM Association) an industry organisation that represents the interests of mobile network operators worldwide. We are also members of MEF and IAMAI, which provides us with representation at various international and national industry forums.



In FY2023 through our cloud communications platform, we processed more than 106.84 billion transactions (at a consolidated level). We have established direct relationships with MNOs that provide our clients with global connectivity. As of March 31, 2023, we had direct relationships with over 280 MNOs (at a consolidated level) and 6 short messaging service centres (at a consolidated level) hosted in various geographies across the globe. We are able to access more than 900 networks (at a consolidated level) across the world.

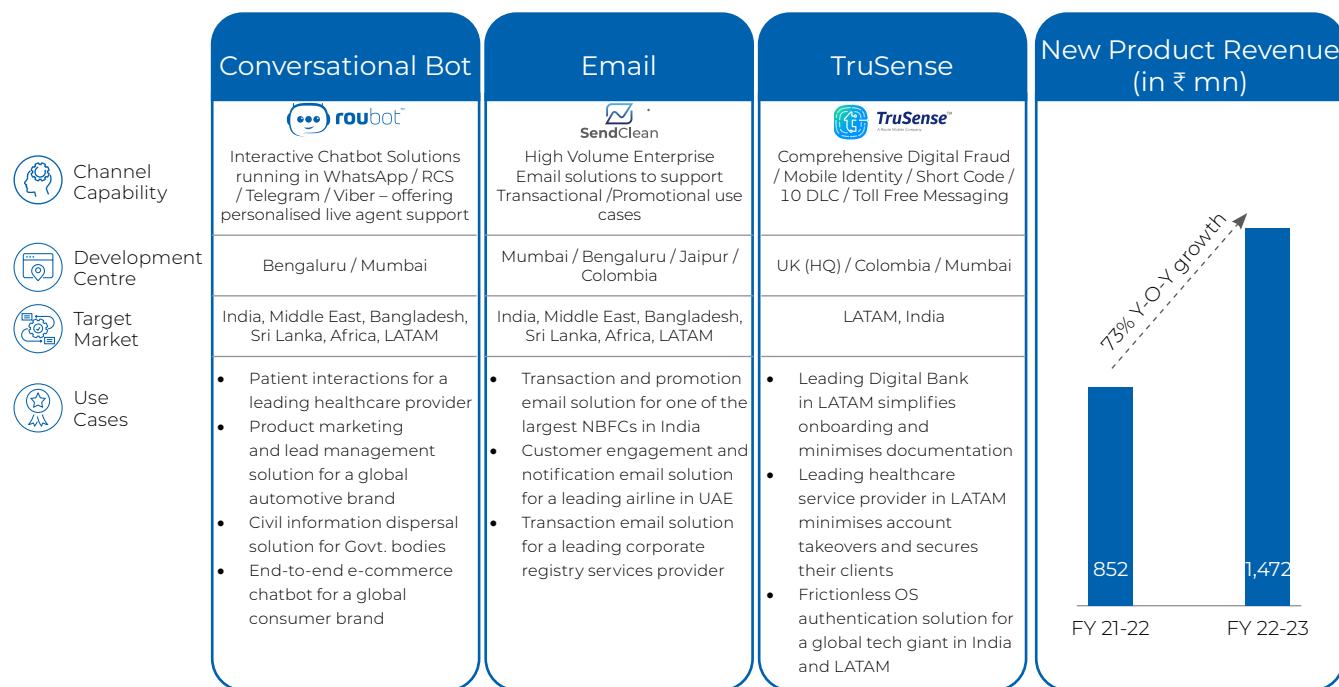
### Focus on Next Generation Communication Solutions

Our razor sharp focus on innovating the product offerings and evolving go-to-market approach continues to drive positive results for the Company.

Over the past few years, we have added several alternative communication channels to our robust platform – including Enterprise Voice, OTT/IP Messaging, Email, RCS Business Messaging and Chatbots, to comprehensively address the digital communication requirements of our enterprise customers.

To further focus energies towards new product and higher value add to enterprise customers, we have established dedicated Strategic Business Units to drive business momentum around 3 product areas: (i) Digital Identity and Security solutions; (ii) Email; and (iii) Chatbot solutions.

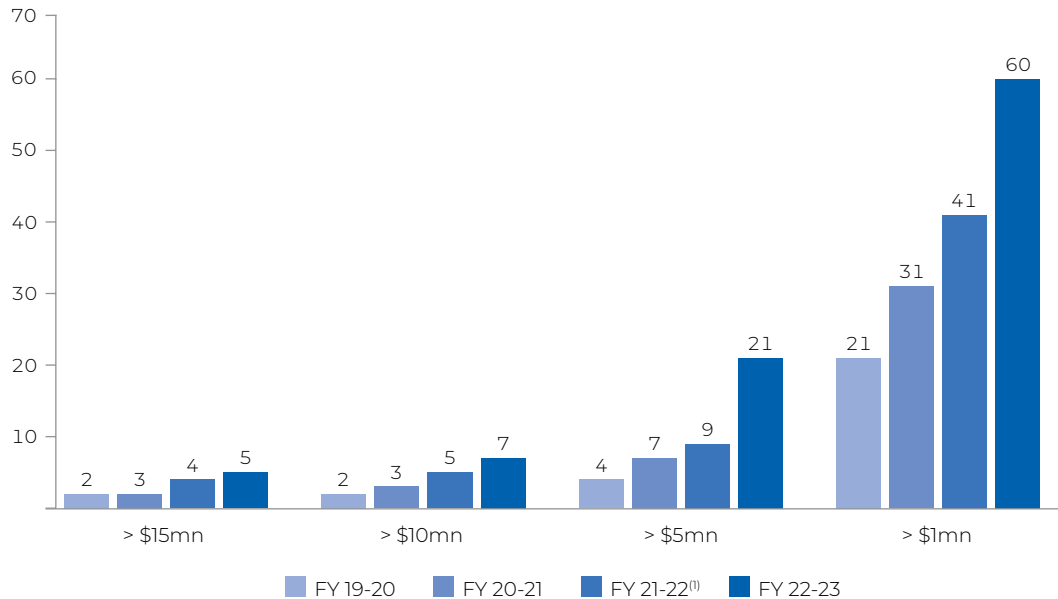
### Driving Product momentum through Dedicated SBUs



## Customer centric approach

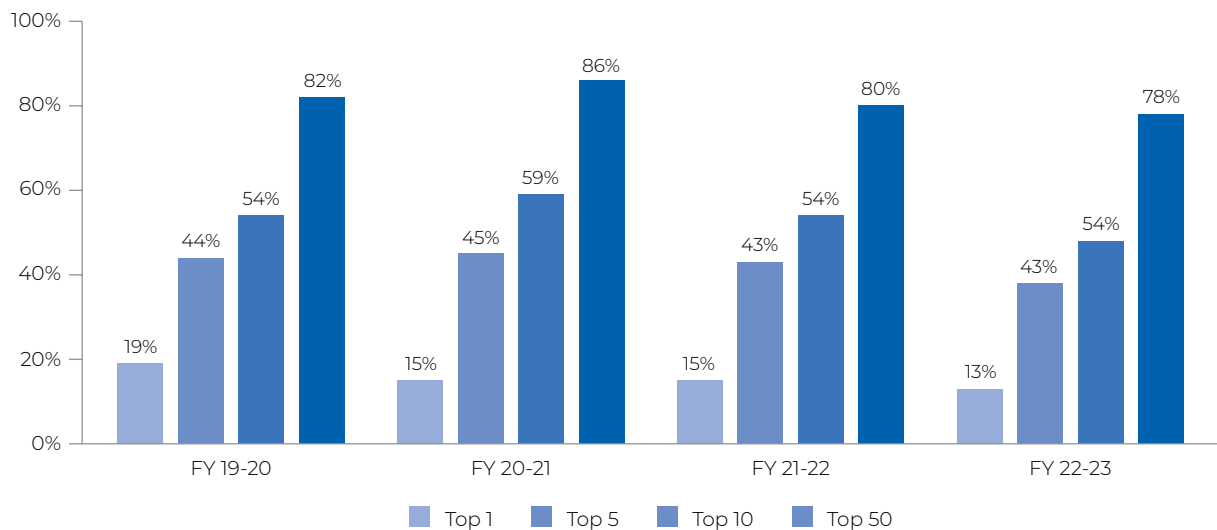
Our hunting and mining strategy continues to deliver strong results. Our sales teams are focused on acquiring large enterprise clients globally, and the customer success team is focused exclusively on capturing a higher share of digital communication spend of these enterprise clients. This reflects in our client concentration analysis provided below.

### Client by Account Size



(1) Excludes MRM (one of the clients of RML) from this analysis post acquisition.

### Client Concentration



## Opportunities and Threats

### Opportunities

- Rapid adoption of digital identity and fraud prevention solutions by enterprises will create tremendous opportunity for the solutions brought to market by TruSense.
- Replacement of traditional communication methodologies (for instance customer support through call centres) with new interactive

communication solutions (for instance chatbots running over RCS or IP based messaging channels) in order to provide prompt support and richer experience (using videos/ audio and graphic content) to end customers is creating strong momentum around Route Mobile's next gen product offerings.





- RML's omni-channel platform approach positions it as a partner of choice in an environment where enterprises have multiple options of communication channels to reach their customers.
- Firewall solutions (analytics and monetisation solutions for MNOs) continue to witness growing demand, as more and more MNOs adopt these solutions to enhance their revenue streams.

### Threats

- Sudden introduction of disruptive technologies that could lead to enterprises reducing spend on

current form of A2P messaging. This requires A2P messaging solution providers to look beyond the horizon in terms of technologies being adopted by the industry.

- Regulatory requirements across regions could change, affecting business potential in individual markets. It is essential for A2P solution providers to be aware of key regulatory requirements to ensure business compliance in multiple jurisdictions.
- Increasing competition from players seeking to expand presence across their core markets.

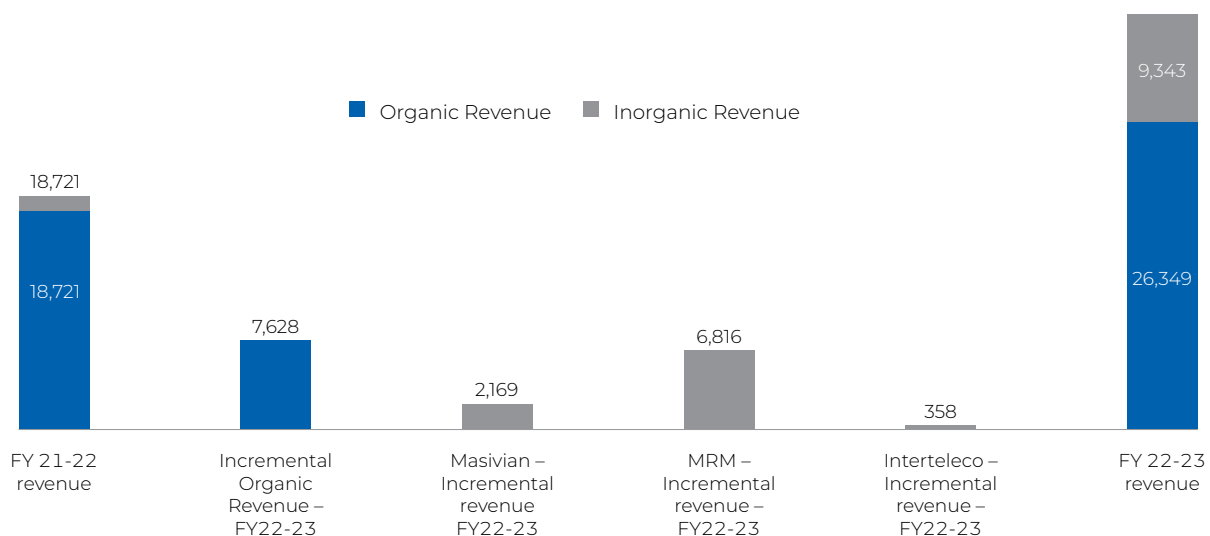
## Financial performance

### Consolidated Income Statement and Key Financial Metrics

Particulars	₹ crore		
	FY2023	FY2022	Y-o-Y Growth
Revenue from operations	3,569.23	2,002.03	78.28%
Other Income	39.40	20.06	96.40%
Total Revenue	3,608.63	2,022.09	78.46%
Gross Profit	786.67	419.52	87.52%
Gross Profit Margin (%)	22.04%	20.95%	
EBITDA (Non-GAAP)	456.56	257.63	77.21%
EBITDA Margin (%)	12.79%	12.87%	
PBT	381.50	195.22	95.42%
PBT Margin (%)	10.69%	9.75%	
PAT	333.11	170.08	95.85%
PAT Margin (%)	9.33%	8.50%	

Revenue from operations in FY2023 grew on the back of sustained growth in revenue from existing clients, onboarding of several large global clients and increasing contribution of businesses acquired in FY2022. Following chart provides an analysis of organic and inorganic revenue for the year.

### Revenue Growth Analysis (in ₹ mn)



At a consolidated level, the gross profit margin expanded from 20.95% in FY2022 to 22.04% in FY2023.

Employee Expenses grew from ₹ 126.12 crore in FY2022 to ₹ 196.90 crore in FY2023. Employee expenses include employee stock option (ESOP) expenses (non-cash in nature) of ₹ 15.59 crore in FY2023.

Other Expenses increased from ₹ 74.76 crore in FY2022 to ₹ 145.62 crore in FY2023. Increase in Other Expenses was primarily due to increase in Internet, data

centre and cloud services; and travel and conveyance (primarily due to increased business conferences and client meetings), legal and professional charges and commission expenses (largely related to M.R Messaging compensation structure) amongst other costs.

EBITDA (Non-GAAP) increased from ₹ 257.63 crore in FY2022 to ₹ 456.56 crore in FY2023. Detailed computation of EBITDA (Non-GAAP) is provided in the table below.

## Reconciliation of Consolidated Profit before tax (PBT) to EBITDA (Non-GAAP)

Particulars	(in ₹ crore)	
	Year ended	
	31.03. 2023	31.03.2022
<b>Profit before tax (Ind AS)</b>	381.49	195.22
(-) Other income	39.40	20.06
(+) Finance costs	20.45	5.16
<b>EBIT</b>	<b>362.55</b>	<b>180.31</b>
(+) Depreciation and amortisation expense	81.60	38.32
(+) Employee stock option expense (non-cash)	15.59	18.87
(+) Net loss on foreign currency transactions and translation	4.99	20.13
(+) MRM's Bad Debt written-off (pertaining to pre-acquisition period)	5.85	-
(-) Capitalised cost	14.01	-
<b>EBITDA (Non-GAAP)</b>	<b>456.56</b>	<b>257.63</b>

Depreciation and amortisation increased from ₹38.32 crore in FY2022 to ₹81.60 crore in FY2023. In FY2022, we acquired Sendclean, Masiv, Interteleco and M.R Messaging, and full year amortisation of intangible assets (identified as part of purchase price allocation for acquisitions) increased from ₹23.31 crore in FY2022 to ₹60.11 crore in FY2023.

Finance costs stood at ₹20.45 crore in FY2023, compared to ₹5.16 crore in FY2022. This increase in the finance cost primarily relates to unwinding cost (interest cost) of ₹11.71 crore on the future purchase consideration to be paid to the erstwhile shareholders of the acquired entities.

## Consolidated Balance Statement Summary and Key Financial Ratios

Particulars	All figures in INR crores, unless specified	
	FY2023	FY2022
Trade receivables	701.54	487.05
Days Sales Outstanding (on total revenue) (#)	62	64
Current Ratio (#)	2.28	1.85
Debt : Equity ratio (#)	0.05	0.00
Return on Equity (%)	19%	15%
Interest Coverage Ratio (#)	18	35



The Company has maintained healthy operating parameters from a balance sheet perspective.

Trade Receivables have increased in FY2023 reflecting growth in revenue from operations. Days Sales Outstanding has decreased from 64 days in FY2022 to 62 days in FY2023.

Current Assets increased from ₹1,668.66 crore in FY2022 to ₹1,786.69 crore in FY2023, whereas Current Liabilities increased from ₹661.25 crore to ₹783.16 crore over the same period.

The Interest Coverage ratio stood at 18 in FY2023, compared to 35 in FY2022.

## Human Resources

RML employs 1,112 employees (at a consolidated level) as on March 31, 2023. Of this, Call2Connect has a headcount of 390. RML has deployed 812 resources in India, and 300 resources across multiples global locations. The Technology team comprises 309 resources, focused primarily on developing new capabilities within the messaging platform, and creating next generation messaging solutions which address enterprises' communication requirements and solutions to optimize monetisation for Mobile Network Operators. RML closed FY2022 with a headcount of 936 employees (at a consolidated level), of which Call2Connect employed 209 resources as on March 31, 2022.

## Standalone Income Statement and Key Financial Metrics

Particulars	All figures in ₹ crore		
	FY2023	FY2022	Y-o-Y Growth
Revenue from Operations	535.80	333.81	60.51%
Other Income	95.22	40.21	136.81%
Total Revenue	631.02	374.02	68.71%
Gross Profit	124.26	86.00	44.49%
Gross Profit Margin (%)	23.19%	25.76%	
EBITDA	49.33	23.99	105.63%
EBITDA Margin (%)	9.21%	7.19%	
PBT	109.83	33.42	228.64%
PBT Margin (%)	20.49%	10.01%	
PAT	89.83	27.76	223.60%
PAT Margin (%)	16.76%	8.32%	

Revenue from operations increased by 60.51% in FY2023 on the back on several large new customers on-board in the domestic market.

Other income includes Dividend declared by subsidiary company of ₹36.84 crore in FY2023.

Employee Expenses increased from ₹54.72 crore in FY2022 to ₹62.89 crore in FY2023. Employee stock option expenses in FY2023 stood at ₹12.94 crore.

Other Expenses increased from ₹16.37 crore in FY2022 to ₹24.63 crore in FY2023 primarily due to increase in costs associated with internet, data centre and cloud services, travel and conveyance and legal and professional fees.

EBITDA increased from ₹23.99 crore in FY2022 to ₹49.33 crore in FY2023. EBITDA calculation are provided in the table below.

₹ crore

Particulars	Year ended	
	31.03.2023	31.03.2022
<b>Profit before tax (Ind AS)</b>	109.48	33.42
(-) Other income	95.22	40.20
(+) Finance costs	2.15	1.92
(+) Exceptional item- Impairment	5.00	5.00
<b>EBIT</b>	21.41	0.14
(+) Depreciation and amortisation expense	14.98	14.78
(+) Employee stock option expense (non-cash)	12.94	9.08
(+) Net loss on foreign currency transactions and translation	-	0.00
<b>EBITDA (Non-GAAP)</b>	49.33	23.99
<b>EBITDA margin % on a Non-GAAP basis</b>	9.21%	7.19%

Depreciation and amortisation increased from ₹14.78 crore in FY2022 to ₹14.98 crore in FY2023.

Finance costs increased from ₹1.92 crore in FY2022 to ₹2.15 crore in FY2023.

PAT increased from ₹27.76 crore in FY2022 to ₹89.57 crore in FY2023.

During the year ended March 31, 2023, the company has made a provision of ₹5 crore towards impairment in the value of its investment in Call2Connect India Private Limited, due to business losses incurred by this subsidiary.

## Standalone Balance Statement Summary and Key Financial Ratios

All figures in INR crores, unless specified

Particulars	FY2023	FY2022
Trade receivables	160.68	1 11. 68
Days Sales Outstanding (on revenue from operations) (#)	76	171
Current Ratio (#)	8.81	13.64
Debt: Equity ratio (#)	-	0.00
Return on Equity (%)	8%	4%
Interest coverage for FY2023	0	0

## Human Resources

Route Mobile Limited employs 404 employees (on a standalone basis) as on March 31, 2023.

### Risks and concerns: Principal risks and uncertainties:

There are a number of potential risks and uncertainties, which could have a material impact on the company's long-term performance and could cause actual results to differ materially from expected results.

## Liquidity risk

The Company seeks to manage financial risk by ensuring sufficient liquidity is available to meet foreseeable needs and to invest cash assets safely and profitably. External funding facilities are managed to ensure that both short-term and longer-term funding is available to provide short-term flexibility whilst providing sufficient funding to the company's forecast working capital requirements.



### Credit risk

The Company extends credit to customers of various durations depending on customer creditworthiness and industry custom and practice for the product or service. In the event that a customer proves unable to meet payments when they fall due, the company will suffer adverse consequences. To manage this, the company continually monitors credit terms to ensure that no single customer is granted credit inappropriate to its credit risk.

### Competitor risk

The Company operates in a highly competitive market with rapidly changing product and pricing innovations. We are subject to the threat of our competitors launching new products in our markets (including updating product lines) before we make corresponding updates and development to our own product range. This could render our products and services out-of-date and could result in loss of market share. To reduce this risk, we undertake new product development and maintain strong supplier relationships to ensure that we have products at various stages of the life cycle.

Competitor risk also manifests itself in price pressures which are usually experienced in more mature markets. This results not only in downward pressure on our gross margins but also in the risk that our products are not considered to represent value for money. The company therefore monitors market prices on an ongoing basis.

### Internal Financial Controls, their adequacy and Internal Auditors

The Company has established a robust framework for internal financial controls. The Company has in place adequate controls, procedures and policies, ensuring orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of accounting records and timely preparation of reliable financial information. During the year, such controls were assessed and no reportable material weaknesses in the design or operation were observed. Accordingly, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the FY 2022-23.

The Board has appointed M/s Pipalia Singhal & Associates, Chartered Accountants, Mumbai as the Internal Auditor of the Company to conduct the internal audit basis a detailed internal audit plan which is reviewed each year in consultation with the Audit Committee.

**Disclaimer** - Management uses the non-GAAP financial information, collectively, to evaluate its ongoing operations and for internal planning and forecasting purposes. Non-GAAP financial information is presented for supplemental informational purposes only, should not be considered a substitute for financial information presented in accordance with Indian Accounting Standard (Ind AS), and may be different from similarly-titled non-GAAP measures used by other companies.

# Independent Auditor's Report

## To the Members of Route Mobile Limited

### Report on the Audit of the Standalone Financial Statements

#### Opinion

1. We have audited the accompanying standalone financial statements of **Route Mobile Limited** ('the Company'), which comprise the Balance Sheet as at **31 March 2023**, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year then ended, and notes to the standalone financial statements, including a summary of the significant accounting policies and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ('Ind AS') specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2023, and its profit (including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

#### Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Key Audit Matters

4. Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.
5. We have determined the matter(s) described below to be the key audit matters to be communicated in our report.



## Independent Auditors Report on the Audit of the Standalone Financial Statements

### Key audit matters

#### Impairment assessment of Investment in Subsidiaries

Refer note 1(x) to the accompanying standalone financial statements for accounting policies and 4 for financial disclosures with respect to carrying value of investments in subsidiaries.

Amongst other investments, the Company has investments in equity shares of three subsidiary companies, Send Clean Private Limited (Formerly known as Cellent Technologies (India) Pvt. Ltd.), Start Corp India Private Limited and Call 2 Connect India Private Limited, amounting to ₹ 11.61 crore, ₹ 2.30 crore and ₹ 18.76 crore (net of provision for diminution in the value of investment of ₹ 10 crore) respectively. These investments are carried at cost less any diminution in value in accordance with Ind AS 27, Separate Financial Statements.

As at 31 March 2023, the carrying amount of investments in the aforementioned three subsidiaries is higher than the net worth of the aforementioned subsidiaries, which has been identified as an impairment indicator by the management in accordance with the principles of Ind AS 36, Impairment of Assets ('Ind AS 36').

Accordingly, the management has performed detailed impairment testing for such investments in subsidiaries by carrying out a valuation with the help of an independent valuation specialist as a management's expert using discounted cash flow ('DCF') method in order to determine the recoverable value of investments in such subsidiaries.

The assumptions underpinning the aforesaid valuation are cash flow projections, growth rates, discount rate, etc., which are inherently subjective and requires significant management judgement and estimates due to high estimation uncertainty involved.

Basis such assessment done by the management, the carrying value of the investment was impaired by ₹ 5 crore in the current year (For the year ended 31<sup>st</sup> March 2022 ₹ 5 crore) as disclosed in note 4 to the standalone financial statements.

However, due to their materiality in the context of the standalone financial statements and significant degree of judgement and subjectivity involved in the estimates and key assumptions used as above, this is considered to be the area which requires significant audit focus and accordingly, the matter is determined as a key audit matter for the current year audit.

### How our audit addressed the key audit matters

Our procedures in relation to the impairment assessment of investment in subsidiaries included, but were not limited to the following:

- Obtained an understanding of the management process for identification of possible impairment indicators and process followed by the management for impairment testing.
- Evaluated the design and tested the operating effectiveness of controls over the Company's process of impairment assessment and approval of forecasts.
- Assessed the appropriateness of the accounting policy adopted by the management in accordance with Ind AS 36.
- Obtained the management's external valuation specialist's report on determination of recoverable amount and also assessed the professional competence, expertise and objectivity of the management expert.
- Assessed the valuation methodology and assumptions used by the management's expert to estimate the recoverability of investment with the help of auditor's valuation experts.
- Evaluated the appropriateness of the assumptions applied in determining key inputs such as terminal growth rate and discount rates, which included assessments based on our knowledge of the business and external market conditions.
- Traced the The cash flow projections used above to approved business plans and compared the previous forecast to actual results in order to assess the Company's ability to forecast such projections accurately.
- Tested mathematical accuracy of the projections and applied independent sensitivity analysis to the key assumptions mentioned above to determine and focus on inputs with high estimation uncertainty.
- Assessed the appropriateness and adequacy of the disclosures made by the management in note 4 to the standalone financial statements in accordance with the requirements of the accounting standards.



# Independent Auditors Report on the Audit of the Standalone Financial Statements

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## Key audit matters

### Impairment assessment of Goodwill

Refer note 1(xii) for the accounting policy and note 3(b) for the disclosures made in the accompanying standalone financial statements with respect to Goodwill aggregating to ₹ 9.22 crore as at 31 March 2023 recognised in earlier year pertaining to acquisition of Sarv Webs Private Limited.

The Company has performed annual impairment test for the carrying value of goodwill in accordance with the requirements of Ind AS 36, Impairment of Assets ('Ind AS 36').

The determination of the recoverable value requires management to make certain key estimates and assumptions including forecast of future cash flows, long-term growth rates, profitability levels and discount rates, etc. Changes in these assumptions could lead to an impairment to the carrying value of the goodwill.

Considering goodwill balance is significant to the standalone financial statements and auditing management judgement and estimates as stated above involves high degree of subjectivity and require significant auditor judgement, assessment of carrying value of goodwill is considered as a key audit matter for the current year audit.

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## How our audit addressed the key audit matters

Our procedures in relation to testing of impairment of goodwill included but were not limited to the following:

- Evaluated the appropriateness of the accounting policy adopted by the management in accordance with Ind AS 36 and understood the management's process to identify separate Cash Generating Units (CGUs) and perform required annual impairment testing of goodwill.
  - Evaluated the design and tested the operating effectiveness of the Company's control over the assessment of carrying value of goodwill.
  - Reviewed the allocation of the goodwill to the CGUs as identified by the management.
  - Traced the cash flow forecasts determined by the management for such CGUs to approved business plans, assessed the reasonability of the assumptions used in the forecasts with our understanding of the business and external market conditions, as relevant, and verified the historical trend of the past performance to evaluate consistency in such assumptions.
  - Obtained the management's external valuation specialist's report on determination of recoverable amount and also assessed the competence, expertise and objectivity of the management expert.
  - Involved our auditor's valuation experts to assess the valuation assumptions used and methodology considered by the management's expert to calculate the recoverable amount and the mathematical accuracy of these calculations.
  - Performed sensitivity analysis on the key assumptions to evaluate the possible variation on the current recoverable amount to ascertain the sufficiency of headroom available.
  - Evaluated the appropriateness and adequacy of disclosures given in the standalone financial statements, including disclosure of significant assumptions and judgements used by management, in accordance with applicable accounting standards.
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## Independent Auditors Report on the Audit of the Standalone Financial Statements

### Information other than the Financial Statements and Auditor's Report thereon

6. The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Management discussion and Analysis and Directors' Report, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

7. The accompanying standalone financial statements have been approved by the Company's Board of Directors. The Company's Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS specified under Section 133 of the Act and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

8. In preparing the financial statements, the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intend to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
9. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

### Auditor's Responsibilities for the Audit of the Standalone Financial Statements

10. Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.
11. As part of an audit in accordance with Standards on Auditing, specified under Section 143(10) of the Act, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:
  - Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
  - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system with reference

# Independent Auditors Report on the Audit of the Standalone Financial Statements

to financial statements in place and the operating effectiveness of such controls;

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
  - Conclude on the appropriateness of Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions.
  - That may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern;
  - Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation;
12. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
13. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
14. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our

report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## Report on Other Legal and Regulatory Requirements

15. As required by Section 197(16) of the Act based on our audit, we report that the Company has paid remuneration to its directors during the year in accordance with the provisions of and limits laid down under Section 197 read with Schedule V to the Act.
16. As required by the Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of Section 143(11) of the Act we give in Annexure I, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
17. Further to our comments in Annexure I, as required by Section 143(3) of the Act based on our audit, we report, to the extent applicable, that:
- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the accompanying standalone financial statements;
  - b) in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c) The standalone financial statements dealt with by this report are in agreement with the books of account;
  - d) in our opinion, the aforesaid standalone financial statements comply with Ind AS specified under Section 133 of the Act;
  - e) On the basis of the written representations received from the directors and taken on record by the Board of;
  - f) Directors, none of the directors is disqualified as on 31 March 2023 from being appointed as a director in terms of Section 164(2) of the Act;
  - g) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company as on 31 March 2023 and the operating effectiveness of such controls, refer to our separate Report in Annexure II wherein we have expressed an unmodified opinion; and



## Independent Auditors Report on the Audit of the Standalone Financial Statements

- h) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
- i. the Company, as detailed in note 38 to the standalone financial statements, has disclosed the impact of pending litigations on its financial position as at 31 March 2023.
  - ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2023;
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended 31 March 2023;
  - iv.
    - a. The management has represented that, to the best of its knowledge and belief, other than, as disclosed in note 52(v) to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Company to or in any person(s) or entity(ies), including foreign entities ('the intermediaries'), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
    - b. The management has represented that, to the best of its knowledge and belief, as disclosed in note 52(vi) to the standalone financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
  - c. Based on such audit procedures performed as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the management representations under sub-clauses (a) and (b) above contain any material misstatement.
  - v. The interim dividend declared and paid by the Company during the year ended 31 March 2023 and until the date of this audit report is in compliance with Section 123 of the Act.  
  
The final dividend paid by the Company during the year ended 31 March 2023 in respect of such dividend declared for the previous year is in accordance with Section 123 of the Act to the extent it applies to payment of dividend.  
  
As stated in note 51 to the accompanying standalone financial statements, the Board of Directors of the Company have proposed final dividend for the year ended 31 March 2023 which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.
  - vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 requires all companies which use accounting software for maintaining their books of account, to use such an accounting software which has a feature of audit trail, with effect from the financial year beginning on 1 April 2023 and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 (as amended) is not applicable for the current financial year.

For **Walker Chandiok & Co LLP**  
Chartered Accountants  
Firm's Registration No.: 001076N/N500013

**Bharat Shetty**  
Partner  
Membership No.: 106815

**UDIN:** 23106815BGYCAI3723

**Place:** Mumbai  
**Date:** 19 May 2023

**Annexure I referred to in Paragraph 16 of the Independent Auditor's Report of even date to the members of Route Mobile Limited on the standalone financial statements for the year ended 31 March 2023**

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment and right of use assets.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) The property, plant and equipment and right of use assets have been physically verified by the management during the year and no material discrepancies were noticed on such verification. In our opinion, the frequency of physical verification programme adopted by the Company, is reasonable having regard to the size of the Company and the nature of its assets.
- (c) The title deeds of all the immovable properties held by the Company (other than properties where the Company is the lessee and the lease

agreements are duly executed in favour of the lessee) are held in the name of the Company.

- (d) The Company has not revalued its Property, Plant and Equipment including Right of Use assets or intangible assets during the year.
- (e) No proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- (ii) (a) The Company does not hold any inventory. Accordingly, reporting under clause 3(ii)(a) of the Order is not applicable to the Company.
- (b) The Company has not been sanctioned working capital limits by banks or financial institutions on the basis of security of current assets during any point of time of the year. Accordingly, reporting under clause 3(ii)(b) of the Order is not applicable to the Company.
- (iii) (a) The Company has provided loans and guarantee to Subsidiaries during the year as per details given below:

Particulars	(₹ in crore)	
	Guarantees	Loans
Aggregate amount granted / provided during the year		
-Subsidiaries	141.64	177.28
Balance outstanding as at balance sheet date in respect of above cases		
-Subsidiaries	305.86	180.17

- (b) In our opinion, and according to the information and explanations given to us, the investments made, guarantees provided and terms and conditions of the grant of all loans and guarantees provided are, prima facie, not prejudicial to the interest of the Company.
- (c) In respect of loans granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated and the

repayments/receipts of principal and interest are regular.

- (d) There is no overdue amount in respect of loans granted to such companies as at 31 March 2023.
- (e) The Company has granted loans which had fallen due during the year and such loans were extended during the year. The details of the same have been given below:



## Annexure I referred to in Paragraph 16 of the Independent Auditor's Report of even date to the members of Route Mobile Limited on the standalone financial statements for the year ended 31 March 2023

(₹ in crore)				
Name of the party	Total loan amount granted during the year	Aggregate amount of overdue of existing loans renewed or extended or settled by fresh loans	Nature of extension (i.e. renewed/extended/fresh loan provided)	Percentage of the aggregate to the total loans or advances in the nature of loans granted during the year
Routesms Solutions FZE	NIL	173.51	Extension	NIL
Call 2 Connect India Private Limited	10.10	15.97	Extension	158.12%

- (f) The Company has not granted any loan, which are repayable on demand or without specifying any terms or period of repayment.
- (iv) In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of loans and investments made and guarantees and security provided by it, as applicable.
- (v) In our opinion, and according to the information and explanations given to us, the Company has not accepted any deposits or there are no amounts which have been deemed to be deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, reporting under clause 3(v) of the Order is not applicable to the Company.
- (vi) The Central Government has not specified maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of Company's services/business activity. Accordingly, reporting under clause 3(vi) of the Order is not applicable.
- (vii) (a) In our opinion, and according to the information and explanations given to us, the Company is regular in depositing undisputed statutory dues including goods and services tax, duty of customs, provident fund, employees' state insurance, income-tax and other material statutory dues, as applicable, with the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no statutory dues referred in sub-clause (a) which have not been deposited with the appropriate authorities on account of any dispute except for the following:

### Statement of disputed dues

Name of the statute	Nature of dues	Amount (₹ in crore)	Amount paid under Protest (₹ in crore)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income tax	13.74	2.75	2019-20 (Assessment year)	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income tax	3.81	0.76	2015-16 (Assessment year)	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income tax	2.54	0.51	2014-15 (Assessment year)	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income tax	0.30	0.06	2013-14 (Assessment year)	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income tax	1.50	0.30	2016-17 (Assessment year)	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income tax	11.17	-	2017-18 (Assessment year)	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income tax	9.66	-	2018-19 (Assessment year)	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income tax	15.29	-	2020-21 (Assessment year)	Commissioner of Income Tax (Appeals)
Finance Act, 1994	Service Tax	0.25	-	Financial Year 2014-15	Assistant Commissioner, CGST

**Annexure I referred to in Paragraph 16 of the Independent Auditor's Report of even date to the members of Route Mobile Limited on the standalone financial statements for the year ended 31 March 2023**

- (viii) According to the information and explanations given to us, no transactions were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) which have not been recorded in the books of accounts.
- (ix) According to the information and explanations given to us, the Company does not have any loans or other borrowings from any lender. Accordingly, reporting under clause 3(ix) of the Order is not applicable to the Company.
- (x) (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments), during the year. Accordingly, reporting under clause 3(x)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or (fully, partially or optionally) convertible debentures during the year. Accordingly, reporting under clause 3(x)(b) of the Order is not applicable to the Company.
- (xi) (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company has been noticed or reported during the period covered by our audit.
- (b) According to the information and explanations given to us including the representation made to us by the management of the Company, no report under sub-section 12 of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014, with the Central Government for the period covered by our audit.
- (c) According to the information and explanations given to us including the representation made to us by the management of the Company, there are no whistle-blower complaints received by the Company during the year.
- (xii) The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, reporting under clause 3(xii) of the Order is not applicable to the Company.
- (xiii) In our opinion and according to the information and explanations given to us, all transactions entered into by the Company with the related parties are in compliance with Sections 177 and 188 of the Act, where applicable. Further, the details of such related party transactions have been disclosed in the standalone financial statements, as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified in Companies (Indian Accounting Standards) Rules 2015 as prescribed under Section 133 of the Act.
- (xiv) (a) In our opinion and according to the information and explanations given to us, the Company has an internal audit system as required under Section 138 of the Act which is commensurate with the size and nature of its business.
- (b) We have considered the reports issued by the Internal Auditors of the Company till date for the period under audit.
- (xv) According to the information and explanation given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and accordingly, reporting under clause 3(xv) of the Order with respect to compliance with the provisions of Section 192 of the Act are not applicable to the Company.
- (xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clauses 3(xvi)(a),(b) and (c) of the Order are not applicable to the Company.
- (d) Based on the information and explanations given to us and as represented by the management of the Company, the Company (as defined in Core Investment Companies (Reserve Bank) Directions, 2016) does not have any CIC.
- (xvii) The Company has not incurred any cash loss in the current as well as the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable to the Company.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the plans of the Board of Directors and management and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe





## Annexure I referred to in Paragraph 16 of the Independent Auditor's Report of even date to the members of Route Mobile Limited on the standalone financial statements for the year ended 31 March 2023

that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.

(xx) According to the information and explanations given to us, the Company does not have any unspent amounts towards Corporate Social Responsibility in respect of any ongoing or other than ongoing project as at the end of the financial year. Accordingly, reporting under clause 3(xx) of the Order is not applicable to the Company.

(xxi) The reporting under clause 3(xxii) of the Order is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm's Registration No.: 001076N/N500013

**Bharat Shetty**

Partner

Membership No.: 106815

**UDIN:** 23106815BGYCAI3723

**Place:** Mumbai

**Date:** 19 May 2023

**Annexure II to the Independent Auditor's Report of even date to the members of Route Mobile limited, on the standalone financial statements for the year ended 31 March 2023**

**Independent Auditor's Report on the internal financial controls with reference to the standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')**

1. In conjunction with our audit of the standalone financial statements of Route Mobile limited ('the Company') as at and for the year ended 31 March 2023, we have audited the internal financial controls with reference to financial statements of the Company as at that date.

**Responsibilities of Management and Those Charged with Governance for Internal Financial Controls**

2. The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Company's business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

**Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Standalone Financial Statements**

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India ('ICAI') prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and

the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ('the Guidance Note') issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements includes obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to standalone financial statements.

**Meaning of Internal Financial Controls with Reference to Financial Statements**

6. A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that



## Annexure II to the Independent Auditor's Report of even date to the members of Route Mobile limited, on the standalone financial statements for the year ended 31 March 2023

transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### Inherent Limitations of Internal Financial Controls with Reference to Standalone Financial Statements

7. Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### Opinion

8. In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to standalone financial statements and such controls were operating effectively as at 31 March 2023, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm's Registration No.: 001076N/N500013

### Bharat Shetty

Partner

Membership No.: 106815

**UDIN:** 23106815BGYCAI3723

**Place:** Mumbai

**Date:** 19 May 2023

# Balance Sheet

as at 31 March 2023

(₹ in crore, except for share data, and if otherwise stated)

	Note	As at 31 March 2023	As at 31 March 2022
<b>Assets</b>			
<b>Non-current assets</b>			
Property, plant and equipment	2 (a)	12.48	8.42
Right-of-use assets	3 (a)	11.95	14.57
Capital work-in-progress	2 (b)	1.09	-
Goodwill	3(b)	10.29	10.29
Other Intangible assets	3(b)	19.41	27.10
<b>Financial assets</b>			
Investments in subsidiaries	4	38.95	41.47
Loans	5	-	14.15
Other financial assets	6	6.33	1.34
Deferred tax assets (net)	7	7.58	5.17
Non-current tax assets (net)	8	13.37	13.84
Other non-current assets	9	1.33	0.49
		<b>122.78</b>	<b>136.84</b>
<b>Current assets</b>			
<b>Financial assets</b>			
Investments	10	13.88	13.38
Trade receivables	11	160.68	111.68
Cash and cash equivalents	12	144.43	190.25
Other bank balances	13	366.21	609.91
Loans	5	353.68	201.98
Other financial assets	14	27.32	14.32
Other current assets	15	81.55	49.78
		<b>1,147.75</b>	<b>1,191.30</b>
		<b>1,270.53</b>	<b>1,328.14</b>
<b>Total assets</b>			
<b>Equity and liabilities</b>			
<b>Equity</b>			
Equity share capital	16	62.44	62.87
Other equity	17	1,064.02	1,162.10
		<b>1,126.46</b>	<b>1,224.97</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
<b>Financial liabilities</b>			
Lease liabilities	40	9.90	12.16
Provisions	18	3.92	3.66
		<b>13.82</b>	<b>15.82</b>
<b>Current liabilities</b>			
<b>Financial liabilities</b>			
Lease liabilities	40	3.10	2.67
Trade payables	19	-	-
-Total outstanding dues of micro enterprises and small enterprises		0.52	0.62
-Total outstanding dues of creditors other than micro enterprises and small enterprises		103.60	67.30
Other financial liabilities	20	7.13	5.45
Provisions	21	1.09	0.79
Other current liabilities	22	7.75	10.52
Current tax liabilities (net)	23	7.06	-
		<b>130.25</b>	<b>87.35</b>
		<b>1,270.53</b>	<b>1,328.14</b>
<b>Total equity and liabilities</b>			
<b>Significant accounting policies and other explanatory information</b>		1 to 53	

This is the Balance Sheet referred to in our report of even date

For **Walker Chandio & Co LLP**  
Chartered Accountants  
Firm Registration No.: 001076N/N500013

**Bharat Shetty**  
Partner  
Membership No.: 106815

Place : Mumbai  
Date : 19 May 2023

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

**Sandipkumar Gupta**  
Chairman  
(DIN No. 01272932)

**Rathindra Das**  
Company Secretary  
(Membership No.: A24421)

Place : Mumbai  
Date : 19 May 2023

**Suresh Jankar**  
Chief Financial Officer



# Profit and Loss

as at 31 March 2023

(₹ in crore, except for share data, and if otherwise stated)

Particulars	Note	Year ended 31 March 2023	Year ended 31 March 2022
<b>Revenue</b>			
Revenue from operations	24	535.80	333.81
Other income	25	95.22	40.21
<b>Total income</b>		<b>631.02</b>	<b>374.02</b>
<b>Expenses</b>			
Purchases of messaging services	26	411.54	247.81
Employee benefits expense	27	62.89	54.72
Finance costs	28	2.15	1.92
Depreciation and amortisation expense	29	14.98	14.78
Other expenses	30	24.63	16.37
<b>Total expenses</b>		<b>516.19</b>	<b>335.60</b>
<b>Profit before exceptional item and tax</b>		<b>114.83</b>	<b>38.42</b>
Exceptional item- Impairment	31	5.00	5.00
<b>Profit before tax</b>		<b>109.83</b>	<b>33.42</b>
<b>Tax expense</b>	32		
Current tax		22.47	8.24
Deferred tax (credit)/charge		(2.47)	(2.58)
		<b>20.00</b>	<b>5.66</b>
<b>Profit for the year</b>		<b>89.83</b>	<b>27.76</b>
<b>Other Comprehensive income</b>			
<b>Items that will not be reclassified to profit or loss</b>			
Measurements of defined employee benefit plans		0.22	(0.76)
Income tax relating to above items		(0.06)	0.19
<b>Total other comprehensive income (net of tax)</b>		<b>0.16</b>	<b>(0.57)</b>
<b>Total comprehensive income for the year</b>		<b>89.99</b>	<b>27.19</b>
<b>Earnings per share</b>	41		
Basic (in ₹)		14.36	4.65
Diluted (in ₹)		14.36*	4.65*
Face value per share (in ₹)		10.00	10.00
*Anti-dilutive			
<b>Significant accounting policies and other explanatory information</b>	1 to 53		

This is the Statement of Profit and Loss referred to in our report of even date.

For **Walker Chandio & Co LLP**  
Chartered Accountants  
Firm Registration No.: 001076N/N500013

**Bharat Shetty**  
Partner  
Membership No.: 106815

Place : Mumbai  
Date : 19 May 2023

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

**Sandipkumar Gupta**  
Chairman  
(DIN No. 01272932)

**Rathindra Das**  
Company Secretary  
(Membership No.: A24421)

Place : Mumbai  
Date : 19 May 2023

**Suresh Jankar**  
Chief Financial Officer

# Cash flow statement

for the year ended 31 March, 2023

(₹ in crore, except for share data, and if otherwise stated)

	Year ended 31 March 2023	Year ended 31 March 2022
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
<b>Profit before tax</b>	<b>109.83</b>	<b>33.42</b>
<b>Adjustments for:</b>		
Financial asset measured at amortised cost	(0.13)	(0.08)
Depreciation and amortisation expense	14.98	14.78
Interest on lease liability/finance lease obligations	1.46	1.17
Advances and trade receivable written off	0.10	0.30
Interest income on fixed deposits	(28.81)	(16.48)
Interest income on loan to subsidiary companies	(16.90)	(2.49)
Net gain arising on financial asset measured at FVTPL	(0.50)	(0.58)
Interest on income tax refund	(0.42)	-
Exceptional item- Impairment	5.00	5.00
Dividend received from Subsidiary	(36.84)	(18.59)
Provision for expected credit loss	0.89	0.60
Interest on borrowings from bank	-	0.01
Interest expenses on financial liability measured at amortised cost	0.15	0.46
Other borrowing cost	0.52	0.28
Unrealised foreign exchange (gain)	(8.62)	(0.37)
Employee stock option expense	12.94	9.08
Loss on sale of property, plant and equipment	0.02	-
Liabilities no longer payable, written back	(0.04)	(0.20)
<b>Operating profit before working capital changes</b>	<b>53.63</b>	<b>26.31</b>
<b>Adjustments for working capital:</b>		
Increase in trade receivables	(49.89)	(2.98)
Increase in financial assets and other assets	(32.96)	(44.95)
Increase/(decrease) in trade payables, provisions and other liabilities	38.40	(144.96)
<b>Cash generated from/(used in) operating activities</b>	<b>9.18</b>	<b>(166.58)</b>
Direct taxes paid (net)	(14.93)	(10.13)
<b>Net cash used in operating activities</b>	<b>(5.75)</b>	<b>(176.71)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of property, plant and equipment and intangible assets including Capital work-in-progress	(7.41)	(7.98)
Payment of purchase consideration on SARV acquisition	(4.47)	(25.53)
Proceeds from sale of property, plant and equipment	0.00	0.03
Fixed deposits placed	(2,678.88)	(7,600.05)
Fixed deposits matured	2,917.75	7,185.18
Investment in subsidiaries	0.00	(0.17)
Loans given to subsidiaries	(177.28)	(208.43)
Repayment of loans given to subsidiaries	48.29	32.95
Interest received on loan to subsidiaries	7.90	1.31
Dividend received from subsidiary	36.84	18.59
Interest received	25.60	11.20
<b>Net cash generated from/ (used in) investing activities</b>	<b>168.34</b>	<b>(592.90)</b>



# Cash flow statement

for the year ended 31 March, 2023

(₹ in crore, except for share data, and if otherwise stated)

	Year ended 31 March 2023	Year ended 31 March 2022
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from issue of equity shares on Qualified Institutional Placement	-	867.50
Proceeds from issue of equity shares on exercise of employee stock options	13.95	14.59
Buy back of shares (including expenses and tax paid)	(149.24)	-
Share issue expenses	-	(17.51)
Repayment of non-current borrowings	-	(0.21)
Interest paid	(0.52)	(0.29)
Payment of interest portion of lease liability	(1.46)	(1.17)
Payment of principal portion of lease liability	(2.78)	(2.01)
Dividend paid	(68.64)	(30.40)
<b>Net cash generated from/ (used in) financing activities</b>	<b>(208.69)</b>	<b>830.50</b>
<b>Net (decrease) /increase in cash and cash equivalents (A+B+C)</b>	<b>(46.10)</b>	<b>60.89</b>
<b>Opening balance of cash and cash equivalents</b>	<b>190.25</b>	<b>129.27</b>
Effect of currency fluctuations on cash and cash equivalents	0.28	0.09
<b>Closing balance of cash and cash equivalents</b>	<b>144.43</b>	<b>190.25</b>
Cash and cash equivalents as per financial statements (refer note 12)	144.43	190.25

**Note:**

The standalone statement of cash flows has been prepared under the indirect method as set out in Indian Accounting Standard Ind AS 7, 'Statement of Cash Flows'.

Significant Accounting Policies and other Explanatory Information

1 to 53

This is the Cash Flow Statement referred to in our report of even date.

For **Walker Chandio & Co LLP**

Chartered Accountants

Firm Registration No.: 001076N/N500013

**Bharat Shetty**

Partner

Membership No.: 106815

Place : Mumbai

Date : 19 May 2023

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

**Sandipkumar Gupta**

Chairman

(DIN No. 01272932)

**Rathindra Das**

Company Secretary

(Membership No.: A24421)

Place : Mumbai

Date : 19 May 2023

**Suresh Jankar**

Chief Financial Officer



# Statement of Changes in Equity

for the year ended 31 March, 2023

(₹ in crore, except for share data, and if otherwise stated)

## a. Equity share capital

	Number	Amount
<b>Balance as at 1 April 2021</b>	<b>5,77,13,583</b>	<b>57.71</b>
Issue of shares as Qualified Institutional Placements (QIP)	46,84,116	4.68
Issue of equity shares on exercise of employee stock options	6,45,889	0.65
Less: Equity shares held in trust for employees under ESOP Scheme	(1,70,705)	(0.17)
<b>Balance as at 31 March 2022</b>	<b>6,28,72,883</b>	<b>62.87</b>
Issue of equity shares on exercise of employee stock options	4,31,355	0.43
Less: Buy Back of Shares	(8,61,021)	(0.86)
<b>Balance as at 31 March 2023</b>	<b>6,24,43,217</b>	<b>62.44</b>

## b. Other equity

	Reserves and surplus				Total other equity
	Retained earnings	Securities premium	Share options outstanding	Capital redemption Reserve	
<b>Balance as at 1 April 2021</b>	<b>46.55</b>	<b>240.48</b>	-	-	<b>287.03</b>
Profit for the year	27.76	-	-	-	27.76
Other comprehensive income for the year	(0.57)	-	-	-	(0.57)
<b>Total Comprehensive income for the year ended 31 March 2022</b>	<b>27.19</b>	-	-	-	<b>27.19</b>
Dividend Paid	(30.41)	-	-	-	(30.41)
Issue of equity shares on exercise of employee stock options	-	19.46	-	-	19.46
Issue of equity shares on Qualified Institutional Placements (QIP)	-	862.82	-	-	862.82
Adjustment of share issue expenses of QIP (refer note 45)	-	(17.51)	-	-	(17.51)
Premium on equity shares held in trust under the ESOP scheme	-	(5.35)	-	-	(5.35)
Employee stock option expense	-	-	18.87	-	18.87
<b>Balance as at 31 March 2022</b>	<b>43.33</b>	<b>1,099.90</b>	<b>18.87</b>	-	<b>1,162.10</b>
Profit for the year	89.83	-	-	-	89.83
Other comprehensive income for the year	0.16	-	-	-	0.16
<b>Total Comprehensive income for the year ended 31 March 2023</b>	<b>89.98</b>	-	-	-	<b>89.98</b>
Dividend paid	(68.64)	-	-	-	(68.64)
Buy back of equity shares (refer note 50)	-	(119.13)	-	-	(119.13)
Transfer to capital redemption reserve	-	(0.86)	-	0.86	-
Tax on buy back of equity shares (refer note 50)	-	(27.96)	-	-	(27.96)
Expenses for buy back of equity shares (refer note 50)	-	(1.29)	-	-	(1.29)
Issue of equity shares on exercise of employee stock options	-	13.53	-	-	13.53
Employee stock option expense	-	-	15.42	-	15.42
<b>Balance as at 31 March 2023</b>	<b>64.67</b>	<b>964.19</b>	<b>34.29</b>	<b>0.86</b>	<b>1,064.02</b>

Significant accounting policies and other explanatory information 1 to 53

This is the Statement of Changes in Equity referred to in our report of even date.

For **Walker Chandio & Co LLP**  
Chartered Accountants  
Firm Registration No.: 001076N/N500013

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

**Bharat Shetty**  
Partner  
Membership No.: 106815

**Sandipkumar Gupta**  
Chairman  
(DIN No. 01272932)

**Suresh Jankar**  
Chief Financial Officer

**Rathindra Das**  
Company Secretary  
(Membership No.: A24421)

Place : Mumbai  
Date : 19 May 2023

Place : Mumbai  
Date : 19 May 2023



# Notes to Standalone Financial Statements

as at and for the year ended 31 March 2023

## Company Overview

Route Mobile Limited ("the Company") is a public limited company incorporated and domiciled in India. The registered office of the Company is located at 4<sup>th</sup> Dimension, 3<sup>rd</sup> Floor, Mind Space, Malad (West), Mumbai 400064. The Company was listed on BSE limited and National Stock Exchange of India Limited on 21 September 2020.

The Company was incorporated on 14 May 2004. The Company is a cloud communication provider to enterprises, over-the-top players and mobile network operators.

The standalone financial statements for the year ended 31 March 2023 were approved by Board of Directors and authorised for issue on 19 May 2023.

## 1 Significant accounting policies and assumptions

### (i) Statement of compliance

The Company has prepared its standalone financial statements to comply in all material respects with the provisions of the Companies Act, 2013 (the "Act") and rules framed thereunder and guidelines issued by the Securities and Exchange Board of India (SEBI). In accordance with the notification issued by the Ministry of Corporate Affairs, the Company has adopted Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) under Section 133 of the Act and other relevant provisions of the Act.

The standalone financial statements have been prepared under the historical cost convention and on accrual basis, except for certain financial assets and liabilities, defined benefit plan liabilities measured at fair value.

Current and non-current classification: All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule III of the Act. Based on the nature of service and time taken between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as twelve months for the purpose of the classification of assets and liabilities into current and non-current.

### (ii) Critical estimates and judgements

The preparation of these financial statements in conformity with Ind AS requires management to make estimates, assumptions and exercise judgement in applying the accounting policies that affect the reported amounts of assets, liabilities and disclosure of contingent liabilities at the date of financial statements and the reported amounts of income and expenses during the year.

The Management believes that these estimates are prudent and reasonable and are based upon the Management's best knowledge of current events and actions. Actual results could differ from these estimates and differences between actual results and estimates are recognised in the periods in which the results are known or materialised.

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed.

#### • Impairment of investments in subsidiaries

Determining whether the investments in subsidiaries are impaired requires an estimate in the value in use of investments. The Company reviews its carrying value of investments carried at cost annually, or more frequently when there is an indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for. In considering the value in use, the Board of directors have anticipated the future market conditions and other parameters that affect the operations of these entities.

#### • Useful lives of property, plant and equipment and intangible assets

The Company reviews the useful lives of property, plant and equipment and intangible assets at the end of each reporting period. This reassessment may result in change in depreciation and amortisation expense in future periods.

#### • Valuation of deferred tax assets

The Company reviews the carrying amount of deferred tax assets at the end of each reporting period.

# Notes to Standalone Financial Statements

as at and for the year ended 31 March 2023

- **Defined benefit obligation**

The cost of post-employment benefits is determined using actuarial valuations. The actuarial valuation involves making assumptions about discount rates, future salary increases and mortality rates. Due to the long term nature of these plans, such estimates are subject to significant uncertainty.

- **Fair value of financial instruments**

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. In applying the valuation techniques, management makes maximum use of market inputs and uses estimates and assumptions that are, as far as possible, consistent with observable data that market participants would use in pricing the instrument. Where applicable data is not observable, management uses its best estimate about the assumptions that market participants would make. These estimates may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date.

- **Impairment of financial assets**

The impairment provisions for financial assets disclosed are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

- **Impairment of Goodwill**

The Company estimates the value in use of the cash generating unit (CGU) to which Goodwill is associated, based on the future cash flows, growth rate, applicable discount rate and anticipated future economic and regulatory conditions. The estimated cash flows are developed using internal forecasts. The discount rate used for the CGU represents the weighted average cost of capital based on the historical market returns of comparable companies.

- **Research and development costs**

Management monitors progress of internal research and development projects by using a project judgement is required in distinguishing research from the development phase. Development costs are recognised as an asset when all the criteria

are met, whereas research costs are expensed as incurred.

Management also monitors whether the recognition requirements for development costs continue to be met. This is necessary due to inherent uncertainty in the economic success of any product development.

- **Loss Allowance (Refer note 11)**

Trade receivables do not carry any interest and are stated at their nominal value as reduced by appropriate allowances for estimated irrecoverable amounts. In accordance with Ind AS, impairment allowance has been determined based on Expected Credit Loss (ECL) model. Estimated irrecoverable amounts are based on the ageing of the receivable balance and historical experience. Individual trade receivables are written off if the same are not collectible.

- **Share-based payments**

Estimating fair value for share-based payments requires determination of the most appropriate valuation model, which is dependent on the terms and conditions of the grant. The estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the option, volatility and dividend yield and making assumptions about them.

- **Contingencies**

Management has estimated the possible outflow of resources at the end of each annual reporting financial year, if any, in respect of contingencies/litigations against the Company as it is not possible to predict the outcome of pending matters with accuracy.

- **Leases – Estimating the incremental borrowing rate**

The Company cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Company would have to pay to borrow over a similar term, and with a similar security, the fund necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment.



## Notes to Standalone Financial Statements

as at and for the year ended 31 March 2023

### (iii) Revenue recognition

Revenue is measured at the fair value of consideration received or receivable. Revenue is recognised upon transfer of control of promised services to the customers at the consideration which the Company has received or expects to receive in exchange of those services. Amount disclosed as revenue are reported net of discounts and applicable taxes which are collected on behalf of the government.

- a. Revenue from messaging services – The Company recognises revenue based on the usage of messaging services. The revenue is recognised when the Company's services are used based on the specific terms of the contract with customers.

Technical and support services – Income from technical and support services rendered to its group companies is recorded on an accrual basis at a fully loaded cost plus mark-up on such costs.

Revenue in excess of invoicing are classified as unbilled revenue while invoicing /collection in excess of revenue for services to be performed in future are classified as deferred revenue / advances from customers.

Liquidated damages and penalties are accounted as per the contract terms wherever there is a delayed delivery attributable to the Company and when there is a reasonable certainty with which the same can be estimated.

- b. Profit on sale of investments is recorded on transfer of title from the Company and is determined as the difference between the sale price and carrying value of the investment.
- c. Dividend are recognised in profit or loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably.
- d. Interest income for all debt instruments is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of the financial asset. When

calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

### (iv) Trade Receivables

Trade receivables are amounts due from customers for sale of Messaging services in the ordinary course of business and reflects entity's unconditional right to consideration (that is, payment is due only on the passage of time). Trade receivables are recognised initially at the transaction price as they do not contain significant financing components. The entity holds the trade receivables with the objective of collecting the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method, less loss allowance.

### (v) Measurement and recognition of leases

The Company considers whether contract is, or contains a lease. A lease is defined as 'a contract, or part of a contract, that conveys the right to use an asset (the underlying asset) for a period of time in exchange for consideration'.

To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

#### Company as a lessee

At lease commencement date, the Company recognises a right-of-use asset and lease liabilities on the balance sheet. The right-of-use asset is measured at cost, which is made up of the initial measurement of the lease liability, any initial direct costs incurred by the Company and any lease payments made in advance of the lease commencement date.

The Company depreciates the right-of-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of

# Notes to Standalone Financial Statements

as at and for the year ended 31 March 2023

the right-of-use asset or the end of the lease term. The Company also assesses the right-of-use asset for impairment when such indicators exist. For the purpose of impairment testing, the recoverable amount (i.e. higher of the fair value less cost to sell and the value in use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such case, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs.

At the commencement date of lease, the Company measures the lease liability at the present value of the lease payments to be made over the lease term, discounted using the interest rate implicit in the lease if that rate is readily available or the Company's incremental borrowing rate.

The Company cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities.

Lease payments included in the measurement of the lease liability are made up of fixed payments (including in substance, fixed), and payments arising from options reasonably certain to be exercised. Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest expenses. It is remeasured to reflect any reassessment or modification.

When the lease liability is remeasured, the corresponding adjustment is reflected in the right-of-use asset or Statement of profit and loss, as the case may be.

The Company has elected to account for short-term leases and leases of low-value assets using the exemption given under Ind AS 116, Leases. Instead of recognising a right-of-use asset and lease liability, the payments in relation to these are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term or on another systematic basis if that basis is more representative of the pattern of the Company's benefit.

## Company as a lessor

Leases for which the Company is a lessor classified as finance or operating lease. Whenever the terms

of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as finance lease. All other leases are classified as operating leases.

Lease income from operating leases where the Company is a lessor is recognised as income on straight line basis over the lease term.

## (vi) Borrowing costs

Borrowing costs attributable to the acquisition and construction of qualifying assets are capitalised as part of the cost of such assets up to the date such assets are ready for their intended use. Other borrowing costs are charged to profit or loss. Borrowing cost is calculated using effective interest rate on the amortised cost of the instrument.

## (vii) Foreign currency

The functional currency of the Company is Indian rupee.

Transactions in foreign currency are recorded at exchange rates prevailing on the date of the transaction. Foreign currency denominated monetary assets and liabilities are translated at the exchange rate prevailing on the Balance sheet date and exchange gains or losses arising on settlement and restatement are recognised in the Statement of Profit and Loss.

Non-monetary assets and liabilities that are measured in terms of historical cost in foreign currencies are not retranslated at year end.

## (viii) Income taxes

Income tax expense comprises Current tax expenses and net change in the deferred tax assets or liabilities during the year. Current and deferred taxes are recognised in the Statement of profit and loss, except when they relate to items that are recognised in Other comprehensive income or directly in Equity, in which case, the current and deferred tax are also recognised in Other comprehensive income or directly in Equity respectively.

## Current Income taxes

The current income tax includes income taxes payable by the Company computed in accordance



## Notes to Standalone Financial Statements

as at and for the year ended 31 March 2023

with the tax laws applicable in the jurisdiction in which Company operates and generate taxable income. Advance taxes and provision for current income tax are presented in the Balance sheet after offsetting the advance tax paid and income tax provision arising in the same jurisdiction and where the relevant tax paying units intend to settle the asset and liability on a net basis.

The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received after considering uncertainty related to income taxes, if any. It is measured using tax rates enacted or substantively enacted at the reporting date in the country where the Company operates and generates taxable income.

### Deferred income taxes

Deferred income tax is recognised using Balance sheet approach. Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount, except when the deferred income tax arises from the initial recognition of an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of recognition.

Deferred tax assets are recognised to the extent future taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets are reviewed at each reporting date and reduced to the extent it is no longer probable that sufficient taxable profit will be available to allow deferred income tax assets to be utilised. At each reporting date, the Company re-assesses unrecognised deferred tax assets. It recognizes unrecognised deferred tax assets to the extent it has become reasonably certain, that sufficient future taxable income will be available against which such deferred tax assets can be realised.

Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which the

temporary differences are expected to be received or settled.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

### (ix) Financial instruments

Financial assets and liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial assets or financial liability.

### (I) Financial assets

#### Classification

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.



# Notes to Standalone Financial Statements

as at and for the year ended 31 March 2023

The Company reclassifies debt investments when and only when its business model for managing those assets change.

## Initial measurement

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

## Subsequent measurement of debt instruments

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments:

- **Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest, are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.
- **Fair value through other comprehensive income (FVOCI):** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised

in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/ (losses). Interest income from these financial assets is included in other income using the effective interest rate method.

- **Fair value through profit or loss:** Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss and presented net in the statement of profit and loss within other gains/(losses) in the period in which it arises. Interest income from these financial assets is included in other income.

## De-recognition of financial assets

A financial asset is de-recognised only when

- The Company has transferred the rights to receive cash flows from the financial asset or
- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

## Cash and cash equivalents

Cash and cash equivalents for the purpose of the cash flow statement comprise of the cash on hand and at bank and current investments with an original maturity of three months or less. Cash and cash equivalents consists of balances with banks which are unrestricted for withdrawal and usage. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

## (II) Financial liabilities

Borrowings and other financial liabilities are initially recognised at fair value (net of transaction costs incurred). Difference between the fair value and the transaction proceeds on initial recognition is recognised as an asset / liability based on the underlying reason for the difference.





## Notes to Standalone Financial Statements

as at and for the year ended 31 March 2023

Subsequently, all financial liabilities are measured at amortised cost using the effective interest rate method.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss. The gain / loss is recognised in other equity in case of transactions with shareholders.

### (III) Derivative Financial Instruments

The Company uses currency swaps as derivative instrument to mitigate the risk of changes in currency rates. Such derivative instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently measured at fair value.

### (x) Investment in subsidiaries

Investments in subsidiaries are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exist, the carrying amount of the investment is assessed. Where the carrying amount of an investment is greater than its estimated recoverable amount, it is written down immediately to its recoverable amount and the difference is transferred to the statement of profit and loss. On disposal of investment, the differences between the net disposal proceeds and the carrying amount is charged or credited to the statement of profit and loss.

### (xi) Property, plant and equipment (including Capital Work-in-Progress)

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses, if any. Cost includes inward freight, adjustment for GST credit, taxes and expenses incidental to acquisition and installation, up to the point the asset is ready for its intended use.

Assets acquired but not ready for use or assets under construction are classified under Capital work in progress.

### (xii) Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost.

Intangible assets acquired in a business combination are recognised at fair value at the acquisition date.

Subsequently, intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses, if any.

Goodwill is initially recognised based on accounting policy for business combinations and is tested for impairment annually.

### Research and development

Expenses on research activities undertaken with the prospect of gaining new scientific or technical knowledge and understanding are recognised in the standalone statement of profit and loss as incurred.

Development activities involve a plan or design for the production of new or substantially improved products and processes. Development expenditure is capitalised only if development costs can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable, the assets are controlled by the Company, and the Company intends to and has sufficient resources to complete development and to use or sell the asset. The expenditure capitalised includes the cost directly attributable to preparing the asset for its intended use. Other development expenditure is recognised in the standalone statement of profit and loss as incurred.

### (xiii) Depreciation/Amortisation

Depreciation on Property, plant and equipment is provided to the extent of depreciable amount on written down value method (WDV) over the useful lives of assets as determined by the management which is in line with Part-C of Schedule II of the Act with residual value of 5%, except servers and network (part of Computers).

# Notes to Standalone Financial Statements

as at and for the year ended 31 March 2023

The estimated useful life of these Property, Plant and Equipment is mentioned below:

Type of asset	Estimated useful life of asset
Furniture and fittings	10 years
Office equipment	5 to 10 years
Vehicles	8 to 10 years
Computers	3 to 5 years
Building	60 years
Leasehold improvements	Lower of estimated useful life or lease term

Servers and networks are depreciated over a period of five years on WDV method, based on internal assessment and technical evaluation carried out by the management, and which represents the period over which they expect to use these assets.

Leasehold improvements are amortised over the period of lease or their estimated useful life, whichever is lower, on a straight-line basis.

Computer software and technical know how is amortised over a period of three years on WDV method

Following table summarises the nature of intangible and their estimated useful lives and amortised on a straight line basis:-

Nature of Intangibles	Useful lives
License	3 years
Customer relationship	4 to 10.75 years
Non-compete fees	4 to 5 years

Depreciation/amortisation is calculated pro-rata from/to the date of addition/deletion.

## (xiv) Impairment of assets

### Non-financial assets

The carrying amount of the non-financial assets are reviewed at each Balance Sheet date if there is any indication of impairment based on internal / external factors. An impairment loss is recognised whenever the carrying amount of an asset or a cash generating unit exceeds its recoverable amount. The recoverable amount of the assets (or where applicable, that of the cash generating unit to which the asset belongs) is estimated as the

higher of its net selling price and its value in use. Impairment loss is recognised in the statement of profit and loss.

After impairment, depreciation / amortisation is provided on the revised carrying amount of the asset over its remaining useful life.

A previously recognised impairment loss is increased or reversed depending on changes in circumstances. However, the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation / amortisation if there was no impairment.

### Financial assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109, Financial Instruments, which requires expected lifetime losses to be recognised on initial recognition of the receivables.

## (xv) Employee benefits

All short term employee benefits are accounted on undiscounted basis during the accounting period based on services rendered by employees and recognised as expenses in the Statement of Profit and Loss.

The Company's contribution to Provident Fund and Employees State Insurance Scheme is determined based on a fixed percentage of the eligible employees' salary and charged to the Statement of Profit and Loss on accrual basis. The Company has categorised its Provident Fund and the Employees State Insurance Scheme as a defined contribution plan since it has no further obligations beyond these contributions.

The Company's liability towards gratuity, being defined benefit plan is accounted for on the basis of an independent actuarial valuation using the projected unit credit method, done at the year end.



## Notes to Standalone Financial Statements

as at and for the year ended 31 March 2023

Gratuity liability is not funded and the payments are made to the employees directly when they leave the organisation post completion of 5 years of service or at the time of retirement (with minimum 5 years of service), whichever is earlier.

Service cost and the net interest cost is included in employee benefit expense in the Statement of profit and loss. Actuarial gains and losses arising on the measurement of defined benefit obligation is credited/charged to other comprehensive income.

Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year are treated as short term employee benefits. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional amount expected to be paid as a result of the unused entitlement as at the year end.

### (xvi) Provisions, contingent liabilities and contingent assets

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on management estimate of the amount required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current management estimates.

Contingent liabilities are disclosed in respect of possible obligations that arise from past events, whose existence would be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company.

Contingent assets are not recognised in the financial statements. However, it is disclosed only when an inflow of economic benefits is probable.

### (xvii) Earnings per share

Basic earnings per share are computed by dividing net profit after tax (excluding other comprehensive income) by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is computed by dividing net profit after tax (excluding other comprehensive income) as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share.

### (xviii) Business combinations

Business combinations are accounted for using the acquisition method as per Ind AS 103, Business combinations. The cost of an acquisition is measured at the fair value of the assets transferred, equity instruments issued and liabilities assumed at the date of acquisition, which is the date on which control is transferred to the Company. Identified assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair value on the date of acquisition. Transaction costs that the Company incurs in connection with a business combination such as stamp duty, legal fees, due diligence fees and other professional and consulting fees are expensed as incurred.

The excess of the consideration transferred over the fair value of the net identifiable assets acquired is recorded as goodwill.

### (xix) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting, nature of the products / process, organisation structure as well as differential risks and returns, using the information provided to the board of directors and chief operating officer, together, the chief operating decision maker ('CODM').

### (xx) Share-based payments

Share-based compensation benefits are provided to employees via the "ROUTE MOBILE LIMITED", Employee Stock Option Plan 2017 and 2021 (the 'ESOP scheme'). The fair value of options granted under the ESOP scheme is recognised as an employee benefits expense with a corresponding increase in equity. The total amount to be expensed

# Notes to Standalone Financial Statements

as at and for the year ended 31 March 2023

is determined by reference to the fair value of the options granted:

- including any market performance conditions (e.g., the entity's share price)
- excluding the impact of any service and non-market performance vesting conditions (e.g. profitability, sales growth targets and remaining an employee of the entity over a specified time period), and
- including the impact of any non-vesting conditions (e.g. the requirement for employees to serve or hold shares for a specific period of time).

The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

The Company has created a Route Mobile Employee Welfare Trust (ESOP Trust) for implementation of the said ESOP scheme. The Company allots shares to the ESOP Trust. The Company treats the ESOP trust as its extension and shares held by ESOP Trust are treated as treasury shares.

## **(xxi) Treasury shares (Shares held by the ESOP Trust)**

The Company uses the ESOP Trust as a vehicle for distributing shares to employees under the employee remuneration schemes.

The Company treats ESOP trust as its extension and shares held by ESOP Trust are treated as treasury shares. Share options exercised during the reporting period are satisfied with treasury shares. The consideration paid for treasury shares including any directly attributable incremental cost is presented as a deduction from total equity, until they are

cancelled, sold or reissued. When treasury shares are sold or reissued subsequently, the amount received is recognised as an increase in equity, and the resulting surplus or deficit on the transaction is transferred to/ from retained earnings.

## **(xxii) Share issue expense**

The transaction costs of an equity transaction are accounted for as a deduction from equity to the extent they are incremental costs directly attributable to the equity transaction.

## **(xxiii) Standards issued but not effective**

Ministry of Corporate Affairs ('MCA') notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On 31 March 2023, MCA amended the Companies (Indian Accounting Standards) Rules, 2015 by issuing the Companies (Indian Accounting Standards) Amendment Rules, 2023, as below:

- a. Ind AS 1 - Presentation of Financial Statements - This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies.
- b. Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors - This amendment has introduced a definition of 'accounting estimates' to help entities distinguish changes in accounting policies from changes in accounting estimates.
- c. Ind AS 12 - Income Taxes - This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences.

The effective date for adoption of these amendments is annual periods beginning on or after 1 April 2023.



## Significant accounting policies and other explanatory informations

as at and for the year ended 31 March 2023

(₹ in crores, except for share data, and if otherwise stated)

### 2 (a) Property, plant and equipment

Particulars	Building	Furniture and fixtures	Leasehold improvements	Vehicles	Office equipment	Computers	Total
<b>Gross block</b>							
<b>Balance as at 1 April 2021</b>	3.31	3.32	2.38	3.68	0.80	21.03	34.52
Additions	-	0.23	-	-	0.12	2.54	2.89
Acquired on SARV acquisition (refer note 46)	-	-	-	-	-	0.01	0.01
Disposals	-	(0.15)	-	-	-	-	(0.15)
<b>Balance as at 31 March 2022</b>	<b>3.31</b>	<b>3.40</b>	<b>2.38</b>	<b>3.68</b>	<b>0.92</b>	<b>23.58</b>	<b>37.27</b>
Additions	3.26	2.94	-	-	0.22	0.92	7.34
Disposals	-	-	-	(0.38)	-	-	(0.38)
<b>Balance as at 31 March 2023</b>	<b>6.57</b>	<b>6.34</b>	<b>2.38</b>	<b>3.30</b>	<b>1.14</b>	<b>24.50</b>	<b>44.23</b>
<b>Accumulated depreciation and amortisation</b>							
<b>Balance as at 1 April 2021</b>	1.60	2.50	2.38	3.00	0.54	15.83	25.85
Charge for the year	0.08	0.20	-	0.18	0.11	2.54	3.11
Disposals	-	(0.11)	-	-	-	-	(0.11)
<b>Balance as at 31 March 2022</b>	<b>1.68</b>	<b>2.59</b>	<b>2.38</b>	<b>3.18</b>	<b>0.65</b>	<b>18.37</b>	<b>28.85</b>
Charge for the year	0.22	0.72	-	0.13	0.13	2.06	3.26
Disposals	-	-	-	(0.36)	-	-	(0.36)
<b>Balance as at 31 March 2023</b>	<b>1.90</b>	<b>3.31</b>	<b>2.38</b>	<b>2.95</b>	<b>0.78</b>	<b>20.43</b>	<b>31.75</b>
<b>Net block</b>							
<b>Balance as at 31 March 2022</b>	<b>1.63</b>	<b>0.81</b>	<b>-</b>	<b>0.50</b>	<b>0.27</b>	<b>5.21</b>	<b>8.42</b>
<b>Balance as at 31 March 2023</b>	<b>4.67</b>	<b>3.03</b>	<b>-</b>	<b>0.35</b>	<b>0.36</b>	<b>4.07</b>	<b>12.48</b>

### 2 (b) Capital work-in-progress (CWIP)

Particulars	Capital WIP	Total
Balance as at 1 April 2021	1.05	1.05
Additions	-	-
Transfer to Property, plant and equipment	1.05	1.05
<b>Balance as at 31 March 2022</b>	<b>-</b>	<b>-</b>
Additions	1.09	1.09
Transfer to Property, plant and equipment	-	-
<b>Balance as at 31 March 2023</b>	<b>1.09</b>	<b>1.09</b>
<b>Balance as at 31 March 2022</b>	<b>-</b>	<b>-</b>
<b>Balance as at 31 March 2023</b>	<b>1.09</b>	<b>1.09</b>

## Significant accounting policies and other explanatory informations

as at and for the year ended 31 March 2023

(₹ in crores, except for share data, and if otherwise stated)

### Capital work-in-progress (CWIP) Ageing Schedule

As at 31 March 2023	Amount in CWIP for a period of				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 years	
Project in progress	1.09	-	-	-	1.09
Project temporarily suspended	-	-	-	-	-
<b>Total</b>	<b>1.09</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1.09</b>

As at 31 March 2022	Amount in CWIP for a period of				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 years	
Project in progress	-	-	-	-	-
Project temporarily suspended	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

There are no Capital work-in-progress (CWIP) that are overdue or have exceeded their original plan/ budget.

### 3 (a) Right-of-use assets

Particulars	Right of use assets- Building	Total
<b>Gross block</b>		
<b>Transfer In Right of use Assets</b>		
Gross block	15.40	15.40
Additions	5.47	5.47
<b>Balance as at 31 March 2022</b>	<b>20.87</b>	<b>20.87</b>
Additions	0.96	0.96
Disposals	-	-
<b>Balance as at 31 March 2023</b>	<b>21.83</b>	<b>21.83</b>
<b>Accumulated depreciation</b>		
<b>Balance as at 1 April 2021</b>	<b>3.67</b>	<b>3.67</b>
Charge for the year	2.63	2.63
<b>Balance as at 31 March 2022</b>	<b>6.30</b>	<b>6.30</b>
Charge for the year	3.58	3.58
Disposals	-	-
<b>Balance as at 31 March 2023</b>	<b>9.88</b>	<b>9.88</b>
<b>Net block</b>		
<b>Balance as at 31 March 2022</b>	<b>14.57</b>	<b>14.57</b>
<b>Balance as at 31 March 2023</b>	<b>11.95</b>	<b>11.95</b>



## Significant accounting policies and other explanatory informations

as at and for the year ended 31 March 2023

(₹ in crores, except for share data, and if otherwise stated)

### 3(b) Intangible assets

Particulars	Computer software	Technical know-how	Customer relationship	Non Compete Agreement	License	Total	Goodwill
<b>Gross block</b>							
<b>Balance as at 1 April 2021</b>	<b>7.19</b>	<b>3.81</b>	<b>6.51</b>	<b>0.38</b>	<b>6.36</b>	<b>24.25</b>	<b>1.07</b>
Additions	0.01	-	-	-	0.35	0.36	-
Acquired on SARV acquisition (refer note 46)	4.65	-	13.61	1.90	-	20.16	9.22
Disposals	-	-	-	-	-	-	-
<b>Balance as at 31 March 2022</b>	<b>11.85</b>	<b>3.81</b>	<b>20.12</b>	<b>2.28</b>	<b>6.71</b>	<b>44.77</b>	<b>10.29</b>
Additions	-	-	-	-	0.45	0.45	-
Disposals	-	-	-	-	-	-	-
<b>Balance as at 31 March 2023</b>	<b>11.85</b>	<b>3.81</b>	<b>20.12</b>	<b>2.28</b>	<b>7.16</b>	<b>45.22</b>	<b>10.29</b>
<b>Accumulated amortisation</b>							
<b>Balance as at 1 April 2021</b>	<b>4.31</b>	<b>2.21</b>	<b>1.22</b>	<b>0.07</b>	<b>0.82</b>	<b>8.63</b>	<b>-</b>
Charge for the year	3.10	0.77	2.58	0.38	2.21	9.04	-
Disposals	-	-	-	-	-	-	-
<b>Balance as at 31 March 2022</b>	<b>7.41</b>	<b>2.98</b>	<b>3.80</b>	<b>0.45</b>	<b>3.03</b>	<b>17.67</b>	<b>-</b>
Charge for the year	2.05	0.40	2.89	0.48	2.32	8.14	-
Disposals	-	-	-	-	-	-	-
<b>Balance as at 31 March 2023</b>	<b>9.46</b>	<b>3.38</b>	<b>6.69</b>	<b>0.93</b>	<b>5.35</b>	<b>25.81</b>	<b>-</b>
<b>Net block</b>							
Balance as at 31 March 2022	4.44	0.83	16.32	1.83	3.68	27.10	10.29
<b>Balance as at 31 March 2023</b>	<b>2.39</b>	<b>0.43</b>	<b>13.43</b>	<b>1.35</b>	<b>1.81</b>	<b>19.41</b>	<b>10.29</b>

### 4. Non-current investments

	As at 31 March 2023	As at 31 March 2022
<b>Investments in equity shares - Unquoted, at deemed cost, fully Paid-up</b>		
<b>Investments in subsidiaries:</b>		
Route Mobile (UK) Limited 31 March 2023: 20,000 (31 March 2022: 20,000) shares of GBP 1 each	0.15	0.15
Route Ledger Technologies Private Limited (Formerly known as Sphere Edge Consulting (India) Private Limited) 31 March 2023: 10,000 (31 March 2022: 10,000) shares of ₹ 10 each	0.11	0.11
Routesms Solutions FZE 31 March 2023: 100,000 (31 March 2022: 100,000) shares of AED 1 each	0.20	0.20
Routesms Solutions Nigeria Limited 31 March 2023: 10,000,000 (31 March 2022: 10,000,000) shares of NRN 1 each	0.35	0.35
Send Clean Private Limited (Formerly known as Cellent Technologies (India) Pvt. Ltd.) 31 March 2023: 49,700 (31 March 2022: 49,700) shares of ₹ 10 each	11.27	11.27
Start Corp India Private Limited 31 March 2023: 10,000 (31 March 2022: 10,000) shares of ₹ 10 each	2.01	2.01
Route Mobile Pte. Ltd. 31 March 2023: 25,000 (31 March 2022: 25,000) shares of SGD 1 each	0.12	0.12
Call 2 Connect India Private Limited 31 March 2023: 219,300 (31 March 2022: 219,300) shares of ₹ 10 each	22.40	22.40
Less: Provision for diminution in value of investment	(10.00)	(5.00)
Route Connect Private Limited 31 March 2023: 7,400 (31 March 2022: 7,400) shares of ₹ 10 each	0.01	0.01
Route Mobile Arabia Telecom 31 March 2023: 35,000 (31 March 2022: 35,000) shares of SAR 50 each	0.07	0.07
	<b>26.69</b>	<b>31.69</b>



## Significant accounting policies and other explanatory informations

as at and for the year ended 31 March 2023

(₹ in crores, except for share data, and if otherwise stated)

	As at 31 March 2023	As at 31 March 2022
<b>Deemed equity investment*</b>		
Route Mobile (UK) Limited	5.05	6.91
Route Ledger Technologies Private Limited	0.22	0.08
Send Clean Private Limited	0.34	0.18
Start Corp India Private Limited	0.29	0.14
Call 2 Connect India Private Limited	6.36	2.47
	<b>12.26</b>	<b>9.78</b>
<b>Total Investment</b>	<b>38.95</b>	<b>41.47</b>
Aggregate amount of unquoted investments	48.95	46.47
Aggregate amount of impairment in value of investments	10.00	5.00

\*Represents the increase in investment value on account of stock options of the Company granted to employees of the subsidiary companies. The cost has been debited to Investment in Subsidiary in accordance with IND AS 102, Share-based Payment.

Note: The carrying amount of investments in subsidiaries, Send Clean Private Limited, Start Corp India Private Limited and Call 2 Connect India Private Limited, are higher than the net worth of the respective subsidiaries hence the management has considered possible impairment indicator. Accordingly, the management with the help of a valuation specialist, has carried out an impairment assessment and has estimated a provision of ₹ 10 crore as on 31 March 2023 (31 March 2022: ₹ 5 crore) towards diminution in the carrying value of its investment in Call 2 Connect India Private Limited. Also, no impairment loss is expected in the carrying value of its investment in Send Clean Private Limited and Start Corp India Private Limited as at the end of the year.

Significant estimates: The recoverable value of exposure in Send Clean Private Limited, Start Corp India Private Limited and Call 2 Connect India Private Limited are determined by an Independent valuer. The Company uses judgement to select from variety of methods and make assumptions which are mainly based on market conditions existing at the end of each reporting period.

### 5. Loans to related party

	As at 31 March 2023	As at 31 March 2022
Unsecured, considered good, unless otherwise stated		
Loan to related parties (refer note 37)#	353.68	216.13
	<b>353.68</b>	<b>216.13</b>
<b>Current</b>	353.68	201.98
<b>Non-Current</b>	-	14.15
	<b>353.68</b>	<b>216.13</b>
<b>Break-up:</b>		
Loans considered good - Unsecured	353.68	216.13
	<b>353.68</b>	<b>216.13</b>
Less: Allowance for doubtful loans	-	-
	<b>353.68</b>	<b>216.13</b>
Includes ₹ 353.68 crore (31 March 2022: ₹ 216.13 crore) due from company in which director of the Company is a director.		
#Disclosure as per Section 186 of the Companies Act, 2013		
Balance as at the period end	353.68	216.13
Maximum amount outstanding at any time during the year	353.68	216.13
For further acquisition of an entity	173.52	164.06
For working capital purpose	180.16	52.07



## Significant accounting policies and other explanatory informations

as at and for the year ended 31 March 2023

(₹ in crores, except for share data, and if otherwise stated)

### Disclosure for the loans and advances given to promoters, directors, KMP and related parties As at 31 March 2023

Type of Borrower	Amount of loan or advances in the nature of loan outstanding	% of total loan and advances in the nature of loan
Promoter	-	-
Directors	-	-
KMPs	-	-
Related parties	353.68	100.00%
<b>Total</b>	<b>353.68</b>	<b>100.00%</b>

### As at 31 March 2022

Type of Borrower	Amount of loan or advances in the nature of loan outstanding	% of total loan and advances in the nature of loan
Promoter	-	-
Directors	-	-
KMPs	-	-
Related parties	216.13	100.00%
<b>Total</b>	<b>216.13</b>	<b>100.00%</b>

## 6. Other non-current financial assets

	As at 31 March 2023	As at 31 March 2022
Unsecured, considered good, unless otherwise stated		
Security deposits	1.37	1.20
Deposits with maturity of more than 12 months	4.96	0.14
	<b>6.33</b>	<b>1.34</b>

## 7. Deferred tax assets (net)

	As at 31 March 2023	As at 31 March 2022
<b>Deferred tax liabilities arising on account of:</b>		
Net gain on financial assets designated as FVTPL	0.98	0.86
	<b>0.98</b>	<b>0.86</b>
<b>Deferred tax assets arising on account of:</b>		
Depreciation and amortisation	0.57	0.32
Difference in book values and tax base values of ROU assets and lease liabilities	0.26	0.13
Provision for gratuity	1.24	1.12
Provision for compensated absences	0.02	-
Provision for expenses	0.10	1.57
Provision for doubtful debts and advances	0.83	0.60
Share options outstanding	5.54	2.29
<b>Total deferred tax assets</b>	<b>8.56</b>	<b>6.03</b>
<b>Deferred tax assets (net)</b>	<b>7.58</b>	<b>5.17</b>

## Significant accounting policies and other explanatory informations

as at and for the year ended 31 March 2023

(₹ in crores, except for share data, and if otherwise stated)

### 8. Non-current tax assets (net)

	As at 31 March 2023	As at 31 March 2022
Advance income tax (net of provision)	13.37	13.84
	<b>13.37</b>	<b>13.84</b>

### 9. Other non-current assets

	As at 31 March 2023	As at 31 March 2022
Prepaid expenses	1.28	0.49
Capital Advances	0.05	-
	<b>1.33</b>	<b>0.49</b>

### 10. Investments

	As at 31 March 2023	As at 31 March 2022
<b>Investments carried at fair value through profit or loss (FVTPL)</b>		
<b>Investments in mutual funds - Unquoted</b>		
Axis Banking and PSU Debt Fund - Growth 30,535.80 units (31 March 2022: 30,535.80) of ₹ 2,233.59 each	6.82	6.53
L&T Triple Ace Bond Fund - Growth 1,147,660.27 units (31 March 2021: 1,147,660.27) of ₹ 61.54 each	7.06	6.85
	<b>13.88</b>	<b>13.38</b>
Aggregate amount of unquoted investments	13.88	13.38
Aggregate amount of impairment in value of investments	-	-

### 11. Trade receivables

	As at 31 March 2023	As at 31 March 2022
Unsecured, considered good	98.33	84.28
Receivables from related parties (Unsecured, considered good)(refer note 37)*	62.35	27.40
Trade receivables - credit impaired	3.29	2.40
Less: Loss allowance	(3.29)	(2.40)
	<b>160.68</b>	<b>111.68</b>

\*Includes ₹ 62.34 crore (31 March 2022: ₹ 27.40 crore) due from companies in which director of the Company is a director.



## Significant accounting policies and other explanatory informations

as at and for the year ended 31 March 2023

(₹ in crores, except for share data, and if otherwise stated)

### Trade receivables Ageing Schedule

As at 31 March 2023	Outstanding for following periods from due date of payment						Total
	Not due*	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables-considered good	23.45	126.23	8.74	2.25	0.01	-	160.68
Undisputed Trade receivables-which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed Trade receivables-credit impaired	-	0.28	0.18	0.21	0.31	2.31	3.29
Disputed Trade receivables-considered good	-	-	-	-	-	-	-
Disputed Trade receivables-which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade receivables-credit impaired	-	-	-	-	-	-	-
<b>Total</b>	<b>23.45</b>	<b>126.51</b>	<b>8.92</b>	<b>2.46</b>	<b>0.32</b>	<b>2.31</b>	<b>163.97</b>

As at 31 March 2022	Outstanding for following periods from due date of payment						Total
	Not due*	Less than 6 Months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables-considered good	11.10	97.73	1.74	0.88	0.23	-	111.68
Undisputed Trade receivables-which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed Trade receivables-credit impaired	-	-	0.03	0.03	0.11	2.23	2.40
Disputed Trade receivables-considered good	-	-	-	-	-	-	-
Disputed Trade receivables-which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade receivables-credit impaired	-	-	-	-	-	-	-
<b>Total</b>	<b>11.10</b>	<b>97.73</b>	<b>1.77</b>	<b>0.91</b>	<b>0.34</b>	<b>2.23</b>	<b>114.08</b>

### 12. Cash and cash equivalents

	As at 31 March 2023	As at 31 March 2022
Cash on hand*	0.00	0.00
Balances with banks:		
- in current accounts	76.99	10.95
- in EEFC accounts	6.62	13.64
- in deposit accounts with maturity up to 3 months	60.82	164.21
- wallets balances	0.00	1.45
	<b>144.43</b>	<b>190.25</b>

\* Amount less than ₹ one lakh

### 13. Other bank balances

	As at 31 March 2023	As at 31 March 2022
Deposits with maturity of more than 3 months but less than 12 months	305.80	574.53
Balances with bank held towards bank guarantee	60.41	35.38
	<b>366.21</b>	<b>609.91</b>

## Significant accounting policies and other explanatory informations

as at and for the year ended 31 March 2023

(₹ in crores, except for share data, and if otherwise stated)

### 14. Other financial assets

	As at 31 March 2023	As at 31 March 2022
Unsecured, considered good, unless otherwise stated		
Security deposits	2.55	2.02
Loans and advances to employees	0.21	0.18
Other receivables*	0.17	0.37
Interest accrued but not due on fixed deposits	13.01	9.37
Accrued interest on loans to related parties (refer note 37)**	11.38	2.38
	<b>27.32</b>	<b>14.32</b>

\*Includes ₹ 0.17 crore (31 March 2022: ₹ 0.22 crore) due from companies in which director of the Company is a director.

\*\* Includes ₹ 11.38 crore (31 March 2022: ₹ 2.38 crore) due from companies in which director of the Company is a director.

### 15. Other current assets

	As at 31 March 2023	As at 31 March 2022
Prepaid expenses	2.82	1.37
Advance to suppliers	0.31	1.32
Balance with government authorities	78.42	47.09
	<b>81.55</b>	<b>49.78</b>

### 16. Equity share capital

	As at 31 March, 2023	As at 31 March, 2022
<b>Authorised capital</b>		
100,000,000 (31 March 2022: 100,000,000) equity shares of ₹ 10 each	<b>100.00</b>	<b>100.00</b>
<b>Issued, subscribed and fully paid up</b>		
62,443,217 (31 March 2022: 63,043,588) equity shares of ₹ 10 each	62.44	63.04
Less: Nil (31 March 2022: 170,705) equity shares held in trust for employees under ESOP scheme	-	(0.17)
	<b>62.44</b>	<b>62.87</b>

#### (a) Reconciliation of equity shares outstanding at the beginning and at the end of the year

	As at 31 March 2023		As at 31 March 2022	
	Number	Amount	Number	Amount
Balance at the beginning of the year	62,872,883	62.87	57,713,583	57.71
Add: Issue of shares on QIP/public issue	-	-	4,684,116	4.68
Add: Issue of equity shares on exercise of employee stock options	4,31,355	0.43	645,889	0.65
Less:- Buy Back of Shares	(861,021)	(0.86)	-	-
Less: Equity shares held in trust for employees under the ESOP scheme	-	-	(170,705)	(0.17)
<b>Balance at the end of the year</b>	<b>62,443,217</b>	<b>62.44</b>	<b>62,872,883</b>	<b>62.87</b>



## Significant accounting policies and other explanatory informations

as at and for the year ended 31 March 2023

(₹ in crores, except for share data, and if otherwise stated)

### (b) Shares held by Promoter and Promoter's Group at the end of the year

#### As at 31 March 2023

Name of promoter and promoter's group	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of Total shares	% changes during the year
Rajdipkumar Gupta	9,257,143	-	9,257,143	14.82%	0.00%
Sandipkumar Gupta	9,257,143	-	9,257,143	14.82%	0.00%
Chandrakant J Gupta (HUF)	360,000	-	360,000	0.58%	0.00%
Rajdipkumar C Gupta (HUF)	300,000	-	300,000	0.48%	0.00%
Sandipkumar C Gupta (HUF)	300,000	-	300,000	0.48%	0.00%
Chandrakant Jagannath Gupta	2,300,000	-	2,300,000	3.68%	0.00%
Chamelidevi Chandrakant Gupta	2,300,000	-	2,300,000	3.68%	0.00%
Sarika R Gupta	4,320,000	(625,000)	3,695,000	5.92%	14.47%
Sunita S Gupta	4,320,000	(675,000)	3,645,000	5.84%	15.63%
CC Gupta Family Trust*	5,000,000	-	5,000,000	8.01%	0.00%
<b>Total</b>	<b>37,714,286</b>	<b>(1,300,000)</b>	<b>36,414,286</b>	<b>58.31%</b>	

#### As at 31 March 2022

Name of promoter and promoter's group	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of Total shares	% changes during the year
Rajdipkumar Gupta	9,257,143	-	9,257,143	14.68%	0.00%
Sandipkumar Gupta	9,257,143	-	9,257,143	14.68%	0.00%
Chandrakant J Gupta (HUF)	360,000	-	360,000	0.57%	0.00%
Rajdipkumar C Gupta (HUF)	300,000	-	300,000	0.48%	0.00%
Sandipkumar C Gupta (HUF)	300,000	-	300,000	0.48%	0.00%
Chandrakant Jagannath Gupta	2,300,000	-	2,300,000	3.65%	0.00%
Chamelidevi Chandrakant Gupta	2,300,000	-	2,300,000	3.65%	0.00%
Sarika R Gupta	4,320,000	-	4,320,000	6.85%	0.00%
Sunita S Gupta	4,320,000	-	4,320,000	6.85%	0.00%
CC Gupta Family Trust*	5,000,000	-	5,000,000	7.93%	0.00%
<b>Total</b>	<b>37,714,286</b>	<b>-</b>	<b>37,714,286</b>	<b>59.82%</b>	

\* Sandipkumar Gupta (hold shares as a Trustee on behalf of CC Gupta Family Trust)

### (c) Rights, preferences and restrictions attached to equity shares

The Company has one class of equity shares having a par value of ₹ 10 each. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except interim dividend. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company after distribution of all preferential amounts and the distribution will be in proportion to the number of equity shares held in the Company.

### (d) Shareholders holding more than 5% of the shares in the Company

	As at 31 March 2023		As at 31 March 2022	
	Number of shares	% of holding	Number of shares	% of holding
Sandipkumar Gupta	9,257,143	14.82%	9,257,143	14.68%
Rajdipkumar Gupta	9,257,143	14.82%	9,257,143	14.68%
CC Gupta Family Trust	5,000,000	8.01%	5,000,000	7.93%
Sunita Gupta	3,645,000	5.84%	4,320,000	6.85%
Sarika Gupta	3,695,000	5.92%	4,320,000	6.85%

## Significant accounting policies and other explanatory informations

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(₹ in crores, except for share data, and if otherwise stated)

### (e) Shares reserved for issue under options:

For details of shares reserved for issue under the employee stock option plan (ESOP), refer note 43

### (f) Other details of equity shares for a period of five years immediately preceding March 31, 2023

861,021 equity shares were bought back by the Company during the year ended 31 March 2023. Refer to Note 50.

## 17. Other equity

Reserves and surplus	As at 31 March 2023	As at 31 March 2022
Retained earnings	64.67	43.33
Securities premium	964.19	1,099.90
Share options outstanding	34.29	18.87
Capital redemption reserve	0.86	-
<b>Total other equity</b>	<b>1,064.02</b>	<b>1,162.10</b>
Retained earnings		
Balance at the beginning of the year	43.33	46.55
Add: Profit for the year	89.83	27.76
Add: Other comprehensive income for the year	0.16	(0.57)
Less: Dividend	(68.64)	(30.41)
<b>Balance at the end of the year</b>	<b>64.67</b>	<b>43.33</b>
Securities premium		
Balance at the beginning of the year	1,099.90	240.48
Add: Issue of equity shares on exercise of employee stock options	13.53	19.46
Add: Issue of shares as Qualified Institutional Placement (QIP)	-	862.82
Less: Adjustment of share issue expenses of QIP	-	(17.51)
Less: Tax Paid	(27.96)	-
Less: Buy back of equity shares	(119.13)	-
Less: Transfer to Capital redemption reserve	(0.86)	-
Less: Expenses for buy back of equity shares	(1.29)	-
Less: Premium on equity shares held in trust under the ESOP scheme	-	(5.35)
<b>Balance at the end of the year</b>	<b>964.19</b>	<b>1,099.90</b>
Share options outstanding		
Balance at the beginning of the period	18.87	-
Add: Movement during the year (net)	15.42	18.87
<b>Balance at the end of the year</b>	<b>34.29</b>	<b>18.87</b>
Capital redemption reserve		
Balance at the beginning of the period	-	-
Add: Movement during the year (net)	0.86	-
<b>Balance at the end of the year</b>	<b>0.86</b>	<b>-</b>





## Significant accounting policies and other explanatory informations

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### Nature and purpose of reserves

#### (i) Retained earnings

Retained earnings pertain to the accumulated earnings by the Company over the years.

#### (ii) Securities premium

Securities premium is used to record the premium on issue of shares. These reserves are utilised in accordance with the provisions of the Companies Act, 2013. In line with Ind AS 32 - Financial Instruments Presentation, the Premium on shares of the Company held by Route Mobile Employee Welfare Trust (ESOP trust) are deducted from this equity component.

#### (iii) Share options outstanding

The Company has stock option schemes under which options to subscribe for the Company's shares have been granted to certain employees including key management personnel. ESOP reserve is used to recognise the value of equity-settled share-based payments provided to employees, as part of their remuneration.

#### (iv) Capital redemption Reserve

In accordance with Section 69 of the Companies Act, 2013, the Company creates capital redemption reserve equal to the nominal value of the shares bought back as an appropriation from Securities premium.

### Net debt reconciliation:

Particulars	Non-current borrowings (including current maturity)	Current borrowings	Lease liabilities	Cash and Cash equivalents
Net debt as on 1 April 2021	<b>0.21</b>	-	<b>11.37</b>	<b>129.27</b>
Leases addition	-	-	5.47	-
Cash flows (net)	(0.21)	-	(2.01)	60.89
Effect of currency fluctuations on cash and cash equivalents	-	-	-	0.09
Finance costs	0.01	0.28	1.17	-
Finance cost paid	(0.01)	(0.28)	(1.17)	-
<b>Net debt as on 31 March 2022</b>	<b>-</b>	<b>-</b>	<b>14.83</b>	<b>190.25</b>
Leases addition	-	-	0.95	-
Cash flows (net)	-	-	(2.78)	(46.10)
Effect of currency fluctuations on cash and cash equivalents	-	-	-	0.28
Finance costs	-	-	1.46	-
Finance cost paid	-	-	(1.46)	-
<b>Net debt as at 31 March 2023</b>	<b>-</b>	<b>-</b>	<b>13.00</b>	<b>144.43</b>

### 18. Non-current provisions

	As at 31 March 2023	As at 31 March 2022
<b>Provision for employee benefits</b>		
Gratuity (Refer note 39 (II))	3.92	3.66
	<b>3.92</b>	<b>3.66</b>

## Significant accounting policies and other explanatory informations

as at and for the year ended 31 March 2023

(₹ in crores, except for share data, and if otherwise stated)

### 19. Trade payables

	As at 31 March 2023	As at 31 March 2022
Total outstanding dues of micro enterprises and small enterprises*	0.52	0.62
Payable to related parties (refer note 37)	12.97	11.22
Total outstanding dues of creditors other than micro enterprises and small enterprises	90.63	56.08
	<b>104.12</b>	<b>67.92</b>

\* The Company has identified Micro and Small Enterprises on the basis of information available. Details of dues to micro and small enterprises as per the provisions of Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006) are:

	As at 31 March 2023	As at 31 March 2022
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year		
- Principal amount	0.52	0.62
- interest thereon, included in finance cost	-	-
The amount of interest paid by the buyer in terms of Section 16 of the MSMED Act, 2006, along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year;	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006;	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year; and		
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure.	-	-

The information in the above mentioned table is compiled by the management on the basis of response received from vendors as to their classification as micro or small enterprise.

### Ageing of Trade Payable:

#### As at 31 March 2023:

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	more than 3 years	Total
(i) MSME	0.52	-	-	-	0.52
(ii) Others	103.60	-	-	-	103.60
(iii) Disputed dues MSME	-	-	-	-	-
(iv) Disputed dues others	-	-	-	-	-
	<b>104.12</b>	-	-	-	<b>104.12</b>

#### As at 31 March 2022:

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	more than 3 years	Total
(i) MSME	0.62	-	-	-	0.62
(ii) Others	67.30	-	-	-	67.30
(iii) Disputed dues MSME	-	-	-	-	-
(iv) Disputed dues others	-	-	-	-	-
	<b>67.92</b>	-	-	-	<b>67.92</b>



## Significant accounting policies and other explanatory informations

as at and for the year ended 31 March 2023

(₹ in crores, except for share data, and if otherwise stated)

### 20. Other financial liabilities

	As at 31 March 2023	As at 31 March 2022
Dividend payable	0.03	0.01
Security deposits	0.04	0.05
Capital creditors	1.52	-
Payable on account of business combination	-	4.32
Dues to employees	5.54	0.97
Other payable	-	0.10
	<b>7.13</b>	<b>5.45</b>

### 21. Current provisions

	As at 31 March 2023	As at 31 March 2022
<b>Provisions for employee benefits</b>		
Gratuity (refer note 39 (II))	1.01	0.79
Compensated absences (refer note 39 (III))	0.08	-
	<b>1.09</b>	<b>0.79</b>

### 22. Other current liabilities

	As at 31 March 2023	As at 31 March 2022
Statutory dues	6.78	9.32
Advance from customers	0.97	1.20
	<b>7.75</b>	<b>10.52</b>

Note: There are no amounts due to be transferred to the Investor Education and Protection Fund as at the year end.

### 23. Current tax liabilities (net)

	As at 31 March 2023	As at 31 March 2022
Provision for taxation (net of advance tax)	7.06	-
	<b>7.06</b>	<b>-</b>

### 24. Revenue from operations

	Year ended 31 March, 2023	Year ended 31 March, 2022
Sale of services		
Messaging services	503.04	309.93
Technical and support services	32.76	23.88
	<b>535.80</b>	<b>333.81</b>
<b>Disaggregation of revenue:</b>		
<b>A. Revenue based on Geography</b>		
Domestic	370.59	216.35
Export	165.21	117.46
<b>Revenue from operations</b>	<b>535.80</b>	<b>333.81</b>
<b>B. Timing of the revenue recognition:</b>		
- Services transferred at a point in time	503.04	309.93
- Services transferred over time	32.76	23.88
<b>Total revenue from contracts with customers</b>	<b>535.80</b>	<b>333.81</b>

## Significant accounting policies and other explanatory informations

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(₹ in crores, except for share data, and if otherwise stated)

### 25. Other income

	Year ended 31 March, 2023	Year ended 31 March, 2022
Interest income on financial assets measured at amortised cost:		
- Fixed deposits	28.81	16.48
- Security deposits	0.13	0.08
- Loan to subsidiary companies	16.90	2.49
Liabilities no longer payable, written back	0.04	0.20
Net gain arising on financial assets designated as FVTPL	0.50	0.58
Net gain on foreign currency transactions and translation	9.28	0.76
Interest on income tax refund	0.42	-
Dividend received from subsidiary	36.84	18.59
Guarantee charges income	2.19	1.01
Miscellaneous income	0.11	0.02
	<b>95.22</b>	<b>40.21</b>

### 26. Purchases of messaging services

	Year ended 31 March, 2023	Year ended 31 March, 2022
Purchases of messaging services	411.54	247.81
	<b>411.54</b>	<b>247.81</b>

### 27. Employee benefits expense

	Year ended 31 March, 2023	Year ended 31 March, 2022
Salaries, wages and bonus (refer note 39 (II and III))	47.24	41.30
Contribution to provident fund and other funds (refer note 39 (I))	0.76	0.62
Staff welfare expense	1.95	3.72
Employee stock option expense (refer note 43)	12.94	9.08
	<b>62.89</b>	<b>54.72</b>

### 28. Finance costs

	Year ended 31 March, 2023	Year ended 31 March, 2022
Interest on borrowings from bank	-	0.01
Interest on lease liabilities	1.46	1.17
Interest expenses on financial liability measured at amortised cost	0.15	0.46
Interest on delayed payment of statutory dues	0.02	-
Other borrowing cost	0.52	0.28
	<b>2.15</b>	<b>1.92</b>

### 29. Depreciation and amortisation expense

	Year ended 31 March, 2023	Year ended 31 March, 2022
Depreciation on property, plant and equipment (refer note 2(a))	3.26	3.11
Depreciation on right-of-use assets (refer note 3(a))	3.58	2.63
Amortisation on intangible assets (refer note 3(b))	8.14	9.04
	<b>14.98</b>	<b>14.78</b>



## Significant accounting policies and other explanatory informations

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(₹ in crores, except for share data, and if otherwise stated)

### 30. Other expenses

	Year ended 31 March, 2023	Year ended 31 March, 2022
Power and fuel	0.45	0.26
Office maintenance expenses	0.88	0.47
Repairs and maintenance - Others	0.90	1.20
Insurance	0.42	0.24
Rent (refer note 40)	0.03	0.09
Rates and taxes	0.30	0.07
Internet, data centre and cloud services	4.77	3.54
Travelling and conveyance	4.04	1.10
Printing and stationery	0.12	0.05
Business promotion	1.47	0.96
Expenditure on Corporate Social Responsibility (refer note 42)	0.31	0.39
Legal and professional charges	4.42	4.20
Auditor's remuneration (refer note below)	1.16	1.06
Advances and trade receivable written off	0.10	0.30
Provision for doubtful debts and advances	0.89	0.60
Bank charges	0.04	0.05
Sitting fees to Directors	0.21	0.22
Loss on sale of property, plant and equipment	0.02	-
Miscellaneous expenses	4.10	1.57
	<b>24.63</b>	<b>16.37</b>

	Year ended 31 March, 2023	Year ended 31 March, 2022
<b>Note:</b>		
<b>Auditors' remuneration (excluding goods and services tax)</b>		
As auditor		
Statutory audit	0.95	0.89
In other capacity		
Other services*	0.25	0.41
	<b>1.20</b>	<b>1.30</b>

\* ₹ 0.04 crore paid towards buy back certification and disclosed as 'Expenses for buy back of equity shares' in note 17 (31 March 2022: ₹ 0.24 crore paid towards assurance services in connection with the equity shares of Company).

### 31. Exceptional item

	Year ended 31 March, 2023	Year ended 31 March, 2022
Impairment of investment	5.00	5.00
	<b>5.00</b>	<b>5.00</b>

The Company has made a provision of ₹ 5 crore (31 March 2022: ₹ 5.00 crore) towards impairment in the value of its investment in Call 2 Connect India Private Limited, due to business losses incurred by this subsidiary.

## Significant accounting policies and other explanatory informations

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(₹ in crores, except for share data, and if otherwise stated)

### 32. Tax expense

	Year ended 31 March, 2023	Year ended 31 March, 2022
<b>Current tax expense</b>		
Current tax for the year	22.40	8.40
Tax adjustment in respect of earlier years	0.07	(0.16)
<b>Total current tax expense</b>	<b>22.47</b>	<b>8.24</b>
Deferred tax	(2.47)	(2.58)
	<b>20.00</b>	<b>5.66</b>

#### 32.1 Tax reconciliation (for profit and loss)

	Year ended 31 March, 2023	Year ended 31 March, 2022
<b>Profit before exceptional item and tax</b>	114.83	38.42
Tax at the rate of 25.17%	28.90	9.67
<b>Tax effect of amounts which are not deductible / not taxable in calculating taxable income</b>		
CSR expenses	0.08	0.10
Dividend income exempt	(9.27)	(4.67)
Tax adjustment in respect of earlier years	0.07	(0.16)
Others	0.22	0.72
<b>Income tax expense</b>	<b>20.00</b>	<b>5.66</b>

#### 32.2 The movement in deferred tax assets and liabilities during the year ended 31 March 2023 and 31 March 2022 are as follows:

	As at 1 April 2022 Deferred tax assets/ (liabilities)	Credit/ (charge) in statement of profit and loss	Credit/(charge) in other comprehensive income	credit/ (charge) in retained earnings	As at 31 March 2023 Deferred tax assets/ (liabilities)
Depreciation and amortisation	0.32	0.25	-	-	0.57
Provision for gratuity	1.12	0.18	(0.06)	-	1.24
Provision for compensated absences	-	0.02	-	-	0.02
Provision for expenses	1.57	(1.47)	-	-	0.10
Difference in book values and tax base values of ROU assets and Lease liabilities	0.13	0.13	-	-	0.26
Net gain on financial assets designated as FVTPL	(0.86)	(0.12)	-	-	(0.98)
Provision for doubtful debts and advances	0.60	0.23	-	-	0.83
Share options outstanding	2.29	3.25	-	-	5.54
<b>Total</b>	<b>5.17</b>	<b>2.47</b>	<b>(0.06)</b>	-	<b>7.58</b>



## Significant accounting policies and other explanatory informations

as at and for the year ended 31 March 2023

(₹ in crores, except for share data, and if otherwise stated)

	As at 1 April 2021 Deferred tax assets/ (liabilities)	Credit/ (charge) in statement of profit and loss	Credit/(charge) in other comprehensive income	credit/ (charge) in retained earnings	As at 31 March 2022 Deferred tax assets/ (liabilities)
Depreciation and amortisation	0.88	(0.56)	-	-	0.32
Provision for gratuity	0.75	0.18	0.19	-	1.12
Provision for expenses	1.12	0.45	-	-	1.57
Difference in book values and tax base values of ROU assets and Lease liabilities	(0.09)	0.22	-	-	0.13
Net gain on financial assets designated as FVTPL	(0.71)	(0.15)	-	-	(0.86)
Provision for doubtful debts and advances	0.45	0.15	-	-	0.60
Share options outstanding	-	2.29	-	-	2.29
<b>Total</b>	<b>2.40</b>	<b>2.58</b>	<b>0.19</b>	<b>-</b>	<b>5.17</b>

### 33. Fair value measurements

#### Financial instruments by category:

Particulars	31 March 2023		31 March 2022	
	FVTPL	Amortised cost	FVTPL	Amortised cost
<b>Financial Assets - Non-current</b>				
Other non-current financial assets	-	6.33	-	1.34
Loans	-	-	-	14.15
<b>Financial Assets - Current</b>				
Investments	13.88	-	13.38	-
Trade receivables	-	160.68	-	111.68
Cash and cash equivalents	-	144.43	-	190.25
Other bank balances	-	366.21	-	609.91
Loans	-	353.68	-	201.98
<b>Other current financial assets</b>	-	27.32	-	14.32
<b>Financial Liabilities - Non-current</b>				
Lease liability (including current maturity)	-	13.00	-	14.83
<b>Financial Liabilities - current</b>				
Trade payables	-	104.12	-	67.92
Other current financial liabilities	-	7.13	-	5.45

#### I. Fair value hierarchy

The fair values of the financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level is given below:

**Level 1:** Level 1 hierarchy includes financial instruments measured using quoted prices. For example, listed equity instruments that have quoted market price.



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(₹ in crores, except for share data, and if otherwise stated)

**Level 2:** The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

**Level 3:** If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in level 3.

### II. Valuation techniques used to determine fair value

Significant valuation techniques used to value financial instruments include:

The fair values for Security deposits, loan to employees, non-current borrowings and lease liability are based on discounted cash flows using a discount rate determined considering the borrowing rate quotation received from the bank.

### III. Financial assets and liabilities measured at fair value. Fair value hierarchy - recurring fair value measurement:

Particulars	31 March 2023	31 March 2022
Investment in Mutual funds	13.88	13.38

Fair value of the mutual funds are based on NAV at the reporting date.

Since the valuation of investment is done based on observable inputs, the investment is categorised as Level 2.

### IV. Assets and liabilities which are measured at amortised cost for which fair values are disclosed

(It is categorised under Level 3 of fair value hierarchy)

Particulars	31 March 2023		31 March 2022	
	Fair Value	Carrying amount	Fair Value	Carrying amount
<b>Financial Assets - Non-current</b>				
Other non-current financial assets				
- Security deposits	1.37	1.37	1.20	1.20
- Loan to related parties (including current loans)	353.68	353.68	216.13	216.13
<b>Financial Liabilities - Non-current</b>				
Lease liabilities (including current lease liabilities)	13.00	13.00	14.83	14.83

During the periods mentioned above, there have been no transfers amongst the levels of hierarchy.

The carrying amounts of current investments, trade receivables, cash and bank balances, loans, other current financial assets, trade payables, current borrowings and other current financial liabilities are considered to be approximately equal to their fair value.



# Significant accounting policies and other explanatory informations

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(₹ in crores, except for share data, and if otherwise stated)

## 34. Financial risk management

The Company is exposed primarily to fluctuations in foreign currency exchange rates, credit risk, liquidity risk and interest rate risk which may adversely impact the fair value of its financial instrument. The Company has a risk management policy which covers risk associated with the financial assets and liabilities. The risk management policy is approved by Board of Directors. The focus of the Board of Directors is to assess the unpredictability of the financial environment and to mitigate potential adverse effect on the financial performance of the Company.

The Company's principal financial liabilities comprises of borrowings, trade, lease and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include loans, current investments, trade and other receivables, and cash and bank balances and bank deposits that derive directly from its operations.

### A Credit risk

Credit risk is the risk of financial loss arising from counterparty failure to repay or service debt according to the contractual terms and obligations. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of credit worthiness as well as concentration of risks. The financial instruments that are subject to concentration of credit risk principally consists of trade receivables, current investments, loans, cash and bank balances and bank deposits.

The trade receivables of the Company are typically non-interest bearing un-secured customers. The customer base is widely distributed both economically and geographically.

Credit risk is controlled by analysing credit limits and credit worthiness of the customer based on their financial position, past experience and other factors, on continuous basis to whom the credit has been granted after obtaining necessary approvals for credit.

The credit limit policy is established considering the current economic trends of the industry in which the Company is operating.

The Company measures the expected credit loss of trade receivables based on historical trend, industry practices and the business environment in which the entity operates, accordingly, provision is created.

Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Company. Where loans or receivables have been written off, the Company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised as income in the statement of profit and loss.

Bank balances and deposits are held with only high rated banks and majority of other security deposits are placed majorly with government agencies.

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(₹ in crores, except for share data, and if otherwise stated)

The table below provide details regarding past dues receivables as at each reporting date:

<b>As at 31 March 2023</b>	<b>Not due</b>	<b>0-12 months</b>	<b>1-2 years</b>	<b>2-3 years</b>	<b>More than 3 years</b>	<b>Total</b>
Gross Carrying amount of - trade receivables	23.45	135.43	2.46	0.32	2.31	163.97
Expected credit loss - trade receivables (%)	0.00%	0.34%	8.43%	95.84%	100.00%	
Expected credit loss - trade receivables	-	0.46	0.21	0.31	2.31	3.29
<b>Carrying amount of trade receivables (net of impairment)</b>	<b>23.45</b>	<b>134.97</b>	<b>2.25</b>	<b>0.01</b>	<b>-</b>	<b>160.68</b>

<b>As at 31 March 2022</b>	<b>Not due</b>	<b>0-12 months</b>	<b>1-2 years</b>	<b>2-3 years</b>	<b>More than 3 years</b>	<b>Total</b>
Gross Carrying amount of - trade receivables	11.10	99.50	0.91	0.34	2.23	114.08
Expected credit loss - trade receivables (%)	0.00%	0.03%	3.30%	32.35%	100.00%	
Expected credit loss - trade receivables	-	0.03	0.03	0.11	2.23	2.40
<b>Carrying amount of trade receivables (net of impairment)</b>	<b>11.10</b>	<b>99.47</b>	<b>0.88</b>	<b>0.23</b>	<b>-</b>	<b>111.68</b>

### B Liquidity risk

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Company's objective is to maintain optimum levels of liquidity and to ensure that funds are available for use as per requirement.

The liquidity risk principally arises from obligations on account of following financial liabilities viz. borrowings, trade payables and other financial liabilities.

The Company's corporate finance department is responsible for liquidity and funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company's net liquidity position through rolling forecasts on the basis of expected cash flows.

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments at each reporting date:

#### As at 31 March 2023

<b>Particulars</b>	<b>Upto 1 year</b>	<b>Between 1 and 3 years</b>	<b>Beyond 3 years</b>	<b>Total</b>
<b>Financial Liabilities</b>				
Lease liabilities (including current maturity)	3.10	9.43	1.75	14.28
Trade payables	104.12	-	-	104.12
Other current financial liabilities	7.13	-	-	7.13
<b>Total</b>	<b>114.35</b>	<b>9.43</b>	<b>1.75</b>	<b>125.53</b>

#### As at 31 March 2022

<b>Particulars</b>	<b>Upto 1 year</b>	<b>Between 1 and 3 years</b>	<b>Beyond 3 years</b>	<b>Total</b>
<b>Financial Liabilities</b>				
Lease liabilities (including current maturity)	2.67	8.53	5.88	17.08
Trade payables	67.92	-	-	67.92
Other current financial liabilities	5.45	-	-	5.45
<b>Total</b>	<b>76.04</b>	<b>8.53</b>	<b>5.88</b>	<b>90.45</b>



## Significant accounting policies and other explanatory informations

as at and for the year ended 31 March 2023

(₹ in crores, except for share data, and if otherwise stated)

### C Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: Foreign currency risk and price risk. The company's exposure to market risk is primarily on account of foreign currency exchange rate risk.

#### (i) Foreign currency risk

The Company operates internationally and portion of the business is transacted in several currencies and consequently the Company is exposed to foreign exchange risk through its sales in overseas markets and purchases from overseas suppliers in various foreign currencies. Foreign currency exchange rate exposure on overseas sales is partly balanced by purchasing of services in the respective currencies.

#### (a) Particulars of unhedged foreign currency exposures as at the reporting date

Particulars	As at	As at
	31 March, 2023	31 March, 2022
	Amount	Amount
<b>Financial liabilities</b>		
Trade Payables Euro	10.79	3.02
Trade Payables USD	0.60	3.44
Other Payables AED	-	0.02
Other Payables GBP	-	0.05
Other Payables EUR	-	0.03
<b>Net exposure to foreign currency risk (liabilities)</b>	<b>11.39</b>	<b>6.56</b>
<b>Financial assets</b>		
Trade Receivable Euro	3.89	13.65
Trade Receivable USD	38.54	15.94
Other Receivable USD	-	-
Bank Balance Euro including wallet balances	3.43	13.55
Bank Balance USD including wallet balances	3.19	1.54
Forex card Euro	0.15	0.04
Forex card GBP	0.06	0.09
Interest accrued on the loan given to Related Party (USD)	5.57	0.40
Loan given to Related Party (USD)	164.20	37.92
Interest accrued on the loan given to Related Party (Euro)	3.99	0.69
Loan given to Related Party (Euro)	173.52	164.06
<b>Net exposure to foreign currency risk (assets)</b>	<b>396.54</b>	<b>247.88</b>
<b>Net exposure to foreign currency assets/ (liabilities)</b>	<b>385.15</b>	<b>241.32</b>

#### Sensitivity to foreign currency risk

The following table demonstrates the sensitivity due to changes in Euro, USD, AED, GBP and NGN with all other variables held constant. The below impact on the Company's profit before tax is based on changes in the fair value of unhedged foreign currency monetary assets and liabilities at balance sheet date:

Currencies	31 March 2023		31 March 2022	
	Increase by 2%	Decrease by 2%	Increase by 2%	Decrease by 2%
Euro	3.48	(3.48)	3.78	(3.78)
USD	4.22	(4.22)	1.05	(1.05)
AED	-	-	(0.00)	0.00
GBP	0.00	(0.00)	0.00	(0.00)

## Significant accounting policies and other explanatory informations

as at and for the year ended 31 March 2023

(₹ in crores, except for share data, and if otherwise stated)

### (ii) Price risk

The Company is exposed to price risk from its investment in mutual funds classified in the balance sheet at fair value through profit and loss.

To manage its price risk arising from the investment, the Company has invested in the mutual fund after considering the risk and return profile of the mutual funds i.e. the debt profile of the mutual fund indicates that the debt has been given to creditworthy banks and other institutional parties and equity investment is made after considering the performance of the stock.

### Sensitivity

Particulars	Impact on profit for the year ended 31 March 2023	Impact on profit for the year ended 31 March 2022
Impact on profit before tax for 5% increase in NAV	0.69	0.67
Impact on profit before tax for 5% decrease in NAV	(0.69)	(0.67)

## 35. Capital Management

The Company's objectives when managing capital are to

- safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- maintain an optimal capital structure to reduce the cost of capital.

The amounts managed as capital by the Company are summarised below:

Particulars	As at 31 March, 2023	As at 31 March, 2022
Borrowings	-	-
Less: Cash and cash equivalents	(144.43)	(190.25)
Net debt	(144.43)	(190.25)
Equity	1,126.46	1,224.97
Gearing ratio (Net debt/ Equity) ( in %)	(12.82%)	(15.53%)

### Dividend:

Particulars	31 March, 2023	31 March, 2022
<b>Equity dividend</b>		
Dividend on equity shares declared and paid during the year		
Final dividend for the year ended 31 March 2022 of ₹ 2 (31 March 2021: ₹ 2) per share	12.57	11.54
Interim dividend for the year ended 31 March 2023 of ₹ 9 (31 March 2022: ₹ 3) per share	56.07	18.87
Proposed dividend on equity shares not recognised as liability		
Proposed final dividend for the year ended 31 March 2023 of ₹ 2 (31 March 2022: ₹ 2) per fully paid share	12.49	12.57



## Significant accounting policies and other explanatory informations

as at and for the year ended 31 March 2023

(₹ in crores, except for share data, and if otherwise stated)

### 36. Investments in subsidiaries:

Sr. No	Subsidiary	Name of the Subsidiary	Principal place of business and country of incorporation	Proportion of ownership interest 31 March 2023	Proportion of ownership interest 31 March 2022	Method of accounting
1	Subsidiary	Route Mobile (UK) Limited	UK	100%	100%	Cost
2	Subsidiary	Route Ledger Technologies Private Limited (Formerly known as Sphere Edge Consulting (India) Private Limited)	India	100%	100%	Cost
3	Subsidiary	Routesms Solutions FZE	UAE	100%	100%	Cost
4	Subsidiary	Routesms Solutions Nigeria Limited	Nigeria	100%	100%	Cost
5	Subsidiary	Send Clean Private Limited (Formerly known as Cellent Technologies (India) Pvt. Ltd.)	India	100%	100%	Cost
6	Subsidiary	Start Corp India Private Limited	India	100%	100%	Cost
7	Subsidiary	Route Mobile Pte. Ltd.	Singapore	100%	100%	Cost
8	Subsidiary	Call 2 Connect India Private Limited	India	100%	100%	Cost
9	Subsidiary	Route Connect Private Limited	India	74%	74%	Cost
10	Subsidiary	Route Mobile Arabia Telecom	Saudi Arabia	70%	70%	Cost

### 37. Related party disclosures as required under Indian Accounting Standard 24, "Related party disclosures" are given below:

#### a) Names of related parties and description of relationship:

Description of relationship	Names of related parties
(i) (a) Subsidiaries	Route Ledger Technologies Private Limited (Formerly known as Sphere Edge Consulting (India) Private Limited) Route Mobile (UK) Limited Routesms Solutions Nigeria Limited Routesms Solutions FZE Route Mobile Pte. Ltd. Send Clean Private Limited (Formerly known as Cellent Technologies (India) Pvt. Ltd.) Start Corp India Private Limited Call 2 Connect India Private Limited Route Connect Private Limited Route Mobile Arabia Telecom
(i) (b) Trust that is consolidated	Route Mobile Employee Welfare Trust
(ii) Step down subsidiaries (with whom transactions have taken place)	Route Mobile Limited (Ghana) Route Mobile LLC Route Mobile Inc. 365Squared Ltd Route Mobile Lanka (Private) Limited Route Mobile (Bangladesh) Limited
(iii) Key Management Personnel (KMP)/ directors (with whom transactions have taken place)	Rajdipkumar Gupta Sandipkumar Gupta Chandrakant Gupta Rathindra Das, Company Secretary Suresh Jankar, Chief Financial Officer

## Significant accounting policies and other explanatory informations

as at and for the year ended 31 March 2023

(₹ in crores, except for share data, and if otherwise stated)

Description of relationship	Names of related parties
	Sudha Navandar
	Ramachandran Sivathanu (Independent Director till 27 August 2021)
	Nimesh Salot
	Arun Vijaykumar Gupta
	Bhaskar Pramanik (Independent Director with effect from 10 August 2021)
(iv) Entities in which KMP/relatives of KMP can exercise significant influence (with whom transactions have taken place)	Chandrakant Gupta HUF
	Rajdipkumar Gupta HUF
	Sandipkumar Gupta HUF
	CC Gupta Family Trust
	Route Mobile Foundation for Education and Sports (with effect from 26 March 2021)
	Zon Hotels Private Limited (formerly known as Shrem Resort Private Limited)
(v) Relatives of KMP (with whom transactions have taken place)	Chamelidevi Gupta
	Sarika Gupta
	Sunita Gupta

### b) Transactions during the year with related parties:

Particulars	Subsidiaries/ Step down subsidiary/Trust		Key Management Personnel (KMP)		Entities in which KMP/relatives of KMP exercise significant influence		Relatives of KMP	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022	31 March 2023	31 March 2022	31 March 2023	31 March 2022
<b>Purchase of messaging services</b>								
Route Ledger Technologies Private Limited	(0.14)	41.21	-	-	-	-	-	-
Route Mobile (UK) Limited	13.50	35.26	-	-	-	-	-	-
Routesms Solutions FZE	38.70	21.29	-	-	-	-	-	-
Routesms Solutions Nigeria Limited*	0.04	0.00	-	-	-	-	-	-
Route Mobile LLC	0.42	0.30	-	-	-	-	-	-
Route Mobile Limited (Ghana)*	0.04	0.00	-	-	-	-	-	-
Send Clean Private Limited	0.10	0.12	-	-	-	-	-	-
Start Corp India Private Limited	2.74	2.35	-	-	-	-	-	-
365Squared Ltd	0.19	-	-	-	-	-	-	-
Route Mobile Malta Limited	0.19	-	-	-	-	-	-	-
Route Mobile (Bangladesh) Limited	0.01	-	-	-	-	-	-	-
<b>Sale of messaging services</b>								
Start Corp India Private Limited	0.10	0.11	-	-	-	-	-	-
Routesms Solutions FZE	1.50	3.46	-	-	-	-	-	-
Route Mobile (UK) Limited	66.01	25.24	-	-	-	-	-	-
Call 2 Connect India Private Limited	0.02	0.01	-	-	-	-	-	-
Route Mobile Inc.	6.10	0.55	-	-	-	-	-	-
Route Mobile LLC	-	0.76	-	-	-	-	-	-
365Squared Ltd	1.71	2.29	-	-	-	-	-	-
<b>Professional services received</b>								
Call 2 Connect India Private Limited	0.11	0.13	-	-	-	-	-	-





## Significant accounting policies and other explanatory informations

as at and for the year ended 31 March 2023

(₹ in crores, except for share data, and if otherwise stated)

### b) Transactions during the year with related parties:

Particulars	Subsidiaries/ Step down subsidiary/Trust		Key Management Personnel (KMP)		Entities in which KMP/relatives of KMP exercise significant influence		Relatives of KMP	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022	31 March 2023	31 March 2022	31 March 2023	31 March 2022
	<b>Technical and support services rendered</b>							
Route Mobile (UK) Limited	22.39	14.17	-	-	-	-	-	-
Routesms Solutions Nigeria Limited	0.69	0.95	-	-	-	-	-	-
Routesms Solutions FZE	8.26	7.42	-	-	-	-	-	-
365Squared Ltd	1.42	1.34	-	-	-	-	-	-
<b>Expenses reimbursed to other company/ others</b>								
365Squared Ltd	-	0.03	-	-	-	-	-	-
Routesms Solutions FZE	0.01	0.02	-	-	-	-	-	-
Route Mobile (UK) Limited	-	0.06	-	-	-	-	-	-
* Amount is less than ₹ 1 lakh								
<b>Expenses reimbursed by other company</b>								
Send Clean Private Limited	0.04	-	-	-	-	-	-	-
Route Ledger Technologies Private Limited	0.09	0.93	-	-	-	-	-	-
Start Corp India Private Limited*	0.00	-	-	-	-	-	-	-
Call 2 Connect India Private Limited	0.03	-	-	-	-	-	-	-
Routesms Solutions FZE	-	0.02	-	-	-	-	-	-
Route Mobile (Bangladesh) Limited	-	0.04	-	-	-	-	-	-
Route Mobile (UK) Limited	0.03	-	-	-	-	-	-	-
<b>Sale of Property, plant and equipment to related party</b>								
Call 2 Connect India Private Limited	-	0.02	-	-	-	-	-	-
<b>ESOP reserve/ Deemed investment</b>								
Call 2 Connect India Private Limited	3.89	2.47	-	-	-	-	-	-
Route Mobile UK Limited	(1.86)	6.91	-	-	-	-	-	-
Route Ledger Technologies Private Limited	0.14	0.08	-	-	-	-	-	-
Send Clean Private Limited	0.16	0.18	-	-	-	-	-	-
Start Corp India Private Limited	0.15	0.14	-	-	-	-	-	-
<b>Investment in Subsidiary</b>								
Route Mobile Arabia Telecom	-	0.07	-	-	-	-	-	-
Routesms Solutions FZE	-	0.12	-	-	-	-	-	-
<b>Business advance given</b>								
Route Mobile Employee Welfare Trust	0.06	-	-	-	-	-	-	-
Route Connect Pvt Ltd	0.11	-	-	-	-	-	-	-
<b>Management services rendered</b>								
Start Corp India Private Limited	0.18	-	-	-	-	-	-	-
<b>Business advance received back</b>								
Route Mobile Employee Welfare Trust	0.06	-	-	-	-	-	-	-
<b>Loans given</b>								
Call 2 Connect India Private Limited	10.10	8.85	-	-	-	-	-	-
Route Mobile (UK) Limited	164.41	37.37	-	-	-	-	-	-
Routesms Solutions FZE	-	164.76	-	-	-	-	-	-

## Significant accounting policies and other explanatory informations

as at and for the year ended 31 March 2023

(₹ in crores, except for share data, and if otherwise stated)

### b) Transactions during the year with related parties:

Particulars	Subsidiaries/ Step down subsidiary/Trust		Key Management Personnel (KMP)		Entities in which KMP/relatives of KMP exercise significant influence		Relatives of KMP	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022	31 March 2023	31 March 2022	31 March 2023	31 March 2022
Route Mobile Employee Welfare Trust**	-	0.09	-	-	-	-	-	-
* Amount is less than ₹ 1 lakh								
** The Company had granted an interest free loan to Route Mobile Employee Welfare Trust during the financial year which has been recovered back.								
<b>Amount received on behalf of others</b>								
Route Mobile Limited (Ghana)	0.04	0.18	-	-	-	-	-	-
Call 2 Connect India Private Limited	-	0.20	-	-	-	-	-	-
Send Clean Private Limited	0.01	0.02	-	-	-	-	-	-
Start Corp India Private Limited	0.01	0.09	-	-	-	-	-	-
Route Ledger Technologies Private Limited	0.05	0.12	-	-	-	-	-	-
<b>Payment received by others on behalf of the company</b>								
Route Connect Private Limited	-	0.15	-	-	-	-	-	-
<b>Interest income on Loan</b>								
Route Mobile (UK) Limited	6.07	0.83	-	-	-	-	-	-
Call 2 Connect India Private Limited	1.12	0.94	-	-	-	-	-	-
Route Connect Private Limited	-	0.03	-	-	-	-	-	-
Routesms Solutions FZE	9.71	0.69	-	-	-	-	-	-
<b>Loan received back</b>								
Call 2 Connect India Private Limited	8.29	2.40	-	-	-	-	-	-
Route Mobile (UK) Limited	40.00	32.75	-	-	-	-	-	-
Route Connect Private Limited	-	0.57	-	-	-	-	-	-
Route Mobile Employee Welfare Trust**	-	0.09	-	-	-	-	-	-
<b>Interest on loan received</b>								
Call 2 Connect India Private Limited	0.47	0.66	-	-	-	-	-	-
Route Mobile (UK) Limited	0.92	0.53	-	-	-	-	-	-
Route Connect Private Limited	-	0.02	-	-	-	-	-	-
Routesms Solutions FZE	6.43	-	-	-	-	-	-	-
<b>Remuneration to Directors*</b>								
Rajdipkumar Gupta	-	-	1.35	1.36	-	-	-	-
<b>Remuneration to KMP*</b>								
Suresh Jankar	-	-	0.76	0.68	-	-	-	-
Rathindra Das	-	-	0.38	0.34	-	-	-	-
*Gratuity liability is determined for the Company as a whole. Therefore, the same cannot be disclosed for the key managerial personnel separately.								
** The Company had granted an interest free loan to Route Mobile Employee Welfare Trust during the financial year which has been recovered back.								



## Significant accounting policies and other explanatory informations

as at and for the year ended 31 March 2023

(₹ in crores, except for share data, and if otherwise stated)

### b) Transactions during the year with related parties:

Particulars	Subsidiaries/ Step down subsidiary/Trust		Key Management Personnel (KMP)		Entities in which KMP/relatives of KMP exercise significant influence		Relatives of KMP	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022	31 March 2023	31 March 2022	31 March 2023	31 March 2022
<b>Directors Sitting fees</b>								
Sandipkumar Gupta	-	-	0.05	0.04	-	-	-	-
Chandrakant Gupta	-	-	0.01	0.02	-	-	-	-
Bhaskar Pramanik	-	-	0.03	0.02	-	-	-	-
Ramachandran Sivathanu	-	-	-	0.02	-	-	-	-
Sudha Navandar	-	-	0.05	0.05	-	-	-	-
Nimesh Salot	-	-	0.05	0.04	-	-	-	-
Arun Vijaykumar Gupta	-	-	0.03	0.03	-	-	-	-
<b>Dividend Paid</b>								
Sandipkumar Gupta	-	-	10.18	4.63	-	-	-	-
Rajdipkumar Gupta	-	-	10.18	4.63	-	-	-	-
Chandrakant Gupta	-	-	2.53	1.15	-	-	-	-
Chamelidevi Gupta	-	-	-	-	-	-	2.53	1.15
Sunita Gupta	-	-	-	-	-	-	4.08	2.16
Sarika Gupta	-	-	-	-	-	-	4.08	2.16
Chandrakant Gupta HUF	-	-	-	-	0.40	0.18	-	-
Rajdipkumar Gupta HUF	-	-	-	-	0.33	0.15	-	-
Sandipkumar Gupta HUF	-	-	-	-	0.33	0.15	-	-
CC Gupta Family Trust	-	-	-	-	5.50	2.50	-	-
Suresh Jankar*	-	-	0.00	0.00	-	-	-	-
Rathindra Das*	-	-	0.00	0.00	-	-	-	-
Sudha Navandar*	-	-	0.00	0.00	-	-	-	-
<b>Share options exercised by key managerial personnel</b>								
Suresh Jankar	-	-	0.09	0.21	-	-	-	-
Rathindra Das	-	-	0.20	0.20	-	-	-	-
<b>Server Charges income</b>								
Start Corp India Private Limited	0.02	0.02	-	-	-	-	-	-
<b>Corporate social responsibility expenses</b>								
Route Mobile Foundation for Education and Sports	-	-	-	-	0.29	0.36	-	-
<b>Commission Income</b>								
Route Mobile (UK) Limited**	2.19	1.01	-	-	-	-	-	-
Amount is less than ₹ 1 lakh								
** Commission income on corporate guarantee issued on behalf of Route Mobile (UK) Limited								
<b>Amount written back</b>								
Route Mobile Lanka (Private) Limited*	-	0.00	-	-	-	-	-	-
<b>Staff welfare</b>								
Route Mobile Foundation for Education and Sports	-	-	-	-	-	0.03	-	-
Zon Hotels Private Limited (formerly known as Shrem Resort Private Limited)	-	-	-	-	0.31	0.77	-	-
<b>Dividend income</b>								
Routesms Solutions FZE	10.14	-	-	-	-	-	-	-
Route Mobile (UK) Limited	26.70	18.59	-	-	-	-	-	-
* Amount is less than ₹ 1 lakh								

## Significant accounting policies and other explanatory informations

as at and for the year ended 31 March 2023

(₹ in crores, except for share data, and if otherwise stated)

### c) Balances outstanding at the end of the year:

Particulars	Subsidiaries/ Fellow subsidiary/Trust		Key Management Personnel (KMP)		Entities in which KMP/relatives of KMP exercise significant influence		Relatives of KMP	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022	31 March 2023	31 March 2022	31 March 2023	31 March 2022
<b>Trade receivables</b>								
Route Mobile (UK) Limited	51.49	21.35	-	-	-	-	-	-
Routesms Solutions Nigeria Limited	1.81	1.12	-	-	-	-	-	-
Routesms Solutions FZE	4.42	2.65	-	-	-	-	-	-
Call 2 Connect India Private Limited	0.00	0.03	-	-	-	-	-	-
Route Mobile Inc.	3.99	0.17	-	-	-	-	-	-
Start Corp India Private Limited	0.13	-	-	-	-	-	-	-
Send Clean Private Limited	0.04	-	-	-	-	-	-	-
Route Mobile LLC	-	0.76	-	-	-	-	-	-
365 Squared Limited	0.46	1.32	-	-	-	-	-	-
<b>Other receivable</b>								
Route Connect Private Limited	0.11	0.14	-	-	-	-	-	-
Route Mobile Bangladesh Limited	0.06	0.08	-	-	-	-	-	-
<b>Amount payable</b>								
Route Ledger Technologies Private Limited	0.05	6.13	-	-	-	-	-	-
Routesms Solutions FZE	9.03	2.45	-	-	-	-	-	-
Routesms Solutions Nigeria Limited*	0.04	0.00	-	-	-	-	-	-
Route Mobile (UK) Limited	1.88	2.47	-	-	-	-	-	-
Route Mobile Limited (Ghana)	0.10	0.01	-	-	-	-	-	-
Route Mobile LLC	0.13	0.15	-	-	-	-	-	-
Call 2 Connect India Private Limited	0.03	0.01	-	-	-	-	-	-
Start Corp India Private Limited	1.58	-	-	-	-	-	-	-
Send Clean Private Limited	0.04	-	-	-	-	-	-	-
365 Squared Limited	0.06	-	-	-	-	-	-	-
Route Mobile Malta Limited	0.03	-	-	-	-	-	-	-
* Amount is less than ₹ 1 lakh								
<b>Provision for Purchase</b>								
Route Ledger Technologies Private Limited	-	0.54	-	-	-	-	-	-
Route Mobile (UK) Limited	0.07	1.38	-	-	-	-	-	-
365 Squared Limited*	0.00	-	-	-	-	-	-	-
<b>Loan receivable</b>								
Call 2 Connect India Private Limited	15.97	14.15	-	-	-	-	-	-
Route Mobile (UK) Limited	164.20	37.92	-	-	-	-	-	-
Routesms Solutions FZE	173.51	164.06	-	-	-	-	-	-
<b>Interest receivable</b>								
Call 2 Connect India Private Limited	1.82	1.29	-	-	-	-	-	-
Route Mobile (UK) Limited	5.57	0.40	-	-	-	-	-	-
Routesms Solutions FZE	3.99	0.69	-	-	-	-	-	-



## Significant accounting policies and other explanatory informations

as at and for the year ended 31 March 2023

(₹ in crores, except for share data, and if otherwise stated)

Particulars	Subsidiaries/ Fellow subsidiary/Trust		Key Management Personnel (KMP)		Entities in which KMP/relatives of KMP exercise significant influence		Relatives of KMP	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022	31 March 2023	31 March 2022	31 March 2023	31 March 2022
	<b>Other Payable</b>							
365 Squared Limited	-	0.03	-	-	-	-	-	-
Routesms Solutions FZE	-	0.02	-	-	-	-	-	-
Route Mobile UK Limited	-	0.05	-	-	-	-	-	-
Zon Hotels Private Limited (formerly known as Shrem Resort Private Limited)	-	-	-	-	0.31	-	-	-

\* Amount is less than ₹ 1 lakh

### Note

- (i) The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free except where indicated and settlement occurs vide cash/bank payment. The Company has recorded impairment of receivables/advances of Nil relating to amounts owed by related parties (Year ended 31 March 2022: Nil). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.
- (ii) The Company has given guarantee on behalf of subsidiary company, Route Mobile (UK) Limited amounting to ₹ 305.86 crore (Year ended 31 March 2022: 151.79)

### d) Key managerial personnel compensation

Particulars	31 March 2023	31 March 2022
Short term employee benefits*	2.71	2.60
Share-based payments	0.29	0.41

\*Gratuity liability and compensated absences are determined for the Company as a whole. Therefore, the same cannot be disclosed for the key managerial personnel separately.

## 38. Commitments and contingencies

### i) Contingent liabilities

	As at 31 March 2023	As at 31 March 2022
<b>Claims against the Company not acknowledged as Debts</b>		
(i) Service tax matter*	0.25	0.25
(ii) Income tax matter*	58.01	20.99
(ii) Goods and Services tax**	34.12	53.58
(iii) Guarantees given on behalf of the Company by banks	60.32	35.38
(iv) Guarantees given on behalf of Subsidiary by the Company#	305.86	151.79
	<b>458.56</b>	<b>261.99</b>

# Intercompany guarantee given eliminated in consolidation as actual liability shown in consolidated financial.

\*The above figure does not include amounts towards certain additional penalty and interest that may devolve on the Company in the event of an adverse outcome as the same is subjective and not capable of being presently quantified.

\*\* During the year ended 31 March 2022, the Department of Revenue of the Ministry of Finance, Government of India ("department") based on Excise Audit 2000 (EA 2000) carried out on the records of the Company for the period July 2017 to March 2019 has requested the Company to pay goods and services tax under reverse charge mechanism on the purchases of messages from its foreign vendors and sale to its overseas customers as per the provisions of Integrated Goods and Services Tax (IGST) Act, 2017 ("the IGST Act") of ₹ 33.02 crore

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(₹ in crores, except for share data, and if otherwise stated)

(excluding interest). In the assessment of the management, which is supported by legal opinion, the aforementioned services are not chargeable to goods and services tax. However, out of abundant caution, the Company has decided to make payment of aforesaid amounts (excluding interest), and claim input tax credit under the said Act. Accordingly, the Company has made full payment of aforesaid amount and recorded the same as an input tax credit recoverable under the IGST Act. Further, the Company has made the payment of ₹ 16.10 crore (excluding interest) for the year 2019-20 and has recorded the same as an input tax credit recoverable under the IGST Act as well. In view of the management, such input tax credit (ITC) is fully recoverable. During the year ended 31 March 2023, the Company has received refund amounting to ₹ 5.85 crore. In view of the management, the balance ITC amount will be utilised gradually over the years. Accordingly, the probability of refund has been construed as "Probable". Hence for current year, principal amount has not been considered as contingent liability. However, the exposure of corresponding interest liability may be construed as 'Possible' and hence interest portion has been disclosed under contingent liability.

### ii) Provident Fund

The Honourable Supreme Court, has passed a judgement on 28 February 2019 in relation to inclusion of certain allowances within the scope of "Basic wages" for the purpose of determining contribution to provident fund under the Employees' Provident Funds & Miscellaneous Provisions Act, 1952. The management, based on legal advice, is of view that the applicability of the judgement to the Company, with respect to the period and the nature of allowances to be covered due to interpretation challenges, and resultant impact on the past provident fund liability, cannot be reasonably ascertained.

(iii) The Company has provided letter committing continuing financial support to its subsidiary, Route Mobile Pte. Ltd. to enable it to meet its day to day obligation/commitment; to the extent this entity may be unable to meet its obligations.

## 39. Employee benefits

### I. Contribution to Defined contribution plan, recognised as expenses for the year is as under:

	Year ended 31 March 2023	Year ended 31 March 2022
Employer contribution to provident fund	0.73	0.60
Employer contribution to employees state insurance scheme	0.03	0.02
	<b>0.76</b>	<b>0.62</b>

### II Defined Benefit Plans: -

The Company provides for gratuity benefit under a defined benefit retirement scheme (the "Gratuity Scheme") as laid out by the Payment of Gratuity Act, 1972 of India covering eligible employees. Liabilities with regard to the Gratuity Scheme are determined by actuarial valuation carried out using the Projected Unit Credit Method by an independent actuary in accordance with Indian Accounting Standard-19, 'Employee Benefits'. The Gratuity Scheme is a non-funded scheme and the Company intends to discharge this liability through its internal resources.

The following table sets out the unfunded status of the Gratuity Scheme in respect of employees of the Company:

#### (a) Change in present value of benefit obligation during the year

	As at 31 March 2023	As at 31 March 2022
Projected Benefit Obligation ("PBO") at the beginning of the year	4.45	2.98
Current service cost	0.82	0.55
Interest cost	0.25	0.16
Remeasurements due to:		
- Effect of change in financial assumptions	(0.21)	(0.08)
- Effect of change in demographic assumptions	-	-
- Effect of experience adjustments	(0.01)	0.84
Benefits paid	(0.37)	-
<b>Present value of obligation at the end of the year</b>	<b>4.93</b>	<b>4.45</b>



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(₹ in crores, except for share data, and if otherwise stated)

### (b) Current / Non Current Benefit Obligation

	As at 31 March 2023	As at 31 March 2022
Current	1.01	0.79
Non-current	3.92	3.66
<b>Amount recognised in the Balance sheet</b>	<b>4.93</b>	<b>4.45</b>

### (c) Amount recognised in the Statement of Profit and Loss

	Year ended 31 March 2023	Year ended 31 March 2022
Current service cost	0.82	0.55
Interest cost	0.25	0.16
<b>Total expense included in "Employee benefits expense"</b>	<b>1.07</b>	<b>0.71</b>

### (d) Amount recognised in Other Comprehensive Income (OCI)

	Year ended 31 March 2023	Year ended 31 March 2022
Remeasurements due to:		
- Effect of change in financial assumptions	(0.21)	(0.08)
- Effect of change in demographic assumptions	-	-
- Effect of experience adjustments	(0.01)	0.84
<b>Actuarial (gain)/loss recognised in Other comprehensive income</b>	<b>(0.22)</b>	<b>0.76</b>

### (e) Assumptions

	As at 31 March 2023	As at 31 March 2022
Discount rate	7.15%	6.15%
Salary escalation rate	10.00%	10.00%
Withdrawal Rate	20.00%	20.00%
Mortality Table	Indian assured lives mortality (2012-14) ultimate	Indian assured lives mortality (2012-14) ultimate
Retirement age	58 years	58 years

### (f) Sensitivity Analysis:

	As at 31 March 2023	As at 31 March 2022
Defined benefit obligation	4.93	4.45

	31 March 2023		31 March 2022	
	Decrease	Increase	Decrease	Increase
Discount rate	5.03	4.83	4.52	4.33
Impact of increase/decrease in 50 bps on DBO	2.08%	-1.99%	1.75%	-2.65%
Salary growth rate	4.86	5.00	4.36	4.50
Impact of increase/decrease in 50 bps on DBO	-1.32%	1.52%	-2.03%	1.15%



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(₹ in crores, except for share data, and if otherwise stated)

### Sensitivity analysis method

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumption would occur in isolation of one another as some of the assumption may be correlated.

There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years and similar data, method and assumptions have been used in preparing the sensitivity analysis which are used to determine period end defined benefit obligation.

Expected cash flow:	31 March 2023		31 March 2022	
	Year	Amount	Year	Amount
	1	1.01	1	0.77
	2	0.79	2	0.70
	3	0.72	3	0.63
	4	0.67	4	0.58
	5	0.59	5	0.53
	6 to 10	1.95	6 to 10	1.71

### III. Compensated absences

The Company has provided ₹ 0.08 crore (31 March 2022: ₹ nil) towards compensated absences during the year ended 31 March 2023.

### IV. Share-based Payment transaction

Refer note 43

### 40. Leases

Particulars	As at 31 March 2023	As at 31 March 2022
<b>The Balance sheet discloses the following amounts relating to leases:</b>		
<b>Right-of-use assets</b>		
Buildings	11.95	14.57
	<b>11.95</b>	<b>14.57</b>
<b>Lease liabilities</b>		
Current	3.10	2.67
Non-current	9.90	12.16
	<b>13.00</b>	<b>14.83</b>

Amounts recognised in statement of profit and loss	For the year ended 31 March 2023	For the year ended 31 March 2022
Depreciation charge on Right-of-use assets		
Buildings	3.58	2.63
	<b>3.58</b>	<b>2.63</b>
Interest expense included in finance cost	1.46	1.17
Expense relating to short-term leases	0.03	0.09
Expense relating to leases of low-value assets that are not shown above as short-term leases	-	-
Expense relating to variable lease payments not included in lease liability	-	-
Total cash outflow for leases during current financial year (excluding short term leases)	4.24	3.18
Additions to the right of use assets during the current financial year	0.96	5.47



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(₹ in crores, except for share data, and if otherwise stated)

### Notes:

1. There are no sale and leaseback transactions.
2. Payments associated with short-term leases of premises are recognised on straight line basis as an expense in profit or loss.
3. When measuring lease liabilities for leases that were classified as operating leases, the Company discounted lease payments using its incremental borrowing rate. The weighted average incremental borrowing rate applied is 10.50% (Year ended 31 March 2022: 10.50%).

### 41. Earnings per share

The amount considered in ascertaining the Company's earnings per share constitutes the net profit after tax. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the year. The number of shares used in computing diluted earnings per share comprises the weighted average number of shares considered for deriving basic earnings per share and also the weighted average number of shares which could have been issued on conversion of all dilutive potential shares.

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Net profit after tax attributable to equity shareholders	89.83	27.76
Weighted average number of shares outstanding during the year - Basic	6,25,53,188	5,97,38,847
Weighted average number of shares outstanding during the year - Diluted	6,30,01,257	6,06,27,296
Basic earnings per share (₹)	14.36	4.65
Diluted earnings per share (₹)*	14.36	4.65
Nominal value per equity share (₹)	10.00	10.00

\*Anti-dilutive

### 42. Contribution towards Corporate Social Responsibility (CSR)

	As at 31 March, 2023	As at 31 March, 2022
Details of CSR expenditure during the financial year: -		
(a) Amount required to be spent as per Section 135 of the Act	0.28	0.26
(b) Amount of expenditure incurred	0.31	0.39
(c) Shortfall at the end of the year	-	-
(d) Total of previous year shortfall	-	0.12
(e) Reason for shortfall	-	-
(f) Nature of CSR activities	Promoting education, art and culture, healthcare, destitute care and rehabilitation, environment sustainability, disaster relief, and COVID-19 relief.	
(g) Details of related party transactions	0.29	0.36
(h) Movement in the provision made (Where liability incurred by contractual agreement)	-	-

## Significant accounting policies and other explanatory informations

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(₹ in crores, except for share data, and if otherwise stated)

### 43. Employee Stock Option Plan (ESOP)

#### (a) ESOP Plan - 2017

The Company has implemented Employee Stock Option Plan for the key employees of the Company and its subsidiaries through Route Mobile Employee Welfare Trust (the 'Trust') formed for the purpose. All the options issued by the Company are equity share-based options which have to be settled in equity shares only. The shares are to be allotted to employees under the Route Mobile Limited- Employee Stock Option Plan 2017 (the 'ESOP scheme'). The shareholders at its meeting held on 12 October 2017 approved grant of 2,500,000 employee share options to eligible employees under the ESOP scheme.

#### I. The position of the Employee Stock Option Scheme of the Company:

Sr. No.	Particulars	ESOP Scheme
1	Details of approval	Resolution passed by Nomination and Remuneration committee meeting dated 05 October 2017 and the shareholders, in the Extra ordinary General Meeting held on 12 October 2017 had approved the grant of 2,500,000 employee stock options in accordance with the ESOP Scheme, equivalent to 5% of the issued and paid up share capital of the Company.
2	Implemented through	Trust
3	Total number of stock options approved	25,00,000
4	Total number of stock options granted ( Grant I )	14,52,500
	Total number of stock options granted (Grant II)	8,88,500
	Total number of stock options granted (Grant III)	4,70,500
5	Vesting schedule ( Grant I )	Each 25% of granted options shall vest on 12 October 2018, 12 October 2019, 12 October 2020 and 12 October 2021 respectively.
	Vesting schedule ( Grant II )	Each 25% of granted options shall vest on 20 February 2021, 20 February 2022, 20 February 2023 and 20 February 2024 respectively.
	Vesting schedule ( Grant III )	Each 25% of granted options shall vest on 25 June 2021, 25 June 2022, 25 June 2023 and 25 June 2024 respectively.
6	Maximum term of Options granted (years)	4 years
7	Source of shares (Primary, Secondary or combination)	Primary
8	Price per option ( Grant I )	₹ 300/-
	Price per option Grant ( Grant II )	₹ 326.16/-
	Price per option Grant ( Grant III )	₹ 326.16/-
9	The exercise period and process of exercise	Exercise anytime within five years from date of vesting.

#### II. Method used to account for ESOP

The Company has recorded compensation cost for all grants made to employees under the fair value method of accounting. The fair value of each option granted is estimated on the date of grant using Discounted cash flow method.

There was no material change in the fair value of the option from the date of valuation to grant date, hence there is no charge in the statement of profit and loss on account of ESOP.



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(₹ in crores, except for share data, and if otherwise stated)

### III. Weighted average exercise price of Options granted:

	Grant I	Grant II	Grant III
Exercise price equals fair market value	₹ 300	₹ 326.16	₹ 326.16
Exercise price is greater than fair market value	Nil	Nil	Nil
Exercise price is less than fair market value	Nil	Nil	Nil

### IV. Weighted average fair value of Options granted:

	Grant I	Grant II	Grant III
Fair value of options granted	₹ 300	₹ 326.16	₹ 326.16

### V. Employee-wise details of options granted:

(i) Employees who were granted, options amounting to 5% or more of the options granted

Sr. No.	Name of Employee	Designation	Exercise Price per share (₹)	Number of Options granted
1	Mr. Rahul Pandey	Chief Credit Officer	300.00	1,50,000
			326.16	10,000

(ii) Identified employees who were granted options, equal to or exceeding 1% of the issued capital of the company at the time of grant:

Sr. No.	Name of Employee	Designation	Exercise Price per share (₹)	Number of Options granted
1	Nil	Nil	Nil	Nil

### (b) ESOP Plan - 2021

The Company has implemented Employee Stock Option Plan for the key employees of the Company and its subsidiaries through Route Mobile Employee Welfare Trust (the 'Trust') formed for the purpose. All the options issued by the Company are equity share-based options which have to be settled in equity shares only. The shares are to be allotted to employees under the Route Mobile Limited- Employee Stock Option Plan 2021 (the 'ESOP scheme'). The shareholders through Postal ballot on 19 April 2021 approved grant of 2,800,000 employee share options to eligible employees under the ESOP scheme.

# Significant accounting policies and other explanatory informations

as at and for the year ended 31 March 2023

(₹ in crores, except for share data, and if otherwise stated)

## I. The position of the Employee Stock Option Scheme of the Company:

Sr. No.	Particulars	ESOP Scheme
1	Details of approval	Resolution passed by Nomination and Remuneration committee meeting dated 15 March 2021 and the shareholders, through postal ballot held on 19 April 2021 had approved the grant of 2,800,000 employee stock options in accordance with the ESOP Scheme.
2	Implemented through	Trust
3	Total number of stock options approved	28,00,000
4	Total number of stock options granted ( Grant I )	7,36,500
	Total number of stock options granted (Grant II)	4,720
5	Vesting schedule ( Grant I )	Category I
		Each 25% of granted options shall vest on 11 October 2022, 11 October 2023, 11 October 2024 and 11 October 2025 respectively.
	Vesting schedule ( Grant I )	Category II
		(a) Time based vesting (25% and/or 20%, as specified in grant letter of respective employee[s]) at the end of First year; and (b) 25% each for one employee and 20%, 20% and 40% for others at the end of Second, Third and Fourth Year respectively from the date of Grant, subject to achievement of performance conditions as specified in grant letter of respective employee[s].
	Vesting schedule ( Grant II )	Each 25% of granted options shall vest on 17 February 2023, 17 February 2024, 17 February 2025 and 17 February 2026 respectively.
6	Maximum term of Options granted (years)	4 years
7	Source of shares (Primary, Secondary or combination)	Primary
8	Price per option ( Grant I )	₹ 2,296.05/-
	Price per option Grant ( Grant II )	₹ 1,600.95/-
9	The exercise period and process of exercise	Exercise anytime within five years from date of vesting.

## II. Method used to account for ESOP

The Company has recorded compensation cost for all grants made to employees under the fair value method of accounting. The fair value of each option granted is estimated on the date of grant using Black Scholes Model.

There was no material change in the fair value of the option from the date of valuation to grant date, hence there is no charge in the statement of profit and loss on account of ESOP.

## III. Weighted average exercise price of Options granted:

	Grant I	Grant II
Exercise price equals fair market value	₹ 2,296.05	₹ 1,600.95
Exercise price is greater than fair market value	Nil	Nil
Exercise price is less than fair market value	Nil	Nil



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(₹ in crores, except for share data, and if otherwise stated)

### IV. Weighted average fair value of Options granted:

	Grant I	Grant II
Fair value of options granted	₹ 1,207.14	₹ 856.96

### V. Employee-wise details of options granted:

#### (i) Employees who were granted, options amounting to 5% or more of the options granted

Sr. No.	Name of Employee	Designation	Exercise Price per share (₹)	Number of Options granted as on 31 March 2023	Number of Options granted as on 31 March 2022
1	John Timothy Owen	Chief Executive Officer (Europe and Americas)	2296.05	-	1,40,000
2	Milind Vinay Pathak	Group Chief Business Officer	2296.05	1,00,000	1,00,000
3	Vikram Shanbhag	Executive Vice President – America	2296.05	-	50,000

#### (ii) Identified employees who were granted options, equal to or exceeding 1% of the issued capital of the company at the time of grant:

Sr. No.	Name of Employee	Designation	Exercise Price per share (₹)	Number of Options granted
1	Nil	Nil	Nil	Nil

### VI. The movement of stock options are summarised below:

	Number of options			
	31 March 2023		31 March 2022	
	RML ESOP-2017	RML ESOP-2021	RML ESOP-2017	RML ESOP-2021
Outstanding at the beginning of the year	9,11,005	7,05,220	16,15,059	-
Options granted during the year	-	-	-	7,41,220
Options forfeited / lapsed during the year	60,990	2,37,000	58,165	36,000
Options exercised during the year	2,60,650	-	6,45,889	-
Options expired during the year	Nil	Nil	Nil	Nil
Options outstanding at the end of the year	5,89,365	4,68,220	9,11,005	7,05,220
Options exercisable at the end of the year	2,45,635	1,14,805	2,06,170	-

Unallocated options as at 31 March 2023 are 2,479,435 options (31 March 2022 - 2,181,445 options)

### VII. The exercise price and expected remaining contractual life (comprising the vesting period and exercise period) of options outstanding as at 31 March 2023 is as follows:

#### ESOP Plan 2017 - Grant I

Sr. No.	Grant Date	Number of Option granted	Vesting Date	Exercise End Date	Exercise Price per share (₹)	Expected remaining contractual life (Months)
1	13 October 2017	500	12 October 2018	11 October 2023	300.00	6
2	13 October 2017	500	12 October 2019	11 October 2024	300.00	18
3	13 October 2017	500	12 October 2020	11 October 2025	300.00	30
4	13 October 2017	14,950	12 October 2021	11 October 2026	300.00	42

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### ESOP Plan 2017 - Grant II

Sr. No.	Grant Date	Number of Option granted	Vesting Date	Exercise End Date	Exercise Price per share (₹)	Expected remaining contractual life (Months)
1	21 February 2020	40,810	20 February 2021	19 February 2026	326.16	35
2	21 February 2020	56,750	20 February 2022	19 February 2027	326.16	47
3	21 February 2020	56,875	20 February 2023	19 February 2028	326.16	59
4	21 February 2020	1,93,250	20 February 2024	19 February 2029	326.16	71

### ESOP Plan 2017 - Grant III

Sr. No.	Grant Date	Number of Option granted	Vesting Date	Exercise End Date	Exercise Price per share (₹)	Expected remaining contractual life (Months)
1	26 June 2020	14,125	25 June 2021	24 June 2026	326.16	39
2	26 June 2020	23,625	25 June 2022	24 June 2027	326.16	51
3	26 June 2020	93,740	25 June 2023	24 June 2028	326.16	63
4	26 June 2020	93,740	25 June 2024	24 June 2029	326.16	75

### ESOP Plan 2021 - Grant I

Sr. No.	Grant Date	Number of Option granted	Vesting Date	Exercise End Date	Exercise Price per share (₹)	Expected remaining contractual life (Months)
1	12 October 2021	1,11,375	11 October 2022	10 October 2027	2,296.05	54
2	12 October 2021	1,09,375	11 October 2023	10 October 2028	2,296.05	66
3	12 October 2021	1,09,375	11 October 2024	10 October 2029	2,296.05	78
4	12 October 2021	1,33,375	11 October 2025	10 October 2030	2,296.05	90

### ESOP Plan 2021 - Grant II

Sr. No.	Grant Date	Number of Option granted	Vesting Date	Exercise End Date	Exercise Price per share (₹)	Expected remaining contractual life (Months)
1	17 February 2022	1,180	16 February 2023	15 February 2028	1,600.95	59
2	17 February 2022	1,180	16 February 2024	15 February 2029	1,600.95	71
3	17 February 2022	1,180	16 February 2025	15 February 2030	1,600.95	83
4	17 February 2022	1,180	16 February 2026	15 February 2031	1,600.95	95

### VIII Assumptions:

Sr. No.	Particulars	ESOP Plan - 2017		ESOP Plan - 2021	
		Grant I	Grant II and Grant III	Grant I	Grant II
1	Risk Free Interest Rate	6.70%	6.55%	5.54%	5.95%
2	Expected Life (years)	4	4	4.60	5.01
3	Expected Volatility	56%	100%	54.07%	55.53%





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(₹ in crores, except for share data, and if otherwise stated)

### IX The effect of share-based payment transactions on the entity's profit or loss for the period and earnings per share is presented below:

Particulars	As at 31 March 2023	As at 31 March 2022
Profit after tax as reported	89.83	27.76
Share-based payment expense	12.94	9.08
Earnings per share (post tax impact on share-based payment)		
Basic (in ₹)	15.91	4.65
Diluted (in ₹)	15.91	4.65

### 44. The utilisation of IPO proceeds is summarised below:

Particulars	Objects of the issue as per the Prospectus	Utilisation up to 31.03.2023	(₹ in crore)
			Unutilised amounts as on 31.03.2023
Repayment or pre-payment, in full or part, of certain borrowings of the Company	36.50	36.50	-
Acquisitions and other strategic initiatives	83.00	83.00	-
Purchase of office premises in Mumbai	65.00	-	65.00*
General corporate purposes (including IPO related expenses apportioned to the Company)	55.50	55.50	-
<b>Net utilisation</b>	<b>240.00</b>	<b>175.00</b>	<b>65.00</b>

IPO proceeds which remain unutilised as at 31 March 2023 were temporarily invested/parked in deposits with scheduled commercial banks

\* During the quarter ended 31 December 2022, advances paid of ₹ 4.82 crore paid towards purchase of office premise has been received back on 04 January 2023, due to termination of memorandum of understanding.

45. The Company through Qualified Institutional Placement (QIP) allotted 4,684,116 equity shares to the eligible Qualified Institutional Buyers (QIB) at an issue price of ₹ 1,852 per equity share (including a premium of ₹ 1,842 per equity share) aggregating to ₹ 867.50 crore on 12 November 2021. The issue was made in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended. Expenses incurred in relation to QIP amounting to ₹ 17.51 crore has been adjusted from Securities Premium Account. Funds received pursuant to QIP are being utilised towards the objects stated in the placement document and the balance un-utilised amount as on 31 March 2023 remain invested in deposits with scheduled commercial banks and current account.

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### 46. Summary of acquisition

#### Sarv Webs Private Limited

On 1 July 2021, the Company has completed acquisition of a division, comprising intellectual property (software) and its associated identified customer contracts, of Sarv Webs Private Limited (Sarv Webs), which is in business of providing cloud based digital communication solutions to transmit transactional and promotional emails, under slump sale arrangement for upfront purchase consideration of ₹ 26.25 crore and a deferred consideration of ₹ 4 crore payable on the first anniversary of the closing of the acquisition in cash. The following table presents the purchase price allocation:-

The fair value of assets and liabilities as at the date of acquisition, in accordance with PPA, is as below:

Description	Purchase price allocation (₹ in crore)
Net assets	0.01
Customer relationship	13.61
Software	4.65
Non-compete	1.90
Goodwill	9.22
<b>Total purchase price</b>	<b>29.39</b>

### 47. Ratios

	Year ended 31 March 2023	Year ended 31 March 2022	Variance %	Reason for change in ratio more than 25%
<b>Net profit ratio (%)</b> (Net profit after tax / Revenue from operations )	16.76%	8.32%	101.60%	Increase in the ratio is on account of increase in profit after tax due to increase in revenue as well as increase in dividend income from the subsidiary.
<b>Current ratio (times)</b> (Current assets / Current liabilities)	8.81	13.64	-35.39%	The variance is on account of decrease in the current assets and correspondingly increase in current liabilities.
<b>Debt service coverage ratio (times)*</b> (Earnings before finance cost, depreciation and amortisation, exceptional items and tax / Interest plus current maturities of debt plus lease payments))	7.00	3.25	115.30%	In the current year, there is increase in revenue which has consequently resulted in higher EBITDA and hence increase in the ratio.
<b>Return on equity ratio (%)</b> (Profit after tax / Average shareholder's equity)	7.64%	3.54%	116.01%	In the current year, there is increase in revenue which has consequently resulted in higher PAT and hence increase in the ratio.
<b>Trade receivables turnover ratio (times)</b> (Revenue from operations/ Average trade receivable)	0.25	0.31	-19.19%	



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(₹ in crores, except for share data, and if otherwise stated)

	Year ended 31 March 2023	Year ended 31 March 2022	Variance %	Reason for change in ratio more than 25%
<b>Trade payables Turnover Ratio(times)</b> (Net credit purchases / Average trade payables**)	0.14	0.47	-71.05%	Decrease in the ratio is mainly increase in purchase and decrease in average trade payable.
<b>Net capital Turnover Ratio (times)</b> (Revenue from operations/ Working capital)	0.53	0.30	74.15%	Increase in the ratio is mainly on account of increase in Revenue.
<b>Return on Capital Employed Ratio#</b> (Earnings before interest and tax / Capital employed)	1.93%	0.01%	19207.00%	Increase in the ratio is mainly on account of increase in EBIT due to increase in revenue as compared to previous year.

\* Earnings before finance cost, depreciation and amortisation, exceptional items and tax excludes 'Other Income' since non-recurring in nature.

\*\* Average Trade Payables = Average Trade payables for the SMS purchase.

# Earnings before interest and tax excludes 'Other Income' since non-recurring in nature.

### 48. Segment reporting

In accordance with Indian Accounting Standard (Ind AS) 108, "Operating Segments", segment information has been given in the consolidated financial statements of Route Mobile Limited, and therefore, no separate disclosure on segment information is given in these standalone financial statements.

**49.** The Board of Directors of the Company at its meeting held on 30 December 2021 have approved a Scheme of Amalgamation ('Scheme') by way of merger of Start Corp India Private Limited (the Transferor) with Send Clean Private Limited (the transferee). The Appointed Date proposed is 01 April 2022. Subsequent to the balance sheet date on 26 April 2023, the Company has received certified true copy of the Order from National Company Law Tribunal (NCLT) dated 20 April 2023. The Company is in the process of filing necessary forms with the Registrar of Companies (ROC).

**50.** The Board of Directors of the Company at its meeting held on 28 June 2022, approved a proposal for Buy-back by the Company of fully paid up Equity Shares for an aggregate amount not exceeding ₹ 120 crore (referred to as the "Maximum Buyback Size"), at a price not exceeding ₹ 1,700/- per Equity Share from the shareholders of the Company excluding promoters, promoter group, and persons who are in control of the Company, payable in cash via the open market route through the stock exchange mechanism in accordance with the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 (as amended) and the Companies Act, 2013 and rules made thereunder, as amended.

During the year ended 31 March 2023, the Company bought back 861,021 equity shares resulting in total cash outflow of ₹ 119.99 crore (including premium of ₹ 119.13 crore). In line with the requirements of the Companies Act, 2013, an amount of ₹ 119.13 crore has been utilised from the securities premium balance for the buyback. In addition, ₹ 29.25 crore (including buy back tax of ₹ 27.96 crore) was incurred on account of buyback expenses which was also adjusted against the securities premium balance. The shares so bought back were extinguished and the issued and paid-up capital stands amended accordingly.

### 51. Subsequent event

The Board of Directors have recommended a final dividend @ 20% (₹ 2 per share of face value ₹ 10 each) for the year ended 31 March 2023, subject to necessary approval by the members in the ensuing Annual General Meeting of the Company.

## Significant accounting policies and other explanatory informations

as at and for the year ended 31 March 2023

(₹ in crores, except for share data, and if otherwise stated)

### 52. Other Statutory Information

- (i) The Company does not have any Benami property, where any proceeding has been initiated or pending proceedings for holding any Benami property.
- (ii) The Company does not have any transactions with companies struck off.
- (iii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- (iv) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (v) During the year ended 31 March 2023, the Company has not advanced or given loan or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall :
  - (va) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
  - (vb) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

### For the year ended March 31, 2022 - disclosure regarding ultimate utilisation of invested funds by the subsidiary

Date of funds advanced	Amount of funds invested (₹ in Crore)	Name of intermediary where funds advanced	Date of funds further advanced by intermediary	Amount of funds further invested by intermediary (₹ in Crore)	Name of ultimate beneficiary where funds advanced
23 February 2022	164.76	Routesms Solution FZE Address: A1 -401B, Building number A1, A1 Hamra Industrial Zone - FZ, RAK, United Arab Emirates Unique identification no.: RAKIA 72 FZ3 01 13 6563	28 February 2022 18 March 2022	122.25 28.58	MR. Messaging FZC Address: A1 Shmookh Business Center, One UAQ, UAQ Free Trade Zone, Umm Al Quwain, United Arab Emirates Unique identification no.: 1565
<b>Total</b>	<b>164.76</b>			<b>150.83</b>	

- (vi) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
  - (vi a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or



## Significant accounting policies and other explanatory informations

as at and for the year ended 31 March 2023

(₹ in crores, except for share data, and if otherwise stated)

(vi b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(vii) The Company does not any such transaction which is not recorded in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961

**53.** Figures of the previous year has been re-grouped/re-arranged wherever necessary. The impact of the same is not material to the users of financial statement.

As per our report of even date attached.

For **Walker Chandio & Co LLP**

Chartered Accountants

Firm Registration No.: 001076N/N500013

**Bharat Shetty**

Partner

Membership No.: 106815

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

**Sandipkumar Gupta**

Chairman

(DIN No. 01272932)

**Suresh Jankar**

Chief Financial Officer

**Rathindra Das**

Company Secretary

(Membership No.: A24421)

Place : Mumbai

Date : 19 May 2023

Place : Mumbai

Date : 19 May 2023

# Independent Auditor's Report

## To the Members of Route Mobile Limited

### Report on the Audit of the Consolidated Financial Statements

#### Opinion

1. We have audited the accompanying consolidated financial statements of Route Mobile Limited ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group'), as listed in Annexure 1, which comprise the Consolidated Balance Sheet as at **31 March 2023**, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements, including a summary of the significant accounting policies and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial statements/ consolidated financial statements and on the other financial information of the subsidiaries, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ('Ind AS') specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, and other accounting principles generally accepted in India of the consolidated state of affairs of the Group as at 31 March 2023, and their consolidated profit (including other comprehensive income), consolidated cash flows and the consolidated changes in equity for the year ended on that date.

#### Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group, in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained together with the audit evidence obtained by the other auditors in terms of their reports referred to in paragraph 15 of the Other Matter section below, is sufficient and appropriate to provide a basis for our opinion.

#### Key Audit Matters

4. Key audit matters are those matters that, in our professional judgement and based on the consideration of the reports of the other auditors on separate financial statements/ consolidated financial statements of the subsidiaries, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.
5. We have determined the matters described below to be the key audit matters to be communicated in our report.



## Independent Auditor's Report on the Audit of the Consolidated Financial Statements

### Key audit matter

#### Impairment assessment of Goodwill

Refer note 1(b) (xix) for the accounting policy and note 3 for the disclosures made in the accompanying consolidated financial statements with respect to Goodwill aggregating to ₹ 519.04 crore as at 31 March 2023 recognised in earlier years pertaining to acquisition of Sarv Webs (Division), Masivian S.A.S., MR Messaging FZE, Route Mobile Communication Limited (Formerly known as Interteleco International For Modern Communication Services), 365Squared Limited, Send Clean Private Limited (Formerly known as Cellent Technologies (India) Pvt. Ltd.), Call 2 Connect India Private Limited and Start Corp India Private Limited.

The Group has performed annual impairment test for the carrying value of goodwill in accordance with the requirements of Ind AS 36, Impairment of Assets ('Ind AS 36').

The determination of the recoverable value requires management to make certain key estimates and assumptions including forecast of future cash flows, long-term growth rates, profitability levels and discount rates, etc. Changes in these assumptions could lead to an impairment to the carrying value of the goodwill.

Considering goodwill balance is significant to the consolidated financial statements and auditing management judgement and estimates as stated above involves high degree of subjectivity and require significant auditor judgement, assessment of carrying value of goodwill is considered as a key audit matter for the current year audit.

### How our audit addressed the key audit matter

Our procedures in relation to testing of impairment of goodwill included but were not limited to the following:

- Evaluated the appropriateness of the accounting policy adopted by the management in accordance with Ind AS 36, and understood the management's process to identify separate Cash Generating Units (CGUs) and perform required annual impairment testing of goodwill.
- Evaluated the design and tested the operating effectiveness of the Group's control over the assessment of carrying value of goodwill.
- Reviewed the allocation of the goodwill to the various CGUs as identified by the management.
- Traced the cash flow forecasts determined by the management for such CGUs to approved business plans, assessed the reasonability of the assumptions used in the forecasts with our understanding of the business and external market conditions, as relevant, and verified the historical trend of the past performance to evaluate consistency in such assumptions.
- Obtained the management's external valuation specialist's report on determination of recoverable amount and also assessed the competence, expertise and objectivity of the management expert.
- Involved our auditor's valuation experts to assess the valuation assumptions used and methodology considered by the management's expert to calculate the recoverable amount and the mathematical accuracy of these calculations.
- Performed sensitivity analysis on the key assumptions to evaluate the possible variation on the current recoverable amount to ascertain the sufficiency of headroom available.
- Evaluated the appropriateness and adequacy of disclosures given in the consolidated financial statements, including disclosure of significant assumptions and judgements used by management, in accordance with applicable accounting standards.

### Information other than the Consolidated Financial Statements and Auditor's Report thereon

6. The Holding Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Management discussion and Analysis and Directors' Report, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and in doing so, consider whether

the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

7. The accompanying consolidated financial statements have been approved by the Holding Company's Board of Directors. The Holding Company's Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation and presentation of these consolidated financial statements that give a true



## Independent Auditor's Report on the Audit of the Consolidated Financial Statements

and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the Ind AS specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, and other accounting principles generally accepted in India. The Holding Company's Board of Directors are also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of consolidated Ind AS financial statements. Further, in terms of the provisions of the Act the respective Board of Directors of the companies included in the Group, are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error. These financial statements have been used for the purpose of preparation of the consolidated financial statements by the Board of Directors of the Holding Company, as aforesaid.

8. In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intend to liquidate the Group or to cease operations, or has no realistic alternative but to do so.
9. Those respective Board of Directors are also responsible for overseeing the financial reporting process of the companies included in the Group.

### **Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

10. Our objectives are to obtain reasonable assurance about whether the consolidated financial

statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

11. As part of an audit in accordance with Standards on Auditing specified under Section 143(10) of the Act we exercise professional judgement and maintain professional skepticism throughout the audit. We also:
  - Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
  - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls system with reference to financial statements in place and the operating effectiveness of such controls;
  - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
  - Conclude on the appropriateness of Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required



## Independent Auditor's Report on the Audit of the Consolidated Financial Statements

to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern; and

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
  - Obtain sufficient appropriate audit evidence regarding the financial information/financial statements of the entities within the Group, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of financial statements of such entities included in the financial statements, of which we are the independent auditors. For the other entities included in the financial statements, which have been audited by the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.
12. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
13. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
14. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances,

we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Other Matter

15. We did not audit the financial statements/ consolidated financial statements of 28 subsidiaries, whose financial statements/consolidated financial statements (before eliminating inter company balances/transactions) reflects total assets of ₹ 1,440.29 crore and net assets of ₹ 616.31 crore as at 31 March 2023, total revenues of ₹ 1,323.67 crore and net cash inflows amounting to ₹ 58.38 crore for the year ended on that date, as considered in the consolidated financial statements. These financial statements/consolidated financial statements have been audited by other auditors/ Independent firm of Chartered Accountants whose audit reports have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-section (3) of Section 143 of the Act in so far as it relates to the aforesaid subsidiaries, are based solely on the audit reports of such other auditors/ Independent firm of Chartered Accountants.

Further, of these subsidiaries, 15 subsidiaries, are located outside India whose financial statements and other financial information have been prepared in accordance with accounting principles generally accepted in their respective countries and which have been audited by other auditors under generally accepted auditing standards applicable in their respective countries. The Holding Company's management has converted the financial statements of such subsidiaries located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Holding Company's management. Our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of such subsidiaries located outside India, is based on the report of other auditors and the conversion adjustments prepared by the management of the Holding Company and audited by us.

## Independent Auditor's Report on the Audit of the Consolidated Financial Statements

Our opinion above on the consolidated financial statements, and our report on other legal and regulatory requirements below, are not modified in respect of the above matters with respect to our reliance on the work done by and the reports of the other auditors/Independent firm of Chartered Accountants.

### Report on Other Legal and Regulatory Requirements

16. As required by Section 197(16) of the Act based on our audit and on the consideration of the reports of the other auditors, referred to in paragraph 15, on separate financial statements of the subsidiaries, we report that the Holding Company, incorporated in India whose financial statements have been audited under the Act has paid remuneration to its directors during the year in accordance with the provisions of and limits laid down under Section 197 read with Schedule V to the Act. Further, we report that 5 subsidiary companies, incorporated in India whose financial statements have been audited under the Act have not paid or provided for any managerial remuneration during the year. Accordingly, reporting under Section 197(16) of the Act is not applicable in respect of such subsidiary companies.
17. As required by clause (xxi) of paragraph 3 of Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of Section 143(11) of the Act, based on the consideration of the Order reports issued by us and by the respective other auditors as mentioned in paragraph 15 above, of companies included in the consolidated financial statements and covered under the Act, we report that there are no qualifications or adverse remarks reported in the respective Order reports of such companies.
18. As required by Section 143(3) of the Act, based on our audit and on the consideration of the reports of the other auditors on separate financial statements and other financial information of the subsidiaries incorporated in India whose financial statements have been audited under the Act, we report, to the extent applicable, that:
- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements;
  - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors;
  - c) The consolidated financial statements dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;
  - d) In our opinion, the aforesaid consolidated financial statements comply with Ind AS specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015;
  - e) On the basis of the written representations received from the directors of the Holding Company, and taken on record by the Board of Directors of the Holding Company, and the reports of the statutory auditors of its subsidiary companies covered under the Act, none of the directors of the Group companies, are disqualified as on 31 March 2023 from being appointed as a director in terms of Section 164(2) of the Act.
  - f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company, and its subsidiary companies covered under the Act, and the operating effectiveness of such controls, refer to our separate report in 'Annexure I' wherein we have expressed an unmodified opinion; and
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements and other financial information of the subsidiaries incorporated in India whose financial statements have been audited under the Act:
    - i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group, as detailed in Note 44 to the consolidated financial statements;
    - ii. The Holding Company and its subsidiary companies did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2023;
    - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, and its subsidiary companies covered under the Act, during the year ended 31 March 2023;



## Independent Auditor's Report on the Audit of the Consolidated Financial Statements

- iv. (a) The respective managements of the Holding Company and its subsidiary companies, incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries respectively that, to the best of their knowledge and belief, on the date of this audit report, as disclosed in note 54(v) to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Holding Company or its subsidiary companies to or in any person(s) or entity(ies), including foreign entities ('the intermediaries'), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company, or any such subsidiary companies, ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) The respective managements of the Holding Company and its subsidiary companies, incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries respectively that, to the best of their knowledge and belief, on the date of this audit report as disclosed in the note 54(vi) to the accompanying consolidated financial statements, no funds have been received by the Holding Company or its subsidiary companies from any person(s) or entity(ies), including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Holding Company, or any such subsidiary companies shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- (c) Based on such audit procedures performed by us and that performed by the auditors of the subsidiaries, as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us or the other auditors to believe that the management representations under sub-clauses (a) and (b) above contain any material misstatement.
- v. The interim dividend declared and paid by the Holding Company during the year ended 31 March 2023 and until the date of this audit report is in compliance with Section 123 of the Act.
- The final dividend paid by the Holding Company during the year ended 31 March 2023 in respect of such dividend declared for the previous year is in accordance with Section 123 of the Act to the extent it applies to payment of dividend.
- As stated in note 52 to the accompanying consolidated financial statements, the Board of Directors of the Holding Company have proposed final dividend for the year ended 31 March 2023 which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.
- vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 requires all companies which use accounting software for maintaining their books of account, to use such an accounting software which has a feature of audit trail, with effect from the financial year beginning on 1 April 2023 and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 (as amended) is not applicable for the current financial year.

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm's Registration No.: 001076N/N500013

**Bharat Shetty**

Partner

Membership No.: 106815

**UDIN:** 23106815BGYCAG7724

**Place:** Mumbai

**Date:** 19 May 2023

# Independent Auditor's Report on the Audit of the Consolidated Financial Statements

## Annexure 1

### List of entities included in the Statement

#### Subsidiary companies

1. Routesms Solutions Nigeria Ltd.
2. Send Clean Private Limited (Formerly known as Cellent Technologies (India) Pvt. Ltd.)
3. Start Corp India Private Limited
4. Route Mobile (UK) Limited
5. Masivian S.A.S.
6. Route Ledger Technologies Private Limited (Formerly known as Sphere Edge Consulting (India) Private Limited)
7. Route Mobile Pte. Ltd.
8. Call 2 Connect India Private Limited
9. Route Connect Private Limited
10. Route Mobile Arabia Telecom
11. Route Mobile Limited (Ghana)
12. Route Mobile INC.
13. Route Connect (Kenya) Limited
14. Routesms Solutions FZE
15. Route Mobile Nepal Private Limited
16. Route Mobile Lanka (Private) Limited
17. Route Mobile (Bangladesh) Limited
18. Route Mobile Malta Limited
19. Route Mobile Uganda Limited
20. Route SMS Solutions Zambia Limited
21. PT. Route Mobile Indonesia
22. Send clean INC
23. 365Squared Limited
24. Trusense Identity Limited
25. Route Mobile LLC
26. Route Mobile Communication Services Co. (Formerly known as Interteleco International for Modern Communication Services)
27. M.R. Messaging FZE
28. MR Messaging (Holding) Limited
29. MR Messaging Limited
30. MR Messaging South Africa (Proprietary) Limited



# Annexure I

**to the Independent Auditor's Report of even date to the members of Route Mobile Limited on the consolidated financial statements for the year ended 31 March 2023**

## **Independent Auditor's Report on the internal financial controls with reference to financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')**

1. In conjunction with our audit of the consolidated financial statements of Route Mobile Limited ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group'), as at and for the year ended **31 March 2023**, we have audited the internal financial controls with reference to financial statements of the Holding Company, and its subsidiary companies, which are companies covered under the Act, as at that date.

## **Responsibilities of Management and Those Charged with Governance for Internal Financial Controls**

2. The respective Board of Directors of the Holding Company and its subsidiary companies, which are companies covered under the Act, are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Company's business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

## **Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Financial Statements**

3. Our responsibility is to express an opinion on the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies, as aforesaid, based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India ('ICAI') prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ('the Guidance Note') issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements includes obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.



## Annexure I

### to the Independent Auditor's Report of even date to the members of Route Mobile Limited on the consolidated financial statements for the year ended 31 March 2023

5. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies, as aforesaid.

#### Meaning of Internal Financial Controls with Reference to Financial Statements

6. A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

#### Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

7. Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### Opinion

8. In our opinion and based on the consideration of the reports of the other auditors on internal financial controls with reference to financial statements of subsidiary companies, the Holding Company and its subsidiary companies, which are companies covered under the Act, have in all material respects, adequate internal financial controls with reference to financial statements and such controls were operating effectively as at 31 March 2023, based on the internal financial controls with reference to financial statements criteria established by the Holding Company and its subsidiary companies, which are companies covered under the Act, considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.





## Annexure I

### to the Independent Auditor's Report of even date to the members of Route Mobile Limited on the consolidated financial statements for the year ended 31 March 2023

#### Other Matter

9. We did not audit the internal financial controls with reference to financial statements in so far as it relates to five subsidiary companies, which are companies covered under the Act, whose financial statements reflect total assets of ₹ 70.16 crore and net assets of ₹ 20.22 crore as at 31 March 2023, total revenues of ₹ 65.18 crore and net cash inflows amounting to ₹ 3.76 crore for the year ended on that date, as considered in the consolidated financial statements. The internal financial controls with reference to financial statements in so far as it relates to such subsidiary companies, have been audited by other auditors whose reports have been furnished to us by the management and our report on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements for the Holding Company and its subsidiary companies, as aforesaid, under

Section 143(3)(i) of the Act in so far as it relates to such subsidiary companies, are based solely on the reports of the auditors of such companies. Our opinion is not modified in respect of this matter with respect to our reliance on the work done by and on the reports of the other auditors.

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm's Registration No.: 001076N/N500013

**Bharat Shetty**

Partner

Membership No.: 106815

**UDIN:** 23106815BGYCAG7724

Place: Mumbai

Date: 19 May 2023

# Consolidated Balance Sheet

as at 31 March 2023

(₹ in crore, except for share data, and if otherwise stated)

	Note	As at 31 March 2023	As at 31 March 2022
<b>Assets</b>			
<b>Non-current assets</b>			
Property, plant and equipment	2(a)	34.41	28.98
Right-of-use asset	4(a)	32.42	15.59
Capital work-in-progress	2(b)	1.09	-
Goodwill	3	520.21	501.08
Other Intangible assets	4(b)	365.49	406.62
Intangible assets under development	4(c)	14.01	-
Financial assets			
Investments	5	6.37	-
Other financial assets	6	8.97	6.04
Deferred tax assets (net)	7(a)	8.41	5.53
Non-current tax assets (net)	8	34.05	25.74
Other non-current assets	9	73.21	0.49
		<b>1,098.64</b>	<b>990.07</b>
<b>Current assets</b>			
Financial assets			
Investments	10	13.88	13.38
Trade receivables	11	701.54	516.51
Cash and cash equivalents	12	483.61	407.33
Other bank balances	13	396.27	618.84
Other financial assets	14	22.56	16.19
Other current assets	15	168.83	96.41
		<b>1,786.69</b>	<b>1,668.66</b>
<b>Total assets</b>		<b>2,885.33</b>	<b>2,658.73</b>
<b>Equity and liabilities</b>			
<b>Equity</b>			
Equity share capital	16	62.44	62.87
Other equity	17	1,757.98	1,609.69
<b>Equity attributable to owners of the Holding Company</b>		<b>1,820.42</b>	<b>1,672.56</b>
Non-controlling interest		7.97	2.06
<b>Total equity</b>		<b>1,828.39</b>	<b>1,674.62</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
Financial liabilities			
Borrowings	18	43.68	-
Lease liabilities	42	26.91	12.30
Other financial liabilities	19	142.49	241.59
Provisions	20	4.15	3.84
Deferred tax liabilities (net)	7(b)	56.55	65.12
		<b>273.78</b>	<b>322.85</b>
<b>Current liabilities</b>			
Financial liabilities			
Borrowings	21	62.47	-
Lease liabilities	42	7.05	3.92
Trade payables			
- Total outstanding dues of micro enterprises and small enterprises		0.52	0.62
- Total outstanding dues of creditors other than micro enterprises and small enterprises	22	466.49	476.44
Other financial liabilities	23	172.93	128.59
Provisions	24	1.29	0.99
Other current liabilities	25	24.99	22.51
Current tax liabilities (net)	26	47.42	28.19
		<b>783.16</b>	<b>661.26</b>
<b>Total equity and liabilities</b>		<b>2,885.33</b>	<b>2,658.73</b>
<b>Significant accounting policies and other explanatory information</b>	<b>1 to 54</b>		

This is the Consolidated Balance Sheet referred to in our report of even date

For **Walker Chandik & Co LLP**  
Chartered Accountants  
Firm Registration No.: 001076N/N500013

**Bharat Shetty**  
Partner  
Membership No.: 106815

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

**Sandipkumar Gupta**  
Chairman  
(DIN No.: 01272932)

**Suresh Jankar**  
Chief Financial Officer

**Rathindra Das**  
Company Secretary  
(Membership No.: A24421)

Place: Mumbai  
Date: 19 May 2023

Place: Mumbai  
Date: 19 May 2023



# Consolidated Statement of Profit and Loss

for the year ended 31 March 2023

(₹ in crore, except for share data, and if otherwise stated)

	Note	Year ended 31 March 2023	Year ended 31 March 2022
<b>Revenue</b>			
Revenue from operations	27	3,569.23	2,002.03
Other income	28	39.40	20.06
<b>Total income</b>		<b>3,608.63</b>	<b>2,022.09</b>
<b>Expenses</b>			
Purchase of messaging services	29	2,782.56	1,582.51
Employee benefits expense	30	196.90	126.12
Finance costs	31	20.45	5.16
Depreciation and amortisation expense	32	81.60	38.32
Other expenses	33	145.62	74.76
<b>Total expenses</b>		<b>3,227.13</b>	<b>1,826.87</b>
<b>Profit before tax</b>		<b>381.50</b>	<b>195.22</b>
<b>Tax expense</b>			
Current tax	34	60.53	30.71
Deferred tax credit		(12.14)	(5.57)
		<b>48.39</b>	<b>25.14</b>
<b>Profit for the year</b>		<b>333.11</b>	<b>170.08</b>
<b>Other Comprehensive income</b>			
(i) (a) Items that will not be reclassified to profit or loss	35	(9.31)	(0.80)
(b) Tax (expense)/benefit on items that will not be reclassified to profit or loss		1.76	0.19
(ii) (a) Items that will be reclassified to profit or loss		16.72	1.86
(b) Tax (expense)/benefit on items that will be reclassified to profit or loss		-	-
<b>Total other comprehensive income (net of tax)</b>		<b>9.17</b>	<b>1.25</b>
<b>Total comprehensive income for the year</b>		<b>342.28</b>	<b>171.33</b>
<b>Profit attributable to:</b>			
Owners of the Holding Company		327.06	166.17
Non-controlling interest		6.05	3.91
<b>Other comprehensive income attributable to:</b>			
Owners of the Holding Company		9.31	1.24
Non-controlling interest		(0.14)	0.01
<b>Total comprehensive income attributable to:</b>			
Owners of the Holding Company		336.37	167.41
Non-controlling interest		5.91	3.92
<b>Earnings per equity share</b>			
Basic (in ₹)	49	52.29	27.82
Diluted (in ₹)		52.29*	27.82*
Face value per share (in ₹)		10.00	10.00
*Anti-dilutive			
<b>Significant accounting policies and other explanatory information</b>	<b>1 to 54</b>		

This is the Consolidated Profit and Loss referred to in our report of even date

For **Walker Chandio & Co LLP**  
Chartered Accountants  
Firm Registration No.: 001076N/N500013

**Bharat Shetty**  
Partner  
Membership No.: 106815

Place: Mumbai  
Date: 19 May 2023

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

**Sandipkumar Gupta**  
Chairman  
(DIN No.: 01272932)

**Rathindra Das**  
Company Secretary  
(Membership No.: A24421)

Place: Mumbai  
Date: 19 May 2023

**Suresh Jankar**  
Chief Financial Officer

# Consolidated Cash Flow Statement

for the year ended 31 March 2023

(₹ in crore, except for share data, and if otherwise stated)

	Year ended 31 March 2023	Year ended 31 March 2022
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
<b>Profit before tax</b>	381.50	195.22
<b>Adjustments for:</b>		
Depreciation and amortisation expense	81.60	38.32
Advances and trade receivable written off	14.73	0.99
Interest income on fixed deposits	(32.19)	(16.69)
Interest on income tax refund	(0.49)	(0.11)
Provision for expected credit loss	1.25	0.61
Provision for doubtful debts written back	(0.49)	(0.99)
Interest expenses on financial liability measured at amortised cost	11.71	3.25
Interest on borrowings from bank	3.85	0.20
Interest on lease liability/finance lease obligations	2.93	1.40
Other borrowing cost	1.71	0.29
Unrealised foreign exchange loss	2.75	5.41
Net gain arising on financial assets designated as FVTPL	(0.50)	(0.58)
Liabilities no longer payable, written back	(0.57)	(0.81)
Employee stock option expense	15.59	18.87
Loss/(gain) on sale of property, plant and equipment	0.02	(0.06)
<b>Operating profit before working capital changes</b>	<b>483.40</b>	<b>245.32</b>
<b>Adjustments for working capital</b>		
(Increase) in trade receivables	(199.51)	(163.95)
(Increase)/Decrease in financial assets and other assets	(156.74)	12.96
(Decrease)/Increase in trade payables, provisions and other liabilities	(20.50)	85.18
<b>Cash generated from operating activities</b>	<b>106.65</b>	<b>179.51</b>
Direct taxes paid (net)	(33.44)	(44.95)
<b>Net cash generated from operating activities (A)</b>	<b>73.21</b>	<b>134.56</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of property, plant and equipment and intangible assets including Capital work-in-progress and Intangible assets under development	(38.06)	(17.08)
Proceeds from disposal of property, plant and equipment	0.04	0.03
Payment of purchase consideration for business combination	(80.95)	(413.09)
Investment	(15.91)	-
Fixed deposits placed	(8,495.46)	(7,609.58)
Fixed deposits matured	8,714.19	7,189.81
Interest received	28.37	11.46
<b>Net cash generated from/(used in) investing activities (B)</b>	<b>112.22</b>	<b>(838.45)</b>



# Consolidated Cash Flow Statement

for the year ended 31 March 2023

(₹ in crore, except for share data, and if otherwise stated)

	Year ended 31 March 2023	Year ended 31 March 2022
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Buy back of shares (including expenses and tax paid)	(149.24)	-
Proceeds from non-current borrowings	127.27	-
Repayment of non-current borrowings	(15.40)	(3.97)
Dividend paid	(68.64)	(30.40)
Share issue expenses	-	(17.51)
Proceeds from issue of equity shares on Qualified Institutional Placement	-	867.50
Proceeds from issue of equity shares on exercise of employee stock options	13.95	14.59
Payment of interest portion of lease liabilities	(2.93)	(1.40)
Payment of principal portion of lease liabilities	(7.31)	(4.63)
Interest paid	(5.57)	(0.49)
<b>Net cash generated from/(used in) financing activities (C)</b>	<b>(107.87)</b>	<b>823.69</b>
<b>Net increase in cash and cash equivalents (A+B+C)</b>	<b>77.56</b>	<b>119.80</b>
Cash and cash equivalents at the beginning of the year	407.33	269.99
Cash and cash equivalents taken over on acquisition	-	15.10
Effect of currency fluctuations on cash and cash equivalents	(1.28)	2.44
<b>Cash and cash equivalents at the end of the year</b>	<b>483.61</b>	<b>407.33</b>
<b>Cash and cash equivalents as per consolidated financial statements</b>	<b>483.61</b>	<b>407.33</b>

## Note:

The Consolidated Cash Flow Statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS) 7, Statement of Cash Flows.

Significant accounting policies and other explanatory information

1 to 54

This is the Consolidated Cash Flow Statement referred to in our report of even date

For **Walker Chandio & Co LLP**

Chartered Accountants

Firm Registration No.: 001076N/N500013

**Bharat Shetty**

Partner

Membership No.: 106815

For and on behalf of the Board of Directors of

**Route Mobile Limited**

**Sandipkumar Gupta**

Chairman

(DIN No.: 01272932)

**Rathindra Das**

Company Secretary

(Membership No.: A24421)

**Suresh Jankar**

Chief Financial Officer

Place: Mumbai

Date: 19 May 2023

Place: Mumbai

Date: 19 May 2023

# Consolidated Statement of Changes in Equity

for the year ended 31 March 2023

(₹ in crore, except for share data, and if otherwise stated)

## Equity share capital

Particulars	Note	Number of shares	Amount
<b>Balance as at 1 April 2021</b>	16	<b>57,713,583</b>	<b>57.71</b>
Issue of shares as Qualified Institutional Placement (QIP)		4,684,116	4.68
Issue of equity shares on exercise of employee stock options		645,889	0.65
Less: Equity shares held in trust for employees under ESOP Scheme		(170,705)	(0.17)
<b>Balance as at 31 March 2022</b>		<b>62,872,883</b>	<b>62.87</b>
Issue of equity shares on exercise of employee stock options		431,355	0.43
Less: Buy Back Shares		(861,021)	(0.86)
<b>Balance as at 31 March 2023</b>		<b>62,443,217</b>	<b>62.44</b>

## Other equity

Particulars	Attributable to owners						Total Other Equity	Non-controlling interest	Total
	Reserves and Surplus								
	Retained Earnings	Statutory Reserve	Securities Premium	Share Options Outstanding	Capital Redemption Reserve	Foreign Currency Translation Reserve			
<b>Balance as at 1 April 2021</b>	344.17	0.00	240.48	-	-	9.75	594.40	(2.66)	591.74
Profit for the year	166.17	-	-	-	-	-	166.17	3.91	170.08
Other comprehensive income for the year	(0.61)	-	-	-	-	1.85	1.24	0.01	1.25
<b>Total Comprehensive income for the year ended 31 March 2022</b>	<b>165.56</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1.85</b>	<b>167.41</b>	<b>3.92</b>	<b>171.33</b>
Issue of shares as Qualified Institutional Placement (QIP)	-	-	862.82	-	-	-	862.82	-	862.82
Acquired on acquisition	-	-	-	-	-	-	-	0.80	0.80
Issue of equity shares on exercise of employee stock options	-	-	19.46	-	-	-	19.46	-	19.46
Employee stock option expense	-	-	-	18.87	-	-	18.87	-	18.87
Adjustment of share issue expenses	-	-	(17.51)	-	-	-	(17.51)	-	(17.51)
Premium on equity shares held in trust under the ESOP scheme	-	-	(5.35)	-	-	-	(5.35)	-	(5.35)
Transfer from Retained earnings	(0.10)	0.10	-	-	-	-	-	-	-
Dividend	(30.41)	-	-	-	-	-	(30.41)	-	(30.41)
<b>Balance as at 31 March 2022</b>	<b>479.22</b>	<b>0.10</b>	<b>1,099.90</b>	<b>18.87</b>	<b>-</b>	<b>11.60</b>	<b>1,609.69</b>	<b>2.06</b>	<b>1,611.75</b>
Profit for the year	327.06	-	-	-	-	-	327.06	6.05	333.11
Other comprehensive income for the year	(7.55)	-	-	-	-	16.86	9.31	(0.14)	9.17
<b>Total Comprehensive income for the year ended 31 March 2023</b>	<b>319.51</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>16.86</b>	<b>336.37</b>	<b>5.91</b>	<b>342.28</b>



# Consolidated Statement of Changes in Equity

for the year ended 31 March 2023

(₹ in crore, except for share data, and if otherwise stated)

Particulars	Attributable to owners						Total Other Equity	Non-controlling interest	Total
	Reserves and Surplus								
	Retained Earnings	Statutory Reserve	Securities Premium	Share Options Outstanding	Capital Redemption Reserve	Foreign Currency Translation Reserve			
Buy back of equity shares (refer note 51)	-	-	(119.13)	-	-	-	(119.13)	-	(119.13)
Tax on buy back of equity shares (refer note 51)	-	-	(27.96)	-	-	-	(27.96)	-	(27.96)
Expenses for buy back of equity shares (refer note 51)	-	-	(1.29)	-	-	-	(1.29)	-	(1.29)
Employee stock option expense	-	-	-	15.41	-	-	15.41	-	15.41
Issue of equity share on Exercise of Employee stock option	-	-	13.53	-	-	-	13.53	-	13.53
Transfer from Securities premium	-	-	(0.86)	-	0.86	-	-	-	-
Dividend paid	(68.64)	-	-	-	-	-	(68.64)	-	(68.64)
<b>Balance as at 31 March 2023</b>	<b>730.09</b>	<b>0.10</b>	<b>964.19</b>	<b>34.28</b>	<b>0.86</b>	<b>28.46</b>	<b>1,757.98</b>	<b>7.97</b>	<b>1,765.95</b>

Significant accounting policies and other explanatory information

1 to 54

This is the Consolidated Statement of Changes in Equity referred to in our report of even date

For **Walker Chandio & Co LLP**

Chartered Accountants

Firm Registration No.: 001076N/N500013

**Bharat Shetty**

Partner

Membership No.: 106815

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

**Sandipkumar Gupta**

Chairman

(DIN No.: 01272932)

**Suresh Jankar**

Chief Financial Officer

**Rathindra Das**

Company Secretary

(Membership No.: A24421)

Place: Mumbai

Date: 19 May 2023

Place: Mumbai

Date: 19 May 2023



# Summary of the Significant Accounting Policies and Other Explanatory Informations

as at and for the year ended 31 March 2023

## Note 1:

### (a) Corporate information

Route Mobile Limited (the “Company” or the “Holding Company”) is a public limited company incorporated and domiciled in India. The registered office of the Company is located at 4<sup>th</sup> Dimension, 3<sup>rd</sup> Floor, Mind Space, Malad (West), Mumbai – 400 064. The Company was listed on BSE limited and National Stock Exchange of India Limited on 21 September 2020.

The Holding Company, and its subsidiaries (collectively referred to as the “Group”) are technology service providers for mobile communications industry with a focus on enterprise messaging except for Call 2 Connect India Private Limited which operates as a call centre. The Group is a cloud communication provider to enterprises, over-the-top players and mobile network operators except for Call 2 Connect India Private Limited which operates as a call centre.

The Company was incorporated on 14 May 2004 with the name Routesms Solutions Limited, which was changed to Route Mobile Limited with effect from 16 March 2016.

The Consolidated financial statements (hereinafter referred to as “CFS”) for the year ended 31 March 2023 were approved by Board of Directors and authorised for issue on 19 May 2023.

### (b) Significant accounting policies and assumptions

#### (i) Statement of compliance

The Group has prepared its consolidated financial statements to comply in all material respects with the provisions of the Companies Act, 2013 (the “Act”) and rules framed thereunder and guidelines issued by the Securities and Exchange Board of India (SEBI). In accordance with the notification issued by the Ministry of Corporate Affairs, the Group has adopted Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) under Section 133 of the Act and other relevant provisions of the Act.

#### (ii) Basis of measurement

The consolidated financial statements have been prepared on a historical cost convention and accrual basis, except for the following assets and liabilities:

- i) Certain financial assets and liabilities that are measured at fair value.
- ii) Defined benefit plans-plan assets measured at fair value.

**Current and non-current classification:** All assets and liabilities have been classified as current or non-current as per the Group’s normal operating cycle and other criteria set out in Schedule III of the Act. Based on the nature of service and time taken between acquisition of assets for processing and their realisation in cash and cash equivalents, the Group has ascertained its operating cycle as twelve months for the purpose of the classification of assets and liabilities into current and non-current.

#### (iii) Critical estimates and judgements

The preparation of consolidated financial statements in conformity with Ind AS requires management to make estimates, assumptions and exercise judgement in applying the accounting policies that affect the reported amounts of assets, liabilities and disclosure of contingent liabilities at the date of consolidated financial statements and the reported amounts of income and expenses during the year.

The Management believes that these estimates are prudent and reasonable and are based upon the Management’s best knowledge of current events and actions. Actual results could differ from these estimates and differences between actual results and estimates are recognised in the periods in which the results are known or materialised.

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed.



## Summary of the Significant Accounting Policies and Other Explanatory Informations

as at and for the year ended 31 March 2023

- **Impairment of investments**

The Group reviews its carrying value of investments carried at amortised cost annually, or more frequently when there is an indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

- **Useful lives of property, plant and equipment and Intangible assets**

The Group reviews the useful lives of property, plant and equipment and intangible assets at the end of each reporting period. This reassessment may result in change in depreciation and amortisation expense in future periods.

- **Valuation of deferred tax assets**

The Group reviews the carrying amount of deferred tax assets at the end of each reporting period. The policy for the same has been explained in point (ix).

- **Defined benefit obligation**

The cost of post-employment benefits is determined using actuarial valuations. The actuarial valuation involves making assumptions about discount rates, future salary increases and mortality rates. Due to the long-term nature of these plans, such estimates are subject to significant uncertainty.

- **Fair value of financial instruments**

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. In applying the valuation techniques, management makes maximum use of market inputs and uses estimates and assumptions that are, as far as possible, consistent with observable data that market participants would use in pricing the instrument. Where applicable data is not observable, management uses its best estimate about the assumptions that market participants would make. These estimates may vary from the actual prices that would be

achieved in an arm's length transaction at the reporting date.

- **Impairment of financial assets**

The impairment provisions for financial assets disclosed are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history, existing market conditions as well as forward-looking estimates at the end of each reporting period.

- **Impairment of Goodwill**

The Group estimates the value-in-use of the cash generating unit (CGU) to which Goodwill is associated, based on the future cash flows after considering current economic conditions and trends, estimated future operating results and growth rate, applicable discount rate and anticipated future economic and regulatory conditions. The estimated cash flows are developed using internal forecasts. The discount rate used for the CGU's represent the weighted average cost of capital based on the historical market returns of comparable companies.

- **Share-based payments**

Estimating fair value for share-based payments requires determination of the most appropriate valuation model, which is dependent on the terms and conditions of the grant. The estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the option, volatility and dividend yield and making assumptions about them.

- **Contingencies:**

Management has estimated the possible outflow of resources at the end of each annual reporting financial year, if any, in respect of contingencies/litigations against the Group as it is not possible to predict the outcome of pending matters with accuracy.

# Summary of the Significant Accounting Policies and Other Explanatory Informations

as at and for the year ended 31 March 2023

- **Research and development costs**

Management monitors progress of internal research and development projects by using a project judgement as required in distinguishing research from the development phase. Development costs are recognised as an asset when all the criteria are met, whereas research costs are expensed as incurred.

Management also monitors whether the recognition requirements for development costs continue to be met. This is necessary due to inherent uncertainty in the economic success of any product development.

- **Loss Allowance (Refer note 11)**

Trade receivables do not carry any interest and are stated at their nominal value as reduced by appropriate allowances for estimated irrecoverable amounts. In accordance with Ind AS, impairment allowance has been determined based on Expected Credit Loss (ECL) model. Estimated irrecoverable amounts are based on the ageing of the receivable balance and historical experience. Individual trade receivables are written off if the same are not collectible.

- **Leases – Estimating the incremental borrowing rate**

The Group cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the fund necessary to obtain an asset of a similar value to the right of use asset in a similar economic environment.

## (iv) Principles of Consolidation and equity accounting

### (a) Subsidiaries

The Consolidated Financial Statements (CFS) incorporate the financial statements of Route Mobile Limited (RML) and entities controlled by RML and its subsidiaries.

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date by the control ceases.

The Group combines the financial statements of the parent and its subsidiaries, line by line by adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. The financial statements of the parent company and its subsidiaries have been consolidated using uniform accounting policies. When necessary, adjustments are made to the financial statements of the subsidiaries to bring their accounting policies in line with the Group's accounting policies. The financial statements of the subsidiary companies used in the consolidation are drawn up to the same reporting date as that of the parent i.e. year ended 31 March 2023.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit and loss, consolidated statement of changes in equity and balance sheet.

Refer note 43 for the list of subsidiaries considered in the CFS. Subsidiaries are consolidated from the date on which effective control is acquired and are excluded from the date that control ceases.

### (v) Revenue recognition

Revenue is measured at the fair value of consideration received or receivable. Revenue is recognised upon transfer of control of promised services to the customers at the consideration which the Group has received or expects to receive



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in exchange of those services. Amount disclosed as revenue are reported net of discounts and applicable taxes which are collected on behalf of the government.

- a) Revenue from messaging services– The Group recognises revenue based on the usage of messaging services. The revenue is recognised when the Group's services are used based on the specific terms of the contract with customers.

Income from services is recognised when the service is rendered in terms of the agreements/ arrangements with parties, net of service tax or goods and services tax.

Revenue in excess of invoicing are classified as unbilled revenue while invoicing/collections in excess of revenue for services to be performed in future are recorded as deferred revenue/ advances from customers.

Liquidated damages and penalties are accounted as per the contract terms wherever there is a delayed delivery attributable to the Group and when there is a reasonable certainty with which the same can be estimated.

- b) Profit on sale of investments is recorded on transfer of title from the Group and is determined as the difference between the sale price and carrying value of the investment.
- c) Dividend are recognised in profit or loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Group, and the amount of the dividend can be measured reliably.
- d) Interest income for all debt instruments is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of the financial asset. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument

(for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

### (vi) Trade Receivables

Trade receivables are amounts due from customers for sale of Messaging services in the ordinary course of business and reflects entity's unconditional right to consideration (that is, payment is due only on the passage of time). Trade receivables are recognised initially at the transaction price as they do not contain significant financing components. The entity holds the trade receivables with the objective of collecting the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method, less loss allowance.

### (vii) Leases

The Group considers whether contract is, or contains a lease. A lease is defined as 'a contract, or part of a contract, that conveys the right to use an asset (the underlying asset) for a period of time in exchange for consideration'.

To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether: (i) the contract involves the use of an identified asset (ii) the Group has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Group has the right to direct the use of the asset.

#### Group as a lessee

At lease commencement date, the Group recognises a right-of-use asset and lease liabilities on the balance sheet. The right-of-use asset is measured at cost, which is made up of the initial measurement of the lease liability, any initial direct costs incurred by the Group and any lease payments made in advance of the lease commencement date.

The Group depreciates the right-of-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The Group also assesses the right-of-use asset for impairment when such indicators exist. For the purpose of impairment testing, the recoverable

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amount (i.e. higher of the fair value less cost to sell and the value in use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such case, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs.

At the commencement date of lease, the Group measures the lease liability at the present value of the lease payments to be made over the lease term, discounted using the interest rate implicit in the lease if that rate is readily available or the Group's incremental borrowing rate.

The Group cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities.

Lease payments included in the measurement of the lease liability are made up of fixed payments (including in substance, fixed), and payments arising from options reasonably certain to be exercised. Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest expenses. It is remeasured to reflect any reassessment or modification.

When the lease liability is remeasured, the corresponding adjustment is reflected in the right-of-use asset or Statement of profit and loss, as the case may be.

Lease liability and ROU asset have been separately presented in the balance sheet and lease payments have been classified as financing cash flows.

The Group has elected to account for short-term leases and leases of low-value assets using the exemption given under Ind AS 116, Leases. Instead of recognising a right-of-use asset and lease liability, the payments in relation to these are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term or on another systematic basis if that basis is more representative of the pattern of the Group's benefit.

## Group as a lessor

Leases for which the Group is a lessor classified as finance or operating lease. Whenever the terms

of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as finance lease. All other leases are classified as operating leases.

Lease income from operating leases where the Group is a lessor is recognised as income on straight-line basis over the lease term.

## (vii) Borrowing costs

Borrowing costs attributable to the acquisition and construction of qualifying assets are capitalised as part of the cost of such assets up to the date such assets are ready for their intended use. Other borrowing costs are charged to profit or loss. Borrowing cost is calculated using effective interest rate on the amortised cost of the instrument.

## (viii) Foreign currency

The functional currency of the Company and its Indian subsidiaries is the Indian Rupee (₹) whereas the functional currency of foreign subsidiaries is the currency of their country of domicile.

Transactions in foreign currency are recorded at exchange rates prevailing on the date of the transaction. Foreign currency denominated monetary assets and liabilities are translated at the exchange rate prevailing on the Balance sheet date and exchange gains or losses arising on settlement and restatement are recognised in the Statement of Profit and Loss.

Non-monetary assets and liabilities that are measured in terms of historical cost in foreign currencies are not retranslated at year end.

The results and financial position of foreign operations (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (a) Assets and liabilities are translated at the closing rate on the balance sheet date.
- (b) Income and expenses are translated at the average exchange rate (unless this is not a



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reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated based on rates prevailing at the date of transaction).

- (c) All resulting exchange differences are recognised in other comprehensive income.

When a foreign operation is sold, the associated exchange differences are reclassified to statement of profit and loss, as part of the gain or loss on sale.

Fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the closing rate.

### (ix) Income taxes

Income tax expense comprises Current tax expenses and net change in the deferred tax assets or liabilities during the year. Current and deferred taxes are recognised in the Statement of profit and loss, except when they relate to items that are recognised in Other comprehensive income or directly in Equity, in which case, the current and deferred tax are also recognised in Other comprehensive income or directly in Equity respectively.

#### Current Income taxes

The current income tax includes income taxes payable by the Group computed in accordance with the tax laws applicable in the jurisdiction in which the parent company and its subsidiaries operate and generate taxable income. Advance taxes and provision for current income tax are presented in the Balance sheet after offsetting the advance tax paid and income tax provision arising in the same jurisdiction and where the relevant tax paying units intend to settle the asset and liability on a net basis.

The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received after considering uncertainty related to income taxes, if any. It is measured using tax rates enacted or substantively enacted at the reporting date in the countries where the Group operates and generates taxable income.

#### Deferred income taxes

Deferred income tax is recognised using Balance sheet approach. Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount, except when the deferred income tax arises from the initial recognition of an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of recognition.

Deferred tax assets are recognised to the extent future taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets are reviewed at each reporting date and reduced to the extent it is no longer probable that sufficient taxable profit will be available to allow deferred income tax assets to be utilised. At each reporting date, the Group re-assesses unrecognised deferred tax assets. It recognizes unrecognised deferred tax assets to the extent it has become reasonably certain, that sufficient future taxable income will be available against which such deferred tax assets can be realised.

Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be received or settled.

Deferred tax liabilities are not recognised for temporary differences between the carrying amount and tax bases of investment in subsidiaries and associate where the Group is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and



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intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

## (x) Financial instruments

Financial assets and liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial assets or financial liability.

## (I) Financial assets

### Classification

The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

The Group reclassifies debt investments when and only when its business model for managing those assets change.

### Initial measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or

loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

### Subsequent measurement of debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Group classifies its debt instruments:

- Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest, are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.
- Fair value through other comprehensive income (FVOCI): Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/(losses). Interest income from these financial assets is included in other income using the effective interest rate method.
- Fair value through profit or loss: Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit





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or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss and presented net in the statement of profit and loss within other gains/(losses) in the period in which it arises. Interest income from these financial assets is included in other income.

### De-recognition of financial assets

A financial asset is de-recognised only when

- The Group has transferred the rights to receive cash flows from the financial asset or
- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

### Cash and cash equivalents

Cash and cash equivalents for the purpose of the cash flow statement comprise of the cash on hand and at bank and current investments with an original maturity of three months or less. Cash and cash equivalents consists of balances with banks which are unrestricted for withdrawal and usage.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

## (II) Financial liabilities

Borrowings and other financial liabilities are initially recognised at fair value (net of transaction costs incurred). Difference between the fair value and the transaction proceeds on initial recognition is recognised as an asset/liability based on the underlying reason for the difference.

Subsequently, all financial liabilities are measured at amortised cost using the effective interest rate method

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another

party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss. The gain/loss is recognised in other equity in case of transactions with shareholders.

## (III) Derivative Financial Instruments

The Group uses currency swaps as derivative instruments to mitigate the risk of changes in currency rates. Such derivative instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently measured at fair value.

### (xi) Property plant and equipment (including Capital Work-in-Progress)

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses, if any. Cost includes inward freight, adjustment for GST credit, taxes and expenses incidental to acquisition and installation, up to the point the asset is ready for its intended use.

Assets acquired but not ready for use or assets under construction are classified under Capital work-in-progress.

### (xii) Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost.

Intangible assets acquired in a business combination are recognised at fair value at the acquisition date.

Subsequently, intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses, if any.

### Research and development

Expenses on research activities undertaken with the prospect of gaining new scientific or technical knowledge and understanding are recognised in the consolidated statement of profit and loss as incurred.

Development activities involve a plan or design for the production of new or substantially improved products and processes. Development expenditure is capitalised only if development

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costs can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable, the assets are controlled by the Company, and the Company intends to and has sufficient resources to complete development and to use or sell the asset. The expenditure capitalised includes the cost directly attributable to preparing the asset for its intended use. Other development expenditure is recognised in the consolidated statement of profit and loss as incurred.

## (xiii) Depreciation/Amortisation

Depreciation on Property, plant and equipment is provided to the extent of depreciable amount on written down value (WDV) method over the useful lives of assets as determined by the management which is in line with Part-C of Schedule II of the Companies Act, 2013 with residual value of 5%, except servers and network (part of Computers).

Servers and networks are depreciated over a period of five years, based on internal assessment and technical evaluation carried out by the management, and which represents the period over which they expect to use these assets.

Type of asset	Estimated useful life of asset
Furniture and fittings	5 to 10 years
Office equipment	3 to 10 years
Computers (including server)	3 to 5 years
Vehicle	3 to 10 years
Building	60 years
Leasehold improvements	Lower of estimated useful life or lease term

Leasehold improvements are amortised over the period of lease or their estimated useful life, whichever is earlier, on a straight-line basis.

Computer software and technical know how is amortised on WDV method.

Following table summarises the nature of intangibles and their estimated useful lives and amortisation on a straight-line basis:

Nature of Intangibles	Useful lives
Trade mark	10 years
License	3 years
Software	3 to 5 years
Customer relationship	4 to 10.75 years
Non-compete fees	4 to 7.5 years
Technology Platform	7 years

Depreciation is calculated pro-rata from/to the date of addition/deletion.

## (xiv) Impairment of assets

### Non-financial assets

The carrying amount of the non-financial assets are reviewed at each Balance Sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognised whenever the carrying amount of an asset or a cash generating unit exceeds its recoverable amount. The recoverable amount of the assets (or where applicable, that of the cash generating unit to which the asset belongs) is estimated as the higher of its net selling price and its value in use. Impairment loss is recognised in the statement of profit and loss.

After impairment, depreciation/amortisation is provided on the revised carrying amount of the asset over its remaining useful life.

A previously recognised impairment loss is increased or reversed depending on changes in circumstances. However, the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation/amortisation if there was no impairment.

### Financial assets

The Group assesses on a forward-looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables only, the Group applies the simplified approach permitted by Ind AS 109, Financial Instruments, which requires expected



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lifetime losses to be recognised on initial recognition of the receivables.

### (xv) Employee Benefits

All short-term employee benefits are accounted on undiscounted basis during the accounting period based on services rendered by employees and recognised as expenses in the Statement of Profit and Loss.

The Group's contribution to Provident Fund and Employees State Insurance Scheme is determined based on a fixed percentage of the eligible employees' salary and charged to the consolidated Statement of Profit and Loss on accrual basis. The Group has categorised its Provident Fund and the Employees State Insurance Scheme as a defined contribution plan since it has no further obligations beyond these contributions.

The Group's liability towards gratuity, being defined benefit plan is accounted for on the basis of an independent actuarial valuation using the projected unit credit method, done at the year end. Gratuity liability is not funded and the payments are made to the employees directly when they leave the organisation post completion of 5 years of service or at the time of retirement (with minimum 5 years of service), whichever is earlier.

Service cost and the net interest cost is included in employee benefit expense in the consolidated statement of profit and loss. Actuarial gains and losses arising on the measurement of defined benefit obligation is credited/charged to other comprehensive income.

Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year are treated as short-term employee benefits. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional amount expected to be paid as a result of the unused entitlement as at the year end.

### (xvi) Provisions, contingent liabilities and contingent assets

A provision is recognised when the Group has a present obligation as a result of past events and

it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on management estimate of the amount required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current management estimates.

Contingent liabilities are disclosed in respect of possible obligations that arise from past events, whose existence would be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group.

Contingent assets are not recognised in the financial statements. However, its is disclosed only when an inflow of economic benefits is probable.

### (xvii) Earnings per share

Basic earnings per share are computed by dividing net profit after tax (excluding other comprehensive income) by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is computed by dividing net profit after tax (excluding other comprehensive income) as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share.

### (xviii) Business combinations

Business combinations are accounted for using the acquisition method as per Ind AS 103, Business combinations. The cost of an acquisition is measured at the fair value of the assets transferred, equity instruments issued and liabilities incurred/assumed at the date of acquisition, which is the date on which control is transferred to the Group. The cost of acquisition also includes the fair value of any contingent consideration. Identified assets acquired and liabilities and contingent liabilities

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assumed in a business combination are measured initially at their fair value on the date of acquisition.

The Group recognises any non-controlling interest in the acquired entity on an acquisition by acquisition basis either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets.

Purchase consideration paid in excess of the fair value of net identifiable assets acquired is recognised as goodwill. Where the fair value of identifiable assets and liabilities exceed the cost of acquisition, after reassessing the fair values of the net assets and contingent liabilities, the excess is recognised as capital reserve.

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of transaction. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions.

Contingent consideration is classified either as equity or financial liability. Amount classified as financial liability are subsequently remeasured at fair value with changes in fair value recognised in profit or loss.

Acquisition related costs incurred in connection with a business combination such as stamp duty, legal fees, due diligence fees and other professional and consulting fees are expensed as incurred.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date. Any gains or losses arising from such remeasurement are recognised in profit or loss/ other comprehensive income.

## (xix) Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any. For the purposes of impairment testing, goodwill is allocated to the Group's cash generating units.

A cash generating unit to which goodwill has been allocated is tested for impairment annually or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating units is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised in Consolidated Statement of Profit and Loss.

## (xx) Share-based payments

Share-based compensation benefits are provided to employees via the "ROUTE MOBILE LIMITED" Employee Stock Option Plan 2017 and 2021 (the 'ESOP scheme'). The fair value of options granted under the Employee Stock Option Plan 2017 and 2021 is recognised as an employee benefits expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the options granted:

- including any market performance conditions (e.g., the entity's share price)
- excluding the impact of any service and non-market performance vesting conditions (e.g. profitability, sales growth targets and remaining an employee of the entity over a specified time period), and
- including the impact of any non-vesting conditions (e.g. the requirement for employees to serve or hold shares for a specific period of time).

The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

The Group has created a Route Mobile Employee Welfare Trust (ESOP Trust) for implementation of the said ESOP scheme. The Company allots shares to the ESOP Trust. The Company treats the ESOP



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trust as its extension and shares held by ESOP Trust are treated as treasury shares.

### (xxi) Government Grants

Government grants are recognised when there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis that the related costs, for which it is intended to compensate, are expensed.

When the grant relates to an asset, its recognition as income in the consolidated statement of profit and loss is linked to fulfilment of associated export obligations.

### (xxii) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting, nature of the products/process, organisation structure as well as differential risks and returns, using the information provided to the board of directors and chief operating officer, together, the chief operating decision maker ('CODM').

### (xxiii) Share issue expense

The transaction costs of an equity transaction are accounted for as a deduction from equity to the extent they are incremental costs directly attributable to the equity transaction.

### (xxiv) Standards issued but not effective

Ministry of Corporate Affairs ('MCA') notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On 31 March 2023, MCA amended the Companies (Indian Accounting Standards) Rules, 2015 by issuing the Companies (Indian Accounting Standards) Amendment Rules, 2023, as below:

- a) Ind AS 1 - Presentation of Financial Statements - This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies.
- b) Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors - This amendment has introduced a definition of 'accounting estimates' to help entities distinguish changes in accounting policies from changes in accounting estimates.
- c) Ind AS 12 - Income Taxes - This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences.

The effective date for adoption of these amendments is annual periods beginning on or after 1 April 2023.

# Notes to Consolidated Financial Statements

(₹ in crores, except for share data, and if otherwise stated)

## 2 (a) Property, plant and equipment

Particulars	Building	Furniture and Fixtures	Leasehold Improvements	Vehicles	Office Equipment	Computers	Total
<b>Gross block</b>							
<b>Balance as at 1 April 2021</b>	11.16	6.41	2.38	3.68	2.93	31.47	58.03
Additions	-	4.03	-	-	1.73	3.53	9.29
Additions on acquisition (refer note 48)	-	0.94	-	0.11	3.57	0.08	4.70
Disposals*	-	(0.15)	-	-	(0.00)	(0.00)	(0.15)
Foreign currency translations adjustment	0.44	(0.13)	-	0.00	(0.07)	(0.01)	0.23
<b>Balance as at 31 March 2022</b>	<b>11.60</b>	<b>11.10</b>	<b>2.38</b>	<b>3.79</b>	<b>8.16</b>	<b>35.07</b>	<b>72.10</b>
Additions	3.26	4.57	-	-	0.76	4.43	13.02
Disposals/Adjustment	-	(0.02)	-	(0.39)	(0.00)	(0.01)	(0.42)
Foreign currency translations adjustment	0.67	0.06	-	0.02	1.16	0.30	2.21
<b>Balance as at 31 March 2023</b>	<b>15.53</b>	<b>15.71</b>	<b>2.38</b>	<b>3.42</b>	<b>10.08</b>	<b>39.79</b>	<b>86.91</b>
<b>Accumulated depreciation</b>							
<b>Balance as at 1 April 2021</b>	2.93	3.70	2.38	3.01	1.67	23.20	36.89
Charge for the year	0.40	0.46	-	0.22	0.80	4.48	6.36
Reversal on disposal of assets*	-	(0.11)	-	-	(0.00)	(0.00)	(0.11)
Foreign currency translations adjustment	0.05	(0.02)	-	-	(0.04)	(0.01)	(0.02)
<b>Balance as at 31 March 2022</b>	<b>3.38</b>	<b>4.03</b>	<b>2.38</b>	<b>3.23</b>	<b>2.43</b>	<b>27.67</b>	<b>43.12</b>
Charge for the year	0.55	1.92	-	0.20	1.50	4.05	8.22
Reversal on disposal of asset*	-	(0.00)	-	(0.36)	(0.00)	(0.00)	(0.36)
Foreign currency translations adjustment	0.24	0.06	-	-	0.92	0.30	1.52
<b>Balance as at 31 March 2023</b>	<b>4.17</b>	<b>6.01</b>	<b>2.38</b>	<b>3.07</b>	<b>4.85</b>	<b>32.02</b>	<b>52.50</b>
<b>Net Block</b>							
<b>Balance as at 31 March 2022</b>	<b>8.22</b>	<b>7.07</b>	<b>-</b>	<b>0.56</b>	<b>5.73</b>	<b>7.40</b>	<b>28.98</b>
<b>Balance as at 31 March 2023</b>	<b>11.36</b>	<b>9.70</b>	<b>-</b>	<b>0.35</b>	<b>5.23</b>	<b>7.77</b>	<b>34.41</b>

The Dubai property (grouped in Building - gross carrying value is ₹ 8.15 crore) is registered in the personal name of Rajdipkumar Gupta and Sandipkumar Gupta (promoters of the Group) since 21 September 2017.

Due to legal restriction in Dubai, through nominee agreement, the Dubai subsidiary has nominated Rajdipkumar Gupta and Sandipkumar Gupta to buy the property on its behalf for the benefit of the Dubai subsidiary and also to ensure compliance with Dubai Emirate laws.

\*Amount less than ₹ one lakh Reflected as '0.00'.



# Notes to Consolidated Financial Statements

(₹ in crores, except for share data, and if otherwise stated)

## 2(b) Capital work-in-progress (CWIP)

Particulars	Capital WIP	Total
Balance as at 1 April 2021	1.05	1.05
Additions	-	-
Transfer to Property, plant and equipment	(1.05)	(1.05)
<b>Balance as at 31 March 2022</b>	<b>-</b>	<b>-</b>
Additions	1.09	1.09
Transfer to Property, plant and equipment	-	-
<b>Balance as at 31 March 2023</b>	<b>1.09</b>	<b>1.09</b>
<b>Balance as at 31 March 2022</b>	<b>-</b>	<b>-</b>
<b>Balance as at 31 March 2023</b>	<b>1.09</b>	<b>1.09</b>

## Capital work-in-progress (CWIP) Ageing Schedule

As at 31 March 2023	Amount in CWIP for a period of				Total
	Less than 1 years	1-2 years	2-3 years	More than 3 years	
Project in progress	1.09	-	-	-	-
Project temporarily suspended	-	-	-	-	-
<b>Total</b>	<b>1.09</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

As at 31 March 2022	Amount in CWIP for a period of				Total
	Less than 1 years	1-2 years	2-3 years	More than 3 years	
Project in progress	-	-	-	-	-
Project temporarily suspended	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

There are no Capital Work-in-Progress (CWIP) that are overdue or have Exceeded their original plan/budget

## 3 Goodwill

Particulars	Goodwill
<b>Balance as at 1 April 2021</b>	<b>90.25</b>
Additions on acquisitions (refer note 48)	412.77
Foreign currency translations adjustment	(1.94)
<b>Balance as at 31 March 2022</b>	<b>501.08</b>
Additions on acquisitions	-
Foreign currency translations adjustment	19.13
<b>Balance as at 31 March 2023</b>	<b>520.21</b>

Goodwill was tested for impairment in accordance with the Group's procedure for determining the recoverable value of such assets which is done annually, or more frequently when there is an indication for impairment.



# Notes to Consolidated Financial Statements

(₹ in crores, except for share data, and if otherwise stated)

The aggregated carrying amounts of goodwill allocated to each unit are as follows:

Particulars	As at 31 March 2023	As at 31 March 2022
Masivian S.A.S	239.24	234.96
MR Messaging FZE	171.03	158.10
365Squared Limited	67.66	66.50
Route Mobile Communication Limited (Formerly known as Interteleco International For Modern Communication Services)	10.06	9.30
Send Clean Private Limited (Formerly known as Cellent Technologies (India) Pvt. Ltd.)	12.32	12.32
Sarv Webs Private Limited (Division)	9.22	9.22
Call 2 Connect India Private Limited	8.16	8.16
Start Corp India Private Limited	1.35	1.35
TeleDNA	1.07	1.07
Route Ledger Technologies Private Limited (Formerly known as Sphere Edge Consulting (India) Private Limited)	0.10	0.10
<b>Net utilisation</b>	<b>520.21</b>	<b>501.08</b>

The recoverable amount is based on a value-in-use calculation using the discounted cash flow method. Value in use has been determined by discounting the future cash flows generated from the continuing use of the unit. The calculation of the value in use for specific units where impairment trigger existed and consequent impairment assessment was done, is based on the following key assumptions:

Particulars	Send Clean Private Limited	Call 2 Connect India Private Limited	365Squared Limited	Start Corp India Private Limited	Masivian S.A.S	Tele DNA	Route Mobile Communication Limited	MR Messaging FZE	Sarv Webs Private Limited (Division)
Discount rate	19.00%	15.62%	21.00%	19.00%	20.00%	18.88%	21.00%	22.00%	18.90%
Terminal value growth rate	4.00%	4.00%	2.00%	4.00%	5.00%	4.00%	2.00%	2.00%	4.00%
Period considered for discounting	5 years	4 years	3 years	5 years	5 years	3 years	4 years	5 years	4 years

The cash flow projections include specific estimates and is based on terminal growth rate thereafter.

The above assumptions are reviewed annually as part of management's budgeting and strategic planning cycles. These estimates may differ from actual results. The values assigned to each of the key assumptions reflect the Management's past experience as their assessment of future trends, and are consistent with external/internal sources of information. Based on the above assumptions and analysis, no impairment was identified for any of the CGU as at 31 March 2023 as the recoverable value of the CGU exceeded the carrying value.

The Group has performed sensitivity analysis around the base assumptions and has concluded that no reasonable change in any of the above key assumptions would cause the carrying amount of the CGUs to exceed their recoverable amount.



# Notes to Consolidated Financial Statements

(₹ in crores, except for share data, and if otherwise stated)

## 4(a) Right-of-use assets

Particulars	Right-of-use assets – Server	Right-of-use assets – Building	Total
<b>Gross block</b>			
<b>Balance as at 1 April 2021</b>	-	24.83	24.83
Additions	-	5.47	5.47
Adjustments	-	(0.56)	(0.56)
Foreign currency translations adjustment	-	(0.02)	(0.02)
<b>Balance as at 31 March 2022</b>	-	<b>29.72</b>	<b>29.72</b>
Additions	5.39	19.66	25.05
Foreign currency translations adjustment	-	0.03	0.03
<b>Balance as at 31 March 2023</b>	<b>5.39</b>	<b>49.41</b>	<b>54.80</b>
<b>Accumulated depreciation</b>			
<b>Balance as at 1 April 2021</b>	-	9.17	9.17
Charge for the year	-	4.97	4.97
Foreign currency translations adjustment	-	(0.01)	(0.01)
<b>Balance as at 31 March 2022</b>	-	<b>14.13</b>	<b>14.13</b>
Charge for the year	0.54	7.70	8.24
Foreign currency translations adjustment	-	0.01	0.01
<b>Balance as at 31 March 2023</b>	<b>0.54</b>	<b>21.84</b>	<b>22.38</b>
<b>Net block</b>			
<b>Balance as at 31 March 2022</b>	-	<b>15.59</b>	<b>15.59</b>
<b>Balance as at 31 March 2023</b>	<b>4.85</b>	<b>27.57</b>	<b>32.42</b>

# Notes to Consolidated Financial Statements

(₹ in crores, except for share data, and if otherwise stated)

## 4(b) Intangible assets

Particulars	Computer software	Trademark*	Licence	Technical know-how	Software	Customer relationship	Non-Compete fees	Technology Platform	Total
<b>Gross block</b>									
<b>Balance as at 1 April 2021</b>	<b>8.18</b>	<b>0.00</b>	<b>6.35</b>	<b>3.81</b>	<b>10.48</b>	<b>80.31</b>	<b>4.47</b>	<b>-</b>	<b>113.60</b>
Additions	0.03	-	0.36	-	-	-	-	-	0.39
Additions on acquisition (refer note 48)	4.65	-	-	-	-	206.23	41.44	115.04	367.36
Foreign currency translations adjustment	(0.01)	-	-	-	(0.12)	0.35	0.62	0.04	0.88
<b>Balance as at 31 March 2022</b>	<b>12.85</b>	<b>0.00</b>	<b>6.71</b>	<b>3.81</b>	<b>10.36</b>	<b>286.89</b>	<b>46.53</b>	<b>115.08</b>	<b>482.23</b>
Additions	5.29	-	1.08	-	-	-	-	-	6.37
Foreign currency translations adjustment	0.16	-	(0.01)	-	-	11.25	2.36	6.10	19.86
<b>Balance as at 31 March 2023</b>	<b>18.30</b>	<b>0.00</b>	<b>7.78</b>	<b>3.81</b>	<b>10.36</b>	<b>298.14</b>	<b>48.89</b>	<b>121.18</b>	<b>508.46</b>
<b>Accumulated amortisation</b>									
<b>Balance as at 1 April 2021</b>	<b>5.21</b>	<b>0.00</b>	<b>0.82</b>	<b>2.20</b>	<b>10.48</b>	<b>27.05</b>	<b>2.05</b>	<b>-</b>	<b>47.81</b>
Charge for the year	3.15	0.00	2.21	0.77	-	14.45	2.84	3.57	26.99
Foreign currency translations adjustment	(0.01)	-	-	-	(0.12)	0.35	0.58	0.01	0.81
<b>Balance as at 31 March 2022</b>	<b>8.35</b>	<b>0.00</b>	<b>3.03</b>	<b>2.97</b>	<b>10.36</b>	<b>41.85</b>	<b>5.47</b>	<b>3.58</b>	<b>75.61</b>
Charge for the year	4.03	0.00	2.55	0.40	-	30.06	11.22	16.88	65.14
Foreign currency translations adjustment	0.02	-	(0.01)	-	-	1.25	0.41	0.55	2.22
<b>Balance as at 31 March 2023</b>	<b>12.40</b>	<b>0.00</b>	<b>5.57</b>	<b>3.37</b>	<b>10.36</b>	<b>73.16</b>	<b>17.10</b>	<b>21.01</b>	<b>142.97</b>
<b>Net block</b>									
<b>Balance as at 31 March 2022</b>	<b>4.50</b>	<b>0.00</b>	<b>3.68</b>	<b>0.84</b>	<b>-</b>	<b>245.04</b>	<b>41.06</b>	<b>111.50</b>	<b>406.62</b>
<b>Balance as at 31 March 2023</b>	<b>5.90</b>	<b>0.00</b>	<b>2.21</b>	<b>0.44</b>	<b>-</b>	<b>224.98</b>	<b>31.79</b>	<b>100.17</b>	<b>365.49</b>

\* Amount less than ₹ one lakh



# Notes to Consolidated Financial Statements

(₹ in crores, except for share data, and if otherwise stated)

## 4(c) Intangible assets under development

Particulars	As at 31 March 2023	As at 31 March 2022
<b>Opening balance</b>	-	-
Add: Additions	14.01	-
Less: Capitalised/transferred	-	-
<b>Closing balance</b>	<b>14.01</b>	-

The above Intangible assets under development pertains to development of Omnichannel Experience Automation Network (OCEAN) Platform.

## Intangible assets under development Ageing Schedule

As at 31 March 2023	Asset under development for a period of				Total
	Less than 1 years	1-2 years	2-3 years	More than 3 years	
Project in progress	14.01	-	-	-	-
Project temporarily suspended	-	-	-	-	-
<b>Total</b>	<b>14.01</b>	-	-	-	-

As at 31 March 2022	Asset under development for a period of				Total
	Less than 1 years	1-2 years	2-3 years	More than 3 years	
Project in progress	-	-	-	-	-
Project temporarily suspended	-	-	-	-	-
<b>Total</b>	-	-	-	-	-

There are no Intangible Assets under development that are overdue or have exceeded their original plan/budget

## 5 Non-current Investments

	As at 31 March 2023	As at 31 March 2022
Equity investment at FVOCI (quoted) (407,563) units	6.37	-
	<b>6.37</b>	-
Aggregate amount of quoted investments	6.37	-
Aggregate amount of impairment in value of investments	9.54	-

## 6 Other non-current financial assets

	As at 31 March 2023	As at 31 March 2022
Unsecured, considered good, unless otherwise stated		
Security deposits	4.01	4.94
Fixed deposits with bank having maturity of more than 12 months	4.96	1.10
	<b>8.97</b>	<b>6.04</b>

# Notes to Consolidated Financial Statements

(₹ in crores, except for share data, and if otherwise stated)

## 7(a) Deferred tax assets

	As at 31 March 2023	As at 31 March 2022
<b>Deferred tax liability arising on account of:</b>		
Net gain on financial assets designated as FVTPL	0.99	0.86
<b>Total deferred tax liabilities</b>	<b>0.99</b>	<b>0.86</b>
<b>Deferred tax assets arising on account of:</b>		
Depreciation and amortisation	0.59	0.33
Provision for compensated absences	0.02	-
Provision for gratuity	1.24	1.12
Provision for expenses	0.16	1.61
Carried forward business losses	0.47	0.21
Provision for doubtful debts and advances	0.84	0.71
Share options outstanding	5.54	2.28
Others	0.29	-
Difference in book values and tax base values of ROU asset and Lease liabilities	0.25	0.13
<b>Total deferred tax assets (net)</b>	<b>9.40</b>	<b>6.39</b>
<b>Deferred tax assets (net)</b>	<b>8.41</b>	<b>5.53</b>

## 7(b) Deferred tax Liabilities (net)

	As at 31 March 2023	As at 31 March 2022
<b>Deferred tax liability arising on account of:</b>		
Others	-	2.83
DTL on Business combination on date of acquisition	56.55	62.31
<b>Total deferred tax liabilities</b>	<b>56.55</b>	<b>65.14</b>
<b>Deferred tax assets arising on account of:</b>		
Provision for expenses	-	0.02
<b>Total deferred tax assets (net)</b>	<b>-</b>	<b>0.02</b>
<b>Deferred tax liabilities (net)</b>	<b>56.55</b>	<b>65.12</b>

## 8 Non-current tax assets (net)

	As at 31 March 2023	As at 31 March 2022
Advance income tax (net of provision)	34.05	25.74
	<b>34.05</b>	<b>25.74</b>

## 9 Other non-current assets

	As at 31 March 2023	As at 31 March 2022
Prepaid expenses	4.53	0.49
Capital advances	5.09	-
Advance to suppliers	63.59	-
	<b>73.21</b>	<b>0.49</b>



# Notes to Consolidated Financial Statements

(₹ in crores, except for share data, and if otherwise stated)

## 10 Current investments

	As at 31 March 2023	As at 31 March 2022
<b>Investments carried at fair value through profit or loss (FVTPL)</b>		
<b>Investments in mutual funds - Unquoted</b>		
Axis Banking and PSU Debt Fund - Growth 30,535.80 units (31 March 2022: 30,535.80) of ₹ 2,233.59 each	6.82	6.53
HSBC Corporate Bond Fund - Regular plan 1,147,660.27 units (31 March 2022: 1,147,660.27) of ₹ 61.54 each	7.06	6.85
	<b>13.88</b>	<b>13.38</b>
Aggregate amount of unquoted investments	13.88	13.38
Aggregate amount of impairment in value of investments	-	-

## 11 Trade receivables

	As at 31 March 2023	As at 31 March 2022
Unsecured, considered good	701.54	516.51
Trade receivables - credit impaired	4.31	2.95
Less: Loss Allowance	(4.31)	(2.95)
	<b>701.54</b>	<b>516.51</b>

## Trade receivables Ageing Schedule

As at 31 March 2023	Outstanding for following periods from due date of payment						Total
	Not due*	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables – considered good	65.18	599.69	24.43	10.70	0.29	1.25	701.54
Undisputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed Trade receivables – credit impaired	-	0.47	0.52	0.30	0.55	2.47	4.31
Disputed Trade receivables – considered good	-	-	-	-	-	-	-
Disputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade receivables – credit impaired	-	-	-	-	-	-	-
<b>Total</b>	<b>65.18</b>	<b>600.16</b>	<b>24.95</b>	<b>11.00</b>	<b>0.84</b>	<b>3.72</b>	<b>705.85</b>

\*represents unbilled revenue.

# Notes to Consolidated Financial Statements

(₹ in crores, except for share data, and if otherwise stated)

As at 31 March 2022	Outstanding for following periods from due date of payment						Total
	Not due*	Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables-considered good	29.46	474.82	4.91	2.69	3.20	1.37	516.45
Undisputed Trade receivables-which have significant increase in credit risk	-	-	-	0.04	0.02	-	0.06
Undisputed Trade receivables-credit impaired	-	-	0.02	0.03	0.25	2.15	2.45
Disputed Trade receivables-considered good	-	-	-	-	-	-	-
Disputed Trade receivables-which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade receivables-credit impaired	-	-	-	0.10	-	0.40	0.50
<b>Total</b>	<b>29.46</b>	<b>474.82</b>	<b>4.93</b>	<b>2.86</b>	<b>3.47</b>	<b>3.92</b>	<b>519.46</b>

\*represents unbilled revenue.

## 12 Cash and cash equivalents

	As at 31 March 2023	As at 31 March 2022
Cash on hand	0.10	0.05
Balances with banks		
- in current accounts	175.89	79.14
- in EEFC accounts	236.92	158.24
- in deposit accounts with maturity up to 3 months	70.56	168.41
- wallets balances	0.14	1.49
	<b>483.61</b>	<b>407.33</b>

## 13 Other bank balances

	As at 31 March 2023	As at 31 March 2022
Deposits with maturity more than 3 months but less than 12 months	314.30	577.80
Balances with bank held towards bank guarantee	81.97	41.04
	<b>396.27</b>	<b>618.84</b>

## 14 Other current financial assets

	As at 31 March 2023	As at 31 March 2022
Unsecured, considered good, unless otherwise stated		
Security deposits	3.23	2.29
Interest accrued but not due on deposits	13.30	9.47
Advances to employees	1.90	1.93
Other receivables	4.13	0.41
Government grant receivable	-	2.09
	<b>22.56</b>	<b>16.19</b>





# Notes to Consolidated Financial Statements

(₹ in crores, except for share data, and if otherwise stated)

## 15 Other current assets

	As at 31 March 2023	As at 31 March 2022
Advances other than capital advances		
Prepaid expenses	7.34	3.57
Advance to suppliers	72.46	19.75
Balance with government authorities	89.03	57.41
Foreign tax credit receivable	-	15.68
	<b>168.83</b>	<b>96.41</b>

## 16 Equity share capital

	As at 31 March 2023	As at 31 March 2022
<b>Authorised capital</b>		
100,000,000 (31 March 2022: 100,000,000) equity shares of ₹ 10 each	<b>100.00</b>	<b>100.00</b>
<b>Issued, subscribed and fully paid up</b>		
62,443,217 (31 March 2022: 63,043,588) equity shares of ₹ 10 each	62.44	63.04
Less: Nil (31 March 2022: 170,705) equity shares held in trust for employees under ESOP scheme	-	(0.17)
	<b>62.44</b>	<b>62.87</b>

### (a) Reconciliation of equity shares outstanding at the beginning and at the end of the year

	As at 31 March 2023		As at 31 March 2022	
	Number	Amount	Number	Amount
Balance at the beginning of the year	62,872,883	62.87	57,713,583	57.71
Add: Issue of shares on QIP/public issue	-	-	4,684,116	4.68
Add: Issue of equity shares on exercise of employee stock options	431,355	0.43	645,889	0.65
Less: Buy Back of shares	(861,021)	(0.86)	-	-
Less: Equity shares held in trust for employees under the ESOP scheme	-	-	(170,705)	(0.17)
<b>Balance at the end of the year</b>	<b>62,443,217</b>	<b>62.44</b>	<b>62,872,883</b>	<b>62.87</b>

# Notes to Consolidated Financial Statements

(₹ in crores, except for share data, and if otherwise stated)

## (b) Shares held by Promoters and Promoters' Group at the end of the year

### As at 31 March 2023:

Name of promoter and promoters group	No. of shares at the beginning of the year	change during the year	No. of shares at the year end	% of Total shares	% changes during the year
Rajdipkumar Gupta	9,257,143	-	9,257,143	14.82%	0.00%
Sandipkumar Gupta	9,257,143	-	9,257,143	14.82%	0.00%
Chandrakant J. Gupta (HUF)	360,000	-	360,000	0.58%	0.00%
Rajdipkumar C. Gupta (HUF)	300,000	-	300,000	0.48%	0.00%
Sandipkumar C. Gupta (HUF)	300,000	-	300,000	0.48%	0.00%
Chandrakant Jagannath Gupta	2,300,000	-	2,300,000	3.68%	0.00%
Chamelidevi Chandrakant Gupta	2,300,000	-	2,300,000	3.68%	0.00%
Sarika R. Gupta	4,320,000	(6,25,000)	3,695,000	5.92%	(14.47%)
Sunita S. Gupta	4,320,000	(6,75,000)	3,645,000	5.84%	(15.63%)
CC Gupta Family Trust	5,000,000	-	5,000,000	8.01%	0.00%
	<b>37,714,286</b>	<b>(13,00,000)</b>	<b>36,414,286</b>	<b>58.31%</b>	

### As at 31 March 2022:

Name of promoter and promoter's group	No. of shares at the beginning of the year	Change during the year	No. of shares at the year end	% of Total shares	% changes during the year
Rajdipkumar Gupta	9,257,143	-	9,257,143	14.68%	0.00%
Sandipkumar Gupta	9,257,143	-	9,257,143	14.68%	0.00%
Chandrakant J. Gupta (HUF)	360,000	-	360,000	0.57%	0.00%
Rajdipkumar C. Gupta (HUF)	300,000	-	300,000	0.48%	0.00%
Sandipkumar C. Gupta (HUF)	300,000	-	300,000	0.48%	0.00%
Chandrakant Jagannath Gupta	2,300,000	-	2,300,000	3.65%	0.00%
Chamelidevi Chandrakant Gupta	2,300,000	-	2,300,000	3.65%	0.00%
Sarika R. Gupta	4,320,000	-	4,320,000	6.85%	0.00%
Sunita S. Gupta	4,320,000	-	4,320,000	6.85%	0.00%
CC Gupta Family Trust	5,000,000	-	5,000,000	7.93%	0.00%
	<b>37,714,286</b>	<b>-</b>	<b>37,714,286</b>	<b>59.82%</b>	

## (c) Rights, preferences and restrictions attached to equity shares

The Holding Company has one class of equity shares having a par value of ₹ 10 each. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors of the Holding Company is subject to the approval of the shareholders in the ensuing Annual General Meeting, except interim dividend. In the event of liquidation of the Holding Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company after distribution of all preferential amounts and the distribution will be in proportion to the number of equity shares held in the Holding Company.



# Notes to Consolidated Financial Statements

(₹ in crores, except for share data, and if otherwise stated)

## (d) Shareholders holding more than 5% of the shares

	As at 31 March 2023		As at 31 March 2022	
	Number of shares	% of holding	Number of shares	% of holding
Sandipkumar Gupta	9,257,143	14.82%	9,257,143	14.68%
Rajdipkumar Gupta	9,257,143	14.82%	9,257,143	14.68%
CC Gupta Family Trust	5,000,000	8.01%	5,000,000	7.93%
Sunita Gupta	3,645,000	5.84%	4,320,000	6.85%
Sarika Gupta	3,695,000	5.92%	4,320,000	6.85%

## (e) Shares reserved for issue under options

For details of shares reserved for issue under the employee stock option plan (ESOP), refer note 46.

## (f) Other details of equity shares for a period of five years immediately preceding 31 March 2023

861,021 equity shares were bought back by the Holding Company during the year ended 31 March 2023. Refer to Note 51.

## 17 Other equity

	As at 31 March 2023	As at 31 March 2022
(i) Reserves and surplus		
(a) Retained earnings	730.09	479.22
(b) Statutory reserve	0.10	0.10
(c) Share options outstanding	34.28	18.87
(ii) Securities premium	964.19	1,099.90
(iii) Capital Redemption Reserve	0.86	-
(iv) Foreign currency translation reserve	28.46	11.60
<b>Total other equity</b>	<b>1,757.98</b>	<b>1,609.69</b>
<b>Retained earnings</b>		
Balance at the beginning of the year	479.22	344.17
Add: Profit for the year	327.06	166.17
Add: Other comprehensive income for the year	(7.55)	(0.61)
Less: Dividend	(68.64)	(30.41)
Less: Transfer to Statutory reserve	-	(0.10)
<b>Balance at the end of the year</b>	<b>730.09</b>	<b>479.22</b>
<b>Securities premium</b>		
Balance at the beginning of the year	1,099.90	240.48
Add: Issue of shares as Qualified Institutional Placement (QIP)	-	862.82
Add: Issue of equity shares on exercise of employee stock options	13.53	19.46
Less: Adjustment of share issue expenses of QIP	-	(17.51)
Less: Tax Paid on buyback of equity shares	(27.96)	-
Less: Buy back of equity shares	(119.13)	-
Less: Transfer to Capital redemption reserve	(0.86)	-
Expenses for buy back of equity shares	(1.29)	-
Add: Premium on equity shares held in trust under the ESOP scheme	-	(5.35)
<b>Balance at the end of the year</b>	<b>964.19</b>	<b>1,099.90</b>

# Notes to Consolidated Financial Statements

(₹ in crores, except for share data, and if otherwise stated)

	As at 31 March 2023	As at 31 March 2022
<b>Statutory reserve</b>		
Balance at the beginning of the year*	0.10	0.00
Add: Transferred from Retained earnings	-	0.10
<b>Balance at the end of the year</b>	<b>0.10</b>	<b>0.10</b>
* Amount less than ₹ one lakh		
<b>Share options outstanding</b>		
Balance at the beginning of the period	18.87	-
Add: Movement during the year (net)	15.41	18.87
<b>Balance at the end of the year</b>	<b>34.28</b>	<b>18.87</b>
<b>Capital redemption reserve</b>		
Balance at the beginning of the period	-	-
Add: Movement during the year (net)	0.86	-
<b>Balance at the end of the year</b>	<b>0.86</b>	<b>-</b>
<b>Foreign currency translation reserve</b>		
Balance at the beginning of the period	11.60	9.75
Add: Movement during the year (net)	16.86	1.85
<b>Balance at the end of the year</b>	<b>28.46</b>	<b>11.60</b>
<b>Other equity</b>	<b>1,757.98</b>	<b>1,609.69</b>

## Nature and purpose of reserves

### (i) Retained earnings

Retained earnings pertain to the accumulated earnings by the group over the years.

### (ii) Securities premium

Securities premium is used to record the Premium on issue of shares. These reserves are utilised in accordance with the provisions of the Companies Act, 2013. In line with Ind AS 32 - Financial Instruments Presentation, the Premium on shares of the Holding Company held by Route Mobile Employee Welfare Trust (ESOP Trust) are deducted from this equity component.

### (iii) Statutory reserve

The reserve is created by appropriating 10% of the net profits of Route Mobile LLC for the specific year as required by Article 9 of the Memorandum and Articles of Association of this Company.

### (iv) Share options outstanding

The Holding Company has stock option schemes under which options to subscribe for the Holding Company's shares have been granted to certain employees including key management personnel. ESOP reserve is used to recognise the value of equity-settled share-based payments provided to employees, as part of their remuneration.

### (v) Capital redemption Reserve

In accordance with Section 69 of the Companies Act, 2013, the Holding Company creates capital redemption reserve equal to the nominal value of the shares bought back as an appropriation from Securities premium.



# Notes to Consolidated Financial Statements

(₹ in crores, except for share data, and if otherwise stated)

## (vi) Foreign currency translation reserve

Exchange difference arising on translation of the foreign operations are recognised in other comprehensive income as described in accounting policy and accumulated in a separate reserve within equity. The cumulative amount is reclassified to statement of profit and loss when the net investment is disposed off.

## 18 Non-current borrowings

	As at 31 March 2023	As at 31 March 2022
<b>Unsecured</b>		
Term loan from bank	106.15	-
Less: Current maturities of long-term borrowings, Interest accrued but not due on borrowing (refer note 21)	(62.47)	-
	<b>43.68</b>	-

### Details of repayment, rate of interest and security for loans from bank and financial institutions:

Name of the Bank/ Lessor	Maturity date	No. of installments as on 31 March 2023	Terms of repayment	Per Installment amount	Rate of Interest	As at 31 March 2023	As at 31 March 2022
Standard Chartered Bank	15 November 2024	7.00	At the end of each quarter	19.04	Margin (which is 2% p.a.) plus compounded reference rate for that day i.e. 5.80% pa as on 31 March 2023	106.15	-
<b>Total</b>		<b>7.00</b>		<b>19.04</b>		<b>106.15</b>	-

Amount of ₹ 3.16 crore related to deferred expense towards processing charges is netted of against loan.

### Net debt reconciliation:

Particulars	Non-current borrowings (including current maturity)	Current borrowings	Lease liabilities	Cash and cash equivalents and bank overdrafts
Net debt as on 1 April 2021	3.97	-	15.99	269.99
Adjustment on account of Ind AS 116, Leases	-	-	4.85	-
Cash flows (net)	(3.97)	-	(4.62)	119.80
Cash and cash equivalents taken over on acquisition	-	-	-	15.10
Foreign exchange loss	-	-	-	2.44
Finance costs	0.20	0.29	1.40	-
Finance cost paid	(0.20)	(0.29)	(1.40)	-
<b>Net debt as at 31 March 2022</b>	<b>-</b>	<b>-</b>	<b>16.22</b>	<b>407.33</b>

# Notes to Consolidated Financial Statements

(₹ in crores, except for share data, and if otherwise stated)

## Net debt reconciliation:

Particulars	Non-current borrowings (including current maturity)	Current borrowings	Lease liabilities	Cash and cash equivalents and bank overdrafts
Net debt as on 1 April 2022	-	-	16.22	407.33
Adjustment on account of Ind AS 116, Leases	-	-	25.05	-
Cash flows (net)	111.87	-	(7.31)	77.56
Foreign exchange loss	(5.72)	-	-	(1.28)
Finance costs	5.57	-	2.93	-
Finance cost paid	(5.57)	-	(2.93)	-
<b>Net debt as at 31 March 2023</b>	<b>106.15</b>	<b>-</b>	<b>33.96</b>	<b>483.61</b>

## 19 Other non-current financial liabilities

	As at 31 March 2023	As at 31 March 2022
Security deposit	0.14	0.13
Payable on account of business combination (refer note 48)	142.35	241.46
	<b>142.49</b>	<b>241.59</b>

## 20 Non-current Provisions

	As at 31 March 2023	As at 31 March 2022
<b>Provisions for employee benefits</b>		
Gratuity (refer note 41)	4.15	3.84
	<b>4.15</b>	<b>3.84</b>

## 21 Current borrowings

	As at 31 March 2023	As at 31 March 2022
<b>Unsecured</b>		
Current maturity of long-term borrowings (refer note 18)	61.46	-
Interest accrued but not due on borrowing	1.01	-
	<b>62.47</b>	<b>-</b>



# Notes to Consolidated Financial Statements

(₹ in crores, except for share data, and if otherwise stated)

## 22 Trade payables

	As at 31 March 2023	As at 31 March 2022
Total outstanding dues of micro enterprises and small enterprises	0.52	0.62
Total outstanding dues of creditors other than micro enterprises and small enterprises*	466.49	476.44
	<b>467.01</b>	<b>477.06</b>

\* The Group has identified Micro and Small Enterprises on the basis of information made available. Details of dues to micro and small enterprises as per MSMED Act, 2006 are:

Particulars	As at 31 March 2023	As at 31 March 2022
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year		
- Principal amount	0.52	0.62
- interest thereon, included in finance cost	-	-
The amount of interest paid by the buyer in terms of Section 16 of the Micro, Small and Medium Enterprise Development Act, 2006, along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro, Small and Medium Enterprise Development Act, 2006.	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise	-	-

The information in the above-mentioned table is compiled by the management on the basis of response received from vendors as to their classification as micro or small enterprise.

### Ageing of Trade Payable:

#### As at 31 March 2023:

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 years	1-2 years	2-3 years	More than 3 years	Total
(i) Total outstanding dues of micro enterprises and small enterprises	0.52	-	-	-	0.52
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	461.21	5.11	0.14	0.03	466.49
(iii) Disputed dues of micro enterprises and small enterprises	-	-	-	-	-
(iv) Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-



# Notes to Consolidated Financial Statements

(₹ in crores, except for share data, and if otherwise stated)

## As at 31 March 2022:

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 years	1-2 years	2-3 years	More than 3 years	Total
(i) Total outstanding dues of micro enterprises and small enterprises	0.62	-	-	-	0.62
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	475.13	0.57	0.66	0.08	476.44
(iii) Disputed dues of micro enterprises and small enterprises	-	-	-	-	-
(iv) Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-

## 23 Other current financial liabilities

	As at 31 March 2023	As at 31 March 2022
Security deposits	0.04	0.06
Capital creditors	1.52	-
Dues to employees	12.77	3.48
Dividend payable	0.03	0.01
Other payables	0.57	-
Payable on account of business combination (refer note 48)	158.00	125.04
	<b>172.93</b>	<b>128.59</b>

## 24 Current provisions

	As at 31 March 2023	As at 31 March 2022
<b>Provisions for employee benefits</b>		
Gratuity (refer note 41 (II))	1.21	0.99
Compensated absences (refer note 41 (III))	0.08	-
	<b>1.29</b>	<b>0.99</b>

## 25 Other current liabilities

	As at 31 March 2023	As at 31 March 2022
Statutory dues	12.29	12.45
Advance from customers	12.70	10.06
	<b>24.99</b>	<b>22.51</b>

Note: There are no amounts due to be transferred to the Investor Education and Protection Fund as at the year end.

## 26 Current tax liabilities (net)

	As at 31 March 2023	As at 31 March 2022
Provision for tax (net of advance tax)	47.42	28.19
	<b>47.42</b>	<b>28.19</b>



# Notes to Consolidated Financial Statements

(₹ in crores, except for share data, and if otherwise stated)

## 27 Revenue from operations

	Year ended 31 March 2023	Year ended 31 March 2022
Sale of services		
Messaging services	3,530.21	1,970.16
Call centre services	39.02	31.87
	<b>3,569.23</b>	<b>2,002.03</b>
<b>Disaggregation of revenue:</b>		
<b>A. Revenue based on geography</b>		
Domestic	277.51	178.89
Export	3,291.72	1,823.14
Revenue from operations	<b>3,569.23</b>	<b>2,002.03</b>
<b>B. Timing of the revenue recognition:</b>		
- Services transferred at a point in time	3,530.21	1,970.16
- Services transferred over time	39.02	31.87
<b>Total revenue from contracts with customers</b>	<b>3,569.23</b>	<b>2,002.03</b>

## 28 Other income

	Year ended 31 March 2023	Year ended 31 March 2022
Interest income on financial assets measured at amortised cost:		
- Fixed deposits	32.19	16.69
- Security deposits	0.21	0.20
Interest on income tax refund	0.49	0.11
Liabilities no longer payable, written back	0.57	0.81
Provision for allowance written back	0.49	0.99
Net gain arising on financial assets designated as FVTPL	0.50	0.58
Gain on extinguishment of lease liabilities (net)	-	0.06
Fair value changes of contingent consideration (refer note 48(b))	0.38	-
Miscellaneous income	4.57	0.62
	<b>39.40</b>	<b>20.06</b>

## 29 Purchase of messaging services

	Year ended 31 March 2023	Year ended 31 March 2022
Purchases of messaging services	2,782.56	1,582.51
	<b>2,782.56</b>	<b>1,582.51</b>

## 30 Employee benefits expense

	Year ended 31 March 2023	Year ended 31 March 2022
Salaries and wages (refer note 41(II and III))	175.52	102.16
Contribution to provident fund and other funds (refer note 41(I))	0.82	0.70
Staff welfare expense	4.97	4.39
Employee stock option expense (refer note 46)	15.59	18.87
	<b>196.90</b>	<b>126.12</b>

# Notes to Consolidated Financial Statements

(₹ in crores, except for share data, and if otherwise stated)

## 31 Finance costs

	Year ended 31 March 2023	Year ended 31 March 2022
Interest on borrowings from banks	3.85	0.20
Interest on lease liabilities	2.93	1.40
Interest on delayed payment of taxes	0.25	0.02
Interest expenses on financial liability measured at amortised cost	11.71	3.25
Other borrowing cost	1.71	0.29
	<b>20.45</b>	<b>5.16</b>

## 32 Depreciation and amortisation expense

	Year ended 31 March 2023	Year ended 31 March 2022
Depreciation on property, plant and equipment (refer note 2(a))	8.22	6.36
Depreciation on right-of-use assets(refer note 4(a))	8.24	4.97
Amortisation on intangible assets (refer note 4(b) )	65.14	26.99
	<b>81.60</b>	<b>38.32</b>

## 33 Other expenses

	Year ended 31 March 2023	Year ended 31 March 2022
Power and fuel	2.21	1.29
Office maintenance expenses	3.55	1.74
Repairs and maintenance - Others	1.80	2.69
Insurance	1.42	0.42
Rent (refer note 42)	2.91	0.89
Rates and taxes	2.54	0.30
Internet, data centre and cloud services	30.88	9.61
Travelling and conveyance	10.53	2.30
Printing and stationery	0.42	0.14
Business promotion	4.98	3.03
Expenditure on Corporate Social Responsibility (refer note 50)	0.31	0.39
Legal and professional charges	53.73	21.95
Auditor's remuneration (refer note below)	1.16	1.06
Advances and trade receivable written off	14.73	0.99
Loss allowance - trade receivables	1.25	0.61
Net loss on foreign currency transactions and translation	4.99	20.13
Loss on sale of property, plant and equipment	0.02	-
Bank charges	1.08	1.51
Sponsorship fees	0.21	-
Sitting fees to directors	0.21	0.22
Miscellaneous expenses	6.69	5.49
	<b>145.62</b>	<b>74.76</b>



# Notes to Consolidated Financial Statements

(₹ in crores, except for share data, and if otherwise stated)

	Year ended 31 March 2023	Year ended 31 March 2022
<b>Note:</b>		
<b>Auditors' remuneration (excluding goods and services tax)</b>		
As auditor		
Statutory audit	0.95	0.89
In other capacity		
Other Services*	0.25	0.41
	<b>1.20</b>	<b>1.30</b>

\* ₹ 0.04 crore paid towards buy back certification and disclosed as 'Expenses for buy back of equity shares' in note 17 (31 March 2022: ₹ 0.24 crore paid towards assurance services in connection with the equity shares of Holding Company).

## 34 Tax expense

	Year ended 31 March 2023	Year ended 31 March 2022
<b>Current tax expense</b>		
Current tax	61.70	36.48
Foreign tax credit	-	(1.38)
Tax adjustment in respect of earlier years	(1.17)	(4.39)
<b>Total current tax expense</b>	<b>60.53</b>	<b>30.71</b>
<b>Deferred taxes</b>		
Deferred taxes credit	(12.14)	(5.57)
<b>Net deferred tax credit</b>	<b>(12.14)</b>	<b>(5.57)</b>
<b>Total income tax expense</b>	<b>48.39</b>	<b>25.14</b>

### 34.1 Tax reconciliation (for profit and loss)

	Year ended 31 March 2023	Year ended 31 March 2022
<b>Profit before tax</b>	381.50	195.22
Tax at the rate of 25.168%**	96.02	49.13
<b>Tax effect of amounts which are not deductible/not taxable in calculating taxable income</b>		
Expenses permanently disallowed	(0.02)	0.10
Amortisation on intangible assets not qualifying for tax allowances	0.24	2.96
Effect of difference between Indian and foreign tax rates	(19.01)	(7.92)
Foreign tax credit	-	(1.38)
Tax adjustment of prior years	(1.17)	(4.39)
Effect of difference in tax liability between Indian and non-taxable foreign subsidiaries	(24.34)	(16.96)
Non-recognition of deferred tax assets in loss making subsidiaries	(0.67)	1.69
Others	(2.66)	1.91
<b>Income tax expense</b>	<b>48.39</b>	<b>25.14</b>

\*\*The tax rate used for reconciliation above is the corporate tax rate payable by Holding Company in India on taxable profits under Indian tax laws.

# Notes to Consolidated Financial Statements

(₹ in crores, except for share data, and if otherwise stated)

## 34.2 The movement in deferred tax assets and liabilities during the year ended 31 March 2023 and 31 March 2022 are as follows:

	As at 1 April 2021 Deferred tax assets/ (liabilities)	Credit/ (charge) in Goodwill	Credit/ (charge) in statement of profit and loss	Credit/ (charge) in other comprehensive income	Exchange difference	As at 31 March 2022 Deferred tax assets/ (liabilities)
Depreciation and amortisation	0.59	-	(0.26)	-	-	0.33
Provision for gratuity	0.75	-	0.18	0.19	-	1.12
Provision for expenses	2.99	-	(1.36)	-	-	1.63
Difference in book values and tax base values of ROU assets and Lease liabilities	(0.09)	-	0.22	-	-	0.13
Carried forward business losses	0.26	-	(0.05)	-	-	0.21
Net gain on financial assets designated as FVTPL	(0.71)	-	(0.15)	-	-	(0.86)
Provision for loss allowance on debtors and advances	0.56	-	0.15	-	-	0.71
Share options outstanding	-	-	2.28	-	-	2.28
Others	-	-	(2.83)	-	-	(2.83)
DTL on Business combination on date of acquisition	-	(68.03)	7.39	-	(1.67)	(62.31)
<b>Total</b>	<b>4.35</b>	<b>(68.03)</b>	<b>5.57</b>	<b>0.19</b>	<b>(1.67)</b>	<b>(59.59)</b>

	As at 1 April 2022 Deferred tax assets/ (liabilities)	Credit/ (charge) in Goodwill	Credit/ (charge) in statement of profit and loss	Credit/ (charge) in other comprehensive income	Exchange difference	As at 31 March 2023 Deferred tax assets/ (liabilities)
Depreciation and amortisation	0.33	-	0.26	-	-	0.59
Provision for compensated absences	-	-	0.02	-	-	0.02
Provision for gratuity	1.12	-	0.18	0.06	-	1.24
Provision for expenses	1.63	-	(1.47)	-	-	0.16
Difference in book values and tax base values of ROU assets and Lease liabilities	0.13	-	0.12	-	-	0.25
Carried forward business losses	0.21	-	0.26	-	-	0.47
Net gain on financial assets designated as FVTPL	(0.86)	-	(0.13)	-	-	(0.99)
Provision for loss allowance on debtors and advances	0.71	-	0.13	-	-	0.84
Share options outstanding	2.28	-	3.26	-	-	5.54
Others	(2.83)	-	3.12	-	-	0.29
DTL on Business combination on date of acquisition	(62.31)	-	6.39	-	(0.63)	(56.55)
<b>Total</b>	<b>(59.59)</b>	<b>-</b>	<b>12.14</b>	<b>0.06</b>	<b>(0.63)</b>	<b>(48.14)</b>



# Notes to Consolidated Financial Statements

(₹ in crores, except for share data, and if otherwise stated)

## 35 Other comprehensive income

	Year ended 31 March 2023	Year ended 31 March 2022
<b>Items that will be reclassified to profit or loss</b>		
Gains and losses arising from translating the financial statements of foreign operations	16.72	1.86
<b>Items that will not be reclassified to profit or loss</b>		
Remeasurements of defined employee benefit plans	0.23	(0.80)
Net loss arising on financial assets designated as FVOCI	(9.54)	-
Income tax relating to this item	1.76	0.19
	<b>9.17</b>	<b>1.25</b>

## 36 Fair value measurements

### Financial instruments by category:

Particulars	31 March 2023		31 March 2023	31 March 2022	
	FVTPL	Amortised cost	FVOCI	FVTPL	Amortised cost
<b>Financial Assets - Non-current</b>					
Investments	-	-	6.37	-	-
Other non-current financial assets	-	8.97	-	-	6.04
<b>Financial Assets - Current</b>					
Investments	13.88	-	-	13.38	-
Trade receivables	-	701.54	-	-	516.51
Cash and cash equivalents	-	483.61	-	-	407.33
Other bank balances	-	396.27	-	-	618.84
Other current financial assets	-	22.56	-	-	16.19
<b>Financial Liabilities - Non-current</b>					
Borrowings (including current maturities)	-	106.15	-	-	-
Lease liability (including current maturities)	-	33.96	-	-	16.22
Other non-current financial liabilities	-	142.49	-	-	-
<b>Financial Liabilities - Current</b>					
Trade payables	-	467.01	-	-	477.06
Other current financial liabilities	-	172.93	-	-	128.59

### I. Fair value hierarchy

The fair values of the financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the group has classified its financial instruments into the three levels prescribed under the Ind AS. An explanation of each level follows below:

**Level 1:** Level 1 hierarchy includes financial instruments measured using quoted prices. For example, listed equity instruments that have quoted market price.

# Notes to Consolidated Financial Statements

(₹ in crores, except for share data, and if otherwise stated)

**Level 2:** The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

**Level 3:** If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in level 3.

## II. Valuation techniques used to determine fair value

Significant valuation techniques used to value financial instruments include:

The fair values for Security deposits, loan to employees, fixed deposits, non-current borrowings and lease liability are based on discounted cash flows using a discount rate determined considering the borrowing rate quotation received from the bank.

## III. Financial assets and liabilities measured at fair value Fair value hierarchy - recurring fair value measurement:

Particulars	31 March 2023	31 March 2022
Investment in Mutual funds	13.88	13.38

Fair value of the mutual funds are based on NAV at the reporting date.

Since the valuation of investment is done based on observable inputs, the investment is categorised as Level 2.

## IV. Assets and liabilities which are measured at amortised cost for which fair values are disclosed (It is categorised under Level 3 of fair value hierarchy)

Particulars	31 March 2023		31 March 2022	
	Fair Value	Carrying amount	Fair Value	Carrying amount
<b>Financial Assets - Non-current</b>				
Other financial assets				
- Security deposits	4.01	4.01	4.94	4.94
Fixed deposits with bank having maturity of more than 12 months	4.96	4.96	1.10	1.10
<b>Financial Liabilities - Non-current</b>				
Borrowings (including current maturities)	106.15	106.15	-	-
Lease obligations( including current maturities)	33.96	33.96	16.22	16.22

During the periods mentioned above, there have been no transfers amongst the levels of hierarchy.

The carrying amounts of trade receivables, cash and bank balances, current investments, other current financial assets, trade payables, current borrowings and other current financial liabilities are considered to be approximately equal to the fair value.





# Notes to Consolidated Financial Statements

(₹ in crores, except for share data, and if otherwise stated)

## 37 Financial risk management

The Group is exposed primarily to fluctuations in foreign currency exchange rates, credit risk, liquidity risk and interest rate risk which may adversely impact the fair value of its financial instrument. The Group has a risk management policy which covers risk associated with the financial assets and liabilities. The risk management policy is approved by Board of Directors of Holding Company. The focus of the Board of directors is to assess the unpredictability of the financial environment and to mitigate potential adverse effect on the financial performance of the Group.

The Group's principal financial liabilities comprises of borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the group's operations. The group's principal financial assets include current investments, trade and other receivables, and cash and bank balances and bank deposits that derive directly from its operations.

### A Credit risk

Credit risk is the risk of financial loss arising from counterparty failure to repay or service debt according to the contractual terms and obligations. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks. The financial instruments that are subject to concentration of credit risk principally consist of trade receivables, current investments, cash and bank balances and bank deposits.

The trade receivables of the Group are typically non-interest bearing un-secured customers. The customer base is widely distributed both economically and geographically. Credit risk is controlled by analysing credit limits and credit worthiness of the customer based on their financial position, past experience and other factors, on continuous basis to whom the credit has been granted after obtaining necessary approvals for credit. The credit limit policy is established considering the current economic trends of the industry in which the Group is operating. The Group measures the expected credit loss of trade receivables based on historical trend, industry practices and the business environment in which the entity operates, accordingly provision is created. Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Group. Where loans or receivables have been written off, the Group continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised as income in the consolidated statement of profit and loss.

Bank balances and deposits are held with only high rated banks and majority of other security deposits are placed majorly with government agencies.

The table below provide details regarding past dues receivables as at each reporting date:

	Not due	0-12 months	1-2 years	2-3 years	more than 3 years	Total
<b>As at 31 March 2023</b>						
Gross Carrying amount of - trade receivables	65.18	625.11	11.00	0.84	3.72	705.85
Expected credit loss - trade receivables (%)	0.00%	0.16%	2.72%	65.24%	66.53%	-
Expected credit loss - trade receivables	-	0.99	0.30	0.55	2.47	4.31
<b>Carrying amount of trade receivables (net of impairment)</b>	<b>65.18</b>	<b>624.12</b>	<b>10.70</b>	<b>0.29</b>	<b>1.25</b>	<b>701.54</b>

# Notes to Consolidated Financial Statements

(₹ in crores, except for share data, and if otherwise stated)

	Not due	0-12 months	1-2 years	2-3 years	more than 3 years	Total
<b>As at 31 March 2022</b>						
Gross Carrying amount of - trade receivables	29.46	479.75	2.86	3.47	3.92	519.46
Expected credit loss - trade receivables (%)	0.00%	0.00%	4.47%	7.09%	64.99%	-
Expected credit loss - trade receivables	-	0.02	0.13	0.25	2.55	2.95
<b>Carrying amount of trade receivables (net of impairment)</b>	<b>29.46</b>	<b>479.73</b>	<b>2.73</b>	<b>3.22</b>	<b>1.37</b>	<b>516.51</b>

## B Liquidity risk

Liquidity risk is the risk that the group may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The group's objective is to maintain optimum levels of liquidity and to ensure that funds are available for use as per requirement.

The liquidity risk principally arises from obligations on account of following financial liabilities viz. borrowings, trade payables and other financial liabilities.

The group's corporate finance department is responsible for liquidity and funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the group's net liquidity position through rolling forecasts on the basis of expected cash flows.

The table below summarises the maturity profile of the group's financial liabilities based on contractual undiscounted payments at each reporting date:

### As at 31 March 2023

Particulars	Up to 1 year	Between 1 and 3 years	Beyond 3 years	Total
<b>Financial Liabilities - Non-Current</b>				
Borrowings (including current maturities)	61.46	57.13	-	118.59
Lease liability (including current maturities)	7.05	20.68	10.38	38.11
<b>Financial Liabilities - Current</b>				
Trade payables	467.01	-	-	467.01
Other current financial liabilities	172.93	-	-	172.93
<b>Total</b>	<b>708.45</b>	<b>77.81</b>	<b>10.38</b>	<b>796.64</b>

### As at 31 March 2022

Particulars	Up to 1 year	Between 1 and 3 years	Beyond 3 years	Total
<b>Financial Liabilities - Non-Current</b>				
Borrowings (including current maturities)	-	-	-	-
Lease liability (including current maturities)	3.92	8.67	5.88	18.47
<b>Financial Liabilities - Current</b>				
Trade payables	477.06	-	-	477.06
Other current financial liabilities	128.59	-	-	128.59
<b>Total</b>	<b>609.57</b>	<b>8.67</b>	<b>5.88</b>	<b>624.12</b>



# Notes to Consolidated Financial Statements

(₹ in crores, except for share data, and if otherwise stated)

## C Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: Foreign currency risk, interest rate risk and price risk. The Group's exposure to market risk is primarily on account of foreign currency exchange rate risk.

### (i) Foreign currency risk

The group operates internationally and portion of the business is transacted in several currencies and consequently the group is exposed to foreign exchange risk through its sales in overseas markets and purchases from overseas suppliers in various foreign currencies. Foreign currency exchange rate exposure on overseas sales is partly balanced by purchasing of services in the respective currencies.

The group's exposure to foreign currency risk at the end of reporting period are as under:

Particulars	₹ in crore	
	31 March 2023	31 March 2022
<b>Financial liabilities</b>		
Trade Payables Euro	45.79	23.08
Trade Payables USD	162.46	209.66
Trade Payables GBP	0.28	-
Trade Payables AUD*	0.00	-
Trade Payables PEN	13.29	-
Payables for business combination Euro	183.44	212.03
Payables for business combination USD	116.91	150.15
Borrowings USD	106.15	-
<b>Net exposure to foreign currency risk (liabilities)</b>	<b>628.32</b>	<b>594.92</b>
<b>Financial assets</b>		
Trade Receivable Euro	186.77	80.34
Trade Receivable USD	113.93	68.62
Trade Receivable GBP*	0.00	-
Trade Receivable PEN	10.12	-
Other Receivables Euro	-	20.15
Advances to employees Euro	0.97	-
Bank Balance USD (Including wallet balance)	125.14	115.72
Bank Balance GBP (Including wallet balance)	0.85	0.84
Bank Balance Euro (Including wallet balance)	110.93	43.13
Forex Card Euro	0.14	0.04
Forex Card GBP	0.06	0.09
Fixed Deposits USD	21.76	4.86
<b>Net exposure to foreign currency risk (assets)</b>	<b>570.67</b>	<b>333.79</b>
<b>Net exposure to foreign currency assets/(liabilities)</b>	<b>(57.65)</b>	<b>(261.13)</b>

\* Amount less than ₹ one lakh

The following table demonstrates the sensitivity in EUR, USD, PEN, AUD and GBP and with all other variables held constant. The below impact on the group's profit before tax is based on changes in the fair value of unhedged foreign currency monetary assets and liabilities at balance sheet date:

# Notes to Consolidated Financial Statements

(₹ in crores, except for share data, and if otherwise stated)

## Sensitivity to foreign currency risk

The following table demonstrates the sensitivity in foreign currency with all other variables held constant. The below impact on the Group's profit before tax is based on changes in the fair value of unhedged foreign currency monetary assets and liabilities at balance sheet date:

Currencies	31 March 2023		31 March 2022	
	Increase by 2%	Decrease by 2%	Increase by 2%	Decrease by 2%
EUR	1.37	(1.37)	(1.83)	1.83
USD	(2.49)	2.49	(3.41)	3.41
GBP	0.01	(0.01)	0.02	(0.02)
PEN	(0.06)	0.06	-	-
AUD	(0.00)	0.00	-	-

## (ii) Price risk

The Group is exposed to price risk from its investment in mutual funds classified in the balance sheet at fair value through profit and loss.

To manage its price risk arising from the investment, the Group has invested in the mutual fund after considering the risk and return profile of the mutual funds i.e. the debt profile of the mutual fund indicates that the debt has been given to creditworthy banks and other institutional parties and equity investment is made after considering the performance of the stock.

## Sensitivity

Particulars	Impact on profit for the year ended 31 March 2023	Impact on profit for the year ended 31 March 2022
Impact on profit before tax for 5% increase in NAV	0.69	0.67
Impact on profit before tax for 5% decrease in NAV	(0.69)	(0.67)

## (iii) Cash flow and fair value interest rate risk

Interest rate risk arises from the sensitivity of the financial liabilities to changes in market rate of interest. The group's exposure to the risk of changes in market interest rate relates primarily to the current borrowings with floating interest rate.

According to the Group, interest rate risk exposure is only for floating rate borrowings. For floating rate liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

## Exposure to interest rate risk

Particulars	As at 31 March 2023	As at 31 March 2022
Total Borrowings	106.15	-



# Notes to Consolidated Financial Statements

(₹ in crores, except for share data, and if otherwise stated)

% of Borrowings out of above bearing variable rate of interest	100.00%	0.00%
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## Interest rate sensitivity

### A change of 50 bps in interest rates would have following Impact on profit before tax

Particulars	Year ended 31 March 2023*	Year ended 31 March 2022
50 bps increase would decrease the profit before tax by	(0.00)	-
50 bps decrease would increase the profit before tax by	0.00	-

\* Amount less than ₹ 1 lakh

## 38 Capital Management

The Group's objectives when managing capital are to

- safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders.

The amounts managed as capital by the Group are summarised below:

Particulars	As at 31 March 2023	As at 31 March 2022
Borrowings #	106.15	-
Less: Cash and cash equivalents	(483.61)	(407.33)
Net debt	(377.46)	(407.33)
Equity	1,820.42	1,672.56
Gearing ratio (Net debt/Equity) (in %)	(20.73%)	(24.35%)

# Borrowings for the above purpose includes non-current borrowings, current borrowings, current maturities of non-current borrowings and Interest accrued but not due on borrowings.

### Dividend:

Particulars	31 March 2023	31 March 2022
<b>Equity dividend</b>		
Dividend on equity shares declared and paid during the year		
Final dividend for the year ended 31 March 2022 of ₹ 2 (31 March 2021: ₹ 2) per share	12.57	11.54
Interim dividend for the year ended 31 March 2023 of ₹ 9 (31 March 2022: ₹ 3) per share	56.07	18.87
Proposed dividend on equity shares not recognised as liability		
Proposed final dividend for the year ended 31 March 2023 of ₹ 2 (31 March 2022: ₹ 2) per fully paid share	12.49	12.57

# Notes to Consolidated Financial Statements

(₹ in crores, except for share data, and if otherwise stated)

## 39 Related party disclosures:

### a) Names of related parties and description of relationship:

Description of relationship	Names of related parties
(i) Directors and Key Management Personnel (KMP) (with whom transactions have taken place)	Rajdipkumar Gupta
	Sandipkumar Gupta
	Chandrakant Gupta
	Rathindra Das, Company Secretary
	Suresh Jankar, Chief Financial Officer
	Sudha Navandar
	Ramachandran Sivathanu (Independent Director till 27 August 2021)
	Nimesh Salot
	Arun Vijaykumar Gupta
	Bhaskar Pramanik (Independent Director with effect from 10 August 2021)
(ii) Entities in which KMP/relatives of KMP can exercise significant influence (with whom transaction have taken place)	Zon Hotels Private Limited (Formerly known as Shrem Resort Private Limited)
	Chandrakant Gupta HUF
	Rajdipkumar Gupta HUF
	Sandipkumar Gupta HUF
	CC Gupta Family Trust
(iii) Relatives of KMP (with whom transaction have taken place)	Route Mobile Foundation for Education and Sports
	Chamelidevi Gupta
	Sarika Gupta
	Sunita Gupta

### b) Details of related party transactions:

Particulars	Directors and Key Management Personnel (KMP)		Entities in which KMP/relatives of KMP can exercise significant influence		Relatives of KMP	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022	31 March 2023	31 March 2022
	<b>Staff welfare expenses:</b>					
Zon Hotels Private Limited (formerly known as Shrem Resort Private Limited)	-	-	0.31	0.77	-	-
Route Mobile Foundation for Education and Sports	-	-	-	0.03	-	-
<b>Remuneration to Directors*</b>						
Rajdipkumar Gupta	1.83	1.84	-	-	-	-
Sandipkumar Gupta	2.38	2.27	-	-	-	-
<b>Remuneration to KMP*</b>						
Suresh Jankar	0.76	0.68	-	-	-	-
Rathindra Das	0.38	0.34	-	-	-	-

\*Gratuity liability and compensated absences are determined for the Group as a whole. Therefore, the same cannot be disclosed for the key managerial personnel separately.



# Notes to Consolidated Financial Statements

(₹ in crores, except for share data, and if otherwise stated)

Particulars	Directors and Key Management Personnel (KMP)		Entities in which KMP/relatives of KMP can exercise significant influence		Relatives of KMP	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022	31 March 2023	31 March 2022
<b>Sitting fees to Directors</b>						
Sandipkumar Gupta	0.05	0.04	-	-	-	-
Chandrakant Gupta	0.01	0.02	-	-	-	-
Sudha Navandar	0.05	0.05	-	-	-	-
Arun Vijaykumar Gupta	0.03	0.03	-	-	-	-
Ramachandran Sivathanu	-	0.02	-	-	-	-
Nimesh Salot	0.04	0.04	-	-	-	-
Bhaskar Pramanik	0.03	0.02	-	-	-	-
<b>Expenditure on Corporate Social Responsibility</b>						
Route Mobile Foundation for Education and Sports	-	-	0.29	0.36	-	-
<b>Dividend Paid</b>						
Sandipkumar Gupta	10.18	4.63	-	-	-	-
Rajdipkumar Gupta	10.18	4.63	-	-	-	-
Chandrakant Gupta	2.53	1.15	-	-	-	-
Chamelidevi Gupta	-	-	-	-	2.53	1.15
Sunita Gupta	-	-	-	-	4.08	2.16
Sarika Gupta	-	-	-	-	4.08	2.16
Chandrakant Gupta HUF	-	-	0.40	0.18	-	-
Rajdipkumar Gupta HUF	-	-	0.33	0.15	-	-
Sandipkumar Gupta HUF	-	-	0.33	0.15	-	-
CC Gupta Family Trust	-	-	5.50	2.50	-	-
Suresh Jankar #	0.00	0.00	-	-	-	-
Rathindra Das #	0.00	0.00	-	-	-	-
Sudha Navandar #	0.00	0.00	-	-	-	-
<b>Share options exercised by key managerial personnel</b>						
Suresh Jankar	0.09	0.21	-	-	-	-
Rathindra Das	0.20	0.20	-	-	-	-

# Amount less than ₹ 1 lakh.

## c) Balances with related parties (as at year-end)

Particulars	Directors and Key Management Personnel (KMP)		Entities in which KMP/relatives of KMP exercise significant influence		Relatives of KMP	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022	31 March 2023	31 March 2022
<b>Balances outstanding at the end of the year</b>						
<b>Remuneration payable</b>						
Rajdipkumar Gupta	0.03	-	-	-	-	-
Sandipkumar Gupta	0.53	0.30	-	-	-	-
<b>Other Payable</b>						
Zon Hotels Private Limited (Formerly known as Shrem Resort Private Limited)	-	-	0.31	-	-	-

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs vide cash/bank payment. There have been no guarantees received or provided for any related party receivables or payables. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.



# Notes to Consolidated Financial Statements

(₹ in crores, except for share data, and if otherwise stated)

## d) Key managerial personnel compensation

Particulars	31 March 2023	31 March 2022
Short term employee benefits*	5.56	5.35
Share-based payments	0.29	0.41

\*Gratuity liability and compensated absences are determined for the Group as a whole. Therefore, the same cannot be disclosed for the key managerial personnel separately.

## 40 (a) Statement of consolidated net assets, consolidated profit/(loss), other comprehensive income and total comprehensive income attributable to equity shareholders of the Holding Company and Non-controlling interests

For disclosures mandated by Schedule III of Companies Act, 2013, by way of additional information, refer details below:

Name of the entities in the group	Country of incorporation	Net Assets, i.e. total assets minus total liabilities		Share in profits/(loss)		Share in other comprehensive income/(loss) (OCI)		Total comprehensive income (CI)	
		As % of consolidated net assets	Amount	As % of consolidated profit	Amount	As % of consolidated OCI	Amount	As % of consolidated CI	Amount
<b>Parent:</b>									
Route Mobile Limited	India								
31 March 2023		62.16%	1,136.50	28.47%	94.85	1.85%	0.17	27.76%	95.02
31 March 2022		73.45%	1,229.99	19.27%	32.77	(45.60%)	(0.57)	18.79%	32.20
<b>Subsidiaries:</b>									
<b>Indian</b>									
Route Ledger Technologies Private Limited (Formerly known as Sphere Edge Consulting (India) Private Limited)	India								
31 March 2023		0.69%	12.59	(0.14%)	(0.45)	0.00%	-	(0.13%)	(0.45)
31 March 2022		0.77%	12.90	0.44%	0.75	0.00%	-	0.44%	0.75
Send Clean Private Limited (Formerly known as Cellent Technologies (India) Pvt. Ltd.)	India								
31 March 2023		0.19%	3.55	0.33%	1.10	0.00%	-	0.32%	1.10
31 March 2022		0.14%	2.29	0.70%	1.19	0.00%	-	0.69%	1.19
Start Corp India Private Limited	India								
31 March 2023		0.08%	1.43	0.00%	0.01	0.00%	-	0.00%	0.01
31 March 2022		0.08%	1.28	(0.09%)	(0.15)	0.00%	-	(0.09%)	(0.15)
Call 2 Connect India Private Limited	India								
31 March 2023		0.24%	4.31	(2.25%)	(7.49)	0.22%	0.02	(2.18%)	(7.47)
31 March 2022		0.47%	7.89	(1.08%)	(1.83)	(4.00%)	(0.05)	(1.10%)	(1.88)
Route Connect Private Limited	India								
31 March 2023		(0.09%)	(1.67)	(0.51%)	(1.70)	0.00%	-	(0.50%)	(1.70)
31 March 2022		0.00%	0.03	(0.06%)	(0.11)	0.00%	-	(0.06%)	(0.11)
<b>Foreign</b>									
Route Mobile (UK) Limited (refer note 1 below)	United Kingdom								
31 March 2023		15.61%	285.47	33.65%	112.07	(80.83%)	(7.41)	30.58%	104.66
31 March 2022		12.53%	209.95	48.37%	82.26	(420.00%)	(5.25)	44.97%	77.01



# Notes to Consolidated Financial Statements

(₹ in crores, except for share data, and if otherwise stated)

Name of the entities in the group	Country of incorporation	Net Assets, i.e. total assets minus total liabilities		Share in profits/(loss)		Share in other comprehensive income (OCI)		Total comprehensive income (CI)	
		As % of consolidated net assets	Amount	As % of consolidated profit	Amount	As % of consolidated OCI	Amount	As % of consolidated CI	Amount
Routesms Solutions Nigeria Limited	Nigeria								
31 March 2023		1.46%	26.65	1.62%	5.41	(7.20%)	(0.66)	1.39%	4.75
31 March 2022		1.31%	21.89	4.44%	7.55	(79.20%)	(0.99)	3.83%	6.56
Routesms Solutions FZE (refer note 1 below)	United Arab Emirates								
31 March 2023		20.72%	378.89	46.35%	154.38	233.37%	21.40	51.36%	175.78
31 March 2022		12.74%	213.31	36.71%	62.44	473.60%	5.92	39.90%	68.36
Route Mobile Pte. Ltd.	Singapore								
31 March 2023		(0.10%)	(1.90)	0.02%	0.08	(1.93%)	(0.18)	(0.03%)	(0.10)
31 March 2022		(0.11%)	(1.78)	0.09%	0.16	(4.00%)	(0.05)	0.06%	0.11
Route Mobile Arabia Telecom	Saudi Arabia								
31 March 2023		0.34%	6.18	1.85%	6.15	2.07%	0.19	1.85%	6.34
31 March 2022		(0.01%)	(0.16)	(0.15%)	(0.26)	1.60%	0.02	(0.14%)	(0.24)
<b>Non - Controlling interest in all subsidiaries</b>									
Routesms Solutions FZE									
31 March 2023		0.45%	8.25	1.87%	6.23	(2.29%)	(0.21)	1.76%	6.02
31 March 2022		0.13%	2.23	2.33%	3.96	(2.40%)	(0.03)	2.29%	3.93
Route Mobile (UK) Limited									
31 March 2023		(0.02%)	(0.28)	(0.05%)	(0.18)	0.76%	0.07	(0.03%)	(0.11)
31 March 2022		(0.01%)	(0.17)	(0.03%)	(0.05)	3.20%	0.04	(0.01%)	(0.01)
<b>Intercompany elimination and consolidation adjustments</b>									
31 March 2023		(1.73%)	(31.58)	(11.21%)	(37.35)	(46.02%)	(4.22)	(12.15%)	(41.57)
31 March 2022		(1.49%)	(25.03)	(10.94%)	(18.60)	176.80%	2.21	(9.57%)	(16.39)
<b>Total</b>									
31 March 2023			1,828.39		333.11		9.17		342.28
31 March 2022			1,674.62		170.08		1.25		171.33

**Note:**

1. Amount disclosed is after consolidation with subsidiaries and associate, as applicable.

# Notes to Consolidated Financial Statements

(₹ in crores, except for share data, and if otherwise stated)

## (b) Non-controlling interest (NCI)

### Summarised Balance sheet

Particulars	Route Mobile Limited (Ghana)		Route Mobile LLC (UAE)		Route Mobile Communication Services	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022	31 March 2023	31 March 2022
Current assets	0.00	0.02	52.33	46.24	20.79	15.05
Current liabilities	(1.04)	(0.23)	(38.69)	(43.98)	(15.85)	(5.32)
<b>Net current assets</b>	<b>(1.04)</b>	<b>(0.21)</b>	<b>13.64</b>	<b>2.26</b>	<b>4.94</b>	<b>9.73</b>
Non-current assets	0.12	0.11	0.17	0.13	7.19	0.46
Non-current liabilities	-	(0.45)	-	-	-	-
<b>Net non-current assets</b>	<b>0.12</b>	<b>(0.34)</b>	<b>0.17</b>	<b>0.13</b>	<b>7.19</b>	<b>0.46</b>
<b>Net assets</b>	<b>(0.92)</b>	<b>(0.55)</b>	<b>13.81</b>	<b>2.39</b>	<b>12.13</b>	<b>10.19</b>
<b>Accumulated NCI</b>	<b>(0.28)</b>	<b>(0.17)</b>	<b>7.04</b>	<b>1.23</b>	<b>1.21</b>	<b>1.00</b>

### Summarised statement of profit and loss

Particulars	Route Mobile Limited (Ghana)		Route Mobile LLC (UAE)		Route Mobile Communication Services	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022	31 March 2023	31 March 2022
Revenue	0.81	0.81	80.48	69.27	45.87	15.67
Profit/(loss) for the period	(0.61)	(0.15)	10.79	7.36	7.34	2.02
Other comprehensive income	0.24	0.14	0.63	(0.07)	(5.39)	-
<b>Total comprehensive income</b>	<b>(0.37)</b>	<b>(0.01)</b>	<b>11.42</b>	<b>7.29</b>	<b>1.95</b>	<b>2.02</b>
(Loss)/Profit allocated to NCI	(0.18)	(0.05)	5.50	3.76	0.73	0.20
Other comprehensive income/(loss) allocated to NCI	0.07	0.04	0.33	(0.03)	(0.54)	-
Total comprehensive income/(loss) allocated to NCI	(0.11)	(0.01)	5.83	3.73	0.19	0.20
Dividend paid to NCI	-	-	-	-	-	-

### Summarised cash flows

Particulars	Route Mobile Limited (Ghana)		Route Mobile LLC (UAE)		Route Mobile Communication Services	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022	31 March 2023	31 March 2022
Cash flows from operating activities	(0.00)	(0.31)	3.89	0.16	15.33	2.02
Cash flows from investing activities	(0.00)	(0.30)	(0.11)	(0.01)	(0.03)	-
Cash flows from financing activities	-	-	-	-	(5.38)	-
<b>Net increase/ (decrease) in cash and cash equivalents</b>	<b>0.00</b>	<b>(0.61)</b>	<b>3.78</b>	<b>0.15</b>	<b>9.92</b>	<b>2.02</b>



# Notes to Consolidated Financial Statements

(₹ in crores, except for share data, and if otherwise stated)

## 41 Employee benefits (as applicable to India entities)

### I. Contribution to Defined contribution plan, recognised as expenses for the period is as under:

	Year ended 31 March 2023	Year ended 31 March 2022
Employer contribution to provident fund and other fund	0.79	0.66
Employer contribution to employees state insurance scheme	0.03	0.04
	<b>0.82</b>	<b>0.70</b>

### II. Gratuity:

Defined benefit plans: - The Indian entities in the group provide for gratuity benefit under a defined benefit retirement scheme (the "Gratuity Scheme") as laid out by the Payment of Gratuity Act, 1972 of India covering eligible employees. Liabilities with regard to the Gratuity Scheme are determined by actuarial valuation carried out using the Projected Unit Credit Method by an independent actuary in accordance with Indian Accounting Standard-19, 'Employee Benefits'. The Gratuity Scheme is a non-funded scheme and the group intends to discharge this liability through its internal resources.

The following table sets out the unfunded status of the Gratuity Scheme in respect of employees of the Indian entities in the group:

	As at 31 March 2023	As at 31 March 2022
<b>(a) Change in present value of benefit obligation</b>		
Projected Benefit Obligation ("PBO") at the beginning of the period	4.83	3.25
Current service cost	0.89	0.60
Interest cost	0.27	0.18
Remeasurements due to:		
- Effect of change in financial assumptions	(0.21)	(0.08)
- Effect of change in demographic assumptions	-	-
- Effect of experience adjustments	(0.02)	0.88
Benefits paid	0.40	(0.00)
<b>Present value of obligation at the end of the period</b>	<b>5.36</b>	<b>4.83</b>
<b>(b) Current/Non-Current benefit obligation</b>		
Current	1.21	0.99
Non-current	4.15	3.84
<b>Amount recognised in the Consolidated Balance sheet</b>	<b>5.36</b>	<b>4.83</b>

	Year ended 31 March 2023	Year ended 31 March 2022
<b>(c) Amount recognised in the Consolidated Statement of Profit and Loss</b>		
Current service cost	0.89	0.60
Interest cost	0.27	0.18
<b>Total expense included in "Employee benefit expense"</b>	<b>1.16</b>	<b>0.78</b>
<b>(d) Amount recognised in Other Comprehensive Income (OCI)</b>		
Remeasurements due to:		
- Effect of change in financial assumptions	(0.21)	(0.08)
- Effect of change in demographic assumptions	-	-
- Effect of experience adjustments	(0.02)	0.88
<b>Actuarial (gain)/loss recognised in Other comprehensive income</b>	<b>(0.23)</b>	<b>0.80</b>

# Notes to Consolidated Financial Statements

(₹ in crores, except for share data, and if otherwise stated)

	As at 31 March 2023	As at 31 March 2022
<b>(e) Assumptions</b>		
Discount rate	7.15%	6.15%-6.20%
Salary escalation rate	10.00%	10.00%
Withdrawal rate	20.00%	20.00%
Mortality table	Indian assured lives mortality (2012-14)ultimate	Indian assured lives mortality (2012-14)ultimate
Retirement age	58 years	58 years

	31 March 2023	31 March 2022
<b>(f) Maturity pattern for defined benefit obligations</b>		
<b>Expected cash flows</b>		
Year 1	1.21	0.96
Year 2	0.83	0.73
Year 3	0.76	0.66
Year 4	0.71	0.60
Year 5	0.63	0.55
Year 6-10	2.07	1.81
<b>(g) Sensitivity Analysis:</b>		
Defined benefit obligation	5.36	4.83

	31 March 2023			31 March 2022		
	Change in the assumption	Increase in profitbefore tax	Decrease in profitbefore tax	Change in the assumption	Increase in profitbefore tax	Decrease in profitbefore tax
Discount rate	50 bps	0.12	0.09	50 bps	0.14	0.07
Salary growth rate	50 bps	(0.06)	(0.09)	50 bps	0.11	0.04

## Sensitivity analysis method

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumption would occur in isolation of one another as some of the assumptions may be correlated.

There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years and same data, method and assumptions have been used in preparing the sensitivity analysis, which are used to determine period end defined benefit obligation.

## III. Compensated absences

The Group has provided ₹ 0.08 crore (31 March 2022: ₹ nil) towards compensated absences during the year ended 31 March 2023.

## IV. Share-based Payment transaction

Refer note 4.6



# Notes to Consolidated Financial Statements

(₹ in crores, except for share data, and if otherwise stated)

## 42 Leases

Particulars	As at 31 March 2023	As at 31 March 2022
<b>The Balance sheet discloses the following amounts relating to leases:</b>		
<b>Right-of-use assets</b>		
Servers	4.85	-
Buildings	27.57	15.59
	<b>32.42</b>	<b>15.59</b>
<b>Lease liabilities</b>		
Current	7.05	3.92
Non-current	26.91	12.30
	<b>33.96</b>	<b>16.22</b>

Amounts recognised in statement of profit and loss	Year ended 31 March 2023	Year ended 31 March 2022
<b>Depreciation charge on Right-of-use assets</b>		
Servers	0.54	-
Buildings	7.70	4.97
	<b>8.24</b>	<b>4.97</b>
Interest expense included in finance cost	2.93	1.40
Expense relating to short-term leases	2.91	0.89
Expense relating to leases of low-value assets that are not shown above as short-term leases	-	-
Expense relating to variable lease payments not included in lease liability	-	-
Total cash outflow for leases during current financial year (excluding short-term leases)	10.24	6.03
Additions to the right of use assets during the current financial year	25.05	5.47

### Notes:

1. There are no sale and leaseback transactions.
2. Payments associated with short-term leases of premises are recognised on straight-line basis as an expense in profit or loss.
3. When measuring lease liabilities for leases that were classified as operating leases, the Group discounted lease payments using its incremental borrowing rate.

# Notes to Consolidated Financial Statements

(₹ in crores, except for share data, and if otherwise stated)

## 43 Interest in other entities

The Consolidated Financial Statements present the Consolidated Accounts of Route Mobile Limited with its following subsidiaries:

Sr. No.	Relationship	Name of the Subsidiary	Principal place of business and country of incorporation	Proportion of ownership interest 31 March 2023	Proportion of ownership interest 31 March 2022
1	Subsidiary	Route Mobile (UK) Limited	UK	100%	100%
2	Subsidiary	Route Ledger Technologies Private Limited (Formerly known as Sphere Edge Consulting (India) Private Limited)	India	100%	100%
3	Subsidiary	RouteSMS Solutions FZE	UAE	100%	100%
4	Subsidiary	RouteSMS Solutions Nigeria Limited	Nigeria	100%	100%
5	Subsidiary	Send Clean Private Limited (Formerly known as Cellent Technologies (India) Pvt. Ltd.)	India	100%	100%
6	Subsidiary	Start Corp India Private Limited	India	100%	100%
7	Subsidiary	Route Mobile Pte. Ltd. - Singapore	Singapore	100%	100%
8	Subsidiary	Call 2 Connect India Private Limited	India	100%	100%
9	Subsidiary	Route Connect Private Limited	India	100%	100%
10	Subsidiary	Route Mobile Arabia Telecom	Saudi Arabia	70%	70%

## 44 Commitments and contingencies

	As at 31 March 2023	As at 31 March 2022
<b>Claims against the group not acknowledged as debts</b>		
Income tax matters*	58.01	20.99
Service tax matters*	0.25	0.25
Goods and Services tax**	34.12	53.58
Guarantees given on behalf of the group by banks	79.78	41.40
	<b>172.16</b>	<b>116.22</b>

\*The above figure does not include amounts towards certain additional penalty and interest that may devolve on the Group in the event of an adverse outcome as the same is subjective and not capable of being presently quantified.

\*\* During the year ended 31 March 2022, the Department of Revenue of the Ministry of Finance, Government of India ("department") based on Excise Audit 2000 (EA 2000) carried out on the records of the Holding Company for the period July 2017 to March 2019 has requested the Holding Company to pay goods and services tax under reverse charge mechanism on the purchases of messages from its foreign vendors and sale to its overseas customers as per the provisions of Integrated Goods and Services Tax (IGST) Act, 2017 ("the IGST Act") of ₹ 33.02 crore (excluding interest). In the assessment of the management, which is supported by legal opinion, the aforementioned services are not chargeable to goods and services tax. However, out of abundant caution, the Holding Company has decided to make payment of aforesaid amounts (excluding interest), and claim input tax credit under the said Act. Accordingly, the Holding Company has made full payment of aforesaid amount and recorded the same as an input tax credit recoverable under the IGST Act. Further, the Holding Company has made the payment of ₹ 16.10 crore (excluding interest) for the year 2019-20 and has recorded the same as an input tax credit recoverable under the IGST Act as well. In view of the management, such input tax credit (ITC) is fully recoverable. During the quarter and year ended 31 March 2023, the Holding Company has received refund amounting to ₹ 5.41 crore and ₹ 5.85 crore respectively for the said period. In the view of management of the Holding Company, the balance ITC amount will be utilised gradually over the years.

Accordingly, the probability of refund has been construed as "Probable". Hence for current year, principal amount has not been considered as contingent liability. However, the exposure of corresponding interest liability may be construed as 'Possible' and hence interest portion has been disclosed under contingent liability.

### ii) Provident Fund

The Honourable Supreme Court, has passed a judgement on 28 February 2019 in relation to inclusion of certain allowances within the scope of "Basic wages" for the purpose of determining contribution to provident fund under the Employees' Provident Funds & Miscellaneous Provisions Act, 1952. The management, based on legal advice, is of view that the applicability of the judgement to the Company/ Indian Subsidiary Companies, with respect to the period and the nature of allowances to be covered due to interpretation challenges, and resultant impact on the past provident fund liability, cannot be reasonably ascertained.





# Notes to Consolidated Financial Statements

(₹ in crores, except for share data, and if otherwise stated)

## 45 Segment reporting

The Group's chief operating decision maker for evaluating group performance and for allocating resources based on analysis of various performance indicators, has identified two operative segments by geography.

Particulars	India (Companies registered in India)	Overseas (Companies registered outside India)	Eliminations	Total
<b>Segment revenue</b>				
External revenue	504.79	3,064.44	-	3,569.23
Inter-segment revenue	96.20	530.47	(626.67)	-
<b>Total revenue</b>	<b>600.99</b>	<b>3,594.91</b>	<b>(626.67)</b>	<b>3,569.23</b>
<b>Segment Results</b>	<b>24.19</b>	<b>339.02</b>	<b>(0.66)</b>	<b>362.55</b>
Add/(less):				
Other income				39.40
Finance costs				20.45
<b>Profit before tax</b>				<b>381.50</b>
<b>Less: Tax expense</b>				
Current tax				60.53
Deferred tax expense/(credit)				(12.14)
<b>Profit for the period before non-controlling interests</b>				<b>333.11</b>
Less: non-controlling interests (NCI)				6.05
<b>Profit for the period</b>				<b>327.06</b>
<b>Other segment information:</b>				
1. Segment assets (including of NCI)	1,350.71	2,435.54	(900.92)	2,885.33
2. Segment liabilities (including of NCI)	194.01	1,732.26	(869.33)	1,056.94
3. Non-current assets** (including of NCI)	153.04	948.88	(27.03)	1074.89
4. Depreciation and amortisation expenses (including of NCI)	19.90	61.70	-	81.60

\*\* Non-current assets are excluding financial assets and deferred tax assets

## Segment reporting as at and for the year ended 31 March 2022

Particulars	India	Overseas	Eliminations	Total
<b>Segment revenue</b>				
External revenue	319.44	1,682.59	-	2,002.03
Inter-segment revenue	104.67	212.47	(317.14)	-
<b>Total revenue</b>	<b>424.11</b>	<b>1,895.06</b>	<b>(317.14)</b>	<b>2,002.03</b>
<b>Segment Results</b>	<b>0.98</b>	<b>178.28</b>	<b>1.06</b>	<b>180.32</b>
Add/(less):				
Other income				20.06
Finance costs				5.16
<b>Profit before tax</b>				<b>195.22</b>
<b>Less: Tax expense</b>				
Current tax				30.71
Deferred tax expense				(5.57)
<b>Profit for the period before non-controlling interests</b>				<b>170.08</b>
Less: non-controlling interests (NCI)				3.91
<b>Profit for the period</b>				<b>166.17</b>

# Notes to Consolidated Financial Statements

(₹ in crores, except for share data, and if otherwise stated)

Particulars	India	Overseas	Eliminations	Total
<b>Other segment information:</b>				
1. Segment assets (including of NCI)	1,391.24	1,776.63	(509.14)	2,658.73
2. Segment liabilities (including of NCI)	136.85	1,331.40	(484.14)	984.11
3. Non-current assets** (including of NCI)	86.46	916.59	(24.55)	978.50
4. Depreciation and amortisation expenses (including of NCI)	17.87	20.45	-	38.32

\*\* Non-current assets are excluding financial assets, deferred tax assets and investment in associate

## 46 Employee Stock Option Plan (ESOP)

The Holding Company has implemented Employee Stock Option Plan for the employees of the Holding Company and its subsidiaries through Route Mobile Employee Welfare Trust (the "trust") formed for the purpose. All the options issued by the Holding Company are equity share-based options which have to be settled in equity shares only. The shares are to be allotted to employees under the Route Mobile Limited - Employee Stock Option Plan 2017 (the 'ESOP scheme'). The shareholders at its meeting held on 12 October 2017 approved grant of 2,500,000 employee share options to eligible employees under the ESOP scheme of Holding Company.

### I. The position of the Employee Stock Option Scheme of the Holding Company:

Sr. No.	Particulars	ESOP Scheme
1	Details of approval	Resolution passed by Nomination and Remuneration committee in the meeting dated 05 October 2017 and the shareholders, in the Extra ordinary General Meeting held on 12 October 2017 had approved the grant of 2,500,000 employee stock options in accordance with the ESOP Scheme, equivalent to 5% of the issued and paid up share capital of the Holding Company.
2	Implemented through	Trust
3	Total number of stock options approved	25,00,000
4	Total number of stock options granted (Grant I)	14,52,500
	Total number of stock options granted (Grant II)	8,88,500
	Total number of stock options granted (Grant III)	4,70,500
5	Vesting schedule (Grant I)	Each 25% of granted options shall vest on 12 October 2018, 12 October 2019, 12 October 2020 and 12 October 2021 respectively.
	Vesting schedule (Grant II)	Each 25% of granted options shall vest on 20 February 2021, 20 February 2022, 20 February 2023 and 20 February 2024 respectively.
	Vesting schedule (Grant III)	Each 25% of granted options shall vest on 25 June 2021, 25 June 2022, 25 June 2023 and 25 June 2024 respectively.
6	Maximum term of Options granted (years)	4 years
7	Source of shares (Primary, Secondary or combination)	Primary
8	Price per option	₹ 300/-
	Price per option Grant ( Grant II)	₹ 326.16/-
	Price per option Grant ( Grant III)	₹ 326.16/-
9	The exercise period and process of exercise	Exercise anytime within five years from date of vesting.



# Notes to Consolidated Financial Statements

(₹ in crores, except for share data, and if otherwise stated)

## II. Method used to account for ESOP

The Holding Company has recorded compensation cost for all grants made to employees under the fair value method of accounting. The fair value of each option granted is estimated on the date of grant using Discounted cash flow method.

There was no material change in the fair value of the option from the date of valuation to grant date, hence there is no charge in the statement of profit and loss on account of ESOP.

## III. Weighted average exercise price of Options granted

	Grant I	Grant II	Grant III
Exercise price equals fair market value	₹ 300	₹ 326.16	₹ 326.16
Exercise price is greater than fair market value	Nil	Nil	Nil
Exercise price is less than fair market value	Nil	Nil	Nil

## IV. Weighted average fair value of Options granted

	Grant I	Grant II	Grant III
Fair value of options granted	₹ 300	₹ 326.16	₹ 326.16

## V. Employee-wise details of options granted:

### (i) Employees who were granted options amounting to 5% or more of the options granted

Sr. No.	Name of Employee	Designation	Exercise Price per share (₹)	Number of Options granted
1	Mr. Rahul Pandey	Chief Credit Officer	300.00	1,50,000
			326.16	10,000

### (ii) Identified employees who were granted options, equal to or exceeding 1% of the issued capital of the Holding Company at the time of grant

Sr. No.	Name of Employee	Designation	Exercise Price per share (₹)	Number of Options granted
1	Nil	Nil	Nil	Nil

### (b) ESOP Plan - 2021

The Holding Company has implemented Employee Stock Option Plan for the key employees of the Company and its subsidiaries through Route Mobile Employee Welfare Trust (the 'Trust') formed for the purpose. All the options issued by the Holding Company are equity share-based options which have to be settled in equity shares only. The shares are to be allotted to employees under the Route Mobile Limited- Employee Stock Option Plan 2021 (the 'ESOP scheme'). The shareholders through postal ballot on 19 April 2021 approved grant of 2,800,000 employee share options to eligible employees under the ESOP scheme of Holding Company.

# Notes to Consolidated Financial Statements

(₹ in crores, except for share data, and if otherwise stated)

## I. The position of the Employee Stock Option Scheme of the Company:

Sr. No.	Particulars	ESOP Scheme
1	Details of approval	Resolution passed by Nomination and Remuneration committee meeting dated 15 March 2021 and the shareholders, through postal ballot held on 19 April 2021 had approved the grant of 2,800,000 employee stock options in accordance with the ESOP Scheme.
2	Implemented through	Trust
3	Total number of stock options approved	28,00,000
4	Total number of stock options granted (Grant I)	7,36,500
	Total number of stock options granted (Grant II)	4,720
5	Vesting schedule (Grant I) Category I	Each 25% of granted options shall vest on 11 October 2022, 11 October 2023, 11 October 2024 and 11 October 2025 respectively.
	Vesting schedule (Grant I) Category II	(a) Time based vesting (25% and/or 20%, as specified in grant letter of respective employee[s]) at the end of First year; and (b) 25% each for one employee and 20%, 20% and 40% for others at the end of Second, Third and Fourth Year respectively from the date of Grant, subject to achievement of performance conditions as specified in grant letter of respective employee[s].
	Vesting schedule (Grant II)	Each 25% of granted options shall vest on 17 February 2023, 17 February 2024, 17 February 2025 and 17 February 2026 respectively.
6	Maximum term of Options granted (years)	4 years
7	Source of shares (Primary, Secondary or combination)	Primary
8	Price per option (Grant I)	₹ 2,296.05/-
	Price per option Grant (Grant II)	₹ 1,600.95/-
9	The exercise period and process of exercise	Exercise anytime within five years from date of vesting.

## II. Method used to account for ESOP

The Company has recorded compensation cost for all grants made to employees under the fair value method of accounting. The fair value of each option granted is estimated on the date of grant using Black Scholes model.

There was no material change in the fair value of the option from the date of valuation to grant date, hence there is no charge in the statement of profit and loss on account of ESOP.

## III. Weighted average exercise price of Options granted:

	Grant I	Grant II
Exercise price equals fair market value	₹ 2,296.05	₹ 1,600.95
Exercise price is greater than fair market value	Nil	Nil
Exercise price is less than fair market value	Nil	Nil



# Notes to Consolidated Financial Statements

(₹ in crores, except for share data, and if otherwise stated)

## IV. Weighted average fair value of Options granted:

	Grant I	Grant II
Fair value of options granted	₹ 1,207.14	₹ 856.96

## V. Employee-wise details of options granted:

### (i) Employees who were granted, options amounting to 5% or more of the options granted

Sr. No.	Name of Employee	Designation	Exercise Price per share (₹)	Number of Options granted as on 31 March 2023	Number of Options granted as on 31 March 22
1	John Timothy Owen	Chief Executive Officer (Europe and Americas)	2296.05	-	1,40,000
2	Milind Vinay Pathak	Group Chief Business Officer	2296.05	1,00,000	1,00,000
3	Vikram Shanbhag	Executive Vice President - America	2296.05	-	50,000

### (ii) Identified employees who were granted options, equal to or exceeding 1% of the issued capital of the Company at the time of grant:

Sr. No.	Name of Employee	Designation	Exercise Price per share (₹)	Number of Options granted
1	Nil	Nil	Nil	Nil

## VI. The movement of stock options are summarised below:

Particulars	Number of options 31 March 2023		Number of options 31 March 2022	
	RML ESOP-2017	RML ESOP-2021	RML ESOP-2017	RML ESOP-2021
Outstanding at the beginning of the year	9,11,005	7,05,220	16,15,059	-
Options granted during the year	-	-	-	7,41,220
Options forfeited/lapsed during the year	60,990	2,37,000	58,165	36,000
Options exercised during the year	2,60,650	-	6,45,889	-
Options expired during the year	Nil	Nil	Nil	Nil
Options outstanding at the end of the year	5,89,365	4,68,220	9,11,005	7,05,220
Options exercisable at the end of the year	2,45,635	1,14,805	2,06,170	-

Unallocated options as at 31 March 2023 are 2,479,435 options (31 March 2022 - 2,181,445 options)

# Notes to Consolidated Financial Statements

(₹ in crores, except for share data, and if otherwise stated)

## VII. The exercise price and expected remaining contractual life (comprising the vesting period and exercise period) of options outstanding as at 31 March 2023 is as follows:

### ESOP Plan 2017 - Grant I

Sr. No.	Grant Date	Number of Options granted	Vesting Date	Exercise End Date	Exercise Price per share (₹)	Expected remaining contractual life (Months)
1	13 October 2017	500	12 October 2018	11 October 2023	300	6
2	13 October 2017	500	12 October 2019	11 October 2024	300	18
3	13 October 2017	500	12 October 2020	11 October 2025	300	30
4	13 October 2017	14,950	12 October 2021	11 October 2026	300	42

### ESOP Plan 2017 - Grant II

Sr. No.	Grant Date	Number of Options granted	Vesting Date	Exercise End Date	Exercise Price per share (₹)	Expected remaining contractual life (Months)
1	21 February 2020	40,810	20 February 2021	19 February 2026	326.16	35
2	21 February 2020	56,750	20 February 2022	19 February 2027	326.16	47
3	21 February 2020	56,875	20 February 2023	19 February 2028	326.16	59
4	21 February 2020	193,250	20 February 2024	19 February 2029	326.16	71

### ESOP Plan 2017 - Grant III

Sr. No.	Grant Date	Number of Options granted	Vesting Date	Exercise End Date	Exercise Price per share (₹)	Expected remaining contractual life (Months)
1	26 June 2020	14,125	25 June 2021	24 June 2026	326.16	39
2	26 June 2020	23,625	25 June 2022	24 June 2027	326.16	51
3	26 June 2020	93,740	25 June 2023	24 June 2028	326.16	63
4	26 June 2020	93,740	25 June 2024	24 June 2029	326.16	75

### ESOP Plan 2021 - Grant I

Sr. No.	Grant Date	Number of Options granted	Vesting Date	Exercise End Date	Exercise Price per share (₹)	Expected remaining contractual life (Months)
1	12 October 2021	1,11,375	11 October 2022	10 October 2027	2,296.05	54
2	12 October 2021	1,09,375	11 October 2023	10 October 2028	2,296.05	66
3	12 October 2021	1,09,375	11 October 2024	10 October 2029	2,296.05	78
4	12 October 2021	1,33,375	11 October 2025	10 October 2030	2,296.05	90

### ESOP Plan 2021 - Grant II

Sr. No.	Grant Date	Number of Options granted	Vesting Date	Exercise End Date	Exercise Price per share (₹)	Expected remaining contractual life (Months)
1	17 February 2022	1,180	16 February 2023	15 February 2028	1,600.95	59
2	17 February 2022	1,180	16 February 2024	15 February 2029	1,600.95	71
3	17 February 2022	1,180	16 February 2025	15 February 2030	1,600.95	83
4	17 February 2022	1,180	16 February 2026	15 February 2031	1,600.95	95



# Notes to Consolidated Financial Statements

(₹ in crores, except for share data, and if otherwise stated)

## VIII. Assumptions:

Sr. No.	Particulars	ESOP Plan - 2017		ESOP Plan - 2021	
		Grant I	Grant II and Grant III	Grant I	Grant II
1	Risk Free Interest Rate	6.70%	6.55%	5.54%	5.95%
2	Expected Life (years)	4	4	4.60	5.01
3	Expected Volatility	56%	100%	54.07%	55.53%

## IX The effect of share-based payment transactions on the entity's profit or loss for the period and earnings per share is presented below:

Particulars	31 March 2023	31 March 2022
Profit after tax as reported	327.06	166.17
Share-based payment expense	15.59	18.87
<b>Earnings per share</b>		
Basic (in ₹)	54.26	30.42
Diluted (in ₹)	54.26	30.42

## 47 (a) The utilisation of IPO proceeds is summarised below:

Particulars	Objects of the issue as per the Prospectus	(₹ in crore)	
		Utilisation up to 31.03.2023	Unutilised amounts as on 31.03.2023
Repayment or pre-payment, in full or part, of certain borrowings of the Holding Company	36.50	36.50	-
Acquisitions and other strategic initiatives	83.00	83.00	-
Purchase of office premises in Mumbai	65.00	-	65.00*
General corporate purposes (including IPO related expenses apportioned to the Holding Company)	55.50	55.50	-
<b>Net utilisation</b>	<b>240.00</b>	<b>175.00</b>	<b>65.00</b>

IPO proceeds which remain unutilised as at 31 March 2023 were temporarily invested/parked in deposits with scheduled commercial banks.

\*During the quarter ended 31 December 2022, advances ₹ 4.82 crore paid towards purchase of office premise has been received back on 04 January 2023, due to termination of memorandum of understanding.

## 47 (b) The Holding Company through Qualified Institutional Placement (QIP) allotted 4,684,116 equity shares to the eligible Qualified Institutional Buyers (QIB) at an issue price of ₹ 1,852 per equity share (including a premium of ₹ 1,842 per equity share) aggregating to ₹ 867.50 crore on 12 November 2021. The issue was made in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended. Expenses incurred in relation to QIP amounting to ₹ 17.51 crore has been adjusted from Securities Premium Account. Funds received pursuant to QIP are being utilised towards the objects stated in the placement document and the balance un-utilised amount as on 31 March 2023 remain invested in deposits with scheduled commercial banks and current account.



# Notes to Consolidated Financial Statements

(₹ in crores, except for share data, and if otherwise stated)

## 48 Business Combination

### a) Summary of acquisition

- (i) On 1 July 2021, the Holding Company has completed acquisition of a division, comprising intellectual property (software) and its associated identified customer contracts, of Sarv Webs Private Limited (Sarv Webs), which is in business of providing cloud based digital communication solutions to transmit transactional and promotional e-mails, under slump sale arrangement for upfront purchase consideration of ₹ 26.25 crore and a deferred consideration of ₹ 4 crore payable on the first anniversary of the closing of the acquisition in cash. The following table presents the purchase price allocation, the fair value of assets and liabilities as at the date of acquisition, in accordance with PPA, is as below:

Description	Amount (₹ in crore)
Net tangible assets	0.01
Customer relationship	13.61
Intellectual properties (software)	4.65
Non-Compete Fees	1.90
Goodwill	9.22
<b>Total purchase price</b>	<b>29.39</b>

- (ii) During the year ended 31 March 2022, the Group has completed the acquisition of 100% equity stake of Masivian S.A.S ('Masiv'), Latin America, on 11 November 2021 through its foreign subsidiary, Route Mobile (UK) Limited, for consideration (including earn-out consideration) of US \$ 50.5 million (equivalent ₹ 375.40 crore). The following table presents the purchase price allocation (PPA):

Description	Amount (₹ in crore)
Net tangible assets	32.18
Deferred tax liabilities on business combination	(51.45)
Customer relationship	90.27
Technology Platform	51.43
Non-Compete Fees	13.86
Goodwill	239.11
<b>Total purchase price</b>	<b>375.40</b>

- (iii) During the year ended 31 March 2022, the Group has completed the acquisition of equity stake in Interteleco International for Modern Communication Services ('Interteleco'), Kuwait, on 30 November 2021 through its foreign subsidiary, Routesms Solutions FZE, for consideration of KWD 652,500 (equivalent ₹ 16.26 crore). The following table presents the purchase price allocation (PPA):

Description	Amount (₹ in crore)
Net tangible assets	(0.21)
Customer relationship	7.09
Non-Compete Fees	0.34
Goodwill	9.04
<b>Total purchase price</b>	<b>16.26</b>



# Notes to Consolidated Financial Statements

(₹ in crores, except for share data, and if otherwise stated)

- (iv) During the year ended 31 March 2022, the Group has completed the acquisition of 100% equity stake in M.R Messaging FZE, on 1 March 2022 through its foreign subsidiary, Routesms Solutions FZE, for consideration (including EBITDA based earn out consideration) of Euro 42.7 million (equivalent ₹ 359.26 crore). The following table presents the purchase price allocation (PPA):

Description	Amount (₹ in crore)
Net tangible assets	36.23
Deferred tax liabilities on business combination	(16.61)
Customer relationship	95.57
Technology Platform	63.61
Non-Compete Fees	25.34
Goodwill	155.40
<b>Total purchase price</b>	<b>359.54</b>

- (v) Route Ledger Technologies Private Limited (a wholly-owned subsidiary of the Holding Company) has entered into an Agreement to Transfer Business ('BTA') and a Licence Agreement on 2 May 2022 with Teledgers Technology Private Limited ("Teledgers"), Gurugram, Haryana, and the existing shareholders (as mentioned in BTA) for acquisition of technology solutions and associated identified customer contracts ('Business'), on a slump sale basis for purchase consideration of ₹ 129.9 crore along with performance linked consideration based on an EBITDA (Earnings Before Interest, Tax, Depreciation and Amortisation). On 9 June 2022, Route Ledger has paid an advance purchase consideration of ₹ 4.9 crore and a licence fee of ₹ 0.10 crore to Teledgers, as per BTA and a Licence Agreement. Besides the fulfillment of the standard conditions precedents, the acquisition is expected to be closed on final conclusion of an ongoing arbitration proceeding related to a contractual agreement between Teledgers and the Existing Stakeholders (the founding members and promoters of Teledgers), and a third party entity, arising out of an agreement between such parties.

## b) Note on contingent consideration

### (i) Masivian S.A.S

The Group had estimated to pay to the selling shareholders of Masivian S.A.S, maximum contingent payment of up to US\$2,500,000 (Equivalent ₹ 18.97 crore, including unwinding of the discount of ₹ 0.89 crore) (Earn-Out) linked to target earnings before interest, tax, depreciation and amortisation (EBITDA) based on December 21 and December 22 year ended audited consolidated financial statements as set forth in the acquisition share purchase agreement (Acquisition SPA) based on the agreement dated 8 October 2021.

Based on the signed addendum between the Company and the selling shareholders dated 30<sup>th</sup> December, 2022, the contingent consideration would be maximum contingent payment of up to US\$2,360,000, linked to target Revenue for the year ended 31 March 2023 vis a vis the actual Revenue achieved as per the audited consolidated financial statements for the period of time between April 1, 2022 and March 31, 2023 to be paid in cash Within ten (10) Business Days after signing of the audited consolidated financial statements of the Company and its Subsidiaries for the 12 months ending March 31, 2023.

The differential amount of USD \$ 140,000 (equivalent to ₹ 1.14 crore), as compared to contingent consideration recorded earlier, has been credited to the Consolidated Statement of Profit and Loss for the year ended 31 March 2023.

### (ii) M.R Messaging FZE

The Group has estimated to pay to the selling shareholder of MR Messaging the contingent consideration payable of EUR 25.2 million (Equivalent to ₹ 211.31 crore) (including unwinding cost of the discount of ₹ 15.60 crore) as set forth in the acquisition share purchase agreement (Acquisition SPA) based on the agreement dated 4 February 2022 on the estimated EBITDA multiple for 3 years i.e. 2023 to 2025.

# Notes to Consolidated Financial Statements

(₹ in crores, except for share data, and if otherwise stated)

During the current year, based on the actual performance of the entity for the year ended 31 March 2023 & estimated performance for the year ending 31 March 2024 and 2025, the differential amount of EURO 532,052.5 (equivalent ₹ 4.61 crore) has been credited to the Consolidated statement of profit and loss, since these adjustments are not a measurement period adjustments, accordingly change in fair value of contingent considerations has been accounted through profit or loss in accordance with the requirements of Ind AS 103, Business Combination.

In addition to this, basis the final net working capital adjustment as per share purchase agreement (SPA), the group has paid additional amount of EURO 637,641 (equivalent to ₹ 5.37 crore).

Net impact for above transactions is ₹ 0.76 crore being debited in Consolidated statement of profit and loss.

## 49 Earnings per share

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Net profit after tax attributable to equity shareholders of the Holding Company	327.06	166.17
Weighted average number of shares outstanding during the year - Basic	6,25,53,188	5,97,38,847
Weighted average number of shares outstanding during the year - Diluted	6,30,01,257	6,06,27,296
Basic earnings per share (₹)	52.29	27.82
Diluted earnings per share (₹)	52.29*	27.82*
Nominal value per equity share (₹)	10.00	10.00

\*Anti-dilutive

## 50 Contribution towards Corporate Social Responsibility (CSR)

	Year ended 31 March 2023	Year ended 31 March 2022
<b>Details of CSR expenditure of Holding company:</b>		
(a) Amount required to be spent as per Section 135 of the Act	0.28	0.26
(b) Amount of expenditure incurred	0.31	0.39
(c) Shortfall at the end of the year	-	-
(d) Total of previous year shortfall	-	0.12
(e) Reason for shortfall	-	-
(f) Nature of CSR activities	Promoting education, art and culture, healthcare, destitute care and rehabilitation, environment sustainability, disaster relief, and COVID-19 relief.	
(g) Details of related party transactions	0.29	0.36
(h) Movement in the provision made (Where liability incurred by contractual agreement)	-	-



# Notes to Consolidated Financial Statements

(₹ in crores, except for share data, and if otherwise stated)

**51** The Board of Directors of the Holding Company at its meeting held on 28 June 2022, approved a proposal for Buy-back by the Holding Company of fully paid up Equity Shares for an aggregate amount not exceeding ₹ 120 crore (referred to as the "Maximum Buyback Size"), at a price not exceeding ₹ 1,700/- per Equity Share from the shareholders of the Holding Company excluding promoters, promoter group, and persons who are in control of the Company, payable in cash via the open market route through the stock exchange mechanism in accordance with the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 (as amended) and the Companies Act, 2013 and rules made thereunder, as amended.

During the year ended 31 March 2023, the Holding Company bought back 861,021 equity shares resulting in total cash outflow of ₹ 119.99 crore (including premium of ₹ 119.13 crore). In line with the requirements of the Companies Act, 2013, an amount of ₹ 119.13 crore has been utilised from the securities premium balance for the buyback. In addition, ₹ 29.25 crore (including buy back tax of ₹ 27.96 crore) was incurred on account of buyback expenses which was also adjusted against the securities premium balance. The shares so bought back were extinguished and the issued and paid-up capital stands amended accordingly.

## 52 Subsequent events

The Board of Directors have recommended a final dividend of ₹ 2 per equity share (face value of ₹10 each) for the year ended 31 March 2023, subject to necessary approval by the members in the ensuing Annual General Meeting of the Holding Company.

**53** Figures of the previous year has been re-grouped/re-arranged wherever necessary. The impact of the same is not material to the users of financial statements.

## 54 Other Statutory Information

- (i) The Group does not have any Benami property, where any proceeding has been initiated or pending proceedings for holding any Benami property.
- (ii) The Group does not have any transactions with companies struck off.
- (iii) The Group does not have any charges or satisfaction which is yet to be registered with ROC, beyond the statutory period
- (iv) The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (v) The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
  - (va) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or
  - (vb) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

# Notes to Consolidated Financial Statements

(₹ in crores, except for share data, and if otherwise stated)

- (vi) The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:
  - (via) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
  - (vib) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (vii) The Group does not have any such transaction which is not recorded in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961)

As per our report of even date attached.

For **Walker Chandiok & Co LLP**  
Chartered Accountants  
Firm Registration No.: 001076N/N500013

**Bharat Shetty**  
Partner  
Membership No.: 106815

Place: Mumbai  
Date: 19 May 2023

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

**Sandipkumar Gupta**  
Chairman  
(DIN No.: 01272932)

**Rathindra Das**  
Company Secretary  
(Membership No.: A24421)

Place: Mumbai  
Date: 19 May 2023

**Suresh Jankar**  
Chief Financial Officer



