Placement Document
Subject to Completion
Not for circulation
Private and confidential
Serial No. ___

This Placement Document relates to an issue made to Eligible QIBs under Chapter VI of the SEBI ICDR Regulations and no offer is being made through this Placement Document to the public or any other categories of investors other than the Eligible QIBs. This Placement Document is not an offer to sell securities and is not soliciting an offer to buy securities in any jurisdiction where such offer or sale or subscription is not permitted. The information in this Placement Document is not complete and may be changed.

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ROUTE MOBILE LIMITED

*Our Company was incorporated as 'Routesms Solutions Private Limited', a private limited company under the Companies Act, 1956 on May 14, 2004 at Mumbai, Maharashtra. Subsequently, upon conversion to a public limited company pursuant to a special resolution of the shareholders of our Company dated February 15, 2007 the name of our Company was changed to 'Routesms Solutions Limited' and a fresh certificate of incorporation was issued by the RoC on April 17, 2007. The name of our Company was subsequently changed to 'Route Mobile Limited' pursuant to a special resolution of the shareholders of our Company dated March 8, 2016, and a fresh certificate of incorporation was issued by the RoC on March 16, 2016. For further details, see "**General Information**" on page **229**.*

Registered and Corporate Office: 4th Dimension, 3rd Floor, Mind Space, Malad (West), Mumbai 400 064, Maharashtra, India
Tel No.: +91 22 4033 7676; **Website**: www.routemobile.com; **Email**: investors@routemobile.com; Contact Person: Rathindra Das
Corporate Identity Number: L72900MH2004PLC146323

Issue of 4,684,116 equity shares of face value of ₹ 10 each (the "**Equity Shares**") at a price of ₹ 1,852.00 per Equity Share (the "**Issue Price**"), including a premium of ₹ 1,842.00 per Equity Share, aggregating to approximately ₹ 8,674.98 million (the "**Issue**"). For further details, see "***Summary of the Issue***" on page 39.

THE ISSUE IS BEING UNDERTAKEN IN RELIANCE UPON CHAPTER VI OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED (THE "SEBI ICDR REGULATIONS"), SECTION 42 OF THE COMPANIES ACT, 2013, AS AMENDED (THE "COMPANIES ACT, 2013"), READ WITH RULE 14 OF THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014, AS AMENDED (THE "PAS RULES"), AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER.

The Equity Shares of our Company are listed on the National Stock Exchange of India Limited (the "**NSE**") and the BSE Limited (the "**BSE**" and together with NSE, the "**Stock Exchanges**"). The closing prices of the Equity Shares on the NSE and the BSE as on November 11, 2021 were ₹ 1,955.00 and ₹ 1,952.15 per Equity Share, respectively. Our Company has received in-principle approvals pursuant to Regulation 28(1)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "**SEBI Listing Regulations**") for listing of the Equity Shares to be issued pursuant to this Issue, from each of BSE and NSE on November 8, 2021. Our Company shall make applications to the Stock Exchanges for obtaining final listing and trading approvals for the Equity Shares to be issued pursuant to this Issue. The Stock Exchanges assume no responsibility for the correctness of any statements made, opinions expressed or reports contained herein. Admission of the Equity Shares to be issued pursuant to this Issue for trading on the Stock Exchanges should not be taken as an indication of the merits of our Company or the Equity Shares.

OUR COMPANY HAS PREPARED THIS PLACEMENT DOCUMENT SOLELY FOR PROVIDING INFORMATION IN CONNECTION WITH THE PROPOSED ISSUE. THE ISSUE AND THE DISTRIBUTION OF THIS PLACEMENT DOCUMENT TO ELIGIBLE QIBs (AS DEFINED BELOW) IS BEING MADE IN RELIANCE UPON CHAPTER VI OF THE SEBI ICDR REGULATIONS, SECTION 42 OF THE COMPANIES ACT, 2013 READ WITH RULE 14 OF THE PAS RULES AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER. THIS PLACEMENT DOCUMENT SHALL BE CIRCULATED TO ONLY SUCH ELIGIBLE QIBs WHOSE NAMES ARE RECORDED BY OUR COMPANY, PRIOR TO MAKING AN INVITATION TO SUBSCRIBE TO THE EQUITY SHARES. THIS PLACEMENT DOCUMENT IS PERSONAL TO EACH PROSPECTIVE INVESTOR AND DOES NOT CONSTITUTE AN OFFER OR INVITATION OR SOLICITATION OF AN OFFER TO THE PUBLIC OR ANY OTHER PERSON OR CLASS OF INVESTORS WITHIN OR OUTSIDE INDIA OTHER THAN TO ELIGIBLE QUALIFIED INSTITUTIONAL BUYERS AS DEFINED IN THE SEBI ICDR REGULATIONS ("QIBs"). THIS PLACEMENT DOCUMENT SHALL BE CIRCULATED ONLY TO SUCH ELIGIBLE QIBs WHOSE NAMES ARE RECORDED BY OUR COMPANY PRIOR TO MAKING AN INVITATION TO SUBSCRIBE TO THE EQUITY SHARES. YOU ARE NOT AUTHORIZED TO AND MAY NOT (1) DELIVER THIS PLACEMENT DOCUMENT TO ANY OTHER PERSON; OR (2) REPRODUCE THIS PLACEMENT DOCUMENT, IN ANY MANNER WHATSOEVER; OR (3) RELEASE ANY PUBLIC ADVERTISEMENTS OR UTILIZE ANY MEDIA, MARKETING OR DISTRIBUTION CHANNELS OR AGENTS TO INFORM THE PUBLIC AT LARGE ABOUT THE ISSUE. ANY DISTRIBUTION OR REPRODUCTION OF THIS PLACEMENT DOCUMENT IN WHOLE OR IN PART IS UNAUTHORIZED. FAILURE TO COMPLY WITH THIS INSTRUCTION MAY RESULT IN A VIOLATION OF THE SEBI ICDR REGULATIONS, THE COMPANIES ACT, 2013 OR OTHER APPLICABLE LAWS OF INDIA AND OTHER JURISDICTIONS.

INVESTMENT IN EQUITY SHARES INVOLVES A HIGH DEGREE OF RISK AND PROSPECTIVE INVESTORS SHOULD NOT INVEST IN THE ISSUE UNLESS THEY ARE PREPARED TO TAKE THE RISK OF LOSING ALL OR PART OF THEIR INVESTMENT. PROSPECTIVE INVESTORS ARE ADVISED TO CAREFULLY READ "*RISK FACTORS*" BEGINNING ON PAGE 46 BEFORE MAKING AN INVESTMENT DECISION RELATING TO THE ISSUE. EACH PROSPECTIVE INVESTOR IS ADVISED TO CONDUCT ITS OWN DUE DILIGENCE ON US AND THE EQUITY SHARES AND CONSULT ITS OWN ADVISORS ABOUT THE PARTICULAR CONSEQUENCES OF AN INVESTMENT IN THE EQUITY SHARES BEING ISSUED PURSUANT TO THE PRELIMINARY PLACEMENT DOCUMENT AND THIS PLACEMENT DOCUMENT.

A copy of the Preliminary Placement Document (which includes disclosures prescribed under Form PAS-4 (as defined hereinafter) has been delivered to the Stock Exchanges and a copy of this Placement Document (which will include disclosures prescribed under Form PAS-4) will be delivered to the Stock Exchanges. Our Company shall also make the requisite filings with the Registrar of Companies, Maharashtra at Mumbai ("**RoC**"), within the stipulated period as required under the Companies Act, 2013 and PAS Rules (as defined hereinafter), as amended. The Preliminary Placement Document and this Placement Document have not been reviewed by the Securities and Exchange Board of India ("**SEBI**"), the Stock Exchanges or any other listing or regulatory authority and is intended only for use by Eligible QIBs (as defined hereinafter). The Preliminary Placement Document and Placement Document have not been and will not be filed as a prospectus with the RoC, and will not be circulated or distributed to the public in India or any other jurisdiction, and will not constitute a public offer in India or any other jurisdiction.

Invitations, offers and sales of the Equity Shares to be issued pursuant to this Issue shall only be made pursuant to the Preliminary Placement Document together with the Application Form, this Placement Document and the Confirmation of Allocation Note (each as defined hereinafter). For further details, please see "***Issue Procedure***" on page 175. The distribution of this Placement Document or the disclosure of its contents without the prior consent of our Company to any person, other than Eligible QIBs to whom this Placement Document is specifically addressed, and persons retained by such Eligible QIBs to advise them with respect to their purchase of Equity Shares is unauthorized and prohibited. Each prospective investor, by accepting delivery of this Placement Document, agrees to observe the foregoing restrictions and make no copies of this Placement Document or any documents referred to in this Placement Document.

The information on the websites of our Company, Subsidiaries, or any other website directly or indirectly linked to the websites of our Company, Subsidiaries, or the website of the Book Running Lead Managers (as defined hereinafter) or its affiliates, does not constitute nor form part of this Placement Document and prospective investors should not rely on such information contained in, or available through, any such website.

The Equity Shares offered in the Issue have not been and will not be registered under the United States Securities Act of 1933, as amended ("**Securities Act**"), and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold by the Company (a) in the United States only to persons reasonably believed to be 'eligible qualified institutional buyers' (as defined in Rule 144A under the Securities Act ("**Rule 144A**") and referred to in this Placement Document as a "**U.S. QIB**") in transactions exempt from the registration requirements of the Securities Act, pursuant to Section 4(a)(2) under the Securities Act, and (b) outside the United States in 'offshore transactions' as defined in and in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those offers and sales are made. The Equity Shares are transferable only in accordance with the restrictions described under the sections "***Selling Restrictions***" and "***Transfer Restrictions***" on pages 191 and 198, respectively. For the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investors defined under applicable Indian regulations and referred to in this Placement Document as "**QIBs**".

BOOK RUNNING LEAD MANAGERS			
kotak® Investment Banking	AXIS CAPITAL	Edelweiss Ideas create, values protect	Emkay® Your success is our success
KOTAK MAHINDRA CAPITAL COMPANY LIMITED	**AXIS CAPITAL LIMITED**	**EDELWEISS FINANCIAL SERVICES LIMITED**	**EMKAY GLOBAL FINANCIAL SERVICES LIMITED**
HSBC	IDBI capital	JM FINANCIAL	
HSBC SECURITIES AND CAPITAL MARKETS (INDIA) PRIVATE LIMITED	**IDBI CAPITAL MARKETS & SECURITIES LIMITED**	**JM FINANCIAL LIMITED**	

This Placement Document is dated November 12, 2021.

TABLE OF CONTENTS

NOTICE TO INVESTORS 1
REPRESENTATIONS BY INVESTORS 4
OFFSHORE DERIVATIVE INSTRUMENTS 10
DISCLAIMER CLAUSE OF THE STOCK EXCHANGES 11
PRESENTATION OF FINANCIAL INFORMATION AND OTHER CONVENTIONS 12
FORWARD-LOOKING STATEMENTS 15
ENFORCEMENT OF CIVIL LIABILITIES 17
EXCHANGE RATES 18
DEFINITIONS AND ABBREVIATIONS 20
SUMMARY OF BUSINESS 27
SUMMARY OF THE ISSUE 39
SELECTED FINANCIAL INFORMATION 41
RELATED PARTY TRANSACTIONS 45
RISK FACTORS 46
MARKET PRICE INFORMATION 78
USE OF PROCEEDS 80
CAPITALIZATION STATEMENT 81
CAPITAL STRUCTURE 82
DIVIDENDS 85
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS 86
INDUSTRY OVERVIEW 121
BUSINESS 129
KEY REGULATIONS AND POLICIES IN INDIA 154
BOARD OF DIRECTORS AND SENIOR MANAGEMENT 160
ORGANIZATIONAL STRUCTURE 166
SHAREHOLDING PATTERN OF OUR COMPANY 168
ISSUE PROCEDURE 175
PLACEMENT AND LOCK-UP 189
SELLING RESTRICTIONS 191
TRANSFER RESTRICTIONS 198
THE SECURITIES MARKET OF INDIA 201
DESCRIPTION OF THE EQUITY SHARES 205
TAXATION 209
LEGAL PROCEEDINGS 222
OUR STATUTORY AUDITORS 227
FINANCIAL INFORMATION 228
GENERAL INFORMATION 229
DETAILS OF PROPOSED ALLOTTEES 231
DECLARATION 232
SAMPLE APPLICATION FORM 236

NOTICE TO INVESTORS

Our Company has furnished and accepts full responsibility for all of the information contained in this Placement Document and confirms that to our best knowledge and belief, having made all reasonable enquiries, this Placement Document contains all information with respect to us and the Equity Shares that is material in the context of the Issue. The statements contained in this Placement Document relating to us and the Equity Shares are, in every material respect, true and accurate and not misleading. The opinions and intentions expressed in this Placement Document with regard to us and the Equity Shares to be issued pursuant to the Issue are honestly held, have been reached after considering all relevant circumstances, are based on reasonable assumptions and information presently available to us. There are no other facts in relation to us and the Equity Shares to be issued pursuant to the Issue, the omission of which would, in the context of the Issue, make any statement in this Placement Document misleading in any material respect. Further, all reasonable enquiries have been made by us to ascertain such facts and to verify the accuracy of all such information and statements. The information contained in this Placement Document has been provided by our Company and other sources identified herein.

This Placement Document is being furnished on a confidential basis solely for the purpose of enabling a prospective investor to consider subscribing for the particular securities described herein. Distribution of this Placement Document to any person other than the Eligible QIBs specified by the Book Running Lead Managers or their representatives, and those persons, if any, retained to advise such investor with respect thereto, is unauthorised, and any disclosure of its contents, without prior written consent of our Company, is prohibited. Any reproduction or distribution of this Placement Document, in whole or in part, and any disclosure of its contents to any other person is prohibited. Each prospective investor, by accepting delivery of this Placement Document, agrees to observe the foregoing restrictions and make no copies of this Placement Document or any offering material in connection with the Equity Shares.

The Book Running Lead Managers have not separately verified all the information contained in the Preliminary Placement Document and this Placement Document (financial, legal or otherwise). Accordingly, neither the Book Running Lead Managers nor any of their respective shareholders, employees, counsels, officers, directors, representatives, agents, associates or affiliates makes any express or implied representation, warranty or undertaking, and no responsibility or liability is accepted by the Book Running Lead Managers or by any of their respective shareholders, employees, counsels, officers, directors, representatives, agents, associates or affiliates as to the accuracy or completeness of the information contained in the Preliminary Placement Document and this Placement Document or any other information supplied in connection with us or the Equity Shares or distribution of this Placement Document. Each person receiving this Placement Document acknowledges that such person has not relied on either the Book Running Lead Managers or on any of their respective shareholders, employees, counsels, officers, directors, representatives, agents, associates or affiliates in connection with such person's investigation of the accuracy of such information or such person's investment decision, and each such person must rely on its own examination of our Company and its Subsidiaries and the merits and risks involved in investing in the Equity Shares issued pursuant to the Issue.

No person is authorised to give any information or to make any representation not contained in this Placement Document and any information or representation not so contained must not be relied upon as having been authorised by or on behalf of our Company or the Book Running Lead Managers. The delivery of this Placement Document at any time does not imply that the information contained in it is correct as on any time subsequent to its date.

The Equity Shares have not been approved, disapproved or recommended by any regulatory authority in any jurisdiction including the United States Securities and Exchange Commission, any other federal or state authorities in the United States, the securities authorities of any non-United States jurisdiction or any other United States or non-United States regulatory authority. No authority has passed on or endorsed the merits of the Issue or the accuracy or adequacy of this Placement Document. Any representation to the contrary may be a criminal offence in certain jurisdictions.

The Equity Shares have not been and will not be registered under the Securities Act and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold by the Company (a) in the United States only to persons reasonably believed to be eligible qualified institutional buyers (as defined in Rule 144A under the Securities Act) pursuant to Section 4(a)(2) under the Securities Act, and (b) outside the United States, in offshore transactions, in reliance on Regulation S under the Securities Act and the applicable laws of the jurisdiction where those offers and sales are made. For further information, see "***Selling Restrictions***" and "***Transfer Restrictions***" on pages 191 and 198, respectively.

Subscribers and purchasers of the Equity Shares will be deemed to have made the representations, warranties, acknowledgments and agreements set forth in the sections "***Representations by Investors***" and "***Selling Restrictions***" and "***Transfer Restrictions***" on pages 4, 191 and 198, respectively, of this Placement Document.

The distribution of this Placement Document and the offering of the Equity Shares may be restricted by law in certain countries or jurisdictions. As such, this Placement Document does not constitute, and may not be used for or in connection with, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorised, or to any person to whom it is unlawful to make such offer or solicitation. In particular, no action has been taken by our Company and the Book Running Lead Managers which would permit an offering of the Equity Shares or distribution of this Placement Document in any country or jurisdiction, other than India, where action for that purpose is required. Accordingly, the Equity Shares may not be offered or sold, directly or indirectly, and neither this Placement Document nor any offering material in connection with the Equity Shares may be distributed or published in or from any country or jurisdiction except under circumstances that will result in compliance with any applicable rules and regulations of any such country or jurisdiction. For a description of the restrictions applicable to the offer and sale of the Equity Shares in the Issue in certain jurisdictions, see "***Selling Restrictions***" on page 191.

In making an investment decision, prospective investors must rely on their own examination of our Company and its Subsidiaries and the terms of the Issue, including the merits and risks involved. Investors should not construe the contents of the Preliminary Placement Document or this Placement Document as legal, tax, accounting or investment advice. Investors should consult their own counsels and advisors as to business, legal, tax, accounting and related matters concerning the Issue. In addition, neither our Company nor the Book Running Lead Managers are making any representation to any investor, subscriber, offeree or purchaser of the Equity Shares regarding the legality or suitability of an investment in the Equity Shares by such investor, subscriber, offeree or purchaser under applicable laws or regulations. Prospective investors of the Equity Shares should conduct their own due diligence on the Equity Shares and our Company. If you do not understand the contents of this Placement Document, you should consult an authorised financial advisor and/or legal advisor.

Each investor, subscriber, offeree or purchaser of the Equity Shares in the Issue is deemed to have acknowledged, represented and agreed that it is an Eligible QIB and it is eligible to invest in India and in our Company under applicable law, including Chapter VI of the SEBI ICDR Regulations, Section 42 of the Companies Act, 2013 and Rule 14 of the PAS Rules and other applicable provisions of the Companies Act, 2013 and rules made thereunder, and is not prohibited by SEBI or any other statutory, regulatory or judicial authority from buying, selling or dealing in securities, including the Equity Shares or otherwise accessing the capital markets in India. Each subscriber of the Equity Shares in the Issue also acknowledges that it has been afforded an opportunity to request from our Company and review information relating to our Company and the Equity Shares.

This Placement Document does not purport to contain all the information that any Eligible QIB may require. Further, this Placement Document has been prepared for information purposes to this Issue only and upon the express understanding that it will be used for the purposes set forth herein.

The Company does not undertake to update this Placement Document to reflect subsequent events after the date of this Placement Document and thus it should not be relied upon with respect to such subsequent events without first confirming the accuracy or completeness with the Company. Neither the delivery of this Placement Document nor any issue of Equity Shares made hereunder shall, under any circumstances, constitute a representation or create any implication that there has been no change in the affairs of the Company since the date hereof.

Our Company and the BRLMs are not liable for any amendment or modification or change to applicable laws or regulations, which may occur after the date of the Placement Document. QIBs are advised to make their independent investigations and satisfy themselves that they are eligible to apply. QIBs are advised to ensure that any single application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in the Placement Document. Further, QIBs are required to satisfy themselves that their Bids would not eventually result in triggering a tender offer under the Takeover Regulations and the QIB shall be solely responsible for compliance with the provisions of the Takeover Regulations, SEBI Insider Trading Regulations and other applicable laws, rules, regulations, guidelines and circulars.

The information available on or through our Company's website (www.routemobile.com), or any website directly or indirectly linked to the website of our Company and our Subsidiaries, or the respective websites of the Book Running Lead Managers, or their respective affiliates, does not constitute or forms part of this Placement Document and prospective investors should not rely on the information contained in or available through any such websites. This Placement Document contains summaries of certain terms of certain documents, which are qualified in their entirety by the terms and conditions of such documents.

NOTICE TO INVESTORS IN CERTAIN OTHER JURISDICTIONS

For information relating to investors in certain other jurisdictions, see the sections "***Selling Restrictions***" and "***Transfer Restrictions***" on pages 191 and 198, respectively.

REPRESENTATIONS BY INVESTORS

All references to "you" and "your" in this section are to the prospective investors in the Issue. By Bidding and/ or subscribing to any Equity Shares under this Issue, you are deemed to have made the representations, warranties, acknowledgements and agreements set forth in the sections "***Notice to Investors***", "***Selling Restrictions***" and "***Transfer Restrictions***" on pages 1, 191 and 198, respectively, and to have represented, warranted and acknowledged to and agreed with our Company and the Book Running Lead Managers as follows:

1. your decision to subscribe to the Equity Shares to be issued pursuant to the Issue has not been made based on any information relating to our Company or Subsidiaries which is not set forth in this Placement Document;

2. you are a '**Qualified Institutional Buyer**' as defined in Regulation 2(1)(ss) of the SEBI ICDR Regulations and not excluded pursuant to Regulation 179(2)(b) of the SEBI ICDR Regulations, having a valid and existing registration under applicable laws and regulations of India, and undertake to (i) acquire, hold, manage or dispose of any Equity Shares that are Allotted (hereinafter defined) to you in accordance with Chapter VI of the SEBI ICDR Regulations, the Companies Act, 2013 and all other applicable laws; and (ii) comply with all requirements under applicable law in this relation, including reporting obligations / making necessary filings, if any;

3. that you are eligible to invest in India under applicable laws, including the FEMA Rules (as defined hereinafter), and have not been prohibited by the SEBI or any other regulatory authority, statutory authority or otherwise, from buying, selling or dealing in securities or otherwise accessing capital markets in India;

4. if you are not a resident of India, but a QIB, you are an Eligible FPI (and are not an individual, corporate body or a family office) having a valid and existing registration with SEBI under the applicable laws in India or a multilateral or bilateral development financial institution, and are eligible to invest in India under applicable laws, including the FEMA Rules, and any notifications, circulars or clarifications issued thereunder, and have not been prohibited by SEBI or any other regulatory authority, from buying, selling, dealing in securities or otherwise accessing the capital markets. You confirm that you are not an FVCI. You will make all necessary filings with appropriate regulatory authorities, including the RBI, as required pursuant to applicable laws;

5. you acknowledge that Eligible FPIs may invest in such number of Equity Shares such that the individual investment of the Eligible FPI or its investor group (multiple entities registered as FPIs and directly or indirectly, having common ownership of more than 50% or common control) in our Company does not exceed 10% of the post-Issue paid-up capital of our Company on a fully diluted basis;

6. you will provide the information as required under the Companies Act, 2013 and the PAS Rules for record keeping by our Company, including your name, complete address, phone number, e-mail address, PAN and bank account details and such other details as may be prescribed or otherwise required even after the closure of the Issue;

7. if you are Allotted Equity Shares pursuant to the Issue, you shall not sell the Equity Shares for a period of one year from the date of Allotment (hereinafter defined), except on the floor of the Stock Exchanges;

8. you understand that the Equity Shares have not been and will not be registered under the Securities Act and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and any applicable state securities laws. For more information, see "***Selling Restrictions***" and "***Transfer Restrictions***" on pages 191 and 198, respectively;

9. if you are within the United States, you are a U.S. QIB and are acquiring the Equity Shares for your own account or for the account of an institutional investor who also meets the requirements of a U.S. QIB, for investment purposes only, and not with a view to, or for offer or sale in connection with, the distribution (within the meaning of any United States securities laws) thereof in whole or in part;

10. if you are outside the United States, you are purchasing the Equity Shares in an 'offshore transaction' within the meaning of Regulation S and in compliance with laws of all jurisdictions applicable to you;

11. you are not acquiring or subscribing for the Equity Shares as a result of any general solicitation or general

advertising (as those terms are defined in Regulation D under the Securities Act) or "directed selling efforts" (as defined in Regulation S) and you understand and agree that offers and sales are being made in reliance on an exemption to the registration requirements of the Securities Act provided by Section 4(a)(2) thereof. You understand and agree that the Equity Shares are transferable only in accordance with the restrictions described in "***Selling Restrictions***" and "***Transfer Restrictions***" on pages 191 and 198, respectively;

12. you are aware that the Preliminary Placement Document and this Placement Document has not been, and will not be, filed as a prospectus with the RoC under the Companies Act, 2013, the SEBI ICDR Regulations or under any other law in force in India and, no Equity Shares will be offered in India or overseas to the public or any members of the public in India or any other class of investors, other than Eligible QIBs. The Preliminary Placement Document and this Placement Document have not been reviewed, verified or affirmed by the SEBI, the RBI, the Stock Exchanges or any other regulatory or listing authority and is intended only for use by Eligible QIBs. The Preliminary Placement Document has been filed, and this Placement Document shall be filed with the Stock Exchanges for record purposes only and be displayed on the websites of our Company and the Stock Exchanges;

13. you are entitled to subscribe for and acquire the Equity Shares under the laws of all relevant jurisdictions applicable to you and that you have fully observed such laws and you have all necessary capacity and have obtained all necessary consents and approvals, governmental and otherwise and complied and shall comply with all necessary formalities to enable you to participate in the Issue and to perform your obligations in relation thereto (including without limitation, in the case of any person on whose behalf you are acting, all necessary consents and authorisations to agree to the terms set out or referred to in this Placement Document), and will honor such obligations;

14. You are aware that the Equity Shares being issued pursuant to this Issue shall be subject to the provisions of the Memorandum of Association and Articles of Association of our Company and shall rank pari passu in all respects with the existing Equity Shares, including the right to receive all dividends and other distributions declared, made or paid in respect of the Equity Shares after the date of issue of the Equity Shares, as applicable;

15. neither our Company, the Book Running Lead Managers nor any of their respective shareholders, directors, officers, employees, counsels, representatives, agents or affiliates are making any recommendations to you or advising you regarding the suitability of any transactions it may enter into in connection with the Issue and your participation in the Issue is on the basis that you are not, and will not, up to the Allotment of the Equity Shares, be a client of the Book Running Lead Managers. Neither the Book Running Lead Managers nor any of their respective shareholders, directors, officers, employees, counsels, representatives, agents or affiliates has any duty or responsibility to you for providing the protection afforded to their clients or customers or for providing advice in relation to the Issue and are not in any way acting in any fiduciary capacity;

16. all statements other than statements of historical fact included in this Placement Document, including, without limitation, those regarding our financial position, business strategy, plans and objectives of management for future operations (including development plans and objectives relating to our business), are forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors that could cause actual results to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding our present and future business strategies and environment in which we will operate in the future. You should not place undue reliance on forward-looking statements, which speak only as of the date of this Placement Document. None of our Company, the Book Running Lead Managers or any of their respective shareholders, directors, officers, employees, counsels, representatives, agents or affiliates assumes any responsibility to update any of the forward-looking statements contained in this Placement Document;

17. you are aware and understand that the Equity Shares are being offered only to Eligible QIBs on a private placement basis and are not being offered to the general public, and the Allotment shall be on a discretionary basis at the discretion of our Company in consultation with the Book Running Lead Managers;

18. you have made, or been deemed to have made, as applicable, the representations, warranties, acknowledgments and undertakings as set out under "***Selling Restrictions***" and "***Transfer Restrictions***"

on pages 191 and 198, respectively;

19. you have been provided a serially numbered copy of this Placement Document, and have read it in its entirety, including in particular the "***Risk Factors***" on page 46;

20. in making your investment decision, you have (i) relied on your own examination of our Company and its Subsidiaries and the terms of the Issue, including the merits and risks involved, (ii) made your own assessment of our Company and its Subsidiaries and the terms of the Issue based on such information as is publicly available, (iii) consulted your own independent counsels and advisors or otherwise have satisfied yourself concerning, the effects of local laws (including tax laws), (iv) relied solely on the information contained in this Placement Document and no other disclosure or representation by our Company or any other party, (v) received all information that you believe is necessary or appropriate in order to make an investment decision in respect of our Company and the Equity Shares, and (vi) relied upon your own investigation and resources in deciding to invest in the Issue;

21. neither our Company nor the Book Running Lead Managers or any of their respective shareholders, directors, officers, employees, counsels, representatives, agents or affiliates, has provided you with any tax advice or otherwise made any representations regarding the tax consequences of purchase, ownership and disposal of the Equity Shares (including the Issue and the use of proceeds from the Equity Shares). You will obtain your own independent tax advice from a reputable service provider and will not rely on the Company, the Book Running Lead Managers or any of their respective shareholders, directors, officers, employees, counsels, representatives, agents or affiliates, when evaluating the tax consequences in relation to the Equity Shares (including, in relation to the Issue and the use of proceeds from the Equity Shares). You waive, and agree not to assert any claim against, either of the Book Running Lead Managers or any of their respective shareholders, directors, officers, employees, counsels, representatives, agents or affiliates, with respect to the tax aspects of the Equity Shares or as a result of any tax audits by tax authorities, wherever situated;

22. you are a sophisticated and informed investor and have such knowledge and experience in financial and business matters as to be capable of evaluating the merits and risks of the investment in the Equity Shares. You are experienced in investing in private placement transactions of securities of companies in a similar nature of business, similar stage of development and in similar jurisdictions. You and any accounts for which you are subscribing for the Equity Shares (i) are each able to bear the economic risk of the investment in the Equity Shares, (ii) will not look to our Company and/or the Book Running Lead Managers or any of their respective shareholders, directors, officers, employees, counsels, representatives, agents or affiliates, for all or part of any such loss or losses that may be suffered, (iii) are able to sustain a complete loss on the investment in the Equity Shares, (iv) have no need for liquidity with respect to the investment in the Equity Shares, and (v) have no reason to anticipate any change in your or their circumstances, financial or otherwise, which may cause or require any sale or distribution by you or them of all or any part of the Equity Shares. You acknowledge that an investment in the Equity Shares involves a high degree of risk and that the Equity Shares are, therefore, a speculative investment. You are seeking to subscribe to the Equity Shares in the Issue for your own investment and not with a view to resell or distribute;

23. if you are acquiring the Equity Shares to be issued pursuant to this Issue for one or more managed accounts, you represent and warrant that you are authorised in writing, by each such managed account to acquire the Equity Shares for each managed account and make the representations, warranties, acknowledgements, undertakings and agreements herein for and on behalf of each such account, reading the reference to 'you' to include such accounts;

24. you are not a 'promoter' of our Company (as defined under Section 2(69) of the Companies Act, 2013 and under the SEBI ICDR Regulations), and are not a person related to any of the Promoters, either directly or indirectly and your Bid (hereinafter defined) does not directly or indirectly represent any Promoter or members of the Promoter Group of our Company or persons or entities related thereto;

25. you have no rights under a shareholders' agreement or voting agreement entered into with the Promoters or members of the Promoter Group, no veto rights or right to appoint any nominee director on the Board of Directors of our Company, other than the rights, if any, acquired in the capacity of a lender not holding any Equity Shares (a QIB who does not hold any Equity Shares and who has acquired the said rights in the capacity of a lender shall not be deemed to be a person related to our Promoters);

26. you will have no right to withdraw your Bid or revise your Bid downwards after the Issue Closing Date (as defined hereinafter);

27. you acknowledge that the Preliminary Placement Document does not, and this Placement Document shall not confer upon or provide you with any right of renunciation of the Equity Shares offered through the Issue in favour of any person;

28. You will make the payment for subscription to the Equity Shares pursuant to this Issue from your own bank account. In case of joint holders, the monies shall be paid from the bank account of the person whose name appears first in the application;

29. you are eligible to Bid for and hold Equity Shares so Allotted together with any Equity Shares held by you prior to the Issue. Further, you confirm that your aggregate holding after the Allotment of the Equity Shares shall not exceed the level permissible as per any applicable laws;

30. the Bid made by you would not ultimately result in triggering an open offer under the SEBI Takeover Regulations and you shall be solely responsible for compliance with all other applicable provisions of the SEBI Takeover Regulations;

31. to the best of your knowledge and belief, your aggregate holding, together with other Eligible QIBs in the Issue that belong to the same group or are under common control as you, pursuant to the Allotment under the Issue shall not exceed 50% of the Issue Size. For the purposes of this representation:

    i. Eligible QIBs 'belonging to the same group' shall mean entities where (a) any of them controls, directly or indirectly, through its subsidiary or holding company, not less than 15% of the voting rights in the other; (b) any of them, directly or indirectly, by itself, or in combination with other persons, exercise control over the others; or (c) there is a common director, excluding nominee and independent directors, among an Eligible QIBs, its subsidiary or holding company and any other QIB; and

    ii. 'Control' shall have the same meaning as is assigned to it under Regulation 2(1)(e) of the SEBI Takeover Regulations.

32. you are aware that after Allotment, final applications will be made for obtaining listing and trading approvals from the Stock Exchanges, and that there can be no assurance that such approvals will be obtained on time or at all. Neither, our Company nor the Book Running Lead Managers nor any of their respective shareholders, directors, officers, employees, counsels, representatives, agents or affiliates shall be responsible for any delay or non-receipt of such final listing and trading approvals or any loss arising therefrom;

33. you shall not undertake any trade in the Equity Shares credited to your beneficiary account with the Depository Participant until such time that the final listing and trading approvals for the Equity Shares are issued by the Stock Exchanges;

34. you are aware that in terms of the requirements of the Companies Act, 2013, upon Allocation, the Company will be required to disclose names and percentage of post-Issue shareholding of the proposed Allottees in the Placement Document. However, disclosure of such details in relation to the proposed Allottees in the Placement Document will not guarantee Allotment to them, as Allotment in the Issue shall continue to be at the sole discretion of our Company, in consultation with the Book Running Lead Managers;

35. you agree in terms of Section 42 of the Companies Act, 2013 and Rule 14 of the PAS Rules, that our Company shall file list of Eligible QIBs (to whom this Placement Document will be circulated) along with other particulars including your name, complete address, phone number, e-mail address, permanent account number and bank account details, including such other details as may be prescribed or otherwise required even after the closure of the Issue with the RoC and SEBI within 30 days of circulation of this Placement Document and other filings required under the Companies Act, 2013;

36. you are aware that the pre-Issue and post-Issue shareholding pattern of our Company, as required by the SEBI Listing Regulations, will be filed by our Company with the Stock Exchanges;

37. you are aware that if you together with any other Eligible QIBs belonging to the same group or under common control, are Allotted more than 5% of the Equity Shares in this Issue, our Company shall be required to disclose the name of such Allottees and the number of Equity Shares Allotted to the Stock Exchanges and the Stock Exchanges will make the same available on their websites and you consent to such disclosures being made by our Company;

38. you are aware and understand that the Book Running Lead Managers have entered into a placement agreement with our Company, whereby the Book Running Lead Managers have, subject to the satisfaction of certain conditions set out therein, severally and not jointly, undertaken to use their reasonable efforts to seek to procure subscription for the Equity Shares on the terms and conditions set out therein;

39. the contents of this Placement Document are exclusively the responsibility of our Company and that neither the Book Running Lead Managers nor any person acting on its or their behalf or any of the counsels or advisors to the Issue has or shall have any liability for any information, representation or statement contained in the Preliminary Placement Document and this Placement Document or any information previously published by or on behalf of our Company and will not be liable for your decision to participate in the Issue based on any information, representation or statement contained in the Preliminary Placement Document and this Placement Document or otherwise. By accepting participation in the Issue, you agree to the same and confirm that the only information you are entitled to rely on, and on which you have relied in committing yourself to acquire the Equity Shares is contained in the Preliminary Placement Document and this Placement Document, such information being all that you deem necessary to make an investment decision in respect of the Equity Shares, and you have neither received nor relied on any other information, representation, warranty or statement made by, or on behalf of, the Book Running Lead Managers or our Company or any other person and neither the Book Running Lead Managers nor our Company or any of their respective affiliates, including any view, statement, opinion or representation expressed in any research published or distributed by them and the Book Running Lead Managers and their respective affiliates will not be liable for your decision to accept an invitation to participate in the Issue based on any other information, representation, warranty, statement or opinion;

40. neither the Book Running Lead Managers nor any of their respective affiliates have any obligation to purchase or acquire all or any part of the Equity Shares purchased by you in the Issue or to support any losses directly or indirectly sustained or incurred by you for any reason whatsoever in connection with the Issue, including non-performance by our Company of any of its obligations or any breach or alleged breach of any representations and warranties by our Company, whether to you or otherwise;

41. you are subscribing to the Equity Shares to be issued pursuant to the Issue in accordance with applicable laws and by participating in this Issue, you are not in violation of any applicable law, including but not limited to the Insider Trading Regulations, the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003, as amended, and the Companies Act, 2013;

42. any dispute arising in connection with the Issue will be governed and construed in accordance with the laws of the Republic of India, and the courts in Mumbai, India, shall have exclusive jurisdiction to settle any disputes which may arise out of or in connection with the Preliminary Placement Document and/or this Placement Document;

43. You are aware that in terms of the SEBI FPI Regulations and the FEMA Rules, the total holding by each FPI including its investor group (which means multiple entities registered as FPIs and directly or indirectly having common ownership of more than fifty percent or common control) shall be below 10% of the total paid-up equity share capital of our Company on a fully diluted basis and the total holdings of all FPIs put together shall not exceed the sectoral cap applicable to our Company. In terms of the FEMA Rules, for calculating the total holding of FPIs in a company, holding of all registered FPIs shall be included. Hence, Eligible FPIs may invest in such number of Equity Shares in this Issue such that (i) the individual investment of the FPI in our does not exceed 10% of the post-Issue paid-up Equity Share capital of our Company on a fully diluted basis and (ii) the aggregate investment by FPIs in our Company does not exceed the sectoral cap applicable to our Company. In case the holding of an FPI together with its investor group increases to 10% or more of the total paid-up Equity Share capital, on a fully diluted basis, such FPI together with its investor group shall divest the excess holding within a period of five trading days from the date of settlement of the trades resulting in the breach. If however, such excess

holding has not been divested within the specified period of five trading days, the entire shareholding of such FPI together with its investor group will be re-classified as FDI, subject to the conditions as specified by SEBI and the RBI in this regard and compliance by our Company and the investor with applicable reporting requirements and the FPI and its investor group will be prohibited from making any further portfolio investment in our Company under the SEBI FPI Regulations;

44. You confirm that neither is your investment as an entity of a country which shares land border with India nor is the beneficial owner of your investment situated in or a citizen of such country (in each which case, investment can only be through the Government approval route), and that your investment is in accordance with consolidated FDI Policy, issued by the Department of Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India and Rule 6 of the FEMA Rules;

45. You are aware and understand that you are allowed to place a Bid for Equity Shares. Please note that submitting a Bid for Equity Shares should not be taken to be indicative of the number of Equity Shares that will be Allotted to a successful Bidder. Allotment of Equity Shares will be undertaken by our Company, in its absolute discretion, in consultation with the BRLMs;

46. you confirm that, either (i) you have not participated in or attended any investor meetings or presentations by our Company or its agents ("**Company Presentations**") with regard to our Company or this Issue; or (ii) if you have participated in or attended any Company Presentations; (a) you understand and acknowledge that the Book Running Lead Managers may not have the knowledge of the statements that our Company or its agents may have made at such Company Presentations and are therefore unable to determine whether the information provided to you at such meetings or Company Presentations may have included any material misstatements or omissions, and, accordingly you acknowledge that Book Running Lead Managers have advised you not to rely in any way on any such information that was provided to you at such meetings or Company Presentations, and (b) you confirm that, to the best of your knowledge, you have not been provided any material information that was not publicly available;

47. each of the representations, warranties, acknowledgements and agreements set out above shall continue to be true and accurate at all times up to and including the Allotment, listing and trading of the Equity Shares in the Issue. You agree to indemnify and hold our Company and the Book Running Lead Managers and their respective affiliates and their respective directors, officers, employees and controlling persons harmless from any and all costs, claims, liabilities and expenses (including legal fees and expenses) arising out of or in connection with any breach or alleged breach of the foregoing representations, warranties, acknowledgements, agreements and undertakings made by you in this Placement Document. You agree that the indemnity set out in this paragraph shall survive the resale of the Equity Shares by, or on behalf of, the managed accounts; and

48. our Company, the Book Running Lead Managers, their respective affiliates, directors, officers, employees and controlling persons and others will rely on the truth and accuracy of the foregoing representations, warranties, acknowledgements and undertakings, which are given to the Book Running Lead Managers on their own behalf and on behalf of our Company, and are irrevocable. You agree that the terms and provisions of the foregoing representations, warranties, acknowledgements and undertakings, shall inure to the benefit of and any document incorporating such acknowledgements, representations and agreements shall be enforceable by the BRLMs and our Company, their respective permitted assigns, and the terms and provisions hereof shall be binding on our permitted assigns and permitted transferees.

OFFSHORE DERIVATIVE INSTRUMENTS

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an Eligible FPI (including affiliates of the Book Running Lead Managers) which is registered as a Category I FPI, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying, and all such offshore derivative instruments are referred to herein as "**P-Notes**") and persons who are eligible for registration as Category I FPIs can subscribe to or deal in such P-Notes provided that in the case of an entity that has an investment manager who is from the Financial Action Task Force member country, such investment manager shall not be required to be registered as a Category I FPI. The above mentioned category I FPIs may receive compensation from the purchasers of such instruments. In terms of Regulation 21 of SEBI FPI Regulations, P-Notes may be issued only by such persons who are registered as Category I FPIs and they may be issued only to persons eligible for registration as Category I FPIs subject to exceptions provided in the SEBI FPI Regulations and compliance with 'know your client' requirements, as specified by SEBI and subject to compliance with such other conditions as may be specified by SEBI from time to time. An Eligible FPI shall also ensure that no transfer of any instrument referred to above is made to any person unless such FPIs are registered as Category I FPIs and such instrument is being transferred only to person eligible for registration as Category I FPIs subject to requisite consents being obtained in terms of Regulation 21 of SEBI FPI Regulations. P-Notes have not been and are not being offered or sold pursuant to the Preliminary Placement Document or this Placement Document. This Placement Document does not contain any information concerning P-Notes or the issuer(s) of any P-Notes, including any information regarding any risk factors relating thereto.

Subject to certain relaxations provided under Regulation 22(4) of the SEBI FPI Regulations, investment by a single FPI including its investor group (multiple entities registered as FPIs and directly or indirectly, having common ownership of more than 50% or common control) is not permitted to be 10% or above of our post-Issue Equity Share capital on a fully diluted basis. SEBI has, *vide* a circular dated November 5, 2019, issued the operational guidelines for FPIs, designated depository participants and eligible foreign investors (the "**FPI Operational Guidelines**"), to facilitate implementation of the SEBI FPI Regulations. In terms of such FPI Operational Guidelines, the above mentioned restrictions shall also apply to subscribers of offshore derivative instruments and two or more subscribers of offshore derivative instruments having common ownership, directly or indirectly, of more than 50% or common control shall be considered together as a single subscriber of the offshore derivative instruments. Further, in the event a prospective investor has investments as an FPI and as a subscriber of offshore derivative instruments, these investment restrictions shall apply on the aggregate of the FPI and offshore derivative instruments investments held in the underlying company.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020, read with the FDI Policy, issued by the DPIIT, investments by an entity of a country, which shares land border with India, or investments where the beneficial owner of the Equity Shares is situated in or is a citizen of a country which shares land border with India, can only be made through the Government approval route, as prescribed in the Consolidated FDI Policy dated October 15, 2020. These investment restrictions shall also apply to subscribers of offshore derivative instruments.

Affiliates of the Book Running Lead Managers which are Eligible FPIs may purchase, to the extent permissible under law, the Equity Shares in the Issue, and may issue P-Notes in respect thereof. Any P-Notes that may be issued are not securities of our Company and do not constitute any obligation of, claims on or interests in our Company. Our Company has not participated in any offer of any P-Notes, or in the establishment of the terms of any P-Notes, or in the preparation of any disclosure related to any P-Notes. Any P-Notes that may be offered are issued by, and are the sole obligations of, third parties that are unrelated to our Company. Our Company and the Book Running Lead Managers do not make any recommendation as to any investment in P-Notes and do not accept any responsibility whatsoever in connection with any P-Notes. Any P-Notes that may be issued are not securities of the Book Running Lead Managers and does not constitute any obligations of or claims on the Book Running Lead Managers.

Prospective investors interested in purchasing any P-Notes have the responsibility to obtain adequate disclosures from the issuer(s) of such P-Notes and the terms and conditions of any such P-Notes from the issuer(s) of such P-Notes. Neither SEBI nor any other regulatory authority has reviewed or approved any P-Notes or any disclosure related thereto. Prospective investors are urged to consult their own financial, legal, accounting and tax advisors regarding any contemplated investment in P-Notes, including whether P-Notes are issued in compliance with applicable laws and regulations.

DISCLAIMER CLAUSE OF THE STOCK EXCHANGES

As required, a copy of the Preliminary Placement Document and this Placement Document have been submitted to each of the Stock Exchanges.

The Stock Exchanges do not in any manner:

1. warrant, certify or endorse the correctness or completeness of the contents of this Placement Document;

2. warrant that our Equity Shares to be issued pursuant to this Issue will be listed or will continue to be listed on the Stock Exchanges; or

3. take any responsibility for the financial or other soundness of our Company, our Promoters, our management or any scheme or project of our Company.

It should not for any reason be deemed or construed to mean that the Preliminary Placement Document or this Placement Document have been cleared or approved by the Stock Exchanges. Every person who desires to apply for or otherwise acquires any Equity Shares of our Company may do so pursuant to an independent inquiry, investigation and analysis and shall not have any claim against the Stock Exchanges whatsoever, by reason of any loss which may be suffered by such person consequent to or in connection with, such subscription/ acquisition, whether by reason of anything stated or omitted to be stated herein, or for any other reason whatsoever.

PRESENTATION OF FINANCIAL INFORMATION AND OTHER CONVENTIONS

Certain Conventions

In this Placement Document, unless the context otherwise indicates or implies, references to 'you,' 'your', 'offeree', 'purchaser,' 'subscriber,' 'recipient,' 'investors' and 'potential investor' are to the Eligible QIBs who are the prospective investors in the Issue, references to 'Route Mobile', the 'Company', 'our Company', the 'Issuer' are to Route Mobile Limited, and references to 'we', 'our' or 'us' are to Route Mobile Limited, together with its Subsidiaries, on a consolidated basis.

In this Placement Document, all references to:

- "EUR" or "€" are to Euro, the official currency of Euro Member Countries;
- "GBP" or "£" are to Pound Sterling, the official currency of the United Kingdom;
- "Rupee(s)", "Rs." or "₹" or "INR" are to Indian Rupees, the official currency of the Republic of India;
- "USD" or "U.S. Dollars" or "$" are to United States Dollars, the official currency of the United States of America;

Further, all references herein to the 'U.S.' or the 'United States' are to the United States of America and its territories and possessions. All references herein to "India" are to the Republic of India and its territories and possessions and the 'Government' or 'GoI' or the 'Central Government' or the 'State Government' are to the Government of India, central or state, as applicable.

References to the singular also refer to the plural and one gender also refers to any other gender, wherever applicable. Our Company has presented certain numerical information in this Placement Document in "million" units. One million represents 1,000,000. Our Company reports its financial statements in Indian Rupees.

Page Numbers

Unless otherwise stated, all references to page numbers in this Placement Document are to page numbers of this Placement Document.

Financial and Other Information

In this Placement Document we have included the following financial statements 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: (i) the audited consolidated financial statements for Fiscal 2019 read along with the notes thereto (the "**Fiscal 2019 Audited Consolidated Financial Statements**"); (ii) the audited consolidated financial statements for Fiscal 2020 read along with the notes thereto (the "**Fiscal 2020 Audited Consolidated Financial Statements**"); (iii) the audited consolidated financial statements for Fiscal 2021 read along with the notes thereto (the "**Fiscal 2021 Audited Consolidated Financial Statements**" and collectively with Fiscal 2019 Audited Consolidated Financial Statements and Fiscal 2020 Audited Consolidated Financial Statements, the "**Audited Consolidated Financial Statements**"); and (iv) pursuant to the meeting of our Board of Directors on October 18, 2021, we have adopted and filed with the Stock Exchanges on October 18, 2021, the Ind AS unaudited interim standalone and consolidated financial results for the six months period ended September 30, 2021, comprising the statement of profit and loss (including other comprehensive income) (including the comparative financial information with respect to the six months period ended September 30, 2020 and other financial information with respect to historical fiscal year/ periods as required under applicable law) read along with the notes and the limited review report issued thereto (the "**Statement of Unaudited Standalone Financial Results"** and "**Unaudited Consolidated Financial Results**").

Our Fiscal 2019 Audited Consolidated Financial Statements, Fiscal 2020 Audited Consolidated Financial Statements and Fiscal 2021 Audited Consolidated Financial Statements were audited by, and our Unaudited Consolidated Financial Results, Statement of Unaudited Standalone Financial Results and Unaudited Consolidated Financial Results were reviewed by, Walker Chandiok & Co. LLP, Chartered Accountants our Statutory Auditors.

In addition, Ind AS differs from accounting principles with which prospective investors may be familiar in other countries, including generally accepted accounting principles followed in the U.S. ("**U.S. GAAP**") or International Financial Reporting Standards ("**IFRS**"). Our Company does not attempt to quantify the impact of U.S. GAAP or IFRS on the financial data included in this Placement Document, nor does our Company provide a reconciliation of its Audited Consolidated Financial Statements to IFRS or U.S. GAAP. Accordingly, the degree to which the Audited Consolidated Financial Statements, as included in this Placement Document, prepared in accordance with Ind AS, will provide meaningful information is entirely dependent on the reader's familiarity with the respective Indian accounting policies and practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Placement Document should accordingly be limited.

For further information, see "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" on page 86.

All numerical and financial information as set out and presented in this Placement Document, except for the information in the section "***Industry Overview***", for the sake of consistency and convenience have been rounded off or expressed in two decimal place in ₹ million. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures which precede them.

The fiscal year of our Company commences on April 1 of each calendar year and ends on March 31 of the succeeding calendar year, so, unless otherwise specified or if the context requires otherwise, all references to a particular 'Financial Year', 'Fiscal Year' or 'Fiscal' or 'FY' are to the twelve months period ended on March 31 of that year.

Non-GAAP financial measures

Certain non-GAAP Measures and certain other statistical information relating to our operations and financial performance including Adjusted PAT, Adjusted PAT Margin, EBITDA, EBITDA Margin, Interest Coverage Ratio and others, have been included in this Placement Document. These non-GAAP financial measures are not defined under Ind AS and are not presented in accordance with Ind AS. EBITDA and EBITDA margin for our Company may not be comparable to similarly titled measures reported by other companies due to potential inconsistencies in the method of calculation. We have included EBITDA and EBITDA margin because we believe they are indicative measures of our operating performance and are used by investors and analysts to evaluate companies in the same industry. EBITDA and EBITDA margin should be considered in addition to, and not as a substitute for, other measures of financial performance and liquidity reported in accordance with Ind AS. We compute and disclose such Non-GAAP Measures and such other statistical information relating to our operations and financial performance as we consider such information to be useful measures of our business and financial performance. These Non-GAAP Measures and other statistical and other information relating to our operations and financial performance may not be computed on the basis of any methodology that is applicable across the industry and therefore may not be comparable to financial measures and statistical information of similar nomenclature that may be computed and presented by other companies and are not measures of operating performance or liquidity defined by Ind AS and may not be comparable to similarly titled measures presented by other companies. The presentation of these non GAAP financial measures is not intended to be considered in isolation or as a substitute for the financial statements included in this Placement Document. Prospective investors should read this information in conjunction with the financial statements included in ***"Financial Information"*** starting on page 228.

INDUSTRY AND MARKET DATA

Information regarding market position, growth rates, other industry data and certain industry forecasts pertaining to our business contained in this Placement Document consists of estimates based on data reports compiled by government bodies, and industry publications, data from other external sources and knowledge of the markets in which we compete.

Unless stated otherwise, statistical information, industry and market data used throughout this Placement Document has been obtained from the report titled "*CPAAS Future Market Outlook, Emerging Opportunities & Forecasts 2021 – 2026*" dated September 2021 ("**Juniper Report**"), prepared by Juniper Research Limited ("**Juniper Research**").

This data is subject to change and cannot be verified with complete certainty due to limitations on the availability and reliability of the raw data and other limitations and uncertainties inherent in any statistical survey. In many cases, there is no readily available external information (whether from trade or industry associations, government bodies or other organizations) to validate market-related analysis and estimates, so we have relied on internally developed estimates.

The extent to which the market and industry data used in this Placement Document is meaningful depends solely on the reader's familiarity with and understanding of the methodologies used in compiling such data. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in "***Risk Factors** – **Industry information included in this Placement Document has been derived from industry reports. There can be no assurance that such third party statistical, financial and other industry data in this Placement Document may be complete or reliable.***" on page 68. Thus, neither our Company nor the Book Running Lead Managers can assure you of the correctness, accuracy and completeness of such data. Accordingly, investment decisions should not be based solely on such information.

FORWARD-LOOKING STATEMENTS

Certain statements contained in this Placement Document that are not statements of historical fact constitute 'forward-looking statements'. Investors can generally identify forward-looking statements by terminology such as 'aim', 'anticipate', 'believe', 'continue', 'could', 'can', 'estimate', 'expect', 'intend', 'may', 'objective', 'plan', 'potential', 'project', 'pursue', 'seek', 'shall', 'should', 'will', 'would', or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. However, these are not the exclusive means of identifying forward-looking statements.

The forward-looking statements appear in a number of places throughout this Placement Document and include statements regarding the intentions, beliefs or current expectations of our Company concerning, amongst other things, the expected results of operations, financial condition, liquidity, prospects, growth, strategies and dividend policy of our Company and the industry in which we operate. In addition, even if the result of operations, financial conditions, liquidity and dividend policy of our Company, and the development of the industry in which we operate, are consistent with the forward-looking statements contained in this Placement Document, those results or developments may not be indicative of results or developments in subsequent periods.

All statements regarding our expected financial conditions, results of operations, business plans and prospects are forward-looking statements. These forward-looking statements include statements as to our business strategy, planned projects, revenue and profitability (including, without limitation, any financial or operating projections or forecasts), new business and other matters discussed in this Placement Document that are not historical facts. These forward-looking statements and any other projections contained in this Placement Document (whether made by our Company or any third party), are predictions and involve known and unknown risks, uncertainties, assumptions and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or other projections. All forward-looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. As a result, actual future gains, losses or impact on net interest income and net income could materially differ from those that have been estimated, expressed or implied by such forward-looking statements or other projections.

Important factors that could cause actual results to differ materially from any of the forward looking statements include, among others:

- we depend in part on the success of our strategic relationship with third parties, particularly our direct relationships with mobile network operations.
- our business depends on clients increasing their use of our services and offerings.
- any failures, defects, delays and other problems involving the technology systems and infrastructure on which we rely for providing our services and solutions to our clients.
- we may in the future continue to make strategic acquisitions to grow our business and further diversify service offerings.
- our revenues depend on a limited number of clients.
- we operate in a highly evolving and competitive market.
- our acquisitions are subject to various risks, including risks relating to the integration of these acquired businesses with our existing operations.

Additional factors that could cause actual results, performance or achievements to differ materially include but are not limited to, those discussed under "***Risk Factors***", "***Management's Discussion and Analysis of Financial Condition and Results of Operations***", "***Industry Overview***" and "***Business***" on pages 46, 86, 121 and 129, respectively.

The forward-looking statements contained in this Placement Document are based on the beliefs of, as well as the assumptions made by, and information currently available to, our management. Although we believe that the expectations reflected in such forward-looking statements are reasonable at this time, we cannot assure investors that such expectations will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements. If any of these risks and uncertainties materialize, or if any of our underlying assumptions prove to be incorrect, our actual results of operations, cash flows or financial condition could differ materially from that described herein as anticipated, believed, estimated or expected. All subsequent written and oral forward-looking statements attributable to us are expressly qualified in their entirety by reference to these cautionary statements.

In any event, these statements speak only as of the date of this Placement Document or the respective dates indicated in this Placement Document. Our Company and the Book Running Lead Managers expressly disclaim any obligation or undertaking to release publicly any updates or revisions to any forward-looking statement contained herein to reflect any changes in our Company's expectations with regard thereto or any change in events, conditions or circumstances on which any such statements are based.

ENFORCEMENT OF CIVIL LIABILITIES

Our Company is a limited liability company incorporated under the laws of India. The Chairman, Managing Director and Group Chief Executive Officer, all of our other Directors, and a majority of the Senior Management Personnel of our Company are residents of India. A significant portion of our assets is located in India. As a result, it may be difficult for the investors outside India to affect service of process upon our Company or such persons in India, or to enforce judgments obtained against such parties outside India.

India is not a signatory to any international treaty in relation to the recognition or enforcement of foreign judgments. However, recognition and enforcement of foreign judgments and execution of a foreign judgment is provided for under Sections 13 and 44A respectively, of the Code of Civil Procedure, 1908 (the "**Civil Procedure Code**") on a statutory basis.

Section 13 of the Civil Procedure Code provides that a foreign judgment shall be conclusive regarding any matter directly adjudicated upon between the same parties or between parties under whom they or any of them claim litigating under the same title, except: (i) where the judgment has not been pronounced by a court of competent jurisdiction; (ii) where the judgment has not been given on the merits of the case; (iii) where it appears on the face of the proceedings that the judgment is founded on an incorrect view of international law or a refusal to recognize the law of India in cases in which such law is applicable; (iv) where the proceedings in which the judgment was obtained were opposed to natural justice; (v) where the judgment has been obtained by fraud, or (vi) where the judgment sustains a claim founded on a breach of any law in force in India. A foreign judgment which is conclusive under Section 13 of the Civil Procedure Code may be enforced either by a fresh suit upon the judgment or by proceedings in execution. Section 44A of the Civil Procedure Code provides that a foreign judgment rendered by a superior court (within the meaning of that section) in any jurisdiction outside India which the Government has by notification declared to be a reciprocating territory, may be enforced in India by proceedings in execution as if the judgment had been rendered by a district court in India. However, Section 44A of the Civil Procedure Code is applicable only to monetary decrees not being in the nature of any amounts payable in respect of taxes or other charges of a like nature or in respect of a fine or other penalties and does not include arbitration awards.

Under Section 14 of the Civil Procedure Code, a court in India will, upon the production of any document purporting to be a certified copy of a foreign judgment, presume that the foreign judgment was pronounced by a court of competent jurisdiction, unless the contrary appears on record but such presumption may be displaced by proving want of jurisdiction.

Each of the United Kingdom of Great Britain and Northern Ireland, Republic of Singapore, Hong Kong and United Arab Emirates, amongst others, has been declared by the Government to be a reciprocating territory for the purposes of Section 44A of the Civil Procedure Code, but the United States of America has not been so declared. A foreign judgment of a court in a jurisdiction which is not a reciprocating territory may be enforced only by a new suit upon the foreign judgment and not by proceedings in execution. The suit must be brought in India within three years from the date of the foreign judgment in the same manner as any other suit filed to enforce a civil liability in India. Accordingly, a judgment of a court in the United States may be enforced only by a fresh suit upon the foreign judgment and not by proceedings in execution.

It is unlikely that a court in India would award damages on the same basis as a foreign court if an action is brought in India. Furthermore, it is unlikely that an Indian court would enforce foreign judgments if it viewed the amount of damages awarded as excessive or inconsistent with public policy, and it is uncertain whether an Indian court would enforce foreign judgments that would contravene or violate Indian law. Further, any judgment or award in a foreign currency would be converted into Rupees on the date of such judgment or award and not on the date of payment. A party seeking to enforce a foreign judgment in India is required to obtain approval from the RBI to repatriate outside India any amount recovered, pursuant to the execution of such foreign judgment, and we cannot assure that such approval will be forthcoming within a reasonable period of time, or at all, or that conditions of such approvals would be acceptable and additionally any such amount may be subject to income tax in accordance with applicable laws. Our Company and the Book Running Lead Managers cannot predict whether a suit brought in an Indian court will be disposed of in a timely manner or be subject to considerable delays.

EXCHANGE RATES

Fluctuations in the exchange rate between the Rupee and foreign currencies will affect the foreign currency equivalent of the Rupee price of the Equity Shares on the Stock Exchanges. These fluctuations will also affect the conversion into foreign currencies of any cash dividends paid in Rupees on the Equity Shares.

The following table sets forth, for the periods indicated, information with respect to the exchange rates between the Rupee and other foreign currencies.

(i) For the period ending[(1)]

Currency	Exchange rate as on* *(in INR)*								
	September 30, 2021	August 31, 2021	July 30, 2021	June 30, 2021	May 31, 2021	April 30, 2021	March 31, 2021	March 31, 2020	March 29, 2019
1 EUR	86.11	86.53	88.39	88.50	88.42	89.69	86.10	83.05	77.70
1 GBP	99.77	100.95	103.73	102.95	102.87	103.16	100.95	93.08	90.48
1 USD	74.23	73.15	74.39	74.35	72.52	74.02	73.50	75.39	69.17

Source: www.rbi.org.in,www.fbil.org.in
** July 30, 2021 and March 29, 2019 are the last working days of the month.*
1. The price for the period end refers to the price as on the last trading day of the respective fiscal year or monthly periods.
Notes:

- *In the event that the RBI reference rate is not available on a particular date due to a public holiday, exchange rates of the previous Working Day have been disclosed*
- *The reference rates are rounded off to two decimal places*

(ii) the average for the period ending[(1)]

Currency	Period* *(in INR)*								
	September 30, 2021	August 31, 2021	July 30, 2021	June 30, 2021	May 31, 2021	April 30, 2021	March 31, 2021	March 31, 2020	March 29, 2019
1 EUR	86.59	87.35	88.13	88.66	88.92	89.20	86.67	78.80	81.33
1 GBP	101.00	102.40	102.97	103.21	103.09	103.13	97.06	90.15	91.98
1 USD	73.56	74.18	74.53	73.56	73.27	74.47	74.20	70.88	70.94

Source: www.rbi.org.in,www.fbil.org.in
** July 30, 2021 and March 29, 2019 are the last working days of the month.*
1. Average of the official rate for each Working Day of the relevant period
Notes:

- *In the event that the RBI reference rate is not available on a particular date due to a public holiday, exchange rates of the previous Working Day have been considered*
- *The reference rates are rounded off to two decimal places*

(iii) High for the period ending[(1)]

Currency	Period* *(in INR)*								
	September 30, 2021	August 31, 2021	July 30, 2021	June 30, 2021	May 31, 2021	April 30, 2021	March 31, 2021	March 31, 2020	March 29, 2019
1 EUR	87.15	88.32	88.53	89.42	89.32	90.51	90.31	84.33	85.90
1 GBP	101.98	103.45	103.73	103.72	103.80	104.58	102.66	96.67	98.30
1 USD	74.23	74.43	74.86	74.37	74.18	75.17	76.81	76.15	74.39

Source: www.rbi.org.in,www.fbil.org.in
** July 30, 2021 and March 29, 2019 are the last working days of the month.*
1. Maximum of the official rate for each Working Day of the relevant period
Notes:

- *In the event that the RBI reference rate is not available on a particular date due to a public holiday, exchange rates of the previous Working Day have been considered*
- *The reference rates are rounded off to two decimal places*

(iv) Low for the period ending[(1)]

Currency	Period* *(in INR)*								
	September 30, 2021	August 31, 2021	July 30, 2021	June 30, 2021	May 31, 2021	April 30, 2021	March 31, 2021	March 31, 2020	March 29, 2019
1 EUR	86.07	86.53	87.61	88.08	88.23	86.30	81.50	76.31	77.60

Currency	**Period*(*in INR*)**								
	September 30, 2021	**August 31, 2021**	**July 30, 2021**	**June 30, 2021**	**May 31, 2021**	**April 30, 2021**	**March 31, 2021**	**March 31, 2020**	**March 29, 2019**
1 GBP	99.17	100.95	102.11	102.45	102.46	101.53	91.95	83.54	88.19
1 USD	72.96	73.15	74.28	72.77	72.48	73.31	72.29	68.37	68.30

Source: www.rbi.org.in,www.fbil.org.in

** July 30, 2021 and March 29, 2019 are the last working days of the month.*

1. Minimum of the official rate for each Working Day of the relevant period

Notes:

- *In the event that the RBI reference rate is not available on a particular date due to a public holiday, exchange rates of the previous Working Day have been considered*
- *The reference rates are rounded off to two decimal places.*

DEFINITIONS AND ABBREVIATIONS

Our Company has prepared this Placement Document using certain definitions and abbreviations which you should consider while reading the information contained herein. The following list of certain capitalized terms used in this Placement Document is intended for the convenience of the reader/ prospective investor only and is not exhaustive.

The terms defined in this Placement Document shall have the meaning set out herein, unless specified otherwise in the context thereof, and references to any statute or regulations or policies shall include amendments, rules, guidelines, circulars, clarifications and notifications issued thereto, from time to time.

The words and expressions used in this Placement Document but not defined herein, shall have, to the extent applicable, the meaning ascribed to such terms under the Companies Act, 2013, the SEBI ICDR Regulations, the SCRA, the Depositories Act or the rules and regulations made thereunder. Notwithstanding the foregoing, terms used in the sections "***Industry Overview***", "***Taxation***", "***Legal Proceedings***" and "***Financial Information***" beginning on pages 121, 209, 222 and 228, respectively, shall have the meaning given to such terms in such sections.

General Terms

Term	Description
"the Company", "our Company", "the Issuer" or "Route Mobile"	Route Mobile Limited, a company incorporated under the Companies Act, 1956, having its registered and corporate office at 4th Dimension, 3rd Floor, Mind Space, Malad (West), Mumbai 400 064, Maharashtra, India
"we", "us" or "our" or "Group"	Unless the context otherwise indicates or implies, refers to our Company together with its Subsidiaries

Company Related Terms

Term	Description
Articles/Articles of Association	Articles/ Articles of Association of our Company, as amended from time to time.
Audit Committee	The committee of the Board of Directors constituted as our Company's audit committee in accordance with Regulation 18 of the SEBI Listing Regulations and Section 177 of the Companies Act, 2013.
Auditors/Statutory Auditors	The statutory auditors of our Company, Walker Chandiok & Co LLP, Chartered Accountants.
Board/Board of Directors	Board of Directors of our Company or a duly constituted committee thereof.
Compliance Officer	Our company secretary who has been appointed as the compliance officer of our Company.
Corporate Social Responsibility Committee/CSR Committee	The committee of the Board of Directors constituted as our Company's corporate social responsibility committee in accordance with the Companies Act, 2013.
Director(s)	The director(s) on the Board of our Company, unless otherwise specified.
Equity Shares	Equity shares of our Company of face value of ₹ 10 each.
ESOP 2017	The employee stock option plan of our Company, namely 'RML Employee Stock Option Plan 2017'.
ESOP 2021	The employee stock option plan of our Company, namely 'Route Mobile Limited - Employee Stock Option Plan 2021'.
Fiscal 2021 Audited Consolidated Financial Statements	The audited consolidated financial statements for Fiscal 2021, comprising the consolidated balance sheet as at March 31, 2021, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flow for the year ended March 31, 2021, read along with the notes thereto, prepared in accordance with Ind AS together with the report dated May 18, 2021 issued by our Statutory Auditors.
Fiscal 2020 Audited Consolidated Financial Statements	The audited consolidated financial statements for Fiscal 2020, comprising the consolidated balance sheet as at March 31, 2020, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flow for the year ended March 31, 2020, read along with the notes thereto, prepared in accordance with Ind AS together with the report dated August 25, 2020 issued by our Statutory Auditors.
Fiscal 2019 Audited Consolidated Financial Statements	The audited consolidated financial statements for Fiscal 2019, comprising the consolidated balance sheet as at March 31, 2019, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flow for the year ended March 31, 2019, read along with the

Term	Description
	notes thereto, prepared in accordance with Ind AS together with the report dated June 12, 2019 issued by our Statutory Auditors.
Independent Director	A non-executive and independent director of our Company as defined in Section 2(47) of the Companies Act, 2013, and Regulation 16(1) of the SEBI Listing Regulations
Senior Management	Those individuals described in the sub-section titled ***"Board of Directors and Senior Management – Senior Management"*** on page 164
Memorandum/Memorandum of Association/MoA	Memorandum of association of our Company, as amended from time to time.
Nomination and Remuneration Committee	The committee of the Board of Directors reconstituted as our Company's nomination and remuneration committee in accordance with Regulation 19 of the SEBI Listing Regulations and Section 178 of the Companies Act, 2013.
Promoters	The promoters of our Company in terms of SEBI ICDR Regulations and the Companies Act, namely, Sandipkumar Gupta and Rajdipkumar Gupta.
Promoter Group	The persons and entities constituting our promoter group pursuant to Regulation 2(1)(pp) of the SEBI ICDR Regulations.
Registered and Corporate Office	The registered and Corporate office of our Company, situated at 4th Dimension, 3rd Floor, Mind Space, Malad (West), Mumbai 400 064, Maharashtra, India.
Registrar of Companies/ ROC	Registrar of Companies, Maharashtra at Mumbai situated at 100 Everest, Marine Drive, Mumbai 400 002, Maharashtra, India.
Risk Management Committee	The risk management committee constituted by the Board of Directors
Shareholders	Shareholders of our Company, from time to time.
Stakeholders' Relationship Committee	The committee of the Board of Directors constituted as our Company's Stakeholders' Relationship Committee in accordance with Regulation 20 of the SEBI Listing Regulations.
Statement of Unaudited Standalone Financial Results	The unaudited standalone financial results for the six months ended September 30, 2021 along with limited review report dated October 18, 2021 issued by our Statutory Auditors.
Subsidiaries	The subsidiaries of our Company namely- (a) Route Mobile (UK) Limited (b) Routesms Solutions Nigeria Ltd; (c) RouteSms Solutions FZE, UAE; (d) Route Ledger Technologies Private Limited; (e) Send Clean Private Limited; (f) Start Corp India Private Limited; (g) Route Mobile Pte. Ltd., Singapore; (h) Call 2 Connect India Private Limited; (i) Route Connect Private Limited; and (j) Route Mobile Arabia Telecom, Saudi Arabia. The following are the step-down subsidiaries of our Company: (k) Masivian S.A.S; (l) Route Mobile Limited, Ghana; (m) Route Mobile Inc, USA; (n) Route Connect (Kenya) Limited; (o) 365squared Ltd, Malta; (p) Route Mobile Nepal Private Limited; (q) Route Mobile Lanka (Private) Limited; (r) Route Mobile (Bangladesh) Limited; (s) Route Mobile Malta Limited; (t) Route Mobile Uganda Limited; (u) Route SMS Solutions Zambia Limited; (v) PT Route Mobile Indonesia; (w) Route Mobile L.L.C, UAE; (x) Send Clean Inc.; (y) Estratec S.A.S; (z) Elibom Colombia S.A.S; and (aa) Masivian Peru S.A.C
Unaudited Consolidated Financial Results	The unaudited consolidated financial results for the six months ended September 30, 2021 along with the limited review report dated October 18, 2021 issued by our Statutory Auditors.

Issue Related Terms

Term	Description
Allocated/ Allocation	Allocation of Equity Shares, in consultation with the Book Running Lead Managers, following the determination of the Issue Price to Eligible QIBs on the basis of Application Forms and Application Amount submitted by them, in compliance with

Term	Description
	Chapter VI of the SEBI ICDR Regulations
Allot/ Allotment/ Allotted	Allotment and issue of Equity Shares pursuant to the Issue
Allottees	Eligible QIBs to whom Equity Shares are issued pursuant to the Issue
Application Amount	With respect to a Bidder shall mean the aggregate amount paid by such Bidder at the time of submitting a Bid in the Issue
Application Form	Form (including any revisions thereof) which will be submitted by the Eligible QIBs for registering a Bid in the Issue
Bid(s)	Indication of an Eligible QIB's interest, including all revisions and modifications of interest, as provided in the Application Form, to subscribe for the Equity Shares pursuant to the Issue. The term "Bidding" shall be construed accordingly.
Bid Amount	The amount determined by multiplying the price per Equity Share indicated in the Bid by the number of Equity Shares Bid for by Eligible QIBs and payable by the Eligible QIBs in the Issue on submission of the Application Form
Bidder	Any prospective investor, being an Eligible QIB, who makes a Bid pursuant to the terms of the Preliminary Placement Document and the Application Form
Book Running Lead Managers or BRLMs	Kotak Mahindra Capital Company Limited, Axis Capital Limited, Edelweiss Financial Services Limited, Emkay Global Financial Services Limited, HSBC Securities and Capital Markets (India) Private Limited, IDBI Capital Markets & Securities Limited and JM Financial Limited
CAN/ Confirmation of Allocation Note	Note, advice or intimation confirming Allocation of Equity Shares to such Successful Bidders after determination of the Issue Price and shall include details of amount to be refunded, if any, to such Bidders
Closing Date	The date on which Allotment of Equity Shares pursuant to the Issue shall be made, i.e., on or about November 12, 2021
Designated Date	The date on which the Equity Shares issued pursuant to the Issue, are listed on the Stock Exchanges pursuant to receipt of the final listing and trading approvals for the Equity Shares from the Stock Exchanges or the date on which Form PAS-3 is filed by our Company with the RoC, whichever is later
Eligible FPIs	FPIs that are eligible to participate in this Issue in terms of applicable laws, other than individuals, corporate bodies and family offices.
Eligible QIBs	QIBs which are eligible to participate in this Issue and which are (i) not excluded pursuant to Regulation 179(2)(b) of the SEBI ICDR Regulations, and (ii) not restricted from participating in this Issue under applicable laws, including the SEBI ICDR Regulations. Within the United States, the Equity Shares are being offered and sold only to U.S. QIBs
Escrow Account	Special non-interest bearing, no-lien, current bank account without any cheques or overdraft facilities, to be opened in the name and style "**Route Mobile Limited – QIP Escrow Account 2021-22**" with the Escrow Bank, subject to the terms of the Escrow Agreement into which the Application Amount payable by the Bidders in connection with the subscription to the Equity Shares pursuant to the Issue shall be deposited and from which refunds, if any, shall be remitted, as set out in the Application Form
Escrow Agreement	Agreement dated November 8, 2021, entered into by and amongst our Company, the Escrow Bank and the Book Running Lead Managers for collection of the Application Amounts and remitting refunds, if any, of the amounts collected, to the Bidders
Escrow Bank	Axis Bank Limited
Floor Price	Floor price of ₹ 1,949.24 for each Equity Share, calculated in accordance with Chapter VI of the SEBI ICDR Regulations. Our Company has offered a discount of 4.99% on the Floor Price in accordance with the approval of the Shareholders on October 16, 2021 and in terms of Regulation 176(1) of the SEBI ICDR Regulations
Issue	Offer and issuance of the Equity Shares to Eligible QIBs, pursuant to Chapter VI of the SEBI ICDR Regulations and the applicable provisions of the Companies Act, 2013 and the rules made thereunder
Issue Closing Date	November 12, 2021, the date after which our Company (or Book Running Lead Managers on behalf of our Company) shall cease acceptance of Application Forms and the Application Amount
Issue Opening Date	November 8, 2021, the date on which our Company (or the Book Running Lead Managers on behalf of our Company) shall commence acceptance of the Application Forms and the Application Amount
Issue Period	Period between the Issue Opening Date and the Issue Closing Date, inclusive of both days during which Eligible QIBs can submit their Bids along with the Application Amount
Issue Price	A price per Equity Share of ₹ 1,852.00
Issue Size	The issue of 4,684,116 Equity Shares aggregating to approximately ₹ 8,674.98 million
Net Proceeds	The net proceeds from the Issue, after deducting fees, commissions and expenses of the Issue

Term	Description
Placement Agreement	Placement agreement dated November 8, 2021 by and among our Company and the Book Running Lead Managers
Placement Document	This placement document dated November 12, 2021 issued in accordance with Chapter VI of the SEBI ICDR Regulations and the provisions of the Companies Act, 2013 and the rules made thereunder
Preliminary Placement Document	The preliminary placement document cum application form, dated November 8, 2021 issued in accordance with Chapter VI of the SEBI ICDR Regulations and the provisions of the Companies Act, 2013
QIB/ Qualified Institutional Buyer	Qualified institutional buyer, as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations
QIP	Qualified institutions placement under Chapter VI of the SEBI ICDR Regulations and applicable provisions of the Companies Act, 2013 read with the PAS Rules
Refund Amount	The aggregate amount to be returned to the Bidders who have not been Allocated Equity Shares for all or part of the Application Amount submitted by such Bidder pursuant to the Issue
Refund Intimation	The letter from the Company to relevant Bidders intimating them of the Refund Amount, if any, to be refunded to their respective bank accounts.
Relevant Date	November 8, 2021 which is the date of the meeting in which the Board decided to open the Issue
Stock Exchanges	Together, NSE and BSE
Successful Bidders	The Bidders who have Bid at or above the Issue Price, duly paid the Application Amount along with the Application Form and who will be Allocated Equity Shares pursuant to the Issue
Wilful defaulter	An entity or person categorised as a wilful defaulter by any bank or financial institution or consortium thereof, in terms of Regulation 2(1)(lll) of the SEBI ICDR Regulations
Working Day	Any day other than second and fourth Saturday of the relevant month or a Sunday or a public holiday or a day on which scheduled commercial banks are authorised or obligated by law to remain closed in Mumbai, India

Conventional and General Terms/ Abbreviations

Term	Description
AED	United Arab Emirates, Dirham, official currency of United Arab Emirates
AGM	Annual General Meeting
AIF(s)	Alternative investment funds, as defined and registered with SEBI under the SEBI AIF Regulations, 2021
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate
Category I FPI	FPIs who are registered with SEBI as “Category I foreign portfolio investors” under the SEBI FPI Regulations.
Category II FPI	FPIs who are registered with SEBI as “Category II foreign portfolio investors” under the SEBI FPI Regulations.
CEO	Chief Executive Officer
CDSL	Central Depository Services (India) Limited
CIN	Corporate identification number
CIT	Commissioner of Income Tax
Civil Code	The Indian Code of Civil Procedure, 1908
Companies Act / Companies Act 2013	Companies Act, 2013 and the rules thereunder.
Consolidated FDI Policy	The consolidated FDI Policy, effective from August 28, 2017, issued by theDPIIT, and any modifications thereto or substitutions thereof, issued from time to time
COVID – 19	A public health emergency of international concern as declared by World Health Organization on January 30, 2020 and a pandemic on March 11, 2020
CSR	Corporate social responsibility.
Depository(ies)	NSDL and CDSL, both being depositories registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018
Depository Participant	A depository participant as defined under the Depositories Act, 1996
Depositories Act	The Depositories Act, 1996
DIN	Director Identification Number
DPIIT	Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India
DP ID	Depository Participant’s identity number
EBIT	Earnings Before Interest and Tax
EBITDA	Earnings Before Interest, Tax, Depreciation and Amortization

Term	Description
EGM	Extraordinary general meeting.
EPF Act	Employees' Provident Fund and Miscellaneous Provisions Act, 1952
EPS	Earnings per share
ERP	Enterprise Resource Planning
ESI Act	Employees' State Insurance Act, 1948
Euro/EUR/€	Euro, the official currency of Euro Member Countries
FCNR Account	Foreign Currency Non Resident (Bank) account established in accordance with the FEMA
FDI	Foreign direct investment
Form PAS-4	Form PAS-4 as prescribed under the PAS Rules
PAS Rules	The Companies (Prospectus and Allotment of Securities) Rules, 2014
FEMA	The Foreign Exchange Management Act, 1999 read with rules and regulations thereunder
FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
Financial Year/Fiscal	The period of 12 months commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year
FPIs	A foreign portfolio investor who has been registered under Chapter II of the SEBI FPI Regulations and shall be deemed to be an intermediary in terms of the provisions of the Securities and Exchange Board of India Act, 1992.
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
FVCI	Foreign Venture Capital Investors (as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000) registered with SEBI
GAAR	General Anti-Avoidance Rules
GBP/£	British Pound, the official currency of the United Kingdom
GDP	Gross Domestic Product
GoI	The Government of India
GHS	Ghanaian Cedi, official currency of Ghana
GST	Goods and services tax
HUF(s)	Hindu Undivided Family(ies)
IAS Rules	Companies (Indian Accounting Standards) Rules, 2015
ICAI	Institute of Chartered Accountants of India
IFRS	International Financial Reporting Standards
IFSC	Indian Financial System Code
Income Tax Act / IT Act	Income-tax Act, 1961
Ind AS	The Indian Accounting Standards referred to in the Companies (Indian Accounting Standard) Rules, 2015, as amended
Indian GAAP	Generally Accepted Accounting Principles in India
INR or ₹ or Rs. or Indian Rupees	Indian Rupee, the official currency of the Republic of India
IT	Information Technology
IT Act	Income Tax Act, 1961
KES	Kenyan Shilling, the official currency of Kenya
LKR	Sri Lankan Rupee
MAT	Minimum Alternate Tax.
MCA	The Ministry of Corporate Affairs, GoI
MoU	Memorandum of understanding
Mn	Million
Mutual Funds	Mutual funds registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
N.A. or NA	Not Applicable.
NACH	National Automated Clearing House, a consolidated system of ECS.
NAV	Net Asset Value
NGN	Nigerian Naira, official currency of Nigeria
Notified Sections	The sections of the Companies Act, 2013 that have been notified by the MCA and are currently in effect
NPCI	National Payments Corporation of India
NPR	Nepali Rupee
NR/ Non-resident	A person resident outside India, as defined under the FEMA and includes an NRI.
NRI	Non-Resident Indian.
NRO	Non-resident ordinary account
OCB	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date was eligible to undertake

Term	Description
	transactions pursuant to general permission granted to OCBs under FEMA. OCBs are not allowed to invest in the Offer
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
P/E Ratio	Price/Earnings Ratio
PAN	Permanent account number
PAT	Profit after tax
RBI	The Reserve Bank of India
Regulation S	Regulation S under the Securities Act
Registrar of Companies/ ROC	Registrar of Companies, Maharashtra at Mumbai situated at 100 Everest, Marine Drive, Mumbai 400 002, Maharashtra, India.
Rule 144A	Rule 144A under the Securities Act
SCRA	Securities Contract (Regulation) Act, 1956
SCRR	The Securities Contracts (Regulation) Rules, 1957
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act
SEBI Act	The Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012
SEBI Depository Regulations	Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018
SEBI ESOP Regulations	Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
STT	Securities Transaction Tax
SEBI Takeover Regulations	The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
Securities Act	The United States Securities Act of 1933, as amended
SGD	Singapore Dollar, the official currency of Singapore
STT	Securities Transaction Tax
TDS	Tax deducted at source
UNCITRAL	United Nations Commission on International Trade Law
US$/ USD/ US Dollar	United States Dollar, the official currency of the United States of America
USA/ U.S./ US	United States of America, its territories and possessions, any state of the United States of America and the District of Columbia
U.S. GAAP	Generally Accepted Accounting Principles in the United State of America
VAT	Value Added Tax
VCFs	Venture capital funds as defined in and registered with the SEBI under the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 or the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as the case may be
Year/Calendar Year	Unless context otherwise requires, shall refer to the twelve month period ending December 31

Industry related definitions

Term	Description
A2P	Application–To–Person
Adjusted EBIT	EBIT plus amortization due to intangibles added on account of acquisitions
Adjusted PAT	Profit after tax plus amortization due to intangibles added on account of acquisitions plus exceptional items
Adjusted PAT Margin	Adjusted PAT divided by revenue from operations
AI	Artificial Intelligence
APAC	Asia Pacific
API	Application Program Interface
B2B	Business to Business
B2C	Business to Consumer
CPaaS	Communication Platform as a Service

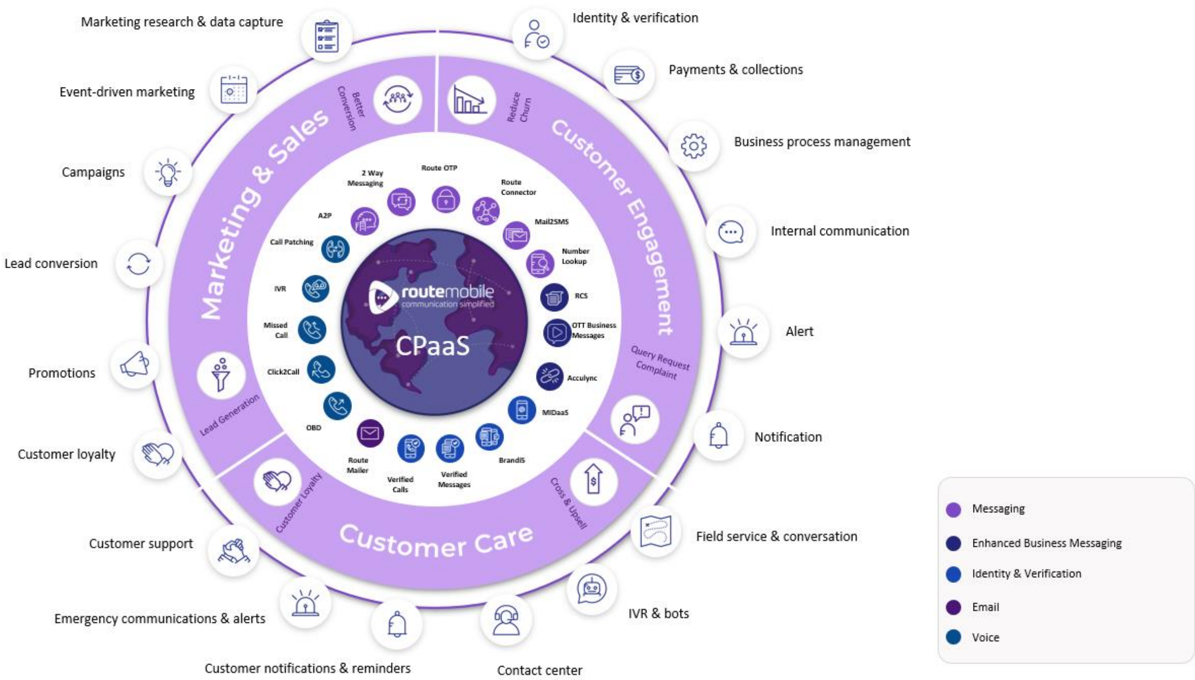
Term	Description
CRM	Customer Relationship Management
DLT	Digital Ledger Technology
EMEA	Europe, the Middle East and Africa
MIDaaS	Mobile-Identity-as-a-Service
ML	Machine Learning
MMSC	Multimedia Messaging Service Centre
MNO	Mobile Network Operator
MVNO	Mobile Virtual Network Operators
NRR	Net Revenue Retention is calculated as revenue from top 50 clients in a Fiscal (by revenue) divided by revenue from the same clients in the previous Fiscal
OTT	Over–The–Top
P2P	Peer-To-Peer
RAPID	Route Mobile API Developer
RCS	Rich Communication Services
ROCE	Return on Capital Employed is calculated as Adjusted EBIT divided by capital employed
ROE	Return on Equity is calculated as Adjusted PAT divided by total equity
RTM	Registered Telemarketer
SaaS	Software-as-a-Service
SAN	Storage Area Network
SIM	Subscriber Identity Module
SMS	Short Message Service
SMSC	Short Message Service Centre

SUMMARY OF BUSINESS

OVERVIEW

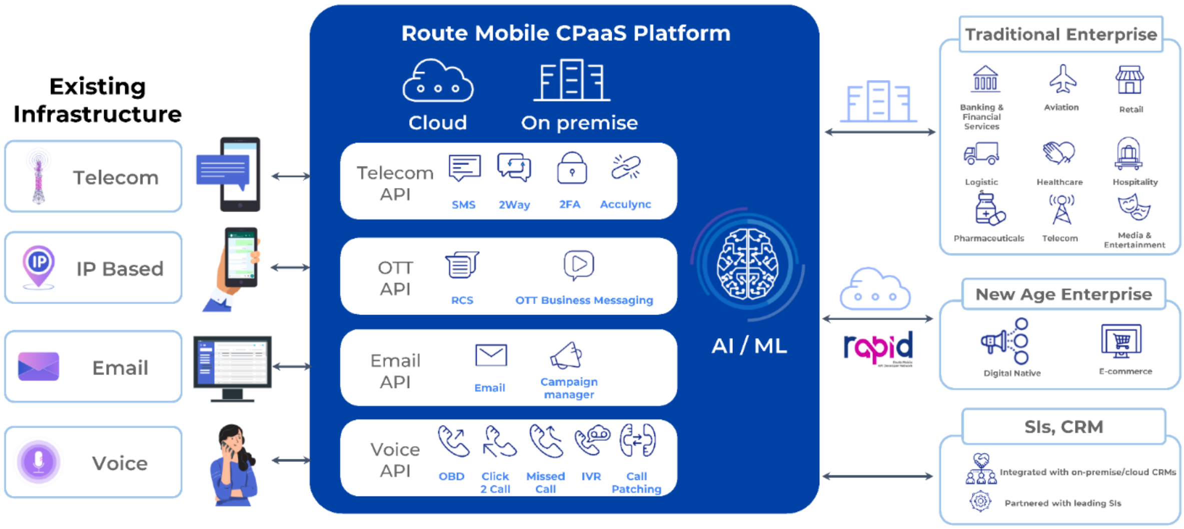
We are a leading cloud communication platform provider (*Source: Juniper Reports*), catering to enterprises, over-the-top ("**OTT**") players and mobile network operators ("**MNO**"). Our product portfolio focused on enterprises and OTT players includes smart solutions in digital communication including Application-to-Person ("**A2P**") SMS, Rich Communication Services ("**RCS**") and OTT business messaging, voice and email. We have created a full stack of Software-as-a-Solution ("**SaaS**") solutions for MNOs, including Artificial Intelligence ("**AI**") and Machine Learning ("**ML**") driven SMS filtering, analytics and monetization, short messaging service centre ("**SMSC**") and multimedia messaging service centre ("**MMSC**") solutions and Digital Ledger Technology ("**DLT**") solutions. We offer a scalable and flexible omni-channel Communication Platform as a Service ("**CPaaS**") to enterprises globally and across industry verticals, OTT players and MNOs. We deliver a comprehensive communication product stack, based on CPaaS principles, infusing conversational AI. Our CPaaS platform is leveraged by enterprises across a broad range of industries including social media companies, banks, financial institutions, e-commerce entities, and travel aggregators, amongst others.

We offer digital communication solutions that address enterprises' requirements across the entire lifecycle of enterprises' end-customers as set out below:



We also provide real-time connected customer experiences with our advanced Communications Platform as a Service ("**CPaaS**"), globally. With omni-channel workflows and a data-centric approach, our comprehensive CPaaS solutions help businesses to create real-time, smart, and conversational customer experiences.

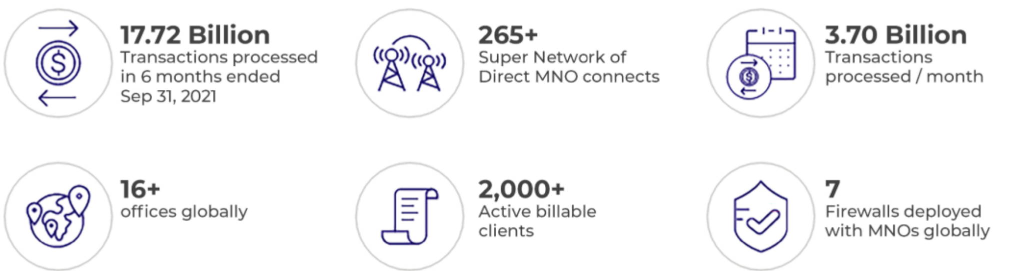
Our CPaaS platform gives our current and potential customers the ability to leverage our network of MNOs ("**Super Network**") and APIs to build out their digital communication service needs. We provide a suite of APIs for various communication channels, across multiple geographies that are scalable and flexible to fit the customers' requirements. The following chart provides an indicative representation of the capabilities of our CPaaS platform:



Our enterprise solution comprises four primary components; a front-end that provides an interface for enterprises to integrate with; a middle tier that receives the content that enterprise clients intend to transmit to end customers and incorporates AI and ML technology that enables intelligent routing of the communication using various MNOs / OTT messaging partners / email depending on the enterprises' preferences. The third component is the connectivity layer that connects the middle tier of our platform to our Super Network. Further, the connectivity layer is also integrated with OTT business messaging solution providers, and is capable of supporting RCS business messaging, offering multiple channels of communication to enterprises. The fourth layer or the database tier, of our solution, comprises database servers for storing all communication and end-customer data that has been received from our clients.

We have established direct relationships with MNOs that provide our clients with global connectivity. As of September 30, 2021, our Super Network comprised direct connects with over 265 MNOs and access to more than 900 networks across the world. To deepen our relationship and engagement with MNOs across the globe, we have built a full stack of SaaS based MNO solutions. We leverage the technology team that we on-boarded as part of the 365squared acquisition to undertake product development for our AI/ML driven SMS firewall analytics, filtering, monetization and SMSC/MMSC offerings in Malta. We have six short messaging service centres SMSCs and ten data centres hosted in various geographies across the globe, as of September 30, 2021. Our global operations included ten direct and 17 step-down subsidiaries serving our clients through 16 locations across Africa, Asia Pacific, United Kingdom, Middle East and North America, as of September 30, 2021. Our customer base includes digital native players, BFSI, Tier 1 CPaaS, telecom, retail, ecommerce, logistics, healthcare, pharmaceutical, media and entertainment, hospitality and travel companies. Our client base includes nine out of top 20 most valuable global technology brands. As of September 30, 2021, we have served over 34,000 clients, cumulatively since inception.

We are an associate member of the GSMA and an accredited open hub connectivity solution provider with our internally developed cloud communications platform allowing us to handle both A2P and peer-to-peer ("**P2P**") traffic for enterprises, OTT players and MNOs. In Fiscal 2019, 2020 and 2021, our platform managed 24.74 billion, 30.32 billion and 32.31 billion billable transactions from our clients, respectively, while in the six months ended September 30, 2021, through our platform, we processed more than 17.72 billion billable transactions. As of September 30, 2021, our platform was used by more than 2,000 clients.



(As of September 30, 2021)

We have adopted a four-pronged Go-to-Market strategy, focused on: (i) Enterprises; (ii) MNOs; (iii) System Integrators and Customer Relationship Management ("**CRM**") players; and (iv) Developers.

Enterprise. We provide cloud-based communication platform services to enterprises to enable digital communication through multiple channels. Our platform supports all prevalent channels of digital communication including A2P SMS, RCS, OTT business messaging, enterprise voice and email. We offer flexible engagement model to enterprises, and basis their requirements and preferences, enterprises can deploy our platform on-premise, or connect to it over the cloud.

MNOs. Our primary service offerings in this segment include AI/ML driven SMS analytics, firewall, filtering, monetization, SMSC/MMSC solutions, operator CPaaS and hubbing solutions. Our analytics-based SMS firewall solution helps MNOs identify grey route traffic terminating on their networks, block grey route traffic, identify the source of such grey route traffic, and monetize such traffic.

System Integrators and CRM players. We partner with system integrators to provide our platform while they provide consulting, design and solution integration services. Further, we integrate our CPaaS platform with leading CRM solution providers, thereby making it available to enterprises using such CRMs.

Developers. We have made our APIs configurable and flexible so that developers may use them in the manner they need to, in order to address particular use cases. Our Route Mobile API Developer program enables developers to leverage capabilities of our platform and seamlessly deploy digital communication features within their applications / software.

Consistent with our strategy of pursuing inorganic growth to broaden our product and service portfolio and expand our geographic presence, we acquired the e-mail communication platform, SendClean, from Sarv Webs Private Limited with effect from July 1, 2021. We expanded our SaaS product portfolio for MNOs through the acquisition of SMSC and MMSC technology from TeleDNA, with effect from June 15, 2020.

We have witnessed consistent growth over the years and our revenue from operations increased at a CAGR of 29.03% from ₹ 8,446.68 million in Fiscal 2019 to ₹ 14,061.75 million in Fiscal 2021 and was ₹ 8,131.92 million in the six months ended September 30, 2021. Our EBITDA has increased from ₹ 880.73 million in Fiscal 2019 to ₹ 1,024.09 million in Fiscal 2020 and to ₹ 1,756.49 million in Fiscal 2021 and it was ₹ 1,107.98 million in the six months ended September 30, 2021. Our EBITDA Margin was 10.43%, 10.71% and 12.49% in Fiscals 2019, 2020 and 2021, respectively, while it was 13.63% in the six months ended September 30, 2021. Our profit for the year was ₹ 555.07 million, 582.05 million and ₹ 1,327.50 million in Fiscals 2019, 2020 and 2021, respectively, while our profit for the period was ₹ 763.94 million in the six months ended September 30, 2021. Our PAT margin was 6.51%, 6.01%, 9.33% and 9.32% in Fiscals 2019, 2020 and 2021 and in the six months ended September 30, 2021, respectively. Our Adjusted PAT was ₹ 748.19 million, ₹ 843.25 million, ₹ 1,473.20 million and ₹ 831.00 million in Fiscals 2019, 2020 and 2021 and in the six months ended September 30, 2021, respectively, while our Adjusted PAT Margin was 8.86%, 8.82% and 10.48% in Fiscals 2019, 2020 and 2021, respectively, and was 10.22% in the six months ended September 30, 2021.

Competitive Strengths

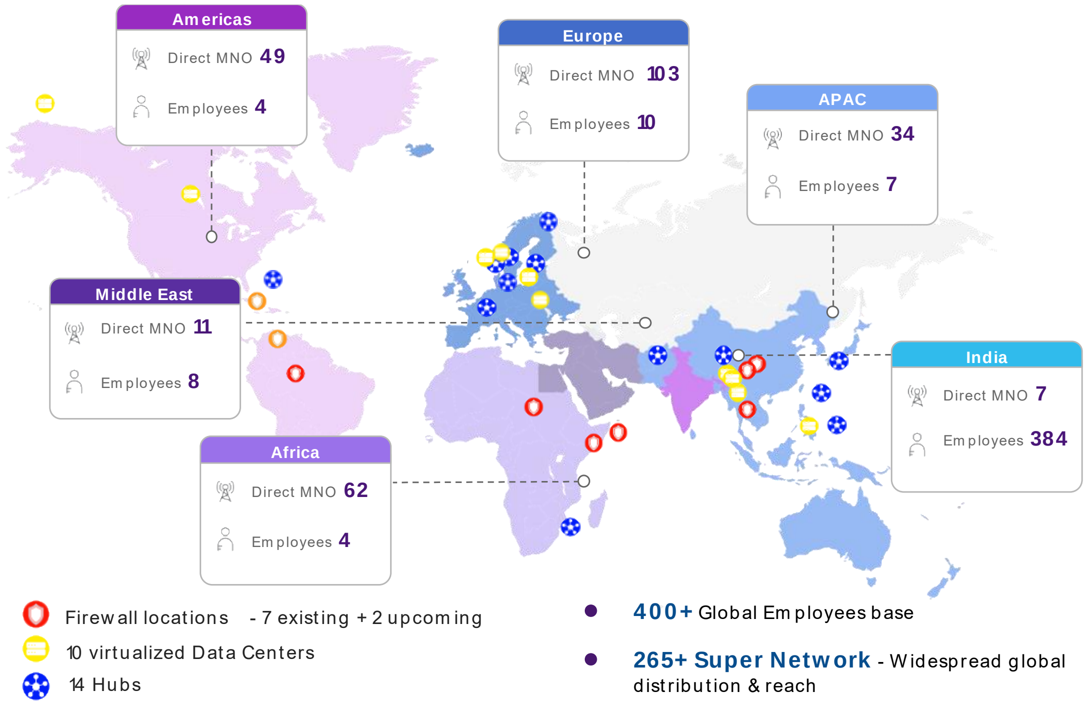
One stop cloud communication platform provider with quality and diversified omni-channel service offerings for enterprises

We are among the leading CPaaS providers to enterprises, OTT players and MNOs and are an 'established leader' among CPaaS players globally (*Source: Juniper Reports*). Juniper Research has assigned us highest ratings for the breadth of CPaaS technologies supported and the capabilities and sophistication of our A2P offerings. We assist enterprises in their digital communication strategy by enabling multiple channels of communication to deliver messages to their stakeholders – including customers, suppliers, and employees. Enterprises can choose to communicate with the end users through over five channels, as of September 30, 2021 including SMS, RCS, OTT business messaging, and RCS Business Messaging, voice and email amongst others. Additionally, we have developed a single unified API, an 'omni-channel platform', which incorporates communication modes such as A2P / P2A / 2Way Messaging, email, RCS messaging, voice and OTT business messaging, enabling enterprises to leverage these channels to connect with their customers. Being an associate member of the GSMA and an accredited open hub connectivity solution provider allows us to manage both A2P and P2P traffic for enterprises and MNOs. In Fiscals 2019, 2020 and 2021, through our in-house developed cloud communications platform, we processed 24.74 billion, 30.32 billion and 32.31 billion billable transactions, respectively, while in the six months ended September 30, 2021, we processed more than 17.72 billion billable transactions. Our AI and ML based CPaaS platform leverages existing communication infrastructure to augment enterprise communication digitally through single or point APIs. We have developed APIs for all leading OTT business messaging apps. We offer a flexible engagement model to clients that includes integration with APIs, developing new solutions or customized solutions for clients across sectors and industries. Our solutions help enrich our client's engagement with their customers through campaign management, personalization, dynamic content, automation and advanced analytics. Further, our competitive position is enhanced by our ability to leverage our existing relationships with our clients, whom we will continue to target for increasing spend on cloud-based communications by cross-selling newer offerings, and expansion into newer sectors and geographies.

Global connectivity through Super Network of MNOs and OTT business messaging solutions

As of September 30, 2021, our Super Network comprised over 265 MNOs provided our enterprise clients with access to over 900 mobile networks and 14 hub partnerships. We partner with some of the key players across the globe. We have high ratings in terms of our strength and depth of operator partnerships, our scale of operations in the mobile communications sector and our market presence (*Source: Juniper Reports*).

As of September 30, 2021, we have 10 strategically located data centres and six SMSCs hosted in various geographies across the globe. We believe our global presence enables us to offer our clients the flexibility of multiple routes, better speed of delivery and an ability to optimize cost of delivery per message. We are able to serve our clients better as a result of our direct relationship with MNOs. As of September 30, 2021, we had direct relationships with 176 MNOs in EMEA, 34 MNOs in the APAC region (excluding India), 49 MNOs in North America and South America, seven MNOs in India. As of September 30, 2021, we have served over 34,000 clients, cumulatively since inception, globally through our offices across Africa, Asia Pacific, Europe, Middle East and North America.



(As of September 30, 2021)

Based on our Super Network, we believe that we are able to partner with enterprises allowing them to communicate cost-effectively across multiple geographies. The significant number of our direct relationships with a broad range of MNOs allows us the ability to provide our offerings at a competitive cost and helps ensure high quality of service for our enterprise clients. Our existing direct and indirect reach to mobile subscribers globally provides us the ability to attract varied categories of enterprises that need to communicate with their clients. Our established presence in all major geographies provides us an opportunity to leverage the growth in the cloud-communications space. In addition to our extensive MNO network, we have also extended our Super Network by integrated our platform with leading OTT business messaging solutions, to address evolving digital communication needs of enterprises.

Strong technology moat with focus on innovation, scalability and developing new use cases

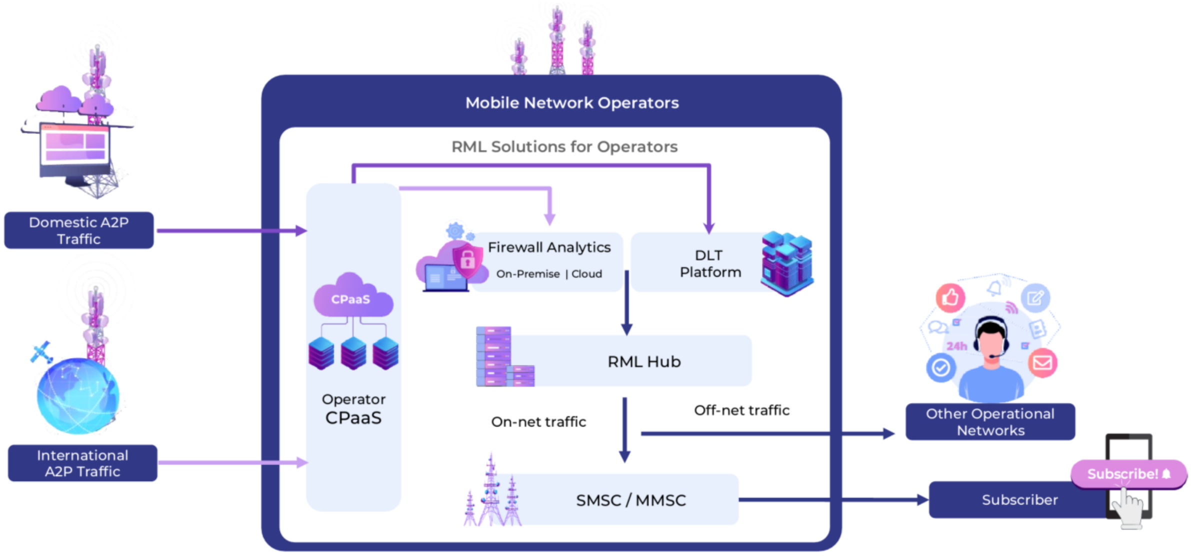
Our cloud-based delivery platform enables us to build and manage solutions without having to create and maintain the underlying infrastructure for each client. We are, therefore, able to provide enterprises with solutions to achieve their digital communication objectives without purchasing, configuring or managing the underlying hardware and software. Our scalable platform requires limited capital expenditure as and when traffic volume increases significantly or new clients and offerings are added. As a result, our platform enables our clients to scale elastically without having to redevelop their applications or change their communications infrastructure. Our ability to consistently deliver on stringent service level agreements with our clients reflects our robust infrastructure.

Security and data protection are at the core of our success and our information security management system is certified by KVQA Certification Services Private Limited as ISO/IEC 27001:2013 compliant while our quality management system certified by KVQA Certification Services Private Limited complies with ISO 9001:2015. We are GDPR compliant and have also implemented a security incident and management system, a managed endpoint detection and response system for threat intelligence and endpoint protection and multi-factor authentication for all administrative interfaces and virtual private networks. We have enhanced our perimeter firewalls on all servers with intrusion detection systems. As part of our measures, we undertake information security audits through CERT-In empanelled auditors and have engaged a cyber security and dark web monitoring firm. We adopt 256-bit encryption for data storage while we follow 128-bit encryption for data transmission.

Our competitive position is enhanced by our ability to leverage our existing relationships with our clients, whom we continue to target for increasing spend on cloud-based communications by cross-selling newer offerings, and expansion into newer sectors and geographies. As of September 30, 2021, we had a 116 member R&D and technical team engaged in engaged in developing new and customized solutions for clients across sectors and industries. We have developed interactive business messaging solutions such OTT business messaging solutions and RCS business messaging that allow advanced two-way communication with chatbots, rich business communication with image, text, video and actionable buttons, true insights, verified sender, secured and omni-channel communication.

Suite of SaaS-based products for MNOs

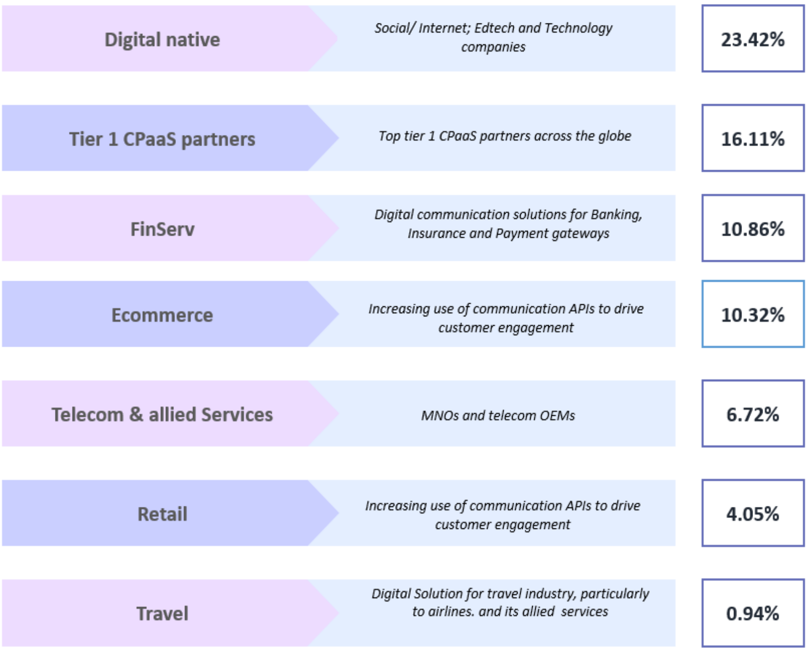
We offer a full stack of A2P SMS monetization solutions to our MNO clients. With the use of our telecom grade real-time big data analytics-based SMS firewall, we assist MNOs in identifying and plugging revenue leakages due to grey routes, driving additional revenues for them, and for us. We have been able to diversify our service offerings in the mobile operator segment with our acquisition of 365squared to include SMS analytics, firewall, filtering and monetization solutions. Through our SMSC and MMSC solutions, we offer MNOs the capability to manage routing, forwarding and storing incoming messages on their way to desired endpoints. We proactively help MNOs identify A2P revenue leakage and monetize the same. In addition, we assist MNOs in securing their networks and improve their understanding of how A2P messages terminate on their network. On an average, our SMS firewall contracts with MNOs have a tenure of three years, with certain contracts providing for automatic renewal for further two years, which we believe provides us with reasonable visibility and stickiness of revenue from such business.



For MNOs to comply with TRAI guidelines that require them to ensure that subscribers do not receive spam A2P SMS communication from enterprises and are protected against unauthorized traffic, we have partnered with a software solutions provider focused on the telecommunications industry, to jointly offer their Distributed Ledger Technology ("**DLT**") platform to MNOs. For further information, see " ***- Business Operations - SaaS Solutions for Mobile Network Operators***" on page 146. We also offer our CPaaS to MNOs by which we help them extend A2P messaging services to enterprises and other aggregators. Further, our SMS hubbing solution allows inter-connectivity between smaller MNOs to connect to global operators, and expand their network and services to their subscribers when they roam across the globe. We have added the IVN solution for MNOs. This solution enables MNOs to offer additional mobile number to existing subscribers, on the same mobile device, without any additional KYC requirements or SIM cards. The virtual number is assigned instantly and is linked to the subscribers existing KYC profile. We believe that this solution will help us further deepen relationships with our MNO clients.

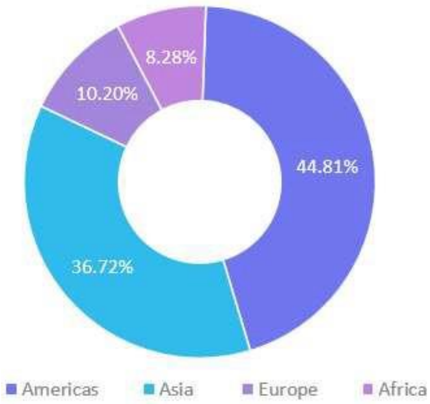
Deep engagement with global client base across diverse industries

We have a diverse enterprise client base across a broad range of industries including digital native players, BFSI, Tier 1 CPaaS operators, telecom, retail, e-commerce, logistics, healthcare, pharmaceutical, media and entertainment, hospitality and travel, amongst others. Our revenue contribution from these industries in the six months ended September 30, 2021 (based on top 150 customers that contribute 95.38% of our total revenue from operations in the six months ended September 30, 2021) is set out below:



Additionally, our MNO clients include over seven operators across three continents, as of September 30, 2021. Our client base is spread across Africa, Asia Pacific, Europe, Middle East and North America and as of September 30, 2021, we have served over 34,000 clients, cumulatively since inception. Our client base includes nine out of top 20 most valuable global technology brands. As of September 30, 2021, we also count several Fortune 500 companies as our clients.

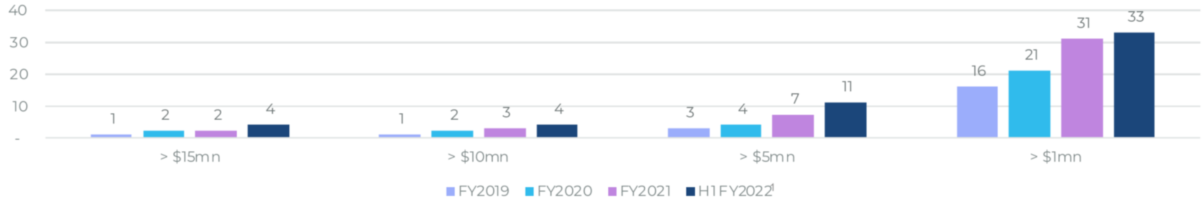
Revenue by customer headquarters (continent) (based on top 150 customers that contribute 95.38% of our total revenue from operations in the six months ended September 30, 2021) is set out below:



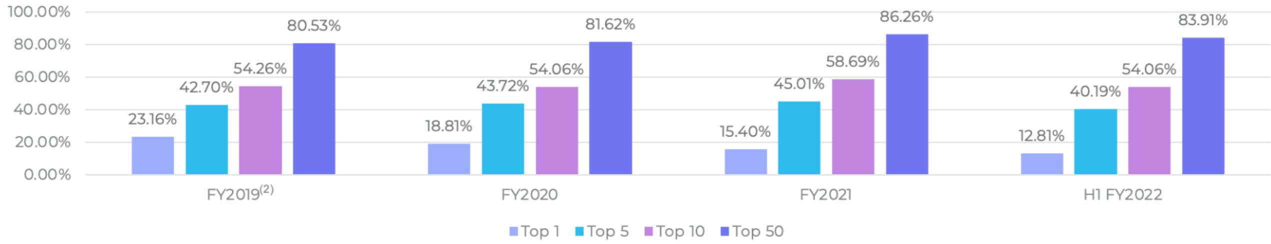
The table below set out details of revenues generated from our single largest client and top five, ten and 50 clients in Fiscals 2019, 2020 and 2021 and in the six months ended September 30, 2021:

Particulars	Fiscal			Six months ended September 30, 2021
	2019	2020	2021	
	₹ million			
Top five clients	3,176.25	4,180.41	6,329.24	3,268.37
Top ten clients	4,036.13	5,169.23	8,252.56	4,395.79
Top 50 clients	5,990.01	7,804.58	12,129.13	6,823.47

The graphs below set out details of revenues generated from our single largest client and top five, ten and 50 clients in Fiscals 2019, 2020 and 2021 and in the six months ended September 30, 2021 and also details of clients from whom we generate revenues of over US$ 15 million, US$ 10 million and US$ 1 million in Fiscals 2019, 2020 and 2021 and in the six months ended September 30, 2021:

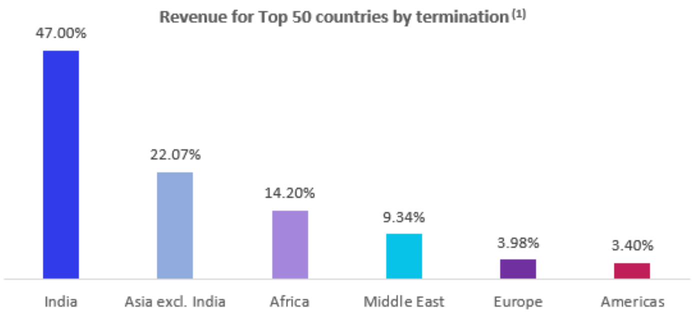


The graph below set out percentage of revenues generated from our single largest client and top five, ten and 50 clients in Fiscals 2019, 2020 and 2021 and in the six months ended September 30, 2021:



(1) H1 FY2022 annualized (2) FY2019 excludes the discontinued wholesale voice business

Our diverse global client base helps us limit our dependency on a specific client, industry or geography and reduces financial risk. In the six months ended September 30, 2021, top 50 countries contributed to 91.05% our revenue from operations. The graph below sets out revenues based on locations where messages are terminated.



(1) Top 50 countries contribute c.91% of H1 FY2022 revenue from operation

We believe our leadership position as a cloud-communication service provider is supported by our global operations with 16 locations, as of September 30, 2021, allowing us to serve our clients locally in the jurisdiction they operate.

Our track record of delivering quality and innovative solutions across various segments enable us to develop and strengthen our relationships with our clients and increase business from existing clients. Our sales team focuses on acquiring large enterprise clients globally, and the customer success team focus exclusively on capturing a higher share of digital communication spend of these enterprise clients. We are in regular communication with our clients through dedicated client teams that include sales and engineering personnel, which allows us to work closely with our clients on an ongoing basis and provide them end-to-end offerings. We have historically experienced strong client retention and have derived a significant proportion of revenues from existing client accounts that have continued to grow. Our Net Revenue Retention ratio was 140.26% in Fiscal 2021, while our recurring revenues, (i.e., revenues from customers that have been billed in each of the months over the respective period) were 85.17%, 90.85% in Fiscal 2020 and 2021, respectively. Our long-standing relationship with our clients is evidenced by the fact that there was no churn among our clients in Fiscal 2021.

We have also leveraged our diversified client base to cross-sell and up-sell, additional solutions leveraging alternative digital communication channels, to existing clients as and when we launch new products and features or when our clients expand their operations and use cloud-communications for new products. For example, we have sold voice offerings to a messaging client and vice-versa. We believe that increased integration of new offerings increases client engagement and, over the long-term, client loyalty. As a result, we have been able to strengthen our relationship with our clients across sectors.

Robust business model and consistent financial track record

We have experienced sustained growth in our business in recent years, including currently during the ongoing outbreak of COVID-19. Our revenue from operations increased at a CAGR of 29.03% from ₹ 8,446.68 million in Fiscal 2019 to ₹ 14,061.75 million in Fiscal 2021 and was ₹ 8,131.92 million in the six months ended September 30, 2021. Other than our initial public offering in Fiscal 2020, we have not undertaken any capital infusion in our Company since Fiscal 2007 and we have grown our operations primarily through internal accruals. We have been profitable since the first year of our operations. We have been profitable since the first year of our operations. Our profit for the year was ₹ 555.07 million, 582.05 million and ₹ 1,327.50 million in Fiscals 2019, 2020 and 2021, respectively, while our profit for the period was ₹ 763.94 million in the six months ended September 30, 2021. Our PAT margin was 6.51%, 6.01%, 9.33% and 9.32% in Fiscals 2019, 2020 and 2021 and in the six months ended September 30, 2021, respectively.

We believe that our sustained growth is attributable to our high operating margins and low-cost base. Our EBITDA was ₹ 880.73 million, ₹ 1,024.09 million and ₹ 1,756.49 million in Fiscals 2019, 2020 and 2021, respectively while it was ₹ 1,107.98 million in the six months ended September 30, 2021. Our EBITDA Margin was 10.43%, 10.71% and 12.49% in Fiscals 2019, 2020 and 2021, respectively, while it was 13.63% in the six months ended September 30, 2021. We believe that our operating leverage, which impacts our EBITDA margins and cash flow generation, is driven by our efficient platform based non-linear business model which promotes continuity in subscriptions and cash flows. Our cash flow from operations to EBITDA ratio was 96.16% and 130.62% in Fiscal 2020 and 2021. Our profitability and efficient capital deployment have resulted in robust return ratios and our ROCE (calculated by dividing Adjusted EBIT by average capital employed) was 35.88% and 34.42% and as of March 31, 2020 and 2021, respectively, while our ROE (calculated by dividing the Adjusted PAT by average adjusted equity. Adjusted equity is calculated as total equity less profit after tax plus Adjusted PAT. Average of the opening and closing capital employed and equity is considered for respective period) was 31.61% and 30.78% as of such dates, respectively.

We have a number of clients on a pre-paid business model where the client pays upfront allowing us to reduce the overall working capital cycle. Our revenue per transaction was ₹ 0.34, ₹ 0.32, ₹ 0.44 and ₹ 0.46 million in Fiscals 2019, 2020 and 2021 and in the six months ended September 30, 2021, respectively. The standard terms of the agreements with our post-paid clients require payments to be made within 30 – 60 days. In addition to a security deposit or a credit line paid in advance by us, we are typically required to pay MNOs within a specified period, usually ranging between 45 and 60 days. We believe this business model provides us with a negative working capital cycle and supports flexibility in pricing our services. In Fiscal 2019, 2020 and 2021 and in the six months ended September 30, 2021, our trade receivable days were 52, 66, 55 and 55 respectively, while our trade payable (including outstanding expenses) days were 49, 73, 80 and 83 in similar periods, respectively. Further, our revenue is directly linked to usage based on each transaction or communication sent by clients and is based on a pricing model where we have an ability to change the prices offered based on prevailing market rates or owing to increase in rates by MNOs / OTT business messaging provider as a result of regulatory action or legislation. Our pricing control mechanism also ensures that relationship managers and system administrators are unable to price services below a certain base, which also ensures margin protection.

Experienced leadership team with deep technology expertise and focus on ESG

Our Promoters, Sandipkumar Gupta and Rajdipkumar Gupta have two decades of experience in the software and the communications sector. Rajdipkumar Gupta has extensive experience in the field of software designing and development and has wide technical and management expertise having worked with a number of organizations in India and abroad. Sandipkumar Gupta is a qualified chartered accountant and a SAP certified solution consultant – mySAP Financials – Managerial and Financial Accounting with over 20 years of experience in audit and accounts and business analysis, and over 16 years of experience in SAP configuration and software system consulting. Their experience in the software and telecommunications field, including extensive knowledge of the software life cycle and implementation strategy, is supplemented by our senior management team, which includes seasoned technology professionals with global experience, as well as professionals with deep experience in product development, strategy development, designing and installation of IT networks and network user management.

Our senior management team has significant experience in all aspects of our business operations. We believe that our management team's in-depth understanding of target markets and client demand and preferences for communications applications have enabled us to grow our business and expand our operations. Their understanding of industry trends, demands and market changes, have enabled us to adapt and diversify our offerings and leverage market opportunities. For further information on our management team, see "***Board of Directors and Senior Management***" on page 160.

We are focused on adopting sustainable business practices and our ESG initiatives are guided by the National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business issued by the Ministry of Corporate Affairs, Government of India, the ten principles of the United Nations Global Compact, and Global Reporting Initiative. Our environmental measures are aimed at reducing our carbon footprint and reduction of greenhouse gas emissions through data centres energy efficiency initiatives such as data centre and server room consolidation. We are also committed to transferring zero e-waste to landfill and the conscious use of paper as part of our operations.

Strategies

Continue to develop omni-channel digital communication offerings and innovative solutions

We offer a comprehensive platform of industry-specific solutions with growth and monetization capabilities. Product and technology innovation is at the core of our success. Our R&D team has augmented our CPaaS platform with capabilities to offer customer experience management solutions to enterprises and enhance our value add to our existing and potential clients which we believe will drive growth in the near term. We intend to leverage newer solutions with our existing clients and position ourselves as the partner of choice for these clients. We believe that offering a one-stop-solution addressing enterprises' communication requirements across all digital channels will increase stickiness of our relationship with our existing clients and augment our ability to serve large enterprises and technology giants. These differentiated offerings will also help us initiate business engagement with potential clients who do not currently use our products.

We have made significant investments in developing our communication solutions. These investments have enabled us to expand our product offerings to include major mobile communication channels, including messaging, email, OTT business messaging and voice. Our R&D team has developed multiple new communication channels including OTT business messaging and RCS Business Messaging. We have also developed Mobile-Identity-as-a-Service ("**MIDaaS**"), a secure universal authentication solution, Brandi5, that allows enterprises to showcase their branding when a SMS or call is received by customers and Verified SMS and Verified Calls that enables enterprises to convey branding and communication intent to end-customers. We continue to track new technologies, industry segments and market trends in the mobile technology sector. We intend to leverage our diverse enterprise client base and Super Network to capitalize on the growth opportunity in cloud-communications space and endeavour to be a one-stop communications solution provider to such enterprise clients and MNOs.

Continue to scale our operations through land and expand strategy

With our leading position in the cloud-communication space coupled with the anticipated growth in this sector, we intend to continue to grow in the markets where we currently operate and further expand our offerings in additional markets. We intend to increase our wallet share among our existing enterprise clients by serving them in additional geographies and also up-selling and cross-selling our existing and new product offerings. Focussing on the success of our clients through bundling will lead to stickiness and present them with a platform option for vendor consolidation. For instance, we intend to offer SendClean, our enterprise email solution to our clients to whom we offered messaging solutions. We intend to invest in the platform to grow it further.

In order to attract and secure new clients, we will continue to develop our network of offices to increase awareness amongst enterprises. We also plan to focus on further strengthening our position in certain important enterprise markets, such as Africa and Latin America, which have significant potential for cloud-communication services. We continue to target expansion into newer geographies directly through strategic acquisitions. We believe this allows us to directly access customers in such markets, meet regulatory requirements that require service providers to have a direct presence in the region, ensures regional expertise and enables us to maintain lower operating costs.

Enhance offerings through inorganic opportunities

We have over the years expanded our operations through a number of acquisitions and successfully integrated these businesses into our operations. We have a demonstrated ability of target selection, acquisition and post-integration growth through cross-sell and up-sell capabilities. We continue to focus on building our presence in new markets and addressing the need for cloud-communications services in new industries. We intend to continue our strategic expansion plans through inorganic growth opportunities in new markets and geographies allowing us to complement our existing operations. Through strategic acquisitions, we intend to increase the scale of our operations, access new clients and enter high-growth geographies in a cost-effective manner.

We believe that our experience, track-record and approach of identifying and implementing our inorganic growth strategy will enable us to acquire and successfully integrate new businesses. In conjunction with our organic growth strategies, we intend to pursue strategic acquisitions or investments by selectively evaluating targets in order to increase our product and service offerings, expand our existing client base and our geographic reach to strengthen our position as a global cloud-communication platform services provider. We acquired SendClean, TeleDNA, 365squared, Call2Connect, Start Corp and Cellent Technologies, which has resulted in expansion of our operations across Europe, and Middle East and has enabled us to supplement our product and service offerings to include enterprise email solutions, SMSC and MMSC solutions and SMS filtering, analytics, and monetization to MNOs across the globe. For instance, we have recently completed the acquisition of Masivian S.A.S to accelerate our growth in Latin America. Further, we have entered into definitive agreements to strengthen our presence in the Middle East. For further information, see " ***– Recent Acquisitions***" on page 141. The acquisitions are subject to completion of customary closing conditions. We continue to evaluate potential opportunities that would allow us access to newer technology to enable additional solutions for enterprises as well as expand our geographical presence. We also intend to leverage our inorganic growth and strategic acquisitions and partnerships to increasingly cross-sell our products and services to our expanded client base. For further information, see "***Risk Factors – Our acquisitions are subject to various risks, including risks relating to the integration of these acquired businesses with our existing operations.***" on page 50.

Leverage our multi-pronged go-to-market strategy

Our go-to-market strategy will be focussed on increasing and improving the adoption of our CPaaS platform among our clients. We intend to continue to follow a client centric approach to sales. Our approach will be to target enterprise clients, directly, or through the developer approach, or through CRM solution providers / system integrators. Further, we will continue to focus on expanding our base of MNO customers to grow our platform.

Enterprise and OTTs. We intend to target both traditional enterprises across BFSI, retail, logistics, healthcare, pharma, telecom, media and entertainment, hospitality and travel industries and OTTs and new age enterprises across social media, internet, ecommerce and shared mobility verticals. Our flexible, customizable, on-premise platform is suitable for traditional enterprise customers while our cloud based, asset-light, globally scalable platform is suitable for OTTs and new age enterprises. Over the past twelve months we have witnessed growing adoption of our cloud-based solutions by our enterprise clients.

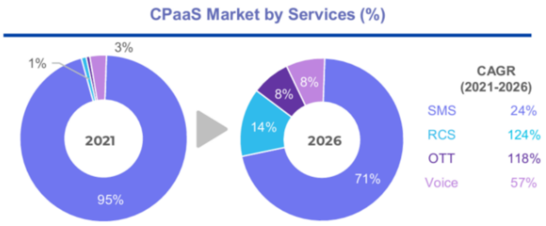
MNOs. We intend to continue to offer big data analytics-based SMS firewall DLT, SMS hubbing and SMSC / MMSC solutions to operators globally.

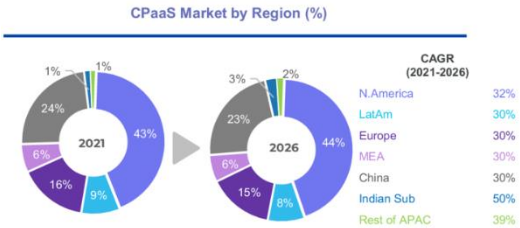
System Integrators and CRM players. We intend to partner with system integrators where they provide the consulting, design and solution integration services and we provide the digital communication platform to enterprises. We have also integrated our APIs with leading CRM solutions, thereby automating the digital communications for enterprises using such CRM. We intend to expand our relationships with existing partners and add new partners. We plan to invest in a range of initiatives to encourage increased collaboration with, and generation of revenue from these partners. This approach delivers high value add to enterprises, as it minimizes the time required to integrate with our APIs. We have on-boarded highly reputable customers through our integration with CRMs and partnerships with System Integrators across key markets.

Developers. As part of our Route Mobile API Developer or RAPID Program, we have transformed our APIs to make them configurable and flexible, so that developers may use them in the manner they need to, in order to address particular use cases. We will focus on enhancing our relationships with developers globally and seek to increase the number of developers on our platform. In addition, we will drive accelerated adoption by existing developers on our platform by enabling them to build, scale and operate real-time customer engagement within their software applications through our simple-to-use APIs.

Capitalize on industry tailwinds

Juniper Research anticipates that CPaaS revenue will reach US$34.2 billion by 2026, rising from US$8.7 billion in 2021 with the key driver being continuing migration of enterprises to a CPaaS model which is accomplished by an expansion of communication channels offered by such CPaaS platforms. It is expected that SMS will continue to remain the greatest source of revenue for CPaaS vendors over the course of the next five years; accounting for 71% of global market value by 2026. RCS messaging and OTT business messaging will experience greater traction over the next four years. Additionally, Juniper Research believes that revenue from voice services will grow significantly over the next five years. (*Source: Juniper Reports*)





(*Source: Juniper Reports*)

Given our leading position among CPaaS companies, we expect to be able to capitalize on such market opportunities. Our expansive technology stack, comprehensive portfolio of offerings, our Super Network and local presence are key factors that we believe will allow us to capture this growth.

SUMMARY OF THE ISSUE

The following is a general summary of the terms of the Issue. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Placement Document, including "***Risk Factors***", "***Use of Proceeds***", "***Placement and Lock-up***", "***Issue Procedure***" and "***Description of the Equity Shares***" on pages 46, 80, 189, 175 and 205, respectively.

Issuer	Route Mobile Limited.
Face Value	₹ 10 per equity share of the Company.
Issue Size	Aggregating to approximately ₹ 8,674.98 million, comprising 4,684,116 Equity Shares of our Company, at a premium of ₹ 1,842.00 each. A minimum of 10% of the Issue Size, i.e. at least 468,412 Equity Shares, shall be available for Allocation to Mutual Funds only, and the balance 4,215,704 Equity Shares shall be available for Allocation to all Eligible QIBs, including Mutual Funds. In case of under-subscription in the portion available for Allocation only to Mutual Funds, such undersubscribed portion or part thereof may be Allotted to other Eligible QIBs.
Floor Price	₹ 1,949.24 per Equity Share. In terms of the SEBI ICDR Regulations, the Issue Price cannot be lower than the Floor Price. However, our Company has offered a discount of 4.99% on the Floor Price in accordance with the approval of the Shareholders granted at the extra-ordinary general meeting held on October 16, 2021, and in terms of Regulation 176(1) of the SEBI ICDR Regulations.
Issue Price	₹ 1,852.00 per equity share of the Company (including a premium of ₹ 1,842.00 per Equity Share).
Eligible Investors	Eligible QIBs, as defined in Regulation 2(1)(ss) of the SEBI ICDR Regulations that are eligible to participate in the Issue and not excluded pursuant to Regulation 179(2)(b) of the SEBI ICDR Regulations or restricted from participating in the Issue under the applicable laws including the SEBI ICDR Regulations. See "***Issue Procedure - Qualified Institutional Buyers***", "***Selling Restrictions***" and "***Transfer Restrictions***" on pages 179, 191 and 198, respectively. The list of Eligible QIBs to whom the Preliminary Placement Document and Application Form have been delivered was determined by the Book Running Lead Managers in consultation with our Company, at their sole discretion.
Date of Board Resolution approving the Issue	September 22, 2021
Date of Shareholders' Resolution approving the Issue	October 16, 2021
Issue Procedure	The Issue is being made only to Eligible QIBs in reliance on Section 42 of the Companies Act, other provisions of the Companies Act and Chapter VI of the SEBI ICDR Regulations. For details, see "***Issue Procedure***" on page 175.
Dividend	Please see section "***Description of the Equity Shares***", "***Dividends***" and "***Taxation***" on pages 205, 85 and 209, respectively.
Taxation	Please see "***Taxation***" on page 209.
Equity Shares issued and outstanding prior to the Issue	57,912,692 Equity Shares, being fully paid-up.
Equity Shares issued and outstanding immediately after the Issue	62,596,808 Equity Shares.
Listing	Our Company has received in-principle approvals from the BSE and the NSE each dated November 8, 2021 under Regulation 28(1)(a) of the SEBI Listing Regulations for the listing of the Equity Shares to be issued pursuant to the Issue.
Trading	The trading of the Equity Shares would be in dematerialized form and only in the cash segment of each of the Stock Exchanges. Our Company will make applications to the respective Stock Exchanges to obtain final listing and trading approvals for the Equity Shares after Allotment of the Equity Shares in the Issue.
Lock-up	For details of the lock-up, see "***Placement and Lock-up***" on page 189.
Transferability Restrictions	Equity Shares being Allotted pursuant to the Issue shall not be sold for a period of one year from the date of Allotment, except on the floor of the Stock Exchanges. Also see "***Transfer Restrictions***" and "***Selling Restrictions***" on pages 198 and 191, respectively.
Use of Proceeds	The gross proceeds of the Issue will aggregate to approximately ₹ 8,674.98 million. The net proceeds of the Issue, after deducting fees, commissions and expenses of the Issue, is expected to be approximately ₹ 8,442.98 million. See "***Use of Proceeds***" on page 80 for information regarding the use of Net Proceeds from the Issue.

Risk Factors	See "***Risk Factors***" on page 46 for a discussion of risks you should consider before deciding whether to subscribe to Equity Shares pursuant to this Issue
Closing Date	Allotment of the Equity Shares offered pursuant to the Issue is expected to be made on or about November 12, 2021.
Status and Ranking	Equity Shares being issued pursuant to the Issue shall be subject to the provisions of our Memorandum of Association and Articles of Association and shall rank *pari passu* in all respects with the existing Equity Shares, including rights in respect of dividends. Our Shareholders (who hold Equity Shares as on record date) will be entitled to participate in dividends and other corporate benefits, if any, declared by our Company after the Closing Date, in compliance with the Companies Act, 2013, SEBI Listing Regulations and other applicable laws and regulations. Shareholders may attend and vote in Shareholders' meetings on the basis of one vote for every Equity Share held. See "***Dividends***" and "***Description of the Equity Shares***" on page 85 and page 205, respectively.
Security Codes for the Equity Shares	**ISIN:** INE450U01017 **BSE Code:** 543228 **NSE Code:** ROUTE

SELECTED FINANCIAL INFORMATION

The following tables set forth our selected financial information and should be read together with the more detailed information contained in "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" and the Audited Consolidated Financial Statements included in "***Financial Information***" on pages 86 and 228, respectively.

Consolidated Balance Sheet

(in ₹ million)

Particulars	As at			
	September 30, 2021	**March 31, 2021**	**March 31, 2020**	**March 31, 2019**
Assets				
Non-current assets				
Property, plant and equipment	206.21	211.40	224.22	233.90
Right-of-use assets	125.03	156.61	96.59	-
Capital work-in-progress	34.61	10.55	-	-
Goodwill	949.18	902.50	844.52	821.23
Other Intangible assets	824.91	657.86	590.86	665.25
Financial assets	-	-	-	-
Other financial assets	276.16	316.74	161.96	47.14
Deferred tax assets (net)	36.96	46.50	38.24	35.03
Non-current tax assets (net)	167.58	143.38	182.81	89.51
Other non-current assets	91.96	77.86	75.18	162.67
	2,712.60	**2,523.40**	**2,214.38**	**2,054.73**
Current assets				
Financial assets				
Investments	132.04	128.02	118.98	106.66
Trade receivables	2,770.54	2,173.03	2,036.99	1,447.07
Cash and cash equivalents	2,566.11	2,699.90	615.19	294.01
Other bank balances	1,437.85	1,976.65	411.23	662.53
Other financial assets	308.34	245.52	106.43	95.82
Other current assets	1,114.84	474.36	752.12	210.84
	8,329.72	**7,697.48**	**4,040.94**	**2,816.93**
Total assets	**11,042.32**	**10,220.88**	**6,255.32**	**4,871.66**
Equity and liabilities				
Equity				
Equity share capital	579.13	577.14	500.00	500.00
Other equity	6,674.08	5,944.07	2,193.84	1,728.46
Equity attributable to owners of the Holding Company	**7,253.21**	**6,521.21**	**2,693.84**	**2,228.46**
Non-controlling interest	-27.64	-26.64	-21.72	-18.83
Total equity	**7,225.57**	**6,494.57**	**2,672.12**	**2,209.63**
Liabilities				
Non-current liabilities				
Financial liabilities				
Borrowings	-	34.09	37.12	45.75
Lease liabilities	87.81	111.77	56.24	-
Provisions	27.40	27.40	22.32	15.61
Deferred tax liabilities (net)	3.30	2.97	5.08	0.15
Other non-current liabilities	-	-	-	6.72
	118.51	**176.23**	**120.76**	**68.23**
Current liabilities				
Financial liabilities				
Borrowings	-	-	373.56	731.63
Lease liabilities	43.45	48.20	58.84	-
Trade payables	-	-	-	-
-Total outstanding dues of micro enterprises and small enterprises	0.17	0.50	-	-

Particulars	As at			
	September 30, 2021	**March 31, 2021**	**March 31, 2020**	**March 31, 2019**
-Total outstanding dues of creditors other than micro enterprises and small enterprises	2,045.42	2,384.38	1,812.28	597.09
Other current financial liabilities	1,112.23	446.44	880.26	1,062.91
Provisions	8.46	5.10	8.25	5.76
Current tax liabilities (net)	387.83	408.28	243.83	116.37
Other current liabilities	100.68	257.18	85.41	80.04
	3,698.24	**3,550.08**	**3,462.43**	**2,593.80**
Total equity and liabilities	**11,042.32**	**10,220.88**	**6,255.32**	**4,871.66**

Consolidated Statement of Profit and Loss

(in ₹ million)

Particulars	As at			
	September 30, 2021	**March 31, 2021**	**March 31, 2020**	**March 31, 2019**
Revenue				
Revenue from operations	8,131.92	14,061.75	9,562.53	8,446.68
Other income	69.15	159.79	118.49	77.08
Total revenue	**8,201.07**	**14,221.54**	**9,681.02**	**8,523.76**
Expenses				
Purchases of messaging services	6,440.55	11,290.50	7,641.55	6,670.15
Employee benefits expense	409.99	614.93	582.00	554.47
Finance costs	11.46	27.56	48.68	115.92
Depreciation and amortisation expense	139.35	257.55	226.79	172.26
Other expenses	266.28	415.64	339.45	358.67
Total expenses	**7,267.63**	**12,606.18**	**8,838.48**	**7,871.47**
Profit before exceptional item and tax	**933.44**	**1,615.36**	**842.54**	**652.29**
Exceptional item	-	-	148.91	-
Profit before tax	**933.44**	**1,615.36**	**693.63**	**652.29**
Tax expense				
Current tax	160.05	297.79	108.25	112.19
Tax adjustment in respect of earlier years	-	-	-	-
Deferred tax charge / (credit)	9.45	-9.94	3.33	-14.98
	169.50	287.86	111.59	**97.21**
Profit for the year	**763.94**	**1,327.50**	**582.05**	**555.08**
Other Comprehensive income				
(i) (a) Items that will not be reclassified to profit or loss	-0.64	-1.01	-2.93	1.91
(b) Tax (expense) / benefit on items that will not be reclassified to profit or loss	0.16	0.32	0.48	-0.56
(ii) (a) Items that will be reclassified to profit or loss	20.47	13.66	59.76	40.83
(b) Tax (expense) / benefit on items that will be reclassified to profit or loss	-	-	-	-
Total other comprehensive income (net of tax)	**19.99**	**12.97**	**57.31**	**42.18**
Total comprehensive income for the year	**783.93**	**1,340.47**	**639.35**	**597.26**
Profit attributable to:				
Owners of the Holding Company	**759.93**	**1,333.20**	582.70	569.22
Non-controlling interest	4.01	-5.70	-0.65	-14.14
Other comprehensive income attributable to:				
Owners of the Holding Company	25.01	12.20	59.53	40.28
Non-controlling interest	-5.01	0.77	-2.23	1.90
Total comprehensive income attributable to:				
Owners of the Holding Company	784.93	1,345.40	642.23	609.49

Particulars	As at			
	September 30, 2021	March 31, 2021	March 31, 2020	March 31, 2019
Non-controlling interest	-1.00	-4.93	-2.88	-12.24
Earnings per equity share				
Basic and diluted (in ₹)	13.15	24.76	11.65	11.38
Face value per share (in ₹)	12.89	24.23	10.00	10.00
Significant accounting policies and other explanatory information				

Consolidated Cash Flow Statement

(in ₹ million)

	Particulars	As at			
		September 30, 2021	March 31, 2021	March 31, 2020	March 31, 2019
A	**CASH FLOW FROM OPERATING ACTIVITIES**				
	Profit before tax	933.44	1,615.36	693.63	652.29
	Adjustments for :	-	-	-	-
	Financial asset measured at amortised cost (net)	-	0.01	0.01	0.00
	Depreciation and amortisation expense	139.35	257.55	226.79	172.26
	Advances and trade receivable written off	5.49	21.11	6.77	3.54
	Interest income on fixed deposits	-49.48	-78.86	-26.53	-22.91
	Interest on income tax refund	-	-6.81	-0.37	-1.10
	Fair value changes of contingent consideration	-	-	-24.19	-
	Provision for doubtful debts and advances	0.15	9.81	9.12	1.91
	Provision for doubtful debts written back	-	-2.07	-	-
	Interest on borrowings from bank	1.27	16.45	28.14	17.11
	Interest on finance lease obligation/lease liabilities	7.11	7.86	14.22	1.86
	Other borrowing cost	2.87	2.12	0.82	1.52
	Unrealised foreign exchange loss	-7.96	10.08	7.33	1.00
	Net gain arising on financial assets designated as FVTPL	-4.02	-9.04	-12.33	-6.66
	Stamp duty charges	-	15.81	-	-
	Interest on delayed payment of income taxes	-	-	-	0.04
	Interest expenses on financial liability measured at amortised cost	-	-	-	91.20
	Loss on derivative transaction	-	-	0.45	-
	Mark to market of derivative financial instruments	-	-11.87	11.61	-
	Liabilities no longer payable, written back	-12.80	-3.30	-30.14	-26.66
	Gain on extinguishment of lease liabilities (net)	-0.59	-4.11	-	-
	Provision for lease equalisation	-	-	-	2.71
	Operating profit before working capital changes	**1,014.83**	**1,840.10**	**905.33**	**888.11**
	Adjustments for working capital:				
	(Increase) in trade receivables	-604.58	-151.53	-569.89	-489.05
	(Increase) in financial assets and other assets	-473.18	-13.92	-423.85	-187.80
	Increase in trade payables, provisions and other liabilities	205.01	792.87	1,252.46	82.36
	Cash generated from operating activities	**142.08**	**2,467.51**	**1,164.05**	**293.62**
	Direct taxes paid (net)	-233.94	-173.20	-179.30	-65.51
	Net cash generated from operating activities	**-91.86**	**2,294.32**	**984.75**	**228.11**
B	**CASH FLOW FROM INVESTING ACTIVITIES**				
	Payment for purchase of property, plant and equipment and intangible assets (including intangible assets under development)	-94.52	-76.63	-72.38	-105.43

	Particulars	As at			
		September 30, 2021	March 31, 2021	March 31, 2020	March 31, 2019
	Proceeds from sale of property, plant and equipment	0.18	-	-	-
	Payment of purchase consideration	-255.29	-120.00	-	-
	Payment for acquisition of subsidiaries	-	-525.58	-196.75	-
	(Purchase of)/proceeds from sale of current investment	-	-	-	-100.00
	Fixed deposits (placed)/matured	337.48	-1,589.92	250.84	128.30
	Interest received	70.93	51.60	20.54	27.01
	Net cash generated from/(used in) investing activities	**58.78**	**-2,260.53**	**2.25**	**-50.12**
C	**CASH FLOW FROM FINANCING ACTIVITIES**				
	Proceeds from non-current borrowings	-	-	-	3.90
	Repayment of non-current borrowings	-39.73	-3.32	-1.10	-0.75
	Dividend paid (including DDT)	-115.43	-	-165.42	-90.42
	Repayment of current borrowings (net)	-	-373.56	-358.07	-53.68
	Share issue expenses	-	-82.86	50.11	-
	Proceeds from issue of equity shares on public offer	-	2,400.00	-	-
	Proceeds from issue of equity shares on exercise of employee stock options	62.49	260.38	-	-
	Payment of interest portion of lease liabilities	-7.11	-7.86	-14.22	-
	Payment of principal portion of lease liabilities (including finance lease obligations)	-22.55	-62.48	-57.05	-9.74
	Interest paid	-4.14	-20.61	-27.56	-20.18
	Net cash (used in) financing activities	**-126.47**	**2,109.69**	**-673.53**	**-170.87**
	Currency fluctuations arising on consolidation	20.32	-72.72	7.70	51.74
	Net increase in cash and cash equivalents	**-139.23**	**2,070.76**	**321.18**	**58.86**
	Add : Cash and cash equivalents at the beginning of the year	2,699.90	615.19	294.01	235.15
	Effect of currency fluctuations on cash and cash equivalents	5.44	13.95	-	-
	Cash and cash equivalents at the end of the year	**2,566.11**	**2,699.90**	**615.19**	**294.01**

RELATED PARTY TRANSACTIONS

For details of the related party transactions during: (i) Fiscal 2021; (ii) Fiscal 2020; and (iii) Fiscal 2019, as per the requirements 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, see "***Financial Information – Note 40 – Related Party Disclosures***", "***Financial Information – Note 41 – Related Party Disclosures***" and "***Financial Information – Note 40 – Related Party Disclosures***" on pages F-69, F-138 and F-208, respectively.

RISK FACTORS

*An investment in Equity Shares involves a high degree of risk. Prospective investors should carefully consider each of the following risk factors and all the information disclosed in this Placement Document, including the risks and uncertainties described below, before making an investment in the Equity Shares. The risks described below are those that we consider to be most significant to our business, results of operations and financial conditions as of the date of this Placement Document. However, they are not the only risks relevant to us or the Equity Shares or the industry or regions in which we currently operate. Additional risks and uncertainties, not presently known to us or that we currently deem immaterial may arise or may become material in the future and may also impair our business prospects, cash flows, results of operations and financial condition. In order to obtain a complete understanding about us, investors should read this section in conjunction with "**Business**", "**Financial Information**" "**Industry Overview**" and "**Management's Discussion and Analysis of Financial Condition and Results of Operations**" on pages 129, 228, 121 and 86, respectively, as well as the other financial information included in this Placement Document. Any potential investor in the Equity Shares should pay particular attention to the fact that we are subject to a regulatory environment in India which may differ significantly from that in other jurisdictions. The financial and other related implications of the risk factors, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are certain risk factors where the financial impact is not quantifiable and, therefore, any quantification of the underlying risk has not been disclosed in such risk factors. In making an investment decision, prospective investors must rely on their own examination of us on a consolidated basis and the terms of the Issue, including the merits and risks involved. Investors should consult their respective tax, financial and legal advisors about the particular consequences of an investment in this Issue.*

*This Placement Document also contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Placement Document. For further information, see "**Forward-Looking Statements**" on page 15.*

*Our fiscal year ends on March 31 of each year, and references to a particular fiscal are to the twelve months ended March 31 of that year. Unless otherwise indicated or the context requires otherwise, the financial information included herein is based on our Audited Consolidated Financial Statements and the Statement of Unaudited Financial Results included in this Placement Document. The financial information for the six months periods ended September 30, 2021 and 2020 are not comparable with our results for the full fiscal years and our financial information for the six months periods ended September 30, 2021 are not necessarily indicative of what our financial information for Fiscal 2022 will be. For further information, see "**Financial Information**" and "**Management's Discussion and Analysis of Financial Condition and Results of Operations**" on pages 228 and 86, respectively. In addition, due to the acquisitions in the six months period ended September 31, 2021 described in **"Management's Discussion and Analysis of Financial Condition and Results of Operations – Factors Affecting our Results of Operations and Financial Condition - Integration of acquired entities"** on page 91, respectively, the financial information as at and for the six months periods ended September 30, 2021 and 2020 on a consolidated basis are not directly comparable.*

In this section, unless the context otherwise requires, a reference to the "Company" is a reference to Route Mobile Limited on a standalone basis, while any reference to "we", "us" or "our" refers to Route Mobile Limited and its Subsidiaries, as applicable in the relevant fiscal period, on a consolidated basis.

Risks Related to our Company and Business

1. We depend in part on the success of our strategic relationship with third parties, particularly our direct relationships with mobile network operations ("MNOs"). Our inability to enter into or maintain such relationships, particularly with MNOs may adversely affect our business, financial condition and results of operations.

We are dependent on our arrangements with third parties and MNOs in particular for connectivity in various regions around the world to provide our services to our clients. Further, in certain regions where we are unable to provide services and solutions in a cost-efficient manner and in the absence of such relationships, we rely on indirect relationships with MNOs. Our business depends on the continuity of our relationship with these MNOs. As of September 30, 2021, we had direct relationships with over 265 MNOs and provide our enterprise clients with access to over 900 mobile networks. While the number of subscribers and the volume of messages have grown and continue to grow, we may not be able to maintain, identify or secure suitable relationships with MNOs. We may also not be able to maintain sufficient volumes in order to develop or sustain such relationships with

MNOs. If we are unable to establish or maintain direct or other relationships with MNOs on the existing terms and conditions or the current commercial arrangement, or if MNOs terminate their agreements with us, we may be unable to attract new clients, which could have a significant impact on our reputation and profitability, and in turn, could have an adverse impact on our business, financial condition and results of operations. Further, we may be required to enter into new agreements or addendums to existing agreements with MNOs in order to secure connectivity to the mobile networks, and there can be no assurance that MNOs will agree to these new agreements or addendums or that we will be able to negotiate new agreements or addendums on favorable terms.

Additionally, as a service provider to MNOs, we may be asked to assist and respond to issues or problems that our MNO clients experience. In case we are unable to respond to these issues or problems, these MNOs may terminate their agreements with us or suspend our services which could result in an adverse impact on our relationships and reputation with these MNOs and could have a significant effect on our ability to provide services and solutions in the future and negotiate new direct relationships with these MNOs. While our MNO clients have not, in the past, terminated their agreements with us for such reasons, we cannot assure you that our clients will not terminate their agreements with us in future.

Further, the confidential information or data of our MNO clients may be misappropriated by our employees and as a result, cause us to breach our contractual obligations in relation to such confidential information, which could have an adverse effect on our relationship with our MNO clients, our reputation, business, financial condition and results of operations. We enter into confidentiality and non-disclosure agreements with our employees to limit access to and distribution of the confidential information made available to them during the course of employment. We cannot assure you that the steps taken by us will adequately prevent the disclosure of confidential information by an employee or a subcontractor or a subcontractor's employee and we may not have internal controls and processes to ensure that our employees comply with their obligations under such confidentiality and non-disclosure agreements. If the confidential information is disclosed by us or is misappropriated by our employees or subcontractors, our clients may raise claims against us for breach of our contractual obligations. The successful assertion of any claim may have an adverse effect on our business, financial condition and results of operations.

Consolidation among MNOs may also reduce our potential client base or may negatively impact our ability to expand our client base or may result in the loss of our current MNO clients. In addition, as fewer MNO clients gain control of the subscriber market, pricing pressure is likely to increase and consequently, a change of ownership of our MNO clients could also result in the loss of our current client if the new owners select another messaging service provider to provide messaging solutions. All of the foregoing could have an adverse effect on our business, financial condition and results of operations.

2. Our business depends on clients increasing their use of our services and offerings and any loss of customers or decline in their use of our services could adversely impact our business, results of operations and financial condition.

Our ability to grow and generate incremental revenue depends, in part, on our ability to maintain and grow our relationships with existing clients and to have them increase their usage of our CPaaS platform and other services. If our clients do not increase their use of our services, then our revenue may decline and our results of operations may be adversely affected. Clients are typically charged based on usage of our services. Many of our clients do not have long-term contractual financial commitments and, therefore, many of our clients may reduce or cease their use of our services at any time without penalty or termination charges. We cannot accurately predict our clients' usage levels and the loss of clients or reductions in their usage levels of our services may each have an adverse impact on our business, results of operations and financial condition and may cause our net retention rate to decline in the future in the event our clients are not satisfied with our services. Factors typically affecting usage levels of our services or loss of clients include quality of service and pricing. If a significant number of clients cease using, or reduce their usage of our services, then we may be required to spend significantly more on sales and marketing than what we currently intend to spend in order to maintain or increase revenue from clients. Such additional sales and marketing expenditures could have an adverse impact on our financial condition and results of operations.

3. Failures, defects, delays and other problems involving the technology systems and infrastructure on which we rely for providing our services and solutions to our clients may adversely affect our business, financial condition and results of operations.

We rely on various technology systems and infrastructure in providing our services and solutions to our clients. Our technology infrastructure is set up across ten Tier III data centers in four distinct global regions and each of these data centers are linked via VPNs to ensure security. Each data center deployment has our complete platform to serve local regions and ensure compliance with local data security regulations. While we have not experienced any past instances of failures, defects or delays on our technology infrastructure, we cannot assure you that this will not happen in the future. Our business could be interrupted by any damage to or the failure of our technology systems, infrastructure, hardware and software or impact of any failure of the networks, technology systems, infrastructure, hardware and software. Our systems and infrastructure are also vulnerable to damage and interruption from, among other things, power loss, transmission cable cuts and other telecommunication failures or disruptions, natural disasters, cyber-attacks, unauthorised access, computer viruses, hardware or software defects, unexpected high volume of transactions, legal or regulatory takedowns and errors by our employees or service providers. System failures or delays could disrupt our ability to provide our services and solutions through our communications platform, which could result in a loss of revenue from our current and potential clients as well as adversely impact our business operations and our reputation.

It is critical to our success that our services are accessible and available at all times. Defects in functionality or interruptions in the availability of our services and solutions, including user error, could result in a loss of or delayed market acceptance and use of our services and solutions, diversion of development and client service resources or result in a suspension of our services or termination of our agreements leading to a loss of revenue. Further, the availability or performance of our services and solutions could be adversely affected by a number of factors, including inability to access the infrastructure of MNOs, the mobile signal and connectivity of our clients' end-users, the failure of our technology systems and infrastructure, security breaches or variability in clients traffic volumes. In addition to potential liability, if we experience interruptions in the availability of our services and solutions, our reputation may be adversely affected, which could result in loss of clients and in turn, could have an adverse effect on our business, financial condition and results of operations.

In addition, costs incurred in correcting any material failures, defects, delays, errors or other problems involving our technology systems and infrastructure or our services and solutions may be substantial and could have an adverse effect on our business, financial condition and results of operations.

4. We may in the future continue to make strategic acquisitions to grow our business and further diversify service offerings. An inability to successfully complete such acquisitions or integrate acquired businesses could adversely affect our business prospects, results of operations and financial condition.

We further continue to evaluate inorganic growth opportunities consistent with our business strategy. We have recently entered into definitive agreements to acquire two entities through our overseas subsidiaries. For details, see "***Business – Recent Acquisitions***" on page 141. In particular, the acquisition of Masivian was completed on November 11, 2021. We propose to raise funds from external sources to fund our acquisition of Masivian. However, there can be no assurance that we will be able to obtain the relevant approvals in a reasonable timeframe, or at all, or successfully integrate the acquired businesses into our existing operations or achieve economies of scale. Our acquisition strategy involves various risks and challenges, including the diversion of management's attention from our business operations; the potential loss of key employees and clients of the acquired businesses; potential disruption of business relationships with current clients; uncertainties that may impair our ability to attract, retain and motivate key employees; issues relating to management and integration of operations; potential deficiencies in financial control and statutory compliance at the acquired companies; an increase in our expenses and working capital requirements; a failure to achieve cultural compatibility and other benefits expected from an acquisition; and exposure to unanticipated liabilities of the acquired companies. For instance, our Company had entered into a business transfer agreement dated June 15, 2020 to acquire certain technologies and related contracts from TeleDNA, a company specializing in development of telecom related solutions, which includes, inter-alia, multimedia messaging service center and short message service center platforms, on a going concern basis. As part of an ongoing litigation involving the company with a third party, the court had passed an order restricting the company from disposing off its assets pending the litigation thereby delaying our acquisition which completed on November 4, 2020. In the event of such litigation or similar events involving the entities / businesses that we propose to acquire, we may be unable to complete our acquisitions and our business, financial condition and results of operation may be adversely affected.

We may also not be successful in completing proposed acquisitions. For example, we had entered into definitive agreements to acquire a company that was a communications automation platform provider. However, owing to non-fulfilment of the conditions by the target entity, the acquisition could not be consummated. We may end up expending significant resources and management time to acquire these entities and there can be no assurance that we will always be successful in completing such acquisitions. Further, we may not have any recourse against the entities from which we acquired these entities in connection with any loss that may arise out of such acquisitions. We may be adversely impacted by liabilities that we assume from our acquisitions, including known and unknown obligations, intellectual property or other assets, terminated employees, current or former clients, or other third parties, and we may fail to identify or adequately assess the magnitude of certain liabilities, shortcomings or other circumstances prior to acquisition, which could result in unexpected legal or regulatory exposure, unfavourable accounting treatment, unexpected increases in taxes, or other adverse effects on our business.

Our overseas investments are subject to compliance with FEMA rules and applicable law, which prescribe penalties for non-compliance with overseas direct investment rules and guidelines. We have been audited in the past in respect of our overseas investments. For example, on June 4, 2019 and August 13, 2019, respectively, certain notices were received by the Company to furnish certain documents by the Assistant Director, Directorate of Enforcement, Mumbai Zonal Office – I, Mumbai under section 37 of the FEMA. We have furnished all documents and have received no further correspondences on this matter. For further information, see **"*Legal Proceedings*"** on page 222. We cannot assure you that we will not be subject to such audits in the future and may be subject to any non-compliances discovered during such audits.

5. Our revenues depend on a limited number of clients and a loss of such clients could adversely affect our financial condition and results of operations.

We are dependent on limited number of clients for a substantial portion of our revenues. A reduction in the services we perform for such limited number of clients or the loss of a major client could result in a significant reduction in our revenue. Factors that may result in a loss of a client include our service performance, reduction in budgets due to macroeconomic factors or otherwise, shift in policies and political or economic factors or changes in their outsourcing strategies. We face significant competition in the services we provide our clients and we are typically not an exclusive service provider to our large clients. Further, we do not enter into long-term contractual arrangements with a number of our clients. These factors may not be predictable or under our control. Significant pricing or margin pressure exerted by our clients could also adversely affect our business, financial condition and results of operations. Our current clients may seek to move in-house the services similar to those we provide. Any decision by our clients to enter into or further expand in-sourcing activities in the future could cause us to lose a significant volume of business and may materially adversely affect our business, financial condition, results of operations and prospects.

Our Company earned revenue from 50 major clients who contributed more than 86.44% of our revenue in the six months ended September 30, 2020 and from 50 major clients who contributed more than 83.91% of our revenue in the six months ended September 30, 2021, from two major clients who individually contributed more than 10% of our revenue in Fiscal 2021 and in Fiscal 2020, while in Fiscal 2019, one major client contributed more than 10% of our revenue in Fiscal 2019. Our largest client accounted for 23.16%, 18.81%, 15.40%and 12.81% of our revenue from operations in Fiscal 2019, 2020 and 2021, and in the six months ended September 30, 2021, respectively. Our ten largest clients accounted for approximately 54.26%, 54.06%, 58.69%, and 54.06% of our revenue from operations in Fiscal 2019, 2020 and 2021, and in the six months ended September 30, 2021, respectively. The quantum of work we perform for our clients may vary from year to year. Thus, revenues generated from a particular client during a period may not be the same in any subsequent periods. Our clients may terminate their contracts with us, with or without cause, and with or without notice, at any time. If any one or more of our work orders or client contracts are terminated, our revenues and profitability could be materially and adversely affected.

6. We operate in a highly evolving and competitive market and any inability to respond to such changing conditions could adversely affect our business and results of operations.

The markets in which we operate are highly competitive and subject to frequent changes due to technological improvements and advancements, availability of new or alternative services and changing client preferences and demands, and can require significant investment in research and development by market participants. We expect competition to intensify further, as new entrants emerge in the industry due to the opportunities available and as existing competitors seek to expand their services. Consolidation among our competitors may also leave us at a competitive disadvantage. In addition, as we expand into international markets, we will increasingly compete with local and global providers of messaging services and telecommunications value-added services.

We depend on our ability to adapt to the rapidly changing market by improving the features and reliability of our existing services and solutions, and by successfully developing, introducing and marketing new features, services, solutions and applications to meet client demands. We may not be able to successfully adapt to changes in the market or respond successfully or adequately to meet market demands in a cost-effective and timely manner or at all, especially in recent times due to the COVID-19 pandemic. Any failure by us to adapt to changes in the market or respond quickly, successfully or adequately to new or changing opportunities, technologies, standards or client demands could impair our ability to compete and retain clients, which could have an adverse effect on our business, financial condition and results of operations.

Further, our industry is characterized by fragmented and highly competitive market participants. Some or all of our competitors may have advantages over us, which include substantially greater financial resources, stronger brand recognition, longer operating histories, larger marketing budgets, broader geographic presence and more extensive relationship with clients and thus may be able to respond more quickly and effectively to new or changing opportunities, technologies, standards or clients demands than us. If we are not successful as our competitors in our target markets, our sales could decline, or margins could be negatively impacted and we could lose market share, any of which could materially harm our business.

Further, competition in the market for cloud communication platform services could force us to reduce our prices, which could adversely affect our revenues and profitability. Our business model is predominantly based on a dynamic pricing model where we have an ability to change the prices offered based on prevailing market rates. The charges that we pay to network service providers over whose networks we transmit communications can vary from time to time and are affected by volume and other factors which may be outside of our control and difficult to predict. We use an indigenously developed platform to ascertain the cost-efficient routes to transmit A2P messages on behalf of our clients. If we are not able to predict the most optimal route or modify prices, we may be unable to pass these increases to our clients, which could adversely affect our business, results of operations and financial condition. Further, as competitors introduce new products or services that compete with ours or reduce their prices, we may be unable to attract new clients or retain existing clients based on our historical pricing. As we expand in newer geographies, we also must determine the appropriate price to enable us to compete effectively internationally. Moreover, enterprises, which are a primary focus for our direct sales efforts, may demand substantial price concessions. If we are not able to attract new clients or retain existing clients based on our historical pricing, our business, results of operations and financial condition could be adversely affected.

7. Our acquisitions are subject to various risks, including risks relating to the integration of these acquired businesses with our existing operations.

We have in past announced and completed a number of acquisitions in India and other jurisdictions to grow our business, expand our business segments and service offerings, and diversify our revenue streams. We expect to continue to evaluate and consider a wide array of strategic alliances, investments and acquisitions in line with our overall business strategy. These transactions involve challenges and risks, including but not limited to: (i) difficulties in identifying suitable acquisition targets and competition from other potential acquirers; (ii) need for payment of purchase consideration, in form of securities or cash; (iii) exposure to unanticipated contingent liabilities of acquired businesses, including but not limited to taxation, litigation, intellectual property rights or compliance under FEMA, Companies Act, 2013 or any other regulations; (iv) obtaining requisite governmental, statutory and other regulatory approvals for the acquisition; (v) risks and cost associated with the litigation; (vi) not realizing the benefits, expected return on investment and/or synergies from such transactions; and (vii) diverting management's attention, particularly in circumstances of an unsuccessful venture. For instance, on July 1, 2021, we executed the Agreement to Transfer Business relating to the acquisition of an e-mail communication platform, Sendclean, from Sarv Webs Private Limited (such acquisition, the "Sendclean Acquisition"). Our business and operations are subject to various risks relating to the Sendclean Acquisition. While we believe that the Sendclean Acquisition has resulted in the expansion of our offerings to strengthen our email communications offerings, there may be infirmities or irregularities in the operational and financial reporting procedures or in compliance with regulatory and other requirements by Sendclean, and we may be subject to unforeseen risks, liabilities and obligations in this regard. We may also be required to expend significant management and other resources to ensure that the operational and financial reporting standards followed by Sendclean are integrated to those followed in our existing operations. For further information, see *"**Business – Recent Acquisitions**"* and *"**Management's Discussion and Analysis of Financial Condition and Results of Operations – Presentation of Financial Information – Acquisitions and Investments**"* on pages 141 and 89, respectively. As a result, our business and operations are subject to various risks arising out of the Sendclean Acquisition and other acquisitions and investments.

In addition, we may require additional financial resources for the successful expansion or reorganization of these recently acquired businesses and integrating their operations into our operations. An inability to raise adequate finances in a timely manner and on commercially acceptable terms for the expansion, reorganization or integration of these businesses with our existing operations could materially and adversely affect our business, results of operations and financial condition. In connection with any such acquisition or investment, we may incur debt, amortization expenses relating to intangible assets, large and immediate write-offs, assume liabilities or issue shares as payment for the acquisition that would dilute our current shareholders' percentage of ownership. If we are not able to realize the anticipated benefits or the expected return on our investments or acquisitions, or are unable to complete acquisitions or integrate the operations, software, technologies or personnel gained through any such acquisition, it could have an adverse effect on our business, financial condition and results of operations. An inability to successfully integrate any acquired businesses into our operations, may affect our growth strategy, market share, profitability, or competitive position.

8. Deficiencies in or termination of services by third-party service providers such as network and server capacity providers or interruptions, failure to provide, delays or outages, may adversely affect our business, financial condition and results of operations.

We partner with messaging infrastructure / hardware providers to support our cloud communication platform services. For our SMS filtering, analytics, and monetization, we partner with firewall hardware providers and value-add original equipment manufacturers for end-to-end solutions. Our business depends on the capacity, reliability and security of infrastructure owned and managed by such third-party service providers. We do not have control over the operation, quality or maintenance of such infrastructure or whether such third-party service providers will upgrade or improve their infrastructure, software, equipment and services. In such cases, it could require us or our clients to invest time and resources in updating or improving software, APIs, equipment or services, and may result in interruptions or delays in the provision of our services and solutions. Further, interruptions or failures of such networks, whether due to natural disaster, government policy, terrorist activity or any other reason, and the resulting reduction in transactions and communications processed by our communications platform for delivery via such networks, can have a significant impact on our revenue and could an adverse effect on our business, financial condition and results of operations. We may experience interruptions, delays and outages in service and availability from time to time due to a variety of factors, including infrastructure changes, human or software errors and capacity constraints.

9. Our inability to manage our technology systems and infrastructure or the services and solutions that we provide may adversely affect our business, financial condition and results of operations.

We are required to keep pace with evolving technological advancements, client and small business user habits, internet security risks, risks of system failure or inadequacy, and governmental regulation and taxation, and each of these factors could adversely impact our business. In the event, we are unable to accurately predict and manage our technology systems and infrastructure requirements, including the capacity requirements with respect to our data centres, our existing or future clients may experience service outages resulting from the failure or disruption of our technology systems and infrastructure, which could adversely affect our reputation and business.

While we strive to maintain sufficient excess capacity to meet the needs of all our clients, there is a risk that we may not successfully manage our services and solutions or that our services and solutions will not remain effective while scaling to meet and address expanding client demands. If we are unable to provide our services and solutions at the scale required by our clients, potential clients may not adopt our offerings and existing clients may not renew their agreements, which could have an adverse effect on our reputation, business, financial condition and results of operations. If failures occur on our clients' multiple networks or software systems, it may be difficult for us to identify the source of the problem and to correct it on a timely basis or at all, in particular, as our clients generally use our services together with their own services and services from other vendors. The development of new solutions may impose a greater burden on our systems and may strain our administrative, operational and financial resources. Any of the foregoing problems could result in a loss of our revenue or adversely affect client relationships and business of our client, all of which could be detrimental to our business and reputation generally.

10. If we are not able to innovate, effectively develop product enhancements, introduce new products or keep pace with technological developments, our services may become less competitive or obsolete and our business, results of operations and financial condition could be adversely affected.

Our future success will depend on our ability to adapt and innovate. To attract new clients and increase revenue from our existing clients, we will need to enhance and improve our existing platform and introduce new offerings, features and functionality based on continuing changes in technology, industry standards and client preferences. Enhancements and new offerings that we develop may not be introduced in a timely or cost-effective manner, may contain errors or defects and may have interoperability difficulties with our platform or other products. We have in the past experienced delays in our internally planned release dates of new offerings, features and functionality, and there can be no assurance that these developments will be released according to schedule. If we are unable to successfully develop, acquire or integrate new products, features and functionality or enhance our existing platform and offerings to meet the needs of our existing or potential customers in a timely and effective manner, or if a customer is not satisfied with the standard of our platform or offerings or with the technical support services rendered, we could incur additional costs to address the situation and our business, results of operations and financial performance could be adversely affected. An inability to recognise and incorporate evolving technology for the improvement of our platform or offerings, whether due to technology capability or capital constraints could also have a significant adverse impact on our business and competitive advantage.

In addition, because our offerings are designed to integrate and operate with a variety of networks, applications, systems and devices, we will need to continually modify and enhance our platform and products to keep pace with technological advancements in such networks, applications, systems and devices. If we are unable to respond in a timely, user-friendly and cost-effective manner to these rapid technological developments, or successfully adopt such advancements and deploy it profitably, our offerings may become less marketable and less competitive or obsolete, and our business, results of operations and financial condition may be adversely affected.

11. We face foreign exchange risks that could adversely affect our results of operations and cash flows.

Although our reporting currency is in Indian Rupees, we transact a significant portion of our business in several currencies other than Indian Rupees including Euro, U.S. Dollar, AED, Naira and Cedi, Pound Sterling and Singapore Dollar. In Fiscals 2019, 2020 and 2021 and in the six months ended September 30, 2021, sales outside of India generated ₹ 7,007.51 million, ₹ 7,727.44 million, ₹ 12,008.19 million, and ₹ 7,039.89 million, and represented 82.96%, 80.81%, 85.40%, and 86.57% of our Company's revenue from operations, respectively. Our operating expenses and costs are in Indian Rupees and other currencies including Euro, U.S. Dollar and Pound Sterling. Our total expenses in Fiscals 2019, 2020 and 2021 and in the six months ended September 30, 2021 amounted to ₹ 7,871.47 million, ₹ 8,838.48 million, ₹ 12,606.18 million, and ₹ 7,267.63 million, respectively. The exchange rate between the Indian Rupee and foreign currencies has fluctuated significantly in recent years and may continue to fluctuate in the future. Any significant appreciation of the Indian Rupee against foreign currencies in which we do business can fundamentally affect our competitiveness in the long term. As our financial statements are presented in Indian Rupees, such fluctuations could have a significant impact on our reported results.

Our exposure to the risk of changes in foreign exchange rates relates primarily to our operating activities (when revenue or expense is denominated in a foreign currency). To the extent that our revenue or receipts and costs or payments are not perfectly matched in the same currency or there are time gaps between revenue recognition and actual receipts and between cost recognition and actual payments, we will be exposed to foreign exchange fluctuations. We do not use derivative financial instruments, such as forward exchange contracts or options to hedge the risk associated with foreign currency fluctuations or for trading or speculation purposes.

We undertake certain exchange rate hedging activities due to the size of our operations. Our wholly-owned subsidiary, 365squared has in the past entered into a hedging forward contract and further, we may in the future implement hedging strategies to mitigate these risks. However, these hedging strategies may not eliminate our exposure to foreign exchange rate fluctuations and involve costs and risks of their own, such as ongoing management time and expertise, external costs to implement the strategy and potential accounting implications.

12. If we are unable to maintain and enhance our brand and increase market awareness of our Company and products, our business, results of operations and financial condition may be adversely affected.

We believe that maintaining and enhancing the "Route Mobile" brand and "365squared" brand identities and increasing the market awareness about us and our services and solutions, particularly among MNOs and enterprise clients is critical to achieving widespread acceptance of our platform, to strengthen our relationships with our existing clients and to our ability to attract new clients. The successful promotion of our brand will depend largely on our continued marketing efforts, our ability to continue to offer high quality services and solutions and to successfully differentiate our services, products and platform from competing products and services. Our brand promotion activities may not be successful or yield increased revenue. In addition, independent industry analysts often provide reviews of our services and competing products and services, which may significantly influence the perception of our services in the marketplace. If these reviews are negative or not as strong as reviews of our competitors' products and services, then our brand may be harmed.

The promotion of our brand also requires us to make substantial expenditures, and we anticipate that these expenditures will increase as our market becomes more competitive and as we expand into new markets. To the extent that these activities increase revenue, this revenue still may not be enough to offset the increased expenses we incur. If we do not successfully maintain and enhance our brand, then our business may not grow, we may see our pricing power reduced relative to competitors and we may lose clients, all of which would adversely affect our business, results of operations and financial condition.

13. Inability to comply with laws and regulations in India or in other jurisdictions which impact our clients could adversely affect our business and results of operations.

As a service provider, we must adapt to regulatory changes applicable in various industries and jurisdictions in which our clients operate, and we are thus exposed to risks arising from regulations that impact our clients. The telecommunications industry in which our clients operate is subject to extensive government regulation. The Government of India along with the TRAI regulate many aspects of the telecommunications industry in India. Increased regulation or changes in existing regulation may require us to change our business policies and practices and may increase the costs of providing services to clients, which could have a material adverse effect on our financial condition and results of operations. The extensive regulatory structure in India and other jurisdictions under which our clients operate could constrain their flexibility to respond to market conditions, competition or change in their cost structure, and thereby adversely affect them. Changes in regulations impacting our clients may require us to adjust our systems, software or operations in order to continue to provide services to our existing clients or to qualify for required certifications or fulfil regulatory standards, which could result in an increase in research and development costs and other costs, and may have an adverse effect on our business, financial condition and results of operations.

14. Our Company and Subsidiaries are involved in certain legal and other proceedings. Any adverse outcome in any of these proceedings may adversely affect our profitability and reputation and may have a material adverse effect on our financial condition and results of operations.

Our Company and Subsidiaries are currently involved in a number of legal proceedings. These legal proceedings are pending at different levels of adjudication before various courts and tribunals.

In relation to such outstanding material litigation involving our Company and its Subsidiaries, while the amounts and interests levied thereon to the extent ascertainable and involved in these matters have been mentioned therein, the amounts and interests involved in many pending litigations are not ascertainable or quantifiable and are hence not disclosed. Further, our Company does not consider the entire amount involved or unquantifiable amount in respect of outstanding material litigations to be a present or a potential liability and hence contingency for the entire amount has not been provided for in the books of our Company.

Such proceedings could divert management time and attention, and consume financial resources in their defense or prosecution. Should any new developments arise, such as any rulings against us by appellate courts or tribunals, we may be required to make payments to third parties or make provisions in our financial statements that could increase expenses and current liabilities. Further, an adverse outcome in any of these proceedings may affect our reputation, standing and future business, and could have an adverse effect on our business, prospects, financial condition and results of operations. We cannot assure you that any of these proceedings will be decided in favour of our Company or its Subsidiaries, or that no further liability will arise out of these proceedings. For further information, see *"**Legal Proceedings**"* on page 222.

15. Any disruption in the supply of power, IT infrastructure and telecommunications lines to our facilities could disrupt our cloud communication platform services and subject us to additional costs.

Any disruption in basic infrastructure, including the supply of power, could negatively impact our ability to provide timely or adequate services to our clients. We rely on telecom connectivity and other infrastructure providers to maintain communications between our various facilities globally. Telecom networks are subject to failures and periods of service disruption which can adversely affect our ability to maintain active communications among our facilities and with our clients. Such disruptions may cause harm to our clients' businesses as well. We may not be covered for any claims or damages if the supply of power, IT infrastructure or telecom connectivity is disrupted. This could disrupt our cloud communication platform services and subject us to additional costs and have an adverse effect on our business, financial condition and results of operations.

16. If we are unable to successfully protect our information technology infrastructure from actual or perceived security risk in a timely manner or at all, our business may be adversely affected.

Our systems, like those of all businesses, are vulnerable to computer viruses, break-ins, software theft or destruction and similar disruptions from unauthorised tampering with our computer systems. We have data backup systems for all of our operations and checks and systems for ensuring network security against virus or other malignant attacks. Our IT infrastructure has mechanisms to prevent or mitigate any security issues such as perimeter firewalls, managed endpoint detection and response systems, security information and event management tools, and 24/7 cybersecurity and dark web monitoring services. While we have not experienced any past instances of breaches of cybersecurity besides an alleged claim of data breach in April 2021 which we resolved by appointing a data security audit firm, we cannot assure you that such attacks on our cybersecurity will not happen in the future.

We always remain subject to third-party attempts and threats to breach our communications platform, software, network and data security and take advantage of other security vulnerabilities. Threats to our information technology security can take various forms, including viruses, worms, malicious software programs, and other targeted or coordinated attacks using novel methods. In addition, security threats may be caused by employee error or various means of unauthorized access to our internal systems or the data of our clients. Due to the rapidly evolving techniques used to obtain unauthorized access, or to sabotage systems, there is a risk that we will be unable to anticipate these techniques or to implement adequate preventative measures. These threats may result in breaches of our network or data security, disruptions of our service, solutions and internal systems, interruptions in our operations, harm to our competitive position from the compromise of confidential information or trade secrets, or otherwise harm our business, which can result in the loss or corruption of our and our client data and may adversely impact our systems, operations and reputation, which could have an adverse effect on our business, financial condition and results of operations.

The agreements that we enter into with our clients for the engagement of our services have several contractual obligations including confidentiality, protection against security breach and insurance coverage. The engagements that we perform for our clients are often critical to our clients' businesses. If our client's proprietary rights are infringed by our employees in violation of any applicable confidentiality agreements and / or our clients perceive any deficiency in service, our clients may consider us liable for that act and seek damages from us. Our client contracts may require us to comply with certain security obligations including maintaining network security and back-up data, ensuring our network is virus free and verifying the integrity of employees that work with our clients by conducting background checks. Any failure in our client's system or breach of security relating to the services we provide to the client could damage our reputation or result in a claim for substantial damages against us. In addition, clients using our services and solutions rely on the security of our network and infrastructure for achieving reliable service and the protection of their data. We receive and communicate a significant amount of data from our clients, and there is a risk that this information will be subject to computer break-ins, theft and other improper activity that could jeopardize the security of information handled by our services and solutions or cause interruptions in our operations.

In addition, to the extent that our competitors are subject to the abovementioned attempts, threats, break-ins, theft and other improper activity, we may experience reduced clients trust and acceptance of our services and solutions and our reputation may be adversely affected.

Accordingly, any such actions, irrespective of whether successful in breaching our security controls, could expose us to litigation, loss of clients, damage to our reputation, or otherwise have an adverse effect on our business, financial condition and results of operations.

17. We are subject to various data protection laws and regulations.

Further, since we handle substantial amount of third party information, including personal data, we are subject to numerous laws and regulations designed to protect this information, such as the privacy laws and other laws applicable to data protection in India and other jurisdictions where we operate. These laws and regulations are increasing in complexity and number, change frequently and sometimes conflict among the various countries in which we operate. For example, in April 2016 the EU adopted the General Data Protection Regulation ("**GDPR**"), which took full effect on May 25, 2018. GDPR enhances data protection obligations for businesses and requires service providers (data processors) processing personal data on behalf of customers to cooperate with European data protection authorities, implement security measures and keep records of personal data processing activities. Non-compliance with the GDPR can trigger fines and penalties. There are also additional EU laws and regulations (and member states' implementations thereof) which govern the protection of consumers and of electronic communications. If our efforts to comply with GDPR or other applicable EU laws and regulations are not successful, we may be subject to penalties and fines that would adversely impact our business and results of operations, and our ability to conduct business in the EU could be significantly impaired. If any person, including any of our employees, negligently disregards or intentionally breaches our established controls with respect to client or company data, or otherwise mismanages or misappropriates that data, we could be subject to significant monetary damages, regulatory enforcement actions, fines and/ or criminal prosecution in one or more jurisdictions. These monetary damages might not be subject to a contractual limit of liability or an exclusion of consequential or indirect damages and could be significant. Unauthorised disclosure of sensitive or confidential client or Company data, whether through systems failure, employee negligence, fraud or misappropriation, could damage our reputation and cause us to lose clients.

Other countries in Asia, Europe and Latin America have passed or are considering similar privacy regulations, resulting in additional compliance burdens and uncertainty as to how some of these laws will be interpreted. Any liability we may incur for violation of such laws and regulations and related costs of compliance and other burdens may adversely affect our business and profitability. We could be adversely affected if legislation or regulations are expanded to require changes in our business practices or if governing jurisdictions interpret or implement their legislation or regulations in ways that negatively affect our business, results of operations or financial condition.

In September 2019, the Ministry of Electronics and Information Technology of the GOI formed a committee of experts ("**NPD Committee**") to recommend a regulatory regime to govern non-personal data ("**NPD**"). The NPD Committee has released two reports which recommend, among other items, a framework to govern NPD (defined as any data other than personal data or the data without any personally identifiable information), access and sharing of NPD with the GoI and corporations alike who will undertake a 'duty of care' to the community to which the NPD pertains and a registration regime for "data businesses", meaning businesses that collect, process or store data, both personal and non-personal. In December 2019, the Personal Data Protection Bill 2019 ("**PDP Bill**") was tabled in the Indian Parliament by the Government of India and has currently been referred to a joint parliamentary committee. The PDP Bill which provides for a framework for protection of personal data and use of non-personal data and seeks to, among others, lay down norms for cross-border transfer of personal data, proposes a legal framework governing the processing of personal data, where such data has been collected, disclosed, shared or otherwise processed within India, as well as any processing of personal data by the GoI, Indian companies, Indian citizens or any person or body of persons incorporated or created under Indian law. The PDP Bill defines personal data and sensitive personal data, prescribes rules for collecting, storing and processing of such data and creates rights and obligations of data-subjects and processors, establish a data protection authority and ensure the accountability of entities processing personal data. The Bill, if passed in its current form, may require us to undertake additional measures to protect the security of the sensitive personal data and may impose severe penalties (which may extend Rs. 50 million or 2% of the data fiduciaries total worldwide turnover of the preceding financial year, whichever is higher) if there is any failure to take reasonable security precautions, safeguard personal information or collect such information in the future. The Indian Government has also been mooting a legislation governing non-personal data. The introduction of new information technology legislation may require us to modify our existing systems, or invest in new technologies to ensure compliance with such applicable laws, which may require us to incur additional expenses and adversely affect our financial condition. Our failure to adhere to or successfully implement processes in response to changing regulatory requirements in this area could result in legal liability or impairment to our reputation in the marketplace, which could have a material adverse effect on our business, results of operations and financial condition.

As part of our operations, we are required to comply with the Information Technology Act, 2000, as amended and the rules thereof, which provides for civil and criminal liability including compensation to persons affected, penalties and imprisonment for various cyber related offenses, including unauthorized disclosure of confidential information and failure to protect sensitive personal data. India has already implemented certain privacy laws, including the Information Technology (Reasonable Security Practices and Procedures and or Information) Rules, 2011, which impose limitations and restrictions on the collection, use, disclosure and transfer of personal information.

18. Our investments in new services and technologies may not be successful.

We continue to invest in new services and technologies. Our focus areas include Internet of Things, big data analytics, artificial intelligence and machine learning. Our choice of focus areas and investments in technology and human capital for R&D are based on the management's perception of the messaging and cloud-based communications industry. The complexity of these solutions, costs associated with developing and supporting them, and significant competition in the markets for these solutions could make it difficult for us to market and implement these solutions successfully. Additionally, there is a risk that our clients may not adopt these solutions widely, which would prevent us from realizing expected returns on these investments. Even if these solutions are successful in the market, they still rely on third-party hardware and software and our ability to meet stringent service levels. If we are unable to deploy these solutions successfully or profitably, it could adversely impact our business and results of operations.

19. MNOs operate in a highly regulated industry and the licences and the regulatory environment in which they operate are subject to change, which may indirectly adversely affect our operations.

We are dependent on MNOs to provide us connectivity to be able to provide our services and solutions to our clients. The telecommunications industry is subject to extensive government regulation and licencing requirements. The extensive regulatory structure under which they operate could constrain their flexibility to respond to market conditions, competition or changes in cost structure. In addition, our MNOs are required to obtain a wide variety of approvals and licences from various regulatory bodies. We cannot assure you that such approvals will be granted on a timely basis or at all. Regulatory bodies in different jurisdictions may also revise regulations or policies related to MNOs in the telecommunications industry on terms which may not be favourable to our MNO counterparts or which may result in uncertainties with respect to their implementation. In addition, the licences which our MNO counterparts require to operate in the telecommunications industry reserve broad discretion to such regulatory authorities to influence the conduct of their businesses by giving them the right to modify at any time the terms and conditions of such licences, take over our MNO counterparts' networks and terminate, modify, revoke or suspend the licences in the event of default by such MNOs in complying with the terms and conditions of the licences. Any unfavourable change in the regulatory environment may adversely affect the business, financial condition and prospects of our MNO counterparts and this may in turn have an adverse effect on our business and results of operations.

20. We are unable to predict the extent to which the global COVID-19 pandemic may adversely impact our business operations, financial performance and results of operations.

The COVID-19 pandemic and efforts to control its spread have significantly curtailed the movement of people, goods and services worldwide, including in most or all of the regions in which we sell our products and services and conduct our business operations. We also have our headquarters in Mumbai, Maharashtra, which was severely affected by COVID-19 and the resulting government lockdowns to attempt to contain the spread of COVID-19. We have adjusted to the COVID-19 pandemic by encouraging all of our employees to work remotely; and we may deem it advisable to similarly alter, postpone or cancel entirely additional client, employee or industry events in the future. Additionally, we may see our services carrying less revenue-generating traffic in areas subject to "shelter in place" restrictions or related government orders as the population of those areas refrain from traveling and normal commerce activities. Accordingly, we cannot assure you that the COVID-19 pandemic or any future outbreaks of variants of COVID-19 pandemic will not have a negative impact on our sales and our results of operations in those areas adversely affected by COVID-19, the size and duration of which we are currently unable to predict. In addition, our implementation of business continuity plans in a fast-moving public health emergency could have an adverse effect on our internal controls (potentially giving rise to significant discrepancies or material weaknesses) and increase our vulnerability to information technology and other systems discrepancies. Furthermore, concerns over the economic impact of COVID-19 have caused extreme volatility in financial and other capital markets which has and may continue to adversely impact the price of our Equity Shares and our ability to access capital.

21. Our global operations expose us to numerous risks, including sometimes conflicting legal and regulatory requirements, and violation of these regulations could adversely our business and results of operations.

As of September 30, 2021, we have operations over 16 locations across four continents. As we continue to expand internationally, we are subject to numerous telecommunication and other laws and regulations in these countries. In Fiscals 2019, 2020 and 2021 and in the six months ended September 30, 2021, sales outside of India generated ₹ 7,007.51 million, ₹ 7,727.44 million, ₹ 12,008.19 million, and ₹ 7,039.89 million, and represented 82.96%, 80.81%, 85.40%, and 86.57% of our Company's revenue from operations, respectively. Since we provide services to clients across the world, we are subject to numerous, and sometimes conflicting, legal requirements on matters as diverse as import/export controls, content requirements, trade restrictions, tariffs, taxation, sanctions, government affairs, anti-corruption, anti-bribery, whistle blowing, internal and disclosure control obligations, data protection and privacy and labour relations and certain regulatory requirements that are specific to our clients' industries. In addition, certain of our services may be used by clients located in countries where voice and other forms of IP communications may be illegal or require special licensing.

Non-compliance with these regulations in the conduct of our business could result in termination of client contracts, fines, penalties, criminal sanctions against us or our officers, disgorgement of profits, prohibitions on doing business and have an adverse impact on our reputation. Gaps in compliance with these regulations in connection with the performance of our obligations to our clients could also result in exposure to monetary damages, fines and/or criminal prosecution, unfavourable publicity, restrictions on our ability to process information and allegations by our clients that we have not performed our contractual obligations. Many countries also seek to regulate the actions that companies take outside of their respective jurisdictions, subjecting us to multiple and sometimes competing legal frameworks in addition to our home country rules. Due to the varying degree of development of the legal systems of the countries in which we operate, local laws might be insufficient to defend us and preserve our rights. We could also be subject to risks to our reputation and regulatory action on account of any unethical acts by any of our employees, partners or other related individuals.

In addition, we may not possess the same familiarity with the economy, customer preferences and commercial operations in some of the markets where we propose to expand our operations. Further, expanding our geographical footprint poses risks and potential costs, including the risk that we fail to attract a sufficient number of customers, or fail to anticipate competitive conditions that are different from those in our existing markets, as well as significant marketing and promotion costs. We may face the risk that our competitors and the established players in such geographies may enjoy better brand visibility, may be more experienced in such markets and may enjoy better relationships, providing them with early access to information regarding attractive marketing opportunities, thereby making them better placed to launch services. Additionally, operating in international markets requires significant management attention and financial resources. We cannot be certain that the investment and additional resources required in establishing operations in other countries will produce desired levels of revenue or profitability.

In addition, changes in regulations could increase our costs and could potentially prevent us from delivering our services and solutions in a cost-efficient manner. For example, in a number of countries, the interconnection rates charged for transmissions between service providers, MNOs and end-users are set and controlled by local regulators. If these regulators were to change the interconnection rates, we may be required to pay higher rates, which could increase the costs of delivering our services and solutions to our clients, and there is a risk that we may not be able to pass on the increase to our clients, which could have an adverse impact on our gross margin and pricing. In addition, regulators may impose price ceilings or controls on mobile communications and data usage, which could have a significant impact on our revenue and margins. Similarly, regulators may restrict the type of communication that is permitted, which can require us to adjust our services to comply with local regulations which in turn can increase the costs associated with conducting business in certain countries.

22. We face a risk from potential claims resulting from our client's misuse of our platform to send unauthorized text messages in violation of applicable regulations.

Text messages may subject us to potential risks, including liabilities or claims relating to regulatory regime in the various geographies in which we operate. The scope and interpretation of the laws that are or may be applicable to the delivery of text messages are continuously evolving and developing. For instance, the Securities and Exchange Board of India had issued a summon dated September 26, 2017 to our Company in the matter of "trading of certain entities in the scrip of Supreme Tex Mart Limited" and requested our Company to furnish certain documents and clarifications in this regard. SEBI has also sought various information with regard to clients of our Company who used our platform to distribute messages through their main distributor who ultimately sent the messages to the operator for delivery of messages to the ultimate end-users. SEBI by its order dated July 11, 2019 noted that the investigation in the matter has been completed and no adverse remark was issued against our Company. Similarly, a Notice dated March 16, 2013 addressed to Rajdipkumar Gupta, was received by our Company from Cyber Police Station, Crime Branch, C.I.D., Mumbai, asking him to be present before the officers for conducting investigation into a matter of bulk SMS sent by one of our customer through our platform.

If we do not comply with these laws or regulations or if we become liable under these laws or regulations due to the failure of our clients to comply with these laws by obtaining proper consent, we could face claims which may adversely affect our business and results of operations. Further, we use our communications platform to provide services and solutions to clients. Any misuse of our communications platform or interruptions or failures of our platform, due to terrorist activity or any other reason, and the resulting threat to national security or mass miscommunication, could have an adverse impact on our business, results of operations and financial condition.

23. Our revenues are highly dependent on clients primarily located in Asia, Europe and Africa. Any economic volatility in such regions could adversely affect our business, financial condition and results of operations.

We have derived a substantial portion of our revenue from services offered to clients based in Asia, Europe and Africa. If the economic conditions in such regions becomes volatile or uncertain or the conditions in the global financial market were to deteriorate, especially in recent times due to the COVID-19 pandemic, or if there are any changes in laws applicable to our services and operations or if any restrictive conditions are imposed on us or our business, the pricing of our services may become less favorable for us. Further, our clients located in these geographies may reduce or postpone their technology spending significantly which would adversely affect our operations and financial conditions. Any reduction in spending on cloud communication services may lower the demand for our services and negatively affect our revenues and profitability.

24. The loss of services of our senior management could adversely affect our business and results of operations.

We are dependent on the experience and the continued efforts of the senior members of our management team, many of whom have been with us for an extended period of time. Our growth strategy will place significant demands on our management and other resources because it requires us to continue to improve operational, financial and other internal controls, both in India and overseas. We are dependent on executives and key personnel, including competent sales force as well as technology professionals with a detailed knowledge of our business and industry. The loss in the services of the members of our senior management and other key team members, particularly to competitors, or our failure to otherwise retain the necessary management and other resources to maintain and grow our business, may have an adverse effect on our results of operations, financial condition and prospects.

Our future success and our ability to maintain our competitive position and implement our business strategy are dependent to a large degree on our ability to identify, attract, train and retain personnel with skills that enable us to keep pace with growing demands and evolving industry standards and on the continued service and performance of our senior management team and other key team members in our business units.

Qualified individuals are in high demand and competition for qualified engineers and personnel in our industry is intense, and we may incur significant costs to retain or attract them. We may not be able to retain our existing engineers or personnel or attract and retain new engineers and personnel in the future. Many well qualified candidates may be subject to contractual non-compete clauses which may restrict our ability to employ them.

25. If we are unable to collect our dues and receivables from our clients, our results of operations and cash flows could be adversely affected.

Our business depends on our ability to successfully obtain payment from our clients of the amounts they owe us for services provided. We have a number of clients on a pre-paid business model where the client pays upfront allowing us to reduce the overall working capital cycle. The standard terms of the agreements with our post-paid clients require payments to be made within 30 – 60 days. Our average debtor cycle 52 days, 66 days, 55 days, and 55 days in Fiscals 2019, 2020 and 2021 and in the six months ended September 30, 2021, respectively. We maintain provisions against receivables. Actual losses on clients' balances could differ from those that we currently anticipate and as a result we might need to adjust our provisions. There is no guarantee that we will be able to accurately assess the creditworthiness of our clients. Macroeconomic conditions, such as a potential credit crisis in the global financial system, could also result in financial difficulties for our clients, including limited access to the credit markets, insolvency or bankruptcy. Such conditions could cause clients to delay payment, request modifications of their payment terms, or default on their payment obligations to us, all of which could increase our receivables. Timely collection of dues for client services also depends on our ability to complete our contractual commitments and subsequently bill for and collect our contractual dues. For instance, some of us our clients have requested for extended payment terms due to the outbreak of COVID-19. For further information, see *" - **We are unable to predict the extent to which the global COVID-19 pandemic may adversely impact our business operations, financial performance and results of operations.**"* on page 56. We are unable to meet our contractual obligations including the service level requirements under our contracts, we might experience delays in the collection of, or be unable to collect, our balances, and if this occurs, our results of operations and cash flows could be adversely affected. In addition, if we experience delays in billing and collection for our services, our cash flows could be adversely affected.

26. We are subject to risks associated with expansion into new geographic regions.

Expansion into new geographic regions subjects us to various challenges, including those relating to our lack of familiarity with the culture, local laws and regulations and economic conditions of these new regions, language barriers, difficulties in staffing and managing such operations, and the lack of brand recognition and reputation in such regions. For example, we acquired 365squared in Malta with effect from October 1, 2017 and have recently incorporated a subsidiary in Saudi Arabia. The risks involved in entering new geographic markets and expanding operations, may be higher than expected, and we may face significant competition in such markets.

By expanding into new geographical regions, we could be subject to additional risks associated with establishing and conducting operations, including:

- compliance with a wide range of laws, regulations and practices which may be inconsistent across jurisdictions. Further, there may be uncertainties associated with changes in laws, regulations and practices and their interpretation;
- foreign ownership constraints and uncertainties with new local business partners;
- localisation of the product interface and systems, including translation into foreign languages and adaptation for local practices;
- local preferences and service requirements;
- fluctuations in foreign currency exchange rates;
- inability to effectively enforce contractual or legal rights and adverse tax consequences;
- differing accounting standards and interpretations;
- stringent as well as differing labour and other regulations;
- differing domestic and foreign customs, tariffs and taxes;
- exposure to expropriation or other government actions;
- political, economic and social instability;
- challenges inherent to hiring and efficiently managing an increased number of employees over large geographic distances, including the need to implement appropriate systems, policies, benefits and compliance programmes;
- lower payment cycles and reduced ability to timely collect amounts owed to us by our customers in countries where our recourse may be more limited;
- limitations on our ability to reinvest earnings from operations derived from one country to fund the capital needs of our operations in other countries;
- restrictions on foreign ownership and investments;
- limited or unfavourable intellectual property protection;
- exposure to liabilities under anti-money laundering laws, domestic and international sanction requirements and anti-corruption laws, including the U.S. Foreign Corrupt Practices Act of 1977 and similar laws and regulations in other jurisdictions; and
- restrictions on repatriation of earnings.

By expanding into new geographical regions, we may be exposed to significant liability and could lose some or all of our investment in such regions, as a result of which our business, financial condition and results of operations could be adversely affected.

27. Our services contain open source software, and we license some of our software through open source projects. Any risks associated with open source software, if not addressed, could have a material adverse effect on our business, financial position and results of operations.

We use open source software in some of our internal systems and technology platform. The terms of many open source licenses to which we are subject to have not been interpreted by domestic or foreign courts, and there is a risk that open source software licenses could be construed in a manner that impose unanticipated conditions or restrictions on our ability to provide or distribute our services or solutions. In addition, we may face claims from parties claiming ownership of, or demanding release of, the source code or derivative works that were developed using such software, or otherwise seeking to enforce the terms of the applicable open source license. These claims could also result in litigation, require us to purchase a costly license or require us to devote additional research and development resources to change our platform, any of which could have a negative effect on our business and operating results. Further, open source licensors generally do not provide warranties or controls on the origin of software. Any of these risks could be difficult to eliminate or manage, and, if not addressed, could have a material adverse effect on our business, financial position and results of operations.

28. Our sales cycle may become lengthier and more expensive and may be subject to timing challenges and inability to respond to such challenges in an effective manner may adversely affect our business, financial condition and results of operations.

As our business is currently targeted primarily at enterprise clients, we may face greater costs, longer sales cycles and less predictability in completing some of our sales. Generally, an enterprise client's decision to use our services is an enterprise-wide decision that requires a significant amount of our time and resources. For example, in certain cases, we may be required to provide prospective clients with greater levels of education regarding the use and benefits of our services, privacy and data protection laws and other regulations. In addition, larger clients may demand more customization, integration services and features, or may have existing systems in place that require more specialized software and APIs to access our services and solutions. As a result of these factors, sales opportunities may require us to devote greater sales support and professional services resources to individual clients, which can increase the costs and time required to complete these and other sales and may divert sales and professional services resources to a smaller number of larger transactions. In addition, to the extent that clients demand more customization, integration services and features, or require more specialized software and APIs, we may experience delays in revenue recognition from these transactions, pending resolution of the respective technical requirements. To the extent that the sales cycles for our enterprise clients become longer and more expensive, or require more customization, integration services and features, or specialized software and APIs, there could be an adverse effect on our business, financial condition and results of operations.

29. The implementation process of our platform and products may in some cases be time consuming, and any failure of our products to satisfy our customers or perform as desired could harm our business, results of operations, and financial condition.

Our platform, services and offerings are complex and may be deployed in a wide variety of network environments. Implementing our platform, services and offerings can be a complex and lengthy process. Inability to meet the unique needs of our clients may result in customer dissatisfaction and/or damage to our reputation, which could materially harm our business. Further, the proper use of our platform and offerings may require training of the client and the initial or ongoing services of our technical personnel over the contract term. If training and/ or ongoing services require more of our expenditures than we originally estimated, our margins will be lower than projected.

In addition, if our clients do not use our platform and products as intended, inadequate performance or outcomes may result. It is possible that our platform and offerings may also be intentionally misused or abused by clients or their employees or third parties who obtain access and use of our platform and offerings. As our clients rely on our platform, offerings and services to address important business goals and challenges, the incorrect or improper use or configuration of our platform and offerings, failure to properly train clients on how to efficiently and effectively use our platform and offerings, or failure to properly provide implementation or analytical or maintenance services to our clients may result in contract terminations or non-renewals, reduced client payments, negative publicity, or legal claims against us.

Further, if client personnel are not well-trained in the use of our platform and offerings, clients may defer the deployment of our platform and services, may deploy them in a more limited manner than originally anticipated, or may not deploy them at all. If there is substantial turnover of the company or customer personnel responsible for procurement and use of our platform and products, our platform and products may go unused or be adopted less broadly, and our ability to make additional sales may be substantially limited, which could negatively impact our business, results of operations, and growth prospects.

30. Our indebtedness and the restrictions imposed by our financing agreements in future could adversely affect our ability to conduct our business and operations.

As of September 30, 2021, we did not have any outstanding borrowings. However, we may in future incur indebtedness in connection with our operations. Our ability to meet our debt service obligations and repay our outstanding borrowings will depend primarily on the cash generated by our business. Our financing agreements may contain certain restrictive covenants that limit our ability to undertake certain types of transactions. These restrictive covenants inter-alia could require us to obtain either the prior permission of such banks or financial institutions or require us to inform them of various activities, including, among others, alteration of our capital structure or raising of additional debt. In the event that we breach a restrictive covenant, our lenders could deem us to be in default and seek early repayment of loans. An event of default would also affect our ability to raise new funds or renew maturing borrowings as needed to conduct our operations and pursue our growth initiatives.

31. In addition to our own data centres, we also rely on third-party data centres and cloud computing providers, and any interruption or delay in service from these facilities could impair the delivery of our platform and products and adversely impact our business and results of operations.

We currently serve our customers through our ten data centres and with third-party data centres and cloud computing providers located around the world. Some of these facilities may be located in areas prone to natural disasters and may experience events such as earthquakes, floods, fires, severe weather events, power loss, computer or telecommunication failures, service outages or losses, and similar events. They may also be subject to break-ins, sabotage, intentional acts of vandalism and similar misconduct or cybersecurity issues, human error, terrorism, improper operation, unauthorised entry and data loss. In the event of significant physical damage to one of these data centres, it may take a significant period of time to achieve full resumption of our services, and our disaster recovery planning may not account for all eventualities. We may also incur significant costs for using alternative equipment or taking other actions in preparation for, or in reaction to, events that damage the data centres that we use. Although we carry business interruption insurance, it may not be sufficient to compensate us for the potentially significant losses, including the potential harm to the future growth of our business that may result from interruptions in our platform, products or services.

As we grow and continue to add new third-party data centres and cloud computing providers and expand operations through our own and third-party data centres and cloud computing providers, we may move or transfer our data and our clients' data. Despite precautions taken during this process, any unsuccessful data transfers may impair the delivery of our platform and products. Any damage to, or failure of, our systems, or those of our third-party data centres or cloud computing providers, could result in interruptions on our products platform or damage to, or loss or compromise of, our data and our customers' data. Any impairment of our or our customers' data or interruptions in the functioning of our platform and products, whether due to damage to, or failure of, third-party data centres and cloud computing providers or unsuccessful data transfers, may reduce our revenue, result in significant fines, cause us to issue credits or pay penalties, subject us to claims for indemnification and other claims, litigation or disputes, result in regulatory investigations or other inquiries, cause our customers to terminate their contracts and adversely affect our reputation, renewal rates and our ability to attract new customers. Our business will also be harmed if our existing and potential customers believe our platform and products are unreliable or not secure.

32. We may not be able to sustain our growth or manage such growth effectively or execute our business plan in the future in an effective timely manner or at all, which may adversely affect our business, financial position and results of operations.

We have experienced rapid and significant growth in our operations and revenue in recent years. We were incorporated in 2004 and as of September 30, 2021, we have operations in over 16 locations across four continents. Our revenue from operations increased at a CAGR of 29.03% from ₹ 8,446.68 million in Fiscal 2019 to ₹ 14,061.75 million in Fiscal 2021 and was ₹ 8,131.92 million in the six months ended September 30, 2021. The growth in our revenues was in large part due to strategic acquisitions in the recent past. In addition, we are expanding our international operations, and we have recently established operations in five new countries since April 1, 2018. While these growth rates are not indicative of our future growth, we expect this growth to place significant demands on our management, administrative and operational infrastructure. Our profit for the year/ period has increased from ₹ 555.07 million in Fiscal 2019 to ₹ 1,327.50 million in Fiscal 2021 and was ₹ 763.94 million in the six months ended September 30, 2021.

Our success will depend on our ability to manage our growth effectively and will require us to continuously evolve and improve our operational, financial, management, and internal controls, and our reporting systems and procedures.

In particular, continued expansion increases the challenges involved in:

- recruiting, training and retaining sufficient skilled technical, sales and management personnel;
- adhering to high quality and process execution standards;

- maintaining high levels of client satisfaction;
- preserving our culture, values and entrepreneurial environment; and
- developing and improving our internal administrative infrastructure, particularly our financial, operational, communications and other internal systems.

Any inability to manage our growth in a timely manner or at all may have an adverse effect on our business, financial condition and results of operations and could result in decline of the price of our Equity Shares.

33. *Our Company, in the past, has delayed in complying with reporting guidelines under the provisions of the Foreign Exchange Management (Transfer or Issue of any Foreign Security) Regulations, 2004 and we may be subject to regulatory action by RBI.*

Our Company, in the past, has faced instances of delay in complying with the reporting requirement at the time of making an investment into our overseas subsidiaries, namely, Form ODI and annual performance report with RBI under the provisions of the Foreign Exchange Management (Transfer or Issue of any Foreign Security) Regulations, 2004, as amended ("FEMA 120"), in relation to an investment made in September, 2014 into our Subsidiary, Routesms Solutions Nigeria Limited and in August, 2013 into our Subsidiary, Routesms Solutions FZE. In accordance with FEMA 120, we were required to submit Form ODI with the RBI at the time of making an investment into our overseas subsidiaries and subsequently every year annual performance report on or before December 31. However, our Company did not submit Form ODI with RBI at the time of making abovementioned investment in the respective Subsidiaries and to ensure compliance with such conditions, our Company had submitted applications dated January 16, 2018 to the authorised dealer bank for onward filing with RBI in relation to an investment made in September, 2014 into our Subsidiary, Routesms Solutions Nigeria Limited and subsequently, RBI vide its letter dated September 14, 2018 ratified the transaction. In respect to our investment into our Subsidiary, Routesms Solutions FZE in August 2013, our Company has submitted applications dated January 16, 2018 and December 10, 2018 to the authorised dealer bank for onward filing with RBI and the RBI took it on the record on May 16, 2019.

Further, there have been delays in the past by the Company for payment of foreign currency payables which became outstanding beyond the timelines stipulated in accordance with the Master Direction No. 17/2016-17, read with RBI circular RBI/2019-20/242 No.33 dated May 22, 2020 under FEMA, which have been paid in full by us. While no penalties have been imposed on our Company and Subsidiaries in these regard, we cannot guarantee you that RBI or other regulatory authorities will not impose any penalty or take penal action in future. In the event that any adverse actions are taken against us, our results of operations and profitability could be adversely affected.

34. *We have substantial capital expenditure and working capital requirements and may require additional financing to meet those requirements, which could have an adverse effect on our results of operations and financial condition.*

In Fiscal 2019, 2020 and 2021, and in the six months ended September 30, 2021, our capital expenditure was ₹ 105.43 million, ₹ 72.38 million, ₹ 76.63 million, and ₹ 94.52 million, respectively. The actual amount and timing of our future capital requirements may differ from estimates as a result of, among other factors, unforeseen delays or cost overruns, unanticipated expenses, regulatory changes, economic conditions, technological upgradation and additional market developments. Our sources of additional financing, where required to meet our capital expenditure plans, may include the incurrence of debt or the issue of equity or debt securities or a combination of both. If we decide to raise additional funds through the incurrence of debt, our interest and debt repayment obligations will increase, and could have a significant effect on our profitability and cash flows and we may be subject to additional covenants, which could limit our ability to access cash flows from operations. Any issuance of equity, on the other hand, would result in a dilution of your shareholding. In many cases, a significant amount of our working capital is required to finance the purchase of materials and the performance of designing, manufacturing and other work before payment is received from customers. Our working capital requirements may increase if the payment terms in our agreements include reduced advance payments or longer payment cycles. These factors may result, or have resulted, in increases in the amount of our receivables and short-term borrowings. Continued increases in our working capital requirements may have an adverse effect on our financial condition and results of operations.

35. Failure to meet the level of performance in accordance with our contracts with clients could adversely affect our business, financial condition and results of operations.

We use complex software and hardware systems for providing our services and solutions to our clients. Such software and hardware systems may suffer operational errors or performance problems. We have entered into contracts with some of our clients which contain provisions requiring us to maintain the services at or above certain minimum performance standards such as maximum A2P messages delivery times. Under these contracts, if we fail to meet the specified standards, we may be subject to liquidated damages or penalties, and in certain cases, termination of the contracts by our clients. We have in the past been subject to penalty claims by our clients. For instance, we have received penalties from two key bank clients in the last three Fiscals. We cannot assure you that in case any claims for damages are made by our clients, the limitations on liability we provide for in our service contracts will be enforceable, or that they will otherwise be sufficient to protect us from liability for damages.

36. Any inefficiencies in or failure of our billing and management information systems may adversely affect our business, financial condition and results of operations.

Maintaining billing and client management information systems are critical to protect our ability to increase revenue streams, avoid revenue loss and bill our client accurately and in a timely manner. We expect new technologies and applications to create increasing demands on our billing and client management systems. Problems such as reconciliation of payments, revenue recognition and delayed payments will occur in the complexities involved in the process of billing and tracking payments by our clients. We are therefore required to expand and adapt our billing and credit control systems as we introduce new services and as our business expands. While we have not faced any material issues in the past, however, if adequate billing, credit control and client relation systems are unavailable or if upgrades or new systems are delayed or not introduced or integrated in a timely manner or at all, it could adversely affect our reputation, business, financial condition and results of operations.

37. Failure to offer client support in a timely and effective manner may adversely affect our relationships with our clients.

From time to time, our clients require our support teams to assist them in using our services effectively, help them in resolving post-deployment issues quickly and in providing ongoing support. If we do not devote sufficient resources or are otherwise unsuccessful in assisting our clients effectively in a timely manner or at all, it could adversely affect our ability to retain existing clients and could prevent prospective clients from adopting our services. We may be unable to respond quickly enough to accommodate short-term increases in demand for client support. We also may be unable to modify the nature, scope and delivery of our client support to compete with changes in the support services provided by our competitors. Increased demand for client support, without corresponding revenue, could increase costs and adversely affect our reputation, business, results of operations and financial condition.

Our sales are highly dependent on our business reputation and on positive recommendations from our clients. While we have not faced any material issues in the past, however, any failure to maintain high-quality client support, or a market perception that we do not maintain high-quality client support, could adversely affect our reputation, business, results of operations and financial condition.

38. Our technology offerings and services could infringe upon the intellectual property rights of others or we might lose our ability to utilize the intellectual property of others.

We cannot assure you that our brand, technology offerings, and services do not infringe on the intellectual property rights of third parties, and these third parties could claim that we or our clients are infringing upon their intellectual property rights. These claims could harm our reputation, cause us to incur substantial costs or prevent us from offering some services or solutions in the future or require us to rebrand. Any related proceedings could require us to expend significant resources over an extended period of time. As part of our contracts, we agree to indemnify our clients for expenses and liabilities resulting from claimed infringements of the intellectual property rights of third parties. Any claims or litigation in this area, regardless of merit, could be time-consuming and costly, damage our reputation, and/or require us to incur additional costs to obtain the right to continue to offer a service or solution to our clients. If we cannot secure this right at all or on reasonable terms, or, alternatively, substitute a non-infringing technology, our business, results of operations, or financial condition could be adversely affected. Similarly, if we are unsuccessful in defending a trademark claim, we could be forced to re-brand, which could adversely impact our business, results of operations, or financial condition.

39. If the market for enterprise cloud communication platform services does not develop according to our expectations or declines, our business, results of operations and financial condition may be adversely affected.

The market for enterprise cloud communication services and solutions is not as mature as the market for legacy communication solutions and these services may not achieve or sustain high levels of demand and market acceptance. Our success will, to a substantial extent, depend on the desire of enterprises to communicate with client, employees and connected things globally via cloud communications instead of through legacy communications solutions and on the continued realization and development of new use cases by enterprise client. If enterprises do not perceive or realize the benefits of enterprise cloud communications services and solutions, the market for these services may not continue to develop, may decline or may not develop in the way we expect, which could have an adverse effect on our business, financial condition and results of operations.

40. Our growth and revenue are subject to volatility and seasonality.

Our revenue is subject to volatility across quarters, primarily as a result of fluctuations in traffic volumes and usage of our cloud communication platform services by our enterprise clients. Most of our agreements with our enterprise clients require our enterprise clients to pay for services and solutions on a per A2P message and on a per voice pulse basis, and we generate revenue based on each transaction or communication processed through our cloud communication platform services. These agreements generally do not provide for fixed or minimum recurring payments or traffic volumes. As a result, our results are highly dependent upon the continued purchase of services and usage of our cloud communication platform services by our enterprise clients.

If our clients decide for any reason not to continue to pay for our services at current levels or at current prices, if we are unable to upsell or encourage our clients to expand their use of our services or solutions, if there is a period of reduced, limited or restricted usage of our services and solutions by our clients, our growth may be adversely affected and there could be significant revenue volatility for that respective reporting period and there is a risk that we will not receive any fixed or minimum recurring payments, which could have a significant and immediate material adverse effect on our business, financial position and results of operations.

Since our business is dependent on our enterprise clients globally and the operations of such clients may be seasonal in nature. The seasonal nature of the business of our clients may adversely affect our result of operations and financial condition.

41. Our application for the registration of "RouteSMS" trademark, logo and other trademarks are pending and the use of this or similar trade names by third parties may result in loss of business to such third parties, and any potential negative publicity relating to such third parties may adversely affect our reputation, the goodwill of our brand and business prospects.

We believe that our success depends, in part, on our brand image. We believe that our trademarks and other proprietary rights have significant value and are important to identifying and differentiating our business from those of our competitors and creating and sustaining demand for our services. As of the date of this Placement Document, our Company had made 63 applications for registration of various trademarks, including, 'Route Mobile' and 'Route' of which we have received registration for 48 trademarks. Certain of our applications including our applications for 'RouteSMS' and 'SendClean' have been objected. While we have complied with the objections for the 'SendClean' marks, however, we cannot guarantee that any of our pending trademark applications will be approved by the applicable governmental authorities or that it will not be abandoned or objected by such authorities or by any third parties. Even if the applications are approved, third parties may seek to oppose or otherwise challenge these registrations.

Further, if we are not successful in registering our trademark we will not be entitled to the statutory protections. The trademark may be registered in the name of another entity, thereby preventing us from using the trademark and the logo. In the absence of a registered trademark, the redress available to us may be limited to relief for passing off of our marks by others which could negatively affect our brand image, goodwill and business. Litigation in relation to our intellectual property could be expensive and time consuming and could divert management resources.

We might be required to spend significant resources to defend, monitor, and protect our intellectual property rights, such as by initiating claims or litigation against third parties for infringement of our proprietary rights or to establish the validity of our proprietary rights. However, we may not prevail in any lawsuits that we initiate, and the damages or other remedies awarded, if any, may not be adequate to compensate us for the harm suffered.

Additionally, we may provoke third parties to assert counterclaims against us. Any litigation, whether or not it is resolved in our favour, could result in significant expense to us and divert the efforts of our technical and management personnel, which may adversely affect our business operations or financial results. For any of these reasons, despite our efforts, we may be unable to prevent third parties from infringing upon or misappropriating our intellectual property. If we fail to protect our intellectual property rights adequately, our competitors might gain access to our technology or use of our brand, and our business might be adversely affected.

42. Our statutory auditors have highlighted certain matters of emphasis to their audit and review reports relating to our audited financial statements and limited reviewed financial statements and results, which may affect our future financial results.

Under Indian Auditing Standards, statutory auditors may include an emphasis of matter in their audit opinion under certain circumstances, including when a company's financial records have not been maintained in accordance with Ind AS. Our statutory auditors have included certain emphasis of matters in the Audited Consolidated Financial Statements and the Statement of Unaudited Financial Results. Our statutory auditors have provided the basis for their opinion, primarily relating to procedural delays in filing of forms with the authorised dealer in relation to delays in payment and receipt of foreign currency receivables and payables for which an application for regularisation has been made. For further information, see *"**Management's Discussion on Financial Condition and Results of Operations – Auditors Observations**"* on page 109. There can be no assurance that our statutory auditors will not include such matters of emphasis or other similar comments in the audit reports to our audited financial statements in the future, or that such modification will not affect our financial results in future fiscal periods.

There can be no assurance that our statutory auditors will not include such matters of emphasis or other similar comments in the audit reports to our audited financial statements in the future, or that such modification will not affect our financial results in future fiscal periods. Investors should consider these matters of emphasis and related remarks in evaluating our financial condition and results of operations. Any such modification in the auditors' report on our financial statements in the future may also adversely affect the trading price of the Equity Shares.

43. Our contingent liabilities which have not been provided for in our financial statements, if materialize, may impact our financial condition.

The following table sets forth certain information relating to our contingent liabilities as of September 30, 2021:

(₹ million)

Particulars	**Amount**
Direct Tax*	203.64
Indirect Tax (including interest liability on GST liability that may arise under Reverse Charge Mechanism)*	1,085.11
Total	**1,289.05**

**Does not include amounts towards certain additional penalty and interest (other than interest on GST liability indicated in table above) that may devolve on us in the event of an adverse outcome as the same is subjective and not capable of being presently quantified.*

Any or all of these contingent liabilities may become actual liabilities. In the event that any of our contingent liabilities materialize, our business, financial conditions and results of operations may be adversely affected. Furthermore, there can be no assurance that we will not incur similar or increased levels of contingent liabilities in the current financial year or in the future.

44. If we are unable to implement our marketing strategy in a cost-effective timely manner or at all, then our business, results of operations and financial condition would be adversely affected.

In order to grow our business, we must continue to attract new clients in a cost-effective manner. We use a variety of marketing channels to promote our services and platform, including conducting regional client events, email campaigns, billboard advertising and public relations initiatives. If the costs of the marketing channels we use increase dramatically, then we may choose to use alternative and less expensive channels, which may not be as effective as the channels we currently use. As we add to or change the mix of our marketing strategies, we may need to expand into more expensive channels than those we are currently in, which could adversely affect our business, results of operations and financial condition. We will incur marketing expenses before we are able to recognize any revenue that the marketing initiatives may generate, and these expenses may not result in increased revenue or brand awareness. If we are unable to maintain effective marketing programs, then our ability to attract new clients could be adversely affected, our advertising and marketing expenses could increase substantially and our results of operations may be adversely affected.

45. Indemnity provisions in our various business agreements potentially expose us to substantial liability for intellectual property infringement and other losses.

Our agreements with our clients and other third-parties including MNOs typically include indemnification or other provisions under which we agree to indemnify or otherwise be liable to them for losses suffered or incurred as a result of claims of intellectual property infringement, damages caused by us, fraud or miscount by our employees or other liabilities relating to or arising from the use of our services or platform or content or other services provided by us or other acts or omissions. Further, in some of the agreement, the term of these contractual provisions often survives termination or expiration of the applicable agreement. Further, certain of our agreements with MNOs provide for a limit to the extent of their liability in case of any loss or damage in relation to the agreement, potentially further increasing our liability to third parties. Large indemnity payments or damage claims from contractual breach could harm our business, results of operations and financial condition. We may still incur substantial liability related to them. Any dispute with a client with respect to such obligations could have adverse effects on our relationship with that client and other current and prospective clients, reduce demand for our services and adversely affect our business, results of operations and financial condition.

46. Our inability to obtain, renew or maintain our statutory and regulatory permits and approvals required to operate our business may have a material adverse effect on our business, financial condition and results of operations.

We will be required to renew permits and approvals in relation to our existing operations and obtain new permits and approvals for any proposed operations as may be required under the applicable laws of the sector or region that we are operating in. There can be no assurance that relevant authorities will renew or issue any of such permits or approvals in the timeframe anticipated by us or at all. Our failure to renew, maintain or obtain the required permits or approvals may result in the interruption of our operations and may have a material adverse effect on our business, financial condition and results of operations.

Compliance with many of the regulations applicable to our operations may involve incurring significant costs and otherwise may impose restrictions on our operations. We cannot assure you that we will not be subject to any adverse regulatory action in the future. If the interpretation of the regulators and authorities varies from our interpretation, we may be subject to penalties and the business of our Company could be adversely affected. If we fail to obtain or retain any of these approvals or licenses, or renewals thereof, in a timely manner, or at all, our business may be adversely affected. If we fail to comply, or a regulator claims we have not complied, with any of the terms and conditions stipulated under any of our licenses or permits, one or several of our licenses and certificates may be suspended or cancelled and we shall not be able to carry on the activities permitted thereunder.

47. Our insurance coverage may not be adequate to cover all losses or liabilities that we may incur in our business and operations.

Our operations are subject to various risks inherent in cloud communication industry as well as fire, theft, earthquake, flood, acts of terrorism and other events beyond our control. We maintain insurance policies customary for our industry to cover certain risks, including fire and allied perils material damage, and product liability. We also maintain a group mediclaim policy to cover our employees and their immediate family members. We also maintain directors' and officers' liability insurance and a public offering of securities insurance policy. In addition, we maintain insurance for vehicles owned by us. Our Company's insurance cover as of September 30, 2021 is ₹ 477.61 million in respect of net block of property, plant and equipment which stood at ₹ 206.21 million as of September 30, 2021. Consequently, our Company's insurance cover as a percentage of its net block of property, plant and equipment as of September 30, 2021 was approximately 231.61%. For further information, see "***Business – Insurance***" on page 152.

Notwithstanding the insurance coverage that we carry, the occurrence of an event that causes losses in excess of the limits specified in our policies, or losses arising from events not covered by insurance policies, could harm our financial condition, business and future results of operations. However, in some cases, we may not have obtained the required insurance coverage or such insurance policies may have lapsed. For instance, we currently do not maintain any insurance against cyber-crime, corporate general liability or key-man insurance. In addition, our insurance policies may not continue to be available on reasonable terms, at economically acceptable premiums, or at all. There can be no assurance that any claims filed will be honoured fully or timely under our insurance policies. Also, our financial condition may be affected to the extent we suffer any loss or damage that is not covered by insurance or which exceeds our insurance coverage.

48. Certain premises, including our Registered Office are not owned by us and we have only leasehold or leave and license rights over them. Further, the lease of our Registered Office has expired and we are in the process of seeking renewal. In the event we are unable to renew such lease or lose such rights, our business, financial condition and results of operations and cash flows could be adversely affected.

Certain premises used by our Company have been obtained on a lease basis, including our Registered Office. The lease agreement of the registered and corporate office situated at 4th Dimension, 3rd Floor, Mind Space, Malad (West), Mumbai – 400 064, Maharashtra, India has expired. While our Company had entered into term sheet pursuant to which the binding lease agreement was supposed to be executed by April 23, 2021, our Company is still in the process of finalising the lease agreement. There can be no assurance that we will be able to renew the lease on commercially acceptable terms, or at all. We cannot assure you that we will be able to effectively re-locate our offices and that any relocation will not have an adverse impact on our business operations. In the event that any lease agreement is not renewed, we will be required to expend time and financial resources to locate suitable land or building to set up our operations. Also, we may be unable to relocate to an appropriate location in a timely manner, or at all, and we cannot assure you that a relocated office will be as commercially viable.

If a lease agreement is terminated, prior to its tenure or if it is not renewed, or if we are required to cease business operations at a property, for any reason whatsoever, our business, financial condition and results of operations may be adversely affected. Further, if the vacated property is leased or sold to a competitor, we may also face increased competition in that geographic area, which could adversely affect our market share. For further information on our properties, see "***Business – Properties***" on page 153.

49. We have entered into, and will continue to enter into, related party transactions. There is no assurance that our future related party transactions would be on terms favourable to us when compared to similar transactions with unrelated or third parties.

We have entered into and may, in the course of our business, continue to enter into transactions with related parties including our Promoters and Subsidiaries in the future. Primarily these transactions include purchase of messaging services, travelling and conveyance, business promotion expenses, expenses reimbursed by and to other companies, rental income, advances to Promoters and remuneration to Directors and Key Managerial Personnel's. For further information on our related party transactions, see *"**Related Party Transactions**"* on page 45. While we believe that all such transactions have been conducted on an arm length's basis and in the ordinary course of business, there can be no assurance that we could not have achieved more favourable commercial terms with other parties. Further, it is likely that we may enter into related party transactions in the future and such transactions may potentially involve conflicts of interest which may be detrimental to our Company. Although in terms of the Companies Act, 2013, we are required to adhere to various compliance requirements such as obtaining prior approvals from our Audit Committee, Board and Shareholders for certain related party transactions. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operations.

50. Certain of our Subsidiaries may have conflicts of interest as they are engaged in similar business and may compete with us.

Certain of our Subsidiaries are authorized to engage in businesses similar to our business operations. As a result, there may be conflicts of interest in allocating business opportunities between us and other Subsidiaries. There may also be conflicts of interest between our Subsidiaries and us in pursuing new contracts for cloud communication platform services. We have not entered into any non-compete agreements with our Subsidiaries. There can be no assurance that our Subsidiaries will not compete with our existing business or any future business that we may undertake or that we will be able to suitably resolve such a conflict without an adverse effect on our business. Any such present and future conflicts could have a material adverse effect on our business and financial performance.

51. Our ability to pay dividends in the future will depend upon our future results of operations, financial condition, cash flows and working capital and capital expenditure requirements.

Any dividends to be declared and paid in the future are required to be recommended by our Board and approved by our shareholders, at their discretion, subject to our Dividend Policy, the provisions of the Articles of Association and applicable law, including the Companies Act. Our ability to pay dividends in the future will depend upon our future results of operations, financial condition, cash flows, sufficient profitability, working capital requirements and capital expenditure requirements. We cannot assure you that we will generate sufficient revenues to cover our operating expenses and, as such, pay dividends to our shareholders in future consistent with our past practices, or at all. For information relating to dividend declared by us in the past, see *"**Dividends**"* on page 85.

52. We face significant competition for highly skilled professionals, and our success depends in large part upon our ability to attract and retain these personnel. Any inability on our part to attract and retain our key managerial personnel and/or talented professionals may adversely affect our business and results of operations.

Our ability to execute projects and to obtain new clients depends largely on our ability to attract, train, motivate and retain highly skilled software professionals. The attrition rates in the industry in which we operate have been high due to a highly competitive skilled labor market. In Fiscals 2019, 2020 and 2021, and in the six months ended September 30, 2021, our Company's attrition rates were 42.05%, 19.62%, 10.66% and 19.05% respectively. We invest significant time and money in training the professionals that we hire to perform the services we provide. These professionals are often targeted by the lateral recruitment efforts of our competitors, and in some cases by our clients. We believe that there is also a significant competition in our industry among employers to attract software professionals with the skills necessary to perform the services we offer. In addition, we may have difficulty in redeploying and retraining our software professionals to keep pace with continuing changes in technology, evolving standards and changing client preferences. If we cannot hire and retain additional qualified personnel, our ability to bid on and obtain new projects may be impaired and our revenues could decline. In addition, we may not be able to expand our business effectively thereby affecting our revenues and profitability. For further information on our Key Managerial Personnel, see "***Board of Directors and Senior Management***" on page 160.

53. Industry information included in this Placement Document has been derived from industry reports. There can be no assurance that such third party statistical, financial and other industry data in this Placement Document may be complete or reliable.

We have not independently verified data obtained from industry publications and other third-party sources, including the Juniper Report, referred to in this Placement Document. These reports are subject to various limitations and based upon certain assumptions that are subjective in nature. We have not independently verified data from these industry reports. Although we believe that the data may be considered to be reliable, the accuracy, completeness and underlying assumptions are not guaranteed and dependability cannot be assured. While we have taken reasonable care in the reproduction of the information, we make no representation or warranty, express or implied, as to the accuracy or completeness of such facts and statistics. Due to possibly flawed or ineffective collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced for other economies and should not be unduly relied upon. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy as may be the case elsewhere. Statements from third parties that involve estimates are subject to change, and actual amounts may differ materially from those included in this Placement Document.

Further, this Placement Document contains certain statistical information relating to the cloud communication industry that is sourced from third parties. This information includes general market and industry data that is derived from both public and private sources, including market and industry data that is derived from both public and private sources, including market research, publicly available information and industry publications. Such data may also be produced on different bases from those used in other industry publications. Therefore, discussions of matters relating to India, its economy and the industries in which we currently operate in this Placement Document are subject to the caveat that the statistical and other data upon which such discussions are based may be incomplete or unreliable. Investors should exercise caution when relying upon such third-party information.

54. We have capital commitments to our Subsidiaries and any failure in performance, financial or otherwise, of our Subsidiaries in which we have made investment could have a material adverse effect on our business, prospects, financial condition and results of operations of our Company.

Our Company has made and continues to incur capital investments and other commitments either at the company level or directly in its Subsidiaries for augmenting their respective businesses. These investments and commitments may include capital contributions to enhance the financial condition or liquidity position of our Subsidiaries. Our Company has made acquisitions and may make further capital investments in the future, which may be financed through additional debt, including through debt of our Subsidiaries. If the business and operations of these Subsidiaries deteriorate, our Company's investments may be required to be written down or written off.

Additionally, certain advances may not be repaid or may need to be restructured or receivables may not be collected or our Company may be required to outlay further capital under its commitments to support such companies. For further information on our investments, outstanding advances to and receivables from our Subsidiaries refer to *"**Financial Information**"* on page 228.

The obligation of our Company towards Subsidiaries is restricted to providing funding requirements in enhancing the business of its subsidiaries and providing credit support for various loans availed by them. Any failure in performance, financial or otherwise, of our Subsidiaries in which we have made investment could have a material adverse effect on our business, prospects, financial condition and results of operations of our Company.

55. We or our counterparties may engage in certain transactions in or with countries or persons that are subject to U.S. and other sanctions.

U.S. law generally prohibits or restricts U.S. persons from directly or indirectly investing or otherwise doing business in or with certain countries or territories and with certain persons or businesses that have been specially designated by the OFAC or other U.S. government agencies. Other governments and international or regional organizations also administer similar economic sanctions.

We have undertaken certain transactions with entities doing business with, or located in, countries to which certain OFAC-administered and other sanctions apply. Although we believe that we have compliance systems in place that are sufficient to block prohibited transactions, and we have not been notified that any penalties or other measures will be imposed on us, there can be no assurance that we will be able to fully monitor all of our transactions for any potential violation. We can provide no assurances that our future business will be free of risk under sanctions implemented by these jurisdictions or that we will conform our business to the expectations and requirements of the United States authorities or the authorities of any other government that do not have jurisdiction over our business but nevertheless assert the right to impose sanctions on an extraterritorial basis. Further, investors in the Equity Shares could incur reputational or other risks as a result of our or our counterparties' dealings in or with countries or with persons that are the subject of U.S. sanctions. In addition, because many sanctions programs are evolving, new requirements or restrictions could come into effect which might increase regulatory scrutiny of our business or result in one or more of our business activities being deemed to have violated sanctions, or being sanctionable.

56. Some of our Subsidiaries have incurred losses in the preceding three financial years, based on their last audited financial statements available.

Some of our Subsidiaries have incurred losses in the preceding three financial years, based on their audited financial statements available. For further information, see *"**Financial Information**"* on page 228. There can be no assurance that our Subsidiaries will not incur losses in the future.

57. We may be classified as a passive foreign investment company, which could result in adverse U.S. federal income tax consequences to U.S. investors of our Equity Shares.

We would be classified as a passive foreign investment company ("**PFIC**") for any taxable year if, after the application of certain look-through rules, either: (i) 75% or more of our gross income for such year is "passive income" (as defined in the relevant provisions of the Internal Revenue Code of 1986, as amended), or (ii) 50% or more of the value of our assets (determined on the basis of a quarterly average) during such year is attributable to assets that produce or are held for the production of passive income.

A separate determination must be made each year as to our Company's PFIC status. Moreover, the PFIC determination depends, among other things, our market capitalization, which could fluctuate significantly. Accordingly, it is possible that we may become a PFIC for the current taxable year or future years. There will likely be certain adverse consequences to U.S. investors under United States tax laws if we were to be a PFIC in the current or any future taxable year in which such U.S. investors hold Equity Shares. In addition, in the event we are treated as a PFIC, U.S. investors will be subject to certain U.S. Internal Revenue Service information reporting obligations. U.S. investors should consult their tax advisors on this matter.

External Risk Factors

58. There could be political, economic or other factors that are beyond our control but may have a material adverse impact on our business and results of operations should they materialise.

The following external risks may have a material adverse impact on our business and results of operations should any of them materialise:

- Political instability, a change in the Government or a change in the economic and deregulation policies could adversely affect economic conditions in India in general and our business in particular;

- A slowdown in economic growth in India could adversely affect our business and results of operations. The growth of our business and our performance is linked to the performance of the overall Indian economy. We are also impacted by consumer spending levels and businesses such as ours would be particularly affected should Indian consumers in our target segment have reduced access to disposable income;

- Civil unrest, acts of violence, terrorist attacks, regional conflicts or situations or war involving India or other countries could materially and adversely affect the financial markets which could impact our business. Such incidents could impact economic growth or create a perception that investment in Indian companies involves a higher degree in risk which could reduce the value of our Equity Shares;

- Any downgrading of India's sovereign rating by international credit rating agencies may negatively impact our business and access to capital. In such event, our ability to grow our business and operate profitably would be severely constrained;

- Instances of corruption in India have the potential to discourage investors and derail the growth prospects of the Indian economy. Corruption creates economic and regulatory uncertainty and could have an adverse effect on our business, profitability and results of operations; and

- The Indian economy has had sustained periods of high inflation. Should inflation continue to increase sharply, our profitability and results of operations may be adversely impacted. High rates of inflation in India could increase our employee costs, decrease the disposable income available to our clients and decrease our operating margins, which could have an adverse effect on our profitability and results of operations.

- A significant change in India's economic liberalization and deregulation policies, in particular, those relating to the businesses in which we operate, could disrupt business and economic conditions in India generally.

- Further, other factors which may adversely affect the Indian economy are scarcity of credit or other financing in India, resulting in an adverse impact on economic conditions in India and scarcity of financing of our developments and expansions; volatility in, and actual or perceived trends in trading activity on, India's principal stock exchanges; changes in India's tax, trade, fiscal or monetary policies, like political instability, terrorism or military conflict in India or in countries in the region or globally, including in India's various neighbouring countries; occurrence of natural or man-made disasters; infectious disease outbreaks or other serious public health concerns, like the current pandemic of COVID-19; prevailing regional or global economic conditions, including in India's principal export markets; and other significant regulatory or economic developments in or affecting India.

59. Recent global economic conditions have been challenging and continue to affect the Indian market, which may adversely affect our business, financial condition, results of operations and prospects.

We are incorporated in, and majority of our operations are located in, India. As a result, we are highly dependent on prevailing economic conditions in India and our results of operations are significantly affected by factors influencing the Indian economy. The Indian economy and its securities markets are influenced by economic developments and volatility in securities markets in other countries. Investors' reactions to developments in one country may have adverse effects on the market price of securities of companies located in other countries, including India. Negative economic developments, such as rising fiscal or trade deficits, or a default on national debt, in other emerging market countries may also affect investor confidence and cause increased volatility in Indian securities markets and indirectly affect the Indian economy in general. In particular, due to the COVID-

2019 pandemic, the global economy including the Indian economy may experience an extreme slowdown in economic activity and recessionary conditions may be prevalent globally in the near to medium term. Any worldwide financial instability could also have a negative impact on the Indian economy, including the movement of exchange rates and interest rates in India and could then adversely affect our business, financial performance and the price of the Equity Shares.

Any other global economic developments or the perception that any of them could occur may continue to have an adverse effect on global economic conditions and the stability of global financial markets, and may significantly reduce global market liquidity and restrict the ability of key market participants to operate in certain financial markets. Any of these factors could depress economic activity and restrict our access to capital, which could have an adverse effect on our business, financial condition and results of operations and reduce the price of the Equity Shares. Any financial disruption could have an adverse effect on our business, future financial performance, shareholders' equity and the price of the Equity Shares.

60. A prolonged slowdown in economic growth in India or financial instability in other countries could cause our business to suffer.

The current slowdown in the Indian economy could adversely affect our business and our lenders and contractual counterparties, especially if such a slowdown were to be prolonged. Notwithstanding the RBI's policy initiatives, the course of market interest rates continues to be uncertain due to the high inflation, the increase in the fiscal deficit and the Government's borrowing program. Any increase in inflation in the future, because of increases in prices of commodities such as crude oil or otherwise, may result in a tightening of monetary policy. The uncertainty regarding liquidity and interest rates and any increase in interest rates or reduction in liquidity could adversely impact our business. In addition, the Indian market and the Indian economy are influenced by economic and market conditions in other countries, particularly those of emerging market countries in Asia. Following the United Kingdom's exit from the European Union ("**Brexit**"), there remains significant uncertainty around the terms of their future relationship with the European Union and, more generally, as to the impact of Brexit on the general economic conditions in the United Kingdom and the European Union and any consequential impact on global financial markets. For example, Brexit could give rise to increased volatility in foreign exchange rate movements and the value of equity and debt investments. These and other related events have had a significant impact on the global credit and financial markets as a whole, including reduced liquidity, greater volatility, widening of credit spreads and a lack of price transparency in the United States, Europe and global credit and financial markets. In response to such developments, legislators and financial regulators in the United States, Europe and other jurisdictions, including India, have implemented several policy measures designed to add stability to the financial markets. In addition, any announcement by the United State Federal Reserve to increase interest rates may lead to an increase in the borrowing costs in the United States and may impact borrowing globally as well. Further, in several parts of the world, there are signs of increasing retreat from globalization of goods, services and people, as pressures for protectionism are building up and such developments could have the potential to affect exports from India.

Investors' reactions to developments in one country may have adverse effects on the economies of other countries including the Indian economy. A loss of investor confidence in the financial systems of other emerging markets may cause increased volatility in the Indian financial markets and, indirectly, in the Indian economy in general. Any worldwide financial instability could influence the Indian economy and could have a material adverse effect on our business, cash flows, financial condition and results of operations.

61. Adverse geopolitical conditions such as increased tensions between India and China, could adversely affect our business, results of operations and financial condition.

Adverse geopolitical conditions such as increased tensions between India and China resulting in any military conflict in the region could adversely affect our business and operations. Such events may lead to countries imposing restrictions on the import or export of products or services, among others, and could affect our ability to procure and offer products and services from and to vendors operating in China. The occurrence of any event that may alter trade relations between the two countries may therefore significantly impact our business and financial condition. We could also be affected by the introduction of import tariffs in India, or in the countries to which we export our products, or changes in trade agreements between countries.

62. *Significant differences exist between Ind AS and other accounting principles, such as IFRS and U.S. GAAP, which may be material to investors' assessment of our financial condition.*

Ind AS differs from other accounting principles with which prospective investors may be familiar, such as IFRS and U.S. GAAP. We have not attempted to quantify the impact of U.S. GAAP or IFRS on the financial data included in this Placement Document, nor do we provide a reconciliation of our financial statements to those of U.S. GAAP or IFRS. U.S. GAAP and IFRS differ in significant respects from Ind AS. Accordingly, the degree to which the Ind AS financial statements, which are included in this Placement Document will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Placement Document should accordingly be limited.

63. *A third party could be prevented from acquiring control of us because of the anti-takeover provisions under Indian law.*

There are provisions in Indian law that may delay, deter or prevent a future takeover or change in control of our Company. Under the takeover regulations, an acquirer has been defined as any person who, directly or indirectly, acquires or agrees to acquire shares or voting rights or control over a company, whether individually or acting in concert with others. Although these provisions have been formulated to ensure that interests of investors/shareholders are protected, these provisions may also discourage a third party from attempting to take control of our Company. Consequently, even if a potential takeover of our Company would result in the purchase of the Equity Shares at a premium to their market price or would otherwise be beneficial to our Shareholders, such a takeover may not be attempted or consummated because of the takeover regulations.

64. *Inflation in India could have an adverse effect on our profitability and if significant, on our financial condition.*

Continued high rates of inflation may increase our expenses related to salaries or wages payable to our employees or any other expenses. There can be no assurance that we will be able to pass on any additional expenses to our payers or that our revenue will increase proportionately corresponding to such inflation. Accordingly, high rates of inflation in India could have an adverse effect on our profitability and, if significant, on our financial condition.

65. *The occurrence of natural or man-made disasters could adversely affect our results of operations, cash flows and financial condition. Hostilities, terrorist attacks, civil unrest and other acts of violence could adversely affect the financial markets and our business.*

The occurrence of natural disasters, including cyclones, storms, floods, earthquakes, tsunamis, tornadoes, fires, explosions, pandemic disease with the most recent example being the global outbreak of COVID-19, and man-made disasters, including acts of terrorism and military actions, could adversely affect our results of operations, cash flows or financial condition. Terrorist attacks and other acts of violence or war may adversely affect the Indian securities markets. In addition, any deterioration in international relations, especially between India and its neighbouring countries, may result in investor concern regarding regional stability which could adversely affect the price of the Equity Shares. In addition, India has witnessed local civil disturbances in recent years and it is possible that future civil unrest as well as other adverse social, economic or political events in India could have an adverse effect on our business. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the market price of the Equity Shares.

66. *Rights of shareholders under Indian laws may differ from the laws of other jurisdictions.*

Our articles of association and Indian law govern our corporate affairs. Indian legal principles related to corporate procedures, directors' fiduciary duties and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights including in relation to class actions, under Indian law may not be as extensive as shareholders' rights under the laws of other countries or jurisdictions.

67. *Investors may have difficulty enforcing judgments against us or our management.*

Our Company is incorporated under the laws of India. All of our Directors are residents of India and a substantial portion of our assets and the assets of the Directors are located in India. As a result, investors may find it difficult to (i) effect service of process upon us or these directors and executive officers in jurisdictions outside of India, (ii) enforce court judgments obtained outside of India, (iii) enforce, in an Indian court, court judgments obtained outside of India, and (iv) obtain expeditious adjudication of an original action in an Indian court to enforce liabilities.

Recognition and enforcement of foreign judgments is provided for under Section 13 and Section 44A of the Civil Procedure Code, on a statutory basis. Section 13 of the Civil Procedure Code provides that a foreign judgment shall be conclusive regarding any matter directly adjudicated upon between the same parties or parties litigating under the same title, except: (i) where the judgment has not been pronounced by a court of competent jurisdiction; (ii) where the judgment has not been given on the merits of the case; (iii) where it appears on the face of the proceedings that the judgment is founded on an incorrect view of international law or a refusal to recognize the law of India in cases in which such law is applicable; (iv) where the proceedings in which the judgment was obtained were opposed to natural justice; (v) where the judgment has been obtained by fraud; or (vi) where the judgment sustains a claim founded on a breach of any law then in force in India. India is not a party to any international treaty in relation to the recognition or enforcement of foreign judgments. However, Section 44A of the Civil Procedure Code provides that a foreign judgment rendered by a superior court (within the meaning of that section) in any jurisdiction outside India which the Government has by notification declared to be a reciprocating territory, may be enforced in India by proceedings in execution as if the judgment had been rendered by a competent court in India. However, Section 44A of the Civil Procedure Code is applicable only to monetary decrees not being in the nature of any amounts payable in respect of taxes or other charges of a like nature or in respect of a fine or other penalties and does not include arbitration awards.

Among other jurisdictions, the United Kingdom of Great Britain and Northern Ireland, Republic of Singapore and Hong Kong have been declared by the Government to be reciprocating territories for the purposes of Section 44A of the Civil Procedure Code, but the USA has not been so declared. A judgment of a court in a jurisdiction which is not a reciprocating territory may be enforced only by a fresh suit upon the judgment and not by proceedings in execution. The suit must be brought in India within three years from the date of the foreign judgment in the same manner as any other suit filed to enforce a civil liability in India. It is unlikely that a court in India would award damages on the same basis as a foreign court if an action is brought in India. Furthermore, it is unlikely that an Indian court would enforce foreign judgments if it viewed the amount of damages awarded as excessive or inconsistent with public policy of India. Further, any judgment or award in a foreign currency would be converted into Rupees on the date of such judgment or award and not on the date of payment. A party seeking to enforce a foreign judgment in India is required to obtain approval from the RBI to repatriate outside India any amount recovered, and any such amount may be subject to income tax in accordance with applicable laws.

68. Changing laws, rules and regulations and legal uncertainties, including adverse application of corporate and tax laws, may adversely affect our business, results of operations, financial condition and prospects.

The regulatory and policy environment in which we operate is evolving and subject to change. The Government has traditionally exercised and continues to exercise a significant influence over many aspects of the Indian economy. Our business, and the market price and liquidity of our Equity Shares, may be affected by changes in exchange rates and controls, interest rates, government policies, taxation, social and ethnic instability and other political and economic developments in or affecting India. Such changes may also adversely affect our business, financial condition, results of operations and prospects, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy.

Unfavourable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals. For instance, a draft of the Personal Data Protection Bill, 2019 ("**Bill**") has been introduced before the Lok Sabha on December 11, 2019, which is currently being referred to a joint parliamentary committee by the Parliament. We may incur increased costs and other burdens relating to compliance with such new requirements.

The Government of India has implemented two major reforms in Indian tax laws, namely the goods and services tax ("**GST**") and provisions relating to General Anti-Avoidance Rules ("**GAAR**"). Given the recent implementation of these laws, there can be no assurances as to the manner in which this tax regime will be implemented, which could create uncertainty. Any of the above events may result in an adverse effect on our business, financial condition, results of operations and/or prospects. Tax authorities in India may also introduce additional or new regulations applicable to our business, which could adversely affect our business and profitability.

We have not determined the impact of these legislations on our business. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy in the jurisdictions in which we operate, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our business in the future.

69. Any downgrading of India's debt rating by a domestic or international rating agency could negatively impact our business and the price of our Equity Shares.

Any adverse revisions to India's credit ratings or of the countries where our Subsidiaries are present or ratings of financing partners/lenders or geographies of their operations, by domestic or international rating agencies may adversely impact our ability to raise additional financing, and the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on our financial results and business prospects, ability to obtain financing for capital expenditures and the price of our Equity Shares.

Risks in relation to Equity Shares

70. Investors will be subject to market risks until the Equity Shares credited to the investor's demat account are listed and permitted to trade. Further, the prospective investors will not be able to immediately sell their Equity Shares on the Stock Exchange, which could expose them to market risk.

Investors will be subject to market risks until the Equity Shares credited to the investor's demat account are listed and permitted to trade. Investors can start trading the Equity Shares Allotted to them only after they have been credited to an investor's demat account, are listed and permitted to be traded. Since our Equity Shares are currently traded on the Stock Exchanges, investors will be subject to market risk from the date they pay for the Equity Shares to the date when trading approval is granted for the same. Further, there can be no assurance that the Equity Shares allocated to an investor will be credited to the investor's demat account or that trading in the Equity Shares will commence in a timely manner.

71. Our Promoter and Promoter Group will retain majority control of our Company after the Issue, which will enable them to control the outcome of matters submitted to shareholders for approval.

As of September 30, 2021, our Promoter and Promoter Group beneficially owned 65.12% of our total paid-up share capital and post the Issue shall continue to hold majority shareholding of our Company. As a result, our Promoter and Promoter Group will continue to have the ability to control our business including matters relating to any sale of all or substantially all of our assets, the timing and distribution of dividends and the election, termination or appointment of our officers and directors. Further, pursuant to the approval of the Scheme the Promoter Group will be issued Equity Shares which may further dilute shareholding of the existing shareholders of the Company. This control could delay, defer or prevent a change in control of our Company, impede a merger, consolidation, takeover or other business combination involving our company, or discourage a potential acquirer from making a tender offer or otherwise attempting to obtain control of our Company. Furthermore, the interest of the Promoter and Promoter Group may conflict with the interests of other shareholders.

72. Any future issuance of the Equity Shares or sales of the Equity Shares by any of our significant shareholders may adversely affect the trading price of the Equity Shares.

A future issuance of Equity Shares by us, including employee stock option plans, may dilute your shareholding in our Company. Moreover, any significant disposal of Equity Shares by any of our significant shareholders, or the perception that such sales will occur, may affect the trading price of our Equity Shares. As a publicly traded company, there is no restriction on our shareholders to dispose of a part or the entirety of their shareholding in our Company, which could lead to a negative sentiment in the market regarding us that could in turn impact the value of the Equity Shares, and could impact our ability to raise capital through an offering of our securities. There can be no assurance that we will not issue further Equity Shares or that the shareholders will not dispose of, pledge, or otherwise encumber their Equity Shares. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of our Equity Shares. Further, we cannot assure you that the Company will not issue Equity Shares at a price lower than the Issue Price at a later date.

73. Our ability to raise foreign capital may be constrained by Indian law. The limitations on foreign debt may have an adverse impact on our business growth, financial condition and results of operations.

As an Indian company, we are subject to exchange control laws that regulate borrowing in foreign currencies. Such regulatory restrictions limit our financing sources and hence could constrain our ability to obtain financings on competitive terms and refinance future indebtedness. In addition, it cannot be assured to the prospective investor that the required approvals will be granted to us without onerous conditions, or at all. The limitations on foreign debt may have an adverse impact on our business growth, financial condition and results of operations.

74. Foreign investors are subject to foreign investment restrictions under Indian law that limit our Company's ability to attract foreign investors, which may adversely affect the market price of the Equity Shares.

Under the foreign exchange regulations currently in force in India, transfers of shares of our Company between non-residents and residents and issuances of shares to non-residents by our Company are freely permitted (subject to certain exceptions), subject to compliance with certain applicable pricing and reporting requirements. If such issuances or transfers of shares are not in compliance with such requirements or fall under any of the specified exceptions, then prior approval of the RBI will be required.

Additionally, the Government of India may impose foreign exchange restrictions in certain emergency situations, including situations where there are sudden fluctuations in interest rates or exchange rates, where the Government of India experiences extreme difficulty in stabilising the balance of payments, or where there are substantial disturbances in the financial and capital markets in India. These restrictions may require foreign investors to obtain the Government of India's approval before acquiring Indian securities or repatriating the interest or dividends from those securities or the proceeds from the sale of those securities. There can be no assurance that any approval required from the RBI or any other government agency can be obtained on any particular terms, or at all.

75. Investors may be subject to Indian taxes arising out of capital gains or stamp duty.

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares in an Indian company is generally taxable in India. A securities transaction tax ("**STT**") is levied on and collected by an Indian stock exchange on which equity shares are sold. Any gain realized on the sale of listed equity shares held for more than 12 months may be subject to long term capital gains tax in India at the specified rates depending on certain factors, such as STT is paid, the quantum of gains and any available treaty exemptions. Accordingly, you may be subject to payment of long-term capital gains tax in India, in addition to payment of STT, on the sale of any Equity Shares held for more than 12 months. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold.

Further, any gain realized on the sale of our Equity Shares held for a period of 12 months or less will be subject to short term capital gains tax in India. Capital gains arising from the sale of the Equity Shares will be exempt from taxation in India in cases where the exemption from taxation in India is provided under a treaty between India and the country of which the seller is a resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of Equity Shares.

Additionally, the Finance Act 2019 ("**Finance Act**"), stipulates the sale, transfer and issue of certain securities through exchanges, depositories or otherwise to be charged with stamp duty. The Finance Act has also clarified that, in the absence of a specific provision under an agreement, the liability to pay stamp duty in case of sale of certain securities through stock exchanges will be on the buyer, while in other cases of transfer for consideration through a depository, the onus will be on the transferor. The stamp duty for transfer of certain securities, other than debentures, on a delivery basis is currently specified under the Finance Act at 0.015% and on a non-delivery basis is specified at 0.003% of the consideration amount. These amendments have come into effect from July 1, 2020.

Additionally, the Finance Act does not require DDT to be payable in respect of dividends declared, distributed or paid by a domestic company after March 31, 2020, and accordingly, such dividends would not be exempt in the hands of the shareholders, both resident as well as non-resident. The Company may or may not grant the benefit of a tax treaty (where applicable) to a non-resident shareholder for the purposes of deducting tax at source pursuant to any corporate action including dividends The Government of India had announced the union budget for Fiscal 2022 and the Finance Act, 2021 received assent from the President of India on March 28, 2021 and was made effective from April 1, 2021. Our Company cannot predict whether any tax laws or other regulations impacting it will be enacted or predict the nature and impact of any such laws or regulations or whether, if at all, any laws or regulations would have a material adverse effect the Company's business, financial condition and results of operations.

76. Investors may be restricted in their ability to exercise pre-emptive rights under Indian law and may be adversely affected by future dilution of their ownership position.

Under the Companies Act, any company incorporated in India must offer its holders of equity shares pre-emptive rights to subscribe and pay for a proportionate number of shares to maintain their existing ownership percentages prior to the issuance of any new equity shares, unless the pre-emptive rights have been waived by the adoption of a special resolution by holders of three-fourths of the shares voted on such resolution. However, if the law of the jurisdiction that you are in does not permit the exercise of such pre-emptive rights without us filing an offering document or registration statement with the applicable authority in such jurisdiction, you will be unable to exercise such pre-emptive rights unless we make such a filing. We may elect not to file a registration statement in relation to pre-emptive rights otherwise available by Indian law to you. To the extent that you are unable to exercise pre-emptive rights granted in respect of the Equity Shares, your proportional interests in us would be reduced.

77. Bidders to the Issue are not allowed to withdraw or revise their Bids downwards after the Bid/Issue Closing Date.

In terms of the SEBI ICDR Regulations, Bidders in the Issue are not allowed to withdraw or revise their Bids downwards after the Bid/Issue Closing Date. The Allotment of Equity Shares in this Issue and the credit of such Equity Shares to the Bidder's demat account with the depository participant could take approximately seven days and up to ten days from the Bid/Issue Closing Date. However, there is no assurance that material adverse changes in the international or national monetary, financial, political or economic conditions or other events in the nature of force majeure, material adverse changes in our business, results of operation or financial condition, or other events affecting the Bidder's decision to invest in the Equity Shares, would not arise between the Bid/ Issue Closing Date and the date of Allotment of Equity Shares in the Issue. Occurrence of any such events after the Bid/Issue Closing Date could also impact the market price of the Equity Shares. The Bidders shall not have the right to withdraw or revise their Bids downwards in the event of any such occurrence. The Company may complete the Allotment of the Equity Shares even if such events may limit the Bidders' ability to sell the Equity Shares after the Issue or cause the trading price of the Equity Shares to decline.

78. Your ability to acquire and sell Equity Shares is restricted by the distribution and transfer restrictions set forth in this Placement Document and the Placement Document.

No actions have been taken to permit a public offering of the Equity Shares in any jurisdiction, including India. As such, the Equity Shares have not and will not be registered under the U.S. Securities Act, any state securities laws or the laws of any other jurisdiction. Furthermore, the Equity Shares are subject to restrictions on transferability and resale. You are required to inform yourself about and observe these restrictions, which are set forth in this Placement Document under the heading "***Selling Restrictions***" on page 191. We, our representatives and our agents will not be obligated to recognize any acquisition, transfer or resale of the Equity Shares made other than in compliance with the restrictions set forth herein.

79. An investor will not be able to sell any of the Equity Shares other than on a recognized Indian stock exchange for a period of 12 months from the date of this Issue.

Pursuant to the SEBI ICDR Regulations, for a period of 12 months from the date of the issue of the Equity Shares in this Issue, Eligible QIBs subscribing to the Equity Shares may only sell their Equity Shares on the floor of the NSE or the BSE and may not enter into any off-market trading in respect of these Equity Shares. We cannot be certain that these restrictions will not have an impact on the price of the Equity Shares. Further, Allotments made to certain categories of Eligible QIBs in the Issue are subject to the rules and regulations that are applicable to them. This may affect the liquidity of the Equity Shares purchased by such investors and it is uncertain whether these restrictions will adversely impact the market price of the Equity Shares purchased by investors.

80. The Issue Price of the Equity Shares may not be volatile and may not be indicative of the market price of the Equity Shares after the Issue.

The Issue Price of the Equity Shares will be determined by our Company in consultation with the Lead Managers and the Designated Stock Exchange. This price may not be indicative of the market price for the Equity Shares after the Issue. The market price of the Equity Shares could be subject to significant fluctuations after the Issue, and may decline below the Issue Price. We cannot assure you that you will be able to resell your Equity Shares at or above the Issue Price. There can be no assurance that an active trading market for the Equity Shares will be sustained after this Issue, or that the price at which the Equity Shares have historically traded will correspond to the price at which the Equity Shares will trade in the market subsequent to this Issue.

The trading price of the Equity Shares may fluctuate after this Issue due to a variety of factors, including our results of operations and the performance of our business, competitive conditions, general economic, political and social factors, the performance of the Indian and global economy and significant developments in India's fiscal regime, volatility in the Indian and global securities market, performance of our competitors, the automobile industry changes in the estimates of our performance or recommendations by financial analysts and announcements by us or others regarding contracts, acquisitions, strategic partnerships, joint ventures, or capital commitments. In addition, if the stock markets in general experience a loss of investor confidence, the trading price of the Equity Shares could decline for reasons unrelated to our business, financial condition or operating results. The trading price of the Equity Shares might also decline in reaction to events that affect other companies in our industry even if these events do not directly affect us. Each of these factors, among others, could adversely affect the price of the Equity Shares.

MARKET PRICE INFORMATION

As on the date of this Placement Document, 57,912,692 Equity Shares have been issued, subscribed and are fully paid up. The face value of our Equity Shares is ₹ 10 per equity share. The Equity Shares are listed and are available for trading on the BSE and NSE.

On November 11, 2021, the closing price of the Equity Shares on the BSE and NSE was ₹ 1,955.00 and ₹ 1,952.15 per Equity Share, respectively. The tables below set out, for the periods indicated, the high, low and average closing prices and the trading turnover on the NSE and the BSE for our Equity Shares.

A. The following tables set out the reported high, low and average of the closing prices of our Equity Shares on the NSE and the BSE and number of Equity Shares traded on the days on which such high and low prices were recorded and the total trading turnover for the Fiscals 2021, 2020 and 2019.

NSE

Fiscal	High (₹)	Date of high	No. of Equity Shares traded on date of high	Total Turnover of Equity Shares traded on date of high (₹ in million)	Low (₹)	Date of low	No. of Equity Shares traded on date of low	Total Turnover of Equity Shares traded on date of low (₹ in million)	Average price for the year (₹)	Total Volume of Equity Shares traded in the Fiscals (in number)	Total Turnover of Equity Shares traded in the Fiscals (₹ in million)
FY 21*	1,922.15	17-Feb-21	1,642,725	3,150.55	651.30	21-Sep-20	29,189,660	20,025.98	1,172.74	185,723,285	182,813
FY 20	NA**	NA**	NA**	NA**	NA**	NA**	NA**	NA**	NA**	NA**	NA**
FY 19	NA**	NA**	NA**	NA**	NA**	NA**	NA**	NA**	NA**	NA**	NA**

(Source: www.nseindia.com)
** From listing date (September 21, 2020) till end of period (March 31, 2021)*
*** Information for FY 19 and FY 20 is not available since our Company got listed on September 21, 2020*
1. *High, low and average prices are based on the daily closing prices.*
2. *In the case of a year, average represents the average of the closing prices of all trading days of each year presented.*
3. *In case of two days with the same high or low price, the date with the higher volume has been chosen.*

BSE

Fiscal	High (₹)	Date of high	No. of Equity Shares traded on date of high	Total Turnover of Equity Shares traded on date of high (₹ in million)	Low (₹)	Date of low	No. of Equity Shares traded on date of low	Total Turnover of Equity Shares traded on date of low (₹ in million)	Average price for the year (₹)	Total Volume of Equity Shares traded in the Fiscals (in number)	Total Turnover of Equity Shares traded in the Fiscals (₹ in million)
FY 21*	1921.90	17-Feb-21	98,715	189.12	651.10	21-Sep-20	2,726,932	1,867.82	1,172.51	15,724,566	15,218.28
FY 20	NA**	NA**	NA**	NA**	NA**	NA**	NA**	NA**	NA**	NA**	NA**
FY 19	NA**	NA**	NA**	NA**	NA**	NA**	NA**	NA**	NA**	NA**	NA**

(Source: www.bseindia.com)
** From listing date (September 21, 2020) till end of period (March 31, 2021)*
*** Information for FY 19 and FY 20 is not available since our Company got listed on September 21, 2020*
1. *High, low and average prices are based on the daily closing prices.*
2. *In the case of a year, average represents the average of the closing prices of all trading days of each year presented.*
3. *In case of two days with the same high or low price, the date with the higher volume has been chosen.*

B. The following tables set out the reported high and low closing prices of our Equity Shares recorded on the NSE and the BSE and the number of Equity Shares traded on the days on which such high and low prices were recorded and the volume of Equity Shares traded in each of the last six months.

NSE

Month	High (₹)	Date of high	No. of Equity Shares traded on date of high	Total Turnover of Equity Shares traded on date of high (₹ in million)	Low (₹)	Date of low	No. of Equity Shares traded on date of low	Total Turnover of Equity Shares traded on date of low (₹ in million)	Average price for the month (₹)	Equity Shares traded in the month	
										volume	Turnover (₹ in million)
Sep-21	2,058.20	15-Sep-21	678,808	1,397.80	1,943.70	28-Sep-21	83,050	161.85	1,992.67	5,412,744	10,891.05
Aug-21	2,047.05	2-Aug-21	457,666	942.80	1,782.35	23-Aug-21	379,743	687.31	1,945.59	6,415,249	12,561.14
Jul-21	2,176.45	28-Jul-21	1,038,130	2,265.11	1,770.20	1-Jul-21	598,297	1,048.59	2,088.69	31,327,869	65,752.40
Jun-21	1,807.80	8-Jun-21	1,509,325	2,727.31	1,673.15	1-Jun-21	411,587	696.76	1,727.13	10,028,146	17,543.25
May-21	1,765.90	27-May-21	1,629,733	2,824.75	1,510.65	24-May-21	273,817	415.84	1,599.04	14,775,629	24,496.27
Apr-21	1,705.75	8-Apr-21	828,423	1,431.59	1,456.15	19-Apr-21	370,011	536.61	1,568.90	9,284,055	14,729.29

(Source: www.nseindia.com)

1. *High, low and average prices are based on the daily closing prices.*
2. *In the case of a year, average represents the average of the closing prices of all trading days of each month presented.*
3. *In case of two days with the same high or low price, the date with the higher volume has been chosen.*

BSE

Month	High (₹)	Date of high	No. of Equity Shares traded on date of high	Total Turnover of Equity Shares traded on date of high (₹ in million)	Low (₹)	Date of low	No. of Equity Shares traded on date of low	Total Turnover of Equity Shares traded on date of low (₹ in million)	Average price for the month (₹)	Equity Shares traded in the month	
										volume	Turnover (₹ in million)
Sep-21	2057.35	15-Sep-21	63,456	130.46	1944.15	28-Sep-21	14,473	28.19	1992.47	1271461.00	2544.30
Aug-21	2048.55	2-Aug-21	33,567	69.12	1782.5	23-Aug-21	60,597	109.49	1945.65	619459.00	1206.42
Jul-21	2174.6	28-Jul-21	90,287	196.53	1771.5	1-Jul-21	22,642	39.64	2088.74	1970287.00	4129.48
Jun-21	1807.6	8-Jun-21	130,628	232.68	1673.6	1-Jun-21	107,031	181.24	1726.80	1515076.00	2628.39
May-21	1766.45	27-May-21	101,454	172.80	1510.35	24-May-21	119,813	182.85	1599.18	1869921.00	3042.30
Apr-21	1706.85	8-Apr-21	40,334	69.57	1454.45	19-Apr-21	23,332	33.91	1568.70	782828.00	1237.95

(Source: www.bseindia.com)

1. *High, low and average prices are based on the daily closing prices.*
2. *In the case of a year, average represents the average of the closing prices of all trading days of each month presented.*
3. *In case of two days with the same high or low price, the date with the higher volume has been chosen.*

C. The following table sets forth the market price of our Equity Shares on NSE and BSE on September 23, 2021, the first working day following the approval of the Board of Directors for the Issue.

NSE						BSE					
Open (₹)	High (₹)	Low (₹)	Close (₹)	Number of Equity Shares traded	Turnover (₹ in million)	Open (₹)	High (₹)	Low (₹)	Close (₹)	Number of Equity Shares traded	Turnover (₹ in million)
1,996.70	2,010.00	1,960.00	1,997.30	140,835	281.58	2,019.00	2,019.00	1,985.00	1,998.35	10,345	20.69

(Source: www.nseindia.com and www.bseindia.com)

USE OF PROCEEDS

The gross proceeds of the Issue shall be approximately ₹ 8,674.98 million. Subject to compliance with applicable laws, the net proceeds from the Issue, after deducting fees, commissions and expenses of the Issue of approximately ₹ 232.00 million, shall be approximately ₹ 8,442.98 million ("**Net Proceeds**").

Purpose of the Issue

Subject to compliance with applicable laws and regulations, our Company proposes to utilize the Net Proceeds for augmenting long term cash resources, to fund the organic or inorganic growth opportunities in the area of its operations and adjacencies, for making investments in companies whether a subsidiary, joint venture, associates or otherwise (either through debt or equity or any convertible securities), growth of existing businesses or to enter into new businesses in line with the strategy of the Company or for any other general purposes as may be permissible under the applicable law and approved by the Board. For further details, see "***Business – Enhance offerings through inorganic opportunities***" on page 138.

The Net Proceeds are proposed to be deployed towards the purpose set out above and are not proposed to be utilized towards any specific project. Accordingly, the requirement to disclose (i) the break-up of cost of the project, (ii) means of financing such project, and (iii) proposed deployment status of the proceeds at each stage of the project, is not applicable.

In accordance with applicable laws, we undertake to not utilize proceeds from the Issue unless Allotment is made and the corresponding return of Allotment is filed with the RoC and final listing and trading approvals are received from each of the Stock Exchanges.

As permissible under applicable laws, our Company's management will have flexibility in deploying the Net Proceeds. The amounts and timing of any expenditure will depend on, among other factors, the amount of cash generated by our operations, competitive and market developments and the availability of acquisition or investment opportunities on terms acceptable to us. Pending utilisation of the Net Proceeds, our Company intends to temporarily invest the funds in creditworthy instruments, including money market, mutual funds, and deposits with banks. Such investments will be in accordance with the investment policies as approved by the Board and/ or a duly authorized committee of the Board, from time to time, and in accordance with applicable laws. In accordance with the SEBI Listing Regulations, our Company shall disclose the utilization of funds raised through this Issue in its annual report every year until such funds are fully utilized.

Neither our Promoters nor our Directors are making any contribution either as a part of the Issue or separately in furtherance of the use of the Net Proceeds.

Further, neither our Promoters nor our Directors shall receive any proceeds from the Issue, whether directly or indirectly. Since the Issue is only made to Eligible QIBs, our Promoters, Directors, key managerial personnel or Senior Management Personnel are not eligible to subscribe in the Issue.

CAPITALIZATION STATEMENT

The following table sets forth our capitalization on a consolidated basis as of September 30, 2021 on a consolidated basis which is derived from the Statement of Unaudited Standalone Financial Results and Unaudited Consolidated Financial Results and adjusted to give effect to the receipt of the gross proceeds of the Issue. This table should be read in conjunction with "***Selected Financial Information***", "***Risk Factors***", "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" and other financial information contained in the "***Financial Information***" on pages 41, 46, 86 and 228, respectively.

(in ₹ million)

Particulars	Pre-Issue (as at September 30, 2021) (on a consolidated basis)	Amount after considering the Issue (i.e. Post Issue)#^ (on a consolidated basis)
Current borrowing (including Interest accrued and due and Interest accrued but not due):		
Secured	Nil	Nil
Unsecured	Nil	Nil
Total Current borrowings (a)	Nil	Nil
Non-current borrowing (including current maturities of long-term debt, Interest accrued and due and Interest accrued but not due):	Nil	Nil
Secured	Nil	Nil
Unsecured	Nil	Nil
Total non-current borrowings (b)	Nil	Nil
Total borrowings (2) (c) = (a) + (b)	Nil	Nil
Shareholders' funds:		
Equity Share capital	579.13	625.97
Securities premium	2,465.32	11,093.46
Reserves and surplus (excluding securities premium)	4,208.75	4,208.75
Non-controlling Interest	(27.64)	(27.64)
Shareholders' funds (excluding borrowings) (d)	7,225.56	15,900.54
Total capitalization (c + d)	7,225.56	15,900.54
Total Borrowing / Shareholders Funds (c)/(d)	-	-

 # Adjustments do not include Issue related expenses

^ As adjusted to reflect the number of Equity Share issued pursuant to the Issue

Notes:

1. *The post – Issue capitalization data is not determinable at this stage and will be finalised upon determination of Issue Price.*
2. *Total borrowings include current borrowings, non-current borrowings and current maturities of long-term debt and excludes interest accrued.*

CAPITAL STRUCTURE

The share capital of our Company as at the date of this Placement Document is set out below:

(In ₹, except share data)

	Particulars	Aggregate value at face value (except for securities premium account)
A	**AUTHORIZED SHARE CAPITAL**	
	100,000,000 Equity Shares	1,000,000,000
B	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE ISSUE**	
	57,912,692 Equity Shares	579,126,920
C	**PRESENT ISSUE IN TERMS OF THIS PLACEMENT DOCUMENT**	
	4,684,116 Equity Shares aggregating to approximately ₹ 8,674.98 million(1)(2)	46,841,160
D	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE ISSUE**	
	62,596,808 Equity Shares(2)	625,968,080
E	**SECURITIES PREMIUM ACCOUNT**	
	Before the Issue*	2,465,324,960
	After the Issue(2)(3)	11,093,466,632

* *As of September 30, 2021.*

(1) *The Issue has been authorized by the Board of Directors pursuant to its resolution dated September 22, 2021 and the Shareholders pursuant to their resolution dated October 16, 2021.*

(2) *To be determined upon finalization of the Issue Price.*

(3) *The securities premium account after the Issue is calculated on the basis of Gross Proceeds. Adjustments do not include Issue related expenses.*

Equity Share Capital History of our Company

The history of the equity share capital of our Company is provided in the following table:

Date of allotment	Nature of allotment	No. of Equity Shares allotted	Cumulative Number of Equity Shares	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Nature of consideration
May 14, 2004	Subscription to the Memorandum	10,000	10,000	10	10.00	Cash
February 4, 2007	Preferential allotment	40,000	50,000	10	10.00	Cash
January 5, 2011	Bonus issue in the ratio of 39:1	1,950,000	2,000,000	10	–	–
December 17, 2015	Bonus issue in the ratio of 9:1	18,000,000	20,000,000	10	–	–
September 2, 2016	Bonus issue in the ratio of 3:2	30,000,000	50,000,000	10	–	–
September 16, 2020	Initial Public Offering	6,857,142	56,857,142	10	350.00	Cash
November 23, 2020	Allotment pursuant to exercise of employee stock options under ESOP 2017	500,000	57,357,142	10	300.00	Cash
February 26, 2021	Allotment pursuant to exercise of employee stock options under ESOP 2017	224,475	57,581,617	10	300.00	Cash
February 26, 2021	Allotment pursuant to exercise of employee stock options under ESOP 2017	131,966	57,713,583	10	326.16	Cash
August 3, 2021	Allotment pursuant to exercise of employee	93,825	57,807,408	10	300.00	Cash

Date of allotment	Nature of allotment	No. of Equity Shares allotted	Cumulative Number of Equity Shares	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Nature of consideration
	stock options under ESOP 2017					
August 3, 2021	Allotment pursuant to exercise of employee stock options under ESOP 2017	25,384	57,832,792	10	326.16	Cash
August 3, 2021	Allotment pursuant to exercise of employee stock options under ESOP 2017	79,900	57,912,692	10	326.16	Cash

Except as stated in "- ***Equity Share Capital History of our Company***" above, our Company has not made any allotment of Equity Shares in the one year immediately preceding the date of this Placement Document, including for consideration other than cash, or made any allotment of Equity Shares pursuant to a preferential issue, private placement or a rights issue.

Employee Stock Option Plan

Pursuant to a Board resolution dated October 5, 2017, and Shareholders' resolution dated October 12, 2017, our Company instituted the Route Mobile Limited - Employee Stock Option Plan 2017 ("**ESOP 2017**") to provide for the grant of options to employees of our Company who meet the eligibility criteria under ESOP 2017. The objectives of ESOP 2017 include, *inter alia*, reward the key employees for their association, dedication and contribution to the goals of our Company and retention and motivation of key talent.

ESOP 2017 envisages grant of an aggregate of 2,500,000 options of which each option upon exercise, grants its holder the right to be allotted one Equity Share, upon payment of the exercise price. The quantum of options that can be granted under the ESOP 2017 and the issue of Equity Shares upon its exercise are subject to corresponding fair and reasonable adjustment in the event of corporate actions by our Company including capitalisation of profits or reserves.

As on the date of this Placement Document, our Company has granted an aggregate of 2,811,500 options under ESOP 2017, including lapsed stock options granted under the ESOP 2017, which were added back to the pool. Of the granted options, an aggregate of 1,493,000 stock options have vested, out of which 1,333,625 have been exercised, 348,195 options have lapsed and 970,305 options are outstanding which will be exercisable into 970,305 Equity Shares, as on the date of this Placement Document.

Further, pursuant to a Shareholders' resolution dated April 19, 2021, our Company instituted the Route Mobile Limited - Employee Stock Option Plan 2021 ("**ESOP 2021**") to provide for the grant of options to employees of our Company and Subsidiaries who meet the eligibility criteria under ESOP 2021. The objectives of ESOP 2021 is to give significant wealth creation opportunity through delivering superior business performance for its employees.

ESOP 2021 envisages grant of not exceeding 2,800,000 options to the eligible Employees in one or more tranches, from time to time, of which each option upon exercise, grants its holder the right to be allotted one Equity Share, upon payment of the exercise price. The quantum of options that can be granted under the ESOP 2021 and the issue of Equity Shares upon its exercise are subject to corresponding fair and reasonable adjustment in the event of corporate actions by our Company including capitalisation of profits or reserves.

As on the date of this Placement Document, our Company has granted an aggregate of 736,500 options under ESOP 2021. Of the granted options, no stock options have vested, been exercised, have lapsed or are outstanding which will be exercisable, as on the date of this Placement Document.

Proposed Allottees in the Issue

In compliance with the requirements of Chapter VI of the SEBI ICDR Regulations, Allotment shall be made by our Company, in consultation with the Book Running Lead Managers, to Eligible QIBs only, on a discretionary basis.

The names of the proposed Allottees, assuming that the Equity Shares are Allotted to them pursuant to the Issue, and the percentage of post-Issue share capital that may be held by them will be included in the Placement Document in the section "***Details of Proposed Allottees***" on page 231.

Pre-Issue and post-Issue shareholding pattern

The pre-Issue and post-Issue shareholding pattern of our Company, is set forth below.

Sr. No.	Category	Pre-Issue (As of November 5, 2021)		Post-Issue* (for institutional investors) (As of November 11, 2021 for all other categories)	
		No. of Equity Shares held	% of shareholding	No. of Equity Shares held	% of share holding
A.	**Promoters' holding****				
1.	Indian				
	Individual/Hindu Undivided Family	32,714,286	56.49	32,714,286	52.26
	Bodies corporate/Firms	Nil	Nil	Nil	Nil
	Any others	5,000,000	8.63	5,000,000	7.99
	Sub-total	37,714,286	65.12	37,714,286	60.25
2.	Foreign promoters	-	-	-	-
	Sub-total (A)	**37,714,286**	**65.12**	**37,714,286**	**60.25**
B.	**Non – Promoters' holding**				
1.	Institutional Investors				
	Equity Shares	12,312,276	21.26	17,003,200	27.16
2.	Non-Institutional Investors				
	Corporate Bodies	476,771	0.82	476,917	0.76
	Indian public (individuals/ Hindu Undivided Family)	6,885,020	11.89	6,865,532	10.97
	Others (including Non-resident Indians (NRIs))	524,339	0.91	536,873	0.86
	Sub-total (B)	**20,198,406**	**34.88**	**24,882,522**	**39.75**
	Grand Total (A+B)	**57,912,692**	**100**	**62,596,808**	**100**

* *The post-Issue shareholding pattern of our Company reflects the shareholding of the institutional category on the basis of the Allocation made in the Issue, and reflects the shareholding of all other categories as of November 11, 2021.*

** *This includes shareholding of the members of the Promoter Group.*

Other Confirmations

The Promoters, the Directors and the Key Managerial Personnel of our Company do not intend to participate in the Issue. No change in control in our Company will occur consequent to the Issue.

Our Equity Shares have been listed for a period of at least one year prior to the date of the issuance of the notice of the annual general meeting of our Shareholders held on October 16, 2021, for approving the Issue.

Our Company shall not make any subsequent qualified institutions placement until the expiry of two weeks from the date of this Issue.

DIVIDENDS

The declaration and payment of dividends, if any, by our Company is governed by applicable provisions of the Companies Act, 2013 and our Articles of Association. Our Board may also, from time to time, declare interim dividends. For further information, see "***Description of the Equity Shares***" on page 205.

Our Board has approved and adopted a dividend distribution policy effective from September 30, 2019 in terms of Regulation 43A of the SEBI Listing Regulations ("**Dividend Distribution Policy**"). In accordance with the Dividend Distribution Policy and the Companies Act, dividend, if any, shall be declared out of the profits of our Company for the year or out of the profits for any previous year or years or out of the free reserves available for distribution of dividend, after having due regard to a number of internal and external parameters, including but not limited to, our Company's consolidated net operating profit after tax, committed and projected cash flow requirements owing to forecasted capital expenditure, anticipated investments in M&A and working capital requirements for current and projected periods, capital expenditure requirements, resources required to fund acquisitions and / or new businesses, cash flow required to meet contingencies, reported and projected statements of free cash flow generation, outstanding borrowings, past dividend trends, current and projected debt-raising capacity, other macro-economic factors, general business environment, prevailing legal requirements, regulatory conditions or restrictions, dividend pay-out ratios of companies in the same industry, policy decisions of the government and any other relevant factors as may be deemed fit by our Board. The declaration and payment of dividends will be recommended by the Board of Directors and approved by the Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act. The Board may choose to declare one or more interim dividends in a financial year to be approved by the Shareholders of our Company at the ensuing general meeting.

The dividends (including interim dividend, if any) declared by our Company on the Equity Shares in Fiscals 2021, 2020 and 2019 as per our Audited Consolidated Financial Statements and as per our Statement of Unaudited Standalone Financial Results and Unaudited Consolidated Financial Results are the following:

Particulars	As at September 30, 2021	As at and for the year ended March 31,		
		2021	2020	2019
Number of equity shares (in million)	57.91	57.71	50	50
Face value per share (₹)	10	10	10	10
Dividend on equity shares	-			
Final Dividend Rate (%)	-	20%	15%	15%
Interim Dividend Rate (%)	-	-	15%	-
Final Dividend (in ₹ million)	-	115.43	75	75
Interim Dividend (in ₹ million)	-	-	75	-
Tax on dividend including surcharge (in ₹ million)	-	-	15.42	15.42

The amounts paid as dividends in the past are not necessarily indicative of the dividend distribution policy of our Company or dividend amounts, if any, in the future. Investors are cautioned not to rely on past dividends as an indication of the future performance of our Company or for an investment in the Equity Shares offered in the Issue. There is no guarantee that any dividends will be declared or paid or that the amount thereof will not be decreased in the future.

The Equity Shares to be issued in connection with this Issue shall qualify for any dividend, including interim dividend, if any, that is declared in respect of the Fiscal in which they have been allotted.

Also see "***Taxation***" and "***Risk Factors***" on pages 209 and 46, respectively.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This Placement Document may include forward-looking statements that involve risks and uncertainties, and our actual financial performance may materially vary from the conditions contemplated in such forward-looking statements as a result of various factors, including those described below and elsewhere in this Placement Document. For further information, see *"**Forward-Looking Statements**"* and *"**Risk Factors**"* on pages 15 and 46, respectively.

*Our fiscal year ends on March 31 of each year, and references to a particular fiscal are to the twelve months ended March 31 of that year. Unless otherwise indicated or the context requires otherwise, the financial information included herein is based on our Audited Consolidated Financial Statements and the Statement of Unaudited Financial Results included in this Placement Document. The financial information for the six months periods ended September 30, 2021 and 2020 are not comparable with our results for the full fiscal years and our financial information for the six months periods ended September 30, 2021 are not necessarily indicative of what our financial information for Fiscal 2022 will be. For further information, see "**Financial Information**" and "**Management's Discussion and Analysis of Financial Condition and Results of Operations**" on pages 228 and 46, respectively. In addition, due to the acquisitions in the six months period ended September 31, 2021 described in **"Management's Discussion and Analysis of Financial Condition and Results of Operations – Factors Affecting our Results of Operations and Financial Condition - Integration of acquired entities"** on page 91, respectively, the financial information as at and for the six months periods ended September 30, 2021 and 2020 on a consolidated basis are not directly comparable.*

In this section, unless the context otherwise requires, a reference to the "Company" is a reference to Route Mobile Limited on a standalone basis, while any reference to "we", "us" or "our" refers to Route Mobile Limited and its Subsidiaries, as applicable in the relevant fiscal period, on a consolidated basis.

*Unless otherwise indicated, industry and market data used in this section has been derived from industry publications and other publicly available information, including, in particular, the reports "CPaaS – Future Market Outlook, Emerging Opportunities & Forecasts 2021 - 2026 – Market Trends & Strategies" dated September, 2021, "CPaaS – Future Market Outlook, Emerging Opportunities & Forecasts 2021 - 2026 – Competitor Leaderboard" dated September, 2020, and "CPaaS – Future Market Outlook, Emerging Opportunities & Forecasts 2021 - 2026 – Data & Forecasting" dated September 2021, prepared and issued by Juniper Research Limited (collectively, the "**Juniper Reports**"). Unless otherwise indicated, financial, operational, industry and other related information derived from the Juniper Reports and included herein with respect to any particular year refers to such information for the relevant calendar year.*

Overview

We are a leading cloud communication platform provider (*Source: Juniper Reports*), catering to enterprises, over-the-top ("**OTT**") players and mobile network operators ("**MNO**"). Our product portfolio focused on enterprises and OTT players includes smart solutions in digital communication including Application-to-Person ("**A2P**") SMS, Rich Communication Services ("**RCS**") and OTT business messaging, voice and email. We have created a full stack of Software-as-a-Solution ("**SaaS**") solutions for MNOs, including Artificial Intelligence ("**AI**") and Machine Learning ("**ML**") driven SMS filtering, analytics and monetization, short messaging service centre ("**SMSC**") and multimedia messaging service centre ("**MMSC**") solutions and Digital Ledger Technology ("**DLT**") solutions. We offer a scalable and flexible omni-channel Communication Platform as a Service ("**CPaaS**") to enterprises globally and across industry verticals, OTT players and MNOs. We deliver a comprehensive communication product stack, based on CPaaS principles, infusing conversational AI. Our CPaaS platform is leveraged by enterprises across a broad range of industries including social media companies, banks, financial institutions, e-commerce entities, and travel aggregators, amongst others.

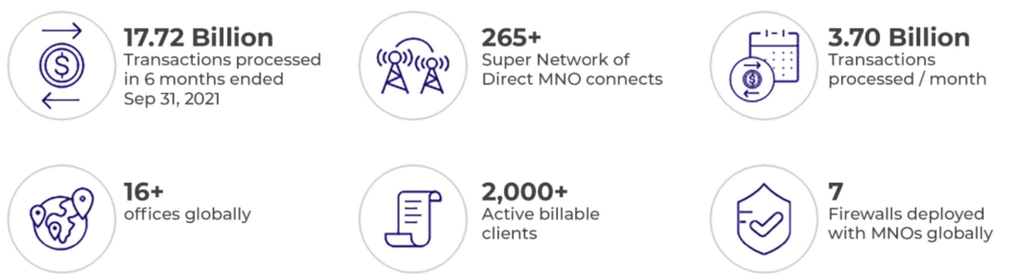
We also provide real-time connected customer experiences with our advanced Communications Platform as a Service ("**CPaaS**"), globally. With omni-channel workflows and a data-centric approach, our comprehensive CPaaS solutions help businesses to create real-time, smart, and conversational customer experiences.

Our CPaaS platform gives our current and potential customers the ability to leverage our network of MNOs ("**Super Network**") and APIs to build out their digital communication service needs. We provide a suite of APIs for various communication channels, across multiple geographies that are scalable and flexible to fit the customers' requirements. The following chart provides an indicative representation of the capabilities of our CPaaS platform:

Our enterprise solution comprises four primary components; a front-end that provides an interface for enterprises to integrate with; a middle tier that receives the content that enterprise clients intend to transmit to end customers and incorporates AI and ML technology that enables intelligent routing of the communication using various MNOs / OTT messaging partners / email depending on the enterprises' preferences. The third component is the connectivity layer that connects the middle tier of our platform to our Super Network. Further, the connectivity layer is also integrated with OTT business messaging solution providers, and is capable of supporting RCS business messaging, offering multiple channels of communication to enterprises. The fourth layer or the database tier, of our solution, comprises database servers for storing all communication and end-customer data that has been received from our clients.

We have established direct relationships with MNOs that provide our clients with global connectivity. As of September 30, 2021, our Super Network comprised direct connects with over 265 MNOs and access to more than 900 networks across the world. To deepen our relationship and engagement with MNOs across the globe, we have built a full stack of SaaS based MNO solutions. We leverage the technology team that we on-boarded as part of the 365squared acquisition to undertake product development for our AI/ML driven SMS firewall analytics, filtering, monetization and SMSC/MMSC offerings in Malta. We have six short messaging service centres SMSCs and ten data centres hosted in various geographies across the globe, as of September 30, 2021. Our global operations included ten direct and 17 step-down subsidiaries serving our clients through 16 locations across Africa, Asia Pacific, United Kingdom, Middle East and North America, as of September 30, 2021. Our customer base includes digital native players, BFSI, Tier 1 CPaaS, telecom, retail, ecommerce, logistics, healthcare, pharmaceutical, media and entertainment, hospitality and travel companies. Our client base includes nine out of top 20 most valuable global technology brands. As of September 30, 2021, we have served over 34,000 clients, cumulatively since inception.

We are an associate member of the GSMA and an accredited open hub connectivity solution provider with our internally developed cloud communications platform allowing us to handle both A2P and peer-to-peer ("**P2P**") traffic for enterprises, OTT players and MNOs. In Fiscal 2019, 2020 and 2021, our platform managed 24.74 billion, 30.32 billion and 32.31 billion billable transactions from our clients, respectively, while in the six months ended September 30, 2021, through our platform, we processed more than 17.72 billion billable transactions. As of September 30, 2021, our platform was used by more than 2,000 clients.



(As of September 30, 2021)

We have adopted a four-pronged Go-to-Market strategy, focused on: (i) Enterprises; (ii) MNOs; (iii) System Integrators and Customer Relationship Management ("**CRM**") players; and (iv) Developers.

Enterprise. We provide cloud-based communication platform services to enterprises to enable digital communication through multiple channels. Our platform supports all prevalent channels of digital communication including A2P SMS, RCS, OTT business messaging, enterprise voice and email. We offer flexible engagement model to enterprises, and basis their requirements and preferences, enterprises can deploy our platform on-premise, or connect to it over the cloud.

MNOs. Our primary service offerings in this segment include AI/ML driven SMS analytics, firewall, filtering, monetization, SMSC/MMSC solutions, operator CPaaS and hubbing solutions. Our analytics-based SMS firewall solution helps MNOs identify grey route traffic terminating on their networks, block grey route traffic, identify the source of such grey route traffic, and monetize such traffic.

System Integrators and CRM players. We partner with system integrators to provide our platform while they provide consulting, design and solution integration services. Further, we integrate our CPaaS platform with leading CRM solution providers, thereby making it available to enterprises using such CRMs.

Developers. We have made our APIs configurable and flexible so that developers may use them in the manner they need to, in order to address particular use cases. Our Route Mobile API Developer program enables developers to leverage capabilities of our platform and seamlessly deploy digital communication features within their applications / software.

Consistent with our strategy of pursuing inorganic growth to broaden our product and service portfolio and expand our geographic presence, we acquired the e-mail communication platform, SendClean, from Sarv Webs Private Limited with effect from July 1, 2021. We expanded our SaaS product portfolio for MNOs through the acquisition of SMSC and MMSC technology from TeleDNA, with effect from June 15, 2020.

We have witnessed consistent growth over the years and our revenue from operations increased at a CAGR of 29.03% from ₹ 8,446.68 million in Fiscal 2019 to ₹ 14,061.75 million in Fiscal 2021 and was ₹ 8,131.92 million in the six months ended September 30, 2021. Our EBITDA has increased from ₹ 880.73 million in Fiscal 2019 to ₹ 1,024.09 million in Fiscal 2020 and to ₹ 1,756.49 million in Fiscal 2021 and it was ₹ 1,107.98 million in the six months ended September 30, 2021. Our EBITDA Margin was 10.43%, 10.71% and 12.49% in Fiscals 2019, 2020 and 2021, respectively, while it was 13.63% in the six months ended September 30, 2021. Our profit for the year was ₹ 555.07 million, 582.05 million and ₹ 1,327.50 million in Fiscals 2019, 2020 and 2021, respectively, while our profit for the period was ₹ 763.94 million in the six months ended September 30, 2021. Our PAT margin was 6.51%, 6.01%, 9.33% and 9.32% in Fiscals 2019, 2020 and 2021 and in the six months ended September 30, 2021, respectively. Our Adjusted PAT was ₹ 748.19 million, ₹ 843.25 million, ₹ 1,473.20 million and ₹ 831.00 million in Fiscals 2019, 2020 and 2021 and in the six months ended September 30, 2021, respectively, while our Adjusted PAT Margin was 8.86%, 8.82% and 10.48% in Fiscals 2019, 2020 and 2021, respectively, and was 10.22% in the six months ended September 30, 2021.

Presentation of Financial Information

In this Placement Document, we have included the following financial statements prepared under Ind AS (i) the audited consolidated financial statements as of and for the years ended March 31, 2019, 2020 and 2021 comprising the consolidated statement of assets and liabilities as of March 31, 2019, 2020 and 2021 and the consolidated statement of profit and loss (including other comprehensive income), consolidated statement of cash flow and the consolidated statement of changes in equity for the years ended March 31, 2019, 2020 and 2021 read along with the notes thereto (the "**Audited Consolidated Financial Statements**"). Pursuant to the meeting of our Board of Directors on October 18, 2021, we have adopted and filed with the Stock Exchanges on October 18, 2021, the Ind AS unaudited interim standalone and consolidated financial results for the quarter and six months ended September 30, 2021, comprising the statement of profit and loss (including other comprehensive income) for the quarter and six months ended September 30, 2021 (including the comparative financial information with respect to the quarter and six months ended September 30, 2020 and other financial information with respect to historical fiscal year/ periods as required under applicable law) read along with the notes and the limited review report issued thereto (the "**Statement of Unaudited Financial Results**").

The Audited Consolidated Financial Statements and Statement of Unaudited Financial Results are collectively referred to as the "**Financial Statements**".

In this section, we have included a comparison of our (i) unaudited interim consolidated financial results for the six months ended September 30, 2021 with that for the six months ended September 30, 2020; (ii) audited consolidated financial statements for Fiscal 2021 with that for Fiscal 2020; and (iii) audited consolidated financial statements for Fiscal 2020 with that for Fiscal 2019. Our management's discussion and analysis for Fiscal 2019 is based on the comparative financial information included for Fiscal 2019 in our Fiscal 2020 Audited Consolidated Financial Statements.

Our Audited Consolidated Financial Statements and the effectiveness of internal control over financial reporting as of March 31, 2019, 2020 and 2021 were audited by Walker Chandiok & Co. LLP, Chartered Accountants, our Statutory Auditors while our Statement of Unaudited Financial Results have been reviewed by our Statutory Auditors.

Acquisitions and Investments

We have made several acquisitions and certain strategic investments since Fiscal 2017. The results of operations of such acquired entities would be reflected in our consolidated financial statements for the relevant fiscal periods only with effect from the effective date of such respective acquisition.

The following table sets forth certain information relating to the various acquisitions and investments announced since Fiscal 2017 and in subsequent periods, and where applicable, the closing date of the relevant transaction:

S. No	Acquisition / Investment	Effective Date	Shareholding Acquired	Description	Transaction Consideration	Revenue from Operations of Acquired Entity / Investee in Fiscal 2021	Revenue from Operations of Acquired Entity / Entity / Investee in the six months ended September 30, 2021
	Interteleco	Subject to completion	49% (and an additional 41% economic and beneficial interest)	We signed definitive agreements on October 12, 2021, to acquire 49% equity stake and 90% economic and beneficial interest in Interteleco, and the acquisition is subject to completion of customary closing conditions.	KD 652,500 - 20% to be paid at the time of signing the share purchase agreement and remaining 80% to be paid upon fulfilment of all the conditions precedent at the time of closing	NA	NA
	Masivian S.A.S	November 11, 2021	100%	We acquired the entire shareholding of Masivian S.A.S, an entity that operates a cloud communication platform, undertakes security and data analytics and offers a suite of communications, marketing, and AI-powered products for enterprises. Masivian offers multichannel notification services through SMS, email as well as voice serving clients across Colombia and Peru.	US$47.5 million (to be paid in four instalments) and earn-out of up to US $2.50 million	NA	NA
	SendClean	July 1, 2021	NA*	We acquired the intellectual property (software) and associated identified customer contracts, on a slump sale from Sarv Webs Private Limited in relation to their e-mail communication platform pursuant to a business transfer agreement dated July 1, 2021.	Upfront purchase consideration of ₹ 262.50 million plus taxes, as applicable, paid in cash. A deferred consideration of ₹ 40 million shall be paid, on the first anniversary	-	₹18.63 million

S. No	Acquisition / Investment	Effective Date	Shareholding Acquired	Description	Transaction Consideration	Revenue from Operations of Acquired Entity / Investee in Fiscal 2021	Revenue from Operations of Acquired Entity / Entity / Investee in the six months ended September 30, 2021
					of the closing of the acquisition, in cash		
	TeleDNA	June 15, 2020	NA*	We acquired certain technologies and related contracts from TeleDNA, a company specializing in development of telecom related solutions, which includes, *inter-alia*, multimedia messaging service center and short message service center platforms pursuant to a business transfer agreement dated June 15, 2020.	₹120 million	₹75.22 million	₹29.75 million
	365squared Ltd	October 1, 2017	100%	We acquired the entire shareholding in 365squared Ltd with effect from October 1, 2017. 365squared, a Malta based company, is involved in SMS filtering, analytics, and monetization services.	Euro 19.09 million upfront plus earn-out payments in accordance with the relevant share purchase agreement	₹596.77 million	₹209.05 million
	Call2Connect	April 1, 2017	100%	We acquired the entire shareholding of Call2Connect with effect from April 1, 2017. Call2Connect is involved in the BPO business segment.	₹56.66 million	₹249.03 million	₹156.31 million
	Cellent Technologies	September 9, 2016	100%	We acquired the entire shareholding of Cellent Technologies with effect from September 9, 2016. Cellent Technologies is engaged in the A2P messaging business, and we expanded our business in the Middle East and Africa through this acquisition.	₹112.74 million	₹44.32 million	₹76.89 million
	Start Corp	September 9, 2016	100%	We acquired the entire shareholding of Start Corp with effect from September 9, 2016. Start Corp is engaged in the A2P messaging business, and we expanded our India business through this acquisition.	₹20 million	₹7.97 million	₹0.68 million

** The business was acquired pursuant to a business transfer agreement.*

For further information, see *“**Business**”* and *“**Financial Information – Note 46 – Business Combination**”* on pages 129 and F-80, respectively.

Factors Affecting Results of Operations and Financial Condition

Integration of acquired entities

We have engaged in inorganic growth and strategic acquisitions where we believe doing so is consistent with our strategic goals. We have an established track record of successful inorganic growth through strategic acquisitions that supplement our business verticals. We expect to continue making acquisitions and entering into new business ventures or initiatives as part of our strategy. On November 11, 2021, we completed the acquisition of Masivian S.A.S to accelerate our growth in Latin America. In addition, we recently entered into definitive agreements to acquire Interteleco to expand our presence in the Middle East. In July 2021, we acquired the business of Sarv Webs Private Limited in relation to their e-mail communication platform. With the integrating of Sarv Webs Private Limited's email communication technology with our CPaaS platform, will are able to provide advanced email solutions to our enterprise clients. In addition, we acquired certain technologies and related contracts from TeleDNA, a company specializing in development of telecom related solutions, which includes, inter alia, multimedia messaging service center and short message service center platforms. The completion of the acquisition was delayed on account of an ongoing litigation where the court had initially passed an order restricting the company from disposing off its assets pending the litigation. In Fiscal 2017, with our acquisition of 365squared, we were able to expand our service offerings to include SMS filtering, analytics and monetization services. While we endeavor to integrate the businesses we acquire, there can be no assurance that the integration will be done successfully or in a time bound manner. We believe that the effect of our acquisitions and the consolidation of the acquired entity's financial results in our consolidated financial statements will strengthen our financial performance. We believe that the increases in our consolidated net worth as a result of our growth will enable us to obtain better credit ratings and lower cost of financing. See also, *"**Risk Factors – Our acquisitions are subject to various risks, including risks relating to the integration of these acquired businesses with our existing operations.**"* on page 50.

Market for cloud communication services

Our business and results of operations are affected by changes in demand for our services and solutions, which are primarily driven by the growth of the cloud communications market and the mobile operator software and services market. As a provider of cloud communication services and solutions to enterprises, our results of operations are directly linked to the overall growth of the enterprise cloud communications market. Juniper Research anticipates that CPaaS revenue will reach U$ 34.16 billion by 2026, rising from US$ 8.69 billion in 2021. A key driver of CPaaS revenue growth is the continuing migration of companies to a CPaaS model which is accomplished by an expansion of communication channels offered via their platforms. As a result, an increasing amount of traffic, and subsequently revenue, can be attributable to the CPaaS market.

Within the cloud communication market, we believe that our results of operations are primarily affected by the growth in the number of smartphones and mobile data traffic, transition of critical services to the cloud – resulting in increased demand for our services and solutions and the corresponding increase in investment in cloud-based solutions by enterprises. Juniper Research expects SMS to remain the greatest source of revenue for CPaaS vendors over the course of the next five years; accounting for 71% of global market value by 2026. the total directly connected A2P SMS traffic will grow from 3.5 trillion messages in 2021, to over 4.5 trillion by 2026 and A2P traffic will account for over 60% of global SMS traffic. Further, RCS messaging and OTT business messaging will experience greater traction over the next four years and revenue from voice services will grow significantly over the next five years. (*Source: Juniper Reports*)

Relationships with enterprises and MNOs

Our enterprise division targets enterprises in all industries that need messaging services (including A2P messages, voice applications and mobile connectivity) globally. Cumulatively since inception, our client base in this business vertical has grown from over 26,000 clients as of March 31, 2019 to over 32,400 clients as of March 31, 2021 and we had over 34,000 clients as of September 30, 2021, including several Fortune Global 500 companies. We have a diverse enterprise client base across a broad range of industries including banks and financial institutions, e-commerce entities, travel aggregators and social media companies. With respect to our existing enterprises, we strive to maintain a close working relationship with these clients and actively upsell to these clients in order to increase the usage of our services and solutions and increase our revenues. We also make significant investments to secure new enterprise clients and have increased our sales and marketing personnel and number of offices and sales representatives. In addition, our relationships with MNOs also has a significant impact on our results of operations. We have a significant number of direct relationships with mobile operators, and provide our enterprise clients with direct access to a global network of over 900 mobile networks, as of September 30, 2021. In addition, as of September 30, 2021, we had direct relationships with over 265 MNOs. Direct relationships reduce our cost of goods sold and services and positively impact gross margin. For example, cost of goods sold and services is generally lower for transactions via the networks of mobile operators with whom we have direct relationships, as we are not required to pay a third-party to facilitate the connection. As a result of our direct relationships with MNOs, we are able to offer our clients with the flexibility of multiple routes and better speed of delivery and also reduce our cost of delivery per message. In addition, as a provider of cloud communication services, direct relationships with MNOs allow them to engage us as their cloud communication service provider partners to strengthen their service portfolio in certain markets. We have also increased the number of employees dedicated to the development and maintenance of its direct relationships. Our profitability may be negatively impacted as a result of increased operating expenses in connection with developing and maintaining direct relationships with such MNOs.

Impact of COVID-19

COVID-19 was recognized as a pandemic by the World Health Organization on March 11, 2020. In response to the COVID-19 outbreak, the governments of many countries, including India have taken preventive or protective actions, such as imposing country-wide lockdowns, restrictions on domestic and international travel and business operations and advising or requiring individuals to limit their time outside of their homes. The steps taken to counter the effects of the pandemic have resulted in a period of economic downturn and business disruption in India. The impacts from the severe disruptions caused by the effective shutdown of large segments of the global economy remain unknown and no prediction can be made of when any of the restrictions currently in place will be relaxed or expire, or whether or when further restrictions will be announced.

Because of a government mandated lockdown in India we have had to temporarily close all of our offices in India, and all of our corporate and branch/ regional office operations transitioned to a remote working environment. Despite this, our business and operations have continued to run effectively in the remote working environment. We have deployed security systems to safeguard assets and customer data as well as issued detailed work from home protocols to enable secure usage and ensure no service or support disruptions to our customers. The spread of COVID-19 has caused us to modify our business practices (including employee travel, employee work locations, and cancellation of physical participation in meetings, events and conferences), and we may take further actions as may be required by government authorities or that we determine are in the best interests of our employees, customers, partners, and suppliers. For further information, see *"**Business – Business Response to COVID-19**"* on page 140. There is no certainty that such measures will be sufficient to mitigate the risks posed by the outbreak, and our ability to perform critical functions could be harmed.

The outbreak, or threatened outbreak, of any severe communicable disease (particularly COVID-19) could materially adversely affect overall business sentiment and environment, particularly if such outbreak is inadequately controlled. The spread of any severe communicable disease may also adversely affect the operations of our clients and service providers, which could adversely affect our business, financial condition and results of operations. For instance, some of us our customers have requested for extended payment terms due to the outbreak of COVID-19. Also see, please see *"**Risk Factors – If we are unable to collect our dues and receivables from our clients, our results of operations and cash flows could be adversely affected**"* on page 58. The extent to which the COVID-19 further impacts our results will depend on future developments, which are highly uncertain and cannot be predicted, including new information which may emerge concerning the severity of the coronavirus and the actions taken globally to contain the coronavirus or treat its impact, among others. We are still assessing our business operations and system supports and the impact COVID-19 may have on our results and financial condition, but there can be no assurance that this analysis will enable us to avoid part or all of any impact from the spread of COVID-19 or its consequences, including downturns in business sentiment generally or in our sector in particular. Also, see *"**Risk Factors – We are unable to predict the extent to which the global COVID-19 pandemic may adversely impact our business operations, financial performance and results of operations.**"* on page 56.

Operational efficiency

Our ability to maintain operational efficiency affects our results of operations and cash flow and is driven by our size and scalability and cost control relating to administrative, marketing, personnel and general expenses. Furthermore, our global presence and geographic reach have helped us to secure direct relationships and connectivity with a significant number of MNOs, which can reduce costs and increase the geographic scope, quality and security of our offerings. As of September 30, 2021, we served over 34,000 clients, cumulatively since inception, globally through our offices across Africa, Asia Pacific, Europe, Middle East and North America. Our cloud-based delivery platform enables us to build and manage applications without having to create and maintain the underlying infrastructure for each client. We are therefore able to provide enterprises with solutions to operate applications without the need for substantial additional investments in underlying hardware and software. The scalability of our communications platform also helps us become more efficient in managing cost of goods sold and services and personnel costs. We are able to benefit from lower cost of goods sold and services relating to the procurement of additional services or licensing rights when integrating new clients. A failure to scale our services and solutions in a manner that effectively meets our clients demands may reduce our operational efficiency and could therefore, adversely affect our reputation and business, and which might in turn have a material adverse effect on our business, financial condition and results of operations.

Purchase of Messaging Services

Our results of operations are impacted by our purchase of messaging services from mobile operators. Our purchase of messaging services is our largest expense. As a percentage of total revenue, expenses relating to purchases of messaging services was 78.25%, 78.93% and 79.39% in Fiscal 2019, 2020 and 2021, respectively, while it was 78.53% in the six months ended September 30, 2021. As the demand for, and use of, our Company's services increases, we are required to purchase additional messaging services from MNOs, thereby resulting in an increase in our total expenses. The purchase of messaging services is significantly impacted by the dynamics of the markets in which traffic terminates. Certain markets, including Europe, have high costs relating to the purchase of messaging services, while other markets, have lower costs. Such differences in pricing across geographies impacts our financial condition.

Personnel costs

A principal component of our ability to compete effectively is our ability to attract and retain qualified employees. Personnel-related costs comprise one of our largest operating expenses. Our expenses towards employee benefits constituted 6.51%, 6.01% and 4.32% of our total revenues in Fiscal 2019, 2020 and 2021, respectively, while it was 5.00% in the six months ended September 30, 2021.

Our operations have grown significantly in recent years and as a result of the various acquisitions, the number of full-time employees has increased significantly. We have particularly increased the number of technology, sales and marketing employees. Our technology team focuses primarily on developing new capabilities within the messaging platform, and creating next generation messaging solutions which address enterprises' communication requirements. The sales and marketing professionals have helped drive our growth and attract new clients. We have invested significantly in the recruitment of mid-level managers and sales and marketing professionals, and expect personnel costs to continue to grow in line with the size of our operations and the expansion of our network of offices. We incur costs for new hires associated with the expansion of our operations, client base and offices. To effectively manage personnel costs, we use our offices for multiple purposes, including for research and development and sales and marketing.

We have granted 2,811,500 (including re-issued, lapsed and cancelled stock options) and 736,500 options to eligible employees under Route Mobile Limited – Employee Stock Option Plan 2017 ("**ESOP 2017**") and the Route Mobile Limited – Employee Stock Option Plan 2021 ("**ESOP 2021**"). respectively. The objective of employee stock option plans is to reward employees to align individual performance with our Company objectives and drive share-holders' value creation, create a culture of ownership among the executives, and employees to enhance their commitment to organization, to collaborate and attract and retain key talent critical to organization's success. As of September 30, 2021, the total options in force under the ESOP 2017 is 1,129,680 while the total options in force under the ESOP 2021 is 736,500.

Foreign currency exposure

As on the date of this Placement Document, our global operations included ten direct and 17 step-down subsidiaries serving our clients through over 16 locations across Africa, Asia Pacific, Europe, Middle East and North America and are operations are subject to certain currency risks that arise from currency exposure. Such risks relate to future business transactions, recorded assets and liabilities and net investments in foreign operations. For example, our payables consists primarily of Euro, U.S. Dollar, AED, Naira and Cedi and the receivables comprise mainly of Indian Rupees, Euro, U.S. Dollar, AED, Naira and Cedi. Accordingly, we are exposed on a transactional basis to changes in these foreign exchange rates. In addition, certain of the our results and financial positions are reported in the relevant local currencies, including Euro, U.S. Dollar, Naira and AED, which are translated into Indian Rupees at the applicable exchange rates for inclusion in the consolidated financial statements, which are stated in Indian Rupees. The exchange rates between the local currencies and Indian Rupees have fluctuated significantly and may in the future fluctuate significantly. Any significant appreciation of the

Rupee against foreign currencies, especially the USD and the Euro, is likely to have an impact on our ability to compete effectively with international competitors, and maintain or grow our profit margins.

Regulation of markets

We are subject to regulatory and compliance requirements relating to labour, license requirements, connectivity to telecommunications networks, communication signals and code types, data protection, anti-corruption, anti-money laundering, tax and VAT, antitrust and administrative actions and other regulatory regimes in the markets where we operate. We have policies and procedures in place that are designed to ensure that we operate in compliance with applicable law and that compliance issues, if any, are identified and appropriately elevated within the organization. Based on our prior experience and technical know-how, we believe that we are well positioned to respond and adapt our operations to market regulations. Generally, market regulations and changes in market regulations, particularly in markets with strict regulatory environment, have increased our operating expenses and cost of goods sold and services during the relevant fiscal. New regulations may result in increased costs, as we may be required to invest a significant amount of time and resources to gain certification or approval under newly imposed rules. Costs relating to certifications and approvals differ by market and are highly dependent on the scope of the regulations and our ability to respond and implement new procedures.

Seasonality

Our business is subject to seasonality and fluctuations in end-customer usage of enterprise communications throughout the year, which can impact the number of communications processed through our platform and our revenues generated from our services and solutions. The extent to which our results and business are subject to seasonality is largely dependent upon the diversity of our client base and the degree to which these clients utilize enterprise communications in connection with seasonal events or periods. For example, clients that operate in the retail and travel industries generally experience periods of increased business activity during the holiday season, which can increase their usage of our services and solutions and thus increase the revenues generated during such periods.

NON-GAAP MEASURES

Earnings before Interest, Taxes, Depreciation and Amortization Expenses ("EBITDA")/ EBITDA Margin

EBITDA presented in this Placement Document is a supplemental measure of our performance and liquidity that is not required by, or presented in accordance with, Ind AS, Indian GAAP, IFRS or US GAAP. Further, EBITDA is not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, IFRS or US GAAP and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the years/ periods or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, IFRS or US GAAP. In addition, EBITDA is not a standardised term, hence a direct comparison of EBITDA between companies may not be possible. Other companies may calculate EBITDA differently from us, limiting its usefulness as a comparative measure. Although EBITDA is not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that it is useful to an investor in evaluating us because it is a widely used measure to evaluate a company's operating performance.

The following tables set forth certain information with respect to our Earnings before Interest, Taxes, Depreciation and Amortization Expenses (EBITDA) for the periods indicated. EBITDA is calculated as profit for the year / period plus total tax expenses, depreciation and amortization expenses, finance costs, net loss on foreign currency transactions and translation, one-time extraordinary items and less and net foreign exchange loss / (gain) / exceptional items less other income while EBITDA Margin is the percentage of EBITDA divided by revenue from operations.

Particulars	**Six Months Ended September 30**	
	2020	**2021**
	(₹ million)	
Profit for the Period	596.55	763.94
Adjustments:		
Add: Tax Expenses	130.02	169.51
Add: Finance Costs	18.69	11.46
Add: Depreciation and Amortization	128.29	139.35
Add: Net loss on foreign currency transactions and translation	2.41	92.89

Particulars	Six Months Ended September 30	
	2020	2021
	(₹ million)	
Less: Other income	79.09	69.15
Earnings before interest, taxes, depreciation and amortization expenses (EBITDA) (A)	796.87	1,107.98
Revenue from operation (B)	6,588.91	8,131.92
EBITDA Margin (EBITDA as a percentage of Revenue from operations) (A/B)	12.09%	13.63%

Particulars	Fiscal		
	2019	2020	2021
		(₹ million)	
Profit for the Period	555.07	582.05	1327.50
Adjustments:			
Add: Tax Expenses	97.22	111.59	287.86
Add: Finance Costs	115.92	48.68	27.56
Add: Depreciation and Amortization	172.26	226.79	257.55
Add: One-time extraordinary items(1)	0.00	148.91	15.81
Add: Net loss on foreign currency transactions and translation	17.34	24.57	-
Less: Other income	77.08	118.49	159.79
Earnings before interest, taxes, depreciation and amortization expenses (EBITDA) (A)	880.73	1,024.09	1,756.49
Revenue from operation (B)	8,446.68	9,562.53	14,061.75
EBITDA Margin (EBITDA as a percentage of Revenue from operations) (A/B)	10.43%	10.71%	12.49%

(1) One-time extraordinary items: One-time expense related to payments made under Sabka Vikas Scheme (in Fiscal 2020) and stamp duty charges associated with earn-out payment related to 365squared acquisition (in Fiscal 2021)

The following tables set forth certain information with respect to our Adjusted Profit after Tax and Adjusted Profit after Tax Margin for the periods indicated.

Particulars	Fiscal			Six Months ended September 30, 2020	Six Months ended September 30, 2021
	2019	2020	2021		
Reported PAT	555.07	582.05	1,327.50	596.55	763.93
Add: Amortization related to intangibles identified on account of acquisitions without tax impact	102.86	104.65	106.81	58.03	67.16
Add: Foreign currency translation adjustment	(0.95)	7.64	23.08	3.35	(0.09)
Add: One-time extraordinary items	91.21(1)	148.91(2)	15.81(3)	-	-
Adjusted PAT (A)	748.19	843.25	1,473.20	657.93	831.00
Revenue from operation (B)	8,446.68	9,562.53	14,061.75	6,588.91	8,131.92
Adjusted PAT Margin (Adjusted PAT as a percentage of revenue from operations) (A/B)	8.86%	8.82%	10.48%	9.99%	10.22%

One-time extraordinary items:

(1) Financial liability related to earn-out payment due to 365squared acquisition, amount of ₹ 91.21 million.

(2) Payment made under Sabka Vikas Scheme, ₹ 148.91 million.

(3) ₹ 15.81 million added back – amount related to Stamp Duty related to earn-out payment linked to 365squared acquisition.

Results of Operations

The following table sets forth certain information with respect to our consolidated results of operations for the periods indicated:

Particulars	Six months ended September 30, 2020		Six months ended September 30, 2021	
	(₹ million)	Percentage of total revenue (%)	(₹ million)	Percentage of total revenue (%)
Revenue				

Particulars	Six months ended September 30, 2020		Six months ended September 30, 2021	
	(₹ million)	Percentage of total revenue (%)	(₹ million)	Percentage of total revenue (%)
Revenue from operations	6,588.91	98.81%	8,131.92	99.16%
Other income	79.09	1.19%	69.15	0.84%
Total Income	**6,668.00**	**100.00%**	**8,201.07**	**100.00%**
Expenses				
Purchases of messaging services	5,306.99	79.59%	6,440.55	78.53%
Employee benefits expense	276.05	4.14%	409.99	5.00%
Finance costs	18.69	0.28%	11.46	0.14%
Depreciation and amortisation expense	128.29	1.92%	139.35	1.70%
Other expenses	211.42	3.17%	266.28	3.25%
Total expenses	**5,941.44**	**89.10%**	**7,267.63**	**88.62%**
Profit before tax	**726.56**	**10.90%**	**933.44**	**11.38%**
Tax expense				
Current tax	132.01	1.98%	160.05	1.95%
Deferred tax charge/ (credit)	(1.99)	(0.03)%	9.45	0.12%
Total tax expense	**130.02**	**1.95%**	**169.50**	**2.07%**
Profit for the period	**596.54**	**8.95%**	**763.94**	**9.31%**
Other comprehensive income				
(i) (a) Items that will not be reclassified to profit or loss	(1.01)	(0.01)%	(0.64)	(0.01)%
(b) Tax expense / (benefit) on items that will not be reclassified to profit or loss	0.25	0.00%	0.16	0.00%
(ii) (a) Items that will be reclassified to profit or loss	(41.75)	(0.63)%	20.47	0.25%
(b) Tax expense / (benefit) on items that will be reclassified to profit or loss	-	-	-	-
Total other comprehensive income (net of tax)	**(42.50)**	**(0.64)%**	**19.99**	**0.24%**
Total comprehensive income for the period	**554.03**	**8.31%**	**783.93**	**9.55%**

Six Months ended September 30, 2021 Compared to Six Months ended September 30, 2020

Revenue

Total income increased by 22.99% from ₹ 6,668.00 million in the six months ended September 30, 2020 to ₹ 8,201.07 million in the six months ended September 30, 2021.

Revenue from Operations

Revenue from operations increased by 23.42% from ₹ 6,588.91 million in the six months ended September 30, 2020 to ₹ 8,131.92 million in the six months ended September 30, 2021. Revenue from sale of messaging services increased by 23.10% from ₹ 6,479.57 million in the six months ended September 30, 2020 to ₹ 7,976.06 million in the six months ended September 30, 2021, while revenue from our call center services increased by 42.53% from ₹ 109.35 million in the six months ended September 30, 2020 to ₹ 155.86 million in the six months ended September 30, 2021.

Total volume processed increased from over 14.73 billion billable transactions in the six months ended September

30, 2020 to over 17.72 billion billable transactions in September 30, 2021.

Other Income

Other income decreased by 12.57% from ₹ 79.09 million in the six months ended September 30, 2020 to ₹ 69.15 million in the six months ended September 30, 2021.

Expenses

Total expenses increased by 22.32% from ₹ 5,941.44 million in the six months ended September 30, 2020 to ₹ 7,267.63 million in the six months ended September 30, 2021.

- *Purchases of Messaging Services*

Expenses relating to purchase of messaging services increased by 21.36% from ₹ 5,306.99 million in the six months ended September 30, 2020 to ₹ 6,440.55 million in the six months ended September 30, 2021 primarily on account of primarily on account of growth of our business and increase in unit pricing by MNOs.

- *Employee Benefit Expenses*

Employee benefit expenses increased by 48.52% from ₹ 276.05 million in the six months ended September 30, 2020 to ₹ 409.99 million in the six months ended September 30, 2021. The total headcount (excluding Call2Connect's employees) as of September 30, 2021 was 417 with 381 employees within India and 36 employees outside India.

- *Finance Costs*

Finance costs decreased by 38.68% from ₹ 18.69 million in the six months ended September 30, 2020 to ₹ 11.46 million in the six months ended September 30, 2021. Interest expense on borrowings from banks decreased from ₹ 13.69 million in the six months ended September 30, 2020 to ₹ 1.27 million in the six months ended September 30, 2021 and interest on lease liability/ finance lease obligation increased from ₹ 4.40 million in the six months ended September 30, 2020 to ₹ 7.11 million in the six months ended September 30, 2021.

- *Depreciation and Amortization Expenses*

Depreciation and amortization expenses increased by 8.62% from ₹ 128.29 million in the six months ended September 30, 2020 to ₹ 139.35 million in the six months ended September 30, 2021 on account of primarily due to increase in amortization of intangible assets identified as part of allocation of the purchase price of 365squared, TeleDNA and SendClean.

- *Other Expenses*

Other expenses increased by 25.95% from ₹ 211.42 million in the six months ended September 30, 2020 to ₹ 266.28 million in the six months ended September 30, 2021. This increase was primarily due to account of increase in Internet, data centre and cloud services, Auditor's remuneration and Net loss on foreign currency transactions and translation.

Profit before Tax

For the reasons discussed above, profit before tax was ₹ 726.56 million in the six months ended September 30, 2020 and profit before tax was ₹ 933.44 million in the six months ended September 30, 2021.

Provision for Taxation

Our tax expenses in the six months ended September 30, 2020 were ₹ 130.02 million, including ₹ 132.01 million of current tax. In addition, there was a deferred tax credit of ₹ 1.99 million in the six months ended September 30, 2020. Our tax expenses in the six months ended September 30, 2021 were ₹ 169.50 million, including ₹ 160.05million of current tax. In addition, there was a deferred tax charge of ₹ 9.45 million in the six months ended September 30, 2021.

Our effective tax rate in the six months ended September 30, 2020 and September 30, 2021 was 17.90% and 18.16%, respectively.

Profit for the Period

Profit for the period was ₹ 596.54 million in the six months ended September 30, 2020. In the six months ended September 30, 2021, profit for the year was ₹ 763.94 million.

Total Comprehensive Income for the Period/ Year

Total comprehensive income for the period was ₹ 554.03 million in the six months ended September 30, 2020. In six months ended September 30, 2021, total comprehensive income for the year was ₹ 783.93 million.

Earnings before Interest, Taxes, Depreciation and Amortisation (EBITDA)

Our EBITDA was ₹ 796.87 million in the six months ended September 30, 2020. In six months ended September 30, 2021, our EBITDA was ₹ 1,107.98 million. EBITDA margin was 12.09% and 13.63% in the six months ended September 30, 2020 and September 30, 2021, respectively.

Results of Operations

The following table sets forth certain information with respect to our consolidated results of operations for the periods indicated:

Particulars	Fiscal 2019		Fiscal 2020		Fiscal 2021	
	(₹ million)	Percentage of total revenue (%)	(₹ million)	Percentage of total revenue (%)	(₹ million)	Percentage of total revenue (%)
Revenue						
Revenue from operations	8,446.68	99.10%	9,562.53	98.78%	14,061.75	98.88%
Other income	77.08	0.90%	118.49	1.22%	159.79	1.12%
Total revenue	8,523.76	100.00%	9,681.02	100.00%	14,221.54	100.00%
Expenses						
Purchases of messaging services	6,670.15	78.25%	7,641.55	78.93%	11,290.50	79.39%
Employee benefits expense	554.47	6.51%	582.00	6.01%	614.93	4.32%
Finance costs	115.92	1.36%	48.68	0.50%	27.56	0.19%
Depreciation and amortisation expense	172.26	2.02%	226.79	2.34%	257.55	1.81%
Other expenses	358.67	4.21%	339.45	3.51%	415.64	2.92%
Total expenses	**7,871.47**	**92.35%**	**8,838.48**	**91.30%**	**12,606.18**	**88.64%**
One-time extraordinary items	-	-	148.91	1.54%	-	-
Profit before tax	**652.29**	**7.65%**	**693.63**	**7.16%**	**1,615.36**	**11.36%**
Tax expense						
Current tax	112.19	1.32%	108.25	1.12%	297.79	2.09%
Deferred tax charge/ (credit)	(14.98)	(0.18%)	3.33	0.03%	(9.94)	(0.07)%
Total tax expense	**97.21**	**1.14%**	**111.59**	**1.15%**	**287.86**	**2.02%**
Profit for the period/ year	**555.08**	**6.51%**	**582.05**	**6.01%**	**1,327.50**	**9.33%**
Other comprehensive income						
(i) (a) Items that will not be reclassified to profit or loss	1.91	0.02%	(2.93)	(0.03)%	(1.01)	(0.01)%
(b) Tax expense / (benefit) on items that will not be reclassified to profit or loss	(0.56)	(0.01%)	0.48	0.00%	0.32	0.00%
(ii) (a) Items that will be reclassified to profit or loss	40.83	0.48%	59.76	0.62%	13.66	0.10%
(b) Tax expense /	-	-	-	-	-	-

Particulars	Fiscal 2019		Fiscal 2020		Fiscal 2021	
	(₹ million)	Percentage of total revenue (%)	(₹ million)	Percentage of total revenue (%)	(₹ million)	Percentage of total revenue (%)
(benefit) on items that will be reclassified to profit or loss						
Total other comprehensive income (net of tax)	**42.18**	**0.49%**	**57.31**	**0.59%**	**12.97**	**0.09%**
Total comprehensive income for the period/ year	**597.26**	**7.01%**	**639.35**	**6.60%**	**1,340.47**	**9.43%**

Fiscal 2021 Compared to Fiscal 2020

Revenue

Total revenue increased by 46.90% from ₹ 9,681.02 million in Fiscal 2020 to ₹ 14,221.54 million in Fiscal 2021. The increase in total revenue reflects the growth in our existing businesses due to the reasons mentioned below:

- Growth in revenue from OTT clients;
- Continued growth in revenue from existing customer base;
- On-boarding of large new enterprise clients across multiple geographies;
- Growth in large clients in India, Africa and Middle East region; and
- Increase in average realization

Revenue from Operations

Revenue from operations increased by 47.05% from ₹ 9,562.53 million in Fiscal 2020 to ₹ 14,061.75 million in Fiscal 2021. Revenue from sale of messaging services increased by 48.95% from ₹ 9,274.73 million in Fiscal 2020 to ₹ 13,814.58 million in Fiscal 2021 primarily due to the reasons mentioned above. This was offset by a decrease in our revenue from call center services by 14.11% from ₹ 287.79 million in Fiscal 2020 to ₹ 247.17 million in Fiscal 2021. The COVID-19 pandemic negatively impacted call center services revenue in Fiscal 2021. Call center services revenues are generated primarily from domestic Indian enterprises. These clients reduced their spend on customer management and support services, due to lockdowns across India on account of COVID-19, which led to reduced business and customer interaction.

Total volume processed per annum increased from over 30.32 billion billable transactions in Fiscal 2020 to over 32.31 billion billable transactions in Fiscal 2021.

Other Income

Other income increased by 34.86% from ₹ 118.49 million in Fiscal 2020 to ₹ 159.79 million in Fiscal 2021 primarily due to interest income on financial assets measured at amortised cost (fixed deposits), net gain on foreign currency transactions and translation, interest on income tax refund and gain on extinguishment of lease liabilities.

Expenses

Total expenses increased by 42.63% from ₹ 8,838.48 million in Fiscal 2020 to ₹ 12,606.18 million in Fiscal 2021.

- *Purchases of Messaging Services*

Expenses relating to purchase of messaging services increased by 47.75% from to ₹ 7,641.55 million in Fiscal

2020 to ₹ 11,290.50 million in Fiscal 2021. The increased in purchases of messaging services in Fiscal 2021 compared to Fiscal 2020 was primarily on account of growth of our business and increase in unit pricing by MNOs.

- *Employee Benefit Expenses*

Employee benefit expenses increased by 5.66% from ₹ 582.00 million in Fiscal 2020 to ₹ 614.93 million in Fiscal 2021.

The relative increase in employee benefit expenses was primarily attributable to increase in headcount and increase in salaries and remuneration of our existing employees.

- *Finance Costs*

Finance costs decreased by 43.39% from ₹ 48.68 million in Fiscal 2020 to ₹ 27.56 million in Fiscal 2021 primarily due to decrease in interest on borrowings from banks from ₹ 28.14 million in Fiscal 2020 to ₹ 16.45 million in Fiscal 2021.

Our Company has accounted for ₹ 509.77 million, as of March 31, 2020, as amount payable on account of business combination, in connection with the acquisition of 365squared. For further details, see *"**Financial Information - Note 46 – Business Combination**"* on page F-80.

- *Depreciation and Amortization Expenses*

Depreciation and amortization expenses increased by 13.56% from ₹ 226.79 million in Fiscal 2020 to ₹ 257.55 million in Fiscal 2021 primarily due to increase in amortization of intangible assets identified as part of allocation of the purchase price of 365squared and TeleDNA.

Depreciation and amortization on property, plant and equipment increased from ₹ 55.07 million in Fiscal 2020 to ₹ 58.09 million in Fiscal 2021.

- *Other Expenses*

Other expenses increased by 22.45% from ₹ 339.45 million in Fiscal 2020 to ₹ 415.64 million in Fiscal 2021 on account of increase in legal and professional charges, advances and trade receivables written off and stamp duty charges.

Our legal and professional charges increased by 115.19% from ₹ 84.76 million in Fiscal 2020 to ₹ 216.30 million in Fiscal 2021 due to the legal costs incurred in setting up of new offices, and other legal expenses incurred for day-to-day operations across the globe.

Our advances and trade receivables written off increased by 211.82% from ₹ 6.77 million in Fiscal 2020 to ₹ 21.11 million in Fiscal 2021 due to customers whose businesses were impacted on account of COVID-19.

We incurred stamp duty charges of ₹ 15.81 million, on account of payment related to 365squared acquisition, in Fiscal 2021.

Business promotion expenses decreased by 78.88% from ₹ 37.93 million in Fiscal 2020 to ₹ 8.01 million in Fiscal 2021.

Travelling and conveyance expenses decreased by 77.55% from ₹ 31.31 million in Fiscal 2020 to ₹ 7.03 million in Fiscal 2021.

Profit before Tax

For the reasons discussed above, profit before tax increased from ₹ 693.63 million in Fiscal 2020 to ₹ 1,615.36 million in Fiscal 2021.

Provision for Taxation

Our tax expenses in Fiscal 2020 were ₹ 111.59 million, including ₹ 108.25 million of current tax. In addition, there was a deferred tax credit of ₹ 3.33 million in Fiscal 2020. Our tax expenses in Fiscal 2021 were ₹ 287.86 million, including ₹ 297.79 million of current tax. In addition, there was a deferred tax credit of ₹ (9.94) million in Fiscal 2021.

Our effective tax rate in Fiscal 2020 and 2021 was 16.09% and 17.82%, respectively.

Profit for the Year

Profit for the year was ₹ 1,327.50 million in Fiscal 2021 compared to ₹ 582.05 million in Fiscal 2020.

Total Comprehensive Income for the Year

Total comprehensive income for the year was ₹ 1,340.47 million in Fiscal 2021 compared to ₹ 639.35 million in Fiscal 2020.

Earnings before Interest, Taxes, Depreciation and Amortisation (EBITDA)

Our EBITDA increased by 71.52% from ₹ 1,024.09 million in Fiscal 2020 to ₹ 1,756.49 million in Fiscal 2021. EBITDA margin was 10.71% in Fiscal 2020 compared to 12.49% in Fiscal 2021.

Fiscal 2020 Compared to Fiscal 2019

Revenue

Total revenue increased by 13.58% from ₹ 8,523.76 million in Fiscal 2019 to ₹ 9,681.02 million in Fiscal 2020. The increase in total revenue reflects the growth in our existing businesses due to the reasons mentioned below:

- Our volume of transactions in the enterprise segment grew significantly in Fiscal 2020. In addition, we added additional customers in new geographies;
- Continued growth in revenue from existing customer base; and
- Increase in average realization.

Revenue from Operations

Revenue from operations increased by 13.21% from ₹ 8,446.68 million in Fiscal 2019 to ₹ 9,562.53 million in Fiscal 2020. Revenue from sale of messaging services increased by 12.79% from ₹ 8,223.17 million in Fiscal 2019 to ₹ 9,274.74 million in Fiscal 2020 primarily due to the reasons mentioned above. Further, revenues from our call center services increased by 28.76% from ₹ 223.51 million in Fiscal 2019 to ₹ 287.79 million in Fiscal 2020 on account of addition of new clients and expansion of service capabilities.

Total volume processed per annum increased from over 24.74 billion billable transactions in Fiscal 2019 to over 30.32 billion billable transactions in Fiscal 2020.

Other Income

Other income increased by 53.72% from ₹ 77.08 million in Fiscal 2019 to ₹ 118.49 million in Fiscal 2020 primarily due to increase in fair value changes of contingent consideration, liabilities no longer payable written back, net gain on financial assets designated as fair value through profit or loss, and interest income on financial assets measured at amortised cost (fixed deposits).

Expenses

Total expenses increased by 12.28% from ₹ 7,871.47 million in Fiscal 2019 to ₹ 8,838.48 million in Fiscal 2020.

- *Purchases of Messaging Services*

Expenses relating to purchase of messaging services increased by 14.56% from ₹ 6,670.15 million in Fiscal 2019 to ₹ 7,641.55 million in Fiscal 2020. The increased in purchases of messaging services in Fiscal 2020 compared to Fiscal 2019 was primarily on account of growth of our business.

- *Employee Benefit Expenses*

Employee benefit expenses increased by 4.97% from ₹ 554.47 million in Fiscal 2019 to ₹ 582.00 million in Fiscal 2020.

The relative increase in employee benefit expenses was primarily attributable to increase in salaries and remuneration of our employees and corresponding increase in contribution to provident fund and employee state insurance.

Salaries, wages and bonus increased by 5.35% from ₹ 526.74 million in Fiscal 2019 to ₹ 554.90 million in Fiscal 2020, while contribution to provident fund and other funds decreased by 33.61% from ₹ 8.45 million in Fiscal 2019 to ₹ 5.61 million in Fiscal 2020. Staff welfare expenses increased by 11.46% from ₹ 19.28 million in Fiscal 2019 to ₹ 21.49 million in Fiscal 2020.

- *Finance Costs*

Finance costs decreased by 58.00% from ₹ 115.92 million in Fiscal 2019 to ₹ 48.68 million in Fiscal 2020 primarily due to decrease in interest expense on financial liability measured at amortised cost from ₹ 91.21 million in Fiscal 2019 to no such expense in Fiscal 2020.

Our Company has accounted for ₹ 509.77 million, as of March 31, 2020, as amount payable on account of business combination, in connection with the acquisition of 365squared. As of March 31, 2019, this amount was ₹ 730.71 million. For further details, see *"**Financial Information - Note 46 – Business Combination**"* on page F-80.

- *Depreciation and Amortization Expenses*

Depreciation and amortization expenses increased by 31.65% from ₹ 172.26 million in Fiscal 2019 to ₹ 226.79 million in Fiscal 2020 primarily due to increase in amortization of intangible assets from ₹ 108.31 million in Fiscal 2019 to ₹ 115.06 million in Fiscal 2020. Of the amortization of intangible assets in Fiscal 2020, ₹ 104.65 million was on account of amortization of intangible assets identified as part of allocation of the purchase price of 365squared.

Depreciation and amortization on property, plant and equipment increased from ₹ 53.89 million in Fiscal 2019 to ₹ 55.07 million in Fiscal 2020. Amortization of intangible assets increased by 6.23% from ₹ 108.31 million in Fiscal 2019 to ₹ 115.06 million in Fiscal 2020 on account of amortization of additional intangibles added due to virtualization of server infrastructure.

- *Other Expenses*

Other expenses increased by 5.36% from ₹ 358.67 million in Fiscal 2019 to ₹ 339.45 million in Fiscal 2020 on account of increase in power and fuel, expenditure on corporate social responsibility, advances and trade receivables written off and provisions made for doubtful debts and advances, net loss on foreign currency transactions and translation and legal and professional charges.

Power and fuel expenses increased by 12.46% from ₹ 17.26 million in Fiscal 2019 to ₹ 19.41 million in Fiscal 2020 on account of expanded size of operations, higher headcount and increased locations from where we operated.

Our legal and professional charges increased by 37.44% from ₹ 61.68 million in Fiscal 2019 to ₹ 84.77 million in Fiscal 2020 due to the legal cost incurred in setting up of new offices, and other legal expenses incurred for day-to-day operations across the globe.

Net loss on foreign currency transactions and translation increased by 41.70% from ₹ 17.34 million in Fiscal 2019 to ₹ 24.57 million in Fiscal 2020.

Our communication expenses decreased by 7.14% from ₹ 41.19 million in Fiscal 2019 to ₹ 38.25 million in Fiscal 2020.

Rent expenses decreased from ₹ 68.21 million in Fiscal 2019 to ₹ 8.17 million in Fiscal 2020.

Our miscellaneous expenses decreased by 24.72% from ₹ 30.99 million in Fiscal 2019 to ₹ 23.33 million in Fiscal 2020.

Profit before Tax

For the reasons discussed above, profit before tax increased from ₹ 652.29 million in Fiscal 2019 to ₹ 693.63 million in Fiscal 2020.

Provision for Taxation

Our tax expenses in Fiscal 2020 were ₹ 111.59 million, including ₹ 108.25 million of current tax. In addition, there was a deferred tax credit of ₹ 3.33 million in Fiscal 2020. Our tax expenses in Fiscal 2019 were ₹ 97.21 million, including ₹ 112.19 million of current tax. In addition, there was a deferred tax credit of ₹ (14.98) million in Fiscal 2020.

Our effective tax rate in Fiscal 2019 and 2020 was 14.90% and 16.09%, respectively.

Impact of service tax dues

In Fiscal 2020, our Company availed 'Sabka Vishwas Legacy Dispute Resolution Scheme, 2019' ("the Scheme") for service tax matters under dispute and recognised service tax provision in the financial statements. Accordingly, in the preparation of our Audited Consolidated Financial Statements, the said liabilities have been appropriately adjusted in the respective years to which they pertain to. Further, the opening retained earnings as at April 1, 2017 has been adjusted to reflect the impact for period prior to March 31, 2017. In addition, in the Fiscal 2020, Cellent Technologies India Private Limited, our Subsidiary, has availed the Scheme for service tax matter under dispute and recognised service tax dues in the financial statements. Accordingly, in the preparation of our Audited Consolidated Financial Statements, service tax dues has been adjusted in the respective years post acquisition of Cellent Technologies India Private Limited and for the service tax dues which pertains to the period before acquisition, the same has been adjusted against goodwill recognised on acquisition instead of opening reserves. For further information in relation to the adjustments on account of tax and service tax dues made to our audited consolidated financial statements and their impact on our profit, see *"**Financial Information – Note 33 – Exceptional Item**"* on page F-62.

For information in relation to the adjustments on account of tax and service tax dues made to our audited consolidated financial statements and their impact on our profit, see *"**Financial Information – Note 34 – Tax Expense**"* on page F-62.

Profit for the Year

Profit for the year was ₹ 582.05 million in Fiscal 2020 compared to ₹ 555.08 million in Fiscal 2019.

Total Comprehensive Income for the Year

Total comprehensive income for the year was ₹ 597.26 million in Fiscal 2020 compared to ₹ 639.35 million in Fiscal 2019.

Earnings before Interest, Taxes, Depreciation and Amortisation (EBITDA)

Our EBITDA increased by 16.28% from ₹ 880.73 million in Fiscal 2019 to ₹ 1,024.09 million in Fiscal 2020. EBITDA margin was 10.43% in Fiscal 2019 compared to 10.71% in Fiscal 2020.

LIQUIDITY AND CAPITAL RESOURCES

Historically, our primary liquidity requirements have been to fund our working capital requirements, capital expenditure and acquisitions. We have funded these primarily through cash generated from operations and bank borrowings.

We expect to meet our working capital, planned capital expenditure and acquisitions requirements for the next 24 months primarily from the cash flows from business operations, borrowings from banks and financial institutions and the proceeds of this Fresh Issue.

CASH FLOWS

The following table sets forth certain information relating to our cash flows on a consolidated basis for the periods indicated:

(₹ million)

Particulars	Fiscal 2019	Fiscal 2020	Fiscal 2021	Six months Ended September 30, 2020	Six months Ended September 30, 2021
Net cash generated from/(used in) operating activities	**228.11**	**984.75**	**2,294.32**	**1,270.50**	**(91.86)**
Net cash generated from/ (used in) investing activities	**(50.12)**	**2.25**	**(2,260.53)**	**(2,136.29)**	**58.79**
Net cash generated from/ (used in) financing activities	**(170.87)**	**(673.53)**	**2,109.69**	**2,273.56**	**(126.47)**
Net increase/ (decrease) in cash and cash equivalents	**58.86**	**321.18**	**2,070.76**	**1,352.16**	**(139.23)**
Cash and cash equivalents at the beginning of the period	**235.15**	**294.01**	**615.19**	**615.19**	**2,699.90**
Closing balance of cash and cash equivalents	**294.01**	**615.19**	**2,699.90**	**1,967.35**	**2,566.11**

Operating Activities

Six Months Ended September 30, 2021

In the six months ended September 30, 2021, net cash used in operating activities was ₹ 91.86 million and the operating profit before working capital changes was ₹ 1,014.83 million. The change in working capital amounted to ₹ (872.75) million, primarily due to an increase in financial assets and other assets of ₹ 473.18 million, and increase in trade receivables of ₹ 604.58 million. This was partially offset by increase in trade payables, provisions and other liabilities of ₹ 205.01 million. Direct taxes paid (net) was ₹ 233.94 million in the six months ended September 30, 2021.

Six Months Ended September 30, 2020

In the six months ended September 30, 2020, net cash generated from operating activities was ₹ 1,270.50 million and the operating profit before working capital changes was ₹ 826.45 million. The change in working capital amounted to ₹ 501.46 million, primarily due to an increase in trade payables, provisions and other liabilities of ₹ 547.97 million and decrease in financial assets and other assets of ₹ 77.12 million. This was partially offset by an increase in trade receivables of ₹ 123.63 million. Direct taxes paid (net) was ₹ 57.41 million in the six months ended September 30, 2020.

Fiscal 2021

In Fiscal 2021, net cash generated from operating activities was ₹ 2,294.32 million and the operating profit before working capital changes was ₹ 1,840.10 million. The change in working capital amounted to ₹ 627.41 million, primarily due to an increase in trade receivables of ₹ 151.53 million and increase in financial assets and other assets of ₹ 13.92 million, which was partially offset by an increase in trade payables, provisions and other liabilities of ₹ 792.87 million. Direct taxes paid (net) was ₹ 173.20 million in Fiscal 2021.

Fiscal 2020

In Fiscal 2020, net cash generated from operating activities was ₹ 984.75 million and the operating profit before working capital changes was ₹ 905.33 million. The change in working capital amounted to ₹ 258.72 million, primarily due to an increase in trade receivables of ₹ 569.89 million and increase in financial assets and other assets of ₹ 423.85 million, which was partially offset by an increase in trade payables, provisions and other liabilities of ₹ 1,252.46 million. Direct taxes paid (net) was ₹ 179.30 million in Fiscal 2020.

Fiscal 2019

In Fiscal 2019, net cash generated from operating activities was ₹ 228.11 million and the operating profit before working capital changes was ₹ 888.11 million. The change in working capital amounted to ₹ 594.49 million, primarily due to an increase in trade receivables of ₹ 489.05 million and increase in financial assets and other assets of ₹ 187.80 million, which was partially offset by an increase in trade payables, provisions and other liabilities of ₹ 82.36 million. Direct taxes paid (net) was ₹ 65.51 million in Fiscal 2019.

Investing Activities

Six Months Ended September 30, 2021

Net cash generated from investment activities was ₹ 58.79 million in the six months ended September 30, 2021, primarily on account of fixed deposits matured of ₹ 337.48 million and interest received of ₹ 70.93 million. This was significantly offset by payment of purchase consideration of ₹ 255.29 million and purchase of property, plant and equipment and intangible assets including capital work-in-progress of ₹ 94.52 million.

Six Months Ended September 30, 2020

Net cash used in investment activities was ₹ 2,136.30 million in the six months ended September 30, 2020, primarily on account of payment for acquisition of subsidiaries of ₹ 241.76 million and from fixed deposits placed of ₹ 1,897.99 million. This was marginally offset by interest received of ₹ 16.59 million.

Fiscal 2021

Net cash used in investing activities was ₹ 2,260.53 million in Fiscal 2021, primarily on account of fixed deposits placed of ₹ 1,589.92 million and payment for acquisition of subsidiaries of ₹ 525.58 million, which was marginally offset by interest received of ₹ 51.60 million.

Fiscal 2020

Net cash generated from investing activities was ₹ 2.25 million in Fiscal 2020, primarily on account of proceeds from fixed deposits matured of ₹ 250.84 million and interest received of ₹ 20.54 million, which was significantly offset by payment for acquisition of subsidiaries of ₹ 196.75 million and payment for purchase of property, plant and equipment and intangible assets of ₹ 72.38 million.

Fiscal 2019

Net cash used in investing activities was ₹ 50.12 million in Fiscal 2019, primarily on account of payment for purchase of property, plant and equipment and intangible assets of ₹ 105.43 million and purchase of current investment of ₹ 100.00 million, which was partially offset by proceeds from fixed deposits matured of ₹ 128.30 million, purchase of current investments and interest received.

Financing Activities

Six Months Ended September 30, 2021

Net cash used in financing activities was ₹ 126.47 million in the six months ended September 30, 2021, and primarily consisted of repayment of non-current borrowings of ₹ 39.73 million and dividend paid of ₹ 115.43 million. This was partially offset by proceeds from issue of equity shares on exercise of employee stock options of ₹ 62.49 million.

Six Months Ended September 30, 2020

Net cash generated from financing activities was ₹ 2,273.56 million in the six months ended September 30, 2020, and primarily consisted of proceeds from issue of equity shares on public offer of ₹ 2,400 million.

Fiscal 2021

Net cash generated from financing activities was ₹ 2,109.69 million in Fiscal 2021, and primarily consisted of Proceeds from issue of equity shares on public offer of ₹ 2,400.00 million and Proceeds from issue of equity shares on exercise of employee stock options of ₹ 260.38 million, which was offset by repayment of current borrowings (net) of ₹ 373.56 million.

Fiscal 2020

Net cash used in financing activities was ₹ 673.53 million in Fiscal 2020, and primarily consisted of repayment of current borrowings (net) of ₹ 358.07 million and dividend paid (including dividend distribution tax) of ₹ 165.42 million.

Fiscal 2019

Net cash used in financing activities was ₹ 170.87 million in Fiscal 2019 and primarily consisted of dividend paid (including dividend distribution tax) of ₹ 90.42 million and interest paid of ₹ 20.18 million.

Indebtedness

As of September 30, 2021, we had no outstanding indebtedness.

Contractual Obligations and Commitments

The following table sets forth certain information relating to future payments due under known contractual commitments as of September 30, 2021, aggregated by type of contractual obligation:

(₹ million)

Particulars	As of September 30, 2021*				
	Payment due by period				
	Total	Less than 1 year	1 – 3 years	3 – 5 years	More than 5 years
Obligations under capital leases	-	-	-	-	-
Capital commitments	-	-	-	-	-
Lease liability (including current maturities)	**131.26**	**43.45**	**45.58**	**42.23**	-
Short-term borrowings	-	-	-	-	-
Long-term borrowings	-	-	-	-	-
Trade Payables	**2,045.58**	**2,045.58**	-	-	-
Total Contractual Obligations	**6,045.94**	**4,907.64**	**1,096.07**	**42.23**	-

**Does not include contractual obligations and commitments related to the acquisition of Masivian and Interteleco as the definitive agreements for such acquisitions was entered into after September 30, 2021.*

Contingent Liabilities and other Off-Balance Sheet Arrangements

The following table sets forth certain information relating to our contingent liabilities as of September 30, 2021:

Particulars	Amount (₹ million)
Income tax matters*	203.94
Indirect tax matters (including interest liability on GST liability that may arise under Reverse Charge Mechanism)*	1,085.11
Total	**1,289.05**

**Does not include amounts towards certain additional penalty and interest (other than interest from GST liability indicated in the table above) 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.*

Except as disclosed in our Financial Statements or otherwise in this Placement Document, there are no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that we believe are material to investors.

Historical and Planned Capital Expenditures

In Fiscal 2019, 2020 and 2021, and in the six months ended September 30, 2020 and September 30, 2021, our capital expenditure was ₹ 105.43 million, ₹ 72.38 million, ₹ 76.63 million, ₹ 13.14 million and ₹ 94.52 million, respectively.

We believe that our capital expenditures in Fiscal 2022 will be financed by funds generated from operations as well as the proceeds from the Offer. Our actual capital expenditures may be significantly higher or lower than these planned amounts, or the timing of such expenditures may change, due to various factors, including, among others, changes in macroeconomic conditions, unplanned cost overruns and our ability to generate sufficient cash flows from operations.

Interest Coverage Ratio

Interest coverage ratio, on a consolidated basis, is calculated on the basis on profit/loss before tax plus finance cost (which includes interest cost on lease liability as per Ind AS 116 from Fiscal 2020 onwards) divided by finance cost, for the relevant fiscal year/ period.

Particulars	Fiscal			Six Months ended September 30, 2020	Six Months ended September 30, 2021
	2019	2020	2021		
Interest Coverage Ratio	6.63	15.25	59.61	39.87	82.45

Related Party Transactions

We enter into various transactions with related parties in the ordinary course of business. Primarily these transactions include purchase of messaging services, travelling and conveyance, business promotion expenses, expenses reimbursed by and to other companies, rental income, advances to Promoters and remuneration to Directors and KMPs. For further details relating to our related party transactions, see *"**Financial Information**"* on page 228.

Quantitative and Qualitative Disclosures about Market Risk

We are exposed to various types of market risks in the ordinary course of business, including credit risks, interest rate risks and foreign currency exchange risks.

Credit Risk

We are exposed to credit risk on amounts owed to us by our clients. If our clients do not pay us promptly, or at all, it may impact our working capital cycle and/or we may have to make provisions for or write-off on such amounts. In Fiscal 2019, 2020 and 2021, and in the six months ended September 30, 2020 and September 30, 2021, our trade receivables were ₹ 1,447.07 million, ₹ 2,036.99 million, ₹ 2,173.03 million, ₹ 2,173.03 million and ₹ 2,770.54 million, respectively.

Interest Rate Risk

Interest rates for borrowings have been volatile in India in recent years. Our operations are funded to a significant extent by debt. Any increase in interest expenses may have an adverse effect on our results of operations and financial condition. Our borrowings may carry interest at variable rates as well as fixed rates. Although we may in the future engage in interest rate hedging transactions or exercise any right available to us under our financing arrangements to terminate the existing debt financing arrangement on the respective reset dates and enter into new financing arrangements, there can be no assurance that we will be able to do so on commercially reasonable terms, that our counterparties will perform their obligations, or that these agreements, if entered into, will protect us adequately against interest rate risks.

Exchange Rate Risk

Changes in currency exchange rates influence our results of operations. A portion of our revenues, particularly relating to our international operations, is denominated in currencies other than Indian Rupees including Euro, U.S. Dollar, AED, Naira, Cedi, Pound Sterling and Singapore Dollar. A portion of our expenses, including operating expenses in connection with our international operations, as well as certain of our capital expenditure on hardware and software, may also be denominated in currencies other than Indian Rupees. In addition, certain of the our results and financial positions are reported in the relevant local currencies, including Euro, U.S. Dollar, Naira and AED, which are translated into Indian Rupees at the applicable exchange rates for inclusion in the consolidated financial statements, which are stated in Indian Rupees.

Depreciation of the Indian Rupee against the U.S. dollar and other foreign currencies may adversely affect our results of operations by increasing the cost of financing any debt denominated in foreign currency that we may enter into in the future or any proposed capital expenditure in foreign currencies. Any significant appreciation of the Rupee against foreign currencies, especially the USD and the Euro, is likely to have an impact on our ability to compete effectively with international competitors and maintain or grow our profit margins.

Although we may selectively enter into hedging transactions to minimize our currency exchange risks, there can be no assurance that such measures will enable us to avoid the effect of any adverse fluctuations in the value of the Indian Rupee against other relevant foreign currencies.

Liquidity Risk

Liquidity risk arises from the absence of liquid resources, when funding loans, and repaying borrowings. This could be due to a decline in expected collection, or our inability to raise adequate resources at an appropriate price.

This risk may be minimized through a mix of strategies, including the maintenance of back-up bank credit lines, having diversified sources for funding both long term and short-term loans and following a forward-looking borrowing program based on projected loans and maturing obligations.

Unusual or Infrequent Events or Transactions

Except as described in this Placement Document, there have been no other events or transactions that, to our knowledge, may be described as "unusual" or "infrequent".

Segment Reporting

Other than as disclosed in our Financial Statements, we do not follow any other segment reporting. See, ***"Financial Information"*** on page 228. Our operations are internally aligned into the following business verticals: (i) enterprise; (ii) mobile operator; and (iii) business process outsourcing, which have been discussed in detail in "***Business***" on page 129.

Significant Dependence on Clients

Revenues from any particular client may vary between financial reporting periods depending on the nature and term of ongoing contracts with such client. We are dependent on a limited number of clients for a substantial portion of our revenues. Our Company earned revenue from 50 major clients who contributed more than 86.44% of our revenue in the six months ended September 30, 2020 and from 50 major clients who contributed more than 83.91% of our revenue in the six months ended September 30, 2021, from two major clients who individually contributed more than 10% of our revenue in Fiscal 2021 and in Fiscal 2020, while in Fiscal 2019, one major client contributed more than 10% of our revenue in Fiscal 2019. Our largest client accounted for 23.16%, 18.81%, 15.40% and 12.81% of our revenue from operations in Fiscal 2019, 2020 and 2021, and in the six months ended September 30, 2021, respectively. Our ten largest clients accounted for approximately 54.26%, 54.06%, 58.69%, and 54.06% of our revenue from operations in Fiscal 2019, 2020 and 2021, and in the six months ended September 30, 2021, respectively. See also, ***"Risk Factors – Our revenues depend on a limited number of clients and a loss of such clients could adversely affect our financial condition and results of operations."*** on page 49.

Known Trends or Uncertainties

Other than as described in this section and in "***Risk Factors***" on page 46 to our knowledge, there are no known trends or uncertainties that are expected to have a material adverse impact on our revenues or income from continuing operations.

Future Relationship between Cost and Income

Other than as described in this section, ***"Risk Factors"*** and ***"Business"*** on pages 46 and 129, respectively, to our knowledge there are no known factors that will have a material adverse impact on our operations and finances.

Seasonality of Business

Our results of operations do exhibit seasonality. We are subject to seasonality and fluctuations in end-customer usage of enterprise communications through the year. We may have variation in our financial results from financial period to financial period as a result of various factors, including those described under ***"Factors Affecting our Results of Operations"*** above and in ***"Risk Factors"*** on pages 91 and 46. While the business operations of certain of our clients are seasonal, given the size of our operations and large and diverse client base, seasonality of businesses affecting such clients do not have any material impact on our business and results of operations.

Competitive Conditions

We operate in a competitive environment. See ***"Business", "Industry Overview"*** and ***"Risk Factors"*** on pages 129, 121 and 46, respectively, for further details on competitive conditions that we face in our business.

Changes in Accounting Policies

Except as disclosed in this Placement Document, there have been no changes in our accounting policies in the last three Fiscals and the six months ended September 30, 2021.

For further information, see "***Financial Information***" on page 222.

Status of any publicly announced new products or business segment, if applicable

Except as disclosed in *"**Business**"* on page 129, we have not announced and do not expect to announce in the near future any new products or business segments.

Auditor's Observations

Other than as disclosed below, there have been no reservations/ qualifications/ adverse remarks/ matters of emphasis highlighted by our Statutory Auditors in their audit reports on the Audited Consolidated Financial Statements for the last three Fiscals and in the Statement of Unaudited Results preceding the date of this Placement Document.

Fiscal/Period	Emphasis of Matter
Six Months ended September 30, 2021	The statutory auditors draw attention to Note 8 to the accompanying Statement of Unaudited Financial Results wherein it is stated that Department of Revenue of the Ministry of Finance, Government of India, has requested the our Company to pay the goods and services tax in accordance with the reverse charge mechanism under Integrated Goods and Services Tax (IGST) Act, 2017 of ₹ 330.18 million (excluding interest) for the period from July 2017 to March 2019 on the purchases of messages from its foreign vendors and sale to its overseas customers. Based on the legal opinion obtained, the management of the Company is of the view that the aforementioned services are not chargeable to goods and services tax and accordingly, no consequential adjustments have been made in the accompanying Statement of Unaudited Financial Results. The statutory auditors' conclusion is not modified in respect of this matter.
2021	The statutory auditors draw attention to the matter stated in Note 45(iii) to the consolidated financial statements which indicates delay in payment of foreign currency payables and receipt of foreign currency receivables within the group as on 31 March 2021 beyond the timelines stipulated vide FED Master Direction No. 17/2016-17 and FED Master Direction No. 16/2015-16, read with RBI circulars, RBI/2019-20/242 No.33 dated May 22, 2020 and RBI/2019-20/206 No.27 dated April 1, 2020, under the Foreign Exchange Management Act, 1999. The management of our Company is in the process of filing necessary applications seeking set- off of receivables and payables and condonation of delays with appropriate authorities for regularising these defaults. Pending conclusion on these matters, the management is of the view that the amount of fines/penalties, if any, that may be levied, are currently unascertainable but not expected to be material and accordingly, no consequential adjustments have been made to the consolidated financial statements with respect to such delays/defaults. The statutory auditors' opinion is not modified in respect of this matter.
2020	The statutory auditors draw attention to the matter stated in Note 47 (iii) to the consolidated financial statements which indicates delays in payment of foreign currency payables to subsidiaries, aggregating to ₹ 110.11 million outstanding as on 31 March 2020 beyond the timelines stipulated vide FED Master Direction 17/2016-17, read with RBI circular RBI/2019-20/242 No.33 dated 22 May 2020, under the Foreign Exchange Management Act, 1999. The management of our Company is in process of filing necessary applications for condonation of delays with appropriate authorities for regularising these defaults. Pending condonation of such delays by the appropriate authority, the management of our Company is of the view that the amount of fines/penalties, if any, that may be levied, are currently unascertainable but not expected to be material and accordingly, no consequential adjustments have been made to the consolidated financial statements with respect to such delay/default. The statutory auditors' opinion is not modified in respect of this matter.
2019	a) The statutory auditors draw attention to Note 45(A)(i) of the consolidated financial statements wherein it is stated that the Holding Company has received a demand notice for service tax liability aggregating to ₹ 250.03 million (excluding interest and penalty) for the period from October 2011 to March 2016 and show-cause cum demand notice for service tax liability aggregating to ₹ 25.47 million (excluding interest and penalty) for the period from April 2016 to June 2017, under the provisions of the Finance Act, 1994. Based on the legal opinion obtained, the management of our Company is of the view that the outcome of the appeal filed with relevant appellate authorities in respect of aforementioned disputed dues will be in the favour of our Company, and accordingly, no provision for liability has been recognised in the consolidated financial statements. The statutory auditors' opinion is not modified in respect of this matter.

Fiscal/Period	Emphasis of Matter
	b) The statutory auditors draw attention to the matter stated in Note 45(A)(iii) to the consolidated financial statements which indicates delays in receipt and payment of foreign currency receivables and payables from/to subsidiaries aggregating to ₹ 68.20 million and ₹ 133.38 million respectively as on 31 March 2019 beyond the timelines stipulated vide FED Master Direction No.16/2015-16 and FED Master Direction No. 17/2016-17 respectively, under the Foreign Exchange Management Act, 1999. The management of our Company has filed necessary applications for condonation of delays and regularising the defaults with the appropriate authorities. The management of our Company is of the view that the fine/penalties, if any, are currently unascertainable and accordingly, no provision has been recognised in the consolidated financial statements with respect to such fine/penalty. The statutory auditors' opinion is not modified in respect of this matter.

For further information, see "***Financial Information***" on page 228.

Significant Developments after September 30, 2021 that may affect our future results of operations

Other than as disclosed in this Placement Document, including under "*Business*", "*Risk Factors*" and in this section, to our knowledge no circumstances have arisen since the date of the last financial information disclosed in this Placement Document which materially and adversely affect or are likely to affect, our trading or profitability, or the value of our assets or our ability to pay our liabilities within the next 12 months.

SIGNIFICANT ACCOUNTING POLICIES

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. 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.

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

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.

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.

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.

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.

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.

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.

Principles of Consolidation

Subsidiaries

The consolidated financial statements incorporate the financial statements of our Company and entities controlled by our Company 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 March 31, 2021.

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. Subsidiaries are consolidated from the date on which effective control is acquired and are excluded from the date that control ceases.

Principles of Equity Accounting

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 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.

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.

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.

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.

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.

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 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.

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.

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:

(i) Assets and liabilities are translated at the closing rate on the balance sheet date

(ii) Income and expenses are translated at the average exchange rate (unless this is not a 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).

(iii) 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.

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, associate 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.

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 unrecognized deferred tax assets. It recognizes unrecognized 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 realized.

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 intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

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.

Financial assets

Classification

The Group classifies its financial assets in the following measurement categories:

(i) those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and

(ii) 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 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.

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.

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.

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.

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 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.

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.

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 amortized over a period of three years on WDV method. Following table summarises the nature of intangibles and their estimated useful lives and amortization on a straight line basis:

Nature otf Intangibles	Useful lives
Trade mark	5 years
License	3 to 5 years
Software	3 to 4 years
Customer relationship	4 to 10 years
Non-compete fees	4 to 7 years

Depreciation is calculated pro-rata from/to the date of addition/deletion.

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 lifetime losses to be recognised on initial recognition of the receivables.

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.

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.

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.

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 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.

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.

Share based payments

Share-based compensation benefits are provided to employees via the "ROUTE MOBILE LIMITED" Employee Stock Option Plan 2017 (the 'ESOP scheme'). The fair value of options granted under the Employee Stock Option Plan 2017 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 trust as its extension and shares held by ESOP Trust are treated as treasury shares.

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, it's recognition as income in the consolidated statement of profit and loss is linked to fulfilment of associated export obligations. The Group has chosen to present grants received to income as other income in the consolidated statement of profit and loss.

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').

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.

Standards issued but not effective

There are no standards that are issued but not yet effective on March 31, 2021.

INDUSTRY OVERVIEW

*Unless otherwise indicated, industry and market data used in this section has been derived from industry publications and other publicly available information, including, in particular, the reports "CPaaS – Future Market Outlook, Emerging Opportunities & Forecasts 2021 - 2026 – Market Trends & Strategies" dated September, 2021, "CPaaS – Future Market Outlook, Emerging Opportunities & Forecasts 2021 - 2026 – Competitor Leaderboard" dated September, 2020, and "CPaaS – Future Market Outlook, Emerging Opportunities & Forecasts 2021 - 2026 – Data & Forecasting" dated September 2021, prepared and issued by Juniper Research Limited (collectively, the "**Juniper Reports**"). The data may have been re-classified by us for the purposes of presentation. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Accordingly, investors must rely on their independent examination of, and should not place undue reliance on, or base their investment decision solely on this information. The recipient should not construe any of the contents in this report as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors concerning the transaction.*

*While preparing the Juniper Reports, Juniper Research Limited has also sourced information from publicly available sources, including our Company's financial statements available publicly. See also, **"Risk Factors – Industry information included in this Placement Document has been derived from industry reports. There can be no assurance that such third party statistical, financial and other industry data in this Placement Document may be complete or reliable."** on page 68.*

Unless otherwise specified, all references to years in the Juniper Reports and this section refer to calendar years. Unless otherwise specified, all currency refers to USD.

CPAAS MARKET SUMMARY

Introduction to CPaaS Market

Juniper Research defines a CPaaS platform as: 'A service or solution that enables brands and advertisers to communicate to clients via multiple outbound online and mobile channels via a singular centralised platform.'

Mobile channels are becoming increasingly important for brands and enterprises to connect with customers, with service providers emerging that look to offer a comprehensive platform that enables the management of this communication - these are CPaaS platforms.

There are a number of services that can be considered part of CPaaS platforms, including messaging technologies such as SMS, RCS (Rich Communication Services) and OTT messaging applications. Also offered are push notifications, voice services and email.

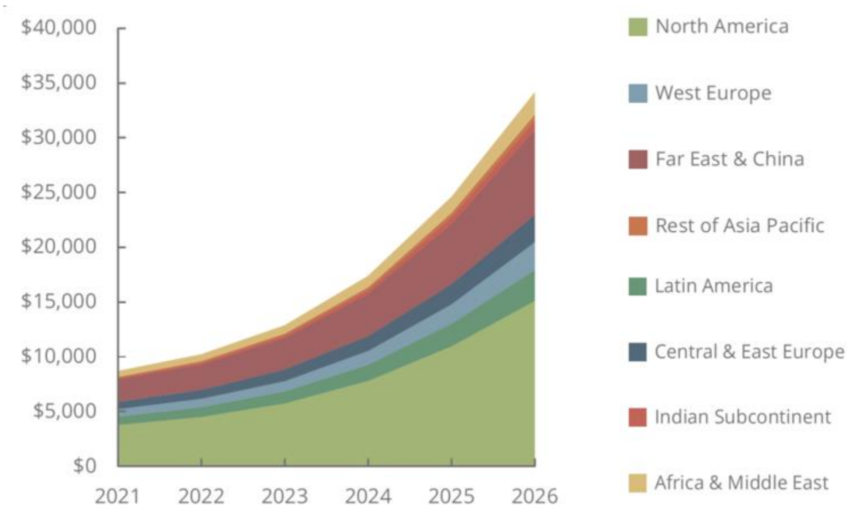
Indeed, in the future, Juniper Research believes that the introduction of chatbots, financial services, payment services and expansion into CPaaS platforms will be key for service providers maximising their revenue. However, Juniper Research has identified the introduction of CDPs (Customer Data Platforms) and CCaaS (Contact Centres-as-a-Service) as key elements that leading CPaaS platforms must look to introducing, either through acquisition or in-house development, in the near future.

It is important for CPaaS players to ensure that they are able to deliver traffic across the largest variety of technologies in order to attract the largest clients; however, as these channels become increasingly complex, the provision of managed services is likely to have a big factor in an enterprise's decision on which CPaaS vendor to use.

Total CPaaS Market Value

Juniper Research anticipates that CPaaS revenue will reach $34.2 billion by 2026, rising from $8.7 billion in 2021.

Total CPaaS Service Revenue ($m), Split by 8 Key Regions, 2021-2026



Source: Juniper Research

A key driver of CPaaS revenue growth is the continuing adoption of CPaaS by enterprises, given the expansion of digital communication channels available. As a result, an increasing amount of traffic, and subsequently revenue, can be attributable to the CPaaS market.

Notably, North America is anticipated to account for 46% of the global revenue by 2026, despite only accounting for 4.5% of mobile subscribers. Markets such as Indian Subcontinent and Rest of Asia Pacific are expected to grow at a CAGR higher than the CAGR expected in the overall CPaaS market.

	2021	2022	2023	2024	2025	2026
North America	$3,775.9	$4,500.5	$5,727.6	$7,798.4	$10,966.2	$15,100.2
Latin America	$752.2	$883.0	$1,094.8	$1,460.8	$2,058.6	$2,823.2
West Europe	$689.4	$783.6	$956.8	$1,263.1	$1,773.0	$2,525.9
Central & East Europe	$668.8	$801.5	$1,060.2	$1,365.2	$1,841.3	$2,524.0
Far East & China	$2,043.9	$2,333.9	$2,876.4	$3,851.3	$5,523.9	$7,730.4
Indian Subcontinent	$114.5	$160.9	$234.9	$364.3	$611.2	$870.9
Rest of Asia Pacific	$104.8	$130.7	$171.3	$247.6	$381.3	$541.8
Africa & Middle East	$543.8	$622.7	$762.0	$1,023.7	$1,458.3	$2,046.0
Global	**$8,693.2**	**$10,216.7**	**$12,884.1**	**$17,374.5**	**$24,613.8**	**$34,162.4**

Source: Juniper Research

Total CPaaS Market Value, Split by Services

Juniper Research expects SMS to remain the greatest source of revenue for CPaaS vendors over the course of the next five years; accounting for 71% of global market value by 2026. SMS will continue to account for the majority of revenue in the market through to 2026. As a ubiquitous technology, it will continue to be used for the termination of simple and critical information, such as for authentication. Despite the emergence of communication channels that are more media rich, brands and enterprises will continue to leverage SMS for the majority of traffic. RCS messaging and OTT business messaging will experience greater traction over the next four years. These rich media messaging formats do not have the same level of reach as SMS.

Additionally, Juniper Research believes that revenue from voice services will grow significantly over the next five years, and expects CPaaS vendors to capitalise on this growth by expanding their libraries of APIs for voice services available to brands and enterprises. These new APIs will need to focus on the rising availability of voice services for flash calling for authentication purposes. For these new services to realise traction, consumer convenience is key in migrating traffic to emerging voice channels.

	2021	2022	2023	2024	2025	2026
SMS Business Messaging	$8,272.0	$9,426.2	$11,305.9	$14,281.3	$18,668.2	$24,309.1
RCS Business Messaging	$83.1	$204.7	$580.4	$1,297.5	$2,575.2	$4,635.4
OTT Business Messaging	$52.3	$205.7	$427.6	$884.5	$1,823.5	$2,593.3
Push Notifications	$8.2	$8.9	$9.7	$10.5	$11.4	$12.3
Voice Services	$277.7	$371.2	$560.5	$900.8	$1,535.5	$2,612.3
Global	**$8,693.2**	**$10,216.7**	**$12,884.1**	**$17,374.5**	**$24,613.8**	**$34,162.4**

Source: Juniper Research

CPAAS SMS: MARKET FORECASTS AND KEY TAKEAWAYS

CPaaS SMS Opportunities

SMS is a well-established technology that will continue to provide CPaaS vendors with the majority of revenue over the next five years. Although ubiquitous, there is little room for innovation within the technology. Indeed, A2P SMS traffic can be migrated to other channels that provide operators and CPaaS vendors with greater revenue potential, such as RCS or flash calling for OTPs (One-time passwords).

Whilst P2P communication will continue to migrate to OTT messaging applications, Juniper Research suggests that the ubiquity of SMS will preserve its relevance in A2P use cases. With high open rates and the ability to reach large numbers of users, SMS is the ideal tool for communicating mission-critical traffic to large numbers of consumers. Even when RCS adoption accelerates, SMS will remain a crucial avenue for businesses to reach customers on both Android and iOS devices.

Total Number of Directly Connected A2P SMS Messages

A2P SMS traffic continues to grow. Juniper Research forecasts that the total directly connected A2P SMS traffic will grow from 3.5 trillion messages in 2021, to over 4.6 trillion by 2026 and will account for over 60% of global SMS traffic. Juniper Research notes that the OTT messaging ecosystem remains fragmented, and thus CPaaS providers will play an important role; enabling brands to reach end users on a multitude of different messaging applications. The adoption of SMS firewall solutions, that enable detection of grey routes, has enabled operators to greatly reduce the amount lost to messaging fraud; in turn, CPaaS vendors benefit from the increasing demand for their services, as networks block illegitimate traffic masking itself as P2P.

North America is expected to account for 20% of global traffic; the region is long-established as a region that generates significant demand for mobile business messaging traffic. Indeed, many of the leading players have been investing in order to increase their market share of traffic in the region. To maximise their impact in the region, Juniper Research suggests that companies be vigilant against the continuing threat of OTT players who are more agile than the network operators; CPaaS players must lead the development of new services in the region.

	2021	2022	2023	2024	2025	2026
North America	712,310.6	784,550.8	849,667.6	896,590.4	923,230.5	935,054.1
Latin America	190,684.5	206,435.0	222,671.5	238,533.9	254,899.3	264,750.8
West Europe	125,115.8	131,009.1	137,114.9	141,234.7	145,551.1	151,688.6
Central & East Europe	153,559.3	170,540.8	200,994.3	207,254.5	211,732.7	219,906.6
Far East & China	768,638.4	789,327.2	812,277.6	836,586.2	861,715.6	888,389.6
Indian Subcontinent	339,163.0	375,258.6	419,894.6	446,957.3	474,656.0	513,950.0
Rest of Asia Pacific	244,570.1	259,527.0	273,537.8	290,048.3	307,291.8	337,247.7
Africa & Middle East	969,462.0	1,013,348.5	1,064,015.8	1,125,375.8	1,182,290.7	1,285,570.3
Global	**3,503,503.8**	**3,729,997.0**	**3,980,173.9**	**4,182,581.3**	**4,361,367.8**	**4,596,557.6**

Source: Juniper Research

Total A2P SMS Traffic Delivered by CPaaS Platforms

Juniper Research believes that total A2P SMS traffic delivered by CPaaS platforms will reach 1.6 trillion by 2026; rising from less than 500 billion in 2021. Global SMS traffic delivered by CPaaS platforms will grow by 244% over the next five years; this mostly owes to an increasing number of messaging service providers being classed as CPaaS vendors, and these vendors taking increasing market share from other players, such as MaaP vendors.

Whilst grey routes remain an issue for operators, revenue leakage solutions continue to be of importance in tackling the issue, they are a problem that is diminishing largely owing to the capabilities of SMS firewalls. In some instances, CPaaS platforms will provide the services in addition to communications services. However, as new technologies emerge, Juniper Research believes that CPaaS providers will need to develop services that can accomplish the same goal; most immediately, this is the provision of solutions that can differentiate voice traffic to enable operators to monetise rising flash calling traffic. Operators must open their networks to APIs that can be accessed by trusted third parties to do so.

	2021	2022	2023	2024	2025	2026
North America	139,257.5	167,213.6	208,280.7	272,537.8	364,833.8	480,367.8
Latin America	26,857.6	31,811.1	39,577.0	52,557.0	72,974.1	98,699.2
West Europe	23,787.7	27,123.3	32,573.3	41,559.6	55,619.7	75,299.3
Central & East Europe	25,090.6	30,290.6	40,928.9	52,324.4	69,428.6	93,862.1
Far East & China	103,000.6	115,298.7	136,540.5	174,529.2	233,912.9	313,861.1
Indian Subcontinent	51,084.6	61,903.2	79,935.2	105,040.8	144,266.3	201,872.4
Rest of Asia Pacific	26,237.7	30,259.6	36,503.6	47,785.4	65,464.7	93,119.6
Africa & Middle East	78,204.8	89,111.6	107,613.8	141,131.7	192,750.2	272,435.4
Global	**473,521.0**	**553,011.6**	**681,952.8**	**887,465.7**	**1,199,250.3**	**1,629,516.9**

Source: Juniper Research

CPAAS RCS: MARKET FORECASTS AND KEY TAKEAWAYS

CPaaS RCS Opportunities

RCS Business Messaging will offer a significant improvement over current SMS services and will be a driving factor for adoption in verticals such as advertising and retail. Most notably for advertisers and marketers, it will enable a new level of engagement on a unified platform.

There is significant uptake in North America and Far East and China in terms of RCS penetration. There has clearly been a staggered development of RCS across multiple countries owing to the uptake of smartphones and operators' support of the technology. Juniper Research expects this phase to continue over the next five years, as many operators prioritise other technologies, such as IoT or 5G networks, over RCS messaging standards. Additionally, the level of virtualisation over a network will continue to play a crucial role in the number of operator RCS launches.

A key advantage of RCS is that it can 'piggyback' on the roll-out of 5G standards. This will be critical for the growth of RCS over the next five years.

Total RCS-capable Subscribers

Juniper Research expects the number of RCS-enabled mobile subscribers to reach 3.8 billion by 2026; rising from 929 million subscribers in 2021. RCS continues to be rolled out by operators, with support from handset manufacturers increasing. Additionally, the lifecycle of smartphone ownership provides steady growth throughout the forecast period as new users are added at regular intervals. However, despite this, only 38% of mobile subscribers are expected to be RCS-enabled globally by 2026; rising from 10% in 2021.

Total RCS Business Messages Delivered per annum

In the future, Juniper Research anticipates that the total number of RCS messages delivered by CPaaS platforms will reach 390 billion by 2026; rising from 7.5 billion in 2021. RCS has the potential to create new traffic through its ability to create new P2A (Person to Application) use cases; this will be primarily driven by the advanced capabilities of rich communication services. However, Juniper Research has identified key areas which may diminish the value of P2A traffic:

- Unwanted or illegitimate initial contact; whilst this is largely mitigated by brand authentication services, Juniper Research expects the 'cat and mouse' nature of fraudulent activities will lead to isolated examples in which fraudsters are able to mitigate these procedures to send unwanted traffic to end users.

- Consumer wariness over brand authenticity; brand authentication must be implemented correctly or risk losing consumer confidence in RCS as a communication channels.

- End-user confidence in a new technology; fostering confidence in a new channel is a significant challenge, and migrating traffic from existing channels, such as in-app or browser-based channels, should be accomplished by the adoption of omnichannel strategies that enable user information to be easily used to allow mobile subscribers to track activities from one channel to another.

CPAAS OTT: MARKET FORECASTS AND KEY TAKEAWAYS

CPaaS OTT Market

CPaaS OTT Business Messaging Opportunities

The use of OTT messaging applications has risen massively over the past five years. Efforts from CPaaS vendors have been the main driving force behind this adoption. These platforms offer the ability to fall back onto SMS technologies, thus ensuring that messages can be terminated in the event that a particular messaging app is not installed on a user's device.

OTT business messaging platforms are unable to compete with the reach of SMS. Furthermore, these apps face increased competition from RCS, which rivals the rich media functionality of OTT apps, whilst being standardised on mobile networks. Juniper Research anticipates that usage of OTT business messaging platforms will continue to grow over the next five years. This will be mainly driven by the integration of OTT messaging capabilities into CPaaS platforms, with the promise of fallback onto SMS if the OTT messaging app is not installed on the user's device.

The integration of OTT messaging applications into CPaaS solutions will be the key driver behind the growth of OTT business messaging solutions over the next five years. Indeed, ensuring message termination will remain the key priority for brands and enterprises; CPaaS platforms will offer the fallback onto SMS if the user does not have the required messaging app installed.

Unique Mobile OTT Messaging Subscribers

The highest amount of growth in the number of users will be found in Indian Subcontinent and Africa and Middle East, where smartphone penetration is the lowest. There is also a significant degree of regional fragmentation; from a CPaaS perspective, support of multiple technologies remains the most important strategy to attract high spending clients. However, the demand for these technologies will vary according to the region on offer; if a CPaaS vendor wishes to enter new markets, exploration of the most popular messaging applications is key in order to develop the necessary support.

OTT Business Messaging Traffic from CPaaS Platforms

Juniper Research believes that total OTT business messaging traffic will reach 25.4 billion by 2026; rising from only 1 billion today. OTT business messaging traffic will continue to rise; however, CPaaS vendors will be directly competing with APIs from the OTT app developers themselves. CPaaS providers must highlight their ability to fall back on SMS in order to attract the highest-spending clients, and may additionally use a similar approach to promote the availability of OTT apps with the option of using other emerging channels, such as RCS or social media platforms. Regions such as Africa and Middle East and Indian Subcontinent are anticipated to have a high amount of traffic.

CPaaS Revenue from OTT Business Messaging

Juniper Research believes that future pricing changes over OTT messaging apps for business messaging services are inevitable, as their platforms look to increase commercial revenue from these solutions. The market has progressed to a stage where monetising traffic must be considered a priority, rather than generating interest via trials and low pricing. Additionally, the agile nature of OTT applications enables them to quickly and efficiently launch new payment structures that can increase the usage of the technology's conversational capabilities. CPaaS players must ensure that they are able to follow these changes as quickly as possible to ensure that traffic originates from their platforms.

However, in other regions, such as West Europe and Africa and Middle East, there is a clear issue of a fragmented OTT messaging app ecosystem. Whilst this initially may seem insurmountable, a simple solution is to support current OTT apps whilst ensuring that support for emerging business messaging solutions over incumbent apps is achieved as early as possible.

CPAAS PUSH NOTIFICATIONS: MARKET FORECASTS AND KEY TAKEAWAYS

CPaaS Push Notification Market

Whilst several CPaaS providers offer push notifications as part of their product suite, Juniper Research believes that there is limited opportunity for push notifications within the space. It is in the best interest of CPaaS platforms to offer these services to complement more in-demand services such as A2P SMS and voice services.

Total Number of Push Notifications Delivered by CPaaS Platforms

Juniper Research forecasts that the total number of push notification delivered by CPaaS platforms will reach 12.3 billion by 2026; rising from 8.2 billion in 2021. CPaaS platforms do not generally make a significant amount of revenue from push notifications. As a result, not all major CPaaS players support the service and instead rely on SMS as their main revenue service. Additionally, Juniper Research does not believe that there will be significant room for growth in this area for CPaaS platforms.

Total CPaaS Push Notification Revenue

Juniper Research believes that there will be minimal growth in this sector owing to the simple nature of the technology. However, despite little direct revenue from these services, Juniper Research believes that offering the service is necessary to provide a comprehensive service.

From a CPaaS standpoint, Juniper Research believes that, whilst the technology must be offered to remain competitive, brands and enterprises should be pushed to using other technologies that are both more comprehensive and generate more revenue for the CPaaS vendor. This should be accomplished by highlighting the greater capabilities of services such as RCS and OTT messaging which have a conversational nature.

CPAAS VOICE SERVICES: MARKET FORECASTS AND KEY TAKEAWAYS

CPaaS Voice Services Market Forecasts

Despite making up less than 10% of CPaaS revenue, Juniper Research believes that voice services comprise a significant aspect of the overall CPaaS offering. Juniper Research has considered the following services in the CPaaS space:

- Inbound and outbound voice communication
- Voicemail services
- Number-masking
- Text-to-speech
- Speech recording

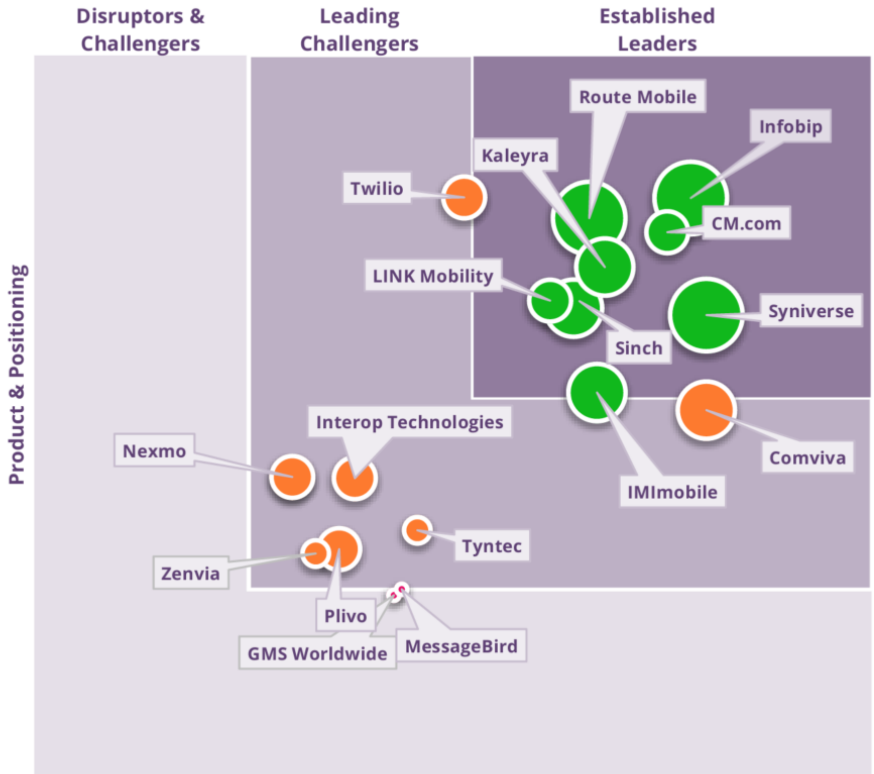
There are several services within this sector. Additionally, Juniper Research believes that there is a large degree for innovation in the service. As mentioned previously, the movement towards SaaS (Software-as-a-Service) has the potential to become a new revenue stream for CPaaS players whilst exploiting their existing user bases.

Total Voice API Calls over CPaaS Platforms

Juniper Research expects that there will be over 200 billion API voice calls over CPaaS platforms by 2026; rising from 20 billion in 2021. At present, voice services comprise a variety of use cases. However, usage of these is currently low, with only a handful of mobile subscribers being part of the API call process. However, it must be noted that often mobile subscribers will only see the end service, with the brand and enterprise using the APIs themselves. Juniper Research believes that this service has the potential for disruption and innovation of services over the next five years. This is most evident in the migration towards SaaS business models where contact centres will play an integral role for brands and enterprises.

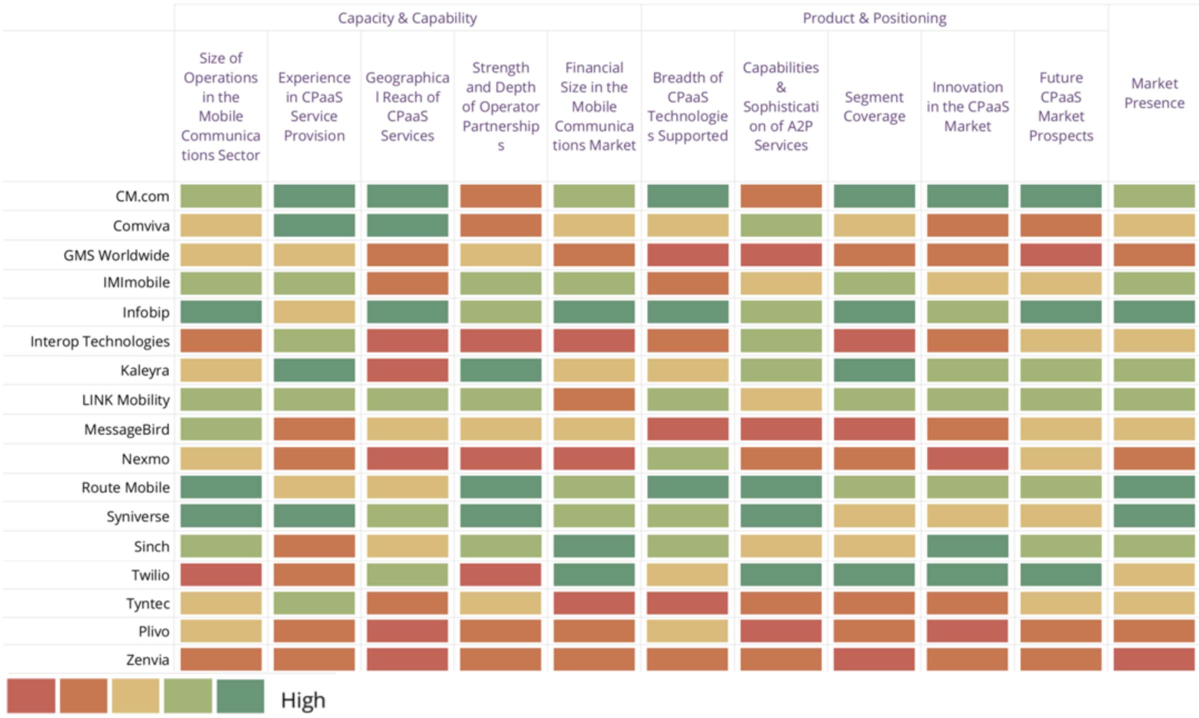
COMPETITOR LEADERBOARD

Juniper Research Competitor Leaderboard: CPaaS Vendors



Source: Juniper Research

Juniper Research Leaderboard Heatmap: CPaaS Vendors



Source: Juniper Research

BUSINESS

*Some of the information in the following discussion, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read "**Forward-Looking Statements**" on page 15 for a discussion of the risks and uncertainties related to those statements. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Also read "**Risk Factors**" and "**Management's Discussion and Analysis of Financial Condition and Results of Operations – Factors Affecting our Results of Operations and Financial Condition**" on pages 46 and 91, respectively, for a discussion of certain factors that may affect our business, financial condition or results of operations.*

*Our fiscal year ends on March 31 of each year, and references to a particular fiscal are to the twelve months ended March 31 of that year. Unless otherwise indicated or the context requires otherwise, the financial information included herein is based on our Audited Consolidated Financial Statements and the Statement of Unaudited Financial Results included in this Placement Document. The financial information for the six months periods ended September 30, 2021 and 2020 are not comparable with our results for the full fiscal years and our financial information for the six months periods ended September 30, 2021 are not necessarily indicative of what our financial information for Fiscal 2022 will be. For further information, see "**Financial Information**" and "**Management's Discussion and Analysis of Financial Condition and Results of Operations**" on pages 228 and 86, respectively. In addition, due to the acquisitions in the six months period ended September 31, 2021 described in **"Management's Discussion and Analysis of Financial Condition and Results of Operations – Factors Affecting our Results of Operations and Financial Condition - Integration of acquired entities"** on page 91, respectively, the financial information as at and for the six months periods ended September 30, 2021 and 2020 on a consolidated basis are not directly comparable.*

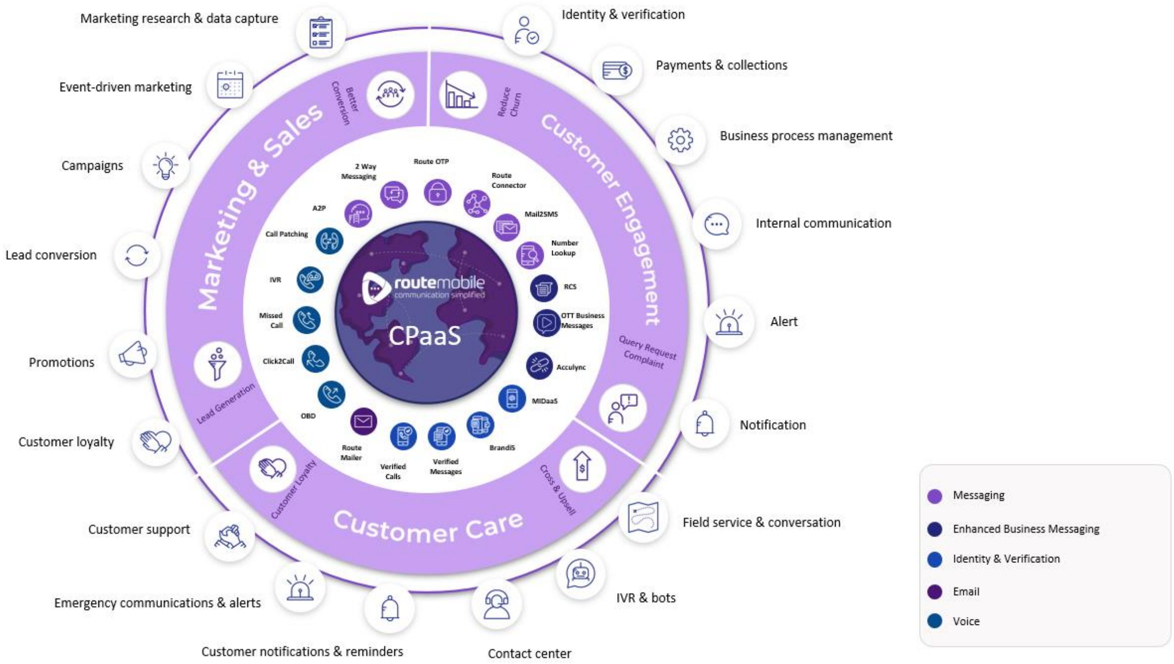
In this section, unless the context otherwise requires, a reference to "our Company" is a reference to Route Mobile Limited on a standalone basis, while any reference to "we", "us", "our" or "Group" is a reference to Route Mobile Limited on a consolidated basis.

*Unless otherwise indicated, industry and market data used in this section has been derived from industry publications and other publicly available information, including, in particular, the reports "CPaaS – Future Market Outlook, Emerging Opportunities & Forecasts 2021 - 2026 – Market Trends & Strategies" dated September, 2021, "CPaaS – Future Market Outlook, Emerging Opportunities & Forecasts 2021 - 2026 – Competitor Leaderboard" dated September, 2020, and "CPaaS – Future Market Outlook, Emerging Opportunities & Forecasts 2021 - 2026 – Data & Forecasting" dated September 2021, prepared and issued by Juniper Research Limited (collectively, the "**Juniper Reports**"). Unless otherwise indicated, financial, operational, industry and other related information derived from the Juniper Report and included herein with respect to any particular year refers to such information for the relevant calendar year.*

OVERVIEW

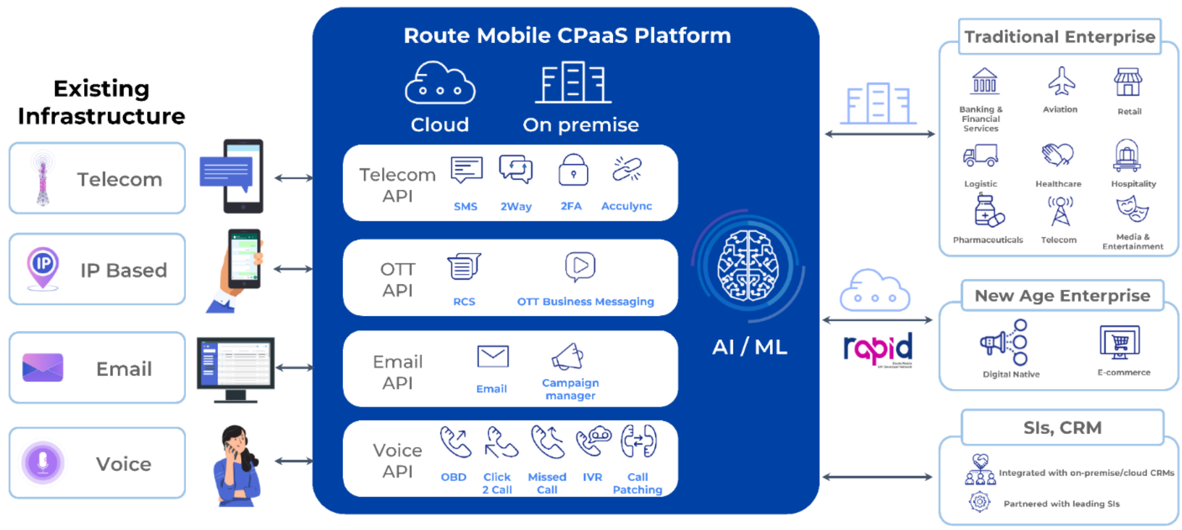
We are a leading cloud communication platform provider (*Source: Juniper Reports*), catering to enterprises, over-the-top ("**OTT**") players and mobile network operators ("**MNO**"). Our product portfolio focused on enterprises and OTT players includes smart solutions in digital communication including Application-to-Person ("**A2P**") SMS, Rich Communication Services ("**RCS**") and OTT business messaging, voice and email. We have created a full stack of Software-as-a-Solution ("**SaaS**") solutions for MNOs, including Artificial Intelligence ("**AI**") and Machine Learning ("**ML**") driven SMS filtering, analytics and monetization, short messaging service centre ("**SMSC**") and multimedia messaging service centre ("**MMSC**") solutions and Digital Ledger Technology ("**DLT**") solutions. We offer a scalable and flexible omni-channel Communication Platform as a Service ("**CPaaS**") to enterprises globally and across industry verticals, OTT players and MNOs. We deliver a comprehensive communication product stack, based on CPaaS principles, infusing conversational AI. Our CPaaS platform is leveraged by enterprises across a broad range of industries including social media companies, banks, financial institutions, e-commerce entities, and travel aggregators, amongst others.

We offer digital communication solutions that address enterprises' requirements across the entire lifecycle of enterprises' end-customers as set out below:



We also provide real-time connected customer experiences with our advanced Communications Platform as a Service ("**CPaaS**"), globally. With omni-channel workflows and a data-centric approach, our comprehensive CPaaS solutions help businesses to create real-time, smart, and conversational customer experiences.

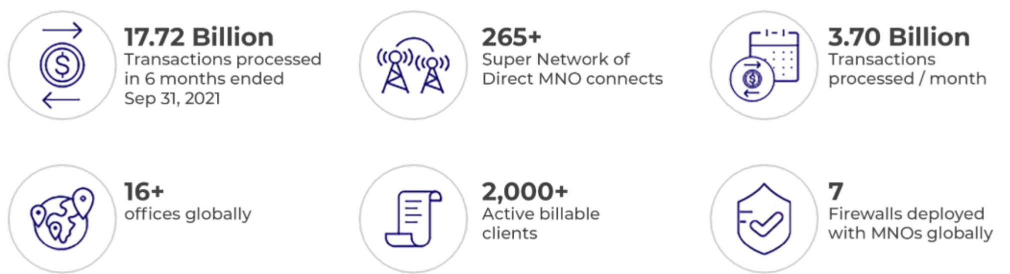
Our CPaaS platform gives our current and potential customers the ability to leverage our network of MNOs ("**Super Network**") and APIs to build out their digital communication service needs. We provide a suite of APIs for various communication channels, across multiple geographies that are scalable and flexible to fit the customers' requirements. The following chart provides an indicative representation of the capabilities of our CPaaS platform:



Our enterprise solution comprises four primary components; a front-end that provides an interface for enterprises to integrate with; a middle tier that receives the content that enterprise clients intend to transmit to end customers and incorporates AI and ML technology that enables intelligent routing of the communication using various MNOs / OTT messaging partners / email depending on the enterprises' preferences. The third component is the connectivity layer that connects the middle tier of our platform to our Super Network. Further, the connectivity layer is also integrated with OTT business messaging solution providers, and is capable of supporting RCS business messaging, offering multiple channels of communication to enterprises. The fourth layer or the database tier, of our solution, comprises database servers for storing all communication and end-customer data that has been received from our clients.

We have established direct relationships with MNOs that provide our clients with global connectivity. As of September 30, 2021, our Super Network comprised direct connects with over 265 MNOs and access to more than 900 networks across the world. To deepen our relationship and engagement with MNOs across the globe, we have built a full stack of SaaS based MNO solutions. We leverage the technology team that we on-boarded as part of the 365squared acquisition to undertake product development for our AI/ML driven SMS firewall analytics, filtering, monetization and SMSC/MMSC offerings in Malta. We have six short messaging service centres SMSCs and ten data centres hosted in various geographies across the globe, as of September 30, 2021. Our global operations included ten direct and 17 step-down subsidiaries serving our clients through 16 locations across Africa, Asia Pacific, United Kingdom, Middle East and North America, as of September 30, 2021. Our customer base includes digital native players, BFSI, Tier 1 CPaaS, telecom, retail, ecommerce, logistics, healthcare, pharmaceutical, media and entertainment, hospitality and travel companies. Our client base includes nine out of top 20 most valuable global technology brands. As of September 30, 2021, we have served over 34,000 clients, cumulatively since inception.

We are an associate member of the GSMA and an accredited open hub connectivity solution provider with our internally developed cloud communications platform allowing us to handle both A2P and peer-to-peer ("**P2P**") traffic for enterprises, OTT players and MNOs. In Fiscal 2019, 2020 and 2021, our platform managed 24.74 billion, 30.32 billion and 32.31 billion billable transactions from our clients, respectively, while in the six months ended September 30, 2021, through our platform, we processed more than 17.72 billion billable transactions. As of September 30, 2021, our platform was used by more than 2,000 clients.



(As of September 30, 2021)

We have adopted a four-pronged Go-to-Market strategy, focused on: (i) Enterprises; (ii) MNOs; (iii) System Integrators and Customer Relationship Management ("**CRM**") players; and (iv) Developers.

Enterprise. We provide cloud-based communication platform services to enterprises to enable digital communication through multiple channels. Our platform supports all prevalent channels of digital communication including A2P SMS, RCS, OTT business messaging, enterprise voice and email. We offer flexible engagement model to enterprises, and basis their requirements and preferences, enterprises can deploy our platform on-premise, or connect to it over the cloud.

MNOs. Our primary service offerings in this segment include AI/ML driven SMS analytics, firewall, filtering, monetization, SMSC/MMSC solutions, operator CPaaS and hubbing solutions. Our analytics-based SMS firewall solution helps MNOs identify grey route traffic terminating on their networks, block grey route traffic, identify the source of such grey route traffic, and monetize such traffic.

System Integrators and CRM players. We partner with system integrators to provide our platform while they provide consulting, design and solution integration services. Further, we integrate our CPaaS platform with leading CRM solution providers, thereby making it available to enterprises using such CRMs.

Developers. We have made our APIs configurable and flexible so that developers may use them in the manner they need to, in order to address particular use cases. Our Route Mobile API Developer program enables developers to leverage capabilities of our platform and seamlessly deploy digital communication features within their applications / software.

Consistent with our strategy of pursuing inorganic growth to broaden our product and service portfolio and expand our geographic presence, we acquired the e-mail communication platform, SendClean, from Sarv Webs Private Limited with effect from July 1, 2021. We expanded our SaaS product portfolio for MNOs through the acquisition of SMSC and MMSC technology from TeleDNA, with effect from June 15, 2020.

We have witnessed consistent growth over the years and our revenue from operations increased at a CAGR of 29.03% from ₹ 8,446.68 million in Fiscal 2019 to ₹ 14,061.75 million in Fiscal 2021 and was ₹ 8,131.92 million in the six months ended September 30, 2021. Our EBITDA has increased from ₹ 880.73 million in Fiscal 2019 to ₹ 1,024.09 million in Fiscal 2020 and to ₹ 1,756.49 million in Fiscal 2021 and it was ₹ 1,107.98 million in the six months ended September 30, 2021. Our EBITDA Margin was 10.43%, 10.71% and 12.49% in Fiscals 2019, 2020 and 2021, respectively, while it was 13.63% in the six months ended September 30, 2021. Our profit for the year was ₹ 555.07 million, 582.05 million and ₹ 1,327.50 million in Fiscals 2019, 2020 and 2021, respectively, while our profit for the period was ₹ 763.94 million in the six months ended September 30, 2021. Our PAT margin was 6.51%, 6.01%, 9.33% and 9.32% in Fiscals 2019, 2020 and 2021 and in the six months ended September 30, 2021, respectively. Our Adjusted PAT was ₹ 748.19 million, ₹ 843.25 million, ₹ 1,473.20 million and ₹ 831.00 million in Fiscals 2019, 2020 and 2021 and in the six months ended September 30, 2021, respectively, while our Adjusted PAT Margin was 8.86%, 8.82% and 10.48% in Fiscals 2019, 2020 and 2021, respectively, and was 10.22% in the six months ended September 30, 2021.

Competitive Strengths

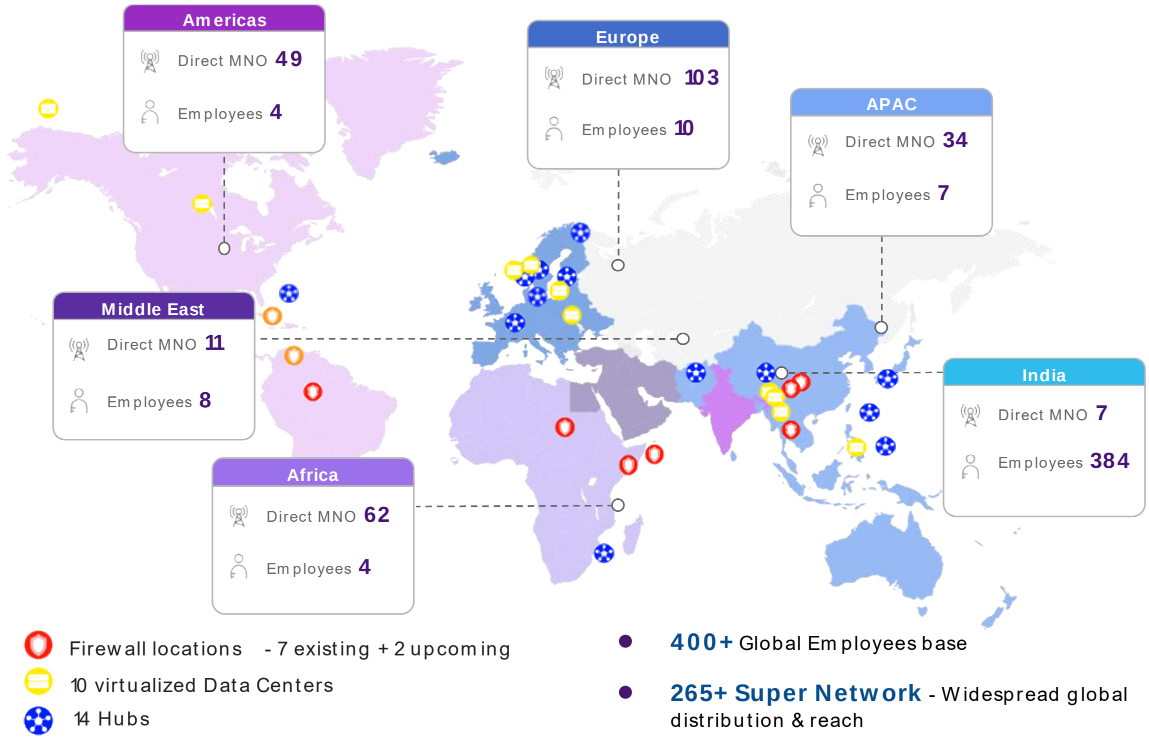
One stop cloud communication platform provider with quality and diversified omni-channel service offerings for enterprises

We are among the leading CPaaS providers to enterprises, OTT players and MNOs and are an 'established leader' among CPaaS players globally (*Source: Juniper Reports*). Juniper Research has assigned us highest ratings for the breadth of CPaaS technologies supported and the capabilities and sophistication of our A2P offerings. We assist enterprises in their digital communication strategy by enabling multiple channels of communication to deliver messages to their stakeholders – including customers, suppliers, and employees. Enterprises can choose to communicate with the end users through over five channels, as of September 30, 2021 including SMS, RCS, OTT business messaging, and RCS Business Messaging, voice and email amongst others. Additionally, we have developed a single unified API, an 'omni-channel platform', which incorporates communication modes such as A2P / P2A / 2Way Messaging, email, RCS messaging, voice and OTT business messaging, enabling enterprises to leverage these channels to connect with their customers. Being an associate member of the GSMA and an accredited open hub connectivity solution provider allows us to manage both A2P and P2P traffic for enterprises and MNOs. In Fiscals 2019, 2020 and 2021, through our in-house developed cloud communications platform, we processed 24.74 billion, 30.32 billion and 32.31 billion billable transactions, respectively, while in the six months ended September 30, 2021, we processed more than 17.72 billion billable transactions. Our AI and ML based CPaaS platform leverages existing communication infrastructure to augment enterprise communication digitally through single or point APIs. We have developed APIs for all leading OTT business messaging apps. We offer a flexible engagement model to clients that includes integration with APIs, developing new solutions or customized solutions for clients across sectors and industries. Our solutions help enrich our client's engagement with their customers through campaign management, personalization, dynamic content, automation and advanced analytics. Further, our competitive position is enhanced by our ability to leverage our existing relationships with our clients, whom we will continue to target for increasing spend on cloud-based communications by cross-selling newer offerings, and expansion into newer sectors and geographies.

Global connectivity through Super Network of MNOs and OTT business messaging solutions

As of September 30, 2021, our Super Network comprised over 265 MNOs provided our enterprise clients with access to over 900 mobile networks and 14 hub partnerships. We partner with some of the key players across the globe. We have high ratings in terms of our strength and depth of operator partnerships, our scale of operations in the mobile communications sector and our market presence (*Source: Juniper Reports*).

As of September 30, 2021, we have 10 strategically located data centres and six SMSCs hosted in various geographies across the globe. We believe our global presence enables us to offer our clients the flexibility of multiple routes, better speed of delivery and an ability to optimize cost of delivery per message. We are able to serve our clients better as a result of our direct relationship with MNOs. As of September 30, 2021, we had direct relationships with 176 MNOs in EMEA, 34 MNOs in the APAC region (excluding India), 49 MNOs in North America and South America, seven MNOs in India. As of September 30, 2021, we have served over 34,000 clients, cumulatively since inception, globally through our offices across Africa, Asia Pacific, Europe, Middle East and North America.



(As of September 30, 2021)

Based on our Super Network, we believe that we are able to partner with enterprises allowing them to communicate cost-effectively across multiple geographies. The significant number of our direct relationships with a broad range of MNOs allows us the ability to provide our offerings at a competitive cost and helps ensure high quality of service for our enterprise clients. Our existing direct and indirect reach to mobile subscribers globally provides us the ability to attract varied categories of enterprises that need to communicate with their clients. Our established presence in all major geographies provides us an opportunity to leverage the growth in the cloud-communications space. In addition to our extensive MNO network, we have also extended our Super Network by integrated our platform with leading OTT business messaging solutions, to address evolving digital communication needs of enterprises.

Strong technology moat with focus on innovation, scalability and developing new use cases

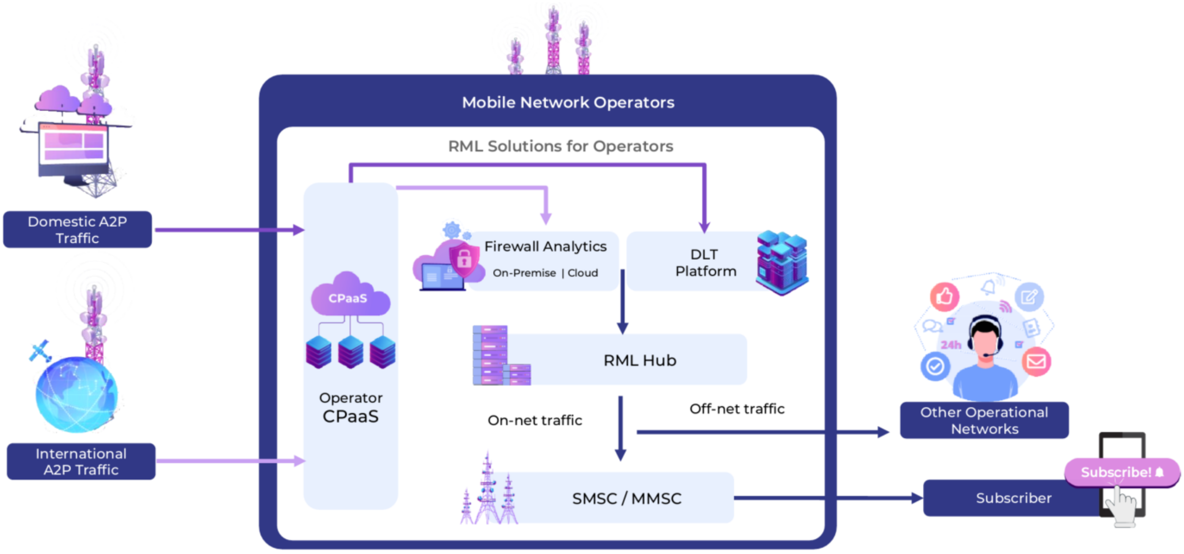
Our cloud-based delivery platform enables us to build and manage solutions without having to create and maintain the underlying infrastructure for each client. We are, therefore, able to provide enterprises with solutions to achieve their digital communication objectives without purchasing, configuring or managing the underlying hardware and software. Our scalable platform requires limited capital expenditure as and when traffic volume increases significantly or new clients and offerings are added. As a result, our platform enables our clients to scale elastically without having to redevelop their applications or change their communications infrastructure. Our ability to consistently deliver on stringent service level agreements with our clients reflects our robust infrastructure.

Security and data protection are at the core of our success and our information security management system is certified by KVQA Certification Services Private Limited as ISO/IEC 27001:2013 compliant while our quality management system certified by KVQA Certification Services Private Limited complies with ISO 9001:2015. We are GDPR compliant and have also implemented a security incident and management system, a managed endpoint detection and response system for threat intelligence and endpoint protection and multi-factor authentication for all administrative interfaces and virtual private networks. We have enhanced our perimeter firewalls on all servers with intrusion detection systems. As part of our measures, we undertake information security audits through CERT-In empanelled auditors and have engaged a cyber security and dark web monitoring firm. We adopt 256-bit encryption for data storage while we follow 128-bit encryption for data transmission.

Our competitive position is enhanced by our ability to leverage our existing relationships with our clients, whom we continue to target for increasing spend on cloud-based communications by cross-selling newer offerings, and expansion into newer sectors and geographies. As of September 30, 2021, we had a 116 member R&D and technical team engaged in engaged in developing new and customized solutions for clients across sectors and industries. We have developed interactive business messaging solutions such OTT business messaging solutions and RCS business messaging that allow advanced two-way communication with chatbots, rich business communication with image, text, video and actionable buttons, true insights, verified sender, secured and omni-channel communication.

Suite of SaaS-based products for MNOs

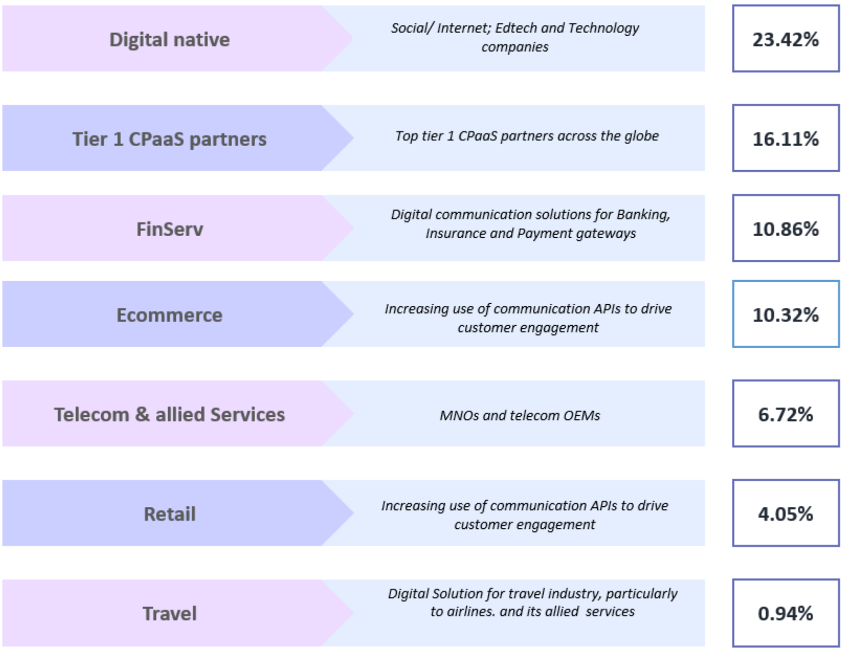
We offer a full stack of A2P SMS monetization solutions to our MNO clients. With the use of our telecom grade real-time big data analytics-based SMS firewall, we assist MNOs in identifying and plugging revenue leakages due to grey routes, driving additional revenues for them, and for us. We have been able to diversify our service offerings in the mobile operator segment with our acquisition of 365squared to include SMS analytics, firewall, filtering and monetization solutions. Through our SMSC and MMSC solutions, we offer MNOs the capability to manage routing, forwarding and storing incoming messages on their way to desired endpoints. We proactively help MNOs identify A2P revenue leakage and monetize the same. In addition, we assist MNOs in securing their networks and improve their understanding of how A2P messages terminate on their network. On an average, our SMS firewall contracts with MNOs have a tenure of three years, with certain contracts providing for automatic renewal for further two years, which we believe provides us with reasonable visibility and stickiness of revenue from such business.



For MNOs to comply with TRAI guidelines that require them to ensure that subscribers do not receive spam A2P SMS communication from enterprises and are protected against unauthorized traffic, we have partnered with a software solutions provider focused on the telecommunications industry, to jointly offer their Distributed Ledger Technology ("DLT") platform to MNOs. For further information, see ***" - Business Operations - SaaS Solutions for Mobile Network Operators"*** on page 146. We also offer our CPaaS to MNOs by which we help them extend A2P messaging services to enterprises and other aggregators. Further, our SMS hubbing solution allows inter-connectivity between smaller MNOs to connect to global operators, and expand their network and services to their subscribers when they roam across the globe. We have added the IVN solution for MNOs. This solution enables MNOs to offer additional mobile number to existing subscribers, on the same mobile device, without any additional KYC requirements or SIM cards. The virtual number is assigned instantly and is linked to the subscribers existing KYC profile. We believe that this solution will help us further deepen relationships with our MNO clients.

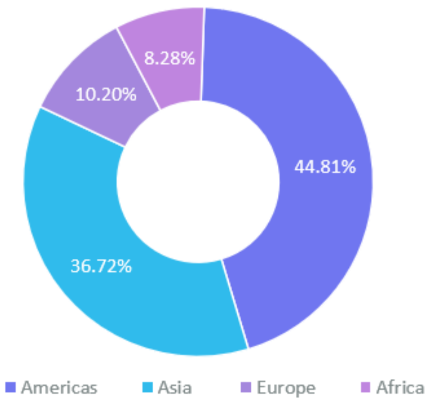
Deep engagement with global client base across diverse industries

We have a diverse enterprise client base across a broad range of industries including digital native players, BFSI, Tier 1 CPaaS operators, telecom, retail, e-commerce, logistics, healthcare, pharmaceutical, media and entertainment, hospitality and travel, amongst others. Our revenue contribution from these industries in the six months ended September 30, 2021 (based on top 150 customers that contribute 95.38% of our total revenue from operations in the six months ended September 30, 2021) is set out below:



Additionally, our MNO clients include over seven operators across three continents, as of September 30, 2021. Our client base is spread across Africa, Asia Pacific, Europe, Middle East and North America and as of September 30, 2021, we have served over 34,000 clients, cumulatively since inception. Our client base includes nine out of top 20 most valuable global technology brands. As of September 30, 2021, we also count several Fortune 500 companies as our clients.

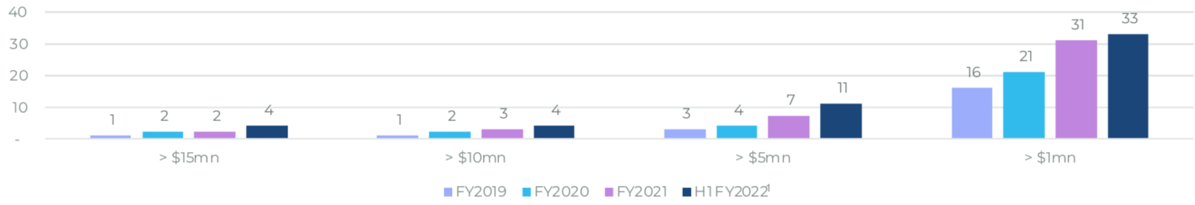
Revenue by customer headquarters (continent) (based on top 150 customers that contribute 95.38% of our total revenue from operations in the six months ended September 30, 2021) is set out below:



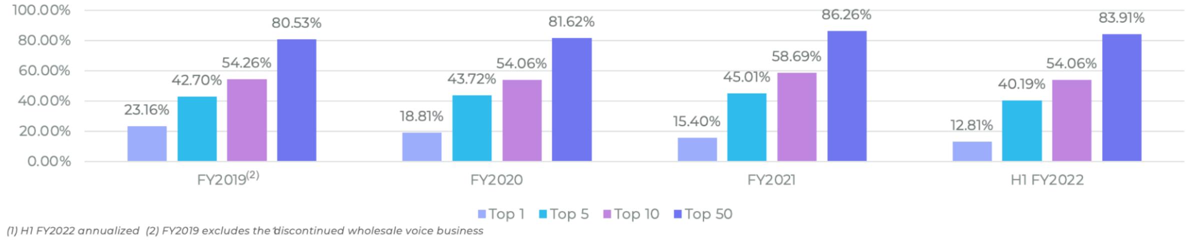
The table below set out details of revenues generated from our single largest client and top five, ten and 50 clients in Fiscals 2019, 2020 and 2021 and in the six months ended September 30, 2021:

Particulars	Fiscal 2019	Fiscal 2020	Fiscal 2021	Six months ended September 30, 2021
	₹ million			
Top five clients	3,176.25	4,180.41	6,329.24	3,268.37
Top ten clients	4,036.13	5,169.23	8,252.56	4,395.79
Top 50 clients	5,990.01	7,804.58	12,129.13	6,823.47

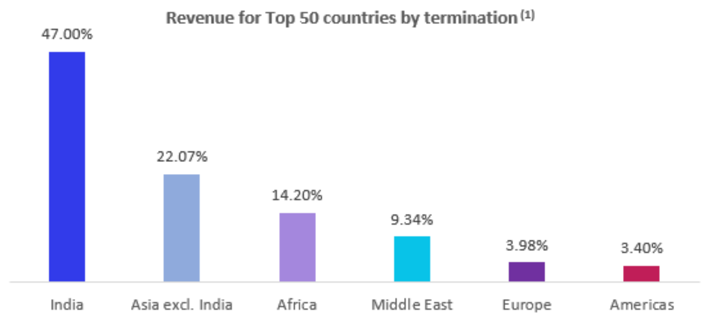
The graphs below set out details of revenues generated from our single largest client and top five, ten and 50 clients in Fiscals 2019, 2020 and 2021 and in the six months ended September 30, 2021 and also details of clients from whom we generate revenues of over US$ 15 million, US$ 10 million and US$ 1 million in Fiscals 2019, 2020 and 2021 and in the six months ended September 30, 2021:



The graph below set out percentage of revenues generated from our single largest client and top five, ten and 50 clients in Fiscals 2019, 2020 and 2021 and in the six months ended September 30, 2021:



Our diverse global client base helps us limit our dependency on a specific client, industry or geography and reduces financial risk. In the six months ended September 30, 2021, top 50 countries contributed to 91.05% our revenue from operations. The graph below sets out revenues based on locations where messages are terminated.



(1) Top 50 countries contribute c.91% of H1 FY2022 revenue from operation

We believe our leadership position as a cloud-communication service provider is supported by our global operations with 16 locations, as of September 30, 2021, allowing us to serve our clients locally in the jurisdiction they operate.

Our track record of delivering quality and innovative solutions across various segments enable us to develop and strengthen our relationships with our clients and increase business from existing clients. Our sales team focuses on acquiring large enterprise clients globally, and the customer success team focus exclusively on capturing a higher share of digital communication spend of these enterprise clients. We are in regular communication with our clients through dedicated client teams that include sales and engineering personnel, which allows us to work closely with our clients on an ongoing basis and provide them end-to-end offerings. We have historically experienced strong client retention and have derived a significant proportion of revenues from existing client accounts that have continued to grow. Our Net Revenue Retention ratio was 140.26% in Fiscal 2021, while our recurring revenues, (i.e., revenues from customers that have been billed in each of the months over the respective period) were 85.17%, 90.85% in Fiscal 2020 and 2021, respectively. Our long-standing relationship with our clients is evidenced by the fact that there was no churn among our clients in Fiscal 2021.

We have also leveraged our diversified client base to cross-sell and up-sell, additional solutions leveraging alternative digital communication channels, to existing clients as and when we launch new products and features or when our clients expand their operations and use cloud-communications for new products. For example, we have sold voice offerings to a messaging client and vice-versa. We believe that increased integration of new offerings increases client engagement and, over the long-term, client loyalty. As a result, we have been able to strengthen our relationship with our clients across sectors.

Robust business model and consistent financial track record

We have experienced sustained growth in our business in recent years, including currently during the ongoing outbreak of COVID-19. Our revenue from operations increased at a CAGR of 29.03% from ₹ 8,446.68 million in Fiscal 2019 to ₹ 14,061.75 million in Fiscal 2021 and was ₹ 8,131.92 million in the six months ended September 30, 2021. Other than our initial public offering in Fiscal 2020, we have not undertaken any capital infusion in our Company since Fiscal 2007 and we have grown our operations primarily through internal accruals. We have been profitable since the first year of our operations. We have been profitable since the first year of our operations. Our profit for the year was ₹ 555.07 million, 582.05 million and ₹ 1,327.50 million in Fiscals 2019, 2020 and 2021, respectively, while our profit for the period was ₹ 763.94 million in the six months ended September 30, 2021. Our PAT margin was 6.51%, 6.01%, 9.33% and 9.32% in Fiscals 2019, 2020 and 2021 and in the six months ended September 30, 2021, respectively.

We believe that our sustained growth is attributable to our high operating margins and low-cost base. Our EBITDA was ₹ 880.73 million, ₹ 1,024.09 million and ₹ 1,756.49 million in Fiscals 2019, 2020 and 2021, respectively while it was ₹ 1,107.98 million in the six months ended September 30, 2021. Our EBITDA Margin was 10.43%, 10.71% and 12.49% in Fiscals 2019, 2020 and 2021, respectively, while it was 13.63% in the six months ended September 30, 2021. We believe that our operating leverage, which impacts our EBITDA margins and cash flow generation, is driven by our efficient platform based non-linear business model which promotes continuity in subscriptions and cash flows. Our cash flow from operations to EBITDA ratio was 96.16% and 130.62% in Fiscal 2020 and 2021. Our profitability and efficient capital deployment have resulted in robust return ratios and our ROCE (calculated by dividing Adjusted EBIT by average capital employed) was 35.88% and 34.42% and as of March 31, 2020 and 2021, respectively, while our ROE (calculated by dividing the Adjusted PAT by average adjusted equity. Adjusted equity is calculated as total equity less profit after tax plus Adjusted PAT. Average of the opening and closing capital employed and equity is considered for respective period) was 31.61% and 30.78% as of such dates, respectively.

We have a number of clients on a pre-paid business model where the client pays upfront allowing us to reduce the overall working capital cycle. Our revenue per transaction was ₹ 0.34, ₹ 0.32, ₹ 0.44 and ₹ 0.46 million in Fiscals 2019, 2020 and 2021 and in the six months ended September 30, 2021, respectively. The standard terms of the agreements with our post-paid clients require payments to be made within 30 – 60 days. In addition to a security deposit or a credit line paid in advance by us, we are typically required to pay MNOs within a specified period, usually ranging between 45 and 60 days. We believe this business model provides us with a negative working capital cycle and supports flexibility in pricing our services. In Fiscal 2019, 2020 and 2021 and in the six months ended September 30, 2021, our trade receivable days were 52, 66, 55 and 55 respectively, while our trade payable (including outstanding expenses) days were 49, 73, 80 and 83 in similar periods, respectively. Further, our revenue is directly linked to usage based on each transaction or communication sent by clients and is based on a pricing model where we have an ability to change the prices offered based on prevailing market rates or owing to increase in rates by MNOs / OTT business messaging provider as a result of regulatory action or legislation. Our pricing control mechanism also ensures that relationship managers and system administrators are unable to price services below a certain base, which also ensures margin protection.

Experienced leadership team with deep technology expertise and focus on ESG

Our Promoters, Sandipkumar Gupta and Rajdipkumar Gupta have two decades of experience in the software and the communications sector. Rajdipkumar Gupta has extensive experience in the field of software designing and development and has wide technical and management expertise having worked with a number of organizations in India and abroad. Sandipkumar Gupta is a qualified chartered accountant and a SAP certified solution consultant – mySAP Financials – Managerial and Financial Accounting with over 20 years of experience in audit and accounts and business analysis, and over 16 years of experience in SAP configuration and software system consulting. Their experience in the software and telecommunications field, including extensive knowledge of the software life cycle and implementation strategy, is supplemented by our senior management team, which includes seasoned technology professionals with global experience, as well as professionals with deep experience in product development, strategy development, designing and installation of IT networks and network user management.

Our senior management team has significant experience in all aspects of our business operations. We believe that our management team's in-depth understanding of target markets and client demand and preferences for communications applications have enabled us to grow our business and expand our operations. Their understanding of industry trends, demands and market changes, have enabled us to adapt and diversify our offerings and leverage market opportunities. For further information on our management team, see "***Board of Directors and Senior Management***" on page 160.

We are focused on adopting sustainable business practices and our ESG initiatives are guided by the National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business issued by the Ministry of Corporate Affairs, Government of India, the ten principles of the United Nations Global Compact, and Global Reporting Initiative. Our environmental measures are aimed at reducing our carbon footprint and reduction of greenhouse gas emissions through data centres energy efficiency initiatives such as data centre and server room consolidation. We are also committed to transferring zero e-waste to landfill and the conscious use of paper as part of our operations.

Strategies

Continue to develop omni-channel digital communication offerings and innovative solutions

We offer a comprehensive platform of industry-specific solutions with growth and monetization capabilities. Product and technology innovation is at the core of our success. Our R&D team has augmented our CPaaS platform with capabilities to offer customer experience management solutions to enterprises and enhance our value add to our existing and potential clients which we believe will drive growth in the near term. We intend to leverage newer solutions with our existing clients and position ourselves as the partner of choice for these clients. We believe that offering a one-stop-solution addressing enterprises' communication requirements across all digital channels will increase stickiness of our relationship with our existing clients and augment our ability to serve large enterprises and technology giants. These differentiated offerings will also help us initiate business engagement with potential clients who do not currently use our products.

We have made significant investments in developing our communication solutions. These investments have enabled us to expand our product offerings to include major mobile communication channels, including messaging, email, OTT business messaging and voice. Our R&D team has developed multiple new communication channels including OTT business messaging and RCS Business Messaging. We have also developed Mobile-Identity-as-a-Service ("**MIDaaS**"), a secure universal authentication solution, Brandi5, that allows enterprises to showcase their branding when a SMS or call is received by customers and Verified SMS and Verified Calls that enables enterprises to convey branding and communication intent to end-customers. We continue to track new technologies, industry segments and market trends in the mobile technology sector. We intend to leverage our diverse enterprise client base and Super Network to capitalize on the growth opportunity in cloud-communications space and endeavour to be a one-stop communications solution provider to such enterprise clients and MNOs.

Continue to scale our operations through land and expand strategy

With our leading position in the cloud-communication space coupled with the anticipated growth in this sector, we intend to continue to grow in the markets where we currently operate and further expand our offerings in additional markets. We intend to increase our wallet share among our existing enterprise clients by serving them in additional geographies and also up-selling and cross-selling our existing and new product offerings. Focussing on the success of our clients through bundling will lead to stickiness and present them with a platform option for vendor consolidation. For instance, we intend to offer SendClean, our enterprise email solution to our clients to whom we offered messaging solutions. We intend to invest in the platform to grow it further.

In order to attract and secure new clients, we will continue to develop our network of offices to increase awareness amongst enterprises. We also plan to focus on further strengthening our position in certain important enterprise markets, such as Africa and Latin America, which have significant potential for cloud-communication services. We continue to target expansion into newer geographies directly through strategic acquisitions. We believe this allows us to directly access customers in such markets, meet regulatory requirements that require service providers to have a direct presence in the region, ensures regional expertise and enables us to maintain lower operating costs.

Enhance offerings through inorganic opportunities

We have over the years expanded our operations through a number of acquisitions and successfully integrated these businesses into our operations. We have a demonstrated ability of target selection, acquisition and post-integration growth through cross-sell and up-sell capabilities. We continue to focus on building our presence in new markets and addressing the need for cloud-communications services in new industries. We intend to continue our strategic expansion plans through inorganic growth opportunities in new markets and geographies allowing us to complement our existing operations. Through strategic acquisitions, we intend to increase the scale of our operations, access new clients and enter high-growth geographies in a cost-effective manner.

We believe that our experience, track-record and approach of identifying and implementing our inorganic growth strategy will enable us to acquire and successfully integrate new businesses. In conjunction with our organic growth strategies, we intend to pursue strategic acquisitions or investments by selectively evaluating targets in order to increase our product and service offerings, expand our existing client base and our geographic reach to strengthen our position as a global cloud-communication platform services provider. We acquired SendClean, TeleDNA, 365squared, Call2Connect, Start Corp and Cellent Technologies, which has resulted in expansion of our operations across Europe, and Middle East and has enabled us to supplement our product and service offerings to include enterprise email solutions, SMSC and MMSC solutions and SMS filtering, analytics, and monetization to MNOs across the globe. On November 11, 2021, we completed the acquisition of Masivian S.A.S to accelerate our growth in Latin America. In addition, we recently entered into definitive agreements to acquire Interteleco to expand our presence in the Middle East. For further information, see "***– Recent Acquisitions***" on page 141. The acquisitions are subject to completion of customary closing conditions. We continue to evaluate potential opportunities that would allow us access to newer technology to enable additional solutions for enterprises as well as expand our geographical presence. We also intend to leverage our inorganic growth and strategic acquisitions and partnerships to increasingly cross-sell our products and services to our expanded client base. For further information, see "***Risk Factors – Our acquisitions are subject to various risks, including risks relating to the integration of these acquired businesses with our existing operations.***" on page 50.

Leverage our multi-pronged go-to-market strategy

Our go-to-market strategy will be focussed on increasing and improving the adoption of our CPaaS platform among our clients. We intend to continue to follow a client centric approach to sales. Our approach will be to target enterprise clients, directly, or through the developer approach, or through CRM solution providers / system integrators. Further, we will continue to focus on expanding our base of MNO customers to grow our platform.

Enterprise and OTTs. We intend to target both traditional enterprises across BFSI, retail, logistics, healthcare, pharma, telecom, media and entertainment, hospitality and travel industries and OTTs and new age enterprises across social media, internet, ecommerce and shared mobility verticals. Our flexible, customizable, on-premise platform is suitable for traditional enterprise customers while our cloud based, asset-light, globally scalable platform is suitable for OTTs and new age enterprises. Over the past twelve months we have witnessed growing adoption of our cloud-based solutions by our enterprise clients.

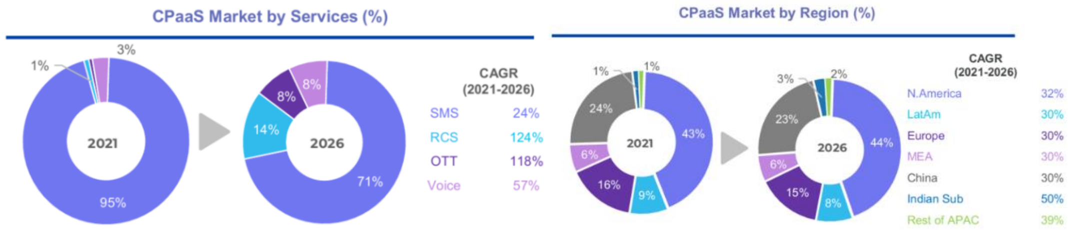
MNOs. We intend to continue to offer big data analytics-based SMS firewall DLT, SMS hubbing and SMSC / MMSC solutions to operators globally.

System Integrators and CRM players. We intend to partner with system integrators where they provide the consulting, design and solution integration services and we provide the digital communication platform to enterprises. We have also integrated our APIs with leading CRM solutions, thereby automating the digital communications for enterprises using such CRM. We intend to expand our relationships with existing partners and add new partners. We plan to invest in a range of initiatives to encourage increased collaboration with, and generation of revenue from these partners. This approach delivers high value add to enterprises, as it minimizes the time required to integrate with our APIs. We have on-boarded highly reputable customers through our integration with CRMs and partnerships with System Integrators across key markets.

Developers. As part of our Route Mobile API Developer or RAPID Program, we have transformed our APIs to make them configurable and flexible, so that developers may use them in the manner they need to, in order to address particular use cases. We will focus on enhancing our relationships with developers globally and seek to increase the number of developers on our platform. In addition, we will drive accelerated adoption by existing developers on our platform by enabling them to build, scale and operate real-time customer engagement within their software applications through our simple-to-use APIs.

Capitalize on industry tailwinds

Juniper Research anticipates that CPaaS revenue will reach US$34.2 billion by 2026, rising from US$8.7 billion in 2021 with the key driver being continuing migration of enterprises to a CPaaS model which is accomplished by an expansion of communication channels offered by such CPaaS platforms. It is expected that SMS will continue to remain the greatest source of revenue for CPaaS vendors over the course of the next five years; accounting for 71% of global market value by 2026. RCS messaging and OTT business messaging will experience greater traction over the next four years. Additionally, Juniper Research believes that revenue from voice services will grow significantly over the next five years. (*Source: Juniper Reports*)



(*Source: Juniper Reports*)

Given our leading position among CPaaS companies, we expect to be able to capitalize on such market opportunities. Our expansive technology stack, comprehensive portfolio of offerings, our Super Network and local presence are key factors that we believe will allow us to capture this growth.

Business Response to COVID-19

Since the onset of the COVID-19 pandemic in March 2020, our Company has responded swiftly by implementing various processes to ensure our operations and services to our clients continue seamlessly. We maintain a robust VPN infrastructure, which has enabled and equipped our employees to work from home to ensure no service disruptions and provide support to our clients. This meant that almost our entire team was able to work from home from March 23, 2020 when a national lockdown came into force in India. We have also deployed security systems to safeguard assets and client data as well as issued detailed work from home protocols to enable secure usage.

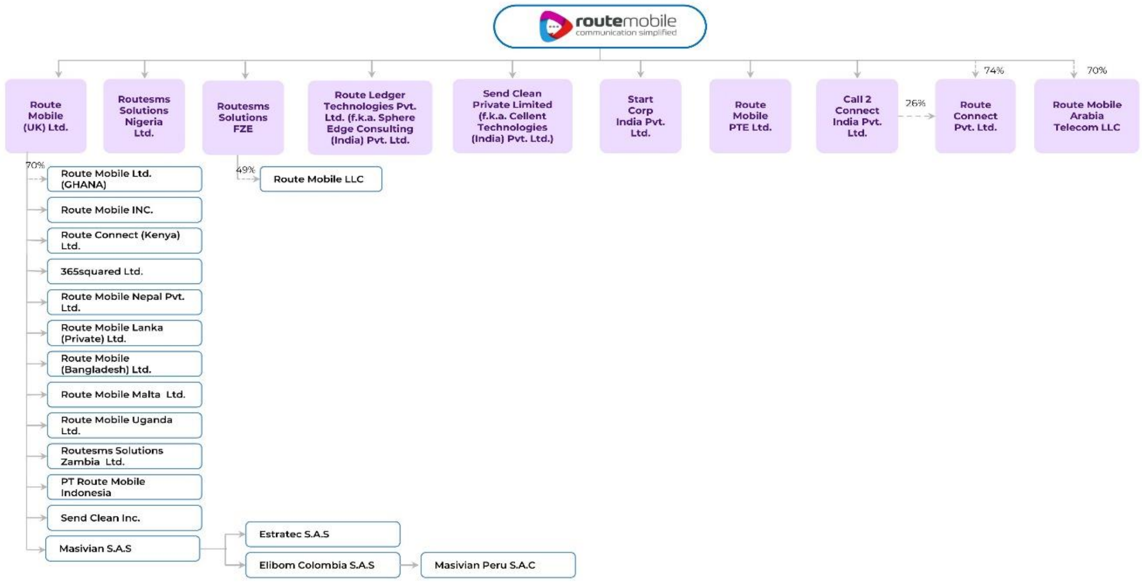
Our platform is designed to handle any increases in traffic and our servers maintain excess capacity, which can be scaled in real time as well. Our servers and platform are maintained in Tier III data centers and all components are managed remotely by authorized personnel only and through secured connections. Further, our support teams continue to operate and are reachable through the same channels available to our clients as before. We have conducted internal processes as usual including payroll and hiring as well as revenue closure and invoicing. We consider that our swift response and proactive steps taken have mitigated the impact of COVID-19 pandemic on our business and personnel thus far.

The COVID-19 pandemic drove enterprises to realise the power and importance of digital communication channels, and we have witnessed accelerated adoption of CPaaS solutions by enterprises, across the globe, over the past 18 months. Enterprises have digitized multiple business processes, thereby creating multi-fold use cases for our CPaaS platform. We have witnessed rapid adoption of our solutions around OTT business messaging, email and enterprise voice solutions. Except for a few industry verticals, such as travel and hospitality, which were severely impacted by the pandemic, we have witnessed consistently increasing demand for CPaaS solutions from enterprises. Our financial performance in Fiscal 2021 and in the six months ended September 30, 2021 reflects the positive momentum that we witnessed, despite the COVID-19 pandemic.

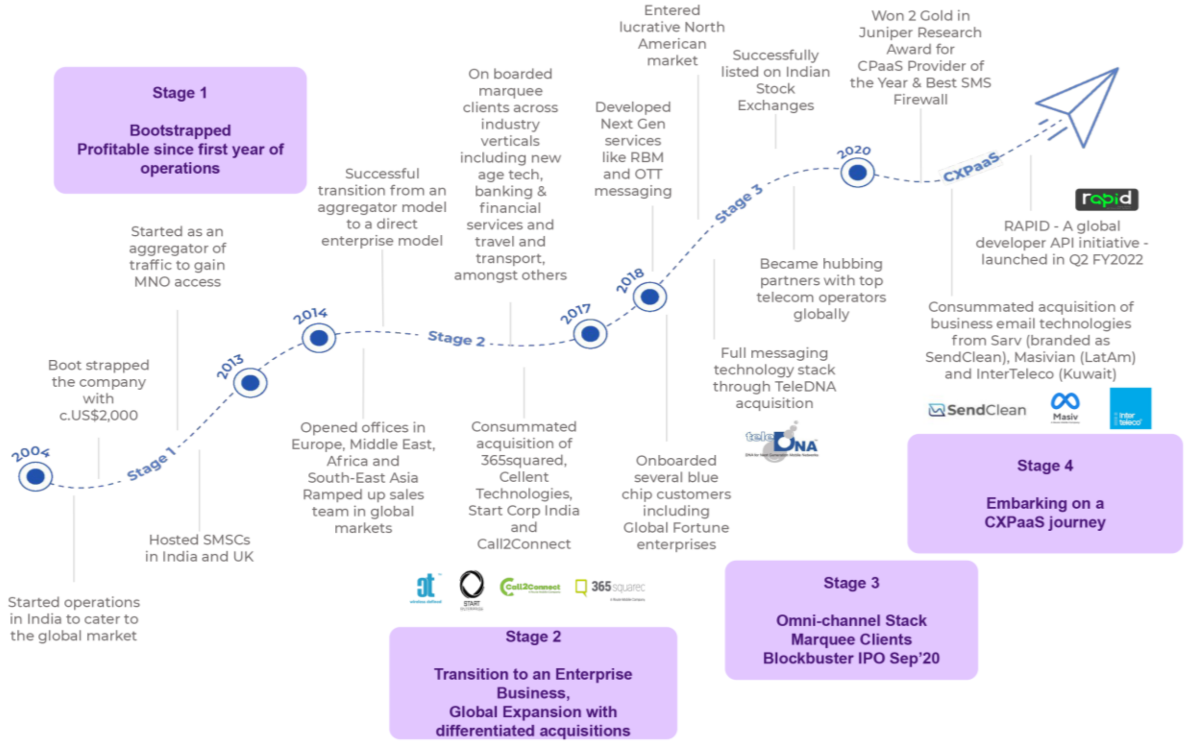
For further information, see *“**Risk Factors – We are unable to predict the extent to which the global COVID-19 pandemic may adversely impact our business operations, financial performance and results of operations.**”* on page 56. Also, see *“**Management’s Discussion and Analysis of Financial Condition and Results of Operations – Recent Developments – Impact of COVID-19**”* on page 92.

Corporate Structure

The chart below shows our group structure:



Evolution of Operations



Recent Acquisitions

We have recently entered into definitive agreements to acquire the following entities:

Interteleco International for Modern Communication Services ("Interteleco")

We have entered into a share purchase agreement dated October 12, 2021 through our Subsidiary, Routesms Solutions FZE to acquire the entire shareholding of Interteleco for a purchase consideration of Kuwaiti Dinar

652,500. The purchase consideration will be paid in two tranches. The first tranche equivalent to 20% of the total purchase consideration has been paid upon signing of the share purchase agreement and the second tranche equivalent to 80% of the total purchase consideration will be paid upon fulfilment of conditions precedent at closing. It is proposed that the percentage shareholding to be acquired will be 49% of legal shareholding along with additional 41% of economic and beneficial interest.

Interteleco is into business of modern communication services and integrated services for mobile communication in Kuwait. Its services include mobile app services, payment solutions, communication services, chatbot, and conversational AI among others. It caters to a variety of industries including telecommunications, financial accounting, inventory management, e-commerce, and project management service companies. The business of communication services was formerly conducted through an entity, namely, Interteleco for Website Design and Management, which was subsequently acquired by the Interteleco. Interteleco was incorporated on May 24, 2021 for the purposes of the transaction. The proposed acquisition will help us establish a direct presence in Kuwait and integrate its business verticals in Kuwait.

Masivian S.A.S ("Masivian")

We have entered into a stock purchase agreement dated October 9, 2021 through our Subsidiary, Route Mobile (UK) Limited to acquire the entire shareholding of Masivian for a total purchase consideration of US$ 47.50 million along with earn-out consideration of up to US$ 2.50 million. The total purchase consideration will be paid out in four instalments. The first instalment equivalent to 63.16% of the total purchase consideration, will be paid upon closing of the transaction while the second, third and fourth instalments, each equivalent to 12.28% of the total purchase consideration will be paid upon completion of 12, 18 and 24 months, respectively, from the date of closing of the transaction. The transaction was completed on November 11, 2021. We propose to raise funds from external sources to fund our acquisition of Masivian.

Masivian operates a cloud communication platform, undertakes security and data analytics and offers a suite of communications, marketing, and AI-powered products for enterprises. Masivian offers multichannel notification services through SMS, email as well as voice serving clients across Colombia and Peru. Masivian had revenues of US$ 7.93 million, US$ 10.58 million and US$ 11.53 million in the years ended December 31, 2018, 2019 and 2020, respectively (based on the audited standalone financial statements of Masivian S.A.S). It generated profit after tax of US$ 1.59 million in the year ended December 31, 2020 (based on the audited standalone financial statements of Masivian S.A.S).

The acquisition of Masivian presents us with an opportunity to tap from local enterprises as well as with global OTT's in Latin America, primarily Colombia and Peru and presents us with an operational hub for supporting customers in the Americas.

Business Operations

We offer full suite of digital communication APIs and solutions through our cloud based CPaaS platform to our Enterprise clients, optimizing digital communication with their end-customers across the lifecycle – from on-boarding, to engagement, to retention. We leverage our Supernetwork (comprising over 265 MNOs, as of September 30, 2021, across the globe, multiple OTT business messaging solutions, and Email), with whom our CPaaS platform is directly connected. Further we also offer our SaaS product suite to MNOs, to help them maximize monetization of their infrastructure.

Enterprise Clients

Enterprises are increasingly adopting CPaaS as it eliminates the need to build and maintain communication infrastructure, and delivers simpler, quicker and more cost-effective access to the digital communication capabilities that businesses need, to improve the user experience provided by and customer engagement created by their consumer facing applications and processes. Communication APIs add value to these enterprises for everyday interactions with their customers.

We offer enterprise clients a cloud based CPaaS platform that can be deployed and integrated with existing business applications and systems. Our technical and support teams facilitate integration and deployment of our products and services. To ensure compatibility with a client's existing infrastructure without additional resources, we have developed several plug-and-play APIs with the ability to customize as per requirements.

Products and Solutions

We provide a range of digital communication products and solutions, to enterprise clients across diverse industry verticals.

Communication Platform as a Service

CPaaS is a cloud-based platform that enables developers to add real-time communications features to their own applications without the need to build backend infrastructure and interfaces.

We offer an engagement model to our enterprise clients allowing them to leverage our technical experts to integrate our APIs with their existing IT infrastructure, or leverage their own developers to determine the best way to use our APIs and platform to address their specific digital communication requirements. As part of our Route Mobile API Developer or RAPID Program, we have made our APIs configurable and flexible so that developers may use them in the manner they need to, in order to address particular use cases. We have also integrated our APIs with leading CRM solutions, thereby automating the digital communications for enterprises using such CRM.

Our CPaaS platform is divided into four tiers:

Front-end: Enterprises interact with the platform using various interfaces. They start sending digital communication over various channels through our web portal or panel. Alternatively, they can also use plug-ins, desktop applications, or APIs for sending digital communication to their end customers. Our dashboards and control panels enable enterprises to create users, manage message queueing, configure routing rules, and manage gateways and also generate and review various reports.

Middle tier: This layer receives the content that enterprise clients need to transmit to end customers, and also the details (phone number, email address, etc.) of end customers. The middle tier has the AI/ML technology that enables intelligent routing of the communication using various MNOs / OTT messaging partners / email depending on the enterprises' preferences. Further, the middle tier can be configured for various fall-back mechanisms. For instance, if an enterprise attempts to communicate with an end customer over one OTT messaging platforms, but the end customer is not registered on a data network, in such scenarios our platform can trigger back-up communication to such end customers over alternative channels such as email, voice or SMS, basis the enterprises' preferences and configuration. Our platform supports both – pre-paid enterprise clients as well as post-paid enterprise clients. The middle tier manages billing for both categories of clients and generates platform usage reports and billing to both these categories of enterprise clients. The middle tier also has optimization components that leverage certain stored data (refer database tier below) to ensure highest levels of performance of our platform.

Connectivity tier: This layer connects the middle tier of our platform to our Super Network that comprises over 265 direct MNO connects (for SMS and RCS communication, and a subset of the 265 direct connects where we also leverage their voice channel), all major OTT business messaging solutions available globally, and email infrastructure providers. The connectivity tier has been built to enable best-in-class latency, availability and reliability. Most communication protocols support 128-bit encryption and our connectivity tier has been designed to support the same, and can be upgraded to higher standards of encryption, should the need arise. We connect to the MNOs using multiple protocols including SS7, HTTP and SMPP, to ensure certainty of delivery while maintaining highest levels of performance.

Database tier: This layer comprises database servers for storing all communication (SMS, email, call data records, communication sent over OTT business messaging platforms) and end-customer data that has been received from our clients. The content on our databases is encrypted using 256-bit encryption to ensure data privacy and security. Further to optimize performance of the platform, we also store do-not-dial and opt-out numbers which are used for scrubbing the outbound communication, before passing it to our connectivity tier.

Enterprise Messaging

Our Enterprise Messaging solutions support the digital communication requirements of enterprises, across the entire customer life-cycle. There are a number of use-cases where our platform enables enterprises to transform traditional business processes, into digitally enabled processes, using CPaaS. Our messaging platform and customized messaging solutions can be deployed to communicate with internal and external stakeholders and help businesses enhance customer engagement through real time communication across segmented audiences.

A2P SMS Communication

Typical use cases for A2P SMS include 2FA, transaction confirmations, notifications, transaction updates, customer engagement notifications (for instance delivery updates and delays), 2-way communication using SMS, customer support (for instance solutions where customers can send codes over SMS to pre-defined short-codes, and enterprises respond appropriately to the customers), and URL shortening (shortened hyper-links to guide customers to certain webpages where additional details are shared with customers), amongst others. Our URL shortening solution also enables enterprises to capture certain information about the customer (handset OEM, handset operating system, approximate geo-location) which can be leveraged to enhance return on investment on the enterprises' digital communication program.

In addition to growing use cases around A2P SMS, enterprise clients are also adopting more interactive communication channels such as OTT business messaging and RCS. OTT business messaging and RCS communication services allow clients the ability to create chatbots, which create an immersive experience for the end-customer, thereby enabling enterprises transform several traditional business processes. We have on-boarded several reputed global brands on our platform, to support their OTT business messaging and RCS communication requirements.

OTT Business Messaging

Enterprises use OTT business messaging platforms to engage interactively with users, by sending text, images, buttons, and links. OTT business messaging enables enhanced messaging features empowering brands to connect with customers across the globe in a simple, secure and reliable manner. They leverage features include rich media capabilities, secured communication, multi-language support, official and verified business profile, reliable APIs and easy integration. Further, OTT business messaging solutions also support chatbot capabilities. Messages use push notifications with the organisation's logo incorporated in the sender ID. Business messaging finds use in retail banking, mortgage industry, stock markets, e-commerce, retail, hospitality, travel, and healthcare.

RCS Business Messaging ("RBM")

RBM is a native communication channel that includes RCS features delivering higher customer engagement and experiences. Its features include interactive two-way communication, multiple language support, suggested actions and replies and authentication, verified sender and carousel capabilities. It supports high resolution images, videos, portable document format and audio. It is a native messaging channel that does not require any external app.

Rich Communication Services ("RCS") is a communication protocol between telecom operators, OEMs and messaging partners for rich A2P messaging. RCS enables enterprises to create more conversational and engaging solutions for end customers. We facilitate enterprises in creating enterprise business accounts, which deliver the messages to the end-users. RCS uses the MNO infrastructure that enables assured delivery of messages and better reach. Typical use cases for RCS include retail, wherein a retailer can utilize RCS messaging to send catalogues to end-customers and enable transactions with them, and healthcare, wherein patients can manage appointments through interactive appointment calendars.

MIDaaS

MIDaaS is a secure universal log-in solution. It can determine a user's identity using a single sign-on service. It ensures secured authentication and transaction and also allows for interactive SMS branding.

Verified Calls

Verified Calls Service increases call answer rates and helps users accept calls from legitimate and verified enterprises with branding, and call reasons.

Brandi5

Brandi5 transforms native SMS or a dialler app into a communications platform for enterprises, delivering brand authenticity and customer engagement with branded calls and messages. It allows enterprises to modify their SMS conversation into an enriched business interaction, or betters calls for enhanced communication and brand presence.

Verified SMS

Verified SMS verifies the authenticity of the message by mapping the enterprise and aggregator. The message gets verified only when it is delivered from an authentic source. Verified SMS adds sender verification and enhanced branding to business text messages making them safe and trustworthy for customers.

Our platform also supports two additional digital communication channels that are used extensively by enterprises globally – Email and Voice.

Enterprise Email

Our enterprise email solutions help enhance customer communication with content rich and intuitive emails. The service equips clients with sophisticated campaign management tools such as bucket testing, drag and drop editor, campaign preview across interfaces, segmentation, campaign reports, and assures instant inbox delivery. In July 2021, we further strengthened our presence in this segment of CPaaS, through the acquisition of IP, assets, contracts and team from Sarv Webs Private Limited, and incorporating a business unit which we have branded as SendClean. All our email related business activities will be housed in the SendClean business unit. We believe that the technology acquired through this transaction positions us as a leading player in the enterprise email space.

Enterprise Voice

Our enterprise voice solutions comprise – Interactive Voice Response, Click2Call, Missed Call, and Outbound Dialer.

Interactive Voice Response

Interactive voice response ("IVR") captures customer inputs over the phone and generates the required response. With inbound IVR, customers can call an IVR number for queries, offers or to participate in contests. The IVR facility is most prevalent for telephone banking – determining account balance, payments, transfers, and other requests, order management – placement and confirmation of orders, online subscriptions, ticket bookings, arrival / departure information and customer care / support services. When combined with an outbound dialer, IVR can call out and record customer responses for campaigns and surveys. The solution can employ static, pre-recorded or personalized voice responses. Campaign results and other statistical data is shared with the enterprise client's analytics team. Our IVR solution also provides a cloud-based do-it-yourself platform to enterprise clients, where they can use basic building blocks and create complete IVR flowcharts with the drag and drop functionalities of the platform. Alternatively, our technical support team can help enterprises design complex IVR flows, and go live with the entire solution. This solution minimizes the turnaround time for our IVR solutions.

Click2Call

The Click2Call service simplifies instant calling with cloud-based back-end support. Clients can introduce our widget on their website allowing them to trigger a call between an agent and the customer once the customer provides his/her number.

Missed Call

The missed call service is an engagement tool that enables inbound inputs from customers through a simple, free of charge phone call. The tool can be deployed to capture responses or queries and send automated messages or arrange calls to customers.

A virtual mobile number is published and displayed through various mediums. When a customer dials the number, the call is directed to our server and is disconnected. The caller's details are captured in our platform. An automated response is then sent to the customer in the form of either a message, an IVR, or an actual phone call from a customer care executive.

Outbound Dialer

The outbound dialer enables enterprises to automate calls to pre-defined customer lists and play one-time passwords, promotional messages, or reminders as per their requirements. The message to be broadcast is created and uploaded as an audio file along with a list of numbers. Our platform automatically dials the list of numbers, plays the recorded audio, records status of calls in the database and redials un-responded calls at scheduled times.

The platform also enables enterprises to view statistical reports with drill down on specific details for particular campaigns.

SaaS Solutions for Mobile Network Operators

Our suite of SaaS solutions for MNOs enables them to maximize monetization of their network infrastructure. We have deployed our solutions for MNOs across the globe, and this has also created cost synergies on our enterprise A2P messaging business. Following is a snapshot of our MNO solution suite.

SMS Filtering, Analytics, and Monetization

We offer SMS filtering, analytics, and monetization solutions through 365squared. Our solutions allow MNOs to control and monetize A2P messages terminating on their network. All our solutions are powered by our 365analytics software. 365analytics is an AI/ML driven real-time detection and traffic analytics software, with an intelligence that is constantly updated based on insights derived from global A2P SMS traffic data. It is capable of detecting spam, faking, flooding, spoofing and bulk messaging traffic using analytics. It undertakes automated brand simulation giving detailed information on how traffic is reaching subscribers, classifies message traffic based on type, A2P brand and A2P brand message type and also has detailed reporting functionality.

Using the insights generated by the analytics platform, MNOs can identify nature of A2P SMS traffic arriving on their network, filter and start monetizing such A2P SMS traffic at the appropriate price points. This helps them maximize monetization of their network infrastructure. We offer flexible engagement models to MNOs. The solutions are offered as pure cloud solutions, and there is zero/minimal upfront cost for the MNOs for using our solutions. Depending upon the level of engagement, we offer either end-to-end A2P SMS filtering, analytics and monetization solutions to MNOs, or if MNOs have already deployed certain layers of the filtering and firewall solution, they can leverage our analytics capabilities to optimize performance their existing solutions.

SMSC and MMSC solutions

Through the acquisition of IP, assets, contracts and technology team from TeleDNA, we created the capability to offer SMSC and MMSC solutions to MNOs across the globe. With the combination of TeleDNA and 365squared solutions, we are able to offer the full stack of A2P SMS monetization solutions to our MNO clients. Our SMSC and MMSC solutions form the central node to MNOs' A2P Messaging processes and enable MNOs to optimize costs and enhance revenues. SMSC and MMSC are the components of a wireless network that handle SMS and MMS operations, respectively, such as routing, forwarding and storing incoming messages on their way to desired endpoints.

Our SMSC and MMSC solutions offer the following features:

- Highly scalable to manage heavy traffic
- Low latency, rapid error-code based message delivery
- Robust and platform agnostic
- Micro-services to suit current and future standards
- Bespoke and customizable
- Cost efficient
- Designed and built in-house to conform to Open Standard Protocols

Distributed Ledger Technology ("DLT")

TRAI has mandated MNOs to deploy a blockchain based technology – DLT to ensure that subscribers do not receive spam A2P SMS communication from enterprises. DLT is a block-chain based digital solution that requires registration of sender IDs for enterprises using A2P SMS messaging services, and also registration of various message templates used by the enterprises. Enterprises need to register with the operator's DLT platform by submitting necessary business documents. Enterprises need to select a Registered Telemarketer ("RTM") and permit them to perform functions on their behalf. Further, enterprises need to acquire consent from mobile subscribers through SMS, web or mobile app and upload them on the DLT platform. It is mandatory for any entity that intends to send a communication through messaging and voice gateway on the DLT platforms. Telemarketers and end-users have to register on the DLT platforms separately. The sender ID and template data is used to scrub every A2P SMS communication send by enterprises over the MNO network, thereby ensuring only authorized communication (which matches registered templates) from authorized enterprises (matching registered sender IDs) are transmitted over the MNO infrastructure. Finally, the DLT platform also checks the consumer consent before allowing the communication to be transmitted over the network. Through the use of DLT, the TRAI is in effect enforcing that only solicited communication is transmitted to the subscribers. The process to on-board an enterprise under the DLT regime, ensures that the RTM (CPaaS partner) has collated all necessary details (sender ID, templates – for each type of message that would be transmitted, customer consent data and classification of each message into transactional / promotional category) before the enterprise can start transmitting A2P communication over the MNO network to its subscribers.

We have partnered with a software solutions provider focused on the telecommunications industry, to jointly offer their DLT platform to MNOs. We believe that several other countries and regions will start implementing similar regulatory guidelines, once they witness the clear advantages of such solutions being deployed in India. Our strong relationships in the MNO ecosystem globally, will enable us to accelerate the go-to-market in these regions.

Operator CPaaS

We offer our CPaaS platform to MNOs to help them instantly create a full stack of CPaaS capabilities, and extend their ability to service their existing enterprise clients. MNOs using our Operator CPaaS solution enter into a revenue share arrangement with us, and at the same time we are de-facto preferred partner with such operators. Through Route Hub, we offer turnkey solutions which enables MNOs to launch a highly scalable revenue-generating messaging platform to enable A2P wholesale transit business. Route Hub is a carrier-grade in-house developed and fully scalable SMS hubbing platform offering managed services to mobile operators globally. The Route Hub solution enables flow of messages between MNOs and MVNOs (Mobile Virtual Network Operators) with different protocols and technologies and does not require any bi-lateral agreements. The solution not only resolves interoperability issues by providing a single path, but also reduces the cost of connecting to independent messaging hubs available. In addition to lower costs and an expedited setup, traffic generated from hubs is of better quality as it is from other legitimate operators. A single agreement with a hub provides maximum reach thereby enabling better coverage, reduced complexities, easy connectivity and reporting and billing efficiencies.

Our CPaaS-enabled hubbing solution, with its AI capabilities, offers intelligent routing, analytics, plug-n-play APIs, high delivery rates and low latency. In addition, we provide fully managed services, wherein we oversee the infrastructure, technology, gateway connectivity, and day-to-day operations of the platform for the MNOs. With Route Hub, MNOs can handle a relatively higher volume of A2P SMS terminations making it a scalable solution.

In addition to our core focus on CPaaS offerings, we also offer Business Process Outsourcing services, through our Subsidiary, Call2Connect, to a roster of blue-chip Indian enterprises.

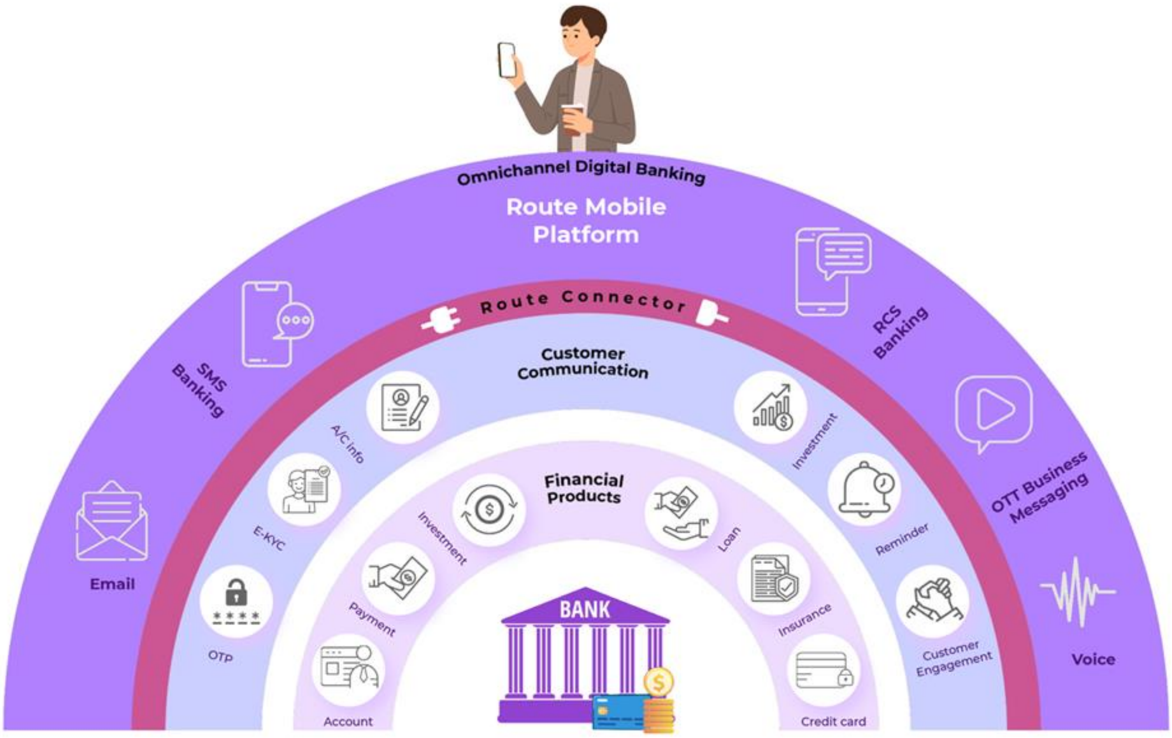
Business Process Outsourcing

Our BPO services comprise customer service and engagement solutions and back-office support. We offer both business-to-business and business-to-consumer outsourcing services for a variety of industries. We provide the entire spectrum of BPO services including voice and non-voice processes, collection management services and campaign management activities. We operate through our facilities in Bengaluru and Mumbai. We service clients across various sectors including telecom, banking, financial services, insurance, healthcare, media and entertainment, automobile, travel and leisure and e-commerce. We endeavour to provide optimum and holistic customer solutions by leveraging synergies of our BPO offerings along with our CPaaS offering.

Use Cases Supported by our Omni-Channel CPaaS platform

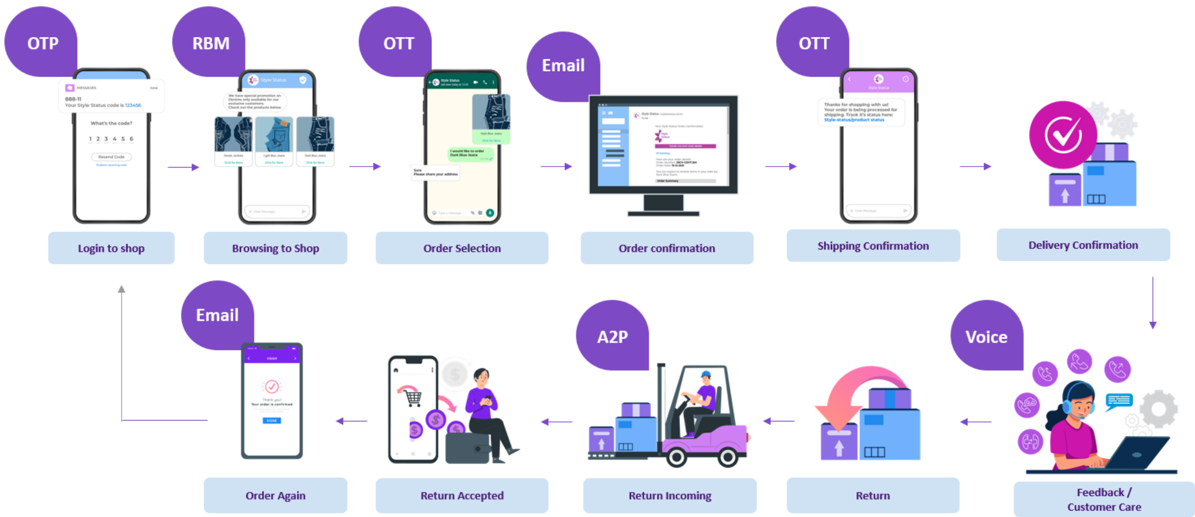
Following illustrations use examples of specific industries, to showcase how enterprises leverage our CPaaS platform across various use cases, spanning the entire customer life-cycle.

Digital Banking and Financial Services



Digital banking and the financial services industry rely extensively on digital communication services across multiple channels – SMS, OTT business messaging, email and voice to communicate with consumers. Use cases vary from transaction notifications, product updates, account updates and reminders.

E-Commerce



E-commerce leverages digital communication channels to engage with consumers across their lifecycle. In many cases there is replication of communication across multiple channels. Further, there are similar flows that are supported between the e-commerce platform, and the supplier who is making the sale through the platform.

Infrastructure

Cloud Communications Platform

We operate an internally developed software-based cloud communications platform with capabilities to manage A2P SMS messaging, Voice, Email and OTT business messaging traffic. We handle all traffic generated from our enterprise clients through our cloud communications platform.

We have a total transaction processing capacity of up to five billion transactions per month. In the six months ended September 30, 2021, we processed over 17.72 billion billable transactions. Our platform is modular and scalable, allowing us the flexibility of use while delivering functionality. Our platform managed 32.31 billion billable transactions from our clients and was used by more than 2,000 clients in Fiscal 2021, as compared to managing 30.32 billion billable transactions in Fiscal 2020.

Data Centers

Our infrastructure is distributed across ten data centers globally. All of these data centers are equipped with requisite failovers and redundancies necessary for maintaining 24x7 operations. Our current deployment is across six geographical regions with systems deployed across data centers in India, Singapore, Malta, Germany, the United Kingdom and the United States. Each of the locations are served by multiple independent carriers and connectivity.

Our data centers are linked to each other via encrypted private networks to ensure data security. This also allows us to securely transfer data between various data centers. Each of these data center deployments are complete platforms which serve their local regions as well as participate in our global routing network.

Layers

Our platform is divided into four distinct layers, namely, front-end, business logic, connectivity and database. Our infrastructure is divided between perimeter, firewalls, servers and Storage Area Network ("SAN").

The database and application layers are powered by carrier grade hardware in a N+1 (a backup node for each active node) redundancy mode to ensure maximum availability. Our platform relies on virtualization software to optimally use hardware resources as well as provide fallback/ backup capability for the application and database layers. All applications are run as groups/ clusters to prevent a single failure from disrupting the service.

The SAN layer consists of storage systems backed by fiber channel networks consisting of switches and fiber optics. The storage systems have internal redundancy using mirroring between deployed disk systems. Our SAN layer is scalable and can be expanded as per requirements.

Disaster Recovery

In addition, we also maintain a disaster recovery setup in India where critical systems are backed-up to ensure business continuity in case of natural disasters. This layout in addition to our defined backup policies allows us to ensure high uptimes and provide uninterrupted service to our clients.

Client Base

We believe that the quality and breadth of our client relationships is critical to our business.

Enterprise

Our enterprise division targets enterprises in all industries that need messaging services (including A2P messages, email, voice applications, RCS and OTT business messaging) globally. Cumulatively since inception, our client base in this business vertical has grown from over 16,000 clients as of March 31, 2015 to over 34,000 clients as of September 30, 2021, including several Fortune Global 500 companies. We have a diverse enterprise client base across a broad range of industries including social media companies, banks and financial institutions, e-commerce entities and travel aggregators.

In the enterprise business vertical, our client contracts typically range for periods between 12 to 36 months and usually include automatic renewal provisions. While such arrangements generally do not stipulate any minimum traffic volume commitments from our clients, traffic volumes usually tend to increase over the course of relationship.

Operator

We provide mobile operators with specialized solutions including SMS filtering, analytics, monetization, SMSC, MMSC, DLT, hubbing and CPaaS. Our existing relationships with MNO's who are our suppliers, enables us to leverage the existing partnership for bilateral sales for our products. Typical contract durations with MNO's for our services and solutions range for an initial term of one to three years and are subject to an automatic renewal for one year unless terminated.

BPO

Our relationships with clients are typically long-term. The initial term in our contracts with our BPO clients ranges from a period of 12 months up to 24 months. We endeavour to offer seamless delivery of services and support to clients. We believe, we offer our BPO clients with customized infrastructure and high levels of data security.

Client Support

To cater to our global client base, we provide 24x7 client support from our Registered Office based in Mumbai as well as regional offices in Europe. Our support staff assist with live client queries across all our services and are supported by technical development team who help clients with initial integration and setup. For high value enterprise clients, we designate customer success managers as a single point of contact for any queries and if required, a resident client support staff within a client's premises.

We also have a routing team that monitors route quality, country specific issues with a particular network, and other factors to enhance message delivery.

While we have a large and diversified client base, in each of our business verticals, we are dependent on business from certain significant clients. The table below sets forth certain information relating to the relative revenue contribution of our key clients as a percentage of total revenue across our various business verticals in the periods indicated:

Revenues	Fiscal 2019	Fiscal 2020	Fiscal 2021	Six Months Ended September 30, 2021
	Percentage of Total Revenue (%)			
Top five clients	42.70%	43.72%	45.01%	40.19%
Top ten clients	54.26%	54.06%	58.69%	54.06%
Top 50 clients	80.53%	81.62%	86.26%	83.91%

In Fiscal 2021 and in the six months ended September 30, 2021, we serviced 2,310 clients and 2,783 clients, respectively.

Sales and Marketing

We have a global sales team comprising of a direct sales team and channel partners. The direct sales team is primarily focused on selling our services and solutions to enterprises, and growing existing enterprise client accounts. In addition, we strategically work with channel partners to further extend our sales and marketing reach. These partners have a strong reach in their respective geographies and they resell our services.

Our marketing team focusses on raising awareness and inform current and prospective clients about our products and services as well as new offerings. Other marketing channels used by us include digital marketing, events and exhibitions including participation at the annual Mobile World Congress held in Barcelona and the United States, the International Telecoms Week in the United States and Wholesale Agreements & Solutions Group (WAS) #7 in the UAE. We also attend several other regional exhibitions to interact with MNOs, enterprises, partners and existing and potential clients.

Suppliers

We have developed a significant number of direct relationships with MNOs, which provides our clients with global connectivity. As of September 30, 2021, we had direct relationships with over 265 MNOs. Additionally, we also have established direct relationships with OTT service providers for OTT business messaging.

Partners

We partner with messaging infrastructure/hardware providers to enhance our cloud communication platform services. For our SMS filtering, analytics, and monetization, we partner with firewall hardware providers and value-add OEMs for end to end solutions.

Product Development

Our product development process comprises a team of 116 developers and product managers based out of Mumbai and Malta as of September 30, 2021. In addition to maintenance and enhancement of our in-house platform, the team routinely executes customizations required by clients. We follow the agile methodology for software development and any specific requirements from the sales team are vetted and analyzed for viability prior to being accepted for development. Additionally, our team focuses on research and development on enhanced analytics using artificial intelligence and machine learning as well as layering insights for our messaging clients' ongoing campaigns.

Awards and Certifications

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.

Employees

Details of our employees in India for our Company and our subsidiaries as of September 30, 2021:

Category	As of September 30, 2021	
	Within India	Outside India
Company	366	-
Subsidiaries*	15	36
Total Employees	381	36

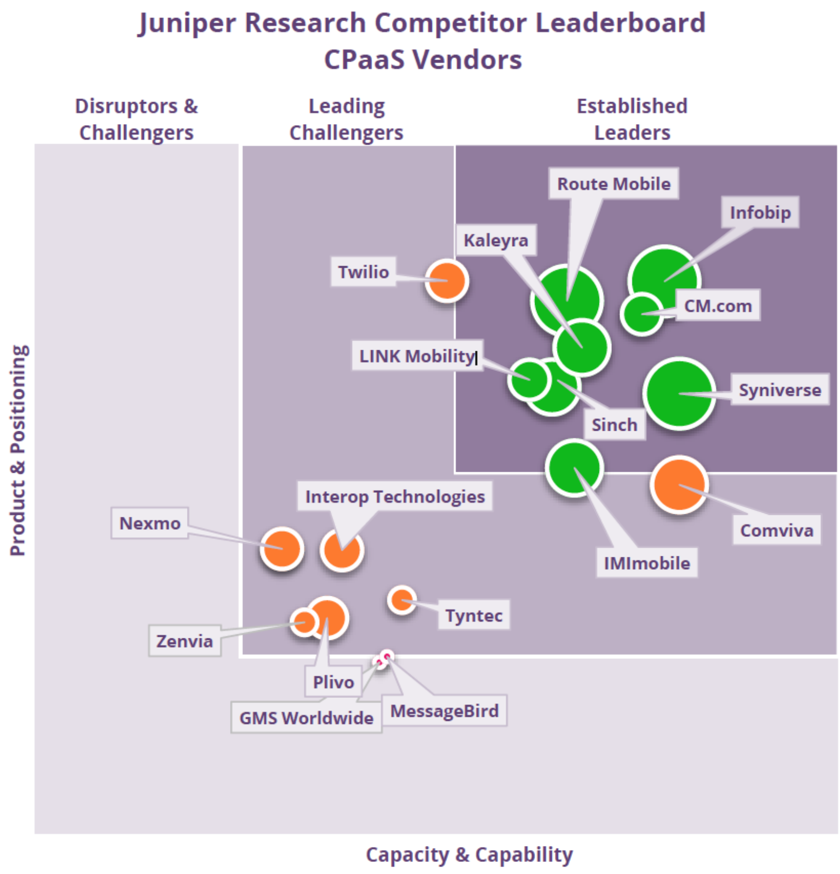
** Excludes employees of Call2Connect*

None of our employees are represented by a labor union or covered by a collective bargaining agreement. We have not experienced any work stoppages, and we consider our relations with our employees to be good.

Our policies include a code of conduct, a prevention of sexual harassment policy and a whistle blower policy. The attrition rate of employees of our Company for Fiscals 2020 and 2021, and in the six months ended September 30, 2021, was 19.62%, 10.66% and 19.05%, respectively.

We place special emphasis on the training of our employees to enable them to develop their skills and to meet the challenges of a dynamic competitive environment.

Competition



Source: Juniper Research

The cloud communications market is characterized by fragmented and highly competitive market participants. We compete with other global A2P service providers including Twilio, Sinch, and Infobip amongst others (*Source: Juniper Reports*). We are able to differentiate ourselves from local, domestic players in the space, through our global reach and our ability to service large enterprise clients across multiple geographies.

Intellectual Property

As of the date of this Placement Document, our Company had made 63 applications for registration of various trademarks, including, 'Route Mobile' and 'Route' of which we have received registration for 48 trademarks. Certain of our applications including our application for 'RouteSMS' and 'SendClean' have been objected. For further information in relation to the risk relating to our intellectual property, see *"**Risk Factors – Our technology offerings and services could infringe upon the intellectual property rights of others or we might lose our ability to utilize the intellectual property of others.**"* and ***"Risk Factors – Our application for the registration of "RouteSMS" and "SendClean" trademark, logo and other trademarks are pending and the use of this or similar trade names by third parties may result in loss of business to such third parties, and any potential negative publicity relating to such third parties may adversely affect our reputation, the goodwill of our brand and business prospects***." on pages 63 and 64, respectively.

Insurance

We maintain insurance policies customary for our industry to cover certain risks, including office insurance and a public and products liability, employers' liability and crisis containment insurance. We also maintain a group mediclaim policy to cover our employees and their immediate family members. We also maintain directors' and officers' liability insurance. In addition, we maintain insurance for vehicles owned by us. We believe that our insurance policies and coverage is sufficient for our business and operational needs.

Corporate Social Responsibility

We have adopted a Corporate Social Responsibility ("**CSR**") policy in compliance with the requirements of the Companies Act, 2013 and the Companies (Corporate Social Responsibility) Rules, 2014 notified by the Central Government. The focus of our CSR activities is on improving the quality of life and engaging communities through health, education, livelihood, sports and infrastructure development. We have set up the Route Mobile Foundation to lead all our CSR programmes. Our outreach programs are in the form of grants or donations that help in the infrastructure development and poverty alleviation. Financial assistance is provided for medical care, shelter, food, education and clothing. During COVID-19 situation almost throughout Fiscal 2021, we reached out to the displaced and marginalised sections of the society with food, clothes, oxygen cylinders and other essential medical supplies.

Properties

Our Registered and Corporate Office is situated at 4th Dimension, 3rd Floor, Mind Space, Malad (West), Mumbai – 400 064, Maharashtra, India which is a leased premise.

In addition, our Company has regional offices situated in Bengaluru, and Delhi. Internationally, we have offices in United States, United Kingdom, Malta, United Arab Emirates, Ghana, Nigeria, Nepal, Sri Lanka, Bangladesh, Singapore, Uganda, Saudi Arabia, Indonesia and Zambia. These offices are primarily located on leased premises or co-working spaces. For further information in relation to the risk relating to our properties see ***"Risk Factors – Certain premises, including our Registered Office are not owned by us and we have only leasehold or leave and license rights over them. In the event we lose such rights, our business, financial condition and results of operations and cash flows could be adversely affected."*** on page 67.

KEY REGULATIONS AND POLICIES IN INDIA

The following is an overview of certain sector specific relevant laws, regulations and policies in India which are applicable to our operations in India. The information available in this section has been obtained from publications available in public domain. The description of laws and regulations set out below may not be exhaustive and is only intended to provide general information to the investors and are neither designed nor intended to substitute for professional legal advice. The statements below are based on the current provisions of the Indian law and the judicial, regulatory and administrative interpretations thereof, which are subject to change or modification by subsequent legislative actions, regulatory, administrative, quasi-judicial, or judicial decisions.

Industry Specific Legislations

Software Technology Parks of India Scheme ("STPI Scheme")

The STPI Scheme was introduced by the Government with the objective of encouraging, promoting and boosting export of software and software services including IT and Bio-IT enabled services from India. The STPI Scheme, which is a 100% export oriented scheme, provides benefits such as data communication facilities, single window clearances and approvals including project approvals, import attestations, software export certification and other facilities to boost software exports from India. Further, companies registered under the STPI Scheme are provided certain concession in duties, levies and taxes. The STPI Scheme covers export of professional services using communication links or physical media and any entity desiring to export its entire production of goods and services (except permissible sales in the domestic tariff area) is eligible to register with the relevant STPI. The STPI Scheme is governed by the current Foreign Trade Policy, 2015-2020 ("**FTP Policy, 2020"** announced on April 1, 2015. The FTP Policy, 2020, read with the Handbook of Procedures, 2015-2020, was originally valid until March 31, 2021. Due to the second wave of Covid-19 cases in India, the Government has extended its validity to March 31, 2022.

In order to avail the benefits as envisaged by the Government, a company is required to register itself with the appropriate authorities. The principle compliance required of a company accorded approval under the STPI Scheme is the fulfilment of the export obligation. The letters of permission may contain other conditions. Additionally, the unit is required to file details to STPI in the nature of a performance report indicating the export performance.

The Telecom Regulatory Authority of India Act, 1997 ("TRAI Act")

TRAI seeks to regulate the telecommunication sector and to consolidate all laws, rules and regulation of the telecom industry. The legislation has established the Telecom Regulatory Authority of India ("**TRAI**") for regulating and supervising the telecom industry and the Telecom Dispute Settlement Appellate Tribunal (TDSAT) to adjudicate disputes between a licensor and licensee. Some of the primary functions of TRAI include establishing standards of quality of service of basic telephone service (wireless) and cellular mobile telephone services, conducting periodical surveys, setting up terms and conditions of grant of a license and fixing the tariffs and rates to be charged.

The Indian Telegraph Act, 1885 ("Telegraph Act")

The Telegraph Act governs all forms of the usage of telegraph, which expression has been defined to mean any appliance, instrument, material or apparatus used or capable of use for transmission or reception of signs, signals, writing, images, and sounds or intelligence of any nature, by wire, visual or other electro-magnetic emissions, radio waves or Hertzian waves, galvanic, electric or magnetic means. The Central Government issues licences under the Telegraph Act to establish, maintain or work a telegraph within any part of India and any establishment, maintenance or working of a telegraph without the requisite license or in contravention of the license terms or provisions of the Telegraph Act is punishable under the Telegraph Act. If any person establishes, maintains or works a telegraph within India in contravention of the provisions of the Telegraph Act or otherwise than as permitted by rules made thereunder, he shall be punished, if the telegraph is a wireless telegraph, with imprisonment which may extend to three years, or with fine, or with both, and, in any other case, with a fine which may extend to one thousand rupees.

Under Section 7, the Central Government has the power to make rules for conduct of all telegraphs established, maintained or worked by the Government or by persons licensed under the Act, including but not limited to governing the conditions and restrictions, subject to which any telegraph line, appliance or apparatus for telegraphic communication shall be established, maintained, worked, repaired, transferred, shifted, withdrawn or disconnected. Further, the rules prescribed by the Central Government may prescribe the fines for any breach of such rules.

The Indian Wireless Telegraphy Act, 1933 ("Wireless Telegraphy Act")

The Wireless Telegraphy Act and the rules made thereunder regulates the possession of wireless telegraphy apparatus in India. Under the Wireless Telegraphy Act, the term 'wireless telegraphy apparatus' has been defined to mean any apparatus, appliance, instrument or material used or capable of use in wireless communication, and includes any article determined by rule made under this act to be wireless telegraphy apparatus, but does not include any such apparatus, appliance, instrument or material commonly used for other electrical purposes, unless it has been specially designed or adapted for wireless communication or forms part of some apparatus, appliance, instrument or material specially so designed or adapted, nor any article determined by rule made under this act not to be wireless telegraphy apparatus. Under the Wireless Telegraphy Act, no person is permitted to possess a wireless telegraphy apparatus except under and in accordance with a license issued by the telegraph authority constituted under Section 3(6) of the Indian Telegraph Act, 1885. Such telegraph authority means the Director General of Posts and Telegraphs, and includes any officer empowered by him to perform all or any of the functions of the telegraph authority under the Indian Telegraph Act, 1885.

Under Section 10 of the Wireless Telegraphy Act, the Central Government has the power to make rules with respect to the maintenance of records containing details of the acquisition and disposal by sale or otherwise of wireless telegraphy apparatus possessed by dealers and the power to make provisions for penalty of breach of such rules.

The Telecom Commercial Communications Customer Preference Regulations, 2018 ("TCCCPR")

The TCCCPR has been enacted with an objective to curb menace of unsolicited commercial communications to subscribers and to regulate Telemarketers. TCCCPR was notified by the Telecom Regulatory Authority of India on July 19, 2018, which came into effect in a phased manner over a period of 150 days from the aforesaid date of notification and replaced the Telecom Commercial Communications Customer Preference Regulations, 2010. TCCCPR covers both calls as well as SMSs. Under these regulations a customer can register themselves in order to completely block unsolicited commercial communications or in the alternative can opt to receive promotions for specific categories. Those customers already registered on the Do Not Call Registry will be transferred to the fully Blocked list of the National Customer Preference Register. An aggrieved customer can lodge a complaint with his service provider, who is required to take appropriate action and inform the customer of the action taken within seven days of such complaint. TCCCPR provide for a wide range of customer preferences which are implemented in near time using distributing ledger technology to make communications traceable and capable of being controlled effectively, use of cloud-based solutions for handling complaints, the registration of headers and preferences, and use of smart contracts for automated allocation of roles between entities in the commercial communication ecosystem. These regulations also provide for a framework for registering telemarketers as well as setting out limits for registered and unregistered telemarketers along with levy of requisite fines and penalties on defaulting telemarketers.

Guidelines for Telemarketers issued by DoT ("Telemarketer Guidelines")

Telemarketer Guidelines are applicable to any entity engaged in the activity of telemarketing and includes, any activity for the purpose of soliciting or promoting any commercial transaction in relation to goods, investment or services, through transmission of any message through telecommunication services. Telemarketers are bound to obtain registration from Department of Telecommunication ("**DoT**") to function as telemarketers. This registration is valid for a period of 10 years. Telemarketer Guidelines prescribe various conditions for operation of telemarketers, including, amongst other things, the requirement for telemarketers to obtain telecom resources only from licensed telecom service providers, prohibition on transfer of registration, requirement to take necessary measures to prevent communication of any objectionable, obscene or unauthorized content. The registration of telemarketers is terminable in case of non-adherence to the Telemarketer Guidelines.

National Digital Communications Policy, 2018 ("NDCP")

The Ministry of Communications, Department of Telecommunications, vide gazette notification dated October 22, 2018, notified the new telecom policy, NCDP, which replaces the existing National Telecom Policy 2012, to cater to the modern technological advancements such as 5G, cloud computing, internet of things, machine to machine in the telecom sector. The policy envisages establishing India as a global hub for cloud computing, content hosting and delivery, and data communication systems and services which includes a light touch regulatory approach to cloud computing and facilitating cloud service providers to establish captive fiber networks. The NDCP aims to accomplish the following strategic objectives by 2022: (i) provision of broadband for all; (ii) creating four million additional jobs in the digital communications sector; (iii) enhancing the contribution of the digital communications sector to eight percent of India's GDP; (iv) propelling India to the top 50 nations in the ICT Development Index published by the United Nations International Telecommunication Union; (v) enhancing India's contribution to global value chains; and (vi) ensuring digital sovereignty. The NDCP 2018 further also contemplates, among others, (i) establishment of a national digital grid by creating a National Fibre Authority; (ii) establishing common service ducts and utility corridors in all new cities and highway road projects; (iii) creating a collaborative institutional mechanism between the central government, the state governments and the local bodies for common rights of way; (iv) standardization of costs and timelines; (v) removal of barriers to approvals; and (vi) facilitating development of open access next generation networks.

Intellectual Property Laws

The Information Technology Act, 2000 ("Information Technology Act")

The Information Technology Act, 2000 as amended by the Information Technology (Amendment) Act, 2008 provides legal recognition for transactions carried out by means of electronic data interchange and other means of electronic communication, commonly referred to as "Electronic Commerce", which involve the use of alternatives to paper-based methods of communication and storage of information etc. The Information Technology Act also facilitates electronic filing of documents and create a mechanism for the authentication of electronic documentation through digital signatures. Additionally, the aforesaid Act also provides for civil and criminal liabilities including fines and imprisonment for various computer related offences. These include offences relating to unauthorized access to computer systems, it also recognizes contracts concluded through electronic means, creates liability for failure to protect sensitive personal data and gives protection to intermediaries in respect of third party information liability. The Information Technology Act provides for extraterritorial jurisdiction over any offence or contravention under the Information Technology Act committed outside India by any person, irrespective of their nationality, if the act or conduct constituting the offence or contravention involves a computer, computer system or computer network located in India.

The Information Technology (Procedure and Safeguards for Blocking for Access of Information by Public) Rules, 2009 specifically permits the Government of India to block access of any information generated, transmitted, received, stored or hosted in any computer resource by the public, the reasons for which are required to be recorded by it in writing. The Information Technology Act facilitates electronic commerce by recognizing contracts concluded through electronic means, protects intermediaries in respect of third-party information liability and creates liability for failure to protect sensitive personal data.

The Department of Information and Technology, under the Ministry of Communications & Information Technology, Government of India, has notified the Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, 2011, which gives directions for the collection, disclosure, transfer and protection of sensitive personal data by a body corporate or any person acting on behalf of a body corporate. The said rules also require the body corporate to provide a privacy policy for handling and dealing on personal information, including sensitive personal data.

The Department of Information and Technology, under the Ministry of Electronics & Information Technology, Government of India, has notified the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021 ("**IT Intermediaries Rules**") on February 25, 2021, which replaced the Information Technology (Intermediaries Guidelines) Rules, 2011. The IT Intermediaries Rules requires due diligence by intermediaries including informing users about rules and regulations, privacy policy, and terms and conditions for usage of its services, due diligence by significant social media intermediaries including appointment of a chief compliance officer to ensure compliance with the Information Technology Act, observance of code of ethics by digital media publishers, provision for a grievance redressal mechanism by intermediaries and authority to examine digital media content to authorised officers and issue directions to block content in case of an emergency.

Intellectual Property Rights

Intellectual property rights in India enjoy protection under both statutory and under common law. The key legislations governing intellectual property in India are the Copyright Act, 1957, and the Trade Marks Act, 1999. India is also a party to several international agreements for the protection of intellectual property rights.

The Trademarks Act, 1999

The Trademarks Act, 1999 ("**TM Act**"), provides for the application and registration of trademarks in India. The purpose of the TM Act is to grant exclusive rights to marks such as a brand, label and heading and to obtain relief in case of infringement for commercial purposes as a trade description. The registration of a trademark is valid for a period of 10 years and can be renewed in accordance with the specified procedure.

Application for trademark registry has to be made to Controller-General of patents, designs and TM Act who is the Registrar of Trademarks for the purposes of the TM Act. The TM Act prohibits any registration of deceptively similar trademarks or chemical compound among others. It also provides for penalties for infringement, falsifying and falsely applying trademarks.

Indian Copyright Act, 1957

The Indian Copyright Act, 1957 ("**Copyright Act**"), governs copyright protection in India. Under the Copyright Act, copyright may subsist in original literary, dramatic, musical or artistic works, cinematograph films, and sound recordings. Following the issuance of the International Copyright Order, 1999, subject to certain exceptions, the provisions of the Copyright Act applies to nationals of all member states of the World Trade Organization.

While copyright registration is not a prerequisite for acquiring or enforcing a copyright, registration creates a presumption favoring ownership of the copyright by the registered owner. Copyright registration may expedite infringement proceedings and reduce delay caused due to evidentiary considerations. Once registered, the copyright protection of a work lasts for 60 years. The remedies available in the event of infringement of a copyright under the Copyright Act include civil proceedings for damages, account of profits, injunction and the delivery of the infringing copies to the copyright owner.

Tax Related Legislations

The tax related laws that are applicable to our Company include the Central Goods and Services Tax Act, 2017, the Interstate Goods and Services Tax Act, 2017, various state goods and services tax legislations, the Income Tax Act, the Income Tax Rules, local body taxes in respective states and various applicable service tax notifications and circulars.

Labour Legislations

The various labour and employment related legislation that may apply to our operations, from the perspective of protecting the workers' rights and specifying registration, reporting and other compliances, and the requirements that may apply to us as an employer, would include the following:

i. The Child Labour (Prohibition and Regulation) Act, 1986

ii. The Contract Labour (Regulation and Abolition) Act, 1970

iii. The Employees' Compensation Act, 1923

iv. The Employees' State Insurance Act, 1948

v. The Employees' Provident Funds and Miscellaneous Provisions Act, 1952

vi. The Equal Remuneration Act, 1976

vii. The Maternity Benefit Act, 1961

viii. The Minimum Wages Act, 1948

ix. The Payment of Gratuity Act, 1972

x. The Payment of Bonus Act, 1965

xi. The Payment of Wages Act, 1936

xii. Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

xiii. The Code on Wages, 2019*

xiv. The Occupational Safety, Health and Working Conditions Code, 2020**

xv. The Industrial Relations Code, 2020***

xvi. The Code on Social Security, 2020****

**The GoI enacted 'The Code on Wages, 2019' which received the assent of the President of India on August 8, 2019. Through its notification dated December 18, 2020, the GoI brought into force sections 42(1), 42(2),42(3), 42(10), 42(11), 67(ii)(s), 67(ii)(t) (to the extent that they relate to the Central Advisory Board) and 69 (to the extent that it relates to sections 7, 9 (to the extent that they relate to the GoI) and 8 of the Minimum Wages Act, 1986)) of the Code on Wages, 2019. The remaining provisions of this code will be brought into force on a date to be notified by the GoI. It proposes to subsume four separate legislations, namely, the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976.*

***The GoI enacted 'The Occupational Safety, Health and Working Conditions Code, 2020' which received the assent of the President of India on September 28, 2020. The provisions of this code will be brought into force on a date to be notified by the GoI. It proposes to subsume several separate legislations, including the Factories Act, 1948, the Contract Labour (Regulation and Abolition) Act, 1970, the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979 and the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996.*

****The GoI enacted 'The Industrial Relations Code, 2020' which received the assent of the President of India on September 28, 2020. The provisions of this code will be brought into force on a date to be notified by the GoI. It proposes to subsume three separate legislations, namely, the Industrial Disputes Act, 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946.*

*****The GoI enacted 'The Code on Social Security, 2020 which received the assent of the President of India on September 28, 2020. The provisions of this code will be brought into force on a date to be notified by the GoI. It proposes to subsume several separate legislations including the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961, the Payment of Gratuity Act, 1972, the Building and Other Construction Workers' Welfare Cess Act, 1996 and the Unorganised Workers' Social Security Act, 2008.*

Other Legislations

The Foreign Trade (Regulation and Development) Act, 1992 and the rules framed thereunder ("FTA")

The FTA is the main legislation concerning foreign trade in India. The FTA, read along with Foreign Trade (Regulation) Rules, 1993, provides for the development and regulation of foreign trade by facilitating imports into, and augmenting exports from, India and for matters connected therewith or incidental thereto. As per the provisions of the Act, the Government:- (i) may make provisions for facilitating and controlling foreign trade; (ii) may prohibit, restrict and regulate exports and imports, in all or specified cases as well as subject them to exemptions; (iii) is authorised to formulate and announce an export and import policy and also amend the same from time to time, by notification in the Official Gazette; (iv) is also authorised to appoint a 'Director General of Foreign Trade' for the purpose of the Act, including formulation and implementation of the Export-Import ("**EXIM**") Policy. Under the EXIM Policy, export of defense equipment falls under the restrictive Special Chemicals, Organisms, Materials, Equipment and Technologies list and requires a license.

The FTA prohibits anybody from undertaking any import or export except under an Importer-Exporter Code number ("**IEC**") granted by the Director General of Foreign Trade pursuant to section 7. Hence, every entity in India engaged in any activity involving import/export is required to obtain an IEC unless specifically exempted from doing so. All imports and exports must be carried out in accordance with the applicable laws issued by the Central Government, from time to time. In the event of any contravention of the laws relating to central excise or customs or foreign exchange or any other economic offence under any other law for the time being in force as may be specified by the Central Government by notification in the Official Gazette, or if an export or import has been carried out in a manner gravely prejudicial to the trade relations of India with any foreign country, or to the interests of other persons engaged in imports or exports, or has brought disrepute to the credit or the goods of or services or technology from the country, these instances may result in the suspension and cancellation of the IEC number. The IEC shall be valid until it is cancelled by the issuing authority.

The Foreign Exchange Management Act, 1999 ("FEMA") and Regulations framed thereunder

Foreign investment in India is governed primarily by the provisions of the FEMA, and the rules, regulations and notifications thereunder, as issued by the RBI from time to time. The RBI, in exercise of its power under the FEMA, has notified the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 ("**FEMA Rules**"), to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India. As laid down by the Consolidated FDI Policy and FEMA Rules, no prior consents and approvals is required from the RBI, for Foreign Direct Investment **("FDI")** under the "automatic route" within the specified sectoral caps. In respect of all industries not specified as FDI under the automatic route, and in respect of investment in excess of the specified sectoral limits under the automatic route, approval may be required from the RBI.

The FEMA Rules permits 100% FDI in Telecom Services including Telecom Infrastructure Providers Category-I, viz. Basic, Cellular, United Access Services, Unified License (Access Services), Unified License, National/International Long Distance, Commercial V-Sat, Public Mobile Radio Trunked Services (PMRTS), Global Mobile Personal Communications Services (GMPCS), All types of ISP licenses, Voice Mail/ Audiotex/ UMS, Resale of IPLC, Mobile Number Portability Services, Infrastructure Provider Category-I (providing dark fibre, right of way, duct space, tower) except Other Service Providers. Earlier, foreign investment up to 49% was permitted under the automatic route and above 49% was allowed under Government route on case to case basis. By a press note no. 4 (2021 Series) by the Ministry of Commerce and Industry, Department for Promotion Industry and Industrial Trade dated October 6, 2021, 100% FDI has been allowed under the automatic route in the Telecom sector. FDI in Telecom sector is subject to observance of licensing and security conditions by licensee as well as investors as notified by the Department of Telecommunications ("**DoT**") from time to time, except "Other Service Providers", which are allowed 100% FDI on the automatic route.

Overseas Direct Investment ("ODI")

In terms of the Master Direction No. 15/2015-16 on "Direct Investment by Residents in Joint Venture/Wholly Owned Subsidiary Abroad" issued by the RBI, dated January 1, 2016, an Indian entity is allowed to make ODI under the automatic route up to limits prescribed by the RBI, which currently should not exceed 400% of its net worth. ODI can be made by investing in either joint ventures or wholly owned subsidiaries outside India. Any financial commitment exceeding USD one billion (or its equivalent) in a financial year would require prior approval of the RBI.

The Industries (Development and Regulation) Act, 1951

The Industries (Development and Regulation) Act, 1951("**Industries Regulation Act**"), is an act which governs the development and regulation of industries in India. The main objectives of the Industries Regulation Act is to empower the Government: (i) to take necessary steps for the development of industries; (ii) to regulate the pattern and direction of industrial development; and (iii) to control the activities, performance and results of industrial undertakings in the public interest. The Industries Regulation Act applies to the 'Scheduled Industries' listed in the First Schedule of the Act. However, small scale industrial undertakings and ancillary units are exempted from the provisions of the Industries Regulation Act.

The Industries Regulation Act is administered by the Ministry of Industries & Commerce through its Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (formerly known as the Department of Industrial Policy and Promotion) ("**DPIIT**"). The DPIIT is responsible for formulation and implementation of promotional and developmental measures for growth of the industrial sector. It monitors the industrial growth and production, in general, and selected industrial sectors. Certain categories of industries require industrial licensing under the Industries Regulation Act. Such industries have to file an Industrial Entrepreneur Memoranda with the Secretariat of Industrial Assistance (SIA), Department of Industrial Policy and Promotion to obtain an acknowledgement.

Shops and establishments Legislations

Under the provisions of local Shops and Establishments laws applicable in various states, establishments may be required to be registered and regulated in compliance with the legislation of such state where such shop or establishment is located. Such laws regulate the working and employment conditions of the workers employed in shops and establishments including commercial establishments and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of shops and establishments and other rights and obligations of the employers and employees. There are penalties prescribed in the form of monetary fine or imprisonment for violation of the legislations.

BOARD OF DIRECTORS AND SENIOR MANAGEMENT

Board of Directors

In accordance with our Articles of Association, read with applicable provisions of the Companies Act, our Company is required to have not less than four Directors and not more than 15 Directors. As on date, our Board comprises of seven Directors, including one executive Director (i.e., the Managing Director and Group Chief Executive Officer) and two non-executive Directors, including the Chairman and four independent Directors, of which one is a woman Director.

Our Board composition is in compliance with Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The following table sets forth details regarding our Board as of the date of this Placement Document:

Name, Address, DIN, Term, Occupation and Nationality	Age (years)	Designation
Sandipkumar Gupta **Address:** M/201, Panchsheel Gardens, Mahavir Nagar, Kandivali (West), Mumbai 400 067, Maharashtra, India **DIN:** 01272932 **Current Term:** Liable to retire by rotation **Occupation:** Business **Nationality:** Indian	**47**	Chairman and Non-executive Director
Rajdipkumar Gupta **Address:** M/201, Panchsheel Gardens, Mahavir Nagar, Kandivali (West), Mumbai 400 067, Maharashtra, India **DIN:** 01272947 **Current Term:** 5 years with effect from May 1, 2017 **Occupation:** Business **Nationality:** Indian	**46**	Managing Director and Group Chief Executive Officer
Chandrakant Gupta **Address:** M/201, Panchsheel Gardens, Mahavir Nagar, Kandivali (West), Mumbai 400 067, Maharashtra, India **DIN:** 01636981 **Current Term:** Liable to retire by rotation. **Occupation:** Business **Nationality:** Indian	**68**	Non-executive Director
Arun Gupta **Address:** Flat No. 5005/5006, Oberoi Esquire Tower C, Yashodham, Goregaon East, Mumbai 400 063, Maharashtra, India **DIN:** 05131228 **Current Term:** 5 years with effect from November 19, 2020 **Occupation:** Service **Nationality:** Indian	**50**	Independent Director
Nimesh Salot **Address:** A/409, Shubh Sandesh Society, 16, Hansraj Lane, Byculla, Mumbai 400 027, Maharashtra, India **DIN:** 00004623 **Current Term:** 5 years with effect from February 12, 2020 **Occupation:** Service **Nationality:** Indian	**52**	Independent Director
Sudha Navandar **Address:** 603, 604/209, Anita Kutir CHS, HIG Colony, 90 Feet Road, Opposite State Bank of India, Near Ganpati Mandir, Ghatkopar East, Mumbai 400 075, Maharashtra, India **DIN:** 02804964 **Current Term:** 5 years with effect from November 22, 2017 **Occupation:** Professional **Nationality:** Indian	**55**	Independent Director
Bhaskar Pramanik **Address:** 01 Phe, Skycourt, Laburnum, Sushant Lok – 1, Block A, Near Galleria, Sector 28, Gurgaon, Haryana – 122 009, India **DIN:** 00316650 **Current Term:** 5 years with effect from August 10, 2021	**70**	Independent Director*

Name, Address, DIN, Term, Occupation and Nationality	Age (years)	Designation
Occupation: Service **Nationality:** Indian		

**Appointed as an Additional Director (Independent) of the Company with effect from August 10, 2021.*

Borrowing Powers of the Board

Pursuant to our Articles of Association, subject to applicable laws and pursuant to a special resolution dated October 12, 2017 passed by our Shareholders at our extra-ordinary general meeting, our Board has been authorised to borrow any sum for and on behalf of the Company from time to time, from one or more financial institutions/ banks/ body corporates or from others notwithstanding that the sum borrowed by the Company together with the money/ies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) shall not exceed ₹ 5,000 million.

Interests of our Directors

Our executive Director may be deemed to be interested to the extent of remuneration paid to them for services rendered as a Director of our Company and reimbursement of expenses, if any, payable to them. Further, our Directors may also be deemed to be interested to the extent of remuneration paid to them for services rendered as a Director of our Subsidiaries and reimbursement of expenses, if any, payable to them. For details of remuneration paid to our Director, see ***"- Terms of appointment and remuneration of Executive Directors"*** *and* ***"- Remuneration of Non-executive and Independent Directors"*** on page 162.

Further, our Non- executive Directors and Independent Directors are entitled to receive sitting fees for attending each meeting of our Board and Committee, details of which have been provided under the heading **"*- Remuneration of Non-executive and Independent Directors*"** on page 162.

Our Directors may also be regarded as interested to the extent of Equity Shares held by them in our Company and Subsidiaries, if any, details of which have been disclosed below under the heading **"*Shareholding of Directors in our Company*"** on page 162. Our Directors may also be interested to the extent of Equity Shares, if any, held by them or held by the entities in which they are associated as promoters, directors, partners, proprietors or trustees or held by their relatives or that may be subscribed by or allotted to the companies, firms, ventures, trusts in which they are interested as promoters, directors, partners, proprietors, members or trustees, pursuant to the Issue.

Except as stated in the section **"*Related Party Transactions*"** on page 45, our Directors do not have any other interest in the business of our Company.

Expect for Sandipkumar Gupta and Rajdipkumar Gupta, who are the Promoters of our Company, our Directors have no interest in the promotion of our Company as of the date of this Placement Document, except in the ordinary course of business.

Other than as disclosed in this Placement Document, there are no outstanding transactions other than in the ordinary course of business undertaken by our Company, in which our Directors are interested. Further, except as disclosed in "***Related Party Transactions***" on page 45, our Company has neither availed of any loans from, nor extended any loans to the Directors which are currently outstanding.

Our Company has not entered into any contract, agreement or arrangement during the preceding two years from the date of this Placement Document in which any of the Directors are interested, directly or indirectly, and no payments have been made to them in respect of any such contracts, agreements, arrangements which are proposed to be made with them. Further, as on the date of this Placement Document, the Directors have not taken any loans from our Company.

Except as stated in **"*Financial Information*"** beginning on page 228, our Directors have no interest in any property acquired or proposed to be acquired of or by our Company as on the date of this Placement Document or in any transaction by our Company for acquisition of land, construction of buildings and supply of machinery.

Relationship between Directors

Except as disclosed below, none of the Directors are related to each other.

Name of the Director	Nature of Relationship
Chandrakant Gupta and Sandipkumar Gupta	Father and Son
Chandrakant Gupta and Rajdipkumar Gupta	Father and Son

Name of the Director	Nature of Relationship
Rajdipkumar Gupta and Sandipkumar Gupta	Brothers

Shareholding of Directors in our Company

As per the Articles of Association of our Company, our Directors are not required to hold qualification shares.

The following table sets forth details of shareholding of our Directors in our Company as of the date of this Placement Document:

Name of the Director	No. of Equity Shares	Percentage (%)
Chandrakant Gupta	2,300,000	3.97
Sandipkumar Gupta	9,257,143	15.98
Rajdipkumar Gupta	9,257,143	15.98
Sudha Navandar	20	0.00
Total	**20,814,306**	**35.93**

Terms of appointment and remuneration of Executive Directors

Rajdipkumar Gupta

Rajdipkumar Gupta was appointed as a Director at the time of incorporation of our Company and was appointed as a Managing Director for five years with effect from May 1, 2017 at the meeting of our Board held on April 25, 2017 and confirmed by our shareholders at their meeting held on May 22, 2017. Pursuant to the terms of his appointment, he is entitled to a gross remuneration of ₹ 36.00 million per annum.

The following table set forth the compensation paid by our Company to the Executive Director during Fiscals 2021, 2020, 2019 and the period starting from April 1, 2021 until September 30, 2021:

(in ₹ million)

Mr. Rajdipkumar Gupta			
Fiscal/ Period	**Salary**	**Allowances and Perquisites**	**Total**
April 1, 2021 – September 30, 2021	4.00	-	4.00
Fiscal 2021	8.62	-	8.62
Fiscal 2020	5.00	-	5.00
Fiscal 2019	4.50	-	4.50

For further details of compensation paid to our Executive Directors for Fiscals 2021, 2020 and 2019, see "***Related Party Transactions***" on page 45.

Remuneration of Non-executive and Independent Directors

Pursuant to a resolution dated March 6, 2018 of our Board of Directors, our Non – executive, Independent Directors are entitled to sitting fees of ₹ 25,000 for attending each meeting of our Board and sitting fees of ₹ 25,000 per meeting for attending each meeting of the committees of our Board. Additionally, our Independent Directors are also entitled to reimbursement of travelling and out of pocket expenses incurred by them to attend such meetings.

The following table sets forth the sitting fees paid by our Company to our Non-executive Directors and Independent Directors during Fiscals 2021, 2020 and 2019 and the period starting from April 1, 2021 until September 30, 2021:

(in ₹ million)

Name of the Director	Total sitting fees			
	April 1, 2021 – September 30, 2021	**Fiscal 2021**	**Fiscal 2020**	**Fiscal 2019**
Rajdipkumar Gupta	-	-	-	-
Chandrakant Gupta	0.10	0.23	0.13	0.18
Sandipkumar Gupta	0.23	0.35	0.30	0.33
Sudha Navandar	0.23	0.33	0.25	0.20
Ramachandra Sivathanu*	0.23	0.33	0.30	0.25
Nimesh Salot	0.20	0.15	0.10	-

Name of the Director	Total sitting fees			
	April 1, 2021 – September 30, 2021	Fiscal 2021	Fiscal 2020	Fiscal 2019
Arun Gupta	0.13	0.08	-	-
Bhaskar Pramanik	0.03	-	-	-

** Ceased to be a director with effect from August 27, 2021*

Corporate Governance

As on the date of this Placement Document, we have seven Directors on our Board, which comprises one Executive Director, two non-Executive Director and four Independent Directors. Further, we have one woman Director, who is an Independent Director. Our Company is in compliance with the corporate governance requirements prescribed under the SEBI Listing Regulations and Companies Act in relation to the composition of our Board and constitution of committees thereof.

Committees of our Board of Directors

Our Company has constituted the following five committees in terms of the SEBI Listing Regulations and the Companies Act, each of which functions in accordance with the relevant provisions of the Companies Act and the SEBI Listing Regulations, as applicable:

(i) Audit Committee;

(ii) Nomination and Remuneration Committee;

(iii) Corporate Social Responsibility Committee;

(iv) Stakeholders' Relationship Committee; and

(v) Risk Management Committee.

The details of these committees are as follows:

A. Audit Committee

The members of the Audit Committee are:

1. Mrs. Sudha Navandar (*Chairperson – Independent Director*);
2. Mr. Nimesh Salot (*Member – Independent Director*); and
3. Mr. Sandipkumar Gupta (*Member – Non-executive Director*).

B. Nomination and Remuneration Committee

The members of the Nomination and Remuneration Committee are:

1. Mr. Arun Gupta (*Chairman – Independent Director*);
2. Mrs. Sudha Navandar (*Member – Independent Director*); and
3. Mr. Sandipkumar Gupta (*Member – Non-executive Director*).

C. Corporate Social Responsibility Committee

The members of the Corporate Social Responsibility Committee are:

1. Mr. Nimesh Salot (*Chairman – Independent Director*);
2. Mr. Rajdipkumar Gupta (*Member – Managing Director*); and
3. Mr. Sandipkumar Gupta (*Member – Non-executive Director*).

D. Stakeholders' Relationship Committee

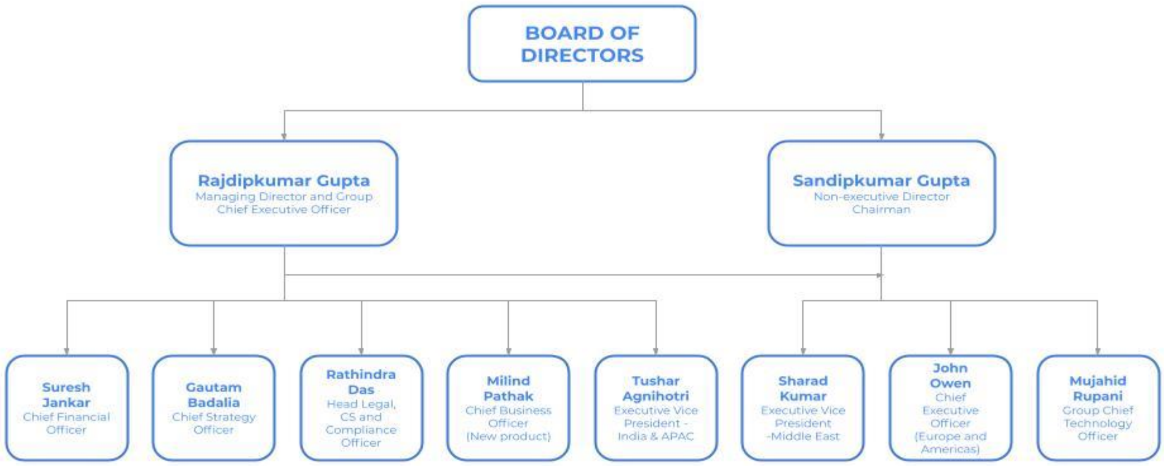
The members of the Stakeholders' Relationship Committee are:

1. Mr. Bhaskar Pramanik (*Chairman – Independent Director*);
2. Mr. Nimesh Salot (*Member – Independent Director*); and
3. Mr. Rajdipkumar Gupta (*Member – Managing Director*).

E. Risk Management Committee

The members of the Risk Management Committee are:

1. Mr. Sandipkumar Gupta (*Chairman – Non-executive Director*);
2. Mr. Rajdipkumar Gupta (*Member – Managing Director*);
3. Mr. Sammy Mamdani (*Member – EVP – Head of Operations*); and
4. Mrs. Sudha Navandar (*Member – Independent Director*).



Senior Management

The following table sets forth the details of our senior management, including our key managerial personnel ("**Senior Management**"), other than Rajdipkumar Gupta, our Managing Director and Group Chief Executive Officer:

S. No.	Name	Designation
1.	Gautam Badalia	Chief Strategy Officer
2.	Rathindra Das	Head Legal, Company Secretary and Compliance Officer
3.	Sharad Kumar	Executive Vice President – Middle East
4.	Suresh Jankar	Chief Financial Officer
5.	Tushar Agnihotri	Executive Vice President – India and APAC
6.	John Owen	Chief Executive Officer (Europe and Americas)
7.	Milind Pathak	Chief Business Officer – New Products
8.	Mujahid Rupani	Group Chief Technology Officer

Shareholding of Senior Management

In addition to the shareholding of Rajdipkumar Gupta as disclosed above in " – *Shareholding of Directors*", our Senior Management Personnel holds the following Equity Shares as on the date of this Placement Document:

Name of the Senior Management	No. of Equity Shares	Percentage (%)
Gautam Badalia	-	-
Rathindra Das	601	0.0010
Sharad Kumar	2,863	0.0049
Suresh Jankar	100	0.0001
Tushar Agnihotri	1,250	0.0022
John Owen	-	-
Milind Pathak	-	-
Mujahid Rupani	13,164	0.0227
Total	**17,978**	0.0309

Relationship between Senior Management

None of the Senior Management Personnel are related to each other.

Interest of Senior Management

Except as stated in ***"– Interest of our Directors"*** above and in ***"Related Party Transactions"*** on pages 161 and 45 respectively, and to the extent of the remuneration or benefits to which they are entitled to as per the terms of their appointment and reimbursement of expenses incurred by them in the ordinary course of business and to the extent of the Equity Shares and/or employee stock options held by them in our Company, and any dividend payable to them and other distributions in respect of such shareholding, our Senior Management Personnel does not have any other interest in our Company. Our Company does not have any bonus or profit-sharing plan with its Directors or Key Management Personnel.

Policy on disclosures and internal procedure for prevention of insider trading

SEBI Insider Trading Regulations applies to us and our employees and requires us to formulate and implement a code of practices and procedures for fair disclosure of unpublished price sensitive information and a code of conduct to regulate, monitor and report trading by designated persons. Our Company is in compliance with the same and has implemented a code of conduct for regulating, monitoring and reporting of trades and prevention of insider trading in accordance with the SEBI Insider Trading Regulations, in terms of which, Company Secretary, acts as the Compliance Officer of our Company under the aforesaid code of conduct for the prevention of insider trading. The abovementioned code is uploaded on the website of the Company at the link: https://routemobile.com/investors/.

Other confirmations

Except as otherwise stated above in **"*– Interests of our Directors*"** and **"*– Interest of Senior Management*"** on pages 161 and 165 respectively, none of our Promoters or Directors or Senior Management Personnel have any financial or other material interest in the Issue and there is no effect of such interest in so far as it is different from the interests of other persons.

None of our Promoters or Directors have been identified as wilful defaulters, as defined under the SEBI ICDR Regulations.

None of our Promoters or Directors have been declared as fugitive economic offenders under Section 12 of the Fugitive Economic Offenders Act, 2018.

Neither our Company, nor our Directors or Promoters have been debarred from accessing capital markets under any order or direction made by SEBI.

None of the Directors, Promoters or Senior Management Personnel of our Company intends to subscribe to the Issue.

ORGANIZATIONAL STRUCTURE

Corporate History

Our Company was incorporated as '*Routesms Solutions Private Limited'*, a private limited company under the Companies Act, 1956, on May 14, 2004, at Mumbai, Maharashtra. Subsequently, upon conversion to a public limited company pursuant to a special resolution of the shareholders of our Company dated February 15, 2007, the name of our Company was changed to '*Routesms Solutions Limited*' and a fresh certificate of incorporation was issued by the RoC on April 17, 2007. The name of our Company was subsequently changed to '*Route Mobile Limited*', to justify the wide range of its product offering, pursuant to a special resolution of the shareholders of our Company dated March 8, 2016, and a fresh certificate of incorporation was issued by the RoC on March 16, 2016. For further details, see "***General Information***" on page **229**.

Our Company's CIN is L72900MH2004PLC146323. The Registered and Corporate Office of our Company is located at 4th Dimension, 3rd Floor, Mind Space, Malad (West), Mumbai 400 064 Maharashtra, India.

Organizational Structure

<u>*Subsidiaries*</u>

As on the date of this Placement Document, our Company has 10 direct subsidiaries:

(i) Route Mobile (UK) Limited;

(ii) Routesms Solutions Nigeria Ltd;

(iii) RouteSms Solutions FZE;

(iv) Route Ledger Technologies Private Limited;

(v) Send Clean Private Limited;

(vi) Start Corp India Private Limited;

(vii) Route Mobile Pte. Limited, Singapore;

(viii) Call 2 Connect India Private Limited;

(ix) Route Connect Private Limited; and

(x) Route Mobile Arabia Telecom, Saudi Arabia;.

As on the date of this Placement Document, our Company has 17 step-down subsidiaries:

(i) Route Mobile L.L.C, UAE;

(ii) Route Mobile Limited, Ghana;

(iii) Route Mobile Inc, USA;

(iv) Route Connect (Kenya) Limited;

(v) 365squared Ltd, Malta;

(vi) Route Mobile Nepal Private Limited;

(vii) Route Mobile Lanka (Private) Limited;

(viii) Route Mobile (Bangladesh) Limited;

(ix) Route Mobile Malta Limited;

(x) Route SMS Solutions Zambia Limited;

(xi) PT Route Mobile Indonesia;

(xii) Route Mobile Uganda Limited;

(xiii) Send Clean Inc.;

(xiv) Masivian S.A.S;

(xv) Estratec S.A.S;

(xvi) Elibom Colombia S.A.S; and

(xvii) Masivian Peru S.A.C.

Associates

As on the date of this Placement Document, our Company does not have any associate companies.

Joint ventures

As on the date of this Placement Document, our Company does not have any joint ventures.

SHAREHOLDING PATTERN OF OUR COMPANY

The shareholding pattern of our Company, as on September 30, 2021 is set forth below:

Table I: Summary statement holding of specified securities

Category (I)	Category of the Shareholder (II)	No. of Shareholders (III)	No. of fully paid up equity shares held (IV)	No. of partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total No. shares held (VII) = (IV)+(V)+ (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2) (VIII)	No. of Voting Rights held in each class of securities (IX)				No. of shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a % of diluted share capital (XI)=(VII)+(X) as a % of (A+B+C2)	Number of Locked in shares (XII)		Number of shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized from (XIV)
								No. of Voting Rights			Total as a % of total voting rights			No. (a)	As a % total shares held (b)	No. (a)	As a % total shares held (b)	
								Class eg: X	Class eg: Y	Total								
(A)	**Promoter & Promoter Group**	10	37,714,286	Nil	Nil	37,714,286	65.12	37,714,286.00	-	37,714,286.00	65.12	-	65.12	11,371,430	30.15	-	-	37,714,286
(B)	**Public**	160,748	20,198,406	Nil	Nil	20,198,406	34.88	20,198,406.00	-	20,198,406.00	34.88	-	34.65	Nil	Nil	-	-	20,198,386
(C)	**Non Promoter-Non Public**	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	-	Nil
(1)	**Shares underlying Custodian/Depository Receipts**	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	-	Nil
(2)	**Shares held by Employee Trusts**	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	-	Nil
	Total (A)+(B)+(C)	**160,758**	**57,912,692**	**0**	**0**	**57,912,692**	**100**	**57,912,692.00**	**-**	**57,912,692**	**100.00**	**-**	**100**	**11,371,430**	**19.64**	**-**	**-**	**57912672**

Table II: Statement showing shareholding pattern of the Promoters and Promoter Group

	Category & Name of the Shareholders (I)	No. of shareholder* (II)	No. of fully paid up equity shares held (III)	Partly paid up equity shares held (1V)	Nos. of shares underlying Depository Receipts (V)	Total nos. shares held (VI)=(III)+(1V)+(V)	Shareholding % calculated as per SCRR, 1957 (VII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (VIII)				No. of shares Underlying Outstanding convertible Securities (including Warrants) (IX)	Shareholding as a % assuming full conversion of convertible securities (as a % of diluted share capital)	Number of Locked in shares (XI)		Number of Shares Pledged or otherwise encumbered (XII)		Number of equity shares held in dematerialized form (XIII)
								No. of Voting Rights			Total as a % of Total Voting Rights		(X)=(VI)+ (IX) as a % of A+B+C2	No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	
	(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	Class X	Class Y	Total		(IX)	(X)	(XI)		(XII)		(XIII)
1	**Indian**																	
(a)	Individuals/ Hindu Undivided Family	9	32,714,286	Nil	Nil	32,714,286	56.49	32,714,286.00	Nil	32,714,286	56.49	Nil	56.49	11,371,430	34.76	Nil	Nil	32,714,286
	Chandrakant J Gupta (HUF)	1	360,000	Nil	Nil	360,000	0.62	-	-	-	-	-	0.62	Nil	Nil	-	-	360,000
	Rajdipkumar C Gupta (HUF)	1	300,000	Nil	Nil	300,000	0.52	-	-	-	-	-	0.52	Nil	Nil	-	-	300,000
	Sandipkumar C Gupta (HUF)	1	300,000	Nil	Nil	300,000	0.52	-	-	-	-	-	0.52	Nil	Nil	-	-	300,000
	Sandipkumar Chandrakant Gupta	1	9,257,143	Nil	Nil	9,257,143	15.98	-	-	-	-	-	15.98	5,685,715	61.42	-	-	9,257,143
	Rajdip Kumar Chandrakant Gupta	1	9,257,143	Nil	Nil	9,257,143	15.98	-	-	-	-	-	15.98	5,685,715	61.42	-	-	9,257,143
	Chandrakant Jagannath Gupta	1	2,300,000	Nil	Nil	2,300,000	3.97	-	-	-	-	-	3.97	Nil	Nil	-	-	2,300,000
	Chamelidevi Chandrakant Gupta	1	2,300,000	Nil	Nil	2,300,000	3.97	-	-	-	-	-	3.97	Nil	Nil	-	-	2,300,000
	Sarika R Gupta	1	4,320,000	Nil	Nil	4,320,000	7.46	-	-	-	-	-	7.46	Nil	Nil	-	-	4,320,000
	Sunita S Gupta	1	4,320,000	Nil	Nil	4,320,000	7.46	-	-	-	-	-	7.46	Nil	Nil	-	-	4,320,000
(b)	Central Government/ State Government(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(c)	Financial Institutions/ Banks	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(d)	Any Other	1	5,000,000	Nil	Nil	5,000,000	8.63	5,000,000.00	Nil	5,000,000	8.63	Nil	8.63	Nil	Nil	Nil	Nil	5,000,000
	Sandipkumar Chandrakant Gupta (holds shares as a Trustee on behalf of CC Gupta Family Trust)	1	5,000,000	Nil	Nil	5,000,000	8.63	5,000,000.00	Nil	5,000,000	8.63	Nil	8.63	Nil	Nil	Nil	Nil	5,000,000
	Sub Total(A)(1)	**10**	**37,714,286**	**Nil**	**Nil**	**37,714,286**	**65.12**	**37,714,286.00**	**Nil**	**37,714,286**	**65.12**	**-**	**65.12**	**11,371,430**	**30.15**	**Nil**	**Nil**	**37,714,286**
2	**Foreign**																	
a	Individuals (Non-Residents Individuals/ Foreign Individuals)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
b	Government		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
c	Institutions		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
d	Foreign Portfolio Investor		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
e	Any Others (Specify)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub Total(A)(2)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

Category & Name of the Shareholders (I)	No. of shareholder* (II)	No. of fully paid up equity shares held (III)	Partly paid up equity shares held (1V)	Nos. of shares underlying Depository Receipts (V)	Total nos. shares held (VI)=(III)+(1V)+(V)	Shareholding % calculated as per SCRR, 1957 (VII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (VIII)				No. of shares Underlying Outstanding convertible Securities (including Warrants) (IX)	Shareholding as a % assuming full conversion of convertible securities (as a % of diluted share capital)	Number of Locked in shares (XI)		Number of Shares Pledged or otherwise encumbered (XII)		Number of equity shares held in dematerialized form (XIII)
							No. of Voting Rights			Total as a % of Total Voting Rights		(X)=(VI)+ (IX) as a % of A+B+C2	No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	Class X	Class Y	Total		(IX)	(X)	(XI)		(XII)		(XIII)
Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	**10**	**37,714,286**	**Nil**	**Nil**	**37,714,286**	**65.12**	**37,714,286.00**	**Nil**	**37,714,286**	**65.12**	**-**	**65.12**	**11,371,430**	**30.15**	**Nil**	**Nil**	**37,714,286**

Table III: Statement showing shareholding pattern of the public shareholders

	Category & Name of the Shareholders	No. of shareholder	No. of fully paid up equity shares held	Partly paid up equity shares held	Nos. of shares underlying Depository Receipts	Total nos. shares held (VI)=(III)+(IV)+(V)	Shareholding % calculated as per SCRR, 1957 As a %of (A+B+C2)	Number of Voting Rights held in each class of securities (VIII) — No. of Voting Rights: Class X	Class Y	Total	Total as a % of Total Voting Rights	No. of shares Underlying Outstanding convertible Securities (including Warrants)	Total Shareholding as a % assuming full conversion of convertible securities (as a % of diluted share capital) (X)=(VI)+(IX) as a % of A+B+C2	Number of Locked in shares: No. (a)	As a % of total shares held (b)	Number of Shares Pledged or otherwise encumbered: No. (Not applicable) (a)	As a % of total shares held (Not applicable) (b)	Number of equity shares held in dematerialized form
	(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)					(IX)	(X)	(XI)		(XII)		(XIII)
1	**Institutions**																	
(a)	Mutual Funds/ UTI	9	1,160,751	-	-	1,160,751	2.00	1,160,751	-	1,160,751	2.00	-	2.00	Nil	Nil	-	-	1,160,751
(b)	Venture Capital Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Alternate Investment Funds	6	2,150,110	-	-	2,150,110	3.71	2,150,110	-	2,150,110	3.71	-	3.71	Nil	Nil	-	-	2,150,110
(d)	Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Foreign Portfolio Investors	79	8,714,294	-	-	8,714,294	15.05	8,714,294	-	8,714,294	15.05	-	15.05	Nil	Nil	-	-	8,714,294
(f)	Financial Institutions/ Banks	1	99,253	-	-	99,253	0.17	99,253	-	99,253	0.17	-	0.17	Nil	Nil	-	-	99,253
(g)	Insurance Companies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(h)	Provident Funds/ Pension Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(i)	Any Other (specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub-Total (B)(1)	**95**	**12,124,408**	-	-	**12,124,408**	**20.94**	**12,124,408**	-	**12,124,408.00**	**20.94**	-	**20.94**	-	-	-	-	**12,124,408**
2	Central Government/ State Government(s)/ President of India	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Sub-Total (B)(2)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
3	Non-institutions												-					
A	Individuals												-					
I	Individual shareholders holding nominal share capital up to Rs 2 lakh	157,885	6,217,135	-	-	6,217,135	10.74	6,217,135	-	6,217,135	10.74	-	10.74	-	-	-	-	6,217,115
II	Individual shareholders holding nominal share capital in excess of Rs. 2 lakh.	11	806,734	-	-	806,734	1.39	806,734	-	806,734	1.39	-	1.39	Nil	Nil	-	-	806,734
B	NBFCs registered with RBI	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
C	Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
D	Overseas Depositories (holding DRs) (balancing figure)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
E	Any Other (specify)	2,757	1,050,129	-	-	1,050,129	1.81	1,050,129	-	1,050,129	1.81	-	1.81	Nil	Nil	-	-	1,050,129

Category & Name of the Shareholders	No. of shareholder	No. of fully paid up equity shares held	Partly paid up equity shares held	Nos. of shares underlying Depository Receipts	Total nos. shares held (VI)=(III)+(IV)+(V)	Shareholding % calculated as per SCRR, 1957 As a %of (A+B+C2)	Number of Voting Rights held in each class of securities (VIII) — No. of Voting Rights: Class X	Class Y	Total	Total as a % of Total Voting Rights	No. of shares Underlying Outstanding convertible Securities (including Warrants)	Total Shareholding as a % assuming full conversion of convertible securities (as a % of diluted share capital) (X)=(VI)+(IX) as a % of A+B+C2	Number of Locked in shares: No. (a)	As a % of total shares held (b)	Number of Shares Pledged or otherwise encumbered: No. (Not applicable) (a)	As a % of total shares held (Not applicable) (b)	Number of equity shares held in dematerialized form
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	Class X	Class Y	Total		(IX)	(X)	(XI)		(XII)		(XIII)
Sub-Total (B)(3)	160,653	8,073,998	Nil	Nil	8,073,998	13.94	8,073,998	-	8,073,998	13.94	-	-	-	-	-	-	8,073,978
Total Public Shareholding (B)= (B)(1)+(B)(2)+(B)(3)	160,748	20,198,406	Nil	Nil	20,198,406	34.88	20,198,406.00	-	20,198,406	34.88	-	34.88	-	-	-	-	20,198,386

Table IV: Statement showing shareholding pattern of our Non-Promoter, Non-Public shareholders

	Category & Name of the Shareholders	No. of shareholder	No. of fully paid up equity shares held	Partly paid up equity shares held	Nos. of shares underlying Depository Receipts	Total nos. shares held (VI)=(III)+(IV)+(V)	Shareholding % calculated as per SCRR, 1957 As a %of (A+B+C2)	Number of Voting Rights held in each class of securities (VIII)				No. of shares Underlying Outstanding convertible Securities (including Warrants)	Total Shareholding as a % assuming full conversion of convertible securities (as a % of diluted share capital)	Number of Locked in shares		Number of Shares Pledged or otherwise encumbered		Number of equity shares held in dematerialized form
								No. of Voting Rights			Total as a % of Total Voting Rights		(X)=(VI)+(IX) as a % of A+B+C2	No. (a)	As a % of total shares held (b)	No. (Not applicable) (a)	As a % of total shares held (Not applicable) (b)	
	(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	Class X	Class Y	Total		(IX)		(X)		(XI)	(XII)	(XIII)
(1)	Custodian/DR Holder - Name of DR Holders (If Available)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(2)	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total NonPromoter- Non Public Shareholding (C) = (C)(1)+(C)(2)																	
	Total (A+B+C2)	**160,758**	**57,912,692**	**-**	**-**	**57,912,692.00**	**-**	**57,912,692**	**100.00**	**-**	**-**	**-**	**19.64**	**-**	**-**	**-**	**-**	**57.912,672**
	Total (A+B+C)	**160,758**	**57,912,692**	**-**	**-**	**57,912,692.00**	**-**	**57,912,692**	**100.00**	**-**	**-**	**-**	**19.64**	**-**	**-**	**-**	**-**	**57.912,672**

Details of the shareholders acting as Persons in Concert (PAC) including their Shareholding (No. and %)

S.No.	Name of Shareholder	Name of PAC	No. of Shares	Holding %
		Nil		

Details of the shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.: NIL

Notes:

(1) PAN would not be displayed on the website of Stock exchange (s)

(2) The above format needs to be disclosed along with the name of the following persons:

Institutions/Non-Institution holding more than 1% of total number of shares.

(3) W.r.t. the information pertaining to the Depository Receipts, the same may be disclosed in the respective columns to the extent information available and to the balance to be disclosed as held by custodian.

ISSUE PROCEDURE

*The following is a summary intended to present a general outline of the procedure relating to the bidding application, payment of Application Amount, Allocation and Allotment of the Equity Shares. The procedure followed in the Issue may differ from the one mentioned below and investors are assumed to have apprised themselves of the same from our Company or the Book Running Lead Managers. Bidders that apply in the Issue will be required to confirm and will be deemed to have represented to our Company, the BRLMs and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Investors are advised to inform themselves of any restrictions or limitations that may be applicable to them. Also see "**Selling Restrictions**" and "**Transfer Restrictions**" on pages 191 and 198, respectively.*

Our Company, the Book Running Lead Managers and their respective directors, shareholders, employees, counsels, officers, agents, advisors, affiliates and representatives are not liable for any amendment or modification or change to applicable laws or regulations, which may occur after the date of this Placement Document. Eligible QIBs are advised to make their independent investigations and satisfy themselves that they are eligible to apply. Eligible QIBs are advised to ensure that any single Bid from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Placement Document. Further, Eligible QIBs are required to satisfy themselves that their Bids would not result in triggering an open offer under the SEBI Takeover Regulations and shall be solely responsible for compliance with all the applicable provisions of the SEBI Takeover Regulations, the Insider Trading Regulations, and other applicable laws.

Qualified Institutions Placement

THE ISSUE IS MEANT ONLY FOR ELIGIBLE QIBs ON A PRIVATE PLACEMENT BASIS AND IS NOT AN OFFER TO THE PUBLIC OR TO ANY OTHER CLASS OF INVESTORS.

The Preliminary Placement Document and this Placement Document has not been, and will not be, registered/filed as a prospectus with the RoC and, no Equity Shares will be offered in India or overseas to the public or any members of the public or any other class of investors, other than Eligible QIBs.

The Issue is being made to Eligible QIBs in reliance upon Chapter VI of the SEBI ICDR Regulations and Section 42 and other applicable provisions of the Companies Act, 2013 and rules thereunder, through the mechanism of a Qualified Institutions Placement ("**QIP**"). Under Chapter VI of the SEBI ICDR Regulations and Section 42 of the Companies Act, 2013 read with Rule 14 of the PAS Rules, our Company, being a listed company in India may issue Equity Shares to Eligible QIBs, provided that:

- the Shareholders have adopted a special resolution approving the Issue. Such special resolution must specify (a) that the allotment of Equity Shares is proposed to be made pursuant to the QIP and (b) the Relevant Date;

- the explanatory statement to the notice to the shareholders for convening the general meeting must disclose among other things, the particulars of this Issue, including the date of passing our Board resolution, the kind of securities being offered, amount which the Company intends to raise by way of such securities and the material terms of raising such securities, proposed Issue schedule, the purpose or objects of this Issue, the contribution made by the Promoters or Directors either as part of this Issue or separately in furtherance of the objects and the basis or justification for the price (including premium, if any) at which the offer or invitation is being made;

- under Regulation 172(1)(b) of the SEBI ICDR Regulations, the Equity Shares of the same class of our Company, which are proposed to be allotted through the QIP, are listed on the Stock Exchanges, for a period of at least one year prior to the date of issuance of notice to our Shareholders for convening the meeting to adopt the above-mentioned special resolution;

- the Issue must be made through a private placement offer cum application letter (i.e., the Preliminary Placement Document) and an application form serially numbered and addressed specifically to the Eligible QIBs to whom the Issue is made;

- our Company shall have completed allotments with respect to any earlier offer or invitation made by our Company or has withdrawn or abandoned any such invitation or offer, however, our Company may, at any time, make more than one issue of securities to such class of identified persons as may be prescribed;

- our Company shall not make any subsequent QIP until the expiry of two weeks from the date of the previous QIP;

- an offer to Eligible QIBs will not be subject to a limit of 200 persons. Prior to circulating the private placement offer cum application letter (i.e., the Preliminary Placement Document), our Company must prepare and record a list of Eligible QIBs to whom the offer will be made. The offer must be made only to such Eligible QIBs whose names are recorded by our Company prior to the invitation to subscribe; and

- our Company acknowledges that the offering of securities by issue of public advertisements or utilisation of any media, marketing or distribution channels or agents to inform the public about the Issue is prohibited.

- In accordance with the SEBI ICDR Regulations, securities will be issued and allotment shall be made only in dematerialized form to the Allottees; and

- the Promoters and Directors of our Company are not Fugitive Economic Offenders.

At least 10% of the Equity Shares issued to Eligible QIBs shall be allotted to Mutual Funds, provided that, if this portion or any part thereof to be allotted to Mutual Funds remains unsubscribed, it may be allotted to other Eligible QIBs.

Bidders are not allowed to withdraw or revise downwards their Bids after the Issue Closing Date.

Additionally, there is a minimum pricing requirement under the SEBI ICDR Regulations. The Floor Price of the Equity Shares issued under this Issue shall not be less than the average of the weekly high and low of the closing prices of the Equity Shares of the same class quoted on the stock exchanges during the two weeks preceding the Relevant Date as calculated in accordance with Chapter VI of the SEBI ICDR Regulations. The "Relevant Date" referred to above means the date of the meeting in which the Board or the Fund Raising Committee decides to open the Issue and "stock exchange" means any of the recognized stock exchanges on which the Equity Shares of the same class are listed and on which the highest trading volume in such Equity Shares has been recorded during the two weeks immediately preceding the Relevant Date. Further, in accordance with the resolution of the Shareholders passed by way of extra ordinary general meeting held on October 16, 2021 our Company has offered a discount of 4.99% on the Floor Price in accordance with the SEBI ICDR Regulations.

The Equity Shares will be Allotted within 365 days from the date of the Shareholders' resolution approving the QIP and within 60 days from the date of receipt of Application Amount from the Successful Bidders. For details of Allotment, see "***– Pricing and Allocation – Designated Date and Allotment of Equity Shares***" below.

The Equity Shares issued pursuant to the QIP must be issued on the basis of the Preliminary Placement Document and this Placement Document. The Preliminary Placement Document and this Placement Document shall contain all material information required under applicable law including the information specified in Schedule VII of SEBI ICDR Regulations and the requirements prescribed under the PAS Rules and Form PAS-4. The Preliminary Placement Document and this Placement Document are private documents provided to only select investors through serially numbered copies and are required to be placed on the website of the concerned Stock Exchanges and of our Company with a disclaimer to the effect that it is in connection with an issue to Eligible QIBs and no offer is being made to the public or to any other category of investors. Please note that if you do not receive a serially numbered copy of the Preliminary Placement Document and this Placement Document addressed to you, you may not rely on the Preliminary Placement Document or this Placement Document uploaded on the website of the Stock Exchanges or our Company for making an application to subscribe to Equity Shares pursuant to the Issue.

This Issue was authorized and approved by our Board of Directors on September 22, 2021 and approved by our shareholders by way of extra ordinary general meeting held on October 16, 2021.

The minimum number of allottees with respect to a QIP shall be atleast:

- two, where the issue size is less than or equal to ₹ 2,500 million; and
- five, where the issue size is greater than ₹ 2,500 million.

No single Allottee shall be Allotted more than 50% of the Issue Size.

Eligible QIBs that belong to the same group or that are under common control shall be deemed to be a single allottee. For details of what constitutes "same group" or "common control", see "***– Bid Process – Application Form***" below.

Equity Shares being Allotted pursuant to the Issue shall not be sold for a period of one year from the date of Allotment, except on floor of a recognised stock exchange.

Allotments made to VCFs and AIFs in the Issue are subject to the rules and regulations that are applicable to them, including in relation to lock-in requirements.

The Equity Shares have not been and will not be registered under the Securities Act and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold (a) in the United States only to persons who are qualified institutional buyers (as defined in Rule 144A) pursuant to Section 4(a)(2) or another available exemption from registration under the Securities Act, and (b) outside the United States in offshore transactions in reliance upon Regulation S. The Equity Shares are transferable only in accordance with the restrictions described under "*Selling Restrictions*" and "*Transfer Restrictions*" on pages 191 and 198, respectively.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Our Company has also filed a copy of the Preliminary Placement Document and this Placement Document with each of the Stock Exchanges. Our Company has received in-principle approvals from each of the Stock Exchanges under Regulation 28(1)(a) of the SEBI Listing Regulations for the listing of the Equity Shares on the BSE and NSE, each dated November 8, 2021.

Issue Procedure

1. Our Company in consultation with the Book Running Lead Managers shall circulate serially numbered copies of the Preliminary Placement Document and the serially numbered Application Form, either in electronic or physical form, to Eligible QIBs and the Application Form will be specifically addressed to each such Eligible QIB. In terms of Section 42(3) of the Companies Act, 2013, our Company shall maintain records of the Eligible QIBs in the form and manner as prescribed under the PAS Rules, to whom the Preliminary Placement Document and the serially numbered Application Form have been dispatched. Our Company will make the requisite filings with the RoC within the stipulated time periods as required under the Companies Act, 2013 and the PAS Rules. The list of Eligible QIBs to whom the Preliminary Placement Document and Application Form have been delivered was determined by the BRLMs in consultation with our Company, at their sole discretion.

2. **Unless a serially numbered Preliminary Placement Document along with the serially numbered Application Form, which includes the details of the bank account wherein the Application Amount is to be deposited, is addressed to a particular QIB, no invitation to make an offer to subscribe shall be deemed to have been made to such QIB.** Even if such documentation were to come into the possession of any person other than the intended recipient, no offer or invitation to offer shall be deemed to have been made to such person and any application that does not comply with this requirement shall be treated as invalid.

3. Eligible QIBs may submit the Application Form, including any revisions thereof along with the Application Amount and a copy of the PAN card or PAN allotment letter, during the Issue Period to the Book Running Lead Managers.

4. Bidders will be required to indicate the following in the Application Form:

    - Full official name of the Bidder to whom Equity Shares are to be Allotted, complete address, email id, phone number and bank account details;

- number of Equity Shares Bid for;
- price at which they are agreeable to subscribe for the Equity Shares and the aggregate Application Amount for the number of Equity Shares Bid for;
- details of the beneficiary account maintained with a depository participant to which the Equity Shares should be credited pursuant to this Issue; and
- a representation that it is either (i) outside the United States acquiring the Equity Shares in an offshore transaction under Regulation S and the applicable laws of the jurisdiction where those offers and sales are made, or (ii) a "qualified institutional buyer" as defined in Rule 144A purchasing the Equity Shares pursuant to Section 4(a)(2) under the Securities Act, and it has agreed to certain other representations set forth in the "***Representations by Investors***" on page 4 and "***Transfer Restrictions***" on page 198 and certain other representations made in the Application Form.

***Note**: Eligible FPIs are required to indicate their SEBI FPI registration number in the Application Form. The Bids made by the asset management companies or custodian of Mutual Funds shall specifically state the names of the concerned schemes for which the Bids are made. In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme for which the Bid has been made. Application by various schemes or funds of a Mutual Fund will be treated as one application from the Mutual Fund. Bidders are advised to ensure that any single Bid from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law.*

5. Each Bidder shall be required to make the entire payment of the Application Amount for the Equity Shares Bid for, along with the Application Form, only through electronic transfer to the Escrow Account within the Issue Period as specified in the Application Form sent to the respective Bidders. Please note that any payment of Application Amount for the Equity Shares shall be made from the bank accounts of the relevant Bidders and our Company shall keep a record of the bank account from where such payment has been received. Application Amount payable on Equity Shares to be held by joint holders shall be paid from the bank account of the person whose name appears first in the Application Form. Pending Allotment and the filing of return of Allotment by our Company with the RoC or receipt of final listing and trading approval from the Stock Exchanges, whichever is later, Application Amount received for subscription of the Equity Shares shall be kept by our Company in a separate bank account with a scheduled bank and shall be utilised only for the purposes permitted under the Companies Act, 2013. Notwithstanding the above, in the event, among others, a Bidder is not Allocated Equity Shares in the Issue, or the number of Equity Shares Allocated to the Bidder is lower than the number of Equity Shares applied for through the Application Form and towards which Application Amount has been paid by such Bidder, or the Application Amount is in excess of the amount equivalent to the product of the Equity Shares that have been Allocated to the Bidder and the Issue Price, the excess Application Amount will be refunded to the same bank account from which it was remitted, in the form and manner set out in "***– Refunds***" below.

6. Once a duly completed Application Form is submitted by a Bidder and the Application Amount is transferred to the Escrow Account, such Application Form constitutes an irrevocable offer and the Bid cannot be withdrawn or revised downwards after the Issue Closing Date. In case of upward revision before the Issue Closing Date, an additional amount shall be required to be deposited towards the Application Amount in the Escrow Account along with the submission of such revised Bid. In case of Bids being made on behalf of the Eligible QIB where the Application Form is unsigned, it shall be assumed that the person submitting the Application Form and providing necessary instructions for transfer of the Application Amount to the Escrow Account, on behalf of the Eligible QIB is authorised to do so. The Issue Closing Date shall be notified to the Stock Exchanges and the Eligible QIBs shall be deemed to have been given notice of such date after receipt of the Application Form.

7. The Bids made by asset management companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Bids are made. In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI.

8. Upon receipt of the duly completed Application Form and the Application Amount in the Escrow Account, after the Issue Closing Date, our Company shall, in consultation with Book Running Lead

Managers determine the final terms, including the Issue Price of the Equity Shares to be issued pursuant to the Issue and Allocation. Upon such determination, the Book Running Lead Managers will send the serially numbered CAN to the Eligible QIBs who have been Allocated the Equity Shares. The dispatch of a CAN, and the Placement Document (when dispatched) to a Successful Bidder shall be deemed a valid, binding and irrevocable contract for the Successful Bidders to subscribe to the Equity Shares Allocated to such Successful Bidders at an aggregate price equivalent to the product of the Issue Price and Equity Shares Allocated to such Successful Bidders. The CAN shall contain details such as the number of Equity Shares Allocated to the Successful Bidders, Issue Price, refund details in case of partial refunds and the aggregate amount received towards the Equity Shares Allocated. **Please note that the Allocation will be at the absolute discretion of our Company in consultation with the Book Running Lead Managers.**

9. Upon determination of the Issue Price and the issuance of CAN and before Allotment of Equity Shares to the Successful Bidders, the Book Running Lead Managers, shall, on our behalf, send a serially numbered Placement Document to each of the Successful Bidders who have been Allocated Equity Shares pursuant to dispatch of a serially numbered CAN.

10. Upon dispatch of serially numbered Placement Document, our Company shall Allot Equity Shares as per the details in the CANs sent to the Successful Bidders. We will inform the Stock Exchanges of the details of the Allotment.

11. After passing the resolution for Allotment and prior to crediting the Equity Shares into the beneficiary account of the Successful Bidders maintained by the depository participant, our Company shall apply to the Stock Exchanges for listing approvals in respect of the Equity Shares Allotted pursuant to the Issue.

12. After receipt of the listing approvals of the Stock Exchanges, our Company shall credit the Equity Shares Allotted pursuant to this Issue into the beneficiary accounts of the respective Allottees.

13. Our Company will then apply for the final trading approvals from the Stock Exchanges.

14. The Equity Shares that would have been credited to the beneficiary account with the Depository Participant of the Eligible QIBs shall be eligible for trading on the Stock Exchanges only upon the receipt of final trading and listing approvals from the Stock Exchanges.

15. As per applicable law, the Stock Exchanges will notify the final listing and trading approvals, which are ordinarily available on their websites, and our Company may communicate the receipt of the listing and trading approvals to those Eligible QIBs to whom the Equity Shares have been Allotted. Our Company and the Book Running Lead Managers shall not be responsible for any delay or non-receipt of the communication of the final trading and listing permissions from the Stock Exchanges or any loss arising from such delay or non-receipt. Investors are advised to apprise themselves of the status of the receipt of the permissions from the Stock Exchanges or our Company.

Qualified Institutional Buyers

Only Eligible QIBs are eligible to invest in the Equity Shares pursuant to the Issue, provided that with respect to FPIs, only Eligible FPIs applying under Schedule II of the FEMA Non-Debt Rules will be considered as Eligible QIBs. FVCIs are not permitted to participate in the Issue. Currently, QIBs, who are eligible to participate in the Issue (not being excluded pursuant to Regulation 179(2)(b) of the SEBI ICDR Regulations) and also as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations, are set forth below:

- alternate investment funds registered with SEBI;
- Eligible FPIs;
- insurance companies registered with Insurance Regulatory and Development Authority of India;
- insurance funds set up and managed by army, navy or air force of the Union of India;
- insurance funds set up and managed by the Department of Posts, India;
- multilateral and bilateral development financial institutions;

- Mutual Funds;
- pension funds with minimum corpus of ₹ 250 million;
- provident funds with minimum corpus of ₹ 250 million;
- public financial institutions;
- scheduled commercial banks;
- state industrial development corporations;
- the National Investment Fund set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of the Government published in the Gazette of India;
- venture capital funds registered with SEBI; and
- systemically important non-banking financial companies.

Eligible FPIs are permitted to participate through the portfolio investment scheme under Schedule II of FEMA Non-Debt Rules, in this Issue. Eligible FPIs are permitted to participate in the Issue subject to compliance with all applicable laws and such that the shareholding of the FPIs do not exceed specified limits as prescribed under applicable laws in this regard. Other eligible non-resident QIBs shall participate in the Issue under Schedule I of the FEMA Non-Debt Rules. FVCI's are not permitted to participate in this Issue.

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means common ownership of more than fifty per cent or common control) is not permitted to exceed 10% of our post-Issue Equity Share capital. Further, in terms of the FEMA Non-Debt Rules, the total holding by each FPI including its investor group shall be below 10% of the total paid-up Equity Share capital of our Company. In case the holding of an FPI including its investor group increases to 10% or more of the total paid-up equity capital, on a fully diluted basis, the FPI including its investor group is required to divest the excess holding within five trading days from the date of settlement of the trades resulting in the breach. In the event that such divestment of excess holding is not done, the total investment made by such FPI together with its investor group will be re-classified as FDI as per procedure specified by SEBI and the FPI and its investor group will be prohibited from making any further portfolio investment in the Company under the SEBI FPI Regulations. However, in accordance with Regulation 22(4) of the SEBI FPI Regulations, the FPIs who are: (a) appropriately regulated public retail funds; (b) public retail funds where the majority is owned by appropriately regulated public retail fund on look through basis; or (c) public retail funds and investment managers of such foreign portfolio investors are appropriately regulated, the aggregation of the investment limits of such FPIs having common control, shall not be applicable. Further, the aggregate limit of all FPIs investments, with effect from April 1, 2020, is up to the sectoral cap applicable to the sector in which the Company operates. The existing aggregate investment limit for FPIs in the Company is 100% of the paid up capital of the Company.

Two or more subscribers of ODIs having a common beneficial owner shall be considered together as a single subscriber of the ODI. In the event an investor has investments as a FPI and as a subscriber of ODIs, these investment restrictions shall apply on the aggregate of the FPI and ODI investments held in the underlying company.

Pursuant to the SEBI Circular dated April 5, 2018 (Circular No: IMD/FPIC/CIR/P/2018/61), our Company has appointed CDSL as the designated depository to monitor the level of FPI/NRI shareholding in our Company on a daily basis and once the aggregate foreign investment of a company reaches a cut-off point, which is 3% below the overall limit a red flag shall be activated. The depository is then required to inform the Stock Exchanges about the activation of the red flag. The Stock Exchanges are then required to issue the necessary circulars/ public notifications on their respective websites. Once a red flag is activated, the FPIs must trade cautiously, because in the event that there is a breach of the sectoral cap, the FPIs will be under an obligation to disinvest the excess holding within five trading days from the date of settlement of the trades.

Eligible FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

In terms of the FEMA Non-Debt Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

Restriction on Allotment

Under Regulation 179(2)(b) of the SEBI ICDR Regulations, no Allotment shall be made pursuant to the Issue, either directly or indirectly, to any QIB being, Promoter, or any person related to the Promoter. QIBs which have all or any of the following rights shall be deemed to be persons related to the Promoter:

- rights under a shareholders' agreement or voting agreement entered into with the Promoter or members of the Promoter Group;
- veto rights; or
- a right to appoint any nominee director on the Board.

Provided, however, that a QIB which does not hold any Equity Shares in our Company and which has acquired the aforesaid rights in the capacity of a lender shall not be deemed to be related to the Promoter.

Our Company and the Book Running Lead Managers and any of their respective shareholders, employees, counsels, officers, directors, advisors, representatives, agents or affiliates are not liable for any amendment or modification or change to applicable laws or regulations, which may occur after the date of this Placement Document. Eligible QIBs are advised to make their independent investigations and satisfy themselves that they are eligible to apply. Eligible QIBs are advised to ensure that any single application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in the Preliminary Placement Document or this Placement Document. Further, Eligible QIBs are required to satisfy themselves that their Bids would not eventually result in triggering an open offer under the SEBI Takeover Regulations and ensure compliance with applicable laws.

Note: *Affiliates or associates of the Book Running Lead Managers who are Eligible QIBs may participate in the Issue in compliance with applicable laws.*

Bid Process

Application Form

Eligible QIBs shall only use the serially numbered Application Forms (which are addressed to them) supplied by our Company and the Book Running Lead Managers in either electronic form or by physical delivery for the purpose of making a Bid (including revision of a Bid) in terms of the Preliminary Placement Document. The Application Form may be signed physically or digitally, if required under applicable law in the relevant jurisdiction applicable to each Eligible QIB and as permitted under such applicable law. An Eligible QIB may submit an unsigned copy of the Application Form, as long as the Application Amount is paid along with submission of the Application Form within the Issue Period, and in such case, it shall be assumed that the person submitting the Application Form and providing necessary instructions for transfer of the Application Amount to the Escrow Account, on behalf of the Eligible QIB is authorised to do so. An Eligible QIB may submit an unsigned copy of the Application Form, as long as the Bid Amount is paid along with submission of the Application Form within the Issue Period.

By making a Bid (including the revision thereof) for Equity Shares through Application Forms and pursuant to the terms of the Preliminary Placement Document, the Eligible QIB will be deemed to have made the following representations, warranties, acknowledgements and undertakings given or made under the sections "***Notice to Investors***", "***Representations by Investors***", "***Selling Restrictions***" and "***Transfer Restrictions***" on pages 1, 15, 191 and 198, respectively:

- The Eligible QIB confirms that it is a QIB in terms of Regulation 2(1)(ss) of the SEBI ICDR Regulations and is not excluded under Regulation 179(2)(b) of the SEBI ICDR Regulations, has a valid and existing registration under the applicable laws in India (as applicable) and is eligible to participate in this Issue;
- The Eligible QIB confirms that it is not a Promoter and is not a person related to the Promoters, either directly or indirectly and its Application Form does not directly or indirectly represent the Promoter or Promoter Group or persons related to the Promoter;

- The Eligible QIB confirms that it has no rights under a shareholders' agreement or voting agreement with the Promoters or members of the Promoter Group, no veto rights or right to appoint any nominee director on the Board other than those acquired in the capacity of a lender which shall not be deemed to be a person related to the Promoters;

- The Eligible QIB acknowledges that it has no right to withdraw or revise its Bid downwards after the Issue Closing Date;

- The Eligible QIB confirms that if Equity Shares are Allotted through this Issue, it shall not, for a period of one year from Allotment, sell such Equity Shares otherwise than on the Stock Exchanges;

- The Eligible QIB confirms that the QIB is eligible to Bid and hold Equity Shares so Allotted together with any Equity Shares held by it prior to the Issue, if any. The QIB further confirms that the holding of the QIB, does not and shall not, exceed the level permissible as per any applicable regulations applicable to the QIB;

- The Eligible QIB confirms that in the event it is resident outside India, it is an Eligible FPI, having a valid and existing registration with SEBI under the applicable laws in India or a multilateral or bilateral development financial institution, and is eligible to invest in India under applicable law, including the FEMA Non-Debt Rules, as amended, and any notifications, circulars or clarifications issued thereunder, and has not been prohibited by SEBI or any other regulatory authority, from buying, selling, dealing in securities or otherwise accessing the capital markets and is not an FVCI;

- The Eligible QIB confirms that its Bids would not result in triggering an open offer under the SEBI Takeover Regulations;

- The Eligible QIB agrees that it will make payment of its Application Amount along with submission of the Application Form within the Issue Period. Each Eligible QIB agrees that once a duly filled Application Form is submitted by it, whether signed or not, and the Application Amount has been transferred to the Escrow Account, such Application Form constitutes an irrevocable offer and cannot be withdrawn or revised downwards after the Issue Closing Date;

- The Eligible QIB agrees that although the Application Amount is required to be paid by it along with the Application Form within the Issue Period in terms of provisions of the Companies Act, 2013 and rules made thereunder, our Company reserves the right to Allocate and Allot Equity Shares pursuant to this Issue on a discretionary basis in consultation with the Book Running Lead Managers. The Eligible QIB further acknowledges and agrees that the payment of Application Amount does not guarantee Allocation and/or Allotment of Equity Shares Bid for in full or in part;

- The Eligible QIB acknowledges that in terms of the requirements of the Companies Act, 2013, upon Allocation, our Company will be required to disclose the names of proposed Allottees and the percentage of their post-Issue shareholding in the Placement Document and consents to such disclosure, if any Equity Shares are Allocated to it. However, the Eligible QIB further acknowledges and agrees that the disclosure of such details in relation to it in the Placement Document will not guarantee Allotment to it, as Allotment in the Issue shall continue to be at the sole discretion of our Company, in consultation with the Book Running Lead Managers;

- The Eligible QIB confirms that the number of Equity Shares Allotted to it pursuant to the Issue, together with other Allottees that belong to the same group or are under common control, shall not exceed 50% of the Issue. For the purposes of this representation:

    a. QIBs "belonging to the same group" shall mean entities where (a) any of them controls, directly or indirectly, through its subsidiary or holding company, not less than 15% of the voting rights in the other; (b) any of them, directly or indirectly, by itself, or in combination with other persons, exercise control over the others; or (c) there is a common director, excluding nominee and independent directors, amongst an Eligible QIB, its subsidiary (ies) or holding company and any other QIB; and

    b. 'Control' shall have the same meaning as is assigned to it by Regulation 2(1)(e) of the SEBI Takeover Regulations;

- The Eligible QIB confirms that:

    a. if it is within the United States, it is a U.S. QIB who is or are acquiring the Equity Shares for its own account or for the account of an institutional investor who also meets the requirement of a U.S. QIB, for investment purposes only and not with a view to, or for resale in connection with, the distribution (within the meaning of any United States securities laws) thereof, in whole or in part and are not our affiliate or a person acting on behalf of such an affiliate; and

    b. if it is outside the United States, it is purchasing the Equity Shares in an offshore transaction in reliance upon Regulation S, and is not our affiliate or a person acting on behalf of such an affiliate;

- The Eligible QIB who is not a resident of India (Eligible FPIs) confirms that it is purchasing the Equity Shares in an offshore transaction in reliance upon Regulation S, and is not our affiliate or a person acting on behalf of such an affiliate.

- The Eligible QIB confirms that it, individually or together with its investor group, is not restricted from making further investments in our Company through the portfolio investment route, in terms of Regulation 22(3) of the SEBI FPI Regulations.

- The QIBs confirm that they shall not undertake any trade in the Equity Shares credited to its beneficiary account maintained with the Depository Participant until such time that the final listing and trading approvals for the Equity Shares are issued by the Stock Exchanges.

ELIGIBLE QIBS MUST PROVIDE THEIR BENEFICIARY ACCOUNT DETAILS, PAN, DEPOSITORY PARTICIPANT'S NAME, DEPOSITORY PARTICIPANT IDENTIFICATION NUMBER AND BENEFICIARY ACCOUNT NUMBER IN THE APPLICATION FORM. ELIGIBLE QIBS MUST ENSURE THAT THE NAME GIVEN IN THE APPLICATION FORM IS EXACTLY THE SAME AS THE NAME IN WHICH THEIR BENEFICIARY ACCOUNT IS HELD.

IF SO REQUIRED BY THE BOOK RUNNING LEAD MANAGERS, THE ELIGIBLE QIBs SUBMITTING A BID, ALONG WITH THE APPLICATION FORM, WILL ALSO HAVE TO SUBMIT REQUISITE DOCUMENT(S) TO THE BOOK RUNNING LEAD MANAGERS TO EVIDENCE THEIR STATUS AS A "QIB" AS DEFINED HEREINABOVE.

IF SO REQUIRED BY THE BOOK RUNNING LEAD MANAGERS, ESCROW BANK OR ANY STATUTORY OR REGULATORY AUTHORITY IN THIS REGARD, INCLUDING AFTER ISSUE CLOSURE, THE ELIGIBLE QIBs SUBMITTING A BID AND/OR BEING ALLOTTED EQUITY SHARES IN THE ISSUE, WILL ALSO HAVE TO SUBMIT REQUISITE DOCUMENT(S) TO FULFILL THE KNOW YOUR CUSTOMER (KYC) NORMS.

Demographic details such as address and bank account will be obtained from the Depositories as per the Depository Participant account details given above. However, for the purposes of refund of all or part of the Application Amount submitted by the Bidder, the bank details as mentioned in the Application Form from which the Application Amount shall be remitted for the Equity Shares applied for in the Issue, will be considered.

The submission of an Application Form and payment of the Application Amount pursuant to the Application Form by a Bidder shall be deemed a valid, binding and irrevocable offer for such Bidder to pay the entire amounts for the Equity Shares that may be Allotted to such Bidder and shall become a binding contract on a Successful Bidder upon issuance of the CAN and the Placement Document (when dispatched) by our Company in favour of the Successful Bidder.

Submission of Application Form

All Application Forms must be duly completed with information including the number of Equity Shares applied for along with payment and a copy of the PAN card or PAN allotment letter. Additionally, the Application Form will include details of the Escrow Account into which the Application Amount will have to be deposited. The Application Amount shall be deposited in the Escrow Account as is specified in the Application Form and the Application Form shall be submitted to the Book Running Lead Managers either through electronic form or through physical delivery at either of the following addresses:

Kotak Mahindra Capital Company Limited

27BKC, 1st Floor, Plot No. C – 27 "G" Block,
Bandra Kurla Complex, Bandra (East),
Mumbai – 400 051, Maharashtra, India
Contact Person: Karl Sahukar
E-mail: routemobile.qip@kotak.com
Phone No.: +91 22 4336 0000

Axis Capital Limited
1st Floor, Axis House, C 2 Wadia International Centre,
Pandurang Budhkar Marg,
Worli, Mumbai – 400 025, Maharashtra, India
Contact Person: Mr. Sanjay Kathale
E-mail: sanjay.kathale@axiscap.in
Phone No.: +91 22 4325 5585

Edelweiss Financial Services Limited
Edelweiss House, Off C.S.T. Road,
Kalina, Mumbai – 400 098, Maharashtra, India
Contact Person: Lokesh Shah
E-mail: routemobile.qip@edelweissfin.com
Phone No.: + 91 22 4009 4400

Emkay Global Financial Services Limited
7th Floor, The Ruby, Senapati Bapat Marg, Dadar (West),
Mumbai – 400 028, Maharashtra, India
Contact Person: Deepak Yadav
Email: routemobile.qip@emkayglobal.com
Phone No.: +91 22 66242412

HSBC Securities and Capital Markets (India) Private Limited
52/60, Mahatma Gandhi Road, Fort,
Mumbai - 400 001, Maharashtra, India
Contact Person: Ayush Jain **/** Sanjana Maniar
E-mail: ayush1.jain@hsbc.co.in / sanjana.maniar@hsbc.co.in
Phone No.: 022 2268 5555

IDBI Capital Markets & Securities Limited
6th Floor, IDBI Tower, WTC Complex, Cuffe Parade,
Mumbai – 400 005, Maharashtra, India
Contact Person: Subodh Gandhi
E-mail: project.rapid@idbicapital.com
Phone No.: 022 2217 1700

JM Financial Limited
7th Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi,
Mumbai – 400 025, Maharashtra, India
Contact Person: Prachee Dhuri
E-mail: routemobile.qip@jmfl.com
Phone No.: 022 6630 3030

The Application Form may be signed physically or digitally, if required under applicable law in the relevant jurisdiction applicable to each Eligible QIB and as permitted under such applicable law. An Eligible QIB may submit an unsigned copy of the Application Form, as long as the Bid Amount is paid along with submission of the Application Form within the Issue Period. Once a duly completed Application Form is submitted by a Bidder, whether signed or not, and the Bid Amount is transferred to the Escrow Account, such application constitutes an irrevocable offer and the Bid cannot be withdrawn or revised downwards after the Issue Closing Date. In case of an upward revision before the Issue Closing Date, an additional amount shall be required to be deposited towards the Bid Amount in the Escrow Account along with the submission of such revised Bid. In case Bids are being made on behalf of the Eligible QIB and the Application Form is unsigned, it shall be assumed that the person submitting the Application Form and providing necessary instructions for transfer of the Bid Amount to the Escrow Account, on behalf of the Eligible QIB is authorised to do so. The Issue Closing Date shall be notified to the Stock Exchanges and the Eligible QIBs shall be deemed to have been given notice of such date after receipt of the Application Form.

The Book Running Lead Managers shall not be required to provide any written acknowledgement of the receipt of the Application Form and the Application Amount.

All Bidders submitting a Bid in the Issue, shall pay the entire Application Amount along with the submission of the Application Form within the Issue Period.

Payment of Application Amount

Our Company has opened the Escrow Account in the name of "**Route Mobile Limited – QIP Escrow Account 2021-22**" with Axis Bank Limited, in terms of the Escrow Agreement. Bidders will be required to deposit the entire Application Amount payable for the Equity Shares applied for through the Application Form submitted by it in accordance with the applicable laws.

Payments are to be made only through electronic fund transfer.

Note: Payments through cheques or demand draft or cash shall be rejected.

If the payment is not made favouring the "**Route Mobile Limited – QIP Escrow Account 2021-22**" within the Issue Period stipulated in the Application Form, the Application Form of the QIB is liable to be cancelled.

Pending Allotment, our Company undertakes to utilise the amount deposited in "**Route Mobile Limited – QIP Escrow Account 2021-22**" only for the purposes of (i) adjustment against Allotment of Equity Shares in the Issue; or (ii) refund of Application Amount if our Company is not able to Allot Equity Shares in the Issue. Notwithstanding the above, in the event a Bidder is not Allocated Equity Shares in the Issue, or the number of Equity Shares Allocated to a Bidder, is lower than the number of Equity Shares applied for through the Application Form and towards which Application Amount has been paid by such Bidder, the excess Application Amount will be refunded to the same bank account from which Application Amount was remitted, in the form and manner set out in "***– Refunds***" below.

Permanent Account Number or PAN

Each Bidder should mention its PAN allotted under the IT Act in the Application Form. Applications without this information will be considered incomplete and are liable to be rejected. Bidders should not submit the GIR number instead of the PAN as the Application Form is liable to be rejected on this ground.

Bank Account Details

Each Bidder shall mention the details of the bank account from which the payment of Application Amount has been made along with confirmation that such payment has been made from such account.

Pricing and Allocation

Build-up of the Book

The Eligible QIBs shall submit their Bids (including any revision thereof) through the Application Forms within the Issue Period to the Book Running Lead Managers. Such Bids cannot be withdrawn or revised downwards after the Issue Closing Date. The book shall be maintained by the Book Running Lead Managers.

Price Discovery and Allocation

Our Company, in consultation with the Book Running Lead Managers, shall determine the Issue Price, which shall be at or above the Floor Price. However, our Company has offered a discount of 4.99% on the Floor Price in terms of Regulation 176 of the SEBI ICDR Regulations as approved by our Shareholders pursuant to resolution passed on October 16, 2021.

After finalisation of the Issue Price, our Company has updated the Preliminary Placement Document with the Issue details and is filing the same with the Stock Exchanges as this Placement Document.

Method of Allocation

Our Company shall determine the Allocation in consultation with the Book Running Lead Managers on a discretionary basis and in compliance with Chapter VI of the SEBI ICDR Regulations.

Bids received from the Eligible QIBs at or above the Issue Price shall be grouped together to determine the total demand. The Allocation to all such Eligible QIBs will be made at the Issue Price. Allocation to Mutual Funds for up to a minimum of 10% of the Issue Size shall be undertaken subject to valid Bids being received at or above the Issue Price.

In case of cancellations or default by the Bidders, our Company in consultation with BRLMs have the right to reallocate the Equity Shares at the Issue Price among existing or new Bidders at their sole and absolute discretion subject to the applicable laws.

THE DECISION OF OUR COMPANY IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS IN RESPECT OF ALLOCATION SHALL BE FINAL AND BINDING ON ALL ELIGIBLE QIBS. ELIGIBLE QIBS MAY NOTE THAT ALLOCATION OF EQUITY SHARES IS AT THE SOLE AND ABSOLUTE DISCRETION OF OUR COMPANY, IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS AND ELIGIBLE QIBS MAY NOT RECEIVE ANY ALLOCATION EVEN IF THEY HAVE SUBMITTED VALID APPLICATION FORMS AND PAID THE ENTIRE APPLICATION AMOUNT AT OR ABOVE THE ISSUE PRICE. NEITHER OUR COMPANY NOR THE BOOK RUNNING LEAD MANAGERS ARE OBLIGED TO ASSIGN ANY REASON FOR ANY NON-ALLOCATION.

CAN

Based on receipt of the Application Forms and Application Amount, our Company, in consultation with the Book Running Lead Managers, in their sole and absolute discretion, shall decide the Successful Bidders to whom the serially numbered CAN shall be dispatched, pursuant to which the details of the Equity Shares Allocated to them, the Issue Price, the Application Amount paid and Refund Amount, if any, shall be notified to such Successful Bidders.

The Successful Bidders would also be sent a serially numbered Placement Document (which will include the names of the proposed Allottees along with the percentage of their post-Issue Shareholding in the Company) either in electronic form or by physical delivery.

The dispatch of the serially numbered CAN and the Placement Document (when dispatched), to the Eligible QIBs shall be deemed a valid, binding and irrevocable contract for the QIB to subscribe to the Equity Shares Allocated to such Successful Bidders at an aggregate price equivalent to the product of the Issue Price and Equity Shares Allocated to such Successful Bidders. Subsequently, our Board will approve the Allotment of the Equity Shares to the Allottees.

Successful Bidders are advised to instruct their Depository Participant to accept the Equity Shares that may be Allotted to them pursuant to the Issue.

By submitting the Application Form, the Eligible QIB would have deemed to have made the representations and warranties as specified in “***Notice to Investors***” on page 1 and further that such Eligible QIB shall not undertake any trade on the Equity Shares credited to its Depository Participant account pursuant to the Issue until such time as the final listing and trading approval is issued by the Stock Exchanges.

Designated Date and Allotment of Equity Shares

The Equity Shares in the Issue will be issued and Allotment shall be made only in dematerialised form to the Allottees. Allottees will have the option to re-materialise the Equity Shares, if they so desire, as per the provisions of the Companies Act, 2013 and the Depositories Act. However, transfer of securities of listed companies in physical form is not permitted pursuant to Regulation 40 of the SEBI Listing Regulations.

Our Company, at its sole discretion, reserve the right to cancel the Issue at any time up to Allotment without assigning any reason whatsoever.

Following the Allotment and credit of Equity Shares into the QIBs’ beneficiary accounts maintained with the Depository Participant, our Company will apply for final listing and trading approvals from the Stock Exchanges.

Pursuant to a circular dated March 5, 2010 issued by the SEBI, Stock Exchanges are required to make available on their websites the details of those Allottees in Issue who have been allotted more than 5% of the Equity Shares offered in the Issue, viz, the names of the Allottees, and number of Equity Shares Allotted to each of them, pre and post Issue shareholding pattern of our Company along with the Placement Document. Our Company shall make the requisite filings with the RoC within the stipulated period as required under the Companies Act, 2013 and the PAS Rules. Further, as required in terms of the PAS Rules, names of the proposed Allottees and the percentage of their post-Issue shareholding in our Company is required to be disclosed in the Placement Document.

The Escrow Bank shall release the monies lying to the credit of the Escrow Account to our Company upon receipt of notice from the Book Running Lead Managers and the trading and listing approvals of the Stock Exchanges for Equity Shares offered in the Issue and after filing return of Allotment under Form PAS-3 with the RoC, whichever is later.

After finalization of the Issue Price, our Company has updated the Preliminary Placement Document with the Issue details and filed the same with the Stock Exchanges as this Placement Document.

Refunds

In the event that the number of Equity Shares Allocated to a Bidder is lower than the number of Equity Shares applied for through the Application Form and towards which Application Amount has been paid by such Bidder, or the Application Amount paid by a Bidder is in excess of the amount equivalent to the product of the Equity Shares that have been Allocated to such Bidder and the Issue Price, or a Bidder withdraws the Application Form prior to the Issue Closing Date, or the Issue is cancelled prior to Allocation, the excess Application Amount paid by such Bidder will be refunded to the same bank account from which the Application Amount was remitted, in the form and manner set out in the Refund Intimation / CAN (as applicable). The Refund Amount will be transferred to the relevant Bidders within two Working Days from the date of issuance of the CAN.

In the event that Equity Shares have been Allocated to Successful Bidders and our Company is unable to issue and Allot the Equity Shares offered in the Issue within 60 days from the date of receipt of the Application Amount, or the Issue is cancelled post Allocation, or where our Company has Allotted the Equity Shares but final listing and trading approvals are refused by the Stock Exchanges, our Company shall repay the Application Amount within 15 days from expiry of 60 days or such other time period as applicable under applicable law, failing which our Company shall repay that money with interest at such rate and in such manner as prescribed under the Companies Act, 2013.

In accordance with the SEBI ICDR Regulations, Equity Shares will be issued and Allotment shall be made only in dematerialized form to the Allottees. Allottees will have the option to re-materialise the Equity Shares, if they so desire, as per the provisions of the Companies Act, the Depositories Act and other applicable laws.

We, at our sole discretion, reserve the right to cancel the Issue at any time up to Allotment without assigning any reason whatsoever. Following the Allotment and credit of Equity Shares into the Eligible QIBs' Depository Participant accounts, we will apply for final trading and listing approvals from the Stock Exchanges. In the event of any delay in the Allotment or credit of Equity Shares, or receipt of trading or listing approvals or cancellation of the Issue, no interest or penalty would be payable by us.

Other Instructions

Right to Reject Applications

Our Company, in consultation with the Book Running Lead Managers, may reject Bids, in part or in full, without assigning any reason whatsoever. The decision of our Company in consultation with the Book Running Lead Managers in relation to the rejection of Bids shall be final and binding. In the event the Bid is rejected by our Company, the Application Amount paid by the bidder shall be refunded to the same bank account from which the Application Amount was remitted by such Bidder. For details see – "***Bid Process***" and – "***Refund***" above.

Equity Shares in Dematerialised form with NSDL or CDSL

The Allotment of the Equity Shares in this Issue shall be only in dematerialised form (i.e., not in physical certificates but be fungible and be represented by the statement issued through the electronic mode).

An Eligible QIB applying for Equity Shares to be issued pursuant to the Issue must have at least one beneficiary account with a Depository Participant of either NSDL or CDSL prior to making the Bid. Equity Shares Allotted to a successful QIB will be credited in electronic form directly to the specified beneficiary account (with the Depository Participant) of the QIB, as indicated in the Application Form.

Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchanges have electronic connectivity with NSDL and CDSL.

The trading of the Equity Shares to be issued pursuant to the Issue would be in dematerialised form only for all QIBs in the demat segment of the respective Stock Exchanges.

Our Company and the Book Running Lead Managers will not be responsible or liable for the delay in the credit of Equity Shares to be issued pursuant to the Issue due to errors in the Application Form or otherwise on the part of the QIBs.

Release of Funds to our Company

The Escrow Bank shall not release the monies lying to the credit of the "**Route Mobile Limited – QIP Escrow Account 2021-22**" to our Company until receipt of notice from the Book Running Lead Managers, the trading and listing approvals of the Stock Exchanges for Equity Shares offered in the Issue and filing of return of Allotment under Form PAS-3 with the RoC.

PLACEMENT AND LOCK-UP

Placement Agreement

The Book Running Lead Managers and our Company have entered into the Placement Agreement dated November 8, 2021 ("**Placement Agreement**"), pursuant to which the Book Running Lead Managers has agreed, subject to certain conditions, to use its reasonable efforts to place the Equity Shares with Eligible QIBs, pursuant to Chapter VI of the SEBI ICDR Regulations, the Companies Act read with Rule 14 of the PAS Rules, and other applicable provisions of the Companies Act and the rules made thereunder.

The Equity Shares will be placed with the QIBs pursuant to this Issue under Chapter VI of the SEBI ICDR Regulations and Section 42 of the Companies Act and the rules made thereunder. The Placement Agreement contains customary representations and warranties, as well as indemnity from our Company and the Issue is subject to the satisfaction of certain conditions and subject to the termination of the Placement Agreement in accordance with the terms contained therein.

Applications shall be made to list the Equity Shares issued pursuant to this Issue and admit them to trading on the Stock Exchanges. No assurance can be given as to the liquidity or sustainability of the trading market for such Equity Shares, the ability of holders of the Equity Shares to sell their Equity Shares or the price at which holders of the Equity Shares will be able to sell their Equity Shares.

This Placement Document has not been, and will not be, registered as a prospectus with the Registrar of Companies, and no Equity Shares will be offered in India or overseas to the public or any members of the public in India or any other class of investors, other than Eligible QIBs.

The Equity Shares have not been and will not be registered under the Securities Act, and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold by the Company (a) in the United States only to persons reasonably believed to be qualified institutional buyers (as defined in Rule 144A under the Securities Act) pursuant to Section 4(a)(2) under the Securities Act, and (b) outside the United States, in offshore transactions, in reliance on Regulation S under the Securities Act and the applicable laws of the jurisdiction where those offers and sales are made. For further information, see "***Selling Restrictions***" and "***Transfer Restrictions***" on pages 191 and 198, respectively.

Relationship with the Lead Managers

In connection with the Issue, the Book Running Lead Managers (or its affiliates) may, for its own account, subscribe to the Equity Shares or enter into asset swaps, credit derivatives or other derivative transactions relating to the Equity Shares to be issued pursuant to the Issue at the same time as the offer and sale of the Equity Shares or in secondary market transactions. As a result of such transactions, the Book Running Lead Managers may hold long or short positions in the Equity Shares. These transactions may comprise a substantial portion of the Issue and no specific disclosure will be made of such positions. Affiliates of the Book Running Lead Managers may purchase Equity Shares. See "***Offshore Derivative Instruments***" on page 10.

From time to time, the Book Running Lead Managers and its affiliates may engage in transactions with and perform services for our Company or its affiliates in the ordinary course of business and have engaged, or may in the future engage, in commercial banking, investment banking and other banking transactions with our Company, its affiliates or shareholders, for which they have received compensation and may in the future receive compensation.

Lock-up

The Company undertakes that it will not for a period of 30 days from the date of Allotment under the Placement, without the prior written consent of the Book Running Lead Managers, directly or indirectly, (i) offer, issue, contract to issue, issue or offer any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase, or otherwise approve the transfer or dispose of, any Equity Shares or any securities convertible into, or exercisable for Equity Shares (including, without limitation, securities convertible into, or exercisable or exchangeable for Equity Shares), or file any registration statement under the Securities Act with respect to any of the foregoing, or (ii) enter into any swap or other agreement or any transaction that transfers, in whole or in part, directly or indirectly, any of the economic consequences associated with the ownership of any of the Equity Shares or any securities convertible into, or exercisable or exchangeable for Equity Shares (regardless of whether any of the transactions described in clause (i) or (ii) is to be settled by the delivery of Equity

Shares or such other securities, in cash or otherwise), or (iii) deposit Equity Shares with any other depositary in connection with a depositary receipt facility, or (iv) publicly announce any intention to enter into any transaction falling within (i) to (iii) above or enter into any transaction (including a transaction involving derivatives) having an economic effect similar to that of an issue or offer or deposit of Equity Shares in any depositary receipt facility or publicly announce any intention to enter into any transaction falling within (i) to (iii) above; the foregoing restriction shall not be applicable to any issuance of stock options pursuant to any employee stock option plan of the Company and issuance of Equity Shares of the Company pursuant to exercise of employee stock options issued.

Promoters' Lock-up

Our Promoter and Promoter Group, during the period commencing on the date hereof and ending 30 days after the date of allotment of the Equity Shares under the Placement (the "**Lock-up Period**"), agrees that the Promoters and members of the Promoter Group will not, without the prior written permission of the Book Running Lead Managers, do the following:

(a) directly or indirectly, issue, offer, lend, sell, contract to sell, pledge, encumber, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase, make any short sale, or otherwise transfer or dispose of, any Promoter and Promoter Group Shares (as defined herein below), including but not limited to any options or warrants to purchase any Promoter and Promoter Group Shares, or any securities convertible into or exercisable for, or that represent the right to receive, any Promoter and Promoter Group Share or file any registration statement under the Securities Act with respect to any of the foregoing (regardless of whether any of the transactions described in this clause (a) is to be settled by the delivery of the Promoter and Promoter Group Shares or such other securities, in cash or otherwise); or

(b) enter into any swap or other agreement or any transaction that transfers, in whole or in part, directly or indirectly, any of the economic consequences associated with the ownership of any of the Promoter and Promoter Group Shares or any securities convertible into or exercisable or exchangeable for any of the Promoter and Promoter Group Shares (regardless of whether any of the transactions described in this clause (b) is to be settled by the delivery of the Promoter and Promoter Group Shares or such other securities, in cash or otherwise); or

(c) deposit any of the Promoter and Promoter Group Shares, or any securities convertible into or exercisable or exchangeable for the Promoter and Promoter Group Shares or which carry the rights to subscribe for or purchase the Promoter and Promoter Group Shares, with any depositary in connection with a depositary receipt facility; or

(d) publicly announce any intention to enter into any transaction falling within (a) to (c) above or enter into any transaction (including a transaction involving derivatives) having an economic effect similar to that of a sale or deposit of the Promoter and Promoter Group Shares in any depositary receipt facility or publicly announce any intention to enter into any transaction falling within (a) to (c) above,

provided, however, that the foregoing restrictions shall not apply to:

(i) any sale, transfer or disposition of any of the Promoter and Promoter Group Shares by the undersigned with prior notice to the Book Running Lead Managers to the extent such sale, transfer or disposition is required by Indian law;

(ii) any bona fide pledge or non-disposal undertaking of any of the Promoter and Promoter Group Shares held by the undersigned as collateral for loans on normal commercial terms entered or to be entered into in the ordinary course of business of the undersigned, the Company or transfer of any of the Promoter and Promoter Group Shares to any third party pursuant to the invocation of any pledge in relation to the Promoter and Promoter Group Shares; and

(iii) any inter group transfer made to any member of Promoter Group, subject to compliance with applicable laws and subject to observance by the transferee Promoter Group Entities of the foregoing restrictions on transfer of Promoter Shares until the expiry of the Lock-up Period.

SELLING RESTRICTIONS

The distribution of the Preliminary Placement Document or this Placement Document and the offer, sale or delivery of the Equity Shares in this Issue is restricted by law in certain jurisdictions. Therefore, persons who may come into possession of the Preliminary Placement Document or this Placement Document are advised to consult with their own legal advisors as to what restrictions may be applicable to them and to observe such restrictions. The Preliminary Placement Document or this Placement Document may not be used for the purpose of an offer or invitation in any circumstances in which such offer or invitation is not authorised.

General

No action has been taken or will be taken that would permit an offering of the Equity Shares to occur in any jurisdiction, or the possession, circulation or distribution of this Placement Document or any other material relating to the Company or the Equity Shares in any jurisdiction where action for such purpose is required, except in India. The Equity Shares may not be offered or sold, directly or indirectly, and neither this Placement Document nor any offering materials or advertisements in connection with the Equity Shares may be distributed or published in or from any country or jurisdiction except under circumstances that will result in compliance with any applicable rules and regulations of any such country or jurisdiction.

Each subscriber of the Equity Shares offered in the Issue will be deemed to have made the representations, warranties, acknowledgments and agreements as described in this section and in "***Notice to Investors***", "***Representations by Investors***", and "***Transfer Restrictions***" on pages 1, 4 and 198, respectively.

Republic of India

The Issue will be made in compliance with the applicable SEBI ICDR Regulations, Section 42 of the Companies Act, read with Rule 14 of the PAS Rules and other applicable provisions of the Companies Act and the rules made thereunder.

This Placement Document may not be distributed directly or indirectly in India or to residents of India and any Equity Shares may not be offered or sold directly or indirectly in India to, or for the account or benefit of, any resident of India except as permitted by applicable Indian laws and regulations, under which an offer is strictly on a private and confidential basis and is limited to Eligible QIBs and is not an offer to the public or any other class of investors other than Eligible QIBs. This Placement Document has not been and will not be filed as a prospectus with the RoC, or an advertisement and will not be circulated or distributed to the public in India or any other jurisdiction, and will not constitute a public offer in India or any other jurisdiction.

Australia

This Placement Document does not constitute a prospectus or other disclosure document under the Corporations Act 2001 (Cth) ("**Australian Corporations Act**") and does not purport to include the information required of a prospectus or disclosure document under the Australian Corporations Act. This Placement Document has not been lodged with the Australian Securities and Investments Commission ("**ASIC**") and no steps have been taken to lodge it with ASIC. No offer will be made under this Placement Document to any person to whom disclosure is required to be made under Chapter 6D of the Australian Corporations Act. Any offer in Australia of the Equity Shares under this Placement Document may only be made to persons who are "**sophisticated investors**" (within the meaning of section 708(8) of the Australian Corporations Act), "professional investors" (within the meaning of section 708(11) of the Australian Corporations Act) or otherwise pursuant to one or more exemptions under section 708 of the Australian Corporations Act which permit the offer of the Equity Shares without disclosure under Part 6D.2 of the Australian Corporations Act.

As any offer of Equity Shares under this Placement Document will be made without disclosure in Australia under Chapter 6D.2 of the Australian Corporations Act, the offer of those securities for resale in Australia within 12 months may, under section 707 of the Australian Corporations Act, require disclosure to investors under Chapter 6D.2 if none of the exemptions in section 708 applies to that resale. By applying for the Equity Shares you undertake to the Company that you will not, for a period of 12 months from the date of issue of the Equity Shares, offer, transfer, assign or otherwise alienate those securities to any person in Australia except in circumstances where disclosure to such person is not required under Chapter 6D.2 of the Australian Corporations Act or where a compliant disclosure document is prepared and lodged with ASIC.

British Virgin Islands

The Equity Shares are not being, and may not be offered to the public or to any person in the British Virgin Islands for purchase or subscription by or on behalf of the Issuer.

Cayman Islands

No offer or invitation to subscribe for Equity Shares may be made to the public in the Cayman Islands to subscribe for any of the Equity Shares but an invitation or offer may be made to sophisticated persons (as defined in the Cayman Islands Securities Investment Business Law (the "**SIBL**"), high net worth persons (as defined in the SIBL) or otherwise in accordance with the SIBL.

European Economic Area

In relation to each Member State of the European Economic Area (each a "Relevant State"), no Shares have been offered or will be offered pursuant to the Offering to the public in that Relevant State prior to the publication of a prospectus in relation to the Shares which has been approved by the competent authority in that Relevant State or, where appropriate, approved in another Relevant State and notified to the competent authority in that Relevant State, all in accordance with the Prospectus Regulation, except that it may make an offer to the public in that Relevant State of any Shares at any time under the following exemptions under the Prospectus Regulation:

(a) to any legal entity which is a qualified investor as defined under the Prospectus Regulation;

(b) to fewer than 150 natural or legal persons (other than qualified investors as defined under Article 2 of the Prospectus Regulation), subject to obtaining the prior consent of the BRLMs for any such offer; or

(c) in any other circumstances falling within Article 1(4) of the Prospectus Regulation,

provided that no such offer of the Shares shall require the Issuer or any BRLMs to publish a prospectus pursuant to Article 3 of the Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the Prospectus Regulation.

For the purposes of this provision, the expression an "offer to the public" in relation to the Shares in any Relevant State means the communication in any form and by any means of sufficient information on the terms of the offer and any Shares to be offered so as to enable an investor to decide to purchase or subscribe for any Shares, and the expression "Prospectus Regulation" means Regulation (EU) 2017/1129.

Hong Kong

The Equity Shares have not been offered or sold and will not be offered or sold in Hong Kong, by means of any document, other than (a) to "professional investors" as defined in the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "**SFO**") and any rules made under the SFO; or (b) in other circumstances which do not result in the document being a "prospectus" as defined in the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong (the "**C(WUMP)O**") or which do not constitute an offer to the public within the meaning of the C(WUMP)O.

No advertisement, invitation or document relating to the Equity Shares, which is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to Equity Shares which are or are intended to be disposed of only to persons outside Hong Kong or only to "professional investors" as defined in the SFO and any rules made under the SFO has been or will be issued, whether in Hong Kong or elsewhere.

Japan

The Equity Shares offered hereby have not been and will not be registered under the Financial Instruments and Exchange Act of Japan (Act No. 25 of 1948, as amended, the "**Financial Instruments and Exchange Act**"). This Placement Document is not an offer of shares for sale, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan (which term as used in the Placement Document means any person resident in Japan, including any corporation or entity organized under the laws of Japan) or to others for reoffer or resale, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan, except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the Financial Instruments and Exchange Act and other relevant laws and regulations of Japan.

Republic of Korea

The Equity Shares have not been and will not be registered under the Financial Investments Services and Capital Markets Act of Korea and the decrees and regulations thereunder (the "**FSCMA**"), and the Equity Shares have been and will be offered in Korea as a private placement under the FSCMA. None of the Equity Shares may be offered, sold or delivered directly or indirectly, or offered or sold to any person for re-offering or resale, directly or indirectly, in Korea or to any resident of Korea except pursuant to the applicable laws and regulations of Korea, including the FSCMA and the Foreign Exchange Transaction Law of Korea and the decrees and regulations thereunder (the "**FETL**"). Furthermore, the purchaser of the Equity Shares shall comply with all applicable regulatory requirements (including but not limited to requirements under the FETL) in connection with the purchase of the Equity Shares. By the purchase of the Equity Shares, the relevant holder thereof will be deemed to represent and warrant that if it is in Korea or is a resident of Korea, it purchased the Equity Shares pursuant to the applicable laws and regulations of Korea.

Kuwait

This Placement Document is not for general circulation to the public in Kuwait. The Equity Shares have not been licenced for offering in Kuwait by the Kuwait Capital Markets Authority or any other relevant Kuwaiti government agency. The offering of the Equity Shares in Kuwait on the basis of a private placement or public offering is, therefore, restricted in accordance with Law No. 7 of 2010 and the bylaws thereto (as amended). No private or public offering of the Equity Shares is being made in Kuwait, and no agreement relating to the sale of the Equity Shares will be concluded in Kuwait. No marketing or solicitation or inducement activities are being used to offer or market the Equity Shares in Kuwait.

Malaysia

No approval from the Securities Commission of Malaysia has been applied for or will be obtained for the offer or invitation in respect of the Issue under the Capital Markets and Services Act 2007. Neither has a prospectus been nor will be registered with the Securities Commission of Malaysia in connection with the Issue in Malaysia. Accordingly, this Placement Document or any amendment or supplement hereto or any other offering document in relation to the Issue may not be distributed in Malaysia directly or indirectly for the purpose of any offer of the Equity Shares. The Equity Shares may not be offered or sold in Malaysia except pursuant to, and to persons prescribed under, Part I of Schedule 6 of the Malaysian Capital Markets and Services Act and no person may offer for subscription or purchase any of the Equity Shares directly or indirectly to anyone in Malaysia.

Mauritius

The public of the republic of Mauritius is not invited to subscribe for the interests offered hereby. This memorandum relates to a private placement and does not constitute an offer to the public in Mauritius to subscribe for the interests offered hereby. the interests are only being offered to a limited number of sophisticated investors meeting the eligibility criteria. no regulatory approval has been sought for the offer in Mauritius and it must be distinctly understood that the Mauritius financial services commission does not accept any responsibility for the financial soundness of or any representations made in connection with the issue. The memorandum is for the use only of the named addressee and should not be given or shown to any other person.

New Zealand

This Placement Document, and the information within and accompanying this Placement Document are not, and are under no circumstances to be construed as, an offer of the Equity Shares in New Zealand. No product disclosure statement, prospectus or similar offering or disclosure document in relation to the Equity Shares has been prepared or has been lodged with or reviewed or approved by the Financial Markets Authority, the Registrar of Financial Service Providers or any other regulatory body in New Zealand. The Equity Shares are only available for investment by a "wholesale investor" within the meaning of clause 3(2) of the Financial Markets Conduct Act 2013 ("**FMCA**"). Each recipient of this Placement Document represents and agrees that he, she or it:

a) is a "wholesale investor" for the purposes of clause 3(1) of Schedule 1 of the FMCA) (as the term "wholesale investor" is defined by clause (3)(2) of Schedule 1 of the FMCA);

b) has not offered or sold, and agrees he, she or it will not offer or sell, any Equity Shares in New Zealand in a manner that would require disclosure under Part 3 of the FMCA; and

c) has not distributed or published, and agrees he, she or it will not publish this Placement Document or any offering material or advertisement in relation to any offer of the Equity Shares in New Zealand.

Sultanate of Oman

The information contained in this Placement Document does not constitute a public offer of securities in Oman as contemplated by the Oman Commercial Companies Law (Sultani Decree 18/2019, as amended) or Article 3 of the Capital Market Authority Law (Sultani Decree 80/98, as amended). This Placement Document will only be made available to investors in Oman in accordance with the provisions of Article 139 of the Executive Regulations of the Capital Markets Law (Capital Markets Law Decision No. 1/2009, as amended) (the "**Executive Regulations**") by an entity duly licenced by the Capital Market Authority of Oman to market non-Omani securities in Oman.

This Placement Document is strictly private and confidential. It is being provided to a limited number of sophisticated investors solely to enable them to decide whether or not to invest in the Equity Shares outside of Oman, upon the terms and subject to the restrictions set out herein and may not be reproduced or used for any other purpose or provided to any person other than the original recipient. Additionally, this Placement Document is not intended to lead to the making of any contract within the territory or under the laws of Oman.

This Placement Document has not been (and will not be) filed with the Capital Market Authority of Oman (except in accordance with Article 139 of the Executive Regulations) or any other regulatory authority in Oman and the Capital Market Authority of Oman neither assumes responsibility for the accuracy and adequacy of the statements and information contained in this Placement Document nor shall have any liability to any person for damage or loss resulting from reliance on any statements or information contained herein.

Qatar (excluding the Qatar Financial Centre)

This Placement Document did not, and was not intended to, constitute an invitation or an offer of securities in the State of Qatar (including the Qatar Financial Centre) and accordingly should not be construed as such. The Equity Shares have not been, and shall not be, offered, sold or delivered at any time, directly or indirectly, in the State of Qatar. Any offering of the Equity Shares shall not constitute a public offer of securities in the State of Qatar.

By receiving this document, the person or entity to whom it has been provided to understands, acknowledges and agrees that: (a) neither this Placement Document nor the Equity Shares have been registered, considered, authorised or approved by the Qatar Central Bank, the Qatar Financial Markets Authority, the Qatar Financial Centre Regulatory Authority or any other authority or agency in the State of Qatar; (b) neither the Company nor BRLMs are authorised or licensed by the Qatar Central Bank, the Qatar Financial Markets Authority, the Qatar Financial Centre Regulatory Authority, or any other authority or agency in the State of Qatar, to market or sell the Equity Shares within the State of Qatar; (c) this Placement Document may not be provided to any person other than the original recipient and is not for general circulation in the State of Qatar; and (d) no agreement relating to the sale of the Equity Shares shall be consummated within the State of Qatar.

No marketing of the Equity Shares has been or will be made from within the State of Qatar and no subscription to the Equity Shares may or will be consummated within the State of Qatar. Any applications to invest in the Equity Shares shall be received from outside of Qatar. This Placement Document shall not form the basis of, or be relied on in connection with, any contract in Qatar. The persons representing BRLMs are, by distributing this document, not advising individuals resident in the State of Qatar as to the appropriateness of investing in or purchasing or selling securities or other financial products. Nothing contained in this Placement Document is intended to constitute investment, legal, tax, accounting or other professional advice in, or in respect of, the State of Qatar.

Qatar and Qatar Financial Centre

Nothing in this Placement Document is intended to constitute, shall be treated as constituting or shall be deemed to constitute, any offer or sale of securities in the State of Qatar or in the Qatar Financial Centre or the inward marketing of securities or an attempt to do business, as a bank, an investment company or otherwise in the State of Qatar or in the Qatar Financial Centre other than in compliance with any laws applicable in the State of Qatar or in the Qatar Financial Centre governing the issue, offering and sale of securities under the laws of the State of Qatar and the Qatar Financial Centre.

This Placement Document and any underlying instruments or securities have not been and will not be filed with, reviewed or approved by the Qatar Central Bank, the Qatar Financial Markets Authority, the Qatar Exchange or any other relevant Qatar governmental body or securities exchange. The Company has not been authorised or licenced by any Qatari governmental body or regulator to market, offer or sell the Equity Shares in the State of Qatar or in the Qatar Financial Centre.

This Placement Document is strictly private and confidential. This Placement Document is provided on an exclusive basis to the specifically intended recipient of such document, upon that person's request and initiative, and for the recipient's personal use only. It is being distributed to a limited number of qualified investors and must not be provided to any person other than the original recipient. It is not for general circulation in the State of Qatar or the Qatar Financial Centre and may not be reproduced or used for any other purpose. Any distribution of this document by the recipient to third parties in the State of Qatar or the Qatar Financial Centre is not authorised and shall be at the liability of such recipient.

Recourse against the Company and/or its affiliates may be limited or difficult and may have to be pursued in a jurisdiction outside the State of Qatar and/or the Qatar Financial Centre.

Saudi Arabia

This Placement Document may not be distributed in the Kingdom of Saudi Arabia except to such persons as are permitted under the Rules on the Offer of Securities and Continuing Obligations issued by the Capital Market Authority ("**CMA**"). The CMA does not make any representation as to the accuracy or completeness of this Placement Document and expressly disclaims any liability whatsoever for any loss arising from, or incurred in reliance upon, any part of this Placement Document. Prospective purchasers of the Equity Shares offered hereby should conduct their own due diligence on the accuracy of the information relating to the Equity Shares. If you do not understand the contents of this Placement Document, you should consult an authorised financial adviser.

Singapore

This Placement Document has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, this Placement Document and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of Equity Shares may not be circulated or distributed, nor may the Equity Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than (i) to an institutional investor under Section 274 of the Securities and Futures Act, Chapter 289 of Singapore (the "**SFA**"), (ii) to a relevant person pursuant to Section 275(1), or any person pursuant to Section 275(1A), and in accordance with the conditions specified in Section 275 of the SFA, or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where the Equity Shares are subscribed or purchased under Section 275 of the SFA by a relevant person which is:

i. a corporation (which is not an accredited investor (as defined in Section 4A of the SFA)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or

ii. a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor,

securities (as defined in Section 239(1) of the SFA) of that corporation or the beneficiaries' rights and interest (howsoever described) in that trust shall not be transferred within six months after that corporation or that trust has acquired the Equity Shares pursuant to an offer made under Section 275 of the SFA except:

(a) to an institutional investor or to a relevant person defined in Section 275(2) of the SFA, or to any person arising from an offer referred to in Section 275(1A) or Section 276(4)(i)(B) of the SFA;

(b) where no consideration is or will be given for the transfer;

(c) where the transfer is by operation of law;

(d) as specified in Section 276(7) of the SFA; or

(e) as specified in Regulation 32 of the Securities and Futures (Offers of Investments) (Shares and Debentures) Regulations 2005 of Singapore.

Notification under Sections 309B(1)(a) and 309B(1)(c) of the SFA: We have determined, and hereby notify all relevant persons (as defined in Section 309A of the SFA) that the Equity Shares are: (A) prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and (B) Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment: Notice on Recommendations on Investment Products).

Switzerland

The Equity Shares may not be publicly offered, directly or indirectly, in Switzerland within the meaning of the Swiss Financial Services Act ("**FinSA**") and no application has or will be made to admit the Equity Shares to trading on any trading venue (exchange or multilateral trading facility) in Switzerland. Neither this Placement Document nor any other offering or marketing material relating to the Equity Shares constitutes a prospectus pursuant to the FinSA, and neither this Placement Document nor any other offering or marketing material relating to the Equity Shares may be publicly distributed or otherwise made publicly available in Switzerland.

The Equity Shares may, however, be offered in Switzerland to professional clients within the meaning of the FinSA, without any public offer and only to investors who do not purchase the Equity Shares with the intention to distribute them to the public. The investors will be individually approached from time to time. This Placement Document may only be used by those investors to whom it has been handed out in connection with the Offer described herein and may neither directly nor indirectly be distributed or made available to other persons without our express consent.

Taiwan

The Equity Shares have not been and will not be registered or filed with, or approved by, the Financial Supervisory Commission of Taiwan and/or any other regulatory authorities of Taiwan pursuant to relevant securities laws and regulations of Taiwan and may not be sold, issued or offered within Taiwan through a public offering or in circumstances which constitute an offer or a solicitation of an offer within the meaning of the Securities and Exchange Act or relevant laws and regulations of Taiwan that requires a registration, filing or approval of the Financial Supervisory Commission of Taiwan and/or any other regulatory authorities of Taiwan. No person or entity in Taiwan has been authorized to offer, sell, give advice regarding or otherwise intermediate the offering and sale of the Equity Shares in Taiwan.

United Arab Emirates (excluding the Dubai International Financial Centre)

This Placement Document does not constitute or contain an offer of securities to the general public in the UAE. No offering, marketing, promotion, advertising or distribution (together, "Promotion") of this document or the Equity Shares may be made to the general public in the United Arab Emirates (the "**UAE**") unless: (a) such Promotion has been approved by the UAE Securities and Commodities Authority (the "**SCA**") and is made in accordance with the laws and regulations of the UAE, including SCA Board of Directors' Chairman Decision no. (3/R.M.) of 2017 (the "**Promotion and Introduction Regulations**"), and is made by an entity duly licensed to conduct such Promotion activities in the UAE; or (b) such Promotion is conducted by way of private placement made: (i) only to "Qualified Investors" (excluding "**High Net Worth Individuals**") (as such terms are defined in the Promotion and Introduction Regulations); or (ii) otherwise in accordance with the laws and regulations of the UAE; or (c) such Promotion is carried out by way of reverse solicitation only upon an initiative made in writing by an investor in the UAE. None of the SCA, the UAE Central Bank, the UAE Ministry of Economy or any other regulatory authority in the UAE has reviewed or approved the contents of this document nor does any such entity accept any liability for the contents of this document.

Dubai International Financial Centre

This Placement Document relates to an Exempt Offer in accordance with the Markets Rules 2012 of the Dubai Financial Services Authority ("**DFSA**"). This Placement Document is intended for distribution only to persons of a type specified in the Markets Rules 2012 of the DFSA. It must not be delivered to, or relied on by, any other person. The DFSA has no responsibility for reviewing or verifying any documents in connection with Exempt Offers. The DFSA has not approved this prospectus supplement nor taken steps to verify the information set forth herein and has no responsibility for this Placement Document. The securities to which this Placement Document relates may be illiquid and/ or subject to restrictions on their resale. Prospective purchasers of the securities offered should conduct their own due diligence on the securities. If you do not understand the contents of this Placement Document you should consult an authorized financial advisor. In relation to its use in the DIFC, this Placement Document is strictly private and confidential and is being distributed to a limited number of investors and must not be provided to any person other than the original recipient, and may not be reproduced or used for any other purpose. The interests in the securities may not be offered or sold directly or indirectly to the public in the DIFC.

United Kingdom

No Shares have been offered or will be offered pursuant to the Offering to the public in the United Kingdom prior to the publication of a prospectus in relation to the Shares which is to be treated as if it had been approved by the Financial Conduct Authority in accordance with the transitional provisions in Article 74 (transitional provisions) of the Prospectus Amendment etc (EU Exit) Regulations 2019/1234, except that it may make an offer to the public in the United Kingdom of any Shares at any time:

(a) to any legal entity which is a qualified investor as defined under Article 2 of the UK Prospectus Regulation;

(b) to fewer than 150 natural or legal persons (other than qualified investors as defined under Article 2 of the UK Prospectus Regulation), subject to obtaining the prior consent of the BRLMs for any such offer; or

(c) in any other circumstances falling within Article 1(4) of the UK Prospectus Regulation,

provided that no such offer of the Shares shall require the Company or any BRLMs to publish a prospectus pursuant to Article 3 of the UK Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the UK Prospectus Regulation. For the purposes of this provision, the expression an "offer to the public" in relation to the Shares in the United Kingdom means the communication in any form and by any means of sufficient information on the terms of the offer and any Shares to be offered so as to enable an investor to decide to purchase or subscribe for any Shares and the expression "UK Prospectus Regulation" means Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018.

United States of America

The Equity Shares offered in the Issue have not been and will not be registered under the Securities Act or any state securities laws in the United States, and unless so registered may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. Accordingly, such Equity Shares are being offered and sold (i) outside of the United States in offshore transactions in reliance on Regulation S under the Securities Act and the applicable laws of the jurisdiction where those offers and sales are made; and (ii) to "qualified institutional buyers" (as defined in Rule 144A under the Securities Act), pursuant to the private placement exemption set out in Section 4(a)(2) of the Securities Act.

TRANSFER RESTRICTIONS

Pursuant to Chapter VI of the SEBI ICDR Regulations, any resale of Equity Shares, except on the Stock Exchanges, is not permitted for a period of one year from the date of Allotment. Investors are advised to consult legal counsels prior to making any resale, pledge or transfer of our Equity Shares. In addition to the above, allotments made to Eligible QIBs, including VCFs and AIFs, in the Issue may be subject to lock-in requirements, if any, under the rules and regulations that are applicable to them. For more information, see "***Selling Restrictions***" on page 191.

U.S. TRANSFER RESTRICTIONS

U.S. Offer Purchaser Representations and Transfer Restrictions

The Equity Shares have not been and will not be registered under the Securities Act and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws.

If you purchase the Equity Shares offered in the United States in reliance upon Rule 144A or another available exemption from the registration requirements of the Securities Act, by accepting delivery of this Placement Document, submitting a bid to purchase Equity Shares and/or accepting delivery of any Equity Shares, you will be deemed to have represented and agreed to us and the Placement Agent as follows:

- You (A) are a "qualified institutional buyer" (as defined in Rule 144A), (B) are aware that the sale of the Equity Shares to you is being made in reliance upon Rule 144A or another available exemption from the registration requirements of the Securities Act and (C) are acquiring such Equity Shares for its own account or for the account of a "qualified institutional buyer";

- You understand and agree (or if you are a broker-dealer acting on behalf of a customer, your customer has confirmed to you that such customer understands and agrees) that the Equity Shares are being offered in a transaction not involving any public offering within the meaning of the Securities Act, have not been and will not be registered under the Securities Act or any state securities laws in the United States and may not be reoffered, resold, pledged or otherwise transferred except (A)(i) in the United States to a person who the seller reasonably believes is a "qualified institutional buyer" in a transaction meeting the requirements of Rule 144A, (ii) in an offshore transaction in reliance upon Regulation S, as applicable, (iii) pursuant to an exemption from registration under the Securities Act provided by Rule 144 under the Securities Act (if available), (iv) pursuant to another available exemption from the registration requirements of the Securities Act, or (v) pursuant to an effective registration statement under the Securities Act, and (B) in each case, in accordance with all applicable securities laws of the states of the United States and any other jurisdiction in which such offers or sales are made;

- It agrees (or if it is a broker-dealer acting on behalf of a customer, its customer has confirmed to it that such customer agrees) that neither it, nor any of its affiliates, nor any person acting on its behalf, will make any "directed selling efforts" as defined in Regulation S, with respect to the Equity Shares. It acknowledges and agrees that it is not purchasing any Equity Shares as a result of any directed selling efforts;

- The Equity Shares are "restricted securities" within the meaning of Rule 144(a)(3) under the Securities Act and no representation is made as to the availability of the exemption provided by Rule 144 for re-sales of any Equity Shares;

- You will not deposit or cause to be deposited such Equity Shares into any depositary receipt facility established or maintained by a depositary bank other than a Rule 144A restricted depositary receipt facility, so long as such Equity Shares are "restricted securities" within the meaning of Rule 144(a)(3) under the Securities Act;

- You will base your investment decision on a copy of this Placement Document. You acknowledge that neither our Company nor any of its affiliates nor any other person (including the Placement Agent) or any of their respective affiliates has made or will make any representations, express or implied, to you with respect to our Company, the Issue, the Equity Shares or the accuracy, completeness or adequacy of any financial or other information concerning our Company, the Issue or the Equity Shares, other than (in the case of our Company only) the information contained in this Placement Document, as it may be supplemented; and

- You are a sophisticated investor and possess such knowledge and experience in financial, business and investments as to be capable of evaluating the merits and risks of the investment in the Equity Shares. You are experienced in investing in private placement transactions of securities of companies in similar jurisdictions. You and any accounts for you are subscribing to the Equity Shares for (i) are each able to bear the economic risk of the investment in the Equity Shares, (ii) will not look to our Company or any of the Placement Agent or any of their respective shareholders, directors, officers, employees, counsels, advisors, representatives, agents or affiliates for all or part of any such loss or losses that may be suffered, (iii) are able to sustain a complete loss on the investment in the Equity Shares, (iv) have no need for liquidity with respect to the investment in the Equity Shares, and (v) have no reason to anticipate any change in its or their circumstances, financial or otherwise, which may cause or require any sale or distribution by it or them of all or any part of the Equity Shares. You acknowledge that an investment in the Equity Shares involves a high degree of risk and that the Equity Shares are, therefore, a speculative investment. You are seeking to subscribe to the Equity Shares in this Issue for your own investment and not with a view to distribution.

- You will notify any transferee to whom you subsequently offer, sell, pledge or otherwise transfer and the executing broker and any other agent involved in any resale of the Equity Shares of the foregoing restrictions applicable to the Equity Shares and instruct such transferee, broker or agent to abide by such restrictions.

- You acknowledge that if at any time its representations cease to be true, you agree to resell the Equity Shares at our Company's request.

- You have been provided access to the Preliminary Placement Document and will be provided access to this Placement Document which you have read in its entirety.

- You acknowledge and agree (or if you are a broker-dealer acting on behalf of a customer, your customer has confirmed to you that such customer acknowledges and agrees) that we, the Placement Agent, their affiliates and others will rely upon the truth and accuracy of the foregoing acknowledgments, representations and agreements and agree that, if any of such acknowledgements, representations or agreements are no longer accurate you will promptly notify us; and if you are acquiring any of the Equity Shares as a fiduciary or agent for one or more accounts, you represent that you have sole investment discretion with respect to each such account and that you have full power to make, and do make, the foregoing acknowledgements, representations and agreements on behalf of each such account.

Any offer, resale, pledge or other transfer of the Equity Shares made other than in compliance with the above-stated restrictions will not be recognized by us.

Global Offer Purchaser Representations and Transfer Restrictions

By accepting delivery of this Placement Document, submitting a bid to purchase Equity Shares and/or accepting delivery of my Equity Shares, you will be deemed to have represented and agreed as follows:

(i) You will comply with all laws, regulations and restrictions (including the selling restrictions contained in this Placement Document) which may be applicable in your jurisdiction and you have obtained or will obtain any consent, approval or authorization required for you to purchase and accept delivery of Equity Shares, and you acknowledge and agree that none of us or the Placement Agent and their respective affiliates shall have any responsibility in this regard;

(ii) You certify that you are, or at the time the Equity Shares are purchased will be, (a) the beneficial owner of the Equity Shares, you are located outside the United States of America (within the meaning of Regulation S), and you have not purchased the Equity Shares for the account or benefit of any person in the United States or entered into any arrangement for the transfer of the Equity Shares or an economic interest therein to any person in the United States; or (b) you are a broker-dealer acting on behalf of a customer and you customer has confirmed to you that (i) such customer is, or at the time the Equity Shares are purchased will be, the beneficial owner of the Equity Shares, (ii) such customer is located outside the United States of America (within the meaning of Regulation S), and (iii) such customer has not purchased the Equity Shares for the account or benefit of any person in the United States or entered into any arrangement for the transfer of the Equity Shares or an economic interest therein to any person in the United States;

(iii) You understand and agree (or if you are a broker-dealer acting on behalf of a customer, your customer has confirmed to you that such customer understands and agrees) that the Equity Shares are being offered in a transaction not involving any public offering within the meaning of the Securities Act, have not been and will not be registered under the Securities Act or any state securities laws in the United States and may not be reoffered, resold, pledged or otherwise transferred except (A)(i) in the United States to a person who the seller reasonably believes is a "qualified institutional buyer" in a transaction meeting the requirements of Rule 144A, (ii) in an offshore transaction complying with Rule 903 or Rule 904 of Regulation S, as applicable, (iii) pursuant to an exemption from registration under the Securities Act provided by Rule 144 under the Securities Act (if available), (iv) pursuant to another available exemption from the registration requirements of the Securities Act, or (v) pursuant to an effective registration statement under the Securities Act, and (B) in each case, in accordance with all applicable securities laws of the states of the United States and any other jurisdiction;

(iv) You agree (or if you are a broker-dealer acting on behalf of a customer, your customer has confirmed to you that such customer agrees) that neither you, nor any of your affiliates, nor any person acting on your behalf, will make any "directed selling efforts" as defined in Regulation S. You acknowledge and agree that you are not purchasing any Equity Shares as a result of any directed selling efforts.

(v) You will base your investment decision on a copy of this Placement Document. You acknowledge that neither our Company nor any of its affiliates nor any other person (including the Placement Agent) or any of their respective affiliates has made or will make any representations, express or implied, to you with respect to our Company, the Issue, the Equity Shares or the accuracy, completeness or adequacy of any financial or other information concerning our Company, the Issue or the Equity Shares, other than (in the case of our Company) the information contained in this Placement Document, as may be supplemented.

(vi) You acknowledge and agree (or if you're a broker-dealer acting on behalf of a customer, your customer has confirmed to you that such customer acknowledges and agrees) that we, the Placement Agent, your affiliates and others will rely upon the truth and accuracy of the foregoing acknowledgments, representations and agreements and agree that, if any of such acknowledgments, representations or agreements are no longer accurate, you will promptly notify us; and if you are acquiring any of the Equity Shares as a fiduciary or agent for one or more accounts, you represent that you have sole investment discretion with respect to each such account and that you have full power to make, and do make, the foregoing acknowledgments, representations and agreements on behalf of each such account.

Any offer, resale, pledge or other transfer of the Equity Shares made other than in compliance with the above-stated restrictions, will not be recognized by us.

THE SECURITIES MARKET OF INDIA

The information in this section has been extracted from documents available on the website of SEBI and the Stock Exchanges and has not been prepared or independently verified by our Company or the Book Running Lead Managers or any of their respective affiliates or advisors.

The Indian Securities Market

India has a long history of organized securities trading. In 1875, the first stock exchange was established in Mumbai. BSE and NSE are the significant stock exchanges in terms of the number of listed companies, market capitalisation and trading activity.

Indian Stock Exchanges

Indian stock exchanges are regulated primarily by SEBI, as well as by the Government of India acting through the Ministry of Finance, Capital Markets Division, under the Securities Contracts (Regulation) Act, 1956 (the "**SCRA**") and the SCRR. On October 3, 2018, SEBI, in exercise of its powers under the SCRA and the SEBI Act, notified the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 (the "**SCR (SECC) Regulations**"), which regulate *inter alia* the recognition, ownership and internal governance of stock exchanges and clearing corporations in India together with providing for minimum capitalisation requirements for stock exchanges. The SCRA, the SCRR and the SCR (SECC) Regulations along with various rules, bye-laws and regulations of the respective stock exchanges, regulate the recognition of stock exchanges, the qualifications for membership thereof and the manner, in which contracts are entered into, settled and enforced between members of the stock exchanges.

The SEBI Act empowers SEBI to regulate the Indian securities markets, including stock exchanges and intermediaries in the capital markets, protect the interests of investors in securities, promote and monitor self-regulatory organisations and prohibit fraudulent and unfair trade practices. Regulations concerning minimum disclosure requirements by public companies, rules and regulations concerning investor protection, insider trading, substantial acquisitions of shares and takeover of companies, buy-backs of securities, employee stock option schemes, stockbrokers, merchant bankers, underwriters, mutual funds, foreign institutional investors, credit rating agencies and other capital market participants have been notified by the relevant regulatory authority.

BSE

Established in 1875, it is the oldest stock exchange in India. In 1956, it became the first stock exchange in India to obtain permanent recognition from the Government under the SCRA. Pursuant to the BSE (Corporatization and Demutualization) Scheme 2005 of the SEBI, with effect from August 19, 2005, the BSE was incorporated as a company under the Companies Act, 1956. BSE was listed on NSE with effect from February 3, 2017.

NSE

The NSE was established by financial institutions and banks to provide nationwide online, satellite-linked, screen-based trading facilities with market-makers and electronic clearing and settlement for securities including government securities, debentures, public sector bonds and units. The NSE was recognised as a stock exchange under the SCRA in April 1993 and commenced operations in the wholesale debt market segment in June 1994. The capital market (equities) segment commenced operations in November 1994 and operations in the derivatives segment commenced in June 2000.

Listing and Delisting of Securities

The listing of securities on a recognised Indian stock exchange is regulated by the applicable Indian laws including the Companies Act, 2013, the SCRA, the SCRR, the SEBI Act and various guidelines and regulations issued by the SEBI including the SEBI ICDR Regulations and the SEBI Listing Regulations. The SCRA empowers the governing body of each recognised stock exchange to suspend trading of or withdraw admission to dealings in a listed security for breach of or non-compliance with any conditions or breach of company's obligations under the SEBI Listing Regulations or for any reason, subject to the issuer receiving prior written notice of the intent of the exchange and upon granting of a hearing in the matter. SEBI also has the power to amend the SEBI Listing Regulations and bye-laws of the stock exchanges in India, to overrule a stock exchange's governing body and withdraw recognition of a recognized stock exchange.

Further, SEBI has notified the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 in relation to the voluntary and compulsory delisting of equity shares from the stock exchanges. In addition, certain amendments to the SCRR have also been notified in relation to delisting.

Minimum Level of Public Shareholding

All listed companies (except public sector undertakings) are required to maintain a minimum public shareholding of 25%. In this regard, SEBI has provided several mechanisms to comply with this requirement. Where the public shareholding in a listed company falls below 25% at any time, such company shall bring the public shareholding to 25% within a maximum period of 12 months from the date of such public shareholding having fallen below the 25% threshold. However, every listed public sector company whose public shareholding falls below 25% at any time, such company shall increase its public shareholding to at least 25%, within a period of twelve months from the date of such fall, respectively, in the manner specified by SEBI. Further, every listed public sector company whose public shareholding falls below 25% at any time after the commencement of the Securities Contracts (Regulation) (Second Amendment) Rules, 2018, shall increase its public shareholding to at least 25%, within a period of two years from the date of such fall, in the manner specified by SEBI. Consequently, a listed company may be delisted from the Stock Exchanges for not complying with the above-mentioned requirements. Our Company is in compliance with this minimum public shareholding requirement.

Index-Based Market-Wide Circuit Breaker System

In order to restrict abnormal price volatility in any particular stock, the SEBI has instructed stock exchanges to apply daily circuit breakers which do not allow transactions beyond a certain level of price volatility. The index-based market-wide circuit breaker system (equity and equity derivatives) applies at three stages of the index movement, at 10%, 15% and 20%. The Stock Exchanges on a daily basis translate the circuit breaker limits based on previous day's closing level of the index. These circuit breakers, when triggered, bring about a co-ordinated trading halt in all equity and equity derivative markets nationwide. The market-wide circuit breakers are triggered by movement of either the SENSEX of the BSE or the CNX NIFTY of the NSE, whichever is breached earlier.

In addition to the market-wide index-based circuit breakers, there are currently in place individual scrip-wise price bands of 5%, 10% and 20% movements either up or down. However, no price bands are applicable on scrips on which derivative products are available or scrips included in indices on which derivative products are available.

The stock exchanges in India can also exercise the power to suspend trading during periods of market volatility. Margin requirements are imposed by stock exchanges that are required to be paid by the stockbrokers.

Internet-based Securities Trading and Services

Internet trading takes place through order routing systems, which route client orders to exchange trading systems for execution. Stock brokers interested in providing this service are required to apply for permission to the relevant stock exchange and also have to comply with certain minimum conditions stipulated by SEBI and other applicable laws. NSE became the first exchange to grant approval to its members for providing internet based trading services. Internet trading is possible on both the "equities" as well as the "derivatives" segments of the NSE.

Trading Hours

Trading on both, the NSE and the BSE occurs from Monday to Friday, between 9:15 a.m. and 3:30 p.m. IST (excluding the 15 minutes pre-open session from 9:00 a.m. to 9:15 a.m.). The BSE and the NSE are closed on public holidays. The recognised stock exchanges have been permitted to set their own trading hours (in the cash and derivatives segments) subject to the condition that (i) the trading hours are between 9.00 a.m. and 5.00 p.m.; and (ii) the stock exchange has in place a risk management system and infrastructure commensurate to the trading hours.

Trading Procedure

In order to facilitate smooth transactions, the BSE replaced its open outcry system with the BSE On-line Trading facility in 1995. This totally automated screen based trading in securities was put into practice nation-wide. This has enhanced transparency in dealings and has assisted considerably in smoothening settlement cycles and improving efficiency in back-office work.

The NSE has introduced a fully automated trading system called National Exchange for Automated Trading ("**NEAT**"), which operates on strict time/ price priority besides enabling efficient trade. NEAT has provided depth in the market by enabling large number of members all over India to trade simultaneously, narrowing the spreads.

SEBI Listing Regulations

Public listed companies are required under the SEBI Listing Regulations to prepare and circulate to their shareholders audited annual accounts which comply with the disclosure requirements and regulations governing their manner of presentation and which include sections relating to corporate governance, related party transactions and management's discussion and analysis as required under the SEBI Listing Regulations. In addition, a listed company is subject to continuing disclosure requirements pursuant to the terms of the SEBI Listing Regulations.

SEBI Takeover Regulations

Disclosure and mandatory bid obligations for listed Indian companies under Indian law are governed by the SEBI Takeover Regulations, which provides for specific regulations in relation to substantial acquisition of shares and takeover. Once the equity shares of a company are listed on a stock exchange in India, the provisions of the SEBI Takeover Regulations will apply to any acquisition of the company's shares/ voting rights/ control. The SEBI Takeover Regulations prescribes certain thresholds or trigger points in the shareholding a person or entity has in the listed Indian company, which give rise to certain obligations on part of the acquirer. Acquisitions up to a certain threshold prescribed under the SEBI Takeover Regulations mandate specific disclosure requirements, while acquisitions crossing particular thresholds may result in the acquirer having to make an open offer of the shares of the target company. The SEBI Takeover Regulations also provides for the possibility of indirect acquisitions, imposing specific obligations on the acquirer in case of such indirect acquisition. The SEBI Takeover Regulations also provides certain general exemptions which exempt certain acquisitions from the obligation to make an open offer. The SEBI Takeover Regulations were further amended on June 22, 2020 to exempt any acquisitions by way of preferential issue from the obligation to make an open offer. Subsequently, the SEBI Takeover Regulations were amended on August 13, 2021 exempting (a) persons, together with persons acting in concert with him, holding shares or voting rights entitling him to exercise twenty-five per cent or more of the voting rights in a target company; and (b) promoter of the target company, together with persons acting in concert with him, from making continual disclosures in relation to aggregate shareholding and voting rights in the target company. Further, the amendment has also removed certain disclosure obligations for acquirers/promoters, pertaining to acquisition or disposal of shares aggregating to 5% and any change of 2% thereafter, annual shareholding disclosure and creation/invocation/release of encumbrance registered in depository systems under the SEBI Takeover Regulations. These relaxations have been given on account of implementation of the System Driven Disclosures (SDD).

Prohibition of Insider Trading Regulations

The SEBI Insider Trading Regulations were notified on January 15, 2015 and came into effect on May 15, 2015, which repealed the regulations of 1992. The SEBI Insider Trading Regulations prohibit and penalize insider trading in India and impose certain restrictions on the communication of information by listed companies. An insider is, among other things, prohibited from dealing in the securities of a listed company when in possession of unpublished price sensitive information ("**UPSI**"), subject to certain limited exceptions. Under the SEBI Insider Trading Regulations, (i) no insider shall communicate, provide or allow access to any UPSI relating to such companies and securities to any person including other insiders; and (ii) no person shall procure or cause the communication by any insider of UPSI relating to such companies and securities, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. However, UPSI may be communicated, provided or allowed access to or procured, under certain circumstances specified in the Insider Trading Regulations.

Further, the SEBI Insider Trading Regulations makes it compulsory for listed companies and certain other entities that are required to handle UPSI in the course of business operations to establish an internal code of practices and procedures for fair disclosure of UPSI and to regulate, monitor and report trading by insiders. To this end, the SEBI Insider Trading Regulations provide principles of fair disclosure for purposes of code of practices and procedures for fair disclosure of UPSI and minimum standards for code of conduct to regulate, monitor and report trading by insiders.

The SEBI Insider Trading Regulations also provides for initial and continuing disclosure obligations for shareholders holding more than a pre-defined percentage, and directors and officers, with respect to their shareholding in the company, and the changes therein. Initial disclosures are required from promoters, key managerial personnel, directors as well as continual disclosures by every promoter, employee or director in case value of trade exceed monetary threshold of 10 lakh rupees over a calendar quarter, within two days of reaching such threshold. The board of directors of all listed companies are required to formulate and publish on the company's website a code of procedure for fair disclosure of UPSI along with a code of conduct for its employees for compliances with the Insider Trading Regulations. The definition of "insider" includes any person who has received or has had access to unpublished price sensitive information in relation to securities of a company or any person reasonably expected to have access to unpublished price sensitive information in relation to securities of a company and who is or was connected with the company or is deemed to have been connected with the company. On July 17, 2020, SEBI amended the SEBI (Prohibition of Insider Trading) Regulations, 2015 to prescribe that the board of directors or head(s) of listed companies shall ensure that a structured digital database containing the nature of unpublished price sensitive information, the names and details of persons who have shared the information and the names and details persons with whom information is shared shall be maintained.

Depositories

The Depositories Act provides a legal framework for the establishment of depositories to record ownership details and effect transfer in book-entry form. Further, SEBI has framed regulations in relation to, among other things, the formation and registration of such depositories, the registration of participants as well as the rights and obligations of the depositories, participants, companies and beneficial owners. The depository system has significantly improved the operation of the Indian securities markets.

Derivatives (Futures and Options)

Trading in derivatives is governed by the SCRA, the SCRR and the SEBI Act. The SCRA was amended in February 2000 and derivatives contracts were included within the term "securities", as defined by the SCRA. Trading in derivatives in India takes place either on separate and independent derivatives exchanges or on a separate segment of an existing stock exchange. The derivatives exchange or derivatives segment of a stock exchange functions as a self-regulatory organisation under the supervision of the SEBI.

DESCRIPTION OF THE EQUITY SHARES

Set out below is certain information relating to the share capital of our Company, including a brief summary of certain provisions of our Company's Memorandum and Articles of Association and the Companies Act, 2013 and certain related legislations of India, all as currently in effect. Prospective investors are urged to read the Memorandum and Articles of Association carefully, and consult with their advisers, as the Memorandum and Articles of Association and applicable Indian law, and not this summary, govern the rights attached to the Equity Shares.

General

The authorized share capital of our Company as of the date of this Placement Document is ₹ 1,000,000,000 divided into 100,000,000 Equity Shares of ₹ 10 each. Our issued, subscribed and paid up equity share capital as of the date of this Placement Document is ₹ 579,126,920 divided into 57,912,692 Equity Shares of ₹ 10 each.

Dividends

Under the Companies Act, 2013, an Indian company pays dividend upon a recommendation by its board of directors and subject to approval by a majority of the shareholders. The dividend on equity shares can be declared/paid only after declaration/payment of applicable dividend on preference shares. Unless the board of directors of a company recommends the payment of a dividend, the shareholders at a general meeting have no power to declare any dividend. Subject to certain conditions laid down by Section 123 of the Companies Act, 2013, no dividend can be declared or paid by a company for any fiscal except, among other things, out of the profits of the company for that year, calculated in accordance with the provisions of the Companies Act, 2013 or out of the profits of the company for any previous fiscal arrived at as laid down by the Companies Act, 2013. Further, under the Companies Act, 2013, a company is not permitted to declare any dividends unless carried over previous losses and depreciation not provided in previous year or years are set off against the profit of the company for the current year.

According to the Articles of Association, the Shareholders of our Company may declare dividends in a general meeting to be paid to the Shareholders, which shall not exceed the amount of the dividend recommended by our Board. Our Board may from time to time pay to the Shareholders such interim dividends as appear to it to be justified by the profits of our Company. Subject to the provisions of Section 123 of the Companies Act, 2013, our Board may, before recommending any dividend, set apart any such portion of the profits of our Company, as it thinks fit, for reserves to meet contingencies or for the liquidation of any debentures, debts or other liabilities of the Company, for equalization of dividends, for repairing, improving or maintaining any of the properties of the Company and for such other purposes of the Company as our Board in its absolute discretion thinks conducive to the interests our Company.

Under the Companies Act, 2013, dividends must be paid within 30 days from the date of its declaration. Where our Company has declared dividend but which has not been paid or claimed within 30 days from the date of declaration, our Company shall, within seven days from the date of expiry of the said period of 30 days, transfer the total amount of the unpaid or unclaimed dividend to the unpaid dividend account. All Equity Shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by our Company in the name of Investor Education and Protection Fund, established by the Central Government.

Issue of Bonus Shares and Capitalization of Reserves

In addition to permitting dividends to be paid out of current or retained earnings, the Companies Act, 2013 permits the board of directors, if so approved by the shareholders in a general meeting, to distribute an amount transferred in the free reserves, the securities premium account or the capital redemption reserve account, to its shareholders, in the form of fully paid up bonus shares. Bonus shares are distributed to shareholders in the proportion of the number of ordinary shares owned by them as recommended by the board of directors. The shareholders on record on a fixed record date are entitled to receive such bonus shares. Any issue of bonus shares is subject to regulations issued by SEBI. Further, as per the Companies Act, 2013, bonus shares can only be issued if the company has not defaulted in payments of statutory dues of the employees, such as, contribution to provident fund, gratuity and bonus or principal/ interest payments on fixed deposits or debt securities issued by it. The bonus issue must be made out of free reserves built out of profits or share premium account collected in cash only and not from reserves created by revaluation of fixed assets. Further, bonus shares cannot be issued in lieu of dividend.

Pre-Emptive Rights and Alteration of Share Capital

Under Section 62(1)(a) of the Companies Act, 2013, the shareholders have the pre-emptive right to subscribe for new shares in proportion to the amount paid up on those shares at that date. The offer shall be made by notice specifying the number of shares offered and the date (being not less than 15 days and not exceeding 30 days from the date of the offer) within which the offer, if not accepted, will be deemed to have been declined. The offer shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him in favour of any person, and the notice shall contain a statement of this right. The board of directors is authorized to distribute any new shares not purchased by the pre-emptive rights holders in a manner which is not disadvantageous to the shareholders and the company.

Under Section 62(1)(c) of the Companies Act, 2013, new shares may be offered to any persons whether or not those persons include existing shareholders, either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to such conditions as may be prescribed, if a special resolution to that effect is passed by a company's shareholders in a general meeting.

Our Articles of Association provide that our Company may, from time to time, by ordinary resolution:

- consolidate and divide all or any of its share capital into shares of larger amount than the existing shares;
- convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
- sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the Memorandum of Association. However, in the sub-division, the proportion between the amount paid and the amount unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived; and
- cancel any shares which, at the date of passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of shares so cancelled.

Preference Shares

Subject to Section 55 of the Companies Act, 2013, any new shares may be issued as preference shares which are liable to be redeemed within a period not exceeding 20 years from the date of their issue, and the resolution authorizing such issue shall prescribe the manner, terms and conditions of redemption subject to the conditions provided in the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014.

Our Articles of Association provide that our Company shall have power to issue preference shares carrying a right of redemption out of the profits which would otherwise be available for dividend or out of the proceeds of a fresh issue of shares made for the purpose of such redemption or liable to be redeemed at the option of the Company. Our Board may, subject to the provisions of Section 55 of the Companies Act, 2013 exercise such powers. The Company and the Board may redeem the preference shares or declare dividend on the preference shares in accordance with the terms of the preference shares.

General Meetings of Shareholders

There are two types of general meetings of the Shareholders:

(i) Annual General Meeting, and

(ii) Extraordinary General Meeting.

As per the provisions of our Articles of Association, all general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

In accordance with Section 96 of the Companies Act, 2013, a company must hold its annual general meeting within six months after the expiry of each fiscal provided that not more than 15 months shall elapse between the annual general meeting and the next one, unless extended by the Registrar of Companies at its request for any special reason for a period not exceeding three months. Our Company shall, in addition to any other meetings, hold a general meeting which shall be styled as an Annual General Meeting at intervals and in accordance with the following provisions: (a) our Company shall hold its Annual General Meetings within such intervals as are specified in Section 96 read with Section 129 of the Companies Act, 2013 and subject to the provisions of Section 96(2) of the Companies Act, 2013 at such times and places as may be determined by our Board.

Our Board may, whenever it thinks fit, call an Extraordinary General Meeting. If at any time Directors who are sufficient in number to form a quorum are not within India, any Director or any two Members of our Company may call an Extraordinary General Meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board. Further, our Board may call an Extraordinary General Meeting on requisition in compliance with the provisions of the Companies Act, 2013.

Whenever our Company proposes to undertake any action that statutorily requires the approval of the Shareholders of our Company, our Company shall call for an Extraordinary General Meeting in accordance with the provisions of the Companies Act, 2013 by serving at least 21 days' written notice to all Shareholders, with an explanatory statement containing all relevant information relating to the agenda for the Extraordinary General Meeting. Unless waived in writing by all the Shareholders, any item not specifically included in the agenda of a Shareholders' meeting shall not be considered or voted upon at that meeting of the Shareholders (including at any adjournments thereof).

Our Company may also pass resolutions by means of postal ballot and/or other ways as may be prescribed under Section 110 of the Companies Act, 2013 and/or other applicable provisions, if any, and any future amendments or re-enactments, in respect of any business that can be transacted by our Company in a general meeting, instead of transacting the business therein. Further, in the case of resolutions relating to such business as the Government of India may prescribe, to be conducted only by postal ballot and/or other ways as may be prescribed, our Company shall get such resolutions passed only by postal ballot and/or other ways as may be prescribed, instead of transacting the business in a general meeting of the Company.

In view of the prevailing lock down enforced across India, due to the outbreak of COVID-19 pandemic and the restrictions imposed on gathering of people through social distancing norms, the MCA, by way of its, General Circular No. 14/ 2020 dated 8 April 2020, General Circular No. 17/2020 dated 13 April 2020 and General Circular No. 20/2020 dated 5 May 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, and Circular No. 10/2021 dated June 23, 2021 has permitted companies to hold general meetings through video conferencing or other audio visual means, till December 31, 2021.

Voting Rights

Subject to the provisions of the Companies Act, 2013 and our Articles of Association, votes may be given either personally or by proxy, and in the case of a body corporate, a duly authorized representative under Section 113 of the Companies Act, 2013 shall be entitled to exercise the same powers on behalf of the corporation as if it were an individual member of the company.

On a show of hands, every member holding Equity Shares and present in person shall have one vote. On a poll, every member holding Equity Shares in our Company shall have voting rights in proportion to his share of the paid-up equity share capital. In the case of joint holders, any one of such holders may vote at any meeting personally or by proxy in respect of such share, as if he were solely entitled thereto, and if more than one of such members be present at any meeting, either personally or by proxy, then one of the said members so present whose name stands first on the Register in respect of such share shall alone be entitled to vote in respect thereof. Further, upon a show of hands or upon a poll, the voting right of every member holding preference shares shall be subject to the provisions of Section 47 of the Companies Act, 2013. A member who is a lunatic, idiot or non-compos mentis may vote whether on a show of hands or a poll by his committee, curator or any other legal curator and such person may give their votes by proxy.

Any business other than upon which a poll has been demanded may be proceeded with, pending the taking of the poll. No Shareholder shall be entitled to exercise any voting right, either personally or by proxy at any meeting of the Company unless all calls or other sums presently payable by him in respect of the shares in the Company have been paid, or in regard to which the Company has exercised any right of lien. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairperson of the meeting, whose determination made in good faith shall be final and conclusive.

The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarized copy of that power or authority, shall be deposited at the Registered Office of our Company at least 48 hours before the time of holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default, the instrument of proxy shall not be treated as valid. A vote given in accordance with the terms of an instrument appointing a proxy shall be valid notwithstanding the prior death or insanity of the principal, or revocation of the instrument, or transfer of the share in respect of which the vote is given, provided that no intimation in writing of the death, insanity, revocation or transfer shall have been received by our Company at the Registered Office before the vote is given. However, the chairman of that meeting shall be entitled to require such evidence as he may think fit, of the due execution of the instrument of proxy and that such instrument has not been revoked.

Transfer and Transmission of Equity Shares

Equity shares held through depositories are transferred in the form of book entries or in electronic form in accordance with the regulations laid down by SEBI. These regulations provide the regime for the functioning of the depositories and the depository participants and set out the manner in which the records are to be kept and maintained and the safeguards to be followed in this system. Transfers of beneficial ownership of shares held through a depository are subject to securities transaction tax (levied on and collected by the stock exchanges on which such equity shares are sold). Further, the SEBI has mandated that securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019.

The executor or administrator of a deceased member (not being one of the several joint-holders) shall be the only person recognised in the name of such member, and in case of the death of anyone or more of the joint holders of any registered Equity Share, the survivor shall be the only person recognised by the Company as having any title to or interest in such Equity Share. However, the above stated shall not release the estate of a deceased joint holder from any liability in respect of any Equity Share which had been jointly held by him with other persons.

If any person becoming entitled to Equity Shares in consequence of the death of a Shareholder, elects to be registered as holder of the Equity Share himself, he shall deliver or send to the Company, a notice signed by him stating that he so elects. If the said person elects to transfer the Equity Shares, he shall testify his election by executing an instrument of transfer of the Equity Shares. Our Board shall, in either case, have the same right to decline or suspend registration as it would have had if the deceased, lunatic, insolvent, bankrupt shareholder had transferred the Equity Share(s) before his death, lunacy, bankruptcy or insolvency.

Any person becoming entitled to Equity Shares by reason of the death, lunacy, bankruptcy or insolvency of a Shareholder shall, subject to Section 123 of the Companies Act, be entitled to the same dividends and other advantages as he would be entitled to if he were the registered holder of the Equity Shares.

Acquisition by our Company of its own Equity Shares

The Company is permitted to buy-back its securities including shares in accordance with the provisions of Section 68, 69 and 70 and other applicable provisions, if any, of the Companies Act, 2013 (including any future amendments or re-enactments) and as per the rules and procedures prescribed therein and in compliance with the prevailing regulatory provisions and guidelines.

Winding up and Liquidation Rights

As per the provisions of our Articles of Association, and subject to Chapter XX of the Companies Act, 2013, if our Company is wound up, the liquidator may, with the sanction of a special resolution of our Company and any other sanction required by the Companies Act, 2013, divide amongst the members, in specie or kind, the whole or part of the assets of our Company, whether they shall consist of property of the same kind or not. For this purpose, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Shareholders of different classes. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no Shareholder shall be compelled to accept any shares or other securities whereon there is any liability.

TAXATION

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY, ITS SHAREHOLDERS AND ITS MATERIAL SUBSIDIARIES UNDER THE APPLICABLE DIRECT TAX LAWS IN INDIA AND IN RESPECTIVE COUNTRIES (IN THE CASE OF MATERIAL SUBSIDIARIES)

To,
The Board of Directors
Route Mobile Limited
4th Dimension, 3rd Floor,
Mind Space, New Link Road,
Malad East – 400064,
Mumbai, Maharashtra, India

Proposed Offering of Securities ("Offer") in India by Route Mobile Limited (the "Issuer"/" Company").

1. This report is issued in accordance with the terms of our engagement letter dated 20 October 2021.

2. The accompanying Statement of Possible Special Tax Benefits available to the Company, its Shareholders and material subsidiaries (hereinafter referred to as "the Statement") under the Income-tax Act, 1961 (read with Income Tax Rules, circulars, notifications) as amended by the Finance Act, 2021 (hereinafter referred to as the "Indian Income Tax Regulations") and the Income Tax regulations in the respective countries where the material subsidiaries are located has been prepared by the management of the Company in connection with the proposed Offer, which we have attached for identification purposes.

Management's Responsibility

3. The preparation of this Statement as of the date of our report which is to be included in the placement document is the responsibility of the management of the Company and has been approved by the Fund-Raising Committee of the Company at its meeting held on 12 November 2021 for the purpose set out in paragraph 11 below.

4. The management's responsibility includes designing, implementing and maintaining internal control relevant to the preparation and presentation of the Statement, and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances. The Management is also responsible for identifying and ensuring that the Company complies with the laws and regulations applicable to its activities.

Auditor's Responsibility

5. Our work has been carried out in accordance with Standards on Auditing, the 'Guidance Note on Reports or Certificates for Special Purposes (Revised 2016)' and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India.

6. Pursuant to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended (the 'ICDR Regulations') and the Companies Act 2013 ('Act'), it is our responsibility to report whether the Statement prepared by the Company, presents, in all material respects, the possible special tax benefits available as of the date of our report to the Company, the shareholders and material subsidiaries of the Company, in accordance with the Indian Income Tax Regulations and the Income Tax regulations of the respective material subsidiaries where material subsidiaries are located as at the date of our report.

7. It is imperative to note that we have relied upon a representation from the Management of the Company and confirmations received from the Tax Advisors of the respective overseas material subsidiaries of the Company with respect to the special tax benefits in their respective overseas jurisdictions.

   List of material subsidiaries as identified by the Company on the date of signing of this report:

Sr. No	Name of Subsidiary	Country
1	Route Mobile (UK) Limited	United Kingdom
2	Routesms Solutions FZE	UAE
3	365Squared Ltd	Malta

8. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act and the Regulations in connection with the Offering.

Inherent Limitations

9. We draw attention to the fact that the Statement includes certain inherent limitations that can influence the reliability of the information.

Several of the benefits mentioned in the accompanying statement are dependent on the Company or its shareholders or material subsidiaries fulfilling the conditions prescribed under the relevant provisions of the tax laws. Hence, the ability of the Company or its shareholders or material subsidiaries to derive the tax benefits is dependent upon fulfilling such conditions, which may or may not be fulfilled. The benefits discussed in the accompanying statement are not exhaustive.

The Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the Offer.

Further, we give no assurance that the Revenue Authorities / Courts will concur with our views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes.

Opinion

10. In our opinion, the Statement prepared by the Company presents, in all material respects, the possible special tax benefits available as at the date of signing this report, to the Company, its shareholders and material subsidiaries, in accordance with the Indian Income Tax Regulations and the Income Tax regulations of the respective jurisdictions where the material subsidiaries are located as at the date of our report.

Considering the matter referred to in paragraph 9 above, we are unable to express any opinion or provide any assurance as to whether:

(i) The Company or its shareholders or material subsidiaries will continue to obtain the benefits as per the Statement in future; or

(ii) The conditions prescribed for availing the benefits as per the Statement have been/ would be met with.

Restriction on Use

11. This report is addressed to and is provided to enable the Board of Directors of the Company to include this report in the Placement Documents, prepared in connection with the Offering to be filed by the Company with the Securities and Exchange Board of India and the concerned stock exchanges.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No. 001076N/N500013

Huned Contractor
Partner
Membership No.: 41456
UDIN: 21041456AAAABD7526

Date: 12 November 2021
Place: Mumbai

STATEMENT OF POSSIBLE SPECIAL DIRECT TAX BENEFITS AVAILABLE TO ROUTE MOBILE LIMITED, ITS MATERIAL SUBSIDIARIES AND SHAREHOLDERS UNDER THE APPLICABLE DIRECT TAX LAW OF INDIA AND JURISDICTION OF MATERIAL SUBSIDIARIES

We have outlined hereunder certain possible special tax benefits which may be available to Route Mobile Limited (the "Company"), its material subsidiaries and its shareholders under the Income-tax Act, 1961 as amended by the Finance Act, 2021 read along with applicable Income-tax Rules, Circulars and Notifications (hereafter referred to as 'Indian Income Tax Regulations') and Income Tax regulation of the respective jurisdictions where material subsidiaries of the Company are located:

I. Special direct tax benefits available to the Company

(1) As per section 115BAA of the Income-tax Act, 1961 ("the Act"), the Company has an option to pay income tax in respect of its total income at a reduced tax rate of 25.168% (including applicable surcharge and health and education cess) subject to satisfaction of certain conditions with effect from Financial Year 2019-20 (i.e. Assessment Year 2020-21). Such option once exercised shall apply to subsequent assessment years.

In such a case, the Company will not be allowed to claim any of the following deductions / exemptions under the Act:

a) Deduction under the provisions of Section 10AA (deduction for units in Special Economic Zone)

b) Deduction under clause (iia) of sub-section (1) of Section 32 (Additional depreciation)

c) Deduction under Section 32AD or Section 33AB or Section 33ABA (Investment allowance in backward areas, Investment deposit account, site restoration fund)

d) Deduction under sub-clause (ii) or sub-clause (iia) or sub-clause (iii) of sub-section (1) or sub-section (2AA) or subsection (2AB) of Section 35 (Expenditure on scientific research)

e) Deduction under Section 35AD or Section 35CCC (Deduction for specified business, agricultural extension project)

f) Deduction under Section 35CCD (Expenditure on skill development)

g) Deduction under any provisions of Chapter VI-A other than the provisions of Section 80JJAA or Section 80M

h) Deduction under Section 80LA other than deduction applicable to a Unit in the International Financial Services Centre, as referred to in sub-section (1A) of Section 80LA of the Act

i) No set off of any loss carried forward or depreciation from any earlier assessment year, if such loss or depreciation is attributable to any of the deductions referred from clause a) to h) above

j) No set off of any loss or allowance for unabsorbed depreciation deemed so under section 72A, if such loss or depreciation is attributable to any of the deductions referred from clause a) to h) above

Further, it has been clarified vide Circular No. 29 / 2019 dated 2 October 2019 that if a Company opts for concessional income tax rate under Section 115BAA of the Act, then the provisions of Section 115JB relating to Minimum Alternate Tax ("MAT") shall not be applicable.

In this regard, the Company has opted for special tax regime provided under Section 115BAA of the Act and therefore the Company would be eligible for a reduced tax rate of 25.168% (including applicable surcharge and health and education cess) subject to fulfilment of above conditions.

(2) With respective to dividend receivable by the Company from its Subsidiaries and payment of dividend by the Company to its Shareholders, it is pertinent to note the following points

a) Dividend received by an Indian Company from a specified Foreign Company (in which it has shareholding of 26% or more) is taxable at 15% (plus applicable surcharge and health and education cess) as per Section 115BBD of the Act. Dividend received by the Company from its resident Subsidiaries is chargeable to tax at applicable corporate tax rate (i.e. 25.168% including applicable surcharge and health and education cess).

b) As per Section 194 of the Act, the Principal Officer of the Company, before paying any dividend to a resident shareholder, shall deduct tax at the rate of 10%. However, the provisions of Section 194 of the Act are not applicable to following class of shareholders:

   i. An individual shareholder to whom dividend paid or payable in a financial year does not exceed INR 5,000;

   ii. The Life Insurance Corporation of India established under the Life Insurance Corporation Act, 1956 (31 of 1956), in respect of any shares owned by it or in which it has full beneficial interest;

   iii. The General Insurance Corporation of India ("Corporation") or to any of the four companies ("Companies"), formed by virtue of the schemes framed under sub-section (1) of section 16 of the General Insurance Business (Nationalisation) Act, 1972 (57 of 1972), in respect of any shares owned by the Corporation or such Companies or in which the Corporation or such Companies has full beneficial interest;

   iv. Any other insurer in respect of any shares owned by it or in which it has full beneficial interest.

c) As per Section 195 of the Act read with rates for deduction of tax at source as provided in Part II of First Schedule of Finance Act, 2021, dividend payable by the Company to a non-resident shareholder shall be subject to deduction of tax at the rate of 20%. Such tax is required to be withheld by the Company while making payment of dividend, subject to the provisions of the respective Double Tax Avoidance Agreement (tax treaty), as applicable.

d) Further, as per the provisions of Section 80M of the Act, dividend received by the Company from any other domestic company, or a foreign company shall be eligible for deduction while computing its total income for the relevant year. The amount of such deduction would be restricted to the amount of dividend distributed by the Company to its shareholders on or before one month prior to due date of filing of its Income-tax return for the relevant year. Accordingly, in case the Company receives dividend from its Indian and foreign subsidiaries and thereafter distributes dividend to its shareholders within the prescribed time limit then the above-mentioned benefit under Section 80M of the Act shall be available for the Company.

II. Special Tax Benefits available to the Material Subsidiaries of the Company

Route Mobile (UK) Limited and 365Squared Ltd (Malta)

(i) As per Part 1 Chapter 2 of Finance Act 2019 (Corporation tax charge for financial year 2020), corporation tax shall be charged at the rates specified in Part 1 Chapter 7 of the Finance (No.2) Act 2015. The main rate of corporation tax applicable to taxable profits is therefore 19%.

Under CTA09/Part 9A, distribution received by a UK company from a specified subsidiary, UK or foreign, is exempt from UK Corporation Tax.

As per the CTA09/S931E, distribution of the profits falls under the exempt class if the same is paid by the company and that company is controlled / managed / has substantial interest of recipient. The definition of the controlled / managed / has substantial interest is covered ICTA88/S755D of Income and Corporation Taxes Act 1988.

Since Route Mobile (UK) Limited has investments in foreign subsidiaries, it can avail the above-mentioned benefit while receiving dividends from its subsidiaries if the conditions mentioned above are fulfilled.

(ii) Since 1 April 2008 most businesses, regardless of size, have been able to claim Annual Investment

Allowance (AIA) on their expenditure on plant or machinery, up to a specified annual amount each year (subject to certain conditions mentioned below).

- Businesses are able to claim the AIA in respect of their expenditure on both main rate and 'special rate' plant and machinery. There are however certain exceptions, set out in Section 38B of the Capital Allowances Act 2001 (CAA), the main exception being expenditure on cars.

- The AIA is a 100 per cent upfront allowance that applies to qualifying expenditure up to a specified annual limit or cap. Where businesses spend more than the annual limit, any additional qualifying expenditure will attract relief under the normal capital allowances regime, entering either the main rate or the special rate pool, where it will attract writing-down allowances at the main rate or special rate respectively. The applicable AIA is £1,000,000 from January 2019 and up to 31 December 2021.

- From 1 April 2021 to 31 March 2023, companies investing in qualifying new plant and machinery assets will be able to claim:

    ➢ a 130% super-deduction capital allowance on qualifying plant and machinery investments

    ➢ a 50% first year allowance for qualifying special rate assets

(iii) Route Mobile (UK) Limited is a shareholder of a Maltese company, 365squared Ltd.

According to Maltese income tax legislation, Maltese companies are subject to corporate tax at the rate of 35% on their worldwide income and capital gains. Foreign companies incorporated outside Malta carrying out business activities in Malta are liable to tax on income arising in Malta and income (not capital gains) remitted to Malta.

When companies are taxed at the standard rate of 35%, following the distribution of dividends, shareholders are entitled to a refund of part or of all the tax paid by the company. The purpose of this imputation system is to eliminate any double taxation that might arise on the distribution of such dividends. Thus, company profits will only be subject to tax at corporate level and not at a shareholder level.

Accordingly, Route Mobile (UK) Limited, being shareholder of 365squared Ltd (Maltese company), is entitled to the refund of the tax paid by 365squared Ltd following the distribution of the dividend.

Routesms Solutions FZE (UAE)

According to the Dubai Income Tax Ordinance of 1969 and the Dubai Income Tax Decree and its amendment in 1970, no profit is subject to Corporate Income Tax except the profit earned by branches of Foreign Banks and Corporates in Oil and Gas producing industry. Thus, there is no direct tax applicable to Routesms Solutions FZE.

III. Special direct tax benefits available to the Shareholders of the Company

(1) Dividend income is taxable for the shareholders in their hands as per the applicable tax rates. However, in case of a domestic corporate shareholder, deduction under Section 80M of the Act would be available subject to fulfilment of conditions mentioned in Section 80M of the Act (as mentioned above). Further, in case of shareholders who are Individuals, Hindu Undivided Family, Association of Persons and Body of Individuals (whether incorporated or not) and every Artificial Juridical Person surcharge would be restricted to 15%, irrespective of the amount of dividend received during the year.

(2) As per Section 112A of the Act, long-term capital gains (in excess of INR 1,00,000) arising from transfer of listed equity shares shall be taxable at the rate of 10% (plus applicable surcharge and cess) without indexation subject to fulfilment of the prescribed conditions under the Act as well as Notification No. 60/2018/F. No. 370142/9/2017-TPL dated 01 October 2018.

(3) As per Section 111A of the Act, short-term capital gains arising from transfer of listed equity shares shall be taxable at the rate of 15% (plus applicable surcharge and cess) subject to fulfilment of the prescribed conditions under the Act.

(4) Non-resident shareholders may be entitled to further benefits, if any, available under the applicable Double Tax Avoidance Agreement read with the provisions of the Multilateral Instruments, if any, between India and the country in which the non-resident shareholder is tax resident.

Notes:

1) These special direct tax benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the Company or its shareholders may or may not choose to fulfil.

2) The special direct tax benefits discussed in the Statement are not exhaustive and is only intended to provide general information to the investors and hence, is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue.

3) The Statement has been prepared on the basis that the shares of the Company are to be listed on a recognized stock exchange in India and the Company will be issuing equity shares.

4) The Statement is prepared on the basis of information available with the Management of the Company and there is no assurance that:

   i. the Company or its shareholders will continue to obtain these benefits in future;

   ii. the conditions prescribed for availing the benefits have been/ would be met with; and

   iii. the revenue authorities/courts will concur with the view expressed herein.

5) This Annexure covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefits under any other law.

6) In respect of non-resident shareholders, the tax rates and consequent taxation will be further subject to any benefits available under the relevant Double Tax Avoidance Agreement(s), if any, between India and the country in which the non-resident has fiscal domicile.

7) No assurance is provided that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.

For and on behalf of Route Mobile Limited

Sandipkumar Gupta
Director

Place: Mumbai
Date: 12 November 2021

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO ROUTE MOBILE LIMITED, ITS MATERIAL SUBSIDIARIES AND SHAREHOLDERS OF THE COMPANY UNDER THE APPLICABLE INDIRECT TAX REGULATIONS IN INDIA AND IN RESPECTIVE COUNTRIES (IN THE CASE OF MATERIAL SUBSIDIARIES LOCATED OUTSIDE INDIA)

To,
The Board of Directors
Route Mobile Limited
3rd Floor, 4th Dimension
Rajan Pada, Mindspace
Malad (West)
Mumbai — 400 064

Sub: Statement of possible Special tax benefit ('the Statement') available to Route Mobile Limited ("Company" or "Issuer"), its Material Subsidiaries and the shareholders of the Company prepared to comply with the requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the 'SEBI ICDR Regulations').

1. This report is issued in accordance with the terms of our engagement letter dated 18 October 2021.

2. The accompanying Statement of Possible Tax Benefits available to the Company and its Shareholders and material subsidiaries (hereinafter referred to as "the Statement") under the Central Goods and Services Tax Act, 2017, Integrated Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017, Customs Act, 1962, Customs Tariff Act, 1975 as amended, including the relevant rules, notifications and circulars issued there under, the Foreign Trade (Development and Regulation) Act, 1992 (read with Foreign Trade Policy 2015-20) as well as Indirect tax laws in respective countries (in the case of Material subsidiaries situated outside India) (collectively referred as "Indirect Tax Regulations") has been prepared by the management of the Company in connection with the proposed Offer, which we have initialed for identification purposes.

3. With respect to the special tax benefits in the overseas jurisdictions in the case of Material Subsidiaries listed below, we have relied upon the Management Representation and confirmation received from the Tax Advisors of the respective Material Subsidiary of the Company as the case may be, as listed in **Annexure I.**

4. Following are the Material Subsidiaries as identified by the Company-

Material Subsidiaries

- Route Mobile (UK) Limited
- 365squared Ltd
- Routesms Solutions FZE

Management's Responsibility

5. The preparation of this Statement as of the date of our report which is to be included in the Placement Document is the responsibility of the management of the Company and has been approved by the Fund Raising Committee of the Board of Directors of the Company at its meeting held on 12 November 2021 for the purpose set out in paragraph 12 below.

   The management's responsibility includes designing, implementing and maintaining internal control relevant to the preparation and presentation of the Statement, and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances. The Management is also responsible for identifying and ensuring that the Company complies with the laws and regulations applicable to its activities

Auditor's Responsibility

6. Our work has been carried out in accordance with Standards on Auditing, the 'Guidance Note on Reports or Certificates for Special Purposes (Revised 2016)' and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India.

7. Pursuant to the SEBI ICDR Regulations and the Companies Act 2013 ('Act'), it is our responsibility to report whether the Statement prepared by the Company, presents, in all material respects, the possible special tax benefits available as of 12 November 2021 to the Company, the shareholders and material subsidiaries of the Company, in accordance with the Indirect Tax Regulations as at the date of our report.

8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Performs Audits and Reviews of Historical Financial information and Other Assurance and Related Services Engagements.

9. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act and the Regulations in connection with the Offering.

Inherent Limitations

10. We draw attention to the fact that the Statement includes certain inherent limitations that can influence the reliability of the information.

    Several of the benefits mentioned in the accompanying statement are dependent on the Company or its shareholders or material subsidiaries fulfilling the conditions prescribed under the relevant provisions of the tax laws. Hence, the ability of the Company or its shareholders or material subsidiaries to derive the tax benefits is dependent upon fulfilling such conditions, which may or may not be fulfilled. The benefits discussed in the accompanying statement are not exhaustive.

    The Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the Issue.

    Further, we give no assurance that the Revenue Authorities/ Courts will concur with our views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes**.**

Opinion

11. In our opinion, the Statement prepared by the Company presents, in all material respects, the possible special tax benefits available as of 12 November 2021, to the Company and it's shareholders and material subsidiaries, in accordance with the Indirect Tax Regulations as at the date of our report.

    Considering the matter referred to in paragraph 10 above, we are unable to express any opinion or provide any assurance as to whether:

    (i) The Company or its shareholders or material subsidiaries will continue to obtain the benefits per the Statement in future; or

    (ii) The conditions prescribed for availing the benefits per the Statement have been/ would be met with.

Restriction on Use

12. This report is addressed to and is provided to enable the Board of Directors of the Company to include this report in the Placement Document, prepared in connection with the Offering to be filed by the Company with the Securities and Exchange Board of India and the concerned stock exchanges. .

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No. 001076N/N500013

Huned Contractor
Partner

Membership No.: 41456
UDIN: 21041456AAAABE6754

Date: 12 November 2021
Place: Mumbai

ANNEXURE I

With respect to the special tax benefits in the overseas jurisdictions in the case of 3 Material Subsidiaries listed below, we have relied upon the Management Representation and confirmation received from the Tax Advisors of the respective Material Subsidiary or Branch of the Company as the case may be whose names are as under:

Sr. No.	Name of the Material Subsidiary including overseas subsidiary	Nature of the Entity	Overseas Jurisdiction	Overseas Tax Advisors of the Company
1.	Route Mobile (UK) Limited	Material Overseas Subsidiary	United Kingdom	Reddy Siddiqui LLP
2.	365squared Ltd	Material Overseas Subsidiary	Malta	Zampa Debattista
3.	Routesms Solutions FZE	Material Overseas Subsidiary	Dubai	Tamim Chartered Accountants

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO ROUTE MOBILE LIMITED, ITS MATERIAL SUBSIDIARIES AND SHAREHOLDERS OF THE COMPANY UNDER THE APPLICABLE INDIRECT TAX LAWS IN INDIA AND IN RESPECTIVE COUNTRIES (IN THE CASE OF MATERIAL SUBSIDIARIES)

Benefits available to Route Mobile Limited including (*formerly known as Routesms Solutions Limited*) ('the Company') its Material Subsidiaries – viz. (i) Route Mobile (UK) Limited – UK; (ii) 365squared Ltd – Malta; and (iii) Routesms Solutions FZE – UAE; and the Shareholders of the Company under the Central Goods and Services Tax Act, 2017, Integrated Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017, Goods and Services Tax (Compensation to States) Act, 2017, Custom Act, 1962, Customs Tariff Act, 1975 as amended, including the relevant rules, notifications and circulars issued there under, the Foreign Trade (Development and Regulation) Act, 1992 (read with Foreign Trade Policy 2015-20) as well as indirect tax laws in respective countries (in the case of Material subsidiaries situated outside India) are as under (collectively referred as "Indirect Tax Regulations").

1. <u>Special Tax Benefits available to the Company</u>

The Company is engaged in providing enterprise messaging services to their customers in India which attract GST at the prescribed rates.

Further, the Company is also engaged in Export of services and special tax benefit which the Company is availing in this regard, is exporting these services without payment of tax under a Letter of Undertaking ('LUT') and obtains refund of unutilized input tax credit.

Apart from the above, none of any special Indirect tax benefits are available to the Company under the Indirect Tax Regulations in India.

2. <u>Special Tax Benefits available to the Material Subsidiaries of the Company</u>

I. <u>Route Mobile (UK) Limited</u>

There are no special Indirect tax benefits available to Route Mobile (UK) Limited in United Kingdom.

II. <u>365squared Ltd</u>

According to provisions of VAT in Malta and rules of place of supply and reverse charge, on supply of services made to the member of the European union state upon submission of the VAT number, no VAT will be charged as per the Reverse Charge Rule.

The amount of excess credit of a person registered under article 10 for a tax period shall, to the extent that it is not set off against any amount due by that person to the commissioner in accordance article 21(1), be a refund payable to that person.

Accordingly, 365squared Ltd (step down subsidiary) is supplying the services to European member state on which VAT is not chargeable. As result thereof, Company does not have output tax liability to set off against any input tax credit and hence the same has been refunded to the company by the Malta government upon filing of the quarterly VAT return.

III. <u>Routesms Solutions FZE</u>

VAT is applicable with effect from 1 January 2018 in Dubai and the same is applicable to the Routesms Solutions FZE at the prescribed rate.

Further, Routesms Solutions FZE is also entitled to avail eligible input tax credit of the VAT paid on the corresponding purchases which can be utilized against the output liability.

Apart from above, there are no special Indirect tax benefits available to Routesms Solutions FZE in Dubai.

3. **<u>Special Tax Benefits available to the Shareholders of the Company</u>**

The shareholders of the Company are not required to discharge any GST on transaction in securities of the Company. Securities are excluded from the definition of Goods as defined u/s 2(52) of the Central Goods and Services Tax Act, 2017 as well from the definition of Services as defined u/s 2(102) of the Central Goods and Services Tax Act, 2017.

Apart from above, the shareholders of the Company are not eligible to special tax benefits under the provisions of the Customs Tariff Act, 1975 and/or Central Goods Services Tax Act, 2017, Integrated Goods and Services Tax Act, 2017, respective Union Territory Goods and Services Tax Act, 2017 respective State Goods and Services Tax Act, 2017, Goods and Services Tax (Compensation to States) Act, 2017 including the relevant rules, notifications and circulars issued there under as well as the Foreign Trade (Development and Regulation) Act, 1992 (read with Foreign Trade Policy 2015-20).

Note:

1. These special tax benefits are dependent on the Company or its shareholders or material subsidiaries fulfilling the conditions prescribed under the relevant provisions of the Indirect Tax Regulations. Hence, the ability of the Company or its shareholders or material subsidiaries to derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the Company or its shareholders or material subsidiaries may or may not choose to fulfil.

2. The special tax benefits discussed in the Statement are not exhaustive and is only intended to provide general information to the investors and hence, is neither designed nor intended to be a substitute for a professional tax advice. In view of the individual nature of the tax consequences aid the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue.

3. The Statement has been prepared on the basis that the shares of the Company are listed on a recognized stock exchange in India and the Company will be issuing shares.

4. The Statement is prepared on the basis of information available with the Management of the Company and there is no assurance that:

    i. The Company or its shareholders or material subsidiaries will continue to obtain these benefits in future;

    ii. The conditions prescribed for availing the benefits have been/ would be met with; and

    iii. The revenue authorities/courts will concur with the view expressed herein.

(This space has been kept blank intentionally)

5. The above views are basis the existing provisions of law and its interpretation, which are subject to change from time to time.

For and on behalf of Route Mobile Limited

(Authorised Signatory)

Place: Mumbai

Date: 12 November 2021

LEGAL PROCEEDINGS

Our Company and Subsidiaries are involved in certain legal proceedings from time to time, which are primarily in the nature of civil suits, tax disputes and petitions pending before various authorities.

*As on date of this Placement Document, except as disclosed below, there are no outstanding legal proceedings which have been considered material in accordance with our Company's policy in relation to disclosure of material events framed in accordance with Regulation 30 of the SEBI Listing Regulations. Solely for the purpose of the Issue, in accordance with the resolution passed by the Fund Raising Committee on November 8, 2021, the following legal proceedings have been additionally disclosed in this section: (i) all outstanding criminal proceedings against our Company, our Subsidiaries and our Directors; (ii) all outstanding actions by statutory and regulatory authorities involving our Company, our Subsidiaries and our Directors along with any show cause notices received from any statutory or regulatory authority; (iii) all outstanding civil proceedings involving our Company and our Subsidiaries, which involve an amount equivalent to or above ₹ 26.55 million ("**Materiality Threshold**"); (iv) any other outstanding civil cases involving our Company and Subsidiaries wherein a monetary liability is not determinable or quantifiable, and in respect of matters where the monetary liability does not exceed an amount equivalent to or above or which does not exceed the Materiality Threshold, and the outcome of such litigation could have a material adverse effect on the financial position, business, operations, prospects or reputation of the Company; and (v) all claims related to direct and indirect taxes involving the Company and Subsidiaries to be disclosed in a consolidated manner, giving the number of cases and total amount.*

Further, as on the date of this Placement Document, other than as disclosed in this section: (i) there is no litigation or regulatory action pending or taken by any ministry or department of the government or a statutory authority against our Promoters during the last three years immediately preceding the year of this Placement Document and no directions have been issued by such ministry or department of statutory authority upon conclusion of such litigation or legal action; (ii) there are no inquiries, inspections or investigations initiated or conducted under the Companies Act, 2013 or the Companies Act, 1956 in the last three years immediately preceding the year of this Placement Document for our Company and our Subsidiaries, and no prosecutions filed (whether pending or not), fines imposed, compounding of offences in the last three years immediately preceding the year of this Placement Document for our Company and Subsidiaries; (iii) there are no defaults by our Company in the repayment of statutory dues, dues payable to instrument holders like holders of any debentures and interest thereon, in respect of deposits and interests thereon, or in repayment of any loan obtained from any bank or financial institution and interest thereon, as of the date of this Placement document; (iv) there are no material frauds committed against our Company in the last three years; (v) there are no defaults in annual filings of our Company under the Companies Act, 2013 and the rules made thereunder; (vi) there are no significant and material orders passed by the regulators, courts and tribunals impacting the going concern status of our Company and its future operations; and (vii) there are no reservations, qualifications or adverse remarks of our auditors in their respective reports on our audited financial statements for the last five Fiscals preceding the date of this Placement Document.

Further, any pre-litigation notices from third parties received by our Company and Subsidiaries (excluding those notices issued by statutory/regulatory/tax authorities) shall, unless otherwise decided by the Board of Directors, not be considered as material until such time that the parties, as applicable, is impleaded as defendant in litigation proceedings before any judicial forum.

A. Litigation involving our Company

Outstanding criminal proceedings involving our Company

Criminal proceedings initiated against our Company

As on the date of this Placement Document, there are no outstanding criminal proceedings against our Company.

Criminal proceedings initiated by our Company

As on the date of this Placement Document, there are no outstanding criminal proceedings by our Company.

Tax proceedings involving our Company

The consolidated details of tax proceedings involving our Company are as follows:

Nature	Number of cases	Amounts involved (in ₹ million)
Direct tax	16	203.94
Indirect tax	5	367.00

Other outstanding litigation involving our Company

Civil litigations initiated against our Company

As on the date of this Placement Document, there are no material civil proceedings against our Company.

Civil litigations initiated by our Company

As on the date of this Placement Document, there are no material civil proceedings by our Company.

Pending action by regulatory or statutory authority involving our Company

1. Notice dated March 16, 2013 issued by Cyber Police Station, Crime Branch, C.I.D., Mumbai

Notice dated March 16, 2013 addressed to Rajdipkumar Gupta, was received by our Company from Cyber Police Station, Crime Branch, C.I.D., Mumbai, asking him to be present before the officers for conducting investigation into a matter of bulk sms on March 18, 2013 sent by one of our customer through our platform. Further, another notice was sent after 5 years dated January 5, 2018, demanding attendance of our Director at Cyber Police Station, Bandra (Bandra Kurla Complex), for further inquiry into the same matter along with necessary evidence and documents relating to bulk sms on January 8, 2018. Our Company and our Directors have not received any further notice or communication in this regard.

2. Notice dated June 4, 2019 and August 13, 2019 issued by Assistant Director, Directorate of Enforcement, Mumbai Zonal Office – I, Mumbai

Notices bearing no. F.No: T-3/250-MBZO-I/2019 – 9098 and F.No: T-3/250-MBZO-I/2019/DDN-10144 dated June 4, 2019 and August 13, 2019, respectively, was received by our Company from Assistant Director, Directorate of Enforcement, Mumbai Zonal Office – I, Mumbai ("**Department**") under section 37 of the Foreign Exchange Management Act, 1999 read with Section 133(6) of the Income-tax Act, 1961 to furnish certain documents for the purpose of investigation under Foreign Exchange Management Act, 1999 for examination of the Department for certain overseas direct investments made by our Company from 2011-2017. Further, our Company has furnished the required information to the Department on June 11, 2019, August 27, 2019, November 19, 2019 and November 28, 2019. Subsequently, there is no further communication with the Department.

B. Litigation involving our Subsidiaries

Outstanding criminal proceedings involving our Subsidiaries

Criminal proceedings initiated against our Subsidiaries

As on the date of this Placement Document, there are no outstanding criminal proceedings against our Subsidiaries.

Criminal proceedings initiated by our Subsidiaries

As on the date of this Placement Document, there are no outstanding criminal proceedings by our Subsidiaries.

Tax proceedings involving our Subsidiaries

The consolidated details of tax proceedings involving our Subsidiaries are as follows:

Nature	Number of cases	Amounts involved (in ₹ million)
Direct tax	6	0.94
Indirect tax	3	256.75

Other outstanding litigation involving our Subsidiaries

Civil litigations initiated against our Subsidiaries

As on the date of this Placement Document, there are no material outstanding civil litigation against our Subsidiaries.

Civil litigations initiated by our Subsidiaries

As on the date of this Placement Document, there are no material outstanding civil litigation initiated by our Subsidiaries.

Pending action by statutory or regulatory authorities against our Subsidiaries

As on the date of this Placement Document, there are no pending actions by statutory or regulatory authorities against our Subsidiaries.

C. Litigation involving our Directors

Outstanding criminal proceedings involving our Directors

Criminal proceedings against our Directors

As on the date of this Placement Document, there are no outstanding criminal proceedings against our Directors.

Criminal proceedings initiated by our Directors

As on the date of this Placement Document, there are no outstanding criminal proceedings initiated by our Directors.

Tax proceedings involving our Directors

The consolidated details of tax proceedings involving our Directors are as follows:

Nature	Number of cases	Amounts involved (in ₹ million)
Direct tax	-	-
Indirect tax	-	-

Other outstanding litigation involving our Directors

Civil litigations initiated against our Directors

As on the date of this Placement Document, there are no material outstanding civil litigations initiated against our Directors.

Civil litigations initiated by our Directors

As on the date of this Placement Document, there are no material outstanding civil litigations initiated by our Directors.

Pending action by statutory or regulatory authorities against our Directors

SEBI has issued a summons under section 11(2)(ia) and 11(C)(3) of the Securities and Exchange Board of India Act, 1992 dated January 18, 2018 to Chandrakant Gupta (proprietor of Spectrum Technologies) for production of information and for co-operation in investigation in the case of Sai Baba Investment and Commercial Enterprises Limited ("**Summon**"). The Summon was served for investigating SMS's sent, by Sai Baba Investment and Commercial Enterprises Limited, to investors to purchase stocks of certain listed entities and thus causing fluctuations in the share price. It was alleged that the bulk SMSs were sent by various entities through telemarketers and telecom services providers. The Summon required provision of information to SEBI to facilitate further investigation in the matter. Further, the Summon was replied to, vide an email dated January 29, 2018. As on the date of this Placement

Document, the SEBI investigation is still pending, however there is no further communication with SEBI in this matter.

D. Litigation involving our Promoters

Outstanding criminal proceedings involving our Promoters

Criminal proceedings against our Promoters

As on the date of this Placement Document, there are no outstanding criminal proceedings against our Promoters.

Criminal proceedings initiated by our Promoters

As on the date of this Placement Document, there are no outstanding criminal proceedings initiated by our Promoters.

Other outstanding litigation involving our Promoters

Civil litigations against our Promoters

As on the date of this Placement Document, there are no material outstanding civil litigations initiated against our Promoters.

Civil litigations initiated by our Promoters

As on the date of this Placement Document, there are no material outstanding civil litigations initiated by our Promoters.

Pending action by statutory or regulatory authorities against our Promoters

As on the date of this Placement Document, there are no pending actions by statutory or regulatory authorities against our Promoters.

Litigation or legal action pending or taken by any Ministry or Department of the Government or a statutory authority against our Promoters during the last three years

There are no litigation or legal actions pending or taken by any ministry or department of the government or any statutory authority and there are no directions issued by such ministry or department of the government or statutory authority upon conclusion of such litigation or legal action against our Promoters during the last three years immediately preceding the year of the issue of this Placement Document.

E. Inquiries, inspections, or investigations under the Companies Act initiated or conducted in the last three years

There have been no inquiries, inspections or investigations initiated or conducted against our Company or our Subsidiaries under the Companies Act, 1956 or the Companies Act, 2013 in the last three years immediately preceding the year of issue of this Placement Document, nor have there been any prosecutions filed (whether pending or not), fines imposed, compounding of offences in the last three years immediately preceding the year of this Placement Document involving our Company or our Subsidiaries.

F. Details of acts of material frauds committed against our Company in the last three years, if any, and if so, the action taken by our Company

There have been no material frauds committed against our Company in the last three years preceding the date of this Placement Document.

G. Details of default, if any, including therein the amount involved, duration of default and present status, in repayment of statutory dues; debentures and interests thereon; deposits and interest thereon; and loan from any bank or financial institution and interest thereon

As on the date of this Placement Document, our Company has no outstanding defaults in repayment of undisputed statutory dues, dues payable to holders of any debentures and interest thereon, deposits and interest thereon and loans and interest thereon from any bank or financial institution.

H. Details of defaults in annual filing of our Company under the Companies Act, 2013 and the rules made thereunder

As on the date of this Placement Document, our Company has not made any default in filings of our Company under the Companies Act, 2013 and the rules made thereunder.

I. Details of significant and material orders passed by the regulators, courts and tribunals impacting the going concern status of our Company and its future operations

There are no significant and material orders passed by the regulators, courts and tribunals impacting the going concern status of our Company and its future operations.

J. Reservations, qualifications or adverse remarks of auditors in the last five Fiscals immediately preceding the year of issue of this Placement Document and their impact on the financial statements and financial positions of our Company and the corrective steps taken and proposed to be taken by our Company for each of the said reservations or qualifications or adverse remarks

There are no reservations, qualifications or adverse remarks of our auditors in their respective reports on our audited financial statements for the last five Fiscals preceding the date of this Placement Document, except the matter of emphasis as mentioned in "***Management's Discussion on Financial Condition and Results of Operations – Auditor's Observations***" on page 109.

OUR STATUTORY AUDITORS

In terms of the provisions of Section 139 of the Companies Act, 2013, Walker Chandiok & Co LLP, Chartered Accountants, were appointed as our Company's Statutory Auditors pursuant to a resolution adopted by our Shareholders at the annual general meeting held on August 5, 2021, for a period of five years.

Walker Chandiok & Co LLP, Chartered Accountants, have performed limited review of the Statement of Unaudited Standalone Financial Results and the Unaudited Consolidated Financial Results for the six months ended September 30, 2021 and have issued a review report dated October 18, 2021, thereon, which is included in this Placement Document in "***Financial Information***" on page 228. Walker Chandiok & Co LLP, Chartered Accountants, have also audited the Audited Consolidated Financial Statements for Fiscal 2021, Fiscal 2020 and Fiscal 2019 and their audit reports on those financial statements are included in this Placement Document in "***Financial Information***" on page 228.

FINANCIAL INFORMATION

Financial Statement	Page Number
Unaudited Consolidated Financial Results and Statement of Unaudited Standalone Financial Results	F-1 to F-16
Fiscal 2021 Audited Consolidated Financial Statements	F-17 to F-87
Fiscal 2020 Audited Consolidated Financial Statements	F-88 to F-156
Fiscal 2019 Audited Consolidated Financial Statements	F-157 to F-225

Independent Auditor's Review Report on Consolidated Unaudited Quarterly Financial Results and Year to Date Results of the Company pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)

To the Board of Directors of Route Mobile Limited

1. We have reviewed the accompanying statement of unaudited consolidated financial results ('the Statement') of **Route Mobile Limited** ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group'), (refer Annexure 1 for the list of subsidiaries included in the Statement) for the quarter ended 30 September 2021 and the consolidated year to date results for the period 1 April 2021 to 30 September 2021, being submitted by the Holding Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), including relevant circulars issued by the SEBI from time to time.

2. This Statement, which is the responsibility of the Holding Company's Management and approved by the Holding Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, Interim Financial Reporting ('Ind AS 34'), prescribed under Section 133 of the Companies Act, 2013 ('the Act'), and other accounting principles generally accepted in India and is in compliance with the presentation and disclosure requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), including relevant circulars issued by the SEBI from time to time. Our responsibility is to express a conclusion on the Statement based on our review.

3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity, issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with the Standards on Auditing specified under Section 143(10) of the Act, and consequently, does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

   We also performed procedures in accordance with the SEBI Circular CIR/CFD/CMD1/44/2019 dated 29 March 2019 issued by the SEBI under Regulation 33(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), to the extent applicable.

4. Based on our review conducted and procedures performed as stated in paragraph 3 above and upon consideration of the review reports of the other auditors referred to in paragraph 6 below, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in Ind AS 34, prescribed under Section 133 of the Act, and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), including the manner in which it is to be disclosed, or that it contains any material misstatement.

5. **Emphasis of Matter**
   We draw attention to Note 8 to the accompanying Statement wherein it is stated that Department of Revenue of the Ministry of Finance, Government of India, has requested the Holding Company to pay the goods and services tax in accordance with the reverse charge mechanism under Integrated Goods and Services Tax (IGST) Act, 2017 of ₹ 3,301.85 lakhs (excluding interest) for the period from July 2017 to March 2019 on the purchases of messages from its foreign vendors and sale to its overseas customers. Based on the legal opinion obtained, the management is of the view that the aforementioned services are not chargeable to goods and services tax and accordingly, no consequential adjustments have been made in the accompanying Statement. Our conclusion is not modified in respect of this matter.

6. We did not review the interim financial results / interim consolidated financial results of 11 subsidiaries included in the Statement, whose interim financial results / interim consolidated financial results reflect total assets of ₹ 34,753.37 lakhs as at 30 September 2021 and total revenues of ₹ 12,925.41 lakhs and ₹ 25,186.87 lakhs, total net profit after tax of ₹ 1,578.62 lakhs and ₹ 2,555.87 lakhs, total comprehensive income of ₹ 1,578.62 lakhs and ₹ 2,555.87 lakhs, for the quarter and six months period ended 30 September 2021, respectively, and cash flows (net) of ₹ 7,238.67 lakhs for the six months period ended 30 September 2021, as considered in the Statement. These interim financial results / interim consolidated financial results have been reviewed by other auditors whose review reports have been furnished to us by the management, and our conclusion in so far as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on the review reports of such other auditors and the procedures performed by us as stated in paragraph 3 above.

   Further, of these subsidiaries, there are three subsidiaries located outside India, whose interim financial results / interim consolidated financial results have been prepared in accordance with accounting principles generally accepted in their respective countries and which have been reviewed by other auditors under International Standards on Review Engagements (ISRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity. The Holding Company's management has converted the interim financial results / interim consolidated financial results of such subsidiaries from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We have reviewed these conversion adjustments made by the Holding Company's management. Our conclusion in so far as it relates to the balances and affairs of these subsidiaries is based on the review reports of other auditors and the conversion adjustments prepared by the management of the Holding Company and reviewed by us.

   Our conclusion is not modified in respect of these matters with respect to our reliance on the work done by and the reports of the other auditors.

7. The Statement includes the interim financial information of nine subsidiaries, which have not been reviewed by their auditors, whose interim financial information reflect total assets of ₹ 181.29 lakhs as at 30 September 2021, and total revenues of ₹ 29.16 lakhs and ₹ 42.46 lakhs, net loss after tax of ₹ 37.14 lakhs and ₹ 58.72 lakhs, total comprehensive loss of ₹ 37.14 lakhs and ₹ 58.72 lakhs for the quarter and six months period ended 30 September 2021, respectively, and cash flows (net) of ₹ 4.17 lakhs for the six months period ended 30 September 2021, as considered in the Statement. Our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, are based solely on such unreviewed interim financial information. According to the information and explanations given to us by the management, these interim financial information are not material to the Group.

   Our conclusion is not modified in respect of this matter with respect to our reliance on the financial information certified by the Board of Directors.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No: 001076N/N500013

Bharat Shetty
Partner
Membership No. 106815

UDIN: 21106815AAAADN7337

Place : Mumbai
Date : 18 October 2021

Annexure 1

List of entities included in the Statement

Route Ledger Technologies Private Limited (Formerly known as Sphere Edge Consulting (India) Private Limited)
Start Corp India Private Limited
Send Clean Private Limited (Formerly known as Cellent Technologies (India) Private Limited)
Route Connect Private Limited
Call 2 Connect India Private Limited
RouteSMS Solutions FZE (Consolidated)
RouteSMS Solutions Nigeria Ltd
Route Mobile Pte. Ltd.- Singapore
Route Mobile Arabia Telecom (w.e.f. 12 September 2021)
Route Mobile (UK) Limited
365squared Limited
Route Connect (Kenya) Limited
Route Mobile (Bangladesh) Limited
Route Mobile (Nepal) Private Limited
Route Mobile Lanka (Private) Limited
Route Mobile (Uganda) Ltd
Route Mobile Limited (Ghana)
Route Mobile Malta Limited
Route Mobile INC.
Route SMS Solutions Zambia Limited
Send Clean INC. (w.e.f. 7 July 2021)
PT Route Mobile Indonesia

A. STATEMENT OF CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND HALF YEAR ENDED 30 SEPTEMBER 2021

(₹ in lakhs)

Sr. No.	Particulars	Quarter ended			Half year ended		Year ended
		30.09.2021 (Unaudited)	30.06.2021 (Unaudited)	30.09.2020 (Unaudited)	30.09.2021 (Unaudited)	30.09.2020 (Unaudited)	31.03.2021 (Audited)
1	**Revenue**						
	Revenue from operations	43,567.11	37,752.11	34,927.72	81,319.22	65,889.14	140,617.48
	Other income	244.77	446.74	522.73	691.51	790.95	1,597.92
	Total income	**43,811.88**	**38,198.85**	**35,450.45**	**82,010.73**	**66,680.09**	**142,215.40**
2	**Expenses**						
	Purchases of messaging services	34,342.61	30,062.91	28,128.07	64,405.52	53,069.89	112,905.00
	Employee benefits expense	2,142.34	1,957.59	1,457.08	4,099.93	2,760.51	6,149.31
	Finance costs	67.03	47.54	87.97	114.57	186.86	275.59
	Depreciation and amortisation expense	736.38	657.14	680.59	1,393.52	1,282.95	2,575.49
	Other expenses	1,482.04	1,180.74	1,159.83	2,662.78	2,114.16	4,156.44
	Total expenses	**38,770.40**	**33,905.92**	**31,513.54**	**72,676.32**	**59,414.37**	**126,061.83**
3	**Profit before tax (1-2)**	**5,041.48**	**4,292.93**	**3,936.91**	**9,334.41**	**7,265.72**	**16,153.57**
4	**Tax expense**						
	Current tax	853.66	746.89	801.47	1,600.55	1,320.09	2,977.92
	Deferred tax (credit)/charge	(19.10)	113.61	(136.57)	94.51	(19.89)	(99.37)
		834.56	860.50	664.90	1,695.06	1,300.20	2,878.55
5	**Profit for the period (3-4)**	**4,206.92**	**3,432.43**	**3,272.01**	**7,639.35**	**5,965.52**	**13,275.02**
6	**Other comprehensive income**						
	(i) (a) Items that will not be reclassified to profit or loss	(3.18)	(3.19)	(5.03)	(6.37)	(10.06)	(10.06)
	(b) Tax (expense) / benefit on items that will not be reclassified to profit or loss	0.80	0.80	1.26	1.60	2.53	3.21
	(ii) (a) Items that will be reclassified to profit or loss	(166.48)	371.19	(377.64)	204.71	(417.50)	136.58
	(b) Tax (expense) / benefit on items that will be reclassified to profit or loss	-	-	-	-	-	-
	Total other comprehensive income (net of tax)	(168.86)	368.80	(381.41)	199.94	(425.03)	129.73
7	**Total comprehensive income for the period (5+6)**	**4,038.06**	**3,801.23**	**2,890.60**	**7,839.29**	**5,540.49**	**13,404.75**
8	**Profit attributable to:**						
	Owners of the Holding Company	4,217.13	3,382.14	3,287.06	7,599.27	5,995.93	13,332.02
	Non-controlling interest	(10.21)	50.29	(15.05)	40.08	(30.41)	(57.00)
	Other comprehensive income attributable to:						
	Owners of the Holding Company	(171.78)	421.83	(387.57)	250.05	(430.77)	122.00
	Non-controlling interest	2.92	(53.03)	6.16	(50.11)	5.74	7.73
	Total comprehensive income attributable to:						
	Owners of the Holding Company	4,045.35	3,803.97	2,899.49	7,849.32	5,565.16	13,454.02
	Non-controlling interest	(7.29)	(2.74)	(8.89)	(10.03)	(24.67)	(49.27)
9	Paid-up equity share capital (face value of ₹ 10/- each)	5,791.27	5,771.36	5,685.71	5,791.27	5,685.71	5,771.36
10	Other equity (excluding revaluation reserve ₹ Nil)						59,440.74
11	Earnings per share (face value of ₹ 10/- each) (not annualised) (₹)						
	Basic (in ₹)	7.29	5.86	6.46	13.15	11.88	24.76
	Diluted (in ₹)	7.16	5.73	6.46	12.89	11.88	24.23

B. SEGMENT RESULT FOR THE QUARTER ENDED AND SIX MONTHS ENDED 30 SEPTEMBER 2021

(₹ in lakhs)

Particulars	Quarter ended			Half year ended		Year ended
	30.09.2021 (Unaudited)	30.06.2021 (Unaudited)	30.09.2020 (Unaudited)	30.09.2021 (Unaudited)	30.09.2020 (Unaudited)	31.03.2021 (Audited)
Segment revenue						
-India	10,590.73	9,390.52	12,700.81	19,981.25	25,809.06	53,032.79
-Dubai	6,376.86	4,278.50	4,410.72	10,655.36	8,973.88	18,180.02
-United Kingdom	29,185.00	26,065.62	24,340.32	55,250.62	45,007.89	94,977.32
-Nigeria	2,933.60	3,191.87	2,408.29	6,125.47	4,342.94	10,697.72
-Others	1,055.32	877.80	1,552.34	1,933.12	3,492.19	5,271.75
-Inter-segment revenue	(6,574.40)	(6,052.20)	(10,484.76)	(12,626.60)	(21,736.82)	(41,542.12)
Total Revenue from operations	**43,567.11**	**37,752.11**	**34,927.72**	**81,319.22**	**65,889.14**	**140,617.48**
Segment Results						
-India	492.69	43.56	112.59	536.25	956.21	2,467.92
-Dubai	873.90	358.12	143.37	1,232.02	484.42	1,842.97
-United Kingdom	2,918.60	2,867.28	2,781.59	5,785.88	4,154.40	8,240.10
-Nigeria	346.40	294.26	204.14	640.66	395.25	1,192.31
-Others	231.86	325.68	197.42	557.54	605.49	1,074.02
-Inter-segment revenue	0.29	4.83	63.04	5.12	65.86	13.92
Segment results before other income, finance costs and tax	**4,863.74**	**3,893.73**	**3,502.15**	**8,757.47**	**6,661.63**	**14,831.24**
Add : Other income	244.77	446.74	522.73	691.51	790.95	1,597.92
Less : Finance costs	67.03	47.54	87.97	114.57	186.86	275.59
Profit before tax	**5,041.48**	**4,292.93**	**3,936.91**	**9,334.41**	**7,265.72**	**16,153.57**
Segment assets (including of Non controlling interest (NCI))						
-India	50,744.70	60,813.63	65,987.30	50,744.70	65,987.30	65,726.75
-Dubai	20,557.37	26,375.25	21,298.50	20,557.37	21,298.50	25,174.47
-United Kingdom	52,716.63	63,186.99	55,770.30	52,716.63	55,770.30	63,362.10
-Nigeria	3,995.08	3,775.08	2,521.45	3,995.08	2,521.45	3,653.21
-Others	15,591.36	14,512.29	16,432.93	15,591.36	16,432.93	15,105.32
-Inter-segment Assets	(33,181.98)	(67,401.74)	(66,660.88)	(33,181.98)	(66,660.88)	(70,813.04)
	110,423.16	**101,261.50**	**95,349.60**	**110,423.16**	**95,349.60**	**102,208.81**
Segment liabilities (including of NCI)						
-India	13,753.20	23,805.57	33,295.31	13,753.20	33,295.31	29,082.30
-Dubai	4,879.93	11,509.30	8,560.26	4,879.93	8,560.26	10,941.93
-United Kingdom	26,824.91	39,660.92	40,670.14	26,824.91	40,670.14	42,997.81
-Nigeria	2,145.95	2,140.64	1,493.53	2,145.95	1,493.53	2,119.51
-Others	6,151.44	4,975.50	6,631.94	6,151.44	6,631.94	5,167.68
-Inter-segment liabilities	(15,587.86)	(49,577.34)	(49,906.66)	(15,587.86)	(49,906.66)	(53,046.10)
	38,167.57	**32,514.59**	**40,744.52**	**38,167.57**	**40,744.52**	**37,263.13**

C. Consolidated Balance Sheet

(₹ in lakhs)

Particulars	As at 30.09.2021 (Unaudited)	As at 31.03.2021 (Audited)
Assets		
Non-current assets		
Property, plant and equipment	2,062.07	2,114.03
Right-of-use assets	1,250.31	1,566.10
Capital work-in-progress	346.13	105.49
Goodwill	9,491.83	9,025.01
Other Intangible assets	8,249.14	6,578.57
Financial assets		
Other financial assets	2,761.56	3,167.44
Deferred tax assets (net)	369.59	464.97
Non-current tax assets (net)	1,675.82	1,433.85
Other non-current assets	919.60	778.56
	27,126.05	**25,234.02**
Current assets		
Financial assets		
Investments	1,320.37	1,280.18
Trade receivables	27,705.35	21,730.29
Cash and cash equivalents	25,661.11	26,998.97
Other bank balances	14,378.49	19,766.47
Other financial assets	3,083.42	2,455.18
Other current assets	11,148.37	4,743.70
	83,297.11	**76,974.79**
Total assets	**110,423.16**	**102,208.81**
Equity and liabilities		
Equity		
Equity share capital	5,791.27	5,771.36
Other equity	66,740.77	59,440.74
Equity attributable to owners of the Holding Company	**72,532.04**	**65,212.10**
Non-controlling interest	(276.45)	(266.42)
Total equity	**72,255.59**	**64,945.68**
Liabilities		
Non-current liabilities		
Financial liabilities		
Borrowings	-	340.91
Lease liabilities	878.09	1,117.73
Provisions	273.96	273.96
Deferred tax liabilities (net)	33.01	29.72
	1,185.06	**1,762.32**
Current liabilities		
Financial liabilities		
Borrowings	-	-
Lease liabilities	434.51	481.97
Trade payables		
-Total outstanding dues of micro enterprises and small enterprises	1.70	5.05
-Total outstanding dues of creditors other than micro enterprises and small enterprises	20,454.15	23,843.82
Other current financial liabilities	11,122.26	4,464.41
Provisions	84.58	50.96
Current tax liabilities (net)	3,878.32	4,082.78
Other current liabilities	1,006.99	2,571.82
	36,982.51	**35,500.81**
Total equity and liabilities	**110,423.16**	**102,208.81**

D. Consolidated Statement of Cash flows

(₹ in lakhs)

	Particulars	Six months ended 30 September 2021	Six months ended 30 September 2020
A	**CASH FLOW FROM OPERATING ACTIVITIES**		
	Profit before tax	**9,334.41**	**7,265.72**
	Adjustments for :		
	Financial asset measured at amortised cost (net)	-	0.10
	Depreciation and amortisation expense	1,393.52	1,282.95
	Advances and trade receivable written off	54.90	175.74
	Interest income on fixed deposits	(494.84)	(215.02)
	Interest on income tax refund	-	(22.06)
	Provision for doubtful debts and advances	1.53	-
	Provision for doubtful debts written back	-	(9.84)
	Interest on borrowings from bank	12.69	136.95
	Interest on lease liabilities	71.12	44.03
	Other borrowing cost	28.70	5.48
	Unrealised foreign exchange gain	(79.61)	(401.57)
	Net gain arising on financial assets designated as FVTPL	(40.25)	(61.88)
	Mark to market of derivative financial instruments	-	114.76
	Liabilities no longer payable, written back	(128.01)	(9.72)
	Gain on extinguishment of lease liabilities (net)	(5.85)	(41.13)
	Operating profit before working capital changes	**10,148.31**	**8,264.51**
	Adjustments for working capital		
	(Increase) in trade receivables	(6,045.78)	(1,236.31)
	(Increase)/decrease in financial assets and other assets	(4,731.83)	771.15
	Increase in trade payables, provisions and other liabilities	2,050.13	5,479.75
	Cash generated from operating activities	**1,420.83**	**13,279.10**
	Direct taxes paid (net)	(2,339.42)	(574.11)
	Net cash (used in)/ generated from operating activities	**(918.59)**	**12,704.99**
B	**CASH FLOW FROM INVESTING ACTIVITIES**		
	Purchase of property, plant and equipment and intangible assets including Capital work-in-progress	(945.18)	(131.37)
	Proceeds on sale of property, plant and equipment	1.81	-
	Payment of purchase consideration	(2,552.90)	-
	Payment for acquisition of subsidiary	-	(2,417.59)
	Fixed deposits (placed)/matured (net)	3,374.79	(18,979.86)
	Interest received	709.33	165.91
	Net cash (used in) / generated from investing activities (B)	**587.85**	**(21,362.91)**
C	**CASH FLOW FROM FINANCING ACTIVITIES**		
	Repayment of non-current borrowings	(397.29)	(25.48)
	Dividend paid	(1,154.27)	-
	Repayment of current borrowings (net)	-	(735.56)
	Proceeds from issue of equity shares on public offer	-	24,000.00
	Proceeds from issue of equity shares on exercise of employee stock options	624.87	-
	Payment of interest portion of lease liabilities	(71.12)	(44.03)
	Payment of principal portion of lease liabilities	(225.51)	(314.16)
	Interest paid	(41.37)	(145.20)
	Net cash generated from / (used in) financing activities (C)	**(1,264.69)**	**22,735.57**
D	Currency fluctuations arising on consolidation (D)	203.21	(556.01)
	Net (decrease)/increase in cash and cash equivalents (A+B+C+D)	**(1,392.22)**	**13,521.64**
	Cash and cash equivalents at the beginning of the period	**26,998.97**	**6,151.87**
	Effect of currency fluctuations on cash and cash equivalents	**54.36**	**-**
	Cash and cash equivalents at the end of the period	**25,661.11**	**19,673.51**
	Cash and cash equivalents as per consolidated financial statements	**25,661.11**	**19,673.51**

Note:

The consolidated 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'.

Notes (A to D):

1) The Statement of Route Mobile Limited ('the Holding Company') and its subsidiaries (referred to as 'the Group') has been prepared in accordance with the recognition and measurement principles of applicable Indian Accounting Standards ('Ind AS') notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended), as prescribed under Section 133 of the Companies Act, 2013.

2) The consolidated financial results were reviewed and recommended by the Audit Committee and were thereafter approved by the Board of Directors at their respective meetings held on 18 October 2021. There are no qualifications in the limited review report issued for the said period.

3) The Holding Company had completed its Initial Public Offering (IPO) of 17,142,856 equity shares of face value of ₹ 10 each at an issue price of ₹ 350 per equity share, consisting of fresh issue of 6,857,142 equity shares and an offer for sale of 10,285,714 equity shares by the selling shareholders. The equity shares of the Holding Company were listed on BSE limited and National Stock Exchange of India Limited on 21 September 2020.

The utilisation of IPO proceeds is summarised below :

(₹ in lakhs)

Particulars	**Objects of the issue as per the Prospectus**	**Utilisation upto 30.09.2021**	**Unutilised amounts as on 30.09.2021**
Repayment or pre-payment, in full or part, of certain borrowings of the Holding Company	3,650.00	3,650.00	-
Acquisitions and other strategic initiatives	8,300.00	6,655.70	1,644.30
Purchase of office premises in Mumbai	6,500.00	-	6,500.00
General corporate purposes (including IPO related expenses apportioned to the Holding Company)	5,550.00	1,784.19	3,765.81
Net utilisation	**24,000.00**	**12,089.89**	**11,910.11**

IPO proceeds which remain unutilised as at 30 September 2021 were temporarily invested/parked in deposits with scheduled commercial banks, current account and in monitoring agency account.

4) During the quarter ended 30 September 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 emails, under slump sale arrangement for upfront purchase consideration of ₹ 2,625 lakhs and a deferred consideration of ₹ 400 lakhs payable on the first anniversary of the closing of the acquisition in cash.

The fair value of assets and liabilities acquired have been determined provisionally in accordance with Ind AS 103, 'Business Combinations'. Accordingly, the Holding Company, on provisional basis, recognised following assets :-

Description	**Amounts (₹ in lakhs)**
Net tangible assets	1.00
Customer related intangibles	1,812.00
Intellectual properties (software)	465.00
Non-compete	194.00
Goodwill	467.00
Total	**2,939.00**

The Holding Company believes that the currently available information provides a reasonable basis for estimating the fair values of assets and liabilities acquired, but the potential for measurement period adjustments exists based on a continuing review of matters related to the acquisition. The purchase price allocation is expected to be completed within one year.

5) During the quarter ended 30 September 2021, the Holding Company has allotted 199,109 fully paid-up equity shares of face value of ₹ 10 each, pursuant to exercise of stock options vested with eligible employees, which are administered through Route Mobile Employee Welfare Trust (an ESOP Trust) under Route Mobile Limited Employee Stock Option Plan 2017 (ESOP Scheme).

6) In assessing the recoverability of receivables, investments and other assets, the Group has considered internal and external information up to the date of these consolidated financial results including credit reports and economic forecasts. The Group has performed sensitivity analysis on the assumptions used and based on the current indicators of future economic conditions, the Group expects to recover the carrying amount of these assets. The impact of the global health pandemic may be different from the estimate as at the date of these consolidated financial results and the Group will closely monitor any material changes to future economic conditions and respond accordingly.

7) The Holding Company, its subsidiaries, step down subsidiaries predominantly operate within a single business segment. The Chief Operating Decision Maker (CODM) evaluates the Group's performance on the basis of geographical location of the operations carried out by the Holding Company, its subsidiaries and step down subsidiaries.

8) During the quarter ended 30 June 2021, 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, 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 of Rs. 3,301.85 lakhs (excluding interest) for the period July 2017 to March 2019. In the assessment of the management, which is supported by legal opinion, the aforementioned services are not chargeable to goods and services tax and accordingly no provision for liability has been recognized in the consolidated financial results.

9) Basis the legal opinion referred to in para 8 above and further, as decided and approved by the Board at its meeting held on 22 September 2021, the Holding Company is of the view that the import purchases referred to in para 8 above, are not chargeable to goods and services tax. However, out of abundant caution, the Holding Company decided to discharge its liability under GST on such import purchases under reverse charge mechanism (RCM) and claim input tax credit on the same. During the quarter ended 30 September 2021, the Holding Company has accordingly discharged GST dues to the extent of INR 3,110 lakhs for the year 2020-21 and also made part payment of INR 50 lakhs on 01 October 2021 towards GST dues for the period July 2017 to March 2019.

Notes (A to D):

10) The Group has presented net foreign exchange gain under "Other Income" and net foreign exchange loss under "Other Expenses". The table below shows the amount of net foreign exchange gain or loss in each of the periods presented:

(₹ in lakhs)

Particulars	Quarter ended			Half year ended		Year ended
	30.09.2021	30.06.2021	30.09.2020	30.09.2021	30.09.2020	31.03.2021
Net foreign exchange loss/ (gain)	565.73	363.13	(190.68)	928.86	24.07	(284.53)

11) The Holding Company has entered into a share purchase agreement (SPA) dated 29 April 2021 to acquire Phonon Communications Private Limited ("Phonon"), a leading communications automation platform provider, for total consideration of ₹ 2,900 lakhs. Due to non-fulfilment of the conditions precedents by Phonon, the acquisition is no longer being pursued and the share purchase agreement shall stand cancelled.

12) Subsequent to Balance Sheet date, the Group has entered into a stock purchase agreement (SPA) dated 9 October 2021 to acquire equity stake in Masivian S.A.S ('Masiv'), Latin America, for purchase consideration of US$ 47.50 million along with earn-out consideration of upto US$ 2.5 million and also entered into a share purchase agreement (SPA) dated 12 October 2021 for acquisition of equity stake in Interteleco International for Modern Communication Services ('Interteleco'), Kuwait, for purchase consideration of Kuwaiti Dinar ('KD') 652,500. These acquisitions are subject to customary closing conditions, as specified in the respective SPAs.

For and on behalf of the Board of Directors

Place : Mumbai
Date : 18 October 2021

Sandipkumar Gupta
Chairman

Independent Auditor's Review Report on Standalone Unaudited Quarterly Financial Results and Year to Date Results of the Company pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)

To the Board of Directors of Route Mobile Limited

1. We have reviewed the accompanying statement of standalone unaudited financial results ('the Statement') of **Route Mobile Limited** ('the Company') for the quarter ended 30 September 2021 and the year to date results for the period 1 April 2021 to 30 September 2021, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), including relevant circulars issued by the SEBI from time to time.

2. The Statement, which is the responsibility of the Company's Management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, Interim Financial Reporting ('Ind AS 34'), prescribed under Section 133 of the Companies Act, 2013 ('the Act') , and other accounting principles generally accepted in India and is in compliance with the presentation and disclosure requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), including relevant circulars issued by the SEBI from time to time. Our responsibility is to express a conclusion on the Statement based on our review.

3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity, issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with the Standards on Auditing specified under Section 143(10) of the Act, and consequently, does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in Ind AS 34, prescribed under Section 133 of the Act and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), including the manner in which it is to be disclosed, or that it contains any material misstatement.

5. Emphasis of Matter

We draw attention to Note 8 to the accompanying Statement wherein it is stated that Department of Revenue of the Ministry of Finance, Government of India, has requested the Company to pay the goods and services tax in accordance with the reverse charge mechanism under Integrated Goods and Services Tax (IGST) Act, 2017 of ₹ 3,301.85 lakhs (excluding interest) for the period from July 2017 to March 2019 on the purchases of messages from its foreign vendors and sale to their overseas customers. Based on the legal opinion obtained, the management is of the view that the aforementioned services are not chargeable to goods and services tax and accordingly, no consequential adjustments have been made in the accompanying Statement. Our conclusion is not modified in respect of this matter.

For Walker Chandiok & Co LLP
Chartered Accountants
Firm Registration No: 001076N/N500013

Bharat Shetty
Partner
Membership No. 106815

UDIN

Place: Mumbai
Date: 18 October 2021

ROUTE MOBILE LIMITED

Registered office : 4th Dimension, 3rd Floor, Mind Space, Malad (West), Mumbai 400 064, Maharashtra, India

Corporate Identity Number: L72900MH2004PLC146323 , **Website :** www.routemobile.com

A. STATEMENT OF STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND HALF YEAR YEAR ENDED 30 SEPTEMBER 2021

(₹ in lakhs)

Sr. No.	Particulars	Quarter ended			Half year ended		Year ended
		30.09.2021 (Unaudited)	30.06.2021 (Unaudited)	30.09.2020 (Unaudited)	30.09.2021 (Unaudited)	30.09.2020 (Unaudited)	31.03.2021 (Audited)
1	**Revenue**						
	Revenue from operations	8,565.11	5,837.07	9,330.79	14,402.18	19,418.02	37,638.36
	Other income	274.45	461.82	236.87	736.27	451.34	1,157.25
	Total revenue	**8,839.56**	**6,298.89**	**9,567.66**	**15,138.45**	**19,869.36**	**38,795.61**
2	**Expenses**						
	Purchases of messaging services	6,381.27	4,468.88	7,959.50	10,850.15	16,257.49	30,565.68
	Employee benefits expense	1,012.87	928.08	719.96	1,940.95	1,330.49	2,890.43
	Finance costs	52.75	33.57	67.46	86.32	139.14	178.93
	Depreciation and amortisation expense	418.56	294.51	272.53	713.07	449.00	1,038.13
	Other expenses	389.14	255.98	189.05	645.12	371.29	1,145.71
	Total expenses	**8,254.59**	**5,981.02**	**9,208.50**	**14,235.61**	**18,547.41**	**35,818.88**
3	**Profit before tax**	**584.97**	**317.87**	**359.16**	**902.84**	**1,321.95**	**2,976.73**
4	**Tax expense**						
	Current tax	176.00	83.40	140.00	259.40	291.10	683.33
	Deferred tax (credit)/charge	(21.56)	(3.11)	(54.47)	(24.67)	41.20	60.89
		154.44	80.29	85.53	234.73	332.30	744.22
5	**Profit for the period (3-4)**	**430.53**	**237.58**	**273.63**	**668.11**	**989.65**	**2,232.51**
6	**Other Comprehensive income**						
	Items that will not be reclassified to profit or loss						
	Measurements of defined employee benefit plans	(3.18)	(3.19)	(5.03)	(6.37)	(10.06)	(12.75)
	Income tax relating to above item	0.80	0.80	1.26	1.60	2.53	3.21
	Total other comprehensive income (net of tax)	(2.38)	(2.39)	(3.77)	(4.77)	(7.53)	(9.54)
7	**Total comprehensive income for the period (5+6)**	**428.15**	**235.19**	**269.86**	**663.34**	**982.12**	**2,222.97**
8	**Paid-up equity share capital (face value of ₹ 10/- each)**	5,791.27	5,771.36	5,685.71	5,791.27	5,685.71	5,771.36
9	**Other equity (excluding revaluation reserve ₹ Nil)**						28,702.95
10	**Earnings per share (face value of ₹ 10/- each) (not annualised)(₹)**						
	Basic (in ₹)	0.75	0.41	0.53	1.16	1.96	4.15
	Diluted (in ₹)	0.73	0.40	0.53	1.13	1.96	4.06

B. Standalone Balance Sheet

(₹ in lakhs)

	Particulars	As at 30.09.2021 (Unaudited)	As at 31.03.2021 (Audited)
I	**Assets**		
1	**Non-current assets**		
	Property, plant and equipment	937.76	867.34
	Right-of-use assets	1,049.60	1,173.07
	Capital work-in-progress	-	105.49
	Goodwill	573.77	106.77
	Other Intangible assets	3,631.70	1,561.61
	Investments in subsidiaries	3,661.92	3,650.04
	Financial assets		
	Loans	1,339.67	769.67
	Other financial assets	2,340.59	329.42
	Deferred tax assets (net)	265.79	239.52
	Non-current tax assets (net)	1,455.28	1,194.93
	Other non-current assets	61.38	34.93
		15,317.46	**10,032.79**
2	**Current assets**		
	Financial assets		
	Investments	1,320.37	1,280.18
	Trade receivables	6,600.71	9,829.79
	Cash and cash equivalents	1,813.92	12,927.11
	Other bank balances	13,876.85	19,268.05
	Loans	56.98	3,294.80
	Other current financial assets	1,808.62	2,122.03
	Other current assets	3,698.53	184.93
		29,175.98	**48,906.89**
	Total assets	**44,493.44**	**58,939.68**
II	**Equity and liabilities**		
1	**Equity**		
	Equity share capital	5,791.27	5,771.36
	Other equity	28,816.96	28,702.95
		34,608.23	**34,474.31**
	Liabilities		
2	**Non-current liabilities**		
	Financial liabilities		
	Borrowings	-	12.79
	Lease liabilities	854.41	951.19
	Provisions	251.71	251.71
		1,106.12	**1,215.69**
3	**Current liabilities**		
	Financial liabilities		
	Lease liabilities	192.44	186.19
	Trade payables		
	-Total outstanding dues of micro enterprises and small enterprises	1.70	5.05
	-Total outstanding dues of creditors other than micro enterprises and small enterprises	5,452.33	19,120.22
	Other current financial liabilities	2,827.27	2,024.94
	Other current liabilities	225.36	1,866.91
	Provisions	79.99	46.37
		8,779.09	**23,249.68**
	Total equity and liabilities	**44,493.44**	**58,939.68**

C. Standalone Statement of Cash flows

(₹ in lakhs)

	Particulars	Half Year ended 30.09.2021	Half Year ended 30.09.2020
A.	**CASH FLOW FROM OPERATING ACTIVITIES**		
	Profit before tax	**902.84**	**1,321.95**
	Adjustments for :		
	Financial asset measured at amortised cost	(3.90)	(5.68)
	Depreciation and amortisation expense	713.07	449.00
	Interest on lease liabilities	56.66	12.04
	Advances and trade receivable written off	6.43	7.21
	Interest income on fixed deposits	(487.34)	(202.47)
	Interest income on loan to subsidiary companies	(83.85)	(42.67)
	Net gain arising on financial asset measured at FVTPL	(40.19)	(61.88)
	Provision for doubtful debts written back	-	(9.84)
	Interest on borrowings from bank	1.44	121.82
	Other borrowing cost	28.22	4.88
	Unrealised foreign exchange loss/(gain)	(16.49)	254.78
	Mark to market of derivative financial instruments	-	114.76
	Liabilities no longer payable, written back	(17.06)	(0.06)
	Operating profit before working capital changes	**1,059.83**	**1,963.84**
	Adjustments for working capital:		
	Decrease in trade receivables	3,211.49	1,619.35
	Decrease/(Increase) in financial assets and other assets	(3,464.14)	813.22
	Increase/(decrease) in trade payables, provisions and other liabilities	(14,402.26)	3,146.30
	Cash generated from/(used in) operating activities	**(13,595.08)**	**7,542.71**
	Direct taxes paid (net)	(519.74)	277.62
	Net cash generated from/(used in) operating activities	**(14,114.82)**	**7,820.33**
B.	**CASH FLOW FROM INVESTING ACTIVITIES**		
	Purchase of property, plant and equipment and intangible assets including Capital work-in-progress	(569.36)	(113.63)
	Payment of purchase consideration on Sarv webs acquisition	(2,552.90)	-
	Proceeds on sale of property, plant and equipment	1.84	-
	Fixed deposits (placed)/matured	3,378.00	(19,000.82)
	Investment in subsidiaries	(11.88)	-
	Loans given to Subsidiaries	(570.00)	-
	Repayment of loans given to Subsidiaries	3,237.82	29.85
	Interest received on loan to subsidiaries	112.26	-
	Interest received	702.38	134.23
	Net cash generated from / (used in) investing activities	**3,728.16**	**(18,950.37)**
C.	**CASH FLOW FROM FINANCING ACTIVITIES**		
	Proceeds from issue of equity shares on public offer	-	24,000
	Proceeds from issue of equity shares on exercise of employee stock options	624.87	-
	Repayment of non-current borrowings	(20.93)	(3.65)
	Interest paid	(29.66)	(129.48)
	Payment of interest portion of lease liability	(56.66)	(12.04)
	Payment of principal portion of lease liability	(90.53)	(170.59)
	Dividend paid	(1,154.27)	-
	(Repayment of)/Proceeds from current borrowings (net)	-	(735.56)
	Net cash generated from/(used in) financing activities	**(727.18)**	**22,948.68**
	Net (decrease)/increase in cash and cash equivalents (A+B+C)	**(11,113.84)**	**11,818.64**
	Opening balance of cash and cash equivalents	12,927.11	2,292.75
	Effect of currency fluctuations on cash and cash equivalents	0.65	-
	Closing balance of cash and cash equivalents	**1,813.92**	**14,111.39**
	Cash and cash equivalents as per financial statements	**1,813.92**	**14,111.39**

Notes:

(i) Non-cash transactions for half year ended 30 September 2020 :- Conversion of loan to subsidiary of ₹ 1,000.08 lakhs into 74,300 equity shares of ₹ 10 each.

(ii) 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'.

Notes (A to C):

1) The Statement has been prepared in accordance with the recognition and measurement principles of applicable Indian Accounting Standards ('Ind AS') notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended), as prescribed under Section 133 of the Companies Act, 2013.

2) The standalone financial results were reviewed and recommended by the Audit Committee and were thereafter approved by the Board of Directors at their respective meetings held on 18 October 2021. There are no qualifications in the limited review report issued for the said period.

3) The Company had completed its Initial Public Offering (IPO) of 17,142,856 equity shares of face value of ₹ 10 each at an issue price of ₹ 350 per equity share, consisting of fresh issue of 6,857,142 equity shares and an offer for sale of 10,285,714 equity shares by the selling shareholders. The equity shares of the Company were listed on BSE limited and National Stock Exchange of India Limited on 21 September 2020.

The utilisation of IPO proceeds is summarised below :

(₹ in lakhs)

Particulars	**Objects of the issue as per the Prospectus**	**Utilisation upto 30.09.2021**	**Unutilised amounts as on 30.09.2021**
Repayment or pre-payment, in full or part, of certain borrowings of the Company	3,650.00	3,650.00	-
Acquisitions and other strategic initiatives	8,300.00	6,655.70	1,644.30
Purchase of office premises in Mumbai	6,500.00	-	6,500.00
General corporate purposes (including IPO related expenses apportioned to the Company)	5,550.00	1,784.19	3,765.81
Net utilisation	**24,000.00**	**12,089.89**	**11,910.11**

IPO proceeds which remain unutilised as at 30 September 2021 were temporarily invested/parked in deposits with scheduled commercial banks, current account and in monitoring agency account.

4) During the quarter ended 30 September 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 ₹ 2,625 lakhs and a deferred consideration of ₹ 400 lakhs payable on the first anniversary of the closing of the acquisition in cash.

The fair value of assets and liabilities acquired have been determined provisionally in accordance with Ind AS 103, 'Business Combinations'. Accordingly, the Company, on provisional basis, recognised following assets :-

Description	**Amounts (₹ in lakhs)**
Net tangible assets	1.00
Customer related intangibles	1,812.00
Intellectual properties (software)	465.00
Non-compete	194.00
Goodwill	467.00
Total	**2,939.00**

The Company believes that the currently available information provides a reasonable basis for estimating the fair values of assets and liabilities acquired, but the potential for measurement period adjustments exists based on a continuing review of matters related to the acquisition. The purchase price allocation is expected to be completed within one year.

5) During the quarter ended 30 September 2021, the Company has allotted 199,109 fully paid-up equity shares of face value of ₹ 10 each, pursuant to exercise of stock options vested with eligible employees, which are administered through Route Mobile Employee Welfare Trust (an ESOP Trust) under Route Mobile Limited Employee Stock Option Plan 2017 (ESOP Scheme).

6) In assessing the recoverability of receivables, investments and other assets, the Company has considered internal and external information up to the date of these standalone financial results including credit reports and economic forecasts. The Company has performed sensitivity analysis on the assumptions used and based on the current indicators of future economic conditions, the Company expects to recover the carrying amount of these assets. The impact of the global health pandemic may be different from the estimate as at the date of these standalone financial results and the Company will closely monitor any material changes to future economic conditions and respond accordingly.

7) In accordance with Ind AS 108, 'Operating Segments', the Company has opted to present segment information along with the consolidated financial results of the Group.

8) During the quarter ended 30 June 2021, 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, has instructed 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 of Rs. 3,301.85 lakhs (excluding interest) for the period July 2017 to March 2019. In the assessment of the management, which is supported by legal opinion, the aforementioned services are not chargeable to goods and services tax and accordingly no provision for liability has been recognized in the standalone financial results.

9) Basis the legal opinion referred to in para 8 above and further, as decided and approved by the Board at its meeting held on 22 September 2021, the Company is of the view that the import purchases referred to in para 8 above, are not chargeable to goods and services tax. However, out of abundant caution, the Company decided to discharge its liability under GST on such import purchases under reverse charge mechanism (RCM) and claim input tax credit on the same. During the quarter ended 30 September 2021, the Company has accordingly discharged GST dues to the extent of INR 3,110 lakhs for the year 2020-21 and also made part payment of INR 50 lakhs on 01 October 2021 towards GST dues for the period July 2017 to March 2019.

Notes (A to C):

10) The Company has presented net foreign exchange gain under "Other Income" and net foreign exchange loss under "Other Expenses". The table below shows the amount of net foreign exchange gain or loss in each of the periods presented:

(₹ in lakhs)

Particulars	Quarter ended			Half year ended		Year ended
	30.09.2021	30.06.2021	30.09.2020	30.09.2021	30.09.2020	31.03.2021
Net foreign exchange loss/ (gain)	(16.09)	(86.87)	(28.10)	(102.96)	(4.03)	253.90

11) The Company has entered into a share purchase agreement (SPA) dated 29 April 2021 to acquire Phonon Communications Private Limited ("Phonon"), a leading communications automation platform provider, for total consideration of ₹ 2,900 lakhs. Due to non-fulfilment of the conditions precedents by Phonon, the acquisition is no longer being pursued and the share purchase agreement shall stand cancelled.

For and on behalf of the Board of Directors

Place : Mumbai
Date : 18 October 2021

Sandipkumar Gupta
Chairman

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 2021, 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 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 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards ('Ind AS') specified under Section 133 of the Act, of the consolidated state of affairs of the Group as at 31 March 2021, 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 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 and the audit evidence obtained by the other auditors in terms of their reports referred to in paragraph 16 of the Other Matter section below, is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

4. We draw attention to the matter stated in Note 45(iii) to the accompanying consolidated financial statements which indicates delay in payment of foreign currency payables and receipt of foreign currency receivables within the group as on 31 March 2021 beyond the timelines stipulated vide FED Master Direction No. 17/2016-17 and FED Master Direction No. 16/2015-16, read with RBI circulars, RBI/2019-20/242 No.33 dated 22 May 2020 and RBI/2019-20/206 No.27 dated 1 April 2020, under the Foreign

Exchange Management Act, 1999. The management of the Holding Company is in the process of filing necessary applications seeking set off of receivables and payables and condonation of delays with appropriate authorities for regularising these defaults. Pending conclusion on these matters, the management is of the view that the amount of fines/penalties, if any, that may be levied, are currently unascertainable but not expected to be material and accordingly, no consequential adjustments have been made to the accompanying consolidated financial statements with respect to such delays/defaults. Our opinion is not modified in respect of this matter.

Key Audit Matter

5. Key audit matters are those matters that, in our professional judgment 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, were of most significance in our audit of the 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.

6. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key audit matter	How our audit addressed the key audit matter
Impairment assessment of Goodwill relating to acquisition of 365Squared Limited, Cellent Technologies (India) Private Limited and Call 2 Connect India Private Limited (Refer note 1(xix) for the accounting policy and note 3 for the relevant disclosures in the accompanying consolidated financial statements) As at 31 March 2021, the Group's assets include goodwill aggregating to Rs. 8,773.41 lakhs on account of acquisition of three subsidiaries as further detailed in note 3 to the accompanying consolidated financial statements. The Group has performed annual impairment test for the goodwill as per the applicable accounting standard, Ind AS 36, Impairment of Assets. 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	**Our procedures in relation to testing of impairment of goodwill included, but were not limited to the following:** • Assessed and tested the design and operating effectiveness of the Group's control over the assessment of carrying value of goodwill; • Assessed the reasonability of the assumptions used by the management for cash flow forecasts and verified the historical trend of business to evaluate the past performance for consistency; • Obtained the management's external valuation specialist's report on determination of recoverable amount and also assessed the competence and objectivity of the management expert; • Involved our auditor's 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 the sensitivity analysis on the key assumptions to evaluate the possible variation on the current recoverable amount to ascertain the sufficiency of headroom available;

of carrying value of goodwill is considered as a key audit matter for the current year audit.	• 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.
Accounting for Business combinations (refer note 1 (xviii) for accounting policy and note 50 for relevant disclosures in the accompanying consolidated financial statements) During the year ended 31 March 2021, the Group has completed acquisition of a division, comprising intellectual property (software) and related customer contracts, of TeleDNA Communications Private Limited (TeleDNA), a Bengaluru based Company specializing in development of telecom related solutions, under slump sale arrangement for total consideration of INR 1,200 lakhs, on the basis of Business Transfer Agreement (BTA) and other related arrangements. The Group has primarily acquired Computers, Software, Customer related intangibles and commitment on Non-compete as a result of this acquisition. The Group has accounted for aforementioned business acquisition in accordance with Ind AS 103, Business Combinations, which requires the recognition of identifiable assets and liabilities including identifiable intangibles, in a business combination at fair value on the date of acquisition, with the excess of the acquisition price over such identified fair values recognised as goodwill. Management has appointed an independent valuation expert to allocate the purchase price to the identifiable assets and liabilities and identified intangible assets. Basis the procedure performed for purchase price allocation, management represents that identifiable assets and liabilities including identifiable intangible assets and resulting goodwill are disclosed at the fair values as on the date of acquisition. Further, on the basis of the management estimates on the future growth of the acquired business and certain other assumptions and valuation model applied, the recoverable amount of the goodwill recognised on business combination as stated above exceeds its carrying value as at 31 March 2021.	**Our procedures relating to acquisition made by the Group included, but were not limited to the following:** • Obtained an understanding of the terms and conditions of the purchase agreement and the consideration transferred to assess the control over the business and the acquisition date, in accordance with Ind AS 103, by obtaining required understanding and representations from the Group; • Obtained report of the management's external valuation specialist for the valuation of intangibles including the purchase price allocation and assessed the competence, capabilities and objectivity of the management's expert and gained an understanding of the work done by the valuation expert; • Assessed the reasonableness of the management estimates and judgements used to fair value the identifiable assets and liabilities and identifiable intangible assets; • Tested the identifiable assets and liabilities which form part of working capital including any adjustment thereof, to assess the reasonableness / appropriateness of the amounts used for purchase price allocation; • Involved our auditor's internal valuation experts to assist us in validating the valuation assumptions and methodology considered by the management's expert to allocate the purchase price to identifiable assets and liabilities; • Assessed the reasonableness of the recoverable amount of goodwill recorded as on the date of acquisition by evaluating the valuation model applied including the management estimates and judgement; • Evaluated the appropriateness and adequacy of disclosures given in the consolidated financial statements,

We have considered the above business combination to be a matter of most significance to our current year audit considering the materiality of the amounts involved, complexity involved in valuation, significant judgements and estimates in relation to the accounting as per the requirements of Ind AS 103 including ascertainment of acquisition date, assessment of fair values of assets and liabilities recognised on acquisition, judgement applied in identification and measurement of intangible assets and therefore, it has been identified as a key audit matter for the current year audit.	including disclosure of significant assumptions and judgements, in accordance with applicable accounting standards.

Information other than the Consolidated Financial Statements and Auditor's Report thereon

7. The Holding Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the consolidated financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

   Our opinion on the consolidated 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 consolidated financial statements, our responsibility is to read the other information identified above when it becomes available 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.
   When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

8. The accompanying consolidated financial statements have been approved by the Holding Company's Board of Directors. The Holding Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true 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 accounting principles generally accepted in India, including the Ind AS specified under Section 133 of the Act. The Holding Company's Board of Directors is also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of consolidated financial statements. Further, in terms of the provisions of the Act, the respective Board of Directors / management of the companies included in the Group, covered under the Act, are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments 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 consolidated 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 Directors of the Holding Company, as aforesaid.

9. 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.

10. The respective Board of Directors of the companies included in the Group, are 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

11. 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.

12. As part of an audit in accordance with Standards on Auditing, we exercise professional judgment 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 Holding Company has adequate internal financial controls 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 management's 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 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 of the entities within the Group, to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the audit of financial statements of such entities included in the consolidated financial statements, of which we are the independent auditors. For the other entities included in the consolidated 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.

13. 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.

14. 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.

15. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated 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

16. We did not audit the financial statements/ consolidated financial statements of 19 subsidiaries, whose financial statements/consolidated financial statements reflect total assets of ₹ 38,986.65 lakhs and net assets of ₹16,122.21 lakhs as at 31 March 2021, total revenues of ₹50,864.39 lakhs, and net cash inflows amounting to ₹ 6,006.65 lakhs 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 whose 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 reports of the other auditors.

    Further, of these subsidiaries, 12 subsidiaries, are located outside India, whose financial statements/ consolidated 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 / consolidated financial statements of such subsidiaries 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 balances and affairs of such subsidiaries located outside India, are based on the report of other auditors and the conversion adjustments prepared by the management of the Holding Company and audited by us.

    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.

Report on Other Legal and Regulatory Requirements

17. 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 16, on separate financial statements of the subsidiaries, we report that the Holding Company, companies covered under the Act, paid remuneration to their respective 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 five subsidiary companies, companies covered 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.

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/consolidated financial statements and other financial information of the subsidiaries, 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;

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 other statutory auditors of its subsidiary companies, covered under the Act, none of the directors of the Group companies, companies covered under the Act, are disqualified as on 31 March 2021 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, companies covered under the Act, and the operating effectiveness of such controls, refer to our separate report in 'Annexure I';

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/consolidated financial statements as also the other financial information of the subsidiaries:

   i. the consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group as detailed in Note 45 in the consolidated financial statements;

   ii. the Holding Company, did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2021;

   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, companies covered under the Act, during the year ended 31 March 2021; and

   iv. the disclosure requirements relating to holdings as well as dealings in specified bank notes were applicable for the period from 8 November 2016 to 30 December 2016, which are not relevant to these consolidated financial statements. Hence, reporting under this clause is not applicable.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No.: 001076N/N500013

Bharat Shetty
Partner
Membership No.: 106815

UDIN: 21106815AAAABO7552

Place: Mumbai
Date: 18 May 2021

Annexure 1:

List of entities

Route Mobile Limited
Sphere Edge Consulting India Private Limited
Start Corp India Private Limited
Cellent Technologies India Private Limited
Route Connect Private Limited
Call 2 Connect India Private Limited
RouteSMS Solutions FZE (Consolidated)
RouteSMS Solutions Nigeria Limited
Route Mobile Pte. Ltd.- Singapore
Route Mobile UK Limited
365Squared Limited
Route Connect (Kenya) Limited
Route Mobile (Bangladesh) Limited
Route Mobile (Nepal) Private Limited
Route Mobile Lanka (Private) Limited
Route Mobile (Uganda) Limited
Route Mobile Limited (Ghana)
Route Mobile Malta Limited
Route Mobile INC.
Routesms Solutions Zambia Limited
Spectrum Telecom FZE-LLC

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 2021

Annexure I

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 2021, we have audited the internal financial controls with reference to financial statements of the Holding Company and its five 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 five 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 respective Company's business, including adherence to the respective 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 five 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 ('the 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 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 five 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 five subsidiary companies, the Holding Company and its five 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 2021, based on the internal financial controls with reference to financial statements criteria established by the Holding Company and its five subsidiary companies, which are companies covered under the Act, as aforesaid, 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.

Other Matter

9. We did not audit the internal financial controls with reference to financial statements insofar as it relates to five subsidiary companies, which are companies covered under the Act, whose financial statements reflect total assets of ₹ 6,787.06 lakhs and net assets of ₹ 2,170.13 lakhs as at 31 March 2021, total revenues of ₹ 15,392.63 lakhs and net cash inflows amounting to ₹ 383.09 lakhs 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 five 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 Registration No.: 001076N/N500013

Bharat Shetty
Partner
Membership No.: 106815

UDIN : 21106815AAAABO7552

Place: Mumbai
Date: 18 May 2021

Route Mobile Limited
Consolidated Balance sheet as at 31 March 2021
(₹ in lakhs, except for share data, and if otherwise stated)

	Note	As at 31 March 2021	As at 31 March 2020
Assets			
Non-current assets			
Property, plant and equipment	2	2,114.03	2,242.23
Right-of-use asset	4(a)	1,566.10	965.94
Capital work-in-progress		105.49	-
Goodwill	3	9,025.01	8,445.20
Other intangible assets	4(b)	6,578.57	5,908.64
Financial assets			
Other financial assets	5	3,167.44	1,619.56
Deferred tax assets (net)	6	464.97	382.42
Non-current tax assets (net)	7	1,433.85	1,828.06
Other non-current assets	8	778.56	751.78
		25,234.02	**22,143.83**
Current assets			
Financial assets			
Investments	9	1,280.18	1,189.80
Trade receivables	10	21,730.29	20,369.94
Cash and cash equivalents	11	26,998.97	6,151.87
Other bank balances	12	19,766.47	4,112.33
Other financial assets	13	2,455.18	1,064.26
Other current assets	14	4,743.70	7,521.21
		76,974.79	**40,409.41**
Total assets		**102,208.81**	**62,553.24**
Equity and liabilities			
Equity			
Equity share capital	15	5,771.36	5,000.00
Other equity	16	59,440.74	21,938.43
Equity attributable to owners of the Holding Company		**65,212.10**	**26,938.43**
Non-controlling interest		(266.42)	(217.15)
Total equity		**64,945.68**	**26,721.28**
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	17	340.91	371.20
Lease liabilities	42	1,117.73	562.42
Provisions	18	273.96	223.23
Deferred tax liabilities (net)	19	29.72	50.82
		1,762.32	**1,207.67**

Route Mobile Limited
Consolidated Balance sheet as at 31 March 2021
(₹ in lakhs, except for share data, and if otherwise stated)

	Note	As at 31 March 2021	As at 31 March 2020
Current liabilities			
Financial liabilities			
Borrowings	20	-	3,735.56
Lease liabilities	42	481.97	588.42
Trade payables			
-Total outstanding dues of micro enterprises and small enterprises		5.05	-
-Total outstanding dues of creditors other than micro enterprises and small enterprises	21	23,843.82	18,122.81
Other financial liabilities	22	4,464.41	8,802.62
Provisions	23	50.96	82.48
Current tax liabilities (net)	24	4,082.78	2,438.30
Other current liabilities	25	2,571.82	854.10
		35,500.81	**34,624.29**
Total equity and liabilities		**102,208.81**	**62,553.24**
Significant accounting policies and other explanatory information	**1 to 54**		

This is the Consolidated Balance Sheet referred to in our report of even date

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No.: 001076N/N500013

Bharat Shetty
Partner
Membership No.: 106815

Place : Mumbai
Date : 18 May 2021

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

Rajdipkumar Gupta
Managing Director
(DIN No. 01272947)
Place : Goa

Sandipkumar Gupta
Director
(DIN No. 01272932)
Place : Goa

Suresh Jankar
Chief Financial Officer
Place : Mumbai

Rathindra Das
Company Secretary
(Membership No.: A24421)
Place : Assam

Date : 18 May 2021

Route Mobile Limited
Consolidated Statement of Profit and Loss for the year ended 31 March 2021
(₹ in lakhs, except for share data, and if otherwise stated)

	Note	Year ended 31 March 2021	Year ended 31 March 2020
Revenue			
Revenue from operations	26	140,617.48	95,625.28
Other income	27	1,597.92	1,184.89
Total revenue		**142,215.40**	**96,810.17**
Expenses			
Purchases of messaging services	28	112,905.00	76,415.47
Employee benefits expense	29	6,149.31	5,820.05
Finance costs	30	275.59	486.81
Depreciation and amortisation expense	31	2,575.49	2,267.91
Other expenses	32	4,156.44	3,394.51
Total expenses		**126,061.83**	**88,384.75**
Profit before exceptional item and tax		**16,153.57**	**8,425.42**
Exceptional item	33	-	1,489.09
Profit before tax		**16,153.57**	**6,936.33**
Tax expense	34		
Current tax		2,977.92	1,082.53
Deferred tax charge/(credit)		(99.37)	33.35
		2,878.55	**1,115.88**
Profit for the year		**13,275.02**	**5,820.45**
Other Comprehensive income	35		
(i) (a) Items that will not be reclassified to profit or loss		(10.06)	(29.27)
(b) Tax (expense) / benefit on items that will not be reclassified to profit or loss		3.21	4.77
(ii) (a) Items that will be reclassified to profit or loss		136.58	597.56
(b) Tax (expense) / benefit on items that will be reclassified to profit or loss		-	-
Total other comprehensive income (net of tax)		**129.73**	**573.06**
Total comprehensive income for the year		**13,404.75**	**6,393.51**

Route Mobile Limited
Consolidated Statement of Profit and Loss for the year ended 31 March 2021
(₹ in lakhs, except for share data, and if otherwise stated)

	Note	Year ended 31 March 2021	Year ended 31 March 2020
Profit attributable to:			
Owners of the Holding Company		13,332.02	5,826.99
Non-controlling interest		(57.00)	(6.54)
Other comprehensive income attributable to:			
Owners of the Holding Company		122.00	595.33
Non-controlling interest		7.73	(22.27)
Total comprehensive income attributable to:			
Owners of the Holding Company		13,454.02	6,422.32
Non-controlling interest		(49.27)	(28.81)
Earnings per equity share	51		
Basic (in ₹)		24.76	11.65
Diluted (in ₹)		24.23	11.65
Face value per share (in ₹)		10.00	10.00
Significant accounting policies and other explanatory information	**1 to 54**		

This is the Consolidated Statement of Profit and Loss referred to in our report of even date

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No.: 001076N/N500013

Bharat Shetty
Partner
Membership No.: 106815

Place : Mumbai
Date : 18 May 2021

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

Rajdipkumar Gupta
Managing Director
(DIN No. 01272947)
Place : Goa

Sandipkumar Gupta
Director
(DIN No. 01272932)
Place : Goa

Suresh Jankar
Chief Financial Officer
Place : Mumbai

Rathindra Das
Company Secretary
(Membership No.: A24421)
Place : Assam

Date : 18 May 2021

Route Mobile Limited

Consolidated Cash flow statement for the year ended 31 March 2021

(₹ in lakhs, except for share data, and if otherwise stated)

		Year ended 31 March 2021	Year ended 31 March 2020
A.	**CASH FLOW FROM OPERATING ACTIVITIES**		
	Profit before tax	**16,153.57**	**6,936.33**
	Adjustments for :		
	Financial asset measured at amortised cost (net)	0.10	0.10
	Depreciation and amortisation expense	2,575.49	2,267.91
	Advances and trade receivable written off	211.08	67.65
	Interest income on fixed deposits	(788.56)	(265.27)
	Interest on income tax refund	(68.09)	(3.70)
	Fair value changes of contingent consideration	-	(241.92)
	Provision for doubtful debts and advances	98.13	91.15
	Provision for doubtful debts written back	(20.75)	-
	Interest on borrowings from bank	164.47	281.37
	Interest on lease liabilities	78.61	142.17
	Other borrowing cost	21.21	8.18
	Unrealised foreign exchange loss	100.83	73.30
	Net gain arising on financial assets designated as FVTPL	(90.38)	(123.25)
	Stamp duty charges	158.13	-
	Loss on derivative transaction	-	4.54
	Mark to market of derivative financial instruments	(118.68)	116.11
	Liabilities no longer payable, written back	(33.00)	(301.39)
	Gain on extinguishment of lease liabilities (net)	(41.13)	-
	Operating profit before working capital changes	**18,401.03**	**9,053.28**
	Adjustments for working capital		
	(Increase) in trade receivables	(1,515.35)	(5,698.87)
	(Increase) in financial assets and other assets	(139.17)	(4,238.47)
	Increase in trade payables, provisions and other liabilities	7,928.65	12,524.57
	Cash generated from operating activities	**24,675.16**	**11,640.51**
	Direct taxes paid (net)	(1,732.00)	(1,792.96)
	Net cash generated from operating activities	**22,943.16**	**9,847.55**
B.	**CASH FLOW FROM INVESTING ACTIVITIES**		
	Purchase of property, plant and equipment and intangible assets including Capital work-in-progress	(766.31)	(723.78)
	Payment of purchase consideration on TeleDNA acquisition	(1,200.00)	-
	Payment for acquisition of subsidiary	(5,255.84)	(1,967.52)
	Fixed deposits (placed)/matured	(15,899.17)	2,508.42
	Interest received	515.99	205.43
	Net cash (used in)/generated from investing activities	**(22,605.33)**	**22.55**
C.	**CASH FLOW FROM FINANCING ACTIVITIES**		
	Repayment of non-current borrowings	(33.21)	(11.00)
	Dividend paid (including Dividend distribution tax)	-	(1,654.16)
	Repayment of current borrowings (net)	(3,735.56)	(3,580.73)
	Share issue expenses	(828.58)	(501.07)
	Proceeds from issue of equity shares on public offer	24,000.00	-
	Proceeds from issue of equity shares on exercise of employee stock options	2,603.84	-
	Payment of interest portion of lease liabilities	(78.61)	(142.17)
	Payment of principal portion of lease liabilities	(624.85)	(570.52)
	Interest paid	(206.09)	(275.62)
	Net cash generated from/(used in) financing activities	**21,096.94**	**(6,735.27)**
	Currency fluctuations arising on consolidation	(727.21)	76.98
	Net increase in cash and cash equivalents	**20,707.56**	**3,211.81**
	Add : Cash and cash equivalents at the beginning of the year	6,151.87	2,940.06
	Effect of currency fluctuations on cash and cash equivalents	139.54	-
	Cash and cash equivalents at the end of the year	**26,998.97**	**6,151.87**

Route Mobile Limited
Consolidated Cash flow statement for the year ended 31 March 2021
(₹ in lakhs, except for share data, and if otherwise stated)

	As at 31 March 2021	As at 31 March 2020
Cash and cash equivalents comprises of the following		
Cash and cash equivalents	26,998.97	6,151.87
Balances as per consolidated statement of cash flows	**26,998.97**	**6,151.87**

Note:
The Consolidated Cash Flow Statement has been prepared under the indirect method as set out in 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 Chandiok & Co LLP**
Chartered Accountants
Firm Registration No.: 001076N/N500013

Bharat Shetty
Partner
Membership No.: 106815

Place : Mumbai
Date : 18 May 2021

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

Rajdipkumar Gupta
Managing Director
(DIN No. 01272947)
Place : Goa

Sandipkumar Gupta
Director
(DIN No. 01272932)
Place : Goa

Suresh Jankar
Chief Financial Officer
Place : Mumbai

Rathindra Das
Company Secretary
(Membership No.: A24421)
Place : Assam

Date : 18 May 2021

Route Mobile Limited
Consolidated Statement of Changes in Equity for the year ended 31 March 2021
(₹ in lakhs, except for share data, and if otherwise stated)

Equity share capital

Particulars	Note	Number of shares	Amount
Balance as at 1 April 2019	**15**	**50,000,000**	**5,000.00**
Issue of shares		-	-
Balance as at 31 March 2020		**50,000,000**	**5,000.00**
Issue of shares on public offer		6,857,142	685.72
Issue of equity shares on exercise of employee stock options		856,441	85.64
Balance as at 31 March 21		**57,713,583**	**5,771.36**

Other equity

Particulars	Attributable to owners					Non-controlling interest	Total
	Reserves and Surplus				Total other equity		
	Retained earnings	Statutory Reserve	Securities premium	Foreign currency translation reserve			
Balance as at 1 April 2019	**17,057.86**	**0.34**	**-**	**226.39**	**17,284.59**	**(188.34)**	**17,096.25**
Change in accounting policy (Implementation of Ind AS 116, Leases)	(114.32)	-	-	-	(114.32)	-	(114.32)
Restated Balance as at 1 April 2019	**16,943.54**	**0.34**	**-**	**226.39**	**17,170.27**	**(188.34)**	**16,981.93**
Profit for the year	5,826.99	-	-	-	5,826.99	(6.54)	5,820.45
Other comprehensive income for the year	(24.50)	-	-	619.83	595.33	(22.27)	573.06
Total Comprehensive income for the year ended 31 March 2020	**5,802.49**	**-**	**-**	**619.83**	**6,422.32**	**(28.81)**	**6,393.51**
Dividend paid	(1,500.00)	-	-	-	(1,500.00)	-	(1,500.00)
Dividend distribution tax	(154.16)	-	-	-	(154.16)	-	(154.16)
Balance as at 31 March 2020	**21,091.87**	**0.34**	**-**	**846.22**	**21,938.43**	**(217.15)**	**21,721.28**
Profit for the year	13,332.02	-	-	-	13,332.02	(57.00)	13,275.02
Other comprehensive income for the year	(6.85)	-	-	128.85	122.00	7.73	129.73
Total Comprehensive income for the year ended 31 March 2021	**13,325.17**	**-**	**-**	**128.85**	**13,454.02**	**(49.27)**	**13,404.75**
Issue of shares on public offer	-	-	23,314.28	-	23,314.28	-	23,314.28
Issue of equity shares on exercise of employee stock options	-	-	2,518.20	-	2,518.20	-	2,518.20
Adjustment of share issue expenses (refer note 14)	-	-	(1,784.19)	-	(1,784.19)	-	(1,784.19)
Balance as at 31 March 2021	**34,417.04**	**0.34**	**24,048.29**	**975.07**	**59,440.74**	**(266.42)**	**59,174.32**

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 Chandiok & 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

Rajdipkumar Gupta
Managing Director
(DIN No. 01272947)
Place : Goa

Sandipkumar Gupta
Director
(DIN No. 01272932)
Place : Goa

Suresh Jankar
Chief Financial Officer
Place : Mumbai

Rathindra Das
Company Secretary
(Membership No.: A24421)
Place : Assam

Place : Mumbai
Date : 18 May 2021

Date : 18 May 2021

Note 1:

(a) Corporate information

'Route Mobile Limited' (RML), (the "Company" or 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 Company has its registered office in Mumbai.

The Consolidated financial statements (hereinafter referred to as "CFS") for the year ended 31 March 2021 were approved by Board of Directors and authorised for issue on 18 May 2021.

(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. 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.

- **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.

- **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.

- **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 upto the same reporting date as that of the parent i.e. year ended 31 March 2021.

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 44 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 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) 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 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 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, associate 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.

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 unrecognized deferred tax assets. It recognizes unrecognized 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 realized.

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 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 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 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.
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 amortized over a period of three years on WDV method.

Following table summarises the nature of intangibles and their estimated useful lives and amortization on a straight line basis:

Nature of Intangibles	Useful lives
Trade mark	5 years
License	3 to 5 years
Software	3 to 4 years
Customer relationship	4 to 10 years
Non-compete fees	4 to 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 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 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 (the 'ESOP scheme'). The fair value of options granted under the Employee Stock Option Plan 2017 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 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, it’s recognition as income in the consolidated statement of profit and loss is linked to fulfilment of associated export obligations.

The Group has chosen to present grants received to income as other income in the consolidated statement of profit and loss.

(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

There are no standards that are issued but not yet effective on 31 March 2021.

(₹ in lakhs, except for share data, and if otherwise stated)

2 Property, plant and equipment

Particulars	Building	Furniture and fixtures	Leasehold improvements	Vehicles	Office equipment	Computers (on finance lease)	Computers	Total
Gross block								
Balance as at 1 April 2019	**1,074.54**	**628.02**	**238.00**	**368.39**	**215.87**	**377.24**	**2,002.11**	**4,904.17**
Transfer out to Right of use assets	-	-	-	-	-	(377.24)	-	**(377.24)**
Additions	-	4.17	-	-	51.20	-	496.87	**552.24**
Foreign currency translations adjustment	65.32	2.47	-	-	0.86	-	26.21	**94.86**
Balance as at 31 March 2020	**1,139.86**	**634.66**	**238.00**	**368.39**	**267.93**	**-**	**2,525.19**	**5,174.03**
Additions	-	3.89	-	-	24.93	-	409.51	**438.33**
Additions on TeleDNA acquisition (refer note 50)	-	-	-	-	-	-	16.23	**16.23**
Transfer from Right of use assets*	-	-	-	-	-	-	167.66	**167.66**
Foreign currency translations adjustment	(23.63)	1.69	-	-	0.27	-	28.62	**6.95**
Balance as at 31 March 2021	**1,116.23**	**640.24**	**238.00**	**368.39**	**293.13**	**-**	**3,147.21**	**5,803.20**
Accumulated depreciation and amortisation								
Balance as at 1 April 2019	**204.39**	**244.35**	**139.51**	**241.87**	**81.15**	**209.58**	**1,444.35**	**2,565.20**
Transfer out to Right of use assets	-	-	-	-	-	(209.58)	-	**(209.58)**
Depreciation and amortisation charge	43.48	66.63	49.24	33.89	40.92	-	316.49	**550.65**
Foreign currency translations adjustment	7.39	1.11	-	-	0.48	-	16.55	**25.53**
Balance as at 31 March 2020	**255.26**	**312.09**	**188.75**	**275.76**	**122.55**	**-**	**1,777.39**	**2,931.80**
Depreciation and amortisation charge	42.46	56.92	49.25	24.70	44.17	-	363.42	**580.92**
Transfer from Right of use assets*	-	-	-	-	-	-	167.66	**167.66**
Foreign currency translations adjustment	(4.28)	0.99	-	-	0.19	-	11.89	**8.79**
Balance as at 31 March 2021	**293.44**	**370.00**	**238.00**	**300.46**	**166.91**	**-**	**2,320.36**	**3,689.17**
Net Block								
Balance as at 31 March 2020	**884.60**	**322.57**	49.25	**92.63**	**145.38**	**-**	**747.80**	**2,242.23**
Balance as at 31 March 2021	**822.79**	**270.24**	-	**67.93**	**126.22**	**-**	**826.85**	**2,114.03**

* Represents computers transfer post completion of lease period

The Dubai property (grouped in Building) is registered in the personal name of Rajdipkumar Gupta and Sandipkumar Gupta.
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.

Refer Note 35 for information on Property, plant and equipment pledged as security.

(₹ in lakhs, except for share data, and if otherwise stated)

3 Goodwill

Particulars	Goodwill
Balance as at 1 April 2019	**8,212.28**
Additions	-
Foreign currency translations adjustment	232.92
Balance as at 31 March 2020	**8,445.20**
Additions on TeleDNA acquisition (refer note 50)	106.77
Foreign currency translations adjustment	473.04
Balance as at 31 March 2021	**9,025.01**

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.
The aggregated carrying amounts of goodwill allocated to each unit are as follows:

Particulars	As at 31 March 2021	As at 31 March 2020
365Squared Limited	6,725.60	6,252.56
Cellent Technologies India Private Limited	1,231.75	1,231.75
Call 2 Connect India Private Limited	816.06	816.06
Start Corp India Private Limited	134.83	134.83
Sphere Edge Consulting India Private Limited	10.00	10.00
Goodwill on TeleDNA acquisition	106.77	-
Net utilisation	**9,025.01**	**8,445.20**

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	Cellent Technologies India Private Limited	Call 2 Connect India Private Limited	365Squared Limited
Discount rate	10.81%	16.31%	17.36%
Terminal value growth rate	2.50%	5.00%	1.50%
Period considered for discounting	3 years	4 years	3 years

The cash flow projections include specific estimates and 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 2021 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.

(₹ in lakhs, except for share data, and if otherwise stated)

4(a) **Right-of-use assets**

Particulars	Right of use assets- Computer	Right of use assets- Building	Total
Gross block			
Transfer In Right of use Assets			
Gross block	377.24	-	**377.24**
Accumulated depreciation	(209.58)	-	**(209.58)**
Adjustment basis implementation of Ind AS 116, Leases	-	1,361.40	**1,361.40**
Additions	-	-	**-**
Foreign currency translations adjustment		4.20	**4.20**
Balance as at 31 March 2020	**167.66**	**1,365.60**	**1,533.26**
Additions	**-**	1,165.91	**1,165.91**
Disposals	**-**	(51.07)	**(51.07)**
Transfer out to Computers	(167.66)	-	**(167.66)**
Foreign currency translations adjustment	**-**	2.80	**2.80**
Balance as at 31 March 2021	**-**	**2,483.24**	**2,483.24**
Accumulated depreciation			
Balance as at 1 April 2019			
Depreciation charge	100.60	466.10	**566.70**
Foreign currency translations adjustment	-	0.62	**0.62**
Balance as at 31 March 2020	**100.60**	**466.72**	**567.32**
Depreciation charge	67.06	449.56	**516.62**
Transfer out to Computers	(167.66)	-	**(167.66)**
Foreign currency translations adjustment	**-**	0.86	**0.86**
Balance as at 31 March 2021	**-**	**917.14**	**917.14**
Net block			
Balance as at 31 March 2020	**67.06**	**898.88**	**965.94**
Balance as at 31 March 2021	**-**	**1,566.10**	**1,566.10**

4(b) **Intangible assets**

Particulars	Computer software	Trademark	License	Technical know-how	Software	Customer relationship	Non - Compete fees	Total
Gross block								
Balance as at 1 April 2019	**369.81**	**0.30**	**0.12**	**-**	**937.88**	**6,604.91**	**365.61**	**8,278.63**
Additions	7.71	-	-	381.28	-	-	-	388.99
Foreign currency translations adjustment	2.19	-	-	-	36.42	256.46	14.20	309.27
Balance as at 31 March 2020	**379.71**	**0.30**	**0.12**	**381.28**	**974.30**	**6,861.37**	**379.81**	**8,976.89**
Additions	45.62	0.01	635.67	-	-	-	-	681.30
Additions on TeleDNA acquisition (refer note 50)	388.00	-	-	-	-	651.00	38.00	1,077.00
Foreign currency translations adjustment	4.43	-	-	-	73.57	518.10	28.68	624.78
Balance as at 31 March 2021	**817.76**	**0.31**	**635.79**	**381.28**	**1,047.87**	**8,030.47**	**446.49**	**11,359.97**
Accumulated amortisation								
Balance as at 1 April 2019	**303.01**	**0.15**	**0.09**	**-**	**468.95**	**991.25**	**75.65**	**1,839.10**
Amortisation charge	30.42	0.04	-	73.60	319.64	675.30	51.56	1,150.56
Foreign currency translations adjustment	2.19	-	-	-	23.34	49.30	3.76	78.59
Balance as at 31 March 2020	**335.62**	**0.19**	**0.09**	**73.60**	**811.93**	**1,715.85**	**130.97**	**3,068.25**
Amortisation charge	181.24	0.04	81.98	146.60	169.23	837.14	61.72	1,477.95
Foreign currency translations adjustment	4.43	-	-	-	66.71	152.42	11.64	235.20
Balance as at 31 March 2021	**521.29**	**0.23**	**82.07**	**220.20**	**1,047.87**	**2,705.41**	**204.33**	**4,781.40**
Net block								
Balance as at 31 March 2020	**44.09**	**0.11**	**0.03**	**307.68**	**162.37**	**5,145.52**	**248.84**	**5,908.64**
Balance as at 31 March 2021	**296.47**	**0.08**	**553.72**	**161.08**	**-**	**5,325.06**	**242.16**	**6,578.57**

Route Mobile Limited

Significant accounting policies and other explanatory information as at and for the year ended 31 March 2021

(₹ in lakhs, except for share data, and if otherwise stated)

		As at 31 March 2021	As at 31 March 2020
5	**Other non-current financial assets**		
	Unsecured, considered good, unless otherwise stated		
	Security deposits	2,916.82	1,613.56
	Loans and advances to employees	-	0.40
	Fixed deposits with bank having maturity of more than 12 months	250.62	5.60
		3,167.44	**1,619.56**
6	**Deferred tax assets**		
	Deferred tax liability arising on account of :		
	Net gain on financial assets designated as FVTPL	70.52	47.77
	Difference in book values and tax base values of ROU assets and Lease liabilities	8.98	-
	Total deferred tax liabilities	**79.50**	**47.77**
	Deferred tax assets arising on account of :		
	Depreciation and amortisation	88.03	70.14
	Provision for compensated absences	-	10.39
	Provision for gratuity	75.03	60.51
	Provision for expenses	299.37	154.83
	Carried forward business losses	25.88	55.76
	Provision for doubtful debts and advances	56.16	67.85
	Difference in book values and tax base values of ROU asset and Lease liabilities	-	10.71
	Total deferred tax assets (net)	**544.47**	**430.19**
	Deferred tax assets (net)	**464.97**	**382.42**
7	**Non-current tax assets (net)**		
	Advance income tax (net of provision)	1,433.85	1,828.06
		1,433.85	**1,828.06**
8	**Other non-current assets**		
	Advances other than capital advances		
	Balance with government authorities	-	722.55
	Prepaid expenses	37.92	29.23
	Foreign tax credit receivable$	740.64	-
		778.56	**751.78**

$ Represents tax refund receivable by Route Mobile (UK) Limited (non resident shareholder of the 365Squared Limited) @ 6/7 of the income taxes paid in Malta by 365Squared Limited on distribution of such profits on which taxes have been paid in Malta, as dividend to Route Mobile (UK) Limited.

		As at 31 March 2021	As at 31 March 2020
9	**Current investments**		
	Investments carried at fair value through profit or loss (FVTPL)		
	Investments in mutual funds - Unquoted		
	Axis Banking and PSU Debt Fund - Growth 30,535.80 units (31 March 2020: 30,535.80) of ₹ 2058.09 each	628.45	583.65
	L&T Triple Ace Bond Fund - Growth 1,147,660.27 units (31 March 2020: 1,147,660.27) of ₹ 56.79 each	651.73	606.15
		1,280.18	**1,189.80**
	Aggregate amount of unquoted investments	1,280.18	1,189.80
	Aggregate amount of impairment in value of investments	-	-

Details of assets pledged are given under note 37.

		As at 31 March 2021	As at 31 March 2020
10	**Trade receivables**		
	Unsecured, considered good**	21,730.29	20,369.94
	Trade receivables which have significant credit risk	-	-
	Trade receivables - credit impaired	332.40	255.02
	Less: Provision for bad and doubtful debts	(332.40)	(255.02)
		21,730.29	**20,369.94**

**Includes ₹ Nil (31 March 2020: ₹ 0.01 lakhs) receivables due from companies where Director of the Company is a director

11	**Cash and cash equivalents**		
	Cash on hand	11.11	23.28
	Balances with banks		
	- in current accounts	5,610.38	3,868.32
	- in EEFC accounts	11,398.31	707.70
	- in deposit accounts with maturity upto 3 months	9,977.26	1,547.53
	- wallets balances	1.91	5.04
		26,998.97	**6,151.87**
12	**Other bank balances**		
	Deposits with maturity more than 3 months but less than 12 months	16,938.75	212.59
	Balances with bank held as margin money	-	2,201.28
	Balances with bank held as bank guarantee	2,827.72	1,698.46
		19,766.47	**4,112.33**
13	**Other current financial assets**		
	Unsecured, considered good, unless otherwise stated		
	Security deposits	536.84	219.87
	Interest accrued but not due on deposits	414.11	73.45
	Advances to employees	13.83	29.53
	Other receivables#	73.11	14.32
	Unbilled revenue	1,162.29	547.09
	Government grant receivable (refer note below)	255.00	155.00
	Advances to related parties*	-	25.00
		2,455.18	**1,064.26**

#Includes ₹ Nil (31 March 2020: ₹ 2.59 lakhs) receivables due from companies where Director of the Company is a director

*Includes ₹ Nil (31 March 2020: ₹ 25.00 lakhs) receivables due from companies where Director of the Company is a director

Note:

Route Mobile Limited (RML) and Call2Connect (C2C) have been awarded incentive plan under the India BPO Promotion Scheme (IBPS), envisaged under Digital India Programme. In accordance with the agreement with Software Technology Parks of India, Government of India by RML, a Special Purpose Vehicle was formed in the name of "Route Connect Private Limited" (RCPL) with 74% stake held by RML and the balance by C2C.

As part of the scheme, RCPL is eligible for a government grant to the extent of 50% of capital and/or 100% of operational expenditure incurred on BPO/ITES operations on admissible items, subject to an upper ceiling of ₹ 1 lakh per seat.

Since the primary condition of the proposed Government grant is that C2C should commit to set up the BPO/ITES operations for required number of seats and operate it for a minimum period of three years from the date of commencement of the BPO/ITES operations, which is expected to be fulfilled by C2C, the grant has been recorded as a "revenue grant" in accordance with Indian Accounting Standard-20, "Accounting for Government Grants and Disclosure of Government Assistance" prescribed by Companies (Indian Accounting Standards) Rules, 2015. The grant has been recognized in the Consolidated Statement of Profit and Loss over the 3 year period to align it with the related cost. The Group has recognized ₹ 100 lakhs during year ended 31 March 2021 (Year ended 31 March 2020 - ₹ 100 lakhs) as grant income in the Consolidated Statement of Profit and Loss.

(₹ in lakhs, except for share data, and if otherwise stated)

	As at 31 March 2021	As at 31 March 2020
14 Other current assets		
Advances other than capital advances		
Prepaid expenses	144.17	123.06
Advance to suppliers	2,068.54	2,423.79
Balance with government authorities	723.41	2,263.30
Unamortised share issue expenses#	-	955.61
Foreign tax credit receivable$	1,807.58	1,755.45
	4,743.70	**7,521.21**

Represents expenses incurred by the Holding Company in connection with Initial Public Offering (IPO) of equity shares. In accordance with the Act and also as per the offer agreement entered between the Holding Company and the selling shareholders, the selling shareholders have reimbursed the share issue expenses in proportion to the respective shares offered for sale. Accordingly, the Holding Company has partly recovered the expenses incurred in connection with the issue on completion of IPO. The Holding Company's share of expenses has been adjusted against securities premium under Section 52 of the Act on completion of IPO in the current year and the amount receivable from selling shareholders has been recovered from them.

$ Represents tax refund receivable by Route Mobile (UK) Limited (non resident shareholder of the 365Squared Limited) @ 6/7 of the income taxes paid in Malta by 365Squared Limited on distribution of such profits on which taxes have been paid in Malta, as dividend to Route Mobile (UK) Limited.

(₹ in lakhs, except for share data, and if otherwise stated)

	As at 31 March 2021	As at 31 March 2020
15 Equity share capital		
Authorised capital		
100,000,000 (31 March 2020: 100,000,000) equity shares of ₹ 10 each	10,000.00	10,000.00
Issued, subscribed and fully paid up		
57,713,583 (31 March 2020: 50,000,000) equity shares of ₹ 10 each	5,771.36	5,000.00
	5,771.36	**5,000.00**

(a) Reconciliation of equity shares outstanding at the beginning and at the end of the year

	As at 31 March 2021		As at 31 March 2020	
	Number	Amount	Number	Amount
Balance at the beginning of the year	50,000,000	5,000.00	50,000,000	5,000.00
Add: Issue of shares on public offer	6,857,142	685.72	-	-
Add: Issue of equity shares on exercise of employee stock options	856,441	85.64	-	-
Balance at the end of the year	**57,713,583**	**5,771.36**	**50,000,000**	**5,000.00**

(b) 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 HoldingCompany.

(c) Shareholders holding more than 5% of the shares

	As at 31 March 2021		As at 31 March 2020	
	Number of shares	% of holding	Number of shares	% of holding
Sandipkumar Gupta	9,257,143	16.04%	14,400,000	28.80%
Rajdipkumar Gupta	9,257,143	16.04%	14,400,000	28.80%
CC Gupta Family Trust	5,000,000	8.66%	5,000,000	10.00%
Sunita Gupta	4,320,000	7.49%	4,320,000	8.64%
Sarika Gupta	4,320,000	7.49%	4,320,000	8.64%

(d) Aggregate number of bonus shares issued during the period of five years immediately preceding the reporting date:

	As at 31 March 2017	
	Number	Amount
Equity shares allotted as fully paid bonus shares	30,000,000	3,000.00

(e) Shares reserved for issue under options

For details of shares reserved for issue under the employee stock option plan (ESOP), refer note 48.

(₹ in lakhs, except for share data, and if otherwise stated)

		As at 31 March 2021	As at 31 March 2020
16	**Other equity**		
	(i) Reserves and surplus		
	(a) Retained earnings	34,417.04	21,091.87
	(b) Statutory reserve	0.34	0.34
	(ii) Securities premium	24,048.29	-
	(iii) Foreign currency translation reserve	975.07	846.22
	Total other equity	**59,440.74**	**21,938.43**
	Retained earnings		
	Balance at the beginning of the year	21,091.87	17,057.86
	Less: Change in accounting policy (Implementation of Ind AS 116, Leases)	-	(114.32)
	Add: Profit for the year	13,332.02	5,826.99
	Add: Other comprehensive income for the year	(6.85)	(24.50)
	Less: Dividend paid	-	(1,500.00)
	Less: Dividend distribution tax	-	(154.16)
	Balance at the end of the year	**34,417.04**	**21,091.87**
	Securities premium		
	Balance at the beginning of the year	-	-
	Add: Issue of shares on public offer	23,314.28	-
	Add: Issue of equity shares on exercise of employee stock options	2,518.20	-
	Less: Adjustment of share issue expenses (refer note 14)	(1,784.19)	-
	Balance at the end of the year	**24,048.29**	**-**
	Statutory reserve		
	Balance at the beginning of the year	0.34	0.34
	Add: Transferred from Retained earnings	-	-
	Balance at the end of the year	**0.34**	**0.34**
	Foreign currency translation reserve		
	Balance at the beginning of the period	846.22	226.39
	Add: Movement during the year (net)	128.85	619.83
	Balance at the end of the year	**975.07**	**846.22**
	Other equity	**59,440.74**	**21,938.43**

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 reserve is utilised in accordance with the provisions of the Companies Act, 2013.

(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) 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 profit and loss when the net investment is disposed off.

(₹ in lakhs, except for share data, and if otherwise stated)

	As at 31 March 2021	As at 31 March 2020
17 Non-current borrowings		
Secured		
Term loan from bank	376.37	402.11
Vehicle loans from banks	20.93	28.40
Less : Current maturities of long-term borrowings (refer note 22)	(56.39)	(59.31)
	340.91	**371.20**

Details of repayment, rate of interest and security for loans from bank and financial institutions:

Name of the Bank	Installments	No. of installments as on 31 March 2021	Installment Amount as on 31 March 2021	Rate of Interest	Nature of secutities	As at 31 March 2021	As at March 31, 2020
HDFC Bank Limited	Monthly	29	23.26	8.6% p.a.	Vehicles	20.93	28.40
Sub total			**23.26**			**20.93**	**28.40**
Mahreqbank psc	Monthly	138	521.25	4.75% p.a for 1st year and thereafter 3 month EIBOR+4.49% margin	Office unit 403, Business Bay, Dubai	376.37	402.11
Sub total			**521.25**			**376.37**	**402.11**
Total			**544.51**			**397.30**	**430.51**

(₹ in lakhs, 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 2019	429.34	7,322.78	159.74	2,940.06
Adjustment basis implementation of Ind AS 116, Leases (refer note 43)	-	-	1,556.13	-
Cash flows (net)	(11.00)	(3,580.73)	(570.52)	3,211.81
Foreign exchange loss	12.17	-	5.49	-
Finance costs	40.11	249.44	142.17	-
Finance cost paid	(40.11)	(235.51)	(142.17)	-
Net debt as at 31 March 2020	**430.51**	**3,755.98**	**1,150.84**	**6,151.87**

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 2020	430.51	3,755.98	1,150.84	6,151.87
Adjustment on account of Ind AS 116, Leases	-	-	1,073.71	-
Cash flows (net)	(33.21)	(3,735.56)	(624.85)	20,707.56
Foreign exchange loss	-	-	-	139.54
Finance costs	29.36	156.32	78.61	-
Finance cost paid	(29.36)	(176.74)	(78.61)	-
Net debt as at 31 March 2021	**397.30**	**-**	**1,599.70**	**26,998.97**

(₹ in lakhs, except for share data, and if otherwise stated)

	As at 31 March 2021	As at 31 March 2020
18 Non-current Provisions		
Provisions for employee benefits		
Gratuity (refer note 42)	273.96	223.23
	273.96	**223.23**
19 Deferred tax liabilities (net)		
Deferred tax liability arising on account of :		
Depreciation and amortisation	29.72	50.82
	29.72	**50.82**

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(₹ in lakhs, except for share data, and if otherwise stated)

	As at 31 March 2021	As at 31 March 2020
20 Current borrowings		
Secured		
Working capital loan from bank	-	735.56
Term loan from bank	-	3,000.00
	-	**3,735.56**

Details of borrowings:

Nature of loan	Name of the Bank	As at 31 March 2021	As at March 31, 2020	Rate of Interest (p.a.)	Nature of securities
Term loan	Kotak Mahindra Bank Limited	-	900.00	Nil (31 March 2020:8.35% p.a)	Refer note (a)
Term loan (Foreign currency swap)	Kotak Mahindra Bank Limited	-	2,100.00	Nil (31 March 2020: 1.68% on Euro equivalent)	Refer note (a)
Working capital	HDFC Bank	-	735.56	Nil (31 March 2020: 1.55% plus 3 months MCLR i.e. 9.60% p.a.)	Refer note (b)
Total	**Total**	**-**	**3,735.56**		

a. Nature of security for term loan from bank :

Kotak Mahindra Bank Limited

(i) secured by way of exclusive charge over the current investments and fixed deposits.

b. Nature of security for Working capital loan from bank :

HDFC Bank

(i) secured by way of exclusive charge over the current assets and movable fixed assets of the Company.

(ii) Equitable mortgage of commercial property situated in Mumbai owned by Company.

(iii) personal guarantees of the directors (Rajdipkumar Gupta, Sandipkumar Gupta and Chandrakant Gupta)

		As at 31 March 2021	As at 31 March 2020
21	**Trade payables**		
	Total outstanding dues of micro enterprises and small enterprises	5.05	-
	Total outstanding dues of creditors other than micro enterprises and small enterprises*	23,843.82	18,122.81
		23,848.87	**18,122.81**

*This includes ₹ Nil (31 March 2020: ₹ 16.69 lakhs) payables to group companies/ related parties.

* 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 2021**	**As at 31 March 2020**
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year		
- Principal amount	5.05	-
- 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 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.

22	**Other current financial liabilities**		
	Current maturity of long-term borrowings (refer note 17)	56.39	59.31
	Interest accrued but not due on borrowings	-	20.42
	Security deposits	17.66	13.34
	Capital creditors	459.98	1.18
	Dues to employees	111.14	51.98
	Outstanding expenses	3,819.24	3,440.00
	Mark to market of derivative financial instruments	-	118.68
	Payable on account of business combination (refer note 46)	-	5,097.71
		4,464.41	**8,802.62**
23	**Current provisions**		
	Provisions for employee benefits		
	Gratuity (refer note 42)	50.96	41.32
	Compensated absences (refer note 42)	-	41.16
		50.96	**82.48**
24	**Current tax liabilities (net)**		
	Provision for tax (net of advance tax)	4,082.78	2,438.30
		4,082.78	**2,438.30**
25	**Other current liabilities**		
	Statutory dues	2,200.29	362.37
	Advance from customers	371.53	491.73
		2,571.82	**854.10**

Note: There are no amounts due to be transferred to the Investor Education and Protection Fund as at the year end.

(₹ in lakhs, except for share data, and if otherwise stated)

		Year ended 31 March 2021	Year ended 31 March 2020
26	**Revenue from operations**		
	Sale of services		
	Messaging services	138,145.82	92,747.35
	Call center services	2,471.66	2,877.93
		140,617.48	**95,625.28**
	Disaggregation of revenue:		
	Revenue based on geography		
	Domestic	20,535.57	18,350.90
	Export	120,081.91	77,274.38
	Revenue from operations	**140,617.48**	**95,625.28**
27	**Other income**		
	Interest income on financial assets measured at amortised cost:		
	- Fixed deposits	788.56	265.27
	- Security deposits	24.33	25.19
	Interest on income tax refund	68.09	3.70
	Liabilities no longer payable, written back	33.00	301.39
	Provision for doubtful debts written back	20.75	-
	Rental income	-	1.06
	Fair value changes of contingent consideration(refer note 46)	-	241.92
	Net gain arising on financial assets designated as FVTPL	90.38	123.25
	Gain on derivative financial instrument (net)	66.28	70.60
	Net gain on foreign currency transactions and translation	284.53	-
	Gain on extinguishment of lease liabilities (net)	41.13	-
	Government grant (refer note 13)	100.00	100.00
	Miscellaneous income	80.87	52.51
		1,597.92	**1,184.89**
28	**Purchases of messaging services**		
	Purchases of messaging services	112,905.00	76,415.47
		112,905.00	**76,415.47**
29	**Employee benefits expense**		
	Salaries and wages (refer note 42(II and III))	5,996.70	5,549.05
	Contribution to provident fund and other funds (refer note 42(I))	46.82	56.13
	Staff welfare expense	105.79	214.87
		6,149.31	**5,820.05**

		Year ended 31 March 2021	Year ended 31 March 2020
30	**Finance costs**		
	Interest on borrowings from banks	164.47	281.37
	Interest on lease liabilities	78.61	142.17
	Interest on delayed payment of statutory dues	11.30	55.09
	Other borrowing cost	21.21	8.18
		275.59	**486.81**
31	**Depreciation and amortisation expense**		
	Depreciation on property, plant and equipment (refer note 2)	580.92	550.65
	Depreciation on right-of-use assets - Computers (refer note 4(a))	67.06	100.60
	Depreciation on right-of-use assets- Building (refer note 4(a))	449.56	466.10
	Amortisation on intangible assets (refer note 4(b))	1,477.95	1,150.56
		2,575.49	**2,267.91**
32	**Other expenses**		
	Power and fuel	131.84	194.06
	Office maintenance expenses	59.78	54.61
	Repairs and maintenance - Others	138.66	141.31
	Insurance	29.10	45.98
	Rent (refer note 42)	88.37	81.67
	Rates and taxes	12.15	37.94
	Stamp duty charges	158.13	-
	Internet, data centre and cloud services	417.20	382.51
	Travelling and conveyance	70.33	313.07
	Printing and stationery	18.39	24.04
	Business promotion	80.13	379.31
	Donations	12.21	1.56
	Expenditure on Corporate Social Responsibility (refer note 48)	48.99	92.30
	Legal and professional charges	2,162.97	847.62
	Auditor's remuneration (refer note below)	67.32	51.12
	Advances and trade receivable written off	211.08	67.65
	Provision for doubtful debts and advances	98.13	91.15
	Net loss on foreign currency transactions and translation	-	245.69
	Bank charges	81.70	84.02
	Loss on derivative tranasaction	-	4.54
	Membership and subscription	29.18	9.72
	Sitting fees to directors	14.50	11.25
	Miscellaneous expenses	226.28	233.39
		4,156.44	**3,394.51**

Note:

Auditors' remuneration (excluding good and services tax)		
As auditor		
Statutory audit	67.21	47.00
In other capacity		
Other Services*	71.00	69.22
Reimbursement of expenses	0.11	0.77
	138.32	**116.99**

* Including ₹ 71.00 lakhs (31 March 2020: ₹ 65.87 lakhs) paid towards assurance services in connection with the Initial Public Offering of equity shares of the Company and disclosed as 'share issue expenses' in note 14.

		Year ended 31 March 2021	Year ended 31 March 2020
33	**Exceptional items**		
	Service tax (refer note below)	-	1,489.09
		-	**1,489.09**

The Service tax department ("department") had issued a Show Cause cum Demand Notice (SCDN) to the Group, based on the understanding that the Group has not discharged the service tax liability under reverse charge mechanism on the purchases of messages from its foreign vendors and sale to their overseas customers.
During the year ended 31 March 2020, the Group has opted for the benefit of 'Sabka Vishwas Legacy Dispute Resolution Scheme, 2019' ("the Scheme"). The Scheme covers past disputes and voluntary disclosure of taxes by declarants under various central laws which got subsumed under GST, including Central Excise and Service Tax. In accordance with the Scheme, the Group has determined its liability @ 50% of tax demand in respect of its service tax dues and ₹ 1,489.09 lakhs has been recorded in the consolidated financial statements towards the settlement for the aforesaid service tax matter.

		Year ended 31 March 2021	Year ended 31 March 2020
34	**Tax expense**		
	Current tax expense		
	Current tax	3,790.95	2,023.80
	Foreign tax credit	(730.56)	(873.37)
	Tax adjustment in respect of earlier years	(82.47)	(67.90)
	Total current tax expense	**2,977.92**	**1,082.53**
	Deferred taxes		
	Deferred tax expenses/(credit)	(99.37)	33.35
	Net deferred tax expenses/(credit)	**(99.37)**	**33.35**
	Total income tax expense	**2,878.55**	**1,115.88**
34.1	**Tax reconciliation (for profit and loss)**		
	Profit before tax	16,153.57	6,936.33
	Tax at the rate of 25.168%**	4,065.53	1,745.73
	Tax effect of amounts which are not deductible / not taxable in calculating taxable income		
	Expenses permanently disallowed	82.93	13.99
	Tax paid on dividend income from subsidiaries		187.22
	Amortisation on intangible assets not qualifying for tax allowances	236.30	263.38
	Effect of difference between Indian and foreign tax rates	(241.02)	100.04
	Foreign tax credit	(730.56)	(873.37)
	Tax adjustment of prior years	(82.47)	(67.90)
	Effect of difference in tax liability between Indian and non taxable foreign subsidiaries	(627.94)	(441.84)
	Difference in tax liability due to non-recognition of tax impact in loss making subsidiaries	88.60	101.29
	Change in tax rates	-	60.06
	Others	87.18	27.28
	Income tax expense	**2,878.55**	**1,115.88**

(₹ in lakhs, except for share data, and if otherwise stated)

34.2 The movement in deferred tax assets and liabilities during the year ended 31 March 2021 and 31 March 2020 are as follows:

	As at 1 April 2019 Deferred tax assets/(liabilities)	Credit/(charge) in retained earnings	Credit/(charge) in statement of profit and loss	Credit/(charge) in other comprehensive income	Exchange difference	As at 31 March 20 Deferred tax assets/(liabilities)
Depreciation and amortisation	65.12	-	(42.94)	-	(2.86)	19.32
Provision for compensated absences	7.70	-	2.69	-	-	10.39
Provision for gratuity	51.99	-	3.75	4.77	-	60.51
Provision for expenses	168.62	-	(13.79)	-	-	154.83
Difference in book values and tax base values of ROU asset and Lease liability	-	14.24	(3.53)	-	-	10.71
Brought forward losses	-	-	55.76	-	-	55.76
Net gain on financial assets designated as FVTPL	-	-	(47.77)	-	-	(47.77)
Provision for doubtful debts and advances	55.37	-	12.48	-	-	67.85
Total	**348.80**	**14.24**	**(33.35)**	**4.77**	**(2.86)**	**331.60**

	As at 1 April 2020 Deferred tax assets/(liabilities)	Credit/(charge) in retained earnings	Credit/(charge) in statement of profit and loss	Credit/(charge) in other comprehensive income	Exchange difference	As at 31 March 21 Deferred tax assets/(liabilities)
Depreciation and amortisation	19.32	-	37.73	-	1.26	58.31
Provision for compensated absences	10.39	-	(10.39)	-	-	-
Provision for gratuity	60.51	-	11.31	3.21	-	75.03
Provision for expenses	154.83	-	144.73	-	(0.19)	299.37
Difference in book values and tax base values of ROU asset and Lease liabilities	10.71	-	(19.69)	-	-	(8.98)
Brought forward losses	55.76	-	(29.88)	-	-	25.88
Net gain on financial assets designated as FVTPL	(47.77)	-	(22.75)	-	-	(70.52)
Provision for doubtful debts and advances	67.85		(11.69)	-	-	56.16
Total	**331.60**	**-**	**99.37**	**3.21**	**1.07**	**435.25**

35 Other comprehensive income	**Year ended 31 March 2021**	**Year ended 31 March 2020**
Items that will be reclassified to profit or loss		
Gains and losses arising from translating the financial statements of foreign operations	136.58	597.56
Income tax relating to this item	-	-
Items that will not be reclassified to profit or loss		
Remeasurements of defined employee benefit plans	(10.06)	(29.27)
Income tax relating to this item	3.21	4.77
	129.73	**573.06**

36 Assets pledged as security

	As at 31 March 2021	**As at 31 March 2020**
Current assets		
Fixed deposits lien by bank against working capital loan	-	3,899.74
Investments	-	1,189.80
Trade receivables	-	11,179.81
Other bank balances	-	202.09
Loans	-	2,233.97
Other current financial assets	-	886.76
Other current assets	-	4,425.57
	-	**24,017.74**
Non current assets		
Moveable fixed assets (Furniture and office equipment)	-	119.02
Building	651.48	884.60
Computers	-	329.76
Vehicle	21.30	92.63
Total non-current assets	**672.78**	**1,426.01**
Total assets pledged as security	**672.78**	**25,443.75**

(₹ in lakhs, except for share data, and if otherwise stated)

37 Fair value measurements

Financial instruments by category:

Particulars	31 March 2021 FVTPL	31 March 2021 Amortised cost	31 March 2020 FVTPL	31 March 2020 Amortised cost
Financial Assets - Non-current				
Other non-current financial assets	-	3,167.44	-	1,619.56
Financial Assets - Current				
Investments	1,280.18	-	1,189.80	-
Trade receivables	-	21,730.29	-	20,369.94
Cash and cash equivalents	-	26,998.97	-	6,151.87
Other bank balances	-	19,766.47	-	4,112.33
Other current financial assets	-	2,455.18	-	1,064.26
Financial Liabilities - Non-current				
Borrowings (including current maturities)	-	397.30	-	430.51
Lease liability (including current maturities)	-	1,599.70	-	1,150.84
Financial Liabilities - Current				
Borrowings	-	-	-	3,735.56
Trade payables	-	23,848.87	-	18,122.81
Other current financial liabilities	-	4,408.02	-	8,743.31

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 underneath the table.

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. For example, listed equity instruments that have quoted market price.

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 value of forward foreign exchange contracts is determined using forward exchange rates at the balance sheet date.

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 2021	31 March 2020
Investment in Mutual funds	1,280.18	1,189.80

Fair value of the mutual funds are based on NAV at the reporting date.
Since the valuation of investment is done based on obervable 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 2021		31 March 2020	
	Fair Value	Carrying amount	Fair Value	Carrying amount
Financial Assets - Non-current				
Other financial assets				
- Security deposits	2,916.82	2,916.82	1,613.56	1,613.56
- Loan to employees (including current maturity)	-	-	1.55	1.55
Fixed deposits with bank having maturity of more than 12 months	250.62	250.62	5.60	5.60
Financial Liabilities - Non-current				
Borrowings (including current maturities)	397.30	397.30	430.51	430.51
Lease obligations	1,599.70	1,599.70	1,150.84	1,150.84

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.

(₹ in lakhs, except for share data, and if otherwise stated)

38 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 approve 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 recognized 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:

Particulars	As at 31 March 2021	As at 31 March 2020
Upto 3 months	19,473.71	19,198.57
3 - 6 months	841.67	785.92
6 - 12 months	813.65	316.86
More than one year	933.66	323.61
Total	**22,062.69**	**20,624.96**
Provision for expected credit loss created	332.40	255.02

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 2021

Particulars	Upto 1 year	Between 1 and 3 years	Beyond 3 years	Total
Financial Liabilities - Non-Current				
Borrowings (including current maturities)	56.39	103.44	385.27	545.10
Lease liability (including current maturities)	481.97	723.18	609.79	1,814.94
Financial Liabilities - Current				
Borrowings	-	-	-	-
Trade payables	23,848.87	-	-	23,848.87
Other current financial liabilities	4,408.02	-	-	4,408.02
Total	**28,795.25**	**826.62**	**995.06**	**30,616.93**

As at 31 March 2020

Particulars	Upto 1 year	Between 1 and 3 years	Beyond 3 years	Total
Financial Liabilities - Non-Current				
Borrowings (including current maturities)	59.31	161.69	392.23	613.23
Lease liability (including current maturities)	588.42	605.14	-	1,193.56
Financial Liabilities - Current				
Borrowings	3,735.56	-	-	3,735.56
Trade payables	18,122.81	-	-	18,122.81
Other current financial liabilities	8,743.31	-	-	8,743.31
Total	**31,249.41**	**766.83**	**392.23**	**32,408.47**

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:

₹ in lakhs

Particulars	31 March 2021	31 March 2020
Financial liabilities		
Trade Payables Euro	1,388.21	911.81
Trade Payables USD	15,168.94	4,287.94
Trade Payables AED	-	10.27
Trade Payables FJD	0.06	0.06
Other payables Euro	-	5,097.71
Borrowings Euro	-	2,100.00
Net exposure to foreign currency risk (liabilities)	**16,557.21**	**12,407.79**
Financial assets		
Trade Receivable Euro	6,825.89	4,783.23
Trade Receivable USD	5,146.83	8,467.07
Trade Receivable GBP	-	0.69
Bank Balance USD	2,348.06	1,514.56
Bank Balance GBP	78.04	71.21
Bank Balance SGD	0.59	0.58
Bank Balance Euro	8,979.22	1,255.11
Net exposure to foreign currency risk (assets)	**23,378.63**	**16,092.45**
Net exposure to foreign currency assets/(liabilities)	**6,821.42**	**3,684.66**

The following table demonstrates the sensitivity in EUR, USD, AED,SGD, FJD 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:

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:

₹ in lakhs

Currencies	31 March 2021		31 March 2020	
	Increase by 2%	Decrease by 2%	Increase by 2%	Decrease by 2%
EUR	(288.34)	288.34	41.42	(41.42)
USD	153.48	(153.48)	(113.87)	113.87
AED	-	-	0.21	(0.21)
GBP	(1.56)	1.56	(1.44)	1.44
SGD	(0.01)	0.01	(0.01)	0.01
FJD	0.00	(0.00)	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 **₹ in lakhs**

Particulars	**Impact on profit for the year ended 31 March 2020**	**Impact on profit for the year ended 31 March 2020**
Impact on profit before tax for 5% increase in NAV	64.01	59.49
Impact on profit before tax for 5% decrease in NAV	(64.01)	(59.49)

(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 2021**	**As at 31 March 2020**
Total Borrowings	397.30	4,186.50
% of Borrowings out of above bearing variable rate of interest	0.00%	17.58%

Interest rate sensitivity

A change of 50 bps in interest rates would have following Impact on profit before tax

Particulars	**Year ended 31 March 2021**	**Year ended 31 March 2020**
50 bps increase would decrease the profit before tax by	(0.41)	(1.19)
50 bps decrease would increase the profit before tax by	0.41	1.19

(₹ in lakhs, except for share data, and if otherwise stated)

39 Capital Management

The Groups'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 2021	As at 31 March 2020
Borrowings#	397.30	4,186.50
Less: Cash and cash equivalents	(26,998.97)	(6,151.87)
Net debt	(26,601.67)	(1,965.37)
Equity	65,212.10	26,938.43
Capital and net debt	38,610.43	24,973.05
Gearing ratio	-68.90%	-7.87%

#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 2021	31 March 2020
Equity dividend		
Dividend on equity shares declared and paid during the year		
Final dividend for the year ended 31 March 2019 of ₹ 1.5 per share	-	750.00
Interim dividend for the year ended 31 March 2020 of ₹ 1.5 per share	-	750.00
Proposed dividend on equity shares not recognised as liability		
Proposed final dividend for the year ended 31 March 2021 of ₹ 2 (31 March 2020: Nil) per fully paid share	1,154.27	-

(₹ in lakhs, except for share data, and if otherwise stated)

40 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
	Ankit Paleja (Independent Director till 31 January 2020)
	Ramachandran Sivathanu
	Nimesh Salot (Independent Director with effect from 12 February 2020)
	Arun Vijaykumar Gupta (Independent Director with effect from 19 November 2020)
(ii) Entities in which KMP/relatives of KMP can exercise significant influence (with whom transaction have taken place)	29 Three Holidays Private Limited
	Spectrum Technologies
	Zon Hotels Private Limited (formerly, Shrem Resort Private Limited)
	Chandrakant Gupta HUF
	Rajdipkumar Gupta HUF
	Sandipkumar Gupta HUF
	CC Gupta Family Trust
	Saraswati Devi Charitable Trust
	Horizon Sports India Private Limited
	Ahana Hospitality LLP (formerly, Ahana Hospitality Private Limited)
	Route Mobile Foundation for Education and Sports (with effect from 26 March 2021)
(iii) Relatives of KMP (with whom transaction have taken place)	Chamelidevi Gupta
	Sarika Gupta
	Sunita Gupta
	Tanvi Gupta

(₹ in lakhs, except for share data, and if otherwise stated)

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 2021	31 March 2020	31 March 2021	31 March 2020	31 March 2021	31 March 2020
Purchase of messaging services						
Spectrum Technologies	-	-	93.90	11,670.31	-	-
Sale of messaging services						
Spectrum Technologies	-	-	321.37	-	-	-
Travelling and conveyance						
29 Three Holidays Private Limited	-	-	5.81	246.61	-	-
Expenses reimbursed by other company						
29 Three Holidays Private Limited	-	-	1.54	0.97	-	-
Spectrum Technologies	-	-	3.30	-	-	
Expenses reimbursed to other company/others						
29 Three Holidays Private Limited	-	-	40.41	13.03	-	-
Bad debts written off						
29 Three Holidays Private Limited	-	-	-	0.17	-	-
Sponsorship Fees						
Horizon Sports India Private Limited	-	-	-	35.00	-	-
Business advance given						
Zon Hotels Private Limited (formerly, Shrem Resort Private Limited)	-	-	-	55.00	-	-
Spectrum Technologies	-	-	-	2,557.37	-	-
29 Three Holidays Private Limited	-	-	-	25.00	-	-
Rental income						
29 Three Holidays Private Limited	-	-	-	0.90	-	-
Ahana Hospitality LLP (formerly, Ahana Hospitality Private Limited)	-	-	-	0.16	-	-
Business advance received back						
Spectrum Technologies	-	-	1,313.22	1,000.89	-	
29 Three Holidays Private Limited	-	-	25.00	-	-	-
Remuneration to Directors*						
Rajdipkumar Gupta	133.14	75.94	-	-	-	-
Sandipkumar Gupta	226.54	199.65	-	-	-	-
Remuneration to KMP*						
Suresh Jankar	56.00	56.45	-	-	-	-
Rathindra Das	30.40	28.89	-	-	-	-

*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

(₹ in lakhs, except for share data, and if otherwise stated)

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 2021	31 March 2020	31 March 2021	31 March 2020	31 March 2021	31 March 2020
Sitting fees to Directors						
Sandipkumar Gupta	3.50	3.00	-	-	-	-
Chandrakant Gupta	2.25	1.25	-	-	-	-
Sudha Navandar	3.25	2.50	-	-	-	-
Arun Vijaykumar Gupta	0.75	-	-	-	-	-
Ankit Paleja	-	0.50	-	-	-	-
Ramachandran Sivathanu	3.25	3.00	-	-	-	-
Nimesh Salot	1.50	1.00	-	-	-	-
Expenditure on Corporate Social Responsibility						
Route Mobile Foundation for Education and Sports	-	-	47.19	-	-	-
Saraswati Devi Charitable Trust	-	-	-	35.00	-	-
Salaries and Wages						
Sarika Gupta	-	-	-	-	3.75	9.00
Sunita Gupta	-	-	-	-	3.75	9.00
Tanvi Gupta	-	-	-	-	2.50	6.00
Share issue expenses recovered						
Sandipkumar Gupta	1,361.46	-	-	-	-	-
Rajdipkumar Gupta	1,361.46	-	-	-	-	-
Dividend Paid						
Sandipkumar Gupta	-	432.00	-	-	-	-
Rajdipkumar Gupta	-	432.00	-	-	-	-
Chandrakant Gupta	-	69.00	-	-	-	-
Chamelidevi Gupta	-	-	-	-	-	69.00
Sunita Gupta	-	-	-	-	-	129.60
Sarika Gupta	-	-	-	-	-	129.60
Chandrakant Gupta HUF	-	-	-	10.80	-	-
Rajdipkumar Gupta HUF	-	-	-	9.00	-	-
Sandipkumar Gupta HUF	-	-	-	9.00	-	-
CC Gupta Family Trust	-	-	-	150.00	-	-

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 2021	**31 March 2020**	**31 March 2021**	**31 March 2020**	**31 March 2021**	**31 March 2020**
Balances outstanding at the end of the year						
Trade receivable						
29 Three Holidays Private Limited	-	-	-	0.01	-	-
Other receivable						
29 Three Holidays Private Limited	-	-	-	2.59	-	-
Amount payable						
29 Three Holidays Private Limited	-	-	-	12.02	-	-
Spectrum Technologies	-	-	-	4.67	-	-
Advances receivable						
29 Three Holidays Private Limited	-	-	-	25.00	-	-
Spectrum Technologies	-	-	-	1,556.48	-	-
Security deposit taken						
29 Three Holidays Private Limited	-	-	-	0.30	-	-
Remuneration payable						
Sandipkumar Gupta	73.22	48.71	-	-	-	-
Rajdipkumar Gupta	-	33.63	-	-	-	-
Salaries and Wages payable						
Sarika Gupta	-	-	-	-	-	0.19
Sunita Gupta	-	-	-	-	-	0.19
Tanvi Gupta	-	-	-	-	-	0.12

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. For the year ended 31 March 2021, the Group has recorded impairment of receivables/advances of Nil (31 March 20: ₹ 0.17 lakhs) relating to amounts owed by related parties. 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.

(₹ in lakhs, except for share data, and if otherwise stated)

41 (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)		Total comprehensive income	
		As % of consolidated net assets	Amount	As % of consolidated profit	Amount	As % of consolidated other comprehensive income/(loss)	Amount	As % of consolidated comprehensive income	Amount
Parent:									
Route Mobile Limited	India								
31 March 2021		53.08%	34,474.32	16.82%	2,232.52	-7.35%	(9.54)	16.58%	2,222.98
31 March 2020		27.81%	7,431.68	12.97%	754.69	-2.47%	(14.17)	11.58%	740.52
Subsidiaries:									
Indian									
Sphere Edge Consulting India Private Limited	India								
31 March 2021		1.86%	1,207.06	2.98%	394.95	0.00%	-	2.95%	394.95
31 March 2020		3.04%	812.44	1.76%	102.20	0.00%	-	1.60%	102.20
Cellent Technologies India Private Limited	India								
31 March 2021		0.14%	92.26	0.54%	71.34	0.00%	-	0.53%	71.34
31 March 2020		0.08%	20.93	(2.17%)	(126.06)	0.00%	-	(1.97%)	(126.06)
Start Corp India Private Limited	India								
31 March 2021		0.20%	127.49	0.00%	0.11	0.00%	-	0.00%	0.11
31 March 2020		0.48%	127.38	0.07%	4.04	0.00%	-	0.06%	4.04
Call 2 Connect India Private Limited	India								
31 March 2021		1.12%	729.56	(1.67%)	(221.04)	2.07%	2.69	(1.63%)	(218.35)
31 March 2020		(0.20%)	(52.20)	(1.58%)	(92.23)	(1.80%)	(10.33)	-1.60%	(102.56)
Route Connect Private Limited	India								
31 March 2021		0.02%	13.77	-0.01%	(0.92)	0.00%	-	-0.01%	(0.92)
31 March 2020		0.05%	14.69	0.66%	38.29	0.00%	-	0.60%	38.29
Foreign									
RouteSMS Solutions (UK) Limited (refer note 1 below)	United Kingdom								
31 March 2021		22.28%	14,466.19	57.00%	7,566.67	633.78%	822.16	62.59%	8,388.83
31 March 2020		22.75%	6,077.03	69.62%	4,052.65	-55.88%	(320.16)	58.38%	3,732.49

(₹ in lakhs, except for share data, and if otherwise stated)

Name of the entities in the group	Country of incorporation	Net Assets, i.e. total assets		Share in profits/(loss)		Share in other comprehensive		Total comprehensive	
		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 2021		2.36%	1,533.70	5.45%	723.15	(8.00%)	(10.38)	5.32%	712.77
31 March 2020		3.07%	820.93	6.08%	353.82	0.55%	3.15	5.58%	356.97
RouteSMS Solutions (FZE) Limited (refer note 1 below)	United Arab Emirates								
31 March 2021		22.30%	14,483.00	19.20%	2,549.35	(320.41%)	(415.64)	15.92%	2,133.71
31 March 2020		46.22%	12,349.29	30.11%	1,752.82	165.27%	947.13	42.23%	2,699.95
Route Mobile Pte. Ltd.	Singapore								
31 March 2021		(0.29%)	(189.07)	0.12%	15.89	(3.98%)	(5.17)	0.08%	10.72
31 March 2020		(0.75%)	(199.80)	1.35%	78.53	(1.86%)	(10.68)	1.06%	67.85
Non - Controlling interest in all subsidiaries									
RouteSMS Solutions (FZE) Limited									
31 March 2021		(0.39%)	(250.45)	(0.41%)	(54.34)	5.47%	7.10	(0.35%)	(47.24)
31 March 2020		(0.76%)	(203.21)	0.05%	2.74	(3.87%)	(22.21)	(0.30%)	(19.47)
RouteSMS Solutions (UK) Limited									
31 March 2021		(0.02%)	(15.97)	(0.02%)	(2.66)	0.48%	0.63	(0.02%)	(2.03)
31 March 2020		(0.05%)	(13.94)	(0.16%)	(9.28)	(0.01%)	(0.06)	(0.15%)	(9.34)
Intercompany elimination and consolidation adjustments									
31 March 2021		(2.66%)	(1,726.16)	0.00%	-	-202.07%	(262.13)	(1.96%)	(262.13)
31 March 2020		(1.74%)	(463.94)	(18.76%)	(1,091.76)	0.07%	0.39	(17.07%)	(1,091.37)
Total									
31 March 2021			64,945.69		13,275.02		129.72		13,404.73
31 March 2020			26,721.30		5,820.44		573.05		6,393.52

Note:
1. Amount disclosed is after consolidation with subsidiaries and associate, as applicable.

Route Mobile Limited
Significant accounting policies and other explanatory information as at and for the year ended 31 March 2021
(₹ in lakhs, 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)	
	31 March 2021	31 March 2020	31 March 2021	31 March 2020
Current assets	64.27	82.88	2,027.37	2,348.88
Current liabilities	(43.55)	(89.25)	(2,520.17)	(2,749.14)
Net current assets	**20.72**	**(6.37)**	**(492.80)**	**(400.26)**
Non-current assets	19.04	8.37	1.72	1.80
Non-current liabilities	(92.99)	(48.50)	-	-
Net non-current assets	**(73.95)**	**(40.13)**	**1.72**	**1.80**
Net assets	**(53.23)**	**(46.50)**	**(491.08)**	**(398.46)**
Accumulated NCI	**(15.97)**	**(13.94)**	**(250.45)**	**(203.21)**

Summarised statement of profit and loss

Particulars	Route Mobile Limited (Ghana)		Route Mobile LLC (UAE)	
	31 March 2021	31 March 2020	31 March 2021	31 March 2020
Revenue	69.24	75.26	4,313.22	5,304.67
Profit/(loss) for the period	(8.87)	(30.95)	(106.56)	5.37
Other comprehensive income	2.09	(0.20)	13.92	(43.56)
Total comprehensive income	**(6.78)**	**(31.15)**	**(92.64)**	**(38.19)**
(Loss)/Profit allocated to NCI	(2.66)	(9.28)	(54.34)	2.74
Other comprehensive income/(loss) allocated to NCI	0.63	(0.06)	7.10	(22.21)
Total comprehensive income/(loss) allocated to NCI	(2.03)	(9.34)	(47.24)	(19.47)
Dividend paid to NCI	-	-	-	-

Summarised cash flows

	Route Mobile Limited (Ghana)		Route Mobile LLC (UAE)	
	31 March 2021	31 March 2020	31 March 2021	31 March 2020
Cash flows from operating activities	27.25	6.47	15.29	266.13
Cash flows from investing activities	-	-	(0.65)	-
Cash flows from financing activities	48.46	-	-	-
Net (decrease) in cash and cash equivalents	**75.71**	**6.47**	**14.64**	**266.13**

(₹ in lakhs, except for share data, and if otherwise stated)

42 Employee benefits (as applicable to India entities)

I. Contribution to Defined contribution plan, recognised as expenses for the period as under :

	Year ended 31 March 2021	Year ended 31 March 2020
Employer contribution to provident fund and other fund	33.41	13.39
Employer contribution to employees state insurance scheme	8.24	15.70
	41.65	**29.09**

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 2021	As at 31 March 2020
(a) Change in present value of benefit obligation		
Projected Benefit Obligation ("PBO") at the beginning of the period	264.55	187.21
Current service cost	45.68	38.90
Interest cost	14.70	11.97
Remeasurements due to:		
- Effect of change in financial assumptions	4.47	11.17
- Effect of change in demographic assumptions	-	(0.01)
- Effect of experience adjustments	5.59	18.11
Benefits paid	(10.07)	(2.80)
Present value of obligation at the end of the period	**324.92**	**264.55**
(b) Current / Non Current benefit obligation		
Current	50.96	41.32
Non-current	273.96	223.23
Amount recognised in the Consolidated Balance sheet	**324.92**	**264.55**

	Year ended 31 March 2021	Year ended 31 March 2020
(c) Amount recognised in the Consolidated Statement of Profit and Loss		
Current service cost	45.68	38.90
Interest cost	14.70	11.97
Total expense included in "Employee benefit expense"	**60.38**	**50.87**

(d) Amount recognised in Other Comprehensive Income (OCI)

Remeasurements due to:		
- Effect of change in financial assumptions	4.47	11.17
- Effect of change in demographic assumptions	-	(0.01)
- Effect of experience adjustments	5.59	18.11
Actuarial loss recognised in Other comprehensive income	**10.06**	**29.27**

(e) Assumptions

	As at 31 March 2021	As at 31 March 2020
Discount rate	5.75%	6.05%
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) Maturity pattern for defined benefit obligations

Expected cash flows	**31 March 2021**	**31 March 2020**
Year 1	50.96	40.81
Year 2	50.16	38.81
Year 3	49.39	38.79
Year 4	40.96	37.87
Year 5	37.18	30.85
Year 6-10	123.83	102.91

(g) Sensitivity Analysis:

Defined benefit obligation	324.92	264.55

	31 March 2021			31 March 2020		
	Change in the assumption	Increase in profit before tax	Decrease in profit before tax	Change in the assumption	Increase in profit before tax	Decrease in profit before tax
Discount rate	50 bps	7.72	7.38	50 bps	7.11	5.16
Salary growth rate	50 bps	5.63	5.69	50 bps	5.71	3.90

III. Compensated absences

The Company has written back ₹ 41.16 lakhs (provided during the year ended 31 March 2020: ₹ 14.72 lakhs) towards compensated absences during the year ended 31 March 2021.

43 Leases

The Group has discounted lease payments using the incremental borrowing rate as at 1 April 2019 for measuring lease liabilities at ₹ 1,556.13 lakhs and accordingly recognised right-of-use assets at ₹ 1,361.40 lakhs by adjusting retained earnings by ₹ 114.32 lakhs (net of tax), including adjustments for lease equalisation reserve, as at the aforesaid date. In the Statement of Profit and Loss for the current period, expenses in the nature of operating leases are recognised as amortisation of right-of-use assets and finance costs, as compared to lease rent in previous periods.

Particulars	**As at 31 March 2021**	**As at 31 March 2020**
The Balance sheet discloses the following amounts relating to leases:		
Right-of-use assets		
Computers	-	67.06
Buildings	1,566.10	898.88
	1,566.10	**965.94**
Lease liabilities		
Current	481.97	588.42
Non-current	1,117.73	562.42
	1,599.70	**1,150.84**

Amounts recognised in statement of profit and loss	**For the year ended 31 March 2021**	**For the year ended 31 March 2020**
Depreciation charge on Right-of-use assets		
Computers	67.06	100.60
Buildings	449.56	466.10
	516.62	**566.70**
Interest expense included in finance cost	78.61	142.17
Expense relating to short-term leases	88.37	81.67
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)	703.46	712.69
Additions to the right of use assets during the current financial year	1,165.91	-

The Company has taken computers and computer servers on finance lease. The future lease rent payable on such assets taken on finance lease are as follows:

Particulars	**As at 31 March 2021**	**As at 31 March 2020**
Minimum lease payments		
Not later than 1 year	-	57.33
Later than 1 year but not later than 5 years	-	-
Beyond 5 years	-	-
Present value of minimum lease payments		
Not later than 1 year	-	55.71
Later than 1 year but not later than 5 years	-	-
Beyond 5 years	-	-

c) The Group has applied the practical expedient available as per amendment to Ind AS 116, "Leases", for rent concessions which are granted due to Covid-19 pandemic. Accordingly, ₹ 70.40 lakhs has been recognised under 'Other income' for the year ended 31 March 2021.

(₹ in lakhs, except for share data, and if otherwise stated)

44 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 2021	Proportion of ownership interest 31 March 2020
1	Subsidiary	Route Mobile (UK) Limited	UK	100%	100%
2	Subsidiary	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	Cellent Technologies India Private Limited	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%

45 Commitments and contingencies

	As at 31 March 2021	As at 31 March 2020
i] Claims against the group not acknowledged as debts		
Income tax matters*	1,658.50	1,446.08
Service tax matters*	2,592.19	2,567.51
Guarantees given on behalf of the group by banks	2,827.72	1,698.46
	7,078.41	**5,712.05**

*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.

Provident Fund (as applicable to Indian entities)

(ii) 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 the view that the applicability of the judgement to the Indian entities, 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.

Non compliance with FEMA Regulations by the Holding Company

(iii) There are certain delays in payment of foreign currency payables and receipt of foreign currency receivables within the group as at 31 March 2021, outstanding beyond the timelines stipulated vide FED Master Direction No. 17/2016-17 and the FED Master Direction No. 16/2015-16 respectively, read with RBI circulars RBI/2019-20/242 No.33 dated 22 May 2020 and RBI/2019-20/206 No.27 dated 1 April 2020 respectively, under the Foreign Exchange Management Act, 1999. The management of the Holding Company is in the process of filing necessary applications seeking set off of receivables and payables and condonation of delays with the appropriate authorities for regularizing these defaults. Pending conclusion of the aforesaid matter, the amount of fine/penalty, if any, that may be levied, is not ascertainable and accordingly, the accompanying consolidated financial statements do not include any adjustments that may arise due to such fine/penalty.

46 Business Combination

The contingent consideration payable to the selling shareholders of 365squared Limited (selling shareholders) have been confirmed at EURO 9,090,392, based on agreement dated 24 September 2019 executed between the Company and the selling shareholders.
The differential amount of EURO 309,608 (equivalent to ₹ 241.92 lakhs, based on exchange rate on 24 September 2019, the date of agreement execution), as compared to contingent consideration of EURO 9,400,000 recorded earlier, has been credited to the Consolidated Statement of Profit and Loss during the year ended 31 March 2020.
First instalment of EURO 3,000,000 has been paid during the year ended 31 March 2020 and the balance earn-out amount of Euro 6,090,392 (equivalent to ₹ 5,097.71 lakhs as on 31 March 2020) has been paid during the year ended 31 March 2021.

(₹ in lakhs, except for share data, and if otherwise stated)

47 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 four operative segments by geography.

Particulars	India	Dubai	United Kingdom	Nigeria	Unallocated	Eliminations	Total
<u>**Segment revenue**</u>							
External revenue	39,811.48	15,682.73	71,927.58	10,312.35	2,883.34	-	140,617.48
Inter-segment revenue	13,221.31	2,497.29	23,049.74	385.37	2,388.41	(41,542.12)	-
Total revenue	**53,032.79**	**18,180.02**	**94,977.32**	**10,697.72**	**5,271.75**	**(41,542.12)**	**140,617.48**
Segment Results	**2,467.92**	**1,842.97**	**8,240.10**	**1,192.31**	**1,074.02**	**13.92**	**14,831.24**
Add/(less) :							
Other income							1,597.92
Finance costs							275.59
Profit before tax							**16,153.57**
Less: Tax expense							
Current tax							2,977.92
Deferred tax expense							(99.37)
Profit for the period before non-controlling interests							**13,275.02**
Less: non-controlling interests (NCI)							(57.00)
Profit for the period							**13,332.02**

Other segment information:							
1. Segment assets (including of NCI)	65,726.75	25,174.47	63,362.10	3,653.21	15,105.32	(70,813.04)	102,208.81
2. Segment liabilities (including of NCI)	29,082.30	10,941.93	42,997.81	2,119.51	5,167.68	(53,046.10)	37,263.13
3. Non-current assets** (including of NCI)	5,984.24	682.73	159.68	27.48	16,205.13	(1,457.65)	21,601.61
4. Depreciation and amortisation expenses (including of NCI)	1,416.45	46.80	120.05	0.28	991.91	-	2,575.49

** Non-current assets are excluding financial assets and deferred tax assets

Segment reporting as at and for the year ended 31 March 2020

Particulars	India	Dubai	United Kingdom	Nigeria	Unallocated	Eliminations	Total
Segment revenue							
External revenue	40,822.98	14,762.10	30,325.73	6,057.92	3,656.55	-	95,625.28
Inter-segment revenue	7,826.59	4,132.60	15,123.46	256.37	7,132.80	(34,471.82)	-
Total revenue	**48,649.57**	**18,894.70**	**45,449.19**	**6,314.29**	**10,789.35**	**(34,471.82)**	**95,625.28**
Segment Results	**919.68**	**1,622.59**	**2,685.53**	**520.96**	**1,954.28**	**24.30**	**7,727.34**
Add/(less) :							
Other income							1,184.89
Finance costs							486.81
Profit before exceptional items and tax							**8,425.42**
Exceptional items							**1,489.09**
Profit before tax							**6,936.33**
Less: Tax expense							
Current tax							1,082.53
Deferred tax expense							33.35
Profit for the period before non-controlling interests							**5,820.45**
Less: non-controlling interests							6.54
Profit for the period							**5,826.99**

Other segment information:							
1. Segment assets (including of NCI)	40,384.99	20,554.09	42,811.57	1,706.09	16,504.85	(59,408.35)	62,553.24
2. Segment liabilities (including of NCI)	32,030.07	8,408.02	32,295.79	885.16	6,246.38	(44,033.46)	35,831.96
3. Non-current assets** (including of NCI)	4,991.38	749.79	263.31	7.90	14,587.04	(457.57)	20,141.85
4. Depreciation and amortisation expenses (including of NCI)	1,038.72	50.52	78.01	0.20	1,100.46	-	2,267.91

** Non-current assets are excluding financial assets, deferred tax assets and investment in associate

B) Major customer

The Company earns revenue from two major customers who individually contribute more than 10 percent of the Company’s revenue for the year ended 31 March 2021.

(₹ in lakhs, except for share data, and if otherwise stated)

48 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 October 12, 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 as at March 31, 2021 is as under:

Sr. No.	Particulars	ESOP Scheme
1	Details of approval	Resolution passed by Nomination and Remuneration committee in the meeting dated October 05, 2017 and the shareholders, in the Extra ordinary General Meeting held on October 12, 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	2,500,000
4	Total number of stock options granted (Grant I)	1,452,500
	Total number of stock options granted (Grant II)	888,500
	Total number of stock options granted (Grant III)	470,500
5	Vesting schedule (Grant I)	Each 25% of granted options shall vest on October 12, 2018, October 12, 2019, October 12, 2020 and October 12, 2021 respectively.
	Vesting schedule (Grant II)	Each 25% of granted options shall vest on February 20, 2021, February 20, 2022, February 20, 2023 and February 20, 2024 respectively.
	Vesting schedule (Grant III)	Each 25% of granted options shall vest on June 25, 2021, June 25, 2022, June 25, 2023 and June 25, 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.

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	150,000
			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

(₹ in lakhs, except for share data, and if otherwise stated)

VI. The movement of stock options are summarized below:

Particulars	Number of options	
	31 March 2021	31 March 2020
Outstanding at the beginning of the year	2,055,500	1,267,250
Options granted during the year	470,500	888,500
Options forfeited / lapsed during the year	54,500	100,250
Options exercised during the year	856,441	Nil
Options expired during the year	Nil	Nil
Options outstanding at the end of the year	1,615,059	2,055,500
Options exercisable at the end of the year	224,184	598,500

Unallocated options as at 31 March 2021 are 23,500 options

VII. The exercise price and expected remaining contractual life (comprising the vesting period and exercise period) of options outstanding as at 31 March 2021 is as follows:

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	39,800	12 October 2019	11 October 2024	300	42
2	13 October 2017	99,725	12 October 2020	11 October 2025	300	54
3	14 October 2017	285,500	12 October 2021	11 October 2026	300	66

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	February 21, 2020	84,659	February 20, 2021	February 19, 2026	326.16	59
2	February 21, 2020	216,625	February 20, 2022	February 19, 2027	326.16	71
3	February 21, 2020	216,625	February 20, 2023	February 19, 2028	326.16	83
4	February 21, 2020	216,625	February 20, 2024	February 19, 2029	326.16	95

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	June 26, 2020	113,875	June 25, 2021	June 24, 2026	326.16	63
2	June 26, 2020	113,875	June 25, 2022	June 24, 2027	326.16	75
3	June 26, 2020	113,875	June 25, 2023	June 24, 2028	326.16	87
4	June 26, 2020	113,875	June 25, 2024	June 24, 2029	326.16	99

VIII. Assumptions:

Sr. No.	Particulars	Grant I	Grant II and Grant III
1	Risk Free Interest Rate	6.70%	6.55%
2	Expected Life (years)	4	4
3	Expected Volatility	56%	100%
4	Market Risk Premium	8.82%	2.32%
5	Cost of debt	11.00%	12.87%
6	Terminal Growth Rate	4.00%	3%
7	Cost of capital	11.06%	12.53%

49 The Holding Company has completed its Initial Public Offering (IPO) of 17,142,856 equity shares of face value of ₹ 10 each at an issue price of ₹ 350 per equity share, consisting of fresh issue of 6,857,142 equity shares and an offer for sale of 10,285,714 equity shares by the selling shareholders of the Holding Company. The equity shares of the Holding Company were listed on BSE limited and National Stock Exchange of India Limited on 21 September 2020.

The utilisation of IPO proceeds is summarised below :

(₹ in lakhs)

Particulars	Objects of the issue as per the Prospectus	Utilisation upto 31.03.2021	Unutilised amounts as on 31.3.2021
Repayment or pre-payment, in full or part, of certain borrowings of the Company	3,650.00	3,650.00	-
Acquisitions and other strategic initiatives	8,300.00	4,084.80	4,215.20
Purchase of office premises in Mumbai	6,500.00	-	6,500.00
General corporate purposes (including IPO related expenses apportioned to the Company)	5,550.00	1,784.19	3,765.81
Net utilisation	**24,000.00**	**9,518.99**	**14,481.01**

IPO proceeds which remain unutilised as at 31 March 2021 were temporarily invested/parked in deposits with scheduled commercial banks, current account and in monitoring agency account.

50 Summary of acquisition

During the year, the Holding Company has completed acquisition of a division, comprising intellectual property (software) and related customer contracts, of TeleDNA Communications Private Limited (TeleDNA), a Bengaluru based company specializing in development of telecom related solutions, under slump sale arrangement for total consideration of ₹ 1,200 lakhs. The following table presents the purchase price allocation (PPA) :-

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 lakhs)
Net assets	16.23
Customer related intangibles	651.00
Intellectual properties (software)	388.00
Non-compete	38.00
Goodwill	106.77
Total purchase price	**1,200.00**

Note: Management has appointed an independent valuation expert to allocate the purchase price to the identifiable assets and liabilities and identified intangible assets. Basis the procedure performed for purchase price allocation, management represents that identifiable assets and liabilities including identifiable intangible assets and resulting goodwill are disclosed at the fair value as on the date of acquisition.

(₹ in lakhs, except for share data, and if otherwise stated)

51 Earnings per share

Particulars	**Year ended 31 March 2021**	**Year ended 31 March 2020**
Net profit after tax attributable to equity shareholders of the Holding Company	13,332.02	5,826.99
Weighted average number of shares outstanding during the year - Basic	53,840,834	50,000,000
Weighted average number of shares outstanding during the year - Diluted	55,018,128	50,000,000
Basic earnings per share (₹)	24.76	11.65
Diluted earnings per share (₹)	24.23	11.65
Nominal value per equity share (₹)	10	10

52 Contribution towards Corporate Social Responsibility (CSR)

	Year ended 31 March 2021	**Year ended 31 March 2020**
Details of CSR expenditure of Holding company: -		
Amount required to be spent as per Section 135 of the Act	26.40	43.59
Amount spent during the year on,		
(i) Construction/acquisition of any assets	-	-
(ii) For purpose other than (i) above	48.99	92.30

53 Covid-19

In assessing the recoverability of receivables, investment and other assets, the Group has considered internal and external information up to the date of these consolidated financial statements including credit reports and economic forecasts. The Group has performed sensitivity analysis on the assumptions used and based on the current indicators of future economic conditions, the Group expects to recover the carrying amount of these assets. The impact of the global health pandemic may be different from the estimate as at the date of these consolidated financial statements and the Group will closely monitor any material changes to future economic conditions and respond accordingly.

54 Subsequent events

(i) The Holding Company has entered into a share purchase agreement (SPA) dated 29 April 2021 to acquire Phonon Communications Private Limited ("Phonon"), a leading communications automation platform provider for total consideration of ₹ 2,900 lakhs. The acquisition allows Route Mobile to leverage Phonon's supercharged customer experience platform and enable brands to deliver personalized experiences across digital touchpoints. The acquisition is subject to customary closing actions and internal approvals.

(ii) The Board of Directors have recommended a final dividend of Rs. 2 per equity share (face value of Rs.10 each) for the year ended 31 March 2021, subject to necessary approval by the members in the ensuing Annual General Meeting of the Company.

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 : 18 May 2021

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

Rajdipkumar Gupta
Managing Director
(DIN No. 01272947)
Place : Goa

Sandipkumar Gupta
Director
(DIN No. 01272932)
Place : Goa

Suresh Jankar
Chief Financial Officer
Place : Mumbai

Rathindra Das
Company Secretary
(Membership No.: A24421)
Place : Assam

Date : 18 May 2021

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 2020, 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 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 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards ('Ind AS') specified under Section 133 of the Act, of the consolidated state of affairs of the Group as at 31 March 2020, 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 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 and the audit evidence obtained by the other auditors in terms of their reports referred to in paragraph 12 of the Other Matters section below, is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

4. We draw attention to the matter stated in Note 47(iii) to the accompanying consolidated financial statements which indicates delays in payment of foreign currency payables to subsidiaries, aggregating to ₹ 1,101.06 lakhs outstanding as on 31 March 2020 beyond the timelines stipulated vide FED Master Direction 17/2016-17, read with RBI circular RBI/2019-20/242 No.33 dated 22 May 2020, under the Foreign Exchange Management Act, 1999. The management of the Holding Company is in process of filing necessary applications for condonation of delays with appropriate authorities for regularising these defaults. Pending condonation of such delays by the appropriate authority, the management of the Holding Company is of the view that the amount of fines/penalties, if any, that may be levied, are currently unascertainable but not expected to be material and accordingly, no consequential adjustments have been made to the accompanying consolidated financial statements with respect to such delay/default. Our opinion is not modified in respect of this matter.

Information other than the Consolidated Financial Statements and Auditor's Report thereon

5. The Holding Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Annual 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 do 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.
   The Annual Report is not made available to us at the date of this auditor's report. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

6. The accompanying consolidated financial statements have been approved by the Holding Company's Board of Directors. The Holding Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated state of affairs (consolidated financial position), consolidated profit or loss (consolidated financial performance including other comprehensive income), consolidated changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Ind AS specified under Section 133 of the Act. The Holding Company's Board of Directors is 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 /management of the companies included in the Group, companies covered under the Act, are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets and for preventing and detecting frauds and other irregularities; selection and application of appropriate

accounting policies; making judgments 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 Directors of the Holding Company, as aforesaid.

7. 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.

8. Those 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

9. 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 financial statements.

10. As part of an audit in accordance with Standards on Auditing, we exercise professional judgment 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 Holding Company has adequate internal financial controls 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 management's 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 Group 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 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 of the entities within the Group, to express an opinion on the 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.

11. 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.

Other Matter

12. We did not audit the financial statements/ consolidated financial statements of nineteen subsidiaries, whose financial statements /consolidated financial statements reflect total assets of ₹ 35,026.38 lakhs and net assets of ₹ 12,390.96 lakhs as at 31 March 2020, total revenues of ₹ 45,776.51 lakhs and net cash outflows amounting to ₹ 288.98 lakhs 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 whose 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 reports of the other auditors.

    Further, of these subsidiaries, there are ten subsidiaries located outside India whose financial statements/ consolidated 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/consolidated 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 balances and affairs of such subsidiaries located outside India, are based on the report of other auditors and the conversion adjustments prepared by the management of the Holding Company and audited by us.

    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.

Report on Other Legal and Regulatory Requirements

13. 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 12, on separate financial statements of the subsidiaries, we report that the Holding Company and one subsidiary company, companies covered under the Act, paid remuneration to their respective 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 four subsidiary companies, companies covered 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.

14. 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/consolidated financial statements and other financial information of the subsidiaries, 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;

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 other statutory auditors of its subsidiary companies, companies covered under the Act, none of the directors of the Group companies, companies covered under the Act, are disqualified as on 31 March 2020 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, companies covered under the Act, and the operating effectiveness of such controls, refer to our separate report in 'Annexure I';

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/consolidated financial statements as also the other financial information of the subsidiaries:

   i. the consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group in the consolidated financial statements;

   ii. provision has been made in these consolidated financial statements, as required under the applicable law or Ind AS, for material foreseeable losses, on long-term contracts including derivative contracts, as detailed in note 23 to the consolidated financial statements.

   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, companies covered under the Act, during the year ended 31 March 2020; and

   iv. the disclosure requirements relating to holdings as well as dealings in specified bank notes were applicable for the period from 8 November 2016 to 30 December 2016, which are not relevant to these consolidated financial statements. Hence, reporting under this clause is not applicable.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No.: 001076N/N500013

Bharat Shetty
Partner
Membership No.: 106815

UDIN: 20106815AAAADA5961

Place: Mumbai
Date: 25 August 2020

Annexure 1:

List of entities

Route Mobile Limited
Sphere Edge Consulting India Private Limited
Start Corp India Private Limited
Cellent Technologies India Private Limited
Route Connect Private Limited
Call 2 Connect India Private Limited
RouteSMS Solutions FZE (Consolidated)
RouteSMS Solutions Nigeria Limited
Route Mobile Pte. Ltd.- Singapore
Route Mobile UK Limited
365Squared Limited
Route Connect (Kenya) Limited
Route Mobile (Bangladesh) Limited
Route Mobile (Nepal) Private Limited
Route Mobile Lanka (Private) Limited
Route Mobile (Uganda) Limited
Route Mobile Limited (Ghana)
Route Mobile Malta Limited
Route Mobile INC.
Routesms Solutions Zambia Limited
Spectrum Telecom FZE-LLC

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 2020

Annexure I

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 2020, we have audited the internal financial controls with reference to financial statements of the Holding Company and its five 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 five 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 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 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 five 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.

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 five 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 five subsidiary companies, the Holding Company and its five 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 2020, based on the internal financial controls with reference to financial statements criteria established by the Holding Company and its five subsidiary companies, which are companies covered under the Act, as aforesaid, 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.

Other Matter

9. We did not audit the internal financial controls with reference to financial statements insofar as it relates to five subsidiary companies, which are companies covered under the Act, whose financial statements reflect total assets of ₹ 7,982.62 lakhs and net assets of ₹ 923.24 lakhs as at 31 March 2020, total revenues of ₹ 7,993.03 lakhs and net cash inflows amounting of ₹ 145.27 lakhs 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 five 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 Registration No.: 001076N/N500013

Bharat Shetty
Partner
Membership No.: 106815

UDIN : 20106815AAAADA5961

Place: Mumbai
Date: 25 August 2020

Route Mobile Limited
Consolidated Balance sheet as at 31 March 2020
(₹ in lakhs, except for share data, and if otherwise stated)

	Note	As at 31 March 2020	As at 31 March 2019
Assets			
Non-current assets			
Property, plant and equipment	2	2,242.23	2,338.97
Goodwill	3	8,445.20	8,212.28
Right-of-use assets	4(a)	965.94	-
Other intangible assets	4(b)	5,908.64	6,439.53
Intangible assets under development		-	212.99
Financial assets			
Other financial assets	5	1,619.56	471.44
Deferred tax assets (net)	6	382.42	350.29
Non-current tax assets (net)	7	1,828.06	895.10
Other non-current assets	8	751.78	1,626.72
		22,143.83	**20,547.32**
Current assets			
Financial assets			
Investments	9	1,189.80	1,066.55
Trade receivables	10	20,369.94	14,470.68
Cash and cash equivalents	11	6,151.87	2,940.06
Other bank balances	12	4,112.33	6,625.35
Other financial assets	13	1,064.26	958.25
Other current assets	14	7,521.21	2,108.37
		40,409.41	**28,169.26**
Total assets		**62,553.24**	**48,716.58**
Equity and liabilities			
Equity			
Equity share capital	15	5,000.00	5,000.00
Other equity	16	21,938.43	17,284.59
Equity attributable to owners of the Holding Company		**26,938.43**	**22,284.59**
Non-controlling interest		(217.15)	(188.34)
Total equity		**26,721.28**	**22,096.25**
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	17	371.20	457.48
Lease liabilities	44	562.42	-
Provisions	18	223.23	156.08
Deferred tax liabilities (net)	19	50.82	1.49
Other non-current liabilities	20	-	67.18
		1,207.67	**682.23**

Route Mobile Limited
Consolidated Balance sheet as at 31 March 2020
(₹ in lakhs, except for share data, and if otherwise stated)

	Note	As at 31 March 2020	As at 31 March 2019
Current liabilities			
Financial liabilities			
Borrowings	21	3,735.56	7,316.28
Lease liabilities	44	588.42	-
Trade payables			
-Total outstanding dues of micro enterprises and small enterprises		-	-
-Total outstanding dues of creditors other than micro enterprises and small enterprises	22	18,122.81	5,970.89
Other financial liabilities	23	8,802.62	10,629.11
Provisions	24	82.48	57.57
Current tax liabilities (net)	25	2,438.30	1,163.67
Other current liabilities	26	854.10	800.58
		34,624.29	**25,938.10**
Total equity and liabilities		**62,553.24**	**48,716.58**
Significant accounting policies and other explanatory information	**1 to 54**		

This is the Consolidated Balance Sheet referred to in our report of even date

For **Walker Chandiok & 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

Chandrakant Gupta
Chairman
(DIN No. 01636981)

Sandipkumar Gupta
Director
(DIN No. 01272932)

Rajdipkumar Gupta
Managing Director
(DIN No. 01272947)

Rathindra Das
Company Secretary
(Membership No.: A24421)

Suresh Jankar
Chief Financial Officer

Place : Mumbai
Date : 25 August 2020

Place : Mumbai
Date : 25 August 2020

Route Mobile Limited
Consolidated Statement of Profit and Loss for the year ended 31 March 2020
(₹ in lakhs, except for share data, and if otherwise stated)

	Note	Year ended 31 March 2020	Year ended 31 March 2019
Revenue			
Revenue from operations	27	95,625.28	84,466.82
Other income	28	1,184.89	770.79
Total revenue		**96,810.17**	**85,237.61**
Expenses			
Purchases of messaging services	29	76,415.47	66,701.52
Employee benefits expense	30	5,820.05	5,544.74
Finance costs	31	486.81	1,159.18
Depreciation and amortisation expense	32	2,267.91	1,722.64
Other expenses	33	3,394.51	3,586.68
Total expenses		**88,384.75**	**78,714.76**
Profit before exceptional item and tax		**8,425.42**	**6,522.85**
Exceptional item	34	1,489.09	-
Profit before tax		**6,936.33**	**6,522.85**
Tax expense	35		
Current tax		1,082.53	1,121.92
Deferred tax charge / (credit)		33.35	(149.75)
		1,115.88	**972.17**
Profit for the year		**5,820.45**	**5,550.68**
Other Comprehensive income	36		
(i) (a) Items that will not be reclassified to profit or loss		(29.27)	19.08
(b) Tax (expense) / benefit on items that will not be reclassified to profit or loss		4.77	(5.59)
(ii) (a) Items that will be reclassified to profit or loss		597.56	408.32
(b) Tax (expense) / benefit on items that will be reclassified to profit or loss		-	-
Total other comprehensive income (net of tax)		**573.06**	**421.81**
Total comprehensive income for the year		**6,393.51**	**5,972.49**

Route Mobile Limited
Consolidated Statement of Profit and Loss for the year ended 31 March 2020
(₹ in lakhs, except for share data, and if otherwise stated)

	Note	Year ended 31 March 2020	Year ended 31 March 2019
Profit attributable to:			
Owners of the Holding Company		5,826.99	5,692.08
Non-controlling interest		(6.54)	(141.40)
Other comprehensive income attributable to:			
Owners of the Holding Company		595.33	402.84
Non-controlling interest		(22.27)	18.97
Total comprehensive income attributable to:			
Owners of the Holding Company		6,422.32	6,094.92
Non-controlling interest		(28.81)	(122.43)
Earnings per equity share	50		
Basic and diluted (in ₹)		11.65	11.38
Face value per share (in ₹)		10.00	10.00
Significant accounting policies and other explanatory information	**1 to 54**		

This is the Consolidated Statement of Profit and Loss referred to in our report of even date

For **Walker Chandiok & 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

Chandrakant Gupta
Chairman
(DIN No. 01636981)

Sandipkumar Gupta
Director
(DIN No. 01272932)

Rajdipkumar Gupta
Managing Director
(DIN No. 01272947)

Rathindra Das
Company Secretary
(Membership No.: A24421)

Suresh Jankar
Chief Financial Officer

Place : Mumbai
Date : 25 August 2020

Place : Mumbai
Date : 25 August 2020

Route Mobile Limited
Consolidated Cash flow statement for the year ended 31 March 2020
(₹ in lakhs, except for share data, and if otherwise stated)

	Year ended 31 March 2020	Year ended 31 March 2019
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax	**6,936.33**	**6,522.85**
Adjustments for :		
Financial asset measured at amortised cost (net)	0.10	0.02
Depreciation and amortisation expense	2,267.91	1,722.64
Advances and trade receivable written off	67.65	35.36
Interest income on fixed deposits	(265.27)	(229.15)
Interest on income tax refund	(3.70)	(11.00)
Fair value changes of contingent consideration	(241.92)	-
Provision for doubtful debts and advances	91.15	19.07
Interest on borrowings from bank	281.37	171.10
Interest on finance lease obligation	142.17	18.59
Other borrowing cost	8.18	15.18
Unrealised foreign exchange loss	73.30	9.99
Net gain arising on financial assets designated as FVTPL	(123.25)	(66.55)
Interest on delayed payment of income taxes	-	0.41
Interest expenses on financial liability measured at amortised cost	-	912.05
Loss on derivative transaction	4.54	-
Mark to market of derivative financial instruments	116.11	-
Liabilities no longer payable, written back	(301.39)	(266.57)
Provision for lease equalisation	-	27.09
Operating profit before working capital changes	**9,053.28**	**8,881.08**
Adjustments for working capital:		
(Increase) in trade receivables	(5,698.87)	(4,890.47)
(Increase) in financial assets and other assets	(4,739.54)	(1,878.01)
Increase in trade payables, provisions and other liabilities	12,524.57	823.63
Cash generated from operating activities	**11,139.44**	**2,936.23**
Direct taxes paid (net)	(1,792.96)	(655.13)
Net cash generated from operating activities	**9,346.48**	**2,281.10**
B. CASH FLOW FROM INVESTING ACTIVITIES		
Payment for purchase of property, plant and equipment and intangible assets (including intangible assets under development)	(723.78)	(1,054.28)
Payment for acquisition of subsidiaries	(1,967.52)	-
(Purchase of)/proceeds from sale of current investment	-	(1,000.00)
Proceeds from fixed deposits matured	2,508.42	1,283.02
Interest received	205.43	270.12
Net cash generated from/(used in) investing activities	**22.55**	**(501.14)**
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from non-current borrowings	-	39.00
Repayment of non-current borrowings	(11.00)	(7.54)
Dividend paid (including DDT)	(1,654.16)	(904.16)
Repayment of current borrowings (net)	(3,580.73)	(536.80)
Payment of interest portion of lease liabilities	(142.17)	-
Payment of principal portion of lease liabilities (including finance lease obligations)	(570.52)	(97.43)
Interest paid	(275.62)	(201.80)
Net cash (used in) financing activities	**(6,234.20)**	**(1,708.73)**
Currency fluctuations arising on consolidation	76.98	517.37
Net increase in cash and cash equivalents	**3,211.81**	**588.60**
Add : Cash and cash equivalents at the beginning of the year	2,940.06	2,351.46
Cash and cash equivalents at the end of the year	**6,151.87**	**2,940.06**

Route Mobile Limited
Consolidated Cash flow statement for the year ended 31 March 2020
(₹ in lakhs, except for share data, and if otherwise stated)

	As at 31 March 2020	As at 31 March 2019
Cash and cash equivalents comprises of the following		
Cash and cash equivalents	6,151.87	2,940.06
Balances as per consolidated statement of cash flows	**6,151.87**	**2,940.06**

Note:
The Consolidated Cash Flow Statement has been prepared under the indirect method as set out in 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 Chandiok & Co LLP**
Chartered Accountants
Firm Registration No.: 001076N/N500013

Bharat Shetty
Partner
Membership No.: 106815

Place : Mumbai
Date : 25 August 2020

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

Chandrakant Gupta
Chairman
(DIN No. 01636981)

Sandipkumar Gupta
Director
(DIN No. 01272932)

Rajdipkumar Gupta
Managing Director
(DIN No. 01272947)

Rathindra Das
Company Secretary
(Membership No.: A24421)

Suresh Jankar
Chief Financial Officer

Place : Mumbai
Date : 25 August 2020

Route Mobile Limited
Consolidated Statement of Changes in Equity for the year ended 31 March 2020
(₹ in lakhs, except for share data, and if otherwise stated)

Equity share capital

Particulars	Note	Number of shares	Amount
Balance as at 1 April 2018	**15**	**50,000,000**	**5,000.00**
Issue of shares		-	-
Balance as at 31 March 2019		**50,000,000**	**5,000.00**
Issue of shares		-	-
Balance as at 31 March 2020		**50,000,000**	**5,000.00**

Other equity

Particulars	Attributable to owners				Non-controlling interest	Total
	Reserves and Surplus			Total other equity		
	Surplus in statement of profit and loss	Statutory Reserve	Foreign currency translation reserve			
Balance as at 1 April 2018	**12,256.46**	**0.34**	**(162.97)**	**12,093.83**	**(65.91)**	**12,027.92**
Profit for the year	5,692.08	-	-	5,692.08	(141.40)	5,550.68
Other comprehensive income for the year	13.48	-	389.36	402.84	18.97	421.81
Total Comprehensive income for the year ended 31 March 2019	**5,705.56**	**-**	**389.36**	**6,094.92**	**(122.43)**	**5,972.49**
Dividend paid	(750.00)	-	-	(750.00)	-	(750.00)
Dividend distribution tax	(154.16)	-	-	(154.16)	-	(154.16)
Balance as at 31 March 2019	**17,057.86**	**0.34**	**226.39**	**17,284.59**	**(188.34)**	**17,096.25**
Change in accounting policy (refer note 44)	(114.32)	**-**	**-**	(114.32)	**-**	(114.32)
Restated Balance as at 1 April 2019	**16,943.54**	**0.34**	**226.39**	**17,170.27**	**(188.34)**	**16,981.93**
Profit for the year	5,826.99	-	-	5,826.99	(6.54)	5,820.45
Other comprehensive income for the year	(24.50)	-	619.83	595.33	(22.27)	573.06
Total Comprehensive income for the year ended 31 March 2020	**5,802.49**	**-**	**619.83**	**6,422.32**	**(28.81)**	**6,393.51**
Dividend paid	(1,500.00)	-	-	(1,500.00)	-	(1,500.00)
Dividend distribution tax	(154.16)	-	-	(154.16)	-	(154.16)
Balance as at 31 March 2020	**21,091.87**	**0.34**	**846.22**	**21,938.43**	**(217.15)**	**21,721.28**

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 Chandiok & 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

Chandrakant Gupta
Chairman
(DIN No. 01636981)

Sandipkumar Gupta
Director
(DIN No. 01272932)

Rajdipkumar Gupta
Managing Director
(DIN No. 01272947)

Rathindra Das
Company Secretary
(Membership No.: A24421)

Suresh Jankar
Chief Financial Officer

Place : Mumbai
Date : 25 August 2020

Place : Mumbai
Date : 25 August 2020

Note 1:

(a) Corporate information

'Route Mobile Limited' (RML), (the "Company" or 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 Company has its registered office in Mumbai.

The Consolidated financial statements (hereinafter referred to as "CFS") for the year ended 31 March 2020 were approved by Board of Directors and authorised for issue on 25 August 2020.

(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. 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.

- **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) based on the future cash flows after considering current economic conditions and trends, estimated future operating results and growth 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.

- **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.

- **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 upto the same reporting date as that of the parent i.e. year ended 31 March 2020.

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 46 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 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.

(i) 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.

(ii) 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.

(iii) 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.

(iv) 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) 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.

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.
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 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, associate 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.

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 unrecognized deferred tax assets. It recognizes unrecognized 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 realized.

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 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 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. Following initial recognition, 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 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.

Leasehold improvements are amortised over the period of lease or their estimated useful life, whichever is earlier, on a straight-line basis.

Depreciation on assets acquired under finance lease is spread over the lease period or useful life, whichever is shorter on a straight line basis.

Computer software/technical know how is amortized over a period of three years on WDV method.

Following table summarises the nature of intangibles and their estimated useful lives and amortization on a straight line basis:

Nature of Intangibles	Useful lives
Trade mark	5 years
License	5 years
Software	3 to 4 years
Customer relationship	10 years
Non-compete fees	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 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 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 (the 'ESOP scheme'). The fair value of options granted under the Employee Stock Option Plan 2017 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.

(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, it’s recognition as income in the consolidated statement of profit and loss is linked to fulfilment of associated export obligations.

The Group has chosen to present grants received to income as other income in the consolidated statement of profit and loss.

(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

There are no standards that are issued but not yet effective on 31 March 2020.

(₹ in lakhs, except for share data, and if otherwise stated)

2 Property, plant and equipment

Particulars	Building	Furniture and fixtures	Leasehold improvements	Vehicles	Office equipment	Computers (on finance lease)	Computers	Total
Gross block								
Balance as at 1 April 2018	**1,030.20**	**466.61**	**238.00**	**318.94**	**115.22**	**377.24**	**1,703.82**	**4,250.03**
Additions	-	162.32	-	49.45	100.38	-	291.69	**603.84**
Foreign currency translations adjustment	44.34	(0.91)	-	-	0.27	-	6.60	**50.30**
Balance as at 31 March 2019	**1,074.54**	**628.02**	**238.00**	**368.39**	**215.87**	**377.24**	**2,002.11**	**4,904.17**
Transfer out to Right of use assets	**-**	**-**	**-**	**-**	**-**	(377.24)	-	**(377.24)**
Additions	-	4.17	-	-	51.20	-	496.87	**552.24**
Foreign currency translations adjustment	65.32	2.47	-	-	0.86	-	26.21	**94.86**
Balance as at 31 March 2020	**1,139.86**	**634.66**	**238.00**	**368.39**	**267.93**	**-**	**2,525.19**	**5,174.03**
Accumulated depreciation and amortisation								
Balance as at 1 April 2018	**149.11**	**171.22**	**90.27**	**199.46**	**51.12**	**108.98**	**1,139.43**	**1,909.59**
Depreciation and amortisation charge	43.30	73.30	49.24	42.41	29.82	100.60	300.83	**639.50**
Foreign currency translations adjustment	11.98	(0.17)	-	-	0.21	-	4.09	**16.11**
Balance as at 31 March 2019	**204.39**	**244.35**	**139.51**	**241.87**	**81.15**	**209.58**	**1,444.35**	**2,565.20**
Transfer out to Right of use assets	**-**	**-**	**-**	**-**	**-**	(209.58)	-	**(209.58)**
Depreciation and amortisation charge	43.48	66.63	49.24	33.89	40.92	-	316.49	**550.65**
Foreign currency translations adjustment	7.39	1.11	-	-	0.48	-	16.55	**25.53**
Balance as at 31 March 2020	**255.26**	**312.09**	**188.75**	**275.76**	**122.55**	**-**	**1,777.39**	**2,931.80**
Net Block								
Balance as at 31 March 2019	**870.15**	**383.67**	**98.49**	**126.52**	**134.72**	**167.66**	**557.76**	**2,338.97**
Balance as at 31 March 2020	**884.60**	**322.57**	**49.25**	**92.63**	**145.38**	**-**	**747.80**	**2,242.23**

The Dubai property (grouped in Building) is registered in the personal name of Rajdipkumar Gupta and Sandipkumar Gupta.
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.

Refer Note 37 for information on Property, plant and equipment pledged as security.

3 Goodwill

Particulars	Goodwill
Balance as at 1 April 2018	**8,314.07**
Additions	-
Foreign currency translations adjustment	(101.79)
Balance as at 31 March 2019	**8,212.28**
Additions	-
Foreign currency translations adjustment	232.92
Balance as at 31 March 2020	**8,445.20**

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.

The recoverable amount of the Cash Generating Unit (CGU) is the higher of fair value less cost to sell ("FVLCTS") and its value in use ("VIU"). The FVLCTS of the CGU is determined based on the market capitalisation approach. The VIU is determined based on discounted cash flow projections.

Based on above testing, no impairment was identified as of 31 March 2020 and 31 March 2019 as the recoverable value exceeded the carrying value.

(₹ in lakhs, except for share data, and if otherwise stated)

4(a) Right-of-use assets

Particulars	Right of use assets- Computer	Right of use assets- Building	Total
Gross block			
Transfer In Right of use Assets			
Gross block	377.24	-	**377.24**
Accumulated depreciation	(209.58)	-	**(209.58)**
Adjustment basis implementation of Ind AS 116, Leases (refer note 44)	-	1,361.40	**1,361.40**
Additions	-	-	**-**
Foreign currency translations adjustment	-	4.20	**4.20**
Balance as at 31 March 2020	**167.66**	**1,365.60**	**1,533.26**
Accumulated depreciation			
Balance as at 1 April 2019			
Depreciation charge	100.60	466.10	**566.70**
Foreign currency translations adjustment	-	0.62	**0.62**
Balance as at 31 March 2020	**100.60**	**466.72**	**567.32**
Net block			
Balance as at 31 March 2020	**67.06**	**898.88**	**965.94**

4(b) Intangible assets

Particulars	Computer software	Trademark	License	Technical know-how	Software	Customer relationship	Non - Compete fees	Total
Gross block								
Balance as at 1 April 2018	**329.01**	**0.30**	**0.12**	**-**	**947.28**	**6,671.08**	**369.27**	**8,317.06**
Additions	40.59	-	-	-	-	-	-	40.59
Foreign currency translations adjustment	0.21	-	-	-	(9.40)	(66.17)	(3.66)	(79.02)
Balance as at 31 March 2019	**369.81**	**0.30**	**0.12**	**-**	**937.88**	**6,604.91**	**365.61**	**8,278.63**
Additions	7.71	-	-	381.28	-	-	-	388.99
Foreign currency translations adjustment	2.19	-	-	-	36.42	256.46	14.20	309.27
Balance as at 31 March 2020	**379.71**	**0.30**	**0.12**	**381.28**	**974.30**	**6,861.37**	**379.81**	**8,976.89**
Accumulated amortisation								
Balance as at 1 April 2018	**249.03**	**0.11**	**0.09**	**-**	**157.88**	**333.35**	**25.47**	**765.93**
Amortisation charge	54.48	0.04	-	-	314.18	663.76	50.68	1,083.14
Foreign currency translations adjustment	(0.50)	-	-	-	(3.11)	(5.86)	(0.50)	(9.97)
Balance as at 31 March 2019	**303.01**	**0.15**	**0.09**	**-**	**468.95**	**991.25**	**75.65**	**1,839.10**
Amortisation charge	30.42	0.04	-	73.60	319.64	675.30	51.56	1,150.56
Foreign currency translations adjustment	2.19	-	-	-	23.34	49.30	3.76	78.59
Balance as at 31 March 2020	**335.62**	**0.19**	**0.09**	**73.60**	**811.93**	**1,715.85**	**130.97**	**3,068.25**
Net block								
Balance as at 31 March 2019	**66.80**	**0.15**	**0.03**	**-**	**468.93**	**5,613.66**	**289.96**	**6,439.53**
Balance as at 31 March 2020	**44.09**	**0.11**	**0.03**	**307.68**	**162.37**	**5,145.52**	**248.84**	**5,908.64**

(₹ in lakhs, except for share data, and if otherwise stated)

		As at 31 March 2020	As at 31 March 2019
5	**Other non-current financial assets**		
	Unsecured, considered good, unless otherwise stated		
	Security deposits	1,613.56	466.04
	Loans and advances to employees	0.40	4.40
	Fixed deposits with bank having maturity of more than 12 months	5.60	1.00
		1,619.56	**471.44**
6	**Deferred tax assets (net)**		
	Deferred tax liability arising on account of :		
	Net gain on financial assets designated as FVTPL	47.77	-
	Total deferred tax liabilities	**47.77**	**-**
	Deferred tax assets arising on account of :		
	Depreciation and amortisation	70.14	66.61
	Difference in book values and tax base values of ROU asset and Lease liabilities	10.71	-
	Provision for compensated absences	10.39	7.70
	Provision for gratuity	60.51	51.99
	Carried forward business losses	55.76	-
	Provision for expenses	154.83	168.62
	Provision for doubtful debts and advances	67.85	55.37
	Total deferred tax assets (net)	**430.19**	**350.29**
	Deferred tax assets	**382.42**	**350.29**
7	**Non-current tax assets (net)**		
	Advance income tax (net of provision)	1,828.06	895.10
		1,828.06	**895.10**
8	**Other non-current assets**		
	Advances other than capital advances		
	Balance with government authorities	722.55	1,402.97
	Deposit with government authorities	-	187.50
	Prepaid expenses	29.23	36.25
		751.78	**1,626.72**
9	**Current investments**		
	Investments carried at fair value through profit or loss (FVTPL)		
	Investments in mutual funds - Unquoted		
	Axis Banking and PSU Debt Fund - Growth 30,535.80 units (31 March 2019: 30,535.80) of ₹ 1,911.37 each	583.65	533.67
	L&T Triple Ace Bond Fund - Growth 1,147,660.27 units (31 March 2019: 1,147,660.27) of ₹ 52.82 each	606.15	532.88
		1,189.80	**1,066.55**
	Aggregate amount of unquoted investments	1,189.80	1,066.55
	Aggregate amount of impairment in value of investments	-	-

Details of assets pledged are given under note 37

		As at 31 March 2020	As at 31 March 2019
10	**Trade receivables ***		
	Unsecured, considered good**	20,369.94	14,470.68
	Trade receivables which have significant credit risk	-	-
	Trade receivables - credit impaired	255.02	163.87
	Less: Provision for bad and doubtful debts	(255.02)	(163.87)
		20,369.94	**14,470.68**

* Details of assets pledged are given under note 37
**Includes ₹ Nil (31 March 2019: 459.05 lakhs) which are subject to factoring arrangements.
**Includes ₹ 0.01 lakhs (31 March 2019: ₹ 2.44 lakhs) receivables due from companies where Director of the Company is a director

11	**Cash and cash equivalents**		
	Cash on hand	23.28	17.53
	Balances with banks		
	- in current accounts	3,868.32	1,618.06
	- in EEFC accounts	707.70	1,267.42
	- in deposit accounts with maturity upto 3 months	1,547.53	34.00
	- wallets balances	5.04	3.05
		6,151.87	**2,940.06**
12	**Other bank balances***		
	Deposits with maturity more than 3 months but less than 12 months	212.59	26.85
	Balances with bank held as margin money	2,201.28	40.00
	Balances with bank held as bank guarantee	1,698.46	6,558.50
		4,112.33	**6,625.35**

* Details of assets pledged are given under note 37

13	**Other current financial assets**		
	Unsecured, considered good, unless otherwise stated		
	Security deposits	219.87	193.55
	Interest accrued but not due on deposits	73.45	13.60
	Advances to employees	29.53	54.58
	Other receivables#	14.32	1.74
	Unbilled revenue	547.09	566.87
	Government grant receivable (refer note below)	155.00	100.00
	Advances to related parties*	25.00	27.91
		1,064.26	**958.25**

#Includes ₹ 2.59 lakhs (31 March 2019: Nil) receivables due from companies where Director of the Company is a director
*Includes ₹ 25.00 lakhs (31 March 2019: ₹ 27.91) advances due from companies where Director of the Company is a director

Note:

Route Mobile Limited (RML) and Call2Connect (C2C) have been awarded incentive plan under the India BPO Promotion Scheme (IBPS), envisaged under Digital India Programme. In accordance with the agreement with Software Technology Parks of India, Government of India by RML, a Special Purpose Vehicle was formed in the name of "Route Connect Private Limited" (RCPL) with 74% stake held by RML and the balance by C2C.

As part of the scheme, RCPL is eligible for a government grant to the extent of 50% of capital and/or 100% of operational expenditure incurred on BPO/ITES operations on admissible items, subject to an upper ceiling of ₹ 1 lakh per seat.

Since the primary condition of the proposed Government grant is that C2C should commit to set up the BPO/ITES operations for required number of seats and operate it for a minimum period of three years from the date of commencement of the BPO/ITES operations, which is expected to be fulfilled by C2C, the grant has been recorded as a "revenue grant" in accordance with Indian Accounting Standard-20, "Accounting for Government Grants and Disclosure of Government Assistance" prescribed by Companies (Indian Accounting Standards) Rules, 2015. The grant has been recognized in the Consolidated Statement of Profit and Loss over the 3 year period to align it with the related cost. The Group has recognized ₹ 100 lakhs during year ended 31 March 2020 (Year ended 31 March 2019 - ₹ 100 lakhs) as grant income in the Consolidated Statement of Profit and Loss.

	As at 31 March 2020	As at 31 March 2019
14 Other current assets		
Advances to suppliers	2,423.79	158.18
Balance with government authorities	2,263.30	453.21
Unamortised share issue expenses#	955.61	429.16
Foreign tax credit receivable$	1,755.45	699.65
Prepaid expenses	123.06	386.80
Receivable from related parties		
- Due by companies in which director is a director*	-	8.09
Less: Provision for doubtful advances	-	(26.72)
	7,521.21	**2,108.37**

*Includes Nil (31 March 2019: ₹ 8.09 lakhs) receivables due from companies where Director of the Company is a director

Represents expenses incurred by the Holding Company in connection with proposed public offer of equity shares. In accordance with the Act and also as per the offer agreement entered between the Holding Company and the selling shareholders, the selling shareholders shall reimburse the share issue expenses in proportion to the respective shares offered for sale. Accordingly, the Holding Company will partly recover the expenses incurred in connection with the issue on completion of Initial Public Offer (IPO). The Holding Company's share of expenses shall be adjusted against securities premium to the extent possible under Section 52 of the Act on successful completion of IPO. The entire amount has been carried forward and disclosed under 'Other current assets' and the amount which is receivable from the selling shareholders is not disclosed separately as the amount is not determinable at this stage pending completion of the IPO.

$ Represents tax refund receivable by Route Mobile (UK) Limited (non resident shareholder of 365Squared Limited) @ 6/7 of the income taxes paid in Malta by 365Squared Limited on distribution of such profits on which taxes have been paid in Malta, as dividend to Route Mobile (UK) Limited.

(₹ in lakhs, except for share data, and if otherwise stated)

	As at 31 March 2020	As at 31 March 2019
15 Equity share capital		
Authorised capital		
100,000,000 (31 March 2019: 100,000,000) equity shares of ₹ 10 each	10,000.00	10,000.00
Issued, subscribed and fully paid up		
50,000,000 (31 March 2019: 50,000,000) equity shares of ₹ 10 each	5,000.00	5,000.00
	5,000.00	**5,000.00**

(a) Reconciliation of equity shares outstanding at the beginning and at the end of the reporting year

	As at 31 March 2020		As at 31 March 2019	
	Number	Amount	Number	Amount
Balance at the beginning of the year	50,000,000	5,000.00	50,000,000	5,000.00
Add: Shares issued during the year	-	-	-	-
Balance at the end of the year	**50,000,000**	**5,000.00**	**50,000,000**	**5,000.00**

(b) 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 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 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.

(c) Shareholders holding more than 5% of the shares

	As at 31 March 2020		As at 31 March 2019	
	Number of shares	% of holding	Number of shares	% of holding
Sandipkumar Gupta	14,400,000	28.80%	14,400,000	28.80%
Rajdipkumar Gupta	14,400,000	28.80%	14,400,000	28.80%
CC Gupta Family Trust	5,000,000	10.00%	5,000,000	10.00%
Sunita Gupta	4,320,000	8.64%	4,320,000	8.64%
Sarika Gupta	4,320,000	8.64%	4,320,000	8.64%

(d) Aggregate number of bonus shares issued during the period of five years immediately preceding the reporting date:

	As at 31 March 2017		As at 31 March 2016	
	Number	Amount	Number	Amount
Equity shares allotted as fully paid bonus shares	30,000,000	3,000.00	18,000,000	1,800.00

(e) Shares reserved for issue under options

For details of shares reserved for issue under the employee stock option plan (ESOP), refer note 49.

(₹ in lakhs, except for share data, and if otherwise stated)

		As at 31 March 2020	As at 31 March 2019
16	**Other equity**		
	(i) Reserves and surplus		
	(a) Retained earnings	21,091.87	17,057.86
	(b) Statutory reserve	0.34	0.34
	(ii) Foreign currency translation reserve	846.22	226.39
	Total other equity	**21,938.43**	**17,284.59**
	Retained earnings		
	Balance at the beginning of the year	17,057.86	12,256.46
	Add: Profit for the year	5,826.99	5,692.08
	Add: Other comprehensive income for the year	(24.50)	13.48
	Less: Change in accounting policy (refer note 44)	(114.32)	-
	Less: Dividend paid	(1,500.00)	(750.00)
	Less: Dividend distribution tax	(154.16)	(154.16)
	Balance at the end of the year	**21,091.87**	**17,057.86**
	Statutory reserve		
	Balance at the beginning of the year	0.34	0.34
	Add: Transferred from Retained earnings	-	-
	Balance at the end of the year	**0.34**	**0.34**
	Foreign currency translation reserve		
	Balance at the beginning of the year	226.39	(162.97)
	Add: Movement during the year (net)	619.83	389.36
	Balance at the end of the year	**846.22**	**226.39**
	Other equity	**21,938.43**	**17,284.59**

Nature and purpose of reserves

(i) Retained earnings

Retained earnings pertain to the accumulated earnings by the group over the years.

(ii) 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.

(iii) 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 profit and loss when the net investment is disposed off.

(₹ in lakhs, except for share data, and if otherwise stated)

	As at 31 March 2020	As at 31 March 2019
17 Non-current borrowings		
Secured		
Finance lease obligations*	-	159.74
Term loan from bank	402.11	394.08
Vehicle loans from banks	28.40	35.26
Less : Current maturities of long-term borrowings (refer note 23)	(59.31)	(131.60)
	371.20	**457.48**

*All finance lease obligations are now reclassified as lease liabilities and shown separately in the balance sheet.

Details of repayment, rate of interest and security for loans from bank and financial institutions:

Name of the Bank/Lessor	Installments	No. of installments as on March 31, 2020	Installment Amount as on March 31, 2020	Rate of Interest	Nature of securities	As at March 31, 2020	As at March 31, 2019
CISCO Systems Capital (India) Private Limited	Quarterly	2	39.10	1.86% per quarter	Assets obtained on finance lease (computers and computer servers)	38.03	108.86
CISCO Systems Capital (India) Private Limited	Quarterly	2	3.14	1.40% per quarter		3.08	8.98
CISCO Systems Capital (India) Private Limited	Quarterly	2	15.09	2.26% per quarter		14.60	41.90
Sub total			**57.33**			**55.71**	**159.74**
HDFC Bank Limited	Monthly	41	32.88	8.6% p.a.	Vehicles	28.40	35.26
Sub total			**32.88**			**28.40**	**35.26**
Mahreqbank psc	Monthly	150	577.02	4.75% p.a for 1st year and thereafter 3 month EIBOR+4.49% margin (with minimum interest rate of 5.99% p.a.)	Office unit 403, Business Bay, Dubai	402.11	394.08
Sub total			**577.02**			**402.11**	**394.08**
Total			**667.23**			**486.22**	**589.08**

(₹ in lakhs, except for share data, and if otherwise stated)

Net debt reconciliation :

Particulars	**Non-current borrowings (including current maturity)**	**Current borrowings**	**Lease liability(including Finance lease Obligations)**	**Cash and cash equivalents and bank overdrafts**
Net debt as on 1 April 2018	382.60	7,780.78	257.17	2,351.46
Cash flows (net)	31.46	(536.80)	(97.43)	588.60
Foreign exchange loss	15.28	75.74	-	-
Finance costs	37.63	148.65	18.59	-
Finance cost paid	(37.63)	(145.59)	(18.59)	-
Net debt as at 31 March 2019	**429.34**	**7,322.78**	**159.74**	**2,940.06**

Net debt reconciliation :

Particulars	**Non-current borrowings (including current maturity)**	**Current borrowings**	**Lease liability(including Finance lease Obligations)**	**Cash and cash equivalents and bank overdrafts**
Net debt as on 1 April 2019	429.34	7,322.78	159.74	2,940.06
Adjustment basis implementation of Ind AS 116, Leases (refer note 44)	-	-	1,556.13	-
Cash flows (net)	(11.00)	(3,580.73)	(570.52)	3,211.81
Foreign exchange loss	12.17	-	5.49	-
Finance costs	40.11	249.44	142.17	-
Finance cost paid	(40.11)	(235.51)	(142.17)	-
Net debt as at 31 March 2020	**430.51**	**3,755.98**	**1,150.84**	**6,151.87**

(₹ in lakhs, except for share data, and if otherwise stated)

		As at 31 March 2020	As at 31 March 2019
18	**Non-current Provisions**		
	Provisions for employee benefits		
	Gratuity (refer note 43)	223.23	156.08
		223.23	**156.08**
19	**Deferred tax liabilities (net)**		
	Deferred tax liability arising on account of :		
	Depreciation and amortisation	50.82	1.49
		50.82	**1.49**
20	**Other non-current liabilities**		
	Lease equalisation reserve	-	67.18
		-	**67.18**

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(₹ in lakhs, except for share data, and if otherwise stated)

	As at 31 March 2020	As at 31 March 2019
21 Current borrowings		
Secured		
Working capital loan from bank	735.56	5,957.23
Term loan from bank	3,000.00	900.00
Bill discounting with bank	-	459.05
	3,735.56	**7,316.28**

Details of borrowings:

Nature of loan	Name of the Bank	As at March 31, 2020	As at March 31, 2019	Rate of Interest (p.a.)	Nature of securities	Terms of repayment
Term loan	Kotak Mahindra Bank Limited	900.00	900.00	8.35% p.a. (31 March 2019: 8.20% p.a.)	Refer note (a) below	Payable within one year
Term loan (Foreign currency swap)	Kotak Mahindra Bank Limited	2,100.00	-	1.68% p.a (31 March 2019: Nil)	Refer note (a) below	Payable within one year
Working capital	Yes Bank Limited	-	529.56	31 March 2019: 1.45% spread over and above 6 months Marginal cost lending rate (MCLR) i.e. 10.50% p.a.	Refer note (b) below	Payable on demand
Working capital	Deutsche Bank	-	5,427.67	31 March 2019: 0.75% plus cost of funds of the bank i.e. 0.90% p.a.	Refer note (b) below	Payable on demand
Working capital	HDFC Bank	735.56	-	1.55% plus 3 months MCLR i.e. 9.60% p.a. (31 March 2019: Nil)	Refer note (b) below	Repayable within 1-3 months
Bill discounting	HDFC Bank	-	459.05	31 March 2019: 7.556% p.a.	Secured against trade receivables	Repayable within 30 days from loan date
Total	**Total**	**3,735.56**	**7,316.28**			

a. Nature of security for term loan from bank :

Kotak Mahindra Bank Limited

(i) secured by way of exclusive charge over the current investments and fixed deposits.

b. Nature of security for Working capital loan from bank and Bank overdraft:

Yes Bank:

For March 2019

(i) secured by way of exclusive charge over the current assets and movable fixed assets of the Company
(ii) Equitable mortgage of commercial property situated in Mumbai owned by Company
(iii) personal guarantees of the directors (Rajdipkumar Gupta, Sandipkumar Gupta and Chandrakant Gupta)

HDFC Bank:

For March 2020

(i) secured by way of exclusive charge over the current assets and movable fixed assets of the Company
(ii) Equitable mortgage of commercial property situated in Mumbai owned by Company
(iii) personal guarantees of the directors (Rajdipkumar Gupta, Sandipkumar Gupta and Chandrakant Gupta)

Deutsche Bank:

For March 2019

(i) secured by way of first charge on fixed deposits of the UK entity

		As at 31 March 2020	As at 31 March 2019
22	**Trade payables**		
	Total outstanding dues of micro enterprises and small enterprises	-	-
	Total outstanding dues of creditors other than micro enterprises and small enterprises*	18,122.81	5,970.89
		18,122.81	**5,970.89**

*This includes ₹ 16.69 lakhs (31 March 2019: ₹ 89.04 lakhs) payables to group companies/ related parties.

* 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 March 31, 2020	As at March 31, 2019
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year		
- Principal amount	-	-
- 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 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.

		As at 31 March 2020	As at 31 March 2019
23	**Other current financial liabilities**		
	Current maturity of long-term borrowings (refer note 17)	59.31	131.60
	Interest accrued but not due on borrowings	20.42	6.50
	Security deposits	13.34	32.47
	Capital creditors	1.18	0.29
	Dues to employees	51.98	26.67
	Outstanding expenses	3,440.00	3,120.70
	Book overdraft	-	1.16
	Mark to market of derivative financial instruments	118.68	2.57
	Payable on account of business combination (refer note 45(a))	5,097.71	7,307.15
		8,802.62	**10,629.11**
24	**Current provisions**		
	Provisions for employee benefits		
	Gratuity (refer note 43)	41.32	31.13
	Compensated absences (refer note 43)	41.16	26.44
		82.48	**57.57**
25	**Current tax liabilities (net)**		
	Provision for tax (net of advance tax)	2,438.30	1,163.67
		2,438.30	**1,163.67**
26	**Other current liabilities**		
	Statutory dues	362.37	440.34
	Advance from customers	491.73	360.24
		854.10	**800.58**

Note: There are no amounts due to be transferred to the Investor Education and Protection Fund as at the year end.

(₹ in lakhs, except for share data, and if otherwise stated)

		Year ended 31 March 2020	Year ended 31 March 2019
27	**Revenue from operations**		
	Sale of services		
	Messaging services	92,747.35	82,231.69
	Call center services	2,877.93	2,235.13
		95,625.28	**84,466.82**
	Disaggregation of revenue:		
	Revenue based on geography		
	Domestic	18,350.90	14,391.67
	Export	77,274.38	70,075.15
	Revenue from operations	**95,625.28**	**84,466.82**
28	**Other income**		
	Interest income on financial assets measured at amortised cost:		
	- Fixed deposits	265.27	229.15
	- Security deposits	25.19	21.17
	Interest on income tax refund	3.70	11.00
	Liabilities no longer payable, written back	301.39	266.57
	Rental income	1.06	1.20
	Fair value changes of contingent consideration (refer note 45(a))	241.92	-
	Net gain arising on financial assets designated as FVTPL	123.25	66.55
	Gain on derivative financial instrument (net)	70.60	67.08
	Government grant (refer note 13)	100.00	100.00
	Miscellaneous income	52.51	8.07
		1,184.89	**770.79**
29	**Purchases of messaging services**		
	Purchases of messaging services	76,415.47	66,701.52
		76,415.47	**66,701.52**
30	**Employee benefits expense**		
	Salaries and wages (refer note 43(II and III))	5,549.05	5,267.43
	Contribution to provident fund and other funds (refer note 43(I))	56.13	84.49
	Staff welfare expense	214.87	192.82
		5,820.05	**5,544.74**
31	**Finance costs**		
	Interest on borrowings from banks	281.37	171.10
	Interest on lease liabilities/finance lease obligation	142.17	18.59
	Interest on delayed payment of statutory dues	55.09	41.85
	Interest on delayed payment of income taxes	-	0.41
	Interest expenses on financial liability measured at amortised cost (refer note 45 (a))	-	912.05
	Other borrowing cost	8.18	15.18
		486.81	**1,159.18**

		Year ended 31 March 2020	Year ended 31 March 2019
32	**Depreciation and amortisation expense**		
	Depreciation on property, plant and equipment (refer note 2)	550.65	538.90
	Depreciation on right-of-use assets (reclassified) / finance lease - Computers (refer note 2 & 4(a))	100.60	100.60
	Depreciation on right-of-use assets- Building (refer note 4(a))	466.10	-
	Amortisation on intangible assets (refer note 4(b))	1,150.56	1,083.14
		2,267.91	**1,722.64**
33	**Other expenses**		
	Power and fuel	194.06	172.61
	Repairs and maintenance - Buildings	54.61	53.61
	Repairs and maintenance - Others	141.31	122.97
	Insurance	45.98	40.64
	Rent (refer note 44)	81.67	682.10
	Rates and taxes	37.94	12.23
	Communication	382.51	411.87
	Travelling and conveyance	313.07	303.06
	Printing and stationery	24.04	22.91
	Business promotion	379.31	370.61
	Donations	1.56	0.11
	Expenditure on Corporate Social Responsibility (refer note 51)	92.30	76.94
	Legal and professional charges	847.72	616.80
	Auditor's remuneration (refer note below)	51.12	66.18
	Advances and trade receivable written off	67.65	35.36
	Provision for doubtful debts and advances	91.15	19.07
	Net loss on foreign currency transactions and translation	245.69	173.41
	Bank charges	84.02	65.96
	Loss on derivative transaction	4.54	-
	Membership and subscription	9.72	19.36
	Sitting fees to directors	11.25	11.00
	Miscellaneous expenses	233.29	309.88
		3,394.51	**3,586.68**
	Note:		
	Auditors' remuneration (excluding goods and services tax)		
	As auditor		
	Statutory audit	47.00	51.50
	In other capacity		
	Other Services*	69.22	14.00
	Reimbursement of expenses	0.77	0.68
		116.99	**66.18**

* Including ₹ 65.87 lakhs (31 March 2019: Nil) paid towards assurance services in connection with the Initial Public Offering of equity shares of the Company and disclosed as 'Unamortised share issue expenses' in note 14.

(₹ in lakhs, except for share data, and if otherwise stated)

		Year ended 31 March 2020	Year ended 31 March 2019
34	**Exceptional item**		
	Service tax (refer note 47 (i) and note 45(b))	1,489.09	-
		1,489.09	**-**
35	**Tax expense**		
	Current tax expense		
	Current tax	2,023.80	1,832.97
	Foreign tax credit	(873.37)	(703.11)
	Tax adjustment in respect of earlier years	(67.90)	(7.94)
	Total current tax expense	**1,082.53**	**1,121.92**
	Deferred taxes		
	Deferred tax expenses/(credit)	33.35	(149.75)
	Net deferred tax expenses/(credit)	**33.35**	**(149.75)**
	Total income tax expense	**1,115.88**	**972.17**
35.1	**Tax reconciliation (for profit and loss)**		
	Profit before tax	6,936.33	6,522.85
	Tax at the rate of 25.17%/29.12 %	1,745.73	1,899.45
	Tax effect of amounts which are not deductible / not taxable in calculating taxable income		
	Expenses permanently disallowed	13.99	25.14
	Tax paid on dividend income from subsidiaries	187.22	-
	Amortisation on intangible assets not qualifying for tax allowances	263.38	299.53
	Effect of difference between Indian and foreign tax rates	100.04	(7.57)
	Foreign tax credit	(873.37)	(703.11)
	Tax adjustment of prior years	(67.90)	(7.94)
	Effect of difference in tax liability between Indian and non taxable foreign subsidiaries	(441.84)	(696.25)
	Difference in tax liability due to non-recognition of tax impact in loss making subsidiaries	101.29	185.94
	Change in tax rates	60.06	(7.75)
	Others	27.28	(15.27)
	Income tax expense	**1,115.88**	**972.17**

**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.

(₹ in lakhs, except for share data, and if otherwise stated)

35.2 The movement in deferred tax assets and liabilities during the year ended 31 March 2019 and 31 March 2020 are as follows:

	As at 1 April 2018 Deferred tax assets/(liabilities)	Credit/(charge) in retained earnings	Credit/(charge) in statement of profit and loss	Credit/(charge) in other comprehensive income	Exchange difference	As at 31 March 2019 Deferred tax assets/(liabilities)
Depreciation and amortisation	35.19	-	29.91	-	0.02	65.12
Provision for compensated absences	10.53	-	(2.83)	-	-	7.70
Provision for gratuity	53.99	-	3.59	(5.59)	-	51.99
Provision for expenses	55.05	-	113.57	-	-	168.62
Provision for doubtful debts and advances	49.86	-	5.51	-	-	55.37
Total	**204.62**	**-**	**149.75**	**(5.59)**	**0.02**	**348.80**

	As at 1 April 2019 Deferred tax assets/(liabilities)	Credit/(charge) in retained earnings	Credit/(charge) in statement of profit and loss	Credit/(charge) in other comprehensive income	Exchange difference	As at 31 March 20 Deferred tax assets/(liabilities)
Depreciation and amortisation	65.12	-	(42.94)	-	(2.86)	19.32
Provision for compensated absences	7.70	-	2.69	-	-	10.39
Provision for gratuity	51.99	-	3.75	4.77	-	60.51
Provision for expenses	168.62	-	(13.79)	-	-	154.83
Difference in book values and tax base values of ROU asset and Lease liability	-	14.24	(3.53)	-	-	10.71
Brought forward losses	-	-	55.76	-	-	55.76
Net gain on financial assets designated as FVTPL	-	-	(47.77)	-		(47.77)
Provision for doubtful debts and advances	55.37	-	12.48	-	-	67.85
Total	**348.80**	**14.24**	**(33.35)**	**4.77**	**(2.86)**	**331.60**

36 Other comprehensive income

	Year ended 31 March 2020	Year ended 31 March 2019
Items that will be reclassified to profit or loss		
Gains and losses arising from translating the financial statements of foreign operations	597.56	408.32
Income tax relating to this item	-	-
Items that will not be reclassified to profit or loss		
Remeasurements of defined employee benefit plans	(29.27)	19.08
Income tax relating to this item	4.77	(5.59)
	573.06	**421.81**

37 Assets pledged as security

	As at 31 March 20	As at 31 March 2019
Current assets		
Fixed deposits lien by bank against working capital loan	3,899.74	6,558.50
Investments	1,189.80	1,066.55
Trade receivables	11,179.81	9,643.33
Other bank balances	202.09	526.28
Loans	2,233.97	3,205.34
Other current financial assets	886.76	293.67
Other current assets	4,425.57	560.20
	24,017.74	**21,853.87**
Non current assets		
Moveable fixed assets (Furniture and office equipment)	119.02	144.70
Building	884.60	870.15
Computers	329.76	506.62
Vehicle	92.63	126.74
Total non-current assets	**1,426.01**	**1,648.21**
Total assets pledged as security	**25,443.75**	**23,502.08**

(₹ in lakhs, except for share data, and if otherwise stated)

38 Fair value measurements

Financial instruments by category:

Particulars	31 March 2020 FVTPL	31 March 2020 Amortised cost	31 March 2019 FVTPL	31 March 2019 Amortised cost
Financial Assets - Non-current				
Other non-current financial assets	-	1,619.56	-	471.44
Financial Assets - Current				
Investments	1,189.80	-	1,066.55	-
Trade receivables	-	20,369.94	-	14,470.68
Cash and cash equivalents	-	6,151.87	-	2,940.06
Other bank balances	-	4,112.33	-	6,625.35
Other current financial assets	-	1,064.26	-	958.25
Financial Liabilities - Non-current				
Borrowings (including current maturities)	-	430.51	-	589.08
Lease liability (including current maturities)	-	1,150.84	-	-
Financial Liabilities - Current				
Borrowings	-	3,735.56	-	7,316.28
Trade payables	-	18,122.81	-	5,970.89
Other current financial liabilities	-	8,743.31	-	10,497.52

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 underneath the table.

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. For example, listed equity instruments that have quoted market price.

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 value of forward foreign exchange contracts is determined using forward exchange rates at the balance sheet date.

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 2020	31 March 2019
Investment in Mutual funds	1,189.80	1,066.55

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 2020		31 March 2019	
	Fair Value	Carrying amount	Fair Value	Carrying amount
Financial Assets - Non-current				
Other financial assets				
- Security deposits	1,613.56	1,613.56	461.41	466.04
- Loan to employees (including current maturity)	1.55	1.55	17.06	17.06
Fixed deposits with bank having maturity of more than 12 months	5.60	5.60	1.00	1.00
Financial Liabilities - Non-current				
Borrowings (including current maturities of non-current borrowing)	430.51	430.51	586.97	589.08
Lease obligations	1,150.84	1,150.84	-	-

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.

(₹ in lakhs, except for share data, and if otherwise stated)

39 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 approve by Board of Directors of Holding Group. 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 recognized 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:

Particulars	As at 31 March 2020	As at 31 March 2019
Upto 3 months	19,198.57	12,479.17
3 - 6 months	785.92	963.77
6 - 12 months	316.86	877.08
More than one year	323.61	314.53
Total	**20,624.96**	**14,634.55**
Provision for expected credit loss created	255.02	163.87

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 2020

Particulars	Upto 1 year	Between 1 and 3 years	Beyond 3 years	Total
Financial Liabilities - Non-Current				
Borrowings (including current maturity)	59.31	161.69	392.23	613.23
Lease Liability (including current maturity)	588.42	605.14	-	1,193.56
Financial Liabilities - Current				
Borrowings	3,735.56	-	-	3,735.56
Trade payables	18,122.81	-	-	18,122.81
Other current financial liabilities	8,743.31	-	-	8,743.31
Total	**31,249.41**	**766.83**	**392.23**	**32,408.47**

As at 31 March 2019

Particulars	Upto 1 year	Between 1 and 3 years	Beyond 3 years	Total
Financial Liabilities - Non-Current				
Borrowings (including current maturities)	169.98	167.96	436.25	774.19
Financial Liabilities - Current				
Borrowings	7,316.28	-	-	7,316.28
Trade payables	5,970.89	-	-	5,970.89
Other current financial liabilities	10,497.52	-	-	10,497.52
Total	**23,954.67**	**167.96**	**436.25**	**24,558.88**

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.

Derivative instruments and unhedged foreign currency exposure ₹ in lakhs

Particulars	As at 31 March 2020		As at 31 March 2019	
Forward contracts to sell USD and buy Euro	-	-	Euro	5.00

The group's exposure to foreign currency risk at the end of reporting period are as under:

₹ in lakhs

Particulars	31 March 2020	31 March 2019
Financial liabilities		
Trade Payables Euro	911.81	1,343.72
Trade Payables USD	4,287.94	397.38
Trade Payables AED	10.27	6.59
Trade Payables NPR	-	0.27
Trade Payables FJD	0.06	-
Trade Payables UGX	-	0.10
Other payables Euro	5,097.71	7,307.15
Borrowings USD	-	459.05
Borrowings Euro	2,100.00	5,427.67
Net exposure to foreign currency risk (liabilities)	**12,407.79**	**14,941.93**
Financial assets		
Trade Receivable Euro	4,783.23	3,406.90
Trade Receivable USD	8,467.07	6,146.96
Trade Receivable GBP	0.69	-
Bank Balance USD	1,514.56	7,120.57
Bank Balance GBP	71.21	55.52
Bank Balance SGD	0.58	0.55
Bank Balance Euro	1,255.11	164.70
Net exposure to foreign currency risk (assets)	**16,092.45**	**16,895.20**
Net exposure to foreign currency assets/(liabilities)	**3,684.66**	**1,953.27**

The following table demonstrates the sensitivity in EUR, USD, AED,SGD, NPR, FJD, UGX 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:

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:

₹ in lakhs

Currencies	31 March 2020		31 March 2019	
	Increase by 2%	Decrease by 2%	Increase by 2%	Decrease by 2%
EUR	41.42	(41.42)	210.13	(210.13)
USD	(113.87)	113.87	(248.22)	248.22
AED	0.21	(0.21)	0.13	(0.13)
GBP	(1.44)	1.44	(1.11)	1.11
SGD	(0.01)	0.01	(0.01)	0.01
NPR	-	-	0.01	(0.01)
FJD	0.00	(0.00)	-	-
UGX	-	-	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 — **₹ in lakhs**

Particulars	**Impact on profit for the year ended 31 March 2020**	**Impact on profit for the year ended 31 March 2019**
Impact on profit before tax for 5% increase in NAV	59.49	53.33
Impact on profit before tax for 5% decrease in NAV	(59.49)	(53.33)

(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 2020**	**As at 31 March 2019**
Total Borrowings	4,186.50	7,911.86
% of Borrowings out of above bearing variable rate of interest	17.58%	75.30%

Interest rate sensitivity

A change of 50 bps in interest rates would have following Impact on profit before tax

Particulars	**Year ended 31 March 2020**	**Year ended 31 March 2019**
50 bps increase would decrease the profit before tax by	(1.19)	(4.30)
50 bps decrease would increase the profit before tax by	1.19	4.30

(₹ in lakhs, except for share data, and if otherwise stated)

40 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 2020**	**As at 31 March 2019**
Borrowings#	4,186.50	7,911.86
Less: Cash and cash equivalents	(6,151.87)	(2,940.06)
Net debt	(1,965.37)	4,971.80
Equity	26,938.43	22,284.59
Capital and net debt	24,973.06	27,256.39
Gearing ratio	-7.87%	18.24%

#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 2020**	**31 March 2019**
Equity dividend		
Dividend on equity shares declared and paid during the year		
Final dividend for the year ended 31 March 2019 of ₹ 1.5 per share (31 March 2018 - ₹ 1.5)	750.00	750.00
Interim dividend for the year ended 31 March 2020 of ₹ 1.5 per share (31 March 2019 - ₹ Nil)	750.00	-
Proposed dividend on equity shares not recognised as liability		
Proposed final dividend for the year ended 31 March 2020 of ₹ Nil (31 March 2019 - ₹ 1.5) per fully paid share	-	750.00

(₹ in lakhs, except for share data, and if otherwise stated)

41 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)	Rajdipkumar Gupta
(with whom transactions have taken place)	Sandipkumar Gupta
	Chandrakant Gupta
	Pratik Joshi (Company Secretary till 11 January 2019)
	Rathindra Das (Company Secretary with effect from 11 January 2019)
	Suresh Jankar, Chief Financial Officer
	Sudha Navandar
	Ankit Paleja (Independent Director till 31 January 2020)
	Ramachandran Sivathanu
	Nimesh Salot (Independent Director with effect from 12 February 2020)
(ii) Entities in which KMP/relatives of KMP can exercise significant influence	29 Three Holidays Private Limited
	Spectrum Technologies
(with whom transaction have taken place)	Chandrakant Gupta HUF
	Rajdipkumar Gupta HUF
	Sandipkumar Gupta HUF
	CC Gupta Family Trust
	Saraswati Devi Charitable Trust
	Ahana Hospitality LLP (formerly, Ahana Hospitality Private Limited)
	Horizon Sports India Private Limited
	Zon Hotels Private Limited (formerly, Shrem Resort Private Limited)
(iii) Relatives of KMP	Chamelidevi Gupta
(with whom transaction have taken place)	Sarika Gupta
	Sunita Gupta
	Tanvi 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 2020	31 March 2019	31 March 2020	31 March 2019	31 March 2020	31 March 2019
Purchase of messaging services						
Spectrum Technologies	-	-	11,670.31	12,078.02	-	-
Travelling and conveyance*						
29 Three Holidays Private Limited	-	-	246.61	210.91	-	-
Expenses reimbursed by other company						
29 Three Holidays Private Limited	-	-	13.03	-	-	-
Expenses reimbursed to other company/others						
29 Three Holidays Private Limited	-	-	0.97	-	-	-
Zon Hotels Private Limited (formerly, Shrem Resort Private Limited)	-	-	-	27.91	-	-
Rental Income						
29 Three Holidays Private Limited	-	-	0.90	1.20	-	-
Ahana Hospitality LLP (formerly, Ahana Hospitality Private Limited)	-	-	0.16	-	-	-
Bad debts written off						
29 Three Holidays Private Limited	-	-	0.17	-	-	-
Sponsorship Fees						
Horizon Sports India Private Limited	-	-	35.00	-	-	-
Business advance given						
Zon Hotels Private Limited (formerly, Shrem Resort Private Limited)	-	-	55.00	2.50	-	-
Spectrum Technologies	-	-	2,557.37	-	-	-
29 Three Holidays Private Limited	-	-	25.00	-	-	-
Business advance received back						
Spectrum Technologies	-	-	1,000.89	-	-	-
Zon Hotels Private Limited (formerly, Shrem Resort Private Limited)	-	-	82.91	2.50	-	-
Remuneration to Directors**						
Rajdipkumar Gupta	75.94	52.41	-	-	-	-
Sandipkumar Gupta	199.65	168.83	-	-	-	-
Remuneration to KMP*						
Pratik Joshi	-	6.92	-	-	-	-
Suresh Jankar	56.45	50.27	-	-	-	-
Rathindra Das	28.89	6.11	-	-	-	-

* Includes ₹ 105.16 lakhs (31 March 2019:₹ 15.62 lakhs) paid towards travelling expenses in connection with the Initial Public Offering of equity shares of the Company and disclosed as 'Unamortised share issue expenses' in note 15.

**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

(₹ in lakhs, except for share data, and if otherwise stated)

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 2020	31 March 2019	31 March 2020	31 March 2019	31 March 2020	31 March 2019
Sitting fees to Directors						
Sandipkumar Gupta	3.00	3.25	-	-	-	-
Chandrakant Gupta	1.25	1.75	-	-	-	-
Sudha Navandar	2.50	2.00	-	-	-	-
Ankit Paleja	0.50	1.50	-	-	-	-
Ramachandran Sivathanu	3.00	2.50	-	-	-	-
Nimesh Salot	1.00	-	-	-	-	-
Loans repaid to related parties						
Rajdipkumar Gupta	-	48.76	-	-	-	-
Sandipkumar Gupta	-	44.00	-	-	-	-
Salaries and Wages						
Sarika Gupta	-	-	-	-	9.00	6.00
Sunita Gupta	-	-	-	-	9.00	6.00
Tanvi Gupta	-	-	-	-	6.00	4.00
Dividend Paid						
Sandipkumar Gupta	432.00	216.00		-	-	-
Rajdipkumar Gupta	432.00	216.00		-	-	-
Chandrakant Gupta	69.00	34.50		-	-	-
Chamelidevi Gupta	-	-	-	-	69.00	34.50
Sunita Gupta	-	-	-	-	129.60	64.80
Sarika Gupta	-	-	-	-	129.60	64.80
Chandrakant Gupta HUF	-	-	10.80	5.40	-	-
Rajdipkumar Gupta HUF	-	-	9.00	4.50	-	-
Sandipkumar Gupta HUF	-	-	9.00	4.50	-	-
CC Gupta Family Trust	-	-	150.00	75.00	-	-
Expenditure on Corporate Social Responsibility						
Saraswati Devi Charitable Trust	-	-	35.00	25.00	-	-

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 2020	31 March 2019	31 March 2020	31 March 2019	31 March 2020	31 March 2019
Balances outstanding at the end of the year						
Trade receivable						
29 Three Holidays Private Limited	-	-	0.01	2.44	-	-
Other receivable						
29 Three Holidays Private Limited	-	-	2.59	1.73	-	-
Amount payable						
29 Three Holidays Private Limited	-	-	12.02	8.20	-	-
Spectrum Technologies	-	-	4.67	71.62	-	-
Zon Hotels Private Limited (formerly, Shrem Resort Private Limited)	-	-	-	9.22	-	-
Advances receivable						
29 Three Holidays Private Limited	-	-	25.00	8.09	-	-
Zon Hotels Private Limited (formerly, Shrem Resort Private Limited)	-	-	-	27.91	-	-
Spectrum Technologies	-	-	1,556.48	-	-	-
Security deposit taken						
29 Three Holidays Private Limited	-	-	0.30	0.30	-	-
Remuneration payable						
Sandipkumar Gupta	48.71	35.87	-	-	-	-
Rajdipkumar Gupta	33.63	12.39	-	-	-	-
Salaries and Wages payable						
Sarika Gupta	-	-	-	-	0.19	-
Sunita Gupta	-	-	-	-	0.19	-
Tanvi Gupta	-	-	-	-	0.12	-

Reference is invited to personal guarantee of directors (Rajdipkumar Gupta, Sandipkumar Gupta and Chandrakant Gupta) for working capital loan availed from HDFC Bank (31 March 2019-from Yes Bank) under note 21.

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. For the year ended 31 March 2020, the Group has recorded impairment of receivables/advances of ₹ 0.17 lakhs relating to amounts owed by related parties (31 March 2019: 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.

(₹ in lakhs, except for share data, and if otherwise stated)

42 (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 (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
Parent:									
Route Mobile Limited	India								
31 March 2020		27.81%	7,431.68	12.97%	754.69	(2.47%)	(14.17)	11.58%	740.52
31 March 2019		37.93%	8,380.18	16.16%	897.12	3.23%	13.61	15.25%	910.73
Subsidiaries:									
Indian									
Sphere Edge Consulting India Private Limited	India								
31 March 2020		3.04%	812.44	1.76%	102.20	0.00%	-	1.60%	102.20
31 March 2019		3.21%	710.24	0.57%	31.78	0.00%	-	0.53%	31.78
Cellent Technologies India Private Limited	India								
31 March 2020		0.08%	20.93	(2.17%)	(126.06)	0.00%	-	(1.97%)	(126.06)
31 March 2019		0.67%	146.99	0.57%	31.87	0.00%	-	0.53%	31.87
Start Corp India Private Limited	India								
31 March 2020		0.48%	127.38	0.07%	4.04	0.00%	-	0.06%	4.04
31 March 2019		0.56%	123.34	0.55%	30.55	0.00%	-	0.51%	30.55
Call 2 Connect India Private Limited	India								
31 March 2020		(0.20%)	(52.20)	(1.58%)	(92.23)	(1.80%)	(10.33)	(1.60%)	(102.56)
31 March 2019		(0.54%)	(119.91)	1.98%	109.72	0.00%	-	1.84%	109.72
Route Connect Private Limited	India								
31 March 2020		0.05%	14.69	0.66%	38.29	0.00%	-	0.60%	38.29
31 March 2019		(0.11%)	(23.60)	(0.44%)	(24.60)	0.00%	-	(0.41%)	(24.60)
Foreign									
RouteSMS Solutions (UK) Limited (refer note 1 below)	United Kingdom								
31 March 2020		22.75%	6,077.03	69.62%	4,052.65	(55.88%)	(320.16)	58.38%	3,732.49
31 March 2019		13.72%	3,035.76	37.97%	2,107.68	(36.27%)	(152.96)	32.73%	1,954.72

Route Mobile Limited
Significant accounting policies and other explanatory information as at and for the year ended 31 March 2020
(₹ in lakhs, 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 2020		3.07%	820.93	6.08%	353.82	0.55%	3.15	5.58%	356.97
31 March 2019		2.10%	463.96	1.81%	100.43	5.75%	24.24	2.09%	124.67
Routesms Solutions (FZE) (refer note 1 below)	United Arab Emirates								
31 March 2020		46.22%	12,349.29	30.11%	1,752.82	165.27%	947.13	42.23%	2,699.95
31 March 2019		45.50%	10,052.82	45.35%	2,517.03	117.37%	495.07	50.43%	3,012.10
Route Mobile Pte. Ltd.	Singapore								
31 March 2020		(0.75%)	(199.80)	1.35%	78.53	(1.86%)	(10.68)	1.06%	67.85
31 March 2019		(1.21%)	(267.64)	(1.97%)	(109.50)	(1.02%)	(4.32)	(1.91%)	(113.82)
Non - Controlling interest in all subsidiaries									
RouteSMS Solutions (FZE) Limited									
31 March 2020		(0.76%)	(203.21)	0.05%	2.74	(3.87%)	(22.21)	(0.30%)	(19.47)
31 March 2019		(0.83%)	(183.73)	(2.27%)	(126.06)	4.75%	20.05	(1.77%)	(106.01)
RouteSMS Solutions (UK) Limited									
31 March 2020		(0.05%)	(13.94)	(0.16%)	(9.28)	(0.01%)	(0.06)	(0.15%)	(9.34)
31 March 2019		(0.02%)	(4.61)	(0.28%)	(15.34)	(0.26%)	(1.08)	(0.28%)	(16.42)
Intercompany elimination and consolidation adjustments									
31 March 2020		(1.74%)	(463.94)	(18.76%)	(1,091.76)	0.07%	0.39	(17.07%)	(1,091.37)
31 March 2019		(0.98%)	(217.55)	-	-	6.45%	27.20	0.46%	27.20
Total									
31 March 2020			26,721.28		5,820.45		573.06		6,393.51
31 March 2019			22,096.25		5,550.68		421.81		5,972.49

Note:
1. Amount disclosed is after consolidation with subsidiaries and associate, as applicable.

(₹ in lakhs, 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)	
	31 March 2020	31 March 2019	31 March 2020	31 March 2019
Current assets	82.88	37.62	2,348.88	1,359.62
Current liabilities	(89.25)	(39.50)	(2,749.14)	(1,724.15)
Net current assets	**(6.37)**	**(1.88)**	**(400.26)**	**(364.53)**
Non-current assets	8.37	80.94	1.80	4.25
Non-current liabilities	(48.50)	(94.41)	-	-
Net non-current assets	**(40.13)**	**(13.47)**	**1.80**	**4.25**
Net assets	**(46.50)**	**(15.35)**	**(398.46)**	**(360.28)**
Accumulated NCI	**(13.94)**	**(4.61)**	**(203.21)**	**(183.73)**

Summarised statement of profit and loss

Particulars	Route Mobile Limited (Ghana)		Route Mobile LLC (UAE)	
	31 March 2020	31 March 2019	31 March 2020	31 March 2019
Revenue	75.26	126.72	5,304.67	2,088.22
Profit/(loss) for year	(30.95)	(51.14)	5.37	(247.18)
Other comprehensive income	(0.20)	(3.61)	(43.56)	39.32
Total comprehensive income	**(31.15)**	**(54.75)**	**(38.19)**	**(207.86)**
(Loss)/Profit allocated to NCI	(9.28)	(15.34)	2.74	(126.06)
Other comprehensive income/(loss) allocated to NCI	(0.06)	(1.08)	(22.21)	20.05
Total comprehensive income/(loss) allocated to NCI	(9.34)	(16.42)	(19.47)	(106.01)
Dividend paid to NCI	-	-	-	-

Summarised cash flows

	Route Mobile Limited (Ghana)		Route Mobile LLC (UAE)	
	31 March 2020	31 March 2019	31 March 2020	31 March 2019
Cash flows from operating activities	6.47	(68.34)	266.13	75.36
Cash flows from investing activities	-	-	-	-
Cash flows from financing activities	-	-	-	-
Net increase / (decrease) in cash and cash equivalents	**6.47**	**(68.34)**	**266.13**	**75.36**

(₹ in lakhs, except for share data, and if otherwise stated)

43 Employee benefits (as applicable to India entities)

I. Contribution to Defined contribution plan, recognised as expenses for the year as under :

	Year ended 31 March 2020	Year ended 31 March 2019
Employer contribution to provident fund and other fund	13.39	10.88
Employer contribution to employees state insurance scheme	15.70	16.50
	29.09	**27.38**

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 2020	As at 31 March 2019
(a) Change in present value of benefit obligation		
Projected Benefit Obligation ("PBO") at the beginning of the year	187.21	182.49
Current service cost	38.90	31.43
Past service cost	-	-
Interest cost	11.97	11.67
Remeasurements due to:		
- Effect of change in financial assumptions	11.17	2.13
- Effect of change in demographic assumptions	(0.01)	-
- Effect of experience adjustments	18.11	(21.21)
Benefits paid	(2.80)	(19.30)
Present value of obligation at the end of the year	**264.55**	**187.21**
(b) Current / Non Current benefit obligation		
Current	41.32	31.13
Non-current	223.23	156.08
Amount recognised in the Consolidated Balance sheet	**264.55**	**187.21**

	Year ended 31 March 2020	Year ended 31 March 2019
(c) Amount recognised in the Consolidated Statement of Profit and Loss		
Current service cost	38.90	31.43
Past service cost	-	-
Interest cost	11.97	11.67
Total expense included in "Employee benefit expense"	**50.87**	**43.10**
(d) Amount recognised in Other Comprehensive Income (OCI)		
Remeasurements due to:		
- Effect of change in financial assumptions	11.17	2.13
- Effect of change in demographic assumptions	(0.01)	-
- Effect of experience adjustments	18.11	(21.21)
Actuarial (gain)/ loss recognised in Other comprehensive income	**29.27**	**(19.08)**

(e) Assumptions

	As at 31 March 2020	As at 31 March 2019
Discount rate	6.05%	7.00%
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 (2006-08) ultimate
Retirement age	58 years	58 years

(f) Maturity pattern for defined benefit obligations

Expected cash flows	31 March 2020	31 March 2019
Year 1	40.81	29.53
Year 2	38.81	27.53
Year 3	38.79	26.39
Year 4	37.87	26.11
Year 5	30.85	23.61
Year 6-10	102.91	78.84

(g) Sensitivity Analysis:

Defined benefit obligation	264.55	187.21

	31 March 2020			31 March 2019		
	Change in the assumption	Increase in profit before tax	Decrease in profit before tax	Change in the assumption	Increase in profit before tax	Decrease in profit before tax
Discount rate	50 bps	7.11	5.16	50 bps	6.20	2.41
Salary growth rate	50 bps	5.71	3.90	50 bps	5.39	1.47

III. Compensated absences

The Company has provided ₹ 14.72 lakhs (written back during the year ended 31 March 2019: ₹ 9.70 lakhs) towards compensated absences during the year ended 31 March 2020.

44 Leases

The Group has adopted the new accounting standard i.e. Ind AS 116- Leases, which has become effective from 1 April 2019 (transition date). This new standard replaces earlier standard on leases i.e. Ind AS 17.

The adoption of this new Standard has resulted in the Group recognising a right-of-use asset and related lease liability in connection with all former operating leases except for those identified as low-value or having a remaining lease term of less than 12 months from the date of initial application.

The new Standard has been applied using the modified retrospective approach, with the cumulative effect of adopting Ind AS 116 being recognised in equity as an adjustment to the opening balance of retained earnings for the current period. Prior periods have not been restated. The Group has recognised lease liability on the date of initial application at the present value of the remaining lease payments, discounted using the incremental borrowing rate at the date of initial application. The Group has recognised a right-of-use asset on the date of initial application at its carrying amount as if the Standard had been applied since the commencement date of lease but discounted using the incremental borrowing rate at the date of initial application. On transition to Ind AS 116, the weighted average incremental borrowing rate applied to lease liabilities recognised was 10% p.a.

Practical expedient opted by Group:

• For contracts in place at the date of transition, the Group has elected to apply the definition of a lease from Ind AS 17 and Appendix C to Ind AS 17 and has not applied Ind AS 116 to arrangements that were previously not identified as lease under Ind AS 17 and Appendix C to Ind AS 17.

• The Group has elected not to include initial direct costs in the measurement of the right-of-use asset for operating leases in existence at the date of transition to Ind AS 116, being 1 April 2019.

• On transition, Group has elected not to apply Ind AS 116 to leases previously accounted for as operating leases, with a remaining lease term of less than 12 months and not recognise right-of-use assets but to account for the lease expense on a straight-line basis over the remaining lease term.

Exemptions availed by Group:

The Group has elected not to recognise right-of-use assets in below mentioned cases but to account for the lease expense on a straight-line basis over the remaining lease term or on another systematic basis if that basis is more representative of the pattern of the Group's benefit:
• A lease that, at the commencement date, has a lease term of 12 months or less i.e. short-term leases and
• Leases for which the underlying asset is of low value

The Group has benefitted from the use of hindsight for determining the lease term when considering options to extend and terminate leases.

The Group has discounted lease payments using the incremental borrowing rate as at 1 April 2019 for measuring lease liabilities at ₹ 1,556.13 lakhs and accordingly recognised right-of-use assets at ₹ 1,361.40 lakhs by adjusting retained earnings by ₹ 114.32 lakhs (net of tax), including adjustments for lease equalisation reserve, as at the aforesaid date. In the Statement of Profit and Loss for the current period, expenses in the nature of operating leases are recognised as amortisation of right-of-use assets and finance costs, as compared to lease rent in previous periods.

The impact of adopting Ind AS 116 on the financial statements for the year ended 31 March 2020 is as follows:

Particulars	**Year ended 31 March 2020 (Erstwhile basis)**	**Year ended 31 March 2020 (As per Ind AS-116)**	**Increase/ (Decrease) in Profit**
Rent	677.58	81.67	595.91
Finance costs	356.76	486.81	(130.05)
Depreciation and amortisation expense	1,801.81	2,267.91	(466.10)
Profit before tax	6,936.57	6,936.33	(0.24)

(₹ in lakhs, except for share data, and if otherwise stated)

Particulars	**As at 31 March 2020**
The Consolidated Balance sheet discloses the following amounts relating to leases:	
Right-of-use assets	
Buildings	898.88
	898.88
Lease liabilities	
Current	588.42
Non-current	562.42
	1,150.84

Amounts recognised in the Consolidated statement of profit and loss	**For the year ended 31 March 2020**
Depreciation charge on Right-of-use assets	
Buildings	466.10
	466.10
Interest expense included in finance cost	130.05
Expense relating to short-term leases	81.67
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)	712.69
Additions to the right of use assets during the current financial year	-

The Company has taken computers and computer servers on finance lease. The future lease rent payable on such assets taken on finance lease are as follows:

Particulars	**As at 31 March 2020**	**As at 31 March 2019**
Minimum lease payments		
Not later than 1 year	57.33	114.67
Later than 1 year but not later than 5 years	-	57.34
Beyond 5 years	-	-
Present value of minimum lease payments		
Not later than 1 year	55.71	104.03
Later than 1 year but not later than 5 years	-	55.71
Beyond 5 years	-	-

45 Business Combination

(a) Note on contingent consideration

The Group had estimated to pay to the selling shareholders of 365squared Limited the additional consideration of EURO 9,400,000 (Equivalent ₹ 7,243.64 lakhs) in cash by June 2019, linked to target earnings before interest, tax, depreciation and amortisation (EBITDA) vis a vis the actual EBITDA achieved at the end of each year as set forth in the acquisition share purchase agreement (Acquisition SPA).

The Group had included ₹ 5,949.03 lakhs as contingent consideration related to additional consideration, which represents its fair value at the date of acquisition. As at 31 March 2019, the contingent consideration has increased to ₹ 7,307.15 lakhs (refer note 23) (including unwinding of the discount of ₹ 912.05 lakhs, grouped in finance costs in note 31).

The additional consideration payable to the selling shareholders have been confirmed at EURO 9,090,392, based on agreement dated 24 September 2019 executed between the Company and the selling shareholders. First instalment of EURO 3,000,000 has been paid during the year ended 31 March 2020 and the balance earn-out amount of Euro 6,090,392 (equivalent to ₹ 5,097.71 lakhs) shall be paid subsequently.

The differential amount of EURO 309,608 (equivalent to ₹ 241.92 lakhs, based on exchange rate on 24 September 2019, the date of agreement execution), as compared to contingent consideration of EURO 9,400,000 recorded earlier, has been credited to the Consolidated Statement of Profit and Loss for the year ended 31 March 2020.

(b) Contingent liability

Income tax liability of ₹ 58.41 lakhs pertaining to AY 2014-15 was disclosed as contingent liability on acquisition and consolidation of Cellent Technologies India Private Limited (Cellent) during earlier years. The seller of Cellent had contested this demand in the court of law. Further, the Holding Company had retained ₹ 50 lakhs towards the same, with a condition that this amount will be released on favourable conclusion of this matter by the appellate authorities. During the year 2018-19, Cellent has received a favourable order in this regard from the appellate authorities.

During the financial year 2018-19, a service tax audit was conducted on Cellent and the service tax auditors had shared their observations with Cellent, which include an observation on non payment of service tax on reverse charge mechanism on purchase of messaging services, which have been sold outside India. Since the Holding Company had already received show cause notice cum demand in a similar matter, the amount of ₹ 300.34 lakhs forming part of the observations, had been disclosed as contingent liability, based on legal advice obtained by the Holding Company in a similar matter. Also, the retention amount has not been released due to this new development.

Cellent has discharged an amount of ₹ 1.40 lakhs during August 2019 in relation to messaging services imported and consumed in India and also responded on the service tax audit observations indicating their disagreement. Consequently, Cellent has received a show cause notice seeking their response on why service tax of ₹ 298.94 lakhs should not be levied in the concerned matter.

During the year ended 31 March 2020, Cellent has opted for the benefit of Sabka Vishwas Legacy Dispute Resolution Scheme, 2019' ("the Scheme") and provided an amount of ₹ 150.17 lakhs in the financial statements which has been paid during the year ended 31 March 2020. Hence, this matter is no longer disclosed as contingent liability.

(₹ in lakhs, except for share data, and if otherwise stated)

46 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 2020	Proportion of ownership interest 31 March 2019
1	Subsidiary	Route Mobile (UK) Limited	UK	100%	100%
2	Subsidiary	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	Cellent Technologies India Private Limited	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 Conect Private Limited	India	100%	100%

47 Commitments and contingencies

	As at 31 March 2020	As at 31 March 2019
A] Claims against the group not acknowledged as debts		
Income tax matters*	1,446.08	-
Service tax matters*	2,567.51	5,622.84
Guarantees given on behalf of the group by banks	1,698.46	610.66
	5,712.05	**6,233.50**
B] Other commitments		
For payment of lease	-	1,211.25
	-	**1,211.25**

*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.

Service tax matter of the Holding Company

(i) The Service tax department ("department") had issued a Show Cause cum Demand Notice (SCDN) to the Holding Company vide letter F No. DGCEI/MZU/I&IS'C'/12(3)30/2016 dated 21 April 2017, based on the understanding that the Holding Company has not discharged the service tax liability under reverse charge mechanism on the purchases of messages from its foreign vendors and sale to their overseas customers. The demand pertaining to the period, October 2011 to March 2016, amounted to ₹ 2,500.28 lakhs excluding interest and penalty. The said matter was under dispute with Commissioner. The Commissioner of CGST, Mumbai has confirmed the demand vide his order dated 27 June 2018. The Holding Company had filed an appeal with the Customs, Excise and Service Tax Appellate Tribunal, Mumbai (CESTAT) and paid an amount of ₹ 187.50 lakhs under protest.

During the year ended 31 March 2019, the Service tax department ("department") had issued a Show Cause cum Demand Notice (SCDN) to the Holding Company dated 17 January 2019, based on the understanding that the Holding Company had not discharged the service tax liability under reverse charge mechanism on the purchases of messages from its foreign vendors and sale to their overseas customers. The demand pertaining to the period April 2016 to June 2017, amounted to ₹ 254.71 lakhs excluding interest and penalty. Based on grounds outlined in an independent legal opinion, the Management believed that the outcome will be in the favour of the Holding Company and accordingly no provision for liability was recognised in the consolidated financial statements and the demand was disclosed as contingent liability.

During the year ended 31 March 2020, the Holding Company has opted for the benefit of 'Sabka Vishwas Legacy Dispute Resolution Scheme, 2019' ("the Scheme"). The Scheme covers past disputes and voluntary disclosure of taxes by declarants under various central laws which got subsumed under GST, including Central Excise and Service Tax. In accordance with the Scheme, the Holding Company has determined its liability @ 50% of tax demand in respect of its service tax dues and ₹ 1,338.92 lakhs has been recorded in the financial statements towards the settlement for the aforesaid service tax matter. Hence, this matter is no longer disclosed as contingent liability.

Provident Fund (as applicable to Indian entities)

(ii) 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 the view that the applicability of the judgement to the Indian entities, 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.

Non compliance with FEMA Regulations by the Holding Company

(iii) The outstanding balances of Holding Company as at 31 March 2020 include trade payables aggregating to ₹ 1,101.06 lacs due to subsidiaries situated outside India. These balances are pending for settlement and have resulted in delays beyond the timeline stipulated by the FED Master Direction No. 17/2016-17, read with RBI circular RBI/2019-20/242 No.33 dated 22 May 2020 under the Foreign Exchange Management Act, 1999. The management of the Holding Company is in the process of filing necessary applications with the appropriate authority for condonation of delays and regularizing these defaults. Pending conclusion of the aforesaid matter, the amount of fine/penalty, if any, that may be levied, is not ascertainable and accordingly, the accompanying consolidated financial statements do not include any adjustments that may arise due to such fine/penalty.

(₹ in lakhs, except for share data, and if otherwise stated)

48 Segment reporting

The Group's chief operating decision maker - Board of Directors for evaluating group performance and for allocating resources based on analysis of various performance indicators, has identified four operative segments by geography.

Segment reporting as at and for the year ended 31 March 2020

Particulars	India	Dubai	United Kingdom	Nigeria	Unallocated	Eliminations	Total
Segment revenue							
External revenue	40,822.98	14,762.10	30,325.73	6,057.92	3,656.55	-	95,625.28
Inter-segment revenue	7,826.59	4,132.60	15,123.46	256.37	7,132.80	(34,471.82)	-
Total revenue	**48,649.57**	**18,894.70**	**45,449.19**	**6,314.29**	**10,789.35**	**(34,471.82)**	**95,625.28**
Segment Results	**919.68**	**1,622.59**	**2,685.53**	**520.96**	**1,954.28**	**24.30**	**7,727.34**
Add/(less) :							
Other income							1,184.89
Finance costs							486.81
Profit before exceptional item and tax							**8,425.42**
Exceptional item							**1,489.09**
Profit before tax							**6,936.33**
Less: Tax expense							
Current tax							1,082.53
Deferred tax expense							33.35
Profit for the period before non-controlling interests							**5,820.45**
Less: non-controlling interests (NCI)							(6.54)
Profit for the period							**5,826.99**

Other segment information:							
1. Segment assets (including of NCI)	40,384.99	20,554.09	42,811.57	1,706.09	16,504.85	(59,408.35)	62,553.24
2. Segment liabilities (including of NCI)	32,030.07	8,408.02	32,295.79	885.16	6,246.38	(44,033.46)	35,831.96
3. Non-current assets** (including of NCI)	4,991.38	749.79	263.31	7.90	14,587.04	(457.57)	20,141.85
4. Depreciation and amortisation expenses (including of NCI)	1,038.72	50.52	78.01	0.20	1,100.46	-	2,267.91

** Non-current assets are excluding financial asset and deferred tax assets

Segment reporting as at and for the year ended 31 March 2019

Particulars	India	Dubai	United Kingdom	Nigeria	Unallocated	Eliminations	Total
Segment revenue							
External revenue	37,238.67	7,572.43	24,769.67	6,161.56	8,724.49	-	84,466.82
Inter-segment revenue	4,151.24	5,710.98	14,149.21	148.20	7,372.77	(31,532.40)	-
Total revenue	**41,389.91**	**13,283.41**	**38,918.88**	**6,309.76**	**16,097.26**	**(31,532.40)**	**84,466.82**
Segment Results	**1,030.64**	**2,263.78**	**2,605.24**	**146.63**	**861.16**	**3.79**	**6,911.24**
Add/(less) :							
Other income							770.79
Finance costs							1,159.18
Profit before tax							**6,522.85**
Less: Tax expense							
Current tax							1,121.92
Deferred tax expense							(149.75)
Profit for the period before non-controlling interests							**5,550.68**
Less: non-controlling interests (NCI)							(141.40)
Profit for the period							**5,692.08**

Other segment information:							
1. Segment assets (including of NCI)	25,628.84	13,693.28	33,768.27	1,254.02	18,200.18	(43,828.01)	48,716.58
2. Segment liabilities (including of NCI)	16,411.91	3,824.20	30,351.35	790.06	4,496.78	(29,253.97)	26,620.33
3. Non-current assets** (including of NCI)	4,351.90	736.97	12.09	0.77	14,834.66	(210.80)	19,725.59
4. Depreciation and amortisation expenses (including of NCI)	591.01	57.15	20.38	0.21	1,053.89	-	1,722.64

** Non-current assets are excluding financial asset and deferred tax assets

B) Major customer

The Company earns revenue from two major customers who individually contribute more than 10 percent of the Company's revenue for the year ended 31 March 2020 (For the year ended 31 March 2019: one customer).

(₹ in lakhs, except for share data, and if otherwise stated)

49 Employee Stock Option Plan (ESOP)

The Holding Company has implemented Employee Stock Option Plans 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 the 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 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	2,500,000
4	Total number of stock options granted (Grant I)	1,452,500
	Total number of stock options granted (Grant II)	888,500
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.
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 II)	₹ 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 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
Exercise price equals fair market value	₹ 300	₹ 326.16
Exercise price is greater than fair market value	Nil	Nil
Exercise price is less than fair market value	Nil	Nil

IV. Weighted average fair value of Options granted:

	Grant I	Grant II
Fair value of options granted	₹ 300	₹ 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	150,000
			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

(₹ in lakhs, except for share data, and if otherwise stated)

VI. The movement of stock options are summarized below:

	Number of options	
	31 March 2020	**31 March 2019**
Outstanding at the beginning of the year	1,267,250	1,452,500
Options granted during the year	888,500	Nil
Options forfeited / lapsed during the year *	100,250	185,250
Options exercised during the year	Nil	Nil
Options expired during the year	Nil	Nil
Options outstanding at the end of the year	2,055,500	1,267,250
Options exercisable at the end of the year	598,500	321,875

* excludes 10,000 options lapsed after 31 March 2020 in respect of employees who have resigned as at 31 March 2020

Unallocated options as at 31 March 2020 are 444,500 options (including 285,500 options lapsed and available for future grants).

VII. The exercise price and expected remaining contractual life (comprising the vesting period and exercise period) of options outstanding as at 31 March 2020 is as follows:

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	363,125	12 October 2018	11 October 2023	300	42 months
2	13 October 2017	363,125	12 October 2019	11 October 2024	300	54 months
3	13 October 2017	363,125	12 October 2020	11 October 2025	300	66 months
4	13 October 2017	363,125	12 October 2021	11 October 2026	300	78 months

Grant II

Sr. No.	Grant Date	Number of Options granted	Vesting Date	Exercise End Date	Exercise Price per share (Rs.)	Expected remaining contractual life (Months)
1	21 February 2020	222,125	20 February 2021	19 February 2026	326.16	71 months
2	21 February 2020	222,125	20 February 2022	19 February 2027	326.16	83 months
3	21 February 2020	222,125	20 February 2023	19 February 2028	326.16	95 months
4	21 February 2020	222,125	20 February 2024	19 February 2029	326.16	107 months

VIII. Assumptions:

Sr. No.	Particulars	Grant I	Grant II
1	Risk Free Interest Rate	6.70%	6.55%
2	Expected Life (years)	4	4
3	Expected Volatility	56%	100%
4	Market Risk Premium	8.82%	2.32%
5	Cost of debt	11.00%	12.87%
6	Terminal Growth Rate	4.00%	3.00%
7	Cost of capital	11.06%	12.53%

50 Earnings per share

Particulars	**Year ended 31 March 2020**	**Year ended 31 March 2019**
Net profit after tax attributable to equity shareholders of the Holding Company	5,826.99	5,692.08
Weighted average number of shares outstanding during the year - Basic and diluted	50,000,000	50,000,000
Basic and diluted earnings per share (₹)	11.65	11.38
Nominal value per equity share (₹)	10	10

Diluted EPS is not impacted due to Route Mobile Limited - Employee Stock Option Plan 2017 as options have been granted at fair value.

51 Contribution towards Corporate Social Responsibility (CSR)

	Year ended 31 March 2020	**Year ended 31 March 2019**
Details of CSR expenditure of Holding company: -		
Amount required to be spent as per Section 135 of the Act	43.59	64.09
Amount spent during the year on,		
(i) Construction/acquisition of any assets	-	-
(ii) For purpose other than (i) above	92.30	76.94

52 Covid-19

In assessing the recoverability of receivables, investment and other assets, the group has considered internal and external information up to the date of these consolidated financial statements including credit reports and economic forecasts. The Group has performed sensitivity analysis on the assumptions used and based on the current indicators of future economic conditions, the group expects to recover the carrying amount of these assets. The impact of the global health pandemic may be different from the estimate as at the date of these consolidated financial statements and the group will closely monitor any material changes to future economic conditions and respond accordingly.

53 Subsequent to Balance Sheet date, the Holding Company has entered into an Agreement to Transfer Business dated 15 June 2020 to acquire key technologies and related contracts from a Bengaluru based Company specializing in development of telecom related solutions which includes inter alia Multimedia Messaging Service Center (MMSC) and Short Message Service Center platforms (SMSC) on a going concern basis under a slump sale arrangement for total consideration of Rs.1,200 lakhs. The acquisition is subject to customary closing actions and internal approvals.

54 The Holding Company has plans for Initial Public Offering (IPO) of its equity shares and has already filed the Draft Red Herring Prospectus (DRHP) with the Securities and Exchange Board of India (SEBI).

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 : 25 August 2020

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

Chandrakant Gupta
Chairman
(DIN No. 01636981)

Sandipkumar Gupta
Director
(DIN No. 01272932)

Rajdipkumar Gupta
Managing Director
(DIN No. 01272947)

Rathindra Das
Company Secretary
(Membership No.: A24421)

Suresh Jankar
Chief Financial Officer

Place : Mumbai
Date : 25 August 2020

Independent Auditor's Report

To the Members of Route Mobile Limited (Formerly known as 'Routesms Solutions Limited')

Report on the Audit of the Consolidated Financial Statements

Opinion

1. We have audited the accompanying consolidated financial statements of Route Mobile Limited (Formerly known as 'Routesms Solutions Limited') ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group'), which comprise the Consolidated Balance Sheet as at 31 March 2019, 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 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 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards ('Ind AS') specified under Section 133 of the Act, of the consolidated state of affairs (consolidated financial position) of the Group as at 31 March 2019, and its consolidated profit (consolidated financial performance including other comprehensive income), its 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 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 and the audit evidence obtained by the other auditors in terms of their reports referred to in paragraph 14 of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matters

4. We draw attention to Note 45(A)(i) of the accompanying consolidated financial statements wherein it is stated that the Holding Company has received a demand notice for service tax liability aggregating to ₹ 2,500.28 lakhs (excluding interest and penalty) for the period from October 2011 to March 2016 and show-cause cum demand notice for service tax liability aggregating to ₹ 254.71 lakhs (excluding interest and penalty) for the period from April 2016 to June 2017, under the provisions of the Finance Act, 1994. Based on the legal opinion obtained, the management is of the view that the outcome of the appeal filed with relevant appellate authorities in respect of aforementioned disputed dues will be in the favour of the Holding Company, and accordingly, no provision for liability has been recognised in the accompanying consolidated financial statements. Our opinion is not modified in respect of this matter.

5. We draw attention to the matter stated in Note 45(A)(iii) to the accompanying consolidated financial statements which indicates delays in receipt and payment of foreign currency receivables and payables from/to subsidiaries aggregating to ₹ 681.98 lakhs and ₹ 1,333.76 lakhs respectively as on 31 March 2019 beyond the timelines stipulated vide FED Master Direction No.16/2015-16 and FED Master Direction No. 17/2016-17 respectively, under the Foreign Exchange Management Act, 1999. The management of the Holding Company has filed necessary applications for condonation of delays and regularising the defaults with the appropriate authorities. The management of the Holding Company is of the view that the fine/penalties, if any, are currently unascertainable and accordingly, no provision has been recognised in the accompanying consolidated financial statements with respect to such fine/penalty. Our opinion is not modified in respect of this matter.

Information other than the Consolidated Financial Statements and Auditor's Report thereon

6. The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual 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 do 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 Holding Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated state of affairs (consolidated financial position), consolidated profit or loss (consolidated financial performance including other comprehensive income), consolidated changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Ind AS specified under Section 133 of the Act. The Holding Company's Board of Directors is 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 /management of the companies included in the Group, companies covered under the Act, are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments 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 Directors of the Holding Company, as aforesaid.

8. In preparing the consolidated financial statements, management is responsible for assessing the Group'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 management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

9. The Board of Directors are also responsible for overseeing the Group's financial reporting process.

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, we exercise professional judgment 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 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 management's 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 Group'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 consolidated 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.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated 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.

Other Matters

14. We did not audit the financial statements/consolidated financial statements of fifteen subsidiaries, whose financial statements/consolidated financial statements reflects total assets of ₹ 18,700.37 lakhs and net assets of ₹ 10,766.59 lakhs as at 31 March 2019, total revenues of ₹ 24,888.82 lakhs and net cash inflows amounting to ₹ 70.16 lakhs 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 whose 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, is based solely on the reports of the other auditors.

Further, of these subsidiaries, ten subsidiaries, are located outside India whose financial statements/consolidated 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 and accepted in their respective countries. The Holding Company's management has converted the financial statements/consolidated 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, in so far as it relates to the balances and affairs 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.

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.

15. We did not audit the financial information of three subsidiaries, whose financial information reflect total assets of ₹ 362.99 lakhs and net assets of (₹ 868.95) lakhs as at 31 March 2019, total revenues of ₹ 2,100.98 lakhs and net cash outflows of ₹ 365.16 lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial information are unaudited and have been furnished to us by the management and our opinion on the consolidated financial statements 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 such unaudited financial information. In our opinion and according to the information and explanations given to us by the management, these financial information are not material to the Group.

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 matter with respect to our reliance on the financial information certified by the management.

Report on Other Legal and Regulatory Requirements

16. As required by Section 197(16) of the Act, based on our audit, we report that the Holding Company, company covered under the Act 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 the provisions of Section 197 read with Schedule V to the Act are not applicable to five subsidiary companies since none of these companies, companies covered under the Act, is a public company as defined under Section 2(71) of the Act.

17. 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/consolidated financial statements and other financial information of the subsidiaries, 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;

e) The matters described in paragraph 4 and 5 of the Emphasis of Matters paragraph, in case of any unfavourable decision against the Holding Company, in our opinion, may have an adverse effect on the functioning of the Holding Company;

f) 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 other statutory auditors of its subsidiary companies, companies covered under the Act, none of the directors of the Group companies, companies covered under the Act, are disqualified as on 31 March 2019 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 over financial reporting of the Holding Company, and its subsidiary companies, companies covered under the Act, and the operating effectiveness of such controls, refer to our separate report in 'Annexure A';

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 and based on the consideration of the report of the other auditors on separate financial statements / consolidated financial statements as also the other financial information of the subsidiaries:

    i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group;

    ii. The Holding Company, as detailed in note 23 to the consolidated financial statements, has made provision as at 31 March 2019, as required under the applicable law or Ind AS, for material foreseeable losses, if any, on long-term contracts including derivative contracts;

    iii. there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company, and its subsidiary companies, companies covered under the Act, during the year ended 31 March 2019;

iv. the disclosure requirements relating to holdings as well as dealings in specified bank notes were applicable for the period from 8 November 2016 to 30 December 2016, which are not relevant to these consolidated financial statements. Hence, reporting under this clause is not applicable.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Bharat Shetty
Partner
Membership No.: 106815

Place: Mumbai
Date: 12 June 2019

Annexure A to the Independent Auditor's Report of even date to the members of Route Mobile Limited (Formerly known as 'Routesms Solutions Limited'), on the consolidated financial statements for the year ended 31 March 2019

Independent Auditor's Report on the Internal Financial Controls 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 (Formerly known as 'Routesms Solutions 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 2019, we have audited the internal financial controls over financial reporting ("IFCoFR") of the Holding Company and its five subsidiary companies, which are companies covered under the Act, as at that date.

Management's Responsibility for Internal Financial Controls

2. The respective Board of Directors of the Holding Company and its five subsidiary companies, which are companies covered under the Act, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting 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 (the "Guidance Note") issued by the Institute of Chartered Accountants of India (the "ICAI"). 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

3. Our responsibility is to express an opinion on the IFCoFR of the Holding Company and its five subsidiary companies, which are companies covered under the Act, as aforesaid, based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of IFCoFR, and 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 IFCoFR 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 IFCoFR and their operating effectiveness. Our audit of IFCoFR includes obtaining an understanding of IFCoFR, 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 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 IFCoFR of the Holding Company and its five subsidiary companies, which are companies covered under the Act, as aforesaid.

Annexure A to the Independent Auditor's Report of even date to the members of Route Mobile Limited (Formerly known as 'Routesms Solutions Limited'), on the consolidated financial statements for the year ended 31 March 2019

Meaning of Internal Financial Controls over Financial Reporting

6. A company's IFCoFR 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 IFCoFR 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 over Financial Reporting

7. Because of the inherent limitations of IFCoFR, 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 IFCoFR to future periods are subject to the risk that the IFCoFR 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 IFCoFR of the five subsidiary companies, the Holding Company and its five subsidiary companies, which are companies covered under the Act, have in all material respects, adequate internal financial controls over financial reporting and such controls were operating effectively as at 31 March 2019, based on internal control over financial reporting criteria established by the Holding Company and its five subsidiary companies, which are companies covered under the Act, as aforesaid, 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 A to the Independent Auditor's Report of even date to the members of Route Mobile Limited (Formerly known as 'Routesms Solutions Limited'), on the consolidated financial statements for the year ended 31 March 2019

Other Matter

9. We did not audit the IFCoFR in so far as it relates to five subsidiary companies, which are companies covered under the Act, whose financial statements reflect total assets of ₹ 3,484.91 lakhs and net assets of ₹ 837.07 lakhs as at 31 March 2019, total revenues of ₹ 3,992.91 lakhs and net cash outflows of ₹ 164.14 lakhs for the year ended on that date, as considered in the consolidated financial statements. The IFCoFR 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 IFCoFR for the Holding Company and its five subsidiary companies, as aforesaid, under Section 143(3)(i) of the Act in so far as it relates to such five subsidiary companies is 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

Place: Mumbai
Date: 12 June 2019

Route Mobile Limited (Formerly known as 'Routesms Solutions Limited')
Consolidated Balance sheet as at 31 March 2019
(₹ in lakhs, except for share data, and if otherwise stated)

	Note	As at 31 March 2019	As at 31 March 2018
Assets			
Non-current assets			
Property, plant and equipment	2	2,338.97	2,340.44
Goodwill	3	8,212.28	8,314.07
Other intangible assets	4	6,439.53	7,551.13
Intangible assets under development		212.99	-
Financial assets			
Other financial assets	5	471.44	427.11
Deferred tax assets (net)	6	350.29	209.28
Non-current tax assets (net)	7	895.10	577.76
Other non-current assets	8	1,626.72	951.50
		20,547.32	**20,371.29**
Current assets			
Financial assets			
Investments	9	1,066.55	-
Trade receivables	10	14,470.68	9,729.15
Cash and cash equivalents	11	2,940.06	2,351.46
Other bank balances	12	6,625.35	7,908.37
Other financial assets	13	958.25	417.75
Other current assets	14	2,108.37	1,555.73
		28,169.26	**21,962.46**
Total assets		**48,716.58**	**42,333.75**
Equity and liabilities			
Equity			
Equity share capital	15	5,000.00	5,000.00
Other equity	16	17,284.58	12,093.83
Equity attributable to owners of the Holding Company		**22,284.58**	**17,093.83**
Non-controlling interest		(188.34)	(65.91)
Total equity		**22,096.24**	**17,027.92**
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	17	457.48	524.40
Provisions	18	156.08	142.19
Deferred tax liabilities (net)	19	1.49	4.66
Other non-current liabilities	20	67.18	40.09
		682.23	**711.34**
Current liabilities			
Financial liabilities			
Borrowings	21	7,316.28	7,777.34
Trade payables	22		
-Total outstanding dues of micro enterprises and small enterprises		-	-
-Total outstanding dues of creditors other than micro enterprises and small enterprises		5,970.89	5,608.97
Other financial liabilities	23	10,629.12	10,097.13
Provisions	24	57.57	76.44
Current tax liabilities (net)	25	1,163.67	379.13
Other current liabilities	26	800.58	655.48
		25,938.11	**24,594.49**
Total equity and liabilities		**48,716.58**	**42,333.75**
Significant accounting policies and other explanatory information	**1 to 51**		

This is the Consolidated Balance Sheet referred to in our report of even date

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Bharat Shetty
Partner
Membership No.: 106815

Place : Mumbai
Date : 12 June 2019

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

Chandrakant Gupta
Chairman
(DIN No. 01636981)

Sandipkumar Gupta
Director
(DIN No. 01272932)

Rajdipkumar Gupta
Managing Director
(DIN No. 01272947)

Rathindra Das
Company Secretary
(Membership No.: A24421)

Suresh Jankar
Chief Financial Officer

Place : Mumbai
Date : 10 June 2019

Route Mobile Limited (Formerly known as 'Routesms Solutions Limited')
Consolidated Statement of Profit and Loss for the year ended 31 March 2019
(₹ in lakhs, except for share data, and if otherwise stated)

	Note	Year ended 31 March 2019	Year ended 31 March 2018
Revenue			
Revenue from operations	27	84,466.82	50,494.73
Other income	28	770.79	453.79
Total revenue		**85,237.61**	**50,948.52**
Expenses			
Purchases of messaging services	29	66,701.52	34,074.66
Employee benefits expense	30	5,544.74	5,045.78
Finance costs	31	1,159.18	609.84
Depreciation and amortisation expense	32	1,722.64	1,245.48
Other expenses	33	3,586.68	4,227.16
Total expenses		**78,714.76**	**45,202.92**
Profit before tax		**6,522.85**	**5,745.60**
Tax expense	34		
Current tax		1,121.92	1,097.82
Deferred tax credit		(149.75)	(104.42)
		972.17	**993.40**
Profit for the year		**5,550.68**	**4,752.20**
Other Comprehensive income	35		
(i) (a) Items that will not be reclassified to profit or loss		19.08	2.89
(b) Tax expense / (benefit) on items that will not be reclassified to profit or loss		(5.59)	(0.84)
(ii) (a) Items that will be reclassified to profit or loss		408.31	278.90
(b) Tax expense / (benefit) on items that will be reclassified to profit or loss		-	-
Total other comprehensive income (net of tax)		**421.80**	**280.95**
Total comprehensive income for the year		**5,972.48**	**5,033.15**
Profit attributable to:			
Owners of the Holding Company		5,692.08	4,868.85
Non-controlling interest		(141.40)	(116.65)
Other comprehensive income is attributable to:			
Owners of the Holding Company		402.83	281.99
Non-controlling interest		18.97	(1.04)
Total comprehensive income is attributable to:			
Owners of the Holding Company		6,094.91	5,150.84
Non-controlling interest		(122.43)	(117.69)
Earnings per equity share	49		
Basic and diluted (in ₹)		11.38	9.74
Face value per share (in ₹)		10.00	10.00
Significant accounting policies and other explanatory information	**1 to 51**		

This is the Consolidated Statement of Profit and Loss referred to in our report of even date

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

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

Bharat Shetty
Partner
Membership No.: 106815

Chandrakant Gupta
Chairman
(DIN No. 01636981)

Sandipkumar Gupta
Director
(DIN No. 01272932)

Rajdipkumar Gupta
Managing Director
(DIN No. 01272947)

Rathindra Das
Company Secretary
(Membership No.:A24421)

Suresh Jankar
Chief Financial Officer

Place : Mumbai
Date : 12 June 2019

Place : Mumbai
Date : 10 June 2019

Route Mobile Limited (Formerly known as 'Routesms Solutions Limited')
Consolidated Cash flow statement for the year ended 31 March 2019
(₹ in lakhs, except for share data, and if otherwise stated)

		Year ended 31 March 2019	Year ended 31 March 2018
A.	**CASH FLOW FROM OPERATING ACTIVITIES**		
	Profit before tax	**6,522.85**	**5,745.60**
	Adjustments for :		
	Financial asset measured at amortised cost	0.02	0.39
	Depreciation and amortisation expense	1,722.64	1,245.48
	Advances and trade receivable written off	35.36	228.64
	Net gain arising on financial assets designated as FVTPL	(66.55)	-
	Interest income on fixed deposits	(229.15)	(311.28)
	Interest on income tax refund	(11.00)	-
	Provision for doubtful debts and advances	19.07	43.43
	Interest on borrowings from bank	171.10	55.17
	Interest on finance lease obligation	18.59	20.43
	(Profit)/ loss on sale of property, plant and equipment	-	(3.00)
	Interest on delayed payment of income taxes	0.41	6.87
	Interest expenses on financial liability measured at amortised cost	912.05	479.04
	Other borrowing cost	15.18	24.16
	Unrealised foreign exchange loss	9.99	71.97
	Liabilities no longer payable, written back	(266.57)	(100.34)
	Provision for lease equalisation	27.09	24.11
	Operating profit before working capital changes	**8,881.08**	**7,530.67**
	Adjustments for working capital:		
	(Increase) in trade receivables	(4,890.47)	(4,890.30)
	(Increase) in financial assets and other assets	(1,878.01)	(1,700.11)
	Increase in trade payables, provisions and other liabilities	823.63	2,709.25
	Cash generated from operating activities	**2,936.23**	**3,649.51**
	Direct taxes paid (net)	(655.13)	(839.07)
	Net cash generated from operating activities	**2,281.10**	**2,810.44**
B.	**CASH FLOW FROM INVESTING ACTIVITIES**		
	Payment for purchase of property, plant and equipment and intangible assets (including intangible assets under development)	(1,054.28)	(594.84)
	Proceeds from sale of property, plant and equipment	-	16.19
	Payment for acquisition of subsidiaries	-	(8,189.33)
	(Purchase of)/proceeds from sale of current investment	(1,000.00)	0.37
	Proceeds from fixed deposits matured/(placed)	1,283.02	(4,612.22)
	Interest received	270.12	360.84
	Net cash used in investing activities	**(501.14)**	**(13,018.99)**
C.	**CASH FLOW FROM FINANCING ACTIVITIES**		
	Proceeds from non-current borrowings	39.00	396.03
	Repayment of non-current borrowings (including finance lease obligations)	(89.69)	(104.84)
	Dividend paid (including DDT)	(904.16)	(750.00)
	(Repayment of) /proceeds from current borrowings (net)	(536.81)	5,200.69
	Interest paid	(201.80)	(97.43)
	Net cash (used in)/generated used in financing activities	**(1,693.46)**	**4,644.45**
	Currency fluctuations arising on consolidation	502.10	(208.48)
	Net increase/(decrease) in cash and cash equivalents	**588.60**	**(5,772.58)**
	Add : Cash and cash equivalents at the beginning of the year	2,351.46	8,079.80
	Cash and cash equivalents taken over on acquisition (refer note 43)	-	44.24
	Cash and cash equivalents at the end of the year	**2,940.06**	**2,351.46**

Route Mobile Limited (Formerly known as 'Routesms Solutions Limited')
Consolidated Cash flow statement for the year ended 31 March 2019
(₹ in lakhs, except for share data, and if otherwise stated)

	As at 31 March 2019	As at 31 March 2018
Cash and Cash equivalent as per above comprises of the following		
Cash and cash equivalents	2,940.06	2,351.46
Balances as per consolidated statement of cash flows	**2,940.06**	**2,351.46**

Note:
The Consolidated Cash Flows Statement has been prepared under the indirect method as set out in Ind AS 7, Statement of Cash Flows. Effective 01 April 2017, the Group adopted the amendment to Ind AS 7, which require the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the consolidated balance sheet for liabilities arising from financing activities, to meet the disclosure requirement. The adoption of amendment did not have any material impact on the Consolidated Cash Flow Statement.(Refer note 17 for net debt reconciliation).

Significant accounting policies and other explanatory information **1 to 51**

This is the Consolidated Cash Flow Statement referred to in our report of even date

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Bharat Shetty
Partner
Membership No.: 106815

Place : Mumbai
Date : 12 June 2019

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

Chandrakant Gupta
Chairman
(DIN No. 01636981)

Sandipkumar Gupta
Director
(DIN No. 01272932)

Rajdipkumar Gupta
Managing Director
(DIN No. 01272947)

Rathindra Das
Company Secretary
(Membership No.: A24421)

Suresh Jankar
Chief Financial Officer

Place : Mumbai
Date : 10 June 2019

Route Mobile Limited (Formerly known as 'Routesms Solutions Limited')
Consolidated Statement of Changes in Equity for the year ended 31 March 2019
(₹ in lakhs, except for share data, and if otherwise stated)

Equity share capital

Particulars	Note	Number of shares	Amount
Balance as at 1 April 2017	**15**	**50,000,000**	**5,000.00**
Issue of shares		-	-
Balance as at 31 March 2018		**50,000,000**	**5,000.00**
Issue of shares		-	-
Balance as at 31 March 2019		**50,000,000**	**5,000.00**

Other equity

Particulars	Attributable to owners				Non-controlling interest	Total
	Reserves and Surplus			Total other equity		
	Surplus in statement of profit and loss	Statutory Reserve	Foreign currency translation reserve			
Balance as at 1 April 2017	**8,135.56**	**0.34**	**(442.91)**	**7,692.99**	**51.78**	**7,744.76**
Profit for the year	4,868.85	-	-	4,868.85	(116.65)	4,752.20
Other comprehensive income for the year	2.05	-	279.94	281.99	(1.04)	280.95
Total Comprehensive income for the year ended 31 March 2018	**4,870.90**	**-**	**279.94**	**5,150.84**	**(117.69)**	**5,033.15**
Dividend paid	(750.00)	-	-	(750.00)	-	(750.00)
Dividend distribution tax (refer note 16(a))	-	-	-	-	-	-
Balance as at 31 March 2018	**12,256.46**	**0.34**	**(162.97)**	**12,093.83**	**(65.91)**	**12,027.92**
Profit for the year	5,692.08	-	-	5,692.08	(141.40)	5,550.68
Other comprehensive income for the year	13.48	-	389.35	402.83	18.97	421.80
Total Comprehensive income for the year ended 31 March 2019	**5,705.56**	**-**	**389.35**	**6,094.91**	**(122.43)**	**5,972.48**
Dividend paid	(750.00)	-	-	(750.00)	-	(750.00)
Dividend distribution tax	(154.16)	-	-	(154.16)	-	(154.16)
Balance as at 31 March 2019	**17,057.86**	**0.34**	**226.38**	**17,284.58**	**(188.34)**	**17,096.24**

Significant accounting policies and other explanatory information **1 to 51**

This is the Consolidated Statement of Changes in Equity referred to in our report of even date

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Bharat Shetty
Partner
Membership No.: 106815

Place : Mumbai
Date : 12 June 2019

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

Chandrakant Gupta
Chairman
(DIN No. 01636981)

Sandipkumar Gupta
Director
(DIN No. 01272932)

Rajdipkumar Gupta
Managing Director
(DIN No. 01272947)

Rathindra Das
Company Secretary
(Membership No.: A24421)

Suresh Jankar
Chief Financial Officer

Place : Mumbai
Date : 10 June 2019

Note 1:

(a) Corporate information

'Route Mobile Limited' (RML) (Formerly known as 'Routesms Solutions Limited'), (the "Company" or 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 Company has its registered office in Mumbai.

The Consolidated financial statements (hereinafter referred to as "CFS") for the year ended 31 March 2019 were approved by Board of Directors and authorised for issue on 10 June 2019.

(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. 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 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 a-ssets, 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**

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. The assumptions used are disclosed in Note 42.

- **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. For details of the key assumptions used and the impact of changes to these assumptions see Notes 37 and 38.

- **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) based on the future cash flows after considering current economic conditions and trends, estimated future operating results and growth 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. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in Note 48.

- **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.

- **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.

(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 upto the same reporting date as that of the parent i.e. year ended 31 March 2019.

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 44 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.

(b) Associate

Associate is an entity over which the Group has significant influence but not control or joint control. This is generally the case where the Group holds between 20% and 50% of the voting rights. Investment in associate is accounted for using the equity method of accounting, after initially being recognised at cost.

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the Group's share of the post-acquisition profits or losses of the investee in statement of profit and loss, and the Group's share of other comprehensive income of the investee in other comprehensive income. Dividend received or receivable from associates are recognised as reduction in the carrying amount of the investment.
When the Group's share of losses in an equity accounted investment equals or exceeds its interest in the entity, including any other unsecured long term receivables, the Group does not recognise further losses, unless it has incurred obligations or made payment on behalf of the other entity.

Unrealised gains on transactions between the Group and its associate are eliminated to the extent of the Group's interest in the entity. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the assets transferred. Accounting policy of the equity accounted investee have been changed where necessary to ensure consistency with the policies adopted by the Group.

The carrying amount of equity accounted investment is tested for impairment.

(v) Revenue recognition

Effective 1 April, 2018, the Group has adopted Indian Accounting Standard 115 (IND AS 115) -'Revenue from contracts with customers' using the cumulative catch-up transition method, applied to contracts that were not completed as on April 1, 2018. The new standard is based on the principle that revenue is recognised when control of goods or services is transferred to the customer and provides a single, principles based five-step model to be applied to all sales contracts. It also provides further guidance on the measurement of sales on contracts which have discounts and rebates by applying variable consideration principles.

The effect on adoption of IND AS 115 was insignificant on the financial statements.

Revenue is measured at the fair value of consideration received or receivable. Revenue is recognised only when it can be reliably measured and it is probable that the economic benefits will flow to the Group. Amount disclosed as revenue are reported net of discounts and applicable taxes which are collected on behalf of the government.

(i) 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 service tax.

Amounts received or billed in advance for services to be performed in future are recorded as advances from customers / advance billing.

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.

(ii) 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.

(iii) 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.

(iv) 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) Leases

Finance lease
Leases are classified as finance leases when substantially all of the risks and rewards of ownership of the asset transfer from the Group to the lessee or from the lessor to the Group as the case may be.

Group as a lessee
Lease rentals are capitalised at the lower of the fair value and present value of the minimum lease payments at the inception of the lease term and disclosed as finance lease obligations. Lease payments are apportioned between the finance charges and reduction of the lease liability based on the implicit rate of return.

Group as a lessor
Amounts due from lessees under finance leases are recorded as receivables based on Group's net investment in the lease. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

Operating lease
Leases where the lessor effectively retains substantially all risks and benefits incidental to ownership of the asset are classified as Operating lease.

Group as a lessee

Operating lease payments (net of any incentive received from the lessor) are recognised as an expense in the Statement of Profit and Loss on a straight line basis over the lease term unless the payments are structured to increase in line with general inflation to compensate for the lessor's expected inflationary costs.

Group as a lessor

Rental income from operating lease is recognised on a straight line basis over the lease term unless the same is in line with general inflation to compensate for the expected inflationary costs. Initial direct costs incurred in negotiating and arranging an operating lease is recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

(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 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, associate 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.

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 unrecognized deferred tax assets. It recognizes unrecognized 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 realized.

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 intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Deferred tax assets include Minimum Alternate Tax (MAT) paid in accordance with the tax laws in India which is likely to give future economic benefits in the form of availability of setoff against future income tax liability. Accordingly, MAT is recognised as deferred tax assets in the Balance sheet when the assets can be measured reliably and it is probable that the future economic benefit associated with the asset will be realised.

(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 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. Following initial recognition, 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 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.

Leasehold improvements are amortised over the period of lease or their estimated useful life, whichever is earlier, on a straight-line basis.

Depreciation on assets acquired under finance lease is spread over the lease period or useful life, whichever is shorter on a straight line basis.

Intangible assets are amortized on a straight line basis.
Following table summarises the nature of intangibles and their estimated useful lives :-

Nature of Intangibles	**Useful lives**
Computer software	5 years
Trade mark	5 years
License	5 years
Software	4 years
Customer relationship	10 years
Non-compete fees	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 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 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) Share based payments

Share-based compensation benefits are provided to employees via the "ROUTE MOBILE LIMITED" Employee Stock Option Plan 2017 (the 'ESOP scheme'). The fair value of options granted under the Employee Stock Option Plan 2017 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.

(xx) 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, it's recognition as income in the consolidated statement of profit and loss is linked to fulfilment of associated export obligations.

The Group has chosen to present grants received to income as other income in the consolidated statement of profit and loss.

(xxi) 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').

(xxii) Standard issued but not yet effective

Recent accounting pronouncements

Ind AS 116: Leases

On March 30, 2019, the Ministry of Corporate Affairs (MCA) has notified Ind AS 116, Leases, under Companies (Indian Accounting Standards) Amendment Rules, 2019 which is applicable with effect from 1 April 2019.

Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract i.e., the lessee and the lessor. Ind AS 116 introduces a single lease accounting model for lessee and requires the lessee to recognize right of use assets and lease liabilities for all leases with a term of more than twelve months, unless the underlying asset is low value in nature. Currently, operating lease expenses are charged to the consolidated statement of profit and loss. Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17.

As per Ind AS 116, the lessee needs to recognise depreciation on right of use assets and finance costs on lease liabilities in the statement of profit and loss. The lease payments made by the lessee under the lease arrangement will be adjusted against the lease liabilities.

The Group is currently evaluating the impact on account of implementation of Ind AS 116 which might have significant impact on key profit and loss and balance sheet ratios i.e. Earnings before interest, tax, depreciation and amortisation (EBITDA), Asset coverage, debt equity, interest coverage, etc.

2 Property, plant and equipment

Particulars	Building	Furniture and fixtures	Leasehold improvements	Vehicles	Office equipment	Computers#	Total
Gross block							
Balance as at 1 April 2017	**331.00**	**330.25**	**238.00**	**312.44**	**41.79**	**1,727.02**	**2,980.50**
Additions	697.23	49.47	-	6.50	29.17	242.52	1,024.89
Acquired on acquisition of subsidiaries (refer note 43)	-	98.69	-	-	43.75	124.49	266.93
Disposals	-	(14.33)	-	-	-	-	(14.33)
Foreign currency translations adjustment	1.97	2.53	-	-	0.51	(12.97)	(7.96)
Balance as at 31 March 2018	**1,030.20**	**466.61**	**238.00**	**318.94**	**115.22**	**2,081.06**	**4,250.03**
Additions	-	162.32	-	49.45	100.38	291.69	603.84
Disposals	-	-		-	-	-	-
Foreign currency translations adjustment	44.34	(0.91)	-	-	0.27	6.60	50.30
Balance as at 31 March 2019	**1,074.54**	**628.02**	**238.00**	**368.39**	**215.87**	**2,379.35**	**4,904.17**
Accumulated depreciation and amortization							
Balance as at 01 April 2017	**121.75**	**97.26**	**41.03**	**145.79**	**24.82**	**840.05**	**1,270.70**
Depreciation and amortisation charge	27.31	74.86	49.24	53.67	26.23	411.96	643.27
Reversal on disposal of assets	-	(1.14)	-	-	-	-	(1.14)
Foreign currency translations adjustment	0.05	0.24	-	-	0.07	(3.60)	(3.24)
Balance as at 31 March 2018	**149.11**	**171.22**	**90.27**	**199.46**	**51.12**	**1,248.41**	**1,909.59**
Depreciation and amortisation charge	43.30	73.30	49.24	42.41	29.82	401.43	639.50
Foreign currency translations adjustment	11.98	(0.17)	-	-	0.21	4.09	16.11
Balance as at 31 March 2019	**204.39**	**244.35**	**139.51**	**241.87**	**81.15**	**1,653.93**	**2,565.20**
Net Block							
Balance as at 31 March 2018	**881.09**	**295.39**	**147.73**	**119.48**	**64.10**	**832.65**	**2,340.44**
Balance as at 31 March 2019	**870.15**	**383.67**	**98.49**	**126.52**	**134.72**	**725.42**	**2,338.97**

includes gross value of assets taken on finance lease aggregating to ₹ 377.24 lakhs as at 31 March 2019 (31 March 2018: ₹ 377.24 lakhs) with accumulated depreciation of ₹ 209.58 lakhs as at 31 March 2019 (31 March 2018: ₹ 108.98 lakhs) and depreciation for the year ended 31 March 2019 ₹ 100.60 lakhs (31 March 2018: ₹ 100.60 lakhs).

The dubai property (grouped in Building) is registered in the personal name of Rajdipkumar Gupta and Sandipkumar Gupta.
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.

Refer Note 36 for information on Property, plant and equipment pledged as security.

3 Intangible assets

Particulars	Goodwill
Balance as at 1 April 2017	1,376.58
Acquired on acquisition of subsidiaries (refer note 43)	6,731.71
Foreign currency translations adjustment	205.78
Balance as at 31 March 2018	**8,314.07**
Additions	-
Foreign currency translations adjustment	(101.79)
Balance as at 31 March 2019	**8,212.28**

Goodwill was tested for impairment in accordance with the Group's procedure for determining the recoverable value of such assets.

The recoverable amount of the Cash Generating Unit (CGU) is the higher of fair value less cost to sell ("FVLCTS") and its value in use ("VIU"). The FVLCTS of the CGU is determined based on the market capitalisation approach. The VIU is determined based on discounted cash flow projections.

Based on above testing, no impairment was identified as of 31 March 2019 and 31 March 2018 as the recoverable value exceeded the carrying value.

(₹ in lakhs, except for share data, and if otherwise stated)

4 Intangible assets

Particulars	Computer software	Trademark	License	Software	Customer relationship	Non - Compete fees	Total
Gross block							
As at 1 April 2017	**310.80**	**0.30**	**0.12**	**-**	**-**	**-**	**311.22**
Additions	2.27	-	-	-	-	-	2.27
Acquired on acquisition of subsidiaries (refer note 43)	9.95	-	-	909.31	6,403.69	354.48	7,677.43
Disposals	-	-	-	-	-	-	-
Foreign currency translations adjustment	5.99	-	-	37.97	267.39	14.79	326.14
Balance as at 31 March 2018	**329.01**	**0.30**	**0.12**	**947.28**	**6,671.08**	**369.27**	**8,317.06**
Additions	40.59	-	-	-	-	-	40.59
Disposals	-	-	-	-	-	-	-
Foreign currency translations adjustment	0.21	-	-	(9.40)	(66.17)	(3.66)	(79.02)
Balance as at 31 March 2019	**369.81**	**0.30**	**0.12**	**937.88**	**6,604.91**	**365.61**	**8,278.63**
Accumulated amortisation							
As at 1 April 2017	**131.21**	**0.05**	**0.06**	**-**	**-**	**-**	**131.32**
Amortisation charge	113.46	0.06	0.03	149.25	315.33	24.08	602.21
Reversal on disposal of assets	-	-	-	-	-	-	-
Foreign currency translations adjustment	4.36	-	-	8.63	18.02	1.39	32.40
Balance as at 31 March 2018	**249.03**	**0.11**	**0.09**	**157.88**	**333.35**	**25.47**	**765.93**
Amortisation charge	54.48	0.04	-	314.18	663.76	50.68	1,083.14
Reversal on disposal of assets	-	-	-	-	-	-	-
Foreign currency translations adjustment	(0.50)	-	-	(3.11)	(5.86)	(0.50)	(9.97)
Balance as at 31 March 2019	**303.01**	**0.15**	**0.09**	**468.95**	**991.25**	**75.65**	**1,839.10**
Net block							
Balance as at 31 March 2018	**79.98**	**0.19**	**0.03**	**789.40**	**6,337.73**	**343.80**	**7,551.13**
Balance as at 31 March 2019	**66.80**	**0.15**	**0.03**	**468.93**	**5,613.66**	**289.96**	**6,439.53**

(₹ in lakhs, except for share data, and if otherwise stated)

		As at 31 March 2019	As at 31 March 2018
5	**Other non-current financial assets**		
	Unsecured, considered good, unless otherwise stated		
	Security deposits	466.04	392.09
	Loans and advances to employees	4.40	33.66
	Fixed deposits with bank having maturity of more than 12 months	1.00	1.00
	Interest accrued but not due on fixed deposits	-	0.36
		471.44	**427.11**
6	**Deferred tax assets**		
	Deferred tax assets arising on account of :		
	Depreciation and amortisation	66.61	44.10
	Provision for compensated absences	7.70	10.53
	Provision for gratuity	51.99	49.74
	Provision for expenses	168.62	55.05
	Provision for doubtful debts and advances	55.37	49.86
	Deferred tax assets	**350.29**	**209.28**
7	**Non-current tax assets (net)**		
	Advance income tax (net of provision)	895.10	577.76
		895.10	**577.76**
8	**Other non-current assets**		
	Advances other than capital advances		
	Balance with government authorities	1,402.97	893.04
	Deposit with government authorities	187.50	-
	Prepaid expenses	36.25	58.46
		1,626.72	**951.50**
9	**Current investments**		
	Investments carried at fair value through profit or loss (FVTPL)		
	Investments in mutual funds - Unquoted		
	Axis Banking and PSU Debt Fund - Growth (31 March 2019 : 30,535.80 units, 31 March 2018: Nil) of ₹ 1,747.63 each	533.67	-
	L&T Triple Ace Bond Fund - Growth (31 March 2019: 1,147,660.27 units, 31 March 2018: Nil) of ₹ 46.43 each	532.88	**-**
		1,066.55	**-**
	Aggregate amount of unquoted investments	1,066.55	-
	Aggregate amount of impairment in value of investments	-	-

Details of assets pledged are given under note 36

Route Mobile Limited (Formerly known as 'Routesms Solutions Limited')
Significant accounting policies and other explanatory information as at and for the year ended 31 March 2019
(₹ in lakhs, except for share data, and if otherwise stated)

		As at 31 March 2019	As at 31 March 2018
10	**Trade receivables ***		
	Unsecured, considered good**	14,470.68	9,729.15
	Trade receivables which have significant credit risk	-	-
	Trade receivables - credit impaired	163.87	144.80
	Less: Provision for bad and doubtful debts	(163.87)	(144.80)
		14,470.68	**9,729.15**

* Details of assets pledged are given under note 36

**Includes ₹ 459.05 lakhs (31 March 2018: Nil) which are subject to factoring arrangements.

**Includes ₹ 2.44 lakhs (31 March 2018: ₹ 2.19 lakhs) receivables due from companies where Director of the Company is a director

		As at 31 March 2019	As at 31 March 2018
11	**Cash and cash equivalents**		
	Cash on hand	17.53	4.42
	Balances with banks		
	- in current accounts	1,618.06	1,883.88
	- in EEFC accounts	1,267.42	114.24
	- in deposit accounts with maturity upto 3 months	34.00	348.28
	- wallets balances	3.05	0.64
		2,940.06	**2,351.46**
12	**Other bank balances***		
	Deposits with maturity more than 3 months but less than 12 months	26.85	20.79
	Balances with bank held as margin money	40.00	342.85
	Balances with bank held as bank guarantee	6,558.50	7,544.73
		6,625.35	**7,908.37**

* Details of assets pledged are given under note 36

		As at 31 March 2019	As at 31 March 2018
13	**Other current financial assets**		
	Unsecured, considered good, unless otherwise stated		
	Security deposits	193.55	163.06
	Interest accrued but not due on deposits	13.60	43.21
	Advances to employees	54.58	49.12
	Other receivables	1.74	-
	Unbilled revenue	566.87	162.36
	Government grant receivable (refer note below)	100.00	-
	Advances to related parties*	27.91	-
		958.25	**417.75**

*Includes ₹ 27.91 lakhs (31 March 2018: Nil) receivables due from companies where Director of the Company is a director

Note:

Route Mobile Limited (RML) and Call2Connect (C2C) have been awarded incentive plan under the India BPO Promotion Scheme (IBPS), envisaged under Digital India Programme. In accordance with the agreement with Software Technology Parks of India, Government of India by RML, a Special Purpose Vehicle was formed in the name of "Route Connect Private Limited" (RCPL) with 74% stake held by RML and the balance by C2C.

As part of the scheme, RCPL is eligible for a government grant to the extent of 50% of capital and/or 100% of operational expenditure incurred on BPO/ITES operations on admissible items, subject to an upper ceiling of ₹ 1 lakh per seat.

Since the primary condition of the proposed Government grant is that C2C should commit to set up the BPO/ITES operations for required number of seats and operate it for a minimum period of three years from the date of commencement of the BPO/ITES operations, which is expected to be fulfilled by C2C, the grant has been recorded as a "revenue grant" in accordance with Indian Accounting Standard-20, "Accounting for Government Grants and Disclosure of Government Assistance" prescribed by Companies (Indian Accounting Standards) Rules, 2015. The grant has been recognized in the Consolidated Statement of Profit and Loss over the 3 year period to align it with the related cost. During the year ended 31 March 2019, the Group has recognized ₹ 100 lakhs as grant income in the Consolidated Statement of Profit and Loss.

	As at 31 March 2019	As at 31 March 2018
14 Other current assets		
Advances to suppliers	131.46	603.41
Balance with government authorities	453.21	106.75
Unamortised share issue expenses#	429.16	371.77
Foreign tax credit receivable	699.65	-
Prepaid expenses	386.80	473.80
Receivable from related parties		
- Due by companies in which director is a director*	34.81	26.72
Less: Provision for doubtful advances	(26.72)	(26.72)
	2,108.37	**1,555.73**

*Includes ₹ 34.81 lakhs (31 March 2018: ₹ 26.72 lakhs) receivables due from companies where Director of the Company is a director

Represents expenses incurred by the Holding Company in connection with proposed public offer of equity shares. In accordance with the Act and also as per the offer agreement entered between the Holding Company and the selling shareholders, the selling shareholders shall reimburse the share issue expenses in proportion to the respective shares offered for sale. Accordingly, the Holding Company will partly recover the expenses incurred in connection with the issue on completion of Initial Public Offer (IPO). The Holding Company's share of expenses shall be adjusted against securities premium to the extent possible under Section 52 of the Act on successful completion of IPO. The entire amount has been carried forward and disclosed under 'Other current assets' and the amount which is receivable from the selling shareholders is not disclosed separately as the amount is not determinable at this stage pending completion of the IPO.

(₹ in lakhs, except for share data, and if otherwise stated)

	As at 31 March 2019	As at 31 March 2018
15 Equity share capital		
Authorised capital		
100,000,000 (31 March 2018: 100,000,000) equity shares of ₹ 10 each	10,000.00	10,000.00
Issued, subscribed and fully paid up		
50,000,000 (31 March 2018: 50,000,000) equity shares of ₹ 10 each	5,000.00	5,000.00
	5,000.00	**5,000.00**

(a) Reconciliation of equity shares outstanding at the beginning and at the end of the reporting period

	As at 31 March 2019		As at 31 March 2018	
	Number	Amount	Number	Amount
Balance at the beginning of the year	50,000,000	5,000.00	50,000,000	5,000.00
Add: Shares issued during the year	-	-	-	-
Balance at the end of the year	**50,000,000**	**5,000.00**	**50,000,000**	**5,000.00**

(b) 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 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 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.

(c) Shareholders holding more than 5% of the shares

	As at 31 March 2019		As at 31 March 2018	
	Number of shares	% of holding	Number of shares	% of holding
Sandipkumar Gupta	14,400,000	28.80%	14,400,000	28.80%
Rajdipkumar Gupta	14,400,000	28.80%	14,400,000	28.80%
CC Gupta Family Trust	5,000,000	10.00%	5,000,000	10.00%
Sunita Gupta	4,320,000	8.64%	4,320,000	8.64%
Sarika Gupta	4,320,000	8.64%	4,320,000	8.64%

(d) Aggregate number of bonus shares issued during the period of five years immediately preceding the reporting date:

	As at 31 March 2017		As at 31 March 2016	
	Number	Amount	Number	Amount
Equity shares allotted as fully paid bonus shares	30,000,000	3,000.00	18,000,000	1,800.00

(e) Shares reserved for issue under options

For details of shares reserved for issue under the employee stock option plan (ESOP), refer note 48.

(₹ in lakhs, except for share data, and if otherwise stated)

		As at 31 March 2019	As at 31 March 2018
16	**Other equity**		
	Surlpus in the statement of profit and loss	17,057.86	12,256.46
	Statutory reserve	0.34	0.34
	Foreign currency translation reserve	226.38	(162.97)
	Total other equity	**17,284.58**	**12,093.83**
	Surlpus in the statement of profit and loss		
	Balance at the beginning of the year	12,256.46	8,135.56
	Add: Profit for the year	5,692.08	4,868.85
	Add: Other comprehensive income for the year	13.48	2.05
	Less: Final dividend paid	(750.00)	(750.00)
	Less: Dividend distribution tax (refer note (a) below)	(154.16)	-
	Balance at the end of the year	**17,057.86**	**12,256.46**
	Statutory reserve		
	Balance at the beginning of the year	0.34	0.34
	Add: Transferred from Surlpus in the statement of profit and loss	-	-
	Balance at the end of the year	**0.34**	**0.34**
	Foreign currency translation reserve		
	Balance at the beginning of the year	(162.97)	(442.91)
	Add: Movement during the year (net)	389.35	279.94
	Balance at the end of the year	**226.38**	**(162.97)**
	Other equity	**17,284.58**	**12,093.83**

Nature and purpose of reserves

(i) Surlpus in the statement of profit and loss

Retained earnings pertain to the accumulated earnings by the group over the years.

(ii) 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.

(iii) 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 profit and loss when the net investment is disposed off.

Note (a):

For the year ended 31 March 2017, the Board of Directors of Holding Company at its meeting held on 4 September 2017 had recommended final dividend of ₹ 750 lakhs (₹ 1.5 per equity share) which was approved by the shareholders in the Annual General Meeting of the Company held on 22 September 2017. The final dividend was declared and paid during the year ended 31 March 2018. During the financial year 2016-17, the Holding Company had received dividend from its foreign subsidiary, Routesms Solutions (FZE) ("RSMS Dubai") amounting to ₹ 3,554.03 lakhs. Tax on such dividend received, was paid by the Holding Company u/s 115BBD of the Income tax Act, 1961.

The amount of dividend liable to payment of Dividend Distribution Tax (DDT) u/s 115-O(1A)(i)(b) of the Income tax Act, 1961, will be based on the amount of dividend to be declared by the Holding Company as reduced by the amount of dividend, if any, received from a foreign subsidiary company and tax on such balance dividend is payable by the domestic company u/s 115BBD.

As tax u/s 115BBD was paid by the Holding Company on the dividend received and such dividend received is greater than the amount of dividend declared, no dividend distribution tax is payable on the dividend declared by the Holding Company during the year ended 31 March 2018.

(₹ in lakhs, except for share data, and if otherwise stated)

	As at 31 March 2019	As at 31 March 2018
17 Non-current borrowings		
Secured		
Finance lease obligations	159.74	257.17
Term loan from bank	394.08	382.60
Vehicle loans from banks	35.26	-
Less : Current maturities of long-term borrowings (refer note 23)	(131.60)	(115.37)
	457.48	**524.40**

Details of repayment, rate of interest and security for loans from bank and financial institutions:

Name of the Bank/Lessor	Installments	No. of installments as on March 31, 2019	Installment Amount as on March 31, 2019	Rate of Interest	Nature of secutities	As at March 31, 2019	As at March 31, 2018
CISCO Systems Capital (India) Private Limited	Quarterly	6	117.31	1.86% per quarter	Assets obtained on finance lease (computers and computer servers)	108.86	176.90
CISCO Systems Capital (India) Private Limited	Quarterly	6	9.43	1.40% per quarter		8.98	13.40
CISCO Systems Capital (India) Private Limited	Quarterly	6	45.27	2.26% per quarter		41.90	66.87
Sub total			**172.01**			**159.74**	**257.17**
HDFC Bank Limited	Monthly	53	42.51	8.6% p.a.	Vehicles	35.26	-
Sub total			**42.51**			**35.26**	**-**
Mahreqbank psc	Monthly	162	574.35	4.75% p.a for 1st year and thereafter 3 month EIBOR+4.49% margin (with minimum interest rate of 5.99% p.a.)	Office unit 403, Business Bay, Dubai	394.08	382.60
Sub total			**574.35**			**394.08**	**382.60**
Total			**788.87**			**589.08**	**639.77**

(₹ in lakhs, except for share data, and if otherwise stated)

Net debt reconciliation :

Particulars	Non-current borrowings (including current maturity)	Current borrowings	Cash and cash equivalents and bank overdrafts
Net debt as on 1 April 2017	349.68	1,500.00	8,078.44
Cash flows (net)	291.20	5,200.69	(5,771.22)
Loan taken over on acquisition (refer note 43)	-	991.89	44.24
Foreign exchange loss	-	84.76	-
Finance costs	33.66	66.10	-
Finance cost paid	(34.77)	(62.66)	-
Net debt as at 31 March 2018	**639.77**	**7,780.78**	**2,351.46**

Net debt reconciliation :

Particulars	Non-current borrowings (including current maturity)	Current borrowings	Cash and cash equivalents and bank overdrafts
Net debt as on 1 April 2018	639.77	7,780.78	2,351.46
Cash flows (net)	(50.69)	(536.80)	588.60
Foreign exchange loss	-	75.74	-
Finance costs	56.22	148.65	-
Finance cost paid	(56.22)	(145.59)	-
Net debt as at 31 March 2019	**589.08**	**7,322.78**	**2,940.06**

(₹ in lakhs, except for share data, and if otherwise stated)

		As at 31 March 2019	As at 31 March 2018
18	**Non-current Provisions**		
	Provisions for employee benefits		
	Gratuity (refer note 42)	156.08	142.19
		156.08	**142.19**
19	**Deferred tax liabilities (net)**		
	Deferred tax liability arising on account of :		
	Depreciation and amortisation	1.49	8.91
	Deferred tax assets arising on account of :		
	Provision for gratuity	-	4.25
		1.49	**4.66**
20	**Other non-current liabilities**		
	Lease equalisation reserve	67.18	40.09
		67.18	**40.09**

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(₹ in lakhs, except for share data, and if otherwise stated)

	As at 31 March 2019	As at 31 March 2018
21 Current borrowings		
Secured		
Working capital loan from bank	5,957.23	7,684.58
Term loan from bank	900.00	-
Bill discounting with bank	459.05	-
Unsecured		
Loan from related parties (Interest free, repayable on demand)	-	92.76
	7,316.28	**7,777.34**

Details of borrowings:

Nature of loan	Name of the Bank	As at March 31, 2019	As at March 31, 2018	Rate of Interest (p.a.)	Nature of securities	Terms of repayment
Term loan	Kotak Mahindra Bank Limited	900.00	-	8.2% p.a.	Refer note (a) below	Payable within one year
Working capital	Yes Bank Limited	-	2,010.50	2.93% to 3.51% p.a.	Refer note (b) below	Payable on demand
Working capital	Yes Bank Limited	529.56	168.61	1.45% spread over and above 6 months Marginal cost lending rate (MCLR) i.e. 10.50% p.a.	Refer note (b) below	Payable on demand
Working capital	Deutsche Bank	5,427.67	5,505.47	0.75% plus cost of funds of the bank i.e. 0.90% p.a.	Refer note (b) below	Payable on demand
Bill discounting	HDFC Bank	459.05	-	7.556%	Secured against trade receivables	Repayable within 30 days from loan date
Loan	Related party	-	92.76	Interest free	Unsecured	Payable on demand
Total	**Total**	**7,316.28**	**7,777.34**			

a. Nature of security for term loan from bank :

(i) secured by way of exclusive charge over the current investments

b. Nature of security for Working capital loan from bank and Bank overdraft:

Yes Bank:

For March 2019

(i) secured by way of exclusive charge over the current assets and movable fixed assets
(ii) Equitable mortgage of commercial property situated in Mumbai owned by Company.
(iii) personal guarantees of the directors (Rajdipkumar Gupta, Sandipkumar Gupta and Chandrakant Gupta)

For March 2018

(i) secured by way of exclusive charge over the current assets and movable fixed assets
(ii) Equitable mortgage of commercial situated in Mumbai owned by Company and residential property in Goa owned by Rajdipkumar Gupta and Sandipkumar Gupta
(iii) personal guarantees of the directors (Rajdipkumar Gupta, Sandipkumar Gupta and Chandrakant Gupta)

Deutsche Bank:

For March 2019 and March 2018

(i) secured by way of first charge on fixed deposits

		As at 31 March 2019	As at 31 March 2018
22	**Trade payables**		
	Total outstanding dues of micro enterprises and small enterprises	-	-
	Total outstanding dues of creditors other than micro enterprises and small enterprises*	5,970.89	5,608.97
		5,970.89	**5,608.97**

*This includes ₹ 89.04 lakhs (March 2018: ₹ 88.53 lakhs) payables to group companies/ related parties.

		As at 31 March 2019	As at 31 March 2018
23	**Other current financial liabilities**		
	Current maturity of long-term borrowings (refer note 17)	131.60	115.37
	Interest accrued but not due on borrowings	6.50	3.44
	Security deposits	32.47	47.32
	Capital creditors	0.29	197.15
	Dues to employees	26.68	21.84
	Outstanding expenses	3,120.70	3,274.07
	Book overdraft	1.16	-
	Mark to market of derivative financial instruments	2.57	-
	Payable on account of business combination (refer note 43)	7,307.15	6,437.94
		10,629.12	**10,097.13**
24	**Current provisions**		
	Provisions for employee benefits		
	Gratuity (refer note 42)	31.13	40.30
	Compensated absences (refer note 42)	26.44	36.14
		57.57	**76.44**
25	**Current tax liabilities (net)**		
	Provision for tax (net of advance tax)	1,163.67	379.13
		1,163.67	**379.13**
26	**Other current liabilities**		
	Statutory dues	440.34	389.39
	Advance from customers	360.24	266.09
		800.58	**655.48**

Note: There are no amounts due to be transferred to the Investor Education and Protection Fund as at the year end.

(₹ in lakhs, except for share data, and if otherwise stated)

		Year ended 31 March 2019	Year ended 31 March 2018
27	**Revenue from operations**		
	Sale of services		
	Messaging services	82,231.69	48,963.07
	Call center services	2,235.13	1,531.66
		84,466.82	**50,494.73**
	Disaggregation of revenue:		
	Revenue based on geography		
	Domestic	14,391.67	10,055.78
	Export	70,075.15	40,438.95
	Revenue from operations	**84,466.82**	**50,494.73**
28	**Other income**		
	Interest income on financial assets measured at amortised cost:		
	- Fixed deposits	229.15	311.28
	- Security deposits	21.17	17.23
	Interest on income tax refund	11.00	-
	Liabilities no longer payable, written back	266.57	100.34
	Rental income	1.20	1.20
	Net gain arising on financial assets designated as FVTPL	66.55	-
	Gain on disposal of investment	-	0.71
	Gain on derivative financial instrument (net)	67.08	-
	Government grant (refer note 13)	100.00	-
	Miscellaneous income	8.07	23.03
		770.79	**453.79**
29	**Purchases of messaging services**		
	Purchases of messaging services	66,701.52	34,074.66
		66,701.52	**34,074.66**
30	**Employee benefits expense**		
	Salaries and wages (refer note 42 (II and III))	5,267.43	4,758.34
	Contribution to provident fund and other funds (refer note 42 (I))	84.49	16.42
	Staff welfare expense	192.82	271.02
		5,544.74	**5,045.78**
31	**Finance costs**		
	Interest on borrowings from banks	171.10	55.17
	Interest on finance lease obligation	18.59	20.43
	Interest on delayed payment of statutory dues	41.85	24.17
	Interest on delayed payment of income taxes	0.41	6.87
	Interest expenses on financial liability measured at amortised cost (refer note 43 (d))	912.05	479.04
	Other borrowing cost	15.18	24.16
		1,159.18	**609.84**

		Year ended 31 March 2019	Year ended 31 March 2018
32	**Depreciation and amortisation expense**		
	Depreciation on property, plant and equipment (refer note 2)	639.50	643.27
	Amortisation on intangible assets (refer note 4)	1,083.14	602.21
		1,722.64	**1,245.48**
33	**Other expenses**		
	Power and fuel	172.61	158.58
	Repairs and maintenance - Buildings	53.61	44.18
	Repairs and maintenance - Others	122.97	178.37
	Insurance	40.64	18.28
	Rent (refer note 46)	682.10	849.94
	Rates and taxes	12.23	107.55
	Communication	411.87	382.51
	Travelling and conveyance	303.06	525.11
	Printing and stationery	22.91	18.47
	Business promotion	370.61	349.10
	Donations	0.11	2.66
	Expenditure on Corporate Social Responsibility (refer note 50)	76.94	42.21
	Legal and professional charges	616.80	428.70
	Auditor's remuneration (refer note below)	66.18	37.84
	Advances and trade receivable written off	35.36	228.64
	Provision for doubtful debts and advances	19.07	43.43
	Net loss on foreign currency transactions and translation	173.41	448.58
	Bank charges	65.96	45.09
	Membership and subscription	19.36	0.69
	Sitting fees to directors	11.00	7.20
	Cost of technical and other manpower	-	51.37
	Miscellaneous expenses	309.88	258.66
		3,586.68	**4,227.16**

Note:

Auditors' remuneration (excluding tax)

	Year ended 31 March 2019	Year ended 31 March 2018
As auditor		
Statutory audit	51.50	31.50
In other capacity	-	
Other Services*	14.00	74.25
Reimbursement of expenses	0.68	1.27
	66.18	**107.02**

* Including ₹ 69.18 lakhs for year ended 31 March 2018 paid towards assurance services in connection with the Initial Public Offering of equity shares of the Company and disclosed as 'Unamortised share issue expenses' in note 14.

(₹ in lakhs, except for share data, and if otherwise stated)

		Year ended 31 March 2019	Year ended 31 March 2018
34	**Tax expense**		
	Current tax expense		
	Current tax for the year	1,832.97	1,080.40
	Foreign tax credit	(703.11)	-
	Tax adjustment in respect of earlier years	(7.94)	17.42
	Total current tax expense	**1,121.92**	**1,097.82**
	Deferred taxes		
	Deferred tax expense/(credit)	(149.75)	(104.42)
	Net deferred tax expense/(credit)	**(149.75)**	**(104.42)**
	Total income tax expense	**972.17**	**993.40**
34.1	**Tax reconciliation (for profit and loss)**		
	Profit before income tax expense	6,522.85	5,745.60
	Tax at the rate of 29.12%**/ 34.608%	1,899.45	1,988.44
	Tax effect of amounts which are not deductible / not taxable in calculating taxable income		
	Expenses permanently disallowed	25.14	13.98
	Depreciation on assets not qualifying for tax allowances	-	9.72
	Amortisation on taxes not qualifying for tax allowances	299.53	93.10
	Effect of difference between Indian and foreign tax rates	(7.57)	(160.79)
	Foreign tax credit	(703.11)	-
	Tax adjustment of prior years	(7.94)	17.42
	Effect of difference between Indian and non taxable subsidiaries	(696.25)	(1,202.55)
	Effect of difference between Indian and subsidiaries incurring losses	185.94	196.35
	Change in tax rates	(7.75)	39.22
	Others	(15.27)	(1.49)
	Income tax expense	**972.17**	**993.40**

**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.

(₹ in lakhs, except for share data, and if otherwise stated)

34.2 The movement in deferred tax assets and liabilities during the year ended 31 March 2019 and 31 March 2018 are as follows:

	As at 1 April 2017 Deferred tax assets/(liabilities)	Credit/(charge) in statement of profit and loss	Credit/(charge) in other comprehensive income	Exchange difference	As at 31 March 2018 Deferred tax assets/(liabilities)
Depreciation and amortisation	(14.58)	47.30	-	2.47	35.19
Provision for compensated absences	7.80	2.73	-	-	10.53
Provision for gratuity	43.62	11.21	(0.84)	-	53.99
Provision for expenses	17.40	37.65	-	-	55.05
Provision for doubtful debts and advances	44.33	5.53	-	-	49.86
Total	**98.57**	**104.42**	**(0.84)**	**2.47**	**204.62**

	As at 1 April 2018 Deferred tax assets/(liabilities)	Credit/(charge) in statement of profit and loss	Credit/(charge) in other comprehensive income	Exchange difference	As at 31 March 2019 Deferred tax assets/(liabilities)
Depreciation and amortisation	35.19	29.91	-	0.02	65.12
Provision for compensated absences	10.53	(2.83)	-	-	7.70
Provision for gratuity	53.99	3.59	(5.59)	-	51.99
Provision for expenses	55.05	113.57	-	-	168.62
Provision for doubtful debts and advances	49.86	5.51	-	-	55.37
Total	**204.62**	**149.75**	**(5.59)**	**0.02**	**348.80**

35 Other comprehensive income

	Year ended 31 March 2019	Year ended 31 March 2018
Items that will be reclassified to profit or loss		
Gains and losses arising from translating the financial statements of foreign operations	408.31	278.90
Income tax relating to this item	-	-
Items that will not be reclassified to profit or loss		
Remeasurements of post defined employee benefit plans	19.08	2.89
Income tax relating to this item	(5.59)	(0.84)
	421.80	**280.95**

36 Assets pledged as security

	As at 31 March 2019	As at 31 March 2018
Current assets		
Financial assets		
Fixed deposits lien by bank against working capital loan	6,558.50	7,544.73
Investments	1,066.55	-
Trade receivables	9,643.33	5,269.90
Other bank balances	526.28	363.64
Loans	3,205.34	2,597.60
Other current financial assets	293.67	290.10
Other current assets	560.20	509.20
	21,853.87	**16,575.17**
Non current assets		
Moveable fixed assets (Furniture and office equipment)	144.70	185.99
Building	870.15	881.09
Computers	506.62	663.40
Vehicle	126.74	119.60
Total non-current assets	**1,648.21**	**1,850.08**
Total assets pledged as security	**23,502.08**	**18,425.25**

(₹ in lakhs, except for share data, and if otherwise stated)

37 Fair value measurements

Financial instruments by category:

Particulars	31 March 2019 FVTPL	31 March 2019 Amortised cost	31 March 2018 Amortised cost
Financial Assets - Non-current			
Other non-current financial assets	-	471.44	427.11
Financial Assets - Current			
Investments	1,066.55	-	-
Trade receivables	-	14,470.68	9,729.15
Cash and cash equivalents	-	2,940.06	2,351.46
Other bank balances	-	6,625.35	7,908.37
Other current financial assets	-	958.25	417.75
Financial Liabilities - Non-current			
Borrowings (including current maturities)	-	589.08	639.77
Financial Liabilities - Current			
Borrowings	-	7,316.28	7,777.34
Trade payables	-	5,970.89	5,608.97
Other current financial liabilities	-	10,497.52	9,981.76

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 underneath the table.

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. For example, listed equity instruments that have quoted market price.

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 value of forward foreign exchange contracts is determined using forward exchange rates at the balance sheet date.

The fair values for Security deposits, loan to employees, fixed deposits and non-current borrowings 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 2019	31 March 2018
Investment in Mutual funds	1,066.55	-

Fair value of the mutual funds are based on NAV at the reporting date.
Since the valuation of investment is done based on obervable 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 2019		31 March 2018	
	Fair Value	Carrying amount	Fair Value	Carrying amount
Financial Assets - Non-current				
Other financial assets				
- Security deposits	461.41	466.04	390.42	392.09
- Loan to employees (including current maturity)	17.06	17.06	8.03	8.90
Fixed deposits with bank having maturity of more than 12 months	1.00	1.00	1.00	1.00
Financial Liabilities - Non-current				
Borrowings (including current maturities)	586.97	589.08	608.43	639.77

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.

(₹ in lakhs, except for share data, and if otherwise stated)

38 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 approve 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. Credit risk is controlled by analysing credit limits and credit worthiness of the customer on continuous basis to whom the credit has been granted after obtaining necessary approvals for credit. 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.

To manage credit risk, the group follows a policy of providing 30-90 days credit to the domestic customers. In case of foreign debtors, majority of the sales are made either against advance payments or on a credit period upto 30 days to reputed customers. The credit limit policy is established considering the current economic trends of the industry in which the group is operating.
However, the trade receivables are monitored on a periodic basis for assessing any significant risk of non-recoverability of dues and provision is created accordingly.

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:

Particulars	As at 31 March 2019	As at 31 March 2018
Upto 3 months	12,479.17	7,309.43
3 - 6 months	963.77	1,933.22
6 - 12 months	877.08	256.52
More than one year	314.53	374.78
Total	**14,634.55**	**9,873.95**
Provision for expected credit loss created	163.87	144.80

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 2019

Particulars	Upto 1 year	Between 1 and 3 years	Beyond 3 years	Total
Financial Liabilities - Non-Current				
Borrowings (including current maturities)	169.98	167.96	436.25	774.19
Financial Liabilities - Current				
Borrowings	7,316.28	-	-	7,316.28
Trade payables	5,970.89	-	-	5,970.89
Other current financial liabilities	10,497.52	-	-	10,497.52
Total	**23,954.67**	**167.96**	**436.25**	**24,558.88**

As at 31 March 2018

Particulars	Upto 1 year	Between 1 and 3 years	Beyond 3 years	Total
Financial Liabilities - Non-Current				
Borrowings (including current maturities)	152.94	251.56	457.43	861.93
Financial Liabilities - Current				
Borrowings	7,777.34	-	-	7,777.34
Trade payables	5,608.97	-	-	5,608.97
Other current financial liabilities	9,981.76	-	-	9,981.76
Total	**23,521.01**	**251.56**	**457.43**	**24,230.00**

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.

Derivative instruments and unhedged foreign currency exposure

Particulars	As at March 31, 2019		As at March 31, 2018	
Forward contracts to sell USD and buy Euro	Euro	5.00	-	-

The group's exposure to foreign currency risk at the end of reporting period are as under:

₹ in lakhs

Particulars	31 March 2019	31 March 2018
Financial liabilities		
Trade Payables Euro	1,343.72	2,500.70
Trade Payables USD	397.38	1,674.26
Trade Payables AED	6.59	4.88
Trade Payables SGD	-	7.34
Trade Payables NPR	0.27	0.30
Trade Payables LKR	-	0.47
Trade Payables BDT		3.33
Trade Payables UGX	0.10	-
Borrowings USD	459.05	497.59
Borrowings Euro	5,427.67	7,018.58
Net exposure to foreign currency risk (liabilities)	**7,634.78**	**11,707.45**
Financial assets		
Trade Receivable Euro	3,406.90	1,651.65
Trade Receivable USD	6,146.96	2,386.79
Bank Balance USD	7,120.57	6,337.35
Bank Balance GBP	55.52	-
Bank Balance SGD	0.55	-
Bank Balance Euro	164.70	7.76
Net exposure to foreign currency risk (assets)	**16,895.20**	**10,383.55**
Net exposure to foreign currency assets/(liabilities)	**9,260.42**	**(1,323.90)**

The following table demonstrates the sensitivity in EUR, USD, AED,SGD, NPR, LKR, BDT, UGX 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:

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:

₹ in lakhs

Currencies	31 March 2019		31 March 2018	
	Increase by 2%	Decrease by 2%	Increase by 2%	Decrease by 2%
EUR	64.00	(64.00)	157.19	(157.19)
USD	(248.22)	248.22	(131.05)	131.05
AED	0.13	(0.13)	0.10	(0.10)
GBP	(1.11)	1.11	-	-
SGD	(0.01)	0.01	0.15	(0.15)
NPR	0.01	(0.01)	0.15	(0.15)
LKR	-	-	0.01	(0.01)
BDT	-	-	0.01	(0.01)
UGX	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 **₹ in lakhs**

Particulars	Impact on profit for the year ended 31 March 2019	Impact on profit for the year ended 31 March 2018
Impact on profit before tax for 5% increase in NAV	53.33	-
Impact on profit before tax for 5% decrease in NAV	(53.33)	-

(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 2019	As at 31 March 2018
Total Borrowings	7,911.86	8,420.55
% of Borrowings out of above bearing variable rate of interest	75.30%	91.26%

Interest rate sensitivity

A change of 50 bps in interest rates would have following Impact on profit before tax

Particulars	As at 31 March 2019	As at 31 March 2018
50 bps increase would decrease the profit before tax by	(4.30)	(2.09)
50 bps decrease would increase the profit before tax by	4.30	2.09

(₹ in lakhs, except for share data, and if otherwise stated)

39 Capital Management

The Groups'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 2019**	**As at 31 March 2018**
Borrowings#	7,911.86	8,420.55
Less: Cash and cash equivalents	(2,940.06)	(2,351.46)
Net debt	4,971.80	6,069.09
Equity	22,284.58	17,093.83
Capital and net debt	27,256.38	23,162.92
Gearing ratio	18.24%	26.20%

#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.

Loan covenants

In case of the variable rate borrowing facility availed by the Group there are various financial covenants i.e. the externally imposed capital requirements, which are standard in nature; mainly relating to EBITDA margin, Current ratio and debt-equity ratio specified in the loan agreements. These covenants are monitored by the Group on a regular basis. There has been no default on the financial covenants or on the loans taken by the Group, outstanding as at 31 March 2019 and 31 March 2018.

Dividend:

Particulars	**31 March 2019**	**31 March 2018**
Equity dividend		
Dividends not recognised at the end of the year		
The Board of directors of the Holding Company have recommended the payment of a final dividend of ₹ 1.50 for the year ended 31 March 2019 (31 March 2018: ₹ 1.50) per fully paid equity share. This proposed dividend is subject to the approval of shareholders in the ensuing annual general meeting.	750.00	750.00

(₹ in lakhs, except for share data, and if otherwise stated)

40 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 Pratik Joshi Chief Financial Officer (till 6 November 2017), (Company Secretary with effect from 7 November 2017 till 11 January 2019) Rathindra Das(Company Secretary with effect from 11 January 2019) Suresh Jankar, Chief Financial Officer (with effect from 7 November 2017) Gaurav Jhunjhunwala, Company Secretary (till 6 November 2017) Pratheek Agarwal (independent director till 22 November 2017) Bhavesh Jain (independent director till 22 November 2017) Sudha Navandar (independent director with effect from 22 November 2017) Ankit Paleja (independent director with effect from 22 November 2017) Ramachandran Sivathanu (independent director with effect from 22 November 2017)
(ii) Entities in which KMP/relatives of KMP can exercise significant influence (with whom transaction have taken place)	Graphixide Services Private Limited 29 Three Holidays Private Limited Spectrum Technologies Cobx Gaming Private Limited Shrem Resort Private Limited (with effect from 1 September 2017) Chandrakant Gupta HUF Rajdipkumar Gupta HUF Sandipkumar Gupta HUF CC Gupta Family Trust Saraswati Devi Charitable Trust
(iii) Relatives of KMP	Chamelidevi Gupta Sarika Gupta Sunita Gupta Tanvi Gupta

Route Mobile Limited (Formerly known as 'Routesms Solutions Limited')
Significant accounting policies and other explanatory information as at and for the year ended 31 March 2019
(₹ in lakhs, except for share data, and if otherwise stated)

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		Associate	
	31 March 2019	31 March 2018	31 March 2019	31 March 2018	31 March 2019	31 March 2018	31 March 2019	31 March 2018
Purchase of messaging services								
Spectrum Technologies	-	-	12,078.02	992.31	-	-	-	-
Travelling and conveyance								
29 Three Holidays Private Limited	-	-	210.91	501.60	-	-	-	-
Expenses reimbursed by other company								
Graphixide Services Private Limited	-	-	-	0.28	-	-	-	-
Expenses reimbursed to other company/others								
Sandipkumar Gupta	-	3.00	-	-	-	-	-	-
Shrem Resort Private Limited	-	-	27.91	-	-	-	-	-
Rent expense								
Cobx Gaming Private Limited	-	-	-	21.60	-	-	-	-
Rent income								
29 Three Holidays Private Limited	-	-	1.20	1.20	-	-	-	-
Advances given								
Rajdipkumar Gupta	-	10.33	-	-	-	-	-	-
Shrem Resort Private Limited	-	-	2.50	501.00	-	-	-	-
Provision for doubtful advances								
Graphixide Services Private Limited	-	-	-	26.72	-	-	-	-
Receipt of Advances given								
Rajdipkumar Gupta	-	10.33	-	-	-	-	-	-
Shrem Resort Private Limited	-	-	2.50	501.00	-	-	-	-
Refund of Advance towards purchase of Flat								
Rajdipkumar Gupta	-	140.17	-	-	-	-	-	-
Sandipkumar Gupta	-	120.16	-	-	-	-	-	-

(₹ in lakhs, except for share data, and if otherwise stated)

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		Associate	
	31 March 2019	31 March 2018	31 March 2019	31 March 2018	31 March 2019	31 March 2018	31 March 2019	31 March 2018
Remuneration to Directors*								
Rajdipkumar Gupta	52.41	97.97	-	-	-	-	-	-
Sandipkumar Gupta	168.83	162.64	-	-	-	-	-	-
Chandrakant Gupta	-	4.50						
Remuneration to KMP*								
Pratik Joshi	6.92	6.77	-	-	-	-	-	-
Gaurav Jhunjhunwala	-	3.63	-	-	-	-	-	-
Suresh Jankar	50.27	16.01	-	-	-	-	-	-
Rathindra Das	6.11	-	-	-	-	-	-	-
Sitting fees to Directors								
Chamelidevi Gupta	-	-	-	-	-	0.50	-	-
Sandipkumar Gupta	3.25	1.65	-	-	-	-	-	-
Chandrakant Gupta	1.75	0.75	-	-	-	-	-	-
Pratheek Agarwal	-	0.65	-	-	-	-	-	-
Bhavesh Jain	-	0.65	-	-	-	-	-	-
Sudha Navandar	2.00	1.00	-	-	-	-	-	-
Ankit Paleja	1.50	0.75	-	-	-	-	-	-
Ramachandran Sivathanu	2.50	1.25	-	-	-	-	-	-
Loans taken from related parties								
Rajdipkumar Gupta	-	321.00	-	-	-	-	-	-
Sandipkumar Gupta	-	94.00	-	-	-	-	-	-
Chandrakant Gupta	-	75.00	-	-	-	-	-	-
Chamelidevi Gupta	-	-	-	-	-	75.00	-	-
Sarika Gupta	-	-	-	-	-	67.50	-	-
Sunita Gupta	-	-	-	-	-	42.50	-	-

*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

(₹ in lakhs, except for share data, and if otherwise stated)

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		Associate	
	31 March 2019	31 March 2018	31 March 2019	31 March 2018	31 March 2019	31 March 2018	31 March 2019	31 March 2018
Loans repaid to related parties								
Rajdipkumar Gupta	48.76	272.24	-	-	-	-	-	-
Sandipkumar Gupta	44.00	50.00	-	-	-	-	-	-
Chandrakant Gupta	-	75.00	-	-	-	-	-	-
Chamelidevi Gupta	-	-	-	-	-	75.00	-	-
Sarika Gupta	-	-	-	-	-	67.50	-	-
Sunita Gupta	-	-	-	-	-	42.50	-	-
Advances written off								
Defero Mobile (Thailand) Co. Ltd.	-	-	-	-	-	-	-	74.98
Dividend Paid								
Sandipkumar Gupta	216.00	225.00	-	-	-	-	-	-
Rajdipkumar Gupta	216.00	225.00	-	-	-	-	-	-
Chandrakant Gupta	34.50	75.00	-	-	-	-	-	-
Chamelidevi Gupta	-	-	-	-	34.50	75.00	-	-
Sunita Gupta	-	-	-	-	64.80	67.50	-	-
Sarika Gupta	-	-	-	-	64.80	67.50	-	-
Chandrakant Gupta HUF	-	-	5.40	5.64	-	-	-	-
Rajdipkumar Gupta HUF	-	-	4.50	4.68	-	-	-	-
Sandipkumar Gupta HUF	-	-	4.50	4.68	-	-	-	-
CC Gupta Family Trust	-	-	75.00	-	-	-	-	-
Staff welfare expenses								
Shrem Resort Private Limited	-	-	-	15.00	-	-	-	-
Expenditure on Corporate Social Responsibility								
Sariswati Devi Charitable Trust	-	-	25.00	-	-	-		
Salaries, wages and bonus								
Sarika Gupta	-	-	-	-	6.00	9.00	-	-
Sunita Gupta	-	-	-	-	6.00	9.00	-	-
Tanvi Gupta	-	-	-	-	4.00	5.50	-	-

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 2019	31 March 2018	31 March 2019	31 March 2018	31 March 2019	31 March 2018
Balances outstanding at the end of the year						
Amount receivable						
29 Three Holidays Private Limited	-	-	2.44	2.19	-	-
Amount payable						
29 Three Holidays Private Limited	-	-	8.20	56.97	-	-
Spectrum Technologies	-	-	71.62	22.34	-	-
Shrem Resort Private Limited	-	-	9.22	9.22	-	-
Advances receivable						
Graphixide Services Private Limited	-	-	26.72	26.72	-	-
29 Three Holidays Private Limited	-	-	8.09	-	-	-
Shrem Resort Private Limited	-	-	27.91	-	-	-
Loan payable						
Rajdipkumar Gupta	-	48.76	-	-	-	-
Sandipkumar Gupta	-	44.00	-	-	-	-
Security deposit taken						
29 Three Holidays Private Limited	-	-	0.30	0.30	-	-
Remuneration payable						
Sandipkumar Gupta	35.87	47.84	-	-	-	-
Rajdipkumar Gupta	12.39	4.99	-	-	-	-

Reference is invited to personal guarantee of directors (Rajdipkumar Gupta, Sandipkumar Gupta and Chadrakant Gupta) for working capital loan availed from Yes Bank Limited under note 21.

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. For the year ended 31 March 2019, the Group has recorded impairment of receivables/advances of Nil relating to amounts owed by related parties (31 March 2018: ₹ 101.70 lakhs). 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.

Route Mobile Limited (Formerly known as 'Routesms Solutions Limited')
Significant accounting policies and other explanatory information as at and for the year ended 31 March 2019
(₹ in lakhs, except for share data, and if otherwise stated)

41 **(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 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)		Total comprehensive income	
		As % of consolidated net assets	Amount	As % of consolidated profit	Amount	As % of consolidated profit	Amount	As % of consolidated profit	Amount
Parent:									
Route Mobile Limited	India								
31 March 2019		37.93%	8,380.18	16.16%	897.12	3.23%	13.61	15.25%	910.73
31 March 2018		49.18%	8,373.61	23.03%	1,094.31	0.73%	2.05	21.78%	1,096.36
Subsidiaries:									
Indian									
Sphere Edge Consulting India Private Limited	India								
31 March 2019		3.21%	710.24	0.57%	31.78	0.00%	-	0.53%	31.78
31 March 2018		3.98%	678.47	0.27%	13.00	0.00%	-	0.26%	13.00
Cellent Technologies India Private Limited	India								
31 March 2019		0.67%	146.99	0.57%	31.87	0.00%	-	0.53%	31.87
31 March 2018		0.68%	115.12	1.07%	50.94	0.00%		1.01%	50.94
Start Corp India Private Limited	India								
31 March 2019		0.56%	123.34	0.55%	30.55	0.00%	-	0.51%	30.55
31 March 2018		0.54%	92.79	0.43%	20.59	0.00%	-	0.41%	20.59
Call 2 Connect India Private Limited	India								
31 March 2019		-0.54%	(119.91)	1.98%	109.72	0.00%	-	1.84%	109.72
31 March 2018		-1.35%	(229.50)	-8.56%	(406.77)	0.00%	-	-8.08%	(406.77)
Route Connect Private Limited	India								
31 March 2019		-0.11%	(23.60)	-0.44%	(24.60)	0.00%	-	-0.41%	(24.60)
31 March 2018		NA		NA		NA		NA	
Foreign									
RouteSMS Solutions (UK) Limited (refer note 1 below)	United Kingdom								
31 March 2019		13.72%	3,035.78	37.97%	2,107.68	-36.27%	(152.96)	32.73%	1,954.70
31 March 2018		6.35%	1,080.88	11.63%	552.21	33.76%	94.80	12.84%	647.01

(₹ in lakhs, 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/(loss)		Total comprehensive income	
		As % of consolidated net assets	Amount	As % of consolidated profit	Amount	As % of consolidated profit	Amount	As % of consolidated profit	Amount
Routesms Solutions Nigeria Limited	Nigeria								
31 March 2019		2.10%	463.96	1.81%	100.43	5.75%	24.24	2.09%	124.67
31 March 2018		1.99%	339.36	3.18%	151.25	-12.35%	(34.70)	2.32%	116.55
RouteSMS Solutions (FZE) Limited (refer note 1 below)	United Arab Emirates								
31 March 2019		45.50%	10,052.82	45.35%	2,517.03	117.37%	495.07	50.43%	3,012.10
31 March 2018		41.35%	7,040.71	74.79%	3,553.97	9.22%	25.92	71.13%	3,579.89
Route Mobile Pte. Ltd.	Singapore								
31 March 2019		-1.21%	(267.64)	-1.97%	(109.50)	-1.02%	(4.32)	-1.91%	(113.82)
31 March 2018		-0.90%	(153.83)	-3.38%	(160.59)	-1.68%	(4.71)	-3.28%	(165.30)
Non - Controlling interest in all subsidiaries									
RouteSMS Solutions (FZE) Limited									
31 March 2019		-0.83%	(183.74)	-2.27%	(126.06)	4.75%	20.05	-1.77%	(106.01)
31 March 2018		-0.46%	(77.73)	-1.67%	(79.19)	-0.08%	(0.21)	-1.58%	(79.40)
RouteSMS Solutions (UK) Limited									
31 March 2019		-0.02%	(4.61)	-0.28%	(15.34)	-0.26%	(1.08)	-0.28%	(16.42)
31 March 2018		0.07%	11.82	-0.79%	(37.46)	-0.29%	(0.83)	-0.76%	(38.29)
Intercompany elimination and consolidation adjustments									
31 March 2019		-0.98%	(217.56)	0.00%	-	6.45%	27.20	0.46%	27.20
31 March 2018		-1.43%	(243.79)	0.00%	(0.06)	70.69%	198.62	3.95%	198.56
Total									
31 March 2019			22,096.24		5,550.68		421.80		5,972.48
31 March 2018			17,027.92		4,752.20		280.95		5,033.15

Note:

1. Amount disclosed is after consolidation with subsidiaries and associate, as applicable.

(₹ in lakhs, 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)	
	31 March 2019	31 March 2018	31 March 2019	31 March 2018
Current assets	37.62	172.34	1,359.62	618.26
Current liabilities	(39.50)	(83.89)	(1,724.15)	(774.23)
Net current assets	**(1.88)**	**88.45**	**(364.53)**	**(155.97)**
Non-current assets	80.94	55.48	4.25	3.55
Non-current liabilities	(94.41)	(104.53)	-	-
Net non-current assets	**(13.47)**	**(49.05)**	**4.25**	**3.55**
Net assets	**(15.35)**	**39.40**	**(360.28)**	**(152.42)**
Accumulated NCI	**(4.61)**	**11.82**	**(183.74)**	**(77.73)**

Summarised statement of profit and loss

Particulars	Route Mobile Limited (Ghana)		Route Mobile LLC (UAE)	
	31 March 2019	31 March 2018	31 March 2019	31 March 2018
Revenue	126.72	111.99	2,088.22	1,009.94
Profit/(loss) for the year	(51.14)	(124.88)	(247.18)	(155.27)
Other comprehensive income	(3.61)	(2.75)	39.32	(0.42)
Total comprehensive income	**(54.75)**	**(127.63)**	**(207.86)**	**(155.69)**
(Loss)/Profit allocated to NCI	(15.34)	(37.46)	(126.06)	(79.19)
Other comprehensive income/(loss) allocated to NCI	(1.08)	(0.83)	20.05	(0.21)
Total comprehensive income/(loss) allocated to NCI	(16.42)	(38.29)	(106.01)	(79.40)
Dividend paid to NCI	-	-	-	-

Summarised cash flows

	Route Mobile Limited (Ghana)		Route Mobile LLC (UAE)	
	31 March 2019	31 March 2018	31 March 2019	31 March 2018
Cash flows from operating activities	(68.34)	(190.34)	75.36	(13.52)
Cash flows from investing activities	-	(0.65)	-	(1.31)
Cash flows from financing activities	-	281.57	-	-
Net increase / (decrease) in cash and cash equivalents	**(68.34)**	**90.58**	**75.36**	**(14.83)**

(₹ in lakhs, except for share data, and if otherwise stated)

42 Employee benefits (as applicable to India entities)

I. Contribution to Defined contribution plan, recognised as expenses for the year as under :

	Year ended 31 March 2019	Year ended 31 March 2018
Employer contribution to provident fund and other fund	10.88	9.62
Employer contribution to employees state insurance scheme	16.50	6.80
	27.38	**16.42**

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 2019	As at 31 March 2018
(a) Change in present value of benefit obligation		
Projected Benefit Obligation ("PBO") at the beginning of the year	182.49	145.80
Current service cost	31.43	34.65
Past service cost	-	19.86
Interest cost	11.67	7.59
Remeasurements due to:	-	
- Effect of change in financial assumptions	2.13	(3.79)
- Effect of change in demographic assumptions	-	-
- Effect of experience adjustments	(21.21)	0.90
Benefits paid	(19.30)	(22.52)
Present value of obligation at the end of the year	**187.21**	**182.49**
(b) Current / Non Current Benefit Obligation		
Current	31.13	40.30
Non-current	156.08	142.19
Amount recognised in the Consolidated Balance sheet	**187.21**	**182.49**

	Year ended 31 March 2019	Year ended 31 March 2018
(c) Amount recognised in the Consolidated Statement of Profit and Loss		
Current service cost	31.43	34.65
Past service cost	-	19.86
Interest cost	11.67	7.59
Total expense included in "Employee benefit expense"	**43.10**	**62.10**
(d) Amount recognised in Other Comprehensive Income (OCI)		
Remeasurements due to:		
- Effect of change in financial assumptions	2.13	(3.79)
- Effect of change in demographic assumptions	-	-
- Effect of experience adjustments	(21.21)	0.90
Actuarial (gain)/ loss recognised in Other comprehensive income	**(19.08)**	**(2.89)**

(e) Assumptions

	As at 31 March 2019	As at 31 March 2018
Discount rate	7.00%	7.25%
Salary escalation rate	10.00%	10.00%
Withdrawal rate	20.00%	20.00%
Mortality table	Indian assured lives mortality (2006-08) ultimate	Indian assured lives mortality (2006-08) ultimate
Retirement age	58 years	58 years

(f) Maturity pattern for defined benefit obligations

Expected cash flows	31 March 2019	31 March 2018
Year 1	29.53	39.91
Year 2	27.53	26.41
Year 3	26.39	24.41
Year 4	26.11	22.89
Year 5	23.61	21.87
Year 6-10	78.84	71.19

(g) Sensitivity Analysis:

Defined benefit obligation	187.21	182.49

	31 March 2019			31 March 2018		
	Change in the assumption	Increase in profit before tax	Decrease in profit before tax	Change in the assumption	Increase in profit before tax	Decrease in profit before tax
Discount rate	50 bps	6.20	2.41	50 bps	5.05	2.05
Salary growth rate	50 bps	5.39	1.47	50 bps	4.24	1.08

III. Compensated absences

The Group has written back for ₹ 9.70 lakhs (provided for year ended 31 March 2018: ₹ 13.61 lakhs) towards compensated absences during the year ended 31 March 2019.

(₹ in lakhs, except for share data, and if otherwise stated)

43 Business Combinations

(a) Summary of acquisition

On 1 April 2017, pursuant to a deal, the Group acquired 100% of the issued shared capital of Call 2 Connect India Private Limited from the acquires (viz. Anil Kumar Sinha, Vimal Kumar Sekhani and Arabi Holding Group Ltd). The entity is unlisted and is engaged in providing business process outsourcing (BPO), call center and back-end services to clients in telecommunications, banking and other sectors. The acquisition will lead to strengthen the group's IT support services in the market.

On 1 October 2017, pursuant to a deal, the Group acquired 100% of the issued shared capital of 365 Squared limited from the acquires (viz. Tonio Ellul, Ronnel Prasad and Christopher Bianco). The entity is incorporated under the laws of Malta and is engaged in business providing solution to monitor where SMSs are originating. The acquisition will empower the operational efficiency of the group's existing business.

(b) Assets acquired and liabilities assumed recognised as a result of the acquisition

Particulars	365 Squared Limited (Fair Value)	Call 2 Connect (Fair Value)
Property, plant and equipment	59.35	207.58
Intangible assets	909.31	9.95
Intangible assets-Customer relationship	6,403.69	-
Intangible assets-Non - Compete fees	354.48	-
Deferred tax assets (net)	-	9.85
Other non-current assets	-	1.28
Trade receivables	831.51	774.84
Cash and cash equivalents	13.91	30.33
Non Current loans	-	5.21
Current loans	-	18.66
Other current financial assets	155.71	8.72
Other non-current financial assets	-	1.00
Current tax assets (net)	-	97.94
Other current assets	-	60.37
Current borrowings	-	(991.89)
Trade payables	(508.37)	(198.66)
Other non-current liabilities	-	(0.82)
Other current financial liabilities	-	(156.50)
Other current liabilities	(136.58)	(210.59)
Current provisions	(343.63)	-
Net identifiable assets acquired	**7,739.38**	**(332.73)**

(c) Calculation of goodwill

Particulars	365 Squared Limited	Call 2 Connect
Consideration transferred		
- Cash paid	7,706.00	483.33
'- Contingent consideration	5,949.03	-
Total purchase consideration	**13,655.03**	**483.33**
Less: Net identified assets acquired	7,739.38	(332.73)
Goodwill	**5,915.65**	**816.06**

The goodwill is attributable to the high profitability of the acquired business. It will not be deductible for tax purposes.

(d) Note on contingent consideration

The Group has agreed to pay to the selling shareholders the additional consideration of EURO 9,400,000 (Equivalent ₹ 7,243.64 lakhs) in cash by June 2019 linked to target earnings before interest, tax, depreciation and amortisation (EBITDA) vis a vis the actual EBITDA achieved at the end of each year as set forth in the acquisition share purchase agreement (Acquisition SPA).

The group has included ₹ 5,949.03 lakhs as contingent consideration related to additional consideration, which represents its fair value at the date of acquisition. As at 31 March 2019 and 31 March 2018, the contingent consideration has increased to ₹ 7,307.15 lakhs and ₹ 6,437.94 (refer note 23) (including unwinding of the discount of ₹ 912.05 lakhs and ₹ 479.04 lakhs respectively, grouped in finance costs).

(e) Acquisition related costs

Acquisition related costs of ₹ 42.44 lakhs relating to acquisition of 365 Squared, was charged to statement of profit and loss as other expenses and disclosed in operating cash flows in the statement of cash flows. There are no acquisition related cost in relation to Call 2 Connect.

(f) Contingent liability

Income tax liability of ₹ 58.41 lakhs pertaining to AY 2014-15 was disclosed as contingent liability on acquisition and consolidation of Cellent Technologies India Private Limited (Cellent) during earlier years. The seller of Cellent had contested this demand in the court of law. Futher, the Holding Company had retained ₹ 50 lakhs towards the same, with a condition that this amount will be released on favourable conclusion of this matter by the appellate authorities. During the year 2018-19, Cellent has received a favourable order in this regard from the appellate authorities.

During the financial year 2018-19, a service tax audit was conducted on Cellent and the auditors have shared their observations with Cellent, which include an observation on non payment of service tax on reverse charge mechanism on purchase of messaging services, which have been sold outside India. Since the Holding Company has already recieved show cause notice cum demand in a similar matter, the amount of ₹ 300.34 lakhs forming part of the observations, has been disclosed as contingent liability (refer note 45), based on legal advice obtained by the Holding Company in a similar matter. Also, the retention amount has not been released due to this new development.

(g) Revenue and profit contribution

The acquired business contributed revenues and profits to the group for the year ended 31 March 2018 is as follows:

(a) Call 2 Connect India Private Limited - Revenue of ₹ 1531.66 lakhs and loss of ₹ 406.77 lakhs for the year 1 April 2017 to 31 March 2018

(b) 365 Squared limited - Revenue of ₹ 5077.58 lakhs and profit of ₹ 670.55 lakhs for the period 1 October 2017 to 31 March 2018

If the acquisitions had occurred on 1 April 2017 , consolidated pro-forma revenue and profit for the year ended 31 March 2018 would have been ₹ 55,411.03 lakhs and ₹ 5,349.36 lakhs respectively.

(₹ in lakhs, except for share data, and if otherwise stated)

44 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 2019	Proportion of ownership interest 31 March 2018
1	Subsidiary	Route Mobile (UK) Limited	UK	100%	100%
2	Subsidiary	Sphere Edge Consulting India Private Limited	India	100%	100%
3	Subsidiary	RouteSMS Solutions (FZE) Limited	UAE	100%	100%
4	Subsidiary	RouteSMS Solutions Nigeria Limited	Nigeria	100%	100%
5	Subsidiary	Cellent Technologies India Private Limited	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 Conect Private Limited	India	100%	-

45 Commitments and contingencies

	As at 31 March 2019	As at 31 March 2018
A] Claims against the group not acknowledged as debts		
Income tax matters*	-	58.41
Service tax matters*	5,622.84	5,067.79
Guarantees given on behalf of the group by banks	610.66	361.22
	6,233.50	**5,487.42**
B] Other commitments		
For payment of lease	1,211.25	1,773.56
	1,211.25	**1,773.56**

*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.

Service tax matter of the Holding Company

(i) The Service tax department ("department") had issued a Show Cause cum Demand Notice (SCDN) to the Holding Company vide letter F No. DGCEI/MZU/I&IS'C'/12(3)30/2016 dated 21 April 2017, based on the understanding that the Holding Company has not discharged the service tax liability under reverse charge mechanism on the purchases of messages from its foreign vendors and sale to their overseas customers. The demand pertaining to the period, October 2011 to March 2016, amounted to ₹ 2500.28 lakhs excluding interest and penalty. The said matter was under dispute with Commissioner. The Commissioner of CGST, Mumbai has confirmed the demand vide his order dated 27 June 2018. The Holding Company has filed an appeal with the Customs, Excise and Service Tax Appellate Tribunal, Mumbai (CESTAT) and paid an amount of ₹ 187.50 lakhs under protest.
During the year ended 31 March 2019, the Service tax department ("department") had issued a Show Cause cum Demand Notice (SCDN) to the Holding Company dated 17 January 2019, based on the understanding that the Holding Company has not discharged the service tax liability under reverse charge mechanism on the purchases of messages from its foreign vendors and sale to their overseas customers. The demand pertaining to the period April 2016 to June 2017, amounted to ₹ 254.71 lakhs excluding interest and penalty
Based on grounds outlined in an independent legal opinion, the Management believes that the outcome will be in the favour of the Holding Company and accordingly no provision for liability has been recognised in the consolidated financial statements and the demand has been disclosed as contingent liability.

Provident Fund (as applicable to Indian entities)

(ii) 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 Holding Company, based on legal advice, is awaiting further clarifications in this matter in order to reasonably assess the impact on its financial statements, if any. Accordingly, the applicability of the judgement to the Indian entities, with respect to the period and the nature of allowances to be covered, and resultant impact on the past provident fund liability, cannot be reasonably ascertained, at present.

Non Compliance with FEMA Regulations by the Holding Company

(iii) The outstanding balances as at 31 March 2019 include trade payables aggregating ₹ 1,333.76 lakhs and trade receivables aggregating ₹ 681.98 lakhs, to/from subsidaries situated outside India. These balances are pending for settlement and have resulted in delays in remittance of payments and receipts of receivables, beyond the timeline stipulated by the FED Master Direction No. 17/2016-17 and the FED Master Direction No. 16/2015-16 respectively, under the Foreign Exchange Management Act, 1999. The Holding Company has filed necessary applications with the appropriate authority for condonation of delays and regularizing these defaults. Pending conclusion of the aforesaid matter, the amount of penalty, if any, that may be levied, is not ascertainable and accordingly, the consolidated financial statements do not include any adjustments that may arise due to such delay/default.

46 Leases

a The Group has entered into Operating lease agreements for few office facilities and such leases are basically cancellable in nature.

Lease rent expense recognised in the Consolidated Statement of profit and loss for the year ended 31 March 2019 in respect of operating leases is ₹ 682.10 lakhs (31 March 2018: ₹ 849.94 lakhs).

Certain non-cancellable operating leases extend upto a maximum of three years from their respective dates of inception. Some of such lease agreements have a price escalation clause. Maximum obligations on long term non-cancellable operating leases in accordance with the rent stated in the respective agreements are as under:

Particulars	As at 31 March 2019	As at 31 March 2018
Not later than 1 year	336.37	562.31
Later than 1 year but not later than 3 years	874.88	1,211.25
Beyond 5 years	-	-
Total	**1,211.25**	**1,773.56**

b The Group has taken computers and computer servers on finance lease on loan from bank. The future lease rent payable on such assets taken on finance lease are as follows:

Particulars	As at 31 March 2019	As at 31 March 2018
Minimum lease payments		
Not later than 1 year	114.67	114.67
Later than 1 year but not later than 3 years	57.34	172.01
Present value of minimum lease payments		
Not later than 1 year	104.03	97.43
Later than 1 year but not later than 3 years	55.71	159.74

(₹ in lakhs, except for share data, and if otherwise stated)

47 Segment reporting

The Group's chief operating decision maker - Chief Financial Officer for evaluating group performance and for allocating resources based on analysis of various performance indicators, has identified four operative segments by geography.

Segment reporting as at and for the year ended 31 March 2019

Particulars	India	Dubai	United Kingdom	Nigeria	Unallocated	Eliminations	Total
Segment revenue							
External revenue	37,238.67	7,572.43	24,769.67	6,161.56	8,724.49	-	84,466.82
Inter-segment revenue	4,151.24	5,710.98	14,149.21	148.20	7,372.77	(31,532.40)	-
Total revenue	**41,389.91**	**13,283.41**	**38,918.88**	**6,309.76**	**16,097.26**	**(31,532.40)**	**84,466.82**
Segment Results	**1,030.64**	**2,263.78**	**2,605.24**	**146.63**	**861.16**	**3.79**	**6,911.24**
Add/(less) :							
Other income							770.79
Finance costs							1,159.18
Profit before tax							**6,522.85**
Less: Tax expense							
Current tax							1,121.92
Deferred tax expense							(149.75)
Profit for the period before non-controlling interests							**5,550.68**
Less: non-controlling interests							141.40
Profit for the period							**5,692.08**

Particulars	India	Dubai	United Kingdom	Nigeria	Unallocated	Eliminations	Total
Other segment information:							
1. Segment assets	25,628.84	13,693.28	33,768.27	1,254.02	897.34	(26,525.16)	48,716.58
2. Segment liabilities	16,411.91	3,824.20	30,351.35	790.06	1,550.43	(26,307.61)	26,620.34
3. Non-current assets**	4,351.90	736.97	1,058.05	0.77	13,788.69	(210.80)	19,725.59
4. Depreciation and amortisation expenses	591.01	57.15	1,048.76	0.21	25.51	-	1,722.64

** Non-current assets are excluding financial asset, deferred tax assets and investment in associate

Segment reporting as at and for the year ended 31 March 2018

Particulars	India	Dubai	United Kingdom	Nigeria	Unallocated	Eliminations	Total
Segment revenue							
External revenue	19,265.80	12,668.79	12,325.28	4,120.69	2,114.17	-	50,494.73
Inter-segment revenue	3,881.16	3,403.72	6,197.68	667.25	17.18	(14,166.99)	-
Total revenue	**23,146.96**	**16,072.51**	**18,522.96**	**4,787.94**	**2,131.35**	**(14,166.99)**	**50,494.73**
Segment Results	**1,215.55**	**3,430.05**	**(170.33)**	**222.87**	**948.10**	**255.41**	**5,901.65**
Add/(less) :							
Other income							453.79
Finance costs							609.84
Profit before tax							**5,745.60**
Less: Tax expense							
Current tax							1,097.82
Deferred tax expense							(104.42)
Profit for the period before non-controlling interests							**4,752.20**
Less: non-controlling interests							116.65
Profit for the period							**4,868.85**

Particulars	India	Dubai	United Kingdom	Nigeria	Unallocated	Eliminations	Total
Other segment information:							
1. Segment assets	18,946.35	9,891.64	26,289.78	1,053.16	2,209.95	(16,057.13)	42,333.75
2. Segment liabilities	9,915.87	2,928.66	23,697.10	713.87	3,863.68	(15,813.35)	25,305.83
3. Non-current assets**	3,104.74	748.42	815.67	8.63	12,864.82	2,192.62	19,734.90
4. Depreciation and amortisation expenses	660.59	61.09	506.50	-	17.30	-	1,245.48

** Non-current assets are excluding financial assets, deferred tax assets and investment in associate

C) Major customer

The Company earns revenue from one major customer who individually contribute more than 10 percent of the Company's revenue for the year ended 31 March 2019.

(₹ in lakhs, except for share data, and if otherwise stated)

48 Employee Stock Option Plan (ESOP)

The Holding Company has implemented Employee Stock Option Plans 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 the 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 at 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	2,500,000
4	Total number of stock options granted	1,452,500
5	Vesting schedule	Each 25% of granted options shall vest on 12 October 2018, 12 October 2019, 12 October 2020 and 12 October 2021 respectively.
6	Maximum term of Options granted (years)	4 years
7	Source of shares (Primary, Secondary or combination)	Primary
8	Price per option	₹ 300/-
9	The exercise period and process of exercise	Exercise anytime within five year from date of vesting.

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

Exercise price equals fair market value	₹ 300
Exercise price is greater than fair market value	Nil
Exercise price is less than fair market value	Nil

IV. Weighted average fair value of Options granted

Exercise price equals fair market value	₹ 300
Exercise price is greater than fair market value	Nil
Exercise price is less than fair market value	Nil

V. Employee-wise details of options granted :

(i) Employees who were granted, during the year, options amounting to 5% or more of the options granted

Sr. No.	Name of Employees	Designation	Exercise Price per share (₹)	Number of Options granted
1	Mr. Rahul Pandey	Chief Credit Officer	300.00	150,000

(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 Employees	Designation	Exercise Price per share (₹)	Number of Options granted during the year
1	Nil	Nil	Nil	Nil

(₹ in lakhs, except for share data, and if otherwise stated)

VI. The movement of stock options are summarized below:

Particulars	Number of options	
	31 March 2019	31 March 2018
Outstanding at the beginning of the year	1,452,500	Nil
Options granted during the year	Nil	1,452,500
Options forfeited / lapsed during the year *	185,250	Nil
Options vested during the year	Nil	Nil
Options exercised during the year	Nil	Nil
Options expired during the year	Nil	Nil
Options outstanding at the end of the year	1,267,250	1,452,500
Options exercisable at the end of the year	321,875	Nil

*excludes 3,750 options lapsed after March 31, 2019 in respect of employees who have been resigned as at March 31, 2019

Unallocated options as at March 31, 2019 are 1,232,750 options (including 185,250 options lapsed and available for future grants)

VII. The exercise price and expected remaining contractual life (comprising the vesting period and exercise period) of options outstanding as at 31 March 2019 is as follows:

Sr. No.	Grant Date	Number of Option	Vesting Date	Exercise End Date	Exercise Price per share (₹)	Expected remaining contractual life (Months)
1	13 October 2017	363,125	12 October 2018	11 October 2023	300	54 months
2	13 October 2017	363,125	12 October 2019	11 October 2024	300	66 months
3	13 October 2017	363,125	12 October 2020	11 October 2025	300	78 months
4	13 October 2017	363,125	12 October 2021	11 October 2026	300	90 months

* Options granted	Options vested	Options lapsed	Options exercisable
363,125	332,625	41,250	321,875

VIII. The exercise price and expected remaining contractual life (comprising the vesting period and exercise period) of options outstanding as at 31 March 2018 is as follows:

Sr. No.	Grant Date	Number of Option	Vesting Date	Exercise End Date	Exercise Price per share (₹)	Expected remaining contractual life (Months)
1	13 October 2017	363,125	12 October 2018	11 October 2023	300	66 months
2	13 October 2017	363,125	12 October 2019	11 October 2024	300	78 months
3	13 October 2017	363,125	12 October 2020	11 October 2025	300	90 months
4	13 October 2017	363,125	12 October 2021	11 October 2026	300	102 months

IX. Assumptions:

Sr. No.	Particulars	Particulars
1	Risk Free Interest Rate	6.70%
2	Expected Life (years)	4
3	Expected Volatility	56%
4	Market Risk Premium	8.82%
5	Cost of debt	11.00%
6	Terminal Growth Rate	4.00%
7	Cost of capital	11.06%

49 Earnings per share

Particulars	**Year ended 31 March 2019**	**Year ended 31 March 2018**
Net profit after tax attributable to equity shareholders of the Holding Company	5,692.08	4,868.85
Weighted average number of shares outstanding during the year - Basic and diluted	50,000,000	50,000,000
Basic and diluted earnings per share (₹)	11.38	9.74
Nominal value per equity share (₹)	10	10

Diluted EPS is not impacted due to Route Mobile Limited - Employee Stock Option Plan 2017 as options have been granted at fair value

50 Contribution towards Corporate Social Responsibility (CSR)

	Year ended 31 March 2019	**Year ended 31 March 2018**
Details of CSR expenditure of Holding company: -		
Amount required to be spent as per Section 135 of the Act	64.09	67.74
Amount spent during the year on,		
(i) Construction/acquisition of any assets	-	-
(ii) For purpose other (i) above	76.94	42.21

51 Events occurring after Balance sheet date

The Board of Directors of Holding Company at its meeting held on 10 June 2019 have recommended final dividend of ₹ 750 lakhs (₹ 1.5 per equity share). The dividend proposed is subject to the approval of the shareholders in the ensuing Annual General Meeting.

As per our report of even date attached.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

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

Bharat Shetty
Partner
Membership No.:-106815

Chandrakant Gupta
Chairman
(DIN No. 01636981)

Sandipkumar Gupta
Director
(DIN No. 01272932)

Rajdipkumar Gupta
Managing Director
(DIN No. 01272947)

Rathindra Das
Company Secretary
(Membership No.: A24421)

Suresh Jankar
Chief Financial Officer

Place : Mumbai
Date : 12 June 2019

Place : Mumbai
Date : 10 June 2019

GENERAL INFORMATION

1. Our Company was incorporated as '*Routesms Solutions Private Limited'*, a private limited company under the Companies Act, 1956, on May 14, 2004, at Mumbai, Maharashtra. Subsequently, upon conversion to a public limited company pursuant to a special resolution of the shareholders of our Company dated February 15, 2007, the name of our Company was changed to '*Routesms Solutions Limited*' and a fresh certificate of incorporation was issued by the RoC on April 17, 2007. The name of our Company was subsequently changed to '*Route Mobile Limited*', to justify the wide range of its product offering, pursuant to a special resolution of the shareholders of our Company dated March 8, 2016, and a fresh certificate of incorporation was issued by the RoC on March 16, 2016.

2. The Registered and Corporate Office of our Company is located at 4th Dimension, 3rd Floor, Mind Space, Malad (West), Mumbai 400 064 Maharashtra, India.

3. The CIN of our Company is L72900MH2004PLC146323.

4. Our Company Secretary and Compliance Officer is Rathindra Das. His contact details are as follows:

   Rathindra Das
   Route Mobile Limited
   4th Dimension, 3rd Floor
   Mind Space, Malad (West)
   Mumbai 400 064
   Maharashtra, India
   Tel No.: 022 40337676
   Email: complianceofficer@routemobile.com

5. The Equity Shares are listed on BSE and NSE.

6. The authorized share capital of our Company as of the date of this Placement Document is ₹ 1,000,000,000 comprising of 100,000,000 Equity Shares of ₹ 10 each. Our issued, subscribed and paid up equity share capital as of the date of this Placement Document is ₹ 579,126,920 divided into 57,912,692 Equity Shares of ₹ 10 each.

7. This Issue was authorized and approved by our Board of Directors on September 22, 2021 and approved by our Shareholders on October 16, 2021 by way of special resolution passed at their extra ordinary general meeting.

8. Our Company has received in-principle approvals under Regulation 28(1)(a) of the SEBI Listing Regulations to list the Equity Shares on the NSE and the BSE, each dated November 8, 2021. Our Company will make applications to the respective Stock Exchanges to obtain final listing and trading approvals for the Equity Shares after Allotment of the Equity Shares in the Issue.

9. Copies of the Memorandum and Articles of Association will be available for inspection during usual business hours on all working days between 10.00 A.M. to 5.00 P.M. at our Registered Office.

10. Except as disclosed in this Placement Document, our Company has obtained necessary consents, approvals and authorizations required in connection with the Issue.

11. No change in the control of the Company will occur consequent to the Issue.

12. Except as disclosed in this Placement Document, there has been no material change in our financial condition or trading position of our Company since September 30, 2021, the date of the latest financial statements prepared and included herein.

13. Our Company is in compliance with the minimum public shareholding requirements as required under the SEBI Listing Regulations and Rule 19A of the SCRR.

14. The Floor Price for the Issue is ₹ 1,949.24 per Equity Share, calculated in accordance with Regulation 176 of the SEBI ICDR Regulations, as certified by Walker Chandiok & Co LLP, statutory auditors of the Company. Our Company has offered a discount of 4.99% on the Floor Price in terms of Regulation 176(1) of the SEBI ICDR Regulations in accordance with the approval of the Shareholders accorded

through their resolution passed on October 16, 2021.

15. Our Company and the Book Running Lead Managers accept no responsibility for statements made otherwise than in this Placement Document and anyone placing reliance on any other source of information, including our website, would be doing so at his or her own risk.

DETAILS OF PROPOSED ALLOTTEES

In compliance with the requirements of Chapter VI of the SEBI ICDR Regulations, Allotment of Equity Shares pursuant to this Issue shall be made by our Company, in consultation with the Book Running Lead Managers, to Eligible QIBs only, on a discretionary basis.

The names of the Allottees and the percentage of post-Issue capital (assuming that the Equity Shares are Allotted to them pursuant to this Issue) that may be held by them, is set forth below:

S. No.	Name of the proposed Allottee#	Percentage of the post-Issue share capital (%)*
1.	PINEBRIDGE GLOBAL FUNDS - PINEBRIDGE ASIA EX JAPAN SMALL CAP EQUITY FUND	2.39
2.	GOLDMAN SACHS FUNDS - GOLDMAN SACHS EMERGING MARKETS EQUITY PORTFOLIO	2.09
3.	PINEBRIDGE GLOBAL FUNDS - PINEBRIDGE INDIA EQUITY FUND	1.31
4.	STEADVIEW CAPITAL MAURITIUS LIMITED	1.29
5.	RBC ASIA PACIFIC EX-JAPAN EQUITY FUND	1.29
6.	HSBC GLOBAL INVESTMENT FUNDS - ASIA EX JAPAN EQUITY SMALLER COMPANIES	0.67
7.	KUBER INDIA FUND	0.65
8.	SOCIETE GENERALE - ODI	0.54
9.	VERDIPAPIRFONDET DNB GLOBAL EMERGING MARKETS	0.50
10.	ADITYA BIRLA SUN LIFE TRUSTEE PRIVATE LIMITED A/C ADITYA BIRLA SUN LIFE SMALL CA	0.35
11.	GOLDMAN SACHS TRUST - GOLDMAN SACHS EMERGING MARKETS EQUITY FUND	0.33
12.	GOVERNMENT OF SINGAPORE - E	0.27
13.	ADITYA BIRLA SUN LIFE TRUSTEE PRIVATE LIMITED A/C ADITYA BIRLA SUN LIFE DIGITAL	0.25
14.	L AND T MUTUAL FUND TRUSTEE LIMITED - L AND T HYBRID EQUITY FUND	0.22
15.	VIKASA INDIA EIF I FUND	0.13
16.	INTEGRATED CORE STRATEGIES ASIA PTE LTD	0.12
17.	RAJASTHAN GLOBAL SECURITIES PRIVATE LIMITED	0.09
18.	TOKIO MARINE LIFE INSURANCE SINGAPORE LTD. - PAR PINEBRIDGE	0.08
19.	GOLDMAN SACHS (SINGAPORE) PTE. - ODI	0.08
20.	SOCIETE GENERALE	0.07
21.	BNP PARIBAS ARBITRAGE	0.07
22.	TRUST AND CUSTODY SERVICES BANK, LTD. AS TRUSTEE FOR WELLS CAPITAL EMERGING EQU	0.06
23.	MALABAR MIDCAP FUND	0.06
24.	EDELWEISS TOKIO LIFE INSURANCE COMPANY LIMITED*	0.04
25.	AURIGIN MASTER FUND LIMITED	0.03
26.	PINEBRIDGE INTERNATIONAL FUNDS-ACORNS OF ASIABALANCED FUND	0.02
27.	DNB FUND GLOBAL EMERGING MARKETS ESG	0.02
28.	GOLDMAN SACHS FUNDS - GOLDMAN SACHS EMERGING MARKETS MULTI-ASSET PORTFOLIO	0.00
29.	RBC FUNDS (LUX) - ASIA EX-JAPAN EQUITY FUND	0.00

* *Based on the beneficiary position as on November 12, 2021 (adjusted for Equity Shares Allocated in the Issue).*

\# *The post-Issue shareholding pattern (in percentage terms) of the proposed Allottees will be disclosed on the basis of their respective PAN, except in case of Mutual Funds, Insurance Companies, and FPIs (investing through different sub accounts having common PAN across such sub accounts) wherein their respective DP ID and Client ID has been considered.*

DECLARATION

Our Company certifies that all relevant provisions of Chapter VI read with Schedule VII of the SEBI ICDR Regulations have been complied with and no statement made in this Placement Document is contrary to the provisions of Chapter VI and Schedule VII of the SEBI ICDR Regulations. Our Company further certifies that all the statements in this Placement Document are true and correct.

SIGNED ON BEHALF OF THE BOARD OF DIRECTORS:

____

Rajdipkumar Gupta
Designation: Managing Director and
Group Chief Executive Officer

Date: ___________
Place: ___________

DECLARATION

We, the Board of Directors of the Company certify that:

(i) the Company has complied with the provisions of the Companies Act, 2013 and the rules made thereunder;

(ii) the compliance with the Companies Act, 2013 and the rules thereunder does not imply that payment of dividend or interest or repayment of preference shares or debentures, if applicable, is guaranteed by the Central Government; and

(iii) the monies received under this Issue shall be used only for the purposes and objects indicated in this Placement Document (which includes disclosures prescribed under Form PAS-4).

Signed by:

____

Rajdipkumar Gupta
Designation: Managing Director and
Group Chief Executive Officer

I am authorized by the Fund Raising Committee, a committee constituted by the Board of Directors of the Company, vide resolution dated ___________ to sign this form and declare that all the requirements of Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the promoter(s) subscribing to the Memorandum of Association and the Articles of Association.

It is further declared and verified that all the required attachments have been completely, correctly and legibly attached to this form.

Signed by:

____

Rajdipkumar Gupta
Designation: Managing Director and
Group Chief Executive Officer
Date: ___________
Place: ___________

ROUTE MOBILE LIMITED
Registered and Corporate Office
4th Dimension, 3rd Floor, Mind Space, Malad (West),
Mumbai 400 064 Maharashtra, India
Website: www.routemobile.com
Contact Person: Rathindra Das, Head Legal, Company Secretary and Compliance Officer
Address: 4th Dimension, 3rd Floor, Mind Space, Malad (West), Mumbai – 400 064 Maharashtra, India
Email: complianceofficer@routemobile.com | **Tel No:** 022 40337676

BOOK RUNNING LEAD MANAGERS

Kotak Mahindra Capital Company Limited
27BKC, 1st Floor, Plot No. C – 27 "G" Block,
Bandra Kurla Complex, Bandra (East),
Mumbai – 400 051, Maharashtra, India

Axis Capital Limited
1st Floor, Axis House, C 2 Wadia International Centre,
Pandurang Budhkar Marg, Worli,
Mumbai – 400 025, Maharashtra, India

Edelweiss Financial Services Limited
Edelweiss House, Off C.S.T. Road, Kalina,
Mumbai – 400 098, Maharashtra, India

Emkay Global Financial Services Limited
7th Floor, The Ruby, Senapati Bapat Marg, Dadar – West,
Mumbai – 400 028, Maharashtra, India

HSBC Securities and Capital Markets (India) Private Limited
52/60, Mahatma Gandhi Road, Fort,
Mumbai - 400 001, Maharashtra, India

IDBI Capital Markets & Securities Limited
6th Floor, IDBI Tower, WTC Complex, Cuffe Parade,
Mumbai – 400 005, Maharashtra, India

JM Financial Limited
7th Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi,
Mumbai – 400 025, Maharashtra, India

DOMESTIC LEGAL COUNSEL TO THE COMPANY

Shardul Amarchand Mangaldas & Co
Express Towers, 24th Floor, Nariman Point,
Mumbai – 400 021, Maharashtra, India

DOMESTIC LEGAL COUNSEL TO THE BOOK RUNNING LEAD MANAGERS

Cyril Amarchand Mangaldas
5th and 6th Floor, Peninsula Chambers,
Peninsula Corporate Park,
G.K. Marg, Lower Parel (West),
Mumbai – 400 013, Maharashtra, India

LEGAL COUNSEL TO THE BOOK RUNNING LEAD MANAGERS
As to United States law
Hogan Lovells Lee & Lee
50 Collyer Quay, #10-01 OUE Bayfront,
Singapore – 049321

STATUTORY AUDITORS

Walker Chandiok & Co LLP, Chartered Accountants
11th Floor, Tower II, Indiabulls Finance Centre,
S B Marg, Prabhadevi (West),
Mumbai – 400 013, Maharashtra, India

SAMPLE APPLICATION FORM

ROUTE MOBILE LIMITED	**APPLICATION FORM** **Name of the Bidder ___________________** **Form. No.______**
(Incorporated in the Republic of India under the provisions of the Companies Act, 1956) **Registered and Corporate Office**: 4th Dimension, 3rd Floor, Mind Space, Malad (West), Mumbai 400 064, Maharashtra, India; **CIN**: L72900MH2004PLC146323; **Website**: www.routemobile.com; **Tel. No.**: +91 22 4033 7676; **Email**: investors@routemobile.com	**Date: ______**

QUALIFIED INSTITUTIONS PLACEMENT OF UP TO [●] EQUITY SHARES OF FACE VALUE ₹10 EACH ("EQUITY SHARES"), FOR CASH AT A PRICE OF ₹[●] PER EQUITY SHARE ("ISSUE PRICE"), INCLUDING A PREMIUM OF ₹[●] PER EQUITY SHARE, AGGREGATING UP TO ₹[●] MILLION IN RELIANCE UPON SECTION 42 OF THE COMPANIES ACT, 2013, AS AMENDED ("COMPANIES ACT"), READ WITH RULE 14 OF THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014, AS AMENDED ("PAS RULES") AND CHAPTER VI OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED ("SEBI ICDR REGULATIONS") BY ROUTE MOBILE LIMITED ("COMPANY") (AND SUCH ISSUE THE "ISSUE").

Only Qualified Institutional Buyers ("QIBs") as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations and which are not: (a) excluded pursuant to Regulation 179(2)(b) of the SEBI ICDR Regulations; or (b) restricted from participating in the Issue under the SEBI ICDR Regulations and other applicable laws, including foreign exchange related laws; and (c) hold a valid and existing registration under the applicable laws in India (as applicable), and (d) are eligible to invest in the Issue and submit this Application Form. In addition to the above, with respect to the Issue, Eligible QIBs shall consist of (i) QIBs which are resident in India; and (ii) Eligible FPIs (as defined herein below) participating through Schedule II of the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 ("FEMA Non-Debt Rules"), can submit this Application Form. The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"), or the securities laws of any state of the United States and may not be offered or sold in the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold (a) in the United States only to "qualified institutional buyers" (as defined in Rule 144A under the Securities Act ("Rule 144A") and referred to in this Preliminary Placement Document as a "U.S. QIB") pursuant to applicable exemptions under the Securities Act, and (b) outside the United States in "offshore transactions" as defined in, and in reliance on, Regulation S under the Securities Act ("Regulation S") and the applicable laws of the jurisdictions where those offers and sales are made. For the avoidance of doubt, the term "U.S. QIBs" does not refer to a category of institutional investors defined under applicable Indian regulations and referred to in the PPD (as defined below) as "QIBs".

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdictions. You should note and observe the solicitation and distribution restrictions contained in the sections titled "Selling Restrictions" and "Transfer Restrictions" in the accompanying preliminary placement document dated November 8, 2021 ("PPD").

ELIGIBLE FPIs ARE PERMITTED TO PARTICIPATE THROUGH THE PORTFOLIO INVESTMENT SCHEME UNDER SCHEDULE II OF THE FEMA NON-DEBT RULES IN THE ISSUE. ELIGIBLE FPIs ARE PERMITTED TO PARTICIPATE IN THE ISSUE SUBJECT TO COMPLIANCE WITH ALL APPLICABLE LAWS AND SUCH THAT THE SHAREHOLDING OF THE ELIGIBLE FPIs DO NOT EXCEED SPECIFIED LIMITS AS PRESCRIBED UNDER APPLICABLE LAWS IN THIS REGARD. ALLOTMENTS MADE TO AIFS AND VCFs IN THE ISSUE SHALL REMAIN SUBJECT TO THE RULES AND REGULATIONS APPLICABLE TO EACH OF THEM RESPECTIVELY. PURSUANT TO PRESS NOTE NO. 3 (2020 SERIES), DATED APRIL 17, 2020, ISSUED BY THE DEPARTMENT FOR PROMOTION OF INDUSTRY AND INTERNAL TRADE, GOVERNMENT OF INDIA, AND RULE 6 OF THE FEMA NON-DEBT RULES, INVESTMENTS BY AN ENTITY OF A COUNTRY WHICH SHARES LAND BORDER WITH INDIA OR WHERE THE BENEFICIAL OWNER OF SUCH INVESTMENT IS SITUATED IN OR IS A CITIZEN OF SUCH COUNTRY, MAY ONLY BE MADE THROUGH THE GOVERNMENT APPROVAL ROUTE. FVCIs ARE NOT PERMITTED TO PARTICIPATE IN THE ISSUE.

To,
The Board of Directors
Route Mobile Limited
4th Dimension, 3rd Floor, Mind Space, Malad (West), Mumbai 400 064, Maharashtra, India

Dear Sirs,

STATUS (Please ✓)			
FI	Scheduled Commercial Banks and Financial Institutions	**IC**	Insurance Companies
MF	Mutual Funds	**VCF**	Venture Capital Funds
NIF	National Investment Fund	**FPI**	Eligible Foreign Portfolio Investor*
IF	Insurance Funds	**AIF**	Alternative Investment Fund
SI-NBFC	Systemically Important Non-Banking Financial Companies	**OTH**	Others _____________ (Please specify)

**Foreign portfolio investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended, other than individuals, corporate bodies and family offices who are not allowed to participate in the Issue*

On the basis of the serially numbered PPD and subject to the terms and conditions contained therein, and in this Application Form, we hereby submit our Application Form for the Allotment of the Equity Shares in the Issue, on the terms and price indicated below. We confirm that we are an Eligible QIB in terms of Regulation 2(1)(ss) of the SEBI ICDR Regulations and are not: (a) excluded pursuant to Regulation 179(2)(b) of the SEBI ICDR Regulations; and (b) restricted from participating in the Issue under the SEBI ICDR Regulations and other applicable laws, including foreign exchange related laws and that we are not a promoter of the Company (as defined in the SEBI ICDR Regulations), or any person related to the promoters of the Company, directly or indirectly and this Application Form does not directly or indirectly represent the promoters or the members of the promoter group or persons related to the promoters. Further, we confirm that we do not have any right under a shareholders' agreement or voting agreement entered into with promoters or persons related to promoters of the Company, veto rights or right to appoint any nominee director on the Board. We confirm that we are either a QIB which is resident in India, or an Eligible FPI, participating through Schedule II of the FEMA Non-Debt Rules or a multilateral or bilateral development financial institution eligible to invest in India under applicable law. We specifically confirm that our Bid for the Allotment of the Equity Shares is not in violation to the amendment made to Rule 6(a) of the FEMA Non-Debt Rules by the Central Government on April 22, 2020. We confirm that we are not an FVCI. We confirm that the bid size / aggregate number of the Equity Shares applied for by us, and which may be Allocated to us thereon will not exceed the relevant regulatory or approved limits and further confirm that our Bid does not result in triggering an open offer under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ("**Takeover Regulations**"). We further understand and agree that (i) our names, address, nationality, contact details, e-mail ID, PAN, no. of equity shares allotted and bank account details will be recorded by the Company in the format prescribed in terms of the PAS Rules (ii) in the event that any Equity Shares are Allocated to us in the Issue, our names (as proposed Allottees) and the percentage of our post-Issue shareholding in the Company will be disclosed in the Placement Document pursuant to the requirements under Form PAS-4 of the PAS Rules; and (iii) in the event that Equity Shares are Allotted to us in the Issue, the Company will place our name in the register of members of the Company as a holder of such Equity Shares that may be Allotted to us and in the Form PAS-3 filed by the Company with the Registrar of Companies, Maharashtra at Mumbai ("**RoC**") as required in terms of the PAS Rules. Further, we are aware and agree that if we, together with any other Eligible QIBs belonging to the same group or under common control, are Allotted more than 5% of the Equity Shares in the Issue, the Company will disclose our name, along with the names of such other Allottees and the number of Equity Shares Allotted to us and to such other Allottees, on the websites of National Stock Exchange of India Limited and BSE Limited (together referred to as the "**Stock Exchanges**"), and we consent to such disclosure. In addition, we confirm that we are eligible to invest in Equity Shares under the SEBI ICDR Regulations, circulars issued by the Reserve Bank of India ("RBI") and other applicable laws.

We confirm that we have a valid and existing registration under applicable laws and regulations of India, and undertake to acquire, hold, manage or dispose of any Equity Shares that are Allotted to us in accordance with Chapter VI of the SEBI ICDR Regulations and undertake to comply with the SEBI ICDR Regulations, and all other applicable laws, including any reporting obligations and the terms and conditions mentioned in the PPD and this Application Form. We confirm that, in relation to our application, each foreign portfolio investor ("**FPI**") as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended (other than individuals, corporate bodies and family offices), and including persons who have been registered under these regulations (such FPIs, "**Eligible FPIs**"), have submitted separate Application Forms, and asset management companies or custodians of mutual funds have specified the details of each scheme for which the application is being made along with the price and amount to be Allotted under each such scheme. We undertake that we will sign and/or submit all such documents, provide such documents and do all such acts, if any, necessary on our part to enable us to be registered as the holder(s) of the Equity Shares that may be Allotted to us. We confirm that the signatory is authorized to apply on behalf of the Bidder and the Bidder has all the relevant approvals for applying in the Issue. We note that the Board or any duly authorized committee thereof, is entitled, in consultation with Kotak Mahindra Capital Company Limited, Axis Capital Limited, Edelweiss Financial Services Limited, Emkay Global Financial Services Limited, HSBC Securities and Capital Markets (India) Private Limited, IDBI Capital Markets & Securities Limited and JM Financial Limited (together as the "**BRLMs**"), in their sole discretion, to accept or reject this Application Form without assigning any reason thereof. We hereby accept the Equity Shares that may be Allocated to us pursuant to the Confirmation of Allocation Note ("**CAN**") and request you to credit the same to our beneficiary account as per the details given below, subject to receipt of Application Form and the Bid Amount towards the Equity Shares that may be allocated to us. The amount payable by us as Bid Amount for the Equity Shares applied for has been/will be remitted to the designated bank account set out in this Application Form through electronic mode, along with this Application Form within the Issue Closing Date and such Bid Amount has been /will be transferred from a bank account maintained in our name. We acknowledge and agree that we shall not make any payment in cash or cheque. We are aware that (i) Allocation and Allotment in the Issue shall be at the sole discretion of the Company, in consultation with the BRLMs; and (ii) in the event that Equity Shares that we have applied for are not Allotted to us in full or at all, and/or the Bid Amount is in excess of the amount equivalent to the product of the Equity Shares that will be Allocated to us and the Issue Price, or the Company is unable to issue and Allot the Equity Shares offered in the Issue or if there is a cancellation of the Issue, the Bid Amount or a portion thereof, as applicable, will be refunded to the same bank account from which the Bid Amount has been paid by us. Further, we agree to comply with the rules and regulations that are applicable to us, including in relation to the lock-in and transferability requirements. In this regard, we authorize the Company to issue instructions to the depositories for such lock-in and transferability requirements, as may be applicable to us.

By signing and/or submitting this Application Form, we hereby confirm and agree (i) that the representations, warranties, acknowledgements and agreements as provided in the sections "Notice to Investors", "Representations by Investors", "Issue Procedure", "Selling Restrictions" and "Transfer Restrictions" sections of the PPD; and (ii) the terms, conditions and agreements mentioned herein, are true and correct and acknowledge and agree that these representations and warranties are given by us for the benefit of the Company and the BRLMs, each of which is entitled to rely on and is relying on these representations and warranties in consummating the Issue.

By signing and/or submitting this Application Form, we hereby represent, warrant, acknowledge and agree as follows: (1) we have been provided a serially numbered copy of the PPD along with the Application Form, have read it in its entirety including in particular, the section "*Risk Factors*" therein and we have relied only on the information contained in the PPD and not on any other information obtained by us either from the Company, the BRLMs or from any other source, including publicly available information; (2) we will abide by the PPD and the Placement Document, this Application Form, the CAN and the terms, conditions and agreements contained therein; (3) that if Equity Shares are Allotted to us pursuant to the Issue, we shall not sell such Equity Shares otherwise than on the floor of a recognized stock exchange in India for a period of one year from the date of Allotment; (4) we will not have the right to withdraw our Bid or revise our Bid downwards after the Issue Closing Date; (5) we will not trade in the Equity Shares credited to our beneficiary account maintained with the Depository Participant until such time that the final listing and trading approvals for the Equity Shares are issued by the Stock Exchanges; (6) Equity Shares shall be Allocated and Allotted at the sole discretion of the Company, in consultation with the BRLMs and the submission of this Application Form and payment of the corresponding Bid Amount by us does not guarantee any Allocation or Allotment of Equity Shares to us in full or in part; (7) in terms of the requirements of the Companies Act, upon Allocation, the Company will be required to disclose names and percentage of our post-Issue shareholding of the proposed Allottees in the Placement Document; however, disclosure of such details in relation to us in the Placement Document will not guarantee Allotment to us, as Allotment in the Issue shall continue to be at the sole discretion of the Company, in consultation with the BRLMs; (8) the number of Equity Shares Allotted to us pursuant to the Issue, together with other Allottees that belong to the same group or are under common control as us, shall not exceed 50% of the Issue. For the purposes of this representation: The expression "belong to the same group" shall derive meaning from Regulation 180(2) of the SEBI ICDR Regulations i.e. entities where (i) any of them controls, directly or indirectly, through its subsidiary or holding company, not less than 15% of the voting rights in the other; (ii) any of them, directly or indirectly, by itself, or in combination with other persons, exercise control over the others; or (iii) there is a common director, excluding nominee and independent directors, among the Eligible QIBs, its subsidiary or holding company and any other QIB; and "control" shall have the same meaning as is assigned to it under Regulation 2(1)(e) of the Takeover Regulations; (9) We agree to accept the Equity Shares applied for, or such lesser number of Equity Shares as may be Allocated to us, subject to the provisions of the Memorandum of Association and Articles of Association of the Company, applicable laws and regulations, the terms of the PPD and the Placement Document, this Application Form, the CAN upon its issuance and the terms, conditions and agreements mentioned therein and request you to credit the same to our beneficiary account with the Depository Participant as per the details given below.

We acknowledge that the Equity Shares have not been and will not be registered under the Securities Act, and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. By signing this Application Form and checking the applicable box above, we hereby represent that we are either (i) a U.S. QIB purchasing the Equity Shares in transactions meeting the requirements of Rule 144A or another exemption from the registration requirements of the Securities Act, or (ii) located outside the United States and purchasing Equity Shares in an offshore transaction complying with Regulation S and the applicable laws of the jurisdiction where those offers and sales are made. We confirm that we have read the representations, warranties and agreements contained in the sections entitled "Selling Restrictions" and "Transfer Restrictions" of the PPD.

By signing and/or submitting this Application Form, we further represent, warrant and agree that we have such knowledge and experience in financial and business matters that we are capable of evaluating the merits and risks of the prospective investment in the Equity Shares and we understand the risks involved in making an investment in the Equity Shares. No action has been taken by us or any of our affiliates or representatives to permit a public offering of the Equity Shares in any jurisdiction. We satisfy any and all relevant suitability standards for investors in Equity Shares, have the ability to bear the economic risk of our investment in the Equity Shares, have adequate means of providing for our current and contingent needs, have no need for liquidity with respect to our investment in Equity Shares and are able to sustain a complete loss of our investment in the Equity Shares.

We acknowledge that once a duly filled Application Form is submitted, whether signed or not, and the Bid Amount has been transferred to the Escrow Account, such Application Form constitutes an irrevocable offer and cannot be withdrawn or revised downwards after the Issue Closing Date. In case Bids are being made on behalf of the Eligible QIB and this Application Form is unsigned, we confirm that we are authorized to submit this Application Form and provide necessary instructions for transfer of the Bid Amount to the Escrow Account, on behalf of the Eligible QIB.

BIDDER DETAILS (In Block Letters)			
NAME OF BIDDER*			
NATIONALITY			
REGISTERED ADDRESS			
CITY AND CODE			
COUNTRY			
PHONE NO.		**FAX NO.**	
E-MAIL ID		**MOBILE NO.**	
FOR ELIGIBLE FPIs**	SEBI FPI REGISTRATION NO.		
FOR MF / AIFs* / VCFs*** / SI-NBFC / INSURANCE COMPANIES**	SEBI / RBI / IRDAI Registration Number:		
Name should exactly match with the name in which the beneficiary account is held. Bid Amount payable on Equity Shares applied for by joint holders shall be paid from the bank account of the person whose name appears first in the application. Mutual Fund bidders are requested to provide details of the bids made by each scheme of the Mutual Fund. Each FPI is required to fill a separate Application Form. Further, any discrepancy in the name as mentioned in this Application Form with the depository records would render the application invalid and liable to be rejected at the sole discretion of the Issuer and the BRLMs.* * In case you are an FPI holding a valid certificate of registration and eligible to invest in the Issue, please mention your SEBI FPI Registration Number.* **** Allotments made to AIFs and VCFs in the Issue are subject to the rules and regulations that are applicable to each of them respectively, including in relation to lock-in requirement. AIFs and VCFs should independently consult their own counsel and advisors as to investment in and related matters concerning the Issue.*			

We are aware that the number of Equity Shares in the Company held by us, together with the number of Equity Shares, if any, Allocated to us in the Issue will be aggregated to disclose the percentage of our post-Issue shareholding in the Company in the Placement Document in line with the requirements under PAS-4 of the PAS Rules. For such information, the BRLMs have relied on the information provided by the registrar and share transfer agent of the Company for obtaining details of our shareholding and we consent and authorize such disclosure in the Placement Document.

ESCROW ACCOUNT - BANK ACCOUNT DETAILS FOR PAYMENT OF AMOUNT THROUGH ELECTRONIC FUND TRANSFER			
REMITTANCE BY WAY OF ELECTONIC FUND TRANSFER BY 2 P.M. (IST), FRIDAY, NOVEMBER 12, 2021			
Name of the Account	ROUTE MOBILE LIMITED – QIP ESCROW ACCOUNT 2021-22	**Account Type**	Escrow Account
Name of Bank	Axis Bank Limited	**Address of the Branch of the Bank**	Axis Bank Ltd, Goregaon Link Road Branch, Shop No. – 5,6,7 and 8, Link House, New Link Road, Chincholi Bunder, Malad West, Mumbai – 400 064
Account No.	921020045013265	**IFSC**	UTIB0000219
Legal Entity Identifier Code	254900ACRLX7ASC1F147	**Email and phone number**	Email: Goregaon.Branchhead@axisbank.com Landline: 022-61415408

The Bid Amount should be transferred pursuant to the Application Form only by way of electronic fund transfers, towards the Escrow Account**.** Payment of the entire Bid Amount should be made along with the Application Form on or before the closure of the Issue Period i.e. within the Issue Closing Date. All payments must be made in favor of "**ROUTE MOBILE LIMITED – QIP ESCROW ACCOUNT 2021-22**". **The payment for subscription to the Equity Shares to be Allotted in the Issue shall be made only from the bank account of the person subscribing to the Equity Shares and in case of joint holders, from the bank account of the person whose name appears first in the Application Form.**

DEPOSITORY ACCOUNT DETAILS			
Depository Name	National Securities Depository Limited		Central Depository Services (India) Limited
Depository Participant Name			
DP – ID	I N		
Beneficiary Account Number			(16-digit beneficiary A/c. No. to be mentioned above)

The demographic details like address, bank account details etc., will be obtained from the Depositories as per the beneficiary account given above. **However, for the purposes of refund, if any, only the bank details as mentioned below, from which the Bid Amount has been remitted for the Equity Shares applied for in the Issue will be considered.**

The Bidders are responsible for the accuracy of the bank account details mentioned below and acknowledge that the successful processing of refunds if, any, shall be dependent on the accuracy of the bank account details provided by you. The Company and the BRLMs shall not be liable in any manner for refunds that are not processed due to incorrect bank account details.

RUPEE BANK ACCOUNT DETAILS (FOR REMITTANCE)			
Bank Account Number		IFSC Code	
Bank Name		Bank Branch Address	

NO. OF EQUITY SHARES BID FOR		PRICE PER EQUITY SHARE (RUPEES)		BID AMOUNT	
(In Figures)	(In Words)	(In Figures)	(In Words)	(In Figures)	(In Words)

DETAILS OF CONTACT PERSON			
Name:			
Address:			
Tel. No:		Fax No:	
E-mail:			

OTHER DETAILS***	
PAN*	
Legal Entity Identifier Code	
Date of the Application	
Signature of Authorized Signatory *(may be signed either physically or digitally)***	

ENCLOSURES ATTACHED
☐ Copy of the PAN Card or PAN allotment letter
☐ FIRC
☐ Copy of the SEBI registration certificate as a Mutual Fund
☐ Copy of the SEBI registration certificate as an Eligible FPI
☐ Copy of the SEBI registration certificate as an AIF
☐ Copy of the SEBI registration certificate as a VCF
☐ Certified copy of the certificate of registration issued by the RBI as an SI-NBFC/ a scheduled commercial bank
☐ Copy of notification as a public financial institution
☐ Copy of the IRDAI registration certificate
☐ Intimation of being part of the same group
☐ Certified true copy of power of attorney
☐ Others, please specify________________

**Please note that the Bidder should not submit the GIR number or any other identification number instead of the PAN, unless the Bidder is exempted from requirement of obtaining a PAN under the Income Tax Act, 1961, as the application is liable to be rejected on this ground.*

***A physical copy of the Application Form and relevant documents as required to be provided along with the Application Form shall be submitted as soon as practical.*

****The application form is liable to be rejected if any information provided is incomplete or inadequate*

Note 1: Capitalized terms used but not defined herein shall have the same meaning as ascribed to them in the PPD, unless specifically defined herein.
Note 2: The Application Form is liable to be rejected if any information provided is incomplete or inadequate.
Note 3: The duly filed Application Form along with all enclosures shall be submitted to the Book Running Lead Managers either through electronic form at the email mentioned in the PPD or through physical deliver at the address mentioned in PPD.

The Application Form and the PPD sent to you and the Placement Document which will be sent to you, either in physical form or in electronic form or both, are specific to you and you may not distribute or forward the same and are subject to the disclaimers and restrictions contained or accompanying these documents.

(Note: The format of the Application Form included herein above is indicative and for the illustrative purposes only and no Bids in this Issue can be made through the sample Application Form. Our Company, in consultation with the BRLMs, shall identify Eligible QIBs and circulate serially numbered copies of this Preliminary Placement Document and the Application Form, specifically addressed to such Eligible QIBs. Any application to be made in the Issue should be made only upon receipt of serially numbered copies of this Preliminary Placement Document and the Application Form and not on the basis of the indicative format above.)