

# Supplier Code of Conduct

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## PREAMBLE AND PURPOSE STATEMENT

Route Mobile Limited ('RML'/'Company') Group has always epitomized the true spirits of Business Ethics in its interactions with all its stakeholders – be it the Customers, Suppliers, Employees, Shareholders, the Government or the Society at large. As our operations spread across continents, we have the tremendous opportunity to work with thousands of suppliers across the globe. For this purpose, RML has drawn up this Supplier Code of Conduct which is applicable to all RML Suppliers globally. RML is committed to sustainability in all its operations. In accordance with the RML Sustainability ('ESG') Policy and RML Code of Conduct, the company wishes to actively engage with stakeholders in continuously improving its environmental, social and economic performance.

Our Supplier Code of Conduct (the "Supplier Code") sets out expectations for our business partners in the areas of business integrity, labor practices, anti-corruption, health and safety, environmental impact, diversity and inclusion. RML is committed to protecting human rights and strives to develop environmentally and socially sustainable chains of responsibility within our sphere of influence. RML expects the business partners that we work with, including all vendors, consulting firms, staffing agencies, agency temps, partners and licensees ("Suppliers"), to adhere to the high standards set forth in this Supplier Code as a condition of doing business with RML. If you (Supplier or any employee of Supplier) suspect any illegal or unethical practices, it is your responsibility to report it to RML. RML requires Suppliers and any subcontractors, service providers, or agents that they use to abide by all applicable laws, regulations and other legal requirements in jurisdictions in which they operate, and the Supplier Code. We also look closely at environmental protection, compliance with human rights, labor and social standards as well as anti-discrimination and anti-corruption policies. We expect our suppliers to fully comply with applicable laws and to adhere to internationally recognized environmental, social and corporate governance standards (ESG standards). Among many others, inspired by the United Nations Global Compact initiative, the United Nations Guiding Principles and Human Rights, our Supplier Code of Conduct represents our understanding of these ESG standards.

At RML, we also believe that our suppliers, agents, service providers, channel partners, and vendors ("Suppliers") make significant contributions to our success and we treat our Suppliers with respect. We expect our Suppliers to conduct their businesses in legal and ethical manner and comply with all applicable laws and regulations. Suppliers shall read, understand and affirm compliance to this Supplier Code of Conduct ("Code"). RML expressly retains the right to unilaterally modify or amend this Code, at RML's sole discretion, with or without prior notice to Suppliers. This Code cannot address every situation that may occur. This Code does not provide a comprehensive and complete explanation of all expectations from a company standpoint or obligations from a stakeholder standpoint. Suppliers are expected to exercise good judgment and ask questions when they need guidance or clarification. Suppliers must remember that under no circumstances does their failure to read this Code ("Code"/"Supplier Code"), exempt them from their obligation to comply with this Code.

## APPLICABILITY

This Supplier Code of Conduct is applicable to all 'Supplier(s)' globally. 'Supplier(s)' here refers to suppliers, / service providers, / vendors, / traders, / channel partners, / consultants, / contractors, / joint venture partners, / and other third parties including their employees, agents and other

representatives, who have a business relationship with and provide, sell, seek to sell, any kinds of goods or services to RML or any of its subsidiaries, affiliates, divisions etc. RML's suppliers shall confirm compliance with this Code by continuously documenting compliance, providing information to RML on request, and allowing on-site audits by RML or an external auditing company representing RML. Material breach of the Code or repeated refusal to provide the required information may lead to the termination of cooperation with RML.

## PRODUCTS AND SERVICES

The products and services offered shall comply with applicable laws, including product packaging, labelling and after-sales service obligations. The Supplier shall market its products and services on their own merits and not make unfair or misleading statements about the products and services of competitors.

## REGULATORY COMPLIANCE

The Supplier shall comply with all applicable laws and regulations, both in letter and in spirit, in all the territories in which it operates. We expect the Suppliers to implement an appropriate Compliance Management System, which facilitates compliance with applicable laws, regulations, and standards. RML reserves the right to conduct audits or assessments to ensure Supplier's compliance and will take appropriate steps regarding our relationship with the Supplier if there is a reason for concern. RML reserves the right to discontinue any relationship for non-adherence to international principles, failure to correct violations, or displaying patterns of non-compliance with these Code.

## CHILD LABOUR & FORCED LABOUR

The Supplier shall not employ children. The Supplier shall not use forced or slave labour of any type (e.g. bonded, indentured, prison, or involuntary labour). The Supplier shall note that RML is committed to the UN Global Compacts in this regard, and hence our Suppliers are encouraged to adopt similar directives in their business practises.

## BUSINESS RELATIONSHIP AND COMPLIANCE WITH ANTICORRUPTION LAWS

The anti- corruption laws prohibit making unlawful payment (either directly or through agencies or intermediaries) or act in furtherance of such an unlawful payment for the purpose of obtaining or retaining business or to influence any business decision. Suppliers must note that any payments made in order to assist in obtaining or retaining business or directing business to any other person will be in breach of these laws as also against RML's policy. Suppliers must not give, offer, promise to offer, or authorize the offer, directly or indirectly (i.e. proxy bribing) anything of value (such as money, shares, goods or service) to any third party, including government officials or officials of any political party, which could be regarded as influencing any business decision or for obtaining improper advantage in connection with RML's business, or in connection with any commercial transaction or relationship to which RML is a party. *Government officials include employees of government companies, public sector undertakings, departments, institutions of any government, foreign officials including officials of public international organizations.* Suppliers are expected to raise invoices, bills and claims only for services and/or supplies actually made as per

the terms of the contract with RML. Suppliers must not make or submit any false or misleading entries in the invoice, bill and/or claim to RML. Gifts or entertainment or anything of value must not be offered to any of the employee of RML, with intent to obtain or retain business, or to influence any business decision. Supplier shall not take any actions to violate or cause its business partners to violate any applicable anti-bribery laws and regulations including the Foreign Corrupt Practices Act of USA (FCPA), Bribery Act of United Kingdom and Prevention of Corruption Act of India and further shall not offer any gift, hospitality or entertainment for the purpose of obtaining any advantage, order or undue favor.

## **HEALTH AND SAFETY**

The Supplier shall strive to provide a safe, healthy, and clean working environment for its employees.

## **HUMANE TREATMENT**

RML requires its Suppliers to ensure there is no inhumane treatment or threat to workers, including any sexual harassment, sexual abuse, harassment, corporal punishment, or mental or physical coercion of workers. Suppliers must treat all workers with dignity and respect. Any discrimination based on partiality or prejudice is prohibited. This includes discrimination based on ethnicity, gender, sexual orientation, marital status, pregnancy, parental status, religion, etc.

## **CONFLICT OF INTEREST**

Suppliers are expected to use good judgment and avoid situations that can lead to even the appearance of a conflict. Conflicts of interest can undermine the trust others place on the Suppliers and proactively address any situations of potential conflict with RML or our officers and employees. You should also avoid conducting business with the Company and if any of Company's employee or his/her immediate relative is a direct investor, director, proprietor, partner, trustee etc. of your business entity or is associated in any significant role, in any other capacity. Relatives include spouse, siblings, children, parents, grandparents, grandchildren, and in-laws. Waiver from this requirement may be approved only by our Managing Director. As a listed entity India, the Company (i.e., Route Mobile Limited) is subject to certain legal obligations to report such related party transactions to regulators and it is important that all such transactions be fully disclosed, conducted at arm's length and with no preferential treatment.

## **ENVIRONMENT**

The Supplier shall strive for environmental sustainability, particularly with regard to the emission of greenhouse gases, consumption of water and energy, and the management of waste and hazardous materials including but not limited to wires, computers, laptops, other hardware and peripheral. The Supplier shall endeavour to offset the effect of climate change in its activities.

## **GIFTS AND HOSPITALITY**

Business gifts and hospitality are sometimes used in the normal course of business activity. However, if offers of gifts or hospitality (including entertainment or travel) are frequent or of substantial value, they may create the perception of, or an actual conflict of interest or an 'illicit payment'. Therefore, gifts and hospitality given or received should be modest in value (not exceeding Rs. 5000 per occasion), & appropriate.

## **PREVENTION OF ALCOHOL AND DRUG USE AT WORK**

RML is an alcohol-free and drug-free workplace. Suppliers' employees and their sub-suppliers are permitted to work at RML's premises only if they are sober and drug-free. Suppliers shall take precautionary action to prevent alcohol and drug abuse. Occasional testing can be performed on suppliers' employees when they are working at RML's premises if it is allowed in national (or local) legislation.

## **CONFIDENTIALITY**

Suppliers must protect business and personal information of a confidential nature obtained as a result of business relationship for performing jobs assigned by RML and must not share such information with unauthorized persons in any manner. RML confidential information also includes any employee information, personal data and third-party information in RML's custody as shared by RML.

## **MAINTENANCE OF RECORDS**

Suppliers must maintain their books and records as per applicable laws and regulations.

## **LABOR PRACTICES**

RML recognizes that our business decisions have a direct impact on people and communities. We are committed to enacting fair labor practices and expect Suppliers to share that commitment. RML requires Suppliers to comply with the local minimum wage laws and benefits requirements. Additionally, Suppliers should not unlawfully use deductions from wages as a disciplinary measure. RML expects its Suppliers to ensure their workers have reasonable work schedules that comply with local laws. RML condemns human trafficking and forced labor and will not work with Suppliers who engage in these practices. Suppliers must ensure that they do not use involuntary prison labor, or forced, bonded, or indentured labor, and do not employ anyone against their will. We expect Suppliers to adhere to all applicable anti-modern slavery and human trafficking laws, including the UK Modern Slavery Act 2015.

## **THIRD PARTY REPRESENTATION**

The Supplier shall not be authorised to represent RML or to use the RML brand/logo without the written permission of RML.

## **SECURITIES TRANSACTIONS AND CONFIDENTIAL INFORMATION**

RML is a listed company in India and its shares are therefore publicly traded. You are advised to familiarise yourselves with the SEBI (Prohibition of Insider Trading) Regulations, 2015 and ensure the compliance observances at all times. If the Supplier becomes aware of material, non-public information relating to RML or its business, it should not buy or sell RML securities or engage in any other action to take advantage of that information, including passing that information on to others. In addition, if the Supplier becomes aware of material, non-public information about any other company, including RML customers, suppliers, vendors or other business partners, that is obtained by virtue of the Supplier's interaction with RML, then the Supplier may not buy or sell that company's securities or engage in any other action to take advantage of that information, including passing that information on to others.

## **FREEDOM OF ASSOCIATION**

In conformance with applicable laws, Suppliers must respect the legal right of all employees to join trade unions or form associations and must not impose restrictions on these rights. Suppliers must create employment conditions which foster mutual trust between their management and their employees.

## **SUPPLY CHAIN**

The Supplier is expected to implement its own binding code of conduct, and is expected to make reasonable efforts to promote the principles of this code in its own supply chain.

## **MONITORING**

The Supplier shall maintain adequate documentation to demonstrate compliance with the principles of this code, and allow access to RML to check compliance upon request with reasonable notice.

## **COMMUNICATIONS**

Suppliers must periodically communicate the standards of this Code to their employees and encourage them to conduct periodic self-evaluations to ensure compliance.

## **REPORTING VIOLATIONS**

The Supplier shall notify RML regarding any known or suspected improper behaviour by the Supplier relating to its dealings with RML, or any known or suspected improper behaviour by RML employees by email to [legal@routemobile.com](mailto:legal@routemobile.com). Reported violations will be treated confidentially without retaliation. Failure to comply with this Code or any other applicable law/regulations by Suppliers will result in termination of RML's business relationship/ association/ contract with the Supplier. Suppliers must prohibit retaliation against their employees who participate in raising concerns to RML's management in good faith.

## **AMENDMENTS / MODIFICATIONS TO OUR CODE**

Our Company's Board is responsible for approving and issuing the Code. This Code may be reviewed annually to determine whether revisions may be required due to changes in the law or regulations, or changes in our business or the business environment.