

BOARD DIVERSITY POLICY

ROUTE MOBILE LIMITED

Version	Effective/Amended/Reviewed	Date
1	Effective	January 11, 2019
2	Amended	January 23, 2023
3	Amended	June 29, 2026

1. Purpose

This Board Diversity Policy sets out the approach to diversity on the Board of Directors (“theBoard”) of Route Mobile Limited.

2. Scope of Application

The policy applies to the Board and does not apply to diversity in relation to employees.

3. Policy Statement

The board of Directors of the Company (“the Board”) has, at their meeting held on January 11, 2019, discussed and approved this Board Diversity Policy. The Company believes that Board appointments should be based on merit and from the diverse fields such as accounts, management, legal, technical and finance that complements and expands the skills, experience and expertise of the Board considering knowledge, professional experience and qualifications, gender, age, cultural and educational background, and such factors to review and guide corporate strategy, major plans of action, risk policy, annual budgets and business plans, setting performance objectives, monitoring implementation and corporate performance, and overseeing major capital expenditures, acquisitions and divestments function effectively.

Route Mobile Limited believes that a diverse Board will contribute to the achievement of its strategic and commercial objectives, including to:

- Drive business results;
- Make corporate governance more effective;
- Enhance quality and responsible decision making capability;
- Ensure sustainable development; and
- Enhance the reputation of Route Mobile Limited.

4. Composition of the Board

1. Executive And Non-Executive Directors:

The Board of Directors shall have optimum combination of executive and non-executive Directors. Not less than 50% of the directors on the Board shall be Non-executive Directors.

2. Independent Directors:

If the chairman of the Board is non-executive director, non-promoter and is not related to the promoters or person occupying management positions at the Board level or at one level below the Board at least one-third of the Board should comprise of Independent Directors.

In any other case at least 50% of the directors on the Board shall be Independent Directors. An Independent director shall hold office for a term of up to five consecutive years on the Board of a Company, but can be appointed as Independent director for second term of five consecutive years with the approval of shareholders obtained by way of special resolution.

No Independent director shall be appointed for more than two consecutive terms, but such independent director shall be eligible for appointment after the expiration of three years of ceasing to become an independent director.

Provided that an independent director shall not, during the said period of three years, be appointed in or be associated with the company in any other capacity, either directly or indirectly.

For the purpose of this policy Independent Director means the Independent Director as defined in regulation 16 (b) of the SEBI Listing Regulations.

3. Woman Director:

Subject to the provisions of the applicable laws from time to time the Board of Directors of the Company shall comprise of at least one woman director.

4. Experience And Expertise:

The Board shall collectively possess an appropriate mix of skills, experience, industry knowledge, financial expertise, technology expertise, governance experience and other competencies relevant to the Company's business and strategic objectives. The Nomination and Remuneration Committee shall periodically review the Board's composition and identify any gaps in skills or experience.

Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

5. Disclosures

The Company shall make such disclosures regarding Board composition and diversity as may be required under applicable laws, regulations and governance requirements.

6. Process for Identifying the Suitable Person

The Nomination and Remuneration Committee will review and assess the composition and performance of the board, as well as identifying appropriately qualified persons to occupy Board positions.

In identifying suitable candidates for appointment to the Board, the Committee will consider candidates on merit against objective criteria and with due regard for the benefits of diversity on the Board.

Further, the Committee will ensure that no person is discriminated against on grounds of religion, race, gender, pregnancy, childbirth or related conditions, national origin or ancestry, marital status, age, sexual orientation, or any other personal or physical attribute which does not speak to such person's ability to perform as a board member.

7. Review/Amendment of the Policy

The Nomination and Remuneration Committee will review the policy as it deem fit, which will also include an assessment of the effectiveness of the policy.

The Nomination and Remuneration Committee will discuss any revision that may be required and recommend any such revisions to the Board for approval.

In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then

such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.