

CODE OF CONDUCT FOR REGULATING, MONITORING AND REPORTING OF TRADES AND PREVENTION OF INSIDER TRADING

Pursuant to Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

ROUTE MOBILE LIMITED

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1. Introduction

The Securities and Exchange Board of India has notified the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“**PIT Regulations**”), which came into force on May 15, 2015 and governs the law relating to insider trading of listed entities in India.

Regulation 9 of the PIT Regulations requires, *inter alia*, the board of directors of every listed company to ensure that the chief executive officer or managing director shall formulate a code of conduct, with their approval, to regulate, monitor and report trading by its designated persons and immediate relatives of designated persons towards achieving compliance with these regulations and enforce a code of internal procedures and conduct based on the Model Code in accordance with the PIT Regulations. Further, Regulation 7 of the PIT Regulations requires every promoter, member of the promoter group, key managerial personnel, directors and employee of listed companies to disclose their shareholdings and changes to such shareholding to the respective companies.

In compliance with the above requirements, the Company has introduced a code for prohibition of Insider Trading (hereinafter referred to as the “**Code**”).

2. Objective

Route Mobile Limited (hereinafter referred to as the “**Company**”) endeavors to preserve the confidentiality of unpublished price sensitive information and to prevent misuse of such information. The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all laws and regulations.

Every Designated Person of the Company has a duty to safeguard the confidentiality of all such information obtained in the course of his or her work at the Company. No Designated Person may use his or her position or knowledge of the Company to gain personal benefit or to provide benefit to any third party. Further, under the SEBI Regulations, even sharing of information which is not misused, is considered a violation unless required. Thus, information needs to be shared only on a need to know basis. Such persons are prohibited from communicating / or counselling others with respect to the securities of the Company. Such persons should also refrain from profiteering by misusing the unpublished price sensitive information and thereby enabling the Company to retain investor confidence.

Any subsequent modification and / or amendments to the Regulations shall automatically apply to this Code. The objective of this Code is to lay down guidance for Designated Persons on the policy, preclearance/disclosure procedures to be followed at the time of trading in the Securities of the Company.

The Board at its meeting held on January 22, 2019 had approved the Code of Conduct to regulate, monitor and report trading in Securities and handling of unpublished price sensitive information. The effective date of this Code shall be September 4, 2020.

3. Definition of Terms

- **“Act”** means the Securities and Exchange Board of India Act, 1992 as amended from time to time.
- **“Audit Committee”** means the audit committee constituted pursuant to the provisions of Section 177 of the Companies Act, 2013 read with Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
- **“SEBI”** means the Securities and Exchange Board of India.
- **“Code”** means this Code of Conduct to regulate, monitor and report trading by Insiders in securities of the Company as amended from time to time.
- **“Chief Investor Relations Officer”** means the person heading the Investors Relations Department of the Company.
- **“Company”** means Route Mobile Limited.
- **“Compliance Officer”** means the persons so defined in Regulation 2(c) of the PIT Regulations.
- **“Connected Person”** means the persons so defined in Regulation 2(d) of the PIT Regulations.
- **“Financially Literate”** shall mean a person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows.
- **“Generally Available Information”** means information that is accessible to the public on a non-discriminatory basis and shall not include unverified event or information reported in print or electronic media.
- **“Holding Company”** means a Company as defined under Section 2(46) of the Companies Act, 2013.
- **“Immediate Relative”** shall have the meaning ascribed to it under Regulation 2(f) of the PIT Regulations.
- **“Insider”** shall have the meaning ascribed to it under 2 (g) of the PIT Regulations. Provided that any person in receipt of unpublished price sensitive information pursuant to a “legitimate purpose” shall be considered an “insider” for purposes of these regulations and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations
- **“Key Managerial Person”** means person as defined in Section 2(51) of the Companies Act, 2013.
- **“PIT Regulations”** means Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.

- **“Pre-Clearance of Trade”** means prior approval for trading / dealing in the securities of the Company.
- **“Promoter”** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended and any modifications thereof.
- **“Promoter Group”** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended and any modifications thereof.
- **“Proximus Group”** means any entity where Proximus Global S.A./ N.V. [a public limited company (S.A./N.V.) incorporated in Belgium having its registered office at Boulevard du Roi Albert II 27, 1030 Brussels, Belgium] holds more than 50% of shares or voting power.
- **“Relative”** shall have the meaning ascribed to it under Regulation 2(hc) of the PIT Regulations.
- **“Securities”** shall have the meaning assigned to it under the Securities Contracts Regulation Act, 1956 or any modification thereof.
- **“Trading”** means and includes subscribing, redeeming, switching, buying, selling, dealing or agreeing to subscribe, redeem, switch, buy, sell, deal in securities and ‘trade’ shall be construed accordingly, and shall be construed to include pledging when in possession of UPSI.
- **“Trading Day”** means a day on which recognized stock exchanges are open for trading.
- **“Unpublished Price Sensitive Information / UPSI”** shall have the meaning ascribed to it under Regulation 2(n) of the PIT Regulations
- **“Trading Window”** refers to the period during which the Company’s securities can be traded by the Designated Person as provided in this Code.
- **“Material Subsidiary”** means a subsidiary, whose turnover or net worth exceeds ten percent of the consolidated turnover or net worth respectively, of the Company and its subsidiaries in the immediately preceding accounting year.

Words and expressions used and not defined in this Code but defined in SEBI Act, 1992, the SCRA Act, 1956, the Depositories Act, 1996 or Companies Act, 2013 and Rules and Regulations thereunder shall have the meanings respectively assigned to them in those legislations.

4. Applicability of the Code

The Code is applicable to the Designated Persons, *i.e.*:

- a) Promoters and Promoter Group of the Company;
- b) Directors of the Company;
- c) Key Managerial Personnel (“KMP”) of the Company;
- d) The office of Chief Executive Officer(s) and employees up to two levels below Chief Executive Officer *viz.* Sr. Vice President, Vice Presidents and any other Employee directly reporting to the CEO;

- e) The office of Chief Executive Officer(s) and employees up to two levels below Chief Executive Officer of any Material Subsidiary in the grade of Sr. Vice President, Vice Presidents;
- f) All support staff of company secretarial team, accounts & finance team, and IT Team who have access to unpublished price sensitive information;
- g) Any other employee of the Company which in the opinion of the Board of Directors/ Prohibition of Insider Trading Committee of the Company needs to be included in the category of Designated Employee.
- h) Employees of Material Subsidiaries which in the opinion of the Board of Directors/ Prohibition of Insider Trading Committee of the Company needs to be included in the category of Designated Employee.
- i) Identified employees of the holding company and Proximus group and any other person which in the opinion of the Board of Directors/ Prohibition of Insider Trading Committee of the Company needs to be included in the category of Designated Employee.
- j) Immediate Relatives of these persons listed under (a) to (i)

For the purpose of this Code, the declaration given by a Designated Person of an Immediate Relative who is either dependent financially on the person or who consults such person in taking decisions relating to trading in securities will be considered.

5. Compliance Officer

- a) The Board of Directors of the Company has appointed Company Secretary, as Compliance Officer for the purposes of this Code.
- b) The Compliance Officer shall be responsible for setting forth policies, procedures, monitoring adherence to the rules for the preservation of 'Unpublished Price Sensitive Information', pre-clearing of Designated Persons, monitoring of trades and the implementation of the Code of Conduct under the overall supervision of the Board of Directors.
- c) The Compliance Officer shall maintain a record of the Designated Employees and any changes therein.
- d) The Compliance Officer shall assist all the Designated Employees in addressing any clarifications regarding the Regulations and the Company's Code of Conduct.
- e) Monitor and administer this Code.
- f) Process the pre-clearance of trade as per approval matrix.
- g) Maintain, update and preserve records, as per SEBI Regulations.
- h) Clarify issues regarding the Code and redress the grievances of the Designated Persons.
- i) Decide and notify the 'No-Trading Period' for Designated Persons / select persons or specific departments, as deemed necessary.
- j) Identify and notify the list of Designated Persons on the basis of specific transactions, as required under the Code.
- k) Notify the trading plan to the stock exchanges where the securities are listed, on approval of the plan.

6. Human Resource Department

The Head-Human Resources shall ensure the following:

- a) Obtain initial disclosures from Designated Persons; and
- b) Provide updated list of Designated Persons to the Compliance Officer from time to time.

7. Role of Chief Investor Relations Officer

The Chief Investor Relations Officer/Compliance Officer shall deal with dissemination of information and disclosure of UPSI.

8. Prohibition on Dealing, Communicating or Counselling on Matters Relating to Insider Trading

No insider shall: -

- i. either on his own behalf, or on behalf of any other person, deal in securities of the Company when in the possession of any unpublished price sensitive information; communicate, provide, or allow access to any unpublished price sensitive information, relating to a company or securities listed or proposed to be listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

Explanation: the term “legitimate purpose” shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations.

- ii. When a person who has traded in securities has been in possession of unpublished price sensitive information, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession

9. Preservation of Unpublished Price Sensitive Information (UPSI)

Designated Persons shall maintain the confidentiality of all Unpublished Price Sensitive Information. Designated Persons shall not pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of Securities.

Communication or procurement of UPSI:

- a) The Designated Employee/Insider shall maintain confidentiality of all UPSI and no Designated Employee shall communicate, provide, or allow access to any UPSI, relating to the Company or securities listed or proposed to be listed, to any person including other Designated Employees/Insider except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. Further the Designated Employee/Insider shall not pass on the UPSI to any person directly or indirectly whether for making a recommendation for the purchase or sale of securities of the Company or otherwise.
- b) No person shall procure from or cause the communication by any Designated Employee/Insider of UPSI, relating to the Company or securities listed or proposed to be listed except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- c) No Designated Employee/Insider shall Trade in securities that are listed or proposed to be listed on a stock exchange when in possession of UPSI.

- d) Notwithstanding anything contained in the Regulations, the Unpublished Price Sensitive Information may be communicated, provided, allowed access to or procured, in connection with a transaction that would:
- i. *entail an obligation to make an open offer under the Takeover Regulations where the Board of Directors of the Company is of informed opinion that sharing of such information is in the best interest of the Company;*
 - ii. *not attract the obligation to make an open offer under the Takeover Regulations but where the Board of Directors of the Company is of informed opinion that sharing of such information is in the best interest of the Company and the information that constitute UPSI is disseminated to be made Generally Available at least two Trading Days prior to the proposed transaction being effected in such form as the Board of Directors may determine to be adequate and fair to cover all relevant and material facts.*
 - iii. *ESOPs; transactions specified in clauses (i) to (iv) and (vi) of the proviso to sub regulation (1) of regulation 4 of SEBI PIT Regulations and in respect of a pledge of shares for a bonafide purpose such as raising of funds, subject to pre-clearance by the compliance officer and compliance with the respective regulations made by the SEBI; transactions which are undertaken in accordance with respective regulations made by the SEBI such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buy-back offer, open offer, delisting offer or transactions which are undertaken through such other mechanism as may be specified by the SEBI from time to time.*

It is clarified that no communication of UPSI as contemplated under Clause 9(d) above shall occur unless the Board of Directors has passed a resolution authorizing such communication. For purposes of Clause 9(d), the Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose of Clause 9(d) and shall not otherwise Trade in securities of the Company when in possession of UPSI.

Following practices should be followed in this regard.

1. Need to know & Chinese Wall Procedures

Unpublished Price Sensitive Information is to be handled on a 'need to know' basis i.e., Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of information.

To prevent the misuse of confidential information, the Company shall ensure the following:

- i. The employees who are privy/access to the UPSI shall at all times ensure confidentiality of the same and shall refrain from communicating the same with any persons except in furtherance of the legitimate purposes, performance of duties or discharge of legal obligations;
- ii. Information containing UPSI may be shared through secured means;
- iii. To the extent possible, print outs of documents containing UPSI should be avoided;
- iv. Such other methods as may be adopted by the Company to prevent leak of UPSI.

2. Limited access to Confidential Information

Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password, etc. Files containing confidential informationshould be deleted / destroyed after its use. Shredder should be used for the destruction of physical files.

3. Further, no Designated Person shall procure from or cause the communication by any Insider, of Unpublished Price Sensitive Information, relating to the Company or its Securities, either directly or indirectly except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

10. Trading Plans

- a) An Insider who may be/are perpetually in possession of Unpublished Price Sensitive Information is entitled to formulate a trading plan (“**Trading Plan**”) enabling him / her to trade in securities in a compliant manner. The Compliance Officer is required to review the trading plan to assess whether the plan potentially violates the PIT Regulations. **The Trading Plan approved by the Compliance Officer should be notified to the stock exchanges where the securities are listed.**

b) The Trading Plan shall:

- i. Not entail commencement of trading on behalf of the Insider earlier than one hundred and twenty calendar days from the public disclosure of the plan;
- ii. Not entail overlap of any period for which another trading plan is already in existence;
- iii. set out following parameters for each trade to be executed:
 - a) either the value of trade to be effected or the number of securities to be traded;
 - b) nature of the trade;
 - c) either specific date or time period not exceeding five consecutive trading days;
 - d) price limit, that is an upper price limit for a buy trade and a lower price limit for a sell trade, subject to the range as specified below:
 - for a buy trade: the upper price limit shall be between the closing price on the day before submission of the trading plan and up to twenty per cent higher than such closing price;
 - for a sell trade: the lower price limit shall be between the closing price on the day before submission of the trading plan and up to twenty per cent lower than such closing price;
 - and
- iv. Not entail trading in securities for market abuse.
- e) The Compliance Officer may seek express undertakings necessary for the assessment, approval and implementation of the trading plan. An approved trading plan is irrevocable. Insiders cannot execute any trade outside the scope of the trading plan.
- f) The Trading Plan once approved shall be irrevocable and the Designated Employee shall mandatorily have to implement the Trading Plan, without being entitled to either or to execute any Trade in the securities outside the scope of the Trading Plan or to deviate from it except due to permanent incapacity or bankruptcy or operation of law. Such Designated Person who opts for trading plan route shall not be allowed to trade through the Pre-clearance Route during currency / pendency of a Trading Plan Provided that the implementation of the Trading Plan shall not be commenced if any UPSI is in possession of the Designated Employee at the time of formulation of the Trading Plan has not become

Generally Available at the time of the commencement of implementation. **Further, the Designated Employee shall also not be allowed to Trade in securities of the Company, if the date of Trading in securities of the Company, as per the approved Trading Plan coincides with the date of closure of Trading Window announced by the Compliance Officer.** Provided further that if the insider has set a price limit for a trade under sub-clause (iv) of clause (v) of sub-regulation 2, the insider shall execute the trade only if the execution price of the security is within such limit. If price of the security is outside the price limit set by the insider, the trade shall not be executed.

11. Prevention of Misuse of UPSI

All Designated Employees shall be subject to certain Trading restrictions as enumerated below:

1. Trading Window and Window Closure:
 - a) The Company shall have a designated a '**Trading Window**' period being the period during which transactions in the securities of the Company can be effected by the Designated Employee (hereinafter referred to as 'Trading Window') for Trading in the Company's securities;
 - b) The Trading Window shall remain closed from the end of every quarter and shall be **re-opened as per Clause 11.1(d) below:**
 - c) Designated Employees shall not Trade in the Company's securities during the period when the Trading Window is closed and will have to forego the opportunity to Trade in the Company's securities during such period;
 - d) The timing for re-opening of the Trading Window shall be determined by the Compliance Officer taking into account various factors including the UPSI in question becoming Generally Available and being capable of assimilation by the market, which in anyevent shall not be earlier than forty-eight hours after the UPSI becomes Generally Available; and
 - e) All Designated Employees shall conduct all their Trading in the securities of the Company only in a valid Trading Window and shall not Trade in the Company's securities during the periods when Trading Window is closed or during any other period as may be specified by the Compliance Officer from time to time.
2. The Trading Window shall be closed when the Compliance Officer determines that a Designated Employee or class of Designated Employees can reasonably be expected to have possession of UPSI. Such closure shall be imposed in relation to such securities to which such UPSI relates. Designated Employees shall not Trade in securities when the Trading Window is closed.

12. Trading Restrictions

All Designated Persons shall conduct all their dealings in the securities of the Company only in a valid trading window after obtaining pre-clearance from the Compliance Officer and shall not enter into any transaction in the Company's Securities during the 'Close Period'.

However, the restriction shall not apply to:

- a) a transaction that is an off-market *inter-se* transfer between Insiders who were in possession of the same UPSI without being in breach of these Rules and both parties had made a conscious and informed Trade decision subject to the condition that such off-market Trades shall be reported by the Insiders to the Compliance Officer within two working days which shall in turn be notified by the Compliance Officer to the stock exchanges within two trading days from receipt of the disclosure or from becoming aware of such information;
- b) the transaction was carried out through the block deal window mechanism between persons who were in possession of the UPSI without being in breach of these Rules and the SEBI Regulations and both parties had made a conscious and informed Trade decision;
- c) the transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a *bona fide* transaction;
- d) the transaction in question was undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations;
- e) Trades pursuant to a Trading Plan set up in accordance with these Rules;
- f) Pledging of shares for a *bona fide* purpose such as raising of funds, subject to pre-clearance by the Compliance Officer in accordance with the regulations made by the SEBI; and
- g) Acquisition by conversion of warrants or debentures, subscribing to right issue, further public issue, preferential allotment or tendering of shares in a buy back offer, open offer, delisting offer, in accordance with the respective regulations made by the SEBI.
- h) Offer for Sale (OFS) and Right Entitlements (RE) transactions carried in accordance with the framework specified by the SEBI from time to time or transactions which are undertaken through such other mechanism as may be specified by the SEBI from time to time.

12. Pre-Clearance of Transactions

- a) All Designated Employees, who intend to Trade in the securities of the Company when the Trading Window is open whether in one transaction or a series of transactions over any calendar quarter, for an aggregated trade value in excess of ₹ 10,00,000/- (Rupees Ten Lakh), shall get the transactions pre-cleared.
Provided that pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.
Provided further that trading window norms shall not be applicable for trades carried out in accordance with an approved trading plan.
- b) An application in the form attached hereto as **Annexure 1** shall be made to the Compliance Officer by the Designated Employee indicating the estimated number of securities that such person intends to trade in, details of depository and such other information as may be prescribed by the Company. The matrix for obtaining pre-clearance is as under:

Dealing by	Clearance by
All Designated Employees except Compliance Officer	Compliance Officer
Compliance Officer	Managing Director

- c) In case the Designated Person procures or comes in possession of UPSI before execution of the trade during the subsistence of the pre-clearance sought, he shall refrain from executing the trades.
- d) Before a Trade is executed, the Designated Employee shall execute an Undertaking in the form annexed hereto as **Annexure 2** in favour of the Company.
- e) The Compliance Officer shall accord his approval within one working day of the receipt of application for pre-clearance in the format attached hereto as **Annexure 3**.
- f) All Designated Employees shall execute their Trades in respect of securities of the Company within seven Trading Days after the approval of pre-clearance is given. The Designated Employee shall file within two Trading Days of the execution of the Trade, the details of such Trade with the Compliance Officer in the form attached as **Annexure 4**. In case the transaction is not undertaken, a report to that effect shall be filed within two trading days of expiry of pre-clearance approval in the format attached as **Annexure 4**.
- g) If the Trade is not executed within seven Trading Days after the approval is given, the Designated Employee must obtain a fresh pre-clearance.
- h) All Designated Employees who buy or sell any number of securities of the Company shall not enter into any contra trade/opposite trade i.e., sell or buy any number of securities during the next six months following the prior transaction for purchase or sale of securities, as the case maybe. In case of any contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Act.
- i) Provided that this shall not be applicable to for trades pursuant to exercise of stock options.
- j) The Compliance Officer may grant relaxation from strict application of such restriction in the Code above for reasons to be recorded in writing provided that such relaxation does not violate the PIT Regulations.
- k) All Designated Employees shall take pre-clearance from the Compliance Officer before creating, revoking or invoking lien/Pledge on securities of the Company for such value as prescribed in this clause.

13. Other Restrictions / General Provisions

- 1. The disclosure to be made by any person under this Code shall include those relating to Trading by such person's Immediate Relatives.

2. The disclosures of Trading in securities shall also include Trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purpose of this Code.
3. All supporting documents for compliances made under this Code shall be maintained by the Company, for a minimum period of five years, in such a form as may be prescribed by the Compliance Officer or by the Board of Directors.
4. Trade in Securities of the Company directly or indirectly, either on his / her own behalf, or on behalf of any other person, when in possession of UPSI, except in compliance with the provisions of this Code. Provided that exercise of stock options under the Company's Employee Stock Option Purchase Scheme ("ESOP") shall not be considered as trading / purchase of the Securities of the Company except for disclosure requirements as stipulated under this Code.
1. These restrictions shall not apply to the general recommendation for purchase of Securities in performance of duty, for example, recommendation by Investor Relations Department to institutional investors, is permissible.
2. The board of directors shall ensure that a structured digital database is maintained containing the names of such persons or entities as the case may be with whom information is shared under this regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such database shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non- tampering of the database.
3. (a) All Designated Person shall complete mandatory training on the requirements of the PIT Regulations and this Code:
 - (i) Within thirty (30) days of being identified as Designated Persons; and
 - (ii) by way of refresher training, at least once every two (2) financial years.
 - (a) Training shall cover, at the minimum: the prohibition on insider trading; the trading window and pre-clearance process; handling and disclosure of UPSI; consequences of violation including SEBI enforcement action; and SEBI's Voluntary Information Disclosure Framework and the protections available to person who file disclosures with SEBI.
 - (b) The Compliance Officer shall maintain records of training completion for all Designated Persons and shall report training completion rates to the Audit Committee annually.
 - (c) The HR Department shall ensure that new joiners who are classified as Designated Person upon appointment complete their initial training as part of the induction process.
4. The structured digital database shall be preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the SEBI regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.
5. The senior management shall have a process for how and when people are brought 'inside' on sensitive transactions. Individuals will be made aware of the duties and responsibilities attached to the receipt of Inside Information, and the liability that attaches to misuse or unwarranted use of such information.
6. Suitable protection shall be extended (for matters under Chapter IIIA of the PIT Regulations) against any discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination against any employee who files a Voluntary Information Disclosure

Form, irrespective of whether the information is considered or rejected by the SEBI or he or she is eligible for a Reward under these regulations, by reason of

- (i) *filing a Voluntary Information Disclosure Form under these regulations;*
- (ii) *testifying in, participating in, or otherwise assisting or aiding the SEBI in any investigation, inquiry, audit, examination or proceeding instituted or about to be instituted for an alleged violation of insider trading laws or in any manner aiding the enforcement action taken by the SEBI; or*
- (iii) *breaching any confidentiality agreement or provisions of any terms and conditions of employment or engagement solely to prevent any employee from cooperating with the SEBI in any manner.*

Explanation: For the purpose of this clause, “employee” means any individual who during employment may become privy to information relating to violation of insider trading laws and files a Voluntary Information Disclosure Form under these regulations and is a director, partner, regular or contractual employee, but does not include an advocate.

Also, no employee shall be required to notify the Company of any Voluntary Information Disclosure Form filed with SEBI or to seek its prior permission or consent or guidance of any person engaged by the Company before or after such filing.

7. The internal controls shall include all employees who have access to unpublished price sensitive information are identified as designated person;

8. Discretionary Portfolio Management Scheme (DPMS) / AIF Scheme which invests in securities Trading Restriction:

Under a Discretionary Portfolio Management Scheme (DPMS) wherein a Portfolio Manager (PM) makes investment decisions on behalf of a client, and under AIF scheme wherein investments are made by fund manager on behalf of its clients, it is imperative to adhere to SEBI's regulations to prevent insider trading.

SEBI has clarified that trades executed by a Portfolio Manager (PM) or Fund Manager under a DPMS/ AIF Scheme will constitute as insider trading if the PM/Fund Manager possesses unpublished price sensitive information (UPSI) regarding any listed securities.

Regulation 4(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (IT Regulations) stipulates that no insider shall trade in securities when in possession of UPSI. Trades conducted by an insider, even through a DPMS/AIF Scheme, are presumed to be motivated by knowledge and awareness of UPSI pertaining to the securities being traded.

It is emphasized that whether the trading is conducted directly or indirectly, through a DPMS and/or AIF Scheme or otherwise, is irrelevant.

Dealing in securities through a DPMS/AIF Scheme is valid only after obtaining pre- clearance from the Compliance Officer and DPs shall not enter into any transaction in the Company's Securities through a DPMS/AIF Scheme during the Trading Window Closure period.

15. Reporting Requirements for Transactions in Securities

1. Initial disclosures

Every person on appointment as a Key Managerial Personnel or a Director or upon becoming a Promoter or member of the Promoter Group shall disclose his/her holding of securities of the Company as on the date of appointment or becoming a Promoter, to the Company within seven days of such appointment or becoming a Promoter in the format attached as **Annexure 5**.

2. Continual disclosures

- a) Every Promoter, member of the Promoter Group, Designated Person and Director of the Company shall disclose to the Company the number of such securities acquired or disposed of within two Trading Days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees or such other value as may be specified, in the format attached as **Annexure 6**.
- b) The Company shall notify the particulars of such Trading to the stock exchanges on which the securities are listed within two Trading Days of receipt of the disclosure or from becoming aware of such information.
Explanation – It is clarified for the avoidance of doubts that the disclosure of the incremental transactions after any disclosure under this sub-regulation, shall be made when the transactions effected after the prior disclosure cross the threshold specified in clause (a) of sub-regulation (2).
- c) Off-market trades shall be reported by the insiders to the company within two working days. The Company shall notify the particulars of such trades to the stock exchange on which the securities are listed within two trading days from receipt of the disclosure or from becoming aware of such information."
3. Designated Persons shall provide an annual confirmation within two trading days in the format attached as **Annexure 7**. Audit Committee at its discretion may extend / waive the aforesaid period.
4. Designated persons shall be required to disclose names and Permanent Account Number or any other identifier authorized by law of the following persons to the company on an annual basis and as and when the information changes: (a) immediate relatives (b) persons with whom such designated person(s) shares a material financial relationship (c) Phone, mobile and cell numbers which are used by them. In addition, the names of educational institutions from which designated persons have graduated and names of their past employers shall also be disclosed on a one time basis in the format attached as **Annexure 8**.

*Explanation – The term “**material financial relationship**” shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer’s annual income but shall exclude relationships in which the payment is based on arm’s length transactions*

5. All disclosures must be made on the digital compliance platform in the format prescribed therein, and if not available, in the prescribed formats and must be sent to the Compliance Officer at: complianceofficer@routemobile.com. The original disclosures must be sent at the following address:

Company Secretary and Compliance Officer
Route Mobile Limited
SanRaj Corporate Park, 3rd Floor, 4th Dimensions, Mind Space, Malad West, Mumbai-400064.

16. Penalty for Contravention of Code of Conduct

- a) Every Designated Employee shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof are applicable to his/her dependents).
- b) Designated Employees who violate the Code shall also be subject to disciplinary actions including wage freeze, suspension, recovery viz. fine/penalty of such amount as the Audit Committee may determine, clawback etc. as may be imposed, by the Audit Committee. Any amount collected under this clause shall be remitted to the SEBI for credit to the Investor Protection and Education Fund administered by the SEBI under the Act.
- c) The action by the Company shall not preclude SEBI from taking any action in case of violation of the Regulations.

17. Intimation to Audit Committee/Board of Directors/SEBI in Case of Violation

- a) The Compliance Officer shall inform the Chairman of the Audit Committee including other members of the Audit Committee jointly, along with recommendation for imposing penalty in cases of any violation of the Regulations / Code so that appropriate action may be taken.
- b) In case it is observed by the Company that there has been a violation of these regulations or the Code, it shall **promptly** inform the stock exchange(s) where the concerned securities are traded, in such form and such manner as may be specified by SEBI from time to time.
- c) The Compliance officer shall report to the board of directors and in particular, shall provide reports to the Chairman of the Audit Committee at such frequency as may be stipulated by the board of directors but not less than once in a year.
- d) The Compliance Officer shall prepare and place before the Audit Committee, at least once in each financial year, a comprehensive compliance report covering:
 - (i) the total number of pre-clearance applications received and approved or rejected during the year;
 - (ii) instances of trading window closure and the duration thereof;
 - (iii) any instances of non-compliance with this Code identified during the year, and the action taken;
 - (iv) the status of the Structured Digital Database and any material changes thereto; and
 - (v) training completion rates among Designated Persons.

18. Miscellaneous

- a) The Chief Financial Officer and the Compliance Officer are jointly authorised to amend the Code to give effect to any changes/amendments notified by the Ministry of Corporate Affairs or SEBI. The amended policy shall be placed before the Board of Directors for noting and ratification. The Company or the Board reserves its right to amend or modify this Policy in whole or in part, at any time. However, no such amendment or modification shall be inconsistent with the applicable provisions of the Act or any law for the time being in force. 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.

- b) Any person, to whom this Code applies, and who has any doubt as to interpretation of any clause of the Code, should at all times consult the Compliance Officer. All communications under this Code should be addressed to the Compliance Officer or to the designated e-mail: complianceofficer@routemobile.com
- c) **ALL CONNECTED PERSONS AS DEFINED UNDER THE SEBI REGULATION SHALL WHEN IN POSSESSION OF UPSI NOT COMMUNICATE, PROVIDE ACCESS TO OR TRADE IN THE SECURITIES OF THE COMPANY.**
- d) The Compliance Officer may require any other Connected Person or class of Connected Persons, not being presently covered as a Designated Person under this Code, to disclose holding and trading in the Securities of the Company, as and when deemed necessary, to monitor compliance with this Code and SEBI Regulations.
- e) The Compliance Officer shall be authorized to seek any such information / documents from the Connected Persons and/or their Immediate Relatives, as the case may be, for ensuring compliance with the SEBI Regulations.

19. Appendix

SEBI (Prohibition of Insider Trading) Regulations, 2015 (as amended) and requisite Forms are enclosed.

20. Communication

This Code (along with code of fair disclosure) will be uploaded on the website of the Company. The Code will be disseminated to all Designated Persons who shall abide by the same. The responsibility for complying with the provisions of the PIT Regulations shall vest with each Designated Person including any violation by their immediate relatives.

Annexure 1

SPECIMEN OF APPLICATION FOR PRE-DEALING APPROVAL

Date: _____

To,

The Compliance Officer, Route
Mobile Limited, Mumbai

Dear Sir/Madam,

Application for Pre-dealing approval in securities of the Company

Pursuant to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Company's Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by Insiders under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("**Code**"), I seek approval to Trade in _____ securities of the Company as per details given below:

1.	Name of the applicant	
2.	Designation	
3.	Nature of the securities and the number of securities held as on date	
4.	Application for	
5.	Relation with Employee	
6.	PAN	
7.	Folio No. / DP ID / Client ID No.)	
8.	The proposal is for	(a) Purchase of securities (b) Subscription to securities (c) Sale of securities (d) Any other transaction, please specify
9.	Proposed date of trading in securities	
10.	Estimated number of securities proposed to be acquired/subscribed/sold, etc.	
11.	Price at which the transaction is proposed	
12.	Current market price (as on date of application)	
13.	Whether the proposed transaction will be through stock exchange or off-market deal	
14.	Folio No. / DP ID / Client ID No. where the securities will be credited / debited	

I enclose herewith the Undertaking (Annexure 2) signed by me as per the requirements of the Code.

All capitalized terms used herein but not defined shall have the same meaning as has been assigned to the terms in the Code.

Yours faithfully,

Signature Name

Annexure 2

FORMAT OF UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE-CLEARANCE UNDERTAKING

Date:_____

To,
The Compliance Officer, Route
Mobile Limited, Mumbai

Pursuant to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Company's Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by Insiders under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("Code"), I, _____ of the Company residing at _____ am desirous of Trading in _____ securities of the Company as mentioned in my application dated _____ for pre-clearance of the transaction.

I am issuing this undertaking pursuant to Clause 13 (d) of the Code. I hereby confirm and undertake:

- a) that I do not possess any Unpublished Price Sensitive Information;
- b) not to pass on confidential information of the Company to any person directly or indirectly;
- c) to report to the Compliance Officer, any non-public information that may be received by me;
- d) that in case I have access to or receive 'Unpublished Price Sensitive Information' after the signing of this undertaking but before the execution of the Trade, I shall inform the Compliance Officer of the same and I shall completely refrain from Trading in the securities of the Company till such time the Unpublished Price Sensitive Information becomes public;
- e) that I have not contravened the Code as notified by the Company from time to time;
- f) all disclosures made by me in this letter are true and complete; and
- g) that I shall execute my Trade in respect of securities of Route Mobile Limited within seven Trading Days after the pre-clearance is given. If the Trade is not executed within seven Trading Days after the approval is given, I shall obtain pre-clearance for the Trade again.

All capitalized terms used herein but not defined shall have the same meaning as has been assigned to the terms in the Code.

Name:

Signature:

Annexure 3

FORMAT FOR PRE-CLEARANCE ORDER

To
Name: _____
Designation: _____
Place: _____

Sub: Pre-clearance of transaction in Company's Securities

Ref: Your application dated _____, 20____ for pre-clearance of transaction for _____ securities of the Company in your name / in the names of _____.

This is pursuant to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Company's Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by Insiders under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("Code").

With reference to your above application seeking pre-clearance of your transaction in securities of the Company, we hereby accord our approval to the proposed transaction. You may kindly note that pursuant to provisions of the Code, the aforesaid transaction shall be executed **within seven Trading Days** from the date of receipt of this letter, failing which, an application seeking pre-clearance to the proposed transaction together with undertaking in the prescribed format, shall be made afresh.

In case you do not execute the approved transaction on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction in the securities of the Company. Further, you are required to file the details of the executed transactions in the attached format within 2 days from the date of transaction. In case the transaction is not undertaken a 'Nil' report shall be filed within 2 trading days of expiry of Pre-clearance approval. You shall not enter into any contra trade within 6 months of such Trade.

All capitalized terms used herein but not defined shall have the same meaning as has been assigned to the terms in the Code.

Yours
faithfully, For Route
Mobile Limited

Compliance Officer

Date: _____

Encl: Format for submission of details of transaction (Annexure 4)

Annexure 4

FORMAT FOR DISCLOSURE OF PRE-APPROVED TRANSACTIONS

(To be submitted within 2 days of transaction / dealing in securities of the Company)

To,

The Compliance Officer, Route
Mobile Limited, Mumbai

Sub: Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Company's Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by Insiders under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("**Code**").

I hereby inform that I

- have not Traded in any security of the Company because of the following reasons:
- have Traded _____ securities as mentioned below on _____ (date)

Name of Holder & PAN	Nature of the Securities and the No. of securities dealt with	Bought/ sold/ subscribed/ others	DP ID/Client ID / Folio No	Price (Rs.)

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 3 years and produce to the Compliance Officer / SEBI any of the following documents:

1. Broker's contract note.
2. Proof of payment to/from brokers.
3. Extract of bank passbook/statement (to be submitted in case of demat transactions).
4. Copy of Delivery instruction slip (applicable in case of sale transaction).

I agree to hold the above securities for a minimum period of six months. In case there is any urgent need to sell these securities within the said period, I shall approach the Compliance Officer for necessary approval.

I agree not to execute any contra trade transaction for a period of six months from the date of aforesaid transaction in the securities of the Company.

I declare that the above information is correct and that no provisions of the Company's Code and/or applicable laws/regulations have been contravened for effecting the above said transaction(s).

All capitalized terms used herein but not defined shall have the same meaning as has been assigned to the terms in the Code.

Date:

Name:

Designation:

Signature:

Annexure 5 FORM A

SEBI (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (1) (b) read with Regulation 6 (2) – Disclosure on becoming a Key Managerial Personnel/Director/Promoter/Member of the promoter group]

Name of the company: _____

ISIN of the company: _____

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or member of the Promoter Group of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN & address with contact nos.	Category of Person (Promoters and member of the Promoter Group / KMP / Directors / immediate relativ to / e others etc.)	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held as on the date of regulation coming into force		% of Shareholding
			Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No.	
1	2	3	4	5	6

Note: “Securities” shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Details of Open Interest (OI) in derivatives of the company held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held as on the date of regulation coming into force			Open Interest of the Option Contracts held as on the date of regulation coming into force		
Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms

Annexure 5

7	8	9	10	11	12

Note: In case of Options, notional value shall be calculated based on premium plus strike price of option

Name &

Signature:

Designation:

Date:

Place:

Annexure 6

FORM B

SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (2) read—with Regulation 6(2) – Continual disclosure]

Name of the company: _____

ISIN of the company: _____

Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN / DIN, & address with contact nos.	Category of Person (Promoter and member of the Promoter Group/ Designated Person / KMP / Director / Immediate relative to/ other's etc.)	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition /disposal		Date of allotment advice/ acquisition of shares/ sale of shares specifically		Date of intimation to company	Mode of acquisition / disposal (on market/public/ rights / preferential offer / off market/ Inter-se transfer, ESOPs etc.)
		Type of security (For e.g. – Shares, Warrants, etc.)	No. of shares/holdings	Type of security (For e.g. – Shares, Warrants, Convertible	No.	Value	Transaction Type (Buy/Sale/	Type of security (For e.g. – Shares, Warrants, Convertible	No. and % of share holding	From	To		

Annexure 6

		Convertible Debentures etc.)		Convertible Debentures etc.)			Pledge / Revoke/ Invoke	Convertible Debentures etc.)					
1	2	3	4	5	6	7	8	9	10	11	12	13	14

Note: “Securities” shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Details of trading in derivatives of the company by Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Trading in derivatives (Specify type of contract, Futures or Options etc)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
15	16	17	18	19	20	21

Note: In case of Options, notional value shall be calculated based on Premium plus strike price of options.

Name & Signature:

Designation:

Date:

Place

:

Annexure 7

Annual disclosure of shares held in the company by Promoter/member of Promoter Group/Directors/Designated Persons & their immediate relatives

Name of Promoter /member of Promoter Group / Director/Designated Employees and their ImmediateRelatives:

Date of appointment:

Employee No:

Particulars of Individuals			No. of shares held on 1/4/20 --	No. of shares bought during the year/ quarter	No. of shares sold during the year/ quarter	No. of shares held on 31/3/20 --	Client I.D. No.
Name	Relation	PAN					

I/We declare that I/We have complied with the requirement of the minimum holding period of six months with respect to the securities purchased/sold/traded. I/We declare that I/We have not traded in securities of the Company, in one or a series of transactions, exceeding Rs. 10 lakhs during the last quarter (*strike out if trading was carried out in accordance with pre-clearance route as per clause 13 of this code.*)

I further declare that the above disclosure is true and correct and is in accordance with the Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by Insiders under the SEBI (Prohibition of Insider Trading) Regulations, 2015.

Place:

Date:

Signature

e:

Annexure 8

Disclosure by Designated Person with regard to their immediate relatives and persons with whom they share a “Material Financial Relationship”

Continual disclosure (within 2 trading days from date of any changes and within 2 trading days of end of financial year)

Name of Employee and Employee ID No. (1)	Immediate Relatives (2)	Names of body Corporate/ Company/ Firm/ Proprietorship Concern/ AOP/ NGO/Trust in which the Senior Management Personnel or his Relative is interested <i>(disclosure of number of shares/Directorship in case of company/body corporate;</i> <i>In case of Firm/LLP/ Proprietorship Concern / AOP /NGO / Trust- Partner/ member/Owner/ Trustee/ Beneficiary)</i> (3)	Persons with whom Senior Management Personnel shares a material financial information (4)	E-mail/Phone /mobile nos. of persons mentioned in(2) & (4)	Name of Educational Institution from which Designated Person have graduated (One time Disclosure) (5)	Name of Past Employers (One time Disclosure) (6)

Definition as per the Regulation: - 1. Immediate Relative means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities. 2. The term Material Financial Relationship means a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer’s annual income but shall exclude relationships in which the payment is based on arm’s length transactions.

Annexure 9
FORM C (Indicative format)
SEBI (Prohibition of Insider Trading) Regulations, 2015 Regulation 7(3) – Transactions by
Other connected persons as identified by the company
Details of trading in securities by other connected persons as identified by the company

Name, PAN, CIN/DIN, & address with contact nos. of other connected persons as identified by the company	Connection with company	Securities held prior to acquisition/ disposal		Securities acquired/Disposed			
		Type of security (For eg. – Shares , Warrants, Convertible Debentures etc.)	No. and % of shareholding	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy/ Sale/Pledge / Revoke / Invoke)
1	2	3	4	5	6	7	8

Securities held post acquisition/ disposal	Date of allotment advice/ acquisition of shares/ sale of shares specify	Date of intimation to company	Mode of acquisition/disposal (on market/public/ rights/ Preferential offer / off market/Interse transfer, ESOPs etc.
---	--	-------------------------------------	--

					)
Type of security (Foreg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	From	To		
9	10	11	12	13	14

Note: “Securities” shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Details of trading in derivatives by other connected persons as identified by the company

Trading in derivatives (Specify type of contract, Futures or Options etc.)						Exchange on which the trade was executed
Type of Contract	Contract specifications	Buy		Sell		21
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
15	16	17	18	19	20	