CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT

ROUTE MOBILE LIMITED

Version	Effective/Amended/Reviewed	Date
1	Effective	April 17, 2017
2	Amended	January 23, 2023
3	Amended	May 07, 2025
4	Amended	June 29, 2026

Contents

1. Introduction

This Code of Conduct for all members of the Board and Senior Management Personnel of ROUTE MOBILE LIMITED is in alignment with the Company's vision and values and aims at enhancing ethical and transparent processes in managing the affairs of the Company. The Code has been framed specifically to comply with the relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

2. Applicability

This code is applicable to the following ("collectively referred hereinafter, for the sake of brevity as "Officer(s)"):

1. All the members of the Board of ROUTE MOBILE LIMITED.
2. Key Managerial Personnel.
3. Members of Senior Management.

3. Definitions

a) "**Board of Directors**" means the "Board of Directors" of ROUTE MOBILE LIMITED.

b) "**Code**" means the Code of Conduct for officers of the company which includes Board Members, Key Managerial Personnel and Senior Management.

c) "**Company**" means ROUTE MOBILE LIMITED.

d) "**Relative**" shall mean the same as defined under Section 2(77) of the Companies Act, 2013.

e) "**Independent Director**" means a Director of the Company, not being a Managing or Whole-Time Director or a Nominee Director and who is neither a Promoter nor belongs to the Promoter Group of the Company and who satisfies the criteria of independence as prescribed under the provisions of the Companies Act, 2013 (including the rules prescribed thereunder) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

f) "**Interest in transaction**" means any material pecuniary interest in any contract or arrangement, either by himself / herself or through his / her relative.

g) "**Key Managerial Personnel**" means "Key Managerial Personnel" as defined under the Companies Act, 2013 and the rules made thereunder.

h) "**Senior Management Personnel**" shall mean officers/personnel of the Company who are members of its core management team excluding board of directors and normally this shall comprise all members of management one level below the ["chief executive officer /managing director / whole time director / manager (including chief executive officer/manager, in case they are not part of the board) and shall specifically include the functional heads, by whatever name called and the persons identified and designated as key managerial personnel, other than the board of directors, by the Company.

4. Governing Principles and Responsibilities under the Code

The purpose of this Code is to outline the principles governing the conduct of the Officers for discharging their functions and duties of the Company, in the following areas:

Honesty and Integrity

The Officers have to observe honesty, integrity and law abiding behavior and to exercise powers vested in them in good faith in the interest of the Company.

Compliance of Company Policies and applicable laws

The Officers have to ensure compliance of company's policies and applicable laws.

Conflict of Interest

Officers should not make any investment, accept any positions or benefits, participate in any transaction or business arrangement or otherwise act in a manner that creates or appears to create a conflict of interest unless they make a disclosure of all such facts and circumstances. A "Conflict of Interest" arises when one take actions or have interests that conflict in any way with the interest of the Company.

Protecting Company's Confidential Information

i. Officers shall maintain confidentiality of information acquired during performance of their duties and shall not use it for personal gain or advantage.
ii. The confidential information shall be disclosed only in case the same is authorized by the Company or such disclosure is required by law.

Disclosure of Company's information to public, press or media

Disclosure of Company's information shall be made in compliance with the Code of Practices and Procedures for Fair Disclosures, as approved by the Board of Directors.

Company's Assets / Intellectual Property

Officers shall ensure that assets of the Company are used for Company's business purposes only and will take due care that the Company's assets in their custody/Control are not misappropriated, loaned to others, sold or donated, without proper Company authorization Theyshall also make their best efforts to protect all Intellectual Properties related to the Company.

Gifts

Officers shall not accept or offer, directly or indirectly, any gifts, donations, remuneration, hospitality, illegal payments or benefits, from customers, vendors, suppliers, consultants of the Company and/or any other person that is intended to influence any business decision related to the Company. However, hospitality extended by a Business Associate during Training/ Conference/ Meeting/ Seminar/ Workshop shall not constitute violation of the Code. It is hereby clarified that acceptance of inexpensive gifts, infrequent business meals, celebratory events andentertainment, provided that they are not excessive or create an appearance of impropriety, shall also not constitute violation of the Code.

Officers shall also comply with the Company's Anti-Fraud, Anti-Bribery & Anti-Corruption Policy. In the event of any inconsistency, the provisions of that Policy shall prevail.

Protection of Whistle Blower

Any employee of the Company may report an existing or potential breach of the Code to the person or authorities designated under the Company's Whistleblower (Vigil Mechanism) Policy.

Appropriate steps shall be taken to protect a whistle blower that raises a concern in good faith and the identity of the whistle blower shall be protected to the extent possible and permitted under law.

Corporate Opportunities

Except as may be permitted by Board of Directors/Company policy, Officers are prohibited from:

i. Taking for themselves personally, opportunities that belong to either the Company or are discovered through the use of Company's property, information or position;
ii. Using the Company's property, information, or position for personal gain; and
iii. Competing with the Company.

5. Independent Directors

Independent director shall comply with the duties, responsibilities and Code for Independent Directors prescribed under Schedule IV of the Companies Act, 2013, and other applicable laws and regulations, as amended from time to time.

6. Disclosure of Interests and Conflicts

i. Disclosure regarding concern or interest in any company or companies or bodies corporate, firms, or other association of individuals (including the shareholding) is to be made by each director:

    - At the first meeting of the Board in which he participates as a Director and
    - Thereafter at the first meeting of the Board in every financial year; and whenever there is any change in the disclosures already made, then at the first Board meeting heldafter such change,

ii. Every Director of a company who is in any way, whether directly or indirectly, concerned or interested in a contract or arrangement, or proposed contract or arrangement, entered intoor to be entered into—

    - With a body corporate in which such Director, or such Director in association with any other Director, holds more than two percent shareholding of that body corporate, or is a Promoter, Manager, Chief Executive Officer of that body corporate; or
    - With a firm or other entity in which, such Director is a partner, owner or member, as the case may be shall disclose the nature of his concern or interest at the meeting of the Board

- in which the contract or arrangement is discussed and shall not participate in such meeting.

It shall be the duty of the Director giving notice of interest to cause it to be disclosed at the meeting held immediately after the date of the notice.

iii. Every Director shall disclose his concern or interest in any company or companies or bodies corporate (including shareholding interest), firms or other association of individuals, by giving a notice in writing in Form No. MBP 1.

iv. Senior Management Personnel shall promptly disclose any actual or potential conflict of interest, including material financial, commercial or personal interests that may conflict with the interests of the Company, in accordance with applicable Company policies.

7. Reporting

Any question or interpretation under the Code will be considered by the Board or any other person authorized by the Board in the said behalf. All queries in this regard should be addressed to the Company Secretary, if any or Board of Directors. Officers may approach the Company Secretary to facilitate approval of the Board, wherever required under the Code.

8. Publication of the Code

The Code shall be posted on the website of the Company.

9. Annual Compliance Reporting

Officers shall also affirm compliance with the Code on an annual basis as at the end of each financial year. The affirmation will be given to the Company Secretary, if any or Board of Directors in the prescribed format appearing in Appendix – I of the Code within 30 days from the close of the relevant financial year.

The Annual Report of the Company shall carry a declaration to this effect signed by Chief Executive Officer of the Company.

10. Amendment(s)

The Board of Directors can amend this Policy, as and when deemed fit. 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.

11. Waiver

Waiver of any provision of the Code for an Officer must be placed for approval before the Board of Directors of the Company. Where the Officer seeking a waiver is himself or herself a member of the Board of Directors, such Director shall not participate in the deliberation or vote on the matter,

in accordance with Section 184 of the Companies Act, 2013. All waivers granted to Directors shall be recorded in the minutes of the relevant Board meeting.

Appendix – I

ANNUAL COMPLIANCE CERTIFICATE

I________________________hereby affirm that to the best of my knowledge and belief, I have complied with the provisions of the Code of Conduct for Board Members and Senior Management Personnel during the financial year ended on 31st March, ___ and have disclosed any actual or potential conflicts of interest required to be disclosed under the Code. I further confirm that I am not aware of any violation of the Code by me that has not been disclosed to the Company.

Signature: __________________

Name: _____________________

Designation: ________________

DIN/Employee Code (as applicable): _____

Date: ______________________

Place: _____________________

To be submitted by April 30 of each year.