ROUTE MOBILE LIMITED

Charter of the

NOMINATION AND REMUNERATION COMMITTEE

of the Board of Directors

Board Document Category	Board Governance
Effective Date	June 29, 2026
Approved by	Board of Directors
Next Review Due	As deemed necessary, or earlier if required by any regulatory amendment
Regulatory Basis	Section 178, Companies Act, 2013; Regulation 19 read with Schedule II Part D, SEBI (LODR) Regulations, 2015
Supersedes	All prior Terms of Reference of the Nomination and Remuneration Committee

1. PURPOSES

The purposes of the Nomination and Remuneration Committee (the "Committee" or "NRC") of Route Mobile Limited (the "Company") are to assist the Board of Directors (the "Board") in:

- formulating the criteria for determining qualifications, positive attributes, and independence of a director, and recommending to the Board a policy relating to the remuneration of directors, key managerial personnel ("KMP"), and other employees;
- identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal;
- overseeing the annual performance evaluation of the Board as a whole, its committees, and individual directors, including Independent Directors;
- devising and overseeing implementation of a Board diversity policy;
- developing and overseeing succession plans for directors, KMP, and Senior Management;
- administering and monitoring equity-based compensation plans approved by shareholders; and
- recommending to the Board all remuneration, in whatever form, payable to senior management.

This Charter sets out the composition, quorum, frequency of meetings, roles, responsibilities, and authority of the Committee in a manner consistent with the highest standards of corporate governance.

2. MEMBERSHIP

2.1 Composition

In accordance with Regulation 19(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") and Section 178(1) of the Companies Act, 2013 ("Act"), the Committee shall comprise at least three (3) directors, all of whom shall be Non-Executive Directors and at least two-thirds (2/3rd) of whom shall be Independent Directors.

2.2 Chairperson

The Chairperson of the Committee shall be an Independent Director appointed by the Board, in accordance with Regulation 19(2) of the SEBI LODR Regulations. The Chairperson of the Company, whether executive or non-executive, may be appointed as a member of the Committee but shall not chair the Committee, as expressly prohibited under the proviso to Section 178(1) of the Act and Regulation 19(2) of the SEBI LODR Regulations.

The Chairperson of the Committee may be present at the Annual General Meeting to answer shareholders' queries; however, it shall be at the Chairperson's discretion to decide who shall answer such queries, in accordance with Regulation 19(3) of the SEBI LODR Regulations.

2.3 Secretary

The Company Secretary of the Company shall act as Secretary to the Committee and shall maintain all records, minutes, and correspondence of the Committee.

2.4 Disclosure

The names of the members and the Chairperson of the Committee shall be disclosed in the Corporate Governance section of the Company's Annual Report and on the Company's website, as required under applicable law.

3. MEETINGS

3.1 Frequency

The Committee shall meet at least once in each financial year, in accordance with the annual meeting schedule or at the call of the Chairperson or a majority of the members. The Committee shall meet as often as required to fulfil its responsibilities effectively.

3.2 Quorum

The quorum for a Committee meeting shall be either two (2) members or one-third (1/3rd) of the total membership of the Committee, whichever is greater, including at least one Independent Director in attendance, in accordance with Regulation 19(2A) of the SEBI LODR Regulations.

3.3 Notice and Agenda

The Company Secretary shall circulate notice of each meeting, together with the agenda and supporting materials, to all members of the Committee with reasonable advance notice. The agenda shall be prepared in consultation with the Chairperson.

3.4 Reporting to the Board

The Chairperson of the Committee shall brief the Board on major matters discussed and decisions taken after each meeting. Minutes of each Committee meeting shall be placed before the Board at its next meeting.

3.5 Invitees

In situations where the Chairman of the Board is not a member of the Committee, he/she shall be a standing invitee to all meetings of the Committee. The Chairman's participation is particularly expected on matters relating to Board composition, director nomination, Board performance evaluation, and succession planning. The Committee may additionally invite the Managing Director, the CEO, the Chief Financial Officer, the Chief Human Resources Officer, the Compliance Officer, or any other officer or external adviser to attend as invitees where management input is required. No director or officer shall be present during deliberations concerning their own appointment terms, performance evaluation, or remuneration.

3.6 Action Without Meeting

The Committee may, to the extent permitted by applicable law, act by way of resolution passed by circulation, provided all members are given reasonable opportunity to review the matter. Any member may request that the matter be placed before a meeting of the Committee.

4. KEY RESPONSIBILITIES

4.1 Nomination and Remuneration Policy

The Committee shall formulate and recommend to the Board a policy relating to the remuneration of directors, KMP, senior management, and other employees (the "Nomination and Remuneration Policy"). In doing so, the Committee shall ensure that:

- the level and composition of remuneration is reasonable and sufficient to attract, retain, and motivate directors and employees of the quality required to run the Company successfully;
- the relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- remuneration to directors, KMP, and senior management involves a balance between fixed and incentive pay reflecting short- and long-term performance objectives appropriate to the working of the Company and its goals.

The Committee shall review and update the Nomination and Remuneration Policy as appropriate and shall recommend any amendments to the Board for approval.

4.2 Remuneration of Executive Directors and KMP

The Committee shall review and recommend to the Board, for the Managing Director, any Whole-Time Director, and other executive directors, their: (a) annual base salary; (b) annual incentive bonus, including specific goals and amount; (c) equity compensation; (d) employment agreement terms, severance arrangements, and change-in-control provisions; and (e) any other benefits, compensation, or arrangements. The Committee shall evaluate the performance of the executive directors against established goals and objectives at least annually as part of this process.

The Committee shall similarly review and recommend to the Board the remuneration of KMP, including their annual base salary, incentive bonus, equity compensation, and other arrangements.

4.3 Remuneration of Non-Executive Directors

The Committee shall recommend to the Board the remuneration payable to Non-Executive Directors, including sitting fees and commission, within the limits prescribed under the Act and as approved by shareholders. The Board may determine different remuneration for different Non-Executive Directors on the basis of their respective roles, responsibilities, committee positions, and time commitment.

4.4 Senior Management Remuneration

The Committee shall recommend to the Board all remuneration, in whatever form, payable to Senior Management. For this purpose, "Senior Management" means personnel of the Company who are members of its core management team, comprising all members one level below the executive directors, and shall include Company Secretary and CFO. Day-to-day HR decisions in relation to other employees remain with management.

4.5 Malus and Clawback

The deferred or variable remuneration (including long-term incentives) of Directors, KMP, and Senior Management shall be subject to malus and clawback arrangements. The Committee shall have the power, at its discretion, to prevent vesting of all or part of any deferred remuneration, or to reduce, withhold, cancel, or clawback such remuneration in the following circumstances:

- significant drop in performance of the individual, business unit, or the Company due to irregularities, material failure of risk management, or serious reputational damage;
- disciplinary action against the individual;
- resignation of the individual prior to the payment date;
- restatement of financial results due to errors, misconduct, or fraud resulting in incorrect financial reporting;
- directions or approval of any regulatory or judicial authority governing the Company; or
- where the Committee, in its discretion, considers it appropriate to apply malus or clawback.

> ***A malus arrangement permits prevention of vesting before it occurs. A clawback is a contractual obligation to return previously paid or vested remuneration to the Company. Both mechanisms may apply independently.***

4.6 Incentive Compensation and Risk

The Committee shall review the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking. The Committee shall, at least annually, review the relationship between risk management policies and practices and compensation, and evaluate compensation policies and practices that could mitigate any such risk.

4.7 Director Nomination and Appointment

The Committee shall:

- formulate the criteria for determining the qualifications, positive attributes, and independence of a director and recommend the same to the Board for approval;
- identify, screen, and review candidates qualified to be appointed as executive directors, non-executive directors, and independent directors, consistent with the approved criteria — including evaluation of incumbent directors for potential re-nomination — and make recommendations to the Board for: (i) nomination for election or re-election by shareholders; and (ii) any Board vacancies to be filled by the Board. The Committee may act on its own in identifying potential candidates or may act upon proposals submitted by the Chairman of the Board;
- for every appointment of an Independent Director, evaluate the balance of skills, knowledge, and experience on the Board and prepare a description of the role and capabilities required — the person recommended for appointment shall have the capabilities identified in such description;
- for the purpose of identifying suitable candidates: (a) use the services of an external agency, if required; (b) consider candidates from a wide range of backgrounds, having due regard to diversity; and (c) consider the time commitments of the candidates;
- recommend to the Board whether to extend or continue the term of appointment of an Independent Director, on the basis of the report of performance evaluation of that director; and
- ensure that no person who has attained the age of seventy-five (75) years is appointed or continues as Whole-Time Director or Managing Director unless approved by shareholders by way of a special resolution, with an explanatory statement justifying the appointment beyond age seventy-five (75).

4.8 Board Diversity Policy

The Committee shall devise a policy on the diversity of the Board and oversee its implementation. The Board Diversity Policy shall address diversity of gender, professional experience, skills, industry background, and geography, having regard to the Company's strategy and business requirements. The Committee shall annually review the Board's composition against the diversity objectives set in the policy and report its findings to the Board.

4.9 Performance Evaluation

The Committee shall formulate criteria for evaluation of the performance of Independent Directors and the Board as a whole, and shall oversee the annual performance evaluation process, including:

- developing, subject to Board approval and in consultation with the Chairman of the Board, a process for annual evaluation of the performance of the Board, individual directors, and board committees — the Chairman's views on the design and scope of the evaluation shall be sought before the process is finalised;
- coordinating and overseeing the annual evaluation, with the Chairman of the Board playing a central role in communicating evaluation outcomes to individual directors and facilitating developmental feedback;
- recommending to the Board whether to engage an external specialist to carry out the evaluation, as the Board may deem fit — the selection of any external specialist shall be discussed with the Chairman of the Board; and
- ensuring that the manner of evaluation and a confirmation that the evaluation has been conducted are disclosed in the Corporate Governance section of the Annual Report, in accordance with Regulation 17(10) of the SEBI LODR Regulations.

The Committee shall annually review its own performance and present the results to the Board through the Chairman.

4.10 Succession Planning

The Committee shall develop and recommend to the Board a comprehensive succession plan covering directors, KMP, and Senior Management. The Chairman of the Board shall be the Committee's primary interlocutor across all tiers of the succession plan, given the Chairman's responsibility for the overall effectiveness of the Board and its leadership. The succession plan shall be structured as follows:

- Succession plan for directors, including the Managing Director — developed and reviewed by the Committee in consultation with the Chairman of the Board. The Managing Director shall not be involved in or present during any discussion concerning their own succession.
- Succession plan for KMP (other than the Managing Director) and Senior Management — reviewed by the Committee in consultation with the Chairman of the Board.
- The Committee shall develop and evaluate potential candidates for each category of position and recommend to the Board any changes to the plan or candidates for succession. The plan shall ensure continuity of leadership at all critical levels and the ability of the Company to respond in a timely manner to unexpected vacancies.

4.11 Equity-Based Compensation Plans

The Committee shall act as administrator of the Company's equity-based incentive plans as approved by shareholders from time to time, and shall administer such plans within the authority delegated by the Board and shareholders and within the terms and conditions of the relevant plan. In its administration, the Committee shall:

- determine, approve, and ratify grants of stock options or restricted stock units to individuals eligible under the plans and applicable law, in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- review the Company's equity incentive plans and recommend changes as necessary; and
- oversee administration of these plans and allot shares when options are exercised.

4.12 Annual Report to the Board

The Committee shall, in consultation with the Chairman of the Board, prepare and place before the Board at least once in each financial year a report covering:

- the remuneration structure applicable to Directors, KMP, and Senior Management, including the fixed-to-variable pay ratio and any material changes during the year;
- status and outcomes of the annual Board performance evaluation;
- succession planning review, including any changes to identified succession candidates; and
- material matters relating to equity compensation plans, including grants made and plans outstanding during the year.

5. OUTSIDE ADVISERS

The Committee shall have the authority to select, retain, and terminate the services of any compensation consultant to assist in the evaluation of compensation for directors, KMP, and senior management, and shall have authority to approve the consultant's fees and retention terms and to oversee the consultant's work. The Committee shall also have authority to retain external legal counsel, accountants, or other advisers as it deems necessary. The Company shall provide the Committee with appropriate funding for such purposes.

The Committee shall have sole authority to retain and terminate any search firm engaged to identify director candidates, and sole authority to approve such firm's fees and retention terms.

In retaining or seeking advice from any compensation consultant or other adviser, the Committee shall take into account all factors relevant to that adviser's independence from management, including other services provided to the Company by that adviser or their firm.

> ***As appropriate and consistent with applicable law, the Committee may delegate authority for specific functions to management.***

6. AUTHORITY AND POWERS

In the discharge of its responsibilities, the Committee shall have authority to:

- conduct or authorise studies of matters within its scope with full access to all books, records, facilities, and personnel of the Company;
- form sub-committees for any purpose it deems appropriate and delegate to such sub-committees such power and authority as it deems appropriate — the Committee shall not, however, delegate

any power or authority required by law, regulation, or listing standard to be exercised by the Committee as a whole; and

- make regular reports to the Board regarding its actions and make recommendations to the Board as appropriate.

7. LIMITATION, REVIEW AND AMENDMENT

In the event of any conflict between the provisions of this Charter and applicable law, the provisions of applicable law shall prevail. Any subsequent amendment or modification to applicable law shall automatically apply to this Charter.

The Committee may review this Charter periodically and recommend amendments for the Board's approval as may be deemed necessary. An off-cycle review shall be triggered by any material amendment to the Act, the SEBI LODR Regulations, or any applicable SEBI or MCA circular affecting the Committee's mandate, or any significant change in the Company's business or ownership structure.

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