

POLICY ON FAIR DISCLOSURE

Route Mobile Limited

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1. Purpose

The Securities and Exchange Board of India ("SEBI") notified the SEBI (Prohibition of Insider Trading) Regulations 2015 on January 15, 2015 and made them effective from May 15, 2015 and which have been amended from time to time (collectively, the "PIT Regulations"). The Regulations envisages every Listed Company to formulate a Code of Practices and Procedures for Fair Disclosures of Unpublished Price Sensitive Information ("Code"). In compliance of the above-said PIT regulations, the Board of Directors of Route Mobile Limited has framed this Code.

2. Preamble

The Board of Directors of the Company, at its meeting held on January 11, 2019, formulated and adopted the Code for the Company in compliance with Chapter IV read with Schedule A of the Regulations. The Code has been intimated to the Stock Exchanges and is also published on the official website of the Company www.routemobile.com. The Equity Shares of the Company are listed on BSE Limited and National Stock Exchange of India Limited collectively referred to as the Stock Exchanges.

3. Objective of the Code

The Company endeavours to preserve the confidentiality of Unpublished Price Sensitive Information (UPSI) and to prevent its misuse. To achieve this objective and in compliance with the aforesaid regulations, the Board of Directors have adopted this code. The Code ensures timely and adequate disclosure of UPSI which could impact the prices of its securities and maintains the uniformity, transparency and fairness in dealing with all its stakeholders.

4. Definitions

- a) **Investor Relations Officer'** ("IRO") means the officer designated by the Board of Directors to head Investor Relations function of the Company and to oversee corporate disclosures, as notified to the Stock Exchanges from time to time.
- b) **'Company'** means Route Mobile Limited (hereinafter referred as 'the Company')
- c) **'Compliance Officer'** for the purpose of these regulations means the Company Secretary of the Company.
- d) **"Unpublished price sensitive information"** ("UPSI") shall have the meaning ascribed to it under Regulation 2(1) (n) of the Regulations.
- e) **"Regulations"** shall mean the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended.

5. Norms for Disclosure of UPSI

1. Prompt public disclosure of UPSI

The Company shall ensure prompt public disclosure of UPSI to the Stock Exchanges and simultaneously on its official website (www.routemobile.com), upon availability of credible and concrete information likely to impact price discovery, so as to make such information 'generally available' to the public.

2. Uniform and Universal dissemination of UPSI

The disclosure of UPSI shall be on a continuous, immediate, uniform and universal basis.

3. Overseeing and coordinating disclosure(s)

The IRO shall oversee corporate disclosures and deal with dissemination of information and disclosure of UPSI. The IRO shall be responsible for ensuring that the Company complies with continuous disclosure requirements and for overseeing and coordinating disclosure of UPSI to stock exchanges, on the website of the company and to the media. If any information is accidentally disclosed without prior approval of IRO the person responsible may inform the IRO immediately. In such event of inadvertent disclosure of UPSI, the IRO shall take prompt action to ensure such information is generally available.

In addition to the IRO, the following persons are also authorized to communicate with the investors/media:

- a) Chairman
- b) Managing Director
- c) Chief Executive Officer (CEO)
- d) Executive Director(s)
- e) Chief Financial Officer (CFO)

4. Responding to market rumours

The IRO shall respond to any queries or requests for verification of market rumours by regulatory authorities on behalf of the Company. The IRO in consultation with the CEO & CFO shall also be responsible for deciding whether a public announcement is necessary for verifying or denying rumours. The IRO shall also provide appropriate assistance and fair response to the regulatory authorities including the stock exchanges for verification of news reports and market rumours.

6. Process of Disseminating Information in order to make the UPSI Generally Available

- Disclosure/dissemination of information may be done through various media so as to achieve maximum reach and quick dissemination.
- The website of the company may provide a means of giving investors a direct access to analyst briefing material, significant background information and questions & answers.

7. Manner of Dealing with Analyst and Research Personnel

- a) **Only Public information to be provided** - A company shall provide only public information to the analyst/research persons/large investors like institutions.
- b) **Recording of discussion** - In order to avoid misquoting or misrepresentation, it is desirable that at least two company's representatives be present at meetings with analysts, brokers or institutional investors. The Company shall adopt best practices to make transcripts or records of proceedings of such meetings available on the website of the Company to ensure official confirmation and documentation of disclosures made.

In accordance with SEBI's requirements on disclosure of information by listed entities, the Company shall, within twenty-four (24) hours of the conclusion of any analyst meet,

earnings call, investor conference, or similar interaction at which Company information is presented or discussed:

- (i) upload the transcript or recording of the interaction, or a detailed summary of the key matters discussed, on the Company's website at www.routemobile.com; and
- (ii) simultaneously submit the same to the Stock Exchanges in the form and manner specified by SEBI and the Stock Exchanges from time to time.

The IRO shall be responsible for ensuring compliance with this requirement. Where a transcript or recording is not practicable, a detailed summary covering all material matters discussed shall be prepared by at least two Company representatives present at the meeting and reviewed by the IRO before publication.

- c) **Handling of unanticipated questions** - The Company should be careful when dealing with analysts' questions that raise issues outside the intended scope of discussion. Unanticipated questions may be taken on notice and a considered response given later. If the answer includes UPSI, a public disclosure, if considered appropriate, should be made before responding.

8. Quiet Period

- i. To minimize the risk of selective or inadvertent disclosure of UPSI in the period immediately preceding the announcement of financial results, the Company shall observe a "Quiet Period" during which management shall not initiate or participate in one-on-one or group meetings, calls, or presentations with analysts, institutional investors, or research personnel.
- ii. The Quiet Period shall commence from the end of each quarter and shall continue up to the date of announcement of the relevant financial results are submitted to the Stock Exchanges and made publicly available.
- iii. During the Quiet Period, the IRO shall not respond to analyst queries on the Company's financial performance or outlook, other than to direct the analyst to publicly available information.
- iv. The Quiet Period coincides with and is supplemented by the Trading Window closure applicable to Designated Persons under the Company's PIT Code. Both restrictions apply independently.
- v. The IRO may, at the discretion of the Managing Director and CEO, issue a brief standard statement confirming that the Company is in its Quiet Period and directing enquiries to its published disclosures.

9. UPSI on Need-To-Know Basis

UPSI shall be handled on a "need to know" basis i.e. it shall be disclosed only to those where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

10. Legitimate Purposes

The term "legitimate purposes" 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 the Regulations, or of any other applicable laws that may be in force for the time being.

Any person in receipt of unpublished price sensitive information pursuant to a “legitimate purpose” shall be considered an “insider” for the purposes of the Regulations and the Company shall give due notice to such person to maintain confidentiality of such unpublished price sensitive information in compliance with the Regulations.

11. Structured Digital Database

The Company shall maintain a Structured Digital Database of all persons with whom UPSI is shared for any legitimate purpose. The database shall contain the following details:

- in case of individuals: the nature of UPSI shared, name of the recipient, name of the organisation with which the recipient is affiliated, postal address, email address, and Permanent Account Number or, in its absence, the Unique Identification Number; and
- in case of entities: the nature of UPSI shared, name of the entity, address of registered office, and Permanent Account Number of the entity.

The Board of Directors or head(s) of the organisation of every person shall ensure that the database is updated promptly each time UPSI is shared, and that access to the database is restricted to persons authorised by the Compliance Officer. The database shall be maintained in the form and with the details prescribed under the PIT Regulations, and as further set out in the Company's Code of Conduct for Regulating, Monitoring and Reporting of Trades.

The database shall not be outsourced and shall be maintained internally with adequate internal controls, including time-stamping and audit trails, to ensure non-tampering of data. The database shall be preserved for a period of not less than eight years after completion of the relevant transaction. In the event of receipt of any information from SEBI regarding any investigation or enforcement proceedings, the relevant information in the database shall be preserved until the completion of such proceedings.

12. Disclosure of Code on Public Domain

This Code and any amendment thereof shall be published on the Company's website www.routemobile.com.

13. Amendments to the Code

The Board of Directors may review or amend this code, in whole or in part, from time to time, as per the requirements of the Companies Act, 2013 or SEBI (Prohibition of Insider Trading) Regulations, 2015 or any other enactments/rules as may be applicable. The Code and any subsequent amendment(s) thereto, shall be promptly intimated to the Stock Exchanges. 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.