RELATED PARTY TRANSACTIONS POLICY

Route Mobile Limited

Version	Effective/Amended/Reviewed	Date
1	Effective	January 11, 2019
2	Amended	January 23, 2023
3	Amended	May 07, 2025
4	Amended	June 29, 2026

Contents

1. Introduction

The Securities and Exchange Board of India ("SEBI"), vide its Notification dated September 2, 2015, has issued the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("LODR"). LODR come into force from December 1, 2015. As per Regulation 23 of the LODR (as amended from time to time), the Board of Directors ("Board") of Route Mobile Limited ("Company") is required to frame a policy to deal with Related Party Transactions including formulating a policy on materiality of Related Party Transactions. Therefore, in terms of Regulation 23 of the LODR, the Company has adopted a Policy at its meeting held on January 11, 2019.

2. Purpose

The objective of the Policy is to frame a policy to deal with Related Party Transactions including formulating a policy on materiality of Related Party Transactions including clear threshold limits.

3. Definitions

"Act" means Companies Act, 2013, including any statutory modification or re-enactment thereof.

"Arm's Length Transaction" shall have the meaning ascribed to such term under section 188 of the Act.

"Associate Company" shall have the meaning ascribed to such term under sub-section (6) of Section 2 of the Act.

"Audit Committee or Committee" Audit Committee is the committee which is constituted by the Company pursuant to section 177 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 18 of the LODR.

"Board" means Board of Directors of the Company.

"Body Corporate" shall have the meaning ascribed to such term under sub-section (11) of Section 2 of the Act.

"Control" shall have the meaning ascribed to such term under sub section (27) of Section 2 of the Act.

"Compliance Officer" means Company Secretary of the Company.

"Holding Company" in relation to one or more Companies means a Company of which such Companies are Subsidiary Companies as per sub-section (46) of Section 2 of the Act.

"Key Managerial Personnel" ("KMP") shall have the same meaning ascribed to such term under sub-section (51) of Section 2 of the Act.

"Material Related Party Transaction" shall have the same meaning ascribed to such term under Regulation 23 (1) read with 23 (1A) of the LODR.

"Materiality Threshold" means limits for Related Party Transactions beyond which the shareholders' approval will be required as specified in Act and rules thereof and amendments thereto.

"Net Worth" shall have the meaning ascribed to such term under sub-section (57) of Section 2 of the Act.

"Turnover" shall have the same meaning as specified under section 2(91) of the Companies Act, 2013

"Related Party" shall have the meaning ascribed to such term under Regulation 2(1) (zb) of the LODR and under sub-section (76) of Section 2 of the Act.

"Relative" shall have the meaning ascribed to such term under sub-section (77) of Section 2 of the Act and under Regulation 2(1) (zd) of the LODR.

"Related Party Transaction" shall have the meaning ascribed to such term under Regulation 2(1) (zc) of the LODR. For the purpose of compliance with Section 188 of the Act, the Company shall additionally comply with the approval and disclosure requirements prescribed thereunder and the rules made thereto.

"Securities" means the Securities as defined in clause (h) of Section 2 of the Securities Contracts (Regulations) Act, 1956.

"Subsidiary Company" or "Subsidiary", in relation to any other Company (that is to say the Holding Company), as per the sub-section (87) of Section 2 of the Act means a Company in which the Holding Company
Controls the composition of the Board of Directors; or
Exercises or controls more than 1/2 (one-half) of the total voting power either at its own or together with one or more of its Subsidiary Companies.

"Office or Place of Profit" shall have the meaning ascribed to such term under section 188 of the Act.

"Ordinary course of business" if transactions satisfy any of the following criteria, such transactions will be generally in the ordinary course of business: I. The memorandum of Association of the Company should cover such transaction; II. There are previous instances of the Company having carried out such transaction; III. These transactions are frequent over a period of time; IV. The transaction should be in furtherance of the business objectives of the Company; V. The transactions, if not frequent, are important to the business objectives of Route Mobile Limited; VI. The transactions are incidental to ITES industry/ part of standard industry practice or but for which the business would be adversely affected. This is not exhaustive criteria and the Company should assess each transaction considering its specific type, nature, value and circumstances.

"Industry Standards" shall mean the Industry Standards on "Minimum information to be provided for Review of the Audit Committee and Shareholders for Approval of Related Party Transaction (RPT)" as notified by SEBI, including any modification(s) / amendment(s) / re-enactment(s) thereof.

4. Interpretation

In case of any dispute or difference upon the meaning/interpretation of any provision in the Policy, the same shall be referred to the Audit Committee and the decision of the Audit Committee in such a case shall be final. In interpreting such term / provision, the Audit Committee may seek the help of any of the officers of the Company or an outside expert as it deems fit.

5. Manner of dealing with Related Party Transaction

A. Identification of Related Parties

The Company has formulated guidelines for identification and updating the list of related parties as prescribed under Section 2(76) of the Act read with the Rules framed there under and Regulation 2(1) (zb) of the LODR.

The Compliance Officer shall maintain and update a list of all Related Parties of the Company, including entities that qualify as Related Parties by virtue of the Company's current ownership structure, and shall ensure that the list is made available to all functions involved in entering into or approving transactions, so that Related Party Transactions are correctly identified at the point of origination.

B. Identification of Related Party Transactions

The Company has formulated guidelines for identification of related party transactions in accordance with Section 188 read with Section 177 of the Act and Regulation 2(1)(zc) of the LODR. The Company has also formulated guidelines for determining whether the transaction is in the ordinary course of business and at arm’s length basis and for this purpose, the Company will seek external expert opinion, if necessary.

Once the related party transactions are identified, the Management shall categorize the transactions under the following categories as per the Industry Standards and place applicable disclosures before the Committee seeking approval:

a. Material Related Party Transactions
b. Other Related Party Transactions, but with promoter or promoter group or person/ entityin which promoter or promoter group has concern or interest.
c. Residual Related Party Transactions.

6. Approving Authority

A. Approval of Audit Committee:

All RPTs shall be referred to the Audit Committee for prior approval, irrespective of its materiality, whether at a meeting or by passing of a circular resolution.

Any subsequent material modifications shall also be referred to the Audit Committee for prior approval, whether at a meeting or by passing of a circular resolution. **'Material Modification'** for the purpose of this clause shall mean those modification, amendment or waiver or supplement or consent that have a material impact on the cost or price or timing of a contract.

1. **Quantitative Criteria (Material Modification):**

Any modification which has the effect of amending the value of contract, in any respect, which exceeds 20% of the pre- approved related party transaction value or price of such transaction or contract;

2. **Qualitative Criteria (Material Modification):**

Any modification which the head of finance or Chief Financial Officer of the company, jointly with the Chairperson of the Audit Committee, determine to have a material effect.

Prior approval of the Audit Committee shall not be required for:

i. Related Party Transactions, where the listed subsidiary is a party, but the Company is not a party, and if Regulation 23 and Regulation 15(2) of LODR are applicable to such listed subsidiary.

ii. Related Party Transactions of unlisted subsidiaries of listed subsidiary of the Company, where the prior approval of the audit committee of the listed subsidiary is obtained.

iii. remuneration and sitting fees paid by the Company or its subsidiaries to its directors, key managerial personnels or senior management, except who is part of promoter or promoter group, provided that the same is not material in terms of the provisions of Regulation 23 of the LODR.

Members of the Audit Committee, who are independent directors, shall alone approve Related Party Transactions.

The Audit Committee, at the time of approval of RPTs, shall take into consideration the certificate to be placed before it by the Chief Executive Officer or Chief Financial Officer or any other KMP of the Company, confirming that the RPT(s) to be entered into are not prejudicial to the interest of public shareholders of the Company and the terms and conditions of the proposed RPT(s) are not unfavourable to the Company, compared to terms and conditions, had similar transaction(s) been entered into with an unrelated party. This certificate shall be placed before the Committee in terms of the Industry Standards.

The certificate referred to above shall be placed before the Audit Committee at the meeting at which approval of the relevant RPT is sought and shall be in the format prescribed under the Industry Standards. Where the approval is sought by way of a circular resolution, the certificate shall be circulated to Committee members simultaneously with the circular resolution. The Compliance Officer shall maintain a record of all such certificates for a minimum period of eight (8) years.

Omnibus Approval: The Audit Committee may also grant omnibus approval for the Related Party Transactions proposed to be entered into by the Company, which are routine and repetitive in nature, if the transactions satisfy the following conditions: I. Such related party transactions are repetitive in nature. II. Specific need of such omnibus approval i.e. the transactions are in the best interest of the Company.

In terms of Regulation 23 (3) of the LODR, the Audit Committee may grant omnibus approval for the Related Party Transactions proposed to be entered into by the Company and such omnibus approval shall specify (a) the name/s of the related party, (b) nature of transaction, (c) duration/period of transaction, (d) maximum amount of transaction that can be entered into, (e) the indicative base price / current contracted price and the formula for variation in the price, if any and (f) such other conditions as the Audit Committee may deem fit. Additionally, the audit committee for approval of a proposed RPT, shall review minimum information about the RPTs as per the provisions of the Industry Standards. The audit committee shall also review the status of long- term (more than one year) or recurring RPTs on an annual basis.

A related party transaction to which the subsidiary of a Company is a party but the Company is not a party, shall require prior approval of the audit committee of the Company if the value of such transaction whether entered into individually or taken together with previous transactions during a financial year, exceeds ten per cent of the annual standalone turnover, as per the last audited financial statements of the subsidiary

Where the need for Related Party Transaction cannot be foreseen and the aforesaid details are not available, the Audit Committee may grant omnibus approval for such transactions subject to their value not exceeding Rupees One (1) crore per transaction.

In terms of Regulation 23 (3) (b) of the LODR, the Audit Committee may grant omnibus approval for the Related Party Transactions proposed to be entered into by the Company only after satisfying itself regarding the need for such omnibus approval and that such approval is in the interest of the Company.

In terms of Regulation 23 (3) (e), the omnibus approval shall be valid for a period not exceeding one year and shall require fresh approval after the expiry of one year. In case any member of the Committee is interested in any potential Related Party Transaction, such member shall abstain from voting when such transaction is being considered.

The Audit Committee for the purpose of the omnibus approval shall take into account the **Criteria specified by the Board under Rule 6A of the Companies (Meetings of Board & Its Powers) Rules, 2014. Accordingly, the Board has in its meeting held on May 18, 2022 specified the following criteria which has been made part of this policy:**

Sr. No.	Particulars	Criteria
a)	maximum value of the transactions, in aggregate, which can be allowed under the omnibus route in a year	Rs. 100 Crores.
b)	the maximum value per transaction which can be allowed	Rs. 10 Crores.

c)	extent and manner of disclosures to be made to the Audit Committee at the time of seeking omnibus approval	(a) name of the related parties; (b) nature and duration of the transaction; (c) maximum amount of transaction that can be entered into; (d) the indicative base price or current contracted price and the formula for variation in the price,if any; (e) any other information relevant or important forthe Audit Committee to take a decision on the proposed transaction; and (f) minimum information about the RPTs as per the provisions of the Industry Standards.
d)	review, at such intervals as the Audit Committee may deem fit, related party transaction entered into by the company pursuant to each of the omnibus approval made.	Quarterly
e)	Transactions which cannot be subject to the omnibus approval by the Audit Committee.	Omnibus approval shall not be made for transactions in respect of selling or disposing of the undertaking of the company.

The Audit Committee shall review on a quarterly basis the details of Related Party Transactions entered into by the Company pursuant to omnibus approval.

Where the quarterly review of Related Party Transactions entered into pursuant to omnibus approval is not conducted at a scheduled Audit Committee meeting, the review shall be conducted at the immediately following Audit Committee meeting, and the reason for the delay shall be recorded in the minutes of that meeting. The Compliance Officer shall track and report to the Audit Committee, annually, the number of instances in which the quarterly review was deferred and the reasons therefor.

B. Approval of the Board of Directors

All Material Related Party Transactions and subsequent material modifications which are subject to the approval of the shareholders of the Company shall require the approval of the Board at a meeting thereof. Further, all Related Party Transactions which are not in the ordinary course of business or not on an Arm’s Length basis shall require the prior approval of the Board at a meeting thereof and required compliances prescribed under section 188 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended, from time to time.

C. Approval of the Shareholders of the Company

All Material Related Party Transactions and subsequent material modifications under the LODR shall require approval of the shareholders by way of a resolution and all entities/individuals falling under the definition of “Related Parties” shall not vote to approve on such shareholders’ resolution, whether such entities/individuals are a party to the transaction or not.

In addition to the above, all kinds of transactions specified under Section 188 of the Act which

(A) are not at Arm's Length or not in the ordinary course of business; and
(B) exceed the thresholds laid down in Companies (Meetings of Board and its Powers) Rules, 2014 are placed before the shareholders for its approval.

7. Deemed Approval

The transactions or arrangements which are specifically dealt under the separate provisions of the Law and executed under separate approvals/procedures from relevant competent authority or committee shall be deemed to be approved under this Policy. Such transactions are enumerated below:

a) Share based incentive plans for the benefits of the Directors or Key Managerial Personnel including ESOPs.
b) Any benefits, interest arising to Related Party solely from the ownership of Company shares at par with other holders, for example, dividends, rights issues, stock split or bonus shares, subdivision or consolidation of securities, and buy-back of securities.
c) Contribution with respect to Corporate Social Responsibility to eligible entity pursuant to approval of Board or the Corporate Social Responsibility Committee.
d) the issue of specified securities on a preferential basis, subject to compliance of the requirements under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

8. Exemption from Obtaining Approval for Related Party Transaction under the LODR

As per the provisions of the Act and the sub-regulation (5) of Regulation 23 of the LODR, following transactions are exempted from obtaining prior approval of the Shareholders:

- transactions entered into between the Company and its wholly owned subsidiary whose accounts are consolidated with such holding company and placed before the Shareholders at the general meeting for approval.
- transactions entered into between two wholly-owned subsidiaries of the listed holding company, whose accounts are consolidated with such holding company and placed before the shareholders at the general meeting for approval.
- transactions which are in the nature of payment of statutory dues, statutory fees or statutory charges entered into between an entity on one hand and the Central Government or any State Government or any combination thereof on the other hand

In compliance with the Section 177 of the Companies Act, 2013, all transactions with the related parties, including wholly owned subsidiaries shall be undertaken with prior approval of the Audit Committee.

9. Ratification of the Related Party Transaction

Where any contract or arrangement is entered into by a Director or employee of the Company with Related Party without obtaining the consent of the Audit Committee. The members of the Audit Committee, who are independent directors, may ratify the related party transactions within 3 months from the date of the transaction or in the immediate next meeting of the audit committee, whichever is earlier. Ratification is subject to certain conditions as specified in the LODR. The failure to seek ratification of the audit committee shall render related party transactions voidable at the option of the audit committee and if the transaction is with a related party to any director or is authorized by any director, the director(s) concerned shall indemnify the Company against any losses incurred.

10. Reporting of Related Party Transactions

The Company shall disclose, in the Board's report, transactions prescribed in Section188(1) of the Act with related parties, which are not in ordinary course of business or not at arm's length along with the justification for entering into such transaction.

The Company shall place all the information, as specified in Industry Standards read with the provisions of LODR, Companies Act, 2013 as well as additional information specified by SEBI from time to time, for review of the Audit Committee while seeking prior approval of the RPTs.

The Company shall place all the information, as specified in Industry Standards read with the provisions of LODR, Companies Act, 2013 as well as additional information specified by SEBI from time to time, in the Statement to the notice being sent to shareholders seeking their approval for proposed RPTs as applicable.

The Company shall provide disclosure of the Related Party Transactions to stock exchanges where the Company's securities are listed, in the format as specified by the SEBI /stock exchanges from time to time and within statutory timelines. The Company shall simultaneously upload the disclosure at its website.

11. Arm's Length

Any transaction viz. sale/ purchase of products, goods, or availing/ rendering of services in the normal course of business would be levied upon applying appropriate methods viz. Comparable uncontrolled price (CUP), Resale price method (RPM), Cost plus method (CPM), Profit split method (PSM), Transactional net margin method (TNMM) or such other methods as may be adequate under applicable laws.

Contracts/ arrangements with Company's subsidiaries and group companies would result in Related Party Transactions. Generally, such contracts/ arrangements would be in the Ordinary Course of Business. Once such contracts/ arrangements are approved by the Audit Committee, transactions arising out of same would not be subject to evaluation when they are executed. The Chief Financial Officer of the Company is authorized to continuously monitor the process contained herein.

Where a Related Party Transaction is also subject to transfer pricing regulations under Chapter X of the Income Tax Act, 1961 (including Sections 92 to 92F and the rules made thereunder), the Company shall maintain the requisite transfer pricing documentation, including a transfer pricing study and contemporaneous documentation as required under Section 92D, in addition to the approvals required under this Policy. The Chief Financial Officer shall ensure that the transfer pricing and RPT approval processes are coordinated to avoid inconsistency between the arm's length pricing adopted for tax purposes and the basis of Audit Committee approval.

12. Procedure

Chief Financial Officer of the Company will refer the Related Party Transactions to the Audit Committee for such approval and material Related Party Transactions to the Board for its approval. Material RPTs after approval of the Board shall be taken up for approval of shareholders at a general meeting.

Chief Financial Officer of the Company will bring the deviations, to the Audit Committee/ Board for ratification.

13. Policy Review

The review shall assess whether the Policy remains consistent with applicable law and regulatory requirements, including any amendments issued by SEBI or MCA since the last review, and the Company's current business operations and risk profile.
In addition to the annual review, if required, an off-cycle review shall be triggered by:

- any material amendment to applicable law or issuance of a relevant SEBI or MCA circular affecting related party transactions;
- a significant corporate event, including any change in the Company's ownership structure, major acquisition, or regulatory inquiry, that affects matters covered by this Policy; or
- a recommendation from the Compliance Officer, Internal Auditor, or Statutory Auditor that the Policy requires updating.

The Compliance Officer shall be responsible for monitoring for review triggers and bringing them to the attention of the Audit Committee promptly.

Where the terms of this Policy differ from any existing or newly enacted law, rule, regulation or standard governing the Company, the law, rule, regulation or standard will take precedence over this Policy and procedures until such time as this Policy is changed to conform to the law, rule, regulation or standard.

14. Amendments

The Company may amend the Policy as and when it deems necessary either pursuant to any change in law or otherwise. The Company shall be free to devise and implement any supplementary or other policies and guidelines in respect hereof for better implementation of this Policy. 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.

15. Disclosure

In terms of Regulation 23 of the LODR, the Company shall, in relation to a Related Party, make the following disclosures:

a) Details of the Related Party Transactions during the quarter shall be disclosed in the Audit Committee. The Audit Committee shall review, at least on a quarterly basis, the details of Related Party Transactions entered into by the Company pursuant to each of the omnibus approval given, if any.
b) Details of all material transactions with related parties are to be disclosed quarterly along with the compliance report on corporate governance.
c) The Company shall disclose the contract or arrangements entered into with the Related Party in the Board report to the shareholders.
d) The Company shall make disclosures in terms of Regulation 23(9) of the LODR in the prescribed format.
e) The Company shall disclose this Policy in the Annual Report by providing a web link to this Policy.

16. Dissemination of the Policy

The approved Policy shall be uploaded under a separate section on the website of the Company at www.routemobile.com.