ROUTE MOBILE LIMITED

Charter of the

STAKEHOLDERS' RELATIONSHIP COMMITTEE

of the Board of Directors

Board Document Category	Board Governance
Effective Date	June 29, 2026
Approved by	Board of Directors
Next Review Due	Within 2 years of effective date, or earlier if required by regulatory amendment
Regulatory Basis	Section 178, Companies Act, 2013; Regulation 20 read with Schedule II Part D, SEBI (LODR) Regulations, 2015

1. Purpose and Objective

As required under Section 178 of the Companies Act, 2013 ("Act") and Regulation 20 read with Schedule II Part D of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), the Board of Directors ("Board") of Route Mobile Limited ("Company") has constituted the Stakeholders' Relationship Committee ("Committee" or "SRC").

The primary purpose of the Committee is to protect and advance the interests of the Company's security holders by:

- considering and resolving the grievances of security holders in a timely and effective manner;
- overseeing the quality and standards of investor services provided by the Company and its Registrar and Share Transfer Agent ("RTA");
- reviewing the measures taken to enable effective exercise of voting rights by shareholders; and
- developing and overseeing the Company's engagement and communication plan with shareholders, so that shareholder views and concerns are understood and, where appropriate, brought to the attention of the Board.

The objective of this Charter is to clearly set 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. Composition and Membership

2.1 Minimum Membership

The Committee shall consist of not fewer than three (3) Directors, of whom at least one (1) shall be an Independent Director.

2.2 Chairperson

The Chairperson of the Committee shall be a Non-Executive Director appointed by the Board. The Chairperson, or in their absence, any other member of the Committee authorised by the Chairperson, shall be present at every General Meeting of the Company to answer queries raised by security holders.

2.3 Secretary

The Company Secretary of the Company shall act as Secretary to the Committee.

2.4 Disclosure of Committee Composition

The names of the members of the Committee, the Chairperson, and the Compliance Officer (as defined in Regulation 6 of the SEBI LODR Regulations) shall be disclosed in the Corporate Governance section of the Company's Annual Report and on the Company's website.

3. Meetings and Quorum

3.1 Frequency

The Committee shall meet at least once in every financial year. The Chairperson of the Committee may, and upon the request of any two members shall, convene a meeting of the Committee at any time.

3.2 Quorum

Two (2) members of the Committee, or one-third of the total members of the Committee, whichever is greater, shall constitute a quorum for a meeting of the Committee.

3.3 Notice and Agenda

The Company Secretary shall circulate notice of each meeting, together with the agenda and supporting papers, to all members of the Committee with reasonable advance notice. The agenda shall ordinarily include a report from the RTA and/or the Compliance Officer on investor grievances received and resolved during the period.

3.4 Reporting to the Board

The Chairperson of the Committee shall, after each meeting of the Committee, brief the Board on major matters discussed and decisions taken, in summary form. A copy of the minutes of each Committee meeting shall be placed before the Board at its next meeting.

3.5 Invitees

The Committee may invite the Chief Financial Officer, the Compliance Officer, representatives of the RTA, or any other officer or advisor of the Company to attend meetings of the Committee as invitees, as it deems appropriate.

4. Roles and Responsibilities

4.1 Investor Grievance Redressal

The Committee shall:

- consider and resolve the grievances and complaints of security holders of the Company, including complaints related to transfer and transmission of shares and other securities, non-receipt of the

Annual Report, non-receipt of declared dividends, non-receipt of notices of General Meetings, corporate actions, and any other investor service matter;
- formulate procedures, consistent with applicable statutory guidelines, to ensure the speedy disposal of investor grievances and service requests;
- oversee and review, on a periodic basis, all matters associated with the transfer of securities of the Company;
- monitor the status of investor grievances received through SEBI's SCORES platform, ensure that all complaints are responded to within the timeframe prescribed by SEBI, and review the number of complaints pending resolution at each meeting; and
- review the status of any litigation relating to the grievances of security holders and report material matters to the Board.

4.2 Share Transfer and Related Administrative Powers

Subject to such delegation as the Board may approve, the Committee shall have authority to:

- approve the dematerialisation and rematerialisation of share certificates;
- approve the transmission of shares and other securities arising from the death of a sole or joint holder or otherwise;
- approve the sub-division, consolidation, or replacement of share and other security certificates;
- issue duplicate share or other security certificates in lieu of original certificates that are lost, defaced, or destroyed, subject to applicable law; and
- approve or refuse to register the transfer or transmission of shares and other securities of the Company, in accordance with applicable law and the Articles of Association of the Company.

> Note: The Committee may delegate share transfer and dematerialisation functions to a sub-committee of Directors or to nominated officers of the Company, subject to Board approval and applicable law. Any such delegation and its scope shall be recorded in the minutes of the Committee.

4.3 RTA Oversight and Investor Service Standards

The Committee shall:

- oversee the performance of the Company's RTA and review adherence to the service standards adopted by the Company in respect of investor services;
- review internal audit reports of the RTA, where available, and recommend measures to upgrade the standard of investor services;
- review the various measures and initiatives taken by the Company to reduce the quantum of unclaimed dividends and to ensure timely receipt of dividend warrants, annual reports, and statutory notices by shareholders; and
- recommend to the RTA such improvements in processes, systems, or service standards as the Committee considers appropriate.

4.4 Voting Rights

The Committee shall review the measures taken by the Company to facilitate the effective exercise of voting rights by shareholders, including in relation to electronic voting (e-voting), attendance at General Meetings, and postal ballot procedures.

4.5 Debenture and Other Security Holder Grievances

The Committee shall consider and resolve the grievances of holders of debentures and other securities issued by the Company, including matters related to the creation of charge, payment of interest and principal, maintenance of security cover, and any other covenants.

4.6 Shareholder Engagement and Communication

The Committee shall:

- take steps to develop an understanding of the views and concerns of shareholders, through such means as direct engagement, analysis of shareholder feedback, review of proxy advisor reports, and periodic surveys where practicable;
- oversee and review the Company's shareholder engagement and investor communication plan, and ensure that material shareholder concerns are highlighted to the Board at an appropriate time and that steps are taken to address such concerns; and
- review, on a periodic basis, updates from the Investor Relations function of the Company on the state of investor engagement, including institutional investor concerns and feedback received at General Meetings; and
- review, at least annually, the adequacy of disclosures made to public shareholders in respect of material Related Party Transactions, to satisfy itself that minority shareholders have received sufficient information to understand the nature, rationale, and value of significant transactions between the Company and its majority shareholder or group entities. This review shall be confined to the adequacy and accessibility of disclosures to security holders and shall not extend to the commercial merits or approval of any transaction, which remain within the exclusive mandate of the Audit Committee and the Board.

4.7 Annual Performance Review

The Committee shall review, at least annually, the Company's overall performance in dealing with security holder grievances, including a review of:

- the total number of grievances and complaints received during the financial year;
- the number resolved within the SEBI-prescribed timeframe and the number outstanding;
- the nature and categorisation of recurring or systemic complaints; and
- any recommendations for improvement in investor service delivery.

A summary of this review shall be reported to the Board and disclosed in the Corporate Governance section of the Annual Report, as required under applicable law.

5. Authority and Powers

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

1. investigate any matter within its terms of reference and obtain such information as it requires from any employee or officer of the Company, who shall be directed to cooperate with any request made by the Committee;
2. seek and obtain, at the Company's cost, advice and assistance from external legal counsel, the RTA, or any other professional or independent advisor as the Committee deems necessary;
3. access sufficient resources and information, including unrestricted access to records of investor grievances, RTA reports, and correspondence with security holders, to carry out its duties effectively;
4. invite any Director, Key Managerial Personnel, officer, or representative of any subsidiary or the RTA to attend meetings of the Committee as an invitee; and

5. delegate any function specified in Clause 4 of this Charter to a sub-committee, nominated officer, or the RTA, as the Committee may determine, subject to Board approval and applicable law. Any such delegation shall be recorded in the minutes of the Committee.

6. Reporting and Disclosure

In addition to the reporting obligations set out in Clause 3.4 above, the Committee shall:

- ensure that the name of the Compliance Officer and the contact details through which investor grievances may be lodged are disclosed on the Company's website and in the Annual Report, as required under the SEBI LODR Regulations;
- ensure that the number of investor complaints received, resolved, and pending during each financial year is disclosed in the Annual Report in the manner prescribed by SEBI and the Registrars; and
- report to the Board any systemic or recurring investor service failure that, in the Committee's view, requires Board-level attention or remediation.

7. Review and Amendment of this Charter

The Committee shall review the adequacy of this Charter at least once every two (2) financial years and recommend any proposed amendments to the Board for approval.
In addition, an off-cycle review of this Charter shall be triggered by:

- any material amendment to the Act, SEBI LODR Regulations, or any other applicable law or SEBI circular affecting the mandate of the Committee; or
- any significant change in the Company's business or ownership structure that, in the opinion of the Compliance Officer or the Chairperson of the Committee, requires the Charter to be updated

The Company Secretary shall be responsible for monitoring for regulatory changes affecting this Charter and bringing them to the attention of the Chairperson of the Committee promptly.

In the event of any conflict between any provision of this Charter and the applicable law, the provisions of applicable law shall prevail. Any subsequent amendment or modification to applicable law shall automatically apply to this Charter, and the Company Secretary shall have authority to make consequential amendments for subsequent ratification by the Committee and the Board.

8. General

8.1 Definitions

Words and expressions used in this Charter shall have the same meaning as assigned to them in the SEBI LODR Regulations, the Act, and rules and regulations made thereunder, unless the context otherwise requires.

8.2 Compliance with Law

The Committee shall carry out its functions in compliance with all applicable laws, regulations, and guidelines in force from time to time, including the Act and the SEBI LODR Regulations. This Charter shall be read subject to applicable law, and in the event of any inconsistency, applicable law shall prevail.

8.3 Constitution History

This Charter supersedes all prior terms of reference applicable to the Committee.