WHISTLE BLOWER

(VIGIL MECHANISM) POLICY

Route Mobile Limited

Version	Effective/Amended/Reviewed	Date
1	Effective	May 20, 2019
2	Amended	May 08, 2024
3	Amended	June 29, 2026

Contents

1. Preamble

Section 177 of the Companies Act, 2013 requires every listed company and such class or classes of companies, as may be prescribed to establish a vigil mechanism for the directors and employees to report genuine concerns in such manner as may be prescribed.

The Company has adopted a Code of Conduct for Directors, Senior Management Personnel and the Employees ("the Code"), which lays down the principles and standards that should govern the actions of the Directors, Senior Management Personnel and employees.

Any actual or potential violation of the Code, howsoever insignificant or perceived as such, is a matter of serious concern for the Company. Such a vigil mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism and also make provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases. Route Mobile Limited believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour.

2. Applicability

The Board of Directors of the Company ("the Board") has at their meeting held on May 20, 2019, discussed and approved this amended policy pertaining to Whistle Blower. This Policy applies to all the Eligible Persons of the Company.

3. Scope of the Policy

The policy aims to:

- Provide avenues to Eligible Persons to raise concerns on any violations of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports, instances of leak of unpublished price sensitive information, or breach of the Company's policies; and
- Reassure Eligible Persons that they will be protected from reprisals or victimization for Whistle Blowing in good faith.

4. Objective of the Policy

The Whistle blower policy intends to cover serious concerns that could have grave impact on the operations and performance of the business of the Company.

The policy neither releases employees from their duty of confidentiality in the course of their work, nor is it a route for taking up a grievance about a personal situation.

5. Definitions

- **"Whistleblower Officer"** means the Compliance Officer of the Company or such other officer designated by the Audit Committee from time to time, who shall be responsible for receiving Protected Disclosures maintaining records thereof, conducting preliminary assessment and coordinating investigations under this Policy.

- “**Whistleblower Investigation Committee**” shall mean a committee of persons appointed by the Audit Committee to conduct investigations of Protected Disclosure. The Committee shall consist of the Compliance Officer, Head of Human Resources, Head of Internal Audit, Legal/General Counsel. The Committee may co-opt other members or external advisors where required.

- **“Company”** means Route Mobile Limited.

- **“Disciplinary Action”** means any action that can be taken on the completion of /during the investigation proceedings including but not limited to a warning, imposition of fine, suspension from official duties or any such action as is deemed to be fit considering the gravity of the matter.

- **"Code"** means Code of Conduct for Directors and Senior Management Executives adopted by the Company.

- **“Eligible Person”** means an employee, director, consultant, contractor, vendor, supplier, business partner or other person having a business relationship with the Company, whether in India or abroad, who may make a Protected Disclosure under this Policy.

- **“Protected Disclosure”** means a concern raised by an Eligible Person, through a written communication and made in good faith which discloses or demonstrates information about an unethical or improper activity, instances of leak of unpublished price sensitive information, under the title "SCOPE OF THE POLICY" with respect to the Company. It should be factual and not speculative or in the nature of an interpretation / conclusion and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.

- **“Whistle Blower”** means an Eligible Person who makes a Protected Disclosure under this Policy and also referred in this policy as complainant.

- **“Reportable Matter” or Alleged Misconduct”** means unethical behaviour, actual or suspected fraud, and violation of law, breach of Company’s Code of Conduct, Company Policies and Guidelines.

- **“UPSI” "unpublished price sensitive information"** means as defined in Regulation 2 (1)(n) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

6. Eligibility

Eligible Persons may make Protected Disclosures under this Policy.

7. Raising a Concern

Everyone is required to report to the Company any suspected violation of any law that applies to the Company and any suspected violation of the Company’s Code of Conduct and Ethics. It is important that you report all suspected violations. This includes possible accounting or financial reporting violations, insider trading and in particular instances of leak of unpublished price sensitive information, bribery, unauthorised disclosure of confidential/proprietary information, negligence causing substantial and specific danger to public health and safety or violations of the anti-retaliation aspects of this Policy. Consult the Company’s Code of Conduct and Ethics for a more detailed description of potential violations and other areas of particular concern. Retaliation includes adverse actions, harassment, or discrimination in your employment relating to your reporting of a suspected violation.

It is the policy of the Company that you must, when you reasonably suspect that a violation of an applicable law or the Company's Code of Conduct and Ethics has occurred or is occurring, report that potential violation. Reporting is crucial for early detection, proper investigation and remediation, and deterrence of violations of Company policies or applicable laws. You should not fear any negative consequences for reporting reasonably suspected violations because retaliation for reporting suspected violations is strictly prohibited by Company policy.

8. Procedure

You must report all suspected violations to
i. your immediate supervisor or
ii. the Compliance Officer; at complianceofficer@routemobile.com

If you have reason to believe that your immediate supervisor or the Compliance Officer is involved in the suspected violation, your report may be made to the Audit Committee of RML's Board of Directors (the "Audit Committee") at:

whistleblower@routemobile.com
Chairman,
Audit Committee
Route Mobile Limited, SanRaj Corporate Park,
4th Dimension, 3rd Floor, Mind Space, Malad (West),
Mumbai – 400064

A few points which should be kept in mind before or while reporting a protected disclosure:

1. Attempt should be made to report the protected disclosure immediately after the incident has occurred.

2. It should be factual and should contain as much specific information as possible (e.g. name of the person involved, designation, department, date of incident, time of incident, description of the incident, location, etc).
   a. It may be noted that in absence of detailed information, it may not be possible for the Company to investigate the protected disclosure.
   b. Whistle Blower may be requested for additional information on the protected disclosure through the reporting channels.
   c. In case the Whistle Blower does not respond within 7 working days and the protected disclosure cannot be investigated due to lack of information, then the protected disclosure may be closed.

3. The Whistle Blower should not investigate or attempt to investigate the matter on his / her own (the Whistleblower Officer will take appropriate action).

4. The Whistle Blower does not have the right to participate in any investigative procedures unless requested by the Whistleblower Officer and subject to disclosure of his / her identity.

Your report should include as much information about the suspected violation as you can provide. Where possible, it should describe the nature of the suspected violation; the identities of persons involved in the suspected violation; a description of documents that relate to the suspected violation; and the time frame during which the suspected violation occurred. Where you have not reported anonymously, you may be contacted for further information.

9. Special Rule for Complaints Against KMPs, SMPs and Directors

Where a Protected Disclosure involves:
(a) any Director;
(b) any Key Managerial Personnel;
(c) any member of Senior Management; or
(d) any matter which, in the opinion of the Whistleblower Officer, may have a significant financial, legal, regulatory, reputational or governance impact on the Company.

The Whistleblower Officer shall promptly inform the Chairperson of the Audit Committee.

The Chairperson of the Audit Committee may:
i. direct the manner in which the investigation shall be conducted;
ii. appoint an internal or external investigator;
iii. require the Whistleblower Investigation Committee to conduct the investigation and periodically report its findings;
iv. oversee the investigation directly; or
v. refer the matter to the Audit Committee for consideration.

Any person who is the subject matter of a Protected Disclosure shall not participate in the investigation or decision-making process relating to such disclosure.

10. Investigation

All Protected Disclosures received under this Policy shall be recorded by the Whistleblower Officer and subjected to a preliminary assessment.

The Whistleblower Officer may investigate the matter directly, refer it to the Whistleblower Investigation Committee, engage appropriate internal functions, or appoint external advisors or investigators, depending on the nature of the allegation.

The Whistleblower Investigation Committee shall conduct investigations assigned to it and submit its findings and recommendations to the Audit Committee or the Chairperson of the Audit Committee, as applicable.

The Audit Committee, if deems fit, may call for further information or particulars from the complainant and at its discretion, consider involving any other/additional Officer of the Company and/or Committee and/ or an outside agency for the purpose of investigation. The investigation by itself would not tantamount to an accusation and is to be treated as a neutral fact-finding process. The investigation shall be completed normally within 90 days of the receipt of the protected disclosure and is extendable by such period as the Audit Committee deems fit. Any member of the Audit Committee or other officer having any conflict of interest with the matter shall disclose his/her concern /interest forthwith and shall not deal with the matter.

11. Protection

No unfair treatment will be meted out to a Whistle Blower by virtue of his/her having reported a protected disclosure under this Policy. The Company condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blower. Complete protection will, therefore, be given to Whistle Blower against any unfair practice like retaliation, threat or intimidation of Termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, discrimination, any type of harassment, biased behaviour or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties/functions including making further protected disclosure. Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the protected disclosure. Thus, if the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, Company will arrange for the Whistle Blower to receive advice about the procedure, etc.

Protected disclosure may be made anonymously or by disclosing the identity. Anonymous complaints may be investigated to the extent sufficient information is available. The identity of the Whistle Blower shall be kept confidential always, unless:

a) The person agrees to be identified.
b) Identification is necessary to allow the Company or law enforcement officials to investigate or respond effectively.
c) Identification is required by law.
d) In cases identified as "frivolous" or "bogus" or "with mala fide intent" and reported to Audit Committee.

Any other Eligible Person assisting in the investigation process or furnishing evidence shall also be protected to the same extent as the Whistle Blower.

12. Decision and Reporting

i. The Audit Committee shall, based on the findings and after conducting further investigation as it may deem fit, come to a final decision in the matter not later than 45 days from the date of receipt of the investigation report.

ii. If the complaint is shown to be justified, then the Audit Committee shall invoke disciplinary or other appropriate actions against the concerned as per the Organization's procedures. The following actions may be taken after investigation of the concern:

    a. Disciplinary action (up to and including dismissal) against the Subject depending on the results of the investigation; or
    b. Disciplinary action (up to and including dismissal) against the whistle blower if the claim is found to be malicious or otherwise in bad faith; or
    c. No action if the allegation proves to be unfounded.

iii. If the report of the investigation is not to the satisfaction of the complainant, the complainant has the right to report the event to the appropriate legal or investigating agency.

13. False Complaints

While this policy is intended to bring out misconduct happening in Company and also to protect genuine Whistle Blowers from any unfair treatment, any Eligible Person who makes a complaint with mala fide intentions which is finally found to be false will be subject to strict disciplinary / legal action.

14. Confidentiality

The Company will treat all such disclosures in a sensitive manner and will keep the identity of an individual making an allegation confidential. However, the investigation process may inevitably reveal the source of the information and the individual making the disclosure may need to provide a statement which cannot be kept confidential if legal proceedings arise.

15. Disqualifications

While it will be ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.

Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistle Blower knowing it to be false or bogus or with a mala fide intention.

Whistle Blowers who knowingly make false, malicious or mala fide allegations may be subject to appropriate disciplinary action in accordance with applicable policies and law.

16. Communication

This Policy shall be made available to all Eligible Persons through the Company's website and such other means as the Company deems appropriate.

17. Retention of Documents

All documents related to reporting, investigation, and enforcement pursuant to this Policy shall be kept in accordance with the Company's record retention policy and applicable law.

18. Amendment

This Policy may be amended from time to time by the Board based on the recommendation of Chairman of Audit Committee. Whilst, the Company has made best efforts to define detailed procedures for implementation of this policy, there may be occasions when certain matters are not addressed or there may be ambiguity in the procedures. Such difficulties or ambiguities will be resolved in line with the broad intent of the policy. The Company may also establish further rules and procedures, from time to time, to give effect to the intent of this policy and further the objective of good corporate governance. 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.

19. Disclosures

i. The company shall disclose such policy in its Board's Report & shall also display on its website.

ii. Corporate Governance Report of the company shall disclose about such Policy & affirm that no personnel have been denied access to the audit committee.