ROUTE MOBILE LIMITED

Charter of the

AUDIT COMMITTEE

of the Board of Directors

Board Document Category	Board Governance
Effective Date	June 29, 2026
Approved by	Board of Directors
Next Review Due	Annually, or earlier if required by regulatory amendment
Regulatory Basis	Section 177, Companies Act, 2013; Regulation 18 read with Schedule II Part C, SEBI (LODR) Regulations, 2015

1. Purpose

The primary purpose and objective of the Audit Committee ("the Committee") of Route Mobile Limited ("the Company") is to assist the Board of Directors ("the Board") with oversight of:

- **(i)** the accuracy, integrity and transparency of the Company's financial statements with adequate and timely disclosures;
- **(ii)** compliance with legal and regulatory requirements, including applicable provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), and the laws of other jurisdictions in which the Company operates;
- **(iii)** monitoring the independence and performance of the Company's statutory auditors and internal auditors;
- **(iv)** evaluation of internal financial controls and risk management systems;
- **(v)** scrutiny of inter-corporate loans and investments made by the Company; and
- **(vi)** advising on mergers, demergers and amalgamations;
- **(vii)** recommendation for appointment, remuneration and terms of appointment of auditors of the Company.

The role, responsibilities and powers of the Committee shall include matters set out in this Charter and such other items as may be prescribed by applicable laws, as amended, or by the Board in compliance with applicable law from time to time.

2. Organisation and Membership

- The Committee shall comprise a minimum of three (3) Directors as members, of whom at least two-thirds shall be Independent Directors. All members of the Committee shall be financially literate and at least one member shall have accounting or related financial management expertise, as required under Regulation 18(1)(c) of the SEBI LODR Regulations.

- The Chairperson of the Committee shall be an Independent Director, appointed by the Board. The Chairperson, or any other member authorised by the Chairperson in their absence, shall be present at the Annual General Meeting of the Company to answer shareholder queries.
- The Company Secretary shall act as Secretary to the Committee.
- 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.

3. Meetings and Quorum

- The Committee shall meet at least four (4) times a year, in accordance with an annual meeting schedule or at the call of the Chairperson or a majority of the members. Not more than one hundred and twenty (120) days shall elapse between two consecutive meetings.
- The quorum for a meeting of the Committee shall be two (2) members or one-third of the total members of the Committee, whichever is greater, including at least two (2) Independent Directors.
- The Committee shall, at least once a year, meet separately with the statutory auditors, to facilitate candid and independent exchange of views without the other parties present.
- The Chairperson of the Committee shall, after each Committee meeting, 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.
- The Committee may invite the Chief Financial Officer, Chief Compliance Officer, Chief Internal Auditor, representatives of the statutory auditors, or any other officer or advisor to attend meetings as invitees.

4. Duties and Responsibilities

4A. Financial Statements

- Oversee the Company's financial reporting process and the disclosure of its financial information, to ensure that the financial statements are correct, sufficient and credible.
- Review, with the management, the quarterly and annual financial statements and the auditor's report thereon, before submission to the Board for approval, with particular reference to:
    - matters required to be included in the Director's Responsibility Statement in the Board's report under Section 134(3)(c) of the Companies Act, 2013;
    - changes, if any, in accounting policies and practices and reasons for the same;
    - major accounting entries involving estimates based on the exercise of judgment by management;
    - significant adjustments made in the financial statements arising out of audit findings;
    - compliance with listing and other legal requirements relating to financial statements;
    - disclosure of any related party transactions; and
    - modified opinion(s) in the draft audit report.
- Review the management discussion and analysis of financial condition and results of operations.
- Review the financial statements, in particular the investments made by any unlisted subsidiary of the Company.

- Review, with the management and the statutory auditors, any prospectus or other document containing financial statements proposed to be issued by the Company for the purpose of raising capital, including debt.
- Review, with the management, the statement of uses and application of funds raised through any issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document or prospectus, and the report submitted by the monitoring agency in relation to such proceeds, and make appropriate recommendations to the Board.
- Review the quarterly statement of deviations submitted to the Stock Exchanges under Regulation 32(1) of the SEBI LODR Regulations, and the annual statement of funds utilised for purposes other than those stated in the offer document under Regulation 32(5) and/or 32(7) of the SEBI LODR Regulations.

4B. Statutory Auditors

- Recommend to the Board the appointment, re-appointment, replacement and removal of the statutory auditor, including the fixation of audit fees and approval of any remuneration for non-audit services.
- Approve payment to statutory auditors for any other services rendered, prior to the commencement of such services.
- Review and monitor the auditor's independence and performance, and the effectiveness of the audit process.
- Discuss with the statutory auditors before the audit commences about the nature and scope of the audit to be conducted, and conduct a post-audit discussion to ascertain any area of concern.
- Review, at least annually, a report provided by the statutory auditors to the Committee covering: (i) the statutory auditors' internal quality-control procedures; (ii) any material issues raised by the most recent internal quality-control review or regulatory inquiry in the preceding five years, and steps taken to address those issues; and (iii) an assessment of auditor independence, including all relationships between the statutory auditor and the Company.
- In the event the statutory auditors propose to resign before completion of their term, obtain and examine all concerns raised by the auditors — including non-availability of information, non-cooperation by management, or any other concern hampering the audit process — and deliberate thereon at the next Committee meeting. The Committee shall communicate its views to management and the auditors before any resignation is accepted, and shall make appropriate disclosure to the Stock Exchanges.
- Review management letters and letters of internal control weaknesses issued by the statutory auditors.

4C. Internal Audit

- Recommend to the Board the appointment, re-appointment, removal and terms of remuneration of the Chief Internal Auditor. The appointment, removal and terms of remuneration of the Chief Internal Auditor shall be subject to review by the Committee.
- Review the adequacy of the internal audit function, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit.
- Discuss with the internal auditors the coverage, functioning, frequency and methodology of internal audits as per the annual audit plan, and discuss significant findings and follow-up thereon.

- Review the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature, and report the matter to the Board.
- Review internal audit reports relating to internal control weaknesses.
- Ensure that the internal audit function is effective and adequately resourced, and review the coordination between the internal auditors and the statutory auditors.

4D. Internal Controls and Risk Management

- Review, with the management, the performance of statutory and internal auditors and the adequacy of internal control systems.
- Evaluate the adequacy and effectiveness of internal financial controls and the Company's risk management systems.
- Review any show cause notices, demand notices, prosecution notices or penalty notices against the Company or its Directors that are materially important, including any correspondence with regulators or government agencies that raises material issues regarding the Company's financial statements or accounting policies.
- Review any material default in financial obligations by the Company or any significant matter affecting the business of the Company.
- Review the Company's financial and risk management policies, the implementation of treasury policies, and hedging policies. Establish and ensure compliance with the investment policy and hedging policy of the Company.
- Review the effectiveness of the system for monitoring compliance with laws and regulations, and the results of management's investigation and follow-up (including disciplinary action) of any instance of non-compliance.

4E. Related Party Transactions

- Formulate a policy on related party transactions, which shall include materiality thresholds for related party transactions, for recommendation to the Board.
- Grant prior approval of all transactions of the Company with related parties, and approve any subsequent modification (including material modifications) of such transactions.

> ***Explanation:*** *The term "related party transactions" shall have the same meaning as provided in Clause 2(zc) of the SEBI LODR Regulations and/or the applicable Accounting Standards and/or the Companies Act, 2013. All related party transactions shall be considered and approved only by the Independent Directors who are members of the Committee; other members of the Committee shall recuse themselves from discussions relating to related party transactions.*

- Review, at least on a quarterly basis, the details of related party transactions entered into by the Company pursuant to each omnibus approval granted, and satisfy itself that such transactions are within the scope and limits of the omnibus approval.
- Review the statement of related party transactions, with specific details of the transactions before it is placed before the Board.
- Appoint a Registered Valuer under Section 247 of the Companies Act, 2013, and fix the terms and conditions of their engagement, wherever valuation of the Company's undertakings or assets is necessary.

4F. Loans, Investments and Subsidiaries

- Scrutinise inter-corporate loans and investments.
- Review the utilisation of loans and/or advances from, or investments by, the holding company in any subsidiary company exceeding INR 100 crore or 10% of the asset size of the subsidiary, whichever is lower, including existing loans, advances and investments as on the date of coming into force of this provision.
- Review the financial statements of material unlisted subsidiary companies, in particular the investments made by such subsidiaries.

4G. Compliance Oversight

- Review compliance with the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended, at least once in each financial year, and verify that the systems for internal control under those regulations are adequate and are operating effectively.
- Obtain regular updates from management regarding compliance matters, and review the effectiveness of the system for monitoring compliance with applicable laws and regulations.
- Review compliance with the Company's Code of Business Conduct and Work Ethics Policy, Anti-Fraud, Anti-Bribery and Anti-Corruption Policy.
- Review compliance with applicable data protection legislation, including the Digital Personal Data Protection Act, 2023 (India) and any rules notified thereunder, and, to the extent applicable to the Company's operations, the General Data Protection Regulation (EU) 2016/679 ("GDPR"). The review shall include the status of the Company's data protection compliance programme, any material incidents or regulatory inquiries during the period, and any remediation actions underway.
- Review quarterly compliance certificates confirming compliance with applicable laws and regulations, including any exceptions to such compliance, as submitted by management.
- Receive, at least annually, a report from the Compliance Officer or Chief Data Protection Officer on the Company's compliance programme across all material regulatory obligations.

4H. Cyber Security and Information Systems

- Management is responsible for implementing and maintaining adequate cyber security controls commensurate with the nature, scale and complexity of the Company's operations, and for ensuring that an information systems audit of the Company's internal systems and processes is conducted periodically to assess operational and technology risks.
- The Committee shall, as part of its oversight of internal financial controls and risk management systems, satisfy itself that management is discharging this responsibility effectively by:
    - reviewing, at least once in each financial year, management's assessment of the adequacy and effectiveness of the Company's cyber security controls, and the outcome of the most recent information systems audit; and
    - receiving prompt notification of any material cyber security incident or data breach, including the steps taken by management to contain and remediate the incident and any consequent obligations to notify regulatory authorities.

4I. Vigil Mechanism and Whistle Blower Policy

- Review the functioning of the Whistle Blower (Vigil Mechanism) Policy, including the independence and effectiveness of the ethics reporting channel.
- Establish and review procedures for receiving, retaining and treating complaints received by the Company regarding accounting, internal controls and auditing matters, which shall allow for confidential and anonymous submissions by employees.
- Ensure that employees and other eligible reporters who raise concerns through the whistle blower mechanism are protected against retaliation, and that the Chairperson of the Committee is accessible to reporters in appropriate or exceptional cases.
- Receive at least quarterly from the Compliance Officer a summary report on Protected Disclosures received, categorisation of concerns, status of investigations, and outcomes of closed investigations, in aggregate form without identifying individual reporters.

4J. CFO Appointment, Mergers and Other Matters

- Approve the appointment and re-appointment of the Chief Financial Officer after assessing the qualifications, experience and background of the candidate.
- Look into the reasons for substantial defaults, if any, in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- Consider and comment on the rationale, cost, benefits and impact of schemes involving merger, demerger, amalgamation, etc., on the Company and its shareholders.
- Establish the systems for storage, retrieval and display of books of accounts and other financial records in electronic format.
- To formulate, review and make recommendations to the Board to amend the Terms of Reference of the Audit Committee from time to time.
- Carry out any other function as may be required under the Companies Act, 2013, the SEBI LODR Regulations, or any other applicable law, or as may be delegated by the Board from time to time.

4K. Items for Mandatory Review

The Committee shall mandatorily review the following at each relevant meeting:

- management discussion and analysis of financial condition and results of operations;
- management letters and letters of internal control weaknesses issued by the statutory auditors;
- internal audit reports relating to internal control weaknesses;
- the appointment, removal and terms of remuneration of the Chief Internal Auditor;
- the financial statements and the auditors' report thereon;
- the financial statements, in particular the investments made by any unlisted subsidiary;
- quarterly statement of deviations submitted to the Stock Exchanges under Regulation 32(1) of the SEBI LODR Regulations;
- annual statement of funds utilised for purposes other than those stated in the offer document under Regulations 32(5) and/or 32(7) of the SEBI LODR Regulations; and
- such other information as may be prescribed under the Companies Act, 2013 and the SEBI LODR Regulations from time to time.

5. Powers of the Committee

In the discharge of its responsibilities, the Committee shall have the following powers:

- to investigate any activity within its terms of reference, with full access to all books, records, facilities and personnel of the Company;
- to seek information from any employee of the Company; all employees are directed to cooperate with any request made by the Committee;
- to obtain outside legal or other professional advice, and to retain external legal, accounting or other advisors as the Committee deems necessary. The Company shall provide appropriate funding to pay such advisors and the ordinary administrative expenses of the Committee;
- to secure the attendance of outsiders with relevant expertise, if it considers necessary;
- to institute special investigations into any matter within its terms of reference or referred to it by the Board;
- to access sufficient resources to carry out its duties;
- to invite any Director, Key Managerial Personnel, officer, representative of the statutory or internal auditors, or any other person to attend meetings of the Committee as an invitee; and
- to delegate any function to one or more sub-committees, employees, officers or advisors, whenever required, subject to applicable law.

6. Annual Self-Evaluation and Reporting

- The Committee shall undertake an annual performance evaluation of its own effectiveness and submit the outcome to the Board.
- The Committee shall report regularly to the Board with respect to its activities, including any significant issues arising with respect to the quality or integrity of the Company's financial statements, compliance with legal or regulatory requirements, the performance of the internal audit function, or the performance and independence of the statutory auditor, with recommendations to the Board as appropriate.
- The Committee shall facilitate the open flow of information and cooperation with other committees of the Board.
- The Committee shall disclose in the Company's Annual Report whether it has: reviewed the audited financial statements with management; received independent views from the statutory auditors on the quality of accounting principles as applied; and satisfied its responsibilities in compliance with this Charter.

7. Review of this Charter

The adequacy of this Charter shall be reviewed and reassessed by the Committee and appropriate recommendations shall be made to the Board to update the Charter based on any changes in the regulatory framework, the Company's business or ownership structure, or evolving governance best practice.

In addition, an off-cycle review shall be triggered by any material amendment to the Companies Act, 2013, the SEBI LODR Regulations, or any other applicable law or SEBI circular affecting the mandate of the Committee.

The Company Secretary shall have authority to make consequential amendments to this Charter arising from regulatory changes, for subsequent ratification by the Committee and the Board.

In the event of any conflict between any provision 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.

8. General

Definitions: Words and expressions used in this Charter shall have the same meaning as assigned to them in the SEBI LODR Regulations, the Companies Act, 2013, and rules and regulations made thereunder, unless the context otherwise requires.

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. This Charter shall be read subject to applicable law and, in the event of any inconsistency, applicable law shall prevail.