

WHISTLE BLOWER (VIGIL MECHANISM) POLICY

Route Mobile Limited

AMENDED POLICY EFFECTIVE FROM MAY 20, 2019

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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 behavior.

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 Employees of the Company.

3. Scope of the Policy

The policy aims to:

- Provide avenues to employees and directors 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regulatory requirements, incorrect or misrepresentation of any financial statements and reports, instances of leak of unpublished price sensitive information etc.
- Provide avenues for employees and directors to report breach of Company’s policies;
- Reassure employees and directors 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

- **“Vigilance Officer/Vigilance Committee or Committee”** is a person or Committee of persons, nominated/appointed to receive protected disclosures from whistle blowers, maintaining records thereof, placing the same before the Audit Committee for its disposal and informing the Whistle Blower the result thereof.
- **“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.
- **“Employee”** means every employee of the Company (whether working in India or abroad).
- **“Protected Disclosure”** means a concern raised by an employee or group of employees of the Company, 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”** is a Director or employee who makes a Protected Disclosure under this Policy and also referred in this policy as complainant.
- **“Reportable Matter” or Alleged Misconduct”** means unethical behavior, actual or suspected fraud, and violation of law, breach of Company’s Code of Conduct, Company Policies and Guidelines.
- **“USPI” means** "unpublished price sensitive information" means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: –(i) financial results; (ii) dividends; (iii) change in capital structure; (iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions; (v) changes in key managerial personnel or as may be defined in Regulation 2 (1)(n) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

6. Eligibility

All Employees of the Company are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company.

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, Pilferation of confidential/propriety 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@rotemobile.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:

Chairperson,
Audit Committee
Route Mobile Limited, 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 Company has appointed an Ombudsperson to take appropriate action).
4. The Whistle Blower does not have the right to participate in any investigative procedures unless requested by the Ombudsperson 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. Investigation

All Protected Disclosures under this policy will be recorded and thoroughly investigated. The Vigilance Officer will carry out an investigation either himself/herself or by involving any other Officer of the Company/ Committee constituted for the same /an outside agency before referring the matter to the Audit Committee of the Company. 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.

10. 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. As a policy, 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. 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 Employee assisting in the investigation process or furnishing evidence shall also be protected to the same extent as the Whistle Blower.

11. 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 written 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.

12. False Complaints

While this policy is intended to bring out misconduct happening in Company and also to protect genuine whistleblowers from any unfair treatment, however any employee who made complaints with mala fide intentions and which is finally found to be false will be subject to strict disciplinary / legal action.

13. 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.

In order to protect the identity of the complainant, the Vigilance Officer will not issue any acknowledgement to the complainants and they are not advised neither to write their name / address on the envelope nor enter into any further correspondence with the Vigilance Officer.

14. 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 make any Protected Disclosures, which have been subsequently found to be mala fide, frivolous or malicious, shall be liable to be prosecuted.

15. Communication

Directors and Employees shall be informed of the Policy by publishing on the notice board and the website of the Company.

16. 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.

17. 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.

18. 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.