

## Letter of Appointment

**Date: August 10, 2021**

**Mr. Bhaskar Pramanik**

01 Phe, Skycourt, Laburnum,  
Sushant Lok-1, Block A,  
Sector 28, Near Galleria,  
Gurgaon, Haryana- 122009.

**Dear Mr. Bhaksar Pramanik,**

I am pleased to inform you that upon the recommendation of the Nomination and Remuneration Committee, the Board of Directors ('the Board') of Route Mobile Limited ('the Company') has approved your appointment as an independent director of the Company ('Independent Director'). In terms of the requirements of the Companies Act and SEBI Listing Regulations, your appointment is being formalized through this letter setting out the broad terms of appointment/continuance of office as an Independent Director of the Company.

### **Appointment:**

Your appointment is for consecutive term of 5 years with effect from August 10, 2021 upto August 9, 2026, subject to approval of the Members. This tenure is subject to your meeting the criteria of being an Independent Director and not being disqualified to be a Director under the applicable laws as may be amended from time to time. As an Independent Director, you will not be liable to retire by rotation.

### **Role and Duties:**

Your role and duties will be those normally required of a Non-Executive Independent Director under the Act and Listing Regulations as may be amended from time to time. Without limiting the generality of the foregoing, the role, functions and duties of the Independent Directors shall be in accordance with the provisions of Schedule IV (Code for Independent Directors) to the Act, which inter alia includes: • As members of the Board, the Independent Directors along with other Directors will be collectively responsible for meeting the objectives of the Board, viz., (a) Requirements under the Act and Rules framed thereunder. (b) Responsibilities of the Board in relation to Corporate Governance as outlined in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Route Mobile's Code for Independent Directors; (c) Accountability under Directors' Responsibility Statement which forms part of the Board's Report to the shareholders; (d) Review of Companies business strategy, financial plan and monitor the performance of the Company; (e) Safeguarding the interest of all stakeholders; (f) Advise and counsel the management in the respective area of expertise.

You are required to abide by the 'Code for Independent Directors' as outlined in Schedule IV of the Act and make disclosure of your interest as per the requirements of Section 184 the Act and not participate in the meeting of the Board where any contractor any arrangement in which you are interested is discussed. By signing this letter, you hereby confirm that as on date of this letter, you have no such conflict of interest issues with your existing directorships.

You may be nominated on one or more Committees of the Board and in such event, you will be provided with the relevant Committee's terms of reference and any specific responsibilities. You are currently nominated as the Chairman of the Stakeholder Relationship Committee.

### **Evaluation Processes:**

As a member of the Board, your performance as well as the performance of entire Board and its Committee's shall be evaluated annually. Evaluation of each director shall be done by all the other directors.

**Code of Conduct:**

You will follow the Company's Code of Conduct and furnish the annual affirmation of the same.

You will apply the highest standard of confidentiality and not disclose to any person or company either during the tenure as an Independent Director or following cessation, any confidential information concerning the Company and Group Companies with which you come into contact by virtue of your position as a director except as permitted by law or with prior clearance from the Chairman or Company Secretary.

**Prohibition on Insider Trading:**

Directors are prohibited from dealing in the Company's shares during the period when the trading window is closed. Further, directors, being designated officers of the Company for the purpose of insider trading guidelines, are to pre-clear all trades (buy/sell/gift) from the CEO of the Company and the Compliance Officer. You are required to comply with the applicable insider trading laws and regulations. You are also required to comply with the Company's Code of Conduct and Ethics, enclosed with this letter of appointment.

**Availability of Directors and Officers Liability Insurance:**

The Company maintains a Directors and Officers insurance policy (D & O policy) to pay for the personal liability of directors and officers for claims made against them while serving on the Board and / or as an officer of the Company.

**Training and Development**

The Company, shall, if required, conduct training programs, from time to time, as deemed fit for its Independent Directors and it is recommended that you participate in these programs.

**Memberships of other boards**

It is expected that you will not serve on the boards of competing companies. Apart from the applicable law and good corporate governance practices, there are no other additional limitations.

**Fees**

The compensation of the non-executive/independent directors is approved at a meeting of the full Board. The total compensation payable to the entire group of non-executive/independent directors is limited to a fixed amount per year determined by the Board. This amount shall not exceed 1% of the net profit of the Company for the year calculated as per the provisions of the Companies Act, 2013.

**Governing Law:**

This letter is governed by and will be interpreted in accordance with Indian Law and your engagement shall be subject to the jurisdiction of the Indian Courts.

Yours sincerely,

**For and on behalf of Route Mobile Limited**

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**Sandipkumar Gupta**  
**Chairman**