

ANTI - FRAUD, ANTI - BRIBERY & ANTI - CORRUPTION POLICY

Route Mobile Limited

POLICY EFFECTIVE FROM SEPTEMBER 30, 2019

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1. Introduction & Background

Fraud is a broad legal concept, majorly encompassing the characteristic of the “intention to defraud” and hence, it usually involves deliberate concealment of the facts. Also, the persons involved in the same may range from the Management, Employees or Third Parties and the same may also involve a single individual or a group of people acting in collusion. Fraud can occur in all types of organizations, irrespective of their size or type and due to the technologically advanced operations, growing complexities of internal structures of organizations, increasingly transient employees and such other reasons, vulnerability of a Company, to risks emanating from fraud(s), has increased. However, the risks emanating from the fraud(s), can be reduced through a combination of measures aimed at: a. Detecting fraud(s), b. Preventing fraud(s) c. Deterring the person intending to defraud and d. Controlling the fraud(s). The Company is committed to conducting business in an environment of fairness and integrity, and will strive to eliminate fraud from all operations. The Company adopts a “Zero-Tolerance” approach to fraud and will not accept any dishonest or fraudulent act committed by internal and external stakeholders.

Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“SEBI LODR Regulations”), which deals with the Corporate Governance practices to be followed by listed companies, also describes certain requirements on fraud reporting. These requirements inter alia include “Whistle Blower Policy” and also the chief executive officer and the chief financial officer should provide the compliance certificate to the board of directors as specified in Part B of Schedule II of SEBI LODR Regulations where under they are required to inform the Audit Committee instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company’s internal control system over financial reporting. The Company is committed to principles of professional integrity and ethical behaviour in the conduct of its affairs. Towards that, the Company has formulated a Whistle-Blower Policy which serves as the vigil mechanism for its Directors and employees to report genuine concerns about unethical behaviour, actual or suspected fraud or violation of the Code of Conduct without fear of reprisal. In accordance with the SEBI Insider Trading Regulations, 2015 and as amended in 2018, the Company has also amended its policy to include matters relating to unpublished price sensitive information and the opportunity to enable employees to report instances of leak of unpublished price sensitive information to the Compliance Officer and/or Audit Committee. Further, statutory auditors of the company are required to comment on the Fraud as specified under the second proviso of Section 143(12) of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) for the time being in force). Further, pursuant to Section 134 (3) (c) of the Companies Act, 2013, the Board of Directors of the Company are required to affirm in their Directors’ report that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

Policy Statement (Anti-Corruption and Bribery Policy): We take a zero tolerance approach to bribery and corruption and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships, wherever we operate, and to implementing and enforcing effective systems to counter bribery. Our associates, consultants, advisors and

employees are prohibited from engaging in any bribery or potential bribery. This includes a prohibition against both direct bribery and indirect bribery, including payments through third parties. If any associate suspects or becomes aware of any potential bribery involving the Company, it is the duty of that associate to report their suspicion or awareness to the Company's Audit Committee and follow the procedure described. This policy applies to all individuals working for Route Mobile Limited or any of its subsidiaries and affiliates anywhere in the world (collectively referred to as the "Company") and at all levels and grades. This includes senior managers, officers, directors, employees (whether regular, fixed-term or temporary), consultants, contractors, trainees, seconded staff, home-workers, casual workers and agency staff, volunteers, interns, agents, sponsors, or any other person associated with us, or any of our subsidiaries or their employees, wherever located (collectively referred to as "associate(s)" in this policy).

Bribery is a serious criminal offence in countries in which the Company operates, including India, the United Kingdom (UK Bribery Act 2010), the United States of America (Foreign Corrupt Practices Act) and others. Bribery offences can result in the imposition of severe fines and/or custodial sentences (imprisonment), exclusion from tendering for public contracts, and severe reputational damage. We therefore take our legal responsibilities very seriously. We will uphold all laws relevant to countering bribery and corruption. The purpose of this policy is to: a) set out our responsibilities to comply with laws against bribery and corruption; and b) provide guidance on how to recognise and deal with bribery and corruption issues.

2. Scope of Policy

The Policy shall apply to all frauds and bribery suspected and/or proven and/or otherwise, taking place in the Company, involving Directors (Whole-time or otherwise), Key Managerial Personnel, other Employees (including contractual employees) as well as Shareholders, Consultants, Vendors, Suppliers, Service Providers, Contractors, Lenders, Borrowers, Outside Agencies and other parties having business relationship with the Company (hereinafter referred to as the "Person") and any investigative activity, that will be conducted within as per the provisions of this policy, will be conducted without regard to the suspected person's length of service, position/ title or relationship with the Company.

3. Policy Objectives

The "Fraud Prevention Policy" has been framed to provide a system for detection and prevention of fraud & bribery, reporting of any fraud & bribery that is detected or suspected and fair dealing of matters pertaining to fraud. The policy will ensure and provide for the following:- To ensure that management is aware of its responsibilities for detection and prevention of fraud & bribery and for establishing procedures for preventing fraud and/or detecting fraud when it occurs. The policy intends to enumerate the measures that the Company shall implement to deter, prevent, control and detect the fraud(s) & bribery in the context of following elements: a. Creating and maintaining a culture of honesty and high ethics; b. Creating awareness about risks and controls; c. Identify and assess the risks of fraud; d. Implement the processes, procedures and controls needed to mitigate the risks and reduce the opportunities for fraud & bribery; and e. Develop an appropriate oversight process.

As per the provisions Explanation (i) of S. 447 of the Companies Act, 2013, “fraud” in relation to affairs of a company or any body corporate, includes any act, omission, concealment of any fact or abuse of position committed by any person or any other person with the connivance in any manner, with intent to deceive, to gain undue advantage from, or to injure the interests of, the company or its shareholders or its creditors or any other person, whether or not there is any wrongful gain or wrongful loss. Fraud may include a range of irregularities and illegal acts more particularly characterized by intentional deception or misrepresentation, which an individual knows to be false or does not believe to be true and which is likely to result in some unauthorized benefit to him/her or to another person.

The term Fraud shall include but not be limited to the acts mentioned hereunder:- i. Execution of a document on behalf of the Company, with malafide intention and ulterior motive, with an intention to gain wrongful advantage and/or with an intention to cause wrongful loss to the Company; ii. Forgery or wrongful alteration of any document belonging to or the Company; iii. Forgery or alteration of a cheque, bank draft or any other financial instrument and/or document etc.; iv. Misappropriation and mis-utilisation of funds, securities, supplies or other assets of the Company etc.; v. Willful suppression of facts/ deception in matters of appointments, placements, tender committee recommendations, entity and project appraisal, submission of reports, etc. as a result of which a wrongful gain(s) is made to one and /or wrongful loss(s) is caused to the others; vi. Utilization of the Company funds for personal purposes; vii. Authorizing or receiving payments for goods/products not supplied or services not rendered; viii. Destruction, disposition, removal of record(s) or any other asset(s) of the Company with an ulterior motive to manipulate and misrepresent the facts so as to create suspicion/ suppression of facts/ cheating as a result of which factual assessment/ decision can't be arrived at; ix. Impropriety in the handling or reporting of money or financial transactions; x. Profiteering as a result of insider knowledge of company activities; xi. Disclosing and/or providing by any means of communication, any confidential information related to the Company, to outside parties; xii. Accepting or seeking anything of material value from contractors and/or vendors and/or lenders and/or borrowers and/or persons providing services/ materials to the company in contravention of Code of Conduct (including the receipt of excessive gifts or accepting or seeking anything of material value from contractors, vendors or persons providing services/materials to the Company); xiii. Diversion to an employee or outsider of a potentially profitable transaction; xiv. Concealment or misrepresentation of transactions, assets or liabilities; xv. Expense report fraud (e.g. claims for services or goods not actually provided); xvi. Loss of intellectual property (e.g. disclosing confidential and proprietary information to outside parties); xvii. Conflicts of Interest resulting in actual or exposure to financial loss; xviii. Vendor fraud; xix. Embezzlement (i.e. misappropriation of money, securities, supplies, property or other assets); xx. Cheque fraud (i.e. forgery or alteration of cheques, bank drafts or any other financial instrument); xxi. Payroll fraud; xxii. Corruption; xxiii. Fraudulent financial reporting (e.g. forging or alteration of accounting documents or records; intentional concealment or misstatement of transactions resulting in false records or misleading statements; intentional failure to record or disclose significant information accurately or completely); xxiv. Improper pricing activity; xxv. Unauthorized or illegal use of confidential information (e.g. profiteering as a result of insider knowledge of company activities); xxvi. Unauthorized or illegal manipulation of information technology networks or operating systems; xxvii. Any similar or related inappropriate conduct. (This list is only indicative and not intended to exhaustive).

In addition to all that is stated hereinabove and in all other applicable laws, the term “fraud” shall include any misappropriation(s) and/or inappropriate conduct(s) and/or false representation and/or concealment of a material fact and/or any other illegal act committed intentionally to cause wrongful gains to self or others and /or wrongful loss to others.

4. Fraud Prevention Measures

4.1. Internal Audit:

- a) Periodically assess the Policy, based on the effectiveness of controls and Fraud events reported.
- b) Manage and address any reports received through the available channels, as defined in the Code of Ethics and Conduct and in the Fraud Management Procedure, and investigate any cases associated with internal fraud.
- c) Submit a regular report of relevant cases to the Audit Committee, which has exclusive competence for resolving Fraud cases involving accounting, internal control or audit issues.
- d) Check the implementation of action plans to ensure that corrective actions are applied once Fraud is detected in order to mitigate its effects.
- e) Include in the annual Internal Audit Plan the necessary testing procedures aimed at detecting any Fraud and/or Irregularity red flags.

4.2. Legal Agreements:

Amendments shall be made in the general conditions of contracts, sanctions, loan/ subsidy/ grant agreements of the Company wherein all bidders/ service providers/ vendors/ lenders/ borrowers/ consultants etc. shall be required to certify that they would adhere to anti-fraud Policy of the Company and not indulge or allow anybody else working in the Company to indulge in fraudulent activities and would immediately apprise the Company of the fraud/suspected fraud as soon as it comes to their notice. In case of failure to do so, the Company may debar them for future transactions.

4.3. Audit Committee: Company’s Audit Committee’s terms of reference include reviewing 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 reporting the matter to the Board. Accordingly Audit Committee shall monitor the application of the Company’s risk management reporting policy, including Fraud risks. As such, the Audit Committee shall have all the responsibilities and powers granted to it by legislation and internal standards, with sufficient powers to carry out the actions that the Audit Committee deems appropriate.

5. Reporting

Any incidence of fraud & bribery can be reported by using the means of the whistle blower policy or by writing to the Managing Director or Chief Human Resource Officer or Company Secretary. Information relating to all frauds involving amount of Rs. 10 Lakhs (Rupees Ten Lakhs only) and above each to be reported to the Audit Committee of the Board of Directors/ Board of Directors at its next meeting.

6. Prohibited Action under Anti - Corruption & Anti - Bribery

It is not acceptable to: a) give, promise to give, or offer, a payment, gift or hospitality to secure or award an improper business advantage; b) give, promise to give, or offer, a payment, gift or hospitality to a government official, agent or representative to facilitate, expedite, or reward any action or procedure; c) accept payment from a third party knowing or suspecting it is offered with the expectation that it will obtain a business advantage for them; d) induce another individual or associate to indulge in any of the acts prohibited in this policy; e) threaten or retaliate against another associate who has refused to commit a bribery offence or who has raised concerns under this policy; f) give or accept any gift where such gift is or could reasonably be perceived to be a contravention of this policy and / or applicable law; or g) engage in any activity that might lead to a breach of this policy.

7. Gifts and Hospitality

This policy does not prohibit normal business hospitality, so long as it is reasonable, appropriate, modest, and bona fide corporate hospitality, and if its purpose is to improve our company image, present our products and services, or establish cordial relations. Gifts and Hospitality:

- Must be duly approved. Normal business hospitality must always be approved at the appropriate level of Company management.
- Must not be intended to improperly influence. Associates should always assess the purpose behind any hospitality or entertainment. Hospitality or entertainment with the intention of improperly influencing anyone's decision-making or objectivity, or making the recipient feel unduly obligated in any way, should never be offered or received. Associates should always consider how the recipient is likely to view the hospitality. Similarly associates must also decline any invitation or offer of hospitality or entertainment when made with the actual or apparent intent to influence their decisions.
- Must not have the appearance of improper influence. Gifts can in some cases influence, or appear to influence, decision-making, for example by persuading the recipient to favour the person who made the gift over his own employer. Associates should think very carefully before making, or receiving, gifts. Gifts can occasionally be offered to celebrate special occasions (for example religious holidays or festivals or the birth of a child) provided such gifts do not exceed INR 5,000 in value, and are occasional, appropriate, totally unconditional, and in-fitting with local business practices. No gift should be given or accepted if it could reasonably be seen improperly to influence the decision-making of the recipient.
- Certain gifts are always prohibited. Some types of gifts are never acceptable including gifts that are illegal or unethical, or involve cash or cash equivalent (e.g. loans, stock options, etc). Furthermore, by way of non-exhaustive example, an invitation to his/her family to join him on a foreign business trip, or the extension of a trip at the customer's expense to include a holiday, are at all times unacceptable, and associates should not participate in such practices.
- Modest promotional gifts are permitted. It is acceptable to offer modest promotional materials to contacts e.g. branded pens. Use of one's position with the Company to solicit a gift of any kind is not acceptable. However, the Company allows associates occasionally to receive unsolicited gifts of a very low intrinsic value from business contacts provided the gift is given unconditionally and not in a manner that could influence any decision-making process.
- Personal payment does not cure. Associates may never pay on their personal account for gifts or hospitality in order to avoid this policy.

8. Facilitation of Payments and Kickbacks

The Company prohibits making or accepting, facilitation payments or "kickbacks" of any kind. Facilitation payments are typically small, unofficial payments made to secure or expedite a routine action by an official. Kickbacks are typically payments made in return for a business favour or advantage. All associates must avoid any activity that might lead to a facilitation payment or kickback being made or accepted. The Company may make donations but only if they are ethical and in compliance with this policy, local applicable laws, the UK Bribery Act and the US FCPA. No donation should be made which may, or may be perceived to breach applicable law, or any other section of this policy.

MISCELLANEOUS: Associates must ensure that they have read and understood this policy and, must at all times comply with the terms and conditions of this policy. Prevention, detection and reporting of corruption are the responsibility of all those working for us or under our control. All associates are required to avoid any activity that might lead to, or suggest, a breach of this policy. Associates must notify their reporting manager or consult an appropriate member of the Human Resource (HR) team as soon as possible if they believe or suspect, or have a reason to believe or suspect, that a breach of this policy has occurred, or may occur in the future. The Company will keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to, and receiving payments from, third parties. Associates must declare and keep a written record of all hospitality or gifts accepted or offered, which will be subject to managerial review and/or a review from the appropriate member of the Company's Human Resource (HR) team. We are apolitical, advocate government policies on sustainability and do not contribute financial or in kind to political parties, politicians and related institutions in any of the countries. We do not make contributions to political parties, political party officials or candidates for political office. Payment or use of corporate assets of any type as payment, directly or indirectly to any person, business, political organization or public official for any unlawful or unauthorized purpose is prohibited. Employees must ensure all expenses claims relating to hospitality, gifts or expenses incurred to Third Parties are submitted in accordance with our expenses policy and specifically record the reason for the expenditure. All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as clients, suppliers and business contacts, should be prepared and maintained with strict accuracy and completeness. No accounts will be kept "off-book" to facilitate or conceal improper payments and the same is ensured through effective monitoring and auditing mechanisms in place.

9. Penalties for Non - Compliance

Any violations of this Policy, the Internal Procedures mentioned in this Policy and any applicable regulations will make the Companies' Personnel personally liable for any direct or consequential damage whatsoever caused by said violation to the Company, including the demand for immediate return of any economic benefit that is unduly obtained. Such violations will be considered a serious breach of employee duties, which depending on the circumstances, may lead to termination of employment. A person who suspects or discovers fraudulent activity and fails to report the same as required by this policy or a person who intentionally reports false or misleading information is subject to disciplinary action.

10. Communication & Policy Approval

Dissemination of this policy for new joinees shall be carried out at the time of induction. This policy will also be shared with all existing associates. If you have any query about this policy, you should contact your reporting manager. Any changes to this Policy shall be approved by

the Board of Directors. The board of directors has overall responsibility for ensuring this policy complies with our legal and ethical obligations, and that all those under our control comply with it. The head of the Human Resources Department of the region has primary day-to-day responsibility for implementing this policy.

11. Definitions

“Fraud” means any behavior, whether by action or intentional omission, intended to gain, through scheme, deceit or abuse of trust, an undue advantage, that causes damage to the Companies.

“Irregularities” means any acts that intentionally violate the Group’s internal standards or its Code of Ethics and Conduct, if carried out with the intention to damage the Companies, the Personnel or a third party, or to gain an undue advantage for the perpetrator, any member of the Personnel or a third party.

“Bribery” is:

a) The offer, promise or receipt of any gift, hospitality, loan, fee, reward or other advantage to induce or reward behaviour which is dishonest, illegal or a breach of trust, duty, good faith or impartiality in the performance of a person's functions or activities (including but not limited to, a person's public functions, activities in their employment or otherwise in connection with a business);

b) or b) The offer or promise of any gift, hospitality, loan, fee, reward or other advantage to a public official with the intention of influencing the public official in the performance of their public function, to obtain a business advantage.

c) Bribery includes not only direct payments, but also authorising or permitting an associate or third party to commit any of the acts or take any part in the actions identified in (a) and (b) above.

“Government/ public official” includes officials, whether elected or appointed, who hold a legislative, administrative or judicial position of any kind in a country or territory.
