

# BOARD DIVERSITY POLICY

**Route Mobile Limited**

POLICY EFFECTIVE FROM JANUARY 11, 2019

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## 1. Purpose

This Board Diversity Policy sets out the approach to diversity on the Board of Directors (“the Board”) of Route Mobile Limited.

## 2. Scope of Application

The policy applies to the Board and does not apply to diversity in relation to employees.

## 3. Policy Statement

The board of Directors of the Company (“the Board”) has, at their meeting held on January 11, 2019, discussed and approved this Board Diversity Policy. The Company believes that Board appointments should be based on merit and from the diverse fields such as accounts, management, legal, technical and finance that complements and expands the skills, experience and expertise of the Board considering knowledge, professional experience and qualifications, gender, age, cultural and educational background, and such factors to review and guide corporate strategy, major plans of action, risk policy, annual budgets and business plans, setting performance objectives, monitoring implementation and corporate performance, and overseeing major capital expenditures, acquisitions and divestments function effectively.

Route Mobile Limited believes that a diverse Board will contribute to the achievement of its strategic and commercial objectives, including to:

- Drive business results;
- Make corporate governance more effective;
- Enhance quality and responsible decision making capability;
- Ensure sustainable development; and
- Enhance the reputation of Route Mobile Limited.

## 4. Composition of the Board

### 1. Executive And Non-Executive Directors:

The Board of Directors shall have optimum combination of executive and non-executive Directors. Not less than 50% of the directors on the Board shall be Non-executive Directors.

### 2. Independent Directors:

If the chairman of the Board is non-executive director, non-promoter and is not related to the promoters or person occupying management positions at the Board level or at one level below the Board at least one-third of the Board should comprise of Independent Directors.

In any other case at least 50% of the directors on the Board shall be Independent Directors. An Independent director shall hold office for a term of up to five consecutive

years on the Board of a Company, but can be appointed as Independent director for second term of five consecutive years with the approval of shareholders obtained by way of special resolution.

No Independent director shall be appointed for more than two consecutive terms, but such independent director shall be eligible for appointment after the expiration of three years of ceasing to become an independent director.

Provided that an independent director shall not, during the said period of three years, be appointed in or be associated with the company in any other capacity, either directly or indirectly.

For the purpose of this policy Independent Director means the Independent Director as defined in regulation 16 (b) of the SEBI Listing Regulations.

### **3. Woman Director:**

Subject to the provisions of the applicable laws from time to time the Board of Directors of the Company shall comprise of at least one woman director.

### **4. Experience And Expertise:**

The Board shall have optimum combination of directors having experience in various fields. The Board should comprise of at least one director having experience in the Industry. The Board should have at least one director having financial/accounting expertise. The Board should have at least one director having reasonable experience in the administration. Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

## **5. Disclosures**

The Board's composition (including gender, ethnicity, age etc.) will be disclosed in the Annual Report.

## **6. Process for Identifying the Suitable Person**

The Nomination and Remuneration Committee will review and assess the composition and performance of the board, as well as identifying appropriately qualified persons to occupy Board positions.

In identifying suitable candidates for appointment to the Board, the Committee will consider candidates on merit against objective criteria and with due regard for the benefits of diversity on the Board.

Further, the Committee will ensure that no person is discriminated against on grounds of religion, race, gender, pregnancy, child birth or related conditions, national origin or ancestry,

marital status, age, sexual orientation, or any other personal or physical attribute which does not speak to such person's ability to perform as a board member.

## **7. Review of the Policy**

The Nomination and Remuneration Committee will review the policy annually, which will include an assessment of the effectiveness of the policy.

The Nomination and Remuneration Committee will discuss any revision that may be required and recommend any such revisions to the Board for approval.

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