

# FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

**Route Mobile Limited**

POLICY EFFECTIVE FROM JANUARY 11, 2019

AMENDED ON MARCH 06, 2024

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## 1. Introduction

The Securities and Exchange Board of India (“SEBI”), *vide* its Notification dated September 2, 2015, has issued the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”). The Regulations come into force from December 1, 2015.

This Policy for familiarization programme for Independent Directors (“Policy”) of Route Mobile Limited (“Company”) is formulated in pursuance of Regulation 25 (7) of the LODR, which, *inter-alia* stipulates that the Company shall familiarize its Independent Directors with the Company, their roles, rights, responsibilities in the Company, business model of the Company, nature of the industry in which the Company operates etc., through periodical programmes. The Board of Directors of the Company, at its meeting held on January 11, 2019, approved this Policy with regard to Familiarization Programme for Independent Directors.

## 2. Purpose and Objective of the Policy

In terms of Regulation 25 (7) of the LODR, the purpose of this Policy is to provide Independent Directors of the Company an insight into the affairs of Company and to familiarise them about the Company to enable the Independent Directors to perform their role effectively as the member of the Board of Directors of the Company, including the nature of the industry in which the Company operates, business model of the Company, and make them accustomed to their roles, rights and responsibilities that would facilitate their active participation in contributing to the Company.

## 3. Familiarization and Continuing Education Process

- The newly appointed Independent Directors of the Company shall be familiarized with the various aspects of the Company like constitution, vision & mission statement, the activities, business model geographies in which the Company operates, strategic direction, etc. by way of detailed presentation.
- Information material like code of conduct, the code of internal procedures and conduct for prohibition of insider trading and other applicable policies of the Company, performance highlights, etc., will also to be provided to supplement the presentation and to create awareness to the Independent Director of their roles, rights, responsibilities towards the Company.
- The familiarisation programme shall also provide information relating to the financial performance of the Company and budget and control process of the Company.
- Periodic presentations, as may be needed, will be made to the Independent Directors to update them on all business related issues and new initiatives undertaken by the Company including any regulatory changes that may have impact on the operations of the Company including roles and responsibilities of the Independent Directors. The Company may also conduct training programme to its Independent Director by experts outlining the roles, rights, duties and responsibilities of Independent Directors from the perspective of various applicable laws.
- The Independent Directors may also be recommended to attend various seminars, conferences training programmes from time to time.

- The Chairman & Managing Director and other executives of the Company shall lead the familiarisation programme on aspects related to business/industry. The Chief Financial Officer/ Directors or such other authorised officer(s) of the Company may participate in the programme for providing inputs on financial performance of the Company and budget control process, etc. apart from involvement of company secretary and other senior management personnel/key managerial personnel of the Company and when required to conduct such programmes.

## 4. Induction on Joining the Board of the Company

The new Director is welcomed to the Board of Directors of the Company by sharing the following documents of the Company for his / her references:

- Memorandum of Association and Articles of Association of the Company
- Annual Reports of last three consecutive years
- Code of Conduct for Directors and Senior Managerial Personnel
- Note on Directors roles and responsibilities
- Policy Handbook of the Company comprising of policies on various business aspects and practices
- Organizational Chart of the Company and the profile of all the Directors and the Senior Managerial Personnel of the Company
- List of Contact details of the Directors, Senior Managerial Personnel and their personal / executive assistants.
- Publicity material of the Company that explains the range of products, services and solutions offered by the Company to its customers
- Note on key customers of the Company and their geographical distribution in terms of the work across and the revenue.

## 5. Invitation to Participate in Corporate Events

- The Board of Directors would be invited to participate in various corporate events to upgrade their domain knowledge about the Company.
- The Company shall through its Executive Directors / Senior Managerial Personnel conduct programmes/presentations periodically to familiarize the Independent Directors with the strategy, operations and functions of the Company;
- Such programmes/presentations will provide an opportunity to the Independent Directors to interact with the senior leadership team of the Company and help them to understand the Company's strategy, business model, operations, service and product offerings, markets, organization structure, finance, human resources, technology, quality, facilities and risk management and such other areas as may arise from time to time.
- The Company may circulate news and articles related to the industry on a regular basis and may provide specific regulatory updates from time to time; and
- The Company may conduct an introductory familiarization program / presentation, when a new Independent Director comes on the Board of the Company.

## 6. Policy Review

Where the terms of this Policy differ from any existing or newly enacted law, rule, regulation or standard governing the Company, the law, rule, regulation or standard will take precedence over this Policy and procedures until such time as this Policy is changed to conform to the law, rule, regulation or standard

## 7. Amendments

The Company may amend the Policy as and when it deems necessary either pursuant to any change in law or otherwise. The Company shall be free to devise and implement any supplementary or other policies and guidelines in respect hereof for better implementation of this Policy.

## 8. Dissemination of the Policy

This Policy shall be uploaded on the Company's website for public information and a web link for the same shall also be provided in the Corporate Governance Section of the Annual Report of the Company.

## 9. Disclosure on Website

Following information will be disclosed, under a separate section on the website of the Company:

- a) Details of familiarization programmes imparted to Independent Directors, including:
  - Number of Programmes attended by the Independent Directors (during the year and on cumulative basis till date);
  - Number of hours spent by the Independent Directors in such programmes (during the year and on cumulative basis till date); and
  - Other relevant details.

## **FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS**

### **Preamble**

In accordance with Regulation 25(7) read with Regulation 46(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company shall familiarise the independent directors with the Company, their roles, rights and responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc. through various programmes.

### **Purpose and Objectives**

The familiarization programme helps the independent directors not only to have greater insight into the Company's business but also contribute effectively in decision making at Board / Committee meetings.

### **Overview of the Familiarization Programme**

#### **1. Familiarization upon induction of new Independent Directors**

- At the time of appointment, an appointment letter incorporating the role and duties, tenure of appointment, evaluation process, and availability of directors' and officers' liability insurance, details regarding remuneration is given to the Directors.
- The Company conducts a well-structured induction programme for orientation and training of directors which includes one-to-one interactive sessions with the executive directors, management council members, selected business/functional heads.
- New independent directors are provided with induction kit which includes presentation on details about the Company, its subsidiaries, copies of Annual Report of last three years, Company's Code of Conduct, Company's Insider Trading Code, brief profile of other Board Members, Memorandum and Articles of Association, financial results of past one year, Committee Charters, Internal Audit Charter, policies such as vigil policy, CSR policy, policy on related party transactions, etc.,

#### **2. Continual Familiarisation Programme**

- Presentations on business units / subsidiary companies, business performance, operations, finance, risk management framework, etc. are made to the Directors from time to time as part of board discussions where independent directors get an opportunity to interact with the senior leaders of the Company.
- Active communication channel between executive directors and independent directors, that allows the independent directors to raise query, seek clarifications for enabling a better understanding of the Company and its various operations are available.
- Board Members are regularly updated regarding key developments in the Company and on any important regulatory amendments applicable to the Company. Meeting of statutory and internal auditors with independent directors are held to discuss Company's affairs without presence of management.
- Meetings with Company Executives are also arranged to better understand the business and operations of the Company.

- The Directors are encouraged to visit the Company’s website which include the latest press releases and data. Queries posed by them are responded.

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### **Details of Familiarisation Programmes for Independent Directors for the F.Y. 2023-24**

[Pursuant to Regulation 46 the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)]

<b>Sr. No.</b>	<b>Name of Independent Directors</b>	<b>Subject</b>	<b>For the F.Y 2023-24 (Time)</b>	<b>cumulative basis till date (Time)</b>
1	Mrs. Sudha Navandar	Structured Digital Database, update on Foreign Subsidiaries & ESG	30 minutes	4 hours and 40 minutes
2	Mr. Nimesh Salot		30 minutes	3 hours and 40 minutes
3	Mr. Arun Gupta		30 minutes	3 hours and 40 minutes
4	Mr. Bhaskar Pramanik		30 minutes	1 hour and 10 minutes