

Date: February 04, 2025

To,

National Stock Exchange of India Limited Exchange Plaza, C-1, Block G Bandra Kurla Complex Bandra (E), Mumbai – 400 051	BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai – 400 001
Symbol: MOBIKWIK	Scrip Code: 544305

Sub: Postal Ballot Notice

Ref: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

With reference to our intimation dated February 04, 2025 and pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulation') as amended from time to time, please find enclosed herewith a copy of the Postal Ballot Notice dated February 04, 2025 along with the Explanatory Statement and instructions for Postal Ballot thereto pursuant to the provisions of Companies Act ('the Act') read with Listing Regulations, for seeking consent of the Members of One MobiKwik Systems Limited ("Company"), on the resolutions forming part of the Postal Ballot Notice.

In compliance with the relevant circulars issued by the Ministry of Corporate Affairs, from time to time, the Postal Ballot Notice is being sent by electronic mode only to those Members whose names appear in the Register of Members / List of Beneficial Owners and whose e-mail addresses are registered with the Registrar and Share Transfer Agent of the Company i.e. MUFG Intime India Private Limited ("MUFG") and the Depositories viz. National Securities Depository Limited and Central Depository Services (India) Limited as on the cut-off date i.e. Friday, January 31, 2025. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members. The instructions for remote e-voting are appended to the Notice.

The Company has engaged the services of MUFG for facilitating remote e-voting to enable the Members to cast their votes electronically. The remote e-voting on the resolution set out in the Postal Ballot Notice shall commence on Wednesday, February 05, 2025 at 9:00 a.m. (IST) and shall end on Thursday, March 06, 2025 at 5:00 P.M. (IST).

The Postal Ballot Notice is also being uploaded on the Company's website at <https://www.mobikwik.com/ir/meetings/postal-ballot> and on the website of MUFG at <https://instavote.linkintime.co.in>.

The results of the Postal Ballot will be uploaded on the Stock Exchanges within two (2) working days from the conclusion of Postal Ballot and will also be placed on the Company's website at <https://www.mobikwik.com/ir/meetings/postal-ballot> and the website of MUFG at <https://instavote.linkintime.co.in> and shall also be available on the website of the Stock Exchanges.

ONE MOBIKWIK SYSTEMS LIMITED

Registered Office: Unit No. 102, 1st Floor, Block-B, Pegasus One, Golf Course Road,
Sector-53, Gurugram, Haryana-122003, India.

Ph: +91 (124) 490-3344 | CIN: U64201HR2008PLC053766 | www.mobikwik.com



This intimation is also being uploaded on the Company's website <https://www.mobikwik.com/ir> in terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking you,

For One MobiKwik Systems Limited

Ankita Sharma

Company Secretary and Compliance Officer

Membership No.: A37518

ONE MOBIKWIK SYSTEMS LIMITED

Registered Office: Unit No. 102, 1st Floor, Block-B, Pegasus One, Golf Course Road,
Sector-53, Gurugram, Haryana-122003, India.

Ph: +91 (124) 490-3344 | CIN: U64201HR2008PLC053766 | www.mobikwik.com

Postal Ballot Notice

[Pursuant to Section 110 read with 108 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

To the Members of the Company,

NOTICE is hereby given to the shareholders of **One Mobikwik Systems Limited** (the "Company") pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with the General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 22/2020 dated 15th June, 2020, General Circular No. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020, General Circular No. 10/2021 dated 23rd June, 2021, General Circular No. 20/2021 dated 8th December, 2021, General Circular No. 3/2022 dated 5th May, 2022, General Circular No. 11/2022 dated 28th December, 2022 and General Circular No. 09/2024 dated 19th September 2024 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "MCA Circulars"), and the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ("SS-2"), the items of special business as set out in this Notice below are proposed for seeking approval of the Members of the Company, by way of Postal Ballot, only through remote e-voting process.

The Notice of Postal Ballot dated February 4, 2025 ("Postal Ballot Notice") is being sent only through electronic mode to those members whose name(s) appear in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e. Friday, January 31, 2025 and who have registered their e-mail address(es) with the Company / Registrar / Depositories, as permitted by the MCA Circulars. Accordingly, a physical copy of the Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members and no physical ballot forms will be accepted. The process for registration of email address by the members who have not yet registered their email address or wish to update their email address is provided in this Postal Ballot Notice.

An explanatory statement pursuant to Section 102 and Section 110 and other applicable provisions, if any, of the Act, setting out the material facts concerning the said resolutions and the reasons thereof is annexed hereto for your consideration.

The Postal Ballot Notice is also available on the website of the Company at <https://www.mobikwik.com/ir/meetings/postal-ballot>

The Board of Directors of the Company have appointed Mr. Devesh Kumar Vasisht, (FCS-8488; CP. No. 13700), Managing Partner and/or Mr. Parveen Kumar, (FCS-13411; CP. No. 13411), Partner of M/s. DPV & Associates LLP, Practicing Company Secretaries (Firm Registration No. L2021HR009500) as the Scrutinizer, for conducting the Postal Ballot remote e-voting process in a fair and transparent manner.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the Company has engaged the services of MUFG Intime India Private Limited ("MUFG"), for the purpose of providing remote e-voting facility to all its Members. The remote e-voting period shall commence on Wednesday, February 05, 2025 from 9.00 a.m. (IST) and ends on Thursday, March 06, 2025 at 5.00 p.m. (IST). Members, whose name(s) appear in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e. Friday, January 31, 2025 are requested to carefully read the instructions for remote e-voting indicated in this Postal Ballot Notice and accord their assent (FOR) or dissent (AGAINST) on the proposed resolutions only through remote e-voting facility provided by MUFG not later than 5:00 P.M. (IST) on Thursday, March 06, 2025. The remote e-voting module shall be disabled by MUFG for voting thereafter. The voting rights of members shall be in proportion to their shares in the paid-up share capital of the Company as on the cut-off date i.e. Friday, January 31, 2025. After completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairperson of the Company or Company Secretary and Compliance Officer or any other person authorised by the Chairperson, within two working days from the last day of remote e-voting. The Company shall simultaneously forward the results to BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com, where the shares of the Company are listed. The said results along with the Scrutinizer's Report shall be placed on the Company's website <https://www.mobikwik.com/ir/meetings/postal-ballot>. The resolutions, if approved, shall be deemed to have been passed on the last date of remote e-voting i.e. Thursday, March 06, 2025.

ONE MOBIKWIK SYSTEMS LIMITED

Registered Office: Unit No. 102, 1st Floor, Block-B, Pegasus One, Golf Course Road,
Sector-53, Gurugram, Haryana-122003, India.

Ph: +91 (124) 490-3344 | CIN: U64201HR2008PLC053766 | www.mobikwik.com

SPECIAL BUSINESS:

1. TO CONSIDER AND APPROVE THE INCREASE IN AUTHORIZED CAPITAL OF THE COMPANY AND CONSEQUENT AMENDMENT TO THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 13, Section 61, Section 64 and all other applicable provisions of the Companies Act, 2013 and the rules enacted thereunder, and the provisions contained in the Articles of Association of the Company, the Authorized Share Capital of the Company be and is hereby increased from Rs. 34,32,28,190/- (Rupees Thirty Four Crores Thirty Two Lakhs Twenty Eight Thousand One Hundred & Ninety Only) to Rs. 38,32,28,190/- (Rupees Thirty Eight Crores Thirty Two Lakhs Twenty Eight Thousand One Hundred & Ninety Only) ranking pari-passu with the existing equity shares of the Company and consequently, the existing Clause V of the Memorandum of Association of the Company, be and is hereby substituted by a new Clause V which shall read as follows:

V. The Authorized Share Capital of the Company is 38,32,28,190/- (Rupees Thirty Eight Crores Thirty Two Lakhs Twenty Eight Thousand One Hundred & Ninety Only) divided into 10,00,00,000 (Ten Crores) Equity Shares of Rs. 2/- (Rupees Two) each 1,56,899 (One Lac Fifty Six Thousand Eight Hundred Ninety Nine) Compulsory Convertible Cumulative Preference Shares of Rs. 10/- (Rupees Ten) each and 18,16,592 (Eighteen Lacs Sixteen Thousand Five Hundred Ninety Two) Compulsory Convertible Cumulative Preference Shares of Rs. 100/- (Rupees Hundred) each.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to take necessary steps and do all such acts, deeds and things as may be deemed expedient and necessary to give effect to the aforesaid ordinary resolution.”

2. TO APPROVE THE AMENDMENT AND RATIFICATION OF MOBIKWIK EMPLOYEE STOCK OPTION PLAN 2014 AS PER SEBI (SHARE BASED EMPLOYEE BENEFIT AND SWEAT EQUITY) REGULATIONS, 2021

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof), Regulation 7 and Regulation 12 of Securities and Exchange Board of India (Share Based Employee Benefit and Sweat Equity) Regulations, 2021 (**“SEBI (SBEB & SE) Regulations”**), the Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory Guidelines / Circulars in that behalf and subject further to such other approval(s), consent(s), permission(s), and / or sanction(s) as may be necessary from the appropriate regulatory authority(ies) / institution(s) and such conditions and modifications as may be prescribed / imposed by the appropriate regulatory authority(ies) / institution(s) while granting such approval(s), consent(s), permission(s) and / or sanction(s), the consent of Shareholders of the Company hereby approves, the amendment and ratification of MobiKwik Employees Stock Options Plan 2014 (“Plan”) within the meaning of SEBI SBEB & SE Regulations as detailed in the explanatory statement and hereby accords authority to the Board of Directors of the Company (*hereinafter referred to as the ‘Board’, which term shall include the Nomination and Remuneration Committee constituted by the Board or any other committee which the Board may constitute to act as the ‘Compensation Committee’ under the SEBI(SBEB & SE) or their delegated authority and to exercise its powers, including the powers conferred by this resolution*), to create, grant, offer, reissue, and allot, in one or more tranches, ungranted and lapsed Options (*or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time*), exercisable into Equity Shares (**“Shares”**) of face value of Rs. 2/- each, at such price and on such terms and in such manner as the Board of Directors may decide in accordance with the provisions of the applicable laws and the provisions of the Plan.

RESOLVED FURTHER THAT the proposed amendments to Plan are not prejudicial to the interests of the current option holders.

RESOLVED FURTHER THAT the Board (including any Committee thereof), be and is hereby authorised to facilitate the allotment of the equity shares under Plan upon exercise of vested options from time to

ONE MOBIKWIK SYSTEMS LIMITED

Registered Office: Unit No. 102, 1st Floor, Block-B, Pegasus One, Golf Course Road,
Sector-53, Gurugram, Haryana-122003, India.

Ph: +91 (124) 490-3344 | CIN: U64201HR2008PLC053766 | www.mobikwik.com

time in accordance with Plan and the equity shares so allotted shall rank pari-passu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, split or consolidation of shares, merger/ amalgamation or sale of division / undertaking or other re-organisation etc. requisite adjustments (which may include adjustments to the number of options under the Scheme) shall be appropriately made, in a fair and reasonable manner, in accordance with the Scheme.

RESOLVED FURTHER THAT if the Equity Shares of the Company are either sub-divided or consolidated, the number of Equity Shares arising out of and/or the price of acquisition payable by the employees under the Plan shall automatically stand increased or reduced, as the case may be, in the same proportion as the present face value per equity share bears to the revised face value of the equity shares of the Company after such subdivision or consolidation, without affecting any other rights or obligations of the said grantees

RESOLVED FURTHER THAT the Board (including any Committee thereof), be and is hereby authorised to do all such acts and deeds as are required for regulatory and legal compliance including making application to the recognised stock exchanges to seek requisite approvals for trading of equity shares allotted under Plan in terms of the SEBI SBEB & SE Regulations and SEBI Listing Regulations and for filing any required forms, applications with the registrar of companies, depositories and execution of all relevant documents as may be required in order to give effect to the above resolutions.

RESOLVED FURTHER THAT the Board (including any Committee thereof), be and is hereby authorised to do all such acts and deeds as are required for regulatory and legal compliance including making application for the capital addition to the depositories and requisite approvals from the recognised stock exchanges for listing and trading of equity shares allotted under Plan in terms of the SEBI (SBEB & SE) Regulations, 2021 and SEBI Listing Regulations and for filing any required forms, applications with the registrar of companies, depositories and execution of all relevant documents as may be required in order to give effect to the above resolutions.

RESOLVED FURTHER THAT the Board (including any Committee thereof), be and is hereby authorized at any time to implement, modify, change, vary, alter, amend, ratify, suspend or terminate the Plan and to do all such acts, deeds, matters and things as it may deems fit for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such implementation, modification, change, variation, alteration, amendment, ratification, suspension or termination of Plan and do all other things incidental and ancillary thereof in accordance with the Plan and compliance with Applicable Laws.

RESOLVED FURTHER THAT the Board (including any Committee thereof), be and are hereby severally authorized to take such steps as may be necessary and to settle all matters arising out of and incidental thereto and sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

3. TO APPROVE THE EXTENSION OF THE BENEFITS OF THE MOBIKWIK EMPLOYEE STOCK OPTION PLAN 2014 TO THE EMPLOYEES OF THE SUBSIDIARY COMPANY(IES), IN INDIA OR OUTSIDE INDIA, OF THE COMPANY.

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** subject to the approval of the Shareholders of the Company and pursuant to the provisions of Section 62(l)(b) of the Companies Act, 2013 and other applicable provisions, if any, read with Rules made thereunder including any statutory modifications or re-enactment thereof, Regulation 6(3)(c) and other applicable provisions, if any, (“**SEBI (SBEB & SE) Regulations**”), the Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory Guidelines / Circulars in that behalf and subject further to such other approval(s), consent(s), permission(s), and / or sanction(s) as may be necessary from the appropriate regulatory authority(ies) / institution(s) and such conditions and modifications as may be prescribed / imposed by the appropriate regulatory authority(ies) / institution(s) while granting such approval(s), consent(s), permission(s) and / or sanction(s), the consent of the Shareholders of the Company be and is hereby accorded to Board of Directors (*hereinafter referred to as the ‘Board’, which term shall include the Nomination and Remuneration Committee constituted by the Board or any other committee which the Board may*

ONE MOBIKWIK SYSTEMS LIMITED

Registered Office: Unit No. 102, 1st Floor, Block-B, Pegasus One, Golf Course Road,
Sector-53, Gurugram, Haryana-122003, India.

Ph: +91 (124) 490-3344 | CIN: U64201HR2008PLC053766 | www.mobikwik.com

constitute to act as the 'Compensation Committee' under the SEBI(SBEB &SE) or their delegated authority and to exercise its powers, including the powers conferred by this resolution) to extend the benefits of MobiKwik Employee Stock Option Plan 2014 ("Plan") to or for the benefit of Employees of the Subsidiary Company(ies) and to such other persons as may, from time to time, be allowed to be eligible for the benefits of the Plan (as permitted under the applicable laws from time to time) on such terms and in such manner as the Board of Directors may decide in accordance with the provisions of the applicable laws and provisions of the Plan and recommends to the same for approval of the Board.

RESOLVED FURTHER THAT the board (including any Committee thereof), be and are hereby severally authorized to take such steps as may be necessary and to settle all matters arising out of and incidental thereto and sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

For **One Mobikwik Systems Limited**



Ankita Sharma
(Company Secretary & Compliance Officer)
Membership No.: ACS-37518



Date: February 04, 2025
Place: Gurgaon

ONE MOBIKWIK SYSTEMS LIMITED

Registered Office: Unit No. 102, 1st Floor, Block-B, Pegasus One, Golf Course Road,
Sector-53, Gurugram, Haryana-122003, India.

Ph: +91 (124) 490-3344 | CIN: U64201HR2008PLC053766 | www.mobikwik.com

Notes:

1. The Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 (“the Act”) read with the applicable Rules made thereunder and SS-2 setting out the material facts is annexed hereto and forms part of this Postal Ballot Notice (“Notice”).
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members / Register of Beneficial Owners as on cut-off date i.e. Friday, January 31, 2025, received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories.
Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
3. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars, Regulation 44 of the Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, as amended (“SEBI Master Circular”), and SS-2 and any amendments thereto, the Company is providing the facility to the Members to exercise their right to vote on the proposed resolutions electronically through platform provided by E-Voting Service Provider, i.e. MUFG Intime India Private Limited (‘MUFG’). The instructions for e-voting are provided as part of this Postal Ballot Notice.
4. All the Members of the Company as on the cut-off date (including those Members who may not have received this Notice due to non-registration of the email address with the Company / Depositories), shall be entitled to vote in relation to the resolutions specified in this Postal Ballot Notice.
5. This Postal Ballot Notice will also be available on the Company’s website at <https://www.mobikwik.com/ir/meetings/postal-ballot> and website of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of MUFG at <https://instavote.linkintime.co.in>
6. In accordance with the MCA Circulars, the Company has made necessary arrangements for the Members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form.
7. Only a person, whose name is recorded in the Register of Members / Register of Beneficial Owners, as on the cut-off date i.e. Friday, January 31, 2025 maintained by the Depositories shall be entitled to participate in the e-voting. A person who is not a Member as on the cut-off date i.e. Friday, January 31, 2025 should treat this Postal Ballot Notice for information purposes only.
8. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, January 31, 2025.
9. The remote e-voting period shall commence on Wednesday, February 05, 2025 from 9.00 a.m. (IST) and ends on Thursday, March 06, 2025 at 5.00 p.m. (IST). The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by MUFG upon expiry of the aforesaid period. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.
10. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e. Thursday, March 06, 2025.
11. The dispatch of the Notice and the Explanatory Statement shall be announced through an advertisement in at least 1 (One) English newspaper and at least 1 (One) Hindi newspaper, each with wide circulation in the region, where the Registered Office of the Company is situated, and also be published on the Company’s website at <https://www.mobikwik.com/ir/meetings/postal-ballot> and on the website of MUFG at <https://instavote.linkintime.co.in>
12. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the Members from the date of circulation of this Postal Ballot Notice until the last date of e-voting. Members seeking to inspect such documents can send an email to cs@mobikwik.com .

ONE MOBIKWIK SYSTEMS LIMITED

Registered Office: Unit No. 102, 1st Floor, Block-B, Pegasus One, Golf Course Road,
Sector-53, Gurugram, Haryana-122003, India.

Ph: +91 (124) 490-3344 | CIN: U64201HR2008PLC053766 | www.mobikwik.com

13. Awareness about Online Resolution of Disputes in the Indian Securities Market through Online Dispute Resolution ('ODR') Portal:

- i. This is to inform you that Securities and Exchange Board of India ("SEBI") vide circular no. SEBI/HO/OIAE/OIAE_IAD1/P/CIR/2023/131 dated July 31, 2023 issued guidelines for online resolution of disputes in the Indian securities market through establishment of a common ODR Portal which harnesses online conciliation and online arbitration for resolution of disputes arising between investors/clients and listed companies (including their RTAs) or specified intermediaries/regulated entities in the securities market.
- ii. SEBI vide circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, has further clarified that the investor shall first take up his/her/their grievance with the Market Participant (Listed Companies, specified intermediaries, regulated entities) by lodging a complaint directly with the concerned Market Participant. If the grievance is not redressed satisfactorily, the investor may, escalate the same through the SCORES Portal <https://scores.sebi.gov.in> in accordance with the process laid out. After exhausting the above options for resolution of the grievance, if the investor is still not satisfied with the outcome, he/she/they can initiate dispute resolution through the ODR Portal.
- iii. The SMART ODR Portal can be accessed at: <https://smartodr.in/login>.

14. Procedure for E-voting:

- i. **E-voting Facility:**
 - a) The Company is providing e-voting facility provided by MUFG to its Members to exercise their right to vote on the proposed resolutions by electronic means.
 - b) The remote e-voting period shall commence on Wednesday, February 05, 2025 from 9.00 a.m. (IST) and ends on Thursday, March 06, 2025 at 5.00 p.m. (IST). The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by MUFG upon expiry of the aforesaid period.
 - c) The manner of e-voting by (i) individual shareholders holding shares of the Company in demat mode, (ii) Shareholders other than individuals holding shares of the Company in demat mode, (iii) Members who have not registered their e-mail address, is explained in the instructions given herein below.
- ii. **Information and Instructions Relating to E-voting:**
 - a) Once the vote on a resolution is cast by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.
 - b) **INFORMATION AND INSTRUCTIONS FOR E-VOTING BY INDIVIDUAL SHAREHOLDERS HOLDING SHARES OF THE COMPANY IN DEMAT MODE:** As per the SEBI Master Circular, all "individual shareholders holding shares of the Company in demat mode" can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. The procedure to login and access e-voting, as devised by the Depositories / Depository Participant(s), is given below:

PROCEDURE TO LOGIN THROUGH WEBSITES OF DEPOSITORIES





a) Login method for Individual shareholders holding securities in demat mode is given below:

Type of Member	Login Method
Individual Members holding equity shares in demat mode with NSDL	A. Existing Internet-based Demat Account Statement ("IDeAS") facility Users: <ol style="list-style-type: none"> i. Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "Login". ii. Enter User ID and Password. Click on "Login" iii. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services. iv. Click on "MUFG Intime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.
	B. Users not registered under IDeAS e-Services:

ONE MOBIKWIK SYSTEMS LIMITED

Registered Office: Unit No. 102, 1st Floor, Block-B, Pegasus One, Golf Course Road, Sector-53, Gurugram, Haryana-122003, India.

Ph: +91 (124) 490-3344 | CIN: U64201HR2008PLC053766 | www.mobikwik.com

	<p>a) To register, visit URL: https://eservices.nsdl.com and select “Register Online for IDeAS Portal” or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>b) Proceed with updating the required fields.</p> <p>c) Post successful registration, user will be provided with Login ID and password.</p> <p>d) After successful login, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.</p> <p>e) Click on “MUFG Intime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.</p> <p>C. By visiting the e-voting website of NSDL:</p> <p>i. Visit URL: https://www.evoting.nsdl.com</p> <p>ii. Click on the “Login” tab available under ‘Shareholder/Member’ section.</p> <p>iii. Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</p> <p>iv. Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.</p> <p>v. Click on “MUFG Intime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <p> </p>
<p>Individual Members holding equity shares in demat mode with CDSL</p>	<p>A. Existing user who has opted for Electronic Access to Securities Information (“Easi / Easiest”) facility:</p> <p>i. Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com.</p> <p>ii. Click on New System Myeasi Tab</p> <p>iii. Login with existing my easi username and password</p> <p>iv. After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.</p> <p>v. Click on “Link InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.</p>
	<p>B. Users who have not opted for Easi/Easiest:</p> <p>i. To register, visit URL: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration / https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration</p> <p>ii. Proceed with updating the required fields.</p> <p>iii. Post registration, user will be provided username and password.</p> <p>iv. After successful login, user able to see e-voting menu.</p> <p>v. Click on “Link InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period</p> <p>C. By visiting the e-voting website of CDSL:</p> <p>i. Visit URL: https://www.cdslindia.com</p> <p>ii. Go to e-voting tab.</p> <p>iii. Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.</p>

ONE MOBIKWIK SYSTEMS LIMITED

Registered Office: Unit No. 102, 1st Floor, Block-B, Pegasus One, Golf Course Road, Sector-53, Gurugram, Haryana-122003, India.

Ph: +91 (124) 490-3344 | CIN: U64201HR2008PLC053766 | www.mobikwik.com

	<ul style="list-style-type: none"> iv. System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account v. After successful authentication, click on “Link InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.
Individual Members (holding equity shares in demat mode) logging through their depository participants	<ul style="list-style-type: none"> i. Login to DP website ii. After Successful login, user shall navigate through “e-voting” option. iii. Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature. iv. After successful authentication, click on “MUFG Intime/ Link InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Members holding equity shares in demat mode for any technical issues related to login through Depository, i.e., NSDL / CDSL:

Members facing any technical issue - NSDL	Members facing any technical issue - CSDL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free number: 022-4886 7000 / 022-2499 7000	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33.

b. Login method for remote e-voting for Members other than Individual’s holding shares in demat mode and Members holding equity shares in physical mode:

- i. Members whose email IDs are registered with the Company / Depository Participants, will receive an email from MUFG which will include details of e-voting Event Number (EVEN), USER ID and Password (initial default password will be provided in the body of the email). They will have to follow the following process:
 - a) Visit URL: <https://instavote.linkintime.co.in>

Shareholders who have not registered for INSTAVOTE facility:

- b) Click on “**Sign Up**” under ‘SHARE HOLDER’ tab and register with your following details:

A. User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

B. PAN:

Enter your 10-digit Permanent Account Number (PAN)

(Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI:

Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number:

Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

ONE MOBIKWIK SYSTEMS LIMITED

Registered Office: Unit No. 102, 1st Floor, Block-B, Pegasus One, Golf Course Road, Sector-53, Gurugram, Haryana-122003, India.

Ph: +91 (124) 490-3344 | CIN: U64201HR2008PLC053766 | www.mobikwik.com

*Shareholders holding shares in **NSDL form**, shall provide 'D' above

Shareholders holding shares in **physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

- ❖ Set the password of your choice
(The password should contain minimum 8 characters, at least one special Character (!#\$&*), at least one numeral, at least one alphabet and at least one capital letter).
- ❖ Enter Image Verification (CAPTCHA) Code
- ❖ Click "Submit" (You have now registered on InstaVote).

Shareholders who have registered for INSTAVOTE facility:

- c) Click on "**Login**" under 'SHARE HOLDER' tab.
 - A. User ID: Enter your User ID
 - B. Password: Enter your Password
 - C. Enter Image Verification (CAPTCHA) Code
 - D. Click "Submit"
- d) Cast your vote electronically:
 - A. After successful login, you will be able to see the "Notification for e-voting".
 - B. Select 'View' icon.
 - C. E-voting page will appear.
 - D. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
 - E. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on "**Sign Up**" under "Custodian / Corporate Body/ Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "**Investor Mapping**" tab under the Menu Section
- c) Map the Investor with the following details:
 - A. 'Investor ID' –
 - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID
i.e., IN00000012345678
 - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
 - B. 'Investor's Name - Enter Investor's Name as updated with DP.
 - C. 'Investor PAN' - Enter your 10-digit PAN.
 - D. 'Power of Attorney' - Attach Board resolution or Power of Attorney.

**File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*

- E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

STEP 3 – Voting through remote e-voting

ONE MOBIKWIK SYSTEMS LIMITED

Registered Office: Unit No. 102, 1st Floor, Block-B, Pegasus One, Golf Course Road,
Sector-53, Gurugram, Haryana-122003, India.

Ph: +91 (124) 490-3344 | CIN: U64201HR2008PLC053766 | www.mobikwik.com

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on **“Votes Entry”** tab under the Menu section.
- c) Enter the **“Event No.”** for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- d) Enter **“16-digit Demat Account No.”** for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
- f) After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

OR

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will be able to see the “Notification for e-voting”.
- c) Select **“View”** icon for **“Company’s Name / Event number”**.
- d) E-voting page will appear.
- e) Download sample vote file from **“Download Sample Vote File”** tab.
- f) Cast your vote by selecting your desired option ‘Favour / Against’ in the sample vote file and upload the same under **“Upload Vote File”** option.
- g) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on **“Login”** under ‘SHARE HOLDER’ tab.
- Click **“forgot password?”**
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on **“SUBMIT”**.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click **“forgot password?”**
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on **“SUBMIT”**.

ONE MOBIKWIK SYSTEMS LIMITED

Registered Office: Unit No. 102, 1st Floor, Block-B, Pegasus One, Golf Course Road,
Sector-53, Gurugram, Haryana-122003, India.

Ph: +91 (124) 490-3344 | CIN: U64201HR2008PLC053766 | www.mobikwik.com

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

1. Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

Members are requested to follow the process as guided to capture the email address and mobile number for receiving the soft copy of the Postal Ballot Notice and e-voting instructions along with the User ID and Password. In case of any queries, Members may write to enotices@in.mpms.mufg.com

Alternatively, Members may send an e-mail request at the email id enotices@in.mpms.mufg.com along with scanned copy of the request letter, duly signed, providing their email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Postal Ballot Notice and the e-voting instructions.

After receiving the e-voting instructions, please follow all the above steps to cast your vote by electronic means.

In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the 'download' section of MUFGE Website.

ONE MOBIKWIK SYSTEMS LIMITED

Registered Office: Unit No. 102, 1st Floor, Block-B, Pegasus One, Golf Course Road,
Sector-53, Gurugram, Haryana-122003, India.

Ph: +91 (124) 490-3344 | CIN: U64201HR2008PLC053766 | www.mobikwik.com

EXPLANATORY STATEMENT

[Pursuant to Section 102(1) read with 110 of the Companies Act, 2013 and Secretarial Standard on General Meetings ('SS-2')]

ITEM No. 1

The present authorised share capital of the Company is Rs. 34,32,28,190/- (Rupees Thirty Four Crores Thirty Two Lakhs Twenty Eight Thousand One Hundred & Ninety Only) inter alia, comprising of 8,00,00,000 equity shares of Rs 2/- each.

In order to facilitate exercise of Employee Stock Options under Employee Stock Option Plan 2014 and to keep a buffer of authorised capital as good governance for any future prospects, your Company has proposed increase in Authorised Capital of the Company.

The revised authorised share capital of the Company will be Rs. 38,32,28,190/- (Rupees Thirty Four Crores Thirty Two Lakhs Twenty Eight Thousand One Hundred & Ninety Only) inter alia, comprising of 10,00,00,000 equity shares of Rs 2/- each

The capital clause of the Memorandum of Association is also required to be altered for increasing of the authorized share capital.

As per Section 61 of the Companies Act, 2013 approval of members is required for increasing the authorized share capital of the company and altering relevant capital clause of the memorandum of association.

The Board of Directors recommend the resolution as set out at **Item no. 1** for your approval of shareholders as Ordinary Resolution.

None of the directors and key managerial personnel of the Company including their relatives are, in any way, concerned or interested in the said resolution except to the extent of their shareholding in the Company.

Item No. 2 and 3

Equity-based remuneration serves as a tool to align the personal goals of employees with the broader organizational objectives by enabling them to participate in the ownership of the Company. In order to reward, retain, and foster a sense of ownership and participation among key employees, the Shareholders of One Mobikwik Systems Limited ("**Company**") are requested to note that the MobiKwik Employee Stock Option Plan 2014 ("**ESOP 2014**" / "**Plan**" / "**Scheme**") was initially approved by the Board of Directors and Shareholders on August 01, 2014, and August 05, 2014, respectively. The first amendment to the Plan was approved by the Board of Directors and Shareholders on January 23, 2019, and January 30, 2019 respectively, the second amendment was approved by the Board of Directors and Shareholders on July 07, 2021, and July 07, 2021 respectively, third amendment was approved by the Board of Directors and Shareholders on December 07, 2021 and December 29, 2021 respectively and fourth amendment was approved by the Board of Directors and Shareholders on August 21, 2022 and September 28, 2022 respectively.

In accordance with the provisions of Regulation 12 of the Securities and Exchange Board of India (Share Based Employee Benefit and Sweat Equity) Regulations, 2021 ("**SEBI (SBEB & SE) Regulations, 2021**"), the Shareholders note that, subsequent to the listing of equity shares, a Company is not permitted to make any fresh grants that involve the allotment or transfer of shares to its employees under any pre-IPO plan unless:

- (i) The pre-IPO plan is in conformity with these regulations, and
- (ii) The pre-IPO plan is ratified by the shareholders subsequent to the IPO.

The Shareholders are further informed that the Plan was in compliance with the applicable provisions of the Companies Act, 2013 at the time of its approval. The Board of Directors in their meeting held dated February 04, 2025, aligned the Plan with the SEBI (SBEB & SE) Regulations, 2021, as required.

In accordance with the proviso to Regulation 12(1) of the SEBI (SBEB & SE) Regulations, ratification under clause (ii) can be done at any time prior to the grant of new options or shares under the pre-IPO plan.

ONE MOBIKWIK SYSTEMS LIMITED

Registered Office: Unit No. 102, 1st Floor, Block-B, Pegasus One, Golf Course Road,
Sector-53, Gurugram, Haryana-122003, India.

Ph: +91 (124) 490-3344 | CIN: U64201HR2008PLC053766 | www.mobikwik.com

Therefore, Company seeks approval from its shareholders to ratify the Plan to enable the Company to grant ungranted Options in the ESOP pool under the Plan.

Reference of the Shareholders is invited to Clause 4.3 of the Plan which provides, inter-alia, that subject to the provisions of the Companies Act, 2013, the SEBI Regulations and other Applicable Laws, the Nomination & Remuneration Committee ("**Committee**") shall in accordance with this Plan determine the specified time period within which the Employee shall exercise the Vested Options in the event of termination or voluntary resignation of an Employee.

Considering that the Company has been recently listed, the Committee of the Company is of the view that the criteria for exercising vested options by employees who have voluntarily resigned needs to be reasonably framed in the best interests of such employees. Therefore, it is in the beneficial interest of the employees to increase the Exercise Period in case of Voluntary Resignation (other than due to Cause) before the listing of the Company and Voluntary resignation after listing of the Company but before the opening of the first exercise window post listing of the Company. Accordingly, it is proposed to vary the terms mentioned in Clause 7.2(b) of the Plan of the Company i.e. Voluntary Resignation (other than due to Cause) under the head Exercise Period, in following manner:

Event of Termination of Employment	Vested Options	
	Existing Clause	Amended Clause
Voluntary Resignation (Other than due to Cause)	<p><u>Vested Options:</u></p> <p><u>A. In case the Company is Listed</u></p> <p>All the Vested Options as on date of resignation can be exercised within 6 months from the last day of employment of the Option Grantee.</p> <p>In case the Vested Options are not Exercised within the aforesaid time period, then such Vested Options shall lapse.</p> <p><u>B. In case the Company is Unlisted</u></p> <p>All the Vested Options as on date of resignation can be exercised within 3 years from the last day of employment of the Option Grantee; or within 6 months from the date of listing, whichever is earlier. In case the Vested Options are not Exercised within the aforesaid period, then such Vested Options shall lapse.</p> <p>C. Any other period as approved by the NRC & Board at the time of grant of Stock Options.</p>	<p><u>Vested Options:</u></p> <p>Cessation Date can be exercised within 6 (Six) months from the Cessation Date or before the expiry of overall exercise period as specified in the Clause 7.2(a), whichever is earlier.</p> <p>Exceptions:</p> <p>Voluntary Resignation before the listing of the Company and Voluntary resignation after listing of the Company but before the opening of the first exercise window post listing of the Company: all the Vested Options as on Cessation Date can be exercised within 9 (nine) months from the date of listing of the Company.</p> <p>Further once the first Exercise Window is opened after listing of the Company, the said exception will stand redundant and inoperative.</p> <p>In case the Vested Options are not Exercised within the aforesaid time period, then such Vested Options shall lapse.</p>

The rationale for the above proposed amendment is to provide fair opportunity for employees to exercise their vested options in the event of voluntary resignation. Employees resigning before the listing of the Company have a reasonable time after listing the Company to exercise their options. The proposed

ONE MOBIKWIK SYSTEMS LIMITED

Registered Office: Unit No. 102, 1st Floor, Block-B, Pegasus One, Golf Course Road, Sector-53, Gurugram, Haryana-122003, India.

Ph: +91 (124) 490-3344 | CIN: U64201HR2008PLC053766 | www.mobikwik.com

amendment further provides flexibility for employees who resigns after the listing of the Company but before the opening of the first exercise window post-listing, ensuring equitable treatment for all employees

The Board of Directors of the Company at their meeting dated February 04, 2025 approved and recommended to the Shareholders of the Company, amendment and ratification of the Plan and extending the benefits under the Plan to the Employees of Subsidiary company(ies) of the Company, in India or outside India.

Pursuant to provisions of the Companies Act, 2013 and, Regulation 7 and Regulation 12 the SEBI (SBE & SE) Regulations, 2021, the Company is required to seek the approval of the shareholders by way of special resolution to vary the terms of Plan. Accordingly, the Board of Directors recommends the passing of the resolution set out at Item No. 2 and 3 by the way of special resolution.

The salient features of the MobiKwik Employee Stock Option Plan 2014 and the disclosures required under Regulation 6(2) of SEBI (SBE & SE) Regulations, 2021 are as under:

1. Brief Description of the Plan:

The Plan shall be called as MobiKwik Employee Stock Option Plan 2014. The objective of the Plan is to reward employees for their association with the Company or its Subsidiaries, in India or outside India, of the Company and for their performance as well as to attract, retain, reward and motivate employees to contribute to the growth and profitability of the Company.

2. The total number of stock options to be offered and granted

The maximum number of Options that reserved under the pool of this Plan is 45,64,260 (Forty-Five Lakhs Sixty-Four Thousand and Two Hundred and Sixty) Options that are exercise into exercisable into equal number of fully paid- up Shares in the Company of face value of Rs. 2/- each, with each such Option conferring a right upon the Employee to apply for one Share of the Company, in accordance with the terms and conditions of such issue and subject to the provisions of Plan. The Committee reserves the right to increase or reduce such number of shares as it deems fit, subject to approval of the members of the Company.

Particulars	No. of Options		
	Before bonus and split *	After bonus and split	Converted Equity Shares
Original Option Pool (for which Shareholders' approval obtained on 5 August 2014).			1,28,912
Increased Pool of Options (as approved by the Shareholders on January 30, 2019).			2,28,213
Adjusted Pool due to Corporate Action (stock spit stock split converting each equity share of Rs. 10 into five equity shares of Rs. 2, and a 3:1 bonus issue approved by the Board and shareholders on June 20 and 22, 2021).			45,64,260
Options granted before Listing.	2,59,300	10,81,148	62,67,148
Options Lapsed & added back to the Pool (as on date of this notice).	1,15,803	3,31,130	26,47,190
Shares listed with Listing out of the exercised Options.	35,725	-	7,14,493
Balance available Options to be granted as on date out of total available Options. (A)	-	-	16,58,802
Balance available Options/Shares arising out of the active grants made before Listing of the Company (B).	-	-	29,05,458

ONE MOBIKWIK SYSTEMS LIMITED

Registered Office: Unit No. 102, 1st Floor, Block-B, Pegasus One, Golf Course Road, Sector-53, Gurugram, Haryana-122003, India.

Ph: +91 (124) 490-3344 | CIN: U64201HR2008PLC053766 | www.mobikwik.com

Balance available ungranted Options and Shares arising out of the active grants made before listing of the Company for which In-Principal application is to be applied with respective stock exchanges. (A+ B)	-	-	45,64,260
--	---	---	-----------

In case of a Corporate Action, if the revised face value of a Share is less or more than the current face value as prevailing on the date of coming into force of this Plan, the maximum number of Shares available for being granted under the Plan as specified above shall stand modified accordingly, so as to ensure that the cumulative face value (No. of Shares X Face value per Share) prior to such Corporate Action remains unchanged after such Corporate Action.

3. **Identification of classes of employees entitled to participate in the Plan**

“Employee” shall mean –

- i. an employee as designated by the Company, who is exclusively working in India or outside India; or
- ii. a Director of the Company, whether a whole time Director or not including a non- executive director who is not a Promoter or member of Promoter Group, but excluding an independent director, as defined in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 or
- iii. An Employee, as defined in sub-clauses (i) or (ii) above, Subsidiary(ies) Company, in India or outside India, of the Company;

But does not include

- a. an employee who is a Promoter or person belonging to the Promoter Group, each as defined in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended; or
- b. a Director who either by himself or through his relative (as defined under section 2(77) of the Companies Act, 2013) or through any body corporate, directly or indirectly, holds more than 10% of the outstanding Shares of the Company.

4. **Requirements of vesting and period of vesting**

Employee Stock Options granted under the Plan shall vest not earlier than 1 (one) year and not later than 6 (Six) years from the date of Grant of such Options.

Vesting of Options would be subject to continued employment with the Company or Subsidiary Company, as the case may be and, thus the Options would vest essentially on passage of time. In addition to this, the NRC may also specify certain performance criteria (which shall be communicated on Grant of Options) subject to satisfaction of which the Options would vest.

The specific vesting schedule along with the percentage of Option vested and vesting conditions subject to which vesting would take place would be outlined in the Grant Letter given to the Option Grantee at the time of grant of Options.

5. **The maximum period within which the Options shall be vested:**

The Options granted shall vest for a maximum period of 6 (Six) years from the grant date.

6. **Exercise price or the formula for arriving at the same**

The Exercise Price shall be such price as determined by the NRC being not less than the face value of

ONE MOBIKWIK SYSTEMS LIMITED

Registered Office: Unit No. 102, 1st Floor, Block-B, Pegasus One, Golf Course Road,
Sector-53, Gurugram, Haryana-122003, India.

Ph: +91 (124) 490-3344 | CIN: U64201HR2008PLC053766 | www.mobikwik.com

an Equity Share of the Company as on date of grant of Options.

7. **Exercise period and process of Exercise:**

The Vested Options can be exercised by the Employees at one time or at various points of time, within the Exercise Period of 7 (Seven) years from the date of vesting of Options, during the Exercise Window as intimated from time to time to the Grantee.

8. **The appraisal process for determining the eligibility of employees to the Employees Stock Option Plan:**

Only Employees are eligible for being granted Employee Stock Options under the Plan. The specific Employees to whom the Options would be granted and their Eligibility Criteria shall be determined by the Committee.

9. **Maximum number of Options to be granted per employee and in aggregate:**

If the number of Options that may be offered to an Employee, during any one year, is equal to or more than 1% (one percent) of the issued capital (excluding outstanding warrants & conversions) of the Company at the time of Grant of Options, then the Company shall take prior approval from shareholders of the Company by way of a special resolution.

10. **Maximum quantum of benefits to be provided per employee under Plan**

The maximum quantum of benefits that will be available to every Grantee under the Plan will be the difference of the market value of Company's Share on the Recognized Stock Exchanges as on the Date of Exercise and the Exercise Price paid by the Employee.

11. **Whether the Plan is to be implemented and administered directly by the Company or through a trust:**

The Plan shall be implemented and administered directly by the Company.

12. **Whether the Plan involves new issue of shares by the company or secondary acquisition by the trust or both:**

The Plan involves new issue of shares by the Company.

13. **The amount of loan to be provided for implementation of the Plan (s) by the company to the trust, its tenure, utilization, repayment terms, etc:**

Not applicable, since the Plan is proposed to be implemented by direct route.

14. **Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the Plan (s):**

Not applicable, since the Plan is proposed to be implemented by direct route.

15. **A statement to the effect that the company shall conform to the accounting policies specified in regulation 15.**

The Company shall comply with the disclosures requirements and the accounting policies prescribed under Regulation 15 of the SEBI (SBEB & SE) Regulations including any 'Guidance Note on Accounting for employee share-based Payments' issued in that regard from time to time or as may be prescribed by regulatory authorities from time to time.

16. **Method of Valuation:**

ONE MOBIKWIK SYSTEMS LIMITED

Registered Office: Unit No. 102, 1st Floor, Block-B, Pegasus One, Golf Course Road,
Sector-53, Gurugram, Haryana-122003, India.

Ph: +91 (124) 490-3344 | CIN: U64201HR2008PLC053766 | www.mobikwik.com

The Company shall follow the fair value method for the valuation of the Options, or such other method as may be determined by the Committee in accordance with the accounting policies specified under the SEBI (SBEB & SE) Regulations.

17. A Statement with regard to Disclosure in Director's Report:

As the Company is adopting the Fair Value method, presently there is no requirement for disclosure in the director's report. However, if in future, the Company opts for expensing of share-based employee benefits using the intrinsic value, then the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share of the Company shall also be disclosed in the Directors' report.

18. Lock-in period:

The Shares arising out of exercise of Vested Options shall not be subject to any lock in restriction, subject to Applicable Laws.

19. Terms & conditions for buyback, if any, of specified securities/ Options covered granted under the Plan:

Subject to the provisions of the then prevailing applicable laws, the Committee shall determine the procedure for buy-back of Options granted under the Plan if to be undertaken at any time by the Company, and the applicable terms and conditions thereof.

The Board of Directors recommend the resolutions as set out at **Item no. 2 and 3** for your approval as Special Resolutions.

None of the Directors, Manager, Key Managerial Personnel of the Company, and any relatives of such Director, Manager, Key Managerial Personnel are in anyway concerned or interested in the resolution except to the extent of Equity Shares held by them in the Company or the options may be granted under the Scheme.

MobiKwik Employee Stock Option Plan 2014 and other documents referred to in the aforesaid resolutions are available for inspection on the website of the Company at <https://www.mobikwik.com/ir/meetings/postal-ballot>.

For **One Mobikwik Systems Limited**



Ankita Sharma
(Company Secretary & Compliance Officer)
Membership No.: ACS-37518



Date: February 04, 2025
Place: Gurgaon

ONE MOBIKWIK SYSTEMS LIMITED

Registered Office: Unit No. 102, 1st Floor, Block-B, Pegasus One, Golf Course Road,
Sector-53, Gurugram, Haryana-122003, India.

Ph: +91 (124) 490-3344 | CIN: U64201HR2008PLC053766 | www.mobikwik.com