

Date: January 07, 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: Intimation under Regulation 8(2) of the Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

Dear Sir/ Madam,

Pursuant to Regulation 8(2) of the Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ('SEBI PIT Regulations'), please find attached herewith the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information framed under Regulation 8 (1) of SEBI PIT Regulations.

In compliance with these regulations, this policy is also available at the Company's website at <https://www.mobikwik.com/ir/policies>.

This is for your information and records.

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,
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CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION (CODE OF FAIR DISCLOSURE)

ONE MOBIKWIK SYSTEMS LIMITED

Background

Pursuant to Regulation 8(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015, companies are required to formulate a code of practices and procedures for the fair disclosure of unpublished price-sensitive information (UPSI). This document outlines the procedures adopted by the Company to ensure compliance with this requirement.

Objective

The purpose of this Code is to provide a structured approach to the equitable disclosure of events and occurrences that could influence price discovery in the securities market. It ensures that all disclosures are consistent, transparent, timely, and adhere to regulatory requirements. The Code aims to enable equal access to relevant information for all investors, thereby supporting informed decision-making.

Definitions and Interpretations

In this Code, the following words and expressions shall have the meanings set forth below:

1. **Board** means the board of directors of the Company;
2. **Code** means this Code of Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information formulated under Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations;
3. **Company** means One MobiKwik Systems Limited (formerly known as One MobiKwik Systems Private Limited);
4. **Companies Act** means the Companies Act, 2013 and rules made thereunder, as amended from time to time;
5. **Compliance Officer** means any senior officer, designated so and reporting to the Board, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under PIT Regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of

trades and the implementation of the codes specified in PIT Regulations under the overall supervision of the Board of the Company;

Explanation: "financially literate" shall mean a person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows.

6. **Connected Person** means:

-any person who is or has during the 6 (six) months prior to the concerned act been associated with a Company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Company or holds any position including a professional or business relationship between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access;

Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be Connected Persons unless the contrary is established, -

- a. an immediate relative of Connected Persons specified in clause above; or
- b. a holding company or associate company or subsidiary company; or
- c. an intermediary as specified in Section 12 of the Securities and Exchange Board of India Act 1992 or an employee or director thereof; or
- d. an investment company, trustee company, asset management company or an employee or director thereof; or
- e. an official of a stock exchange or of clearing house or corporation; or
- f. a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
- g. a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
- h. an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
- i. a banker of the company; or
- j. a concern, firm, trust, Hindu undivided family, company, or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than ten per cent. of the holding or interest.

7. **Directors** shall mean the members of the Board including the independent directors of the Company;

8. **Generally available information** means information that is accessible to the public on a non-discriminatory basis;

9. **Inquiry Committee** means the inquiry committee constituted by the Board to conduct/investigate instances, allegations or suspicion of a leak in accordance with the principles laid down in this Code;

10. **Insider** means any person who is a connected person; or in possession of or having access to Unpublished Price Sensitive Information;
11. **Legitimate Purpose** means sharing of Unpublished Price Sensitive Information in the ordinary course of business by an Insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals, or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of PIT Regulations.
12. **LODR** means the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time;
13. **PIT Regulations** means SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time;
14. **SEBI** means the Securities and Exchange Board of India;
15. **Suspect** means the person or persons against or in relation to whom an Inquiry is initiated in case of Leak (or Suspected Leak) of Unpublished Price Sensitive Information; and
16. **UPSI or Unpublished Price Sensitive Information** means any information, relating to a Company or its Securities, directly or indirectly, that is not generally available, which upon becoming generally available, is likely to materially affect the price of the Securities and shall, ordinarily including but not restricted to, information relating to the following:
 - a. financial results;
 - b. dividends;
 - c. change in capital structure;
 - d. mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business and such other transactions;
 - e. changes in key managerial personnel.

Capitalised terms used in this Policy and not defined above shall have the same meaning as assigned to them under PIT Regulations or any other applicable law.

Principles of Fair Disclosure

The Company commits to the following principles:

1. **Prompt Disclosure:** UPSI that could impact price discovery will be disclosed publicly without delay.
2. **Uniformity:** Avoid selective disclosures and ensure that all UPSI is shared uniformly.
3. **Correction of Errors:** Any inadvertent or selective disclosure of UPSI will be rectified promptly by making the information generally available.

4. **Fair Response:** Respond appropriately to queries from regulatory authorities about rumors or reports.

5. **Transparent Communication:** Ensure that information shared with analysts or research personnel is not UPSI.

6. **Documentation:** Maintain records or transcripts of analyst meetings and ensure their availability on the Company's website.

7. **Need-to-Know Basis:** UPSI will only be shared for legitimate purposes or regulatory obligations, and all recipients must maintain confidentiality.

8. **Person with Unpublished Price Sensitive Information:** Any person in receipt of Unpublished Price Sensitive Information pursuant to a Legitimate Purpose shall be considered an Insider for purpose of PIT Regulations and due notice shall be given to such persons to maintain confidentiality of such Unpublished Price Sensitive Information in compliance with PIT Regulations. Such person shall keep information so received confidential and use them for Legitimate Purpose, performance of duties or discharge of legal obligations.

Chief Investor Relations Officer

A senior officer, such as the Company Secretary, Compliance Officer, or Chief Financial Officer, will be designated as the Chief Investor Relations Officer (CIRO). This individual will manage the dissemination of UPSI and disclosures to stakeholders. In the CIRO's absence, the Managing Director or CEO will appoint a temporary officer for this responsibility.

Policy on Legitimate Purposes

Pursuant to Regulation 3(2A) of the PIT Regulations, the Company is required to make a policy for the determination of Legitimate Purpose as a part of this Code. The policy on determination of Legitimate Purpose is set out in **Annexure A**.

Trading in securities when in possession of unpublished price sensitive information

The Board shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose of Regulation 3(3) of PIT Regulations in relation to open offer under SEBI Takeover Regulations and in the best interests of the Company to make UPSI, generally available and shall not otherwise trade in securities of the Company when in possession of Unpublished Price Sensitive Information.

Structured Digital Database

A digital database will be maintained to log the following details:

- Nature of UPSI shared.
- Names of individuals or entities with whom UPSI is shared.
- PAN or other identifiers of such individuals/entities.

The database will include time-stamping and audit trails to ensure data integrity and will be preserved for at least eight years.

Review and Disclosure

This Code will be reviewed periodically, at least once every three years, and updated in accordance with legal and regulatory changes. The updated Code will be disclosed on the Company's website and communicated to stock exchanges as required.

Interpretation

In case of inconsistencies between this Code and any applicable laws, the provisions of the prevailing laws will take precedence. Definitions and terms shall align with their interpretation under the relevant regulations.

Annexure A

Policy on Determination of Legitimate Purpose

Background

As required under Regulation 3(2A) of the SEBI (Prohibition of Insider Trading) Regulations, 2015, this Policy outlines the framework for determining "Legitimate Purpose" as part of the Company's Code of Practices and Procedures for Fair Disclosure of UPSI.

Objective

This Policy is designed to identify and categorize situations where sharing UPSI is justified for the purpose of fulfilling business, legal, or regulatory requirements, without contravening the provisions of the PIT Regulations.

Definitions

1. **Board** means the board of directors of the Company;
2. **Company** means One MobiKwik Systems Limited (formerly known as One MobiKwik Systems Private Limited);
3. **Companies Act** means the Companies Act, 2013 and rules made thereunder, as amended from time to time;
4. **Compliance Officer** means any senior officer, designated so and reporting to the Board, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under PIT Regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in PIT Regulations under the overall supervision of the Board of the Company;
Explanation: "financially literate" shall mean a person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows.
5. **Connected Person** means:
 - any person who is or has during the 6 (six) months prior to the concerned act been associated with a Company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Company or holds any position including a professional or business relationship between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access;

- Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be Connected Persons unless the contrary is established, -
 - a. an immediate relative of Connected Persons specified above clause; or
 - b. a holding company or associate company or subsidiary company; or
 - c. an intermediary as specified in Section 12 of the Securities and Exchange Board of India Act 1992 or an employee or director thereof; or
 - d. an investment company, trustee company, asset management company or an employee or director thereof; or
 - e. an official of a stock exchange or of clearing house or corporation; or
 - f. a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
 - g. a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
 - h. an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
 - i. a banker of the company; or
 - j. a concern, firm, trust, Hindu undivided family, company, or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than ten per cent. of the holding or interest;
- 6. **Insider** means any person who is a Connected Person; or in possession of or having access to unpublished price sensitive information;
- 7. **Legitimate Purpose** means sharing of UPSI in the ordinary course of business by an Insider with the partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of PIT Regulations.
- 8. **PIT Regulations** means SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time;
- 9. **Policy** means this Policy for determination of Legitimate Purpose;
- 10. **SEBI** means the Securities and Exchange Board of India;
- 11. **Suspect** means the person or persons against or in relation to whom an Inquiry is initiated in case of Leak (or Suspected Leak) of UPSI; and
- 12. **UPSI or Unpublished Price Sensitive Information** means any information, relating to a Company or its Securities, directly or indirectly, that is not generally available, which upon becoming generally available, is likely to materially affect the price of the Securities and shall, ordinarily including but not restricted to, information relating to the following:
 - a. financial results;
 - b. dividends;

- c. change in capital structure;
- d. mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business and such other transactions;
- e. changes in key managerial personnel.

Capitalised terms used in this Policy and not defined above shall have the same meaning as assigned to them under PIT Regulations or any other applicable law.

LEGITIMATE PURPOSE

While the description of “Legitimate Purpose” as set out in the PIT Regulations is inclusive and wide in its construct, Designated Persons, Insiders, and their Immediate Relatives may be guided by the following illustrations for sharing any UPSI, each of which qualify as Legitimate Purpose:

1. any information divulged based on a query, investigation or request received from Ministry of Corporate Affairs, Income Tax Authority, SEBI, Stock Exchanges, Reserve Bank of India, Sectoral Regulatory Body or any other statutory or governmental authority;
2. any information disclosed pursuant to any order of courts or tribunals including National Company Law Tribunal, National Company Law Appellate Tribunal, Quasi-judicial authorities, other Appellate Tribunals, arbitration tribunals;
3. sharing the relevant UPSI is in the best interests of the Company or in furtherance of a genuine commercial purpose;
4. sharing the relevant UPSI by Designated Persons for advice, consultation, valuation, fund raising or other intermediation and approvals in relation to the subject matter of a proposed deal, assignment, tie-up, venture, or fund raising;
5. sharing the relevant UPSI as part of compliance with applicable laws, regulations, rules, and requirements;
6. sharing the relevant UPSI with intermediaries, fiduciaries, merchant bankers, advisors, lawyers, bankers, consultants, valuers, auditors, insolvency professionals, business support agents, transaction processing service providers in order to avail professional services from them;
7. sharing the relevant UPSI Arising out of business requirement including requirement for the purposes of promoting business of the Company, strategies of business, statutory consolidation requirements or related customary disclosure obligations which may require sharing of UPSI with any outsider or promoter of the Company, who in turn may share it with their Promoter(s) as well as with their advisors, consultants, intermediaries, fiduciaries, etc.
8. sharing the relevant UPSI with business partners essential to fulfil the terms and conditions of a business contract with a client, vendor, collaborator, or lender;
9. sharing the relevant UPSI with persons engaged or involved in the processes leading to disclosure of events set out in LODR.

Maintenance of Confidentiality

All recipients of UPSI shared for legitimate purposes must:

- Ensure strict confidentiality and use the information only for the purpose for which it is shared.
- Execute confidentiality agreements where required.
- Prevent any misuse or unauthorized disclosure of UPSI.

Structured Digital Database

The Company will maintain a structured digital database to record:

- Details of UPSI shared, including its nature and purpose.
- Details of individuals or entities with whom UPSI is shared, including their PAN or other identifiers.

This database will be preserved for at least eight years and include audit trails to ensure accuracy and prevent tampering.

Disclosure on the website of the Company

This Policy shall be disclosed on the website of the Company.

Review and Interpretation

This Policy will be reviewed periodically in alignment with regulatory changes. In cases of conflict, applicable laws will take precedence. All terms not specifically defined here will carry the meaning as per the PIT Regulations or other relevant laws.

Details of amendment in the Code			
SL No.	Version	Authority	Date of approval
1	Original Code	Board of Directors	July 7, 2021
2	1 st Amendment	Board of Directors	January 07, 2025