

ONMOBILE GLOBAL LIMITED  
Tower #1, 94/1 C & 94/2,  
Veerasandra Village, Attibele Hobli,  
Anekal Taluk, Electronic City Phase-1,  
Bangalore - 560100, Karnataka,  
India

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CIN - L64202KA2000PLC027860  
Email - investors@onmobile.com

[www.onmobile.com](http://www.onmobile.com)

September 03, 2021

To,  
The Listing Manager,  
BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai 400001  
**BSE Symbol: 532944**

The Listing Dept.  
National Stock Exchange of India Ltd.  
Bandra-Kurla Complex  
Bandra (E)  
Mumbai - 400 051  
**NSE Symbol: ONMOBILE**

Dear Sir/Madam,

**Sub: Notice of 21<sup>st</sup> Annual General Meeting**

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

With reference to the above subject, Notice is hereby given that the 21<sup>st</sup> Annual General Meeting of OnMobile Global Limited is scheduled to be held on Wednesday, September 29, 2021 at 4.00 p.m. IST through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM') pursuant to the General Circular numbers 02/2021 dated 13<sup>th</sup> January 2021, 20/2020 dated 05<sup>th</sup> May 2020, 14/2020 dated 08<sup>th</sup> April 2020, 17/2020 dated 13<sup>th</sup> April 2020 issued by the Ministry of Corporate Affairs and Circular numbers SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January, 2021 issued by the Securities and Exchange Board of India.

Copy of the Notice for the 21<sup>st</sup> Annual General meeting is enclosed.

Kindly take the same on record.

Thanking you,

Yours sincerely,  
For OnMobile Global Limited

*P. V. Veneprasad*

P V Varaprasad  
Company Secretary



Encl: a/a

# Notice of the 21<sup>st</sup> Annual General Meeting

Notice is hereby given that the 21<sup>st</sup> Annual General Meeting ('AGM') of the Members of OnMobile Global Limited will be held on Wednesday, September 29, 2021 at 4.00 p.m. IST through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), to transact the following business:

## ORDINARY BUSINESS

### Item No. 1: Adoption of financial statements

To consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2021 and the reports of the Board of Directors ('Board's Report') and auditors thereon.

### Item No. 2: Declaration of dividend

To declare a dividend of ₹ 1.50/- per equity share for the financial year ended March 31, 2021.

### Item No. 3: Appointment of Steven Fred Roberts as a Director liable to retire by rotation

To appoint a Director in place of Steven Fred Roberts (DIN: 08815252) who retires by rotation and being eligible, offers himself for re-appointment.

## SPECIAL BUSINESS

### Item No. 4: Appointment of Paul Lamontagne (DIN: 08995854) as an Independent Director

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force), and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Paul Lamontagne (DIN: 08995854), who was appointed as an Additional and Independent Director of the Company by the Board of Directors with effect from December 17, 2020 in terms of Section 161 of the Companies Act, 2013, and who holds office up to the date of AGM and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, and whose appointment also has been recommended by the Nomination and Compensation Committee and the Board of Directors of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five years upto December 16, 2025 not liable to retire by rotation."

### Item No. 5: Re-appointment of Gianluca D'Agostino (DIN: 05143003) as an Independent Director

To consider and if thought fit, to pass the following resolution as a special resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions,

if any, of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force), and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Gianluca D'Agostino (DIN: 05143003), who was appointed earlier as an Independent Director of the Company for a term of three years by shareholders and who holds office up to the date of this AGM and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, and whose re-appointment also has been recommended by the Nomination and Compensation Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of five years upto September 29, 2026 not liable to retire by rotation."

### Item No. 6: To alter Objects Clause of the Memorandum of Association of the Company

To consider and, if thought fit, to pass the following resolution as a special resolution:

"RESOLVED THAT pursuant to the provisions of Sections 4, 13 read with Table A of Schedule I and other applicable provisions, if any, of the Companies Act, 2013, (the "Act") and rules made thereunder (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and other approvals as may be necessary, based on recommendation of the Board of Directors of the Company, the Objects Clause of the Memorandum of Association (the "MOA") of the Company be and hereby altered as follows:

- A. Under Clause III (A), the words 'The main objects to be pursued by the Company on its incorporation are' be substituted by the words 'THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE'.
- B. The existing clause (1) of the Main Objects of Clause III (A) be altered by substituting the same with the following in its place and stead:
  1. To carry on the business of designing, developing, researching and otherwise dealing or handling all types of digitally enabled telecom products, computers and computer related systems, software systems, hardware systems, communication systems, very large scale standard and semi custom integrated circuits as well as components and parts or dealing with all products and services targeted at the individual, enterprise, wireless carrier and m-commerce markets; servicing of all types of telecom and all computer related systems, including all types of games of any kind, communication systems, software systems, hardware systems; and manufacturing, designing, developing, improving, marketing, selling and licensing telecom products, including digitally enabled products including games of any kind, hardware, software, firmware and programs of any and all description.

- C The existing Clause III (B) titled 'The objects incidental or ancillary to the attainment of the main objects of the Company are' and existing Clause III (C) titled 'Other objects not included in (A) and (B) above' of the Memorandum of Association, be merged into new Clause III (B) and be retitled as 'MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE' and consequently re-numbering as may be appropriate.

RESOLVED FURTHER THAT the Board of Directors and Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and to settle all matters arising out of and incidental thereto and to sign and execute all such deeds, drafts, documents, applications, filings, returns and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

**Item No. 7: Payment of remuneration to non-executive directors including Independent Directors of the Company**

To consider and if thought fit, to pass the following resolution as a special resolution:

"RESOLVED THAT in supersession of all the earlier resolutions of the shareholders and pursuant to Section 197, 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or enactment thereof for the time being in force), and in terms of Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, subject to such other approvals as may be required, the Non-executive directors including Independent directors of the Company be paid remuneration, in addition to the sitting fees payable for attending the meetings of the Board or Committees

thereof, in aggregate not exceeding 5% (Five percent) of the net profits of the Company computed in accordance with the provisions of Section 198 and other applicable provisions of the Companies Act, 2013 or any statutory amendments thereof or ₹ 18 million, whichever is higher per annum, for a period of 3 (Three) years, commencing from April 1, 2021 up to March 31, 2024 and such remuneration be paid even in case of no profit or inadequate profit during the said three years period and the said remuneration be paid in such amount, proportion and manner as may be decided by the Board of Directors of the Company from time to time."

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper, desirable and to settle any question, difficulty or doubt that may arise in this regard without being required to seek any further consent or approval of the Members of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

By Order of the Board of Directors  
For OnMobile Global Limited

Date: August 06, 2021  
Place: Bengaluru

**Regd. Office:**  
OnMobile Global Limited,  
Tower #1, 94/1C & 94/2,  
Veerasandra Village, Attibele Hobli,  
Anekal Taluk, Electronic City Phase-1,  
Bengaluru- 560100, Karnataka, India  
CIN: L64202KA2000PLC027860

Sd/-  
P V Varapasad  
Company Secretary

## NOTES:

1. Statement pursuant to Section 102(1) of the Companies Act, 2013 is annexed hereto.
2. Pursuant to the General Circular numbers 20/2020 dated 05<sup>th</sup> May 2020, 14/2020 dated 08<sup>th</sup> April 2020, 17/2020 dated 13<sup>th</sup> April 2020 and 02/2021 dated 13<sup>th</sup> January 2021 issued by the Ministry of Corporate Affairs (MCA); Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January, 2021 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as "the Circulars") in view of the continuing Covid-19 pandemic, companies are allowed to hold AGM through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM'), without the physical presence of members at a common venue. In compliance with applicable provisions of the Companies Act, 2013 read with aforesaid MCA and SEBI Circulars the Annual General Meeting of the company is being conducted through VC/ OAVM. The venue of the Meeting shall be deemed to be the registered office of the Company.
3. Central Depository Services (India) Limited shall be providing facility for voting through remote e-voting, for participation in the AGM through VC/OAVM facility and e-voting during the AGM. The procedure for e-voting and participating in the meeting through VC/OAVM is provided in the instructions which forms part of this Notice. Participation at the AGM through VC/ OAVM shall be allowed on a first-come-first-served basis.
4. Since the AGM is being held in accordance with the Circulars through VC/ OAVM, the facility for appointment of proxies by the members will not be available.
5. Participation of members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013 ("the Act").
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, Articles of Association of the Company and other relevant document mentioned in the notice, will be available electronically for inspection by the members from the date of circulation of this Notice up to the date of AGM i.e. September 29, 2021. Members seeking to inspect such documents can send an email to [Investors@onmobile.com](mailto:Investors@onmobile.com)
7. **The Register of Members and Share Transfer Books of the Company shall remain closed from September 23, 2021 to September 29, 2021 (both days inclusive) for the purpose of payment of dividend and the 21<sup>st</sup> AGM of the Company**
8. Members whose shareholding is in electronic mode are requested to direct notifications about change of address and updates about bank account details to their respective depository participants(s) (DP). Members whose shareholding is in physical mode are requested to opt for the Electronic Clearing System (ECS) mode to receive dividend on time in line with the Circulars. We urge members to utilize the ECS for receiving dividends.

Please refer point no. 19 for the process to be followed for updating bank account mandate.

9. Subject to the provisions of the Companies Act, 2013, dividend as recommended by the Board of Directors, if declared at the AGM will be paid within 30 days from the date of declaration to those members whose names appear on the Register of Members as on **September 22, 2021**. To avoid delay in receiving the dividend, members are requested to update their KYC with their depositories (where shares are held in dematerialized mode) and with the Company's Registrar and Transfer Agent (RTA) (where shares are held in physical mode) to receive the dividend directly into their bank account on the payout date.
10. Members may note that the Income Tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after April 01, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of dividend. In order to enable us to determine the appropriate TDS rate as applicable, members are requested to submit the following documents in accordance with the provisions of the IT Act.

**For resident shareholders**, taxes shall be deducted at source under Section 194 of the IT Act as follows-

Members having valid PAN	10% or as notified by the Government of India
Members not having PAN / valid PAN	20% or as notified by the Government of India

However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during Financial Year 2021-22 does not exceed ₹ 5,000 and also in cases where members provide Form 15G / Form 15H (applicable to individuals aged 60 years or more) subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / Nil withholding tax. PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above.

**For non-resident shareholders**, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA), read with Multilateral Instrument ("MLI") between India and the country of tax residence of the member, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian Income Tax authorities duly attested by the member or details as prescribed under rule 37BC of Income-tax Rules, 1962

- Copy of Tax Residency Certificate (TRC) for the FY 2021-22 obtained from the revenue authorities of the country of tax residence, duly attested by member
- Self-declaration in Form 10F
- Self-declaration by the shareholder of having no permanent establishment in India in accordance with the applicable tax treaty
- Self-declaration of beneficial ownership by the non-resident shareholder
- Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by member

In case of Foreign Institutional Investors / Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act @ 20% (plus applicable surcharge and cess) or the rate provided in relevant DTAA, read with MLI, whichever is more beneficial, subject to the submission of the above documents.

The aforesaid documents, as applicable, are required to be uploaded online with KFin Technologies Private Limited ('KFinTech'), the Registrar and Share Transfer Agents at <https://ris.kfintech.com/form15> on or before September 22, 2021 to enable the Company to determine the appropriate TDS rates. No communication on the tax determination/deduction received post September 22, 2021 shall be considered for payment of the Dividend. It is advisable to upload the documents at the earliest to enable the Company to collate the documents to determine the appropriate TDS rates.

11. Members are requested to address all correspondence, including dividend matters, to the Registrar and Share Transfer Agents ("RTA"), KFin Technologies Private Limited (Unit: OnMobile), Selenium Tower- B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032, Telangana, India. Member(s) must quote their Folio Number/DP ID & Client ID and contact details such as email address, contact number etc., in all correspondences with the RTA.
12. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition and relogged transfers of securities. Further, SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/236 dated December 2, 2020 had fixed March 31, 2021 as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, KFin Technologies Private Limited for assistance in this regard.

13. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with the RTA as mentioned above, or with the Company Secretary, at the Company's registered office. Members are requested to note that dividends not encashed or claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124 of the Companies Act, 2013 be transferred to the Investor Education and Protection Fund ("IEPF"). Shares on which dividend remains unclaimed for seven consecutive years will be transferred to the IEPF as per Section 124 of the Act and the applicable rules.

Pursuant to The Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company is providing / hosting the required details of unclaimed amount referred to under Section 124 of the Companies Act, 2013 on its website [www.onmobile.com](http://www.onmobile.com) and also on the website of the Ministry of Corporate Affairs (MCA) viz., [www.iepf.gov.in](http://www.iepf.gov.in).

14. In compliance with Section 108 of the Act, read with the corresponding rules, Regulation 44 of the Listing Regulations and Secretarial Standard on General Meetings (SS-2), the Company has provided a facility to its members to exercise their votes electronically through the electronic voting ("e-voting") facility provided by the Central Depository Services (India) Limited (CDSL). Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members and during the AGM is provided in the instructions below. The Board of Directors of the Company have appointed Pramod S M of M/s. BMP & Co. LLP, Practicing Company Secretaries as the Scrutinizer, for conducting e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the purpose.
15. The e-voting period commences on Saturday, September 25, 2021 at 9.00 a.m. IST and ends on Tuesday, September 28, 2021 at 5.00 p.m. IST. During this period, members holding shares either in physical or dematerialized form, as on cut-off date, i.e. as on September 22, 2021 may cast their votes electronically. The e-voting module will be disabled by Central Depository Services (India) Limited ('CDSL') for voting thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. as on September 22, 2021.
16. The facility for voting during the AGM will also be made available. Members present in the AGM through VC/OAVM and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.
17. Any person who becomes the member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date may refer to the instructions below for generating User ID and password for casting his votes through remote e-voting.



18. In compliance with the Circulars, the Annual Report 2020-21, the Notice of the 21<sup>st</sup> AGM, and instructions for e-voting are being sent only through electronic mode to those members whose email addresses are registered with the Company / depository participant(s).
19. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective depository participants, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA, KFin Technologies Private Limited at <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> to receive copies of the Annual Report 2020-21 in electronic mode. Members may follow the process detailed below for registration of email ID to obtain the Annual Report, user ID / password for e-voting and updation of bank account mandate for the receipt of dividend.

Type of Holder	Process to be followed	
	Registering Email Address	Updating bank account details
Physical	Send a request to the RTA of the Company, KFin Technologies Private Limited at <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> , providing Folio No., Name of member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar card) for registering email address.	<p>Send a request to the RTA of the Company, KFin Technologies Private Limited at <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a>, providing Folio No., Name of member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar card) for updating bank account details.</p> <p>The following additional details need to be provided in case of updating bank account details:</p> <ul style="list-style-type: none"> <li>Name and branch of the bank in which you wish to receive the dividend, Bank account type,</li> <li>Bank account number allotted by their banks after implementation of core banking solutions</li> <li>9 digit MICR Code Number</li> <li>11 digit IFSC</li> <li>Scanned copy of the cancelled cheque bearing the name of the first member.</li> </ul>
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.	

- Members may note that pursuant to the General Circular No. 20/2020 dated May 5, 2020 issued by the MCA, the Company has enabled a process for the limited purpose of receiving the Company's annual report and notice for the Annual General Meeting (including remote e-voting instructions) electronically, and Members may temporarily update their email address by accessing the link <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>
20. Members may also note that the Notice of the 21<sup>st</sup> AGM and the Annual Report 2020-21 will also be available on the Company's website, <https://www.onmobile.com/>, websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited, at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com).
21. Additional information pursuant to sub-regulation (3) of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) in respect of the Director(s) seeking appointment/re-appointment at the AGM is annexed hereto and forms part of the Notice.
22. SEBI has mandated submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants. Members holding shares in physical form shall submit their PAN details to the Company's RTA, KFin Technologies Private Limited.
23. The Scrutinizer, after scrutinizing the votes cast at the meeting and votes casted through remote e-voting, make a consolidated scrutinizer's report and submit the same to the Chairman or to any other person authorized by the Chairman. The Chairman/Authorised person shall declare the results of the voting on or before Friday, October 01, 2021. The results declared along with the consolidated Scrutinizer's report shall be placed on the website of the Company [www.onmobile.com](http://www.onmobile.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) and also be communicated to the Stock Exchanges.
24. Since the AGM will be held through VC/OAVM in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.

## STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

### Item No. 4

Based on recommendation of the Nomination and Compensation Committee, the Board of Directors appointed Paul Lamontagne (DIN 08995854) as an Additional and Independent Director of the Company, not liable to retire by rotation, for a term of five years upto December 16, 2025, subject to approval of the Members.

Pursuant to the provisions of Section 161(1) of the Act and Article 88 of the Articles of Association of the Company, Paul Lamontagne shall hold office up to the date of this Annual General Meeting ("AGM") and is eligible to be appointed as Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member, proposing his candidature for the office of Independent Director under the provisions of Section 149 of the Companies Act, 2013.

Accordingly, the Nomination and Compensation Committee and the Board of Directors have recommended to the Shareholders for his appointment as an Independent Director of the Company at the ensuing AGM.

The Company has received from Paul Lamontagne (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and confirming her eligibility for such appointment and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of the shareholders for appointment of Paul Lamontagne as an Independent Director of the Company for a term of five years commencing December 17, 2020 to December 16, 2025 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013, and the Rules made there under. He is not liable to retire by rotation.

Considering Paul Lamontagne's vast experience as a business builder and global connector who brings tremendous passion to making an impact on the world, his deep experience in banking, private equity, venture capital, telecommunications and impact investing, his history of uncovering hidden gems, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint him as an Independent Director for a period of five years with effect from December 17, 2020.

In the opinion of the Board, Paul Lamontagne fulfils the conditions for his appointment as an Independent Director of the Company as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Paul Lamontagne is independent of the management. A copy of the draft letter of appointment of Paul Lamontagne as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members in electronic form as per the instructions provided in the Notice.

No director, key managerial personnel or their relatives, except Paul Lamontagne to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item No. 4 for the approval of the shareholders.

### Item No. 5

Gianluca D'Agostino who was appointed earlier as an Independent Director at the AGM held on September 18, 2018 to hold office up to the date of AGM to be held during the calendar year 2021 pursuant to the provisions of Companies Act, 2013, is due to retire from his first term at the ensuing AGM on September 29, 2021. The Nomination and Compensation Committee of the Board of Directors, considering Gianluca's amassed international experience, active involvement in the Telecommunications sector and in the wider Tech world, ecommerce and technologies for ecommerce (B2C or B2B/ SAAS) for about three decades and based on evaluation of his performance during the tenure, recommended re-appointment of Gianluca D'Agostino as an Independent Director of the Company for second term of five years upto September 29, 2026.

The Company has, in terms of Section 160(1) of the Companies Act, 2013, received in writing a notice from a shareholder, proposing the candidature of Gianluca D'Agostino for the office of Independent Director under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Gianluca D'Agostino (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of The Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of The Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, confirming his eligibility for such re-appointment, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of the shareholders for reappointment of Gianluca D'Agostino as an Independent Director of the Company for second term of five years upto September 29, 2026 by way of special resolution pursuant to Section 149 and other applicable provisions of the Companies Act, 2013, and the Rules made there under. He is not liable to retire by rotation.

In the opinion of the Board, Gianluca D'Agostino fulfils the conditions for his re-appointment as an Independent Director of the Company as specified in the Companies Act, 2013 and Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Gianluca D'Agostino is independent of the Management. A copy of the draft letter of re-appointment of Gianluca D'Agostino as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members in electronic form as per the instructions provided in the Notice.

The Board considers that his continued association would be of immense benefit to the Company and it is in the interest of the Company to continue to avail the services of Gianluca D'Agostino as an Independent Director.

No director, key managerial personnel or their relatives, except Gianluca D'Agostino to whom the resolution relates, is interested in or concerned with the resolution.

The Board recommends the Special Resolution set forth in Item No. 5 for the approval of the shareholders.

**Item No. 6:**

The Company is in the business of designing, developing, researching and otherwise dealing or handling all types of telecom products, computers and computer related systems, software systems, hardware systems, communication systems, very large scale standard and semi custom integrated circuits as well as components and parts or dealing with all products and services targeted at the enterprise, wireless carrier and m-commerce markets; servicing of all types of telecom and all computer related systems, communication systems, software systems, hardware systems; and manufacturing, designing, developing, improving, marketing, selling and licensing telecom products, hardware, software, firmware and programs of any and all description.

Though the existing Main objects in Memorandum of Association (the "MOA") of the Company covers the entire scope of business

activities of the Company, after careful evaluation of current business activities, future business strategies, potential new business avenues and global business scenario, it is proposed to suitably alter the Objects clause of MOA by elaborating the Objects with contemporary terminology of business activities that the Company is engaged into and contemplating to enter into and to align the terminology of headings of the sub clauses of the Objects clause in line with the Companies Act, 2013 read with Table A of Schedule I thereof.

The gist of amendments proposed is as under:

- (i) Renaming of heading of Clause III(A) as 'THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE'" from the existing heading "The main objects to be pursued by the Company on its incorporation are".

- (ii) Following alteration in the existing Main Objects in Clause III (A) as under:

Existing Clause III (A) of Memorandum of Association		Proposed Clause III (A) of Memorandum of Association	
Clause No.	Description	Clause No.	Description
1	To carry on the business of designing, developing, researching and otherwise dealing or handling all types of telecom products, computers and computer related systems, software systems, hardware systems, communication systems, very large scale standard and semi custom integrated circuits as well as components and parts or dealing with all products and services targeted at the enterprise, wireless carrier and m-commerce markets; servicing of all types of telecom and all computer related systems, communication systems, software systems, hardware systems; and manufacturing, designing, developing, improving, marketing, selling and licensing telecom products, hardware, software, firmware and programs of any and all description.	1	To carry on the business of designing , developing , researching and otherwise dealing or handling all types of <b>digitally enabled</b> telecom products, computers and computer related systems, software systems, hardware systems, communication systems, very large scale standard and semi custom integrated circuits as well as components and parts or dealing with all products and services targeted at the <b>individual</b> , enterprise, wireless carrier and m-commerce markets; servicing of all types of telecom and all computer related systems, <b>including all types of games of any kind</b> , communication systems, software systems, hardware systems; and manufacturing, designing, developing, improving, marketing, selling and licensing telecom products, <b>including digitally enabled products including games of any kind</b> , hardware, software, firmware and programs of any and all description.

- (iii) Merging existing Clause III (B) titled 'The objects incidental or ancillary to the attainment of the main objects of the Company are' and existing Clause III (C) titled 'Other objects not included in (A) and (B) above' of the Memorandum of Association, into new Clause III (B) to be titled 'MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE' and consequently re-numbering, without any changes to the content.

No director, key managerial personnel or their relatives is concerned or interested in the resolution.

The Board recommends the Special Resolution set forth in Item No. 6 for the approval of the shareholders.

**Item No. 7**

As per the provisions of Section 197 read with Schedule V of the Companies Act, 2013, except with the approval of the Company in general meeting by a special resolution, the remuneration payable to non-executive directors including independent directors shall not exceed 1% of the net profits of the Company computed in accordance with the provisions of Section 198 of the Companies Act, 2013, if there is a Managing Director or Whole Time Director or Manager. If a company has no profits or its profits are inadequate in any financial year, the Company shall not pay to its directors, including any managing or whole time director or manager, or any other non-executive director, including an independent director by way of remuneration except in accordance with the provisions of Schedule V.

The Board at its meeting held on August 06, 2021 approved alteration of objects clause of MOA of the Company. The proposed alteration of objects clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013.

A copy of the amended MOA of the Company would be available for inspection without any fee by the members in electronic form as per the instructions provided in the Notice.



As per the amended provisions of Sections 149(9), 197 and Schedule V of the companies Act, 2013 vide Companies Amendment Act, 2020 notified on March 18, 2021, non-executive directors including Independent directors are now eligible for remuneration as per Schedule V of the Act, in case of no profits or inadequate profits.

Further, Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 also requires approval of the shareholders for payment of remuneration to non-executive directors.

The directors have been assigned various roles, responsibilities and duties. The Companies Act, 2013 envisages that even non-executive directors devote more attention and time for the effective and good governance of the Company of which they are directors. Corresponding to their increased responsibilities, the Companies Act also envisages that they should be compensated adequately for their services.

Earlier, the Shareholders in the AGM held on September 18, 2018 authorized payment of remuneration, in addition to the sitting fees, in aggregate not exceeding 5% of the net profits or ₹ 15 million, whichever is higher for each financial year commencing on or after April 01, 2018 to the non-executive directors of the Company as per the provisions of Section 197 read with Section 198 and other applicable provisions of Companies Act, 2013 and the Rules made thereunder.

Since 3 years have elapsed after the earlier AGM resolution, in line with the amended provisions of Sections 149(9), 197 and Schedule V of the companies Act, 2013 to facilitate payment of minimum remuneration to non-executive/Independent directors in the event of no profit or inadequate profit, subject to approval of the shareholders and such other approvals as may be required, the Board of Directors vide their resolution dated August 06, 2021, based on the recommendation of the Nomination and Compensation Committee, recommends for payment of remuneration to the non-executive directors including independent directors in aggregate not exceeding 5% (Five percent) of the net profits computed in accordance with the provisions of Section 198 of the Companies Act, 2013 or ₹ 18 million whichever is higher per annum, for a period of 3 (Three) years, commencing from April 1, 2021 up to March 31, 2024.

Accordingly, the resolution seeks approval of the shareholders pursuant to Section 197 read with Schedule V of the Companies Act, 2013 and also in terms of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution at Item No. 7 is annexed hereto.

## Statement containing additional information as required in Schedule V of the Companies Act, 2013

### I. General information:

(1)	Nature of industry	Telecom value added services OnMobile is a global leader in the delivery of high quality Value Added Services, which are used by many of the best known mobile operators to provide information, entertainment and personalization services to their customers.		
(2)	Date or expected date of commencement of commercial production	Year 2000 (Date of Incorporation : September 27, 2000)		
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable		
(4)	Financial performance based on given indicators	₹ in Millions		
		<b>Particular</b>	<b>2020-21</b>	<b>2019-20</b>
		Turnover	1,946.82	2,038.41
		Profit after Tax	116.05	(15.15)
				328.02
(5)	Foreign investments or collaborations, if any.	(No. of Shares)		
		<b>Particulars</b>	<b>FY 2020-21</b>	<b>FY 2019-20</b>
		Foreign Nationals	100,282	133,090
		Companies	50,923,703	50,923,703
		Foreign Portfolio Investors	14,720	1,664,588
		NRIs	2,174,399	1,119,457

II. Information about the Directors:

Name of Non-Executive Director including independent directors	Sanjay Kapoor, Independent Director	Gianluca D'Agostino, Independent Director	Geeta Mathur, Independent Director	Steven Fred Roberts, Non-Executive Director	Paul Lamontagne, Independent Director	
						Financial year
(1) Background details	Sanjay Kapoor has wide experience in telecommunications sector, entrepreneurship, consulting & advisory and investing in & mentoring start-ups. Sanjay holds a Bachelor's degree in Commerce (Hons.) from Delhi University, an MBA from Cranfield School of Management (UK) and is a Graduate of The Wharton Advanced Management Program.	Gianluca D'Agostino has three decades of international experiences, in Telecommunications sector and in the wider Tech world. He is a passionate Angel investor in startups. His main areas of focus have been e-commerce and technologies for e-commerce. Gianluca is a Chartered Electronics Engineer with a Master's Degree (110/110) at La Sapienza University in Rome.	Geeta Mathur is an experienced finance professional having worked as a banker both on the asset side and risk side and with large corporate treasuries, investor relations. She is a graduate in Commerce from Shriram College of Commerce, Delhi University and did her articles with PriceWaterhouse while pursuing her CA.	Steven Fred Roberts has wide experience in gaming, strategic partnerships, media distribution, integrating DIRECTV entertainment on digital technologies platforms, development and launch of new businesses in entertainment space. Steven holds a bachelor's degree from the University of California, Berkeley and Masters of Business from George Washington University, Washington DC	Paul Lamontagne is a business builder and global connector with deep experience in banking, private equity, venture capital, telecommunications and impact investing, has a history of uncovering hidden gems. Paul received his BA from McGill University and his MBA from France's Institut d'Etudes Politiques de Paris.	
(2) Past remuneration	Financial year 2020-21 2019-20 2018-19	Remuneration (In ₹) 175,000 1,975,000 1,850,000	Financial year 2020-21 2019-20 2018-19	Remuneration (In ₹) 520,822 NA NA	Financial year 2020-21 2019-20 2018-19	Remuneration (In ₹) 620,822 NA NA
(3) Recognition or awards	Well recognised experts in their respective domains					
(4) Job profile and his suitability	Sanjay Kapoor has extensive experience in telecommunications sector, entrepreneurship, consulting, advisory, leadership and business strategy.	Gianluca D'Agostino has extensive international experience in telecommunications sector, leadership and as entrepreneur and investor.	Geeta Mathur has extensive experience in finance, leadership, treasury, risk management and investor relations.	Steven Fred Roberts has extensive experience in gaming, business strategy, digital technologies and leadership.	Paul Lamontagne has extensive experience in business strategy, banking, private equity, venture capital, telecommunications.	
(5) Remuneration proposed	As proposed above in resolution set forth in Item No. 7					
(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The proposed remuneration is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and nature of its business					
(7) Pecuniary relationship directly or indirectly with the Company, or relation with the managerial personnel, if any.	Sanjay Kapoor is not related to any of the Directors and Key Managerial Personnel of the Company.	Gianluca D'Agostino is not related to any of the Directors and Key Managerial Personnel of the Company.	Geeta Mathur is not related to any of the Directors and Key Managerial Personnel of the Company.	Steven Fred Roberts is not related to any of the Directors and Key Managerial Personnel of the Company.	Paul Lamontagne is not related to any of the Directors and Key Managerial Personnel of the Company.	

### III. Other information:

(1)	Reasons of loss or inadequate profits	The profitability of the Company is measured on consolidated basis, also the responsibility for the directors is at the global level. However, for the purpose of arriving at the limits of remuneration to Non- executive directors, profit amount is supposed to be computed only for the <b>standalone company</b> in the manner specified in Section 198, which obviously does not consider our global profitability and therefore at times may not necessarily be sufficient to support the proposed payment of remuneration to Non- executive directors from time to time.
(2)	Steps taken or proposed to be taken for improvement	<ol style="list-style-type: none"><li>1. Rationalization of manpower and operating expenses in order to leverage higher capacity.</li><li>2. Investment in Technologies rob0 Inc. to expand into the gaming business.</li><li>3. Transformation in the Management team to make the organization more cost-effective, entrepreneurial, agile, efficient and dynamic.</li><li>4. Identifying and closing down of loss-making entities / offices globally.</li></ol>
(3)	Expected increase in productivity and profits in measurable terms	Over the last one-year profitability of the Company on consolidated basis has gone up from ₹ 275.83 million in FY 2019-20 to ₹ 459.86 million in FY 2020-21. Financials on a standalone and consolidated basis are expected to improve further in the future years.

Considering the above, the Board recommends the special resolution set forth in Item No.7 for the approval of the shareholders.

All non-executive directors including independent directors of the Company, as the resolution relates to payment of remuneration to them, may be concerned or interested in the resolution.

None of the other directors/key managerial personnel or their relatives is concerned or interested in the resolution.

**Additional information on Directors seeking Appointment / Re-appointment at the AGM pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)**

Particulars	Steven Fred Roberts	Paul Lamontagne	Gianluca D'Agostino
Date of Birth	10-03-1964	19-08-1959	18-06-1969
Date of Appointment	31-07-2020	17-12-2020	27-07-2018
Qualifications	Bachelor of Science (International Political Economy) from the University of California, Berkeley CA.  Masters of Business (Administration, International Business graduate courses) from George Washington University, Washington DC	MBA from Institut d'Études Politiques de Paris (France)  B.A. from McGill University (Canada)	Chartered Electronics Engineer with a Master's Degree (110/110) at La Sapienza University in Rome, where he joined R&D projects on MPEG-2 encoding for HDTV within the Race-Hamlet EU framework, furtherly developed in France at Thomson Multimedia Labs in 1994.
Expertise in specific functional areas	Wide experience in gaming, strategic partnerships, media distribution, integrating DIRECTTV entertainment on digital technologies platforms, development and launch of new businesses in entertainment space.	Paul Lamontagne is a business builder and global connector who brings tremendous passion to making an impact on the world. With deep experience in banking, private equity, venture capital, telecommunications and impact investing, Paul Lamontagne has a history of uncovering hidden gems.	Gianluca D'Agostino has amassed about three decades of international experience, actively involved in the Telecommunications sector and in the wider Tech world first as a manager, then as Entrepreneur and Investor. He is a passionate Angel investor in startups. In the Startup and Scaleup scene, Gianluca has invested in several European companies. His main areas of focus have been ecommerce and technologies for ecommerce (B2C or B2B/ SAAS).
Directorships held in other companies (including foreign companies) as on date	1. SportsedTV	1. Canada Forum for Impact Investment & Development Advisory Board 2. YPO Trans-Canada Gold Chapter Board 3. YPO Canada Regional Board	1. Bango Plc. 2. AppQualiy srl 3. OnMobile Global Spain S.L. 4. OnMobile USA LLC 5. Emotion Network srl. 6. The Techshop SGR SpA
listed entities from which the director has resigned in the past three years	NIL	NIL	NIL
Disclosure of relationship between directors inter-se	Steven Fred Roberts is not related to any other Director of the Company	Paul Lamontagne is not related to any other Director of the Company	Gianluca D'Agostino is not related to any other Director of the Company
Memberships/ Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders/ Investors Grievance Committee)	NIL	NIL	<b>Audit committee</b> 1. Bango plc

Particulars	Steven Fred Roberts	Paul Lamontagne	Gianluca D'Agostino
Number of shares held in the Company including shareholding as a beneficial owner.	NIL	NIL	NIL
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed director meets such requirements	NA	Extensive experience in business strategy, banking, private equity, venture capital, telecommunications.	Extensive international experience in telecommunications sector, leadership and as entrepreneur and investor.

For other details such as the number of meetings of the Board attended during the year, remuneration drawn and profile in respect of above directors, please refer to the Report on Corporate Governance which is part of the Annual Report.

By Order of the Board of Directors  
For OnMobile Global Limited

Date: August 06, 2021  
Place: Bengaluru

Sd/-  
P V Varaprasad  
Company Secretary

**Regd. Office:**  
OnMobile Global Limited,  
Tower #1, 94/1C & 94/2,  
Veerasandra Village, Attibele Hobli,  
Anekal Taluk, Electronic City Phase-1,  
Bengaluru- 560100, Karnataka, India  
CIN: L64202KA2000PLC027860



**THE INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING AND ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

- (i) The voting period begins on Saturday, September 25, 2021 at 9.00 a.m. IST and ends on Tuesday, September 28, 2021 at 5.00 p.m. IST. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 22, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode with CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/ KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. CDSL and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. CDSL and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. CDSL and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 022-23058542/43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders/ Members" module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first time user, follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number indicated in the PAN field or if the same is not updated, member may send an e-mail to KFintech at <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> .
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.  If both the details are not recorded with the depository or Company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the Electronic Voting Sequence Number (EVSN) for **OnMobile Global Limited** on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) **Additional facility of remote e-voting for Non-Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- **Alternatively**, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [scrutinizeronmobile@gmail.com](mailto:scrutinizeronmobile@gmail.com) and [Investors@onmobile.com](mailto:Investors@onmobile.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

(xvii) In case, if you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Nitin Kunder (022- 23058738) or Mehboob Lakhani (022-23058543) or Rakesh Dalvi (022-23058542).

#### **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting. The Shareholders can join the AGM through VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
  5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
  6. Please note that participants connecting from Mobile devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
  7. Shareholders who would like to express their views/ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID /folio number, PAN, Mobile number to [Investors@onmobile.com](mailto:Investors@onmobile.com) from September 15, 2021 (9.00 a.m. IST) to September 19, 2021 (5.00 p.m. IST).  
  
The shareholders who do not wish to speak during the AGM but have queries may send their queries from their registered email address on or before September 19, 2021 mentioning their name, demat account number/ folio number, mobile number to [Investors@onmobile.com](mailto:Investors@onmobile.com). These queries will be replied to by the company suitably by email.
  8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
  9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
  10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
  11. **Webcast:** Your Company is pleased to provide one-way live webcast of the proceedings of the AGM on September 29, 2021 from 4.00 p.m. IST onwards. Members may join the meeting following same procedure as mentioned in the e-voting instructions. Members are requested to refer e-voting instructions and attending the AGM procedure. On following the login procedure members will reach the link "live streaming" from where you can ONLY VIEW the proceeding of the 21<sup>st</sup> Annual General Meeting. Members who need technical assistance before or during the Meeting can send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Nitin Kunder (022-23058738) or Mehboob Lakhani (022-23058543) or Rakesh Dalvi (022-23058542).
- PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES/ MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR VOTING AND ATTENDING THE AGM FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**
- (i) For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card) by email to Company [Investors@onmobile.com](mailto:Investors@onmobile.com) / RTA [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
  - (ii) For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

### Information at Glance:

In order to enable ease of participation of the Members, we are providing below the key details regarding the meeting for your reference:

Sl. No.	Particulars	Details
1	Time and date of AGM	Wednesday, September 29, 2021 at 4.00 p.m. IST
2	Link for live webcast of the Annual General Meeting and for participation through VC/ OAVM	Shareholders may refer to the instructions provided for e-voting and attending the AGM through VC/OAVM
3	Link for remote e-voting	
4	Username and password for VC/ OAVM	
5	Helpline number for VC/OAVM participation and e-voting	Contact CDSL write to <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact Nitin Kunder (022- 23058738) or Mehboob Lakhani (022-23058543) or Rakesh Dalvi (022-23058542).  Contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
6	Cut-off date for e-voting eligibility	Wednesday, September 22, 2021
7	Time period for remote e-voting	Saturday, September 25, 2021 at 9.00 a.m. IST and ends on Tuesday, September 28, 2021 at 5.00 p.m. IST
8	Book closure dates	Thursday, September 23, 2021 to Wednesday, September 29, 2021 (both days inclusive)
9	Link for Members to temporarily update e-mail address	<a href="https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx">https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx</a>
10	Last date for publishing results of the e-voting	Friday, October 01, 2021
11	Registrar and Share Transfer Agent contact Details	S V Raju, Deputy General Manager (Unit: OnMobile Global Limited) KFin Technologies Private Limited E-mail: <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> Toll Fee No. : 1-800-309-4001
12	OnMobile's contact details	Email ID: <a href="mailto:Investors@onmobile.com">Investors@onmobile.com</a> Contact No.: 080 4009 6000