

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

P: +91 80 4009 6000 | F: +91 80 4009 6009
CIN - L64202KA2000PLC027860
Email - investors@onmobile.com

www.onmobile.com

September 2, 2020

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 20th 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 20th Annual General Meeting of OnMobile Global Limited is scheduled to be held on Monday, September 28, 2020 at 4.00 p.m. IST through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM') pursuant to the General Circular numbers 20/2020 dated 05th May 2020, 14/2020 dated 08th April 2020, 17/2020 dated 13th April 2020 issued by the Ministry of Corporate Affairs and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 issued by the Securities and Exchange Board of India.

Copy of the Notice for the 20th Annual General meeting is enclosed.

Kindly take the same on record.

Thanking you,

Yours sincerely,
For OnMobile Global Limited

P. V. Venuprasad

P V Varaprasad
Company Secretary



Encl: a/a

Notice of the 20th Annual General Meeting

Notice is hereby given that the 20th Annual General Meeting ('AGM') of the Members of OnMobile Global Limited will be held on Monday, September 28, 2020 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, 2020 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, 2020.

Item No. 3: Appointment of François-Charles Sirois as a Director liable to retire by rotation

To appoint a Director in place of François-Charles Sirois who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

Item No. 4: Re-appointment of Sanjay Kapoor 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, 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 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Sanjay Kapoor (DIN 01973450), who was appointed earlier as an independent director of the Company for a term of three years by the shareholders and who holds office as such up to the date of this AGM, and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Companies Act, 2013 proposing his candidature for the office of a Director, be and is hereby re-appointed as an Independent Director of the Company to hold office upto the date of AGM to be held during the calendar year 2025, not liable to retire by rotation."

Item No. 5: Appointment of Geeta Mathur 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, 152 and other applicable provisions read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing

Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Geeta Mathur (DIN 02139552), who was appointed as an Additional Director w.e.f. July 31, 2020 and who holds office until the date of this AGM in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Companies Act, 2013 proposing her candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company to hold office up to the date of AGM to be held during the calendar year 2025, not liable to retire by rotation."

Item No. 6: Appointment of Steven Fred Roberts as a Director

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

"RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Steven Fred Roberts (DIN 08815252), who was appointed as an Additional Director by the Board of Directors w.e.f. July 31, 2020 pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this AGM and in respect of whom the Company has received a notice in writing under Section 160(1) of the Companies Act, 2013 from a member proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

By Order of the Board of Directors
For OnMobile Global Limited

Date: August 10, 2020
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

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 05th May 2020, 14/2020 dated 08th April 2020, 17/2020 dated 13th April 2020 issued by the Ministry of Corporate Affairs ("MCA") and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as "the Circulars"), 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 Circulars the Annual General Meeting of the company is being conducted through VC/ OAVM.

3. The Company has enabled the Members to participate at the 20th AGM through the VC / OAVM facility provided by Central Depository Services (India) Limited ('CDSL'). The instructions for participation by Members are given in the subsequent paragraphs. Participation at the AGM through VC / OAVM shall be allowed on a first-come-first-served basis.
4. In addition to the above, the proceedings of the 20th AGM will be web-casted live for all the shareholders as on the cut-off date i.e. Monday, September 21, 2020. The shareholders can visit www.evotingindia.com and login through existing user id and password to watch the live proceedings of the 20th AGM on Monday, September 28, 2020 from 4.00 p.m. IST onwards.
5. 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.
6. 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").
7. 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 28, 2020. Members seeking to inspect such documents can send an email to Investors@onmobile.com
8. **The Register of Members and Share Transfer Books of the Company shall remain closed from September 22, 2020 to September 28, 2020 (both days inclusive) for the purpose of payment of dividend and the 20th AGM of the Company**
9. 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.
10. 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 21, 2020**. 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.

11. 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	7.5% 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 2020-21 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. Registered members 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) 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
- Copy of Tax Residency Certificate (TRC) for the FY 2020-21 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 196 D of the IT Act @ 20% (plus applicable surcharge and cess)

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 21, 2020 to enable the Company to determine the appropriate TDS rates. No communication on the tax determination/deduction received post September 21, 2020 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.

- 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, Gachibowli, Nanakramguda, Serilingampally, Hyderabad – 500 032, India.
 - 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 and also on the website of the Ministry of Corporate Affairs ("MCA") viz., www.iepf.gov.in.
- In compliance with Section 108 of the Act, read with the corresponding rules, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("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 for e-voting which forms part of this Notice. 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.

- The e-voting period commences on Thursday, September 24, 2020 at 9.00 a.m. IST and ends on Sunday, September 27, 2020 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 21, 2020 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 21, 2020.
- 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.
- 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 e-voting instructions mentioned in the Notice for generating User ID and password for casting his votes through remote e-voting.
- In compliance with the Circulars, the Annual Report 2019-20, the Notice of the 20th 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).
- 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/email_registration/ to receive copies of the Annual Report 2019-20 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 einward.ris@kfintech.com 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.	Send a request to the RTA of the Company, KFin Technologies Private Limited at einward.ris@kfintech.com 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. The following additional details need to be provided in case of updating bank account details: <ul style="list-style-type: none"> Name and branch of the bank in which you wish to receive the dividend, Bank account type, Bank account number allotted by their banks after implementation of core banking solutions 9 digit MICR Code Number 11 digit IFSC Scanned copy of the cancelled cheque bearing the name of the first member.
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/email_registration/.

20. Members may also note that the Notice of the 20th AGM and the Annual Report 2019-20 will also be available on the Company's website, www.onmobile.com websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited, at www.bseindia.com and www.nseindia.com respectively, and on the website of CDSL 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, will not later than 48 hours of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman or to any other person authorized

by the Chairman. The results declared along with the consolidated Scrutinizer's report shall be placed on the website of the Company www.onmobile.com and on the website of CDSL www.evotingindia.com. The results shall simultaneously 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

Sanjay Kapoor who was appointed earlier as an Independent Director at the AGM held on September 06, 2017 to hold office up to the date of AGM to be held during the calendar year 2020 pursuant to the provisions of Companies Act, 2013, is due to retire from his first term at the ensuing AGM on September 28, 2020. The Nomination and Compensation Committee of the Board of Directors, based on evaluation of his performance during the tenure and considering his skills, experience, knowledge and expertise, has recommended re-appointment of Sanjay Kapoor as an Independent Director of the Company for another term of five years from the conclusion of the ensuing AGM to be held in 2020 upto the conclusion of the AGM to be held during the calendar year 2025.

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 Sanjay Kapoor for the office of Independent Director.

The resolution seeks the approval of the shareholders for reappointment of Sanjay Kapoor as an Independent Director of the Company for a term up to the date of AGM to be held during the calendar year 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.

The Company has received from Sanjay Kapoor (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.

In the opinion of the Board, Sanjay Kapoor fulfils the conditions specified in the Companies Act, 2013 and Rules made thereunder for re-appointment as an Independent Director of the Company and is independent of the Management. A copy of the draft letter of re-appointment of Sanjay Kapoor 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 Sanjay Kapoor as an Independent Director.

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

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

Item No. 5

Pursuant to Section 161 of the Companies Act, 2013, read with Article 88 of the Articles of Association of the Company, the Board of Directors of the Company, on the recommendation of the Nomination and Compensation Committee appointed Geeta Mathur as an Additional Director (in the category of Independent Directors) of the Company w.e.f. July 31, 2020.

In terms of the provisions of Section 161 of the Act, Geeta Mathur will hold office up to the date of the ensuing AGM.

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

The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a shareholder, proposing the candidature of Geeta Mathur for the office of Independent Director.

The resolution seeks the approval of the shareholders for appointment of Geeta Mathur as an Independent Director of the Company for a term up to the date of AGM to be held during the calendar year 2025 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013, and the Rules made there under. She is not liable to retire by rotation.

The Company has received from Geeta Mathur (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 she 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 she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

In the opinion of the Board, Geeta Mathur fulfils the conditions for her appointment as an Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Geeta Mathur is independent of the management. A copy of the draft letter of appointment of Geeta Mathur 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 Geeta Mathur to whom the resolution relates, is interested or concerned in the resolution.

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

Item No. 6

Pursuant to Section 161 of the Companies Act, 2013, read with Article 88 of the Articles of Association of the Company, the Board of Directors of the Company, on the recommendation of the Nomination and Compensation Committee appointed Steven Fred Roberts as an Additional Director (in the category of Non- Independent Directors) of the Company w.e.f. July 31, 2020.

In terms of the provisions of Section 161 of the Act, Steven Fred Roberts will hold office up to the date of the ensuing AGM.

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

The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a shareholder, proposing the candidature of Steven Fred Roberts for the office of Director.

The resolution seeks the approval of the shareholders for appointment of Steven Fred Roberts as Director of the Company pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013, and the Rules made there under. He is liable to retire by rotation.

The Company has received from Steven Fred Roberts (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014 and (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 his eligibility for such appointment.

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

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

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	François-Charles Sirois	Sanjay Kapoor	Geeta Mathur	Steven Fred Roberts
Date of Birth	05-05-1975	28-02-1962	21-11-1966	10-03-1964
Date of Appointment	26-06-2014	21-06-2017	31-07-2020	31-07-2020
Qualifications	Bachelor of Business Administration, options in finance and marketing, HEC Montreal	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.	Graduate in Commerce from Shriram College of Commerce, Delhi University. Member of The Institute of Chartered Accountants of India	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
Expertise in specific functional areas	François-Charles Sirois has about 21 years of experience in corporate mergers, acquisitions and financing. He has wide experience in Media (multi-platform music services and digital content production, distribution and promotion), Internet, Software, Venture Capital & Private Equity industries.	Wide experience in telecommunications sector, entrepreneurship, consulting & advisory and investing in & mentoring start-ups.	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 and Risk Management.	Wide experience in Competitive Gaming, strategic partnerships, media distribution, production and overall mentorship of the executive team.
Directorships held in other companies (including foreign companies) as on date	<ol style="list-style-type: none"> 1. OnMobile Systems Inc. 2. Telesystem Ltd. 3. Stingray Group Inc. 4. Zone3 Inc. 5. Telesystem Media Inc. 6. Telesystem Energy Ltd. 7. CVTCORP Transmission Inc. 8. OnMobile Global Solutions Canada Ltd. 9. Telesystem Immobilier Inc. 10. OnMobile USA LLC. 11. NorthStar Earth & Space Inc. 12. OnMobile Live Inc. 	<ol style="list-style-type: none"> 1. VLCC Health Care Limited 2. Tech-Connect Retail Pvt. Ltd. 3. Saudi Telecom Company 4. Tanla Solutions Limited 5. Z-Axis Management Consultants & Strategic Advisors Limited Liability Partnership 	<ol style="list-style-type: none"> 1. JTEKT India Limited 2. Motherson Sumi Systems Limited 3. IIFL Finance Limited 4. NIIT Limited 5. Info edge (India) Limited 6. Ummeed Housing Finance Private Limited 7. IPE Global Centre for Knowledge and Development 8. IIFL Wealth Management Limited 9. Sentiss Pharma Private Limited 10. Tata Communications Transformation services Limited 11. J.K.Helene Curtis Limited 12. Saajha (Member of Advisory Board) 13. SMRP (BV) (Member of Supervisory Board) 14. SMP Deutschland GmbH (Member of Supervisory Board) 	<ol style="list-style-type: none"> 1. SportsedTV
Disclosure of relationship between directors inter-se	François-Charles Sirois is not related to any other Director of the Company	Sanjay Kapoor is not related to any other Director of the Company	Geeta Mathur is not related to any other Director of the Company	Steven Fred Roberts is not related to any other Director of the Company

Particulars	François-Charles Sirois	Sanjay Kapoor	Geeta Mathur	Steven Fred Roberts
Memberships/ Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders/ Investors Grievance Committee)	NIL	Audit Committee 1. VLCC Healthcare Limited (Member) Stakeholders Relationship Committee 1. Tanla Solutions Limited (Member)	Audit Committee 1. Motherson Sumi Systems Limited (Member) 2. Info edge (India) Limited (Chairperson) 3. NIIT Limited (Chairperson) 4. IIFL Finance Limited (Member) 5. JTEKT India Limited (Chairperson) 6. IIFL Wealth Management Limited (Chairperson) 7. Tata Communications Transformation services Limited (Member) 8. J.K.Helene Curtis Limited (Chairperson) Stakeholders Relationship Committee 1. IIFL Wealth Management Limited (Member)	NIL
Number of shares held in the Company	NIL	123,449	NIL	NIL

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 Corporate Governance Report which is part of the Annual Report.

By Order of the Board of Directors
For OnMobile Global Limited

Sd/-
P V Varaprasad
Company Secretary

Date: August 10, 2020
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: L64202KA2000PLC02786

THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on Thursday, September 24, 2020 at 9.00 a.m. IST and ends on Sunday, September 27, 2020 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 21, 2020 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) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders/ Members" module.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (viii) If you are a first time user, follow the steps given below:

For Shareholders holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>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 einward.ris@kfintech.com.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <p>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 as mentioned in instruction (v).</p>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.

- (x) 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.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the Electronic Voting Sequence Number (EVSN) for **OnMobile Global Limited** on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (xix) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- (xx) Note 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 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.
 - 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 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 and 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.
- (xxi) In case, if you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Nitin Kunder (022- 23058738) or Mehboob Lakhani (022-23058543) or Rakesh Dalvi (022-23058542).

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER: -

- (i) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- (ii) 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.
- (iii) 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.
- (iv) 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.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- (i) Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/ members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/ members login where the EVSN of Company will be displayed. Click on live streaming appearing beside the EVSN.
- (ii) The Shareholders Members can join the AGM through VC/OAVM mode 30 minutes before the scheduled time

of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the Meeting through VC/OAVM will be made available to members on first come first served basis.

- (iii) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- (iv) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (v) 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.
- (vi) 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 from September 14, 2020 (9.00 a.m. IST) to September 18, 2020 (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 18, 2020 mentioning their name, demat account number/ folio number, mobile number to Investors@onmobile.com. These queries will be replied to by the company suitably by email.

- (vii) 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.
- (viii) Members who need technical assistance before or during the Meeting can send an email to 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 ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING 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 / RTA einward.ris@kfintech.com.
- (ii) For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card) to Company Investors@onmobile.com / RTA einward.ris@kfintech.com.

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	Monday, September 28, 2020 at 4.00 p.m. IST
2.	Link for live webcast of the Annual General Meeting and for participation through VC/OAVM	www.evotingindia.com
3.	Link for remote e-voting	www.evotingindia.com
4.	Username and password for VC / OAVM	Members may attend the AGM through VC / OAVM by accessing the link www.evotingindia.com by using the remote e-voting credentials. Please refer the instructions at page no. 218 of this Notice for further information.
5.	Helpline number for VC / OAVM participation and e-voting	Contact Central Depository Services (India) Limited write to helpdesk.evoting@cdslindia.com or contact Nitin Kunder (022- 23058738) or Mehboob Lakhani (022-23058543) or Rakesh Dalvi (022-23058542).
6.	Cut-off date for e-voting eligibility	Monday, September 21, 2020
7.	Time period for remote e-voting	Commences on Thursday, September 24, 2020 at 9.00 a.m. IST and ends on Sunday, September 27, 2020 at 5.00 p.m. IST.
8.	Book closure dates	Tuesday, September 22, 2020 to Monday, September 28, 2020 (both days inclusive)
9.	Link for Members to temporarily update e-mail address	https://ris.kfintech.com/email_registration/
10.	Last date for publishing results of the e-voting	Wednesday, September 30, 2020
11.	Registrar and Share Transfer Agent contact Details	S V Raju, Deputy General Manager (Unit: OnMobile Global Limited) KFin Technologies Private Limited E-mail: einward.ris@kfintech.com Contact No.: 040 - 6716 2222
12.	OnMobile's contact details	Email ID: Investors@onmobile.com Contact No.: 080 4009 6000