



ONMOBILE GLOBAL LIMITED  
Tower #1, 94/1 C & 94/2,  
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[www.onmobile.com](http://www.onmobile.com)

August 29, 2022

To  
The Listing Department  
National Stock Exchange of India Limited  
Exchange Plaza,  
Bandra Kurla Complex, Bandra (East)  
Mumbai - 400 051  
Scrip Code: **ONMOBILE**

Department of Corporate Services,  
BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001  
Scrip Code: **532944**

Dear Sir/Madam,

**Sub: Notice of 22<sup>nd</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 22<sup>nd</sup> Annual General Meeting ('AGM') of OnMobile Global Limited is scheduled to be held on Thursday, September 22, 2022 at 4.00 p.m. IST through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM') pursuant to the General Circular Numbers 02/2022 dated 05<sup>th</sup> May, 2022, 21/2021 dated 14<sup>th</sup> December 2021, read with 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 any other circulars issued in this regard by the Ministry of Corporate Affairs and Circular numbers SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13<sup>th</sup> May 2022 issued by the Securities and Exchange Board of India.

Copy of the Notice of 22<sup>nd</sup> AGM is enclosed.

Kindly take the same on record.

Thanking you,

Yours sincerely,  
For OnMobile Global Limited

*P. V. Veneprasad*

P V Varapasad  
Company Secretary



Encl: a/a

# Notice of the 22<sup>nd</sup> Annual General Meeting

Notice is hereby given that the 22<sup>nd</sup> Annual General Meeting ('AGM') of the Members of OnMobile Global Limited will be held on Thursday, September 22, 2022 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, 2022 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, 2022.

### 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 (DIN: 06890830) who retires by rotation and being eligible, offers himself for re-appointment.

### Item No. 4: Re-appointment of M/s. BSR & Co. LLP, Chartered Accountants as statutory auditors of the Company and to fix their remuneration

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

"RESOLVED THAT pursuant to Section 139, 141, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. BSR & Co. LLP, Chartered Accountants (Firm registration No. 101248W/W-100022) be and are hereby re-appointed as the Statutory Auditors of the Company for second term of five consecutive years, who shall hold office from the conclusion of this 22<sup>nd</sup> Annual General Meeting till the conclusion of the 27<sup>th</sup> Annual General Meeting to be held in the year 2027 and the Board of Directors be and are hereby authorized to fix remuneration as may be decided from time to time in consultation with the Statutory Auditors of the Company."

## SPECIAL BUSINESS

### Item No. 5: Appointment of Sanjay Baweja (DIN: 00232126), as Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and the Articles of Association of the Company, Sanjay Baweja (DIN: 00232126), who was appointed as an Additional Director of the Company with effect from October 19, 2021 and who holds office till the

date of the Annual General Meeting 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 proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

### Item No. 6: Appointment of Sanjay Baweja (DIN: 00232126), as Managing Director and Global Chief Executive Officer 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 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof) and subject to such other approvals as may be required, approval of the Members be and is hereby accorded to the appointment of Sanjay Baweja (DIN: 00232126), as Managing Director and Global Chief Executive Officer of the Company, to hold office for a period of five years with effect from October 19, 2021 to October 18, 2026, on the terms and conditions of appointment including payment of remuneration which are set out hereunder and the said remuneration be paid for a period of three years from October 19, 2021 to October 18, 2024, in terms of proviso to section II of part II of schedule V of the Companies Act, 2013:

Fixed Compensation (FC): INR 21,800,000/- per annum for the period from October 19, 2021 to June 30, 2022 and INR 23,544,000/- per annum for the period from July 01, 2022 to October 18, 2024.

Variable Pay (VP) : At the rate of 50% of Fixed Compensation  
(The VP pay-out will be governed by the Company's Variable Pay Policy)

Employee Stock Options: 700,000 Employee Stock Options (ESOPs) of the Company. These options shall vest over 3 years period (i.e. 1/3<sup>rd</sup> shall vest on the first anniversary of the grant date, 1/3<sup>rd</sup> shall vest on the second anniversary of the grant date and 1/3<sup>rd</sup> shall vest on the third anniversary of the grant date). These stock options are in addition to the 300,000 stock options granted to him during his tenure as Chief Financial Officer prior to his appointment as MD & Global CEO out of which outstanding 200,010 stock options shall be vested / exercised as per the existing vesting schedule.

Other Benefits : In addition to the above mentioned compensation details, eligible for a comprehensive package of benefits. The eligibility of these benefits is governed by specific policies/ rules, as laid down by the Company from time to time.

- a) Medical Insurance: Insurance coverage for employee & family members (max. of 6 including Self) under the Medclaim Insurance of INR 3,00,000/-
- b) Accident Insurance: Accident insurance coverage for all employees under the Group Insurance scheme of INR 5,00,000/-
- c) Life Insurance: Fixed compensation x 5 times or INR 1,500,000/- whichever is higher.
- d) Gratuity: 4.81% of Basic is contributed to the Gratuity Fund and is payable to him as per the Payment of Gratuity Act, 1972 on cessation of his employment after at least 5 years of continuous service with the Company.

RESOLVED FURTHER THAT where in any financial year, during the tenure of Sanjay Baweja as 'Managing Director and Global Chief Executive Officer' of the Company, the Company incurs loss or its profits are inadequate, the Company shall pay to Sanjay Baweja the said remuneration by way of salary, variable pay, stock options and other allowances as a minimum remuneration irrespective of whether the same exceeds or not the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration for a period not exceeding three (3) years from the date of appointment.

RESOLVED FURTHER THAT pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 and pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendment, modification or re-enactment thereof), to whatever extent applicable, approval of the Members be and is hereby accorded to grant 400,000 stock options of ONMO, INC, ('ONMO') wholly owned subsidiary of OnMobile Global Limited ('the Company' / 'OnMobile') at USD 0.32 Exercise Price per stock option (being Fair value as per the latest financials of ONMO) or at a price and on other terms and conditions as per the scheme/policy of ONMO from time to time, to Sanjay Baweja, MD & Global CEO of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to revise, enhance, alter and vary the terms and conditions of the appointment and/or remuneration, including annual increment(s), if any, from time to time subject

to the provisions of Section 197 read with Schedule V of the Companies Act, 2013 and to do all such acts, deeds, matters and things as may be deemed fit for the purpose of giving effect to the above resolution and matters related thereto."

**Item No. 7: Payment of remuneration to François-Charles Sirois, Executive Chairman of the Company for the period from November 1, 2022 to October 31, 2024**

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

"RESOLVED THAT pursuant to provisions of Section 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such other approvals as may be required, the approval of the Members be and is hereby accorded to the payment of following remuneration to François-Charles Sirois (DIN 06890830), Executive Chairman of the Company, for remaining period of two (2) years of his tenure commencing from November 1, 2022 to October 31, 2024 in terms of proviso to Section II of Part II of Schedule V of the Companies Act, 2013:

Fixed Compensation (FC) : INR 4,000,000/- per annum.

Other terms and conditions : as per the Company policies from time to time

RESOLVED FURTHER THAT where in any financial year during the tenure of François-Charles Sirois as 'Executive Chairman' of the Company, the Company incurs loss or its profits are inadequate, the Company shall pay to François-Charles Sirois the said remuneration by way of salary, bonus and other allowances as a minimum remuneration irrespective of whether the same exceeds or not the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration for the remaining period of two (2) years.

RESOLVED FURTHER THAT pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 and pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendment, modification or re-enactment thereof), to whatever extent applicable, approval of the Members be and is hereby accorded to grant 6,000,000 stock options of ONMO, INC, ('ONMO') wholly owned subsidiary of OnMobile Global Limited ('the Company' / 'OnMobile') at USD 0.32 Exercise Price per stock option (being Fair value as per the latest financials of ONMO) or at a price and on other terms and conditions as per the scheme/policy of ONMO from time to time, to François-Charles Sirois, Executive Chairman of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to revise, enhance, alter and vary from time to time the terms and conditions of the appointment and/or remuneration, including annual increment(s), if any, from time to time subject to the provisions of the Companies Act, 2013 and to do all such acts, deeds, matters and things as may be deemed fit for the purpose of giving effect to the above resolution and matters related thereto."

**Item No. 8: Grant of stock options of ONMO, INC, wholly owned subsidiary of the Company to Steven Fred Roberts, Director of the Company**

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

“RESOLVED THAT pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 and pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendment, modification or re-enactment(s) thereof), to whatever extent applicable, approval of the Members be and is hereby accorded to grant 1,000,000 stock options of ONMO, INC, ('ONMO') wholly owned subsidiary of OnMobile Global Limited ('the Company' / 'OnMobile') at USD 0.32 Exercise Price per stock option (being Fair value as per the latest financials of ONMO) or at a price and on other terms and conditions as per the scheme/policy of ONMO from time to time, to Steven Fred Roberts, Non-Executive Non-Independent Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed fit for the purpose of giving effect to the above resolution and matters related and incidental thereto.”

By Order of the Board of Directors  
For OnMobile Global Limited

Date: August 03, 2022  
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

## NOTES:

1. Explanatory 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, 02/2021 dated 13<sup>th</sup> January 2021, 19/2021 dated 08<sup>th</sup> December 2021, 21/2021 dated 14<sup>th</sup> December 2021 and 2/2022 dated 05<sup>th</sup> May, 2022 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, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13<sup>th</sup> May 2022 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 22, 2022. 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 16, 2022 to September 22, 2022 (both days inclusive) for the purpose of payment of dividend and the 22<sup>nd</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. 20 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 15, 2022**. 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 Share 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 2022-23 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, if available.
- Copy of Tax Residency Certificate (TRC) for the FY 2022-23 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) 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 Limited ('KFinTech'), the Registrar and Share Transfer Agents at <https://ris.kfintech.com/form15> on or before September 15, 2022 to enable the Company to determine the appropriate TDS rates. No communication on the tax determination/deduction received post September 15, 2022 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 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. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
13. 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 01, 2019. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022, mandated listed companies to issue shares in dematerialized form only while processing the service requests including transmission and transposition of securities. 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 Share Transfer Agents, KFin Technologies Limited for assistance in this regard.

14. 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).

15. 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.
16. The e-voting period commences on Sunday, September 18, 2022 at 9.00 a.m. IST and ends on Wednesday, September 21, 2022 at 5.00 p.m. IST. and ends on Wednesday, September 21, 2022 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 15, 2022 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 15, 2022.
17. 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.

18. 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.
19. In compliance with the Circulars, the Annual Report 2021-22, the Notice of the 22<sup>nd</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).
20. 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 DP, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA, KFin Technologies Limited at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com), to receive copies of the Annual Report 2021-22 in electronic mode. Members may follow the process detailed below for registration of email ID to obtain the report and update of bank account details for the receipt of dividend.

Type of Holder	Process to be followed	
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, KFin Technologies Limited either by email to <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> or by post to Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032.	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form ISR-1
	Update of signature of securities holder	Form ISR-2
	For nomination as provided in the Rules 19 (1) of Companies (Share capital and debenture) Rules, 2014	Form SH-13
	Declaration to opt out	Form ISR-3
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of Nominee	Form SH-14
	Form for requesting issue of Duplicate Certificate and other service requests for shares / debentures / bonds, etc., held in physical form	Form ISR- 4
The aforesaid forms can be downloaded from the website of the Company at <a href="https://www.onmobile.com/investors/investor_services">https://www.onmobile.com/investors/investor_services</a> and RTA at <a href="https://ris.kfintech.com/clientservices/isc/">https://ris.kfintech.com/clientservices/isc/</a>		
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 05, 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>

21. Any service request shall be entertained by RTA only upon registration of the PAN, Bank details and the nomination. Further, in absence of the above information on or after April 01, 2023, the folios shall be frozen by the RTA in compliance with SEBI Circular dated 3<sup>rd</sup> November 2021. Any request on the said folio will be undertaken only after submission of the aforementioned information.
22. Members may also note that the Notice of the 22<sup>nd</sup> AGM and the Annual Report 2021-22 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).
23. 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.

24. 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 Limited.
25. 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 authorised by the Chairman. The Chairman/Authorised person shall declare the results of the voting on or before Sunday, September 25, 2022. 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.
26. 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.

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

### Item No. 4

This explanatory statement is in terms of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), however, the same is strictly not required as per Section 102 of the Companies Act, 2013 ("the Act").

The Members at the Seventeenth Annual General Meeting ("AGM") of the Company held on September 06, 2017, had approved the appointment of BSR & Co. LLP, Chartered Accountants (Firm Registration No.: 101248W/W-100022), as Statutory Auditors of the Company, to hold office till the conclusion of the twenty-second AGM.

After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company has, based on the recommendation of the Audit Committee, at its meeting held on August 03, 2022, proposed the re-appointment of BSR, Chartered Accountants (Firm Registration No.: 101248W/W-100022), as the Statutory Auditors of the Company, for a term of five consecutive years from the conclusion of twenty-second AGM till the conclusion of twenty-seventh AGM of the Company to be held in the year 2027, at a remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company.

Further, the Company may obtain certifications from BSR & Co. LLP under statutory regulations and avail other permissible non-audit services, as may be required from time to time. The provision of such permissible non-audit services by BSR & Co. LLP will be reviewed and pre-approved by the Audit Committee. The remuneration for certifications and non-audit services will be paid on mutually agreed terms.

BSR & Co. LLP consented to their appointment as Statutory Auditors and confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act.

BSR & Co. LLP is a member entity of BSR & Affiliates, a network registered with the Institute of Chartered Accountants of India. BSR & Co. LLP is registered in Mumbai, Gurugram, Bengaluru, Kolkata, Hyderabad, Pune, Chennai, Chandigarh, Ahmedabad,

Vadodara, Noida, Jaipur, Kochi and Vijayawada. BSR & Co. LLP audits various companies listed on stock exchanges in India.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution set out at Item No. 4 of the Notice.

### Item No. 5 & 6

Pursuant to the recommendation of the Nomination and Compensation Committee, the Board of Directors of the Company at its meeting held on October 19, 2021, appointed Sanjay Baweja as an Additional Director of the Company with effect from October 19, 2021.

In accordance with the provisions of Section 161 of the Companies Act, 2013 read with Article 88 of the Articles of Association of the Company, Sanjay Baweja holds office up to the date of the 22<sup>nd</sup> AGM to be held on September 22, 2022. Pursuant to provisions of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member proposing the candidature of Sanjay Baweja to the office of a Director of the Company.

Pursuant to the recommendation of the Nomination and Compensation Committee, the Board of Directors of the Company at their meeting held on October 19, 2021, subject to the approval of the Members in a general meeting, had also appointed Sanjay Baweja as a Managing Director and Global Chief Executive Officer of the Company for a period of five years from October 19, 2021 to October 18, 2026, on the remuneration and other terms and conditions as stated in the resolution.

Subsequently, on recommendation of the Nomination and Compensation Committee, the Board of Directors of the Company at their meeting held on August 03, 2022, subject to approval of the members and such other approvals as may be required, had also approved payment of revised remuneration to Sanjay Baweja as Managing Director and Global Chief Executive Officer of the Company w.e.f. July 01, 2022 till October 18, 2024 pursuant to Section 197 and Schedule V of the Companies Act, 2013.

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. 6 is annexed hereto.

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

### I. General information:

(1)	Nature of industry	Mobile Entertainment Services  OnMobile provides mobile entertainment products & solutions such as Tones and Videos & Editorial to telecom operators and media companies. Outside this traditional core, OnMobile focused on building cutting-edge Mobile Gaming products such as ONMO & Challenges Arena which would be taken to market through B2B and D2C channels.
(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>FY 2021-22</b>	<b>FY 2020-21</b>	<b>FY 2019-20</b>
		Turnover	1,981.93	1,946.82	2,038.41
		Profit after Tax	156.35	116.07	(15.15)
(5)	Foreign investments or collaborations, if any.	(No. of Shares)			
		<b>Particulars</b>	<b>FY 2021-22</b>	<b>FY 2020-21</b>	
		Foreign Nationals	13,180	100,282	
		Companies	50,923,703	50,923,703	
		Foreign Portfolio Investors	507,481	14,720	
		NRIs	1,454,595	2,174,399	

## II. Information about the appointee

(1)	Background details	<p>Sanjay Baweja has valuable experience in the areas of Corporate Finance and Budget Control, Controllership, Acquisitions, Financial Analysis, Strategic Business planning, Tax planning, Treasury and fund management and Risk Management.</p> <p>Sanjay holds a Bachelor's degree in Commerce from Delhi University. He is a Fellow member of the Institute of Chartered Accountants of India and Associate member of the Institute of Cost and Works Accountant of India.</p> <p>He was an Independent Director of the Company till May 29, 2022. Subsequent to his resigning as an Independent Director, he was appointed as Chief Finance Officer and served as CFO from June 01, 2020 to October 19, 2021. He was subsequently appointed as MD &amp; Global CEO with effect from October 19, 2021.</p>																
(2)	Past remuneration	<p>The details of remuneration drawn by Sanjay in the preceding three financial years is given below:</p> <table border="1"> <thead> <tr> <th>Financial Year</th> <th>Designation</th> <th>Remuneration (in ₹)</th> </tr> </thead> <tbody> <tr> <td>2019-20</td> <td>Independent Director</td> <td>1,075,000</td> </tr> <tr> <td rowspan="2">2020-21</td> <td>Independent Director (till May 29, 2020)</td> <td>167,740</td> </tr> <tr> <td>CFO (w.e.f. June 01, 2020)</td> <td>18,666,670</td> </tr> <tr> <td rowspan="2">2021-22</td> <td>CFO (till October 19, 2021)</td> <td>19,976,092</td> </tr> <tr> <td>MD &amp; Global CEO (w.e.f. October 19, 2021)</td> <td>9,795,070</td> </tr> </tbody> </table>	Financial Year	Designation	Remuneration (in ₹)	2019-20	Independent Director	1,075,000	2020-21	Independent Director (till May 29, 2020)	167,740	CFO (w.e.f. June 01, 2020)	18,666,670	2021-22	CFO (till October 19, 2021)	19,976,092	MD & Global CEO (w.e.f. October 19, 2021)	9,795,070
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	MD & Global CEO (w.e.f. October 19, 2021)	9,795,070																
(3)	Recognition or awards	Well recognised expert in his domain.																

(4)	Job profile and his suitability	Sanjay Baweja has played key role in planning financial and business strategies for OnMobile over the years in his earlier positions as Independent Director and Global Group CFO.  Sanjay Baweja, by virtue of his various responsible roles has vast expertise and experience in the areas of Corporate Finance and Budget Control, Controllership, Acquisitions, Financial Analysis, Strategic Business planning, Tax planning, Treasury and fund management and Risk Management and shall play vital role not only in the effective management of affairs of the Company but also in the future growth and expansion of the Company.
(5)	Remuneration proposed	As proposed above in resolution set forth in Item No. 6
(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 Baweja has no pecuniary relationship either direct or indirect with the Company and he 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 Company has adequate profit for the financial year ending March, 31, 2022. However, the statement of information as per Section II of Part II of Schedule V of Companies Act, 2013 is being furnished in order to facilitate payment of minimum remuneration in the event of inadequate profits, if any during the tenure of Sanjay Baweja.
(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. Transformation in the Management team to make the organization more cost-effective, entrepreneurial, agile, efficient and dynamic.</li> <li>3. Identifying and closing down of loss-making entities / offices globally.</li> <li>4. Driving the Company's business growth with cutting-edge Mobile Gaming products viz. ONMO &amp; Challenges Arena through B2B and D2C channels.</li> </ol>
(3)	Expected increase in productivity and profits in measurable terms	Over the last one-year profitability of the Company on Standalone basis has gone up from ₹ 116.07 million in FY 2020-21 to ₹ 156.35 million in FY 2021-22. Financials on a standalone and consolidated basis are expected to improve further in the future years.

A copy of the written memorandum would be available for inspection by the members in electronic form as per the instructions provided in the Notice.

Further, the resolution has also proposed to seek approval of the Members pursuant to section 188 of the Act, for grant of 400,000 stock options to Sanjaya Baweja by ONMO, INC, (ONMO).

ONMO is a wholly owned step-down subsidiary of OnMobile Global Limited ('the Company' or 'OnMobile') in United States of America. The Gaming business, its head quarters, the research and development and IPRs are housed in ONMO Inc.

ONMO has set aside 14 Million stock options representing 20% of present capital for grant as stock options to employees / Directors / Consultants of OnMobile and its subsidiaries contributing to ONMO activities. ONMO has offered to grant 400,000 stock options to Sanjay Baweja, MD & Global CEO of the Company, who holds office as a non-executive director on the Board of ONMO at a price of USD 0.32 per option (as per the valuation report dated April 07, 2022 of an independent valuer) or at a price and on other terms and conditions as per the scheme and policy of the ONMO from time to time.

Sanjay Baweja, MD & Global CEO of the Company is related party in terms of Section 2(76) (i) of the Companies Act, 2013.

Section 188 of the Companies Act states inter alia that a company requires prior approval of its Board and Shareholders if such company enters into a transaction for the purpose of the appointment of a director to an office or place of profit in the company,

its subsidiary, or its associate company. As per Section 177(4)(iv) of the Companies Act, 2013, the Audit Committee shall approve transactions of the Company with related party. However, as the transaction is being entered into by ONMO and the Company (OnMobile) not being a party to the proposed transaction no such approvals are deemed necessary. Similarly for the same reason and also as the value of transaction being within the thresholds and conditions set out in the Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the approvals of Board/Committee/shareholders as prescribed therein if any, are also not considered necessary.

OnMobile has obtained a Legal opinion on the proposal, Legal consultants opined that OnMobile is not required to obtain approvals under Section 188 of the Companies Act, 2013 for the proposal and/or the proposal might be well within the approval thresholds prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

However, as an abundant caution and as a good governance measure, the Board has decided to seek approval of the Members for the proposal.

The Nomination and Compensation Committee vide resolution dated August 02, 2022 recommended and the Board of Directors, subject to approval of the Members to whatever extent required, at their meeting held on August 03, 2022 approved the proposal.

The resolution in item no. 5 seeks the approval of the Members for appointment of Sanjay Baweja as a Director and in item no. 6 seeks the approval of the Members for appointment of Sanjay Baweja as MD & Global CEO of the Company for a period of five years from October 19, 2021 to October 18, 2026 and proposed remuneration and subsequent revision thereof for a period of 3 years in terms of Proviso to Section II of Part II of Schedule V of the Companies Act, 2013 and grant 400,000 ONMO stock options pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 and pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to whatever extent applicable.

Except Sanjay Baweja, being the appointee, none of the other Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolutions set out at Item No.5&6.

The Board of Directors recommends the resolution in relation to appointment of Sanjay Baweja as a director set out in item no. 5 as an Ordinary Resolution and the resolution in relation to appointment of Sanjay Baweja as MD & Global CEO of the Company and grant of 400,000 ONMO stock options, as set out in Item No.6 for approval of the Members by way of Special Resolution.

#### Item No. 7

Shareholders at their AGM held on September 17, 2019 approved the appointment of François-Charles Sirois as Executive Chairman of the Company for a period of 5 years w.e.f. November 01, 2019 and for payment of remuneration ₹ 4,000,000 per annum for a period of 3 years commencing from November 1, 2019 to October 31, 2022.

As the current remuneration period of François-Charles Sirois in the Company is coming to end on October 31, 2022, The Nomination and Compensation Committee recommended for the payment of remuneration of ₹ 4,000,000 per annum w.e.f. November 1, 2022 till October 31, 2024 in terms of proviso to Section II of Part II of Schedule V of the Companies Act, 2013.

The Board of Directors of the Company at their meeting held on May 19, 2022, subject to approval of the members and such other approvals as may be required, approved for payment of remuneration of ₹ 4,000,000 per annum w.e.f. November 1, 2022 till October 31, 2024 in terms of proviso to Section II of Part II of Schedule V of the Companies Act, 2013.

#### Statement of information pursuant to Section II of Part II of Schedule V of Companies Act, 2013

##### I. General information:

(1)	Nature of industry	Mobile Entertainment Services. OnMobile provides mobile entertainment products & solutions such as Tones and Videos & Editorial to telecom operators and media companies. Outside this traditional core, OnMobile focused on building cutting-edge Mobile Gaming products such as ONMO & Challenges Arena which would be taken to market through B2B and D2C channels.
(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>FY 2021-22</b>	<b>FY 2020-21</b>	<b>FY 2019-20</b>
		Turnover	1,981.93	1,946.82	2,038.41
		Profit after Tax	156.35	116.07	(15.15)
(5)	Foreign investments or collaborations, if any.	(No. of Shares)			
		<b>Particulars</b>	<b>FY 2021-22</b>	<b>FY 2020-21</b>	
		Foreign Nationals	13,180	100,282	
		Companies	50,923,703	50,923,703	
		Foreign Portfolio Investors	507,481	14,720	
		NRIs	1,454,595	2,174,399	

## II. Information about the appointee

(1)	Background details	<p>François-Charles Sirois holds a Bachelor of Business Administration, options in finance and marketing, HEC Montreal.</p> <p>François-Charles Sirois is the President and CEO of Telesystem, a global media and technology holding company. He is also the President and Chief Executive Officer of OnMobile Systems Inc., the largest shareholder of OnMobile. François-Charles has about 23 years of experience in corporate mergers, acquisitions and financing. His entrepreneurship, expertise and talent for developing successful joint ventures with innovative partners have enabled Telesystem to leverage the momentum in the media and technology industry. Before joining Telesystem, François-Charles founded and helmed up2 technologies, Microcell i5 and Masq.</p> <p>He currently serves on the Boards of OnMobile Systems Inc., Telesystem Ltd., Stingray Group Inc., Zone3 Inc., K.F. Construction Inc., Telesystem Energy Ltd., CVTCORP Transmission Inc., OnMobile Global Solutions Canada Ltd., Télésystème Immobilier Inc., OnMobile USA LLC., NorthStar Earth &amp; Space Inc., ONMO, INC., and Technologies rob0 Inc.</p>												
(2)	Past remuneration	<p>The details of remuneration drawn by François-Charles Sirois, in the preceding three financial years is given below:</p> <table border="1"> <thead> <tr> <th>Financial Year</th> <th>Designation</th> <th>Remuneration* (in ₹)</th> </tr> </thead> <tbody> <tr> <td>2019-20</td> <td>Executive Chairman &amp; CEO</td> <td>4,127,083</td> </tr> <tr> <td>2020-21</td> <td>Executive Chairman#</td> <td>4,000,000</td> </tr> <tr> <td>2021-22</td> <td>Executive Chairman</td> <td>4,000,000</td> </tr> </tbody> </table> <p>*The above remuneration does not include the remuneration drawn by François-Charles Sirois from OnMobile Global Solutions Canada Limited, wholly owned subsidiary of the Company.</p> <p># Resigned from the position of CEO w.e.f. August 02, 2020 while continuing as Executive Chairman of the Company.</p>	Financial Year	Designation	Remuneration* (in ₹)	2019-20	Executive Chairman & CEO	4,127,083	2020-21	Executive Chairman#	4,000,000	2021-22	Executive Chairman	4,000,000
Financial Year	Designation	Remuneration* (in ₹)												
2019-20	Executive Chairman & CEO	4,127,083												
2020-21	Executive Chairman#	4,000,000												
2021-22	Executive Chairman	4,000,000												
(3)	Recognition or awards	Well recognised expert in his respective domain.												

(4)	Job profile and his suitability	<p>François-Charles Sirois has been playing a central role in developing the long term strategic plan for OnMobile Global to oversee its implementation in a phased manner. He has been playing a key role in implementing organisational transformation, conceptualising innovative products, developing marketing strategies and international business development.</p> <p>In addition, he has been contributing his expertise in digital media as well as guide the OnMobile teams on matters pertaining to content procurement and sourcing on a global scale.</p> <p>François-Charles Sirois, by virtue of his vast expertise in steering numerous companies through growth cycles, has the leadership skills and domain knowledge to lead OnMobile into the next phase of its growth.</p>
(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 relationship with the managerial personnel, if any.	<p>François-Charles Sirois has no pecuniary relationship either direct or indirect with the company and he is not related to any director of the company, except that</p> <ul style="list-style-type: none"> <li>- he is the Executive Chairman of the Company,</li> <li>- he holds an office or place of profit in OnMobile Global Solutions Canada Limited, wholly owned subsidiary of the Company, and</li> <li>- he represents the promoter of the Company i.e. OnMobile Systems Inc. and is also a director therein.</li> </ul>

III. **Other information:**

(1)	Reasons of loss or inadequate profits	The Company has adequate profit for the financial year ending March, 31, 2022. However, the statement of information as per Section II of Part II of Schedule V of Companies Act, 2013 is being furnished in order to facilitate payment of minimum remuneration in the event of inadequate profits, if any during the tenure of François-Charles Sirois.
(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. Transformation in the Management team to make the organization more cost-effective, entrepreneurial, agile, efficient and dynamic.</li> <li>3. Identifying and closing down of loss-making entities / offices globally.</li> <li>4. Driving the Company's business growth with cutting-edge Mobile Gaming products viz. ONMO &amp; Challenges Arena through B2B and D2C channels.</li> </ol>
(3)	Expected increase in productivity and profits in measurable terms.	Over the last one-year profitability of the Company on Standalone basis has gone up from ₹ 116.07 million in FY 2020-21 to ₹ 156.35 million in FY 2021-22. Financials on a standalone and consolidated basis are expected to improve further in the future years.

A copy of the Agreement dated November 01, 2019 and the draft supplementary agreement proposed to be executed by the Company with François-Charles Sirois as Executive Chairman of the Company setting out the terms and conditions would be available for inspection by the members in electronic form as per the instructions provided in the Notice.

Further, the resolution has also proposed to seek approval of the Members pursuant to section 188 of the Act, for grant of 6,000,000 stock options to François-Charles Sirois by ONMO, INC, (ONMO).

ONMO is a wholly owned step-down subsidiary of OnMobile Global Limited ('the Company' or 'OnMobile') in United States of America. The Gaming business, its head quarters, the research and development and IPRs are housed in ONMO Inc.

ONMO has set aside 14 Million stock options representing 20% of present capital for grant as stock options to employees / Directors / Consultants of OnMobile and its subsidiaries contributing to ONMO activities. ONMO has offered to grant 6,000,000 stock options to François-Charles Sirois, Executive Chairman of the Company, who holds office as a non-executive director on the Board of ONMO at a price of USD 0.32 per option (as per the valuation report dated April 07, 2022 of an independent valuer) or at a price and on other terms and conditions as per the scheme and policy of the ONMO from time to time.

François-Charles Sirois, Executive Chairman of the Company is related party in terms of Section 2(76) (i) of the Companies Act, 2013.

Section 188 of the Companies Act states inter alia that a company requires prior approval of its Board and shareholders if such company enters into a transaction for the purpose of the appointment of a director to an office or place of profit in the company, its subsidiary, or its associate company.

As per Section 177(4)(iv) of the Companies Act, 2013, the Audit Committee shall approve transactions of the Company with related party. However, as the transaction is being entered into by ONMO and the Company (OnMobile) not being a party to the proposed transaction no such approvals are deemed necessary. Similarly for the same reason and also as the value of transaction being within the thresholds and conditions set out in the Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the approvals of Board/Committee/shareholders as prescribed therein if any, are also not considered necessary.

OnMobile has obtained a Legal opinion on the proposal, Legal consultants opined that OnMobile is not required to obtain approvals under Section 188 of the Companies Act, 2013 for the proposal and/or the proposal might be well within the approval thresholds prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

However, as an abundant caution and as a good governance measure, the Board has decided to seek approval of the Members for the proposal.

The Nomination and Compensation Committee vide resolution dated August 02, 2022 recommended and the Board of Directors, subject to approval of the Members to whatever extent required, at their meeting held on August 03, 2022 approved the proposal.

The resolution seeks the approval of the Members for payment of remuneration to François-Charles Sirois, Executive Chairman of the Company for remaining period of two (2) years of his tenure commencing from November 1, 2022 to October 31, 2024 in terms of Proviso to Section II of Part II of Schedule V of the Companies Act, 2013 and grant of 6,000,000 ONMO stock options pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 and pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to whatever extent applicable.

No director, key managerial personnel or their relatives, except François-Charles Sirois to whom the resolution relates, are concerned or interested financially or otherwise, in the resolution set out at Item No. 7.

The Board of Directors recommends the resolution in relation to payment of remuneration to François-Charles Sirois, Executive Chairman of the Company and grant of 6,000,000 ONMO stock options, as set out in Item No. 7 for approval of the Members by way of Special Resolution.

#### **Item No. 8**

The resolution has proposed to seek approval of the Members pursuant to section 188 of the Act, for grant of 1,000,000 stock options to Steven Fred Roberts by ONMO, INC, (ONMO).

ONMO is a wholly owned step-down subsidiary of OnMobile Global Limited ('the Company' or 'OnMobile') in United States of America. The Gaming business, its head quarters, the research and development and IPRs are housed in ONMO Inc.

ONMO has set aside 14 Million stock options representing 20% of present capital for grant as stock options to employees / Directors / Consultants of the OnMobile and its subsidiaries contributing to ONMO activities. ONMO has offered to grant 1,000,000 stock options to Steven Fred Roberts, non-executive non-independent director of the Company, who as a non-executive director on the Board of ONMO, will advise ONMO on strategic matters including product positioning and industry trends etc., at a price of USD 0.32 per option (as per the valuation report dated April 07, 2022 of an independent valuer) or at a price and on other terms and conditions as per the scheme and policy of the ONMO from time to time.

Steven Fred Roberts, Non-Independent Director of the Company is a related party in terms of Section 2(76) (i) of the Companies Act, 2013.

Section 188 of the Companies Act states inter alia that a company requires prior approval of its Board and shareholders if such company enters into a transaction for the purpose of the appointment of a director to an office or place of profit in the company, its subsidiary, or its associate company.

As per Section 177(4)(iv) of the Companies Act, 2013, the Audit Committee shall approve transactions of the Company with related party. However, as the transaction is being entered into by ONMO and the Company (OnMobile) not being a party to the proposed transaction no such approvals are deemed necessary. Similarly for the same reason and also as the value of transaction being within the thresholds and conditions set out in the Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the approvals of Board/Committee/shareholders as prescribed therein if any, are also not considered necessary.

OnMobile has obtained a Legal opinion on the proposal, Legal consultants opined that OnMobile is not required to obtain approvals under Section 188 of the Companies Act, 2013 for the proposal and/or the proposal might be well within the approval thresholds prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

However, as an abundant caution and as a good governance measure, the Board has decided to seek approval of the Members for the proposal.

The Nomination and Compensation Committee vide resolution dated August 02, 2022 recommended and the Board of Directors, subject to approval of the Members to whatever extent required, at their meeting held on August 03, 2022 approved the proposal.

The resolution seeks the approval of the Members for grant of 1,000,000 ONMO stock options pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 and pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to whatever extent applicable.

Except Steven Fred Roberts, none of the other Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 8.

The Board of Directors recommends the resolution in relation to grant of 1,000,000 ONMO stock options of ONMO, INC, wholly owned subsidiary of the Company to Steven Fred Roberts, as set out in Item No.8 for approval of the Members by way of Ordinary 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	François-Charles Sirois	Sanjay Baweja
Date of Birth	05-05-1975	11-10-1960
Date of Appointment	26-06-2014	19-10-2021
Qualifications	Bachelor of Business Administration, options in finance and marketing, HEC Montreal.	Bachelor's degree in commerce from Delhi University, Fellow member of the Institute of Chartered Accountants of India and Associate member of the Institute of Cost and Works Accountant of India.
Expertise in specific functional areas	François-Charles Sirois has about 23 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.	Valuable experience in the areas of Corporate Finance and Budget Control, Controllership, Acquisitions, Financial Analysis, Strategic Business planning, Tax planning, Treasury and fund management and Risk Management.
Directorships held in other companies (including foreign companies) as on date	<ol style="list-style-type: none"> <li>1. OnMobile Systems Inc.</li> <li>2. Telesystem Ltd.</li> <li>3. Stingray Group Inc.</li> <li>4. Zone3 Inc.</li> <li>5. K.F. Construction Inc.</li> <li>6. Telesystem Energy Ltd.</li> <li>7. CVTCORP Transmission Inc.</li> <li>8. OnMobile Global Solutions Canada Ltd.</li> <li>9. Téléystème Immobilier Inc.</li> <li>10. OnMobile USA LLC.</li> <li>11. NorthStar Earth &amp; Space Inc.</li> <li>12. ONMO, INC.</li> <li>13. Technologies rob0 Inc.</li> </ol>	<ol style="list-style-type: none"> <li>1. Savan Retailers Private Limited</li> <li>2. Nextgen Telesolutions Private Limited</li> <li>3. Tanla Platforms Limited</li> <li>4. Karix Mobile Private Limited</li> <li>5. OnMobile Global Solutions Canada Limited</li> <li>6. ONMO, INC.</li> <li>7. OnMobile USA LLC</li> <li>8. OnMobile Costa Rica OBCR, S.A.</li> <li>9. Appland AB</li> <li>10. OnMobile Global Limited Colombia S.A.S</li> <li>11. OnMobile Singapore Pte Ltd</li> <li>12. OnMobile Global Italy S.R.L.</li> <li>13. OnMobile Global for Telecommunication Services</li> <li>14. OnMobile Bangladesh Private Limited</li> <li>15. Servicios De Telefonía OnMobile SA De C V</li> <li>16. OnMobile Bangladesh Technologies Private Limited</li> <li>17. 9447-9029 Quebec Inc</li> <li>18. Mobile Voice Konnect Private limited</li> </ol>
listed entities from which the director has resigned in the past three years	NIL	<ol style="list-style-type: none"> <li>1. Resigned from OnMobile Global limited as independent director w.e.f. May 29, 2020</li> </ol>
Disclosure of relationship between directors inter-se	François-Charles Sirois is not related to any other Director of the Company.	Sanjay Baweja is not related to any other Director of the Company.

Particulars	François-Charles Sirois	Sanjay Baweja
Memberships/ Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders/ Investors Grievance Committee)	NIL	<b>Audit Committee</b> 1. Tanla Platforms Limited (Chairman)
Number of shares held in the Company including shareholding as a beneficial owner.	NIL	399,990
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	NA

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

Sd/-  
P V Varaprasad  
Company Secretary

Date: August 03, 2022  
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 SHAREHOLDERS FOR E-VOTING AND ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

- (i) The voting period begins on Sunday, September 18, 2022 at 9.00 a.m. IST and ends on Wednesday, September 21, 2022 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 15, 2022 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 09.12.2020 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>
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> </ol>

	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.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.</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	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 above mentioned 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 <b>CDSL</b>	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 <b>NSDL</b>	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	<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 <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a>.</p>

Dividend Bank Details	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.
<b>OR</b> Date of Birth (DOB)	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 casted 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.
- 7) 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 08, 2022 (9.00 a.m. IST) to September 12, 2022 (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 12, 2022 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 22, 2022 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 22<sup>nd</sup> Annual General Meeting. Members who need technical assistance before or during the Meeting can send an email to [helpdesk.evoting@cslindia.com](mailto:helpdesk.evoting@cslindia.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 key details regarding the meeting for ready reference:

Sl. No.	Particulars	Details
1.	Time and date of AGM	Thursday, September 22, 2022 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	Thursday, September 15, 2022
7.	Time period for remote e-voting	Sunday, September 18, 2022 at 9.00 a.m. IST and ends on Wednesday, September 21, 2022 at 5.00 p.m. IST
8.	Book closure dates	Friday, September 16, 2022 to Thursday, September 22, 2022 (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	Sunday, September 25, 2022
11.	Registrar and Share Transfer Agent contact Details	S V Raju, Deputy Vice President (Unit: OnMobile Global Limited) KFin Technologies 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