



ONMOBILE GLOBAL LIMITED  
Tower #1, 94/1 C & 94/2,  
Veerasandra Village, Attibele Hobli,  
Anekal Taluk, Electronic City Phase-1,  
Bengaluru - 560100, Karnataka,  
India  
P: +91 80 4009 6000 | F: +91 80 4009 6009  
CIN - L64202KA2000PLC027860  
Email - investors@onmobile.com

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

May 20, 2024

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 Postal Ballot**

In line with the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, we enclose herewith Notice of Postal Ballot dated May 14, 2024 seeking approval of shareholders of the Company for the following resolutions:

#	Description of Resolution	Type of Resolution
1	Appointment of Ajai Puri (DIN: 06527868) as an Independent Director	Special
2	Appointment of Shimi Shah (DIN: 10590868) as an Independent Director	Special
3	Approval of change in designation of François-Charles Sirois, Executive Chairman as 'Executive Chairman and Chief Executive Officer (CEO)' on his appointment as CEO	Special
4	Approval of payment of revised remuneration by OnMobile Global Solutions Canada Limited, wholly owned subsidiary of the Company, to François-Charles Sirois, Executive Chairman and CEO.	Special

Date of events relevant to Postal Ballot are as below:

#	Particulars	Dates
1	Date of Completion of dispatch of Notice (by electronic means) to members whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories as on Friday, May 17, 2024	Monday, May 20, 2024



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2	Date of Commencement of e-Voting	Tuesday, May 21, 2024
3	Date of Ending of e-Voting (“Last Date”)	Wednesday, June 19, 2024
4	Results of Postal Ballot	Friday, June 21, 2024

Postal Ballot Notice, along with the Explanatory Statement, is uploaded on the website of the Company at [www.onmobile.com](http://www.onmobile.com) and on the website of KFin Technologies Limited at <https://evoting.kfintech.com>.

This is for your information and records.

Thanking you,

Yours sincerely,  
For OnMobile Global Limited

P.V. Varaprasad  
Company Secretary

Encl: a/a



**ONMOBILE GLOBAL LIMITED**

**CIN:** L64202KA2000PLC027860

**Regd. Office:** Tower #1, 94/1 C & 94/2, Veerasandra Village, Attibele Hobli, Anekal Taluk,  
Electronic City Phase-1, Bangalore - 560100, Karnataka, India

**Tel No.:** +91 80 4009 6000; **Fax:** +91 80 4009 6009

**Website:** [www.onmobile.com](http://www.onmobile.com) ; **Email:** [investors@onmobile.com](mailto:investors@onmobile.com)

**NOTICE OF POSTAL BALLOT**

**Pursuant to Sections 108 and 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014**

Dear Member(s),

Notice is hereby given pursuant to the provisions of Sections 108 and 110, and other applicable provisions of the Companies Act, 2013, as amended (“**the Act**”), read together with the Companies (Management and Administration) Rules, 2014, as amended (“**the Management Rules**”), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs, Government of India (“**the MCA Circulars**”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”) and any other applicable law, rules, circulars, notifications and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolutions appended below, be passed by the members of the Company (as on the **Cut-off Date**), through postal ballot (“**the Postal Ballot**”) only by way of remote e-voting (“**e-voting**”) for the following special resolutions:

<b>S.no.</b>	<b>Particulars</b>
1.	Appointment of Ajai Puri (DIN: 06527868) as an Independent Director
2.	Appointment of Shimi Shah (DIN: 10590868) as an Independent Director
3.	Approval of change in designation of François-Charles Sirois, Executive Chairman as ‘Executive Chairman and Chief Executive Officer (CEO)’ on his appointment as CEO
4.	Approval of payment of revised remuneration by OnMobile Global Solutions Canada Limited, wholly owned subsidiary of the Company, to François-Charles Sirois, Executive Chairman and CEO.

An Explanatory Statement pertaining to the said resolutions setting out the material facts and the reasons /rationale thereof form part of this Postal Ballot Notice (“**the Notice**” or “**the Postal Ballot Notice**”).

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**the LODR Regulations**”) and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot form. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those members whose email address is registered with the Company / Depository Participant (“**DP**”).

The Board has appointed Pramod S M, (Membership No. FCS 7834 and CP No. 13784) Partner, BMP & Co. LLP., as the scrutinizer and Biswajit Ghosh, (Membership No. FCS 8750 and CP No. 8239), Partner, BMP & Co., LLP, Practicing Company Secretaries, as an alternate scrutinizer (“**Scrutinizer**”) to Pramod S.M., for conducting the Postal Ballot / e-voting process in a fair and transparent manner.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and 22 of the Management Rules, Regulation 44 of the LODR Regulations, and SS-2, the Company has provided e-voting facility to its members to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged the KFin Technologies Limited for facilitating e-voting.

Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice.

The e-voting facility will be available during the following period:

Commencement of e-voting period	9.00 a.m. IST on Tuesday, May 21, 2024
Conclusion of e-voting period	5.00 p.m. IST on Wednesday, June 19, 2024
Cut-off date for eligibility to vote	Friday, May 17, 2024

The e-voting facility will be disabled by KFin Technologies Limited immediately after 5.00 p.m. IST on Wednesday, June 19, 2024.

The Scrutinizer will submit his report to the Chairman of the Company (“**the Chairman**”) or any other person authorized by the Chairman, and the result will be announced within 48 hours from the conclusion of the e-voting period i.e. on or before 5.00 PM IST on Friday, June 21, 2024. The result declared along with the Scrutinizer’s report shall be communicated in the manner provided in this Postal Ballot Notice.

The last date of e-voting, i.e. Wednesday, June 19, 2024, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

Notice of the Postal Ballot is available on the website of the Company ([www.onmobile.com](http://www.onmobile.com)) and also on the website of the Stock Exchanges, namely NSE ([www.nseindia.com](http://www.nseindia.com)) and BSE ([www.bseindia.com](http://www.bseindia.com)).

## Resolutions

### Item no. 1 - Appointment of Ajai Puri (DIN: 06527868) as an Independent Director

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

**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Compensation Committee and that of the Board of Directors, Ajai Puri (DIN: 06527868), who was appointed as an Additional Director in the capacity of an Independent Director with effect from April 25, 2024, who meets the criteria for independence under Section 149(6) of the

Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years till April 24, 2029, and that he shall not be liable to retire by rotation.

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

**Item no. 2 - Appointment of Shimi Shah (DIN: 10590868) as an Independent Director**

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

**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Compensation Committee and that of the Board of Directors, Shimi Shah (DIN: 10590868), who was appointed as an Additional Director in the capacity of an Independent Director with effect from May 03, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years till May 02, 2029, and that she shall not be liable to retire by rotation.

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

**Item no. 3 – Approval of change in designation of François-Charles Sirois, Executive Chairman as ‘Executive Chairman and Chief Executive Officer (CEO)’ on his appointment as CEO**

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

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197 and 203 and Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, subject to the approval of the Central Government, if necessary, consent of the members of the Company be and is hereby accorded to the change in designation of François-Charles Sirois (DIN-06890830), Executive Chairman as 'Executive Chairman and Chief Executive Officer' of the Company effective March 07, 2024 for remaining period of his existing tenure till October 31, 2024 on the remuneration and other terms and conditions of appointment as are existing at present.

**RESOLVED FURTHER THAT**, notwithstanding anything herein above stated where in any financial year closing on or after March 31, 2024, during the remaining tenure of François-Charles Sirois as ‘Executive Chairman and CEO’ of the Company, the Company incurs loss or its profits are inadequate, the Company shall pay to François-Charles Sirois the said remuneration 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.

**RESOLVED FURTHER THAT** the Board of Directors on the recommendation of the Nomination and Compensation Committee of the Board 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 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 and to settle any question, difficulty or doubt that may arise in this regard without being required to seek any further consent or approval of the Members of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**Item no. 4 - Approval of payment of revised remuneration by OnMobile Global Solutions Canada Limited, wholly owned subsidiary of the Company, to François-Charles Sirois, Executive Chairman and CEO**

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory amendment, modification or re-enactment thereof), approval of the Company be and is hereby accorded for payment of remuneration of USD 300,000 (equivalent of INR 24,000,000 approximately) per annum, by OnMobile Global Solutions Canada Limited, wholly owned subsidiary of the Company to François-Charles Sirois, Executive Chairman and CEO of the Company, as Director/Manager/Consultant/Employee in OnMobile Global Solutions Canada Limited, and thereby his holding and continue to hold the office or place of profit as such in the subsidiary company during the remaining period of his tenure from March 7, 2024 till September 30, 2024 and the said remuneration may be paid as fixed or variable pay, allowances or otherwise either monthly or quarterly or annually as may be decided by the Board of Directors.

**RESOLVED FURTHER THAT** the Board of Directors on the recommendation of the Nomination and Compensation Committee of the Board 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 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 and to settle any question, difficulty or doubt that may arise in this regard without being required to seek any further consent or approval of the Members of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

By Order of the Board of Directors  
For OnMobile Global Limited  
Sd/-

Date: May 14, 2024  
Place: Bengaluru

**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. The explanatory statement pursuant to Section 102 read with Section 110 of the Act along with details in terms of Regulation 36(3) of the LODR Regulations, stating all material facts and the reason/ rationale for proposed resolutions is annexed herewith.
2. This Postal Ballot Notice is being sent to the members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and whose email address is registered with the Company / Depository Participant(s), as on Friday, May 17, 2024 (“**the Cut-off Date**”). A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. In compliance with Regulation 44 of the LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting the postal ballot form. Accordingly, the physical copy of the Notice along with the postal ballot form and the pre-paid business reply envelope are not being sent to the members. The communication of the assent or dissent of the members would only take place through the e-voting system.
3. Once the vote on the resolution is cast by the member, he / she shall not be allowed to change it subsequently. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, May 17, 2024, being the Cut-off Date fixed for the purpose.
4. The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., Wednesday, June 19, 2024. Further, resolution passed by the members through postal ballot are deemed to have been passed as if they are passed at a general meeting of the members.
5. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the e-voting, and the result of the e-voting by Postal Ballot will be announced within 48 hours from the conclusion of e-voting i.e. on or before 5.00 PM IST on Friday, June 21, 2024 and will also be displayed on the Company website [www.onmobile.com](http://www.onmobile.com), on the website of KFin Technologies Limited <https://evoting.kfintech.com/> , and communicated to the stock exchanges and Registrar and Share Transfer Agent (RTA).
6. All material documents referred to in the explanatory statement will be available for inspection only through electronic mode on all working days from the date of dispatch until the last date for receipt of votes by e-voting i.e. Wednesday, June 19, 2024. Members may send their requests to [Investors@onmobile.com](mailto:Investors@onmobile.com) from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period.
7. Members holding shares in electronic mode, who have not registered their email addresses are requested to register their email addresses with their respective Depository Participant (DP).

Members holding shares in physical mode are requested to update their email addresses with the Company’s RTA at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) Members may follow the process detailed below for availing other services from RTA:

Type of Holder	Process to be followed:
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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:inward.ris@kfintech.com">inward.ris@kfintech.com</a> or by post to Selenium Building, Tower-B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032	
	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 Rule 19 of the 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	ISR 4
	The forms for updating the above details are available at <a href="https://www.onmobile.com/investors/investor_services">https://www.onmobile.com/investors/investor_services</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.	

8. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities and linking PAN with Aadhaar vide its circulars dated March 16, 2023, and November 17, 2023. Shareholders are requested to submit their PAN, KYC and nomination details to the Company’s RTA KFin Technologies Limited at [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com). The forms for updating the same are available at [https://www.onmobile.com/investors/investor\\_services](https://www.onmobile.com/investors/investor_services).

Members holding shares in electronic form are requested to submit their PAN to their depository participant(s).

**9. The procedure for remote e-voting is as under:**

**Step 1:** Access to Depositories e-voting system in case of individual Shareholders holding shares in demat mode.





**Step 2:** Access to KFinTech e-voting system in case of Shareholders holding shares in physical form and non-individual Shareholders in demat mode.

**Step 1:**

- (i) Method of login / access to Depositories (NSDL / CDSL) e-voting system in case of individual members holding shares in demat mode

Type of member	Login Method
Individual members holding securities in demat mode with NSDL	<p><b>A. Instructions for existing Internet-based Demat Account Statement (“IDeAS”) facility Users:</b></p> <p>i. Visit the e-services website of NSDL <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>.</p> <p>ii. On the e-services home page click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</p> <p>iii. A new page will open. Enter the existing user id and password for</p>



	<p>accessing IDeAS.</p> <ol style="list-style-type: none"> <li>iv. After successful authentication, members will be able to see e-voting services under ‘Value Added Services’. Please click on “Access to e-voting” under e-voting services, after which the e-voting page will be displayed.</li> <li>v. Click on company name, i.e. ‘OnMobile Global Limited’, or e-voting service provider, i.e. KFintech.</li> <li>vi. Members will be re-directed to KFintech’s website for casting their vote during the remote e-voting period.</li> </ol> <p><b>B. Instructions for those Members who are not registered under IDeAS:</b></p> <ol style="list-style-type: none"> <li>i. Visit <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a> for registering.</li> <li>ii. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>iii. Visit the e-voting website of NSDL <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a>.</li> <li>iv. 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.</li> <li>v. Members will have to enter their User ID (i.e. the sixteen digits demat account number held with NSDL), password / OTP and a Verification Code as shown on the screen.</li> <li>vi. After successful authentication, members will be redirected to NSDL Depository site wherein they can see e-voting page.</li> <li>vii. Click on company name, i.e. OnMobile Global Limited, or e-voting service provider name, i.e. KFintech, after which the member will be redirected to e-voting service provider website for casting their vote during the remote e-voting period.</li> </ol> <p><b>C. NSDL Mobile App</b></p> <ol style="list-style-type: none"> <li>i. Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code for seamless voting experience.</li> </ol> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
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Type of member	Login Method
Individual members holding securities in	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 users to login to Easi

<p>demat mode with CDSL</p>	<p>/ Easiest are requested to visit cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</p> <p>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, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>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. 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.</p>
<p>Individual members login through their demat accounts / Website of Depository Participant(s)</p>	<p><b>A. Instructions for login through Demat Account / website of Depository Participant</b></p> <p>i. Members can also login using the login credentials of their demat account through their DP registered with the Depositories for e-voting facility.</p> <p>ii. Once logged-in, members will be able to view e-voting option.</p> <p>iii. Upon clicking on e-voting option, members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature.</p> <p>iv. Click on options available against OnMobile Global Limited or KFintech.</p> <p>v. Members will be redirected to e-voting website of KFintech for casting their vote during the remote e-voting period without any further authentication.</p>
<p><b>Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.</b></p>	
<p><b>Helpdesk for Individual members holding securities in demat mode for any technical issues related to login through NSDL / CDSL:</b></p>	
<p>Securities held with NSDL</p>	<p>Please 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</p>

Securities held with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. <b>1800 22 55 33.</b>
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**Step 2:**

Method of login / access to KFintech’s e-voting system in case of all members holding shares in physical mode and non-individual members holding shares in demat mode.

Type of member	Login Method
Members whose email IDs are registered with the Company/ Depository Participant(s)	<p><b>A. Instructions for Members whose email IDs are registered with the Company / Depository Participant(s)</b></p> <p>Members whose email IDs are registered with the Company / Depository Participant(s) will receive an email from KFintech which will include details of E-voting Event Number (EVEN), USER ID and password. They will have to follow the following process:</p> <ol style="list-style-type: none"> <li>i. Launch internet browser by typing the URL: <a href="https://evoting.kfintech.com/">https://evoting.kfintech.com/</a></li> <li>ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if a member is registered with KFintech for e-voting, they can use their existing User ID and password for casting the vote.</li> <li>iii. After entering these details appropriately, click on “LOGIN”.</li> <li>iv. Members will now reach password change Menu wherein they are required to mandatorily change the password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt the member to change their password and update their contact details viz. mobile number, email ID etc. on first login. Members may also enter a secret question and answer of their choice to retrieve their password in case they forget it. It is strongly recommended that members do not share their password with any other person and that they take utmost care to keep their password confidential.</li> <li>v. Members would need to login again with the new credentials.</li> <li>vi. On successful login, the system will prompt the member to select the “EVEN”, viz., ‘OnMobile Global Limited’, and click on “Submit”.</li> <li>vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, a member may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed the total shareholding as mentioned herein above. A member may also choose the option ABSTAIN. If a member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.</li> </ol>

	<ul style="list-style-type: none"> <li>viii. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.</li> <li>ix. Members may then cast their vote by selecting an appropriate option and click on “Submit”.</li> <li>x. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once members have voted on the resolution(s), they will not be allowed to modify their vote. During the voting period, members can login any number of times till they have voted on the Resolution.</li> <li>xi. Corporate/ Institutional members (corporate / FIs / FIIs / trust / mutual funds / banks, etc.) are required to send scanned copy (pdf format) of the relevant board resolution to the Scrutinizer through e-mail to <a href="mailto:scrutinizeronmobile@gmail.com">scrutinizeronmobile@gmail.com</a> with a copy to <a href="mailto:evoting@kfintech.com">evoting@kfintech.com</a>. The file scanned image / pdf file of the board resolution should be in the naming format “Corporate Name”.</li> </ul>
<p>Members whose email IDs are not registered with the Company/ Depository Participant(s)</p>	<p><b>B. Instructions for Members whose email IDs are not registered with the Company / Depository Participant(s), and consequently the Postal Ballot Notice and e-voting instructions cannot be serviced:</b></p> <ul style="list-style-type: none"> <li>i. Members are requested to follow the process as guided to capture the email address and mobile number for receiving the soft copy of the Postal Ballot Notice and e-voting instructions along with the User ID and Password. In case of any queries, members may write to <a href="mailto:inward.ris@kfintech.com">inward.ris@kfintech.com</a>.</li> </ul>
<p>Procedure for Registration of email and Mobile: securities in physical mode</p>	<p><b>Physical shareholders are hereby notified that based on SEBI Circular number:</b></p> <p>SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16<sup>th</sup>, 2023, All holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.</p> <p>ISR 1 Form can be obtained by following the link:  <a href="https://ris.kfintech.com/clientservices/isc/isrforms.aspx">https://ris.kfintech.com/clientservices/isc/isrforms.aspx</a></p> <p>ISR Form(s) and the supporting documents can be provided by any one of the following modes.</p> <p>a) Through ‘In Person Verification’ (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or</p>

	b) Through hard copies which are self-attested, which can be shared on the address below; or	
	Name	KFIN Technologies Limited
	Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.
c) Through electronic mode with e-sign by following the link: <a href="https://ris.kfintech.com/clientservices/isc/isrforms.aspx">https://ris.kfintech.com/clientservices/isc/isrforms.aspx</a> Detailed FAQ can be found on the link: <a href="https://ris.kfintech.com/faq.html">https://ris.kfintech.com/faq.html</a> For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.		

(ii) Method for obtaining user id and password for members who have forgotten the User ID and password

Members who have forgotten the User ID and password	<p><b>Members who have forgotten the user id and password, may obtain / retrieve the same in the manner mentioned below:</b></p> <ol style="list-style-type: none"> <li>i. If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD&lt;space&gt;E-voting Event Number (EVEN) + Folio No. or DP ID Client ID to +91 9212993399</li> <li>ii. Example for NSDL: MYEPWD&lt;SPACE&gt;IN12345612345678 Example for CDSL: MYEPWD&lt;SPACE&gt;1402345612345678</li> <li>iii. Example for Physical: MYEPWD&lt;SPACE&gt; XXXX1234567890</li> <li>iv. If email ID of the member is registered against Folio No. / DP ID Client ID, then on the home page of <a href="https://evoting.kfintech.com">https://evoting.kfintech.com</a>, the member may click 'Forgot password' and enter Folio No. or DP ID Client ID and PAN to generate a password.</li> <li>v. Members may send an email request to <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a>. If the member is already registered with the KFinTech e-voting platform then such member can use his / her existing User ID and password for casting the vote through remote e-voting.</li> <li>vi. Members may call KFinTech toll free number 1-800-309-4001 for any clarifications / assistance that may be required.</li> </ol>
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10. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://evoting.kfintech.com/public/Faq.aspx> In case of any queries / concern / grievances, you may contact KFin Technologies Limited, Selenium, Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500032, India, at email: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com); 1-800-309-4001 (toll free).

## **EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102(1) AND 110 OF THE COMPANIES ACT, 2013**

### **Item no. 1 - Appointment of Ajai Puri (DIN: 06527868) as an Independent Director**

Pursuant to Section 161 of the Companies Act, 2013, and other applicable provisions, based on recommendation of the Nomination and Compensation Committee, the Board vide circular resolution dated April 25, 2024, appointed Ajai Puri (DIN: 06527868) as an Additional Director in the capacity of Independent Director of the Company for a term of five (5) years with effect from April 25, 2024, to April 24, 2029 (both days inclusive) subject to the approval of the shareholders through a special resolution.

The Company has received all statutory disclosures / declarations, including:

- (i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (“the Appointment Rules”),
- (ii) Intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act,
- (iii) Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under LODR Regulations,
- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority,
- (v) Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company;
- (vi) A notice in writing by a member proposing his candidature under Section 160(1) of the Act,
- (vii) Confirmation that he is in compliance with Rules 6(1) and 6(2) of the Appointment Rules, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Ajai Puri fulfils the conditions for independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company and he is independent of the Management. The Board noted that Ajai Puri’s background and experience are aligned to the role and capabilities identified by the Nomination and Compensation Committee (NCC) and that he is eligible for appointment as an Independent Director. The Board was satisfied that the appointment is justified due to the following reasons:

- Ajai began his career with VST India Ltd [NSE: VSTIND], an associate company of British American Tobacco (UK) [NYSE: BTI], where, in his last assignment, he led sales operations in India and Middle East.
- He is a global Telecom, Media and FMCG executive with over 40 years of experience in starting and building, growing, transforming businesses and creating shareholder value in South Asia.
- He was Director and CEO, DTH Business (2009-2011) wherein he launched and handled DTH business for Airtel.
- He is currently engaged with few start-ups, advising and guiding the entrepreneurs and emerging businesses and is a partner with SVP, India.

The resolution seeks the approval of members for the appointment of Ajai Puri as an Independent Director of the Company from April 25, 2024 to April 24, 2029 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

The profile and specific areas of expertise and other relevant information as required under the LODR Regulations and SS-2 are provided in additional information section of this Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations, the approval of the members is sought for the appointment of Ajai Puri as an Independent Director of the Company, as a special resolution as set out above.

No director, key managerial personnel (KMP) or their relatives except Ajai Puri, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out in Item no. 1.

The Board recommends the special resolution as set out in Item no. 1 of this notice for the approval of members.

### **Item no. 2 - Appointment of Shimi Shah (DIN: 10590868) as an Independent Director**

Pursuant to Section 161 of the Companies Act, 2013, and other applicable provisions, based on recommendation of the Nomination and Compensation Committee, the Board at its vide circular resolution dated May 03, 2024, appointed Shimi Shah (DIN: 10590868) as an Additional Director in the capacity of Independent Director of the Company for a term of five (5) years with effect from May 03, 2024, to May 02, 2029 (both days inclusive) subject to the approval of the shareholders through a special resolution.

The Company has received all statutory disclosures / declarations, including:

- (i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (“the Appointment Rules”),
- (ii) Intimation in Form DIR 8 in terms of the Appointment Rules to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act,
- (iii) Declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under LODR Regulations,
- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that she has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority,
- (v) Confirmation that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company;
- (vi) A notice in writing by a member proposing his candidature under Section 160(1) of the Act,
- (vii) Confirmation that she is in compliance with Rules 6(1) and 6(2) of the Appointment Rules, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Shimi Shah fulfils the conditions for independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company and she is independent of the Management. The Board noted that Shimi Shah’s background and experience are aligned to the role and capabilities identified by the NCC and that she is eligible for appointment as an Independent Director. The Board was satisfied that the appointment is justified due to the following reasons:

- She has been actively involved in investing and venture capital for over 20 years.

- Shimi is the Executive Chairperson of Carousel Solutions Group Ltd, an advisory business focusing on designing and building high performance company boards for private equity, sovereign wealth funds, family offices and corporates globally.
- She has successfully implemented and built over 30 boards over the last 10 years that have delivered above market qualitative and quantitative returns for their shareholders.
- She is also a firm believer in social capital and the benefits of impact investing, and sits on the board of the Pay It Forward Foundation based in the US.

The resolution seeks the approval of members for the appointment of Shimi Shah as an Independent Director of the Company from May 03, 2024, to May 02, 2029 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and she shall not be liable to retire by rotation.

The profile and specific areas of expertise and other relevant information as required under the LODR Regulations and SS-2 are provided in additional information section of this Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations, the approval of the members is sought for the appointment of Shimi Shah as an Independent Director of the Company, as a special resolution as set out above.

No director, key managerial personnel (KMP) or their relatives except Nitin, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out in Item no. 2.

The Board recommends the special resolution as set out in Item no. 2 of this notice for the approval of members.

**Item no. 3 –Appointment of François-Charles Sirois, as Chief Executive Officer and re-designate as ‘Executive Chairman and CEO’**

The shareholders had, subject to the approval of the Central Government, at the annual general (AGM) meeting held on Tuesday, September 17, 2019 approved the re-appointment of François-Charles Sirois as Executive Chairman of the Company for a period of five years w.e.f November 1, 2019 to October 31, 2024 and payment of remuneration of INR 4,000,000/- per annum for a period starting from November 1, 2019 to October 31, 2022 in terms of proviso to Section II of Part II of Schedule V of the Companies Act, 2013.

The shareholders at AGM held on September 22, 2022 approved the payment of remuneration INR 4,000,000 per annum to François-Charles Sirois (DIN 06890830), Executive Chairman of the Company, for remaining period of two (2) years of his current 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.

Further, the Central Government has accorded its approval vide letter No SRN R08555179/2/2019- CL-VII dated November 20, 2023 for appointment of François-Charles Sirois as Whole Time Director (i.e. Executive Chairman) for a period of 5 years from November 01, 2019 to October 31, 2024 under section 196 read with Clause (e) of Part (I) of Schedule V of the Companies Act, 2013.

Consequent to resignation of Sanjay Baweja from the position of the Managing Director and Chief Executive Officer, (KMP) the Nomination and Compensation Committee at their meeting held on March 6, 2024, considering the fact that François-Charles Sirois, Executive Chairman has been closely involved with the business of the company and is familiar with the business and management of affairs of the company for the past several years, recommended the appointment of Francois-Charles Sirois, as Chief Executive Officer and re-designate him as 'Executive Chairman and Chief Executive Officer' of the Company on the existing terms and conditions of appointment including remuneration for the remaining period of his appointment from March 7, 2024 to October 31, 2024.



Accordingly the Board of Directors, based on the recommendation of the Nomination and Compensation Committee, subject to the approval of the shareholders and of the Central Government if necessary, appointed François-Charles Sirois as Chief Executive Officer and re-designated as 'Executive Chairman and CEO' of the Company effective March 7 2024 for the remaining period of his existing tenure till October 31, 2024 on the remuneration and other terms and conditions of appointment as are existing at present.

It may be noted that the shareholders vide their special resolution dated September 17, 2019, had also approved appointment of François-Charles Sirois as 'Director, President and Secretary' and payment of remuneration of USD 192,000 (equivalent of INR 13,318,000 approximately) per annum in OnMobile Global Solutions Canada Limited, a wholly owned subsidiary of the Company, for a period of five years w.e.f. October 1, 2019 to September 30, 2024 and the remuneration being paid by OnMobile Global Solutions Canada Limited is proposed to be revised as detailed in Item 4 below.

The resolution seeks the approval of the shareholders for the change in designation of François-Charles Sirois, Executive Chairman as 'Executive Chairman and Chief Executive Officer' of the Company effective March 07, 2024 for remaining period of his existing tenure till October 31, 2024 on the remuneration and other terms and conditions of appointment as are existing at present in terms of proviso to Section II of Part II of Schedule V of the Companies Act, 2013.

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.

The Board recommends the special resolution set forth in Item No. 3 for the approval of the shareholders

**Item no. 4 – Approval of payment of revised remuneration by OnMobile Global Solutions Canada Limited, wholly owned subsidiary of the Company, to François-Charles Sirois, Executive Chairman and CEO**

OnMobile Global Solutions Canada Limited is a wholly owned subsidiary of the Company in Canada. The subsidiary is of strategic importance for the business in the North American region.

With a view to ensure effective Board guidance to the management of affairs of the region, the shareholders at their AGM held on September 17, 2019 approved the re-appointment of Francois Charles Sirois, as a Director/ Manager/ Consultant/ Employee in OnMobile Global Solution Canada Limited, wholly owned subsidiary of the Company, being an office or place of profit within the meaning of Section 188 of the Companies Act, 2013 and to his holding the office or place of profit as such in the subsidiary company for a period of 5 years with effect from October 1, 2019 to September 30, 2024 at a total remuneration of USD 192,000 (equivalent of INR 13,318,000 approximately) per annum.

The Nomination and Compensation Committee recommended appointment of Francois Charles Sirois, Executive Chairman as Chief Executive Officer of the Company and accordingly recommended the revision of remuneration of Francois Charles Sirois being paid in OnMobile Global Solution Canada Limited to USD 300,000 (equivalent of INR 24,000,000 approximately) per annum w.e.f. March 7, 2024 till September 30, 2024 (remaining tenure as Director/ Manager/ Consultant/Employee in OnMobile Global Solutions Canada Limited). After considering the recommendations of the Nomination and Compensation Committee, the Board of Directors approved the same in its meeting held on March 6, 2024, so that he would continue to oversee the overall operations of the geography and for devoting substantial time and assuming additional responsibility, he would be entitled to remuneration.

Pursuant to the provisions of Section 188(1)(f) of the Companies Act, 2013 read with Rule 15(3) of the Companies (Meeting of Board and its Powers) Rules, 2014, approval of the shareholders is, inter alia,

required by passing a Special Resolution, where a remuneration of the Director holds an office or place of profit in any subsidiary of the Company is revised as mentioned above.

François-Charles Sirois is a related party as per Section 2(76) (i) of the Companies Act, 2013. As per Section 177(4) (iv) of the Companies Act, 2013, the Audit Committee has approved the proposal of said revision of remuneration.

No director, key managerial personnel or their relatives, except François-Charles Sirois to whom the resolution relates, is interested or concerned in the resolution.

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

By Order of the Board of Directors  
For OnMobile Global Limited

Date: May 14, 2024  
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

**Additional information on Directors recommended for appointment/reappointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards:**

<b>Name</b>	Ajai Puri	Shimi Shah
<b>DIN</b>	06527868	10590868
<b>Age</b>	63	53
<b>Brief Resume of the Director</b>	<p>Ajai Puri is a global Telecom, Media and FMCG executive with over 40 years of experience in starting and building, growing, transforming businesses and creating shareholder value in South Asia. For over 17 years at Bharti Airtel, Ajai led various businesses, driving strategic change, operational efficiency and commercial excellence, resulting in significant levels of long-term growth in both Market Share and profitability.</p> <p>He also served as the Chairman, Cellular Operators Association India (COAI) during 2020-22, an Indian non-government industry association and advocacy group focused mainly on telecom and digital industry.</p> <p>Prior to joining Bharti Airtel, Ajai served as the Business Head &amp; CEO at Cargill Foods India. In his 4-year tenure at Cargill, he conceptualized and launched brand for staple food category for Cargill in India.</p> <p>Ajai Puri is currently engaged with few start-ups, advising and guiding the entrepreneurs and emerging businesses and is a partner with SVP, India</p> <p>Ajai Puri holds Master's Degree in Commerce from Meerut University, UP.</p>	<p>Shimi Shah has been actively involved in investing and venture capital for over 20 years and has made over 50 investments in early and expansion stage transactions, of which many have been successfully exited with superior returns for investors in Europe, the US, and the Middle East.</p> <p>Shimi is the Executive Chairperson of Carousel Solutions Group Ltd, an advisory business focusing on designing and building high performance company boards for private equity, sovereign wealth funds, family offices and corporates globally. Shimi is also an active independent director and advisory board member.</p> <p>Shimi was previously CEO at FORSA LLC, a UAE based Investment Company owned by the Government of Dubai.</p> <p>Shimi Shah holds Bachelor's degree in Business Management BSc. from King's College, University of London and Master's Degree in Management Studies M.Phil from Queens' College, University of Cambridge.</p>
<b>Date of first appointment on Board, last drawn remuneration and number of Board meetings attended</b>	It is proposed to appoint Ajai Puri as Director for his first term on the Board and hence, these details are not applicable.	It is proposed to appoint Shimi Shah as Director for his first term on the Board and hence, these details are not applicable.

<b>Inter-se relationships with directors and key managerial personnel</b>	None	None
<b>Nature of expertise in specific functional areas</b>	Telecom, Media and FMCG	Consulting, Business Management, Technology Solutions, Venture Capital, Renewable Energy, Corporate Finance
<b>Skills and capabilities required for the role and the manner in which the Directors meet the requirements</b>	Refer to the Item no. 1 of the Explanatory Statement.	Refer to the Item no. 2 of the Explanatory Statement.
<b>Terms and conditions of appointment</b>	As per the resolution in Item no.1 of this Notice read with the Explanatory Statement thereto.	As per the resolution in Item no.2 of this Notice read with the Explanatory Statement thereto.
<b>Details of remuneration proposed to be paid</b>	<p>He shall be entitled to a remuneration, in addition to the sitting fees for attending Board/Committee meetings, as applicable to NEDs.</p> <p>Shareholders in the AGM held on September 25, 2023 approved payment of remuneration to NEDs including Independent directors of the Company, in addition to the sitting fees payable for attending the meetings of the Board or Committees thereof, in aggregate not exceeding 5% of the net profits of the Company computed in accordance with the provisions of Section 198 and other applicable provisions of the Companies Act, 2013 or any statutory amendments thereof or Rs. 18 million, whichever is higher per annum, for a period of 3 years, commencing from April 1, 2024 up to March 31, 2027 and such remuneration be paid even in case of no profit or inadequate profit during the said three years period and the said remuneration be paid in such amount, proportion and manner as may be decided by the Board of Directors of the Company from time to time.</p>	<p>She shall be entitled to a remuneration, in addition to the sitting fees for attending Board/Committee meetings, as applicable to NEDs.</p> <p>Shareholders in the AGM held on September 25, 2023 approved payment of remuneration to NEDs including Independent directors of the Company, in addition to the sitting fees payable for attending the meetings of the Board or Committees thereof, in aggregate not exceeding 5% of the net profits of the Company computed in accordance with the provisions of Section 198 and other applicable provisions of the Companies Act, 2013 or any statutory amendments thereof or Rs. 18 million, whichever is higher per annum, for a period of 3 years, commencing from April 1, 2024 up to March 31, 2027 and such remuneration be paid even in case of no profit or inadequate profit during the said three years period and the said remuneration be paid in such amount, proportion and manner as may be decided by the Board of Directors of the Company from time to time.</p>
<b>Directorships held in other companies (including foreign companies) as on date</b>	<ol style="list-style-type: none"> <li>1. Arthimipact Digital Loans Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Hays Macintyre</li> <li>2. Principal Building Society Wales</li> <li>3. The Royal Mint Wales</li> <li>4. Miratech</li> <li>5. Northeast Enterprise Fund</li> <li>6. Carousel Solutions Group Ltd.</li> </ol>

<b>Memberships/ Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders/ Investors Grievance Committee)</b>	Nil	Nil
<b>Listed entities from which the Director has resigned from Directorship in last 3 (three) years</b>	Nil	Nil
<b>Number of shares held in the Company including shareholding as a beneficial owner.</b>	NIL	NIL

**Information at Glance:**

<b>Sl. No.</b>	<b>Particulars</b>	<b>Details</b>
1.	Cut-off date for e-voting eligibility	Friday, May 17, 2024
2.	Time period for remote e-voting	Tuesday, May 21, 2024 at 9.00 a.m. IST and ends on Wednesday, June 19, 2024 at 5.00 p.m. IST
3.	Date on which the resolution is deemed to be passed	Wednesday, June 19, 2024
4.	Last date for publishing results of the e-voting	Friday, June 21, 2024
5.	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 Free No. : 1-800-309-4001
6.	OnMobile's contact details	Email ID: <a href="mailto:Investors@onmobile.com">Investors@onmobile.com</a> Contact No.: 080 4009 6000
7.	Link for e-voting website address	<a href="https://evoting.kfintech.com/">https://evoting.kfintech.com/</a>