onmobile

January 7, 2016

To,
The Secretary
National Stock Exchange of India Ltd
Exchange Plaza, C/1, Block G,
Bandra Kurla Complex, Bandra (East)
Mumbai – 400 051
NSE Symbol: ONMOBILE

The Secretary
Bombay Stock Exchange
P J Towers, Dalal Street, Fort,
Mumbai – 400 001
BSE Symbol: 532944

Dear Sir,

Sub: Formulation of policies and compliance requirement in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

With reference to the above, we hereby inform that the Board of Directors of the Company have approved and adopted the following policies for the Company in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

i. 'Policy on Preservation of documents and archival of Documents on the website' and
ii. 'Policy on criteria for determination of materiality of events or information'

Copies of the said policies are enclosed herewith for your kind reference and are being published on the website of the Company.

This is to further inform that Mr. Rajiv Pancholy- Managing Director & CEO, Mr. Praveen Kumar KJ- Chief Finance Officer and Mr. P V Varaprasad- Company Secretary are the authorised persons for the purpose of determining materiality of an event/information and for making disclosures of the same to stock exchanges. Their contact details are as below:

Mr. Rajiv Pancholy
OnMobile Global Limited
E City, Tower-1, No 94/1C and 94/2,
Veerasandra Village, Attibele Hobli,
Anekal Taluk, Electronic city Phase-1,
Bangalore- 560100
E-mail: rajiv.pancholy@onmobile.com
Phone: 080-4009 6000

Mr. Praveen Kumar KJ
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E City, Tower-1, No 94/1C and 94/2,

OnMobile Global Limited Bangalore

Veerasandra Village, Attibele Hobli,
Anekal Taluk, Electronic city Phase-1,
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Mr. P V Varaprasad
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E City, Tower-1, No 94/1C and 94/2,
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Anekal Taluk, Electronic city Phase-1,
Bangalore- 560100
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Phone: 080-4009 6000

Kindly take the above on record.

Thanking you,

Yours sincerely,
For OnMobile Global Limited

P V. Varaprasad

P.V. Varaprasad
Company Secretary

Encl: a/a

Policy on Preservation of documents and archival of documents on the website

Version: 1.0

POLICY ON PRESERVATION OF DOCUMENTS AND ARCHIVAL OF DOCUMENTS ON THE WEBSITE

This policy is framed in accordance with the requirements of Regulation 9 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 ('Regulations') Further, Regulation 30(8) requires the Company to frame a Policy on disclosure of all material events or information which has been disclosed to stock exchange(s) on its website and archival of such disclosures.

This policy is effective December 1, 2015.

1. Objectives

The objective of this Policy is to specify the type of document(s) and time period for preservation thereof, classifying them in the following categories:

a) Documents whose preservation shall be permanent in nature;
b) Documents with preservation period of not less than 8 years after completion of relevant transaction.

The documents specified in the above para (a) and (b) may be kept in electronic mode.

2. Definitions

'Act' shall mean the Companies Act, 2013 and the Rules framed thereunder, including any modifications, clarifications, circulars or re-enactment thereof.

'Board of Directors or Board' means the Board of Directors of OnMobile Global Limited, as constituted from time to time.

'Company' means OnMobile Global Limited.

'Documents' means all business records of the Company in written, printed and recorded matter and electronic forms of records and includes summons, notice, requisition, order, declaration, form and register, whether issued, sent or kept in pursuance of the Companies Act 2013, SEBI Act 1992 or under any other law for the time being in force or otherwise, maintained on paper or in electronic form.

3. Classification of Documents

The company shall maintain and preserve documents as specified hereunder:

Category (A): The documents of permanent nature (listed in **Annexure 1**) shall be maintained and preserved permanently by the Company subject to the modifications, amendments, addition, deletion or any changes made therein from time to time.

Provided that all such modifications, amendments, addition or deletion in the documents shall also be preserved permanently by the Company.

Category (B): The documents of the company to be maintained and preserved for specified time period after completion of the relevant transactions (listed in **Annexure 2)** shall be preserved by the Company for the term not less than eight year after completion of the relevant transactions subject to the modifications, amendments, addition, deletion or any changes made therein from time to time.

Provided that all such modifications, amendments, addition or deletion in the documents shall also be preserved for a term not less than eight years.

4. Roles and Responsibilities

The respective Departmental Heads of the Company shall be responsible for maintenance and preservation of documents in terms of this policy.

5. Archival Policy

Pursuant to the requirement under Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company shall disclose on its website (www.onmobile.com) all such events or information which has been disclosed to the stock exchange(s) for a minimum period of five years and thereafter to be archived by the IT department for a period of three years.

6. Amendments to the Policy

The Board of Directors may subject to the applicable laws amend any provision(s) or substitute any of the provision(s) with the new provision(s) or replace the Policy entirely with a new Policy. However, no such amendment or modification shall be inconsistent with the applicable provisions of any law for the time being in force.

This Policy will be communicated to all employees and other concerned persons of the Company and shall be placed on the website of the Company at www.onmobile.com.

Annexure 1

Documents whose preservation shall be permanent in nature:

S. No	Nature of Document(s)
1	Minutes of Board Meeting
2	Minutes of various Committee Meetings
3	Agenda papers of the Board and Committee meetings
4	Minutes of General Meetings
5	Statutory Registers and Returns
6	Property Records, Intellectual Property Records, Legal Documents, Contracts /Agreements
7	Certificates of statutory registrations
8	All the filings with MCA, ROC, Stock Exchanges, SEBI, RBI and any other regulatory agency
9	Memorandum of Association and Articles of Association of the Company, Common Seal
10	Annual Reports
11	Employment and Personnel Records
12	Any other Register or Record or document as may be required to maintain in terms of applicable law(s), maintained and preserved from time to time

Annexure 2

Documents with preservation period of not less than eight years after completion of the relevant transactions:

S. No	Nature of Document(s)
1	Books of accounts and vouchers
2	Taxation records
3	Press releases
4	Insurance records
5	Any other document as may be required to maintain in terms of applicable law(s), maintained and preserved from time to time

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Policy on criteria for determination of materiality of events or information

Version: 1.0

POLICY ON CRITERIA FOR DETERMINATION OF MATERIALITY OF EVENTS OR INFORMATION

The Policy is framed in accordance with the requirements of Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Regulations').

This policy is effective December 1, 2015

1. Objective

The objective of the Policy is to determine materiality of events or information of the Company and to ensure that such information is adequately disseminated to the stock exchanges and disclosed on the website of the Company in pursuance with the Regulations.

2. Definitions

'Act' shall mean the Companies Act, 2013 and the Rules framed thereunder, including any modifications, clarifications, circulars or re-enactment thereof.

'Board of Directors or Board' means the Board of Directors of OnMobile Global Limited, as constituted from time to time.

'Company' means OnMobile Global Limited.

'Key Managerial Personnel' mean key managerial personnel as defined in subsection (51) of section 2 of the Companies Act, 2013.

'Material Events' are those that are specified in Para A of Part A of Schedule III of the Regulations.

'Other Events' are those as may be decided from time to time and in accordance with Para B of Part A of Schedule III, as specified in sub-regulation (4) of Regulation 30 of the Regulations.

'Policy' means this Policy on criteria for determining Materiality of events/information and as may be amended from time to time.

'Regulations' means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any modifications, clarifications, circulars or re-enactment thereof.

Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013, Regulations or any other applicable law or regulation to the extent applicable to the Company.

3. Guidelines for Determining Materiality of Events/Information

Events / information shall be considered as Material if it meets any of the following criteria:

(a) the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or

(b) the omission of an event or information is likely to result in significant market reaction if the said omission came to light at a later date;

(c) In case where the criteria specified in the above paras (a) and (b) are not applicable, an event/information may be treated as being material if in the opinion of the Board of Directors of listed entity, the event / information is considered material.

4. Disclosures of Events or Information

a. Events specified in **Annexure A** are deemed to be material events and the Company shall make disclosure of such events or information as soon as reasonably possible and not later than twenty-four (24) hours from the occurrence of such event or information in the following manner:

i. inform the stock exchanges in which the securities of the Company are listed;

ii. upload on the corporate website of the Company.

Provided that in case the disclosure is made after twenty-four (24) hours of occurrence of such event or information, the Company shall, along with such disclosure(s) provide an explanation for delay.

Provided further that disclosure with respect to events specified in para (4) of Annexure A shall be made within thirty minutes of the conclusion of the board meeting.

b. The Company shall make disclosure of events as specified in **Annexure B** based on application of guidelines for determining materiality as per the Policy.

c. The Company shall make disclosures updating material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.

d. The Company shall provide specific and adequate reply to all queries raised by stock exchange(s) with respect to any events or information and on its own initiative. Further it shall confirm or deny any event or information to stock exchange(s) reported in the media.

e. In case where an event occurs or information is available with the Company, which has not been indicated in **Annexure A or Annexure B**, but which may have material effect on it, the Company will make adequate disclosures in regard thereof.

All the above disclosures would be hosted on the website of the Company for a minimum period of five years and thereafter archived as per Company's policy for Preservation and Archival of Documents.

5. Authority for determination of Materiality of events / information

The Managing Director & CEO, Chief Finance Officer and Company Secretary of the Company ("Authorised Persons") shall severally have the authority to determine Materiality of any event or information and ensure disclosures of the same are made to stock exchange(s), subject to the provisions of this Policy.

Contact Details:

Mr. Rajiv Pancholy
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Mr. Praveen Kumar KJ
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6. Disclosure of events / information on Subsidiaries

The Authorised Persons of the Company jointly and severally under intimation to the Board of Directors shall disclose such events / information about its subsidiaries which are considered material in nature and whose disclosure is likely to materially affect the share price of the Company.

7. Scope And Limitation

In the event of any conflict between the provisions of this Policy; Companies Act, 2013; Regulations or any other statutory enactments, rules, the provisions of such Companies Act, 2013 or statutory enactments, rules shall prevail over this Policy and the part(s) so repugnant shall be deemed to severed from the Policy and the rest of the Policy shall remain in force.

8. Amendments

The Board of Directors may subject to the applicable laws amend any provision(s) or substitute any of the provision(s) with the new provision(s) or replace the Policy entirely with a new Policy. However, no such amendment or modification shall be inconsistent with the applicable provisions of any law for the time being in force.

9. Dissemination of Policy

This Policy shall be hosted on the website of the Company and address of such web link thereto shall be provided in the Annual Report of the Company. This Policy shall also be hosted on Company's intranet.

Annexure A

Events which shall be disclosed without any application of the guidelines for Materiality:

1. Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation/ merger/ demerger/restructuring), or sale or disposal of any unit(s), division(s) or subsidiary of the listed entity or any other restructuring.

Explanation - For the purpose of this sub-para, the word 'acquisition' shall mean,-

(i) acquiring control, whether directly or indirectly; or,

(ii) acquiring or agreeing to acquire shares or voting rights in, a company, whether directly or indirectly, such that -

(a) the listed entity holds shares or voting rights aggregating to five per cent or more of the shares or voting rights in the said company, or;

(b) there has been a change in holding from the last disclosure made under sub-clause (a) of clause (ii) of the Explanation to this sub-para and such change exceeds two per cent of the total shareholding or voting rights in the said company.

2. Issuance or forfeiture of securities, split or consolidation of shares, buyback of securities, any restriction on transferability of securities or alteration in terms or structure of existing securities including forfeiture, reissue of forfeited securities, alteration of calls, redemption of securities etc.

3. Revision in Rating(s).

4. Outcome of Meetings of the board of directors: The listed entity shall disclose to the Exchange(s), within 30 minutes of the closure of the meeting, held to consider the following:

a) dividends and/or cash bonuses recommended or declared or the decision to pass any dividend and the date on which dividend shall be paid/dispatched;
b) any cancellation of dividend with reasons thereof;
c) the decision on buyback of securities;
d) the decision with respect to fund raising proposed to be undertaken
e) increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched;
f) reissue of forfeited shares or securities, or the issue of shares or securities held in reserve for future issue or the creation in any form or manner of new shares or securities or any other rights, privileges or benefits to subscribe to;
g) short particulars of any other alterations of capital, including calls;
h) financial results;
i) decision on voluntary delisting by the listed entity from stock exchange(s).

5. Agreements which are binding and not in normal course of business, revisions or amendments and terminations thereof. For example: shareholder agreements, joint venture agreements, family settlement agreements *(to the extent that it impacts management and control of the listed entity)*, agreements / treaties / contracts with media companies.

6. Fraud/defaults by promoter or key managerial personnel or by listed entity or arrest of key managerial personnel or promoter.

7. Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer , Company Secretary etc.), Auditor and Compliance Officer.

8. Appointment or discontinuation of share transfer agent.

9. Corporate debt restructuring.

10. One time settlement with a bank.

11. Reference to BIFR and winding-up petition filed by any party / creditors.

12. Issuance of Notices, call letters, resolutions and circulars sent to shareholders, debenture holders or creditors or any class of them or advertised in the media by the listed entity.

13. Proceedings of Annual and extraordinary general meetings of the listed entity.

14. Amendments to memorandum and articles of association of listed entity, in brief.

15. Schedule of Analyst or institutional investor meet and presentations on financial results made by the listed entity to analysts or institutional investors;

Annexure B

Events which shall be disclosed upon application of the guidelines for materiality:

1. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.

2. Change in the general character or nature of business brought about by arrangements for strategic, technical, manufacturing, or marketing tie-up, adoption of new lines of business or closure of operations of any unit/division (entirety or piecemeal).

3. Capacity addition or product launch.

4. Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business.

5. Agreements (viz. loan agreement(s) (as a borrower) or any other agreement(s) which are binding and not in normal course of business) and revision(s) or amendment(s) or termination(s) thereof.

6. Disruption of operations of any one or more units or division of the listed entity due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts etc.

7. Effect(s) arising out of change in the regulatory framework applicable to the listed entity

8. Litigation(s) / dispute(s) / regulatory action(s) with impact.

9. Fraud/defaults etc. by directors (other than key managerial personnel) or employees of listed entity.

10. Options to purchase securities including any ESOP/ESPS Scheme.

11. Giving of guarantees or indemnity or becoming a surety for any third party.

12. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

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