



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

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

www.onmobile.com

May 21, 2025

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**

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015, we enclose herewith Notice of Postal Ballot dated May 20, 2025 along with the explanatory statement seeking approval of shareholders of the Company for the following resolution:

#	Description of Resolution	Type of Resolution
1	Appointment of Radhika Venugopal (DIN: 10548693) as a Director of the Company	Ordinary
2	Appointment of Radhika Venugopal (DIN: 10548693) as a Whole Time Director of the Company designated as 'Whole-time Director and CFO'	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 16, 2025	Wednesday, May 21, 2025
2	Date of Commencement of e-Voting	Thursday, May 22, 2025
3	Date of Ending of e-Voting ("Last Date")	Friday, June 20, 2025
4	Results of Postal Ballot	On or before Sunday, June 22, 2025



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>. The Postal Ballot results will be submitted to the stock Exchange in accordance with Listing Regulations.

This is for your information and records.

Thanking you,

Yours sincerely,  
For OnMobile Global Limited

P.V. Varaprasad  
Company Secretary  
F5877

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)**

### **POSTAL BALLOT NOTICE**

[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 Members,

**NOTICE IS HEREBY GIVEN** that the resolution set out below is proposed to be passed by the Members of OnMobile Global Limited (“**Company**”) by way of Postal Ballot (“**Postal Ballot**”) through Remote e-voting (“**Remote e-voting**”), pursuant to the provisions of sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013, (“**Act**”), read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”) (including any statutory modification(s) and re-enactment thereof, for the time being in force), and in accordance with the guidelines issued by the Ministry of Corporate Affairs (“**MCA**”) for *inter-alia* conducting postal ballot through remote e-voting vide 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, 20/21 dated December, 08 2021, 3/ 2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/ 2024 dated September 19, 2024, respectively (hereinafter collectively referred to as the “**MCA Circulars**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), SS-2- Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India on General Meeting (“**SS-2**”) and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time), 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 resolution:

S.no.	Particulars
1.	Appointment of Radhika Venugopal (DIN: 10548693) as a Director of the Company
2	Appointment of Radhika Venugopal (DIN: 10548693) as a Whole-time Director of the Company designated as ‘Whole-time Director and CFO’

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**”).

In accordance with the provisions of the MCA Circulars, the Company has made arrangements for the Members to register their e-mail addresses. Therefore, those Members who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice.

Pursuant to Section 108 of the Act read with Rule 20 of the Rules and Regulation 44 of the SEBI Listing Regulations, the Company has engaged KFin Technologies Limited, Registrar and Transfer Agents of the Company (“RTA”), as the agency to provide Remote E-voting facility for its Members.

The Remote E-voting facility is available at the link: <https://evoting.kfintech.com/> and commences from Thursday, May 22, 2025, at 09.00 a.m. and concludes on Friday, June 20, 2025, at 05.00 p.m. The Remote E-voting module shall be disabled by Friday, June 20, 2025, at 05.00 p.m. for voting thereafter. Members desirous of exercising their votes are requested to carefully read the “*Information and Instructions relating to e- Voting*” provided in the Notes to this Notice.

Upon completion of Remote E-voting, the Scrutinizer will submit his/ her report to the Chairman of the Company or any other person authorised by him in writing, who shall countersign the same, after completion of scrutiny of the Remote E-voting. The results of Postal Ballot shall be declared within two working days from the conclusion of Remote E-voting process and will be displayed along with the Scrutinizer’s Report at the Registered Office of the Company, communicated to the Stock Exchanges (NSE and BSE) and would also be uploaded on the Company's website: <https://www.onmobile.com/> and on the website of RTA.

You are requested to peruse the proposed resolution along with the Explanatory Statement and thereafter record your assent or dissent by means of Remote E-voting facility provided by the Company not later than 5:00 p.m. IST Friday, June 20, 2025, failing which it will be strictly considered that no reply has been received from the Members.

The Board of Directors of the Company (“**Board**”) at their meeting held on May 20, 2025, has appointed Pramod S M, (Membership No. FCS 7834 and CP No. 13784) Partner, BMP & Co. LLP., failing him Biswajit Ghosh, (Membership No. FCS 8750 and CP No. 8239), Partner, BMP & Co., LLP, Practicing Company Secretaries, as Scrutinizer for conducting the Postal Ballot only through Remote E-voting process in a fair and transparent manner.

#### **SPECIAL BUSINESS:**

##### **Item no. 1 - Appointment of Radhika Venugopal, (DIN: 10548693) as a Director of the Company**

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

**“RESOLVED THAT** pursuant to Section 149, 152, and other applicable provisions of the Companies Act, 2013, if any and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), Radhika Venugopal, (DIN: 10548693) who was appointed as an additional director by the Board of Directors on recommendation of the Nomination and Compensation Committee w.e.f. March 27, 2025 pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Companies Act, 2013 from a member proposing her candidature for the office of a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation for a period of 2 years i.e. upto March 26, 2027.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**Item no. 2 - Appointment of Radhika Venugopal (DIN: 10548693) as a Whole-time Director of the Company designated as ‘Whole-time Director and CFO’**

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

**“RESOLVED THAT** pursuant to Section 196,197,198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013, if any and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and on recommendation of the Nomination and Compensation Committee and the Board, approval of members of the Company be and is hereby accorded for appointment of Radhika Venugopal, (DIN: 10548693) as a Whole-time Director designated as ‘Whole-time Director and CFO’, liable to retire by rotation w.e.f. May 20, 2025 to March 26, 2027 on the terms and conditions of appointment including the payment of remuneration which are set out hereunder:

Fixed Pay (FP) : INR 15,000,000/- per annum

Variable Pay (VP) : INR 5,000,000/- per annum (The VP pay-out will be governed by the Company’s Variable pay policy)

Employee Stock Options: Radhika Venugopal has got 3,40,008 outstanding Employee Stock Options as on date under various ESOP Plans of the Company.

Other Benefits: In addition to the above, she shall be entitled to all perquisites, employee benefits and amenities as per the policy of the Company from time to time. All other terms and conditions of employment as Chief Financial Officer shall continue to apply as per her existing employment agreement with the Company which includes the following:

- i. Provident Fund – Employer’s Contribution @12% of Basic Salary
- ii. Gratuity- 4.81% of Basic is contributed to the Gratuity Fund as per Payment of Gratuity Act, 1972 on cessation of employment after at least 5 years of continuous service with the Company
- iii. Leave Travel Allowance - Medical and Hospitalization, Life and Accident Insurance, Leave benefits, travelling, phones, internet, transport and other employee benefits as per the policy of the Company from time to time.

(All the above perquisites shall be valued as per Income-tax Rules, wherever applicable. In the absence of any such Rule, perquisites shall be valued at actual cost.)

**RESOLVED FURTHER THAT** notwithstanding anything herein above stated where in any financial year during the tenure of Radhika Venugopal as ‘Whole-time Director and CFO’ of the Company, the Company incurs loss or its profits are inadequate, the Company shall pay to Radhika Venugopal the said remuneration by way of salary, perquisites and other allowances, benefits 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 w.e.f. May 20, 2025 to March 26, 2027.

**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 to give effect to the above resolution without being required to seek any further consent or approval of the Members of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

Date: May 20, 2025  
Place: Bengaluru

**P V Varaprasad**  
Company Secretary  
Membership Number: FCS 5877

**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, stating all material facts and the reason/ rationale for proposed resolution 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 16, 2025 (“**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 resolution 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 16, 2025, 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. Friday, June 20, 2025, 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 Sunday, June 22, 2025, 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. Friday, June 20, 2025. 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:	
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 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 [einward.ris@kfintech.com](mailto:einward.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:**

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>1. For OTP based login</b> on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on the company name or e-Voting service provider name 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.</p> <p><b>2. Instructions for existing Internet-based Demat Account Statement ("IDeAS") facility Users:</b></p> <ol style="list-style-type: none"> <li>Visit the e-services website of NSDL <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>.</li> <li>On the e-services home page click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section.</li> <li>A new page will open. Enter the existing user id and password for</li> </ol>

	<p>accessing IDeAS.</p> <ul 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> </ul> <p><b>3. Instructions for those Members who are not registered under IDeAS:</b></p> <ul style="list-style-type: none"> <li>a. Visit <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a> for registering.</li> <li>b. 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>c. Visit the e-voting website of NSDL <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a>.</li> <li>d. 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>e. 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>f. After successful authentication, members will be redirected to NSDL Depository site wherein they can see e-voting page.</li> <li>g. 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> <li>h. Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code for seamless voting experience.</li> </ul> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: center; align-items: 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 /

demat mode with CDSL	<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>
Individual members login through their demat accounts / Website of Depository Participant(s)	<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>	
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at no.: <b>022-48867000</b>
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 21 09911</b> .

**Step 2:**

- (i) 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>

	<p>viii. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.</p> <p>ix. Members may then cast their vote by selecting an appropriate option and click on “Submit”.</p> <p>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.</p> <p>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”.</p>		
<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> <p>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:einward.ris@kfintech.com">einward.ris@kfintech.com</a>.</p>		
<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> 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> <p>b) Through hard copies which are self-attested, which can be shared on the address below; or</p> <table border="1" data-bbox="459 1812 1289 1848"> <tr> <td data-bbox="459 1812 589 1848">Name</td> <td data-bbox="589 1812 1289 1848">KFIN Technologies Limited</td> </tr> </table>	Name	KFIN Technologies Limited
Name	KFIN Technologies Limited		

	Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.
<p>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></p> <p>Detailed FAQ can be found on the link: <a href="https://ris.kfintech.com/faq.html">https://ris.kfintech.com/faq.html</a></p> <p>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.</p>		

- (i) 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 the provisions of Section 102 of the Companies Act, 2013 & Rules framed thereunder

The following statement sets out all the material facts relating to the Special Business mentioned in the accompanying Notice:

#### Item No. 1 & 2

Based on the recommendation of the Nomination and Compensation Committee, the Board vide resolution dated March 25, 2025 considering her experience, expertise and performance as a CFO, inducted Radhika Venugopal who has been serving as Chief Financial Officer of the Company, to the Board as an Additional Director w.e.f. March 27, 2025 pursuant to Section 161 of the Companies Act, 2013, read with Article 88 of the Articles of Association of the Company.

Subsequently the Board in their meeting held on May 20, 2025, based on the recommendation of the Nomination and Compensation Committee which met on May 19, 2025 and subject to the approval of the Members of the Company, also approved appointment of Radhika Venugopal as the Whole-time Director to be designated as 'Whole-time Director and CFO' w.e.f. May 20, 2025 to March 26, 2027.

In terms of section 161 of the Companies Act 2013, an Additional Director holds office as such up to the date of the next Annual general Meeting. A Director can be appointed with the approval of the Members in the General Meeting. Further, as per Regulation 17(1C) of SEBI (Listing Obligations Disclosure Requirements) Regulations, 2015 the appointment of a Director in a listed entity needs to be approved by the shareholders within three months from the date of appointment or at next general meeting whichever is earlier. Accordingly, the resolution is proposed to seek such approval of shareholders for the appointment of Radhika Venugopal as a Director/Whole-time Director in the designation of 'Whole-time director and CFO' w.e.f. May 20, 2025 to March 26, 2027, liable to retire by rotation, through Postal Ballot.

Radhika Venugopal has given her consent to act as the Whole-time Director of the Company. Also, as per the confirmations received from her, she is not disqualified from being appointed as a Director in terms of Section 164 of the Act and satisfies all the conditions as set out under Part I of Schedule V and Section 196(3) of the Act for her appointment as Whole-time Director. Radhika Venugopal is not debarred from being appointed as a Director of the Company pursuant to any order of SEBI or any other authority. The Company has received a notice in writing from a Member under Section 160 of the Act proposing the candidature of Radhika Venugopal for the office of a Director of the Company.

The remuneration proposed to be paid to Radhika Venugopal is set out below:

Fixed Pay (FP) : INR 15,000,000/- per annum

Variable Pay (VP) : INR 5,000,000/- per annum (The VP pay-out will be governed by the Company's Variable pay policy)

Employee Stock Options: Radhika Venugopal has got 3,40,008 outstanding Employee Stock Options as on date under various ESOP Plans of the Company.

Other Benefits: In addition to the above, she shall be entitled to all perquisites, employee benefits and amenities as per the policy of the Company from time to time. All other terms and conditions of employment as Chief Financial Officer shall continue to apply as per her existing employment agreement with the Company which includes the following:

- i. Provident Fund – Employer’s Contribution @12% of Basic Salary
- ii. Gratuity- 4.81% of Basic is contributed to the Gratuity Fund as per Payment of Gratuity Act, 1972 on cessation of employment after at least 5 years of continuous service with the Company
- iii. Leave Travel Allowance - Medical and Hospitalization, Life and Accident Insurance, Leave benefits, travelling, phones, internet, transport and other employee benefits as per the policy of the Company from time to time.

(All the above perquisites shall be valued as per Income-tax Rules, wherever applicable. In the absence of any such Rule, perquisites shall be valued at actual cost.)

In any financial year, if the Company has no profits or its profits are inadequate, the Company shall pay the above remuneration to Radhika Venugopal as a minimum remuneration in accordance with the provisions of Section 197 read with Schedule V of the Act and rules framed thereunder and any other applicable provisions of the Act or any statutory modification or re-enactment thereof.

A copy of the agreement between Radhika Venugopal and the Company containing terms of her appointment referred in this Notice will be available for inspection without any fees by the Members up to the date of passing of these resolutions on the Company’s website <https://www.onmobile.com>.

Further, the statement containing additional information as required in Schedule V of the Companies Act, 2013 is attached to this notice as Annexure-A.

The profile and specific areas of expertise and other relevant information as required under the Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and SS-2 are provided in additional information section of this Notice is attached as Annexure-B.

The Board of Directors is of the opinion that Radhika Venugopal’s knowledge and experience will be of immense value to the Company. The Board, therefore, recommends the approval of the resolution set out at Item No. 1 as Ordinary Resolution & Item No. 2 as Special Resolution.

Radhika Venugopal and her relatives may be deemed to be interested in the resolution, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

## Annexure-A

### 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). The Company had already commenced its business activities.			
(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	Rs. in Millions			
		<b>Particulars</b>	<b>2024-25</b>	<b>2023-24</b>	<b>2022-23</b>
		Turnover	2,393.13	1671.11	2105.57
		Profit after Tax	84.45	29.07	(20.80)
(5)	Foreign investments or collaborations, if any.	(No. of Shares)			
		<b>Particulars</b>	<b>FY 2024-25</b>	<b>FY 2023-24</b>	
		Foreign Nationals	49,876	102,376	
		Companies	50,923,703	50,923,703	
		Foreign Portfolio Investors	245,418	1,220,272	
		NRIs	1,264,642	1,293,332	

#### II. Information about the appointee

<b>Particulars</b>		<b>Radhika Venugopal, 'Whole-time Director &amp; Chief Financial Officer'</b>
(1)	Background details	<p>Radhika Venugopal is a results-driven, strategic professional with nearly twenty years of experience in global finance across diverse domains.</p> <p>As a qualified Chartered Accountant, she possesses expertise in Financial Planning Analysis &amp; Reporting, Controllership, Statutory Reporting, Deal structuring and pricing, Contracting &amp; Negotiations, Taxation, Treasury, Mergers &amp; Acquisitions, Investor Relations, Statutory Compliances, Transfer pricing, Procurement and Administration.</p> <p>Skilled in devising solutions to enhance business operations and streamline workflows, Radhika has been an integral part of OnMobile Global Limited</p>

		<p>for over a decade. She has progressed through various key roles throughout her tenure, currently as the Chief Financial Officer of the Company, contributing significantly to the company's growth and transformative phases.</p> <p>Before joining OnMobile, she held positions at Vodafone and IFB Industries Ltd.</p>												
(2)	Past remuneration	<p>The details of remuneration drawn by Radhika Venugopal, 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 Rs.)</th> </tr> </thead> <tbody> <tr> <td>2024-25</td> <td>Chief Financial Officer*</td> <td>20,325,000</td> </tr> <tr> <td>2023-24</td> <td>Vice President - Finance</td> <td>9,470,000</td> </tr> <tr> <td>2022-23</td> <td>Vice President - Finance</td> <td>9,150,000</td> </tr> </tbody> </table> <p>* Appointed as Chief Financial Officer w.e.f. April 01, 2024</p>	Financial year	Designation	Remuneration (In Rs.)	2024-25	Chief Financial Officer*	20,325,000	2023-24	Vice President - Finance	9,470,000	2022-23	Vice President - Finance	9,150,000
Financial year	Designation	Remuneration (In Rs.)												
2024-25	Chief Financial Officer*	20,325,000												
2023-24	Vice President - Finance	9,470,000												
2022-23	Vice President - Finance	9,150,000												
(3)	Recognition or awards	Well recognised expert in her respective domain.												
(4)	Job profile and her suitability	Radhika Venugopal has been currently serving the Company as Chief Financial Officer spear heading the finance function along with overseeing human resource, procurement, logistics and admin departments and she has been playing a key role in implementing policies and procedures to ensure the proper accounting, and strategic use of Company's funds.												
(5)	Remuneration proposed	As proposed above in resolution set forth in Item No.2												
(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.	<p>Radhika Venugopal has no pecuniary relationship either direct or indirect with the Company and she is not related to any director of the company, except that</p> <ul style="list-style-type: none"> <li>- She is the Chief Financial Officer of the Company,</li> <li>- She is a Director in OnMobile Singapore PTE Ltd., OnMobile USA LLC, OnMobile Costa Rica OBCR, SA, OnMobile Europe BV, Servicios De Telefonía OnMobile Sa De Cv, OnMobile Global Solutions Canada Limited, ONMO, Inc., OnMobile Global for Telecommunications Services, OnMobile Bangladesh Private Limited, Onmobile Bangladesh Technologies Private Limited, ONMO Sweden AB, Technologies rob0 Inc., subsidiaries of the Company</li> </ul>												

		- She is a director in Mobile Voice Konnect Private Limited, associate company
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### III. Other information:

1	Reasons of loss or inadequate profits	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 Radhika Venugopal.
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 from Rs. 29.07 million in FY 2023-24 to Rs. 84.45 million in FY 2024-25. Financials on a standalone and consolidated basis are expected to improve further in the future years.

**Annexure-B**  
**Item No:1 & 2:**

**Additional information on Directors recommended for appointment/reappointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards:**

<b>Particulars</b>	<b>Radhika Venugopal</b>
Date of Birth	29-11-1980
Age	44 years
Date of Appointment	27-03-2025 (as Additional Director) 20-05-2025 (as Wholetime Director)
Qualifications	Radhika Venugopal is a qualified Chartered Accountant, holds Bachelor of Commerce degree from, the Cochin College
Experience	24 Years
Brief Resume of the Director	<p>Radhika is a results-driven, strategic professional with nearly twenty years of experience in global finance across diverse domains.</p> <p>As a qualified Chartered Accountant, she possesses expertise in Financial Planning Analysis &amp; Reporting, Controllership, Statutory Reporting, Deal structuring and pricing, Contracting &amp; Negotiations, Taxation, Treasury, Mergers &amp; Acquisitions, Investor Relations, Statutory Compliances, Transfer pricing, Procurement and Administration.</p> <p>Skilled in devising solutions to enhance business operations and streamline workflows, Radhika has been an integral part of OnMobile Global Limited for over a decade. She has progressed through various key roles throughout her tenure, currently as the Chief Financial Officer of the Company, contributing significantly to the company's growth and transformative phases.</p> <p>Before joining OnMobile, she held positions at Vodafone and IFB Industries Ltd.</p>
Expertise in specific functional areas	Financial Planning Analysis & Reporting, Controllership, Statutory Reporting, Deal structuring and pricing, Contracting & Negotiations, Treasury, Mergers & Acquisitions, Investor Relations, Statutory Compliances, Taxation & transfer pricing, Procurement and Administration
Directorships held in other companies (including foreign companies) as on date	<ol style="list-style-type: none"> <li>1. Mobile Voice Konnect Private Limited</li> <li>2. OnMobile Singapore PTE Ltd.</li> <li>3. OnMobile USA LLC</li> <li>4. OnMobile Costa Rica OBCR, SA</li> </ol>

	5. OnMobile Europe BV 6. Servicios De Telefonía OnMobile Sa De Cv 7. OnMobile Global Solutions Canada Limited 8. ONMO, Inc. 9. OnMobile Global for Telecommunications Services 10. OnMobile Bangladesh Private Limited 11. Onmobile Bangladesh Technologies Private Limited 12. ONMO Sweden AB (previously known as Appland AB) 13. Technologies rob0 Inc.
Listed entities from which the Director has resigned from Directorship in last 3 (three) years	NIL
Disclosure of relationship between directors inter-se	Radhika Venugopal is not related to any other Director of the Company
Memberships/ Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders/ Investors Grievance Committee)	NIL
Number of shares held in the Company including shareholding as a beneficial owner.	NIL However, Radhika Venugopal has got 3,40,008 outstanding Employee Stock Options as on date under various ESOP Plans of the Company
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
Remuneration last drawn/Sought to be paid	As described in the resolution and explanatory statement
Key Terms and conditions of appointment or reappointment	As described in the resolution and explanatory statement
Number of meetings of the Board attended during the year	Two

By Order of the Board of Directors  
For OnMobile Global Limited

Date: May 20, 2025  
Place: Bengaluru

Sd/-  
**P V Varaprasad**  
Company Secretary  
Membership Number: FCS 5877

**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

**Postal Ballot Information at Glance:**

<b>Sl. No.</b>	<b>Particulars</b>	<b>Details</b>
1.	Cut-off date for e-voting eligibility	Friday, May 16, 2025
2.	Time period for remote e-voting	Thursday, May 22, 2025 at 9.00 a.m. IST and ends on Friday, June 20, 2025 at 5.00 p.m. IST
3.	Date on which the resolution is deemed to be passed	Friday, June 20, 2025
4.	Last date for publishing results of the e-voting	Sunday, June 22, 2025
5.	Registrar and Share Transfer Agent contact Details	Rajitha. C, Dy. 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
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>