



**ONMOBILE GLOBAL LIMITED**  
E City, Tower-1, No.94/1C & 94/2,  
Veerasandra Village, Attibele Hobli,  
Anekal Taluk, Electronic city Phase-1,  
Bangalore - 560100, Karnataka,  
India

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CIN - L64202KA2000PLC027860  
Email - investors@onmobile.com

www.onmobile.com

August 28, 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 25<sup>th</sup> Annual General Meeting**

Ref: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

With reference to the above subject, Notice is hereby given that the 25<sup>th</sup> Annual General Meeting ('AGM') of OnMobile Global Limited is scheduled to be held on Tuesday, September 23, 2025 at 4.00 p.m. IST through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM') pursuant to the General Circular Numbers 09/2024 dated 19<sup>th</sup> September 2024, 09/2023 dated 25<sup>th</sup> September 2023, 10/2022 dated 28<sup>th</sup> December 2022, 02/2022 dated 5<sup>th</sup> May 2022, and 02/2021 dated 13<sup>th</sup> January, 2021 read with 20/2020 dated 05<sup>th</sup> May 2020, 14/2020 dated 08<sup>th</sup> April 2020, 17/2020 dated 13<sup>th</sup> April 2020 and all other applicable laws and circulars issued in this regard by the Ministry of Corporate Affairs and Circular numbers SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13<sup>th</sup> May 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5<sup>th</sup> January 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7<sup>th</sup> October 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3<sup>rd</sup> October 2024, issued by the Securities and Exchange Board of India.

Copy of the Notice of 25<sup>th</sup> AGM is enclosed.

Kindly take the same on record.

Thanking you,

Yours sincerely,  
For OnMobile Global Limited

P V Varaprasad  
Company Secretary  
F5877

Encl: a/a

# Notice of the 25<sup>th</sup> Annual General Meeting

Notice is hereby given that the 25<sup>th</sup> Annual General Meeting ('AGM') of the Members of OnMobile Global Limited will be held on Tuesday, September 23, 2025 at 4:00 p.m. IST through Video Conferencing('VC') / Other Audio Visual Means('OAVM'), to transact the following business:

## ORDINARY BUSINESS

### Item No. 1: Adoption of Financial Statements

To consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors ('Board's Report') and auditors thereon.

### Item No. 2: Appointment of Frederic Lavoie as a Director liable to retire by rotation

To appoint a Director in place of Frederic Lavoie (DIN:10696924) who retires by rotation and being eligible, offers himself for re-appointment.

## SPECIAL BUSINESS

### Item No. 3: Re-appointment of Paul Lamontagne as Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Paul Lamontagne (DIN: 08995854), who was appointed earlier as an independent director of the Company for a term of five years w.e.f. December 17, 2020 upto December 16, 2025, and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Companies Act, 2013 proposing his candidature for the office of a Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a period of five years w.e.f. December 17, 2025 upto December 16, 2030, not liable to retire by rotation."

### Item No. 4: Appointment of Parameshwar G Hegde (Reg No FCS 1325/C. P. No. :640) Company Secretary in Practice, as the Secretarial Auditor of the Company for a term of five consecutive years from the Financial Year 2025-26 to the Financial Year 2029-30

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

"RESOLVED THAT pursuant to the provisions of Sections 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Regulation 24A(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Parameshwar G Hegde of Hegde & Hedge (Reg No FCS 1325/C. P. No. :640), Company Secretary in Practice be and is hereby appointed as Secretarial Auditor of the Company, for a term of five (5) consecutive financial years commencing from 2025-26 to 2029-30, on such remuneration, as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditor, from time to time.

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. 5: Material related Party transactions with ONMO Inc. the subsidiary of the Company

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

"RESOLVED THAT pursuant to the Regulations 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder, other applicable laws/statutory provisions, if any [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force], the Company's Policy on Related Party Transactions and basis the approval and

recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to enter/continue to enter into Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/Agreement(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) with ONMO Inc., a related party pursuant to Regulation 2(1)(zb) of the SEBI Listing Regulations, during financial year 2025-26, for an aggregate value not exceeding INR 2500 million, on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between the Company and the related party i.e. ONMO Inc., provided that the said Transaction(s)/ Contract(s)/Arrangement(s)/ Agreement(s) shall be carried out in the ordinary course of business and at arm's length basis.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s)/Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to this Resolution."

**Item No. 6: Material related party transactions between OnMobile USA LLC and ONMO Inc the Subsidiaries of the Company**

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

"RESOLVED THAT pursuant to the Regulations 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder, other applicable laws/statutory provisions, if any [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force], the Company's Policy on Related Party Transactions and basis the approval and recommendation

of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to enter/continue to enter into Material Related Party Transaction(s)/Contract(s)/ Arrangement(s)/Agreement(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise), between the related parties of the Company, pursuant to Regulation 2(1)(zb) of the SEBI Listing Regulations, during financial year 2025-26, for an aggregate value not exceeding INR 1000 million, on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between the related parties (i.e OnMobile USA LLC and ONMO Inc.) of the Company, provided that the said Transaction(s)/Contract(s)/Arrangement(s)/ Agreement(s) shall be carried out in the ordinary course of business and at arm's length basis.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s)/Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to this Resolution."

By Order of the Board of Directors  
For OnMobile Global Limited

Sd/-  
**P V Varaprasad**  
Company Secretary

Date: August 13, 2025  
Place: Bengaluru

**Regd. Office:**  
OnMobile Global Limited,  
E City, Tower-1, No.94/1 C & 94/2,  
Veerasandra Village, Attibele Hobli,  
Anekal Taluk, Electronic city Phase -1,  
Bangalore - 560 100 Karnataka, India  
CIN: L64202KA2000PLC027860

## NOTES:

1. Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 is annexed hereto.
2. Pursuant to the General Circular numbers 20/2020 dated 05th May 2020, 14/2020 dated 08th April 2020, 17/2020 dated 13th April 2020, 02/2021 dated 13th January 2021, 19/2021 dated 08th December 2021, 21/2021 dated 14th December 2021, 2/2022 dated 05th May, 2022, 10/2022 dated 28th December 2022, 09/2023 dated 25th September 2023 and 09/2024 dated 19th September, 2024 issued by the Ministry of Corporate Affairs (MCA) has permitted the holding of the Annual General Meeting (AGM) through Video Conferencing (VC) / Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. Further, the Securities and Exchange Board of India ('SEBI') vide its circulars dated May 12, 2020, October 7, 2023 and subsequent circulars issued in this regard, the latest being October 3, 2024 ('SEBI Circulars') has provided certain relaxations from compliance with certain provisions of the SEBI Listing Regulations. In compliance with applicable provisions of the Companies Act, 2013 read with aforesaid MCA and SEBI Circulars the Annual General Meeting of the company is being conducted through VC/ OAVM. The venue of the Meeting shall be deemed to be the registered office of the Company.
3. Central Depository Services (India) Limited shall be providing facility for voting through remote e-voting, for participation in the AGM through VC/OAVM facility and e-voting during the AGM. The procedure for e-voting and participating in the meeting through VC/OAVM is provided in the instructions which forms part of this Notice. Participation at the AGM through VC/ OAVM shall be allowed on a first-come-first-served basis.
4. Since the AGM is being held in accordance with the Circulars through VC/ OAVM, the facility for appointment of proxies by the members will not be available.
5. Participation of members through VC/ OAVM will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013 ("the Act").
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, Articles of Association of the Company and other relevant document mentioned in the notice, will be available electronically for inspection by the members from the date of circulation of this Notice up to the date of AGM i.e. September 23, 2025. Members seeking to inspect such documents can send an email to [Investors@onmobile.com](mailto:Investors@onmobile.com)
7. **The Register of Members and Share Transfer Books of the Company shall remain closed from September 17, 2025 to September 23, 2025 (both days inclusive) for the purpose of 25th AGM of the Company.**
8. Members whose shareholding is in electronic mode are requested to direct notifications about change of address and updates about bank account details to their respective depository participants(s) (DP). Members whose shareholding is in physical mode are requested to opt for the Electronic Clearing System (ECS) mode to receive dividend on time in line with the Circulars. We urge members to utilize the ECS for receiving dividends. Please refer point no. 18 for the process to be followed for updating bank account mandate.
9. Members are requested to address all correspondence, including dividend matters, to the Registrar and Share Transfer Agents ("RTA"), KFin Technologies Limited (Unit: OnMobile), Selenium Tower- B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032, Telangana, India. Member(s) must quote their Folio Number/DP ID & Client ID and contact details such as email address, contact number etc., in all correspondences with the RTA.
10. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
11. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 01, 2019. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022, mandated listed companies to issue shares in dematerialized form only while processing the service requests including transmission and transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Share Transfer Agents, KFin Technologies Limited for assistance in this regard.
12. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with the RTA as mentioned above, or with the Company Secretary,

at the Company's registered office. Members are requested to note that dividends not encashed or claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124 of the Companies Act, 2013 be transferred to the Investor Education and Protection Fund ("IEPF"). Shares on which dividend remains unclaimed for seven consecutive years will be transferred to the IEPF as per Section 124 of the Act and the applicable rules.

Pursuant to The Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company is providing / hosting the required details of unclaimed amount referred to under Section 124 of the Companies Act, 2013 on its website [www.onmobile.com](http://www.onmobile.com) and also on the website of the Ministry of Corporate Affairs (MCA) viz., [www.iepf.gov.in](http://www.iepf.gov.in).

13. In compliance with Section 108 of the Act, read with the corresponding rules, Regulation 44 of the Listing Regulations and Secretarial Standard on General Meetings (SS-2), the Company has provided a facility to its members to exercise their votes electronically through the electronic voting ("e-voting") facility provided by the Central Depository Services (India) Limited (CDSL). Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members and during the AGM is provided in the instructions below. The Board of Directors of the Company have appointed Pramod S M, BMP & Co. LLP., (Membership No. FCS 7834) (CP No. 13784), Practicing Company Secretaries as the Scrutinizer, for conducting e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the purpose.
14. The e-voting period commences on Friday, September 19, 2025 at 9.00 IST and ends on Monday September 22, 2025 at 5.00 p.m. IST. During this period, members holding shares either in physical or dematerialized

form, as on cut-off date, i.e. as on September 16, 2025 may cast their votes electronically. The e-voting module will be disabled by Central Depository Services (India) Limited ('CDSL') for voting thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. as on September 16, 2025.

15. The facility for voting during the AGM will also be made available. Members present in the AGM through VC/ OAVM and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.
16. Any person who becomes the member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date may refer to the instructions below for generating User ID and password for casting his votes through remote e-voting.
17. In compliance with the Circulars, the Annual Report 2024-25, the Notice of the 25th AGM, and instructions for e-voting are being sent only through electronic mode to those members whose email addresses are registered with the Company / depository participant(s).
18. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective DP, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA, KFin Technologies Limited at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) , to receive copies of the Annual Report 2024-25 in electronic mode. Members may follow the process detailed below for registration of email ID to obtain the report and update of bank account details for the receipt of dividend.

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

19. SEBI, vide its Master Circular dated May 17, 2023 and subsequent notifications thereto, had made it mandatory for holders of physical securities to furnish details of PAN, KYC (Postal Address, Mobile Number, E-mail, Bank Details, Signature) and Nomination / Optout of Nomination.
- In order to mitigate unintended challenges on account of freezing of folios and referring frozen folios to the administering authority under the aforesaid Acts, SEBI, vide its Circular dated November 17, 2023, has done away with the provision regarding freezing of folios lacking PAN, KYC, and Nomination details or referring them to the administering authorities.
- Further SEBI has mandated that with effect from April 1, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature.
- In view of the above, we urge Members holding shares in physical form to submit the required forms along with the supporting documents at the earliest. The relevant forms are available on the Company's website at [https://www.onmobile.com/investors/investor\\_services](https://www.onmobile.com/investors/investor_services) and on the website of the RTA at <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>. Further, relevant FAQs published by SEBI on its website can be viewed at the following link: [https://www.sebi.gov.in/sebi\\_data/faqfiles/jan-2024/1704433843359.pdf](https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf).
20. SEBI vide its Circulars dated July 31, 2023, and August 4, 2023, read with Master Circular dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market.
- Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>)
21. Members may also note that the Notice of the 25th AGM and the Annual Report 2024-25 will also be available on the Company's website, <https://www.onmobile.com/>, websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited, at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of CDSL [www.cDSL.com](http://www.cDSL.com)

[evotingindia.com](http://evotingindia.com).

22. Additional information pursuant to sub-regulation (3) of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) in respect of the Director(s) seeking appointment/re-appointment at the AGM is annexed hereto and forms part of the Notice.
23. SEBI has mandated submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants. Members holding shares in physical form shall submit their PAN details to the Company's RTA, KFin Technologies Limited.
24. The Scrutinizer, after scrutinizing the votes cast at the meeting and votes casted through remote e-voting, make a consolidated scrutinizer's report and submit the same to the Chairman or to any other person authorised by the Chairman. The Chairman/ Authorised person shall declare the results of the voting on or before September 25, 2025. The results declared along with the consolidated Scrutinizer's report shall be placed on the website of the Company [www.onmobile.com](http://www.onmobile.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) and also be communicated to the Stock Exchanges.
25. Since the AGM will be held through VC/ OAVM in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.

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

### Item No. 3

Paul Lamontagne who was appointed earlier as an Independent Director at the AGM held on September 29, 2021 to hold office for a period of five years upto December 16, 2025 pursuant to the provisions of Companies Act, 2013, is due to complete his first term on December 16, 2025. The Nomination and Compensation Committee of the Board of Directors, based on the evaluation of his performance during the tenure and considering his skills, experience, knowledge and expertise, has recommended re-appointment of Paul Lamontagne as an Independent Director of the Company for another term of five years w.e.f. December 17, 2025 upto December 16, 2030 not liable to retire by rotation.

The Company has, in terms of Section 160(1) of the Companies Act, 2013, received in writing a notice from a shareholder, proposing the candidature of Paul Lamontagne for the office of Independent Director.

The resolution seeks the approval of the shareholders for reappointment of Paul Lamontagne as an Independent Director of the Company for a term of five years w.e.f. December 17, 2025 upto December 16, 2030 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013, and the Rules made there under. He is not liable to retire by rotation.

The Company has received from Paul Lamontagne (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of The Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of The Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, confirming his eligibility for such re-appointment, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

In the opinion of the Board, Paul Lamontagne fulfils the conditions specified in the Companies Act, 2013 and Rules made thereunder for re-appointment as an Independent Director of the Company and is independent of the Management. A copy of the draft letter of re-appointment of Paul Lamontagne as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members in electronic form as per the instructions provided in the Notice

The Board considers that his continued association would be of immense benefit to the Company and it is in the interest of the Company to continue to avail the services of Paul Lamontagne as an Independent Director.

No director, key managerial personnel or their relatives, except Paul Lamontagne to whom the resolution relates, is

interested in or concerned with the resolution.

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

### Item No. 4

This explanatory statement is provided in accordance with Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

In accordance with Section 204 of the Companies Act 2013, read with the rules framed thereunder, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), every listed entity is required to undertake Secretarial Audit by a Peer Reviewed Secretarial Auditor who shall be appointed by the Members of the Company, on the recommendation of the Board of Directors, for a period of five consecutive years

Based on the recommendation of the Audit Committee, the Board, at its Meeting held on May 20, 2025, subject to the approval of the Members of the Company, approved appointment of Parameshwar G Hegde of Hegde & Hegde (Reg No FCS 1325/C. P. No. :640), Company Secretary in Practice as the Secretarial Auditor of the Company, for a term of five (5) consecutive financial years commencing from 2025-26 to Financial Year 2029-30.

Parameshwar G Hegde, Company Secretary-in-Practice, established in the year 1987, is a Fellow member of the ICSI, and in practice for over 35 years in the areas of corporate laws, SEBI/Securities market regulations, FEMA, FDI/ODI, RBI matters, collaborations, JVs, shareholders agreements, mergers & acquisitions, IPOs, ESOPS Startups, Industrial and Labour Laws etc. The firm is Peer Reviewed and Quality Reviewed by the Institute of the Company Secretaries of India. He holds a valid Peer Review Certificate issued by the Institute of Company Secretaries of India (ICSI). The practicing unit is also Quality Reviewed by the ICSI, ensuring the highest standards of professional practice and conduct.

Parameshwar G Hegde, Company Secretary in Practice had consented his appointment as the Secretarial Auditor of the Company and have confirmed that they fulfill the criteria as specified in Clause (a) of Regulation 24A (1A) of the SEBI Listing Regulations and have not incurred any of the disqualifications as specified by the Securities and Exchange Board of India.

Board of Directors based on recommendations of Audit Committee from time to time, will decide the remuneration payable to Parameshwar G Hegde (Reg No FCS 1325/C. P. No. :640), Company Secretary in Practice.

Accordingly, the consent of the Shareholders is sought for approval of the aforesaid appointment of the Secretarial Auditor.

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

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

**Additional information on Directors seeking Appointment / Re-appointment at the AGM pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)**

| Particulars                                                                                                                                         | Frédéric Lavoie                                                                                                                                              | Paul Lamontagne                                                                                                                                                                                                                                                                                                                       |
|-----------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Date of Birth                                                                                                                                       | 26-08-1976                                                                                                                                                   | 19-08-1959                                                                                                                                                                                                                                                                                                                            |
| Date of Appointment                                                                                                                                 | 09-07-2024                                                                                                                                                   | 17-12-2020                                                                                                                                                                                                                                                                                                                            |
| Qualifications                                                                                                                                      | Master of Business Administration (MBA) from Université Laval;<br>Chartered Financial Analyst (CFA)                                                          | Bachelor's degree in Arts from university of McGill, Montreal and master's degree in Business Administration from the Institut d'études politiques de Paris in France                                                                                                                                                                 |
| Expertise in specific functional areas                                                                                                              | Frédéric Lavoie has 21 years of experience in mergers, acquisitions and financings Areas of expertise: Finance, Media, Technology, Food and Beverage, Gaming | Paul Lamontagne is a business builder and global connector who brings tremendous passion to making an impact on the world. With deep experience in banking, private equity, venture capital, telecommunications and impact investing, Paul Lamontagne has a history of uncovering hidden gems.                                        |
| Directorships held in other companies (including foreign companies) as on date                                                                      | 1. Stingray Group Inc.,                                                                                                                                      | 1. Enablis Entrepreneurial Network South Africa NPC<br>2. Enablis Financial Corporation SA Proprietary Limited<br>3. Réseau QG100<br>4. OnMobile Global Spain SLU<br>5. OnMobile USA LLC<br>6. OnMobile Global Solutions Canada Limited<br>7. Technologies ROBO Inc.<br>8. OnMobile Europe BV SA<br>9. OnMobile Kenya Telecom Limited |
| Listed entities from which the director has resigned in the past three years                                                                        | NIL                                                                                                                                                          | NIL                                                                                                                                                                                                                                                                                                                                   |
| Disclosure of relationship between directors inter-se                                                                                               | Frédéric Lavoie is not related to any other Director of the Company                                                                                          | Paul Lamontagne 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                                                                                                                                                          | NIL                                                                                                                                                                                                                                                                                                                                   |

| Particulars                                                                                                                                               | Frédéric Lavoie | Paul Lamontagne                                                                                          |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|----------------------------------------------------------------------------------------------------------|
| Number of shares held in the Company including shareholding as a beneficial owner.                                                                        | NIL             | NIL                                                                                                      |
| 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              | Extensive experience in business strategy, banking, private equity, venture capital, telecommunications. |

For other details such as the number of meetings of the Board attended during the year, remuneration drawn and profile in respect of above directors, please refer to the Report on Corporate Governance which is part of the Annual Report.

#### Item Nos. 5 & 6

In terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) as amended, any transaction with a related party shall be considered material, if the transaction(s) entered into/to be entered into individually or taken together with the previous transactions during a financial year, exceeds Rs.1,000 crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, shall require prior approval of Members through resolution. The said limits are applicable even if the transactions are in the ordinary course of business of the concerned company and at an arm’s length basis.

Further, as per Regulation 2(1)(zc) of the SEBI Listing Regulations, the definition of Related Party Transaction (‘RPT’) includes a transaction involving a transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, regardless of whether a price is charged or not.

Based on the above applicable provisions and considering that 10% of the annual consolidated turnover of the Company as on March 31, 2025 amounts to INR 578.9 million, the materiality threshold for seeking shareholders’ approval has been determined. Accordingly, in line with this materiality threshold Company has assessed the related party transactions as material in nature. Accordingly, the Board of Directors based on recommendations of the Audit Committee, is seeking the approval of the Members for resolutions set out at item nos. 5 & 6 of this notice.

Details pursuant to SEBI Circular no SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 and the Revised Industry Standards on “Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions” are provided in Annexure - I and Annexure- II, for the resolutions set out at item nos. 5 & 6 of this notice respectively.

Francois Charles Sirois, Frederic Lavoie and Radhika Venugopal, Directors of the Company, are also the Directors on the Board of ONMO Inc. except to the extent of their directorship and shareholding in the Company and/or ONMO Inc., none of the Directors, Key Managerial Personnel, or their relatives are, in any way, concerned or interested in the resolutions.

The Board recommends the ordinary resolution set forth in Item No. 5 & 6 for the approval of the shareholders.

# Annexure – I

Details pursuant to SEBI Circular no SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June26, 2025 and the Revised Industry Standards on “Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions” are as follows:

## Item No-5 : Material related Party transactions with ONMO Inc. the subsidiary of the Company

| A(1) Basic details of the related party                      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                                                                                                                                                                         |                        |                                   |   |                                    |        |   |                               |       |   |                           |      |  |
|--------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|-----------------------------------|---|------------------------------------|--------|---|-------------------------------|-------|---|---------------------------|------|--|
| S. No.                                                       | Particulars of the information                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | Information provided by the management                                                                                                                                                                  |                        |                                   |   |                                    |        |   |                               |       |   |                           |      |  |
| 1.                                                           | Name of the related party                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | ONMO Inc.                                                                                                                                                                                               |                        |                                   |   |                                    |        |   |                               |       |   |                           |      |  |
| 2.                                                           | Country of incorporation of the related party                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | USA                                                                                                                                                                                                     |                        |                                   |   |                                    |        |   |                               |       |   |                           |      |  |
| 3.                                                           | Nature of business of the related party                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | Engaged in the business of telecom value added services, gaming and incidental software services                                                                                                        |                        |                                   |   |                                    |        |   |                               |       |   |                           |      |  |
| A(2) Relationship and ownership of the related party         |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                                                                                                                                                                         |                        |                                   |   |                                    |        |   |                               |       |   |                           |      |  |
| 4.                                                           | <p>Relationship between the listed entity/subsidiary<sup>1</sup> (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:</p> <ul style="list-style-type: none"> <li>Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.</li> <li>Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).</li> <li>Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).</li> </ul> | <p>Step down subsidiary of OnMobile Global Limited ('the Company').</p> <p>OnMobile USA LLC the wholly owned subsidiary of the Company holds 98.82 % shares in ONMO Inc.</p>                            |                        |                                   |   |                                    |        |   |                               |       |   |                           |      |  |
| A(3) Details of previous transactions with the related party |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                                                                                                                                                                         |                        |                                   |   |                                    |        |   |                               |       |   |                           |      |  |
| 5.                                                           | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                                                                                                                                                                         |                        |                                   |   |                                    |        |   |                               |       |   |                           |      |  |
|                                                              | <table border="1"> <thead> <tr> <th>S. No.</th> <th>Nature of Transactions</th> <th>FY 2024- 2025<br/>(in INR Million)</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Software license cost cross charge</td> <td>531.46</td> </tr> <tr> <td>2</td> <td>Manpower Cross charge revenue</td> <td>77.70</td> </tr> <tr> <td>3</td> <td>Reimbursement of Expenses</td> <td>1.67</td> </tr> </tbody> </table>                                                                                                                                                                                                                                                                                                                                                                                                                                                  | S. No.                                                                                                                                                                                                  | Nature of Transactions | FY 2024- 2025<br>(in INR Million) | 1 | Software license cost cross charge | 531.46 | 2 | Manpower Cross charge revenue | 77.70 | 3 | Reimbursement of Expenses | 1.67 |  |
| S. No.                                                       | Nature of Transactions                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | FY 2024- 2025<br>(in INR Million)                                                                                                                                                                       |                        |                                   |   |                                    |        |   |                               |       |   |                           |      |  |
| 1                                                            | Software license cost cross charge                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | 531.46                                                                                                                                                                                                  |                        |                                   |   |                                    |        |   |                               |       |   |                           |      |  |
| 2                                                            | Manpower Cross charge revenue                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | 77.70                                                                                                                                                                                                   |                        |                                   |   |                                    |        |   |                               |       |   |                           |      |  |
| 3                                                            | Reimbursement of Expenses                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | 1.67                                                                                                                                                                                                    |                        |                                   |   |                                    |        |   |                               |       |   |                           |      |  |
| 6.                                                           | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | <p>INR 18.28 million</p> <p>Manpower Cross charge revenue (cost cross charged to ONMO Inc. from the Company)</p>                                                                                        |                        |                                   |   |                                    |        |   |                               |       |   |                           |      |  |
| 7.                                                           | Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | No, default made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year. |                        |                                   |   |                                    |        |   |                               |       |   |                           |      |  |

| A(4) Amount of the proposed transaction(s) |                                                                                                                                                                                                                                                                                |                                                         |
|--------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------|
| 8.                                         | Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.                                                                                                                                                             | INR 2500 million                                        |
| 9.                                         | Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?                                                                               | Yes                                                     |
| 10.                                        | Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year                                                                                                                            | 43.23%                                                  |
| 11.                                        | Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)                   | NA                                                      |
| 12.                                        | Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available. | 1286.41%<br>(as per consolidated turnover of ONMO Inc.) |
| 13.                                        | Financial performance of the related party for the immediately preceding financial year:                                                                                                                                                                                       |                                                         |
|                                            | <b>Particulars</b>                                                                                                                                                                                                                                                             | <b>FY 2024-25<br/>(in INR Million)</b>                  |
|                                            | Turnover                                                                                                                                                                                                                                                                       | 194.34                                                  |
|                                            | Profit After Tax                                                                                                                                                                                                                                                               | (604.13)                                                |
|                                            | Net worth                                                                                                                                                                                                                                                                      | 1246.99                                                 |

| A(5) Basic details of the proposed transaction |                                                                                                                                                                                                   |                                                                                                                                                                                                                                                                                                                                                                           |
|------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 14.                                            | Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)                                                                  | Services provided and/or rendered                                                                                                                                                                                                                                                                                                                                         |
| 15.                                            | Details of each type of the proposed transaction                                                                                                                                                  | i. Cross charge revenue INR 500 million,<br>ii. Reimbursements & Cost allocation INR 1500 million,<br>iii. Sale or Purchase of Fixed Assets INR 500 million                                                                                                                                                                                                               |
| 16.                                            | Tenure of the proposed transaction (tenure in number of years or months to be specified)                                                                                                          | Perpetual i.e. the Agreement shall become binding upon its signature by both the parties and shall remain in full force and effect unless it is terminated by either of the parties to the agreement.                                                                                                                                                                     |
| 17.                                            | Whether omnibus approval is being sought?                                                                                                                                                         | Yes                                                                                                                                                                                                                                                                                                                                                                       |
| 18.                                            | Value of the proposed transaction during a financial year.<br><br>If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise. | INR 2500 million                                                                                                                                                                                                                                                                                                                                                          |
| 17.                                            | Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity                                                                                             | Arrangement is commercially beneficial, and in furtherance of business of the Company.                                                                                                                                                                                                                                                                                    |
| 20.                                            | Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.                                     | Francois Charles Sirois, Frederic Lavoie, and Radhika Venugopal, Directors of the Company, are also the Directors on the Board of ONMO Inc. except to the extent of their directorship and shareholding in the Company and/or ONMO Inc., none of the Directors, Key Managerial Personnel, or their relatives are, in any way, concerned or interested in the transaction. |

|     |                                                                                                             |    |
|-----|-------------------------------------------------------------------------------------------------------------|----|
| 21. | A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee. | NA |
| 22. | Other information relevant for decision making.                                                             | No |

**B(1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transactions and trade advances**

|     |                                                                                                                                                                                                                                            |                                                                                                     |
|-----|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|
| 23. | Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.                                                                                                                          | No                                                                                                  |
| 24. | Basis of determination of price.                                                                                                                                                                                                           | i. Cross charge revenue :- Cost + 15% markup<br>ii. Reimbursements & Cost allocation :- actual Cost |
| 25. | In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following: | NA                                                                                                  |

**B(2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the Company or its subsidiary**

NA

**B (3) Disclosure only in case of transactions relating to investment made by the Company or its subsidiary**

NA

**B(4) Disclosure only in case of guarantee (including performance guarantee in nature of security / contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the Company or its subsidiary.**

NA

**B(5) Disclosure only in case of transactions relating to borrowings by the Company or its subsidiary**

NA

**B(6) Disclosure only in case of transactions relating to transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the Company or disposal of shares of subsidiary or associate**

|     |                                                                                                                                                                                      |                                                                                                                                  |
|-----|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------|
| 26. | Bidding or other process, if any, applied for choosing a party for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity.         | No                                                                                                                               |
| 27. | Basis of determination of price.                                                                                                                                                     | Current book value.                                                                                                              |
| 28. | Reasons for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate.               | Idle Fixed assets transferred to the subsidiary on requirement basis instead of new asset purchase, to save the additional cost. |
| 29. | Financial track record of the subsidiary / undertaking that is being sold (in case of sale of undertaking, segment level data to be provided) during the last three financial years: | NA                                                                                                                               |
| 30. | Expected financial impact on the consolidated turnover, net worth and net profits of the listed entity or its subsidiary due to sale of the subsidiary / undertaking.                | No, material impact on turnover, net worth, net profit of the Company.                                                           |
|     | a. Expected impact on turnover                                                                                                                                                       |                                                                                                                                  |
|     | b. Expected impact on net worth                                                                                                                                                      |                                                                                                                                  |
|     | c. Expected impact on net profit                                                                                                                                                     |                                                                                                                                  |

**B(7) Disclosure only in case of transactions relating to payment of royalty**

NA

**C(1) Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the Company or its subsidiary**

NA

**C(2) Disclosure only in case of transactions relating to any investment made by the Company entity or its subsidiary**

NA

**C(3) Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/ contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the Company or its subsidiary**

NA

**C(4) Disclosure only in case of transactions relating to borrowings by the Company or its subsidiary**

NA

**C(5) Disclosure only in case of transactions relating to sale, lease, or disposal of assets of subsidiary or of unit, division or undertaking of the Company or disposal of shares of subsidiary or associate**

|     |                                                                                                                                                                                                                                                             |    |
|-----|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|
| 31. | Details of earlier sale, lease or disposal of assets of the same subsidiary or of the unit, division or undertaking of the listed entity or disposal of shares of the same subsidiary or associate to any related party during the preceding twelve months. | NA |
| 32. | Whether the transaction would result in issue of securities or consideration in kind to a related party? If yes, please share the relevant details.                                                                                                         | No |
| 33. | Would the transaction result in eliminating a segment reporting by the listed entity or any of its subsidiary?                                                                                                                                              | No |
| 34. | Does it involve transfer of key intangible assets or key customers which are critical for continued business of the listed entity or any of its subsidiary?                                                                                                 | No |
| 35. | Are there any other major non-financial reasons for going ahead with the proposed transaction?                                                                                                                                                              | No |

**C(6) Disclosure only in case of transactions relating to payment of royalty**

NA

## Annexure – II

Details pursuant to SEBI Circular no SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June26, 2025 and the Revised Industry Standards on “Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions” are as follows:

**Item No-6 : Material related party transactions between OnMobile USA LLC and ONMO Inc. the Subsidiaries of the Company**

| A(1) Basic details of the related party                      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                                                                                                                                                                       |
|--------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| S .<br>No.                                                   | Particulars of the information                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | Information provided by the management                                                                                                                                                                |
| 1.                                                           | Name of the related party                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | ONMO Inc.                                                                                                                                                                                             |
| 2.                                                           | Country of incorporation of the related party                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | USA                                                                                                                                                                                                   |
| 3.                                                           | Nature of business of the related party                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | Engaged in the business of telecom value added services, gaming and incidental software services                                                                                                      |
| A(2) Relationship and ownership of the related party         |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                                                                                                                                                                       |
| 4.                                                           | <p>Relationship between the listed entity/subsidiary1 (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:</p> <ul style="list-style-type: none"> <li>• Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.</li> <li>• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).</li> <li>• Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).</li> </ul> | <p>ONMO Inc. Subsidiary of Onmobile USA LLC</p> <p>OnMobile USA LLC holds 98.82 % shares in ONMO Inc.</p>                                                                                             |
| A(3) Details of previous transactions with the related party |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                                                                                                                                                                       |
| 5.                                                           | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                                                                                                                                                                                       |
| <b>S. No.</b>                                                | <b>Nature of Transactions</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | <b>FY 2024-25<br/>(in INR Million)</b>                                                                                                                                                                |
| 1                                                            | Interest cost cross charge to ONMO Inc                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | 70.49                                                                                                                                                                                                 |
| 2                                                            | Interest on loan received from ONMO Inc.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | 2.81                                                                                                                                                                                                  |
| 3                                                            | Loan received from ONMO Inc.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | 269.28                                                                                                                                                                                                |
| 6.                                                           | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | <p>i. Interest cost cross charge to ONMO Inc. INR 16.36 million,</p> <p>ii. Interest on loan received from ONMO Inc. INR 3.99 million,</p> <p>iii. Loan received from ONMO Inc. INR 64.41 million</p> |

|    |                                                                                                                                                                                                                  |                                                                                                                                                                                                         |
|----|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 7. | Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year. | No, default made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year. |
|----|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

#### A(4) Amount of the proposed transaction(s)

|     |                                                                                                                                                                                                                                                                                |                                                         |
|-----|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------|
| 8.  | Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.                                                                                                                                                             | INR 1000 million                                        |
| 9.  | Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?                                                                               | Yes                                                     |
| 10. | Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year                                                                                                                            | 17.29 %                                                 |
| 11. | Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)                   | 2275.83 %                                               |
| 12. | Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available. | 514.56 %<br>(as per consolidated turnover of ONMO Inc.) |
| 13. | Financial performance of the related party for the immediately preceding financial year:                                                                                                                                                                                       |                                                         |
|     | <b>Particulars</b>                                                                                                                                                                                                                                                             | <b>FY 2024-2025<br/>(in INR million)</b>                |
|     | Turnover                                                                                                                                                                                                                                                                       | 194.34                                                  |
|     | Profit After Tax                                                                                                                                                                                                                                                               | (604.13)                                                |
|     | Net worth                                                                                                                                                                                                                                                                      | 1246.99                                                 |

#### A(5) Basic details of the proposed transaction

|     |                                                                                                                                                                                                   |                                                                                                                                                                                                               |
|-----|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 14. | Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)                                                                  | Services provided and/or rendered                                                                                                                                                                             |
| 15. | Details of each type of the proposed transaction                                                                                                                                                  | Loan                                                                                                                                                                                                          |
| 16. | Tenure of the proposed transaction (tenure in number of years or months to be specified)                                                                                                          | Agreement between the parties shall remain in effect for a term of 1 year from the Effective Date (i.e. April 01, 2023) and shall be automatically renewed for subsequent term of 1 year each by the Parties. |
| 17. | Whether omnibus approval is being sought?                                                                                                                                                         | Yes                                                                                                                                                                                                           |
| 18. | Value of the proposed transaction during a financial year.<br><br>If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise. | INR 1000 million                                                                                                                                                                                              |
| 19. | Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity                                                                                             | Arrangement is commercially beneficial, and in furtherance of business of the Company.                                                                                                                        |

|     |                                                                                                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                              |
|-----|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 20. | Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.<br><br>Explanation: Indirect interest shall mean interest held through any person over which an individual has control. | Francois Charles Sirois, and Radhika Venugopal, Directors of OnMobile USA LLC, are also the Directors on the Board of ONMO Inc. Except to the extent of their directorship, none of the Directors, Key Managerial Personnel, or their relatives are, in any way, concerned or interested in the transaction. |
| 21. | A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.                                                                                                                                                                           | NA                                                                                                                                                                                                                                                                                                           |
| 22. | Other information relevant for decision making.                                                                                                                                                                                                                                       | NA                                                                                                                                                                                                                                                                                                           |

**B(1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transactions and trade advances**

NA

**B(2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the Company or its subsidiary**

|     |                                                                                                                         |                      |
|-----|-------------------------------------------------------------------------------------------------------------------------|----------------------|
| 23. | Source of funds in connection with the proposed transaction.                                                            | Inter Corporate Loan |
| 24. | Where any financial indebtedness is incurred to give loan, inter- corporate deposit or advance, specify the following.  | No                   |
| 25. | Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.             | NA                   |
| 26. | Proposed interest rate to be charged by listed entity or its subsidiary from the related party.                         | 5% p.a               |
| 27. | Maturity / due date                                                                                                     | Repayable on demand  |
| 28. | Repayment schedule & terms                                                                                              | Repayable on demand  |
| 29. | Whether secured or unsecured?                                                                                           | Unsecured Loan       |
| 30. | If secured, the nature of security & security coverage ratio                                                            | NA                   |
| 31. | The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction. | Working Capital      |

**B (3) Disclosure only in case of transactions relating to investment made by the Company or its subsidiary**

NA

**B(4) Disclosure only in case of guarantee (including performance guarantee in nature of security / contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the Company or its subsidiary.**

NA

**B(5) Disclosure only in case of transactions relating to borrowings by the Company or its subsidiary**

NA

**B(6) Disclosure only in case of transactions relating to transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the Company or disposal of shares of subsidiary or associate**

NA

**B(7) Disclosure only in case of transactions relating to payment of royalty**

NA

**C(1) Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the Company or its subsidiary**

|     |                                                                                                                                                                      |            |
|-----|----------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|
| 32. | Latest credit rating of the related party                                                                                                                            | NA         |
| 33. | Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. | No default |

C(2) Disclosure only in case of transactions relating to any investment made by the Company entity or its subsidiary

NA

C(3) Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/ contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the Company or its subsidiary

NA

C(4) Disclosure only in case of transactions relating to borrowings by the Company or its subsidiary

NA

C(5) Disclosure only in case of transactions relating to sale, lease, or disposal of assets of subsidiary or of unit, division or undertaking of the Company or disposal of shares of subsidiary or associate

NA

C(6) Disclosure only in case of transactions relating to payment of royalty

NA

By Order of the Board of Directors  
For OnMobile Global Limited

Sd/-  
P V Varaprasad  
Company Secretary

Date: August 13, 2025

Place: Bengaluru

**Regd. Office:**

OnMobile Global Limited,  
E City, Tower-1, No.94/1 C & 94/2,  
Veerasandra Village, Attibele Hobli,  
Anekal Taluk, Electronic city Phase -1,  
Bangalore - 560100, Karnataka, India  
CIN: L64202KA2000PLC027860

**THE INTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING AND ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

**Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

**Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

- (i) The voting period begins on Friday, September 19, 2025 at 9.00 a.m. IST and ends on Monday, September 22, 2025 at 5.00 p.m. IST. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 16, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public

non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode with CDSL/NSDL is given below:

| Type of shareholders                                                          | Login Method                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
|-------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders holding securities in Demat mode with CDSL Depository | <ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are requested to visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and My Easi New (Token) Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol> |

| Type of shareholders                                                          | Login Method                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
|-------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders holding securities in demat mode with NSDL Depository | <ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. CDSL and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. CDSL and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>4) For OTP based login you can click on <a href="https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsd.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 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.</li> </ol> |

|                                                                                                             |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
|-------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP) | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. CDSL and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |
|-------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

| Login type                                                         | Helpdesk details                                                                                                                                                                                                           |
|--------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders holding securities in Demat mode with 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. 1800 21 09911 |
| Individual Shareholders holding securities in Demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000     |

**Step 2 :** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - 2) Click on "Shareholders/ Members" module.
  - 3) Now enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - 4) Next enter the Image Verification as displayed and Click on Login.
  - 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
  - 6) If you are a first time user, follow the steps given below:

| <b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b> |                                                                                                                                                                                                                                                                                                                                         |
|--------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| PAN                                                                                              | <p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).</p> <p>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</p> |
| Dividend Bank Details<br><b>OR</b> Date of Birth (DOB)                                           | <p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <p>If both the details are not recorded with the depository or Company, please enter the member id / folio number in the Dividend Bank details field.</p>                 |

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the Electronic Voting Sequence Number (EVSN) for OnMobile Global Limited on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes casted by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) Additional facility of remote e-voting for Non – Individual Shareholders and Custodians- For Remote Voting only.
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are

required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [scrutinizeronmobile@gmail.com](mailto:scrutinizeronmobile@gmail.com) and [Investors@onmobile.com](mailto:Investors@onmobile.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

#### **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that participants connecting from Mobile devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss

due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID /folio number, PAN, Mobile number to [Investors@onmobile.com](mailto:Investors@onmobile.com) from Tuesday September 09, 2025 (9.00 a.m. IST) to Saturday September 13, 2025 (5.00 p.m. IST).

The shareholders who do not wish to speak during the AGM but have queries may send their queries from their registered email address on or before Saturday September 13, 2025 mentioning their name, demat account number/folio number, mobile number to [Investors@onmobile.com](mailto:Investors@onmobile.com). These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

#### **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES/ MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR VOTING AND ATTENDING THE AGM FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

- (i) For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card) by email to Company [Investors@onmobile.com](mailto:Investors@onmobile.com) / RTA [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com).
- (ii) For Demat shareholders -Please update your email id & mobile no. with your respective Depository Participant (DP)

(iii) For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 21 09911.

## SHAREHOLDER INSTRUCTIONS FOR E-VOTING

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write

### Information at Glance:

In order to enable ease of participation of the Members, we are providing below key details regarding the meeting for ready reference:

| Sl. No. | Particulars                                                                                | Details                                                                                                                                                                                                                                                                                                                                                                                  |
|---------|--------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.      | Time and date of AGM                                                                       | Tuesday, September 23, 2025 at 4.00 p.m. IST                                                                                                                                                                                                                                                                                                                                             |
| 2.      | Link for live webcast of the Annual General Meeting and for participation through VC/ OAVM | Shareholders may refer to the instructions provided for e-voting and attending the AGM through VC/OAVM                                                                                                                                                                                                                                                                                   |
| 3.      | Link for remote e-voting                                                                   |                                                                                                                                                                                                                                                                                                                                                                                          |
| 4.      | Username and password for VC/ OAVM                                                         |                                                                                                                                                                                                                                                                                                                                                                                          |
| 5.      | Helpline number for VC/OAVM participation and e-voting                                     | Contact CDSL write to <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact Nitin Kunder (022- 23058738) or Mehboob Lakhani (022-23058543) or Rakesh Dalvi (022-23058542).<br>Contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |
| 6.      | Cut-off date for e-voting eligibility                                                      | Tuesday, September 16, 2025                                                                                                                                                                                                                                                                                                                                                              |
| 7.      | Time period for remote e-voting                                                            | Friday, September 19, 2025 at 9.00 a.m. IST and ends on Monday September 22, 2025 at 5.00 p.m. IST                                                                                                                                                                                                                                                                                       |
| 8.      | Book closure dates                                                                         | Wednesday, September 17, 2025 to Tuesday, September 23, 2025 (both days inclusive)                                                                                                                                                                                                                                                                                                       |
| 9.      | Link for Members to temporarily update e-mail address                                      | <a href="https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx">https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx</a>                                                                                                                                                                                                                                |
| 10.     | Last date for publishing results of the e-voting                                           | Thursday, September 25, 2025                                                                                                                                                                                                                                                                                                                                                             |
| 11.     | Registrar and Share Transfer Agent contact Details                                         | Rajitha C, Vice President<br>(Unit: OnMobile Global Limited)<br>KFin Technologies Limited<br>E-mail: <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a><br>Toll Fee No. : 1-800-309-4001                                                                                                                                                                             |
| 12.     | OnMobile's contact details                                                                 | Email ID: <a href="mailto:investors@onmobile.com">investors@onmobile.com</a><br>Contact No.: 080 4009 6000                                                                                                                                                                                                                                                                               |