



ONMOBILE GLOBAL LIMITED
Tower #1, 94/1 C & 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 30, 2024

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

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

Dear Sir/Madam,

Sub: Notice of 24th 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 24th Annual General Meeting ('AGM') of OnMobile Global Limited is scheduled to be held on Wednesday, September 25, 2024 at 4.00 p.m. IST through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM') pursuant to the General Circular Numbers 09/2023 dated 25th September 2023, 10/2022 dated 28th December 2022, 02/2022 dated 05th May, 2022, and 02/2021 dated 13th January, 2021 read with 20/2020 dated 05th May 2020, 14/2020 dated 08th April 2020, 17/2020 dated 13th 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 12th May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023, issued by the Securities and Exchange Board of India.

Copy of the Notice of 24th AGM is enclosed.

Kindly take the same on record.

Thanking you,

Yours sincerely,
For OnMobile Global Limited

P V Varaprasad
Company Secretary

Encl: a/a

Notice of the 24th Annual General Meeting

Notice is hereby given that the 24th Annual General Meeting ('AGM') of the Members of OnMobile Global Limited will be held on Wednesday, September 25, 2024 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, 2024 and the reports of the Board of Directors ('Board's Report') and auditors thereon.

Item No. 2: Appointment of François-Charles Sirois as a Director liable to retire by rotation

To appoint a Director in place of François-Charles Sirois (DIN: 06890830) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

Item No. 3: Re-appointment of François-Charles Sirois as 'Executive Chairman and CEO' of the Company and payment of remuneration thereof

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

"RESOLVED THAT pursuant to provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to the approval of the Central Government as may be required, approval of the Company be and is hereby accorded to the re-appointment of François-Charles Sirois (DIN 06890830) as the 'Executive Chairman and CEO' of the Company, for a period of Five (5) years w.e.f November 1, 2024 to October 31, 2029, on the remuneration and other terms and conditions as set out hereunder and the said remuneration be paid for a period of three (3) years commencing from November 1, 2024 to October 31, 2027 in terms of proviso to Section II of Part II of Schedule V of the Companies Act, 2013:

Fixed Compensation (FC): INR 4,000,000/- (equivalent of USD 50,000 approximately) per annum

Other Terms and Conditions: As per the Companies policies from time to time

RESOLVED FURTHER THAT notwithstanding anything herein above stated where in any financial year closing on or after

March 31, 2024, during the tenure of François-Charles Sirois as 'Executive Chairman and CEO' of the Company, the Company incurs loss or its profits are inadequate, the Company shall pay to François-Charles Sirois the said remuneration by way of salary, bonus and other allowances as a minimum remuneration irrespective of whether the same exceeds or not the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration for a period not exceeding three (3) years from the date of appointment.

RESOLVED FURTHER THAT the Board of Directors on the recommendation of the Nomination and Compensation Committee of the Board be and is hereby authorized to revise, enhance, alter and vary the terms and conditions of the appointment and/or remuneration, including annual increment(s), if any, from time to time subject to the provisions of the Companies Act, 2013 and to do all such acts, deeds, matters and things as may be deemed fit to give effect to the above resolution without being required to seek any further consent or approval of the Members of the Company.

Item No. 4: Appointment of François-Charles Sirois, Executive Chairman and CEO of the Company as President in OnMobile Global Spain S.L., wholly owned subsidiary 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 Section 188 and other applicable provisions of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory amendment, modification or re-enactment thereof), approval of the Company be and is hereby accorded for appointment of François-Charles Sirois, Executive Chairman and CEO of the Company as President in **OnMobile Global Spain S.L.**, wholly owned subsidiary of the Company, and thereby his holding the office or place of profit as such in the subsidiary company within the meaning of Section 188 of the Companies Act, 2013 for a period of five (5) years w.e.f June 27, 2024 or from the date on which he gets employment visa in Spain, at a total remuneration of EURO 346,000 (equivalent of USD 370,007 approximately) per annum, to be paid by way of fixed and variable pay, allowances or otherwise either monthly or quarterly or annually as may be decided by the Board of Directors and other facilities including guest house accommodation as per the policies of the subsidiary from time to time.

RESOLVED FURTHER THAT approval of the Company be and is hereby accorded for appointment of François-Charles Sirois, Executive Chairman and CEO of the Company as a 'Director' on the Board of **OnMobile Global Spain S.L.**, wholly owned

subsidiary of the Company, with effect from the date on which he gets the resident status in Spain.

RESOLVED FURTHER THAT the Board of Directors on the recommendation of the Nomination and Compensation Committee of the Board be and is hereby authorized to revise, enhance, alter and vary the terms and conditions of the appointment and/or remuneration, including annual increment(s), if any, from time to time subject to the provisions of the Companies Act, 2013 and to do all such acts, deeds, matters and things as may be deemed fit to give effect to the above resolution without being required to seek any further consent or approval of the Members of the Company."

Item No. 5: Appointment of Frédéric Lavoie as a Director

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

Date: July 31, 2024
Place: Bengaluru

Regd. Office:

OnMobile Global Limited,
Tower #1, 94/1C & 94/2,
Veerasandra Village, Attibele Hobli,
Anekal Taluk, Electronic City Phase-1,
Bengaluru- 560100, Karnataka, India
CIN: L64202KA2000PLC027860

"RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Frédéric Lavoie (DIN 10696924), who was appointed as an additional director by the Board of Directors w.e.f. July 09, 2024 pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this AGM and in respect of whom the Company has received a notice in writing under Section 160(1) of the Companies Act, 2013 from a member proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

By Order of the Board of Directors
For OnMobile Global Limited

Sd/-
P V Varaprasad
Company Secretary

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 and 09/2023 dated 25th September 2023 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 and subsequent circulars issued in this regard, the latest being October 7, 2023 ('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. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
4. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
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 25, 2024. Members seeking to inspect such documents can send an email to Investors@onmobile.com
7. **The Register of Members and Share Transfer Books of the Company shall remain closed from September 19, 2024 to September 25, 2024 (both days inclusive) for the purpose of 24th 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 and also on the website of the Ministry of Corporate Affairs (MCA) viz <https://www.iepf.gov.in/>

13. 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 Saturday, September 21, 2024 at 9.00 a.m. IST and ends on Tuesday, September 24, 2024 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 18, 2024 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 18, 2024.
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 2023-24, the Notice of the 24th 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's, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA, KFin Technologies Limited at inward.ris@kfintech.com, to receive copies of the Annual Report 2023-24 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 inward.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

Type of holder	Process to be followed	
	Declaration to opt out	Form ISR-3
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of Nominee	Form SH-14
	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 https://www.onmobile.com/investors/investor_services and RTA at https://ris.kfintech.com/clientservices/isc/isrforms.aspx	
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 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/aqfiles/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. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://www.onmobile.com/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at <https://www.bseindia.com/> and <https://www.nseindia.com/> respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.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 27, 2024. The results declared along with the consolidated Scrutinizer's report shall be placed on the website of the Company www.onmobile.com and on the website of CDSL 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

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

The shareholders at their AGM held on September 22, 2022 approved the payment of remuneration INR 4,000,000 per annum to François-Charles Sirois (DIN 06890830), Executive Chairman of the Company, for remaining period of two (2) years of his current tenure commencing from November 1, 2022 to October 31, 2024 in terms of proviso to Section II of Part II of Schedule V of the Companies Act, 2013.

Further, the Central Government vide letter dated November 20, 2023 has accorded its approval for his appointment as Whole Time Director (i.e. Executive Chairman) valid upto October 31, 2024 under section 196 read with Clause (e) of Part (I) of Schedule V of the Companies Act, 2013, subjected to the condition that he holds a valid Employment visa throughout his tenure in

India.

Subsequent to the resignation of Sanjay Baweja from the position of the Managing Director and Chief Executive Officer, the Nomination and Compensation Committee at their meeting held on March 6, 2024, considering the fact that François-Charles Sirois, Executive Chairman has been intimately involved with the Company for the past several years, and is very familiar with plans and people of the Company, recommended the appointment of Francois-Charles Sirois, Executive Chairman as Chief Executive Officer and re-designate as 'Executive Chairman and CEO' of the Company.

The current tenure of Francois Charles Sirois as Executive Chairman and CEO in the Company is coming to end on October 31, 2024.

The Board of Directors of the Company at the meeting held on May 14, 2024, based on the recommendation of the Nomination and Compensation Committee subject to approval of the shareholders and approval of the Central Government as may be required, have re-appointed Francois Charles Sirois as Executive Chairman & CEO of the Company for a further period of five years w.e.f November 1, 2024 to October 31, 2029 on the remuneration and other terms and conditions of appointment as stated in the resolution.

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

I. General information:

(1)	Nature of industry	Mobile Entertainment Services. OnMobile provides mobile entertainment products & solutions such as Tones and Videos & Editorial to telecom operators and media companies. Outside this traditional core, OnMobile focused on building cutting-edge Mobile Gaming products such as ONMO & Challenges Arena which would be taken to market through B2B and D2C channels.		
(2)	Date or expected date of commencement of commercial production	Year 2000 (Date of Incorporation : September 27, 2000)		
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable		
(4)	Financial performance based on given indicators	Rs. in Millions		
		Particular	2023-24	2022-23
		Turnover	1671.11	2105.57
		Profit after Tax	29.07	(20.80)
(5)	Foreign investments or collaborations, if any.	(No. of Shares)		
		Particulars	FY 2023-24	FY 2022-23
		Foreign Nationals	102,376	252,376
		Companies	50,923,703	50,923,703
		Foreign Portfolio Investors	1,220,272	1,010,508
		NRIs	1,293,332	1,667,852

II. Information about the re-appointee

1.	Background details	<p>François-Charles Sirois holds a Bachelor of Business Administration, options in finance and marketing, HEC Montreal. François-Charles Sirois is the President and CEO of Telesystem, a global media and technology holding company. He is also the President and Chief Executive Officer of OnMobile Systems Inc., the largest shareholder of OnMobile. François-Charles has about 25 years of experience in corporate mergers, acquisitions and financing. His entrepreneurship, expertise and talent for developing successful joint ventures with innovative partners have enabled Telesystem to leverage the momentum in the media and technology industry. Before joining Telesystem, François-Charles founded and helmed up 2 technologies, Microcell i5 and Masq.</p> <p>He currently serves on the Boards of OnMobile Systems Inc., Telesystem Ltd., Stingray Group Inc., OnMobile USA LLC., and ONMO, Inc.</p>												
2.	Past remuneration	<p>The details of remuneration drawn by François-Charles Sirois, in the preceding three financial years is given below:</p> <table border="1" data-bbox="691 830 1455 986"> <thead> <tr> <th>Financial year</th> <th>Designation</th> <th>Remuneration (In Rs.)*</th> </tr> </thead> <tbody> <tr> <td>2023-24</td> <td>Executive Chairman**</td> <td>4,000,000</td> </tr> <tr> <td>2022-23</td> <td>Executive Chairman</td> <td>4,000,000</td> </tr> <tr> <td>2021-22</td> <td>Executive Chairman</td> <td>4,000,000</td> </tr> </tbody> </table> <p>*The above remuneration does not include the remuneration drawn by François-Charles Sirois from OnMobile Global Solutions Canada Limited, wholly owned subsidiary of the Company.</p> <p>**Appointed as a Chief Executive Officer and re-designated as 'Executive Chairman and CEO' w.e.f March 7, 2024.</p>	Financial year	Designation	Remuneration (In Rs.)*	2023-24	Executive Chairman**	4,000,000	2022-23	Executive Chairman	4,000,000	2021-22	Executive Chairman	4,000,000
Financial year	Designation	Remuneration (In Rs.)*												
2023-24	Executive Chairman**	4,000,000												
2022-23	Executive Chairman	4,000,000												
2021-22	Executive Chairman	4,000,000												
3.	Recognition or awards	Well recognised expert in his respective domain.												
4.	Job profile and his suitability	<p>François-Charles Sirois has been playing a central role in developing the long term strategic plan for OnMobile Global to oversee its implementation in a phased manner. He has been playing a key role in implementing organisational transformation, conceptualising innovative products, developing marketing strategies and international business development.</p> <p>In addition, he has been contributing his expertise in digital media as well as guide the OnMobile teams on matters pertaining to content procurement and sourcing on a global scale. François-Charles Sirois, by virtue of his vast expertise in steering numerous companies through growth cycles, has the leadership skills and domain knowledge to lead OnMobile into the next phase of its growth.</p>												
5.	Remuneration proposed	As proposed above in resolution set forth in Item No. 3												
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The proposed remuneration is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and nature of its business												

7.	Pecuniary relationship directly or indirectly with the Company, or relation with the managerial personnel, if any.	<p>François-Charles Sirois has no pecuniary relationship either directly or indirectly with the Company and he is not related to any director of the company, except that</p> <ul style="list-style-type: none"> - he is the Executive Chairman & CEO of the Company, - he holds an office or place of profit as 'President' in OnMobile Global Spain S.L., wholly owned subsidiary of the Company, and - he represents the promoter of the Company i.e. OnMobile Systems Inc. and is also a director therein.
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III. Other Information

1.	Reasons of loss or inadequate profits	The Company has adequate profit for the financial year ending March, 31, 2024. However, the statement of information as per Section II of Part II of Schedule V of Companies Act, 2013 is being furnished in order to facilitate payment of minimum remuneration in the event of inadequate profits, if any during the tenure of François-Charles Sirois.
2.	Steps taken or proposed to be taken for improvement	<ol style="list-style-type: none"> 1. Rationalization of manpower and operating expenses in order to leverage higher capacity. 2. Transformation in the Management team to make the organization more cost-effective, entrepreneurial, agile, efficient and dynamic. 3. Identifying and closing down of loss-making entities / offices globally. 4. Driving the Company's business growth with cutting-edge Mobile Gaming products viz. ONMO & Challenges Arena through B2B and D2C channels.
3.	Expected increase in productivity and profits in measurable terms	Over the last one-year profitability of the Company on Standalone basis has gone from Rs. (20.80) million in FY 2022-23 to Rs. 29.07 million in FY 2023-24. Financials on a standalone and consolidated basis are expected to improve further in the future years.

François-Charles Sirois being a Canadian Citizen is not a resident of India at the time of re-appointment. His re-appointment is subject to approval of the Central Government pursuant to Schedule V of Companies Act, 2013.

Copy of the draft letter of re-appointment of François-Charles Sirois as Executive Chairman and CEO of the Company setting out the terms and conditions of re-appointment is available for inspection by members at the Registered Office of the Company.

The resolution seeks the approval of the shareholders for re-appointment of François-Charles Sirois as Executive Chairman and CEO of the Company for a period of 5 years from November 1, 2024 to October 31, 2029 and payment of

proposed remuneration for a period of 3 years in terms of Proviso to Section II of Part II of Schedule V of the Companies Act, 2013.

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

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

Item No. 4

The Board of directors at their meeting held on May 24, 2019 approved to appoint Francois Charles Sirois as a Director/ Manager/ Consultant/ Employee in OnMobile Global Solution

Canada Limited, wholly owned subsidiary of the Company for a period of 5 years with effect from October 01, 2019.

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

Consequent to resignation of Sanjay Baweja from the position of the Managing Director and Chief Executive Officer, (KMP) the Nomination and Compensation Committee at their meeting held on March 6, 2024, recommended the appointment of Francois Charles Sirois, Executive Chairman as Chief Executive Officer of the Company w.e.f March 7, 2024. Further, the Nomination and Compensation Committee recommended to the Board that the aggregate remuneration payable to François-Charles Sirois as follows:

	Current	Revised
From OnMobile	INR 4,000,000	INR 4,000,000 (i.e. USD 50,000)
From OnMobile Global Solutions Canada Limited	USD 192,000	USD 300,000

After considering the recommendations of the Nomination and Compensation Committee, the Board of Directors approved the same in the meeting held on March 6, 2024. The Audit Committee at the meeting held on May 14, 2024 approved the proposal of said revision of remuneration.

Shareholders through Postal Ballot resolution dated June 19, 2024 approved for revision of remuneration of Francois Charles Sirois from OnMobile Global Solutions Canada Limited w.e.f. March 7, 2024 till September 30, 2024 (remaining tenure in OnMobile Global Solutions Canada Limited).

Further, Francois Charles Sirois is re-locating from Canada to Spain and would cease to be a tax resident of Canada from June 21, 2024. He would discontinue from the Board and services of OnMobile Global Solutions Canada Limited w.e.f. June 21, 2024 and would join OnMobile Global Spain S.L designated as 'President' for a period of 5 years w.e.f. June 27, 2024 or a subsequent date subject to grant of employment visa in Spain at a total remuneration of EURO 346, 000 (equivalent of USD 370,007 approximately) per annum and other facilities including guest house accommodation as per the policies of the subsidiary from time to time. Francois Charles Sirois would join the Board of OnMobile Global Spain S.L after he gets the resident status in Spain.

The Nomination and Compensation Committee by resolution dated June 24, 2024 approved and recommended the above proposal.

François-Charles Sirois is a related party as per Section 2(76) (i) of the Companies Act, 2013. As per Section 177(4) (iv) of the Companies Act, 2013 the Audit Committee by resolution dated June 26, 2024, approved and recommended the above proposal.

Pursuant to the provisions of Section 188(1)(f) of the Companies Act, 2013 read with Rule 15(3) of the Companies (Meeting of Board and its Powers) Rules, 2014, approval of the shareholders is, inter alia, required by passing a Special Resolution, where a Director holds an office or place of profit in any subsidiary of the Company. OnMobile Global Spain S.L., is a wholly owned subsidiary of the Company in Spain. The subsidiary is of strategic importance for the business in the European region. François-Charles Sirois is the Executive Chairman and CEO of the Company and is also proposed to be appointed as President and /or Director in the said wholly owned subsidiary company with a view to ensure effective Board guidance to the management of affairs of the region.

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

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

Item No. 5

Pursuant to Section 161 of the Companies Act, 2013, read with Article 88 of the Articles of Association of the Company, the Board of Directors of the Company, on the recommendation of the Nomination and Compensation Committee appointed Frédéric Lavoie as an additional director (in the category of Non- Independent Directors) of the Company effective July 09, 2024.

In terms of the provisions of Section 161 of the Act, Frédéric Lavoie will hold office up to the date of the ensuing AGM.

Accordingly, the Nomination and Compensation Committee and the Board of Directors have recommended to the Shareholders for his appointment as Director of the Company at the ensuing AGM.

The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a shareholder, proposing the candidature of Frédéric Lavoie for the office of Director.

The resolution seeks the approval of the shareholders for appointment of Frédéric Lavoie as Director of the Company pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013, and the Rules made there under. He is liable to retire by rotation.

The Company has received from Frédéric Lavoie (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014 and (ii) intimation in Form DIR-8 in terms of 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, and confirming his eligibility for

such appointment.

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

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

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

Particulars	François-Charles Sirois	Frédéric Lavoie
Date of Birth	05-05-1975	26-08-1976
Date of Appointment	26-06-2014	09-07-2024
Qualifications	François-Charles Sirois has about 25 years of experience in corporate mergers, acquisitions and financing. He has wide experience in Media (multi-platform music services and digital content production, distribution and promotion), Internet, Software, Venture Capital & Private Equity industries.	Frédéric Lavoie has 20 years of experience in mergers, acquisitions and financings Areas of expertise: Finance, Media, Technology, Food and Beverage, Gaming
Directorships held in other companies (including foreign companies) as on date	<ol style="list-style-type: none"> 1. OnMobile Systems Inc. 2. Telesystem Ltd. 3. Stingray Group Inc. 4. OnMobile USA LLC. 5. ONMO, Inc. 	<ol style="list-style-type: none"> 1. Stingray Group Inc.,
listed entities from which the director has resigned in the past three years	NIL	NIL
Disclosure of relationship between directors inter-se	François-Charles Sirois is not related to any other Director of the Company	Frédéric Lavoie 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
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	NIL	NIL

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.

Date: July 31, 2024

Place: Bengaluru

By Order of the Board of Directors
For OnMobile Global Limited

Regd. Office:

OnMobile Global Limited,
Tower #1, 94/1C & 94/2,
Veerasandra Village, Attibele Hobli,
Anekal Taluk, Electronic City Phase-1,
Bengaluru- 560100, Karnataka, India
CIN: L64202KA2000PLC027860

Sd/-
P V Varaprasad
Company Secretary

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS 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 Saturday, September 21, 2024 at 9.00 a.m. IST and ends on Tuesday, September 24, 2024 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 18, 2024 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 December 9, 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	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>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: https://eservices.nsd.com 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 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 & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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 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.</p>
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 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 helpdesk.evoting@cdslindia.com 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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.

- 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.
 - 2) Click on "Shareholders" 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

- 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 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:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat share holders 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 OR 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 for Non – Individual Shareholders and Custodians – For Remote e-Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to 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.
 - 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 mandatory 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 and 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 meeting. 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, from September 11, 2024 (9.00 a.m. IST) to September 15, 2024 (5.00 p.m. IST).

The shareholders who do not wish to speak during the AGM but have queries may send their queries from their registered email address on or before September 15, 2024 mentioning their name, demat account number/folio number, mobile number to 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 meeting.
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 may 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/ MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. 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), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **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.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 0991.

All grievances connected with the facility for voting by electronic means may be addressed to 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 or call toll free no. 1800 21 09911.

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	Wednesday, September 25, 2024 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 helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911 Contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.
6.	Cut-off date for e-voting eligibility	Wednesday, September 18, 2024
7.	Time period for remote e-voting	Saturday, September 21, 2024 at 9.00 a.m. IST and ends on Tuesday, September 24, 2024 at 5.00 p.m. IST
8.	Book closure dates	Thursday, September 19, 2024 to Wednesday, September 25, 2024 (both days inclusive)
9.	Last date for publishing results of the e-voting	Friday, September 27, 2024
10.	Registrar and Share Transfer Agent contact Details	Rajitha C, Vice President (Unit: OnMobile Global Limited) KFin Technologies Limited E-mail: einward.ris@kfintech.com Toll Fee No. : 1-800-309-4001
11.	OnMobile's contact details	Email ID: investors@onmobile.com Contact No.: 080 4009 6000