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

July 14, 2026

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 26th Annual General Meeting

Ref: Regulations 30 & 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

With reference to the above subject, Notice is hereby given that the 26th Annual General Meeting ('AGM') of OnMobile Global Limited is scheduled to be held on Tuesday, August 11, 2026 at 4.00 p.m. IST through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM') pursuant to the General Circular Numbers 03/2025 dated 22nd September 2025, 09/2024 dated 19th September 2024, 09/2023 dated 25th September 2023, 10/2022 dated 28th December 2022, 02/2022 dated 5th 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, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October 2024, issued by the Securities and Exchange Board of India.

Copy of the Notice of 26th AGM is enclosed and is also made available on Company's website www.onmobile.com

Kindly take the same on record.

Thanking you,

Yours sincerely,
For OnMobile Global Limited

PAKANATI V VARAPRASAD
Digitally signed by PAKANATI V VARAPRASAD
Date: 2026.07.14 18:34:01 +05'30'

P V Varaprasad
Company Secretary
FCS 5877

Encl: a/a

Notice of the 26th Annual General Meeting

Notice is hereby given that the 26th Annual General Meeting ('AGM') of the Members of OnMobile Global Limited will be held on Tuesday, August 11, 2026 at 04.00 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, 2026, 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: Appointment of Leo Olebe (DIN: 11698973) as an 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, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Rules framed thereunder, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the LODR Regulations") (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, based on the recommendation of the Nomination and Compensation Committee and approval of the Board of Directors, Leo Matthew Olebe (DIN: 11698973), who was appointed as an Additional Director in the category of an Independent Director with effect from May 18, 2026, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years with effect from May 18, 2026 to May 17, 2031 (both days inclusive) as per the terms and conditions including remuneration, if any and he shall not be liable to retire by rotation.

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

Item No. 4: Approval for payment of Bonus for FY 2026 to François-Charles Sirois, Executive Chairman & CEO of the Company from OnMobile Global Spain S.L, subsidiary of the Company

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

"RESOLVED THAT further to the resolution dated September 25, 2024, approving the 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 for a period of five years at a total remuneration of EURO 346,000 per annum, and pursuant to the provisions of Section 188(1)(f) of the Companies Act, 2013 read with Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory amendment, modification or reenactment thereof) and Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory amendment, modification or reenactment thereof) and pursuant to the prior approval of the Audit Committee and recommendations of the Nomination and Compensation Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to pay bonus of EURO 75,795 to François-Charles Sirois (DIN: 06890830), from OnMobile Global Spain S.L, subsidiary of the Company for the Financial year 2025-26, in addition to remuneration approved by the members earlier.

RESOLVED FURTHER THAT the Board of Directors, of the Company on the recommendation of the Nomination and Compensation Committee of the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary 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: Approval for revision of remuneration payable to Francois Charles Sirois, Executive Chairman & CEO of the Company from OnMobile Global Spain S.L., subsidiary of the Company

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

"RESOLVED THAT in modification of the resolution dated September 25, 2024, approving the 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 for a period of five years at a total remuneration of EURO 346,000 per annum, and pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 and other applicable provisions of 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 pursuant to the prior approval of the Audit Committee and recommendations of the Nomination and Compensation Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for payment of following revised remuneration to François-Charles Sirois, Executive Chairman and CEO of the Company from OnMobile Global Spain S.L., wholly owned subsidiary of the Company, and as such to his holding/ and continue to hold the office or place of profit in the subsidiary company for his remaining tenure i.e., w.e.f. April 01, 2026 to June 26, 2029, at a total remuneration as set out hereunder 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:

Fixed Pay (FP): EURO 546,419 per annum

Variable Pay (VP): 50% of the Fixed Pay per annum (The VP pay-out will be governed by the entity's variable pay policy from time to time)

Other Benefits: In addition to the above, he shall be entitled to all perquisites, employee benefits, amenities and other facilities including guest house accommodation/housing allowance as per the policy of the subsidiary from time to time.

RESOLVED FURTHER THAT save as provided in the explanatory statement forming part of this Notice, all other terms and conditions pertaining to appointment of François-Charles Sirois, Executive Chairman and CEO of the Company as per the resolution passed in the Annual General Meeting held on September 25, 2024, shall remain unchanged.

RESOLVED FURTHER THAT the Board of Directors, on the recommendation of the Nomination and Compensation Committee be and is hereby authorized to revise, enhance, alter and vary the terms and conditions of the appointment and/or remuneration and may increase total remuneration including basic salary, bonus, allowances, perquisites and other benefits as mentioned above on a year-on-year basis, within the statutory permissible limits and to do all such acts, deeds, matters and things, as may be deemed to give effect to the above resolution without being required to seek any further consent or approval of the Members of the Company."

Item No. 6: Approval for revision of remuneration payable to Radhika Venugopal, Whole-time Director & CFO from the Company

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

"RESOLVED THAT pursuant to provisions of Sections 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V of the Companies Act, 2013 and pursuant to applicable provisions of 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 on the recommendations of the Nomination and Compensation Committee and the Board of Directors, approval of the Members of the Company be and is hereby accorded for revision in remuneration payable to Radhika Venugopal, Whole-time Director & CFO from the Company (DIN: 10548693) with effect from April 01, 2026 to March 26, 2027; set out as follows:

Fixed Pay (FP): INR 20,000,000 per annum

Variable Pay (VP): INR 6,666,500 per annum (The VP pay-out will be governed by the Company's Variable pay policy from time to time)

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

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

i. Provident Fund – Employer's Contribution @12% of Basic Salary

ii. Gratuity- 4.81% of Basic is contributed to the Gratuity Fund as per Payment of Gratuity Act, 1972 on cessation of employment after at least 5 years of continuous service with the Company

iii. Leave Travel Allowance - Medical and Hospitalization, Life and Accident Insurance, Leave benefits, travelling, phones, internet, transport and other employee benefits as per the policy of the Company from time to time.

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

RESOLVED FURTHER THAT notwithstanding anything herein above stated where in any financial year during the tenure of Radhika Venugopal as 'Whole-time Director and CFO' of the Company, the Company incurs loss or its profits are inadequate, the Company shall pay to Radhika Venugopal the said remuneration by way of salary, perquisites and other allowances, benefits as a minimum remuneration irrespective of whether the same exceeds or not the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration w.e.f. April 01, 2026 to March 26, 2027.

RESOLVED FURTHER THAT save as provided in the explanatory statement forming part of this Notice, all other terms and conditions pertaining to appointment of Radhika Venugopal as 'Whole-time Director and CFO' of the Company as per the special Resolution dated June 20, 2025, passed through postal ballot process shall remain unchanged.

RESOLVED FURTHER THAT the Board of Directors, on the recommendation of the Nomination and Compensation Committee be and is hereby authorized do all such acts, deeds, matters and things, as may be deemed necessary 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. 7: Approval for re-appointment of Radhika Venugopal as Director/ Whole-time Director & CFO of the Company

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

"RESOLVED THAT pursuant to provisions of Sections 196, 197, 198 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 the applicable provisions of 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 based on the recommendations of the Nomination and Compensation Committee and the Board of Directors, approval of the Members of the Company be and is hereby accorded for the re-appointment of Radhika Venugopal (DIN: 10548693) as the 'Whole-time Director & CFO' of the Company, for a further period of three (3) years w.e.f March 27, 2027 to March 26, 2030, 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 March 27, 2027 to March 26, 2030 in terms of proviso to Section II of Part II of Schedule V of the Companies Act, 2013, liable to retire by rotation:

Fixed Pay (FP) : INR 20,000,000 per annum

Variable Pay (VP) : INR 6,666,500 per annum (The VP pay-out will be governed by the Company's Variable pay policy from time to time)

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

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

i. Provident Fund – Employer's Contribution @12% of Basic Salary

ii. Gratuity- 4.81% of Basic is contributed to the Gratuity Fund as per Payment of Gratuity Act, 1972 on cessation of employment after at least 5 years of continuous service with the Company

iii. Leave Travel Allowance - Medical and Hospitalization, Life and Accident Insurance, leave benefits, travelling, phones, internet, transport and other employee benefits as per the policy of the Company from time to time.

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

RESOLVED FURTHER THAT notwithstanding anything herein above stated where in any financial year during the tenure of Radhika Venugopal as 'Whole-time Director and CFO' of the Company, the Company incurs loss or its profits are inadequate, the Company shall pay to Radhika Venugopal the said remuneration by way of salary, perquisites and other allowances, benefits as a minimum remuneration irrespective of whether the same exceeds or not the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration w.e.f. March 27, 2027 to March 26, 2030.

RESOLVED FURTHER THAT the Board of Directors, on the recommendation of the Nomination and Compensation Committee, 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 not exceeding 25% of fixed and variable pay on a year-on-year basis, subject to the provisions of the Companies Act, 2013 and to do all such acts, deeds, matters and things as may be deemed to give effect to the above resolution without being required to seek any further consent or approval of the Members of the Company.

RESOLVED FURTHER THAT the term of Radhika Venugopal as a Whole-time Director & CFO of the Company shall be on a continued basis on her re-appointment at the Annual General Meeting, when she retires by rotation.

RESOLVED FURTHER THAT the tenure of Radhika Venugopal as a Whole-time Director shall be coterminous with her appointment as Director in the Company or with her directorship in the Company.

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

Item No. 8: Payment of remuneration to non-executive directors including Independent Directors of the Company

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

"RESOLVED THAT in supersession of the earlier resolution of the shareholders dated September 25, 2023 and pursuant to recommendation of Nomination and Compensation Committee and approval of the Board of Directors and pursuant to provisions of section 197, 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or enactment thereof for the time being in force), and in terms of Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, subject to such other approvals as may be required, the consent of Members of the Company be and hereby accorded for payment of remuneration to Non-executive directors including Independent directors of the Company appointed from time to time (present and future), in addition to the sitting fees payable for attending the meetings of the Board or Committees thereof, in aggregate not exceeding 5% (Five percent) of the net profits of the Company computed in accordance with the provisions of Section 198 and other applicable provisions of the Companies Act, 2013 or any statutory amendments thereof or INR 25 Million per annum whichever is higher, for a period of 3 (Three) years, commencing from April 1, 2026 up to March 31, 2029 and such remuneration be paid notwithstanding there is no profit or inadequate profit in any financial year during the said three years period and the said remuneration be paid in such amount, proportion and manner as may be decided by the Board of Directors on the basis of recommendation of Nomination and Compensation Committee of the Company from time to time.

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

Item No. 9: Material related Party transactions with ONMO INC, 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(s) 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 2026-27, for an aggregate value not exceeding INR 1050 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. 10: Material related party transactions between OnMobile USA LLC and ONMO INC, 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 OnMobile USA LLC and ONMO Inc., the related parties of the Company, pursuant to Regulation 2(1)(zb) of the SEBI Listing Regulations, during financial year 2026-27, for an aggregate value not exceeding INR 1050 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."

Item No. 11: Material related party transactions between OnMobile Global Spain, S.L. and ONMO INC, 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 OnMobile Global Spain S.L. and ONMO Inc., the related parties of the Company, pursuant to Regulation 2(1)(zb) of the SEBI Listing Regulations, during financial year 2026-27, for an aggregate value not exceeding INR 650 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 Global Spain, S.L. 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: June 24, 2026
Place: Bengaluru

Regd. Office:
OnMobile Global Limited,
E City, Tower -1, 94/1C & 94/2,
Veerasandra Village, Attibele Hobli,
Anekal Taluk, Electronic City Phase-1,
Bengaluru- 560100, Karnataka, India
CIN: L64202KA2000PLC02786

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 , 09/2024 dated 19th September , 2024 and 03/2025 dated 22nd September, 2025 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. August 11, 2026. 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 August 05, 2026 to August 11, 2026 (both days inclusive) for the purpose of 26th 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., 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., (FCS 7834 COP No. 13784) or failing him CS Biswajit Ghosh, BMP & Co. LLP (FCS: 8750 COP NO.: 8239), 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, August 07, 2026 at 9.00 a.m. IST and ends on Monday, August 10, 2026 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 August 04, 2026 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 August 04, 2026.

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 2025-26, the Notice of the 26^{th} 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). Further, in compliance with Regulation 36(1)(b) of the SEBI LODR Regulations, a letter providing the web-link, including the exact path, where the annual report for the financial year 2025-26 is available, is being sent to those members whose email address is not registered with the Company/ RTA/ Depository Participants/ Depositories.

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, to receive copies of the Annual Report 2025-26 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 https://www.onmobile.com/investors/investor_services and RTA at https://ris.kfintech.com/clientservices/isc/.	
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.	

Members may note that pursuant to the General Circular No. 20/2020 dated May 05, 2020 issued by the MCA, the Company has enabled a process for the limited purpose of receiving the Company's annual report and notice for the Annual General Meeting (including remote e-voting instructions) electronically, and Members may temporarily update their email address by accessing the link https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx

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/. 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.

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 26th AGM and the Annual Report 2025-26 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 and www.nseindia.com respectively, and on the website of CDSL 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 August 13, 2026. 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

Pursuant to Section 161 of the Companies Act, 2013 ("the Act") , and other applicable provisions, based on recommendation of the Nomination and Compensation Committee, the Board vide resolution dated May 18, 2026, appointed Leo Olebe (DIN: 11698973) as an Additional Director in the capacity of Independent Director of the Company for a term of five (5) years with effect from May 18, 2026 to May 17, 2031 (both days inclusive) subject to the approval of the shareholders through a special resolution.

Pursuant to Regulation 17(1C) of the LODR Regulations, Leo Olebe shall hold office until the date of next general meeting or for a period of three months from the date of appointment, whichever is earlier. Accordingly, the Company is seeking approval of the members of the Company at the ensuing Annual General meeting.

The Company has obtained from Leo Olebe the following disclosures/ declarations:

(i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 ("the Appointment Rules"),

(ii) Intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (1) & (2) of Section 164 of the Act,

(iii) Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under LODR Regulations,

(iv) Declaration pursuant to BSE Circular No. LIST/ COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority,

(v) Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company;

(vi) Confirmation that he is in compliance with Rules 6(1) and 6(2) of the Appointment Rules, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

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 Leo Olebe for the office of Independent Director.

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

– Leo Olebe brings 25+ years of global leadership experience in building and scaling billion-dollar gaming and media businesses at Microsoft, YouTube, Google, Meta and Disney. He is a proven operator and board leader known for launching breakthrough products, driving strategic partnerships, and deploying AI-first solution across global markets.

– He served as Senior Global Director – Games Partnerships at Meta (Facebook), where he transformed the gaming business into a $1B+ revenue multi-pillar platform, proving his ability to drive business turnaround and growth.

– As Global Head of Gaming, YouTube, Leo has led one of the world's largest gaming ecosystems with 500M+ daily users and 120B+ watch hours, demonstrating expertise in gaming platforms and audience engagement at scale.

– As VP of Global Partnerships, he oversaw Xbox's third-party content ecosystem across developers, publishers, and platforms worldwide. He also led development of an AI agent to streamline partner management and onboarding.

– Leo is currently engaged in multiple high-impact roles across the global gaming and technology ecosystem, including serving as Venture Partner at Griffin Gaming Partners (a $1.5B gaming-focused fund), Principal at Olebe Media Group (strategic advisory in AI, growth, and partnerships), Chairman of Games for Change, Board Director & Investor at Maestro Media, Trustee at Occidental College and The Strong National Museum of Play, and Advisor to the Endless Foundation, reflecting his active involvement in gaming, investment, governance, and strategic innovation at a global level.

The resolution seeks the approval of members for the appointment of Leo Olebe as an Independent Director of the Company from May 18, 2026 to May 17, 2031 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder and under the SEBI LODR Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

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

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 & 25 (2A) of the LODR Regulations, the approval of the members is sought for the appointment of Leo Olebe as an Independent Director of the Company, as a special resolution as set out above.

Copy of Letter of Appointment setting out the terms and conditions is available for inspection through electronic mode. Members seeking to inspect the same can send an email to Investors@onmobile.com

Except Leo Olebe and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution as set out in Item No. 3.

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

Item No. 4

The Nomination and Compensation Committee vide resolution dated June 24, 2024, and the Audit Committee vide resolution dated June 26, 2024 subject to approval of the shareholders recommended to the Board appointment of Francois Charles Sirois, Executive Chairman & CEO of the Company on the Board of OnMobile Global Spain S.L, wholly owned subsidiary of the Company, 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 (i.e., on August 23, 2024) at a total remuneration of EURO 346,000 per annum and other facilities including guest house accommodation as per the policies of the subsidiary from time to time.

Further, 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, shareholders at the Annual General Meeting held on September 25, 2024 approved appointment of Francois Charles Sirois, Executive Chairman and CEO of the Company on the Board of OnMobile Global Spain S.L, wholly owned subsidiary of the Company, as the said appointment would result in him holding an office or place of profit in the subsidiary.

The current compensation structure of François-Charles Sirois, Executive Chairman & CEO of the Company, does not include any short-term incentives or bonus components and has remained unchanged over the past two years since his appointment in 2024. Further, the existing structure does not provide for performance-linked remuneration.

In line with evolving market practices and in order to align executive compensation with performance outcomes, it is proposed to introduce a performance-driven compensation component. The proposed bonus is intended to align the CEO's remuneration with the performance of the business and to incentivize achievement of strategic and operational objectives.

The Nomination and Compensation Committee at its meeting held on June 24, 2026, took into account his flexibility and commitment in relocating from Montreal to Spain to oversee and manage the affairs of OnMobile Global Spain S.L.

The Nomination and Compensation Committee also considered the variable pay paid to other senior executives during the financial year 2025–26 based on achievement of the Annual Operating Plan (AOP) and noted that the proposed bonus is consistent with and aligned to the overall compensation framework applicable to the senior management team.

Accordingly, the proposed bonus is considered justified, reasonable and commensurate with his roles, responsibilities and contribution to the Company's performance.

Accordingly, it is proposed to pay a bonus of EURO 75,795 for financial year 2025-26, to François-Charles Sirois from OnMobile Global Spain S.L in addition to the earlier approved remuneration.

Further, SEBI vide circular dated December 12, 2024 amended the Listing Regulations stating 'the remuneration and sitting fees paid by the listed entity or its subsidiary to its director, key managerial personnel or senior management, except who is **part of promoter or promoter group**, shall not require approval of the Audit Committee provided that the same is not material in terms of the provisions of Regulation 23(1)[Ref: Regulation 23(2)(e)].

Since, François-Charles Sirois represents the promoter of the Company and 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 exemption under Regulation 23(2)(e) is not applicable. Accordingly, the Audit Committee at its meeting held on June 24, 2026, granted its approval for the said related party transaction after reviewing the information required to be provided for approval of the said RPT.

Accordingly, draft disclosure as per SEBI circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025, to be presented before the shareholders for approval is attached as **Annexure I.**

Except François-Charles Sirois and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution as set out in Item No. 4.

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

Item No. 5

The Nomination and Compensation Committee vide resolution dated June 24, 2024 and the Audit Committee vide resolution dated June 26, 2024 subject to approval of the shareholders recommended to the Board appointment of François-Charles Sirois, Executive Chairman & CEO of the Company on the Board of 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 (i.e., August 23, 2024) in Spain at a total remuneration of EURO 346,000 per annum and other facilities including guest house accommodation as per the policies of the subsidiary from time to time.

Further, 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, shareholders at the Annual General Meeting held on September 25, 2024 approved appointment of François-Charles Sirois, Executive Chairman and CEO of the Company on the Board of OnMobile Global Spain S.L, wholly owned subsidiary, as the said appointment would result in him holding an office or place of profit in the subsidiary.

During the year, the Company undertook a comprehensive Salary and Benefits Benchmarking exercise across its India and global workforce in partnership with AON, a leading human capital consulting firm. The assessment covered compensation structures, employee benefits, and overall reward practices across all operating geographies including the compensation paid to François-Charles Sirois, Executive Chairman & CEO of the Company.

The current compensation structure of François-Charles Sirois, Executive Chairman & CEO of the Company, does not include any short-term incentives or bonus components and has remained unchanged over the past two years since his appointment in 2024. Further, the existing structure does not provide for performance-linked remuneration.

The Nomination & Compensation Committee, at its meeting held on June 24, 2026, reviewed the current structure and identified certain areas that may benefit from further strengthening, including enhancing accountability against short-term KPIs, improving alignment with the organization's performance-driven culture, mitigating potential retention challenges, and reducing execution-related risks as the organization progresses through its scaling phase. The Committee also took into account the significant leadership, expertise, and international management capabilities provided by François-Charles Sirois.

The Committee also took into account his flexibility and commitment in relocating from Montreal to Spain to oversee and manage the affairs of OnMobile Global Spain S.L.

Considering the above, the Nomination and Compensation Committee made the following recommendations to the Board with respect to the proposed revision in remuneration which is critical before the Company's growth acceleration:

- Moving CEO to P90 Compensation as per AON's Benchmarking exercise
- Introduce at risk compensation
- Rebalancing equity to market norms

Accordingly, it is proposed to revise the remuneration structure to include an increase in fixed pay along with a variable pay component of up to 50% of the fixed pay, linked to performance metrics consistent with those applicable to the broader employee base.

The proposed revision in remuneration is considered necessary to support the Company's growth acceleration strategy and is justified, reasonable and commensurate with the roles, responsibilities and contribution of François-Charles Sirois.

Accordingly, the Board at its meeting held on June 24, 2026, on the recommendation of the Nomination and Compensation Committee approved and recommended the revision of remuneration payable to Francois Charles Sirois, Executive Chairman & CEO from OnMobile Global Spain S.L, wholly owned subsidiary as follows:

Fixed pay (FP): EURO 546,419 per annum

Variable Pay (VP): 50% of the Fixed Pay per annum (The VP pay-out will be governed by the entity's variable pay policy from time to time)

Other Benefits: In addition to the above, he shall be entitled to all perquisites, employee benefits, amenities and other facilities including guest house accommodation/housing allowance as per the policy of the subsidiary from time to time.

Further, SEBI vide circular dated December 12, 2024 amended the Listing Regulations stating 'the remuneration and sitting fees paid by the listed entity or its subsidiary to its director, key managerial personnel or senior management**, except who is part of promoter or promoter group**, shall not require approval of the audit committee provided that the same is not material in terms of the provisions of Regulation 23(1)[Ref: Regulation 23(2)(e)].

Since, François-Charles Sirois represents the promoter of the Company and 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 exemption under Regulation 23(2)(e) is not applicable. Accordingly, the Audit Committee at its meeting held on June 24, 2026, granted its approval for the said related party transaction after reviewing the information required to be provided for approval of the said RPT.

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 being sought at the Annual General Meeting for revision of remuneration payable to Francois Charles Sirois from OnMobile Global Spain S.L.

Accordingly, draft disclosure as per SEBI circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025 to be presented before the shareholders for approval is attached as **Annexure I.**

Except François-Charles Sirois and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution as set out in Item No. 5.

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

Item No. 6

The Board at its meeting held on May 20, 2025, based on the recommendation of the Nomination and Compensation Committee dated May 19, 2025 and subject to the approval of the shareholders of the Company, approved appointment of Radhika Venugopal as the Whole-time Director to be designated as 'Whole-time Director and CFO' w.e.f. May 20, 2025 to March 26, 2027.

Further, the shareholders through postal ballot resolution dated June 20, 2025 approved the above proposal and the remuneration as follows:

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

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

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

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

i. Provident Fund – Employer's Contribution @12% of Basic Salary

ii. Gratuity- 4.81% of Basic is contributed to the Gratuity Fund as per Payment of Gratuity Act, 1972 on cessation of employment after at least 5 years of continuous service with the Company

iii. Leave Travel Allowance - Medical and Hospitalization, Life and Accident Insurance, Leave benefits, travelling, phones, internet, transport and other employee benefits as per the policy of the Company from time to time.

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

During the year, the Company undertook a comprehensive Salary and Benefits Benchmarking exercise across its India and global workforce in partnership with AON, a leading human capital consulting firm. The assessment covered compensation structures, employee benefits, and overall reward practices across all operating geographies including the compensation paid to Radhika Venugopal, Whole-time Director & CFO of the Company.

The benchmarking exercise indicated that the current compensation of Radhika Venugopal is below market levels when compared to remuneration of Chief Financial Officers in peer companies of similar size and complexity.

The Nomination and Compensation Committee at its meeting held on June 24, 2026, also took into account her significant contributions during the financial year 2025–26, including her efforts in successfully driving the identification and collection of tax refunds that had been pending for over ten years.

In alignment with the findings of the benchmarking exercise and considering her performance and contributions, it is proposed to revise the remuneration payable to Radhika Venugopal for the remaining period of her current term as Whole-time Director & CFO of the Company and for her proposed re-appointment.

Accordingly, the Board at its meeting held on June 24, 2026, on the recommendation of the Nomination and Compensation Committee subject to shareholders approval approved revision of remuneration payable to Radhika Venugopal, Whole-time Director and CFO and recommend to the members for approval of revised remuneration as follows:

Fixed pay: INR 20,000,000 per annum

Variable pay: INR 6,666,500 per annum (The VP pay-out will be governed by the Company's Variable pay policy from time to time)

Employee Stock Options: Radhika Venugopal has got 3,40,008 outstanding Employee Stock Options as on date under various ESOP Plans of the Company. Other Benefits: In addition to the above, she shall be entitled to all perquisites, employee benefits and amenities as per the policy of the Company from time to time. All other terms and conditions of employment as Chief Financial Officer shall continue to apply as per her existing employment agreement with the Company which includes the following:

1. Provident Fund – Employer's Contribution @12% of Basic Salary

2. Gratuity- 4.81% of Basic is contributed to the Gratuity Fund as per Payment of Gratuity Act, 1972 on cessation of employment after at least 5 years of continuous service with the Company

3. Leave Travel Allowance - Medical and Hospitalization, Life and Accident Insurance, Leave benefits, travelling, phones, internet, transport and other employee benefits as per the policy of the Company from time to time.

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

Except Radhika Venugopal and her relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution as set out in Item No. 6.

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

Item No. 7

Radhika Venugopal was appointed earlier as a Whole-time Director & CFO of the Company liable to retire by rotation w.e.f. May 20, 2025, to March 26, 2027, by shareholders through postal ballot resolution dated June 20, 2025.

She is due to complete her first term on March 26, 2027. The Nomination and Compensation Committee of the Board of Directors, based on the evaluation of her performance during the tenure and considering her skills, experience, knowledge and expertise, has recommended re-appointment of Radhika Venugopal as Whole-time Director & CFO of the Company for another term of three (3) years w.e.f. March 27, 2027 upto March 26, 2030, liable to retire by rotation 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 March 27, 2027 to March 26, 2030 in terms of proviso to Section II of Part II of Schedule V of the Companies Act, 2013:

Fixed Pay (FP) : INR 20,000,000 per annum

Variable Pay (VP) : INR 6,666,500 per annum (The VP pay-out will be governed by the Company's Variable pay policy from time to time)

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

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

i. Provident Fund – Employer's Contribution @12% of Basic Salary

ii. Gratuity- 4.81% of Basic is contributed to the Gratuity Fund as per Payment of Gratuity Act, 1972 on cessation of employment after at least 5 years of continuous service with the Company

iii. Leave Travel Allowance - Medical and Hospitalization, Life and Accident Insurance, Leave benefits, travelling, phones, internet, transport and other employee benefits as per the policy of the Company from time to time.

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

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 Radhika Venugopal for the office of Whole-time Director & CFO.

The resolution seeks the approval of the shareholders for reappointment of Radhika Venugopal as a Whole-time Director & CFO of the Company for a term of three years w.e.f. March 27, 2027 upto March 26, 2030, pursuant to Sections 197, 198, 203 and other applicable provisions of the Companies Act, 2013, and the Rules made there under. She is liable to retire by rotation.

The Company has received from Radhika Venugopal (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 and (ii) intimation in Form DIR-8 in terms of The Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub- section (2) of Section 164 of the Companies Act, 2013, confirming his eligibility for such re-appointment.

In the opinion of the Board, Radhika Venugopal fulfils the conditions specified in the Companies Act, 2013 and Rules made thereunder for re-appointment as a Whole-time Director & CFO of the Company. A copy of the draft letter of re-appointment of Radhika Venugopal as a Whole-time Director & CFO 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 her continued association would be of immense benefit to the Company and it is in the interest of the Company to continue to avail ourselves of Radhika Venugopal as a Director.

Except Radhika Venugopal and her relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution as set out in Item No. 7.

The Board recommends the special resolution set forth in Item No. 7 for the approval of the shareholders.

Additional information on Directors seeking Appointment / Re-appointment/ Increase in Remuneration of Whole Time Director and CFO /Remuneration of Non-Executive Directors including Independent Directors at the AGM pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)

Name	François-Charles Sirois	Leo Olebe	Radhika Venugopal	Paul Lamontagne	Ajai Puri	Shimi Shah	Frederic Lavoie	Manoranjan Mohapatra
Date of Birth	05-05-1975	18-07-1975	29-11-1980	19-08-1959	09-03-1961	26-02-1971	26-08-1976	01-04-1962
Age	51	50	45	66	65	55	49	64
Date of Appointment	26-06-2014	18-05-2026	20-05-2025	17-12-2020	25-04-2024	03-05-2024	09-07-2024	05-02-2026
Qualification	Bachelor's in business administration (B.M.A) from the University of Montreal	Master's degree in business administration marketing and Strategy from University of Southern California, Marshall School of Business	Chartered Accountant (CA)	BA from McGill University and MBA from France's Institut d'Études Politiques de Paris.	Master's degree in commerce from Meerut University, UP.	Bachelor's degree in business management BSc. from King's College, University of London and master's degree in management studies M.Phil from Queens' College, University of Cambridge	Bachelor of Business Administration and Master of Business Administration (MBA) from Université Laval. He is also a Chartered Financial Analyst (CFA).	B.E. (Hons.) in Electrical and Electronics Engineering from BITS Pilani.
Experience	François-Charles Sirois has about 25 years of experience in corporate mergers, acquisitions and financing. He has wide experience in Media (multiplatform music services and digital content production, distribution and promotion), Internet, Software, Venture Capital & Private Equity industries.	Leo brings 26 years of experience driving billions in revenue at Microsoft, Google, Meta, and Disney. As VP of Global Partnerships at Xbox, he helped transform it into a 500M-user cloud ecosystem. As MD, he led partnerships/ BD for Google Play's $30B+ gaming business and helped grow YouTube Gaming to 500M+ daily viewers as Global Head of Gaming. Today he is a Venture Partner at Griffin ($1.5B+ AUM), Co-Founder/ President of a gaming studio, and Principal of Olebe Media Group—advising PE, family-office, and creative-agency clients. He has worked on major franchises like Star Wars, Marvel, and The Matrix.	Radhika is a results-driven, strategic professional with nearly twenty years of experience in global finance across diverse domains. As a qualified Chartered Accountant, she possesses expertise in Financial Planning Analysis & Reporting, Controllership, Statutory Reporting, Deal structuring and pricing, Contracting & Negotiations, Treasury, Mergers & Acquisitions, Investor Relations, Statutory Compliances, Taxation & transfer pricing, Procurement and Administration.	Paul Lamontagne is a Canadian business leader and board member with extensive experience across banking, private equity, venture capital, and impact investing. He currently leads the QG100 Network, supporting global expansion of leading Quebec companies. He is the Founder CEO of FinDev Canada and has held senior leadership roles at CIBC and CapAfrica, and co-founded the Enablis Entrepreneurial Network. He has served on several corporate, governmental and not-for-profit boards globally and is a registered Independent Director with the Indian Institute of Corporate Affairs.	Ajai Puri brings over four decades of leadership experience across telecom, media and FMCG sectors, with deep expertise in building, scaling and transforming large businesses across South Asia. During his long tenure at Bharti Airtel, where he served as COO – India & South Asia, he played a pivotal role in driving strategic transformation, operational excellence and sustained market leadership, significantly enhancing market share, profitability and customer offerings.	Shimi Shah brings over two decades of experience in global investing, private equity and venture capital, with a strong track record of executing early and expansion-stage investments across Europe, the United States and the Middle East. She has deep expertise in portfolio strategy, capital allocation and value creation, having led and delivered successful outcomes across diverse sectors and geographies.	Frédéric Lavoie brings over 20 years of experience across digital media, e-commerce and gaming, with strong expertise in mergers & acquisitions, corporate finance and business strategy. He has played key leadership roles in scaling and managing globally distributed digital businesses, with a focus on driving growth, operational efficiency and value creation. He possesses deep capabilities in financial management, investment strategy and business transformation, complemented by hands-on experience in building and advising companies across industries.	Manoranjan Mohapatra brings over four decades of experience in building and scaling technology-led businesses across the telecom and fintech sectors. He has deep expertise in growth strategy, digital transformation, and global business expansion, with a proven track record of driving large-scale organisational growth and market leadership across multiple geographies. He possesses strong capabilities in product innovation, operational leadership, and strategic execution, having led complex technology organisations and delivered significant shareholder value.

Name	François-Charles Sirois	Leo Olebe	Radhika Venugopal	Paul Lamontagne	Ajai Puri	Shimi Shah	Frederic Lavoie	Manoranjan Mohapatra
		Boards: Games for Change (Chair), Maestro Media, The Strong, Endless, and Occidental College. MBA, USC Marshall; BA, Occidental. Lives in Pleasanton, CA with his wife and three children.	Skilled in devising solutions to enhance business operations and streamline workflows, Radhika has been an integral part of OnMobile Global Limited for over 15 years. She has progressed through various key roles throughout her tenure, contributing significantly to the company's growth and transformative phases.		He has demonstrated strong capabilities in business strategy, large-scale operations management, digital and product innovation, and market expansion, with notable contributions in broadband growth, digital services and DTH operations. His prior leadership roles at Cargill Foods India and VST India further strengthen his expertise in consumer businesses, brand building and go-to-market strategy, making him a well-rounded leader with a proven track record of delivering long-term shareholder value.	She possesses significant strengths in board leadership, corporate governance and performance oversight, having advised and established high-performing boards for private equity funds, sovereign wealth funds, family offices and corporates globally. Her experience spans governance transformation, remuneration strategy, growth advisory and impact investing, enabling her to contribute effectively to strategic decision-making and long-term shareholder value creation.	His background across digital content distribution, advisory services and high-growth platforms enables him to contribute effectively to strategic decision-making, capital allocation and long-term business development.	His experience spans telecom infrastructure, product engineering, fintech solutions, and governance, enabling him to contribute effectively to business transformation, scaling initiatives, and long-term value creation.
Nature of Expertise	Corporate Mergers, Acquisitions and Financing	Finance, Technology, Gaming	Finance, strategy & governance including Financial Planning &Analysis, controllership, Merger &Acquisitions, treasury, taxation, and investor relations	Global financial services, private equity and impact investing, international business strategy, and corporate governance	Telecom and media leadership, business transformation, strategy execution, and large-scale operations management	Private equity and venture capital, global investing, board governance and performance oversight	Digital media, e-commerce and gaming, with expertise in M&A, corporate finance and business strategy	Telecom and fintech, digital transformation, business scaling, and global operations leadership

Name	François-Charles Sirois	Leo Olebe	Radhika Venugopal	Paul Lamontagne	Ajai Puri	Shimi Shah	Frederic Lavoie	Manoranjan Mohapatra
Directorships held in other companies (including foreign companies) as on date	1. OnMobile Systems Inc. 2. Telesystem Ltd. 3. OnMobile USA LLC. 4. ONMO, Inc. 5.OnMobile Global Spain S.L 6. Sirwel Inc.	1. Olebe Media Group, LLC 2. Games for Change 3. Maestro Media, Inc. 4. Endless Foundation 5. Occidental College	1. Mobile Voice Konnect Private Limited 2. OnMobile Singapore PTE Ltd. 3. OnMobile USA LLC 4. OnMobile Costa Rica OBCR, SA 5. OnMobile Europe BV 6. Servicios De Telefonia OnMobile Sa De Cv 7. OnMobile Global Solutions Canada Limited 8. ONMO Inc. 9. OnMobile Global for Telecommunications Services 10. OnMobile Bangladesh Private Limited 11. Onmobile Bangladesh Technologies Private Limited 12. ONMO Sweden AB 13. Technologies rob0 Inc 14. OnMobile Uganda Limited 15. OnMobile South Africa Technologies Pty Ltd 16. OnMobile Global Limited Employees Group Gratuity Fund Trust (Trustee)	1. Enablis Entrepreneurial Network South Africa NPC 2. Enablis Financial Corporation SA Proprietary Limited 3. Réseau QG100 4. OnMobile Global Spain SLU 5. OnMobile USA LLC 6. OnMobile Global Solutions Canada Limited 7. Technologies ROBO Inc. 8. OnMobile Europe BV SA 9. OnMobile Kenya Telecom Limited	1. Arthimpact Digital Loans Private Limited 2. Haier Appliances (India) Private Limited	1. Miratech 2. Carousel Solutions Group Ltd	1. ONMO Inc.	NIL
Listed entities from which the director has resigned in the past three years	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Disclosure of relationship between directors inter-se	François-Charles Sirois is not related to any other Director of the Company	Leo Olebe is not related to any other Director of the Company	Radhika Venugopal is not related to any other Director of the Company	Paul Lamontagne is not related to any of the Directors and Key Managerial Personnel of the Company	Ajai Puri is not related to any of the Directors and Key Managerial Personnel of the Company	Shimi Shah is not related to any of the Directors and Key Managerial Personnel of the Company	Frederic Lavoie is not related to any of the Directors and Key Managerial Personnel of the Company	Mao Mohapatra is not related to any of the Directors and Key Managerial Personnel of the Company

Name	François-Charles Sirois	Leo Olebe	Radhika Venugopal	Paul Lamontagne	Ajai Puri	Shimi Shah	Frederic Lavoie	Manoranjan Mohapatra
Memberships/ Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders/ Investors Grievance Committee)	NIL	1. Occidental College, Member – Audit Committee	NIL	NIL	NIL	NIL	NIL	NIL
Number of shares held in the Company including shareholding as a beneficial owner.	NIL	NIL	NIL	NIL	NIL	NIL	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	Not Applicable	Extensive experience in Finance, Technology and Gaming	Not Applicable	Extensive experience in business strategy, banking, private equity, venture capital, telecommunications.	Extensive experience in starting, building, growing and transforming businesses and creating shareholder value	Extensive experience in private equity and venture capital	Not Applicable	Extensive experience in growth strategy, digital transformation, and organizational scaling
Remuneration last drawn by such person	OnMobile Global Limited, India: INR 3,999,996 OnMobile Global Spain S.L.: EURO 346, 000	Not Applicable	From OnMobile Global Limited: Fixed Pay including PF: INR 14,921,064 Variable Pay: INR 7,500,000 (@150% of payout) Payment Pertaining to Previous FY25: INR 1,032,500 Total: INR 23,453,564	INR 2,350,000	INR 2,850,000	INR 3,050,000	INR 2,450,000	INR 540,411
Details of Remuneration sought to be paid	As mentioned in the Explanatory Statement to Agenda Item No. 4 & 5	As mentioned in Agenda Item No. 3 read with Agenda Item No. 8 and Explanatory statement thereof;	As mentioned in the Explanatory Statement to Agenda Item No. 6 & 7	As mentioned in the Explanatory Statement to Agenda Item. 8	As mentioned in the Explanatory Statement to Agenda Item. 8	As mentioned in the Explanatory Statement to Agenda Item. 8	As mentioned in the Explanatory Statement to Agenda Item. 8	As mentioned in the Explanatory Statement to Agenda Item. 8

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

Item No. 8:

In terms of sections 197, 198 read with Schedule V of Companies Act 2013, the Shareholders in the AGM held on September 25, 2023 had approved payment of remuneration to non-executive directors including independent directors, in aggregate upto 5% of the net profits or INR 18 Million per annum, whichever is higher, in addition to the sitting fees to which they are entitled. As prescribed under schedule V the approval was accorded for a period of 3 years, commencing from April 1, 2024 up to March 31, 2027.

With the induction of Manoranjan Mohapatra (Mao) on the Board w.e.f. February 05, 2026 and Leo Olebe w.e.f May 18, 2026, the Board of Directors at their meeting held on May 18, 2026 based on the recommendation of Nomination & Compensation Committee subject to approval of shareholders, recommends payment of remuneration to the non-executive directors including Independent directors of the Company appointed from time to time (present and future) in the event of no profit or inadequate profit in aggregate upto 5% of the net profits or INR 25 Million per annum, whichever is higher in addition to the sitting fees to which they are entitled for a period of 3 years, commencing from April 01, 2026 to March 31, 2029.

The directors have been assigned various roles, responsibilities and duties. The Companies Act, 2013 envisages that even non-executive directors devote more attention and time for effective and good governance of the Company of which they are directors. Corresponding to their increased responsibilities, the Companies Act also envisages that they should be compensated adequately for their services.

As per the amended provisions of Sections 149(9), 197 and Schedule V of the Companies Act, 2013 vide Companies Amendment Act, 2020 notified on March 18, 2021, Non-executive directors including Independent directors are now eligible for remuneration as per Schedule V of the Act, even in case of no profits or inadequate profits.

Further, Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 also requires approval of the shareholders for payment of remuneration to non-executive directors.

The Special Resolution at Item No. 8 seeks approval of the shareholders pursuant to section 197, 198 and other applicable provisions, if any read with schedule V of the Companies Act, 2013 and pursuant to Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for payment of remuneration to non-executive directors including independent directors in aggregate up to 5% of the net profits or INR 25 Million per annum, whichever is higher, in addition to the sitting fees to which they are entitled, for a further period of 3 years, commencing from April 1, 2026 to March 31, 2029.

Statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution at Item No. 8 is annexed hereto.

Statement containing additional information as required in Schedule V of the Companies Act, 2013

I. General information:

<table>
<tr><td>1.</td><td>Nature of industry</td><td>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.</td></tr>
<tr><td>2.</td><td>Date or expected date of commencement of commercial production</td><td>Year 2000 (Date of Incorporation: September 27, 2000)</td></tr>
<tr><td>3.</td><td>In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus</td><td>Not Applicable</td></tr>
<tr><td>4.</td><td>Financial performance based on given indicators</td><td>₹. in Millions
<table>
<tr><th>Particular</th><th>2025-26</th><th>2024-25</th><th>2023-24</th></tr>
<tr><td>Turnover</td><td>1,801.60</td><td>2,393.13</td><td>1,671.11</td></tr>
<tr><td>Profit after Tax</td><td>(35.49)</td><td>84.45</td><td>29.07</td></tr>
</table></td></tr>
<tr><td>5.</td><td>Foreign investments or collaborations, if any.</td><td>(No. of Shares)
<table>
<tr><th>Particulars</th><th>FY 2025-26</th><th>FY 2024-25</th></tr>
<tr><td>Foreign Nationals</td><td>12,376</td><td>49,876</td></tr>
<tr><td>Companies</td><td>50,923,703</td><td>50,923,703</td></tr>
<tr><td>Foreign Portfolio Investors</td><td>183,780</td><td>245,418</td></tr>
<tr><td>NRIs</td><td>1,327,892</td><td>1,264,642</td></tr>
</table></td></tr>
</table>

II. Information about the Directors:

Name of Non-Executive Director including independent directors	Paul Lamontagne, Independent Director	Ajai Puri, Independent Director	Shimi Shah, Independent Director	Frederic Lavoie, Non-Executive Director	Manoranjan Mohapatra (Mao), Independent Director	Leo Olebe, Independent Director	Radhika Venugopal, Whole-time Director & CFO
Background details	Paul Lamontagne is a business builder and global connector with deep experience in banking, private equity, venture capital, telecommunications and impact investing, has a history of uncovering hidden gems. Paul received his BA from McGill University and his MBA from France's Institut d'Études Politiques de Paris.	Ajai Puri is a global Telecom, Media and FMCG executive with over 40 years of experience in starting and building, growing, transforming businesses and creating shareholder value in South Asia. For over 17 years at Bharti Airtel, Ajai led various businesses, driving strategic change, operational efficiency and commercial excellence, resulting in significant levels of long-term growth in both Market Share and profitability. Ajai Puri holds Master's Degree in Commerce from Meerut University, UP.	Shimi Shah has been actively involved in investing and venture capital for over 20 years and has made over 50 investments in early and expansion stage transactions, of which many have been successfully exited with superior returns for investors in Europe, the US, and the Middle East. Shimi Shah holds Bachelor's degree in Business Management BSc. from King's College, University of London and Master's Degree in Management Studies M.Phil from Queens' College, University of Cambridge	Frédéric Lavoie is a seasoned executive with a background that includes digital content distribution, e-commerce and gaming. He has 20 years of experience in mergers, acquisitions and financings. Frederic Lavoie holds a Bachelor of Business Administration and a Master of Business Administration (MBA) from Université Laval. He is also a Chartered Financial Analyst (CFA).	Manoranjan Mohapatra (Mao) is a seasoned growth leader and strategic business executive with over four decades of experience in building and scaling technology-led businesses across the telecom and fintech industries. Mohapatra holds a B.E. (Hons.) in Electrical and Electronics Engineering from BITS Pilani.	Leo has over 26 years of experience driving billions in revenue at Microsoft, Google, Meta, and Disney. As VP of Global Partnerships at Xbox, he helped transform it into a 500M-user cloud ecosystem. As MD, he led partnerships/ BD for Google Play's $30B+ gaming business and helped grow YouTube Gaming to 500M+ daily viewers as Global Head of Gaming. Today he is a Venture Partner at Griffin ($1.5B+ AUM), Co-Founder/President of a gaming studio, and Principal of Olebe Media Group—advising PE, family-office, and creative-agency clients. He has worked on major franchises like Star Wars, Marvel, and The Matrix. Leo holds Master's degree in Business administration Marketing and Strategy from University of Southern California, Marshall School of Business.	Radhika is a results-driven, strategic professional with nearly twenty years of experience in global finance across diverse domains. As a qualified Chartered Accountant, she possesses expertise in Financial Planning Analysis & Reporting, Controllership, Statutory Reporting, Deal structuring and pricing, Contracting & Negotiations, Treasury, Mergers & Acquisitions, Investor Relations, Statutory Compliances, Taxation & transfer pricing, Procurement and Administration. Skilled in devising solutions to enhance business operations and streamline workflows, Radhika has been an integral part of OnMobile Global Limited for over 15 years. She has progressed through various key roles throughout her tenure, contributing significantly to the company's growth and transformative phases.

Past remuneration	Financial year	Remuneration (In ₹.)	Financial year	Remuneration (In ₹.)	Financial year	Remuneration (In ₹.)	Financial year	Remuneration (In ₹.)	Financial year	Remuneration (In ₹.)	Financial year	Remuneration (In ₹.)	Financial year	Remuneration (In ₹.)
	2025-26	2,350,000	2025-26	2,850,000	2025-26	3,050,000	2025-26	2,450,000	2025-26	540,411	2025-26	Nil	2025-26	23,453,564
	2024-25	1,950,000	2024-25	2,477,123	2024-25	2,686,164	2024-25	1,824,384	2024-25	Nil	2024-25	Nil	2024-25	14,740,705
	2023-24	2,400,000	2023-24	Nil	2023-24	Nil	2023-24	Nil	2023-24	Nil	2023-24	Nil	2023-24	6,757,510

Name of Non-Executive Director including independent directors	Paul Lamontagne, Independent Director	Ajai Puri, Independent Director	Shimi Shah, Independent Director	Frederic Lavoie, Non-Executive Director	Manoranjan Mohapatra (Mao), Independent Director	Leo Olebe, Independent Director	Radhika Venugopal, Whole-time Director & CFO
Recognition or awards	Well recognised experts in his domain	Well recognised expert in his domain	Well recognised expert in her domain	Well recognised expert in his domain	Well recognized expert in his domain Amongst many industry recognitions, Mohapatra was conferred with the following recognitions: 1. The Economic Times Most Promising Business Leaders of Asia 2020-21 2. 'Distinguished Fellow' award by The Institute of Directors (IOD) in the year 2012 and in 2013 3. Named "India's Top 20 CEO 2013" by Haryana IT, Telecom, and Enabled industries Confederation (HITEC) India for spearheading the company's growth as an industry leader and for setting benchmarks in the mobile VAS industry	Well recognised expert in his domain	Well recognised expert in her domain
Job profile and his suitability	Paul Lamontagne has extensive experience in business strategy, banking, private equity, venture capital, telecommunications.	Ajai Puri has extensive experience in starting, building, growing and transforming businesses and creating shareholder value.	Shimi Shah has extensive experience in private equity, venture capital	Frederic Lavoie has extensive experience in mergers, acquisitions and financing.	Manoranjan Mohapatra has extensive experience in growth strategy, digital transformation, and organizational scaling.	Leo Olebe has extensive experience in Finance, Technology, Gaming	Radhika Venugopal has extensive experience in Financial Planning Analysis & Reporting, Controllership, Statutory Reporting, Deal structuring and pricing, Contracting & Negotiations, Treasury, Mergers & Acquisitions, Investor Relations, Statutory Compliances, Taxation & transfer pricing, Procurement and Administration

Name of Non-Executive Director including independent directors	Paul Lamontagne, Independent Director	Ajai Puri, Independent Director	Shimi Shah, Independent Director	Frederic Lavoie, Non-Executive Director	Manoranjan Mohapatra (Mao), Independent Director	Leo Olebe, Independent Director	Radhika Venugopal, Whole-time Director & CFO
Remuneration proposed	As proposed above in resolution set forth in Item No. 8						As proposed in Agenda Item No. 6 & 7
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The proposed remuneration is comparable to the remuneration being 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						
Pecuniary relationship directly or indirectly with the Company, or relation with the managerial personnel, if any.	Paul Lamontagne is not related to any of the Directors and Key Managerial Personnel of the Company.	Ajai Puri is not related to any of the Directors and Key Managerial Personnel of the Company.	Shimi Shah is not related to any of the Directors and Key Managerial Personnel of the Company.	Frederic Lavoie is not related to any of the Directors and Key Managerial Personnel of the Company.	Manoranjan Mohapatra (Moa) is not related to any of the Directors and Key Managerial Personnel of the Company.	Leo Olebe is not related to any of the Directors and Key Managerial Personnel of the Company.	Radhika Venugopal is not related to any of the Directors and Key Managerial Personnel of the Company

IV. Other information:

1.	Reasons of loss or inadequate profits	The Company does not have adequate profits for the financial year ending March 31, 2026. Reasons for loss incurred during the year include: 1. Revenue not recognised during FY 26 from a major customer contract 2 Impairment provision of the existing receivable from a major customer amounting to INR 40 crores
2.	Steps taken or proposed to be taken for improvement	1. Rationalization of manpower and operating expenses to right size the cost base and leverage higher capacity utilisation. 2. Transformation of the management and operating team to make the organization more cost effective, entrepreneurial, agile and efficient. 3. Identifying and closing or consolidating loss making entities and offices globally. 4. Driving business growth through the Company's next generation cloud gaming and mobile gaming products across both B2B and D2C channels, and scaling the gaming subscription platform across the top operator accounts. 5. Strengthening the core VAS portfolio of tones, master aggregator and digital content, and growing recurring subscription led revenue across the operator base.
3.	Expected increase in productivity and profits in measurable terms	1. A significant part of the FY26 loss was driven by non recurring items, namely the non recognition of revenue and the one time impairment provision of INR 40 cr on a major receivable. These are not expected to recur, so the underlying operating performance is expected to normalise from FY27. 2. The manpower and operating cost rationalisation is expected to deliver measurable savings in the annual cost base from FY27, flowing through to both standalone and consolidated margins. 3. Revenue growth from the gaming subscription and cloud gaming products across B2B and D2C, together with the recurring VAS portfolio, is expected to drive improved profitability over the AOP horizon. Financials on a standalone and consolidated basis are expected to improve further in the coming years.

Considering the above, the Board recommends the special resolution set forth in Item No. 8 for the approval of the shareholders.

Except the non-executive directors as the resolution relates to their remuneration, no other director or key managerial personnel and their relatives are interested or concerned directly or indirectly, financially or otherwise in the resolution set forth in Item No: 8.

Item Nos. 9, 10 & 11:

Pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), as amended, a transaction with a related party is considered material if the value of the transaction, whether individually or when aggregated with previous transactions during a financial year, exceeds the lower of INR. 20,000 crore or 10% of the Company's annual consolidated turnover as per its last audited financial statements. Such transactions require the prior approval of the Members by resolution, even if they are entered into in the ordinary course of business and on 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, 2026 amounts to INR 516.85 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. 9, 10 & 11 of this notice.

Details pursuant to SEBI Circular no SEBI circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 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 – II, Annexure- III and Annexure-IV**, for the resolutions set out at item nos. 9, 10 & 11 of this notice respectively.

François-Charles Sirois, Executive Chairman and CEO of the Company, is also a Director on the Boards of ONMO Inc., OnMobile USA LLC and OnMobile Global Spain S.L, subsidiaries of the Company.

Paul Lamontagne, Independent Director of the Company is also a Director on the Boards of OnMobile USA LLC and OnMobile Global Spain S.L, subsidiaries of the Company.

Radhika Venugopal, Whole-time Director & CFO of the Company, is also a Director on the Boards of OnMobile USA LLC and ONMO, Inc., subsidiaries of the Company.

Frederic Lavoie and Leo Olebe, Directors of the Company, are also on the Board of ONMO Inc., subsidiary of the Company.

Except to the extent of their directorships as described above and shareholding in the Company and/or above mentioned subsidiaries, none of the Directors, Key Managerial Personnel, or their relatives are, in any way, concerned or interested in the resolutions.

The Board recommends the resolutions set forth in Item No. 9, 10 & 11 for the approval of the shareholders.

Annexure – I (For Agenda Items No: 4 and 5)

Disclosure as per Section 188 read with Rule 15 of Companies (Appointment and Qualifications of Directors) Rules, 2014 and SEBI Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025 on Minimum information to be provided to the Shareholders for approval of Related Party Transactions:

Sl. No.	Requirements of Disclosure	Details
1.	Type, material terms and particulars of the proposed transaction	Pursuant to Regulation 23(2)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, remuneration or sitting fees paid by the listed entity or its subsidiary to person who is a part of promoter or promoter group. Further to the appointment of François-Charles Sirois, Executive Chairman & CEO of the Company as 'President' of OnMobile Global Spain S.L for a period of 5 years w.e.f. June 27, 2024 at a total remuneration of EURO 346, 000 per annum. Bonus payment to François-Charles Sirois from OnMobile Global Spain S.L of EURO 75,795 for FY26 in addition to the earlier approved remuneration **(for Agenda Item No. 4)** Revision of payment of remuneration to François-Charles Sirois from OnMobile Global Spain S.L at a total remuneration as described below for remaining period of his tenure i.e. from April 01, 2026 to June 26, 2029. **(for Agenda Item No. 5)** Fixed Compensation: EURO 546,419 Variable Pay (VP): 50% of the Fixed Pay per annum (The VP pay-out will be governed by the entity's variable pay policy from time to time) Other Benefits: In addition to the above, he shall be entitled to all perquisites, employee benefits, amenities and other facilities including guest house accommodation/housing allowance as per the policy of the subsidiary from time to time.
2.	Name of the related party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise)	François-Charles Sirois is the Executive Chairman & CEO of the Company. OnMobile Global Spain S.L, is a wholly owned subsidiary of the Company. François-Charles Sirois is also president in OnMobile Global Spain SL. Bonus payment to Francois Charles Sirois from OnMobile Global Spain S.L for FY26 **(for Agenda Item No. 4)** Revision of payment of remuneration to François-Charles Sirois from OnMobile Global Spain S.L for remaining period of his tenure **(for Agenda Item No. 5)**
3.	Tenure of the proposed transaction (particular tenure shall be specified)	Bonus payment for Financial Year 2025-26 **(for Agenda Item No. 4)** Revision of payment of remuneration for remaining period of his tenure i.e. from April 01, 2026 to June 26, 2029. **(for Agenda Item No. 5)**

Sl. No.	Requirements of Disclosure	Details
4.	Value of the proposed transaction	Bonus payment to François-Charles Sirois from OnMobile Global Spain S.L of EURO 75,795 for FY26 in addition to the earlier approved remuneration. **(for Agenda Item No. 4)** Revision of payment of remuneration to François-Charles Sirois from OnMobile Global Spain S.L at a total remuneration as described below for remaining period of his tenure i.e. from April 01, 2026 to June 26, 2029. **(for Agenda Item No. 5)** Fixed Compensation: EURO 546,419 Variable Compensation: Variable Pay (VP): 50% of the Fixed Pay per annum (The VP pay-out will be governed by the entity's variable pay policy from time to time) Other Benefits: In addition to the above, he shall be entitled to all perquisites, employee benefits, amenities and other facilities including guest house accommodation/housing allowance as per the policy of the subsidiary from time to time.
5.	The percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	i. Value of proposed transaction- Bonus for Financial year 2025-26: EURO 75,795(for Agenda Item No. 4) Value of proposed transaction-Revision of remuneration from Financial year 2026-27 onwards: (for Agenda Item No. 5) Fixed Compensation: EURO 546,419 Variable Compensation: Variable Pay (VP): 50% of the Fixed Pay per annum (The VP pay-out will be governed by the entity's variable pay policy from time to time) Other Benefits: In addition to the above, he shall be entitled to all perquisites, employee benefits, amenities and other facilities including guest house accommodation/housing allowance as per the policy of the subsidiary from time to time. ii. Annual Consolidated Turnover of OnMobile Global Limited ('the Company') – INR 5,168.50 Million iii. Value of proposed transaction (Bonus) as a percentage of Company's annual consolidated Turnover – 0.159% Value of proposed transaction (Revision of remuneration) as a percentage of Company's annual consolidated Turnover- 2.028% iv. Annual Standalone Turnover of OnMobile Global Spain S.L-INR 2,211.12 million v. Value of proposed transaction (Bonus) as a percentage of OnMobile Global Spain S.L's Turnover – 0.371% Value of proposed transaction (Revision of remuneration) as a percentage of OnMobile Global Spain S.L's Turnover- 4.740%

Sl. No.	Requirements of Disclosure	Details
6.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary:	Not Applicable
	i. details of the source of funds in connection with the proposed transaction;	
	ii. where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments a) nature of indebtedness; b) cost of funds; and c) tenure;	
	iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	
	iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	
7.	Justification as to why the RPT is in the interest of the Company	Arrangement is commercially beneficial, and in furtherance of business of the Company, as mentioned in Explanatory Statement to Agenda Item No. 4 & 5 of this Notice.
8.	A copy of the valuation or other external party report, if any such report has been relied upon;	Not Applicable
9.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis;	Not Applicable
10.	Name of the director or key managerial personnel who is related, if any;	François-Charles Sirois, Executive Chairman & CEO of the Company
11.	Any other information that may be relevant	Nil

Annexure – II

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 as follows:

Item No-9: Material related Party transactions with ONMO INC. the subsidiary of the Company

<table>
<tr><th colspan="3">A(1) Basic details of the related party</th></tr>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td>1.</td><td>Name of the related party</td><td>ONMO INC</td></tr>
<tr><td>2.</td><td>Country of incorporation of the related party</td><td>USA</td></tr>
<tr><td>3.</td><td>Nature of business of the related party</td><td>Engaged in the business of telecom value added services, gaming and incidental software services</td></tr>
<tr><th colspan="3">A(2) Relationship and ownership of the related party</th></tr>
<tr><td>4.</td><td>Relationship between the listed entity/subsidiary[1] (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:
· Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.
· 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).
· Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).</td><td>Step down subsidiary of the Company.
OnMobile USA LLC, the wholly owned subsidiary of the Company, holds 98.82 % shares in ONMO INC
NA</td></tr>
<tr><th colspan="3">A (3) Details of previous transactions with the related party</th></tr>
<tr><td>5.</td><td colspan="2">Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.
<table>
<tr><th>S. No.</th><th>Nature of Transactions</th><th>FY 2025- 2026 (in INR Million)</th></tr>
<tr><td>1</td><td>Manpower Cross charge revenue (cost cross charged to ONMO Inc. from OGL)</td><td>64.07</td></tr>
<tr><td>2</td><td>Royalty Expense</td><td>68.70</td></tr>
</table></td></tr>
<tr><td>6.</td><td>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.</td><td></td></tr>
<tr><td>7.</td><td>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.</td><td>Nil</td></tr>
<tr><th colspan="3">A (4) Amount of the proposed transaction(s)</th></tr>
<tr><td>8.</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.</td><td>INR. 1,050 million</td></tr>
<tr><td>9.</td><td>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?</td><td>Yes</td></tr>
</table>

10.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	20.32%
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.	503.65%
13.	Financial performance of the related party for the immediately preceding financial year:	

Particulars	FY 2025-26 (in INR. Million)
Turnover	208.48
Profit After Tax	(332.32)
Net worth	1,013.50

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.)	Cross charge revenue, Reimbursements & Cost allocation, Sale or Purchase of Fixed Assets
15.	Details of each type of the proposed transaction	i. Cross charge revenue INR. 500 million, ii. Reimbursements & Cost allocation INR. 250 million, iii. Sale or Purchase of Fixed Assets INR. 300 million
16.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Perpetual unless terminated by either of the parties
17.	Whether omnibus approval is being sought?	Yes
18.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	INR. 1,050 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. Explanation: Indirect interest shall mean interest held through any person over which an individual has control.	Francois Charles Sirois, Frederic Lavoie, Radhika Venugopal and Leo Olebe, 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 transactions.
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

<table>
<tr><td colspan="4">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</td></tr>
<tr><td>23.</td><td>Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.</td><td colspan="2">NO</td></tr>
<tr><td>24.</td><td>Basis of determination of price.</td><td>i.
ii.
iii.</td><td>Cross charge revenue: royalty rate of 10% on global ONMO revenues
Reimbursements & Cost allocation :Actual Cost
Sale or Purchase of Fixed Assets : As per the net book value.</td></tr>
<tr><td>25.</td><td>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:</td><td colspan="2">NA</td></tr>
<tr><td colspan="4">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</td></tr>
<tr><td colspan="4">NA</td></tr>
<tr><td colspan="4">B (3) Disclosure only in case of transactions relating to investment made by the Company or its subsidiary</td></tr>
<tr><td colspan="4">NA</td></tr>
<tr><td colspan="4">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.</td></tr>
<tr><td colspan="4">NA</td></tr>
<tr><td colspan="4">B (5) Disclosure only in case of transactions relating to borrowings by the Company or its subsidiary</td></tr>
<tr><td colspan="4">NA</td></tr>
<tr><td colspan="4">B (6) 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</td></tr>
<tr><td colspan="4">NA</td></tr>
</table>

B (7) Disclosure only in case of transactions relating to payment of royalty		
S. No.	**Particulars of the information**	**Information provided by the management**
1.	Purpose for which royalty is proposed to be paid to the related party in the current financial year. Note: For companies with a composite license agreement that includes a bundle of intellectual property rights (IPRs) such as brands, patents, technology and know-how, state the key components of such agreements and the reasons royalty attributable to those key components could not be furnished separately.	Licensing Gaming Platform
	a. For use of brand name / trademark	NA
	b. For transfer of technology know-how	NA
	c. For professional fee, corporate management fee or any other fee	NA
	d. Any other use (specify)	10% on global ONMO revenues, for accessing the Gaming Platform owned by OnMo Inc
2.	(a) The listed entity may confirm whether the parent company charges royalty at a uniform rate from all group companies in other jurisdiction. (b) If No, furnish information below. If royalty is paid to the parent company, disclose royalty received by the parent company from group entities in other jurisdiction: • Minimum rate of royalty charged along with corresponding absolute amount • Maximum rate of royalty charged along with corresponding absolute amount Note: The disclosure shall be made on a gross basis (Cost to the Company), including taxes paid on behalf of the recipient of royalty.	NA
3.	Sunset Clause for Royalty payment, if any.	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.	NA
33.	Would the transaction result in eliminating a segment reporting by the listed entity or any of its subsidiary?	NA
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?	NA
35.	Are there any other major non-financial reasons for going ahead with the proposed transaction?	NA

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

S. No.	**Particulars of the information**	**Information provided by the management**
1.	Gross amount of royalty paid by the listed entity or subsidiary to the related party during each of the last three financial years	
	FY 2025-2026	INR 68.7mn
2.	Purpose for which royalty was paid to the related party during the last three financial years. Explanation: For companies with a composite license agreement that includes a bundle of intellectual property rights (IPRs) such as brands, patents, technology and know-how, state the key components of such agreements and the reasons royalty attributable to those key components could not be furnished separately.	Access to the Gaming Platform owned by OnMo Inc
	a. For use of brand name / trademark	NA
	b. For transfer of technology know-how	NA
	c. For professional fee, corporate management fee or any other fee	NA
	d. Any other use (specify)	INR 68.7mn
3.	Royalty paid in last 3 FYs as % of Net Profits of previous FYs	
	FY 2025-2026	NA (Net Loss)
4.	Percentage or Rate at which royalty has increased in the past 3 years, if any, vis-à-vis rate at which the turnover and profits after tax have increased during the same period.	NA
5.	Peer Comparison: Listed entity or its subsidiary paying royalty for any purpose shall also disclose whether any relevant Industry Peer pays royalties for the same purpose, which is disclosed in its audited annual financial statements for the relevant period:	No Industry Peers are available for comparison in the below format.

	Listed Entity / Subsidiary	Peer 1	Peer 2	Peer 3
Royalty payment over last 3 years	Aggregate amount	Aggregate amount	Aggregate amount	Aggregate amount
Royalty paid as a % of net profits over the last 3 years	%	%	%	%
Annual growth rate of Turnover over last 3 years	%	%	%	%

Explanation: In the case of the payment of, the criteria for comparison with Industry Peers shall be as follows:

a. The Listed Entity will compare the royalty payment with a minimum of three suitable and relevant Industry Peers (i.e. apple to apple comparable Industry Peers), where feasible.

b. In cases where fewer than three Industry Peers are available, the listed entity will disclose, that only one or two peers are available for comparison.

c. If the listed entity is part of any sectoral index, the listed entity is to consider the other constituents of such sectoral index for the purpose of peer comparison which are in similar line of business.

d. In case there are no Industry Peers, the Listed Entity shall state that no Industry Peers are available for comparison.

Annexure – III

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 as follows:

Item No-5 : 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. 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.	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: · Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. · 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). · Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Subsidiary of OnMobile USA LLC
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.	

S. No.	Nature of Transactions	FY 2025- 2026 (in INR Million)
1	Expenses cross charge from OnMobile USA LLC to ONMO Inc	67.37
2	Interest on Loan received from ONMO Inc.	16.98

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.	Nil
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.	Nil
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.	1,050 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	20.32%
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)	2125.94%
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.	503.65%
13.	Financial performance of the related party for the immediately preceding financial year:	

Particulars	**FY 2025-26 (in INR. Million)**
Turnover	208.48
Profit After Tax	(332.32)
Net worth	1,013.50

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. 50 million, ii. Reimbursements & Cost allocation INR. 300 million, iii. Sale or Purchase of Fixed Assets INR. 200 million iv. Loan- INR. 500 million
16.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Perpetual unless terminated by either of the parties
17.	Whether omnibus approval is being sought?	yes
18.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	INR.1050 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. Explanation: Indirect interest shall mean interest held through any person over which an individual has control.	Francois Charles Sirois, Frederic Lavoie and Radhika Venugopal and Leo Olebe, 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 transactions.
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.	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

S. No.	Particulars of the information	Information provided by the management
1.	Source of funds in connection with the proposed transaction. Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/housing finance companies.	Inter Corporate Loan
2.	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following: Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.	NA
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders. Note: (1) This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies. (2) Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ ICD being granted by the listed entity.	NA
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	5% p.a
5.	Maturity / due date	Repayable on demand
6.	Repayment schedule & terms	Repayable on demand
7.	Whether secured or unsecured?	Unsecured Loan
8.	If secured, the nature of security & security coverage ratio	NA
9.	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 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

S. No.	Particulars of the information	Information provided by the management
1.	Latest credit rating of the related party Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any	NA
2.	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

Annexure – IV

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 as follows:

Item No-5: Material related party transactions between OnMobile Global Spain, S.L. and ONMO INC the Subsidiaries of the Company

<table>
<tr><th colspan="3">A (1) Basic details of the related party</th></tr>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td>1.</td><td>Name of the related party</td><td>ONMO Inc</td></tr>
<tr><td>2.</td><td>Country of incorporation of the related party</td><td>USA</td></tr>
<tr><td>3.</td><td>Nature of business of the related party</td><td>Engaged in the business of telecom value added services, gaming and incidental software services</td></tr>
<tr><th colspan="3">A (2) Relationship and ownership of the related party</th></tr>
<tr><td>4.</td><td>Relationship between the listed entity/subsidiary[1] (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:
· Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.
· 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).
· Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).</td><td>OnMobile Global Spain, SL is subsidiary of Onmobile Global Ltd and ONMO Inc. is stepdown subsidiary of Onmobile Global Ltd

NA

NA</td></tr>
<tr><th colspan="3">A (3) Details of previous transactions with the related party</th></tr>
<tr><td>5.</td><td colspan="2">Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.
<table><tr><th>S. No.</th><th>Nature of Transactions</th><th>FY 2025- 2026 (in INR Million)</th></tr><tr><td>1</td><td>Manpower cost and software expenses cross charge to ONMO Inc.</td><td>60.34</td></tr></table></td></tr>
<tr><td>6.</td><td>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.</td><td>NA</td></tr>
<tr><td>7.</td><td>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.</td><td>Nil</td></tr>
<tr><th colspan="3">A (4) Amount of the proposed transaction(s)</th></tr>
<tr><td>8.</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.</td><td>650 Million</td></tr>
<tr><td>9.</td><td>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?</td><td>YES</td></tr>
<tr><td>10.</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year</td><td>12.58%</td></tr>
</table>

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)	29.40%
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.	311.78% (As per the consolidated turnover of ONMO Inc.)
13.	Financial performance of the related party for the immediately preceding financial year:	

Particulars	FY 2025-26 (in INR. Million)
Turnover	208.48
Profit After Tax	(332.32)
Net worth	1013.50

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. 150 million, ii. Reimbursements & Cost allocation INR. 250 million, iii. Sale or Purchase of Fixed Assets INR. 200 million. iv. Loan- INR. 50 million
16.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Perpetual unless terminated by either of the parties
17.	Whether omnibus approval is being sought?	Yes
18.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	INR.650 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. Explanation: Indirect interest shall mean interest held through any person over which an individual has control.	Francois Charles Sirois, Frederic Lavoie and Radhika Venugopal and Leo Olebe, 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 transactions.
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 + 7% markup 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

S. No.	Particulars of the information	Information provided by the management
1.	Source of funds in connection with the proposed transaction. Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/housing finance companies.	Inter Corporate Loan
2.	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following: Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.	NA
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders. Note: (1) This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies. (2) Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ ICD being granted by the listed entity.	NA
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	5% p.a
5.	Maturity / due date	Repayable on demand
6.	Repayment schedule & terms	Repayable on demand
7.	Whether secured or unsecured?	Unsecured Loan
8.	If secured, the nature of security & security coverage ratio	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 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
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
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: June 24, 2026
Place: Bengaluru

Regd. Office:
OnMobile Global Limited,
E City, Tower -1, 94/1C & 94/2,
Veerasandra Village, Attibele Hobli,
Anekal Taluk, Electronic City Phase-1,
Bengaluru- 560100, Karnataka, India
CIN: L64202KA2000PLC02786

THE INSTRUCTIONS 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 nonindividual shareholders in demat mode.

(i) The voting period begins on Friday, August 07, 2026 at 9.00 a.m. IST and ends on Monday, August 10, 2026 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 August 04, 2026 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	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 https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin 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.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	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.nsdl.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 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 & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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 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. 4. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. 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 & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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 helpdesk.evoting@cdslindia.comor contact at 022- 23058738 and 022-23058542/43.
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.**

The shareholders should log on to the e-voting website www.evotingindia.com.

1) Click on "Shareholders/ Members" module.

2) 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.

3) Next enter the Image Verification as displayed and Click on Login.

   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.

4) 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	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number indicated in the PAN field or if the same is not updated, member may send an e-mail to KFintech at einward.ris@kfintech.com.
Dividend Bank Details OR Date of Birth (DOB)	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. 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.

(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**

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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

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 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. The Shareholders can join the AGM through VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting.
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 from July 28, 2026 (9.00 a.m. IST) to August 01, 2026 (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 August 01, 2026 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 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 / RTA einward.ris@kfintech.com.

ii) For Individual 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.

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 an email to 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, AVP, (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.

(iii) 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, August 11, 2026 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 contact Nitin Kunder (022- 23058738) or Mehboob Lakhani (022-23058543) or Rakesh Dalvi (022-23058542). 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	Tuesday, August 04, 2026
7.	Time period for remote e-voting	Friday, August 07, 2026 at 9.00 a.m. IST and ends on Monday, August 10, 2026 at 5.00 p.m. IST
8.	Book closure dates	Wednesday, August 05, 2026 to Tuesday, August 11, 2026 (both days inclusive)
9.	Link for Members to temporarily update e-mail address	https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx
10.	Last date for publishing results of the e-voting	Thursday, August 13, 2026
11.	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
12.	OnMobile's contact details	Email ID: Investors@onmobile.com Contact No.: 080 4009 6000