



OnMobile- Code of Conduct to regulate, monitor and report trading by designated persons

Version: 5.0

Document contact Information

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Document change History

Version	Author	Date	Comments
V 1.0	P. V. Varaprasad	30 th July 2015 (w.e.f. 15 th May 2015)	adopted the new Insider Trading Code in line with SEBI (Prohibition of Insider Trading) Regulations, 2015
V 2.0	P. V. Varaprasad	16 th May 2018 (w.e.f. 16 th May 2018)	Change in pre-clearance procedure introducing a threshold limit.
V 3.0	P. V. Varaprasad	28 th March 2019 (w.e.f. 1 st April 2019)	Aligning Insider Trading Code in line with SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018
V 4.0	P. V. Varaprasad	20 th December 2019 (w.e.f 26 th December 2019)	Aligning the Code in line with SEBI (Prohibition of Insider Trading) (Third Amendment) Regulations, 2019
V 5.0	P. V. Varaprasad	09 th April 2020 (w.e.f 1 st April 2020)	Incorporating the Internal Auditors suggestions about 'Designated persons' and 'Chinese Walls procedures' and providing more clarity and elaborations to the existing provisions of the Code.

ONMOBILE - CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSONS

Regulation 9 of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (herein after referred to as ‘Regulations’), require every listed company to formulate a code of conduct to regulate, monitor and report trading by its designated persons and immediate relatives of designated persons towards achieving compliance with these regulations. Accordingly, to ensure adherence with all laws and regulations, OnMobile Global Limited (hereinafter referred to as ‘the Company’) hereby notifies that the following code to be known as **‘OnMobile - Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons’** is to be followed by all designated persons and immediate relatives of designated persons in order to prevent insider trading while dealing in the securities of the Company.

1. Code

The code shall be called **‘On Mobile Global Limited - Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons’** (herein after referred to as **‘Code’**). This Code of Conduct shall come into effect from April 1, 2019 and this revised Code shall supersede the existing code effective from the said date.

This Code embodies the conduct for prevention of insider trading in securities of OnMobile Global Limited and encapsulates the restrictions, formats and rules of conduct to be followed by designated persons and their immediate relatives. It is necessary that all designated persons and their immediate relatives are fully aware of the provisions of this Code. This Code is in addition to, and not in substitution of the Regulations, and it is important that Designated Persons are aware of and comply with the provisions of the Regulations as well.

The procedures mentioned herein the Code are intended to deal with the most common practical situations, but they cannot deal specifically with every eventuality that may arise. Where any designated person or their immediate relatives is in doubt as to how a particular situation should be dealt with under this Code, they may consult with the Compliance officer.

2. Definitions

- a) **‘Act’** means the Securities and Exchange Board of India Act, 1992
- b) **‘Board’** means the Securities and Exchange Board of India
- c) **‘Company’** means **OnMobile Global Limited**
- d) **Compliance Officer**

“Compliance Officer” means any senior officer, designated so and reporting to the board of directors, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the code for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board of directors of the listed company.

Explanation – For the purpose of this regulation, “financially literate” shall mean a person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows

e) **Connected person**

“Connected person,” means any person who has a connection with the company that is expected to put him in possession of unpublished price sensitive information and who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the company or holds any position including a professional or business relationship between himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.

Persons falling within the following categories shall be **deemed to be connected persons** unless the contrary is established –

- a. an immediate relative of connected persons; or
 - b. a holding company or associate company or subsidiary company; or
 - c. an intermediary as specified in section 12 of the Act or an employee or director thereof; or
 - d. an investment company, trustee company, asset management company or an employee or director thereof; or
 - e. an official of a stock exchange or of clearing house or corporation; or
 - f. a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
 - g. a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
 - h. an official or an employee of a self-regulatory organization recognized or authorized by the Board; or
 - i. a banker of the company; or
 - j. a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his /her immediate relative or banker of the company, has more than ten per cent. of the holding or interest;
- f) **“Director”** means a member of the Board of Directors of the Company
- g) **“Designated persons”** comprises of
- i. All promoters of the Company
 - ii. Board of Directors of the Company
 - iii. Chief Executive Officer and employees upto two levels below Chief Executive Officer of the Company and its material subsidiaries.
 - iv. Employees of the company and its material subsidiaries, intermediary or fiduciary designated on the basis of their functional role or access to unpublished price sensitive information in the organization as may be decided by the Company viz.
 1. Employees belonging to Job Band- PM6 and above and their direct reports
 2. All employees in the Finance and Accounts, Legal, IT and Secretarial departments

- v. All the intermediaries and fiduciaries of the company which includes Professional firms such as auditors, accountancy firms, law firms, analysts, insolvency professional entities, consultants, banks etc. assisting or advising the Company .
- vi. Such other persons as may be identified by the Compliance officer who may have access to Unpublished Price Sensitive Information.

Explanation: The term ‘**Material Subsidiary**’ shall have the same meaning as provided in the Company’s ‘Policy on determining Material Subsidiaries’ formed in compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

- h) “**Employee**” means every employee of the Company (whether working in India or abroad)

- i) **Generally Available Information**

"Generally available information" means information that is accessible to the public on a non-discriminatory basis;

- j) **Immediate relative**

“Immediate relative” means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities;

- k) **Insider**

"Insider" means any person who is:

- i. a connected person; or
- ii. in possession of or having access to unpublished price sensitive information;

- l) “**Key Managerial personnel**” in relation to a company means:

- i. the Chief Executive Officer or the Managing Director or the Whole Time Director or the Manager;
- ii. the Chief Financial Officer;
- iii. the Company Secretary

- m) **Promoter**

"Promoter" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.

- n) “**Securities**” means the securities of OnMobile Global Limited which

include –

- i. shares, scrips, stocks, bonds, debentures, debenture stock or other marketable securities of a like nature in or of the Company;
- ii. futures / derivatives even though they are not issued by the Company
- iii. such other instruments as may be declared by the Compliance officer to be securities; and

iv. rights or interests in securities.

o) Takeover Regulations

“Takeover regulations” means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;

p) ‘**Trading**’ means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly;

q) ‘**Trading day**’ means a day on which the recognized stock exchanges are open for trading;

r) Unpublished price sensitive information

"Unpublished price sensitive information" means any information, relating to the company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: –

- i. financial results;
- ii. dividends;
- iii. change in capital structure;
- iv. mergers, de-mergers, acquisitions, delisting’s, disposals and expansion of business and such other transactions; and
- v. changes in key managerial personnel

All the terms used in the Code, but not defined above shall have the meanings ascribed to them in the Securities and Exchange Board of India Act, 1992 or the SEBI (Prohibition of Insider Trading) Regulations, 2015 as the case may be.

3. Restriction on communication or procurement of unpublished price sensitive information.

The following provisions are intended to cast an obligation on all insiders who are in possession of unpublished price sensitive information (UPSI) to handle such information with care and to deal with such information strictly on a need-to-know basis.

1. No insider shall communicate, provide, or allow access to any UPSI, relating to the company or securities listed or proposed to be listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
2. No person shall procure from or cause the communication by any insider of UPSI, relating to the company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
3. An UPSI may be communicated, provided, allowed access to or procured, in connection with a transaction that would:–
 - i. entail an obligation to make an open offer under the takeover regulations

where the board of directors of the company is of informed opinion that sharing such information is in the best interests of the company;

Note: This provision is intended to acknowledge the need for communicating and allowing access to or procuring UPSI for substantial transactions.(example: takeovers, mergers and acquisitions involving trading in securities and change in control).

- ii. not attract the obligation to make an open offer under the takeover regulations but where the Board of directors of the company is of informed opinion that sharing of such information is in the best interests of the company and the information that constitute UPSI is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Board of directors may determine to be adequate and fair to cover all relevant and material facts.

Note: This provision is intended to permit communicating and allowing access to or procuring UPSI for transactions that do not entail an open offer obligation under the takeover regulations when authorised by the Board of directors if sharing of such information is in the best interests of the Company provided the Board of Directors would cause public disclosure of such information well before the proposed transaction to rule out any information irregularity in the market.

For the purpose of (3) above, the Board of directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose mentioned above in sub-regulation (3), and shall not otherwise trade in securities of the company when in possession of UPSI.

4. Chinese walls- All information files in the nature of Unpublished Price Sensitive Information shall be shared/ handled amongst the designated persons through secured electronic drives/folders.

4. Conditions for trading when in possession of unpublished price sensitive information (UPSI).

- 1) No insider shall trade in securities that are listed or proposed to be listed on a stock exchange when in possession of UPSI.

Explanation –When a person who has traded in securities has been in possession of UPSI, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession.

However, the insider may prove his /her innocence by demonstrating the circumstances including the following: –

- i. the transaction is an off-market inter-se transfer between insiders who were in possession of the same UPSI without being in breach of this Code and both parties had made a conscious and informed trade decision;

Provided that such UPSI was not obtained as per above Para 3(3)

Provided further that such off-market trades shall be reported by the insiders to the Company within two working days. The Company shall notify the particulars of such trades to the stock exchanges within two trading days from receipt of the disclosure or from becoming aware of such information.

- ii. the transaction was carried out through the block deal window mechanism between persons who were in possession of the UPSI without being in breach of this Code and both parties had made a conscious and informed trade decision

Provided that such UPSI was not obtained by either person under Para 3(3) above.

- iii. the transaction was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.
- iv. the transaction was undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.
- v. in the case of non-individual insiders: –
 - a. the individuals who were in possession of such UPSI were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such UPSI when they took the decision to trade; and
 - b. appropriate and adequate arrangements were in place to ensure that these regulations are not violated and no UPSI was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached;
- vi. the trades are pursuant to a trading plan elaborated in Para 5 below.
 - 2) In the case of connected persons, the onus of establishing, that they were not in possession of UPSI, shall be on such connected persons and in other cases, the onus would be on SEBI.

5. Trading Plans

- 1) An insider shall be entitled to formulate a trading plan and present it to the compliance officer for approval and public disclosure pursuant to which trades may be carried out on his /her behalf in accordance with such plan.
- 2) Such trading plan shall:–
 - i. not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;
 - ii. not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results;
 - iii. entail trading for a period of not less than twelve months;
 - iv. not entail overlap of any period for which another trading plan is already in existence;
 - v. set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
 - vi. not entail trading in securities for market abuse.

- 3) The compliance officer shall review the trading plan to assess whether the plan would have any potential for violation of the Code and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan

However pre-clearance of trades shall not be required for a trade executed as per an approved trading plan. Trading window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan.

- 4) The trading plan once approved shall be irrevocable and the insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

However, the implementation of the trading plan shall not be commenced if any UPSI in possession of the insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation and in such event the compliance officer shall confirm that the commencement ought to be deferred until such UPSI becomes generally available information so as to avoid violation of the provisions of this Code.

- 5) Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.

6. Trading window

1. The Company shall specify a trading period for trading in Securities ('Trading Window')
2. Designated persons or their immediate relatives may execute trades subject to compliance with the Code only when trading window is open.
3. The trading window shall be closed when the compliance officer determines that a designated person or class of designated persons can reasonably be expected to have possession of UPSI.
4. The trading window may be re-opened after 48 hours after the UPSI in question becomes generally available
5. Unless otherwise specified by the Compliance officer, the Trading window shall generally be closed for designated persons and their immediate relatives from the first day after the end of every quarter till 48 hours after the declaration of financial results

In this context, the gap between clearance of accounts by audit committee and Board meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information.

6. Designated persons and their immediate relatives shall not trade in securities when the trading window is closed.
7. Despite the Trading window being open, designated persons or their immediate relatives would only be allowed to trade subject to the conditions specified in Para 7 below and provided that they are not in possession of any UPSI at the time they carry out the transaction.
8. The restriction on trading window shall not be applicable in the following circumstances:

- i. Circumstances mentioned in point (i) to (iv) and (vi) of Para 4 above.

- ii. Pledge of shares for a bonafide purpose such as raising of funds, subject to pre-clearance by the Compliance officer under Para 7 and compliance with the respective regulations.
- iii. Transactions undertaken in accordance to respective regulations made by SEBI, such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buy-back offer, open offer, delisting offer.

7. (1) Pre-clearance

- i. When the trading window is open, trading by designated persons shall be subject to pre-clearance by the compliance officer, if the value of the proposed trades in the securities in a calendar quarter (either in one transaction or in a series of transactions) of a consideration price exceeding Rs. 10,00,000 (Rupees Ten Lakhs). The approval of the Compliance Officer has to be sought by submitting the pre-clearance and undertaking form in the manner prescribed as per **Annexure I**. Such application should be complete and correct in all respects and should be accompanied by such undertakings, declarations and other documents/papers as may be prescribed by the Compliance Officer.
- ii. The Compliance Officer shall consider the application made as above and shall approve it unless he is of the opinion that the grant of such approval would result in a breach of the provisions of the Code, or the Regulations or the Act or any other law in force at that time.
- iii. The Compliance Officer may seek declarations to the effect that the designated person or his immediate relative applying for pre-clearance is not in possession of any UPSI. The Compliance officer shall also have the discretion to assess and decide as to whether such declarations are factually accurate.
- iv. The Compliance officer shall convey his decision to the designated person or his immediate relative, as the case may be, within two trading days of receipt of the application. If the Compliance officer does not respond within two trading days, it shall be deemed to be a rejection of the application.
- v. All transactions involving the Compliance officer shall be approved by the Chairman of the Board.
- vi. Pre-clearance is not required for trades executed in accordance with a Trading plan which is approved under Para 5 of this Code and for exercise of employee stock options.
- vii. In case of doubt, designated persons and their immediate relatives shall be responsible to check with the Compliance officer or one of the contact persons designated by the Compliance officer, if any, from time to time, whether the provisions of this Para 7 are applicable to any particular proposed transaction in the securities.

(2) Time-frame for completion of buy/ sale after approval of pre-clearance

- i. All designated persons and their dependents shall execute their trade in respect of securities of the Company not later than seven days after the approval of pre-clearance is given. If the trade is not executed within the stipulated period after the approval is given, the designated person must procure fresh pre-clearance for the trades to be executed.

- ii. All designated persons who buy or sell any number of shares of the company shall not enter into an opposite transaction ('contra trade') i.e. sell or buy any number of shares during the next six months following the prior transaction. An undertaking in this respect has to be submitted to the Compliance Officer of the Company before entering into any transaction/trade as per **Annexure I**. All designated persons shall also not take positions in derivative transactions in the shares of the company at any time.

In case of a contra trade, if the sale of securities by designated persons is necessitated by personal emergency, such contra trade may be made only with prior approval of the Compliance officer. The Compliance officer while approving such exception shall record in writing the reasons for which such exception was granted and why such exception would not be in violation of the Code or the Regulations.

In the event a contra trade has been executed, inadvertently or otherwise without the approval of the Compliance officer in violation of the restriction, the profits from such trade shall be liable to be disgorged for remittance to the SEBI for credit to the Investor Protection and Education Fund administered by the SEBI under the Act.

However, the 'contra trade' restriction shall not be applicable for trades pursuant to exercise of employee stock options and on participation in buy-back offers, rights issue, further public offers, bonus issues and exit offers.

The Designated person shall, within two days of the execution of the Trade, submit the details of such trade to the Compliance Officer in the manner prescribed in **Annexure II**. In case the transaction is not undertaken, a statement to that effect shall be mentioned in such form. The obligation to disclose trading by the immediate relatives of designated persons is upon the said designated person.

- iii. Off-market trades as mentioned in Para 4.1.(i) shall also be reported to the Company within two working days.
- iv. The transactions by designated persons or their immediate relatives in accordance with Para 7 (1) (i) in which the consideration price of securities exceeds Rs. 10,00,000/- (Rupees Ten Lakhs) are required to be disclosed by the Company to the stock exchanges within two trading days of receipt of disclosure from designated persons or their immediate relatives.

8. Security of Files

Files containing confidential information shall be kept secure by means of adequate security measures like password etc. The Compliance officer shall maintain records of all the declarations in the appropriate form given by the designated persons for a minimum period of five years.

Any insider who deals in the securities of the Company or communicates/procures any information or counsels any person dealing in securities, in contravention of this Code may be held to be guilty of insider trading and appropriate action as provided under the law would be taken.

An insider, as defined in Para 2 above, who acts in contravention of this Code shall be liable to have his/her employment or services or relationship with the Company, as the case may be, terminated. The SEBI or any other appropriate regulatory authority would also be informed of the contravention of the code so that appropriate action may be taken.

Employees of the Company who violate this Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, ineligibility for future participation in the Company's stock option plans etc.,

9. Reporting and disclosure of trading by 'Insiders'

- i. The Compliance Officer shall place before the Board and the chairman of the Audit Committee, on a quarterly basis, all the details of the trading in the Securities of the Company done by the designated persons or their Immediate Relatives under Para 7 (2) together with the accompanying documents that such persons had executed under the pre- approval procedure as outlined above.
- ii. The Company is entitled to disclose to all the stock exchanges where its Securities are listed, the information provided by designated persons or their immediate relatives to the Compliance officer in accordance with the Code.

10. Reporting requirements for transaction in securities

(1) Initial disclosures:

- (a) Every promoter, key managerial personnel and director of every company whose securities are listed on any recognised stock exchange shall disclose his /her holding of securities of the Company as on the date of these regulations taking effect, to the Company within thirty days of these regulations taking effect (i.e by June 15, 2015, one time disclosure) in **Form A**
- (b) Every person on appointment as a key managerial personnel or a director of the company or upon becoming a promoter shall disclose his / her holding of securities of the company as on the date of appointment or becoming a promoter, to the company within 7 days of such appointment or becoming a promoter in **Form B**

(2) Continual Disclosures:

Every promoter, designated person and director of the Company shall disclose to the Company the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs.1,000,000 (Rupees Ten lakhs) in **Form C**

Disclosure by the Company to the Stock Exchange(s)

Within 2 trading days of the receipt of disclosure or becoming aware of the above information, the Compliance Officer shall disclose to all Stock Exchanges on which the Company's securities are listed, the information received.

Note: The disclosure of the incremental transactions after any disclosure under Para 10(2), shall be made when the transactions effected after the prior disclosure cross the threshold limit of Rs.1,000,000

(3) Disclosure by other connected persons:

The Company, may at its discretion require any 'other connected person or class of connected persons' to make disclosures of holdings and trading in securities of the Company in such form and at such frequency as the Board may determine to monitor compliance with these regulations (refer **Form D**)

(4) Format for reporting transaction in securities:

The Board of Directors will suggest or modify from time to time the formats of the 'Forms' for making application for pre-clearance, undertaking about contra trade, reporting of trades executed, reporting of decisions not to trade after securing pre-clearance, and for reporting level of holdings in securities at such intervals as may be determined as being necessary by the Board to monitor compliance with these regulations. The suggestive forms are given below in the list of Annexures.

11. Annual Disclosure by Designated persons

Designated persons shall disclose names and Permanent Account Number (PAN) or any other identifier authorized by law of the following persons to the Company on an annual basis and as and when the information changes:

- a) immediate relatives
- b) persons with whom such designated person(s) shares a material financial relationship, where 'material financial relationship' shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift from a designated person during the immediately preceding twelve months, equivalent to at least 25% of the annual income of such designated person but shall exclude relationships in which the payment is based on arm's length transactions.
- c) Phone, mobile and cell numbers which are used by them

In addition, the names of educational institutions from which designated persons have graduated and names of their past employers shall also be disclosed on a one-time basis. (Refer **Annexure III**)

Compliance officer shall be intimated prior to engaging with any new audit firm, consulting firm, law firm, bankers and service providers etc., who will have access or assumed to have access to Unpublished Price Sensitive Information.

All the Designated persons shall ensure such intimation process as and when people are brought 'inside' on sensitive transactions.

All the Designated Persons should be made aware of the duties and responsibilities attached to the receipt of Inside Information, and the liability that attaches to misuse or unwarranted use of such information.

12. Role of Compliance Officer

- (i) The compliance officer shall provide status reports to the Board of Directors and the Audit Committee not less than once in a year so that they can verify that the systems for internal control are adequate and are operating effectively.
- (ii) The compliance officer shall review the trading plans to assess whether the plan would have any potential for violation of these regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan. The Compliance Officer shall also be responsible for notifying the trading plans to the stock exchanges on which Securities are listed
- (iii) Prior to approving any trades, the Compliance Officer shall be entitled to seek such information / declarations to the effect that the applicant for pre-clearance is not in possession of any UPSI.

- (iv) The Compliance officer shall assist all the designated persons and their immediate relatives in addressing any clarifications regarding the Code or the Regulations.

13. Mechanism for prevention of insider trading

1. The Compliance Officer shall be responsible to have adequate and effective system of internal controls to ensure compliance with the Code to prevent insider trading.
2. Internal control shall include the following:
 - (a) identification of persons who have access to unpublished price sensitive information (UPSI)
 - (b) Identification of all the UPSI and maintenance of its confidentiality,
 - (c) adequate restrictions are placed on communication or procurement of UPSI,
 - (d) Maintenance of list of designated persons and other persons with whom UPSI is shared and signing confidentiality agreements or serving notice to all such designated persons and other persons.
 - (e) Review of compliance under these regulations and periodic process review to evaluate effectiveness of the internal controls at least once in a financial year.
3. The Company shall formulate a policy for inquiry in case of leak of UPSI.

14. Penalty for contravention of the code of conduct

- 1) Every designated person shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof are applicable to his/her dependents).
- 2) Designated person who violate the Code shall be subject to disciplinary action by the Company, which may include wage freeze, suspension, recovery, claw back, ineligibility for future participation in employee stock option plans, etc.
- 3) The action by the Company shall not preclude SEBI from taking any action in case of violation of the Regulations
- 4) In case it is observed by the Company that there has been a violation of the Code or the Regulations, the Company shall promptly inform SEBI. The designated persons or their immediate relatives shall provide any information required by SEBI or other Regulatory authorities and shall comply with the orders passed thereof.

15. Miscellaneous

- 1) The Board of Directors are empowered to make such additional rules as may be required to administer the Code and to remove difficulty or doubts in interpreting of the Code.
- 2) Company Secretary of the Company is the compliance officer to administer the Code of conduct who will work subject to guidance of the Chairman and the Board of Directors.
- 3) The Compliance Officer shall maintain a record of the designated persons and any changes made in the list of designated persons.
- 4) For any questions regarding the code, designated persons or their immediate relatives may contact the Compliance officer.

16. Whistle Blower and Protection

- 1) Any instance of or suspected leak of unpublished price sensitive information or violation of the Code can be reported under whistle blower mechanism of the Company.
- 2) Any sort of retaliation for reporting suspected violations is prohibited under this Code.

Employee who reports any alleged violations of insider trading laws in accordance with the Informant mechanism introduced vide SEBI (Prohibition of Insider Trading) (Third Amendment) Regulations, 2019, will be protected against any discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination.

17. Disclaimer

The Code is the internal policy of the Company to regulate, monitor and report trading by designated persons and their immediate relatives. However, it is the responsibility of each designated person to ensure compliance with the provisions of the Regulations and other related laws and also on behalf of their immediate relatives. The Company shall not be responsible or liable for any violation or contravention by any designated person or their immediate relatives, of the Regulations or other related laws.

ANNEXURE – I

OnMobile Global Limited

Regd. Office: Tower #1, 94/1C & 94/2, Veerasandra, Attibele Hobli, Anekal Taluk,
Electronic City, Phase 1,
Bangalore- 560100

INSIDER TRADING

Pre- clearance and undertaking for trading in securities of OnMobile Global Limited by Designated persons

The Compliance
Officer, OnMobile
Global Limited

I, son/daughter/wife of hereby request your consent for selling/buying (number of shares proposed to be dealt with) Shares of OnMobile maintained with (name of depository with which account is maintained). Upon receiving your approval in this regard, I undertake to execute the order in respect of the aforementioned shares within one week of receiving the approval, failing which I undertake to obtain fresh approval in this regard.

I hereby execute the following undertaking in favour of the Company:

1. I do not have any access or have not received any “price sensitive information” at the time of signing this undertaking.
2. I will inform the Compliance Officer in case I receive any “price sensitive information” after the signing of this undertaking and before I execute the transaction. I will also refrain from dealing in the Company stock till such information is made public.
3. I confirm that I am not entering into an opposite transaction in the shares of the Company (contra trade) of my earlier transactions in the preceding six months period (*excluding exercise of ESOPs and the sale of shares so acquired*)
4. I will not enter into an opposite transaction (contra trade) during the next six months following this transaction (*excluding exercise of ESOPs and the sale of shares so acquired*)
5. I have not contravened the code of conduct for prevention of insider trading as specified by the Company.
6. Details of my immediate previous purchase transaction are as follows:

Name, PAN, Demat Account number	Date of immediate previous purchase of shares of the Company	Mode of acquisition (e.g.: Secondary market purchase/ESOP exercise)	No. of shares purchased

7. Details of my immediate previous sale transaction are as follows:

Name, PAN, Demat Account number	Date of immediate previous sale of shares of the Company	Source of shares (e.g.: Secondary market purchase/ESOP exercise)	No. of shares sold

8. I certify that the above is true and correct.

To be filled up by Designated Persons

Approval of the Compliance Officer

Signature : _____

Signature: _____

Name : _____

Name : _____

Emp. No : _____

Date : _____

Job Band : _____

Date : _____

ANNEXURE II

OnMobile Global Limited

Regd. Office: Tower #1, 94/1C & 94/2, Veerasandra, Attibele Hobli, Anekal Taluk, Electronic City, Phase 1, Bangalore- 560100

INSIDER TRADING
Reporting of Trades executed

The Compliance Officer,
OnMobile Global Limited

I..... son/daughter/wife of hereby inform that:

1. I have not bought/sold/subscribed any securities of the Company
2. I have bought/sold/subscribed to _____ securities on _____ (date).

(*strike off whichever is not applicable)

Name, PAN, Demat Account number	No. of securities traded	Bought/sold/ subscribed	Price (Rs.)	Date of transaction/trade

3. I certify that the above is true and correct and not contravened any provisions of the code of conduct for prevention of insider trading or any applicable laws/Regulations as specified by the Company for effecting the said transaction.

To be filled up by Designated Persons

Approval of the Compliance Officer

Signature : _____

Signature: _____

Name : _____

Name : _____

Emp. No : _____

Date : _____

Job : _____

Band : _____

Date : _____

ANNEXURE III

OnMobile Global Limited

Regd. Office: Tower #1, 94/1C & 94/2, Veerasandra, Attibele Hobli, Anekal Taluk,
Electronic City, Phase 1, Bangalore- 560100

INSIDER TRADING
Disclosure of particulars by Designated Persons

The Compliance Officer
OnMobile Global Limited

My personal details are as under:

Name of designated person: _____
 PAN _____
 #Emp ID. _____ #Grade _____
 #Department _____
 #Location _____
 #Date of appointment _____
 Name of Educational institution _____
 Mobile No. _____
 Past Employers details _____

Pursuant to the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company’s Code of Conduct for Prevention of Insider Trading, I hereby declare that I have the following Immediate Relative(s):

Sr. No.	Name of the Immediate Relative	Relationship with Designated Person	PAN/any other identifier authorized by law	Phone, Mobile numbers which are used by them

I hereby declare that the following persons with whom I share a material financial relationship*

Sr. No.	Name of the Persons	Relationship with Person	PAN	Phone, Mobile numbers which are used by them

*Material financial relationship shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift from a designated person during the immediately preceding twelve months, equivalent to at least 25% of the annual income of such designated person but shall exclude relationships in which the payment is based on arm’s length transactions.

I hereby undertake to inform the changes in the above details from time-to-time.

I hereby declare that the above details are true, correct and complete in all respects.

Signature: _____

Name: _____

Note: Please submit the physical copy in addition to e-mail copy.

FORM A

**SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (a) read with Regulation 6 (2) – Initial disclosure to the company]**

Name of the company: OnMobile Global Limited

ISIN of the company: INE809I01019

Details of Securities held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

Name, PAN, CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP / Directors/immediate relative to/others etc)	Securities held as on the date of regulation coming into force		% of Shareholding
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	
1	2	3	4	5

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Details of Open Interest (OI) in derivatives of the company held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

Open Interest of the Future contracts held as on the date of regulation coming into force			Open Interest of the Option Contracts held as on the date of regulation coming into force		
Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
6	7	8	9	10	11

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options

Name & Signature:

Designation:

Date:

Place:

FORM B

**SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on becoming a
director/KMP/Promoter]**

Name of the company: OnMobile Global Limited

ISIN of the company: INE809I01019

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN & Address with contact nos.	Category of Person (Promoters/ KMP / Directors/ immediate relative to/others etc.)	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held at the time of becoming Promoter/appointment of Director/KMP		% of Shareholding
			Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	
1	2	3	4	5	6

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Details of Open Interest (OI) in derivatives of the company held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held at the time of becoming Promoter/appointment of Director/KMP			Open Interest of the Option Contracts held at the time of becoming Promoter/appointment of Director/KMP		
Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
7	8	9	10	11	12

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options

Name & Signature:

Designation:

Date:

Place:

FORM C

**SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (2) read with Regulation 6(2) – Continual disclosure]**

Name of the company: OnMobile Global Limited
ISIN of the company: INE809I01019

Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN, & address with contact nos.	Category of Person (Promoters/ KMP / Director s/immediate relative to/others etc.)	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/disposal	Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition / disposal (on market/public/ rights/preferential offer / off market/ Inter-se transfer, ESOPs etc.)
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy/ Sale/ Pledge / Revoke/ Invoke)	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	From	To		
1	2	3	4	5	6	7	8	9	11	12	13	14

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Details of trading in derivatives of the company by Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Trading in derivatives (Specify type of contract, Futures or Options etc)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
15	16	17	18	19	20	21

Note: In case of Options, notional value shall be calculated based on Premium plus strike price of options.

Name & Signature:

Designation:

Date:

Place:

FORM D
(Indicative format)

SEBI (Prohibition of Insider Trading) Regulations, 2015
Regulation 7(3) – Transactions by Other connected persons as identified by the company

Details of trading in securities by other connected persons as identified by the company

Name, PAN, CIN/DIN, & address with contact nos. of other connected persons as identified by the company	Connection with company	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition/disposal (on market/public/ rights/ Preferential offer / off market/Interse transfer, ESOPs etc.)
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of share holding	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy/ Sale/ Pledge / Revoke /Invoke)	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	From	To		
1	2	3	4	5	6	7	8	9	10	11	12	13	14

Note: “Securities” shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Details of trading in derivatives by other connected persons as identified by the company

Trading in derivatives (Specify type of contract, Futures or Options etc)						Exchange on which the trade was executed
Type of Contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
15	16	17	18	19	20	21

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options.

Name: Signature:

Place:
