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

Version: 7.0

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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.
V 6.0	P. V. Varaprasad	4 th February 2025 (w.e.f. 5 th December 2024)	Aligning the Code in line with SEBI (Prohibition of Insider Trading) (Third Amendment) Regulations, 2024
V 7.0	P. V. Varaprasad	19 th June 2025 (w.e.f. 10 th June 2025)	Aligning the definition of UPSI in line with SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2025

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 is or has been, during the six months prior to the concerned act, associated with a company, in any capacity, directly or indirectly, 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, whether temporary or permanent, with the company, that allows such a 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. a 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 relative or banker of the company, has more than ten per cent. of the holding or interest or;
- k. a firm or its partner or its employee in which a connected person is also a partner; or
- l. a person sharing household or residence with a connected person;

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 and shall not include unverified event or information reported in print or electronic media;

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 manager;
- ii. the company secretary;
- iii. the whole-time director;
- iv. the Chief Financial Officer;
- v. such other officer, not more than one level below the Directors who is in whole-time employment, designated as key managerial personnel by the Board; and such other officer as may be prescribed;

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) **Relative** shall mean the following:

- i. spouse of the person;
- ii. parent of the person and parent of its spouse;
- iii. sibling of the person and sibling of its spouse;
- iv. child of the person and child of its spouse;
- v. spouse of the person listed at sub clause(iii); and
- vi. Spouse of the person listed at sub-cause (iv)

NOTE: It is intended that the relatives of a “connected person” too become connected persons for the purpose of these regulations. It is a rebuttable presumption that a connected person had UPSI.

o) **‘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. derivative (*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.

p) **Takeover Regulations**

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

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

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

s) **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, award or termination of order/contracts not in the normal course of business and such other transactions;
- v. changes in key managerial personnel, other than due to superannuation or end of term, resignation of a Statutory Auditor or Secretarial Auditor;
- vi. change in rating(s), other than ESG rating(s);
- vii. fund raising proposed to be undertaken;
- viii. agreements, by whatever name called, which may impact the management or

control of the company;

- ix. Fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;
- x. resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions;
- xi. admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;
- xii. initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;
- xiii. action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;
- xiv. outcome of any litigation(s) or dispute(s) which may have an impact on the company;
- xv. giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business;
- xvi. granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

Explanation 1- For the purpose of sub-clause (ix):

- a. 'Fraud' shall have the same meaning as referred to in Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.

'Fraud' includes any act, expression, omission or concealment committed whether in a deceitful manner or not by a person or by any other person with his connivance or by his agent while dealing in securities in order to induce another person or his agent to deal in securities, whether or not there is any wrongful gain or avoidance of any loss, and shall also include—

- 1. a knowing misrepresentation of the truth or concealment of material fact in order that another person may act to his detriment;
- 2. a suggestion as to a fact which is not true by one who does not believe it to be true;
- 3. an active concealment of a fact by a person having knowledge or belief of the fact;
- 4. a promise made without any intention of performing it;
- 5. a representation made in a reckless and careless manner whether it be true or false;
- 6. any such act or omission as any other law specifically declares to be fraudulent,
- 7. deceptive behaviour by a person depriving another of informed consent or full participation,
- 8. a false statement made without reasonable ground for believing it to be true.
- 9. the act of an issuer of securities giving out misinformation that affects the market price of the security, resulting in investors being effectively misled even though they did not rely on the statement itself or anything derived from it other than the market price.

Nothing contained in this clause shall apply to any general comments made in good faith in regard to-

- a) the economic policy of the government
- b) the economic situation of the country
- c) trends in the securities market or
- d) any other matter of a like nature

whether such comments are made in public or in private;

- b. 'Default' shall have the same meaning as referred to in Clause 6 of paragraph A of Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

'Default' shall mean non-payment of the interest or principal amount in full on the date when the debt has become due and payable.

Explanation 1-In case of revolving facilities like cash credit, an entity would be considered to be in 'default' if the outstanding balance remains continuously in excess of the sanctioned limit or drawing power, whichever is lower, for more than thirty days.

Explanation 2-Default by a promoter, director, key managerial personnel, senior management, subsidiary shall mean default which has or may have an impact on the listed entity

Explanation 2-

For identification of events enumerated in this clause as unpublished price sensitive information, the guidelines for materiality referred at paragraph A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be specified by the Board from time to time and materiality as referred at paragraph B of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall be applicable.)

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.

- t) **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

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 of 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.

u) 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.

v) 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 one hundred and twenty calendar days from the public disclosure of the plan;
 - ii. not entail overlap of any period for which another trading plan is already in existence;
 - iii. set out following parameters for each trade to be executed:
 - (i) either the value of trade to be effected or the number of securities to be traded;
 - ii) nature of the trade;
 - (iii) either specific date or time period not exceeding five consecutive trading days;
 - (iv) price limit, that is an upper price limit for a buy trade and a lower price limit for a sell trade, subject to the range as specified below:
 - a. for a buy trade: the upper price limit shall be between the closing

price on the day before submission of the trading plan and upto twenty per cent higher than such closing price;

b. for a sell trade: the lower price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent lower than such closing price.

Explanation:

(i) While the parameters in sub-clauses (i), (ii) and (iii) shall be mandatorily mentioned for each trade, the parameter in sub-clause (iv) shall be optional.

(ii) The price limit in sub-clause (iv) shall be rounded off to the nearest numeral.

(iii) Insider may make adjustments, with the approval of the compliance officer, in the number of securities and price limit in the event of corporate actions related to bonus issue and stock split occurring after the approval of trading plan and the same shall be notified on the stock exchanges on which securities are listed; and

iv. 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 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 execute any trade in the securities outside the scope of the trading plan or to deviate from it except due to permanent incapacity or bankruptcy or operation of law.

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.

Provided further that if the insider has set a price limit for a trade under sub-clause

(iv) of clause (v) of sub-regulation 2, the insider shall execute the trade only if the execution price of the security is within such limit. If price of the security is outside the price limit set by the insider, the trade shall not be executed.

Explanation:

In case of non-implementation (full/partial) of trading plan due to either reasons enumerated in sub-regulation 4 or failure of execution of trade due to inadequate liquidity in the scrip, the following procedure shall be adopted:

(i) The insider shall intimate non-implementation (full/partial) of trading plan to the compliance officer within two trading days of end of tenure of the trading plan with reasons thereof and supporting documents, if any.

(ii) Upon receipt of information from the insider, the compliance officer, shall place such information along with his recommendation to accept or reject the

submissions of the insider, before the Audit Committee in the immediate next meeting. The Audit Committee shall decide whether such non-implementation (full/partial) was bona fide or not.

(iii) The decision of the Audit Committee shall be notified by the compliance officer on the same day to the stock exchanges on which the securities are listed.

(iv) In case the Audit Committee does not accept the submissions made by the insider, then the compliance officer shall take action as per the Code of Conduct.

5) The compliance officer shall approve or reject the trading plan within two trading days of receipt of the trading plan and notify the approved plan to the stock exchanges on which the securities are listed, on the day of approval.

w) 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.

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.

- ii. 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.

x) (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.

y) 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.,

z) 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.

aa) Reporting requirements for transaction in securities

(1) Initial disclosures:

- (a)** Every person on appointment as a key managerial personnel or a director of the company or upon becoming a promoter or member of promoter group 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, member of promoter group, 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.

bb) 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:

- i. immediate relatives
- ii. 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.

- iii. 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.

cc) 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.

dd) 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.

ee) 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 the stock exchanges. 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.

ff) 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.

gg) 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.

hh) 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 : _____
re

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.

SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on becoming a
Key Managerial Personnel/Director/Promoter/ Member of the promoter
group]

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 or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN & Address with contact nos.	Category of Person (KMP / Director or Promoter or member of the promoter group / immediate relative to/others, etc.)	Date of appointment of KMP / Director OR Date of becoming Promoter / member of the promoter group	Securities held at the time of appointment of KMP / Director or upon becoming promoter or member of the promoter group		% of Shareholding
			Type of security (For eg. – Shares, Warrants, Convertible Debentures, Right entitlements 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 on the securities of the company held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held at the time of appointment of Director/KMP or upon becoming Promoter / member of the promoter group			Open Interest of the Option Contracts held at the time of appointment of Director/KMP or upon becoming promoter / member of the promoter group		
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:

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, Member of the Promoter Group, Designated Persons or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN, & address with contact nos.	Category of Person (Promoters/member of the promoter group/Designated person / 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/ disposal 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.)	Exchange on which the trade was executed
		Type of security (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement etc.)	No. and % of shareholding	Type of security (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement etc.)	No.	Value	Transaction Type (Purchase/ Sale/ Pledge / Revocation/ Invocation/ others please specify)	Type of security (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement etc.)	No. and % of shareholding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

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

(ii) Value of transaction excludes taxes/brokerage/any other charges

Details of trading in derivatives on the securities of the company by Promoter, member of the promoter group, designated person or Director of a listed company and immediate relatives of such persons 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)	
16	17	18	19	20	21	22

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
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/Inter-se transfer, ESOPs etc.)	Exchange on which the trade was executed
		Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of share holding	Type of security (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No.	Value	Transaction Type (Purchase/ Sale/ Pledge / Revocation/Invocation/others please specify)	Type of security (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of shareholding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

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

(ii) Value of transaction excludes taxes/brokerage/any other charges



Details of trading in derivatives on the securities of the company 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)	
16	17	18	19	20	21	22

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

Name:

Signature:

Place:
