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OnMobile- Policy for procedure of inquiry in case of leak of Unpublished Price Sensitive Information

Version: 2.0

Document contact Information

Process Owner	P V Varaprasad
Address	OnMobile Global Limited, Tower #1, 94/1C & 94/2, Veerasandra Village, Attibele Hobli, Anekal Taluk, Electronic City Phase-1, Bangalore-560100, India
Email	varaprasad.pakanati@onmobile.com
Business Phone	+91 +80 4009 6706
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Document change History

Version	Author	Date	Comments
V 1.0	P. V. Varaprasad	w.e.f. 1 st April, 2019	Adopted the policy in line with SEBI (Prohibition of Insider Trading) Regulations, 2015
V 2.0	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; and Modified the composition of Enquiry Committee to add Whole-time director(s) and Chief Executive Officer.

**ONMOBILE- POLICY FOR PROCEDURE OF INQUIRY IN CASE OF
LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

Regulation 9A of the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 requires every listed company to formulate a written policy and procedures for inquiry in case of leak of unpublished price sensitive information and initiate appropriate inquiries on becoming aware of leak of unpublished price sensitive information and inform the Board promptly of such leaks, inquiries and results of such inquiries.

This policy is formulated to specify the procedure of inquiry in case of leak of Unpublished Price Sensitive Information ('the policy').

This Policy shall be applicable with effect from April 1, 2019

For the purpose of this Policy:

“Unpublished Price Sensitive Information” means any information, relating to a Company or its securities, directly or indirectly, that is not generally available which upon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.)

“Leak of UPSI” shall mean communication of UPSI by any Insider or Designated Persons or any other known or unknown person by any means or mode to any person, association, body, firm, agency, society, entity whether registered or otherwise before its official publication or announcement or formal circulation in public domain and which shall also include any purported attempt thereof without following the due process prescribed in this behalf in the Code of Practices Fair Disclosure of the Company and /or under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendment, re-amendment or re-enactment thereto.

“SEBI” shall mean Securities and Exchange Board of India.

Process of inquiry in case of leak of UPSI or suspected leak of UPSI

- 1) Inquiry under this policy shall commence based on a written complaint received from any employee, department of the Company, Registrar and Share Transfer Agent, designated person, Depository, Stock Exchange, Regional Director or any official thereof, Registrar of Companies or any official thereof, regulatory / statutory authority or any other department of Central or State Government.
- 2) On becoming aware of actual or suspected leak of Unpublished Price Sensitive Information of the Company, the same shall be promptly reported to the stock exchanges where the Company is listed and to SEBI under this policy.
- 3) An Enquiry Committee consisting of minimum 3 (three) Members comprising of Managing Director or Whole-time Director(s) as the case may be, Chief Executive Officer, Chief Financial Officer and Company Secretary and any other officer of the Company as may be mutually decided by Chief Executive Officer, and Chief Financial Officer of the Company shall conduct a preliminary enquiry to ascertain the truth contained in the information or complaint pertaining to actual or suspected leak of UPSI, if any;
- 4) The object of Preliminary enquiry is to find the facts based on the information or complaint pertaining to actual or suspected leak of UPSI. The Enquiry committee shall collect necessary available material in support of the allegations or authorise any person(s) as it may deem fit,

to collect necessary support material or evidences and thereafter decide whether there is justification to embark any disciplinary action.

- 5) The Person(s) appointed/authorized to enquire the matter of actual or suspected leak of UPSI submit his/her report to the Enquiry Committee within 10 days from the date of his appointment on this behalf.
- 6) The Disciplinary action(s) shall include, wage freeze, suspension, recovery, etc., as may be decided by the Members of the Committee.
- 7) The Enquiry Committee shall submit its report to the Chairman of the Audit Committee, along with the details of Disciplinary action taken by it.

The Company shall have the power to amend any of the provisions of this Policy, substitute any of the provisions with a new provision and also replace this Policy entirely with a new Policy.

***Note:** words not defined herein shall have the same meaning as given in OnMobile- Code of Conduct to regulate, monitor and report trading by designated persons and SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.*