



**NOTICE OF THE 16th ANNUAL GENERAL MEETING
OF**

ONE MOBIKWIK SYSTEMS LIMITED

Unit No. 102, 1st Floor, Block-B, Pegasus One, Golf Course Road, Sector-53, Gurugram, Haryana-122003, India.
+91 (124) 490-3344; CIN: U64201HR2008PLC053766; www.mobikwik.com; cs@mobikwik.com

Notice is hereby given that the 16th Annual General Meeting of the members of One MobiKwik Systems Limited will be held on Friday, August 09, 2024 at 11:00 A.M. (IST) through video conferencing ("VC")/other audio-visual means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS: -

ITEM NO. 1

To consider and adopt:

- a) the audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, the reports of the Board of Directors and Auditors thereon; and
- b) the audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024 and the report of the Auditors thereon.

ITEM NO. 2

To re-appoint Mr. Vineet Bansal (DIN: 05156956), Nominee Director, retiring by rotation, and being eligible, offers himself for re-appointment.

**For and on behalf of the Board
ONE MOBIKWIK SYSTEMS LIMITED**



ANKITA SHARMA
COMPANY SECRETARY
MEMBERSHIP NO. A-37518
cs@mobikwik.com



Date: July 16, 2024

Place: Gurugram

NOTES:

1. Ministry of Corporate Affairs ('MCA') vide its General Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020, Circular No. 02/2022 dated May 05, 2022 and Circular No. 09/2023 dated September 25, 2023 (collectively referred to as "MCA Circulars") has permitted to hold the Annual General Meeting through Video Conferencing ("VC") or through other audio-visual means ("OAVM") without the physical presence of the Members at a common venue.

In compliance with the provisions of the Companies Act, 2013 (the "Act") and MCA Circulars, the 16th Annual General Meeting of the Company ('AGM' or 'Meeting') is being convened through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM"). Therefore, the Company has entered into an agreement with Central Depository Services (India) Limited ("CDSL"), as the authorized e-Voting agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL. The proceedings of the meeting deemed to be conducted at the Registered Office of the Company situated at Unit No. 102, 1st Floor, Block-B, Pegasus One, Golf Course Road, Sector-53, Gurugram, Haryana-122003, India.

2. The meeting is being held through VC / OAVM, in terms of the MCA Circulars as specified above, thus the facility for appointment of proxies by the Members will not be available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. The meeting is being held through VC / OAVM, in terms of the MCA Circulars as specified above, thus the Route Map is also not annexed to this Notice.
4. In pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
5. Basis the consent received, the Board of Directors of the Company has appointed Mr. Rohit Parmar, Company Secretary-in-Practice (C.P. No. 22137 & Email: csrohitparmar@gmail.com), as Scrutinizer to scrutinize the remote e-voting and voting process in a fair and transparent manner.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
7. The facility of joining the AGM through VC/OAVM will be opened 15 minutes before and will close 15 minutes after the scheduled start time of the AGM.
8. All investor related communication may be addressed to Link Intime India Private Limited (RTA) at the following address:

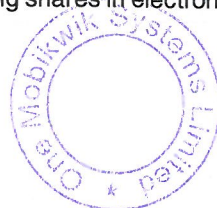
Link Intime India Private Limited

Address: Noble Heights, 1st Floor, Plot No NH-2, C-1 Block, LSC, Near Savitri Market, Janakpuri,
New Delhi - 110058

Tel: +91-11 - 4141 0592

E-mail: delhi@linkintime.co.in

9. Members holding shares in physical form can avail the facility of nomination pursuant to the provisions of Section 72 of the Act and for the same, they are advised to send their nomination in the prescribed Form No. SH-13 to RTA at the above-mentioned address. Members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility.



10. Members are requested to send their queries, if any, on this notice of the AGM of the Company, via email to the Company Secretary at cs@mobikwik.com at least 7 days before the AGM, so that the information can be compiled in advance.
11. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM.
12. In compliance of the MCA Circulars, the Notice calling this AGM along with the relevant annexures/links is being sent by electronic mode only, to those Members whose e-mail address are registered with the Depository Participant or Link Intime India Private Limited (Link Intime/RTA). The Notice of the AGM and relevant annexures will also be available on the Company's website i.e. <https://www.mobikwik.com/ir/> and Notice of the AGM will also be available on the website of Central Depository Services (India) Ltd ('CDSL') i.e., www.evotingindia.com.
13. In order to enable the Company to comply with the MCA Circulars regarding holding the AGM via VC/OAVM and to participate in the green initiative in Corporate Governance, members are requested to register their email address in respect of shares held in electronic form with their Depository Participant.
14. The voting rights of Members for remote e-voting and for e-voting at the AGM shall be in proportion to the paid-up value of their shares in the equity share capital of the Company.
15. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
16. Institutional shareholders are encouraged to attend and vote at the AGM.
17. Persons whose name appear in the Register of Member/list of Beneficial Owners as on **Friday, August 02, 2024 ("Cut-off Date/Record Date")** shall be entitled to cast their vote by remote e-voting on the resolutions set forth in this Notice or participating at the AGM and vote through CDSL/NSDL E-voting portal. Any person who is not a member as on the Cut-off date should treat this Notice for information purpose only and shall abstain from voting.
18. The members can opt for only one mode of voting i.e., remote e-voting or e-voting at the AGM. In case of voting by both the modes, vote cast through remote e-voting will be considered final and e-voting at AGM will not be considered. The members who have cast their vote by remote e-voting may also attend the AGM but can't vote at the AGM.
19. Relevant documents referred to in this Notice are available for inspection electronically without any fee by the Members on all business days (except Saturday, Sunday, and Public Holidays) upto the date of the AGM. The Register of Directors, Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and Register of Contracts & Arrangements in which Directors are interested, maintained under Section 189 of the Act, will be available for inspection electronically by the members during the AGM. Members desirous to inspect such documents may send request from their registered email-id to the Company at cs@mobikwik.com.
20. After conclusion of e-voting at the AGM, the Scrutinizer shall, scrutinize the votes cast at the Meeting and votes cast through remote e-voting, and will make a consolidated Scrutinizer's Report for onward submission to the Chairperson/Director/Company Secretary of the Company.



21. The result of e-voting (remote e-voting and e-voting at AGM) will be declared within two working days of conclusion of the AGM, and the same, along with the consolidated Scrutinizer's Report, will be placed on Company's website viz. <https://www.mobikwik.com/ir/>

22. Members are requested to carefully read "the Procedure and Instructions for remote e-voting and e-voting at the AGM" given hereinbelow.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING THROUGH VC/OAVM ARE AS UNDER:

Step 1: Access through Depositories (CDSL/NSDL) e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(a) The Remote e-voting period will begin on **Tuesday, August 06, 2024 at 09.00 A.M. (IST)** and ends on **Thursday, August 08, 2024 at 05.00 P.M. (IST)**. During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the **Cut-off date/Record date i.e. Friday, August 02, 2024**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(b) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.

Step 1: Access through Depositories (CDSL/NSDL) e-Voting system in case of Individual Shareholders holding shares in Demat Mode:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	- Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. - After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. - If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration - Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting

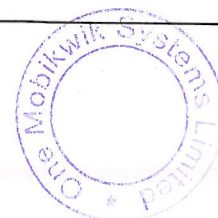


	option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33



Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat
PAN	Enter your 10 digits alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (c) After entering these details appropriately, click on "SUBMIT" tab.
- (d) **Shareholders holding shares in physical form** will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (e) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.



- (f) Click on the EVSN for One MobiKwik Systems Limited.
- (g) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (h) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (i) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (j) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (k) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (l) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (m) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (n) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer (email: csrohitparmar@gmail.com) and to the Company at the email address i.e. cs@mobikwik.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.





4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Members who will participate in the AGM through VC/OAVM can also pose question/feedback through question box option. Such questions by the Members shall be taken up during the meeting or replied within seven (7) working days from the date of AGM by the Company suitably.
8. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. **For Physical shareholders-** please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. **For Demat shareholders** - Please update your email id & mobile no. with your respective Depository Participant (DP).
3. **For Individual Demat shareholders** – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai-400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

