

Date: December 22, 2025

To,

<b>National Stock Exchange of India Limited</b> Exchange Plaza, C-1, Block G Bandra Kurla Complex Bandra (E), Mumbai – 400 051	<b>BSE Limited</b> Phiroze Jeejeebhoy Towers Dalal Street, Mumbai – 400 001
Symbol: MOBIKWIK	Scrip Code: 544305

**Sub: Notice of Postal Ballot**

**Ref: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

With reference to our intimation dated December 17, 2025 and pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulation') as amended from time to time, please find enclosed herewith a copy of the Notice of Postal Ballot dated December 22, 2025 along with the Explanatory Statement and instructions for Postal Ballot thereto pursuant to the provisions of Companies Act ('the Act') read with Listing Regulations, for seeking consent of the Members of One MobiKwik Systems Limited ("Company"), on the resolution forming part of the Notice of Postal Ballot.

In compliance with the relevant circulars issued by the Ministry of Corporate Affairs, from time to time, the Notice of Postal Ballot is being sent by electronic mode only to those Members whose names appear in the Register of Members / List of Beneficial Owners and whose e-mail addresses are registered with the Registrar and Share Transfer Agent of the Company i.e. MUFG Intime India Private Limited ("MUFG") and the Depositories viz. National Securities Depository Limited and Central Depository Services (India) Limited as on the cut-off date i.e. Friday, December 19, 2025. Accordingly, physical copy of the Notice along with Postal Ballot form and pre-paid business reply envelope are not being sent to the Members. The instructions for remote e-voting are appended to the Notice.

The Company has engaged the services of National Securities Depository Limited ("NSDL") for facilitating remote e-voting to enable the Members to cast their votes electronically. The remote e-voting on the resolution set out in the Notice of Postal Ballot shall commence on Tuesday, December 23, 2025 at 9:00 A.M. (IST) and shall end on Wednesday, January 21, 2026 at 5:00 P.M. (IST).

The Postal Ballot Notice is also being uploaded on the Company's website at <https://www.mobikwik.com/ir/meetings/postal-ballot/FY2025-26> and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

The results of the Postal Ballot will be uploaded on the Stock Exchanges within two (2) working days from the conclusion of Postal Ballot and will also be placed on the Company's website at <https://www.mobikwik.com/ir/meetings/postal-ballot/FY2025-26> and the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and shall also be available on the website of the Stock Exchanges.

**ONE MOBIKWIK SYSTEMS LIMITED**

Registered Office: Unit No. 102, 1<sup>st</sup> Floor, Block-B, Pegasus One, Golf Course Road,  
Sector-53, Gurugram, Haryana-122003, India.

Ph: +91 (124) 490-3344 | CIN: L64201HR2008PLC053766 | [www.mobikwik.com](http://www.mobikwik.com) | [cs@mobikwik.com](mailto:cs@mobikwik.com)

This intimation is also being uploaded on the Company's website <https://www.mobikwik.com/ir> in terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**Thanking you,**

**For One MobiKwik Systems Limited**

**Ankita Sharma**

Company Secretary and Compliance Officer  
Membership No.: A37518

**Encl.: As above**

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## **Notice of Postal Ballot**

To the Members of the Company,

NOTICE is hereby given to the members of One MobiKwik Systems Limited (the “**Company**”) pursuant to the provisions of Sections 110 and 108 and other applicable provisions, if any, of the Companies Act, 2013 (“the **Act**”), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the **Rules**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with the General Circular No. 14/2020 dated 8<sup>th</sup> April, 2020, General Circular No. 17/2020 dated 13<sup>th</sup> April, 2020, General Circular No. 22/2020 dated 15<sup>th</sup> June, 2020, General Circular No. 33/2020 dated 28<sup>th</sup> September, 2020, General Circular No. 39/2020 dated 31<sup>st</sup> December, 2020, General Circular No. 10/2021 dated 23<sup>rd</sup> June, 2021, General Circular No. 20/2021 dated 8<sup>th</sup> December, 2021, General Circular No. 3/2022 dated 5<sup>th</sup> May, 2022, General Circular No. 11/2022 dated 28<sup>th</sup> December, 2022 General Circular No. 09/2023 dated 25<sup>th</sup> September, 2023, General Circular No. 09/2024 dated 19<sup>th</sup> September 2024 and General Circular No. 03/2025 dated 22<sup>nd</sup> September, 2025 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as “**MCA Circulars**”), relevant Circulars issued by SEBI in this regard (hereinafter collectively referred to as “**SEBI Circulars**”) and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”), the item of special business as set out in this Notice below is proposed for seeking approval of the Members of the Company, by way of Postal Ballot, only through remote e-voting process.

The Notice of Postal Ballot dated December 22, 2025 (“Postal Ballot Notice”) is being sent only through electronic mode to those members whose name(s) appear in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e. Friday, December 19, 2025 and who have registered their e-mail address(es) with the Company / Registrar / Depositories/ Depository Participant(s), as permitted by the MCA Circulars read with SEBI Circulars. Accordingly, a physical copy of the Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members and no physical ballot forms will be accepted. The process for registration of email address(es) by the members who have not yet registered their email address or wish to update their email address is provided in this Postal Ballot Notice.

An explanatory statement pursuant to Sections 102 and 110 and other applicable provisions, if any, of the Act, setting out the material facts concerning the said resolution and the reasons thereof is annexed hereto for your consideration.

The Postal Ballot Notice is also available on the website of the Company at <https://www.mobikwik.com/ir/meetings/postal-ballot/FY2025-26>

The Board of Directors of the Company have appointed Mr. Devesh Kumar Vasisht, Managing Partner and Mr. Praveen Kumar, Partner of M/s. DPV & Associates LLP, Practicing Company Secretaries (Firm Registration No. L2021HR009500) as the Scrutinizer, for conducting the Postal Ballot remote e-voting process in a fair and transparent manner.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the Company has engaged the services of National Securities Depository Limited (“NSDL”), for the purpose of providing remote e-voting facility to all its Members. The remote e-voting period shall commence on Tuesday, December 23, 2025 from 9.00 a.m. (IST) and ends on Wednesday, January 21, 2026 at 5.00 p.m. (IST). Members, whose name(s) appear in the Register of Members or in the Register of Beneficial Owners maintained by the depositories/ depository participant(s) as on the cut-off date i.e. Friday, December 19, 2025 are requested to carefully read the instructions for remote e-voting indicated in this Postal Ballot Notice and accord their assent (FOR) or dissent (AGAINST) on the proposed resolution only through remote e-voting facility provided by NSDL not later than 5:00 p.m. (IST) on

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Wednesday, January 21, 2026. The remote e-voting module shall be disabled by NSDL for voting thereafter. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, December 19, 2025. After completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairperson of the Company or Company Secretary and Compliance Officer or any other person authorised by the Chairperson, within two working days from the last day of remote e-voting. The Company shall simultaneously forward the results to BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com), where the shares of the Company are listed. The said results along with the Scrutinizer's Report shall be placed on the Company's website <https://www.mobikwik.com/ir/meetings/postal-ballot/FY2025-26> and on the website of NSDL (being the e-voting service provider) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The resolution, if approved, shall be deemed to have been passed on the last date of remote e-voting i.e. Wednesday, January 21, 2026.

#### **SPECIAL BUSINESS:**

##### **1. TO APPROVE APPOINTMENT OF MR. RADHAKRISHNA NAIR (DIN: 07225354) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made thereunder, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') (in each case including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company, recommendations of the Nomination & Remuneration Committee and the Board of Directors of the Company, Mr. Radhakrishna Nair (DIN: 07225354) who was appointed as an Additional Director (in the category of Independent Director) of the Company on December 17, 2025 and who holds office as such upto the date of next General Meeting of the Company or upto three months from the date of appointment, whichever is earlier in terms of Section 161 of the Act read with SEBI Listing Regulations and who has submitted a declaration that he meets the criteria of independence as provided under the Act and SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director of the Company and being eligible for appointment under the provisions of the Act and the Rules framed thereunder and the SEBI Listing Regulations, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) years w.e.f. December 17, 2025 to December 16, 2030 (both days inclusive).

**RESOLVED FURTHER THAT** pursuant to the provisions of the Act read with the SEBI Listing Regulations, Mr. Radhakrishna Nair (DIN: 07225354) be and is hereby entitled to receive an annual remuneration of ₹ 17,00,000/- (Rupees Seventeen Lakh Only), or as may be determined by the Board from time to time and reimbursement towards his travel, hotel, and other incidental expenses incurred by him, in the performance of his role and duties as an Independent Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Regulation 17(1A) of SEBI Listing Regulations, Mr. Radhakrishna Nair (DIN: 07225354) be continued as an Independent Director of the Company for the said term of 5 years, notwithstanding his attaining the age of 75 years during the fifth year of the aforesaid tenure and the aforesaid approval of shareholders by way of special resolution for his appointment, aged 70 years, as Non-Executive Independent Director of the Company, effective from December 17, 2025, for a first term of five consecutive years and not liable to retire by rotation, shall be deemed to constitute approval for the purpose of Regulation 17(1A) of SEBI Listing Regulations, to be obtained prior to his attaining the age of seventy five years.

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**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof), be and is hereby authorized to do all such acts, deeds and things as it may consider necessary, expedient or desirable, including delegate all or any of its powers herein to any person, to give effect to the above resolution.”

For **One MobiKwik Systems Limited**

Sd/-  
Ankita Sharma  
(Company Secretary & Compliance Officer)  
Membership No.: ACS-37518

Date: December 22, 2025  
Place: Gurugram

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**Notes:**

1. The Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 ("the Act") read with the applicable rules made thereunder and SS-2 setting out the material facts is annexed hereto and forms part of this Postal Ballot Notice ("Notice").
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members / Register of Beneficial Owners as on cut-off date i.e. Friday, December 19, 2025, received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories/ Depository Participant(s). Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
3. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the applicable Rules made thereunder, the MCA Circulars, SEBI Circulars, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, as amended ("SEBI Master Circular"), and SS-2 and any amendments thereto, the Company is providing the facility to the Members to exercise their right to vote on the proposed resolutions electronically through platform provided by E-Voting Service Provider, i.e. National Securities Depository Limited ("NSDL"). The instructions for e-voting are provided as part of this Postal Ballot Notice.
4. All the Members of the Company as on the cut-off date (including those Members who may not have received this Notice due to non-registration of the email address with the Company / Registrar and Share Transfer Agent ("RTA")/Depositories/ Depository Participant(s) ("DP")), shall be entitled to vote in relation to the resolutions specified in this Postal Ballot Notice.
5. This Postal Ballot Notice will also be available on the Company's website at <https://www.mobikwik.com/ir/meetings/postal-ballot/FY2025-26> and website of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of NSDL at <http://www.evoting.nsdl.com/>
6. In accordance with the MCA Circulars and SEBI Circulars, the Company has made necessary arrangements for the Members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same with the DPs where they maintain their demat accounts, if the shares are held in electronic form.
7. Only a person, whose name is recorded in the Register of Members / Register of Beneficial Owners, as on the cut-off date i.e. Friday, December 19, 2025 maintained by the Depositories shall be entitled to participate in the e-voting. A person who is not a member as on the cut-off date i.e. Friday, December 19, 2025 should treat this Postal Ballot Notice for information purposes only.
8. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, December 19, 2025.
9. The remote e-voting period shall commence on Tuesday, December 23, 2025 from 9.00 a.m. (IST) and ends on Wednesday, January 21, 2026 at 5.00 p.m. (IST). The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.

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10. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e. Wednesday, January 21, 2026.
11. The dispatch of the Notice and the Explanatory Statement shall be announced through an advertisement in at least 1 (One) English newspaper and at least 1 (One) Hindi newspaper, each with wide circulation in the region, where the Registered Office of the Company is situated, and also be published on the Company's website at <https://www.mobikwik.com/ir/meetings/postal-ballot/FY2025-26>, website of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of NSDL at <https://www.evoting.nsdl.com/>
12. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the Members from the date of circulation of this Postal Ballot Notice until the last date of e-voting. Members seeking to inspect such documents can send an email to [cs@mobikwik.com](mailto:cs@mobikwik.com).
13. **Awareness about Online Resolution of Disputes in the Indian Securities Market through Online Dispute Resolution ('ODR') Portal:**
  - i. This is to inform you that Securities and Exchange Board of India ("SEBI") vide circular no. SEBI/HO/OIAE/OIAE\_IAD1/P/CIR/2023/131 dated July 31, 2023 issued guidelines for online resolution of disputes in the Indian securities market through establishment of a common ODR Portal which harnesses online conciliation and online arbitration for resolution of disputes arising between investors/clients and listed companies (including their RTAs) or specified intermediaries/regulated entities in the securities market.
  - ii. SEBI vide circular no. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/135 dated August 4, 2023 as amended, has further clarified that the investor shall first take up his/her/their grievance with the Market Participant (Listed Companies, specified intermediaries, regulated entities) by lodging a complaint directly with the concerned Market Participant. If the grievance is not redressed satisfactorily, the investor may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal <https://scores.sebi.gov.in> in accordance with the process laid out. After exhausting the above options for resolution of the grievance, if the investor is still not satisfied with the outcome, he/she/they can initiate dispute resolution through the ODR Portal.
  - iii. The SMART ODR Portal can be accessed at: <https://smartodr.in/login>.
14. **Procedure for E-voting:**

To vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

#### **Step 1: Access to NSDL e-Voting system**

##### **A) Login method for e-Voting for Individual members holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 read with SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, on e-Voting facility provided by Listed Companies, Individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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Login method for Individual members holding securities in demat mode is given below:





Type of members	Login Method
Individual Members holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Members/Member can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

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	<p><b>NSDL Mobile App is available on</b></p> <p>  App Store            Google Play         </p> <div>   </div>
Individual Members holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
Individual Members (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

**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.

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

Login type	Helpdesk details
Individual Members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method for members other than Individual members holding securities in demat mode and members holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for members other than Individual members are given below:

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- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those members whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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#### **General Guidelines for members**

1. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to DPV Associates at [DPV@dpvassociates.com](mailto:DPV@dpvassociates.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional members (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login on NSDL.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at [evoting@nsdl.com](mailto:evoting@nsdl.com)

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**Process for those members whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide 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 [cs@mobikwik.com](mailto:cs@mobikwik.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [cs@mobikwik.com](mailto:cs@mobikwik.com) . If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual members holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 read with SEBI Master Circular dated November 11, 2024 , on e-Voting facility provided by Listed Companies, Individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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## EXPLANATORY STATEMENT

*[Pursuant to Section 102(1) read with 110 of the Companies Act, 2013 and Secretarial Standard on General Meetings ('SS-2')]*

### **ITEM No. 1**

Based on the recommendation of the Nomination and Remuneration Committee ("NRC"), the Board of Directors at its meeting held on December 17, 2025, appointed Mr. Radhakrishna Nair (DIN: 07225354) as an Additional Director (under the category of Independent Director) of the Company, pursuant to the provisions of Sections 149, 150, 161(1) and Schedule IV of the Companies Act, 2013 ("the **Act**"), applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and the relevant provisions of the Articles of Association of the Company, to hold office for a period of 5 (five) consecutive years with effect from December 17, 2025 to December 16, 2030 (both days inclusive).

In terms of the provisions of Section 161(1) of the Act, Mr. Radhakrishna Nair holds office as such only up to the date of the next Annual General Meeting of the Company or the last date on which the Annual General Meeting should have been held, whichever is earlier. Further, as per Regulation 17(1C) of the SEBI Listing Regulations as amended from time to time, the listed entity shall ensure that approval of members for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Furthermore, as per Regulation 25(2A) of the SEBI Listing Regulations, the appointment of an Independent Director of a listed entity, shall be subject to the approval of members by way of a Special Resolution.

The Company has received the necessary consent, disclosure(s) and declaration(s) from Mr. Radhakrishna Nair which includes a consent to act as Directors under Section 152 of the Act (Form DIR-2), disclosure of interest under Section 184(1) of the Act (Form MBP-1), declaration confirming that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the SEBI Listing Regulations, declaration u/s 164 of the Act (Form DIR- 8) to the effect that he is not disqualified to become Director and a declaration that he is not debarred from holding the office of Directors by virtue of any SEBI order or any other such authority. As required under Section 160 of the Act, the Company has received a notice in writing from a Member proposing the candidature of Mr. Radhakrishna Nair for the office of Independent Director of the Company.

Further, Mr. Nair has registered himself in the data bank in the Independent Director's with the Indian Institute of Corporate Affairs.

In the opinion of the Nomination and Remuneration Committee and the Board and based on the declaration of independence submitted by him, Mr. Radhakrishna Nair is a person of integrity and possesses experience, knowledge, positive attributes and skills and fulfils the conditions for appointment as an Independent Director as specified in the Act, the Rules made thereunder and the SEBI Listing Regulations and is independent of the management and his association as an Independent Director will immensely benefit the Company.

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A brief profile of Mr. Radhakrishna Nair including nature of his expertise is provided hereinbelow:

*Mr. Nair holds more than 40 years of experience in Banking Industry, Capital Market and Insurance Sector. He started his banking career with Corporation Bank in August 1976 and in 2003 he became General Manager, in-charge of Recovery Management Division, Legal Service Division and Credit Risk Management Division and development of priority sector lending and regional rural banks.*

*He has also served as the Managing Director of Corporation Bank Securities Limited. During his tenure at Corporation Bank, he was responsible for development of priority sector lending and regional rural bank which covered the areas of agriculture, small scale industry and other priority sector areas.*

*In July 2005, he became an Executive Director at Securities and Exchange Board of India (SEBI), where he handled the Investment Management Department (mutual funds, venture capital funds and foreign venture capital investors), Corporate Debt Department, Economic and Policy Analysis Department, Office of Investor Assistance and Education and Surveillance.*

*In March 2010, he joined Insurance Regulatory and Development Authority of India (IRDAI) as Member (Finance and Investment). During his tenure he ushered in new investment and accounting regulations for the life insurance and general insurance sectors. He was also involved in framing the new regulatory architecture for Unit Linked Insurance Plans and also chaired the committee on implementing IFRS and the new corporate governance framework for insurers.*

*Mr. Nair is Bachelors of Law and Masters of Science from Delhi University. He is also Masters in Business Administration (Financial Management) from IGNOU, New Delhi. He also holds Post Graduate Diploma in Securities Law from Government Law College, Mumbai.*

The Nomination and Remuneration Committee while recommending his appointment, has considered his overall work experience of more than 40 years which demonstrates his knowledge and practical experience in, inter alia, accountancy, banking, payment & settlement systems, finance, law, insurance, human resources, risk management and business management. Mr. Nair's appropriate skills, experience and knowledge in areas directly related to the Company's business and strategic direction will help the Company immensely in achieving its long-term objectives and strengthening board effectiveness and his continuation on the Board of the Company as an Independent Director even after attaining the age of 75 years will be in the interest of the Company.

Mr. Nair is entitled to receive an annual remuneration of INR 17,00,000/- (Rupees Seventeen Lakh Only) and sitting fees of ₹ 1,00,000/- (Rupees One Lakh Only) payable for attending each meeting of the Board and any committees thereof, (where he is a member). He shall also be entitled to receive reimbursement towards his travel, hotel, and other incidental expenses incurred by him, in the performance of his role and duties as an Independent Director of the Company.

Accordingly, it is proposed to seek approval of Members of the Company by way of a Special Resolution for the appointment of Mr. Nair as an Independent Director on the Board of Directors of the Company, not liable to retire by rotation, to hold office for a first term of 5 (five) consecutive years with effect from December 17, 2025 to December 16, 2030 (both days inclusive).

Pursuant to Regulation 17(1A) of the SEBI Listing Regulations, no listed entity shall appoint or continue the directorship of a person as a Non-Executive Director who has attained the age of seventy-five years unless a special resolution to that effect has been passed by the shareholders and the explanatory statement annexed to the notice for such resolution specifies the justification for the appointment or continuation. Further, the listed entity shall ensure compliance with the said

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provision at the time of appointment or re-appointment or any time prior to the Non-Executive Director attaining the age of seventy- five years.

Mr. Nair, aged 70, is proposed to be appointed as a Non-Executive Independent Director of the Company for a first term of five consecutive years, effective December 17, 2025. If appointed, he will attain the age of seventy-five years during the fifth year of his term. Accordingly, the approval of the members by way of a special resolution for his appointment for the aforesaid first term shall deem to constitute the approval required under Regulation 17(1A) of the SEBI Listing Regulations, to be obtained prior to his attaining the age of seventy-five years.

Terms of appointment of Independent Directors is available on the website of the Company and can be accessed at <https://documents.mobikwik.com/files/investor-relations/policies/Terms-of-Engagement-of-Independent-Directors.pdf>

The terms and conditions of the appointment of Mr. Nair and other documents as mentioned in this Notice will be available electronically for inspection by members as per details mentioned in the notes to this Notice. Pursuant to Regulation 36(3) of the SEBI Listing Regulations, as amended read with the provisions of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, ('SS-2'), other requisite details of Mr. Nair are provided in Annexure – A to this Notice.

The information as required to be given pursuant to Section II of Part II of Schedule V of the Companies Act, 2013, for payment of remuneration to Independent Director in excess of limits specified in case of no profit or inadequate profit is as under:

**(I) General Information:**

1. Nature of Industry: The Company operates in the Financial Sector (Fintech).
2. Date or expected date of commencement of commercial production: Not applicable, since the Company has already commenced the business activity. The Company was incorporated on March 20, 2008.
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not applicable.
4. Financial performance based on given indicators:

Particulars	For the Financial Year 2024-25 (INR in millions)
Revenue from operations	11,639.79
Other income	304.02
Total Income	11,943.81
Total Expenses	12,714.54
Earnings before interest, tax, depreciation and amortisation (EBITDA)	(770.73)
Finance Cost	313.78
Depreciation and amortisation expense	128.65
Net Profit/(Loss) for the year	(1223.66)

5. Foreign investments or collaborations, if any: No foreign investment or collaboration has been made/done by the Company.

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**(II) Information about the appointee:**

1. Background details: Mr. Nair is Bachelors of Law and Masters of Science from Delhi University. He is also Masters in Business Administration (Financial Management) from IGNOU, New Delhi. He also holds Post Graduate Diploma in Securities Law from Government Law College, Mumbai.
2. Past remuneration: Not applicable
3. Proposed remuneration: INR 17,00,000/- (Rupees Seventeen Lakhs Only) per annum excluding sitting fee for attending the Board and/or Committee Meetings.
4. Recognition & awards: Not applicable
5. Job profile & his suitability: Mr. Nair has more than 40 years of experience in, inter alia, accountancy, banking, payment & settlement systems, finance, law, insurance, human resources, risk management and business management. Mr. Nair's appropriate skills, experience and knowledge in areas directly related to the Company's business and strategic direction will help the Company immensely in achieving its long-term objectives and strengthening board effectiveness and his continuation on the Board of the Company as an Independent Director even after attaining the age of 75 years will be in the interest of the Company.
6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of her origin): Not applicable.
7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any: No Pecuniary relationship.

**(III) Other Information:**

1. Reasons of loss or inadequate profits: The Company has been expanding and has made investments in various financial and digital payment businesses, to mark its footprint all over India.
2. Steps taken or proposed to be taken for improvement: The Company continues to implement various measures such as enhancing customer experience, improving selling and distribution, revenue management etc to help the Company establish consistent profitable operations and cash flows in the future.
3. Expected increase in productivity and profits in measurable terms: The Company has been able to focus very heavily on the optimization and cost reduction in the last 12 months while maintaining the same volumes of the business and the growth pattern, the Company expects to deliver positive growth in the coming financial year and going forward.

Except Mr. Nair, being an appointee, none of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution No 1, except to the extent of their shareholding, if any, in the Company.

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The Board of Directors recommend the resolution as set out at **Item no. 1** for your approval of the members as Special Resolution.

For **One MobiKwik Systems Limited**

Sd/-  
Ankita Sharma  
(Company Secretary & Compliance Officer)  
Membership No.: ACS-37518

Date: December 22, 2025  
Place: Gurugram

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## **Annexure-A**

Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, the following information is furnished about the Director proposed to be appointed:

DIN	07225354
Name of the Director	Mr. Radhakrishna Nair
Date of Birth & Age	March 17, 1955 & 70 years of age
Qualification	Bachelor of Law and Master of Science from Delhi University. Master in Business Administration (Financial Management) from IGNOU, New Delhi and Post Graduate Diploma in Securities Law from Government Law College, Mumbai.
Terms and Conditions of appointment/ re-appointment	Appointment as a Non-Executive Independent Director for a period of five years commencing from December 17, 2025, to December 16, 2030 (both days inclusive) and not liable to retire by rotation.
Details of Remuneration sought to be paid	Annual remuneration of INR 17,00,000/- (Rupees Seventeen lakhs Only) and sitting fees of ₹ 1,00,000/- (Rupees One Lakh Only) payable for attending each meeting of the Board and any committees thereof, where he is a member and reimbursement towards his travel, hotel, and other incidental expenses incurred by him, in the performance of his role and duties as an Independent Director of the Company
Last Remuneration drawn (Per Annum)	Not applicable.
Experience and Expertise	His overall work experience of more than 40 years demonstrates his knowledge and practical experience in, inter alia, accountancy, banking, finance, law, insurance, payment & settlement systems, human resources, risk management and business management.
Skills and capabilities required for the role and the manner in which the Directors meet the requirements	His overall work experience of more than 40 years demonstrates his knowledge and practical experience in, inter alia, accountancy, banking, finance, law, insurance, payment & settlement systems, human resources, risk management and business management.
Date of first appointment on the Board	December 17, 2025
No. of equity shares held in the Company* (including shareholding as beneficial owner)	NIL
Relationship with other Directors, Manager, and other Key Managerial Personnel of the Company	NIL
Number of Board Meetings attended during FY 2025-26	-
Directorships of other Boards	ICICI Bank Limited ICICI Prudential Life Insurance Company Limited

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	Axis Mutual Fund Trustee Limited HBITS Investment Management Private Limited Alpha Alternatives Fund – Infra Advisors Private Limited Bilwa Global Asset Management Private Limited Kerala Infrastructure Investment Fund Board
Listed entities from which the Director has resigned in the past three years	Inditrade Capital Limited Geojit Financial Services Limited
Membership/ Chairmanship of Committees of other Boards	ICICI Bank Limited <ul style="list-style-type: none"> <li>- Fraud Monitoring Committee*</li> <li>- Corporate Social Responsibility Committee</li> <li>- Credit Committee</li> </ul> ICICI Prudential Life Insurance Company Limited <ul style="list-style-type: none"> <li>- Audit Committee*</li> <li>- Profits Committee*</li> <li>- Nomination &amp; Remuneration Committee*</li> <li>- Investment Committee</li> <li>- Risk Management Committee</li> <li>- Stakeholders Relationship Committee</li> </ul> Axis Mutual Fund Trustee Limited <ul style="list-style-type: none"> <li>- Risk Management Committee</li> <li>- Audit Committee</li> </ul>

\*Chairman

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