

August 23, 2016

To,
The Listing Manager,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400001
BSE Symbol: 532944

The Listing Dept.
National Stock Exchange of India Ltd.
Bandra-Kurla Complex
Bandra (E)
Mumbai - 400 051
NSE Symbol: ONMOBILE

Dear Sir/Madam,

Sub: Notice of 16th Annual General Meeting

The 16th Annual General Meeting of the Company is scheduled to be held on Wednesday, September 14, 2016 at 3.00 p.m. at The Ritz-Carlton Hotel, 99, Residency Road, Ashok Nagar, Bengaluru, Karnataka- 560 025. The notice for the 16th Annual General meeting is enclosed.

Kindly take the above on your records.

Thanking you,

Yours sincerely,
For OnMobile Global Limited


P.V. Varaprasad
Company Secretary



End: a/a

Notice to the 16th Annual General Meeting

Notice is hereby given that the Sixteenth Annual General Meeting (AGM) of the Members of OnMobile Global Limited will be held on Wednesday, September 14, 2016 at 3.00 p.m. at The Ritz-Carlton Hotel, 99, Residency Road, Ashok Nagar, Bengaluru, Karnataka - 560 025 to transact the following business:

ORDINARY BUSINESS

Item No. 1: Adoption of financial statements

To receive, consider and adopt the audited Balance Sheet of the Company as at March 31, 2016, the Statement of Profit and Loss for the financial year ended as on that date and the Reports of the Directors and Auditors thereon.

Item No. 2: Declaration of dividend

To declare a dividend of ₹ 1.50 per equity share for the financial year ended March 31, 2016.

Item No. 3: Retirement of Director by rotation, François-Charles Sirois

To appoint a Director in place of François-Charles Sirois who retires by rotation and being eligible, offers himself for re-appointment.

Item No. 4: Ratification of the appointment of Statutory Auditors

To consider and if thought fit, to pass the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions of Companies Act, 2013 and the rules made thereunder, including any statutory modification(s) or re-enactment thereof, the appointment of M/s Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No. 008072S), as Statutory Auditors of the Company be and is hereby ratified, to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company and the Board of Directors be and are hereby authorised to fix the remuneration payable to them for the financial year ending March 31, 2017 including the period upto next AGM as may be recommended by the Audit Committee in consultation with the Auditors.”

SPECIAL BUSINESS

Item No. 5: Appointment of Rajiv Pancholy, Managing Director and CEO of the Company as Director/Manager/Consultant/Employee in OnMobile Global Solutions Canada Limited, wholly owned subsidiary 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 Section 188 and other applicable provisions of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory amendment, modification or re-enactment thereof), approval of the members of the Company be and is hereby accorded for appointment of Rajiv Pancholy, Managing Director and CEO of the Company as Director/Manager/Consultant/Employee in OnMobile Global Solutions Canada Limited, wholly owned subsidiary of the Company, being an office or place of profit within the meaning of Section 188 of the Companies Act, 2013 and to his holding the office or place of profit as such in the subsidiary company for a period of three years with effect from October 1, 2016 at a total remuneration of USD 195,000 (equivalent of INR 12,090,000 approximately) per annum, to be paid as fixed or variable pay, allowances or otherwise either monthly or quarterly or annually as may be decided by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company, on the recommendation of the Nomination and Compensation Committee of the Board, be and are hereby authorised to vary, alter or modify and/or to refix the aforesaid remuneration to Rajiv Pancholy, within the limits aforesaid and to do all such acts, deeds, matters and things as may be deemed fit for the purpose of giving effect to the above resolution and matters related thereto.”

Item No. 6: Appointment of François-Charles Sirois, Executive Chairman of the Company as Director/Manager/Consultant/Employee in OnMobile Global Solutions Canada Limited, wholly owned subsidiary 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 Section 188 and other applicable provisions of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory amendment, modification or re-enactment thereof), approval of the members of the Company be and is hereby accorded for appointment of François-Charles Sirois, Executive Chairman of the Company as Director/Manager/Consultant/Employee in OnMobile Global Solutions Canada Limited, wholly owned subsidiary of the Company, being an office or place of profit within the meaning of Section 188 of the Companies Act, 2013 and to his holding the office or place of profit as such in the subsidiary company for a period of three years with effect from October 1, 2016 at a total remuneration of USD 318,387 (equivalent of INR 19,740,000 approximately) per annum, to be paid as

fixed or variable pay, allowances or otherwise either monthly or quarterly or annually as may be decided by the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors of the Company on the recommendation of the Nomination and Compensation Committee of the Board be and are hereby authorised to vary, alter or modify and/or to refix the aforesaid remuneration to François-Charles Sirois, within the limits aforesaid and to do all such acts, deeds, matters and things as may be deemed fit for the purpose of giving effect to the above resolution and matters related thereto."

By Order of the Board of Directors
For OnMobile Global Limited

Sd/-

Date: July 30, 2016

P V Varaprasad

Place: New Delhi

Company Secretary

Regd. Office:

OnMobile Global Limited,
E City, Tower-1, No 94/1C and 94/2,
Veerasandra, Attibele Hobli,
Anekal Taluk, Electronic City Phase-1,
Bangalore- 560 100
CIN: L64202KA2000PLC027860

NOTES:

1. Statement pursuant to Section 102(1) of the Companies Act, 2013 is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AT THE MEETING INSTEAD OF HIMSELF / HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
3. The instrument appointing the proxy, duly completed must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
4. A person can act as proxy on behalf of members not exceeding fifty in number and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. However, a member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
5. Corporate members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
6. A member shall be entitled, during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than 'three days' of notice in writing is given to the Company.
7. Members / proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
9. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
10. **The Register of Members and Share Transfer Books of the Company shall remain closed from September 7, 2016 to September 14, 2016 (both days inclusive) for the purpose of payment of dividend and the 16th AGM of the Company.**

11. Subject to the provisions of the Companies Act, 2013, dividend as recommended by the Board of Directors, if declared at the AGM will be paid within 30 days from the date of declaration to those members whose names appear on the Register of Members as on September 6, 2016.
12. Members whose shareholding is in electronic mode are requested to inform change of address and updates of savings bank account details to their respective depository participants.
13. Members are requested to address all correspondence, including dividend matters, to the Registrar and Share Transfer Agent, Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot no. 31 & 32, Gachibowli Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032, India.
14. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with the Company Secretary, at the Company's registered office. Members are requested to note that dividends not encashed or claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124 of the Companies Act, 2013 be transferred to the Investor Education and Protection Fund.
15. We request you to update your email address with your depository participant to ensure that the annual report and other documents reach you on your preferred email account.
16. The Notice of the 16th AGM and instructions for e-voting, along with the Attendance Slip and Proxy Form, is being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s) unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode.
17. Members may also note that the Notice of the 16th AGM and the Annual Report 2016 will be available on the Company's website, **www.onmobile.com**. The physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at: **investors@onmobile.com**
18. Additional information pursuant to sub-regulation (3) of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Director seeking re-appointment at the AGM is furnished in the Annexure and forms part of the Notice.
19. The Securities and Exchange Board of India (SEBI) has mandated submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company.
20. Information and other instructions relating to e-voting are as follows:
 - i. In compliance with Section 108 of the Companies Act, 2015 read with the Rule 20 of the Companies (Management and Administration) Rules 2014 (as substituted by Amendment Rules 2015) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by Karvy Computershare Private Limited ("Karvy"). The facility for voting through Poll will be made available at the meeting and the members attending the meeting who have not cast their votes by remote e-voting shall be able to cast their votes at the meeting through physical Poll.
 - ii. The members who have voted through remote e-voting may attend the AGM but shall not be entitled to cast their vote again.
 - iii. The Company has engaged the service of Karvy Computershare Private Limited ("Karvy") as the Agency to provide e-voting facility.
 - iv. Voting rights shall be reckoned on the paid up value of equity shares registered in the name of the member/beneficial owner as on **September 6, 2016 being the cut-off date**.
 - v. A person, whose name is appearing in the register of members or in the register of beneficial owners maintained by the depositories as on the **cut-off date i.e. September 6, 2016** shall only be entitled to avail the facility of remote e-voting /poll.
 - vi. Any person who becomes the member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date may write to Karvy on their e-mail ID einward.ris@karvy.com or Karvy Computershare Private Limited (Unit OnMobile), Karvy Selenium Tower B, Plot No. 31 & 32, Gachibowli Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500032 or contact S V Raju on 040-67162222 requesting for User ID and password. After receipt of above

credentials, a member may follow the instructions for e-voting to cast his votes.

If the member is already registered with Karvy e-voting platform then he can use his existing User ID and password for casting his votes through remote e-voting.

- vii. The remote e-voting facility will be open only during the following voting period:

Commencement of Remote e-voting: 9.00 a.m. (IST) on September 10, 2016

End of Remote e-voting: 5.00 p.m. (IST) on September 13, 2016

The detailed instructions sheet for remote e-voting is attached.

21. The Board of Directors of the Company have appointed Parameshwar G Hegde, a Practising Company Secretary as the Scrutinizer, for conducting both remote e-voting and Poll voting process at the meeting in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the purpose.
22. The Scrutinizer, after scrutinizing the votes cast at the meeting by Poll and remote e-voting, will not later than three days of conclusion of the Meeting, make a consolidated Scrutinizer's report and submit the same to the Chairman.
23. The results declared along with the consolidated Scrutinizer's report shall be placed on the website of the Company **www.onmobile.com** and on the website of Karvy **<https://evoting.karvy.com>**. The results shall simultaneously be communicated to the Stock Exchanges.
24. Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the meeting i.e. September 14, 2016

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 5

OnMobile Global Solutions Canada Limited is a wholly owned subsidiary of the Company in Canada. The subsidiary is of strategic importance for the business in the North American region. With a view to ensure effective Board guidance to the management of affairs of the region, Rajiv Pancholy is proposed to be appointed as a Director/Manager/Consultant/Employee of OnMobile Global Solutions Canada Limited with effect from October 1, 2016 so that he would oversee the overall operations of the geography and for devoting substantial time and assuming additional responsibility, he would be

entitled to remuneration as Director/Manager/Consultant/Employee.

Accordingly, pursuant to the recommendation of the Nomination and Compensation Committee, the Board of Directors of the Company at their meeting held on July 30, 2016 fixed remuneration of USD 195,000 (equivalent of INR 12,090,000 approximately) per annum for a period of three years w.e.f October 1, 2016 subject to approval of the shareholders of the Company.

Pursuant to the provisions of Section 188(1)(f) of the Companies Act, 2013 read with Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014, approval of the shareholders is, inter alia, required by passing a Special Resolution, where a Director holds an office or place of profit in any subsidiary of the Company. Rajiv Pancholy is the Managing Director and CEO of the Company and also proposed to be appointed as a Director/Manager/Consultant/Employee in the wholly owned subsidiary company.

Rajiv Pancholy is a related party as per Section 2(76)(i) of the Companies Act, 2013. As per Section 177(4)(iv) of the Companies Act, 2013, the Audit Committee at its meeting held on July 29, 2016 has approved the proposal.

No director, key managerial personnel or their relatives, except Rajiv Pancholy to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the special resolution set forth in Item No. 5 for the approval of the shareholders.

Item No. 6

OnMobile Global Solutions Canada Limited is a wholly owned subsidiary of the Company in Canada. The subsidiary is of strategic importance for the business in the North American region. With a view to ensure effective Board guidance to the management of affairs of the region, François-Charles Sirois is proposed to be appointed as a Director/Manager/Consultant/Employee of OnMobile Global Solutions Canada Limited with effect from October 1, 2016 so that he would oversee the overall operations of the geography and for devoting substantial time and assuming additional responsibility, he would be entitled to remuneration as Director/Manager/Consultant/Employee.

Accordingly, pursuant to the recommendation of the Nomination and Compensation Committee, the Board of Directors of the Company at their meeting held on July 30, 2016 fixed remuneration of USD 318,387 (equivalent of INR 19,740,000 approximately) per annum for a period of three years w.e.f. October 1, 2016 subject to approval of the shareholders of the Company.

Pursuant to the provision of Section 188(1)(f) of the Companies Act, 2013 read with Rule 15(3) of the Companies

(Meeting of Board and its Powers) Rules, 2014, approval of the shareholders is, inter alia, required by passing a Special Resolution, where a Director holds an office or place of profit in any subsidiary of the Company. François-Charles Sirois is the Executive Chairman of the Company and is also proposed to be appointed as a Director/Manager/ Consultant/ Employee in the wholly owned subsidiary company.

François-Charles Sirois is a related party as per Section 2(76) (i) of the Companies Act, 2013. As per Section 177(4)(iv) of

the Companies Act, 2013, the Audit Committee at its meeting held on July 29, 2016 has approved the proposal.

No director, key managerial personnel or their relatives, except François-Charles Sirois to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the special resolution set forth in Item No. 6 for the approval of the shareholders.

Additional information on Directors seeking Re-appointment at the Annual General Meeting pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Particulars	François-Charles Sirois
Brief Resume	Date of Birth : 05-05-1975
	Date of Appointment : 26-06-2014
	Qualifications : Bachelor of Business Administration, options in finance and marketing, HEC Montreal
Expertise in specific functional areas	Wide experience in Media (multi-platform music services and digital content production, distribution and promotion), Internet, Software, Venture Capital & Private Equity industries
Directorships held in other companies (including foreign companies) as on date	1. OnMobile Systems Inc. 2. Telesystem Ltd. 3. Stingray Digital Group Inc. 4. Zone3 Inc. 5. Telesystem Media, Inc 6. iPerceptions Inc. 7. Telesystem Energy Ltd. 8. CVTCORP Transmission Inc.
Disclosure of relationship between directors inter-se	François-Charles Sirois is not related to any other Director of the Company
Memberships/ Chairmanships of committees of other companies (includes only Audit Committee and Shareholders/ Investors Grievance Committee)	Nil
Number of shares held in the Company	Nil

By Order of the Board of Directors
For OnMobile Global Limited

Date: July 30, 2016
Place: New Delhi

Sd/-
P V Varaprasad
Company Secretary

Regd. Office:

OnMobile Global Limited,
E City, Tower-1, No 94/1C and 94/2,
Veerasandra, Attibele Hobli,
Anekal Taluk, Electronic City Phase-1,
Bangalore- 560 100
CIN: L64202KA2000PLC027860



OnMobile Global Limited

Registered Office: OnMobile Global Limited, E City, Tower-1, No 94/1C and 94/2, Veerasandra, Attibele Hobli, Anekal Taluk, Electronic City Phase-1, Bangalore- 560 100; Corporate Identity Number (CIN): L64202KA2000PLC027860; Phone: + 91 80 40096000, Fax: + 91 80 40096009, E-mail: investors@onmobile.com, Website: www.onmobile.com

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Sixteenth Annual General Meeting - September 14, 2016

Name of the member (s):
Registered address:
E-mail Id:
Folio No/ Client Id:
DP ID:
I / We, being the member(s) of shares of the above named company, hereby appoint
Name: Email:
Address:
Signature:

or failing him / her

Name: Email:
Address:
Signature:

or failing him / her

Name: Email:
Address:
Signature:

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 16th Annual General Meeting of the Company, to be held on Wednesday, September 14, 2016, at 3.00 p.m., at The Ritz - Carlton Hotel, 99, Residency Road, Ashok Nagar, Bengaluru, Karnataka - 560 025 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution number	Description	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	Adoption of financial statements		
2	Declaration of dividend		
3	Retirement of Director by rotation, François-Charles Sirois		
4	Ratification of appointment of Statutory Auditors		
5	Appointment of Rajiv Pancholy, Managing Director and CEO of the Company as Director/Manager/Consultant/Employee in OnMobile Global Solutions Canada Limited, wholly owned subsidiary of the Company		
6	Appointment of François-Charles Sirois, Executive Chairman of the Company as Director/Manager/Consultant/Employee in OnMobile Global Solutions Canada Limited, wholly owned subsidiary of the Company		

Signed this day of 2016

Signature of the member

Signature of the proxy holder(s).....

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



OnMobile Global Limited

Registered Office: OnMobile Global Limited, E City, Tower-1, No 94/1C and 94/2, Veerasandra, Attibele Hobli, Anekal Taluk, Electronic City Phase-1, Bangalore- 560 100; Corporate Identity Number (CIN): L64202KA2000PLC027860; Phone: + 91 80 40096000, Fax: + 91 80 40096009, E-mail: investors@onmobile.com, Website: www.onmobile.com

ATTENDANCE SLIP

Sixteenth Annual General Meeting - September 14, 2016

Regd. Folio No./DP Client ID

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

No. of shares held

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

I/we here by record my/our presence at the Sixteenth Annual General Meeting held at The Ritz-Carlton Hotel, 99, Residency Road, Ashok Nagar, Bengaluru, Karnataka - 560 025 at 3.00 p.m. IST on September 14, 2016.

Name of the member/proxy
(in BLOCK letters)

Signature of the member/proxy

Route Map to venue of AGM

