

May 16, 2014

To,

The Secretary
Bombay Stock Exchange
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai – 400 001
BSE Symbol: 532944

The Secretary
National Stock Exchange of India Ltd
Exchange Plaza, C/1, Block G,
Bandra Kurla Complex, Bandra (East)
Mumbai – 400 051
NSE Symbol: ONMOBILE

Dear Sirs,

Sub: Submission of copies of the Postal ballot Notice
Ref: Clause 31 of the Listing Agreement

With reference to the above, please find the enclosed herewith six copies of the Postal ballot Notice to the shareholders of the Company seeking their approval for the following:

1. To authorize sale of Equity Shares held by the Company in Voxmobili S A (through OnMobile Europe B V and OnMobile S A)
2. To authorize the Board of Directors to borrow upto Rs.300 Crores over and above the paid up capital of the Company and its free reserves
3. To authorize the Board of Directors to secure the borrowings.
4. To make loans or investments and to give guarantees or to provide security in connection with a loan made under Section 186 of the Companies Act, 2013

This is for your information and records.

Thanking you,

Yours Sincerely,
For OnMobile Global Limited

P.V. Varaprasad

P V Varaprasad
Company Secretary



Encl: as above



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

POSTAL BALLOT NOTICE

Dear Shareholders,

Notice is hereby given to the shareholders of OnMobile Global Limited ('the Company') pursuant to Section 110 of the Companies Act, 2013 ('the Act') read with Rule 22 of the Companies (Management and Administration) Rules, 2014, that Company seeks approval of shareholders, via Postal Ballot for the following:

- 1) To authorize sale of Equity Shares held by the Company in Voxmobili S A (through OnMobile Europe B V and OnMobile S A)
- 2) To authorize the Board of Directors to borrow upto Rs.300 Crores over and above the paid up capital of the Company and its free reserves
- 3) To authorize the Board of Directors to secure the borrowings.
- 4) To make loans or investments and to give guarantees or to provide security in connection with a loan made under Section 186 of the Companies Act, 2013

Shareholders' consent is sought for the proposals contained in the Resolutions given in this Notice. The Explanatory Statement pursuant to Section 102 of the Act pertaining to the said Resolutions setting out the material facts and related particulars are annexed hereto along with a Postal Ballot Form.

The Company has appointed Mr. Parameshwar G. Hegde, Practising Company Secretary, as Scrutinizer for conducting the Postal Ballot in a fair and transparent manner.

Please read carefully the instructions printed on the Postal Ballot Form and return the Postal Ballot Form duly completed in all respects in the enclosed self-addressed pre-paid postage envelope, so as to reach the Scrutinizer on or before Tuesday, 17.30 hours, June 17, 2014. Shareholders may choose to vote using the e-voting facility, the details whereof are specified under the notes hereto.

The Scrutinizer will submit his report to the Chairman or Company Secretary of the Company after completion of the scrutiny and the result of the voting by Postal Ballot will be announced on Thursday, June 20, 2014, at 16.00 hours at the Registered Office. The result of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the Company's website www.onmobile.com and also on the website of M/s Karvy Computershare Private Limited i.e. <https://evoting.karvy.com> and shall be communicated to the stock exchanges where the Company's shares are listed.

Item No. 1

To authorize sale of Equity Shares held by the Company in Voxmobili S A (through OnMobile Europe B V and OnMobile S A)

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

"RESOLVED THAT pursuant to the provisions of Section 180 (1)(a), and Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, subject to the applicable provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; subject to the provisions of Foreign Exchange Management Act, 1999, and other applicable provisions, if any, of the Companies Act, 1956/ Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force) or any other law for the time being in force, and subject to consents, approvals and /or permissions of relevant authorities as may be required, the consent of the Company be and is hereby accorded to the Board of Directors to sell 100 % stake [Six million five hundred one thousand seven hundred and eight (6,501,708) ordinary shares] in Voxmobili S A, a step down subsidiary of the Company, through the Companies subsidiaries OnMobile Europe B V and OnMobile S A, at an aggregate price of \$26,000,000 [i.e Twenty six million dollars] subject to an escrowed consideration of \$ 2,500,000 and on such other terms and conditions, as per the share purchase agreement entered by and among Synchronoss Technologies Inc., OnMobile S A, Voxmobili S A and OnMobile Global Limited, to Synchronoss Technologies Inc., a French *societe anonyme*.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company or a Committee thereof, be and is hereby authorised to take such actions and to give all such directions as may be necessary or desirable and also to settle any question or difficulty that may arise in regard to the proposed sale and further to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection therewith".

Item No. 2

To authorize the Board of Directors to borrow upto Rs. 300 Crores over and above the paid up capital of the Company and its free reserves

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

"RESOLVED THAT in supersession of any earlier resolutions and in terms of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, read with the relevant Rules thereof (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors of the Company including any Committee thereof (hereinafter referred to as "the Board") to borrow from time to time in one or more tranches, any sum or sums of money which, together with the moneys already borrowed by the Company (apart from temporary loans obtained / to be obtained from the Bankers of the Company in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves provided that the total amount so borrowed shall not at any time exceed Rs. 300 Crores over and above the paid up capital of the Company and its free reserves.

RESOLVED FURTHER THAT the Board be and is hereby authorized to negotiate with the lending entities and to finalize and execute the documents and deeds as may be applicable for creating the appropriate mortgages and/or charges on such of the immoveable and/or moveable properties of the Company on such terms and conditions as may be decided by the Board and to perform all such acts, deeds and things as may be necessary in this regard.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."

Item No. 3

To authorize the Board of Directors to secure the borrowings.

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

"RESOLVED THAT in terms of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013, read with the relevant Rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors including any Committee thereof (hereinafter referred to as "the Board") to sell, lease, mortgage or otherwise dispose of or to create charge, mortgage and/or hypothecate the whole or substantially the whole of the undertaking(s) of the Company, where undertaking (both present and future) shall have the meaning as stated in explanation to Clause (a) of Sub-Section (1) of Section 180 of the Companies Act, 2013, at such

Certified True Copy
P. V. Varaprasad
Company Secretary
For OnMobile Global Limited

time and on such terms and conditions as the Board may deem fit, in the best interest of the affairs of the Company, provided that the total amount for which such charge / mortgage / hypothecations are being created to secure the borrowings shall not at any time exceed Rs.300 Crores over and above the paid up capital of the Company and its free reserves.

RESOLVED FURTHER THAT in connection with afore-stated Resolution, the Board shall have the power to mortgage or otherwise offer as collateral, substantial property, assets and/or undertakings of the Company in certain events, to banks/financial institutions, other lending agencies, and/or trustees for the holders of debentures/bonds/other instruments, to secure any rupee loans, foreign currency loans and/or the issue of debentures whether partly or fully convertible or non-convertible and/or securities linked to equity shares and/or rupee / foreign currency convertible bonds and/or bonds with share warrants attached thereto.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."

Item No. 4

To make loans or investments and to give guarantees or to provide security in connection with a loan made under Section 186 of the Companies Act, 2013.

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

"RESOLVED THAT pursuant to Section 186 and all other applicable provisions, if any, of the Companies Act, 2013, read with the relevant Rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors including any Committee thereof (hereinafter referred to as "the Board") to (i) give any loans to any person or other body corporate, or (ii) give any guarantees or to provide security in connection with a loan to any other body corporate or person, or (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding sixty percent of company's paid up capital and its free reserves and securities premium account or one hundred percent of its free reserves and securities premium account whichever is more as the Board of Directors may think fit, provided that the total loans or investments made, guarantees given, and securities provided shall not any time exceed Rs. 500 Crores over and above the paid up capital of the Company and its free reserves.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such actions and to give all such directions as may be necessary or desirable and also to settle any question or difficulty that may arise in regard to the proposed investments or loans or guarantees or securities and to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection therewith."

**By order of the Board of Directors
For OnMobile Global Limited**

**P.V. Varaprasad
Company Secretary**

**Place: Bangalore
Date: May 3, 2014**

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

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts and reasons for the proposed Special Business is annexed herein.
2. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders on the date of dispatch of the notice.
3. Shareholders who have registered their e-mail IDs for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent Notice of Postal Ballot by e-mail and to others are being sent by post along with Postal Ballot Form. Shareholders who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download the Postal Ballot Form from the link www.onmobile.com or <https://evoting.karvy.com> or seek duplicate Postal Ballot Form from M/s Karvy Computershare Private Limited, Unit: OnMobile Global Limited, Plot No. 17-24, Vittal Rao Nagar, Madhapur, Hyderabad - 500 081, fill in the details and send the same to the Scrutinizer.
4. In compliance with provisions of Section 110 of the Companies Act, 2013 read with the Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has provided E-voting facility to all the Shareholders of the Company. For this purpose, the Company has entered into an agreement with M/s Karvy Computershare Private Limited for facilitating e-voting facility to enable the Shareholders to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The Shareholders who wish to vote by Postal Ballot Form (instead of e-voting) can download Postal Ballot Form from www.onmobile.com or <https://evoting.karvy.com>

The instructions for e-voting are as under:

(a) Procedure & instructions for E-voting

- (i) For Shareholders whose email address is registered- open the attached PDF file "OnMobile e-voting.pdf" by giving your Client Id (in case you are holding share(s) in demat mode) or Folio No. (in case you are holding shares in physical mode) as default password which contains your "User Id" and "Password" for e-voting;
- (ii) For Shareholders who have not registered their email ids: please refer to the user id and password printed on the Postal Ballot Form;
- (iii) Please note that the password is an initial password;
- (iv) Open internet browser by typing the URL: <https://evoting.karvy.com>;
- (v) Click on Shareholder – Login;
- (vi) Put user ID and password as initial password noted in step (i) above and click Login;
- (vii) Password change menu appears. Change the password with new password of your choice with minimum 8 characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Note your new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential;

P.V. Varaprasad
**Company Secretary
For OnMobile Global Limited**

- (viii) Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles;
 - (ix) Select "EVSN" (i.e. E-Voting Sequence Number) of OnMobile Global Limited;
 - (x) Now you are ready for e-Voting as Cast Vote page opens. Voting period commences on **May 17, 2014 (10.00 Hours) and ends on June 17, 2014 (17.30 Hours).**
 - (xi) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted. Upon confirmation, the message "Vote cast successfully" will be displayed. Once you have voted on the resolution, you will not be allowed to modify your vote;
 - (xii) **Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (in PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at scrutinizeronmobile@gmail.com with a copy marked to evoting@karvy.com;**
 - (xiii) In case Shareholders desiring split voting i.e. voting FOR and AGAINST on the same resolution, can do so by downloading Postal Ballot Form from the link <https://evoting.karvy.com> or www.onmobile.com or by obtaining duplicate Form from the Company's Registrar and Share Transfer Agent, Karvy Computershare Private Limited, Unit: OnMobile Global Limited, Plot No.17-24, Vittal Rao Nagar, Madhapur, Hyderabad-500081; and
 - (xiv) **The date of declaration of results of the postal ballot, i.e. June 20, 2014, shall be the date on which the resolution would be deemed to have been passed, if approved by requisite majority.**
- (b) **In case of Shareholders receiving Postal Ballot Form by Post:**
- (i) Initial password is provided as below, at the bottom of the Postal Ballot Form;
- | EVSN (E-Voting Sequence Number) | USER ID | PASSWORD/PIN |
|---------------------------------|---------|--------------|
| | | |
- (ii) Please follow all steps from Sl. No. (ii) to (xi) of (a) above, to cast vote; and
- (c) In case of any queries, you may refer to the Frequently Asked Questions (FAQs) and e-voting user manual for members available at the website of E-voting Platform Provider viz. <https://evoting.karvy.com> or contact M/s Karvy Computershare Private Limited at toll free number **1800 345 4001**.
 - (d) If you are already registered with M/s Karvy Computershare Private Limited for e-voting then you can use your existing user ID and password for casting your vote.
 - (e) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
5. **Kindly note that the Shareholders can opt for only one mode of voting, i.e., either by Physical Postal Ballot or e-voting. If you are opting for e-voting, then do not vote by Physical Postal Ballot also and vice versa. However, in case Shareholders cast their vote by both Physical Postal Ballot and e-voting, then voting done through valid Physical Postal Ballot shall prevail and voting done by e-voting will be treated as invalid.**
 6. Shareholders desiring to exercise vote by Physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed business reply envelope to the Scrutinizer, so as to reach the Scrutinizer not later than close of working hours (i.e. 17.30 Hours) on June 17, 2014. The postage cost will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered/speed post at the expense of the Shareholders will also be accepted. **Assent / Dissent received after June 17, 2014 would be strictly treated as if reply from the shareholder has not been received.**
 7. The voting period ends on the close of working hours (i.e. 17.30 hours) on June 17, 2014. The e-voting module shall also be disabled by M/s Karvy Computershare Private Limited for voting thereafter.
 8. As per Rule 22 of the Companies (Management and Administration) Rules, 2014, inter-alia details of dispatch of Notice and Postal Ballot Form to the Shareholders will be published in at least one English language and one vernacular language newspaper.
 9. The Scrutinizer will submit his report to the Chairman or Company Secretary of the Company after completion of the scrutiny of the Postal Ballot Forms and the result of the Postal Ballot will be announced on June 20, 2014 at 16.00 Hours at the Registered Office. The result of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the Company's website www.onmobile.com and also on the website of M/s Karvy Computershare Private Limited i.e. <https://evoting.karvy.com> and shall be communicated to the stock exchanges where the Company's shares are listed. The result of the Postal Ballot will also be published in the newspapers.
 10. In case of any queries, shareholders may contact the Company at investors@onmobile.com.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

Item No 1:

Voxmobili S A, France is a wholly owned subsidiary of OnMobile S A, France. OnMobile S A is a wholly owned subsidiary of OnMobile Europe B V, Netherlands which in turn is a wholly owned subsidiary of OnMobile Global Limited ('the Company'). Hence, Voxmobili S A is a step down subsidiary of the Company through OnMobile Europe B V and OnMobile S A.

Voxmobili S A is based out of Paris which OnMobile Global Limited acquired in 2007. Voxmobili S A specializes in mobile data products and cloud solutions. However, with a view to focus on fewer core areas, the Company has been working on divesting some non-core business. The proposed sale of Voxmobili is one such divestment.

The Board of Directors vide their resolution dated April 8, 2014 approved execution of a non-binding Memorandum of Understanding (MOU) amongst (i) OnMobile Global Limited, (ii) OnMobile S A, and (iii) Synchronoss Technologies, Inc., for divestment of Voxmobili S A. Accordingly, the Company had made an announcement to the Stock Exchanges on April 9, 2014 regarding the non-binding MOU executed for the potential divestment of its group company, Voxmobili S A. Synchronoss Technologies Inc., is headquartered in New Jersey and is a leading player in synchronization technology products.

As the disposal of entire 100% stake in Voxmobili S A by the Company may be deemed to be sale or otherwise disposal of whole or substantially the whole of an undertaking, pursuant to the provisions of Section 180(1) (a) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, consent of the shareholders is required through postal ballot.

Further, OnMobile Systems Inc., one of the promoters of the Company, vide their letter of offer dated April 3, 2014, made a voluntary open offer to the shareholders of the Company for acquisition of 11,900,000 fully paid-up equity shares of Rs.10 each representing 10.16% of the fully diluted voting share capital at an offer price of Rs.40 per share.

As per Regulation 26 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, unless the approval of shareholders of the target company by way of a special resolution by postal ballot is obtained, the Board of directors of either the target

P.V. Varaprasad
Company Secretary
For OnMobile Global Limited

company or any of its subsidiaries shall not alienate any material assets whether by way of sale, lease, encumbrance or otherwise or enter into any agreement therefor outside the ordinary course of business, during the offer period.

The Board of Directors vide their resolution dated May 3, 2014 approved to sign a Share Purchase Agreement (SPA) with Synchronoss Technologies Inc., for divestment of Voxmobili S A subject to the approval of the shareholders, and accordingly, to seek the shareholders' approval through Postal Ballot. Upon the consummation of the deal, OnMobile will realize an amount of \$ 26 million (which is around Voxmobili's book value), subject to escrows and such other terms and conditions as per the SPA entered. Accordingly, the Company had made an announcement to the Stock Exchanges on May 4, 2014 about execution of SPA.

The above proposal is in the interest of the Company and the Directors recommend the Item No. 1 of the Notice, i.e. to sell its shareholding in Voxmobili S A (through OnMobile Europe B V and OnMobile S A), for consent and approval by the shareholders.

Directors, Key Managerial Personnel and their relatives who are members of the Company, may be deemed to be concerned or interested in the Item No. 1 of the accompanying notice to the extent of their respective shareholding in the Company to the same extent as that of every other member of the Company. A copy of the SPA is available for inspection of the members at the Registered Office of the Company during office hours on all working days till the date of closure of Postal Ballot.

Item Nos. 2 & 3:

Under Section 180 (1)(c) of the Companies Act, 2013 ("Act"), the Board of Directors of a company cannot, except with the consent of the shareholders in general meeting by a special resolution, borrow monies, apart from temporary loans obtained from the company's bankers in the ordinary course of business, in excess of the aggregate of the paid up capital and free reserves of the Company.

The Shareholders vide resolution passed at their Annual General Meeting held on August 17, 2007, had accorded their consent to the Board of Directors to borrow up to Rs. 200 Crores over and above the paid up capital of the Company and its free reserves.

Taking into consideration, the requirements of additional funds to meet the cost of the Company's projects and other capital expenditure programmes, and additional long term working capital requirements of the Company and its subsidiary(ies), it is expected that the limit of Rs. 200 crores over and above the paid up capital of the Company and its free reserves sanctioned by the Shareholders will not be adequate.

The consent and approval of the Shareholders is therefore, sought in accordance with the provisions of Section 180(1)(c) of the Act, to enable the Directors to borrow monies, provided that the total amount so borrowed by the Board shall not at any time exceed Rs. 300 Crores over and above the paid up capital of the Company and its free reserves.

The proposed borrowings of the Company may, if necessary, be secured by way of charge/ mortgage/ hypothecation on the Company's assets in favour of the lenders/ holders of securities / trustees for the holders of the said securities as mentioned in Item No. 3.

As the documents, to be executed between the lenders/security holders/ trustees for the holders of the said securities and the Company, may contain provisions to take over substantial assets of the Company in certain events, it is necessary to pass a Resolution under Section 180(1)(a) of the Act, for creation of charges/mortgages/hypothecations for an amount not exceeding Rs. 300 Crores over and above the paid up capital of the Company and its free reserves.

The above proposals are in the interest of the Company and the Directors recommend the Item Nos. 2 and 3 of the Notice for consent and approval by the shareholders.

Directors, Key Managerial Personnel and their relatives who are members of the Company, may be deemed to be concerned or interested in the Item Nos. 2 and 3 of the accompanying notice to the extent of their respective shareholding in the Company to the same extent as that of every other member of the Company.

Item No 4:

The Company makes investments in and gives loans to the subsidiary companies as and when needed. The Company also provides corporate guarantees on behalf of its subsidiary companies to the banks/financial institutions for the financial assistance provided by them.

The Shareholders vide resolution passed at their Annual General Meeting held on August 17, 2007, had accorded their consent to the Board of Directors for making a loan, or an investment by the Company of a sum not exceeding Rs. 200 crores over and above the paid up capital of the Company and its free reserves.

Taking into consideration, the requirements of additional loans to be given / investments to be made / guarantees to be provided by the Company to meet the financial requirements of its subsidiary companies, it is expected that the limit of Rs. 200 crores over and above the paid up capital of the Company and its free reserves sanctioned by the Shareholders will not be adequate. The consent and approval of the Shareholders is therefore, sought in accordance with the provisions of Section 186 of the Companies Act, 2013 for the revised limits upto Rs. 500 Crores over and above the paid up capital of the Company and its free reserves.

As per the provisions of Section 186 of the Companies Act, 2013, No company shall directly or indirectly (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty per cent. of its paid-up share capital, free reserves and securities premium account or one hundred per cent. of its free reserves and securities premium account, whichever is more.

Where such giving of any loan or guarantee or providing any security or the acquisition exceeds the limits specified, under Section 186 of the Companies Act, 2013 prior approval by means of a special resolution passed at a general meeting is necessary.

As per Section 110 of the companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, the said resolution to be passed through postal ballot process.

The Directors recommend the Item No. 4 of the Notice for consent and approval by the shareholders.

Directors, Key Managerial Personnel and their relatives who are members of the Company, may be deemed to be concerned or interested in the Item No. 4 of the accompanying notice to the extent of their respective shareholding in the Company to the same extent as that of every other member of the Company.

**By order of the Board of Directors
For OnMobile Global Limited**

**P.V. Varaprasad
Company Secretary**

**Place: Bangalore
Date: May 3, 2014
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

Certified True Copy
P.V. Varaprasad
**Company Secretary
For OnMobile Global Limited**



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

POSTAL BALLOT FORM

Serial No. :

1. Name and Registered Address of the sole / first
named Shareholder :

2. Name(s) of the Joint Shareholder(s) if any :

3. Registered Folio No. / DP ID No.* / Client ID No.* :
(*Applicable to investors holding shares in
dematerialized form)

4. Number of Shares held :

I/we hereby exercise my/our vote in respect of the following special resolutions to be passed through Postal Ballot for the Business stated in the postal ballot Notice dated May 3, 2014 of the Company by conveying my/our assent or dissent to the said special resolutions by placing the tick (✓) mark in the appropriate box below.

Item No.	Description	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	To authorise sale of Equity Shares held by the Company in Voxmobili S A (through OnMobile Europe BV and OnMobile S A).			
2.	To authorize the Board of Directors to borrow up to Rs.300 Crores over and above the paid up capital of the Company and its free reserves.			
3.	To authorize the Board of Directors to secure the borrowings.			
4.	To make loans or investments and to give guarantees or to provide security in connection with a loan made under Section 186 of the Companies Act, 2013.			

Place :

Date :

Signature of the Shareholder

#Email _____ #Tel/Mobile No. _____

#Optional

Electronic Voting Particulars

EVSN (E- Voting Sequence Number)	USER ID	PASSWORD/PIN

Note:

- Please read the instructions printed overleaf carefully before exercising your vote.
- Last day for the receipt of Postal Ballot Forms by Scrutinizer is June 17, 2014.

Certified True Copy

P. V. Varaprasad

Company Secretary
For OnMobile Global Limited

INSTRUCTIONS

1. A shareholder desirous of exercising vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed business reply envelope. Postage will be borne by the Company. Envelopes containing Postal ballot Form, if deposited in person or sent by courier or any other mode at the expense of the Shareholders(s) will also be accepted;
2. Please convey your assent / dissent in this Postal Ballot Form only. The assent or dissent received in any other form shall not be considered valid;
3. The self-addressed business reply envelope bears the postal address of the Scrutinizer appointed by the Company;
4. This Postal Ballot Form should be completed and signed by the Shareholder (as per specimen signature registered with the Company/ R&TA or Depository Participants, in respect of shares held in the physical form or dematerialized form respectively). In case of joint holding, this Form must be completed and signed by the first named shareholder and in his/her absence, by the next named shareholder;
5. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board resolution/authorization giving requisite authority to the person voting on the Postal Ballot Form, together with the duly attested specimen signature(s) of the authorized signatories;
6. The Postal Ballot Form duly completed and signed should be forwarded to the Scrutinizer appointed by the Company so as to reach the Scrutinizer not later than the close of working hours on or before June 17, 2014 (i.e. 17.30 Hours). Postal Ballot Forms received after this date will be strictly treated as if the reply from such shareholder(s) has not been received;
7. A Shareholder can apply for duplicate Postal Ballot Form through an email at scrutinizeronmobile@gmail.com or investors@onmobile.com, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on or before June 17, 2014 (i.e. 17.30 Hours). For any clarification(s), please contact M/s Karvy Computershare Private Limited on toll free number : 1800 345 4001;
8. The right of voting by Postal Ballot shall not be exercised by proxy;
9. Voting rights shall be reckoned on the paid up value of shares registered in the name of shareholders on the date of despatch of the notice;
10. Unsigned, incomplete or incorrectly ticked Postal Ballot Forms shall be rejected;
11. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope. If any extraneous paper is found, the same will be destroyed by the Scrutinizer;
12. There will be one Postal Ballot Form for every Folio/Client ID, irrespective of the number of Joint holders;
13. The Scrutinizer's decision on the validity of Postal Ballot shall be final;
14. The Company is pleased to offer e-voting facility as an alternative, for all the shareholders of the Company to enable them to cast their votes electronically instead of despatching Postal Ballot Form. E-voting is optional. The detailed procedure of e-voting is enumerated in the Notes to the Postal Ballot Notice; and
15. The result of the Postal Ballot shall be announced on June 20, 2014 at 16.00 Hours at the Registered Office of the Company and the same will also be posted on website of the Company.

Certified True Copy

P. V. Varaprasad

**Company Secretary
For OnMobile Global Limited**