onmobile™

September 15, 2016

To,
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

To,
The Secretary
BSE Limited
P J Towers, Dalal Street, Fort,
Mumbai — 400 001
BSE Symbol: 532944

Dear Sir,

Sub: Disclosure of voting results of the 16th Annual General Meeting held on September 14, 2016 as per Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

With reference to the above, we hereby enclose the voting results referring to the 16th Annual General Meeting of the Company.

The details on each of the agenda items, mode of voting and the report of scrutinizer for E-Voting and Poll are attached below.

We request you to kindly take the same on record.

Thanking you,

Yours sincerely,
For OnMobile Global Limited

P V Varaprasad
Company Secretary

OnMobile Global Limited Bangalore

Encl: a/a

Annexure I

Format for Voting Results

Sl No	Description	Details
A	Date Of AGM	14-09-2016
B	Total number of shareholders on record date (September 06, 2016)	32515
D	No of shareholders present in the meeting either in person or through proxy: Promoter and Promoter Group Public	 1 358
E	No. of shareholders attended the meeting through Video conferencing - Nil, No video conferencing facility was made available.	



Resolution as per Agenda Item No. 1 - Adoption of financial statements for the financial year ended March 31, 2016 together with Report of Directors and Auditors thereon

Resolution required (Ordinary/Special)				Ordinary Resolution				
Whether promoter/ promoter group are interested in the agenda/resolution?				None of the Promoters/Promoter Groups are interested				
Category	**Mode of Voting**	**No. of shares held (1)**	**No. of votes polled (2)**	**% of votes polled on outstanding shares (3)=[(2)/(1)]* 100**	**No. of votes - in favour (4)**	**No. of votes – against (5)**	**% of Votes in favour on votes polled (6)=[(4)/(2)]*100**	**% of Votes against on votes polled (7)=[(5)/(2)]*100**
Promoter and Promoter Group	E-Voting	50923703	50923703	100.00	50923703	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total	**50923703**	**50923703**	**100.00**	**50923703**	**0**	**100.00**	**0.00**
Public- Institutions	E-Voting	10406608	5468269	52.55	5468269	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total	**10406608**	**5468269**	**52.55**	**5468269**	**0**	**100.00**	**0.00**
Public- Non Institutions	E-Voting	42924688	3662137	8.53	3662137	0	100.00	0.00
	Poll		196434	0.46	196149	285	99.85	0.15
	Total	**42924688**	**3858571**	**8.99**	**3858286**	**285**	**99.99**	**0.01**
Total		**104254999**	**60250543**	**57.79**	**60250258**	**285**	**99.99**	**0.01**

Resolution as per Agenda Item No. 2 – Declaration of Dividend

Resolution required (Ordinary/Special)				Ordinary Resolution				
Whether promoter/ promoter group are interested in the agenda/resolution?				None of the Promoters/Promoter Groups are interested				
Category	**Mode of Voting**	**No. of shares held (1)**	**No. of votes polled (2)**	**% of votes polled on outstanding shares (3)=[(2)/(1)]* 100**	**No. of votes - in favour (4)**	**No. of votes – against (5)**	**% of Votes in favour on votes polled (6)=[(4)/(2)]*100**	**% of Votes against on votes polled (7)=[(5)/(2)]*100**
Promoter and Promoter Group	E-Voting	50923703	50923703	100.00	50923703	0	100.00	0.00
	Poll		0	0	0	0	0	0.00
	Total	**50923703**	**50923703**	**100.00**	**50923703**	**0**	**100.00**	**0.00**
Public- Institutions	E-Voting	10406608	5776239	55.51	5776239	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total	**10406608**	**5776239**	**55.51**	**5776239**	**0**	**100.00**	**0.00**
Public- Non Institutions	E-Voting	42924688	3662137	8.53	3662137	0	100.00	0.00
	Poll		196434	0.46	196149	285	99.85	0.15
	Total	**42924688**	**3858571**	**8.99**	**3858286**	**285**	**99.99**	**0.01**
Total		**104254999**	**60558513**	**58.09**	**60558228**	**285**	**99.99**	**0.01**

Resolution as per Agenda Item No. 3 - Retirement of Director by rotation, François-Charles Sirois

OnMobile Global Limited Bangalore

Resolution required (Ordinary/Special)				Ordinary Resolution				
Whether promoter/ promoter group are interested in the agenda/resolution?				Other than François-Charles Sirois, no Promoters, Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution				
Category	**Mode of Voting**	**No. of shares held (1)**	**No. of votes polled (2)**	**% of votes polled on outstanding shares (3)=[(2)/(1)]* 100**	**No. of votes - in favour (4)**	**No. of votes – against (5)**	**% of Votes in favour on votes polled (6)=[(4)/(2)]*100**	**% of Votes against on votes polled (7)=[(5)/(2)]*100**
Promoter and Promoter Group	E-Voting	50923703	50923703	100.0	50923703	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total	**50923703**	**50923703**	**100.00**	**50923703**	**0**	**100.00**	**0.00**
Public- Institutions	E-Voting	10406608	5776239	55.51	5500546	275693	95.23	4.77
	Poll		0	0.00	0	0	0.00	0.00
	Total	**10406608**	**5776239**	**55.51**	**5500546**	**275693**	**95.23**	**4.77**
Public- Non Institutions	E-Voting	42924688	3660637	8.53	3660637	0	100.00	0.00
	Poll		196434	0.46	196149	285	99.85	0.15
	Total	**42924688**	**3857071**	**8.99**	**3856786**	**285**	**99.99**	**0.01**
Total		**104254999**	**60557013**	**58.09**	**60281035**	**275978**	**99.54**	**0.46**

Resolution as per Agenda Item No. 4 - Ratification of the appointment of Statutory Auditors

Resolution required (Ordinary/Special)				Ordinary Resolution				
Whether promoter/ promoter group are interested in the agenda/resolution?				None of the Promoters/Promoter Groups are interested				
Category	**Mode of Voting**	**No. of shares held (1)**	**No. of votes polled (2)**	**% of votes polled on outstanding shares (3)=[(2)/(1)]* 100**	**No. of votes - in favour (4)**	**No. of votes – against (5)**	**% of Votes in favour on votes polled (6)=[(4)/(2)]*100**	**% of Votes against on votes polled (7)=[(5)/(2)]*100**
Promoter and Promoter Group	E-Voting		50923703	100.00	50923703	0	100.00	0.00
	Poll	50923703	0	0.00	0	0	0.00	0.00
	Total	50923703	**50923703**	**100.00**	**50923703**	**0**	**100.00**	**0.00**
Public- Institutions	E-Voting	10406608	5776239	55.51	953634	4822605	16.51	83.49
	Poll		0	0.00	0	0	0.00	0.00
	Total	**10406608**	**5776239**	**55.51**	**953634**	**4822605**	**16.51**	**83.49**
Public- Non Institutions	E-Voting	42924688	3660637	8.53	3660537	100	100.00	0.00
	Poll		196434	0.46	196149	285	99.85	0.15
	Total	**42924688**	**3857071**	**8.99**	**3856686**	**385**	**99.99**	**0.01**
Total		**104254999**	**60557013**	**58.09**	**55734023**	**4822990**	**92.04**	**7.96**

Resolution as per Agenda 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

Resolution required (Ordinary/Special)	Special Resolution

OnMobile Global Limited Bangalore

Whether promoter/ promoter group are interested in the agenda/resolution?				Other than Rajiv Pancholy, no Promoters, Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution				
Category	**Mode of Voting**	**No. of shares held (1)**	**No. of votes polled (2)**	**% of votes polled on outstanding shares (3)=[(2)/(1)]* 100**	**No. of votes - in favour (4)**	**No. of votes – against (5)**	**% of Votes in favour on votes polled (6)=[(4)/(2)]*100**	**% of Votes against on votes polled (7)=[(5)/(2)]*100**
Promoter and Promoter Group	E-Voting		50923703	100.00	50923703	0	100.00	0.00
	Poll	50923703	0	0	0	0	0.00	0.00
	Total	**50923703**	**50923703**	**100.00**	**50923703**	**0**	**100.00**	**0.00**
Public- Institutions	E-Voting	10406608	5776239	55.51	5776239	0	100.00	0.00
	Poll		0	0	0	0	0.00	0.00
	Total	**10406608**	**5776239**	**55.51**	**5776239**	**0**	**100.00**	**0.00**
Public- Non Institutions	E-Voting	42924688	3662032	8.53	3661932	100	100.00	0.00
	Poll		196434	0.46	196149	285	99.85	0.15
	Total	**42924688**	**3858466**	**8.99**	**3858081**	**385**	**99.99**	**0.01**
Total		**104254999**	**60558408**	**58.09**	**60558023**	**385**	**99.99**	**0.01**

Resolution as per Agenda 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

Resolution required (Ordinary/Special)				Special Resolution				
Whether promoter/ promoter group are interested in the agenda/resolution?				Other than François-Charles Sirois, no Promoters, Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution				
Category	**Mode of Voting**	**No. of shares held (1)**	**No. of votes polled (2)**	**% of votes polled on outstanding shares (3)=[(2)/(1)]* 100**	**No. of votes - in favour (4)**	**No. of votes – against (5)**	**% of Votes in favour on votes polled (6)=[(4)/(2)]*100**	**% of Votes against on votes polled (7)=[(5)/(2)]*100**
Promoter and Promoter Group	E-Voting	50923703	50923703	100.00	50923703	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total	**50923703**	**50923703**	**100.00**	**50923703**	**0**	**100.00**	**0.00**
Public- Institutions	E-Voting	10406608	5776239	55.51	5776239	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total	**10406608**	**5776239**	**55.51**	**5776239**	**0**	**100.00**	**0.00**
Public- Non Institutions	E-Voting	42924688	3660532	8.53	3660432	100	100.00	0.00
	Poll		196434	0.46	196149	285	99.85	0.15
	Total	**42924688**	**3856966**	**8.99**	**3856581**	**385**	**99.99**	**0.01**
Total		**104254999**	**60556908**	**58.09**	**60556523**	**385**	**99.99**	**0.01**

OnMobile Global Limited Bangalore

PARAMESHWAR G. HEGDE
B.A., M.Com., BGL., FCS

HEGDE & HEGDE
Company Secretaries
"Ganesha Krupa"
34, 1st Main Road, Gandhinagar
Bangalore - 560 009.
✆ : 080-22267041, (R) 080-26589597
e-mail : hegdeandhegdecs@gmail.com

REPORT OF SCRUTINIZER

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014)

To,

The Chairman,

16th (Sixteenth) Annual General Meeting (AGM) of the Equity Shareholders of **OnMobile Global Limited** held on Wednesday, September 14, 2016 at 03:00 PM at The Ritz-Carlton Hotel, 99, Residency Road, Ashok Nagar, Bengaluru -560 025, Karnataka, India.

Dear Sir,

I, Paremeshwar G. Hegde, Practicing Company Secretary, at # 34, "Ganesh Krupa", 1st Main Road, Gandhinagar, Bangalore, 560009, was appointed as Scrutinizer by the Board of Directors of **OnMobile Global Limited** (the Company) for the purpose of scrutinizing e-voting process (remote e-voting) and voting by use of electronic voting (Insta Poll) at the meeting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) in respect of the below mentioned resolutions proposed at the 16th Annual General Meeting of the Equity Shareholders of the Company held on Wednesday, September 14, 2016 at 03:00 PM at The Ritz-Carlton Hotel, 99, Residency Road, Ashok Nagar, Bengaluru -560 025, Karnataka, India, submit my report as under:

1. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and voting by use of electronic voting (Insta Poll) by the shareholders on the resolutions proposed in the Notice of the 16th Annual General meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by use of electronic voting (Insta Poll) at the meeting are conducted in a fair and transparent manner and render consolidated Scrutinizer's Report of the

total votes cast in favour or against if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system / Insta Poll facility provided by Karvy Computershare private Limited (Karvy) The Registrar and Share Transfer Agent (R&TA) of the Company.

2. In accordance with the Notice of the 16th Annual General Meeting sent to the shareholders and the 'Advertisement' published pursuant to Rule 20(4)(V) of the Companies (Management and Administration) Rules, 2014 (Amendment Rules 2015) on August 21, 2016, the remote e-voting opened at 9:00 AM on September 10, 2016 and remained open up to 5:00 PM on September 13, 2016.

3. The Equity Shareholders holding shares as on September 06, 2016, "cut off date", were entitled to vote on the resolutions stated in the Notice of the 16th Annual General Meeting of the Company.

4. After declaration of voting by use of electronic voting (Insta Poll) by the Chairman at the meeting, the electronic devices namely tablets, were activated and circulated to the shareholders for recording their votes. The electronic voting facility / devices were provided by Karvy.

5. As per the information given by the Company the names of the shareholders who had voted by remote e-voting through the facility provided by Karvy had been blocked and numerical One Time Password (OTP) was issued only to those members who were present at the Annual General Meeting and who had not voted on remote e-voting. The OTP was issued on registration of the attendance after verifying shareholder's folio, DPID, specimen signature and number of shares held by the member, comparing with Register of Members / Register of Beneficial owners as on cut off date. The votes were unblocked at 04:15 PM after the close of voting hours, and downloaded in the presence of two witnesses who are not the employees of the company, and the summary of votes polled on all resolutions was downloaded.

6. The votes on remote e-voting were unblocked at around 04:28 PM, after conclusion of voting at the AGM in the presence of two witnesses who are not the employees of the Company and the e-voting results/list of equity shareholders who have voted for and against were downloaded from the e-voting website of Karvy (https//www.evoting.karvy.com) and the same are being handed over to the Chairman.

7. The total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:

a) **Resolution-1: Ordinary Resolution**

To adopt Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors thereon for the financial year ended March 31, 2016.

(i) Voted **in favour** of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	61	6,00,54,109	
Voting at AGM by Insta Poll	100	1,96,149	
Total	161	6,02,50,258	99.99

(ii) Voted **against** the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	
Voting at AGM by Insta Poll	20	285	
Total	20	285	0.01

(iii) **Invalid/Abstain** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	1,29,079

b) **Resolution–2: Ordinary Resolution**

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

(i) Voted **in favour** of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	62	6,03,62,079	
Voting at AGM by Insta Poll	100	1,96,149	
Total	162	6,05,58,228	99.99

(ii) Voted **against** the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	
Voting at AGM by Insta Poll	20	285	
Total	20	285	0.01

(iii) **Invalid/Abstain** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

c) **Resolution–3: Ordinary Resolution**

Appointment of a director in place of Francois-Charles Sirois who retires by rotation and being eligible, seeks re-appointment.

(i) Voted **in favour** of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	60	6,00,84,886	
Voting at AGM by Insta Poll	100	1,96,149	
Total	160	6,02,81,035	99.54

(ii) Voted **against** the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	2,75,693	
Voting at AGM by Insta Poll	20	285	
Total	21	2,75,978	0.46

(iii) **Invalid/Abstain** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	1,500

d) **Resolution–4: Ordinary Resolution**

To ratify the appointment of M/s Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No. 008072S), as the auditors of the Company to hold office till the conclusion of the next Annual General Meeting of the Company, on such remuneration as may be decided by the Board of Directors of the Company.

(i) Voted **in favour** of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	29	5,55,37,874	
Voting at AGM by Insta Poll	100	1,96,149	
Total	129	5,57,34,023	92.04

(ii) Voted **against** the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	32	48,22,705	
Voting at AGM by Insta Poll	20	285	
Total	52	48,22,990	7.96

(iii) **Invalid/Abstain** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	1,500

e) **Resolution–5: Special Resolution**

To approve the 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.

(i) Voted **in favour** of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	60	6,03,61,874	
Voting at AGM by Insta Poll	100	1,96,149	
Total	160	6,05,58,023	99.99

(ii) Voted **against** the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	100	
Voting at AGM by Insta Poll	20	285	
Total	21	385	0.01

(iii) **Invalid/Abstain** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	105

f) **Resolution–6: Special Resolution**

To approve the appointment of Francois-Charles Sirois, Executive Chairman of the Company as Director/Manager/Consultant/Employee in OnMobile Global Solutions Canada Limited, wholly owned subsidiary of the Company.

(i) Voted **in favour** of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	59	6,03,60,374	
Voting at AGM by Insta Poll	100	1,96,149	
Total	159	6,05,56,523	99.99

(ii) Voted **against** the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	100	
Voting at AGM by Insta Poll	20	285	
Total	21	385	0.01

(iii) **Invalid/Abstain** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	1,605

8. All relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of the 16th Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking you,

Yours faithfully,

Place: Bengaluru
Dated: September 15, 2016

Parameshwar G. Hegde
FCS 1325, CP No. 640
Scrutinizer