

ONMOBILE GLOBAL LIMITED
Tower #1, 94/1 C & 94/2,
Veerasandra Village, Attibele Hobli,
Anekal Taluk, Electronic City Phase-1,
Bangalore - 560100, Karnataka,
India

P: +91 80 4009 6000 | F: +91 80 4009 6009
CIN - L64202KA2000PLC027860
Email - investors@onmobile.com

www.onmobile.com

August 23, 2019

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 19th Annual General Meeting

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

With reference to the above subject, Notice is hereby given that the 19th Annual General Meeting of OnMobile Global Limited is scheduled to be held on Tuesday, September 17, 2019 at 11.30 a.m. IST at The Chancery Pavilion Hotel, 135, Residency Road, Bengaluru- 560025, Karnataka, India.

Copy of the Notice for the 19th Annual General meeting is enclosed.

Kindly take the same on record.

Thanking you,

Yours sincerely,
For OnMobile Global Limited

P.V. Varaprasad

P.V. Varaprasad
Company Secretary



Encl:a/a

Notice of the 19th Annual General Meeting

Notice is hereby given that the Nineteenth Annual General Meeting (AGM) of The Members of OnMobile Global Limited will be held on Tuesday, September 17, 2019 at 11.30 a.m IST at The Chancery Pavilion Hotel, 135, Residency Road, Bengaluru- 560025, Karnataka, India to transact the following business:

ORDINARY BUSINESS

Item No. 1: Adoption of financial statements

To consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors ('Board's Report') 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, 2019.

Item No. 3: Appointment of François Charles Sirois as a Director liable to retire by rotation

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

SPECIAL BUSINESS

Item No. 4: Re-appointment of François-Charles Sirois as Executive Chairman of the Company

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

"RESOLVED THAT pursuant to provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to the approval of the Central Government as may be required, approval of the Company be and is hereby accorded to the re-appointment of François-Charles Sirois (DIN 06890830) as the 'Executive Chairman' of the Company, for a period of Five (5) years w.e.f November 1, 2019, on the remuneration and other terms and conditions as set out hereunder and the said remuneration be paid for a period of three (3) years commencing from November 1, 2019 to October 31, 2022 in terms of proviso to Section II of Part II of Schedule V of the Companies Act, 2013:

Fixed Compensation (FC) : INR 4,000,000 /- per annum.
Other terms and conditions : as per the Company policies from time to time

RESOLVED FURTHER THAT notwithstanding anything herein above stated where in any financial year closing on or after March 31, 2019, during the tenure of François-Charles Sirois as 'Executive Chairman' of the Company, the Company incurs loss or its profits are inadequate, the Company shall pay to François-Charles Sirois the said remuneration by way of salary, bonus and other allowances as a minimum remuneration irrespective of whether the same exceeds or not the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration for a period not exceeding three (3) years from the date of appointment.

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 alter or modify or vary the terms and conditions of appointment and/or remuneration of François-Charles Sirois subject to the provisions of Section 197 read with Schedule V of the Companies Act, 2013 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. 5: Re-appointment of François-Charles Sirois, Executive Chairman 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 Company be and is hereby accorded for re-appointment of François-Charles Sirois, Executive Chairman and CEO of the Company as Director/Manager/Consultant/Employee in OnMobile Global Solutions Canada Limited, wholly owned subsidiary of the Company, and thereby his holding the office or place of profit as such in the subsidiary company within the meaning of Section 188 of the Companies Act, 2013 for a period of five (5) years w.e.f October 1, 2019 at a total remuneration of USD 192,000 (equivalent of INR 13,318,000 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/-
P V Varaprasad
Company Secretary

Date: May 24, 2019
Place: Montreal, Canada

Regd. Office:

OnMobile Global Limited,
Tower #1, 94/1C & 94/2,
Veerasandra Village, Attibele Hobli,
Anekal Taluk, Electronic City Phase-1,
Bengaluru- 560100, Karnataka, India
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 authorized 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. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
7. 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.

8. Members/proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
9. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, and 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 11, 2019 to September 17, 2019 (both days inclusive) for the purpose of payment of dividend and the 19th 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 10, 2019.
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 Agents (“RTA”), Karvy Fintech Private Limited (Unit: OnMobile), 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 (“IEPF”). Shares on which dividend remains unclaimed for seven consecutive years will be transferred to the IEPF as per Section 124 of the Act and the applicable rules.

Pursuant to The Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company is providing / hosting the required details of unclaimed amount referred to under Section 124 of the Companies Act, 2013 on its website www.onmobile.com and also on the website of the Ministry of Corporate Affairs (MCA) viz., www.iepf.gov.in.

15. Members seeking any information with regard to the accounts, are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the AGM.
16. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their Depository Participants ("DPs") in case the shares are held by them in electronic form and with the company's RTA, Karvy Fintech Private Limited in case the shares are held by them in physical form.
17. The Notice of the 19th 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.
18. Members may also note that the Notice of the 19th AGM and the Annual Report 2019 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.
19. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide Ministry of Corporate Affairs notification dated May 7, 2018. Therefore, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting held on September 06, 2017 for a period of five years until the conclusion of 22nd AGM to be held in the Calendar Year 2022.
20. Additional information pursuant to sub-regulation (3) of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Director(s) seeking appointment/re-appointment at the AGM is annexed hereto and forms part of the Notice.
21. 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's RTA, Karvy Fintech Private Limited.

Shareholders are requested to immediately notify their bank particulars giving the name of the bank and the branch, account number, account type, 9 digits MICR number, 11 digit IFS Code to the Company's RTA, Karvy Fintech Private Limited, in respect of shares held in

physical form and to their Depository Participant in case of shares held in electronic form.

22. As per Regulation 40 of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Karvy Fintech Private Limited for assistance in this regard.
23. The route map showing directions to reach the venue of the 19th AGM is annexed.
24. Information and other instructions relating to e-voting are as follows:
 - i. In compliance with Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) 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 Fintech 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 Fintech 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 10, 2019 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 10, 2019** 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 Fintech 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 13, 2019
End of Remote e-voting:	5.00 p.m. (IST) on September 16, 2019

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

25. The Board of Directors of the Company have appointed Parameshwar G Hegde of Hegde & Hegde, Company Secretaries 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.
26. 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.
27. 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.
28. 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 17, 2019**.

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

Item No. 4

Shareholders at their AGM held on September 08, 2015 approved the appointment of Francois Charles Sirois as Executive Chairman of the Company for a period of 5 years w.e.f. November 01, 2014 and for payment of remuneration INR 18,450,000 per annum (as fixed compensation + variable pay) for a period starting from November 01, 2014 to October 31, 2017.

Subsequently, the shareholders at their AGM held on September 06, 2017 approved the appointment of François-Charles Sirois, Executive Chairman as Chief Executive Officer and re-designated as 'Executive Chairman and Chief Executive Officer' of the Company effective March 01, 2017 and for the payment of remuneration INR 5,525,000 per annum (as fixed compensation) w.e.f April 1, 2017 till October 31, 2019 in terms of proviso to Section II of Part II of Schedule V of the Companies Act, 2013.

As the current tenure of Francois Charles Sirois as Executive Chairman in the Company is coming to end on October 31, 2019, it is proposed to re-appoint Francois as Executive Chairman for a further period of five years with effect from November 1, 2019 to October 31, 2024 and for the payment of remuneration of INR 4,000,000 per annum for a period of three years w.e.f November 01, 2019 till October 31, 2022 in terms of proviso to Section II of Part II of Schedule V of the Companies Act, 2013.

The Board of Directors of the Company at their meeting held on May 24, 2019, subject to approval of the members and approval of the Central Government as may be required, re-appointed Francois Charles Sirois as Executive Chairman of the Company for a period of five years w.e.f November 1, 2019 on the remuneration and other terms and conditions of appointment as recommended by the Nomination and Compensation Committee of the Board.

Statement of information pursuant to Section II of Part II of Schedule V of Companies Act, 2013

Sl. No	General Information	
1.	Nature of industry	Telecom value added services OnMobile is a global leader in the delivery of high quality Value Added Services, which are used by many of the best known mobile operators to provide information, entertainment and personalization services to their customers.
2.	Date or expected date of commencement of commercial production	Year 2000 (Date of Incorporation : September 27, 2000)
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	Financial Year 2018-19 (₹ in Millions)	Financial Year 2017-18 (₹ in Millions)	
	Paid up capital	1,056.96	1,055.71	
	Reserves and Surplus	6,213.00	6,044.23	
	Turnover	2,295.20	2,506.32	
	Profit/(Loss) before tax	373.41	421.24	
	Profit/(Loss) after tax	328.03	388.96	
	Export performance and net foreign exchange earned	1,324.73	1,534.97	
5.	Foreign investments or collaborations, if any.	(No. of Shares)		
		Particulars	FY 2018-19	FY 2017-18
		Foreign Nationals	133,090	133,090
		Companies	50,923,703	50,923,703
		Foreign Portfolio Investors/Corporates	1,777,426	3,677,305
	NRIs/PIO	1,206,509	1,252,183	
Sl. No	Information about the re-appointee			
1.	Background details	<p>Francois Charles Sirois holds a Bachelor of Business Administration, options in finance and marketing, HEC Montreal.</p> <p>Francois Charles Sirois is the President and CEO of Telesystem, a global media and technology holding company. He is also the President and Chief Executive Officer of OnMobile Systems Inc., the largest shareholder of OnMobile. François-Charles has more than 20 years of experience in corporate mergers, acquisitions and financing. His entrepreneurship expertise and talent for developing successful joint ventures with innovative partners have enabled Telesystem to leverage the momentum in the media and technology industry. Before joining Telesystem, François-Charles Sirois founded and helmed up2 technologies, Microcell i5 and Masq.</p> <p>He currently serves on the Boards of OnMobile Systems, Inc., Telesystem Ltd., Stingray Group Inc., Zone3 Inc., Telesystem Media Inc., Telesystem Energy Ltd., CVTCORP Transmission Inc., OnMobile Global Solutions Canada Ltd., Téléystème Immobilier Inc., OnMobile USA LLC and NorthStar Earth & Space Inc.</p>		
2.	Past remuneration	The details of remuneration drawn by François-Charles Sirois, in the preceding three financial years (2016-17, 2017-18 and 2018-19) from the Company are as below:		
		Financial Year	Designation	Remuneration*
		2016-17	Executive Chairman & CEO	₹ 14,203,782
		2017-18	Executive Chairman & CEO	₹ 7,774,328
		2018-19	Executive Chairman & CEO	₹ 5,525,000
		*The above remuneration does not include the remuneration drawn by François-Charles Sirois from OnMobile Global Solutions Canada Limited, wholly owned subsidiary of the Company		
3.	Recognition or awards	-		

4.	Job profile and his suitability	<p>François-Charles Sirois has been playing a central role in developing the long term strategic plan for OnMobile Global Limited to oversee its implementation in a phased manner. He has been playing a key role in implementing organisational transformation, conceptualising innovative products, developing marketing strategies and international business development.</p> <p>In addition, he has been contributing his expertise in digital media as well as guide the OnMobile teams on matters pertaining to content procurement and sourcing on a global scale.</p> <p>François-Charles Sirois, by virtue of his vast expertise in steering numerous companies through growth cycles, has the leadership skills and domain knowledge to lead OnMobile into the next phase of its growth.</p>
5.	Remuneration proposed	INR 4,000,000/- per annum.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Comparative remuneration numbers were considered from well-known listed companies. The indicative salary range for this role is ₹ 30 to 50 Million which includes annual cash and bonus.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	<p>François-Charles Sirois has no pecuniary relationship either direct or indirect with the company and he is not related to any director of the company, except that</p> <ul style="list-style-type: none"> - he is the Executive Chairman and CEO of the Company, - he holds an office or place of profit in OnMobile Global Solutions Canada Limited, wholly owned subsidiary of the Company, and - he represents the promoter of the Company i.e. OnMobile Systems Inc. and is also a director therein.
Sl. No	Other Information	
1.	Reasons of loss or inadequate profits	The Company has adequate profit for the financial year ending March, 31, 2019. However, the statement of information as per Section II of Part II of Schedule V of Companies Act, 2013 is being furnished in order to facilitate payment of minimum remuneration in the event of inadequate profits, if any during the tenure of François-Charles Sirois.
2.	Steps taken or proposed to be taken for improvement	<ol style="list-style-type: none"> 1. Rationalization of manpower and operating expenses in order to leverage underutilized assets. 2. Acquisition of Appland (Gaming Company) to expand into the gaming vertical in Europe and upcoming launches in India, Latam, and Africa. 3. Transformation in the Management team to make the organization more cost-effective, entrepreneurial, agile, efficient and dynamic. 4. Several new projects/deals including Kids project in Spain, deals in Mexico, India & Middle East and Africa were signed. 5. Identifying and closing down of loss making entities / offices.
3.	Expected increase in productivity and profits in measurable terms.	Financials on a Standalone basis in future years are expected to be in line with 2018-19 financial results and financials on a Consolidated basis in future years are expected to show a growth in terms of revenue and PBT from 2018-19 financial results.

François-Charles Sirois being a Canadian Citizen is not a resident of India at the time of re- appointment. His re-appointment is subject to approval of the Central Government pursuant to Schedule V of Companies Act, 2013.

Copy of the draft letter of re-appointment of François-Charles Sirois as Executive Chairman of the Company setting out the terms and conditions of re-appointment is available for inspection by members at the Registered Office of the Company.

The resolution seeks the approval of the shareholders for re-appointment of François-Charles Sirois as Executive Chairman of the Company for a period of 5 years from November 1, 2019 to October 31, 2024 and proposed remuneration for a period of 3 years in terms of Proviso to Section II of Part II of Schedule V of the Companies Act, 2013.

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. 4 for the approval of the shareholders.

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, the shareholders at their AGM held on September 14, 2016 approved the appointment of Francois Charles Sirois, as a Director/ Manager/ Consultant/ Employee in OnMobile Global Solution 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 3 years with effect from October 1, 2016 at a total remuneration of USD 318,387 per annum.

As tenure of Francois Charles Sirois in OnMobile Global Solutions Canada Limited is coming to an end on September 30, 2019, pursuant to the recommendation of the Nomination and Compensation Committee, subject to approval of the shareholders, the Board of Directors at their meeting held on May 24, 2019 considered and approved to re-appoint Francois Charles Sirois as a Director/ Manager/ Consultant/ Employee in OnMobile Global Solution Canada Limited for a period of 5 years with effect from October 1, 2019 at a total remuneration of USD 192,000 (equivalent of INR 13,318,000 approximately) per annum, so that he would continue to oversee the overall operations of the geography and for devoting substantial time and assuming additional responsibility, he would be entitled to remuneration.

Pursuant to the provisions 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 and CEO of the Company and is also proposed to be re-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 May 23, 2019 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. 5 for the approval of the shareholders.

[Additional information on Directors seeking Appointment / Re-appointment at the AGM pursuant to Regulation 36 of SEBI \(Listing Obligations and Disclosure Requirements\) Regulations, 2015](#)

Particulars	François-Charles Sirois
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	François-Charles has more than 20 years of experience in corporate mergers, acquisitions and financing. He has 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	<ol style="list-style-type: none"> 1. OnMobile Systems Inc. 2. Telesystem Ltd. 3. Stingray Group Inc. 4. Zone3 Inc. 5. Telesystem Media, Inc. 6. Telesystem Energy Ltd. 7. CVTCORP Transmission Inc. 8. OnMobile Global Solutions Canada Ltd 9. Télésystème Immobilier Inc. 10. OnMobile USA LLC 11. North Star Earth & Space 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 public companies (includes only Audit Committee and Stakeholders/ Investors Grievance Committee)	NIL
Number of shares held in the Company	NIL

For other details such as the number of meetings of the Board attended during the year, remuneration drawn in respect of above director, please refer to the Corporate Governance Report which is part of the Annual Report.

By Order of the Board of Directors
For OnMobile Global Limited

Sd/-
Date: May 24, 2019
Place: Montreal, Canada

P V Varaprasad
Company Secretary

Regd. Office:
OnMobile Global Limited,
Tower #1, 94/1C & 94/2, Veerasandra Village,
Attibele Hobli, Anekal Taluk, Electronic City Phase-1,
Phase-1, Bengaluru- 560100, Karnataka, India
CIN: L64202KA2000PLC027860

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onmobile

OnMobile Global Limited

Registered Office: OnMobile Global Limited, Tower #1, 94/1C & 94/2, Veerasandra village, Attibele Hobli, Anekal Taluk, Electronic City Phase-1, Bengaluru- 560100, Karnataka, India; 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]

19th Annual General Meeting – September 17, 2019

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 19th Annual General Meeting of the Company, to be held on Tuesday, September 17, 2019 at 11.30 a.m. IST at The Chancery Pavilion Hotel, 135, Residency Road, Bengaluru- 560025, Karnataka, India 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	Appointment of François- Charles Sirois as a Director liable to retire by rotation		
4	Re-appointment of François-Charles Sirois as Executive Chairman of the Company		
5	Re-appointment of François-Charles Sirois, Executive Chairman and CEO of the Company as Director/Manager/ Consultant/Employee in OnMobile Global Solutions Canada Limited, wholly owned subsidiary of the Company		

Signed this day of 2019

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

OnMobile Global Limited

Registered Office: OnMobile Global Limited, Tower #1, 94/1C & 94/2, Veerasandra village, Attibele Hobli, Anekal Taluk, Electronic City Phase-1, Bengaluru- 560100, Karnataka, India; Corporate Identity Number (CIN): L64202KA2000PLC027860; Phone: + 91 80 40096000, Fax: + 91 80 40096009, E-mail: investors@onmobile.com, Website: www.onmobile.com

ATTENDANCE SLIP

19th Annual General Meeting – September 17, 2019

Regd. Folio No./DP Client ID

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No. of shares held

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I/we hereby record my/our presence at the 19th Annual General Meeting held at The Chancery Pavilion Hotel, 135, Residency Road, Bengaluru- 560025, Karnataka, India at 11.30 a.m. IST on September 17, 2019

Name of the member/proxy
(in BLOCK letters)

Signature of the member/proxy

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Route Map to venue of AGM

