

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 16^{th} 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

PV Varaprasad Company Secretary

Encl: a/a



T:+918040096000 | F:+918040096009

Email - investors@onmobile.com CIN No - L64202KA2000PLC027860

Format for Voting Results

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



Whether promoter promoter group are interested in the agenda/resolution? None of the Promoter promoter group are interested in the agenda/resolution? None of the Promoter Promoter Group Mode of Voting No. of of votes % of votes polled plantes Promoter and Promoter Group E-Voting 50923703 50923703 100.00 3)=(2)/(1)* 140 Public- Institutions E-Voting 10406608 5468269 52.55 0.00 Public- Institutions E-Voting 42924688 3868213 8.53 0.00 Public- Institutions E-Voting 42924688 3888571 8.99 0.00 Resolution as per Agenda Item No. 2 - Declaration of Dividend A2924688 3888571 8.99 0.00 Resolution required (Ordinary/Special) Inda 254999 60256543 57.79 0.00 Resolution required (Ordinary/Special) Mode of Voting No. of votes % of votes polled of the Promoter group are interested in the agenda/resolution? No. of votes % of votes polled of the Promoter Group E-Voting 50923703 50923703 100.00 Promoter and Promoter Group E-Voting 50923703 50923703 50923703<	sters			
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ution as per Agenda Item No. 2 - Declaration of Dividend Intion as per Agenda Item No. 2 - Declaration of Dividend ution required (Ordinary/Special) No. 2 - Declaration of Dividend Sory Mode of Voting No. of No. o	3858286	286 285	66.66	0.01
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	ar marca rarra m dan	i ule agemua/reso	18110111;	Outst than transported to their relatives are concerned or interested in the reachition	eir relatives are co	Promoters, D	Other than François-Charles Sirois, no Promoters, Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the recolution	nagerial Personnel
	Mode of Voting	No of	No of motor	Of of worth noting	No of motor	ALCOHOL OF IT	Helested III tile resolu	LEON.
Category	gillow of world	5 0.	No. of votes	% of votes polica	NO. OI VOIES -	No. 0I	% of votes in	% of votes
		shares held	polled (2)	on outstanding	in favour (4)	votes	favour on votes	against on votes
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				(3)=[(2)/(1)]*100		(2)	(6)=[(4)/(2)]*100	(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
l	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	lo. 4 - Ratification of	the appointmen	t of Statutory	Auditors				
Resolution required (Ordinary/Special)	pecial)			Ordinary Resolution				
Whether promoter/ promoter group are interested in the agenda/resolution?	oup are interested in	the agenda/reso	lution?	None of the Promoters/Promoter Groups are interested	s/Promoter Group	s are interest	pe	
Category	Mode of Voting	No. of	No. of votes	% of votes polled	No. of votes -	No. of	% of Votes in	% of Votes
	•	shares held	polled (2)	on outstanding	in favour (4)	votes -	favour on votes	against on votes
		(I)		shares		against	polled	polled
				(3)=[(2)/(1)]*100		(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		50923703	100.00	50923703	0	100.00	0.00
L	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
	Poli		0	00'0	0	0	0.00	00.0
	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	385686	385	66.66	0.01
Total		104254999	60557013	58.09	55734023	4822990	92.04	7.96

On Mobile Global Solutions Canada Limited, wholly owned subsidiary of the Company
Resolution required (Ordinary/Special)

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Company or their relations of Voting No. of votes % of votes polled shares held polled (2) No. of votes polled shares held polled (2) No. of votes polled shares (1) (3)=(2)/(1) * 100 ing 50923703 50923703 100.00 0 0 ing 10406608 5776239 55.51 100.00 0 ing 42924688 3652032 8.53 0				derive their region a microsoft, the a relationers, the bodies and and are a microsoft of the	
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Poll 10406608 5776239		5776239	0	100.00	0.00
Total		0	0	0.00	0.00
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Total 42924688 3858466		196149	285	99.85	0.15
104254999 60558408 1041000 as per Agenda Item No. 6 - Appointment of François-Charles Sirois, Exect Cobile Global Solutions Canada Limited, wholly owned subsidiary of the Comparation required (Ordinary/Special) Intion required (Ordinary/Special)		3858081	385	66.66	0.01
Resolution as per Agenda Item No. 6 - Appointment of François-Charles Sirois, Executive Chairman of the OnMobile Global Solutions Canada Limited, wholly owned subsidiary of the Company Resolution required (Ordinary/Special) Whether promoter/ promoter group are interested in the agenda/resolution? Category Mode of Voting Category Mode of Voting Promoter and Promoter Group E-Voting Poll Poll Total Total		60558023	385	99.99	0.01
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ution? No. of votes polled (2) 50923703 0 50923703 50923703 5776239 0 5776239 3660532					
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E-Voting 10406608 5776239 55.51 Poll 0 0.00 tions E-Voting 42924688 3660532 8.53 Poll 196434 0.46		50923703	0	100.00	0.00
Poll 0 0.00 Total 10406608 5776239 55.51 tions E-Voting 42924688 3660532 8.53 Poll Poll 0.46 0.46		5776239	0	100.00	0.00
Total 10406608 5776239 55.51 E-Voting 42924688 3660532 8.53 Poll 196434 0.46		0	0	0.00	0.00
E-Voting 42924688 3660532 8.53 Poll 196434 0.46		5776239	0	100.00	0.00
Poll 196434 0.46		3660432	100	100.00	0.00
000 1/0/200 00/10001		196149	285	99.85	0.15
8.99	3856966 8.99	3856581	385	99.99	0.01
Total 104254999 60556908 58.09		60556523	385	99.99	0.01



PARAMESHWAR G. HEGDE

B.A., M.Com., BGL., FCS

HEGDE & HEGDE

Company Secretaries

"Ganesha Krupa"
34, 1st Main Road, Gandhinagar
Bangalore - 560 009.

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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

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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 evoting 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	Number of	% of total
	members voted	votes cast by	number of
		them	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	Number of	% of total
	members voted	votes cast by	number of
,		them	valid votes cast
Remote e-voting	0	0	â
(X)			
Voting at AGM by	20	285	
Insta Poll			
Total	20	285	0.01
Total	20	200	0.02

Total number of members	Total number of votes
whose votes were declared invalid	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	Number of	% of total
	members voted	votes cast by	number of
		them	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	% of total number of
9	9 -	them	valid votes cast
Remote e-voting	0	0	
Voting at AGM by Insta Poll	20	285	
Total	20	285	0.01

Total number of members whose votes were	Total number of votes cast by them
declared invalid	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	Number of	% of total
	members voted	votes cast by	number of
		them	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	Number of	% of total
4	members voted	votes cast by	number of
	8	them	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

Total number of members	Total number of	
whose votes were	votes cast by them	
declared invalid	**	
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	Number of	% of total
	members voted	votes cast by	number of
	-	them	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	Number of	% of total
	members voted	votes cast by	number of
		them	valid votes cast
Remote e-voting	32	48,22,705	
Voting at AGM by Insta Poll	20	285	1
Total	52	48,22,990	7.96

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

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

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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,

Place: Bengaluru

Dated: September 15, 2016

Yours faithfully,

Parameshwar G. Hegde FCS 1325, CP No. 640

Scrutinizer