

onmobile

ONMOBILE GLOBAL LIMITED
Tower #1, 94/1 C & 94/2,
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India

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August 11, 2017

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 17th Annual General Meeting

The 17th Annual General Meeting of the Company is scheduled to be held on Wednesday, September 06, 2017 at 11.00 a.m. IST at Hotel Royal Orchid, adjoining KGA Golf Course, HAL Airport Road, Bangalore- 560 008, Karnataka, India. The notice for the 17th Annual General meeting is enclosed.

Kindly take the above on your records.

Thanking you,

Yours sincerely,
For OnMobile Global Limited

P.V. Varaprasad

P.V. Varaprasad
Company Secretary



Notice to the 17th Annual General Meeting

Notice is hereby given that the Seventeenth Annual General Meeting (AGM) of the Members of OnMobile Global Limited will be held on Wednesday, September 6, 2017 at 11:00 a.m. IST at Hotel Royal Orchid, adjoining KGA Golf Course, HAL Airport Road, Bangalore-560 008, Karnataka, India to transact the following business:

ORDINARY BUSINESS

Item No. 1: Adoption of financial statements

To receive, consider and adopt the audited Balance Sheet of the Company as at March 31, 2017, the Statement of Profit and Loss for the financial year ended as on that date and the Reports of the Directors and Auditors thereon.

Item No. 2: Declaration of dividend

To declare a dividend of ₹ 1.50/- per equity share for the financial year ended March 31, 2017.

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

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

Item No. 4: Appointment of Statutory Auditors

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

“RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification and enactment thereof for the time being in force) M/s. BSR & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022) be and are hereby appointed as the Statutory Auditors of the Company in place of M/s. Deloitte Haskins & Sells (Firm Registration No. 008072S) the retiring Statutory Auditors, to hold office for a term of five years from the conclusion of this Annual General Meeting to the conclusion of 22nd Annual General Meeting to be held in the calendar year 2022 subject to ratification of their appointment by the members at every Annual General Meeting at such remuneration as may be fixed by the Board of Directors in mutual consultation with the Auditors.”

SPECIAL BUSINESS

Item No. 5: Appointment of Chris Arsenault as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Chris Arsenault (DIN 07825919), a Director of the Company, who was appointed as an Additional Director w.e.f. May 26, 2017 and who holds office until the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company to hold office up to the date of AGM to be held during the calendar year 2020, not liable to retire by rotation.”

Item No. 6: Appointment of Sanjay Kapoor as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Sanjay Kapoor (DIN 01973450), a Director of the Company, who was appointed as an Additional Director w.e.f. June 21, 2017 and who holds office until the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company to hold office up to the date of AGM to be held during the calendar year 2020, not liable to retire by rotation.”

Item No. 7: Re-appointment of Rajiv Khaitan as an Independent Director

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

“RESOLVED THAT pursuant to provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013, and the Rules made thereunder read with Schedule IV to the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force), Rajiv Khaitan (DIN 00071487), who was appointed earlier as an independent director of the Company for a term of three years by the shareholders and who holds office as such up to the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing

his candidature for the office of a Director, be and is hereby re-appointed as an Independent Director of the Company to hold office upto the date of AGM to be held during the calendar year 2020, not liable to retire by rotation."

Item No. 8: Re-appointment of Nancy Cruickshank as an Independent Director

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

"RESOLVED THAT pursuant to provisions of Sections 149,152, and any other applicable provisions of the Companies Act, 2013, and the Rules made thereunder read with Schedule IV to the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force), Nancy Cruickshank (DIN 06928547), who was appointed earlier as an independent director of the Company for a term of three years by the shareholders and who holds office as such up to the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of a Director, be and is hereby re-appointed as an Independent Director of the Company to hold office up to the date of AGM to be held during the calendar year 2020, not liable to retire by rotation."

Item No. 9: Appointment of François-Charles Sirois, Executive Chairman as Chief Executive Officer and re-designate as 'Executive Chairman and CEO' and payment of remuneration thereof

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197 and 203 and Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, subject to the approval of the Central Government as may be required, consent of the members of the Company be and is hereby accorded to the appointment of François-Charles Sirois (DIN-06890830), Executive Chairman as Chief Executive Officer and re-designate as 'Executive Chairman and Chief Executive Officer' of the Company effective March 01, 2017, on the remuneration and other terms and conditions as set out hereunder and the remuneration is for remaining period of his tenure starting from 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.

Fixed Compensation (FC) : ₹ 5,525,000 per annum
(equivalent of US \$ 85,000)

Other Terms and Conditions : As per the Companies policies from time to time

RESOLVED FURTHER THAT subject to the approval of the

Central Government notwithstanding anything herein above stated where in any financial year closing on or after April 1, 2017, during the remaining tenure of François-Charles Sirois as 'Executive Chairman and CEO' of the Company, the Company incurs loss or its profits are inadequate, the Company shall pay to François-Charles Sirois the said remuneration 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.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter and vary the terms of appointment and/or remuneration of François-Charles Sirois 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. 10: Adoption of new Articles of Association of the Company in conformity with the Companies Act, 2013

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

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 or any other law for the time being in force (including any statutory modifications or re-enactments thereof, for the time being in force), the Articles of Association of the Company, a copy of which is available for inspection at the registered office of the Company and also available on the website of the Company <http://www.onmobile.com/index.html>, be and is hereby approved and adopted in total exclusion, substitution and superseding the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and matters related thereto."

By Order of the Board of Directors
For OnMobile Global Limited

Sd/-
Date: July 27, 2017
Place: Gurgaon

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,
Bangalore-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. A member shall be entitled, during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than 'three days' of notice in writing is given to the Company.
7. Members / proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
9. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
10. **The Register of Members and Share Transfer Books of the Company shall remain closed from August 31, 2017 to September 6, 2017 (both days inclusive) for the purpose of payment of dividend and the 17th 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 August 30, 2017.
12. Members whose shareholding is in electronic mode are requested to inform change of address and updates of savings bank account details to their respective depository participants.
13. Members are requested to address all correspondence, including dividend matters, to the Registrar and Share Transfer Agent, Karvy Computershare Private Limited (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.
15. We request you to update your email address with your depository participant to ensure that the annual report and other documents reach you on your preferred email account.
16. The Notice of the 17th AGM and instructions for e-voting, along with the Attendance Slip and Proxy Form, is being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s) unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode.
17. Members may also note that the Notice of the 17th AGM and the Annual Report 2017 will be available on the Company's website, **www.onmobile.com**. The physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at: **investors@onmobile.com**
18. Additional information pursuant to sub-regulation (3) of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Director seeking appointment/re-appointment at the AGM are annexed hereto and forms part of the Notice.
19. The Securities and Exchange Board of India (SEBI)

has mandated submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company.

20. Information and other instructions relating to e-voting are as follows:

- i. In compliance with Section 108 of the Companies Act, 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 Computershare Private Limited ("Karvy"). The facility for voting through Poll will be made available at the meeting and the members attending the meeting who have not cast their votes by remote e-voting shall be able to cast their votes at the meeting through physical Poll.
- ii. The members who have voted through remote e-voting may attend the AGM but shall not be entitled to cast their vote again.
- iii. The Company has engaged the service of Karvy Computershare Private Limited ("Karvy") as the Agency to provide e-voting facility.
- iv. Voting rights shall be reckoned on the paid up value of equity shares registered in the name of the member/beneficial owner as on **August 30, 2017 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. August 30, 2017** shall only be entitled to avail the facility of remote e-voting /poll.
- vi. Any person who becomes the member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date may write to Karvy on their e-mail ID **einward.ris@karvy.com** or Karvy Computershare Private Limited (Unit OnMobile), Karvy Selenium Tower B, Plot No. 31 & 32, Gachibowli Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500032 or contact S V Raju on 040-67162222 requesting for User ID and password. After receipt of above credentials, a member may follow the instructions for e-voting to cast his votes. If the member is already registered with Karvy e-voting platform then he can use his existing

User ID and password for casting his votes through remote e-voting.

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

Commencement of Remote e-voting:	9.00 a.m. (IST) on September 2, 2017
End of Remote e-voting:	5.00 p.m. (IST) on September 5, 2017

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

21. The Board of Directors of the Company have appointed Parameshwar G Hegde, a Practising Company Secretary as the Scrutinizer, for conducting both remote e-voting and Poll voting process at the meeting in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the purpose.
22. The Scrutinizer, after scrutinizing the votes cast at the meeting by Poll and remote e-voting, will not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman.
23. The results declared along with the consolidated Scrutinizer's report shall be placed on the website of the Company **www.onmobile.com** and on the website of Karvy **https://evoting.karvy.com**. The results shall simultaneously be communicated to the Stock Exchanges.
24. Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the meeting i.e. September 6, 2017.

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

Item No. 5

Chris Arsenault was appointed as an Additional Director of the Company by the Board of Directors effective May 26, 2017 pursuant to Section 161 of the Companies Act, 2013, read with Article 102 of the Articles of Association of the Company.

In terms of the provisions of Section 161 of the Act, Chris Arsenault will hold office up to the date of the ensuing AGM. The Company has received a notice in writing from a member along with a deposit of requisite amount under Section 160 of the Act proposing the candidature of Chris Arsenault for the office of Director.

The resolution seeks the approval of the shareholders for appointment of Chris Arsenault as an Independent Director of the Company for a term up to the date of AGM to be held

during the calendar year 2020 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013, and the Rules made there under. Further, he is not liable to retire by rotation.

The Company has received from Chris Arsenault (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and confirming his eligibility for such appointment and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

In the opinion of the Board, Chris Arsenault fulfils the conditions for his appointment as an Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Chris Arsenault is independent of the management. A copy of the draft letter for appointment of Chris Arsenault as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day upto the date of the AGM.

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

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

Item No. 6

Sanjay Kapoor was appointed as an Additional Director of the Company by the Board of Directors effective June 21, 2017 pursuant to Section 161 of the Companies Act, 2013, read with Article 102 of the Articles of Association of the Company.

In terms of the provisions of Section 161 of the Act, Sanjay Kapoor will hold office up to the date of the ensuing AGM. The Company has received a notice in writing from a member along with a deposit of requisite amount under Section 160 of the Act proposing the candidature of Sanjay Kapoor for the office of Director.

The resolution seeks the approval of the shareholders for appointment of Sanjay Kapoor as an Independent Director of the Company for a term up to the date of AGM to be held during the calendar year 2020 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013, and the Rules made there under. Further, he is not liable to retire by rotation.

The Company has received from Sanjay Kapoor (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules,

2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and confirming his eligibility for such appointment and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

In the opinion of the Board, Sanjay Kapoor fulfils the conditions for his appointment as an Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Sanjay Kapoor is independent of the management. A copy of the draft letter for appointment of Sanjay Kapoor as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day upto the date of the AGM.

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

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

Item No. 7

Rajiv Khaitan who was appointed earlier as an Independent Director for a period of three years w.e.f September 10, 2014 pursuant to the provisions of Companies Act, 2013, is due to retire from his first term on September 6, 2017. On recommendation of the Nomination and Compensation Committee based on evaluation of his performance during the tenure and considering his skills, experience, knowledge and expertise, it is proposed to re-appoint Rajiv Khaitan for another term of three years from the conclusion of the ensuing AGM to be held in 2017 upto the conclusion of the 20th AGM to be held during the calendar year 2020 as an Independent Director of the Company.

The Company has received notice in writing pursuant to Section 160 of the Companies Act, 2013, from a member along with a deposit as prescribed under the Act proposing the candidature of Rajiv Khaitan for the office of Independent Director in terms provisions of Section 149 of the Companies Act, 2013.

The Company has received from Rajiv Khaitan (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of The Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of The Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, confirming his eligibility for such re-appointment, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub section (6) of Section 149 of the Companies Act, 2013.

In the opinion of the Board, Rajiv Khaitan fulfils the conditions specified in the Companies Act, 2013 and Rules made thereunder for re-appointment as an Independent Director of the Company and is independent of the Management. A copy of the draft letter of re-appointment of Rajiv Khaitan as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered office of the Company during normal business hours on any working day up to the date of Annual General Meeting.

The Board considers that his continued association would be of immense benefit to the Company and it is in the interest of the Company to continue to avail the services of Rajiv Khaitan as an Independent Director.

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

The Board recommends the resolution set forth in Item no. 7 for the approval of the Members.

Item No. 8

Nancy Cruickshank who was appointed earlier as an Independent Director for a period of three years w.e.f September 10, 2014 pursuant to the provisions of Companies Act, 2013, is due to retire from her first term on September 6, 2017. On recommendation of the Nomination and Compensation Committee based on evaluation of her performance during the tenure and considering her experience, knowledge and expertise, it is proposed to re-appoint Nancy Cruickshank for another term of three years from the conclusion of the ensuing AGM to be held in 2017 upto the conclusion of the 20th AGM to be held during the calendar year 2020 as an Independent Director of the Company.

The Company has received notice in writing pursuant to Section 160 of the Companies Act, 2013, from a member along with a deposit as prescribed under the Act proposing the candidature of Nancy Cruickshank for the office of Independent Director in terms provisions of Section 149 of the Companies Act, 2013.

The Company has received from Nancy Cruickshank (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of The Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of The Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, confirming her eligibility for such re-appointment, and (iii) a declaration to the effect that she meets the criteria of independence as provided in sub section (6) of Section 149 of the Companies Act, 2013.

In the opinion of the Board, Nancy Cruickshank fulfils the conditions specified in the Companies Act, 2013 and Rules made thereunder for re-appointment as an Independent

Director of the Company and is independent of the Management. A copy of the draft letter of re-appointment of Nancy Cruickshank as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered office of the Company during normal business hours on any working day up to the date of Annual General Meeting.

The Board considers that her continued association would be of immense benefit to the Company and in the best interest of the Company.

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

The Board recommends the resolution set forth in Item no. 8 for the approval of the Members.

Item No. 9

The shareholders at their meeting held on September 8, 2015 approved the appointment of François-Charles Sirois as Executive Chairman of the Company for a period of five years w.e.f November 1, 2014 and remuneration for a period starting from November 1, 2014 to October 31, 2017. Further, the Central Government approval is in place for his appointment as Whole Time Director (i.e. Executive Chairman) valid upto October 31, 2019 and for the remuneration of ₹18,450,000/- per annum upto March 31, 2017.

Subsequent to the resignation of Rajiv Pancholy from the position of the Chief Executive Officer, the Nomination and Compensation Committee at their meeting held on February 23, 2017, considering the fact that François-Charles Sirois, Executive Chairman has been intimately involved with the company for the past three years, and is very familiar with plans and people of the Company, recommended the appointment of François-Charles Sirois, Executive Chairman as Chief Executive Officer and re-designate as 'Executive Chairman and Chief Executive Officer' of the Company.

The Nomination and Compensation Committee recommended for the payment of remuneration of ₹ 5,525,000 per annum (equivalent of US \$ 85,000) 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, subject to approval of the shareholders of the Company.

After considering the recommendations of the Nomination and Compensation Committee, the Board felt that François-Charles Sirois is therefore best positioned to take up the additional responsibilities and take the Company forward and accordingly approved the appointment of François-Charles Sirois, Executive Chairman as Chief Executive Officer and re-designate as 'Executive Chairman and Chief Executive Officer' of the Company on the remuneration and other terms and conditions as recommended by the Nomination and Compensation Committee.

STATEMENT OF INFORMATION AS PER SECTION II OF PART II OF SCHEDULE V OF THE 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 2016-17 (₹ in Millions)	Financial Year 2015-16 (₹ in Millions)	
	Paid up capital	1,043.50	1,081.11	
	Other Equity	5,741.07	5,899.91	
	Turnover	3,049.98	3,331.55	
	Profit/(Loss) before tax	490.48	146.99	
	Profit/(Loss) after tax	426.28	(21.25)	
5.	Export performance and net foreign exchange earned	Financial Year 2016-17 : ₹ 1,831.34 Millions; and Financial Year 2015-16 : ₹ 2,138.68 Millions.		
6.	Foreign investments or collaborations, if any.	(No. of Shares)		
		Particulars	F.Y 2016-17	F.Y 2015-16
		Individuals	173,066	140,804
		Companies	50,923,703	50,923,703
		Foreign Institutional Investors (FIIs)	10,185,574	11,493,042
		NRIs/PIO	1,054,881	558,103
Information about the appointee				
1.	Background details	<p>François-Charles Sirois holds a Bachelor of Business Administration, options in finance and marketing, HEC Montreal.</p> <p>François-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 15 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 founded and helmed up2 technologies, Microcell i5 and Masq. He currently serves on the Boards of OnMobile Systems Inc., Telesystem, Stingray Digital, iPerceptions, Zone3, CVTCORP Transmission, Interset Software, OnMobile Global Solutions Canada Limited, OnMobile USA LLC and OnMobile Live Inc.</p>		

2.	Past remuneration	<p>The details of remuneration drawn by François-Charles Sirois, the appointee in the preceding three financial years (2013-14, 2014-15 and 2015-16) indicating the name of the organization and the position held by him and whether the same was within the limits of the Companies Act or with the Central Government approval are provided below.</p> <table border="1" data-bbox="646 393 1487 772"> <thead> <tr> <th data-bbox="646 393 758 580">Financial Year</th> <th data-bbox="758 393 869 580">Position Held</th> <th data-bbox="869 393 1034 580">Name of Company</th> <th data-bbox="1034 393 1129 580">Public/Private</th> <th data-bbox="1129 393 1316 580">Cash Compensation</th> <th data-bbox="1316 393 1487 580">Whether within the limits of the Act or with the Central Government Approval</th> </tr> </thead> <tbody> <tr> <td data-bbox="646 580 758 647">2013-14</td> <td data-bbox="758 580 869 647">President and CEO</td> <td data-bbox="869 580 1034 647">Telesystem Ltd.</td> <td data-bbox="1034 580 1129 647">Private</td> <td data-bbox="1129 580 1316 647">CAD\$608,508</td> <td data-bbox="1316 580 1487 647">Not Applicable.</td> </tr> <tr> <td data-bbox="646 647 758 713">2014-15</td> <td data-bbox="758 647 869 713">President and CEO</td> <td data-bbox="869 647 1034 713">Telesystem Ltd.</td> <td data-bbox="1034 647 1129 713">Private</td> <td data-bbox="1129 647 1316 713">CAD\$1,008,408</td> <td data-bbox="1316 647 1487 713">Not Applicable.</td> </tr> <tr> <td data-bbox="646 713 758 772">2015-16</td> <td data-bbox="758 713 869 772">President and CEO</td> <td data-bbox="869 713 1034 772">Telesystem Ltd.</td> <td data-bbox="1034 713 1129 772">Private</td> <td data-bbox="1129 713 1316 772">CAD\$1,678,700</td> <td data-bbox="1316 713 1487 772">Not Applicable.</td> </tr> </tbody> </table>	Financial Year	Position Held	Name of Company	Public/Private	Cash Compensation	Whether within the limits of the Act or with the Central Government Approval	2013-14	President and CEO	Telesystem Ltd.	Private	CAD\$608,508	Not Applicable.	2014-15	President and CEO	Telesystem Ltd.	Private	CAD\$1,008,408	Not Applicable.	2015-16	President and CEO	Telesystem Ltd.	Private	CAD\$1,678,700	Not Applicable.
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3.	Recognition or awards	--																								
4.	Job profile and his suitability	<p>François-Charles Sirois will play a central role in developing the long term strategic plan for OnMobile Global to oversee its implementation in a phased manner. He will play a key role in implementing organisational transformation, conceptualising innovative products, developing marketing strategies and international business development.</p> <p>In addition he will contribute 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	₹ 5,525,000 per annum (equivalent of US \$ 85,000).																								
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Comparative remuneration benchmarks were considered from well-known executive search firms. The indicative salary range for this role is ₹ 3 Crores to 4 Crores per annum.																								
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	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 he represents the promoter of the Company i.e OnMobile Systems Inc.																								
Other Information																										
1.	Reason for loss or inadequate profits	The Profit After Tax for the FY 2016-17 is ₹ 426.28 million and the Net Profit as per section 198 of the Companies Act, 2013 for the FY 2016-17 is ₹ 660.66 million. However, the statement of information as per Section II of Part II of Schedule V of Companies Act, 2013 is being provided herewith in apprehension of inadequate profits, if any during the remaining tenure of François-Charles Sirois.																								
2.	Steps taken or proposed to be taken for improvement	<ol style="list-style-type: none"> 1. Rationalisation of manpower and operating expenses. 2. Low margins/loss making geographies and product verticals identified and put in place a strategy for turning around these into profitable verticals. 3. Many unprofitable products have been discontinued and the associated development costs have been eliminated. 4. Unprofitable or legacy businesses have been hived off to reduce expenses and to increase the cash position of the Company and the Company earned a Profit After Tax. 																								

3.	Expected increase in productivity and profits in measurable terms.	Financials on Standalone basis for three years:			
		(in ₹ Million)			
		Financial Year	2016-17	2017-18	2018-19
			(Actuals)	(Projected)	(Projected)
		Total Turnover	3,698	4,068	4,475
PBT	491	516	542		
PAT	426	447	493		

The resolution seeks the approval of the shareholders for appointment of François-Charles Sirois, Executive Chairman as Chief Executive Officer and re-designate as 'Executive Chairman and Chief Executive Officer' of the Company effective March 01, 2017 and for the payment of remuneration of ₹ 5,525,000 per annum (equivalent of US \$ 85,000) 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.

With the approval of the shareholders vide their special resolution dated September 14, 2016, François-Charles Sirois had also been appointed as 'President and Secretary' in OnMobile Global Solutions Canada Limited, wholly owned subsidiary of the Company, being an office or place of profit within the meaning of Section 188 of the Companies Act, 2013 for a period of three years w.e.f. October 1, 2016 at a total remuneration of USD 318,387 (equivalent of ₹ 19,740,000 approximately) per annum.

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

The Board recommends the special resolution set forth in Item No. 9 for the approval of the shareholders.

Item No. 10

The existing Articles of Association ('AOA') of the Company are based on the provisions of the Companies Act, 1956.

Members are aware that the Ministry of Corporate Affairs ('MCA') has notified most of the section of the Companies Act, 2013 ('the Act') which replace the provisions of the Companies Act, 1956. The MCA has also notified the Rules pertaining to the further notified sections.

In order to bring the existing AOA of the Company in line with the provisions of the Act, the Company will have to make numerous changes in the existing AOA. It is therefore considered desirable to adopt a comprehensive new set of Articles of Association of the Company ('New Articles'), in substitution of and to the exclusion of the existing AOA.

Pursuant to the provisions of Section 14 of the Act, approval of the shareholders of the company by special resolution is required for the adoption of the New Articles to replace the existing AOA and accordingly, the approval of the shareholders is being sought for the adoption of the New Articles.

A copy of the proposed New Articles to be adopted are available for inspection by the members at the registered office of the Company during normal business hours on all working days from the date of dispatch of the notice, up to the last date of voting i.e. September 5, 2017 and is also available on the website of the Company at <http://www.onmobile.com/index.html>.

The below table provides summary of the key changes to the existing AOA of OnMobile Global Limited pursuant to the requirements under the Companies Act, 2013.

Sl. No.	Existing Article reference as per old AOA	New Article reference as per new AOA	Summary of Change
1	Interpretation – Definitions	Interpretations – Definitions	Definitions are appropriately modified to align with the provisions of the Companies Act, 2013.
2	Article 5 – Restriction on Allotment	Article 6 – Allotment of securities	Amendment is proposed to align with the relevant provisions of the Companies Act, 2013.
3	Article 66 – Buy Back of Shares	Article 59 – Buy Back of Shares	Amendment is proposed to align with the relevant provisions of the Companies Act, 2013.
4	Article 77 – Notice for General Meetings	Article 69 – Notice for General Meetings	Amendments are proposed to align with the provisions of the Companies Act, 2013 regarding length of the Notice calling the general meeting, requirement of to whom the notice for the general meeting needs to be given, nature of the business to be transacted at the general meetings.

5	Article 90 – Voting Rights of Members	Article 79 – Voting Rights of Members	Amendment proposed to include voting of the members through electronic means.
6	Article 98 to 108 – Directors	Article 86 to 97 –Directors Independent Director (Article 87 is newly inserted)	Amendment proposed to include the appointment of Independent Director in linewith relevant provisions of Companies Act, 2013
7	Article 119 to 128 – Meetings of the Board	Article 103 to 110 – Proceedings of the Board	Meetings of Board of Directors, quorum for the meeting, notice calling the meeting, etc. including the operational parts are amended to align with the provisions of the Companies Act, 2013.
8	Article 138 to 142 – Managing Director(s)/ Whole Time Director(s)	Article 119 to 124 – Managing Director(s)/ Whole Time Director(s)/ Key Managerial Personnel	Amendment proposed to align new provisions relating to appointment of Key Managerial Personnel (KMP).
9	Article 178 & 179 – Indemnity and responsibility	Article 149 & 150 – Indemnity and responsibility	Amendment proposed to provide for indemnification to Directors and Officers.

No director, key managerial personnel or their relatives are interested in or concerned in the resolution.

The Board recommends the resolution set forth in Item No. 10 for the approval of the shareholders.

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

Particulars	François-Charles Sirois	Rajiv Khaitan	Nancy Cruickshank	Chris Arsenault	Sanjay Kapoor
Date of Birth	05-05-1975	13-04-1960	24-12-1970	17-11-1971	28-02-1962
Date of Appointment	26-06-2014	07-05-2012	31-07-2014	26-05-2017	21-06-2017
Qualifications	Bachelor of Business Administration, options in finance and marketing, HEC Montreal.	Bachelor of Commerce degree and an LLB from the Calcutta University.	Graduated from Leeds University with History Honours degree.	Rimouski CEGEP (College), Administration and Finance.	Bachelor's degree in Commerce (Hons.) from Delhi University, MBA from Cranfield School of Management (UK) and Graduate of The Wharton Advanced Management Program.
Expertise in specific functional areas	Wide experience in Media (multi-platform music services and digital content production, distribution and promotion), Internet, Software, Venture Capital & Private Equity industries.	Wide experience in general legal practice with focus on business laws.	Serial entrepreneur, currently the founder and CEO of MyShowcase Ltd., a new kind of online and direct beauty retailer that champions female entrepreneurialism.	Extensive experience in business development, strategic planning, sales, marketing and communications.	Wide experience in telecommunications sector, entrepreneurship, consulting & advisory and investing in & mentoring start-ups.
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 Digital Group Inc. 4. Zone3 Inc. 5. Telesystem Media, Inc 6. iPerceptions Inc. 7. Telesystem Energy Ltd. 8. CVTCORP Transmission Inc. 9. Interset Software, Inc. 10. OnMobile Global Solutions Canada Ltd 11. OnMobile USA LLC 12. OnMobile Live Inc. 	<ol style="list-style-type: none"> 1. EFD Induction Private Limited 2. Himatsingka Seide Limited 3. Khaitan Consultants Limited 4. ABC Consolidated Private Limited 5. Bharat Fritz Werner limited 6. Himatsingka Wovens Private Limited 7. Himatsingka Holdings NA Inc. 	<ol style="list-style-type: none"> 1. MyShowcase Ltd 2. SEUK 3. Carlsberg 	<ol style="list-style-type: none"> 1. iNovia Capital Inc. 2. iNovia Capital GP-III Inc. 3. iNovia Capital US Inc. 4. AppDirect Inc., 5. Lightspeed POS Inc., 6. Poka Inc., 7. Well.ca Inc., 8. Gamerizon Studios Inc. 	<ol style="list-style-type: none"> 1. VLCC Health Care Limited 2. Tech-Connect Retail Pvt. Ltd. 3. IBUS Network and Infrastructure Pvt. Ltd. 4. Z-Axis Management Consultants & Strategic Advisors Limited Liability Partnership
Disclosure of relationship between directors inter-se	François-Charles Sirois is not related to any other Director of the Company	Rajiv Khaitan is not related to any other Director of the Company	Nancy Cruickshank is not related to any other Director of the Company	Chris Arsenault is not related to any other Director of the Company	Sanjay Kapoor is not related to any other Director of the Company

Particulars	François-Charles Sirois	Rajiv Khaitan	Nancy Cruickshank	Chris Arsenault	Sanjay Kapoor
Memberships/ Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders Relationship Committee)	-	Audit Committee 1. Himatsingka Seide Limited 2. Himatsingka Wovens Pvt. Ltd. Stakeholders Relationship Committee 1. Himatsingka Seide Limited	-	Audit Committee 1. App Direct Inc., 2. Lightspeed POS Inc., 3. Poka Inc., 4. Well.ca Inc.,	-
Number of shares held in the Company	-	-	-	-	-

By Order of the Board of Directors
For OnMobile Global Limited

Sd/-
P V Varapasad
Company Secretary

Date: July 27, 2017
Place: Gurgaon

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

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