

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 24, 2018

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 18th Annual General Meeting

The 18th Annual General Meeting of OnMobile Global Limited is scheduled to be held on Tuesday, September 18, 2018 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 18th 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 18th Annual General Meeting

Notice is hereby given that the Eighteenth Annual General Meeting (AGM) of the Members of OnMobile Global Limited will be held on Tuesday, September 18, 2018 at 11.00 a.m. IST at Hotel Royal Orchid, adjoining KGA Golf Course, HAL Airport Road, Bangalore-560008, 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, 2018 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, 2018.

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: Appointment of Gianluca D'Agostino 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 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Gianluca D'Agostino (DIN 05143003), who was appointed as an Additional Director w.e.f. July 27, 2018 and who holds office until the date of this AGM 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(1) 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 2021, not liable to retire by rotation."

Item No. 5: Re-appointment of Sanjay Baweja as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149,

152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Sanjay Baweja (DIN 00232126), 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 AGM, and in respect of whom the Company has received a notice in writing from a member under Section 160(1) 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 2021, not liable to retire by rotation."

Item No. 6: Payment of remuneration to non-executive directors of the Company

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

"RESOLVED THAT in supersession of all the earlier resolutions of the shareholders and pursuant to Section 197 read with Section 198 and other applicable provisions of the Companies Act, 2013 and the Rules made there under, and in terms of Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, subject to the approval of the Central Government as may be required, the non-executive directors of the Company (i.e. directors other than managing and whole-time directors) be paid remuneration, in addition to the sitting fees payable for attending the meetings of the Board or Committees thereof, in aggregate not exceeding 5 percent of the net profits of the Company computed in accordance with the provisions of Section 198 of the Companies Act, 2013 or ₹ 15 million, whichever is higher for each financial year commencing on or after April 1, 2018 and the said remuneration be paid in such amount, proportion and manner as may be decided by the Board of Directors of the Company from time to time."

By Order of the Board of Directors
For OnMobile Global Limited

Date: July 27, 2018
Place: London

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

Sd/-
P V Varaprasad
Company Secretary

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, 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.
9. **The Register of Members and Share Transfer Books of the Company shall remain closed from September 12, 2018 to September 18, 2018 (both days inclusive) for the purpose of payment of dividend and the 18th AGM of the Company.**
10. 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 11, 2018.
11. 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.
12. 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.
13. 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.

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 and also on the website of the Ministry of Corporate Affairs (MCA) viz., www.iepf.gov.in.
14. 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.
15. The Notice of the 18th 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.
16. Members may also note that the Notice of the 18th AGM and the Annual Report 2018 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.
17. The requirement to place the matter relating to appointment of Auditors for ratification by members at every AGM 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 AGM held on September 06, 2017.
18. Additional information pursuant to sub-regulation (3) of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors 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's RTA, Karvy Computershare 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 Computershare Private Limited, in respect of shares held in physical form and to their Depository Participant in case of shares held in electronic form.

20. Pursuant to SEBI LODR Amendment Regulations dated June 08, 2018, requests for transfer of securities in physical form shall not be processed w.e.f. December 5, 2018. Hence, Members holding shares in physical form are requested to demat their physical holding at the earliest.
21. 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 **September 11, 2018 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 11, 2018** 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 14, 2018
End of Remote e-voting:	5.00 p.m. (IST) on September 17, 2018

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

22. The Board of Directors of the Company have appointed Parameshwar G Hegde, Practicing 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.
23. 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.
24. The results declared along with the consolidated Scrutinizer's report shall be placed on the website of the Company **www.onmobile.comand** on the website of Karvy **https://evoting.karvy.com**. The results shall simultaneously be communicated to the Stock Exchanges.
25. 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 18, 2018.

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

Item No. 4

Pursuant to Section 161 of the Companies Act, 2013, read with Article 88 of the Articles of Association of the Company, the Board of Directors of the Company, on the recommendation of the Nomination and Compensation Committee appointed Gianluca D'Agostino as an Additional Director (in the category of Independent Directors) of the Company effective July 27, 2018.

In terms of the provisions of Section 161 of the Act, Gianluca D'Agostino will hold office up to the date of the ensuing AGM.

Accordingly, the Nomination and Compensation Committee and the Board of Directors have recommended to the shareholders for his appointment as Independent Director of the Company at the ensuing AGM.

The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a shareholder, proposing the candidature of Gianluca D'Agostino for the office of Independent Director.

The resolution seeks the approval of the shareholders for appointment of Gianluca D'Agostino as an Independent Director of the Company for a term up to the date of AGM to be held during the calendar year 2021 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013, and the Rules made there under. He is not liable to retire by rotation.

The Company has received from Gianluca D'Agostino (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, Gianluca D'Agostino 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. Gianluca

D'Agostino is independent of the management. A copy of the draft letter of appointment of Gianluca D'Agostino 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 Gianluca D'Agostino to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item No. 4 for the approval of the shareholders.

Item No. 5

Sanjay Baweja who was appointed earlier as an Independent Director at the AGM held on September 08, 2015 to hold office up to the date of AGM to be held during the calendar year 2018 pursuant to the provisions of Companies Act, 2013, is due to retire from his first term at the ensuing AGM on September 18, 2018. The Nomination and Compensation Committee of the Board of Directors, based on evaluation of his performance during the tenure and considering his skills, experience, knowledge and expertise, has recommended re-appointment of Sanjay Baweja as an Independent Director of the Company for another term of three years from the conclusion of the ensuing AGM to be held in 2018 upto the conclusion of the AGM to be held during the calendar year 2021.

The Company has, in terms of Section 160(1) of the Companies Act, 2013, received in writing a notice from a shareholder, proposing the candidature of Sanjay Baweja for the office of Independent Director.

The resolution seeks the approval of the shareholders for re-appointment of Sanjay Baweja as an Independent Director of the Company for a term up to the date of AGM to be held during the calendar year 2021 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013, and the Rules made there under. He is not liable to retire by rotation.

The Company has received from Sanjay Baweja (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, Sanjay Baweja 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 Sanjay Baweja 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 the AGM.

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 Sanjay Baweja as an Independent Director.

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

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

Item No. 6

As per the provisions of Section 197 of the Companies Act, 2013, except with the approval of the Company in general meeting, the remuneration payable to non-executive directors shall not exceed 1% of the net profits of the Company, if there is a Managing Director or Whole Time Director or Manager.

Further Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 also requires approval of the shareholders for payment of remuneration to nonexecutive directors.

The Shareholders in the AGM held on September 8, 2015 had authorized the payment of remuneration, in addition to the sitting fees, in aggregate not exceeding 5% of the net profits of the Company computed in accordance with the provisions of Section 198 of the Companies Act, 2013 or ₹ 11 million, whichever is higher for each financial year commencing on or after April 01, 2015 to the non-executive directors of the Company (i.e. directors other than managing and whole time directors) as per the provisions of Section 197 read with Section 198 and other applicable provisions of Companies Act, 2013 and the Rules made thereunder.

With the induction of one more non-executive director on Board, subject to approval of the shareholders and the Central Government as may be required, the Board of Directors vide their resolution dated July 27, 2018, based on the recommendation of Nomination and Compensation Committee, recommends for payment of remuneration to the non-executive directors in aggregate not exceeding 5 percent of the net profits computed in accordance with the provisions of Section 198 of the Companies Act, 2013 or ₹ 15 million whichever is higher for each financial year commencing on or after April 1, 2018.

Accordingly the resolution seeks approval of the shareholders pursuant to Section 197 of the Companies Act, 2013 and also in terms of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The directors have been assigned various roles, responsibilities and duties. The Companies Act, 2013 envisages that even non-executive directors devote more attention and time for the effective and good governance of the Company of which they are directors. Corresponding to their increased responsibilities, the Act also envisages that they should be compensated adequately for their services.

Considering the above, the Board recommends the resolution set forth in Item No. 6 for the approval of the shareholders.

All non-executive directors of the Company, as the resolution relates to payment of remuneration to them, may be concerned or interested in the resolution.

None of the other directors/key managerial personnel or their relatives is concerned or interested in the resolution.

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	Sanjay Baweja	Gianluca D'Agostino
Date of Birth	11-10-1960	18-06-1969
Date of Appointment	28-05-2015	27-07-2018
Qualifications	Bachelor's degree in commerce from Delhi University, Fellow member of the Institute of Chartered Accountants of India and Associate member of the Institute of Cost and Works Accountant of India.	Chartered Electronics Engineer with a Master's Degree (110/110) at La Sapienza University in Rome, where he joined R&D projects on MPEG-2 encoding for HDTV within the Race-Hamlet EU framework, furtherly developed in France at Thomson Multimedia Labs in 1994.
Expertise in specific functional areas	Valuable experience in the areas of Corporate Finance and Budget Control, Controllership, Acquisitions, Financial Analysis, Strategic Business planning, Tax planning, Treasury and fund management and Risk Management.	Gianluca D'Agostino has amassed 25 years of international experience, actively involved in the Telecommunications sector and in the wider Tech world first as a manager, then as Entrepreneur and Investor. He is a passionate Angel investor in startups. In the Startup and Scaleup scene, Gianluca has invested in several European companies. His main areas of focus have been ecommerce and technologies for ecommerce (B2C or B2B/SAAS). He is a Senior Advisor for Neomobile SPA, the company he founded in 2007 in Italy.
Directorships held in other companies (including foreign companies) as on date	Savan Retailers Private Limited	1. Fusion Mobile Value Ltd 2. Bango plc 3. Coolgames BV
Disclosure of relationship between directors inter-se	Sanjay Baweja is not related to any other Director of the Company.	Gianluca Cristian D'Agostino 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	Audit committee 1. Bango plc
Number of shares held in the Company	NIL	NIL

By Order of the Board of Directors
For OnMobile Global Limited

Date: July 27, 2018
Place: London

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

Sd/-
P V Varaprasad
Company Secretary

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onmobile

Route Map to venue of AGM

