

September 11, 2014

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
Bombay Stock Exchange
P J Towers, Dalal Street, Fort,
Mumbai — 400 001
BSE Symbol: 532944

Dear Sir,

Sub: Disclosure of voting rights of the 14th Annual General Meeting held on September 10, 2014 as per Section 35A of the Listing Agreement

Sl No	Description			Details			
Α	Date Of AGM			10-09-20	14		
В	Book Closure Date			30-08-20	14 to 10-0	9-2014 (Both Da	ıys
				Inclusive)		
С	Total number of shareho	lders on record	l date	45288			
	(August 8, 2014)						
D	No of shareholders prese	nt in the meeti	ng	296			
	either in person or throug	gh proxy	-				
	Shareholders	Present in	Pres	ent	Total	Shares	% to
		person	thro	ugh proxy			capital
	Promoter and promoter	1	0		1	50923703	44.57229
	group						
	Public	268	27		295	809579	0.70860
	Total	269	27		296	51733282	45.28089
E	No. of shareholders atter			gh Video c	onferenci	ng - Nil, No video)
L	conferencing facility was	s made avanab	10.				

The details on each of the agenda items, mode of voting, the report of scrutinizer for E-Voting and the Report of Scrutinizer in Form No. MGT-13 for Poll, are attached as in Annexure A.

We request you to kindly take the same on record.

Thanking you,

Yours Sincerely,

For OnMobile Global Limited

P. V. Vareprosad

P V Varaprasad Company Secretary

Encl: a/a

OnMobile Global Limited

Regd Office: Tower #1,94/1C & 94/2,Veerasandra, Attibele Hobli, Anekal Taluk, Electronic city Phase 1, Bangalore 560100, INDIA

Bangalore

Tel No - +91 80 40096000 | F: +91 80 40096009

E mail - investors@onmobile.com CIN No - L64202KA2000PLC027860

				- : :		,	III said to or	5301 100
		Held (1)	Polled (2)	Polled on outstanding	Votes - in favour	Votes - against	favour on votes polled	against on votes polled
				(3)=[(2)/(1)]*100	(†)	<u>(c)</u>	$(6) = [(4)/(2)]^{\times} 100$	(7)=[(5)/(2)]*100
Resolution as per Agenda Item No. 1 - A Reports of Directors and Auditors thereon.	Resolution as per Agenda Item No. 1 - Adoption of Balance sheet for the financial Reports of Directors and Auditors thereon.	et for the finar	ıcial year ende	ed March 31, 2014 and	d the Statement	of Profit &	year ended March 31, 2014 and the Statement of Profit & Loss as on that date together with	ogether with
Mode of Voting: E - Voting		AAAAAAAA AAAAA						
	Promoter and Promoter group	55617569	55551569	99.8813	55551569	0	001	0
	Public - Institutional Holders	8544707	3514	0.0411	3514	0	100	0
	Public-Others	50087422	116563	0.2327	116563	0	100	0
	Total	114249698	55671646	48.7280	55671646	0	100.00	0.00
Mode of Voting: Poll								
	Promoter and Promoter group	55617569	0	0	0	0	0	0
	Public - Institutional Holders	8544707	0	0	0	0	0	0
	Public-Others	50087422	21333	0.0426	21333	0	100	0
	Total	114249698	21333	0.0187	21333	0	100.00	0.00
Mode of Voting: E - Voting & Poll (Consolidated)	& Poll (Consolidated)							
	Promoter and Promoter group	55617569	55551569	618813	55551569	0	100.00	0.00
	Public - Institutional Holders	8544707	3514	0.0411	3514	0	100.00	00.00
	Public-Others	50087422	137896	0.2753	137896	0	100.00	0.00
	Total	114249698	55692979	48.7467	55692979	0	100.00	0.00
Resolution ID	Category	Shares Held	Votes Polled	% of Votes Polled on	No. of Votes - in	No. of	% of Votes in	% of Votes
		(E)	(2)	outstanding	favour	against	polled	polled
				shares $(3)= (2)/(1) *100$	4	(S)	(6) = [(4)/(2)] * 100	(7)=[(5)/(2)]*100
Resolution as per Agenda Ite	Resolution as per Agenda Item No. 2 - Declaration of dividend of Rs. 1.50/- per eq	of Rs. 1.50/- pe	er equity share	uity share of Rs. 10 each for the financial year ended March 31, 2014	e financial year	ended Marc	sh 31, 2014.	
Mode of Voting: E - Voting								
	Promoter and Promoter group	55617569	55551569	99.8813	55551569	0	100	0
	Public - Institutional Holders	8544707	3514	0,0411	3514	0	100	Ō
	Public-Others	50087422	116930	0.2335	116923	7	99.9940	6500.0
	Total	114249698	55672013	48.7284	55672006	7	100.00	0000

Mode of Voting: Poll	A CALL CALL CALL CALL CALL CALL CALL CA		***************************************	NA				
NINAMONAMA MARINE TO THE	Promoter and Promoter group	55617569	0	0	0	0	0	0
	Public - Institutional Holders	8544707	0	0	0	0	0	0
	Public-Others	50087422	21333	0.0426	21333	0	100	0
	Total	114249698	21333	0.0187	21333	0	100.00	0.00
Mode of Voting: E - Voting & Poll (Consolidated)	¿ Poll (Consolidated)							
	Promoter and Promoter group	55617569	55551569	99.8813	55551569	0	100.00	00:0
	Public - Institutional Holders	8544707	3514	0.0411	3514	0	100.00	0.00
	Public-Others	50087422	138263	0.2760	138256		66.66	0.01
	Total	114249698	55693346	48.7470	55693339	1-	100.00	0.00

Resolution as per Agenda Item No. 3 - withdrawn

Resolution ID	Category	Shares	Votes	% of Votes	No. of Votes - in	No. of Votes -	% of Votes in favour on votes	% of Votes
		(1)	(2)	Outstanding	favour	against	polled	polled
				(3)= $[(2)/(1)]*100$	((c)	001 - [(7)/(+)] - (0)	nat!(7)/(c)] -(/)
Resolution as per Agenda Iten	Resolution as per Agenda Item No. 4 - Appointment of M/s. Deloitte	loitte Haskins	& Sells, Chart	Haskins & Sells, Chartered Accountants, as statutory auditors of the Company.	tatutory audito	rs of the Co	mpany.	
Mode of Voting: E - Voting	· · · · · · · · · · · · · · · · · · ·							
	Promoter and Promoter group	55617569	55551569	99.8813	55551569	0	100	0
	Public – Institutional Holders	8544707	3514	0.0411	0	3514	0	100
	Public-Others	50087422	116848	0.2333	116747	101	99.9135	0.0864
	Total	114249698	55671931	48.7283	55668316	3615	99.99	0.01
Mode of Voting: Poll								
***************************************	Promoter and Promoter group	55617569	0	0	0	0	0	0
	Public – Institutional Holders	8544707	0	0	0	0	0	0
	Public-Others	50087422	21333	0.0426	21333	0	100	0
	Total	114249698	21333	0.0187	21333	0	100.00	0.00
Mode of Voting: E - Voting & Poll (Consolidated)	& Poll (Consolidated)							
	Promoter and Promoter group	55617569	55551569	99.8813	55551569	0	100.00	0.00
	Public – Institutional Holders	8544707	3514	0.0411	0	3514	0.00	100:00
	Public-Others	50087422	138181	0.2759	138080	101	99.93	.000

Cimited Company Compan

	Total	114249698	55693264	48.7470	55689649	3615	66.66	0.01
Resolution ID	Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Resolution as per Agenda Iten Mode of Voting: E - Voting	Resolution as per Agenda Item No. 5 - Appointment of Harit Nagpal, as an Independent Director. (Ordinary Resolution) Mode of Voting: E - Voting	agpal, as an Inc	lependent Dire	ctor. (Ordinary Reso	lution)			
mandata state and a state and	Promoter and Promoter group	55617569	55551569	99.8813	55551569	0	100	0
	Public – Institutional Holders	8544707	3514	0.0411	0	3514	0	100
	Public-Others	50087422	116484	0.2326	116484	0	100	0
	Total	114249698	55671567	48.7280	55668053	3514	66.66	0.01
Mode of Voting : Poll							ALLA ALLA ALLA ALLA ALLA ALLA ALLA ALL	
	Promoter and Promoter group	55617569	0	0	0	0	0	0
	Public – Institutional Holders	8544707	0	0	0	0	0	0
	Public-Others	50087422	21333	0.0426	21333	0	100	0
	Total	114249698	21333	0.0187	21333	0	100.00	0.00
Mode of Voting: E - Voting & Poll (Consolidated)	& Poll (Consolidated)	:						
	Promoter and Promoter group	55617569	55551569	99.8813	55551569	0	100.00	0.00
	Public - Institutional Holders	8544707	3514	0.0411	0	3514	0.00	100.00
	Public-Others	50087422	137817	0.2752	137817	0	100.00	0.00
	Total	114249698	55692900	48.7466	55689386	3514	66.66	0.01

Resolution ID	Category	Shares	Votes	% of Votes	No. of	No. of	% of Votes in	% of Votes
		Held	Polled	Polled on	Votes - in	Votes -	favour on votes	against on votes
		(1)	(2)	outstanding	favour	against	polled	
				shares	(<u>©</u>	(6)=[(4)/(2)]*100	
				(3)=[(2)/(1)]*100				
Resolution as per Agenda Ite	Resolution as per Agenda Item No. 6 - Appointment of Naresh Malhotra, as an Independent Director. (Ordinary Resolution)	Malhotra, as an	า Independent	Director. (Ordinary R	esolution)			
Mode of Voting: E - Voting								
***************************************	Promoter and Promoter group	55617569	55551569	99.8813	55551569	0	100	0
	Public - Institutional Holders	8544707	3514	0.0411	0	3514	0	100
	Public-Others	50087422	116483	0.2326	116471	12	9686'66	0.0103
						***************************************	***	

	Total	114249698	55671566	48.7280	55668040	3526	66.66	0.01
Mode of Voting: Poll								
	Promoter and Promoter group	55617569	0	0	0	0	0	0
	Public - Institutional Holders	8544707	0	0	0	0	0	0
	Public-Others	50087422	21333	0.0426	21333	0	100	0
	Total	114249698	21333	0.0187	21333	0	100.00	0.00
Mode of Voting: E - Voting & Poll (Consolidated)	& Poll (Consolidated)							
	Promoter and Promoter group	55617569	55551569	99.8813	55551569	0	100.00	0.00
	Public - Institutional Holders	8544707	3514	0.0411	0	3514	0.00	100.00
	Public-Others	50087422	137816	0.2752	137804	12	66.66	0.01
	Total	114249698	55692899	48.7466	55689373	3526	66.66	0.01

Resolution ID	Category	Shares	Votes Polled	% of Votes Polled on	No. of Votes - in	No. of Votes -	% of Votes in favour on votes	% of Votes
		Ξ	(2)	outstanding shares	favour (4)	against (5)	polled (6)= [(4)/(2)]*100	polled (7) = [(5)/(2)]*100
				(3)=[(2)/(1)]*100				
Resolution as per Agenda Iten	Resolution as per Agenda Item No. 7 - Appointment of Rajiv Khaitan,	haitan, as an In	dependent Dir	as an Independent Director. (Ordinary Resolution)	Jution)			
Mode of Voting : E - Voting								
	Promoter and Promoter group	55617569	55551569	99.8813	55551569	0	100	0
	Public - Institutional Holders	8544707	3514	0.0411	0	3514	0	100
	Public-Others	50087422	116484	0.2326	116484	0	100	0
	Total	114249698	55671567	48.7280	55668053	3514	66.66	0.01
Mode of Voting: Poll								
	Promoter and Promoter group	55617569	0	0	0	0	0	0
	Public - Institutional Holders	8544707	0	0	0	0	0	0
	Public-Others	50087422	21333	0.0426	21333	0	100	0
	Total	114249698	21333	0.0187	21333	0	100.00	0.00
Mode of Voting: E - Voting & Poll (Consolidated)	& Poll (Consolidated)							
	Promoter and Promoter group	55617569	55551569	99.8813	55551569	0	100.00	00'0
	Public – Institutional Holders	8544707	3514	0.0411	0	3514	0.00	100.00
	Public-Others	50087422	137817	0.2752	137817	0	100.00	00:00
	Total	114249698	55692900	48.7466	55689386	3514	66.66	

Resolution as per Agenda Item No. 8 - withdrawn

Resolution ID	Category	Shares	Votes Polled	% of Votes Polled on	No. of Votes - in	No. of Votes -	% of Votes in favour on votes	% of Votes
		(1)	(2)	outstanding shares	favour (4)	against (5)	polled $(6) = [(4)/(2)] * 100$	polled $(7) = [(5)/(2)]*100$
Resolution as per Agenda Iter	Resolution as per Agenda Item No. 9 - Appointment of Francois Charles		as a Director	Sirois, as a Director, (Ordinary Resolution)	(uc			
Mode of Voting: E - Voting	4 4		, , , , , , , , , , , , , , , , , , ,	***************************************				
	Promoter and Promoter group	55617569	55551569	99.8813	55551569	0	100	0
	Public - Institutional Holders	8544707	3514	0.0411	3514	0	001	0
	Public-Others	50087422	116565	0.2327	116429	136	99.8833	0.1166
	Total	114249698	55671648	48.7280	55671512	136	100.00	0.00
Mode of Voting: Poll								
	Promoter and Promoter group	55617569	0	0	0	0	0	0
	Public Institutional Holders	8544707	0	0	0	0	0	0
	Public-Others	50087422	21333	0.0426	21333	0	100	0
	Total	114249698	21333	0.0187	21333	0	100.00	0.00
Mode of Voting: E - Voting & Poll (Consolidated)	& Poll (Consolidated)							
	Promoter and Promoter group	55617569	55551569	99.8813	55551569	0	100.00	00.0
	Public - Institutional Holders	8544707	3514	0.0411	3514	0	100.00	00.0
	Public-Others	50087422	137898	0.2753	137762	136	99.90	0.10
	Total	114249698	55692981	48.7467	55692845	136	100.00	0.00
								,

tes in % of Votes	- Si		(7)			According to the second	001	100	
No. of % of Votes in	Votes - favour on votes	against polled	(5) $ (6)=[(4)/(2)]*100$				0	0	
No. of No.	Votes - in Vo	favour aga	(4)		y Resolution)		55551569	3514	
% of Votes	Polled on	outstanding	shares	(3)=[(2)/(1)]*100	ent Director. (Ordinar		99,8813	0.0411	
Votes	Polled	(5)			ıs an Independ		55551569	3514	
Shares	Held	Ξ		·	Cruickshank,		55617569	8544707	
Category					Resolution as per Agenda Item No. 10 - Appointment of Nancy Cruickshank, as an Independent Director. (Ordinary Resolution) Mode of Voting: E - Voting		Promoter and Promoter group	Public - Institutional Holders	
Resolution ID					Resolution as per Agenda Iten Mode of Voting: E - Voting	Swin			

	Total	114249698	55671930	48.7283	55671801	129	100.00	0.00
Mode of Voting: Poll	P = WWW.ini.ni.ni.ni.ni.ni.ni.ni.ni.ni.ni.ni.ni				The state of the s			
	Promoter and Promoter group	55617569	0	0	0	0	0	0
	Public - Institutional Holders	8544707	0	0	0	0	0	0
	Public-Others	50087422	21333	0.0426	21333	0	100	0
	Total	114249698	21333	0.0187	21333	0	100.00	0.00
Mode of Voting: E - Voting & Poll (Consolidated)	t Poll (Consolidated)						**************************************	
	Promoter and Promoter group	55617569	55551569	99.8813	55551569	0	100.00	0.00
	Public - Institutional Holders	8544707	3514	0.0411	3514	0	100.00	0.00
	Public-Others	50087422	138180	0.2759	138051	129	99.91	0.00
	Total	114249698	55693263	48.7470	55693134	129	100.00	0.00

Resolution ID	Category	Shares Held	Votes	% of Votes Polled on	No. of Votes - in	No. of Votes -	% of Votes in favour on votes	% of Votes
		(1)	(2)	outstanding shares	favour (4)	against (5)	polled (6)= [(4)/(2)]*100	polled (7)= [(5)/(2)]*100
Resolution as per Agenda Iten	Resolution as per Agenda Item No. 11 - Appointment of Bruno Duchan	Ducharme, as	an Independen	me, as an Independent Director. (Ordinary Resolution)	Resolution)			
Mode of Voting: E - Voting	4		***************************************		Little Commence of the Commenc			
	Promoter and Promoter group	55617569	55551569	99.8813	55551569	0	100	0
	Public - Institutional Holders	8544707	3514	0.0411	3514	0	001	0
	Public-Others	50087422	116484	0.2326	116350	134	99.8849	0.115
	Total	114249698	55671567	48.7280	55671433	134	100.00	0.00
Mode of Voting: Poll							-	
	Promoter and Promoter group	55617569	0	0	0	0	0	0
	Public - Institutional Holders	8544707	0	0	0	0	0	0
	Public-Others	50087422	21333	0.0426	21333	0	001	0
	Total	114249698	21333	0.0187	21333	0	100.00	0.00
Mode of Voting: E - Voting & Poll (Consolidated)	& Poll (Consolidated)							
	Promoter and Promoter group	695/1955	55551569	99.8813	85551569	0	100.00	00.0
	Public - Institutional Holders	8544707	3514	0.0411	3514	0	100.00	00.00
-	Public-Others	50087422	137817	0.2752	137683	134	99.90	0.10
	Total	114249698	55692900	48.7466	55692766	134	100.00	0.00

mite_Q

Resolution ID	Category	Shares	Votes	% of Votes	No. of	No. of	% of Votes in	% of Votes
		Held	Polled	Polled on	Votes - in	Votes -	favour on votes	against on votes
		(I)	(3)	outstanding	favour	against	polled	polled
				shares	(4)	(S)	(6)=[(4)/(2)]*100	$(7)= (5)/(2) ^{*}100$
				(3)=[(2)/(1)]*100				
Resolution as per Agenda Iter.	Resolution as per Agenda Item No. 12 - Appointment of Rajiv Pancholy, as a Director. (Ordinary Resolution)	ancholy, as a I	Director. (Ordi	nary Resolution)				
Mode of Voting: E - Voting								
	Promoter and Promoter group	55617569	55551569	99.8813	55551569	0	100	0
	Public - Institutional Holders	8544707	3514	0.0411	3514	0	100	0
	Public-Others	50087422	116562	0.2327	116431	131	96.8876	0.1123
	Total	114249698	55671645	48.7280	55671514	131	100.00	0.00
Mode of Voting: Poll								
	Promoter and Promoter group	55617569	0	0	0	0	0	0
	Public – Institutional Holders	8544707	0	0	0	0	0	0
	Public-Others	50087422	21333	0.0426	21333	0	100	0
	Total	114249698	21333	0.0187	21333	0	100.00	0.00
Mode of Voting: E - Voting & Poll (Consolidated)	& Poll (Consolidated)							
	Promoter and Promoter group	55617569	69515555	99.8813	55551569	0	100.00	0.00
	Public – Institutional Holders	8544707	3514	0.0411	3514	0	100.00	0.00
	Public-Others	50087422	137895	0.2753	137764	131	16.66	60'0
	Total	114249698	55692978	48.7467	55692847	131	100.00	0.00

Resolution ID	Category	Shares	Votes	% of Votes	No. of	No. of		% of Votes
j		(1)	r oneu (2)	outstanding	favour	against	lavour on votes	against on votes
		,	,	shares	(4)	©	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
				(3)=[(2)/(1)]*100	,	,		
esolution as per Agenda Iter	Resolution as per Agenda Item No. 13 - Appointment of Rajiv Pancholy, as Managing Director. (Special Resolution)	Pancholy, as M	lanaging Dire	tor. (Special Resoluti	ou)			
Mode of Voting: E - Voting								
	Promoter and Promoter group	55617569	55551569	99.8813	55551569	0	100	0
	Public – Institutional Holders	8544707	3514	0.0411	3514	0	100	.0.
	Public-Others	50087422	116562	0.2327	116428	134	588.66	0.1149
	Total	114249698	55671645	48.7280	55671511	134	100.00	0.00
Mode of Voting: Poll								

	Promoter and Promoter group	55617569	0	0	0	0	0	0
	Public – Institutional Holders	8544707	0	0	0	0	0	0
	Public-Others	50087422	21333	0.0426	21333	0	100	0
	Total	114249698	21333	0.0187	21333	0	100.00	0.00
Mode of Voting: E - Voting & Poll (Consolidated)	Poll (Consolidated)							
	Promoter and Promoter group	55617569	55551569	99.8813	55551569	0	100.00	0.00
	Public - Institutional Holders	8544707	3514	0.0411	3514	0	100.00	00.00
	Public-Others	50087422	137895	0.2753	. 137761	134	06.90	0.10
	Total	114249698	55692978	48.7467	55692844	134	100.00	0.00

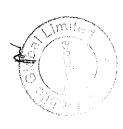
Resolution ID	Category	Shares Held	Votes Polled	% of Votes Polled on	No. of Votes - in	No. of Votes -	% of Votes in favour on votes	% of Votes against on votes
		£	(3)	outstanding shares (3)=[(2)/(1)]*100	favour (4)	against (5)	polled (6)= [(4)/(2)]*100	polled $(7)=[(5)/(2)]*100$
Resolution as per Agenda Iter	Resolution as per Agenda Item No. 14 - Payment of revised remuneration to Chandramouli Janakiraman. (Special Resolution)	uneration to C	handramouli.	Janakiraman. (Special	Resolution)		***************************************	
Mode of Voting: E - Voting					- THE REAL PROPERTY OF THE PARTY OF THE PART		***************************************	
	Promoter and Promoter group	55617569	55551569	99.8813	55551569	0	001	0
	Public - Institutional Holders	8544707	3514	0.0411	0	3514	0	100
	Public-Others	50087422	116563	0.2327	65476	51087	56.1721	43.8278
	Total	114249698	55671646	48.7280	55617045	54601	99.90	01.0
Mode of Voting: Poll								**************************************
	Promoter and Promoter group	55617569	0	0	0	0	0	0
	Public – Institutional Holders	8544707	0	0	0	0	0	0
	Public-Others	50087422	21333	0.0426	21333	0	100	0
	Total	114249698	21333	0.0187	21333	0	100.00	00.00
Mode of Voting: E - Voting & Poll (Consolidated)	& Poll (Consolidated)							
	Promoter and Promoter group	55617569	55551569	99.8813	69515555	0	100.00	0.00
	Public – Institutional Holders	8544707	3514	0.0411	0	3514	0.00	100.00
	Public-Others	50087422	137896	0.2753	60898	51087	62.95	37.05
	Total	114249698	55692979	48.7467	55638378	54601	99.90	(0,1,0,5)

mileo

Resolution ID	Category	Shares	Votes	% of Votes	No. of	No. of	% of Votes in	% of Votes
	•	Held	Polled	Polled on	Votes - in	Votes -	favour on votes	against on votes
		Ξ	(5)	outstanding	favour	against	polled	polled
				(3)=[(2)/(1)]*100	2	<u>ō</u>	(b)= [(4)/(2)]*100	$(7)= (5)/(2) ^{*}100$
Resolution as per Agenda Iter	Resolution as per Agenda Item No. 15 - Payment of remuneration to non- executive directors of the Company. (Ordinary Resolution)	on to non- exec	utive director	s of the Company. (O	rdinary Resolu	tion)	, , , , , , , , , , , , , , , , , , ,	
Mode of Voting: E - Voting								
	Promoter and Promoter group	55617569	55551569	99.8813	55551569	0	100	0
	Public – Institutional Holders	8544707	3514	0.0411	3514	0	100	0
	Public-Others	50087422	116562	0.2327	65496	21066	56.1898	43.8101
	Total	114249698	55671645	48.7280	55620579	51066	99.91	0.00
Mode of Voting: Poll					A CONTRACTOR OF THE PARTY OF TH			
	Promoter and Promoter group	55617569	0	0	0	0	0	0
	Public – Institutional Holders	8544707	0	0	0	0	0	0
	Public-Others	50087422	21333	0.0426	21333	0	001	0
	Total	114249698	21333	0.0187	21333	0	100.00	0.00
Mode of Voting: E - Voting & Poll (Consolidated)	& Poll (Consolidated)						Arresta Caracteria de la Caracteria de Carac	
	Promoter and Promoter group	55617569	55551569	99.8813	55551569	0	100.00	0.00
	Public - Institutional Holders	8544707	3514	0.0411	3514	0	100.00	0.00
	Public-Others	50087422	137895	0.2753	86829	51066	62.97	37.03
	Total	114249698	55692978	48.7467	55641912	51066	16.66	0.00

% of Votes against on votes polled (7)= [(5)/(2)]*100			A Commission of the Commission	001/37	0.2155
% of Votes in favour on votes a; polled (6)= [(4)/(2)]*100 (7			100	0	99,7844
No. of Votes - against (5) (0	3514	252
No. of Votes - in favour (4)			55551569	0	116673
% of Votes Polled on outstanding shares (3)=[(2)(1)]*100	()		99.8813	0.0411	0.2334
Votes Polled (2)	nary Resolution		55551569	3514	116925
Shares Held (1)	auditors. (Ord		55617569	8544707	50087422
Category	Resolution as per Agenda Item No. 16 - Appointment of Branch auditors. (Ordinary Resolution)		Promoter and Promoter group	Public - Institutional Holders	Public-Others
Resolution ID	Resolution as per Agenda Item	Mode of Voting: E - Voting	•		

	Total	114249698	55672008	48.7284	55668242	3766	66.66	0.01
Mode of Voting: Poll								
	Promoter and Promoter group	55617569	0	0	0	0	0	0
	Public – Institutional Holders	8544707	0	0	0	0	0	0
	Public-Others	50087422	21333	0.0426	21333	0	100	0
	Total	114249698	21333	0.0187	21333	0	100.00	0.00
Mode of Voting: E - Voting & Poll (Consolidated)	¿ Poll (Consolidated)						And a second space of the second seco	
	Promoter and Promoter group	55617569	55551569	99.8813	55551569	0	100.00	0.00
	Public - Institutional Holders	8544707	3514	0.0411	0	3514	0.00	100.00
	Public-Others	50087422	138258	0.2760	138006	252	99.82	0.18
	Total	114249698	55693341	48.7470	55689575	3766	66.66	0.01





14th Annual General Meeting held on September 10, 2014 Declaration of Results of e-voting and Poll

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company had provided e-voting facility to the Members as on cut-off date i.e. 8th August 2014 to enable them to cast their votes electronically on the resolutions proposed in the Notice of 14th Annual General Meeting. The e-voting was open from 9.00 a.m. on 4th September 2014 up to 5.00 p.m. on 6th September, 2014.

Further in terms Section 109 of the Companies Act, 2013 read with the clarification issued by Ministry of Corporate Affairs, voting was also conducted by means of Poll order to be taken by the Chairman at the 14th AGM.

The Board of Directors had appointed Mr. Parameshwar G. Hegde, Practicing Company Secretary as the Scrutinizer for e-voting and Poll. The scrutinizer has carried out the scrutiny of all the electronic votes received till 5.00 p.m. on 6th September 2014 and on Poll at the 14th Annual General Meeting and submitted his Reports, on 8th September, 2014 and 10th September 2014, respectively. The Reports of Scrutinizer are attached herewith.

The consolidated Results as per the Scrutinizer's Reports are as follows:

Agenda	Item Description	Type of	No. of	% of	No. of	% of
Item		Resolution	votes in favour	votes in favour	votes against	votes against
1.	To receive, consider and adopt the Balance sheet as at 31st March, 2014 and the Statement of Profit & Loss for the year ended on that date together with the Reports of the Directors and Auditors thereon.	Ordinary	5,56,92,979	100	0	0
2.	To declare dividend for the financial year ended March 31, 2014.	Ordinary	5,56,93,339	100	О	0
3.	Withdrawn					
4.	To appoint M/s. Deloitte Haskins & Sells, Chartered Accountants as statutory auditors of the Company and fix their remuneration.	Ordinary	5,56,89,649	99.99	3,615	0.01
5.	To appoint Mr. Harit Nagpal, as an Independent Director.	Ordinary	5,56,89,386	99.99	3,514	0.01
6.	To appoint Mr. Naresh Malhotra as an Independent Director.	Ordinary	5,56,89,373	99.99	3,526	0.01
7.	To appoint Mr. Rajiv Khaitan as an Independent Director.	Ordinary	5,56,89,386	99.99	3,514	0.01
8.	Withdrawn					
9.	To appoint Mr. Francois Charles Sirois as a Director.	Ordinary	5,56,92,845	99.99	136	0.01
10.	To appoint Mr. Nancy Cruickshank as an Independent Director.	Ordinary	5,56,93,134	99.99	129	0.01
11.	To appoint Mr. Bruno Ducharme as an Independent Director.	Ordinary	5,56,92,766	99.99	134	0.01

OnMobile Global Limited

Regd Office: Tower #1,94/1C & 94/2,Veerasandra, Attibele Hobli, Anekal Taluk, Electronic city Phase 1, Bangalore 560100, INDIA

Tel No - +91 80 40096000 | F: +91 80 40096009

E mail – investors@ onmobile.com CIN No – L64202KA2000PLC027860



12.	To appoint Mr. Rajiv Pancholy as a Director	Ordinary	5,56,92,847	99.99	131	0.01
13.	To appoint Mr. Rajiv Pancholy as a Managing Director	Special	5,56,92,844	99.99	134	0.01
14.	Approval of payment of revised remuneration to Chandramouli Janakiraman.	Special	556,38,378	99.90	54,601	0.10
15.	Payment of remuneration to non-executive directors of the Company.	Ordinary	5,56,41,912	99.91	51,066	0.09
16.	Appointment of Branch auditors.	Ordinary	5,56,89,575	99.99	3,766	0.01

The Resolutions at item No. 3 & 8 of the Notice of the AGM were withdrawn.

Globa

(Bangalore

Based on the reports of the Scrutinizer, all the above resolutions as set out in the Notice of the 14th Annual General Meeting have been declared as duly passed by the members with requisite majority.

For OnMobile Global Limited

P.V. Naroprasad

P V Varaprasad Company Secretary

Date: September 11, 2014

Place: Bangalore

PARAMESHWAR G. HEGDE

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

HEGDE & HEGDE Company Secretaries

"Ganesha Krupa" 34, 1st Main Boad, Gandhinagar Bangalore - 560 009. ☑ : 080 22267041, © 080 26589597 Fax : 080 - 22204068

e-mail: hegdeandhegdecs@gmail.com

Date: September 8, 2014

The Chairman, OnMobile Global Limited E-City, Tower-1, No 94/1C and 94/2, Electronic city Phase-1 Bangalore- 560 100

Dear Sir,

We are submitting herewith the Report of the Scrutinizer in respect of e-voting conducted pursuant to Notice of the 14th Annual General Meeting dated September 10, 2014. Original Reports (2 copies) are sent through Company Secretary.

The relevant records and papers relating to the e-voting process on Karvy e-voting system are being handed over to the Company Secretary for safe custody.

Thanking you Yours sincerely

P.G.Hegde

Banga Pre

HEGDE & HEGDE

Company Secretaries "Ganesha Krupa"

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

(C): 22267041, (R) 26589597

Fax: 080 - 22204068

e-mail: headeandheadecs@amail.com

REPORT OF SCRUTINIZER

[Pursuant to Clause 35B of Listing Agreement and Section 108 of the Companies Act, 2013 and Rule 20(xi) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman,

14th (Fourteenth) Annual General Meeting of the Equity Shareholders of **OnMobile Global Limited** to be held on September 10, 2014 at 10:00 a.m. at Hotel Royal Orchid, adjoining KGA Golf course, HAL Airport Road, Bangalore- 560 008, Karnataka, India.

Dear Sir,

I, Paremeshwar G. Hegde, Practicing Company Secretary, at # 34, "Ganesh Krupa", 1st Main Road, Gandhinagar, Bangalore, 560009, appointed as Scrutinizer by the Board of Directors of **OnMobile Global Limited** (the Company) for the purpose of scrutinizing e-voting process in a fair and transparent manner in respect of the below mentioned resolutions proposed at the 14th Annual General Meeting of the Equity Shareholders of the Company to be held on September 10, 2014 at 10:00 a.m. at Hotel Royal Orchid, adjoining KGA Golf course, HAL Airport Road, Bangalore- 560 008, Karnataka, India, submit our report as under:

- 1. In accordance with the Notice of the 14th Annual General Meeting sent to the shareholders and the 'Advertisement' published pursuant to Rule 20(3)(V) of the Companies (Management and Administration) Rules, 2014 on August 28, 2014, the e-voting opened at 9:00 a.m. on September 4, 2014 and remained open up to 5:00 p.m. on September 6, 2014.
- 2. The Equity Shareholders holding shares as on August 8, 2014, "cut off date", were entitled to vote on the resolutions stated in the Notice of the 14th Annual General Meeting of the Company.

Page 1 of 13

Globa

- 3. The votes were unblocked at 9:45 a.m. on September 8, 2014 in the presence of Ms. Pallavi P. and Mr. Mahabaleshwar Bhat who are not the employees of the Company, and who have signed below as witness to the unblocking of the votes.
- 4. The e-voting results/fist of equity shareholders who have voted "For" and "Against" were downloaded from the e-voting website of Karvy Computershare Private Limited (http://www.evoting.karvy.com) and the same are being handed over to the Chairman.
- 5. The result of the e-voting is as under:

a) Resolution-1: Ordinary Resolution

To receive, consider and adopt the Balance sheet as at 31st March, 2014 and the Statement of Profit & Loss for the year ended on that date together with the Reports of the Directors and Auditors thereon.

(i) Voted in favour of the resolution:

Number of Voting		Number favour of				in	1	of obers	of	total valid
electronic s	system.						vote	es cast		TO SECURE AND ASSESSMENT ASSESSMENT AND ASSESSMENT ASSES
3	0	5	,56,	71,646	5		C	100)	

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

 Number of member	Number of votes cas	- %	of	total
 Voting throug	against the resolution	nur	nbers of	valid
 electronic system.		vot	es cast	1
0	0		0	

(iii) Invalid/Abstain votes:

Total	number	of	Total	number	of	votes	cast
membe	rs whose	votes	by the	em			
declare	d invalid						
	2			36	56		

Page 2 of 13

9/



b) Resolution-2: Ordinary Resolution

To declare dividend for the financial year ended March 31, 2014.

(i) Voted in favour of the resolution:

	Number of votes cast in favour of resolution	% of total numbers of valid votes cast
32		100

(ii) Voted against the resolution:

Number of members Voting through		% of total numbers of valid
electronic system.	7	votes cast 0

(iii) Invalid/Abstain votes:

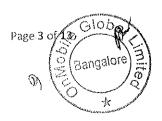
Total number	of	Total	number	of	votes	cast
members whose	votes	by the	em		•	İ
declared invalid						
NIL		/	N	IL		

c) Resolution-3: Ordinary Resolution

To appoint a Director in place of H H Haight who retires by rotation and being eligible offers himself for re-appointment.

(i) Voted in favour of the resolution:

24	1,19,978	0.23
	Number of votes cast in favour of resolution	% of total numbers of valid votes cast



Voted against the resolution: (ii)

Number of members Voting through	Number of votes cast against the resolution	% of total numbers of valid votes cast
6	5,10,84,088	99.77 /

(iii) Invalid/Abstain votes:

Total number of	Total number of votes cast
members whose votes	by them
declared invalid	
3	44,67,947

Resolution-4: Ordinary Resolution d)

To appoint M/s. Deloitte Haskins & Sells, Chartered Accountants as statutory auditors of the Company and fix their remuneration,

Voted in favour of the resolution: (i)

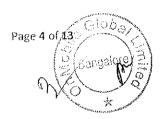
Number of members	Number of votes cast in favour of resolution	% of total numbers of valid votes cast
29	5,56,68,316	99.99

Voted against the resolution: (ii)

Number of members Voting through electronic system.	,	% of total numbers of valid votes cast
3	3,615	0.01

(iii) Invalid/Abstain votes:

vores :
Total number of votes cast
by them
80



e) Resolution-5: Ordinary Resolution

To appoint Mr. Harit Nagpal, as an Independent Director.

(i) Voted in favour of the resolution:

	Number of votes cast in favour of resolution	% of total numbers of valid votes cast
29	5,56,68,053	99.99

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

Number of memi	ers Nui	mber	of	votes	cast	%	of	total	
Voting thro	ugh aga	ainst th	e res	solution		numi	oers c	of valid	
electronic system.						votes	cast		
1		••••	3,5	14			0.01	, š	

(iii) Invalid/Abstain votes:

Total	number	of	Total	number	of	votes	cast
membe	ers whose ve	otes	by the	em			1
G1 100 00 1 00 1 00	d invalid						
	2			4.	45		i i i i i i i i i i i i i i i i i i i

f) Resolution-6: Ordinary Resolution

To appoint Mr. Naresh Malhotra as an Independent Director.

(i) Voted in favour of the resolution:

	Number of votes cast in favour of resolution	% of total numbers of valid votes cast
28	5,56,68,040	99.99

Page 5 of 13





Number of members	Number of votes cast	% of total
Voting through	against the resolution	numbers of valid
electronic system.		votes cast
3	3,526	0.01

(iii) Invalid/Abstain votes:

	Total number of	Total number of votes cast
:	members whose votes	by them
100	declared invalid	
7	2	445

g) Resolution-7: Ordinary Resolution

To appoint Mr. Rajiv Khaitan as an Independent Director.

(i) Voted in favour of the resolution:

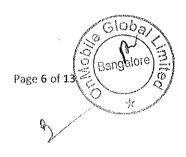
Number of members	Number of votes cast in	% of total
Voting through	favour of resolution	numbers of valid
electronic system.	741	votes cast
29	5,56,68,053	99.99

(ii) Voted against the resolution:

Number of members	Number of votes cast	% of total
Voting through	against the resolution	numbers of valid
electronic system.		votes cast
1	3,514	0.01

(iii) Invalid/Abstain votes:

Total number of	Total number of votes cast
members whose votes	by them
declared invalid	
Zav	445



h) Resolution-8: Ordinary Resolution

To appoint Mr. Barry B. White as an Independent Director.

(i) Voted in favour of the resolution:

Voting through electronic system.	Number of votes cast in favour of resolution	numbers of valid votes cast
25	1,19,740	0.23

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

Number of members Number of members Number of members Number of Members Numbers Numbers Numbers Numbers Number of Members Number of Member		% of total numbers of valid
electronic system.	_	votes cast

(iii) Invalid/Abstain votes:

Total number of	Total number of votes cast
members whose votes	by them
declared invalid	
4	44,68,312

i) Resolution-9: Ordinary Resolution

To appoint Mr. Francois Charles Sirois as a Director.

(i) Voted in favour of the resolution:

Number of members	Number of votes cast in	% of total
Voting through	favour of resolution	numbers of valid
electronic system.		votes cast
29	5,56,71,512	99.99

GIODA GRANGalore

Page 7 of 13



Number of members Voting through	Number of votes cast	numbers of valid
electronic system.		votes cast
3	136	0.01

(iii) Invalid/Abstain votes:

100	Total number of	Total number of votes cast
Acceptable to	members whose votes	by them
1	declared invalid	
	1	365

j) Resolution-10: Ordinary Resolution

To appoint Mr. Nancy Cruickshank as an Independent Director.

(i) Voted in favour of the resolution:

	Number of votes cast in favour of resolution	% of total numbers of valid votes cast
31	5,56,71,801	99,99

(ii) Voted against the resolution:

Number of members Voting through		% of total numbers of valid
electronic system.		votes cast
2	129	0.01

(iii) Invalid/Abstain votes:

	Total number	of	Total	number	of	votes	cast
1	members whose	votes	by the	em			
	declared invalid					***************************************	
	1			8	0		

Page 8 of 13

@

k) Resolution-11: Ordinary Resolution

To appoint Mr. Bruno Ducharme as an Independent Director.

(i) Voted in favour of the resolution:

Number of memb	ers Number	of votes	cast in	% of	total
Voting throu	gh favour o	f resolution		numbers	of valid
electronic system.				votes cas	st
30	5	5,56,71,433		99	.99

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

Number of members	Number of votes cast	% of total
Voting through	against the resolution	numbers of valid
electronic system.		votes cast
2,	134	0.01

(iii) Invalid/Abstain votes:

Total		of		number	of	votes	cast
member	rs whose	votes	by the	em			
declared				,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,			
	2			4.4	45		

i) Resolution-12: Ordinary Resolution

To appoint Mr. Rajiv Pancholy as a Director

(i) Voted in favour of the resolution:

i ya masa	Number of	members	Number	of	votes	cast	ìn	%	of		total
and the same of	Voting	through	favour of	res	solution			num	bers	of	valid
	electronic sy	ystem.						vote	s cast	Ĭ	THE STATE OF THE S
											n. snorterier i
	29	Bandan Landan Ballin, 1945 - 1945, Andrew Perkel Money In District	5	,56	,71,514	ļ			99,9	99	an annual of

Page 9 of 13

S

Bangalore

Number of members		% of total numbers of valid
electronic system.		votes cast
3	131	0.01

(iii) Invalid/Abstain votes:

Total number of members whose votes	Total number of votes cast
declared invalid	365

m) Resolution-13: Special Resolution

To appoint Mr. Rajiv Pancholy as a Managing Director

(i) Voted in favour of the resolution:

Number of members	Number of votes cast in favour of resolution	% of total numbers of valid votes cast
29	5,56,71,511	99.99

(ii) Voted against the resolution:

Number of members Voting through electronic system.		% of total numbers of valid votes cast
3	134	0.01

(iii) Invalid/Abstain votes:

Total number of members whose votes	Total number of votes cast by them
declared invalid	365

Page 10 of 13

n) Resolution-14: Special Resolution

Approval of payment of revised remuneration to Chandramouli Janakiraman.

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

Number of members	Number of votes cast in	% of total
Voting through	favour of resolution	numbers of valid
electronic system.		votes cast
21	5,56,17,045	99.90

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

Number of	members	Number	of	votes	cast	%	of		total
Voting	through	against th	ie re	solution		num	bers	of	valid
electronic s	ystem.					vote	s cas	t	
1.	İ.		54,6	501			0.1	0	

(iii) Invalid/Abstain votes:

Total	number	of	Total	number	of	votes	cast
membe	rs whose '	votes	by the	≘m			
declared	d invalid						
	1,			30	55		5

o) Resolution-15: Ordinary Resolution

Payment of remuneration to non- executive directors of the Company.

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

Number of members	Number of votes cast in	% of total
Voting through	favour of resolution	numbers of valid
electronic system.		votes cast
	en and the second secon	·
22	5,56,20,579	99.91

Page 11 of 13





Number of members	Number of votes cast	% of total
Voting through	against the resolution	numbers of valid
electronic system.		votes cast
10	51,066	0.09

(iii) Invalid/Abstain votes:

-	Total number	of	Total	number	of	votes	cast
1	members whose	votes	by the	5IW			
1	declared invalid						
	1				55		

p) Resolution-16: Ordinary Resolution

Appointment of Branch auditors.

(i) Voted in favour of the resolution:

Number of members	Number of votes cast in	% of total
Voting through	favour of resolution	numbers of valid
electronic system.		votes cast
30	5,56,68,242	99.99

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

Number of members	Number of votes cast	% of total
Voting through	against the resolution	numbers of valid
electronic system.		votes cast
3	3,766	0.01

(iii) Invalid/Abstain votes:

Total	number	of	Total	number	of	votes	cast
membe	ers whose	votes	by the	em			- Constitution
declare	d invalid						
NIL			N	IL		No. of Concession, Name of Street, Name of Str	

HEGDE & HEGDE

6. All relevant records of electronic voting will remain in our safe custody until the Chairman considers, approves and signs the minutes of the 14th Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking you,

Yours faithfully,

Place: Bangalore

Dated: September 8, 2014

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

Scrutinizer

We the undersigned witnesseth that the votes were unblocked from the e-voting website of Karvy Computershare Private Limited (http://www.evoting.karvy.com) in our presence at 9:45 a.m. on September 8, 2014 at the office of the Scrutinizer.

Pallay P.

34, Ganesh Krupa"

1 Main Road, Gandhinagar

Bangalore - 560009

Mahabdachwag

Mahabaleshwar Bhat (ACS) # 694, 13th Cross, Girinagar II Phase, Bangalore - 560085

Page **13** of **13**

07

PARAMESHWAR G. HEGDE

HEGDE & HEGDE

Company Secretaries
"Ganesha Krupa"
34, 1st Main Road, Gandhinagar
Bangalore - 560 009.
((): 22267041, (R): 26589597

Fax: 080 - 22204068

e-mail: hegdeandhegdecs@gmail.com

FORM No.MGT-13

REPORT OF SCRUTINIZER

(Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014)

To, The Chairman

14th (Fourteenth) Annual General Meeting of the Equity Shareholders of **OnMobile Global Limited** held on September 10, 2014 at 10:00 a.m. at Hotel Royal Orchid, adjoining KGA Golf course, HAL Airport Road, Bangalore-560008, Karnataka.

Dear Sir,

I Parameshwar G. Hegde, Practicing Company Secretary, # 34, "Ganesh Krupa", 1st Main Road, Gandhinagar, Bangalore, 560009, appointed as Scrutinizer by the Chairman of the 14th Annual General Meeting for the purpose of the poll taken on the below mentioned resolutions proposed at the Annual General Meeting of the Equity Shareholders of **OnMobile Global Limited**, held on September 10, 2014 at 10:00 a.m. at Hotel Royal Orchid, adjoining KGA Golf course, HAL Airport Road, Bangalore- 560008, Karnataka, hereby submit my report as under:

- 1. After declaration of the poll by the Chairman, the ballot box kept for polling was taken into custody and was locked.
- 2. The ballot box was subsequently opened in my presence and the poll papers were sorted out and diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents (R&TA) of the Company and the authorizations / proxies lodged with the Company. The voters were also scrutinized for the purpose of eliminating duplicate voting i.e. on e-voting as well as



on poll. As per the information given by the Company the names of the shareholders who had voted on e-voting through Karvy e-voting facility had been blocked and ballot papers duly numbered serially by print were issued only to those members who were present at the Annual General Meeting and who had not voted on e-voting.

- The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately. The valid ballots were then processed and votes cast were compiled electronically.
- 4. The result of the Poll is as under:

a) Resolution-1: Ordinary Resolution

To receive, consider and adopt the Balance sheet as at 31st March, 2014 and the Statement of Profit & Loss for the year ended on that date together with the Reports of the Directors and Auditors thereon.

(i) Voted in favour of the resolution:

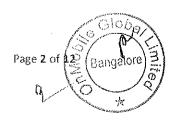
	Number of members	Number of votes	% of total number
an Barana	present and voting (in	cast by them	of valid votes cast
A CONTRACTOR OF THE PARTY OF TH	person or by proxy)		
and the Personal Property lies	15	21,333	100

(ii) Voted against the resolution:

Number of members present and voting (in	Number of votes cast by them	% of total number of valid votes cast
person or by proxy)	case by them	or valid votes cast
0	0	0

(iii) Invalid votes:

Total number of	Total number of
members (in person or	votes cast by them
by proxy) whose votes	
were declared invalid	
1,	100



b) Resolution-2: Ordinary Resolution

To declare dividend for the financial year ended March 31, 2014.

(i) Voted in favour of the resolution:

Number of members	Number of votes	% of total number
present and voting (in	cast by them	of valid votes cast
person or by proxy)		
15	21,333	100

(ii) Voted against the resolution:

Number of members	Number of votes	% of total number
present and voting (in	cast by them	of valid votes cast
person or by proxy)		
0	0	0

(iii) Invalid votes:

Total number of	Total number of
members (in person or	votes cast by them
by proxy) whose votes	
were declared invalid	
1	100

c) Resolution-3: Ordinary Resolution

To appoint a Director in place of H H Haight who retires by rotation and being eligible offers himself for re-appointment.

The Resolution was declared as withdrawn by the Chairman at the 14^{th} AGM.



d) Resolution-4: Ordinary Resolution

To appoint M/s. Deloitte Haskins & Sells, Chartered Accountants as statutory auditors of the Company and fix their remuneration.

(i) Voted in favour of the resolution:

Number of members	Number of votes cast	% of total
present and voting (in	by them	number of valid
person or by proxy)		votes cast
15	21,333	100

(ii) Voted against the resolution:

Number of members	Number of votes cast	% of total
present and voting (in	by them	number of valid
person or by proxy)		votes cast
0	0	0

(iii) Invalid votes:

Total number of	Total number of
members (in person or	votes cast by them
by proxy) whose votes	
were declared invalid	
1	100

e) Resolution-5: Ordinary Resolution

To appoint Mr. Harit Nagpal, as an Independent Director.

(i) Voted in favour of the resolution:

Number of members	Number of votes cast	% of total
present and voting (in	by them	number of valid
person or by proxy)		votes cast
15	21,333	100



	Number of members	Number of votes cast	% of total
3	present and voting (in	by them	number of valid
	person or by proxy)		votes cast
	0	0	0

(iii) Invalid votes:

Total number of	Total number of
members (in person or	votes cast by them
by proxy) whose votes	:
were declared invalid	
1.	100

f) Resolution-6: Ordinary Resolution

To appoint Mr. Naresh Malhotra as an Independent Director.

(i) Voted in favour of the resolution:

Number of members	Number of votes cast	% of total
present and voting (in	by them	number of valid
person or by proxy)		votes cast
15	21,333	100

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

Numbe	er of members	Number of votes cast	% of total
presen	t and voting (in	by them	number of valid
person	or by proxy)		votes cast
	0	0	0

(iii) Invalid votes:

Total number of	Total number of
members (in person or	votes cast by them
by proxy) whose votes	
were declared invalid	
1	100



g) Resolution-7: Ordinary Resolution

To appoint Mr. Rajiv Khaitan as an Independent Director.

(i) Voted in favour of the resolution:

Number of members	Number of votes cast	% of total
present and voting (in	by them	number of valid
person or by proxy)		votes cast
. 15	21,333	100

(ii) Voted against the resolution:

in conductive or construction		
Number of members	Number of votes cast	% of total
present and voting (in	by them	number of valid
person or by proxy)		votes cast
0	0	0

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	100

h) Resolution-8: Ordinary Resolution

To appoint Mr. Barry B. White as an Independent Director.

The Resolution was declared as withdrawn by the Chairman at the $14^{\rm th}$ AGM.

i) Resolution-9: Ordinary Resolution

To appoint Mr. François Charles Sirois as a Director.

(i) Voted in favour of the resolution:

Number of members	Number of votes cast	% of total
present and voting (in	by them	number of valid
person or by proxy)		votes cast
15	21,333	100



Page 6 of **12**



HEGDE&HEGĎE

(ii) Voted against the resolution:

Number of members	Number of votes cast	% of total
present and voting (in	by them	number of valid
person or by proxy)		votes cast
0	0	0

(iii) Invalid votes:

Total number of	Total number of
members (in person or	votes cast by them
by proxy) whose votes	
were declared invalid	
1	100

j) Resolution-10: Ordinary Resolution

To appoint Mr. Nancy Cruickshank as an Independent Director.

(i) Voted in favour of the resolution:

Number of members	Number of votes cast	% of total
present and voting (in	by them	number of valid
person or by proxy)		votes cast
15	21,333	100

(ii) Voted against the resolution:

Number of members	Number of votes cast	% of total
present and voting (in	by them	number of valid
person or by proxy)		votes cast
0	0	0

(iii) Invalid votes:

Total number of	Total number of
members (in person or	votes cast by them
by proxy) whose votes	
were declared invalid	
1	100

Page 7 of 12

k) Resolution-11: Ordinary Resolution

To appoint Mr. Bruno Ducharme as an Independent Director.

(i) Voted in favour of the resolution:

Number of members		% of total
present and voting (in	by them	number of valid
person or by proxy)		votes cast
15	21,333	100

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

Number of members	Number of votes cast	% of total
present and voting (in	by them	number of valid
person or by proxy)		votes cast
0	0	0

(iii) Invalid votes:

Total number of	Total number of
members (in person or	votes cast by them
by proxy) whose votes	
were declared invalid	
1	100

i) Resolution-12: Ordinary Resolution

To appoint Mr. Rajiv Pancholy as a Director

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

Number of members	Number of votes cast	% of total
present and voting (in	by them	number of valid
person or by proxy)		votes cast
15	21,333	100



Number of members	Number of votes cast	% of total
present and voting (in	by them	number of valid
person or by proxy)		votes cast
0	0	0

(iii) Invalid votes:

Total number of	Total number of
members (in person or	votes cast by them
by proxy) whose votes	
were declared invalid	
1	100

m) Resolution-13: Special Resolution

To appoint Mr. Rajiv Pancholy as a Managing Director

(i) Voted in favour of the resolution:

Number of members	Number of votes cast	% of total
present and voting (in	by them	number of valid
person or by proxy)		votes cast
15	21,333	100

(ii) Voted against the resolution:

Number of members	Number of votes cast	% of total
present and voting (in	by them	number of valid
person or by proxy)		votes cast
0	0	0

(iii) Invalid votes:

Total number of	Total number of
members (in person or	votes cast by them
by proxy) whose votes	,
were declared invalid	
1	100



n) Resolution-14: Special Resolution

Approval of payment of revised remuneration to Chandramouli Janakiraman.

(iv) Voted in favour of the resolution:

Number of members	Number of votes cast	% of total
present and voting (in	by them	number of valid
person or by proxy)		votes cast
15	21,333	100

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

Number of members	Number of votes cast	% of total
present and voting (in	by them	number of valid
person or by proxy)		votes cast
0	0	0

(vi) Invalid votes:

Total number of	Total number of
members (in person or	votes cast by them
by proxy) whose votes	
were declared invalid	
1	100

o) Resolution-15: Ordinary Resolution

Payment of remuneration to non- executive directors of the Company.

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

Number of members	Number of votes cast	% of total
present and voting (in	by them	number of valid
person or by proxy)		votes cast
15	21,333	100

Page 10 of 12

Number of members	Number of votes cast	% of total
present and voting (in	by them	number of valid
person or by proxy)		votes cast
0	0	0

(iii) Invalid votes:

by proxy) whose votes	Total number of votes cast by them
were declared invalid	
1,	100

p) Resolution-16: Ordinary Resolution

Appointment of Branch auditors.

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

Number of members	Number of votes cast	% of total
present and voting (in	by them	number of valid
person or by proxy)		votes cast
15	21,333	100

(ii) Voted against the resolution:

Number of members	Number of votes cast	% of total
present and voting (in	by them	number of valid
person or by proxy)		votes cast
0	0	0

(iii) Invalid votes:

Total number of	Total number of
members (in person or	votes cast by them
by proxy) whose votes	
were declared invalid	
1	100



HEGDE & HEGDE

- 5. The list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution generated electronically has been handed over to the Company Secretary.
- The poll papers and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.

Thanking you,

Place: Bangalore

Dated: September 10, 2014

Yours faithfully, Parameshwar G. Hegde FCS 1325, CP No.640

Scrutinizer