



## OnMobile Global Limited

Regd.off : No. 26, Bannerghatta Road, J.P. Nagar, 3<sup>rd</sup> Phase, Bangalore – 560 076.

[www.onmobile.com](http://www.onmobile.com)

### NOTICE

**Dear Shareholder(s),**

#### **Notice pursuant to Section 192A (2) of the Companies Act, 1956.**

NOTICE is hereby given pursuant to Section 192A(2) of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001 that the resolutions appended below for the purpose of increasing the Authorized Share Capital of the Company by the creation of additional equity shares, consequent alteration in the Memorandum of Association of the Company in accordance with, inter-alia, Section 16 & 94 of the Companies Act, 1956 and issue of Bonus equity shares on the terms and conditions set out in Resolution No. 2, are proposed to be passed as Ordinary Resolution(s), by way of Postal Ballot.

The Explanatory Statement pertaining to the said resolutions setting out the material facts and the reasons there for is annexed. The Resolutions and the Explanatory Statement are being sent to you along with a Postal Ballot Form (the "Form") for your consideration. The Board of Directors of the Company has appointed M/s. Hegde & Hegde, Practising Company Secretaries, Bangalore as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Form and return the same duly completed, in the attached self addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than close of working hours on Wednesday, April 20, 2011. Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman of the Company. The results of the Postal Ballot will be announced on Monday, April 25, 2011 at the Registered Office of the Company.

The members are requested to consider and, if thought fit, to pass the following resolutions. The resolution(s), if approved, will be taken as passed effectively on the date of declaration of results:

#### **Item No.1**

#### **Increase in authorized share capital and consequent amendments in the memorandum of association of the company:**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 16, 94 and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force), the Authorized Share Capital of the Company of Rs. 75,00,00,000 /- (Rupees Seventy Five Crores Only) divided into 7,45,00,000 (Seven Crores and Forty Five Lakh) equity shares of Rs. 10/- (Rupees Ten Only) and 5,00,000 (Five Lakhs) Preference shares of Rs. 10/- (Rupees Ten Only) each be and is hereby increased to Rs.150,00,00,000/- (Rupees One hundred and fifty Crores only) divided into 14,95,00,000

(Fourteen Crores Ninety five Lakhs ) equity shares of Rs. 10/- (Rupees Ten Only) and 5,00,000 (Five Lakhs) Preference shares of Rs. 10/- (Rupees Ten Only) each by creation of additional 7,50,00,000 (Seven Crore Fifty Lakh Only) equity shares of Rs. 10/- (Rupees Ten Only) each, ranking pari - passu with the existing equity shares of the Company.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered accordingly by substituting the following new Clause V in place of the existing Clause V:

V. The share capital of the Company is Rs.150,00,00,000/- (Rupees One hundred and fifty Crores only) comprising of 14,95,00,000 (Fourteen Crores Ninety five Lakhs ) equity shares of Rs. 10/- (Rupees Ten Only) and 5,00,000 (Five Lakhs) Preference shares of Rs. 10/- (Rupees Ten Only) each with such entitlement to dividends as the Company may determine from time to time."

## **Item No.2**

### **Issue of Bonus Shares.**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the Articles of association of the Company and in accordance with applicable provisions of the Companies Act, 1956, subject to the Securities and Exchange Board of India (Issue of Capital and Disclosure requirements) Regulations, 2009, the Foreign Exchange Management Act, 1999, and other applicable statutes and provisions, if any, (including any statutory modification or re-enactment thereof for the time being in force) and subject to such consent, approvals and permissions as may be required in this regard, consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) for capitalization of such sum standing to the credit of Securities Premium account of the Company, as may be considered necessary by the Board, for the purpose of issue of Bonus shares of Rs. 10/- (Rupees Ten) each, credited as fully paid –up Equity shares to the holders of equity shares of the company, whose names appear in the Register of Members on such record date as may be fixed in this regard by the Board of directors, in the proportion of 1 (one) Bonus equity share of Rs.10/- each for every 1(one) fully paid-up equity share of Rs.10/- each held by them

RESOLVED FURTHER THAT the new Bonus Equity Shares shall be allotted subject to the Memorandum and Articles of Association of the Company and shall in all respects rank pari - passu with the existing fully paid up equity shares.

RESOLVED FURTHER THAT no letter of allotment shall be issued in respect of the said bonus shares but in the case of members who hold equity shares in dematerialized form, the bonus shares shall be credited to the respective beneficiary accounts of the Members with their respective depository participants and in the case of Members who hold equity shares in the certificate form, the share certificates in respect of Bonus shares shall be dispatched, within such time as may be prescribed by law and the relevant authorities.

RESOLVED FURTHER THAT the issue and allotment of the Bonus Shares to Non-Resident Members, Foreign Institutional Investors (FIIs) and other foreign investors shall be subject to the approval of the Reserve Bank of India, as may be necessary.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and for removal of any doubts or difficulties, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to

give from time to time such directions as may be necessary, expedient, usual or proper and to settle any question or doubt that may arise in relation thereto or as the Board in its absolute discretion may think fit and its decision shall be final and binding on all members and other interested persons."

By order of the Board of Directors  
For OnMobile Global Limited

Sd/-  
P.V. Varaprasad  
Company Secretary

Place: Bangalore  
Date: March 7, 2011

#### NOTES:

1. The Explanatory Statement pursuant to Section 173(2) and 192A of the Companies Act, 1956, in respect of the business set out above is annexed hereto.
2. Voting rights shall be reckoned on the paid up value of the equity shares registered in the name of the members as on March 4, 2011.
3. Duly completed postal ballot form should be received by the Scrutinizer not later than closure of working hours on Wednesday, April 20, 2011. Postal ballot forms received thereafter will be treated as if no reply from the member has been received. Envelopes containing postal ballot forms, if deposited in person or sent by courier at the expense of the member will also be accepted.
4. The Scrutinizer's decision on the validity of a postal ballot form shall be final.
5. Copy of the Memorandum of Association of the Company and other documents referred to in this notice and the accompanying Explanatory Statement are open for inspection at the Registered Office of the Company on all working days.

#### EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) AND 192A OF THE COMPANIES ACT, 1956

##### Item No. 1:

The present Authorized Share Capital of the Company is Rs. 75, 00,00,000/- (Rupees Seventy Five Crores Only) comprising of 7,45,00,000 (Seven Crores and Forty Five Lakhs) equity shares of Rs. 10/- (Rupees Ten Only) each and 5,00,000 (Five Lakhs) Preference shares of Rs. 10/- (Rupees Ten Only) each. In view of the proposal to issue Bonus equity shares, the Board of Directors vide resolution passed on March 07, 2011 has approved to increase the Authorized Share Capital of the Company to Rs.150,00,00,000/- (Rupees One hundred and fifty Crores only) divided into 14,95,00,000 (Fourteen Crores Ninety five Lakhs ) equity shares of Rs. 10/- (Rupees Ten Only) each and 5,00,000 (Five Lakhs) Preference shares of Rs. 10/- (Rupees Ten Only) each by creation of additional 7,50,00,000 (Seven Crore Fifty Lakh Only) equity shares of Rs. 10/- (Rupees Ten Only) each, ranking pari - passu with the existing equity shares of the Company.

Pursuant to Section 94 of the Companies Act, 1956, the above proposal requires approval of the shareholders. The resolution for increase in Authorised Share Capital, if approved, would also result into consequent amendment of Clause V of the Memorandum of Association of the Company. The approval of the shareholders for the proposed amendment(s) would be required in accordance to inter-alia, Section 16 of the Companies Act, 1956.

A copy of the Memorandum and Articles of Association of the Company together with the proposed alterations is available for inspection by members at the Registered Office on all working days between 11:00 A.M. and 4:00 P.M.

The Board of Directors recommends the above resolution(s) listed at Item No. 1 for your approval.

None of the Directors of the Company is, in any way, concerned or interested in the said resolution except to the extent of their shareholding in the Company.

Item No. 2:

The Board of Directors at its meeting held on March 07, 2011, has suggested that the shareholders of the Company may be rewarded with bonus issue of shares by capitalizing the Share Premium Account. Considering this, the Board has recommended the issue of Bonus Shares in proportion of 1 (One) Bonus Equity Share of Rs. 10/- (Rupee Ten Only) credited as fully paid up for every 1 (One) eligible existing fully paid-up Equity Shares of Rs. 10/- (Rupee Ten Only) each held by the members as on a date to be fixed by the Board of Directors. Therefore, the Board has to capitalize such sum, as may be considered necessary by the Board, standing to the credit of the Company's Share Premium account. Capitalization of Share Premium and distribution of the sum so capitalized as Bonus Shares requires approval of the members of the Company. Further, it is necessary to authorize the Board to take all necessary actions and to complete all the regulatory formalities in connection with the Bonus issue.

Subject to the approval of this resolution, the Board may in consultation with the Stock Exchanges where the Company's shares are listed, fix a date as Record Date for the purpose of determining the eligible members for issue of Bonus equity shares.

The Board of Directors recommends the above resolution(s) listed at Item No. 2 for your approval.

None of the Directors of the Company is, in any way, concerned or interested in the said resolution except to the extent of their shareholding in the Company.

By order of the Board of Directors  
For OnMobile Global Limited

Sd/-

P.V. Varaprasad  
Company Secretary

Place: Bangalore

Date: March 7, 2011