



**CERTIFIED TRUE COPY OF THE SHAREHOLDERS RESOLUTION DATED APRIL 21, 2011
PASSED THROUGH POSTAL BALLOT PROCESS.**

Issue of Bonus Shares

“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.”

// CERTIFIED TRUE COPY //

For OnMobile Global Limited

P.V. Varaprasad

P.V. Varaprasad
Company Secretary