

# Notice

Notice is hereby given that the Thirteenth Annual General Meeting (AGM) of the Members of OnMobile Global Limited will be held on Tuesday, July 30, 2013 at 11.00 A.M at Hotel Royal Orchid, adjoining KGA Golf course, HAL Airport Road, Bangalore- 560 008, Karnataka to transact the following business:

## ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet of the Company as at March 31, 2013, the Profit and Loss account for the financial year ended as on that date and the Reports of the Directors and Auditors thereon.
2. To declare a dividend for the financial year ended March 31, 2013.
3. To appoint a Director in place of Mr. Naresh Malhotra who retires by rotation and, being eligible offers himself for re-appointment.
4. To appoint M/s. Deloitte Haskins & Sells, Chartered Accountants (Registration No.008072S), as auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration, and to pass the following resolution thereof:

"RESOLVED THAT M/s. Deloitte Haskins & Sells, Chartered Accountants (Registration No. 008072S), be and are hereby appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting, on such remuneration as may be determined by the Board of Directors in consultation with the Auditors."

## SPECIAL BUSINESS

5. 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 228 and other applicable provisions, if any, of the Companies Act, 1956, the Board of Directors be and is hereby authorised to appoint Branch Auditor(s) of any branch office(s) of the Company, whether existing or to be set up hereafter, in India or abroad, in consultation with the Company's Auditors, any person(s) qualified to act as Branch Auditor(s) within the provisions of Section 228 of the Act and to fix their remuneration"

6. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT in accordance with the provisions of Section 81(1A) and other applicable provisions, if any,

of the Companies Act, 1956 (the Act) (including any statutory modification(s) or re-enactment of the Act for the time being in force), the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Employees Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 as amended (hereinafter referred to as "Guidelines"), Foreign Exchange Management Act, 1999, the Listing Agreement entered into with the Stock Exchanges where the securities of the Company are listed and other relevant authorities, from time to time, to the extent applicable and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent and approval of the shareholders of the Company 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, including the Compensation Committee which the Board has constituted to exercise its powers), to create, grant, offer, issue and allot at any time to or for the benefit of such person(s) who are in permanent employment of the Company, including any Director of the Company, whether whole-time or otherwise or whether working in India or abroad, under a Plan titled "OnMobile Employee Stock Option Plan - I, 2013" (the "OnMobile ESOP - I, 2013" or "Plan") the salient features of which are detailed in the Explanatory Statement relevant to this resolution, options exercisable into not more than 15,00,000 (Fifteen lakhs only) Equity Shares of face value Rs.10/- each of the Company, in one or more tranches, and on such terms and conditions as may be fixed or determined by the Board in accordance with the provisions of the law.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot Equity Shares upon exercise of options from time to time in accordance with the said Plan and such Equity Shares shall rank *pari passu* in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of securities allotted under the Plan on the Stock Exchanges, where the securities of the Company are listed, as per the provisions of the Listing Agreement executed with the concerned Stock Exchanges and other guidelines, rules and regulations as may be applicable.

RESOLVED FURTHER THAT for the purpose of giving effect to any creation, offer, issue or allotment or listing of the securities under the Plan, the Board/Committee be and is hereby authorised on behalf of the Company

to evolve, decide upon and bring into effect and make any modifications, changes, variations, alterations or revisions in the said Plan or to suspend, withdraw or revive the Plan from time to time as per the discretion of the Board/Committee and to do all such acts, deeds and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose and with power on behalf of the Company to settle any issues, questions, difficulties or doubts that may arise in this regard without requiring the Board/Committee to secure any further consent or approval of the shareholders of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any powers conferred herein to any Committee of Directors, the Chairman, the Managing Director or the Company Secretary of the Company to do all such acts, deeds and things as also to execute such documents, writings, etc., as may be necessary in this regard."

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT in accordance with the provisions of Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 (the "Act") (including any statutory modifications or re-enactment of the Act for the time being in force), the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 as amended (hereinafter referred to as "Guidelines"), Foreign Exchange Management Act, 1999, the Listing Agreement entered into with the Stock Exchanges where the securities of the Company are listed and other relevant authorities, from time to time, to the extent applicable and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent and approval of the shareholders of the Company 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, including the Compensation Committee which the Board has constituted to exercise its powers), to extend the benefits of "OnMobile Employee Stock Option Plan - I, 2013" (the "OnMobile ESOP -I, 2013" or "Plan") as proposed in the resolution No. 6 of this Notice to or for the benefit of such person(s) who are in permanent employment of the Subsidiary Company (ies), existing and as and when formed (hereinafter

referred to as "Subsidiaries") including any Director of the Subsidiary Company (ies), whether whole time or otherwise or whether working in India or abroad, in one or more tranches, and on such terms and conditions as may be fixed or determined by the Board in accordance with the provisions of the law.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot Equity Shares upon exercise of options from time to time in accordance with the said Plan and such Equity Shares shall rank *pari passu* in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of securities allotted under the Plan on the Stock Exchanges, where the securities of the Company are listed, as per the provisions of the Listing Agreement executed with the concerned Stock Exchanges and other guidelines, rules and regulations as may be applicable.

RESOLVED FURTHER THAT for the purpose of giving effect to any creation, offer, issue or allotment or listing of the securities under the Plan, the Board/Committee be and is hereby authorised on behalf of the Company to evolve, decide upon and bring into effect and make any modifications, changes, variations, alterations or revisions in the said Plan or to suspend, withdraw or revive the Plan from time to time as per the discretion of the Board/Committee and to do all such acts, deeds and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose and with power on behalf of the Company to settle any issues, questions, difficulties or doubts that may arise in this regard without requiring the Board/Committee to secure any further consent or approval of the shareholders of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any powers conferred herein to any Committee of Directors, the Chairman, the Managing Director or the Company Secretary of the Company to do all such acts, deeds and things as also to execute such documents, writings, etc., as may be necessary in this regard."

By Order of the Board of Directors  
For OnMobile Global Limited

Sd/-  
P.V.Varaprasad  
Company Secretary

Date: May 15, 2013  
Place: Bangalore

**Notes:**

1. Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
3. The instrument appointing the proxy must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
4. Member/proxies should bring duly filled attendance slips sent herewith to attend the meeting.
5. The Register of Directors' shareholding, maintained under section 307 of the Companies Act, 1956, will be available for inspection by the members at the AGM.
6. The Register of contracts maintained under Section 301 of the Companies Act, 1956, will be available for inspection by the members at the registered office of the Company.
7. The Register of Members and share transfer books will remain closed from Friday, July 19, 2013 to Tuesday, July 30, 2013 (both days inclusive).
8. Subject to the provisions of Section 206A of the Companies Act, 1956, dividend as recommended by the Board of Directors if declared at the meeting, will be paid on August 20, 2013 to those members whose names appear on the Register of members as on July 18, 2013.
9. Members whose shareholding is in the electronic mode are requested to inform change of address and updates of savings bank account details to their respective depository participants.
10. Members are requested to address all correspondence, including dividend matters to the Registrar and Share Transfer Agents, Karvy Computershare Private Limited, 17-24 Vithal Rao Nagar, Madhapur, Hyderabad 500 081, India.
11. 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 205A of the Companies Act, 1956, be transferred to the Investor Education and Protection Fund.
12. OnMobile is concerned about the environment and utilizes natural resources in a sustainable way. The Ministry of Corporate Affairs (MCA), Government of India, has by its Circular Nos. 17/2011 and 18/2011, dated April 21, 2011 and April 29, 2011 respectively; permitted companies to send official documents to their shareholders electronically as part of its green initiative in corporate governance.  
Recognizing the spirit of the circular issued by the MCA, we are sending documents like Notice convening the general meeting, Financial Statements, Directors' Report, Auditors' Report, etc, to the email address provided by you with your depositories.  
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.

**EXPLANATORY STATEMENT UNDER SECTION 173(2) OF THE COMPANIES ACT, 1956**

**ITEM No. 5**

As per the provisions of Section 228 (3) of the Companies Act, 1956 the shareholders of the Company in a general meeting can appoint a person having the requisite qualification (other than its statutory auditor) for audit of accounts of the branch office of the Company or alternatively can authorise the Board of Directors of the Company for making such appointment in consultation with the Company's Auditors.

In view of these provisions, the approval of the Shareholders is being sought for authorizing the Board of Directors to appoint Branch Auditor(s) of any branch office(s) of the Company, whether existing or already been set up, in India or abroad, and also to fix their remuneration.

The Board of Director recommends the passing of the proposed resolution at Item No. 5 of the Notice.

None of the Directors is concerned or interested in the said resolution.

**ITEM NO. 6 AND 7**

The Company in order to ensure sustained performance and growth of the Company and in its endeavor to reward and motivate employees and attract the best talent, proposes to introduce another Employee Stock Option Scheme titled "OnMobile ESOP -I, 2013" which was approved by the Board of Directors at their meeting held on May 15, 2013.

"OnMobile ESOP -I, 2013" or "Plan" for issue of options convertible into equity shares to the Employees and Directors of the Company and employees of the subsidiaries (whether in India or abroad) is being formulated in line with the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (hereinafter referred as "Guidelines").

The Salient features of the Employee Stock Option Plan (OnMobile ESOP - I, 2013) as required under the Guidelines are as follows:

Sl. No.	Particulars	Description
1	Plan	ESOP-I, 2013
2	Total number of options to be granted	Employee Stock Options exercisable into not more than 15,00,000 (Fifteen Lakhs only) Equity Shares of face value of Rs.10/- each of the Company would be available for being granted to eligible employees of the Company and its Subsidiaries under the ESOP-I, 2013. Each option when exercised would be converted into one Equity Share of Rs.10/- each fully paid-up. Vested options that lapse due to non-exercise or unvested options that get cancelled due to resignation of the Employees or otherwise would be available for being re-granted at a future date.
3	Identification of Classes of employees entitled to participate in the ESOP	All permanent employees of the Company and its subsidiaries (present and future), including the Directors but excluding the promoters of the Company, as may be decided by the Compensation Committee from time to time, would be entitled to be granted stock options under the plan.
4	Requirements of Vesting and Vesting Period	The Options granted shall vest so long as the employee continues to be in the employment of the company and its subsidiaries, as the case may be. Subject to a minimum vesting period of 1 year and a maximum vesting period of 4 years from the date of grant, the Compensation Committee of the Board can determine from time to time the vesting schedule for the grants to be made under the Plan from time to time by considering the performance of the employee and other fair and relevant compensation related factors.
5	Maximum period within which the options shall be vested	The options would vest not earlier than one year and not later than four years from the date of grant of options. The exact proportion in which and exact period over which the options would vest would be determined by the Compensation Committee, subject to the minimum vesting period of one year from the date of grant of options.
6	Maximum number of options to be issued per employee and in aggregate Maximum no. of options to be granted to non-executive directors (including independent directors) in any financial year and in aggregate.	The number of options that may be granted to any specific employee under the plan, during any one year, shall not exceed 1% of the outstanding issued equity capital as on the date of Grant (excluding outstanding options, warrants and conversions) and in aggregate, all such grants shall not exceed 15,00,000 (Fifteen Lakhs only) Equity Shares of the Company. The no. of options that may be granted to any non-executive director (including any independent director but not including any director who is a promoter), of the Company and its subsidiaries in any financial year under the plan shall not exceed 1% of the outstanding issued equity capital as on the date of Grant (excluding outstanding options, warrants and conversions) and in aggregate shall not exceed 15,00,000.
7	Exercise price	The options will be granted at an exercise price equal to prevailing market price per Equity Share, being latest available closing price, prior to the date of the meeting of the Compensation Committee, in which options are granted, on the stock exchange on which the shares of the Company are listed. If the shares are listed on more than one stock exchange, then the stock exchange where there is highest trading volume on the said date shall be considered.
8	Exercise period and process of exercise	The Exercise period would commence from the date of vesting and will expire not later than 5 years from the date of vesting of options. The options will be exercisable by the Employees by a written application to the Company to exercise the options in such manner, and on execution of such documents, as may be prescribed by the Compensation Committee from time to time. The options will lapse if not exercised within the specified exercise period.
9	Appraisal process for determining the eligibility of employees	The Company has formal appraisal system established where in the performance of the employees is assessed each year on the basis of various functional and managerial parameters including years of service, experience, qualifications and contribution towards the growth of the Company, level in the Company hierarchy. The eligibility of employees shall also be determined and reviewed from time to time by the Compensation Committee.
10	Disclosure and Accounting Policies	The Company shall comply with the disclosure and accounting policies prescribed as per SEBI Guidelines and other concerned Authorities.
11	Method of option valuation	To calculate the employer compensation cost, the Company shall use the Fair Value Method for valuation of the options granted. In case the Company calculates the employee compensation cost using the Intrinsic Value of the stocks, the difference in the employee cost computed based on Intrinsic Value as against fair market value and its impact on the profit and the EPS of the Company shall be disclosed in the Director's Report.

12	Whether the vesting period would continue in case of transfer of employee from one subsidiary to another	Yes
13	Whether grants can be made to Company's Subsidiary(ies)	Yes [Only to employees of the Company and Company Subsidiary(ies)]

As per the Guidelines a separate resolution is required to be passed if the benefits of the Employee Stock Option are to be extended to the Employees of Subsidiary Companies and or such other persons as may from time to time be allowed to enjoy the benefits of the Plan in the same manner and subject to terms and conditions as mentioned herein. Accordingly, the resolutions set as item No.6 and item No.7 are being placed for the approval of shareholders pursuant to Section 81(1A) of the Companies Act, 1956 and Clause 6 of the Guidelines and all other applicable provisions of the law for the time being in force.

The Board of Directors recommends the passing of the proposed resolutions stated at item No.6 and item No.7 as Special Resolutions and requests your approval for the same. A copy of the "OnMobile ESOP -I, 2013" is available for inspection at the registered office of the Company on all working days between 10.00 am to 5.00 pm.

None of the Directors of the Company or its Subsidiary Company (ies) are concerned or interested in the Resolution, except to the extent of the securities that may be offered to them under the scheme.

#### ADDITIONAL INFORMATION ON DIRECTORS RECOMMENDED FOR RE-APPOINTMENT

##### **Naresh Malhotra**

Naresh Malhotra, Director, retires by rotation and being eligible, offers himself for re-appointment. A brief resume of Naresh Malhotra is given below:

Naresh Malhotra graduated with a Bachelor of Commerce degree from St. Xavier's College, Calcutta University. He qualified as a Chartered Accountant in 1970. He has over 40 years of experience in India and overseas in various companies including Imperial Chemical Industries, Unilever, Colgate Palmolive, Bukhatir Investments, the UB Group, KPMG and Amalgamated Bean Coffee Trading Company. He has previously served as founding partner and Managing Director of corporate finance in KPMG in India. Naresh

retires by rotation and being eligible offers himself for re-appointment at the forthcoming Annual General Meeting to be held on July 30, 2013. Naresh Malhotra is on the Board of the following other Companies:

1. AB Holdings Private Limited
2. Balan Natural Food Private Limited
3. NM Properties and Consulting Private Limited
4. Tarang Software Technologies Private Limited
5. Printo Document Services Private Limited
6. Deriv IT Solutions Private Limited
7. Deriv IT Solutions PTE Limited
8. Blue Star Infotech Limited
9. Modern Family Doctor Private Limited
10. B Natural Beverages & Snacks Private Limited
11. OnMobile USA LLC - as Manager
12. OnMobile Bangladesh Private Limited
13. Royal Orchid Associated Hotels Private Limited

Naresh Malhotra does not hold any equity shares in the Company, but he has been granted a total of 88,000 stock options and as on date he has not exercised any of these stock options.

By Order of the Board of Directors  
For OnMobile Global Limited

Sd/-  
P.V.Varaprasad  
Company Secretary

Date: May 15, 2013  
Place: Bangalore