



# OnMobile Global Limited

No. 26, Bannerghatta Road, JP Nagar, 3<sup>rd</sup> Phase, Bangalore – 560 076  
website: www.onmobile.com

## NOTICE

Dear Shareholder(s),

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

Pursuant to the provisions of the Companies Act, 1956 and the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and any amendments thereto, the adoption of any new stock option plan for the grant of stock options requires the approval of members by way of a Special Resolution.

As per Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001 the consent of the shareholders for the above purpose can be obtained by means of a postal ballot.

Accordingly, the said draft Special Resolution and the Explanatory Statement along with the Salient features of the ESOP Plan – IV 2008 are being sent to you along with a Postal Ballot Form for your consideration. The Board of Directors has appointed Mr. S N Mishra, a practicing company secretary, as Scrutinizer for conducting the Postal Ballot voting process in a fair and transparent manner.

You are requested to carefully read the instructions printed in the postal ballot form and return the form duly completed and signed in the attached self-addressed, postage prepaid business reply envelope, so as to reach the Scrutinizer before the closing of working hours (1845 hrs.) on Thursday, the 30<sup>th</sup> October, 2008. Please note that any postal ballot form(s) received after the said date will be treated as not having been received. No other form or photocopy thereof is permitted. The Scrutinizer will submit his report to the Executive Director or Managing Director of the Company after the completion of the scrutiny of the postal ballots. The results will be announced by any one of the Director(s) of the Company on, Friday, the 31<sup>st</sup> October, 2008 at 12 PM at the Registered Office of the Company at No. 26, Bannerghatta Road, JP Nagar, 3<sup>rd</sup> Phase, Bangalore – 560 076. The results of the Postal Ballot will also be displayed at the Registered Office and posted on the Company's website www.onmobile.com, besides communication to the Stock Exchanges where the Company's shares are listed.

### DRAFT SPECIAL RESOLUTION

#### APPROVAL OF A NEW EMPLOYEE STOCK OPTION PLAN (ESOP-IV-2008) applicable for the Company's subsidiary Voxmobili SA:

"RESOLVED THAT in accordance with the provisions contained in the Articles of Association, the provisions of the Companies Act, 1956 (hereinafter referred to as the "Act") and the provisions contained in the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (hereinafter referred to as the "SEBI Guidelines") (including any statutory modification(s) or re-enactment of the Act or the SEBI Guidelines, for the time being in force) and subject to such other approvals, permissions and sanctions as may be necessary, the consent and approval of the members be and is hereby given to the Employees Stock Option Plan IV, 2008, a draft of which is available at the Registered Office of the Company for inspection of the members on any working day during office hours of the Company and that the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee of the Board, including the Compensation Committee constituted by the Board) be and are hereby authorised to do all such acts and deeds necessary in this regard.

RESOLVED FURTHER THAT the consent and approval of the members be and is hereby given to create, offer, issue, and allot equity shares of the Company to Eligible Employees as defined under the aforesaid Employees Stock Option Plan IV, 2008 and the SEBI Guidelines and other applicable laws.

RESOLVED FURTHER THAT, 173,953 equity shares of the Company be and are hereby earmarked as stock options for the employees of the Subsidiary Company – "Voxmobili SA, to be issued under the said Employee Stock Option Plan IV, 2008 at the exercise price to be determined by the Board in accordance with the applicable statutory guidelines, regulations and laws in this regard from time to time.

RESOLVED FURTHER THAT the new equity shares to be issued and allotted by the Company in the manner aforesaid shall rank pari passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the securities/ shares allotted under the Employee Stock Option Plan IV, 2008 on the Stock Exchanges where the Shares of the Company are listed as per the provisions of the Listing Agreement with the concerned Stock Exchanges and other applicable guidelines, rules and regulations.

RESOLVED FURTHER that the Board of Directors or any other committee of the Board as may be delegated by the Board be and are hereby authorised to adopt and implement the Employee Stock Option Plan IV, 2008 subject to such terms and conditions as may be decided and imposed from time to time by the Board."

By Order of the Board of Directors

Sd/-

Company Secretary

Sriikiran D

Place: Bangalore

Date: 26<sup>th</sup> September, 2008

Note: A Member entitled to vote is entitled to fill in the postal ballot form and send it to the Scrutinizer, any recipient of the Notice who has no voting rights should treat this Notice as intimation only.

## ANNEXURE TO NOTICE

Explanatory Statement, pursuant to Section 173(2) of the Companies Act, 1956

Reference is invited to the existing stock option plans of the Company. Further, reference is invited to the stock option plans for the employees of the company's subsidiary – "Voxmobili S A".

### **Surrender of Options by some of the employees of Voxmobili SA**

The Company had earlier approved two Employee Stock Option Plans (ESOP – II – 2007 and ESOP – I – 2008) for allotment of 74,360 and 26,000 stock options respectively to the employees of the Company's subsidiary – "Voxmobili SA". The employees of Voxmobili SA have voluntarily surrendered 74,360 stock options granted to them at an exercise price of Rs. 299 per option under the ESOP Plan II – 2007.

### **Future Stock Option Grants to employees of Voxmobili SA**

The stock options to be issued to the employees of Voxmobili SA are required to be granted by the Compensation Committee of the Board out of an Employee stock option Plan consistent with the new French Sub-Plan approved by Voxmobili SA.

Hence, in order to make the stock option grants to the Voxmobili SA employees, it is required to adopt a new Employee Stock Option Plan – "Employee Stock Option Plan – IV – 2008" for grant of stock options up to a maximum number of 173,953 options to the employees by motivating and recognizing the efforts of the eligible employees of Voxmobili SA, duly compliant with all applicable guidelines of the Securities and Exchange Board of India (SEBI). These options shall be granted at fairmarket value as on the date of the grant, by the Compensation Committee of the Board.

The following explanatory statement, which sets out the various disclosures as required by Clause 6.2 of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and the salient features of the Employee Stock Option Plan - IV – 2008 are as under:

S. No.	Particulars	ESOP PLAN IV, 2008
1	Total number of options to be granted	173,953
2	Classes of employees entitled to participate	Voxmobili SA, Employees (Subsidiary Company)
3	Requirements of Vesting & Vesting Period	The Options granted shall vest so long as the employee continues to be in the employment of the company.  100% of the aggregate options granted to the Optionee shall vest at the end of 12 months from the date of grant.
4	Maximum Period of Vesting	Maximum period of vesting shall be 12 months from the date of grant.
5	Exercise price	The exercise price of the Options shall be determined by the Compensation Committee of the Board in accordance with the applicable guidelines from time to time by considering the fair market value and the trading price of the Company's equity shares on the stock exchange(s).
6	Exercise period and process of exercise	The Options shall be exercisable at the end of 24 months from the date of the grant or on the date of termination or expiry of the employment in the subsidiary company or as may be determined by the Compensation Committee of the Board from time to time.
7	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. The eligibility of employees shall also be determined and reviewed from time to time by the Compensation Committee
8	Maximum number of Options to be issued per Employee and in aggregate.	To be determined by the Compensation Committee of the Board from time to time.
9	Method which the company shall use to value its options whether fair value or intrinsic value;	Intrinsic Value.

Further, as the approval of the members is required in this regard, it is proposed that in line with Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001 the consent of the shareholders for the above purpose can be obtained by means of a postal ballot.

Further, in case the Company calculates the employee compensation cost using the intrinsic value of the stock options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options, shall be disclosed in the Directors' Report and also the impact of this difference on profits and on EPS of the Company shall also be disclosed in the Directors' Report for all the stock options issued by the Company under this ESOP Plan – IV – 2008 and also for those options issued by the Company under all other existing stock option plans of the company.

The Company shall conform to all the accounting policies specified and applicable as per the SEBI Guidelines for the issue of stock options under the new ESOP Plan - IV – 2008, and all other existing stock option plans of the Company.

The maximum number of options to be issued to any employee under the ESOP Plan IV – 2008 and all other existing plans and options shall be determined by the Compensation Committee of the Board and the same shall be subject to the limits if any specified under the SEBI Guidelines or any other regulation for the time being in force.

Accordingly, in terms of Section 192A of the Companies Act, 1956, approval of the members is being sought through postal ballot for passing the Special Resolution as set out in the Notice.

#### **Interest of Directors**

The Directors of the Company who are also the directors of the subsidiary company (Voxmobili SA) are deemed to be concerned or interested in the resolution as set out in the Notice pursuant to Section 192A of the Companies Act, 1956 only to the extent of their eligibility, if any, in the ESOP Plan IV – 2008.

A copy of the draft Employee Stock Option Plan IV, 2008 is available for inspection at the Registered Office of the Company on any working day during the office hours.

Your Directors recommend the resolution to be passed as Special Resolution.

**By Order of the Board of Directors**

**Place: Bangalore**  
**Date: 26<sup>th</sup> September, 2008**

**Sd/-**  
**Company Secretary**  
**Srikan D**