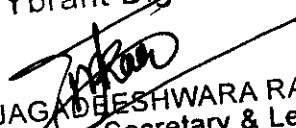


// CERTIFIED TRUE COPY //

For Ybrant Digital Limited


CS JAGADEESHWARA RAO M
Company Secretary & Legal



YBRANT DIGITAL LIMITED

(Formerly, LGS Global Limited)

Registered office: Plot No.7A, Road No.12, MLA Colony,
Banjara Hills, Hyderabad – 500 034, AP.

NOTICE

NOTICE is hereby given that an Extraordinary General Meeting ('EGM') of the Members of YBRANT DIGITAL LIMITED (Formerly, LGS Global Limited) will be held on **Monday 20th August, 2012 at 11.00 A.M.** at The Golkonda Hyderabad Hotel, Banjara Hills, Masabtank, Hyderabad – 500 028, A.P., to transact the following **SPECIAL BUSINESS:**

Item No.1: Issue of Equity Shares on preferential basis to the persons other than promoters

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

“RESOLVED THAT pursuant to Section 81(1A) and all other applicable provisions of the Companies Act, 1956, including any statutory modification or re-enactment thereof, for the time being in force (the “Act”), and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time (the “SEBI ICDR Regulations”), the Foreign Exchange Management Act, 2000, the Foreign Exchange Management (Transfer or Issue of Securities by a Person Resident Outside India) Regulations, 2000, the Foreign Exchange Management (Borrowing or Lending in Rupees) Regulations, 2000, including any amendment, modification, variation or re-enactment thereof, and the provisions of any rules/regulations/guidelines issued/framed by the Government of India ('GOI'), Reserve Bank of India ('RBI'), Foreign Investment Promotion Board ('FIPB'), Securities and Exchange Board of India ('SEBI'), the stock exchange where the shares of the company are

listed and any other appropriate authorities (hereinafter collectively referred to as the “**Appropriate Authorities**”), enabling provisions of the Memorandum and Articles of Association of the Company and the Listing Agreement entered into by the Company with the Stock Exchange(s) where the shares of the Company are listed and subject to the Company obtaining all approvals from the Appropriate Authorities; and subject to such conditions and modifications, as may be prescribed by any one of them while granting any such approval, consent, permission, and/or sanction (hereinafter referred to as the “**requisite approvals**”), which may be agreed to by the Board of Directors of the Company (hereinafter called the “**Board**” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this Resolution), the consent, authority and approval of the Company be and is hereby accorded to the Board to offer, issue, and allot not exceeding **1,11,67,512** equity shares of Rs 2/- each upto an aggregate amount not exceeding INR 110,00,00,000/- (Rupees One Hundred Ten Crores only) (each an “**Equity Share**” and collectively the “**Issue Shares**”) in one or more tranches which shall rank pari-passu with existing equity shares of the Company, at a price of Rs.98.50/- per equity share (“**Issue Price**”) which was not less than the price computed with reference to the relevant date as prescribed under Regulation 76 of SEBI ICDR Regulations to the persons falling under non-promoter group namely **Experian Finance Plc or its subsidiary or affiliate** (the “**Investor**”) on preferential allotment basis, at such time or times and on such terms and conditions and in such manner as may be decided by the Board in this connection.”

“RESOLVED FURTHER THAT the Issue Shares shall be issued and allotted by the Company to the above-mentioned Investor, inter alia, subject to the following:

- (a) The Issue Shares shall be allotted within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Issue Shares is pending on account of pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 days from the date of such approval; and
- (b) The Issue Shares to be issued and allotted in the manner aforesaid shall at all times rank *pari passu* with the existing equity shares of the Company in all respects.
- (c) The full amount of the price fixed shall be paid upfront by the persons to whom the allotment is being made.”

“RESOLVED FURTHER THAT the price of the Issue Shares has been calculated in accordance with provisions of Chapter VII of the SEBI ICDR Regulations. The ‘Relevant Date’ as stipulated in SEBI ICDR Regulations for determination of issue price of equity shares is 21st July 2012 i.e., thirty days prior to the date of passing this resolution by the members.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and approve the other terms and conditions of the issue and also to vary, modify or alter any of the terms and conditions, as it may deem expedient, subject to the compliance with applicable guidelines, notifications, rules and regulations, to the extent applicable of the SEBI, RBI and GOI or such other appropriate authorities, within or outside India, may prescribe from time to time.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions and matters concerning thereto, connected therewith and incidental thereto, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the

issue or allotment of the aforesaid Securities and the listing thereof with the Stock Exchanges and application to the Depositories for admission of the new equity shares as appropriate and to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment of any of the said Securities, utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion deem fit, without being required to seek any further consent or approval of the Members or otherwise and that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized at its discretion, to further delegate by way of authorization in favour of any of the members of the Board or a committee thereof, to do all necessary acts and take necessary steps that may be deemed expedient to give effect to this resolution.”

“RESOLVED FURTHER THAT all actions taken by the Board or the Committee of Directors duly constituted for this purpose in connection with any matter/s referred to or contemplated in any of the foregoing resolutions be and hereby approved, ratified and confirmed in all respect”

Item No.2: Issue of Optionally Convertible Loans (‘OCL’) to persons other than promoters

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

“RESOLVED THAT pursuant to Section 81 (1A) and all other applicable provisions, if any, of the Companies Act, 1956 (including statutory modifications, amendments or reenactments thereof for the time being in force) and in accordance with the enabling provisions in the Memorandum and Articles of Association of the Company and Listing agreements entered into by the Company with the Stock Exchanges where the Company’s shares are listed, and in accordance with the provisions of the SEBI ICDR Regulations as may be applicable to the preferential

issue of Equity Shares and other applicable Regulations, Rules, Guidelines of the SEBI, RBI and GOI, if any, and subject to such conditions and modifications as may be considered appropriate by the Board and subject to such approvals, consents, permissions and sanctions of SEBI, Stock Exchanges, RBI, GOI or such other appropriate and/or concerned authorities and departments as may be required by law and as may be necessary and subject to such conditions and modifications as may be prescribed or imposed upon and accepted by the Board while granting such approvals, consents, permissions and sanctions, and which may be agreed to by or any other authority as may be necessary for that purpose, the consent of the Members be and is hereby accorded to the Board to offer, issue, allot and deliver equity shares not exceeding **101,52,284** equity shares of Rs 2/- each in one or more tranches aggregating upto Rs. 100,00,00,000/- (Rupees One Hundred Crores only) which shall rank pari-passu with existing equity shares of the Company, at a price of Rs. 98.50 per equity share (“**Convertible Price**”) which was not less than the price computed with reference to the relevant date as prescribed under Regulation 76 of SEBI ICDR Regulations to the persons falling under non-promoter group namely Credit Suisse AG and ICICI Bank Limited (herein after called as Lenders), on a preferential allotment basis with the right to exercise the option to apply for and be issued and allotted, within a period of 18 months from the drawdown date of the OCL and on the exercise by the Lenders of the option to convert the whole or part of their OCL, subject to a notice from the Lenders to the Company, as applicable (hereinafter referred to as the (“**Notice of Conversion**”)).

Name of Lender	Amount INR	No of shares
ICICI Bank Limited	75,00,00,000	76,14,213
Credit Suisse AG	25,00,00,000	25,38,071

RESOLVED FURTHER THAT ‘Relevant Date’ as stipulated in SEBI ICDR Regulations for determination of issue price of equity shares is 21st July 2012 i.e., thirty days prior to the date of passing this resolution by the members.

RESOLVED FURTHER THAT the conversion of the OCL to equity shares by the Lenders shall be in accordance with the following terms and conditions:

- i) On receipt of the Notice of Conversion, the Company shall allot and issue the requisite number of equity shares to the Lenders and such Lenders shall accept the same in satisfaction of the loans of the Lenders so converted, as envisaged in their loan agreements.
- ii) The part of the said loans so converted shall cease to carry interest as from the date of conversion and the said loans shall stand correspondingly reduced.
- iii) Upon such conversion, the repayment installments payable after the date of conversion as per Loan Agreement shall stand reduced proportionately by the amounts of the said loan so converted.
- iv) The Equity shares so allotted and issued to the Lenders shall rank pari-passu with the existing equity shares of the Company in all respects, inter-alia, including dividends and other distributions declared or to be declared in respect of the equity capital of the Company; and
- v) In the event that the Lenders exercise the conversion right as aforesaid, the Company shall, if so required by the said Lenders, at its cost, apply to the Stock Exchanges where the shares of the Company are listed for the listing of the Equity Shares issued to the Lenders as a result of the conversion.

RESOLVED FURTHER THAT the Board be and is hereby authorised to decide and approve the other terms and conditions of the issue and also to vary, modify or alter any of the terms and conditions, as it may deem expedient, subject to the compliance with applicable guidelines, notifications, rules and regulations, to the extent applicable as SEBI/ RBI/GOI or such other appropriate authorities, within or outside India, may prescribe from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to appoint such consultants, advisors, guarantors, depositories, custodians, registrars, trustees,

bankers, and all such agencies as may be required for offering of the OCL as mentioned above and to enter into and execute all such contracts, arrangements, documents etc, with such agencies and intermediaries and to seek listing of equity shares of the Company on conversion of OCL on one or more stock exchange/s.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions and matters concerning thereto, connected therewith and incidental thereto, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue or allotment of the aforesaid Securities and listing thereof with the Stock Exchanges and application to the Depositories for admission of the new equity shares as appropriate and to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment of any of the said Securities, utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion deem fit, without being required to seek any further consent or approval of the Members or otherwise and that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT Board be and is hereby authorized at its discretion, to further delegate by way of authorization in favour of any of the members of the Board or a committee thereof, to do all necessary acts and take necessary steps that may be deemed expedient to give effect to this resolution.

RESOLVED FURTHER THAT all actions taken by the Board or the Committee of Directors duly constituted for this purpose in connection with any matter/s referred to or contemplated in any of the foregoing resolutions be and hereby approved, ratified and confirmed in all respect.”

By Order of Board of Directors
For Ybrant Digital Limited

CS Jagadeeshwara Rao M
Company Secretary & Legal

Place: Hyderabad
Date: 27-07-2012

Registered Office:

Plot No.7A, Road No.12, MLA Colony,
Banjara Hills, Hyderabad – 500 034,
Andhra Pradesh, India.

Notes:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.**
- Members/proxy holder must bring the attendance slip to the meeting and hand it over at the entrance duly signed.
- An explanatory statement pursuant to Section 173 (2) of the Companies Act, 1956 is annexed and forms part of this notice.
- Statutory Auditor's Certificate and other documents referred to in the proposed resolution and in the Explanatory Statement are open for inspection at the Registered Office of the Company on any working days except Public Holidays between 11:30 a.m. to 4:00 p.m. upto the conclusion of Extra-Ordinary General Meeting of the Company.

EXPLANATORY STATEMENT

(Pursuant to Section 173(2) of the Companies Act, 1956)

Item No.1: Issue of Equity Shares on preferential basis to the persons other than promoters

As the members are aware that the company has global operations and significant growth plans. As part of these growth plans and global operations, your company is also planning to do more global acquisitions. Therefore, funds are very important at this juncture.

Disclosures:

1. Object of the Preferential issue :

The main object of this issue is to support the Company to raise the funds to meet requirements for scaling up operations and other general corporate purposes including global acquisition of other companies for achieving both organic and in-organic growth.

2. The proposal of the promoters, directors or key management personnel of the issuer to subscribe to the offer:

None of present Promoters/Directors/Key Management Personnel of the Company intends to subscribe to the offer.

3. Pricing of the issue of Equity shares and Relevant date:

The price is not less than the price computed with reference to the relevant date that is 21st July 2012 as prescribed under SEBI ICDR Regulations.

The 'relevant date' mentioned in the Resolution is the date which is 30 days prior to the date of the Extraordinary General Meeting. In terms of the said Regulations the price at which the equity shares being issued on preferential basis shall be not less than the higher of the following:

- (i) The average of weekly high and low of the closing prices of the related equity shares quoted on the Stock Exchange during the twenty six weeks preceding the relevant date; or

- (ii) The average of weekly high and low of the closing prices of the related shares on the Stock Exchange during the two weeks preceding the relevant date.

'Stock Exchange' for the purpose of this clause means the 'BSE Limited' i.e. the recognized stock exchange in which the shares are listed and in which highest trading volume in respect of the shares of the Company has been recorded during the twenty six weeks preceding the relevant date.

Average closing price for the last 26 weeks and 2 weeks preceding the relevant date i.e., 21.07.2012 is Rs. 98.43 and Rs 91.88 respectively. There has been no trading of the equity shares of the Company from 26.06.2012 to 16.07.2012 on account of reduction of capital and relisting. Accordingly the floor price for issue of shares is Rs. 98.43 and the allotment will be made at Rs 98.50 per share.

4. The Intention of the Investors to subscribe to the preferential issue.

The intention and primary objective of the Investor to subscribe to the equity through this Preferential Issue is to participate in the development of the business of the company. There is no change in control of the company subsequent to the issue of shares by way of preferential issue.

5. Lock in period.

The equity shares to be allotted to the proposed allottees shall be subject to 'lock-in' requirements as per the provisions of SEBI ICDR Regulations.

6. Undertaking to recomputed price:

The price of the shares will be recomputed in terms of provisions of SEBI ICDR Regulations, where it is required to do so. That the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the shares shall be continue to be locked in till the time such amount is paid by the allottees.

7. Proposed Time Limit within which the allotment shall be completed:

The Issue Shares shall be allotted within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Issue Shares is pending on account of pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 days from the date of such approval.

8. Identity of proposed allottees, percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue;

Name of the Entity	Pre issue holding	Status	% of post issue held
Experian Finance Plc* or through its subsidiaries or affiliates	Nil	Non Promoter	2.29

* Experian Finance Plc was incorporated in England under the laws of England and Wales and engaged in the business of a holding and finance company and a provider of services to other companies within the Experian Group.

9. Shareholding Pattern before and after the preferential issue:

The shareholding pattern giving present position considering full allotment of equity shares mentioned in the resolution.

SL NO	CATEGORY	Pre issue holding details		Post issue holding details	
		No. of Shares	% to Capital	No. of Shares	% to Capital
A	PROMOTER HOLDING				
1	Indian Promoters	221455535	46.50	221455535	45.43
2	Foreign Promoters	62190262	13.06	62190262	12.76
	SUB-TOTAL	283645797	59.56	283645797	58.19
B	PUBLIC SHARE HOLDING				
1	Foreign Institutional Investors	182861649	38.40	182861649	37.53
2	Bodies Corporate	4588265	0.96	4588265	0.94
3	Individuals	2599171	0.54	2599171	0.53
4	Non Resident Individuals	22608	0.00	22608	0.00
5	Overseas Corporate Bodies	100000	0.02	100000	0.02
6	Trusts	783509	0.16	783509	0.16
7	Employees	1650000	0.35	1650000	0.34
8	Clearing Members	500	0.00	500	0.00
9	Foreign Company			11167512	2.29
	SUB-TOTAL	192605702	40.44	203773214	41.81
	GRAND TOTAL	476251499	100.00	487419011	100.00

Note: The Pre issue shareholding pattern is as on July 13, 2012 in the above table

- 10. Change in control:** There will be no change in the control of the company as a result of the proposed preferential allotment. But the composition of the Board will be changed as the proposed Investor will be nominating an Investor Director on the Board
- 11. Pre-issue holding of shares, non disposal of shares by the proposed allottees and Lock in period of shares:**
- (a) The Shareholders who have sold their shares during the six months period prior to the relevant date shall not be eligible for allotment of shares on preferential basis.
 - (b) The proposed shares shall be subject to lock-in as per the provisos of SEBI ICDR Regulations.
- 12. Auditor's Certificate:** The Certificate from the Statutory Auditors with determination of price in accordance with the SEBI ICDR Regulations is available for inspection upto the date of the Extraordinary General Meeting at the registered office of the Company on any working day and also at the place of the meeting on the meeting day.
- 13. SEBI Takeover Code:** The provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ('Takeover Code') are not attracted for this issue and therefore proposed allottees are not required to make an open offer and comply with formalities related to an open offer for this preferential allotment except the specific disclosures as may be furnished as per the guidelines/regulations.
- 14. Compliance:** The Company has complied with the requirements of listing agreement including clause 40A i.e maintaining a minimum of 25% of the paid up capital in the hands of public and will comply the same.

Section 81 of the Companies Act, 1956 provides, inter-alia, that wherever it is proposed to increase the subscribed capital of the company by further issue and allotment of shares, such shares shall be first offered to the existing shareholders of the company in the manner laid down in the said section, unless the members decide otherwise in general meeting by way of special resolution.

Accordingly, the consent of the members is being sought pursuant to Section 81 and other applicable provisions of

the Companies Act, 1956, and in terms of the provisions of the SEBI ICDR Regulations and Listing Agreement entered into by the Company with the Stock Exchanges, where the Company's Equity Shares listed for authorizing the Board to offer, issue and allot shares as stated in the resolution.

The Board recommends the passing of this resolution as a Special Resolution as set out in the Notice.

None of the Directors of your Company is interested, either directly or indirectly, in the proposed resolution.

Item No.2: Issue of Optionally Convertible Loans to persons other than promoters

Members are aware that the earlier approval has been accorded to the proposal of Optionally Convertible Term Loan facility upto Rs.100 Crores (One Hundred Crores Only) (OCL) ("Facility Amount") from the Lenders. However, as per Listing Agreement and SEBI ICDR Regulations and pricing regulations, the allotment was required to be completed within 15 days from the date of passing of the resolution or approval from regulatory authority. The allotment could not have been completed within prescribed time frame. Therefore, the Board proposed to accord member's approval for the same business proposal.

The Lenders were sanctioned said facility amount inter-alia of the terms and conditions with option to convert fully or partly the agreed loan amount in to equity shares of the Company at a price not less than the price with respect to the Relevant Date that is 21st July 2012 as prescribed under SEBI ICDR Regulations.

As per the agreed Loan agreement, the Lenders shall have the right to convert fully or partly of such loan in to equity shares of the Company at a price as prescribed under SEBI (ICDR) Regulations. In terms of provisions under Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956, moreover, the Company's shares are listed on the Stock Exchanges, the provision of the SEBI (ICDR) Regulations in so far as they relate to Preferential Issues are also applicable to this issue.

Disclosure:

1. Object of the issue :

The present financial assistance by way of Optionally Convertible Loan (financial facility) is to support the

Company to raise the funds to meet requirements of the scaling up operations and other general corporate purposes including acquisition of other companies for achieving both organic and in-organic growth.

2. The proposal of the promoters, directors or key management personnel of the issuer to subscribe to the offer:

None of present Promoters/Directors/Key Management Personnel of the Company intends to subscribe to the offer.

3. Pricing of the issue of Equity shares and Relevant date:

The price is not less than the price computed with reference to the relevant date that is 21st July 2012 as prescribed under SEBI ICDR Regulations.

The 'relevant date' mentioned in the Resolution is the date which is 30 days prior to the date of the Extraordinary General Meeting. In terms of the said Regulations the price at which the equity shares being issued on conversion of OCL shall be not less than the higher of the following:

- (i) The average of weekly high and low of the closing prices of the related equity shares quoted on the Stock Exchange during the twenty six weeks preceding the relevant date; or
- (ii) The average of weekly high and low of the closing prices of the related equity shares on the Stock Exchange during the two weeks preceding the relevant date.

'Stock Exchange' for the purpose of this clause means the 'BSE Limited' i.e. the recognized stock exchange in which the shares are listed and in which highest trading volume in respect of the shares of the Company has been recorded during the twenty six weeks preceding the relevant date.

Average closing price for the last 26 weeks and 2 weeks preceding the relevant date i.e., 21.07.2012 is Rs. 98.43 and Rs 91.88 respectively. There has been no trading of the equity shares of the Company from

26.06.2012 to 16.07.2012 on account of reduction of capital and relisting. Accordingly the floor price for issue of shares is Rs. 98.43 and the allotment will be made at Rs 98.50 per share.

4. The proposal of the Lenders.

As per the agreed Loan agreement the Lenders shall have the right to convert fully or partly of such loan in to equity shares of the Company at Convertible Price.

5. The terms of Loan

The terms and conditions are detailed in the loan agreement and terms sheet sanctioned by the Lenders as approved by the Board.

6. Undertaking to recomputed price:

The same is not applicable in the present case.

7. Proposed Time Limit within which the allotment shall be completed:

The time limit will be to complete the allotment within fifteen days from the date of notice of conversion for exercise of conversion option by the lenders as per the agreed loan agreement.

8. Lock in period.

The equity shares to be allotted to the proposed allottees shall be subject to 'lock-in' requirements as per the provisions of SEBI ICDR Regulations.

9. Identity of proposed allottees, percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue.

Lenders shall have the right to convert fully or partly of such loan in to equity shares of the Company at a price as prescribed under SEBI ICDR Regulations and within the compliance with the relevant provisions of the SEBI ICDR Regulations and, if required to do so, the provision of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ('Takeover Code'). There will be no change in the control of the Company on account of the proposed conversion

option to the Lenders. However, there will be corresponding changes in the shareholding pattern as well as voting rights consequent to exercise of such conversion into equity shares. The Shareholding of the proposed allottees, upon exercise of such conversion in full would be hereunder in the table below.

Sl. No	Name of the Entity	Pre issue holding	Status	% of post issue held
1	Credit Suisse AG (“CS”)	NIL	Non Promoter	0.51
2	ICICI Bank Limited (“ICICI”)	NIL	Non Promoter	1.53

10. Shareholding Pattern before and after the exercise of such conversion.

The shareholding pattern giving present position as also considering full allotment of equity shares and equity shares arising out of conversion of OCL as above is given below:

SL NO	CATEGORY	Pre issue holding details		Post issue holding details	
		No. of Shares	% to Capital	No. of Shares	% to Capital
A	PROMOTER HOLDING				
1	Indian Promoters	221455535	45.43	221455535	44.51
2	Foreign Promoters	62190262	12.76	62190262	12.50
	SUB-TOTAL	283645797	58.19	283645797	57.01
B	PUBLIC SHARE HOLDING				
1	Foreign Institutional Investors	182861649	37.52	182861649	36.75
2	Bodies Corporate	4588265	0.94	4588265	0.92
3	Individuals	2599171	0.53	2599171	0.52
4	Non Resident Individuals	22608	0.00	22608	0.00
5	Overseas Corporate Bodies	100000	0.02	100000	0.02
6	Trusts	783509	0.16	783509	0.16
7	Employees	1650000	0.34	1650000	0.33
8	Clearing Members	500	0.00	500	0.00
9	Foreign Company	11167512	2.29	11167512	2.24
10	Banks			10152284	2.04
	SUB-TOTAL	203773214	41.81	213925498	42.99
	GRAND TOTAL	487419011	100.00	497571295	100.00

Note: The Pre issue shareholding is based on the preferential issue of Equity Shares of the Company to the Investor as per Item No.1.

11. Change in control: There will be no change in the control of the company as a result of the proposed preferential allotment. But the composition of the Board will be changed as the proposed Lender(s) will be nominating Director(s) on the Board.

- 12. Auditor's Certificate:** The Certificate from the Statutory Auditors with determination of price in accordance with the SEBI ICDR Regulations is available for inspection upto the date of the Extraordinary General Meeting at the registered office of the Company on any working day and also at the place of the meeting on the meeting day.
- 13. SEBI Takeover Code:** The conversion will take place in compliance with the provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ('Takeover Code').
- 14. Compliance:** The Company has complied with the requirements of listing agreement including clause 40A i.e maintaining a minimum of 25% of the paid up capital in the hands of public and will comply the same at the time of conversion of OCL into equity shares.
- Pursuant to Section 81 of the Companies Act, 1956, and all other applicable provisions of the Companies Act, 1956, and in terms of the provisions of the SEBI ICDR Regulations and Listing Agreement entered into by the Company with the Stock Exchanges, where

the Company's Equity Shares listed, the Consent of the Members is required by way of Special Resolution for the issue of aforesaid OCL, and the Equity Shares allotted pursuant to such conversion of the OCL and accordingly, the Board recommends the passing of this resolution as a Special Resolution as set out at the accompanying Notice.

None of the Directors of your Company is interested, either directly or indirectly, in the proposed resolution.

By Order of Board of Directors
For Ybrant Digital Limited

CS Jagadeeshwara Rao M
Company Secretary & Legal

Place: Hyderabad

Date: 27-07-2012

Registered Office:

Plot No.7A, Road No.12, MLA Colony,
Banjara Hills, Hyderabad – 500 034,
Andhra Pradesh, India



YBRANT DIGITAL LIMITED

(Formerly, LGS Global Limited)

Registered office: Plot No.7A, Road No.12, MLA Colony, Banjara Hills, Hyderabad – 500 034, AP.

PROXY FORM

I/We _____ of _____
_____ being

member(s) of M/s. Ybrant Digital Limited (Formerly, LGS Global Limited) hereby appoint _____
_____ of _____

_____ on my/our behalf of as indicated below at Extra-Ordinary General Meeting of the company to be held on **Monday the 20th day of August, 2012 at 11.00 A.M.** at The Golkonda Hyderabad Hotel, Banjara Hills, Masabtank, Hyderabad – 500 028 and at any adjournment thereof.

Description	Vote *
Resolution No. 1	
Resolution No. 2	

Signed This _____ day of _____ 2012.

Affix Re.1/-
Revenue
Stamp

* Please State In This Column Whether 'In Favour Of' Or 'Against'

Note: Proxy form duly completed must reach the company's registered office at least 48 hours before commencement of meeting.



YBRANT DIGITAL LIMITED

(Formerly, LGS Global Limited)

Registered office: Plot No.7A, Road No.12, MLA Colony, Banjara Hills, Hyderabad – 500 034, AP.

Extra-Ordinary General Meeting

ATTENDANCE SLIP

Dp .Id No :	Electronic holding	Master Folio No :	Physical holding
Client Id :		No. of Shares	

Name and Address of the Shareholder :

I, hereby record my presence at Extra-Ordinary General Meeting of the company to be held on **Monday the 20th day of August, 2012 at 11.00 A.M.** at The Golkonda Hyderabad Hotel, Banjara Hills, Masabtank, Hyderabad – 500 028.

Signature(s) of member(s) or proxy present.

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YBRANT DIGITAL LIMITED

(Formerly, LGS Global Limited)

Registered office: Plot No.7A,

Road No.12, MLA Colony,

Banjara Hills, Hyderabad – 500 034, AP.

Tel: +91 40 4567 8999; Fax: +91 40 4567 8998