



LGS GLOBAL LIMITED

Regd.office: 8-2-293/82/A/796/B, Road No.36, Jubilee Hills, Hyderabad – 500 033, AP.

POSTAL BALLOT FORM

S.No. :

- 1) Name(s) & Registered Address of the Sole/First Shareholder/ Beneficial owner (including joint holders, if any)

- 2) Registered Folio No.
DP ID.No/Client ID.No.

- 3) Number of shares held

- 4) I/We hereby exercise my/our vote in respect of the Resolutions to be passed through postal ballot for the business transactions stated in the notice of the Company by sending my/our assent or dissent to the said resolutions by placing the tick(3) mark at the appropriate box below.

Resolution Sl.No.	Resolution Description	No.of shares	I/We assent to the Resolution	I/We dissent to the Resolution
1.	SPECIAL RESOLUTION – to authorize the Board u/s 81(1A) of the Companies Act, 1956 for raising of funds for an amount not exceeding Rs.1500Cr or any amount equivalent thereof in foreign currency by issuing of any kind of securities as detailed in the proposed resolution.			
2.	ORDINARY RESOLUTION – to accord consent of the shareholders u/s 293(1)(d) of the Companies Act, 1956 to the Board to borrow up to Rs.1500Cr as detailed in the proposed resolution.			
3.	ORDINARY RESOLUTION - to authorize the Board u/s 293(1) (a) of the Companies Act, 1956 to create charge/ mortgage / hypothecate on the assets of the company up to Rs. 1500Cr as detailed in the proposed resolution			
4.	SPECIAL RESOLUTION – to authorize the board u/s 372A of the Companies Act, 1956 to do investments/ make loans/give guarantees / provide securities up to Rs.1500Cr as detailed in the proposed resolution.			
5.	SPECIAL RESOLUTION for shifting of Registered office of the Company from State of Andhra Pradesh to State of Tamilnadu as detailed in the proposed resolution.			

Place:

Date:

Signature of the Shareholder

Note : Please read the instructions printed overleaf carefully before exercising your vote.

INSTRUCTIONS

1. The Company is providing voting through postal ballot only. A member desiring to exercise his vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed envelope. Postage will be borne and paid by the company. However, envelopes containing postal ballots, if sent by courier, at the expense of the registered shareholder, will also be accepted.
2. Mr. Y.V.Rao, Practicing Company Secretary has been appointed as Scrutinizer for the purpose of conducting Postal Ballot Process. The self-addressed envelope bears the Name and Address of the Scrutinizer.
3. The Postal Ballot Form should be completed and signed by the member (as per specimen signature registered with the Company / Depository participant). In case of Joint holding, this Form should be completed and signed by the first named member and in his / her absence, by the next named member and so on.
4. Incomplete, unsigned or incorrect Postal Ballot Form will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot shall be final and binding. The votes should be cast either in favor or against by putting the tick (3) mark in the column provided for assent or dissent. Postal Ballot Form bearing tick marks in both the columns will be treated as invalid. Further, a member need not use all his / her votes or he / she needs to cast all his / her votes in the same way.
5. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 5.00 p.m. on Friday, October 21, 2011. Postal Ballot Form received later than this will be strictly treated as if the reply from the member has not been received.
6. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders on the cut-off date i.e. September 09, 2011.
7. A member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the time limit specified here in before at Serial No.5 above. The photocopy of the postal ballot form will not be accepted.
8. The self addressed business reply envelop bears the name and address of the scrutinizer who has been appointed to receive and scrutinize the Ballot Papers from the members.
9. There should be One Postal Ballot for every Folio / Client ID irrespective of the number of Joint holders. A proxy shall not exercise the Postal Ballot.
10. In case of shares held by Companies, Trusts, Societies a certified true copy of the Board / Authority should accompany the duly completed postal ballot form.
11. Members are requested not to send any paper along with the Postal Ballot Form in the enclosed self addressed envelope as the envelope will be sent to the Scrutinizer and any extraneous paper found in the envelope would not be acted upon and destroyed by the Scrutinizer.
12. The Company has authorized Mr. Venkateswara Rao Kadiyala, Joint Managing Director and Mr Jagadeeshwara Rao M, Company Secretary, as the persons responsible for the entire postal ballot process.
13. The members are requested to fill the postal ballot form in indelible ink (and avoid filling it by using erasable writing medium, like pencil)



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NOTICE OF POSTAL BALLOT

(Pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolutions by Postal Ballot) Rules, 2011)

Notice is hereby given to the Members of LGS Global Limited (formerly, Lanco Global Systems Limited), for passing of the following resolutions through Postal Ballot voting only, under Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolutions by Postal Ballot) Rules, 2011 (including any statutory modification or re-enactment thereof for the time being in force). The Resolutions and the relevant explanatory statement pursuant to Section 173(2) of the Companies Act, 1956 setting out material facts and the reasons for the Resolutions are appended herewith along with Postal Ballot Form for your consideration.

The Company in compliance with the aforesaid Rules has appointed Mr. Y.V.Rao, Practicing Company Secretary, Hyderabad as a Scrutinizer for conducting the postal ballot process in fair and transparent manner.

The Postal Ballot Form and self-addressed business reply envelope (Postage will be paid by the Company) are attached to this Notice. The self-addressed envelope bears the address, to which duly completed Postal Ballot Form is to be sent.

You are requested to carefully read the instructions printed in the Postal Ballot Form sent herewith, record your assent or dissent therein and return the Form duly completed in original, in the attached self addressed postage prepaid envelope so as to reach the scrutinizer on or before 05.00.p.m **October 21, 2011**. The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny and the results of Postal Ballot will be announced on **October 22, 2011** at the registered office of the company and subsequently published in the newspaper. The result of the Postal Ballot will also be displayed at the Registered Office of the Company and on the website of the Company (www.lgsglobal.com), besides being communicated to the Bombay Stock Exchange Limited (BSE) and Madras Stock Exchange Limited (MSE). The Resolutions, if approved by the members with the requisite majority, will become effective on and from the date of declaration of the result of Postal Ballot by the Chairman.

RESOLUTIONS PUT THROUGH POSTAL BALLOT

1. To receive, consider and if thought fit, to give assent / dissent to the following Resolution, as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 (including any amendments thereto or re-enactment thereof) (the "**Act**") and all other applicable laws and regulations including the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993 and any statutory modification(s) or re-enactment thereof, for the time being in force and such other statutes, notifications, clarifications, circulars, rules and regulations as may be applicable and relevant, as amended from time to time, if any, issued by the Government of India (the "**GOI**"), the Securities and Exchange Board of India (the "**SEBI**"), the Reserve Bank of India (the "**RBI**"), Stock Exchanges and any other appropriate authorities, institutions or bodies, as may be applicable and the 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 shares of the Company are listed, and any other applicable laws, rules and regulations (including any amendment thereto or re-enactment thereof for the time being in force) and subject to such approvals, consents, permissions and sanctions, if any, of the GOI, RBI, SEBI, Stock Exchanges and any other relevant statutory, governmental authorities or departments, institutions or bodies (the "**Concerned Authorities**") in this regard, as may be required and applicable and further subject to such terms and conditions or modifications thereto as may be prescribed or imposed by any of the Concerned Authorities while granting such approvals, and permissions as may be necessary or which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall include any committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), the consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons including employees of the Company as may be permitted), Equity Shares and/or Equity Shares through depository receipts including American Depository Receipts (ADR), Global Depository Receipts (GDR), Singapore Depository Receipts (SDR), and/or Foreign Currency Convertible Bonds (FCCB), Convertible Debentures, fully or partly, and/or other securities convertible into Equity Shares at the option of the Company and/or the holder(s) of such securities, and/or securities linked to Equity Shares and/or securities with or without detachable/non-detachable warrants and/or warrants with a right exercisable by the warrant-holder to subscribe for Equity

Shares and/or any instruments or securities representing either Equity Shares, secured premium notes, and/or any other financial instruments which would be converted into/ exchanged with Equity Shares at a later date (the "**Securities**") as the Board at its sole discretion or in consultation with underwriters, merchant bankers, financial advisors or legal advisors may at any time decide, by way of one or more public, follow-on, preferential issues or private offerings in domestic and/or one or more international market(s), with or without a green shoe option, or private placement or issued/allotted through Qualified Institutions Placement in accordance with the Guidelines for "Qualified Institutions Placement" prescribed under Chapter VIII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations (as amended), or by any one or more or a combination of the above model/ methods or otherwise and at such time or times and in one or more tranches, whether rupee denominated or denominated in foreign currency, to any eligible Qualified Institutional Buyers including Foreign Institutional Investors, resident/ non-resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), Venture Capital Funds (foreign or Indian), Indian and/or Multilateral Financial Institutions, Mutual Funds, Non-Resident Indians, stabilizing agents and/or any other categories of investors, whether they be holders of shares of the Company or not (collectively called the "**Investors**") whether or not such Investors are members of the Company as may be deemed appropriate by the Board and permitted under applicable laws and regulations, resulting in the issue of an aggregate amount not exceeding Rs. 1500 Crores (Rupees Fifteen Hundred Crores) or equivalent thereof in any foreign currency and on such terms and conditions and timing of the issue(s)/offering(s) including the Investors to whom the Securities are to be issued, issue price, number of Securities to be issued, creation of mortgage/ charge in accordance with Section 293(1)(a) of the Companies Act, 1956 in respect of any Securities as may be required either on pari-passu basis or otherwise, the stock exchanges on which such Securities will be listed, finalization of allotment of the Securities on the basis of the subscriptions received, face value, rate of interest, redemption period, manner of redemption, amount of premium on redemption, the number of equity share to be allotted on redemption/conversion, the ratio, period of conversion, fixing of record date or book closure dates, and any other matter in connection with, or incidental to, the issue, in consultation with the merchant bankers or other advisors or otherwise, as the Board at its sole discretion may decide together with any amendments or modifications thereto.

RESOLVED FURTHER THAT the Securities to be created, issued, offered and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and the equity shares allotted in terms of this resolution shall rank pari passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of, and further to the existing consents under Section 293(1) (a) and other applicable provisions of the Companies Act, 1956 (the Act), the consent of the members be and is hereby granted to the Board to create security, if necessary, for all or any of the above securities to be issued by the creation of mortgage and/or charge on all or any of the company's immovable and/or movable assets, both present and futures, in such form and manner on such terms as may be deemed fit and appropriate by the Board.

RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevailing practices in the capital markets including but not limited to the terms and conditions for issue of additional Securities and such of these Securities to be issued as are not subscribed may be disposed of by the Board in such manner and/or on such terms including offering or placing them with banks/financial institutions/ mutual funds or otherwise, as the Board may deem fit and proper in its absolute discretion, subject to applicable laws, regulations and guidelines.

RESOLVED FURTHER THAT without prejudice to the generality of the foregoing, the Board be and is hereby authorized to prescribe with respect to the aforesaid issue of the Securities all or any of the terms or any combination of terms thereof in accordance with local and/or international practice including but not limited to conditions in relation to the offer, issue and allotment of the Securities, payment of interest, dividend, premium and redemption or early redemption of Securities, debt service payments and any other payments whatsoever, voting rights and all such terms as are provided in domestic and/or international offerings of this nature including terms for such issue, or variation of the price or period of conversion of any Securities into Equity Shares or issue of Equity Shares during the duration of the Securities or terms pertaining to early redemption of Securities and/or conversion into Equity Shares as the Board may in its sole discretion deem appropriate.

RESOLVED FURTHER THAT the Board be and are hereby authorised to do such acts, deeds and things as they, in its absolute discretion, may deem necessary or desirable in connection with the issue of the Securities and to give effect to these resolutions, including, without limitation, the following:

- (i) seeking, if required, the consent of the Company's lenders, parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in or outside India, and any other consents that may be required in connection with the issue and allotment of the Securities;
- (ii) giving or authorizing the giving of such undertakings, declarations, affidavits, certificates, consents and authorities as may be required from time to time by concerned persons; and
- (iii) Settling any questions, difficulties or doubts that may arise in regard to any such issue or allotment of Securities as it may in its absolute discretion deem fit.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and any offer, issue and allotment of Securities, the Board be and is hereby authorized to take all such actions, give such directions and to do all such acts, deeds and things as may be necessary, desirable or incidental thereto and matters connected therewith including without limitation the entering into of arrangements/agreements for underwriting, marketing, listing of Securities, trading, appointment of Lead Manager(s), Advisor(s), Registrar(s), paying and conversion agent(s) and any other advisors, professionals and intermediaries and all such agencies as may be involved or concerned in such offerings of Securities and to issue and sign all deeds, documents, instruments and writings and to pay any fees, commission, costs, charges and other outgoings in relation thereto and to settle all questions whether in India or abroad, for the issue and to do all requisite filings with SEBI, the stock exchanges, the GOI, the RBI, if required and any other concerned authority in India or outside, and to do all such acts and things as may be necessary and expedient for, and incidental and ancillary to the issue, and to give such directions that may be necessary or arise in regard to or in connection with any such offer, issue or allotment of Securities and utilization of the issue proceeds, as it may, in its absolute discretion, deem fit and any such action, decision or direction of the Board shall be binding on all members.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions and any offer, issue and allotment of Securities, the Board be and are hereby authorized to constitute a Special Committee of the Board named the "Issue Committee" and further delegates all or any of the powers herein conferred to give effect to the aforesaid resolutions to the Issue Committee and further authorizes the Issue Committee to take all such steps and to do all such acts, deeds, matters and things and accept any alterations or modification(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to issue and allotment of equity shares including but not limited to:

- (a) To decide on the timing, pricing and all the terms and conditions of the issue, including the price, and to accept any amendments, modifications, variations or alterations thereto;
- (b) Approving the offer document and filing the same with the any authority or persons as may be required;
- (c) To affix the Common Seal of the Company on any agreement(s)/ documents as may be required to be executed in connection with the above, in the presence of any Director of the Company and persons authorized who shall sign the same in token thereof;
- (d) Arranging the delivery and execution of all contracts, agreements and all other documents, deeds, and instruments as may be required or desirable in connection with the issue of equity shares by the Company;
- (e) Opening such banks accounts and demat accounts as may be required for the transaction;
- (f) To do all such acts, deeds, matters and things and execute all such other documents and pay all such fees, as it may, in its absolute discretion, deem necessary or desirable for the purpose of the transactions;
- (g) To make all such necessary applications with the appropriate authorities and make the necessary regulatory filings in this regard;
- (h) Making applications for listing of the equity shares of the Company on one or more stock exchange(s) and to execute and to deliver or arrange the delivery of the listing agreement(s) or equivalent documentation to the concerned stock exchange(s); and
- (i) To authorize or delegate all or any of the powers herein above conferred to any or more persons, if need be."

2. To receive, consider and if thought fit to give assent / dissent to the following Resolution, as an ORDINARY RESOLUTION:

"RESOLVED THAT in supersession to all the earlier Resolutions passed in this regard, the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board", which term shall include any committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) under Section 293(1)(d) of the Companies Act, 1956, (including any amendments thereto or re-enactment thereof, for the time being in force) and the Articles of Association of the Company, to borrow any sum or sums of money, subject to the prevailing laws, rules, regulations and guidelines to the extent they are applicable, in any manner, from time to time, with or without security and upon such terms and conditions as the Board of Directors may think fit, from any one or more banks, financial institutions and other persons, firms, bodies corporate, notwithstanding that moneys to be borrowed together with moneys already borrowed, if any, by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board of Directors and outstanding at any time shall not exceed the sum of Rs. 1500Cr (Rupees Fifteen Hundred Crores only) and that the Board be and is hereby empowered and authorized to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may, in their absolute discretion, think fit.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowings aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to the aforesaid Resolution".

3. To receive, consider and if thought fit to give assent / dissent to the following Resolution, as an ORDINARY RESOLUTION:

“RESOLVED THAT the consent of the Company be and is hereby accorded in terms of Section 293 (1) (a) and 192A read with the Companies (Passing of the Resolutions by Postal Ballot) Rules, 2011 and all other applicable provisions, if any, of the Companies Act, 1956, (including any amendments thereto or re-enactment thereof, for the time being in force) to the Board of Directors of the Company (hereinafter referred to as the **"Board"**, which term shall include any committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) to mortgage, charge, hypothecate, lien, pledge or otherwise create an encumbrance, in addition to the mortgages/charges etc., created/to be created by the Company, in such form and manner and with such ranking and at such time and on such terms and conditions as the Board may determine, on all or any of the movable and/or immovable properties of the Company wheresoever's situate, both present and future, and /or whole or any part of the undertaking(s) of the Company and/or conferring power to enter upon and to take possession of assets of the Company in certain events of default, to or in favour of the Lender(s), Agent(s), Institutions/ Banks/Trustees for Debenture holders, Bodies corporate, Organizations, any other person, for securing the borrowings availed/ to be availed by the Company and/or any of the Company's holding/ Subsidiary/ affiliate/ associate company by way of loans (in foreign currency and/or rupee currency) and Securities (comprising fully/partly/ Convertible Debentures and/or Non Convertible Debentures) with or without detachable or non-detachable Warrants and/or secured premium notes and/or floating rates notes/bonds/ Foreign Currency Convertible Bonds/ or other debt instruments issued/to be issued by the company, from time to time, not exceeding Rs. 1500Cr (Rupees Fifteen Hundred crores only) together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, up - front fees, premia on prepayment or on redemption, guarantee commission, remuneration payable to the trustees for the Debenture holders and/or other institutions, costs, charges, expenses and other monies including any increase as a result of devaluation/ revaluation/fluctuation in the rates of exchange of foreign currencies involved payable by the company to Banks/ Institutions/ Trustees for the Debenture holders, Organizations, any other person under the Loan agreements, Debenture Trust Deeds/Letters of Sanction / other arrangements etc., entered into/to be entered into by the company in respect of the said term Loans/Debentures and other facilities.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized and empowered to enter into, sign, seal and execute and deliver such arrangements, assignments, conveyances, covenants, contracts, deeds, writings and other instruments and to do all such acts, deeds, matters and things in the name and on behalf of the Company as the Board may consider expedient, usual, proper or desirable for creating mortgage/ charge/hypothecation on all or any of the immovable and movable properties of the Company, both present and future, which may be beneficial and convenient to the Company and to do all such acts and things as may be necessary for giving effect to the above resolution”.

4. To receive, consider and if thought fit to give assent / dissent to the following Resolution, as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to Section 372A, 192A read with the Companies (Passing of the Resolutions by Postal Ballot) Rules, 2011 and all other applicable provisions, if any, of the Companies Act, 1956 (including any amendments thereto or re-enactment thereof, for the time being in force) and subject to such approvals, consents, sanctions and permissions of appropriate authorities, departments or bodies as may be necessary, the consent of the members 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 include any committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) to do any investments, make any loan(s) to, and/or give any guarantee(s), and/or provide any security(ies) in connection with the loan(s) made by any other person to, or to any other person by, and/or acquire, by way of subscription, purchase or otherwise the securities of the body corporate/bodies corporate as determined by the Board upto Rs. 1500/- Crores (Rupees Fifteen Hundred Crores) at any time notwithstanding that the aggregate of such loans, guarantees, investments to be given/made and security to be provided together with the loan(s) and investment(s) already made and guarantee(s) already given and security(ies) already provided exceeds the limit as laid down under the provisions of the Section 372A of the Companies Act, 1956”.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

5. To receive, consider and if thought fit to give assent / dissent to the following Resolution, as a SPECIAL RESOLUTION:

RESOLVED THAT pursuant to the provisions of Section 17, 146, 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolutions by Postal Ballot) Rules, 2011 and all other applicable provisions, if any, of the Companies Act, 1956 (including any amendments thereto or re-enactment thereof, for the time being in force) and subject to the confirmation of Company Law Board (CLB) and/or any other authority / Central Government the consent of the members be and is hereby accorded for shifting of the Registered office of the Company, from State of Andhra Pradesh to State of Tamilnadu.

“RESOLVED FURTHER THAT the clause No. II of the Memorandum of Association of the Company be and is hereby substituted by the following:

II. The Registered Office of the Company will be situated in the state of Tamilnadu.

“RESOLVED FURTHER THAT, the Registered Office of the Company be shifted from 8-2-293/82/A/796/B, Road No.36, Jubilee Hills, Hyderabad – 500 033, A.P to Type II/1, Dr. VSI Estate, Rajiv Gandhi Salai, Next to NIFT Thiruvananthapuram, Chennai 600 041, Tamilnadu or such other place in the state of Tamilnadu, as may be determined by the Board of Directors of the Company from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company ("Board", which term shall include any committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary including filing of petition under section 17 of the Companies Act, 1956 with the Company Law Board and /or any other authority and to settle all questions and difficulties that may arise for/in the implementation of the foregoing resolution .”

By Order of the Board of Directors of
LGS GLOBAL LIMITED

(CS JAGADEESHWARA RAO M)
Company Secretary

Place: Hyderabad
Date: 05-09-2011

NOTES:

1. Explanatory Statements setting out all material facts as required under Section 173(2) and 192A of the Companies Act, 1956, are given hereunder.
2. It is clarified that the voting in respect of this notice is through postal ballot only and not by electronic mode.
3. The Shareholders are requested to exercise their voting rights by using attached postal ballot form only. No other form or photocopy of the forms is permitted.
4. The Special Resolutions mentioned above shall be declared as passed if the number of votes cast in favor are not less than three times the number of votes cast, if any, against the said resolution and the Ordinary resolutions mentioned above shall be declared as passed if the number of votes cast in its favor are more than the number of votes cast, if any, against the said resolution.
5. The resolutions, if assented to by requisite majority, shall be taken as passed on October 22, 2011 (i.e date of declaration of the results by the Chairman)
6. The copies of memorandum and articles of association and other documents, if any, referred in the above notice and accompanying explanatory statement are open for inspection at the registered office of the company on all working days between 11.30.a.m to 1.30.p.m up to the last date of receipt of postal ballot as mentioned in the calendar of events.
7. Shareholders, who wish to present themselves on the date of announcement of the postal ballot results, may do so.
8. Only the Shareholder having a voting right is entitled to exercise his/her vote through postal ballot and a shareholder having no voting right should treat this notice as information only.

EXPLANATORY STATEMENTS UNDER SECTION 173(2) OF THE COMPANIES ACT, 1956**ITEM NO.1**

As members are aware, due to unfavorable market conditions, the company has been not raised any funds from Capital Market by further issue of securities, though the approval was sought from the members in the earlier years in this regard. Generally, the validity of the resolution will be considered for one year only. Therefore, once again the resolution is recommended for the members' approval.

As said above, the resolution contained in the business of the Notice relates to a proposal by the Company to create, offer, issue and allot Equity Shares, GDRs, ADRs, FCCBs, Convertible Bonds/ Debentures and such other securities as stated in the resolution (the "Securities") at such price as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead managers, either in foreign currency or equivalent Indian Rupees inclusive of such premium as may be determined by the Board in one or more tranche or tranches. The objects of this issue are to meet expansion, potential acquisitions, long term working capital and capital expenditure requirements of the Company and its subsidiaries, acquisition of companies, businesses and projects, and other general corporate purposes. The detailed terms and conditions for the offer will be determined by the Board in consultation with the Advisors, Lead Managers, Underwriters and such other authority or authorities as may be required to be consulted by the Company considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors.

As the pricing of the offering cannot be decided except at a later stage, it is not possible to state the price or the exact number of equity shares to be issued. For reasons aforesaid, an enabling resolution is therefore proposed for consideration of the shareholders to give adequate flexibility and discretion to the Board to finalize the terms of the issue.

The equity shares allotted or arising out of conversion of any Securities would be listed. The issue/allotment/conversion would be subject to the availability of regulatory approvals, if any. The conversion of other Specified Securities held by foreign investors, into shares would be subject to the applicable foreign investment cap.

Section 81(1) of the Companies Act, 1956 provides, inter alia, that when it is proposed to increase the issued capital of a company by allotment of further shares, such further shares shall be offered to the existing shareholders of such company in the manner laid down. As the aforesaid resolution provides for or may result in issue of Equity Shares to persons other than the existing shareholders of the Company, consent of the shareholders is being sought pursuant to Section 81 (1A) and all other applicable provisions, if any, of the Companies Act, 1956 and the SEBI Guidelines.

The Special Resolution as set out above, if passed, will have the effect of allowing the Board to issue and allot Securities to Investors, who may or may not be existing shareholders of the Company in the manner as set out in the resolution. The said resolution also enables the Board to create mortgage/ charge on the property/ assets of the Company in respect of any debt securities offered by the Company.

The Board of directors accordingly recommends the resolution set out in this notice for the approval of the members by way of Special Resolution. Your approval is sought by voting by Postal Ballot in terms of the provisions of the Section 192A of the Companies Act, 1956 read with the provisions of the Companies (Passing of Resolutions by Postal Ballot) Rules, 2011 as amended.

None of the Directors of the Company is, in any way, concerned or interested in the said resolution.

ITEM NO.2

As per the provisions of the Section 293(1) (d) of the Companies Act, 1956, the Board of Directors of the Company cannot, except with the permission of the members of the Company, borrow monies, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, in excess of the aggregate of the paid-up capital of the Company and its free reserves.

The expected increase in business operations/ requirements and future growth plans, strategic organic and inorganic acquisitions and other strategic plans would necessitate restructuring of the present borrowing limits by authorizing the Board to borrow monies beyond present limits (i.e Rs. 600Cr as approved by the members in the 11th AGM). The Company has also various plans and proposals to raise funds by issue of FCCBs/Bond and/or any other such instruments in the forthcoming year. Member's approval is also seeking for raising funds through issue of securities/instruments to the extent of Rs.1500Cr through the resolution in this notice. In accordance with law, by strict interpretation, though the company has obtained specific approvals from the members for issue of securities by way of FCCB/Bonds/other instruments etc., till the outstanding of such instruments, those could be considered as borrowings for the purpose of Section 293(1) (d) of the Companies Act, 1956. Keeping in view of Company's various plans and proposals to enter into financial markets to raise funds either through issue of securities or bonds of any kind, it is desirable to increase the said borrowing limits and authorize the board to empower them to raise funds in any manner for executing its proposals and growth plans.

The Board of directors accordingly recommends the resolution set out in this notice for the approval of the members. Your approval is sought by voting by Postal Ballot in terms of the provisions of the Section 192A of the Companies Act, 1956 read with the provisions of the Companies (Passing of Resolutions by Postal Ballot) Rules, 2011 as amended.

None of the Directors of the Company is, in any way, concerned or interested in the said resolution.

ITEM NO.3

The members' approval is seeking under Section 293(1) (d) of the Companies Act, 1956 to authorize the Board to borrow monies, from time to time, but not exceeding of Rs.1500Cr to execute various proposals and growth plans of the Company. The borrowings of the Company are, in general, required to be secured by suitable mortgage/charge/hypothecation on all or any of the movable and/or immovable properties of the Company in such form, manner and ranking as may be determined by the Board of directors of the Company, from time to time, in consultation with the lender(s).

The mortgage/charge/hypothecation/pledge/lien or creation of any encumbrance by the Company of its movable and/or immovable properties and/or the whole or any part of the undertakings of the Company in favor of the lenders / agents / trustees / banks / institutions, with a power to take over the management of the business and concern of the company in certain events of default by the Company, may be regarded as disposal of the Company's undertakings within the meaning of Section 293(1) (a) of the Companies Act, 1956.

The company had taken approval u/s 293(1)(a) of the Companies Act, 1956 upto Rs. 300Cr through postal ballot voting held in the month of January 2008. However this limit will not be sufficient in view of various proposals, plans of the company and the members approval is also seeking u/s 293(1)(d), u/s372A for borrowing limits and investments etc., limits upto Rs. 1500Cr. Therefore in conjunction with other approvals, the powers u/s 293(1)(a) is also required to the Board for implementing various proposals and plans.

Therefore, approval of the members is seeking to empower the Board to do above said mortgage/charge/hypothecation in favor of the lenders/agents/trustees/banks/institutions in the aforesaid manner.

The Board of directors accordingly recommends the resolution set out in this notice for the approval of the members. Your approval is sought by voting by Postal Ballot in terms of the provisions of the Section 192A of the Companies Act, 1956 read with the provisions of the Companies (Passing of Resolutions by Postal Ballot) Rules, 2011 as amended.

None of the Directors of the Company is, in any way, concerned or interested in the said resolution.

ITEM NO.4

In terms of Section 372A of the Companies Act, 1956, the approval of the members of the Company by way of special resolution is required, if aggregate of loans, investments and guarantees excess of 60% of the aggregate of paid up capital and free reserves of the company, or 100% of free reserves of the Company, whichever is higher.

The Company had taken approval under section 372A from the members in the AGM held on December 29, 2007 up to the limits of Rs. 300Cr for investments only. But this limit will not be sufficient for loans, investments, guarantees and securities in view of Company's proposals and plans for its business requirements, organic & inorganic acquisitions. The members' approval is also seeking through this notice under section 81(1A), 293(1)(a) and 293(1)(d) for raising of funds, borrowings and mortgages/charges/hypothecation to the extent of Rs. 1500Cr to achieve various proposals and plans. Therefore, the company is proposing to increase the present limits under section 372A in conjunction with approvals seeking under above sections.

The special resolution u/s 372A, if passed, will enable the Board to do investments, make loans, give guarantees and provide securities up to the limits as specified in the resolution. However, the Board will take decisions in conjunction with other plans, proposal and other approvals considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors.

The approval of the members is mandatory to empower the Board to take decisions up to the aforesaid limits.

The Board of directors accordingly recommends the resolution set out in this notice for the approval of the members by way of Special Resolution. Your approval is sought by voting by Postal Ballot in terms of the provisions of the Section 192A of the Companies Act, 1956 read with the provisions of the Companies (Passing of Resolutions by Postal Ballot) Rules, 2011 as amended.

None of the Directors of the Company is, in any way, concerned or interested in the said resolution.

ITEM NO.5

Members are aware that the Registered office of the Company is situated at 8-2-293/82/A/796/B, Road No.36, Jubilee Hills, Hyderabad – 500 033, Andhra Pradesh. However, the registered office of the company is proposed to shift to Chennai, Tamilnadu state to (i) further strengthen the business growth; (ii) increase the business operations by getting more projects of public, private and government; (iii) grab more business opportunities and increase the scale of operations, which altogether enhance the shareholder's value by way of improved financial structures, cash flows. The shifting of registered office to Chennai is also more economical, convenient, comfortable, advantageous and beneficial in view of (a) more convenient and friendly state government policies towards Information Technology; (b) availability of skilled resources/manpower/IT professionals; (c) expected projects in future (d) developed IT environment and infrastructure facilities (e) existence of other peer group companies (f) comfort and convenient for better administration and management of offices in Chennai and Hyderabad. It was also felt that the present situations in Hyderabad, A.P will not be much more supportive for further business opportunities to the company. Therefore, it is considered expedient, advantageous and economical to shift the registered office of the Company from Hyderabad, State of Andhra Pradesh to Chennai, State of Tamilnadu.

In terms of provisions of the Section 17, 146 of the Companies Act, 1956, the shifting of the registered office from one state to another state is requiring the confirmation of the Company Law Board and/or any other authority/ Central Government and approval of the members by way of special resolution and alteration of situation clause in the memorandum. Therefore, members' approval is seeking for alteration of situation clause in the memorandum and for shifting of registered office from State of Andhra Pradesh to Tamilnadu. As per the provisions of the Section 192A of the Companies Act, 1956 read with the provisions of the Companies (Passing of Resolutions by Postal Ballot) Rules, 2011 as amended, the approval of the members is required through the Postal Ballot for the shifting registered office in the instant case. Therefore, the approval of the members is seeking through postal ballot voting system. Accordingly, the board of directors recommends the resolution set out in this notice for the approval of the members by way of Special Resolution.

A copy of the memorandum and articles of association of the company together with proposed alterations is available for inspection of the members at the registered office of the company on all working days between 11.30.a.m to 1.30.p.m.

None of the Directors of the Company is, in any way, concerned or interested in the said resolution.

Place: Hyderabad
Date: 05-09-2011

By Order of the Board of Directors of
LGS GLOBAL LIMITED

Encl: (1) Postal ballot form
(2) Self addressed postage pre-paid envelope.

(CS JAGADEESHWARA RAO M)
Company Secretary

CALENDAR OF EVENTS

S.No.	Description of the event	Date of the event
1.	Date on which consent was given by the scrutinizer to act as Scrutinizer for the postal ballot	03-09-2011
2.	Date of appointment of scrutinizer	05-09-2011
3.	Date of Board Resolution authorizing one functional director and Company Secretary of the Company to be responsible for the entire postal ballot process.	05-09-2011
4.	Date of completion of dispatch of notice along with Postal Ballot	21-09-2011
5.	Release advertisement in newspapers giving date of completion of dispatch of postal ballot notice	23-09-2011
6.	Last date for receiving postal ballot forms	21-10-2011
7.	Last date for submission of the report by the Scrutinizer	22-10-2011
8.	Date of declaration of the result by the Chairman	22-10-2011
9.	Date of publication of postal ballot results to the Stock Exchanges	22-10-2011
10.	Last date of signing of the Minutes Book by the Chairman in which the results of ballot is recorded	21-11-2011
11.	Last date of handing over the ballot papers, Register required to be maintained in this regard and other related papers to the designated authority.	21-11-2011