PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE SHAREHOLDERS / BENEFICIAL OWNERS OF THE EQUITY SHARES OF

OnMobile Global Limited

CIN: L64202KA2000PLC027860
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OFFER FOR BUYBACK OF EQUITY SHARES FROM OPEN MARKET THROUGH STOCK EXCHANGE MECHANISM

This Public Announcement ("PA") is in compliance with and is made pursuant to the provisions of Regulation 15 (d) read with Regulation 15 (c) of the Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 as amended thereto ("Buyback Regulations or Regulations") and contains the disclosures as specified in Schedule II to the Buyback Regulations.

DISCLOSURE IN ACCORDANCE WITH - "PART 'A'" OF SCHEDULE II OF BUYBACK REGULATIONS

1. THE BUYBACK

1.1 The Board of Directors of OnMobile Global Limited (**"the Company"**) at its meeting held on 4th February 2016 (**"Board Meeting"**), have approved the proposal for buyback of its fully paid up equity shares of face value of Rs.10/- each (hereinafter referred to as **"Shares or Equity Shares"**) in accordance with the provisions contained in Article 66 of the Articles of Association of the Company, subject to the provisions of Sections 68, 69 and 70 of the Companies Act, 2013 (hereinafter referred to as **"the Act"**), and other applicable laws, approvals as may be necessary, from time to time from statutory authorities including but not limited to the Regulations, the Listing Agreement with BSE Limited (**"BSE"**) and the National Stock Exchange of India Limited (**"NSE"**) (herein after collectively referred as **"Stock Exchanges"**), from statutory authorities including Securities and Exchange Board of India, Reserve Bank of India (**"SEBI"**), etc., and further subject to such conditions as may be prescribed while granting such approval/s which may be agreed to by the Board of Directors (which term shall include Committee of Directors and hereinafter referred to as **"the Board"**).

1.2 The Buyback is proposed considering the availability of accumulated cash, the expected future cash flows from business operations and funding requirements of the Company to fund its future plans. The Buyback proposal is being implemented keeping with the Company's desire to enhance overall shareholders' value. The Buyback would lead to reduction in outstanding number of equity shares and may consequently increase earnings per equity share over a period of time. This would in turn lead to improvement in return on net worth and other financial ratios and contribute to maximization of overall shareholders' value.

1.3 The aggregate paid-up capital and free reserves of the Company as at March 31, 2015 (the date of the latest audited accounts as on the date of the Board Meeting) were Rs. 7,170.84 million and under the provisions of the Act, the funds deployed for Buyback with Board of Director's approval shall not exceed 10% of the total paid-up capital and free reserves of the Company in a financial year. Accordingly, the maximum amount that can be utilized in the present Buyback is Rs. 717.08 million and the amount proposed to be expended for the Buyback is Rs. 700.00 million (excluding brokerage and other charges, if any) **("Buyback Size"),** which is 9.76% of the paid up capital and free reserves of the Company as at March 31, 2015 and is within the maximum permissible limit as aforesaid. Further, the Company shall utilize minimum of Rs. 350 million, which is 50% (Fifty per cent) of the Buyback Size **("Minimum Buyback Size")**.

1.4 The Board of Directors have approved Buyback of Equity Shares at a maximum price of Rs.150/- per Equity Share (excluding Transaction Costs) **("Maximum Buyback Price")**. The Maximum Buyback Price has been arrived at after considering certain parameters including but not limited to the book value, earnings per share, the market value as well as stock price performance on the Stock Exchanges of the Company and other relevant considerations. However, in accordance with the Buyback Regulations, Buyback price for the Equity Shares in physical form will be determined as the volume weighted average price of the Equity Shares bought back, other than in the physical form, during the calendar week in which the Equity Shares in physical form are received by the broker (or in case no Equity Shares are bought back in the normal market during that calendar week, then the previous week when the company last bought back Equity Shares) and the price of Equity Shares tendered in physical form during the first calendar week of the Buyback shall be the volume weighted average market price of the Equity Shares of the company during the preceding calendar week, subject to the volume weighted average price being less than Rs. 150/- per equity share.

1.5 The maximum number of equity shares to be bought back by the Company is 5,600,000 **("Maximum Offer Shares")** being 5.13% of equity shares of Rs 10/- each outstanding as at March 31, 2015. Based on the Minimum Buyback Size and at the Maximum Buyback Price, the minimum number of Equity Shares that can be bought back would be 2,333,333 Equity Shares.

1.6 The equity shares of the Company shall be bought back through the methodology of **"Open Market Purchases through Stock Exchange"**. The equity shares of the Company are listed on the National Stock Exchange of India Limited (**"NSE"**) and BSE Limited (**"BSE"**). The Buyback will be made through NSE and BSE only through the order matching mechanism except "all or none" order matching mechanism.

1.7 The Buyback is proposed to be completed within the maximum period of 6 (six) months from the date of opening of the Buyback offer. The time frame for the Buyback will be determined by the Board within this validity period, subject to the relevant provisions of the Act and the Buyback Regulations.

1.8 The aggregate shareholding of Promoters and the directors of the Promoters, where the promoter is a company and of persons who are in control of the Company (**"Promoters"**) as on the date of Board Meeting is 50,923,703 Equity Shares constituting 46.44% of the paid-up capital of the Company.

1.9 No shares were purchased or sold by the promoters, persons in promoter group or persons acting in concert during the period of six months preceding the date of Board Meeting.

1.10 As per Regulation 15 (b) of the Buyback Regulations, the Company shall not buy shares from its promoters and persons in control of the Company.

1.11 The promoters, persons in promoter group and persons acting in concert will neither participate in the Buyback nor deal in the equity shares of the Company on the Stock Exchanges or through off-market transactions, including inter-se transfer of Equity Shares during the period from the date of the Board Meeting till the date of closing of the Buyback.

1.12 There will not be negotiated deals, spot transactions or any private arrangement in implementation of the Buyback.

1.13 No scheme of amalgamation or compromise or arrangement is pending in relation to the Company on the date of this Public Announcement.

1.14 In compliance with the Buy Back Regulations, the Company shall not raise further capital for a period of one year from the closure of the Buyback offer, except in discharge of its subsisting obligations such as conversion of warrants, stock options, etc.

1.15 The Company confirms that there are no defaults subsisting in the repayment of deposits; redemption of debentures or preference shares; or repayment of term loans to any financial institutions or banks.

1.16 The Board hereby confirms that it has made full inquiry into the affairs and prospects of the Company and it has formed the opinion:

a. That, immediately following the date of Board Meeting, there were no grounds on which the Company could be found unable to pay its debts;

b. That, as regards the Company's prospects for the year immediately following the date of Board Meeting, having regard to their intentions with respect to the management of the Company's business during the year and to the amount and character of the financial resources which will in their view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from that date;

c. That, in forming their opinion for the above purposes, the Board has taken into account the liabilities as if the Company were being wound up under the provisions of the Act, (to the extent of notified) Companies Act, 1956 (to the extent not repealed) (including prospective and contingent liabilities); and

d. That the debt equity ratio of the Company after the Buyback will be within the limit of 2:1 as prescribed under the Act.

1.17 The text of the report dated February 5, 2016 received from M/s. Deloitte Haskins & Sells Chartered Accountants, the Statutory Auditors of the Company addressed to the Board of Directors of the Company is reproduced below:-

To,

The Board of Directors

OnMobile Global Limited, E-city, Tower 1, #94/IC, 94/2, Veerasandra Village, Attibele Hobli, Ankel Taluk, Electronic City, Phase I, Bangalore – 560 100

Sub: Proposed Buy-back of equity shares of OnMobile Global Limited ("the Company")

We have been informed that the Board of Directors in their meeting held on February 4, 2016, at Miami, USA, have approved the proposed buy-back of the Company's equity shares as permitted under Sections 68 and other applicable provisions of the Companies Act, 2013. In terms of the requirements of Clause (xi) of Schedule II, Part A of the Securities and Exchange Board of India (Buy-back of Securities), Regulations, 1998, as amended (SEBI Buyback Regulations) we report that:

a. We have enquired into the state of affairs of the Company in relation to its audited accounts for the year ended March 31, 2015 which have been approved by the Board of Directors of the Company.

b. The amount of permissible capital payment towards buy-back of equity shares has been properly determined by the Company in accordance with Section 68 of the Companies Act, 2013 as computed below:

Particulars	Amount (Rs. In Million)*
Paid up equity share capital as on March 31, 2015#	1,092.20
Free Reserves as on March 31, 2015	
Securities Premium Account	2,970.24
General Reserves	13.20
Profit and Loss Account	3,095.20
Total	**7,170.84**
Maximum amount permissible for buyback under Section 68 of the Companies Act, 2013 (i.e. 10% of total paid up capital and free reserves with Board of Directors Approval)	717.08
Amount proposed for Buyback	**700.00**

*Based on standalone audited financial statements of the Company for the year ended March 31, 2015.

Subsequent to 31st March, 2015, the Company has allotted 423,660 Equity shares of Rs.10/- each pursuant to exercise of stock option (18,106 Equity Shares of Rs.10/- each were allotted on April 23, 2015; 39,192 Equity Share of Rs.10/- each were allotted on June 04, 2015; 12,766 Equity Share of Rs.10/- each were allotted on June 30, 2015; 134,382 Equity Shares of Rs.10/- each were allotted on September 10, 2015; 15,314 Equity Share of Rs.10/- each were allotted on October 07, 2015; 14,204 Equity Share of Rs.10/- each were allotted on October 28, 2015; 13,600 Equity Share of Rs.10/- each were allotted on December 07, 2015; 157,148 Equity Share of Rs.10/- each were allotted on January 07, 2016 and 18,948 Equity shares of Rs.10/- each were allotted on January 28, 2016)

c. The Board of Directors in their meeting held on February 4, 2016, have formed the opinion as specified in Part A, clause (x) of Schedule II of Securities and Exchange Board of India (Buyback of Securities) Regulations 1998, as amended, on reasonable grounds and that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from the date of Board meeting i.e., February 4, 2016.

This report has been prepared for and only for the Company in reference to proposed buy-back of equity shares approved by the Board of Directors of the Company at its meeting held on February 4, 2016, in pursuance of the provisions of Securities and Exchange Board of India (Buy-back of Securities), Regulations, 1998, as amended

For Deloitte Haskins & Sells
Chartered Accountants
ICAI Regn No. 008072S
V. Balaji
Partner
Membership No. 203685

Place: Bangalore
Date: February 05th, 2016

DISCLOSURES IN ACCORDANCE WITH "PART 'B'" OF SCHEDULE II OF BUYBACK REGULATIONS

1. AUTHORITY FOR THE BUYBACK

1.1 The Company is authorized by Article 66 of Articles of Association of the Company and Sections 68, 69 and 70 of the Act and other applicable provisions, if any, of the Act. This Buyback has been duly authorized by a resolution passed by the Board of Directors of the Company at its meeting held on 4th February 2016.

2. MINIMUM AND MAXIMUM NUMBER OF SHARES TO BUYBACK, SOURCES OF FUNDS AND COST OF FINANCING THE BUYBACK

2.1 The maximum number of Equity Shares to be bought back, as approved by the Board are 5,600,000. However, at the maximum price of Rs.150 /- per equity share and maximum buy back size of Rs. 700 million, the maximum number of shares that can be bought back are approximately 4,666,666 Equity Shares. The actual number of shares to be bought back would therefore vary depending on the average market price of the shares and the amount deployed in the Buyback. Based on the Minimum Buyback size and at the Maximum Buyback price, the minimum number of Equity Shares that can be bought back would be 2,333,333 Equity Shares.

2.2 The Buyback will be funded out of the Company's current surplus and / or cash balances and / or internal accruals.

2.3 The Company has substantial accumulated free reserves and the funds required for the Buyback will be drawn out of such free reserves. The cost of financing the Buyback would therefore be only a notional loss of income that the funds used for Buyback would have earned had they been deployed in the ordinary course of the Company's business.

3. PROPOSED TIME TABLE

Board Meeting approving the Buyback	Thursday, 4th February 2016
Date of opening the Buyback	Monday, 22nd February, 2016
Acceptance of Shares	Within 15 days of the relevant payout dates of the Stock Exchange.
Extinguishment of Shares	In case the Equity Shares bought back are in dematerialized form the same will be extinguished in the manner specified in the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, as amended and the bye-laws framed thereunder. In case the Equity Shares bought back are in physical form, the Company shall extinguish and physically destroy the share certificates bought back during the month, on or before the 15th day of the succeeding month. Provided that, the Company shall ensure that all the Equity Shares bought back are extinguished within 7 days of the last date of completion of the Buyback Offer.
Last Date for the Buyback	Earlier of: (a) Friday, August 19, 2016 [i.e, 6 months from the date of Opening of the Buyback]; or (b) when the Company completes the Buyback Offer by deploying the amount equivalent to the Buyback Size; or (c) when the Company completes the Buyback Offer to the extent of buying back Equity Shares equal to the Maximum Offer Shares provided that the Company has deployed an amount equivalent to the Minimum Buyback Size; or (d) at such earlier date as may be determined by the Board, after giving notice of such earlier closure, subject to the Company having deployed an amount equivalent to the Minimum Buyback Size (even if the Maximum Buy-Back Size has not been reached or the Maximum Buyback Shares have not been bought back).

4. PROCESS AND METHODOLOGY TO BE ADOPTED FOR THE BUYBACK

4.1 The Buyback is open to all Shareholders / Beneficial Owners of the fully paid-up equity shares of the Company, both registered and unregistered, holding equity shares either in physical and/or electronic form, except the promoters, persons in promoter group and persons acting in concert.

4.2 The Company shall not buyback the locked-in equity shares or non-transferable equity shares during the pendency of the lock-in or until they become transferable.

4.3 The Buyback Regulations permit the Company to effect the Buyback from the Open Market only through the Stock Exchanges having nationwide electronic trading facility. Accordingly, the Company proposes to Buyback shares through NSE and BSE.

4.4 The Company has appointed **Karvy Stock Broking Limited ("Broker"),** located at Karvy House, 46, Avenue 4, Street No.1, Banjara Hills, Hyderabad – 500 034, as the broker through whom the purchases and settlement on account of the Buyback shall be made.

4.5 The Buyback of Shares will be made only through the order matching mechanism except "all or none" order matching system.

4.6 The equity shares bought back by the Company may not be at a uniform price. The Company may, from the date of opening of Buyback, place "buy" orders on NSE and BSE at least once in every week through the Broker, in such quantity and at such prices, not exceeding Rs. 150/- per share, as it may deem fit, depending upon the prevailing quotations of the shares on the Stock Exchange. Such orders shall be placed both in normal and in segment window created for physical/odd lot segments by the Stock Exchanges. When the Company has placed an order for Buyback of shares, the identity of the Company as purchaser would be displayed on the screen of the market participants of the Stock Exchange.

4.7 The equity shares of the Company are traded in the compulsory demat mode under the trading code **ONMOBILE at NSE and 532944 at BSE. The ISIN of the Company is INE809101019.**

4.8 The Company shall intimate the Stock Exchanges of the quantity of Equity Shares purchased and the amount utilized for Buyback on daily basis in accordance with the Buyback Regulations. The details will be available on the website of the Company.

4.9 **Procedure for Buyback of Demat Shares:** Beneficial owners, who desire to sell their shares under the Buyback, would have to do so through a stock broker, who is a member of NSE and / or BSE by indicating to their broker the details of shares they intend to sell and price thereof. The trade would be executed at the price at which the order matches and that price would be the price for that seller. Execution of the order, issuance of contract note delivery of stock to the broker and receipt of payment from the broker would be carried out in accordance with the requirements of Stock Exchanges.

4.10 **Procedure for Buyback of Physical Shares:** The Company shall approach the Stock Exchange(s) for permission to use a separate window for Buyback of Equity Shares in physical form **("Physical Shares")** in terms of Regulation 15A of the Buyback Regulations (the **"Physical Shares Buy-Back Window"**). Upon the receipt of the permission from the Stock Exchange(s) to use their Physical Share Buyback Window, the Company shall Buyback the Physical Shares from the shareholders. The procedure for Buyback of Physical Shares in the Physical Shares Buy-Back Window shall be subject to the requirements provided by the Stock Exchange(s) and any directions in this regard. As per Regulation 15A of the Buyback Regulations:

4.10.1 A separate window shall be created by the Stock Exchange, which shall remain open during the Buyback period, for buy-back of Physical Shares.

4.10.2 The Company shall buy-back Physical Shares from eligible shareholders through the Physical Shares Buyback Window, only after verification of the identity proof and address proof by the broker.

4.10.3 The price at which the Physical Shares are bought back shall be the volume weighted average price of the Equity Shares bought-back, other than Physical Shares, during the calendar week in which such Physical Shares were received by the broker.

4.10.4 In case no Equity Shares were bought back in the normal market during the calendar week, the preceding week when the Company last bought back the Equity Shares may be considered.

4.10.5 Provided that the price of Physical Shares tendered during the first calendar week of the Buyback shall be the volume weighted average market price of the Equity Shares of the Company during the preceding calendar week.
Registered shareholders of the Company holding Physical Shares and proposing to participate in the Buyback will be required to submit the complete set of documents for verification procedures to be carried out including the (i) original share certificate(s), (ii) valid share transfer form(s) duly filled, stamped and signed by the transferors (i.e. by all registered shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (iii) self-attested copy of the shareholder's PAN Card. In addition, the shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar Card, Voter Identity Card, Passport or Driving License, (iv) any other relevant documents (but not limited to) power of attorney, corporate authorization (including board resolution/ specimen signature), notarised copy of death certificate and succession certificate or probated will, if the original shareholder has deceased, etc., as applicable.
Registered shareholders of the Company holding Physical Shares should note that Physical Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the Physical Shares for Buyback by the Company shall be subject to verification as per the Buyback Regulations and any further directions in this regard. Please note that only such Physical Shares as are issued by and under the name of the Company will be accepted by the Company for the Buy-Back, subject to verification and other requirements. Physical share certificates issued by and under any other company's name, shall not be eligible to be bought back by the Company through the Buyback and shall not be accepted. Shareholders holding such physical share certificates should first get such certificates converted into the share certificates of the Company for which they can separately correspond with the Registrar to the Company.

4.11 Subject to the Company purchasing Equity Shares for an amount equivalent to the Minimum Buyback Size, nothing contained herein shall create any obligation on the part of the Company or the Board to Buyback any Equity Shares or confer any right on the part of any Shareholder to have any Equity Shares bought back, even if the Buyback Size has not been reached, and / or impair any power of the Company or the Board to terminate any process in relation to the Buyback, to the extent permissible by law. If the Company is not able to complete the Buyback equivalent to the Minimum Buyback Size, the amount held in the Escrow Account up to a maximum of 2.5% (Two and Half percent) of the Buyback Size, shall be liable to be forfeited and deposited in the Investor Protection and Education Fund of SEBI or as directed by SEBI in accordance with the Buyback Regulations.

5. METHOD OF SETTLEMENT

5.1 **Settlement of Demat Shares:** The Company will pay consideration for the Buyback to the Company's Broker on or before every pay-in date for each settlement, as applicable to the respective Stock Exchanges where the transaction is executed. The Company has opened a depository account with Karvy Stock Broking Limited **("Buyback Demat Account").** Demat Shares bought back by the Company will be transferred into the Buyback Demat Account by the Company's Broker, on receipt of such Demat Shares and after completion of the clearing and settlement obligations of the Stock Exchanges. Beneficial owners holding Demat Shares would be required to transfer the number of such Demat Shares sold to the Company pursuant to the Buyback Offer, in favour of their stock broker through whom the trade was executed, by tendering the delivery instruction slip to their respective depository participant **("DP")** for debiting their beneficiary account maintained with the DP and crediting the same to the broker's pool account as per procedure applicable to normal secondary market transactions.

5.2 **Settlement of Physical Shares:** The shareholders holding Equity Shares in physical form would present the share certificate(s) along with valid transfer deed(s) and other documents (as mentioned in point 4.10.5 above) to their respective brokers through whom the trade was executed.

5.3 **Extinguishment of Demat Shares:** The Demat Shares bought back by the Company shall be extinguished and destroyed in the manner specified in the Securities and Exchange Board of India (Depository and Participants) Regulations, 1996, as amended and its bye-laws, in the manner specified in the Buyback Regulations and the Companies Act, 2013.

5.4 **Extinguishment of Physical Shares:** Physical Shares bought back by the Company during a month shall be extinguished and physically destroyed by the Company in the presence of Karvy Investor Services Limited **("Manager to the Buyback Offer")** and the statutory auditor of the Company on or before the 15th (fifteenth) day of the succeeding month provided that the Company undertakes to ensure that all Physical Shares bought back are extinguished within 7 (seven) days from the last date of completion of the Buyback Offer, in compliance with the Buyback Regulations.

6. BRIEF INFORMATION ABOUT THE COMPANY

6.1 The Company was originally incorporated as Onscan Technologies India Private Limited on September 27, 2000 under the Companies Act 1956 as a private company. The Company's name was changed to OnMobile Asia Pacific Private Limited on April 10, 2001, which was further changed to OnMobile Global Private Limited on August 21, 2007 which was further changed to OnMobile Global Limited on August 21, 2007 and the status of the Company was changed to a public limited company.

The Company is a pioneer in white-labelled, value added products and services (VAS) for mobile, landline and media service providers. The Company offers a one-stop solution for all needs through an array of products in M-commerce, entertainment, media portals & interactive television programming, mobile marketing, user-generated content & social networking, mobile utility, data & 3G, and information & network products. The Company's products span all mobile access channels such as Voice, SMS, WAP, USSD, Video, On-Device Portal & Web.

7. BRIEF FINANCIAL INFORMATION OF THE COMPANY (ON STANDALONE BASIS)

7.1 Brief audited financial information of the Company for the last three financial years ended March 31, 2015, 2014 and 2013 and unaudited financials for the nine months period ended 31st December, 2015 (subjected to limited review by statutory auditors) are detailed below:-

(Rs. in Million)

Particulars	Nine months ended	Year Ending		
	31.12.2015 (Un-Audited)	31.03.2015 (Audited)	31.03.2014 (Audited)	31.03.2013 (Audited)
Revenue				
Telecom value added services	2,520.50	3,460.40	4,062.32	4,664.28
Other Operating Income	505.70	685.39	671.11	433.89
Other Income	313.24	157.54	105.42	161.46
Total Income	**3,339.44**	**4,303.33**	**4,838.85**	**5,259.63**
Total Expenditure	**2,174.71**	**3,178.13**	**3,622.59**	**3,962.88**
Profit / (Loss) before Interest, Depreciation & Tax	**1,164.73**	**1,125.20**	**1,216.26**	**1,296.75**
Depreciation and amortization expenses	733.49	923.16	945.73	922.68
Financial Cost	-	3.14	14.63	22.64
Profit / (Loss) before exceptional item and tax	**431.24**	**198.90**	**255.90**	**351.43**
Exceptional Item	(27.90)	-	559.48	-
Profit / (Loss) before Tax	**459.14**	**198.90**	**(303.58)**	**351.43**
Tax provision	167.13	106.81	69.41	87.60
Profit / (Loss) after Tax	**292.01**	**92.09**	**(372.99)**	**263.83**
Equity Share Capital	1,094.68	1,092.2	1,142.36	1,141.53
Reserves & Surplus (excluding Stock Options Outstanding and Capital Redemption Reserve)	6,376.73	6,078.64	6,606.95	7,181.34
Net worth (excluding Revaluation Reserve and Capital Redemption Reserve)	**7,471.41**	**7,170.84**	**7,749.31**	**8,322.87**
Total Debt	-	-	170.94	320.64
Equity Dividend (%)	-	15.00	15.00	15.00
Earnings per share - Basic (Rs.)	(*) 2.70	0.80	(3.30)	2.30
Earnings per share - Diluted (Rs.)	(*) 2.60	0.80	(3.30)	2.30
Book value per share (Rs.)	68.25	65.65	67.84	72.91
Return on Net worth (%)	(*) 3.91	1.28	(4.81)	3.17
Debt-Equity Ratio	-	-	0.02	0.04

* not annualized

The key ratios are computed as below:-	
Basic Earnings per share	Profit/(Loss) after tax / Weighted average no. of equity shares
Diluted Earnings per share	Profit/(Loss) after tax / Weighted average no. of equity shares including potential dilution
Book Value per share	Net Worth / number of equity shares issued and outstanding
Return on Net Worth	Profit/(Loss) after tax / Net Worth
Debt Equity Ratio	Total Debt / (Equity Share Capital + Free Reserves)

8. ESCROW ACCOUNT:

8.1 In accordance with Regulation 15B of the Buy-Back Regulations and towards security for performance of its obligations under the Buy-Back Regulations, the Company has entered into an escrow agreement dated February 09, 2016 with Manager to the Buyback Offer and HDFC Bank Limited **("Escrow Bank")** pursuant to which the Company has opened an escrow account bearing number 00210350007236 titled **"Escrow Account - OnMobile Global Limited - Buy Back" ("Escrow Account").**

8.2 The Company has deposited in the Escrow Account cash aggregating to Rs. 175 million (Rupees One Hundred Seventy Five million only), being 25% (Twenty five percent) of the Buyback Size in compliance with the Buyback Regulations. The Company has authorized the Manager to operate the Escrow Account.

8.3 The funds in the Escrow Account may be released for making payments to the shareholders subject to atleast 2.50% of the Maximum Buyback Size remaining in the Escrow Account at all points in time, in accordance with the Regulations.

8.4 If the Company is not able to complete the Buyback equivalent to Minimum Buyback Size, the amount held in Escrow Account up to a maximum of 2.5% of the Maximum Buyback Size, shall be forfeited in accordance with the provisions of the Buyback Regulations.

8.5 The balance lying to the credit of Escrow Account will be released to the Company on completion of all obligations and in accordance with the Buyback Regulations.

9. LISTING DETAILS AND STOCK MARKET DATA

9.1 The equity shares of the Company are listed on NSE and BSE.

9.2 The high, low and average market prices of the Company's equity shares for the last three years and the monthly high, low and average market prices of the Company's equity shares for the six months preceding the date of this PA and the corresponding volumes on NSE and BSE are as follows:-

NSE (Scrip Code: ONMOBILE)

Period	High (Rs.)	Date of High and (No of shares traded on that date)	Low (Rs.)	Date of Low and (No. of shares traded on that date)	Weighted Average Price# (Rs)	Total Volume of shares Traded in the period	Total Turnover (Rs.)
FY2013	64.30	4 Apr 12 (439,520)	28.85	2 Jul 12 (21,424,093)	39.32	632,080,601	24,852,232,000
FY2014	41.85	16 May 13 (1,558,185)	19.00	6 Aug 13 (592,381)	31.35	131,808,535	4,131,871,000
FY2015	99.80	6 Feb 15 (4,117,142)	26.25	30 May 14 (2,481,121)	50.42	357,053,619	18,001,791,000
Aug' 15	108.45	6 Aug 15 (965,049)	68.30	25 Aug 15 (1,337,314)	95.57	16,326,455	1,560,273,000
Sep' 15	89.25	24 Sep 15 (702,265)	72.90	8 Sep 15 (348,197)	81.28	9,459,763	768,905,000
Oct' 15	102.20	19 Oct 15 (1,077,530)	86.45	1 Oct 15 (909,926)	95.44	14,345,599	1,369,188,000
Nov' 15	137.40	24 Nov 15 (4,727,976)	90.10	9 Nov 15 (725,847)	117.49	23,042,592	2,707,177,000
Dec' 15	140.80	1 Dec 15 (3,522,398)	112.10	14 Dec 15 (1,345,292)	127.84	25,028,322	3,199,678,000
Jan`16	134.40	28 Jan 16 (3,781,685)	90.00	18 Jan 16 (767,916)	115.73	21,376,699	2,473,991,000

Weighted average price (total turnover / total volume of shares traded) for all trading days during the said period.

(Source: NSE official website www.nseindia.com)

BSE (Scrip Code: 532944)

Period	High (Rs.)	Date of High and (No of shares traded on that date)	Low (Rs.)	Date of Low and (No. of shares traded on that date)	Weighted Average Price# (Rs.)	Total Volume of shares Traded in the period	Total Turnover (Rs.)
FY2013	64.40	4 Apr 12 (107,937)	28.75	2 Jul 12 (6,058,648)	39.49	167,413,028	6,611,184,136
FY2014	41.80	16 May 13 (332,624)	19.05	6 Aug 13 (146,250)	31.20	43,947,710	1,371,084,318
FY2015	98.30	6 Feb 15 (1,171,560)	26.35	30 May 14 (1,063,778)	49.48	111,265,418	5,505,260,600
Aug' 15	108.30	6 Aug 15 (283,283)	68.80	25 Aug 15 (399,377)	95.22	4,707,321	448,240,828
Sep' 15	89.15	24 Sep 15 (227,651)	72.75	8 Sep 15 (127,727)	81.25	2,892,000	234,973,839
Oct' 15	102.25	19 Oct 15 (254,116)	86.40	1 Oct 15 (335,247)	95.18	4,646,012	442,218,104
Nov' 15	137.45	24 Nov 15 (1,051,778)	91.50	9 Nov 15 (360,403)	115.10	6,090,687	701,032,306
Dec' 15	140.80	1 Dec 15 (865,726)	112.70	9 Dec 15 (304,096)	127.82	5,438,535	695,134,726
Jan`16	134.20	28 Jan 16 (812,259)	89.80	18 Jan 16 (260,772)	114.95	5,050,418	580,549,709

Weighted average price (total turnover / total volume of shares traded) for all trading days during the said period.

(Source: BSE official website www.bseindia.com)

9.3 There has been no change in the equity capital of the Company including by way of bonus issue, rights issue or consolidation of equity shares for the period disclosed under clause 9.2 above, other than Buyback of 1,064,000 Equity Shares of Rs.10/- each during the financial year 2013 & 5,800,000 Equity Shares during the financial year 2015 and allotment of 213,512 Equity Shares of Rs.10/- each during the financial year 2013; 82,680 Equity Shares of Rs.10/- each during the financial year 2014; 784,834 Equity Shares of Rs.10/- each during the financial year 2015 and 423,660 Equity Shares of Rs.10/- each during the financial year 2016 (upto January 31, 2016) pursuant to exercise of stock options.

9.4 The Buyback Price represents a premium of approximately 23.97% and 24.69% over the closing price of NSE and BSE on February 5, 2016 i.e., Rs. 121/- and Rs. 120.30/- the trading day immediately after the date of the Board Meeting approving the Buyback i.e., February 4, 2016. (Source:www.nseindia.com and www.bseindia.com)

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10. PRESENT CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

10.1 The share capital of the Company as on February 4th, 2016 is as follows:- (Rs. in Million)

Authorised Capital:	
• 149,500,000 Equity Shares of Rs.10/- each	1495.00
Preference Shares:	
• 500,000 Equity Shares of Rs.10/- each	5.00
Issued, Subscribed and Paid-up Capital: (109,643,996# Equity Shares of Rs.10/- each fully paid-up)	1,096.44

Listing approval from the stock exchanges for 18,948 Equity Shares of Rs.10/- is pending.

10.2 As on the date of this PA, there are no partly paid up equity shares of the Company. The Company does not have any convertible debentures or preference shares or any other convertible instruments outstanding. However, as on 4th February, 2016, pursuant to the Employees Stock Option Schemes of the Company viz., ESOP Plan – I 2003, ESOP Plan – II 2003, ESOP Plan – III 2006, ESOP Plan – I 2007 , ESOP Plan – II 2008, ESOP Plan – III 2008, ESOP Plan – IV 2008, ESOP Plan – I 2010, ESOP Plan – II 2010, ESOP Plan 2011, ESOP Plan - I 2012 and ESOP Plan - I 2013, 55,879,788 stock options were granted, 1,760,026 stock options have vested (yet to be exercised), 3,958,552 stock options were unvested, 30,418,966 stock options have been exercised, 859,400 stock options have lapsed and 18,882,844 stock options have been cancelled. As on 4th February, 2016, 5,718,578 stock options are outstanding.

10.3 Shareholding pattern of the Company as on February 4th, 2016:-

Particulars	No. of shares held	% of existing equity capital	No. of shares post Buyback*	% holding post Buyback
Promoters and/or persons who are in control and/or acting in concert (Promoter Group)	50,923,703	46.44	50,923,703	48.94
Foreign Investors (including Non Resident Indians / FIIs)	12,223,225	11.15	53,120,293	51.06
Financial Institutions / Banks & Mutual Funds promoted by Banks / Institutions / Central Government & State Government	984,992	0.90		
Others (Public, Bodies Corporate, Employees, etc.,)	45,512,076	41.51		
TOTAL	**109,643,996#**	**100.00**	**104,043,996**	**100.00**

*On the assumption of Buyback of 5,600,000 equity shares. The shareholding, post Buyback, may differ depending upon the actual number of shares bought back.

Listing approval for 18,948 Equity shares of Rs.10/- allotted on exercise of employee stock options, is awaited from the Stock Exchanges.

10.4 The aggregate shareholding of Promoters and the directors of the Promoters, where the promoter is a company and of persons who are in control of the Company ("Promoters") as on the date of Board Meeting is 50,923,703 Equity Shares constituting 46.44% of the paid-up capital of the Company.

10.5 No shares have been purchased or sold by the Promoters or of the directors of the promoters, where the promoter is a company or of person who are in control of the Company during the period of twelve months preceding 4th February 2016, being the date of Board Meeting.

10.6 In terms of Regulation 19 (1) (b) of the Buyback Regulations, the Company shall not issue any equity shares or other specified securities including by way of bonus or convert any outstanding warrants or outstanding instruments or stock options into equity shares or other specified securities, from the commencement of Buyback till the date of closure of the Buyback.

10.7 In compliance with Regulation 19(1)(f) of the Buyback Regulations, the Company shall not raise further capital for a period of one year from the closure of the Buyback offer, except in discharge of its subsisting obligations such as conversion of warrants, stock options etc.,

10.8 The Company shall not withdraw the Buyback Offer after this PA has been made.

10.9 There is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Act or the Companies Act, 1956, involving the Company as on the date of this PA.

10.10 The promoters, members of the promoter group, directors of the promoters, if any and persons acting in concert shall not deal in the shares of the Company on the Stock Exchange or through off-market transactions, including inter-se transfer of shares among the promoters, as per the provisions of the Buyback Regulations.

10.11 Unless otherwise determined by the Board, the Buyback Offer will be completed within a maximum period of 6 (six) months from the date of opening of the Buyback Offer.

11. MANAGEMENT DISCUSSIONS AND ANALYSIS ON THE LIKELY IMPACT OF BUYBACK ON THE COMPANY

11.1 The Buyback is not likely to cause any material impact on the earnings of the Company and shall be only a notional loss of income that the funds used for Buyback would have earned had they been deployed in the ordinary course of the Company's business.

11.2 The Buyback is being implemented in keeping with the Company's desire to enhance overall shareholders' value. The Buyback would lead to reduction in outstanding number of equity shares and may consequently increase earnings per equity share over a period of time. This would in turn lead to improvement in return on net worth and other financial ratios and contribute to maximization of overall shareholders value.

11.3 The promoters, persons in promoter group and persons acting in concert cannot offer shares held by them in the Buyback. Consequent to the Buyback and depending upon the response to the Buyback, the holding of the promoters would increase from the pre Buyback holding of 46.44 % to 48.94 % (assuming that 5,600,000 shares are bought back in the Buyback). The existing promoters are already in control over the Company and an increase in shareholding/voting rights pursuant to the Buyback will not result in any change in control or management structure of the Company.

11.4 Consequent to the Buyback and based on the number of shares bought back, the Company's shareholding pattern would undergo a change.

11.5 As required under the Act, the ratio of the debt owed by the Company would not be more than twice the share capital and free reserves, post Buyback.

12. STATUTORY APPROVALS

12.1 Pursuant to Sections 68, 69 and 70 of the Act and other applicable provisions, if any, of the Act and the Buyback Regulations, the present Buyback of equity shares of the Company from Open Market through the Stock Exchange Mechanism has been duly authorized by a resolution passed at the Board Meeting held on 4th February 2016.

12.2 No other statutory approvals are required to be obtained for the Buyback. If required, the Company shall obtain such approvals from any statutory authorities including Reserve Bank of India.

13. COLLECTION AND BIDDING CENTRES – Not Applicable

14. COMPLIANCE OFFICER

Mr. P.V.Varaprasad – Company Secretary and Compliance Officer, E City, Tower 1, No.94/1C & 94/2, Veerasandra Village, Attibele Hobli, Anekal Taluk, Electronic City Phase-1, Bangalore, Karnataka - 560100
Tel.: +91 80 40096000, **Fax:** +91 80 40096009, **Email:** investors@onmobile.com
Website: www.onmobile.com.
Investors/Beneficial owners may contact the Compliance Officer for any clarification or to address their grievances, if any, during office hours i.e. 10.00 a.m. to 5.00 p.m. on all working days except Saturday, Sunday and public holidays.

15. INVESTOR SERVICE CENTRE

In case of any queries, the shareholders / beneficial owners of shares of the Company may contact the Registrar & Share Transfer Agent of the Company, on all working days (except Saturdays, Sundays and Public Holidays) between 10 AM and 5 PM, at the following address:-

Karvy Computershare Private Limited, (Unit: OnMobile Global Limited), Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032, Telangana, India, Telephone: +91 40 67162222, Facsimile: +91 40 23431551 Email: einward.ris@karvy.com; Contact person: Mr. S.V.Raju.

16. MANAGER TO THE BUYBACK

KARVY INVESTMENT BANKING

KARVY INVESTOR SERVICES LIMITED
"Karvy House" , 46, Avenue 4, Street No. 1,
Banjara Hills, Hyderabad - 500 034, Telangana. India
Tel.: 91 40 2342 8774/ 2331 2454
Fax : 91 40 2337 4714/ 2331 1968
Email: cmg@karvy.com
Website: www.karvyinvestmentbanking.com
Investor Grievance Email: igmbd@karvy.com
Contact Person: Mr. Krishna Teja

17. DIRECTORS' RESPONSIBILITY

As per Regulation 19(1)(a) of the Buy-Back Regulations, the Board accepts responsibility for all the information contained in this PA or any other information advertisement, circular, brochure, publicity material which may be issued and confirm that the information on such documents contain true, factual and material information and shall not contain any misleading information.

For and on behalf of Board of Directors of
OnMobile Global Limited

Sd/-	**Sd/-**	**Sd/-**
Rajiv Pancholy	**Rajiv Khaitan**	**P.V.Varaprasad**
Managing Director	**Director**	**Company Secretary**

Date: February 11, 2016
Place: Bangalore