S MOBILITY LIMITED

Registered Office: S Global Knowledge Park, 19A & 19B, Sector 125, Noida, District Gautam Budh Nagar, Uttar Pradesh-201301
Tel.: 0120- 3355131; Email:complianceofficer@smobility.in; Website: www.spice-mobile.com

FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS/BENEFICIAL OWNERS OF THE EQUITY SHARES OF S MOBILITY LTD. (HEREINAFTER REFERRED TO AS "COMPANY/SML") FOR BUYBACK OF EQUITY SHARES FROM OPEN MARKET THROUGH STOCK EXCHANGES.

This Public Announcement ("PA") is made pursuant to the provisions of Regulations 15(c) and 15(d) read with Regulation 8(1) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 1998 for the time being in force including any statutory modifications and amendments from time to time ("Buyback Regulations") and contains the disclosures as specified in Schedule II to the Buyback Regulations.

Schedule II- Part A of the Buyback Regulations

1. The Buyback

1.1. The Board of Directors of the Company (hereinafter referred to as "the Board" which term shall include Committee of Directors, if any) at its meeting held on 19th June, 2013 ("Board Meeting") has approved the Buyback of fully paid up equity shares of Rs. 3/- each of the Company ("the Buyback"), in accordance with the provisions contained in Article 65A of the Articles of Association of the Company, Sections 77A, 77AA, 77B and other applicable provisions of the Companies Act, 1956 ("the Act") and the provisions contained in the Buyback Regulations subject to other applicable laws, approvals as may be necessary, from statutory authorities including Securities and Exchange Board of India, Stock Exchanges, Reserve Bank of India etc., and further subject to such conditions as may be prescribed while granting such approvals which may be agreed to by the Board..

1.2. Necessity for Buyback

1.2.1. The Buy-back offer is being proposed in pursuance of the Company's desire to enhance returns to investors and overall shareholder value by returning cash to shareholders in an efficient and investor friendly manner. This will be done without compromising in any manner on the high growth opportunities available to the Company.

1.2.2. Depending upon the number of Equity Shares actually bought back, the Buy-back will result in reduction in the number of outstanding Equity Shares which will in turn lead to higher earning per share and enhanced return on equity.

1.2.3. The company believes that the market price of the equity share of the company does not reflect the underlying value of the business of company.

1.2.4. The Company has adequate accumulated free reserves and satisfactory liquidity. The buy-back is expected to (a) reduce short term volatility in the Company's share price; (b) build-up the confidence of the Investors; and (c) reinstate the confidence of management in future growth prospects of the Company.

1.3. The aggregate paid-up equity capital and free reserves of the Company as at 30th June, 2012 was Rs.603.66 crores and under the provisions of the Act, the funds deployed for Buyback shall not exceed 10% of the aggregate of the Company's total paid-up equity capital and free reserves. Accordingly, the maximum amount that can be utilized in the present Buyback is Rs.60.37 Crores. The aggregate amount proposed to be expended for the Buyback is Rs.60 Crores (exclusive of brokerage and other charges, if any) ("Maximum Buy-Back Size"), which is 9.94% of the paid up equity capital and free reserves of the Company as at 30th June, 2012 and within the maximum amount as aforesaid.

1.4. The maximum Buy-back price of Rs 75/- per equity share has been arrived at after taking into consideration factors, inter alia, the book value, financial ratios, the market price as well as liquidity of the equity shares on the Stock Exchanges and the possible impact of the Buy-back on the Company's earning per equity share. The maximum Buy-back price as proposed above will not impair the growth of the Company and also contribute to the overall enhancement of the shareholder value.

1.5. The maximum number of equity shares which can be bought back in accordance with the provisions of Section 77A(2)(c) of the Act are 59,521,571 Equity Shares. The maximum number of equity shares to be bought back by the Company are 11,000,000 ("Maximum Buy Back Shares") being 4.62% of equity shares outstanding as at March 31, 2013, and the number of shares to be bought back shall be subject to a minimum of 2,750,000 equity shares ("Minimum Buy Back Shares").

1.6. The Buy-back will be implemented by the Company through the methodology of "Open market purchases through Stock Exchanges" using the electronic trading facilities of the BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") (hereinafter together referred to as the "Stock Exchanges").

1.7. The aggregate shareholding of the promoter, directors of the Promoter and of persons who are in control of the Company as on the date of notice of Board Meeting i.e. 16th June 2013 was 170,548,222 equity shares constituting 71.63% of the Paid-up Equity Share Capital of the Company.

1.8. As per the records available with the Company and information furnished, other than the following, none of the persons mentioned in Para 1.7 above, have purchased or sold shares of the Company During the period of six months preceding 19th June 2013 (being the date of Board Meeting):

Name	Quantity Purchased	Maximum Price (Rs.)	Date/Period of Maximum Price	Minimum Price	Date/Period of Minimum Price
S i2i Mobility Pvt. Ltd.	19,781	28.00	12.03.2013	26.00	12.03.2013
Preeti Malhotra	7,781	41.00	19.12.2012 to 26.12.2012	41.00	19.12.2012 to 26.12.2012

1.9 The Promoters, Persons in Promoter Group and Persons in control of the company will not participate in the Buyback offer.

1.10. The Company will not Buyback shares from any person through negotiated deals, whether on or off the Stock Exchanges or through spot transactions or through any other private arrangements in the implementation of Buy-back.

1.11. The Company confirms that there are no defaults subsisting in repayment of deposits, redemption of debentures or preference shares or repayment of term loan to any financial institutions or banks.

1.12. The Board hereby confirms that it has made full inquiry into the affairs and prospects of the Company and that it has formed the opinion-

a) that immediately following the date on which the meeting of the Board of Directors is convened, there will be no grounds on which the Company could be found unable to pay its debts;

b) as regards its prospects for the year immediately following the date of the Board Meeting that having regard to their intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will in the view of the Board of Directors 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 the aforesaid date of the meeting; and

c) in forming their opinion for the above purposes, the directors have taken into account the liabilities as if the Company were being wound up under the provisions of the Companies Act, 1956 (including prospective and contingent liabilities).

1.13. The report dated 19th June, 2013 received from S.R. Batliboi & Co. LLP, the Statutory Auditors of the Company, addressed to the Board of Directors of the Company is reproduced below:

To,

The Board of Directors

S Mobility Limited

S Global Knowledge Park,19A & 19B, Sector 125, Noida, Uttar Pradesh 201301

Subject: Report under clause (xi) of Part A of Schedule II of the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998

In connection with the proposed buy-back of equity shares approved by the Board of Directors of S Mobility Limited ('the Company') at its meeting held on 19th June, 2013, in pursuance of provisions of Sections 77A, 77AA and 77B of the Companies Act, 1956 and the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998, as amended from time to time, and based on the information and explanations given to us and the records examined by us which to the best of our knowledge and belief were necessary for this purpose, we report that:

1. We have inquired into the state of affairs of the Company in relation to its audited financial statements for the 15 months ended 30th June, 2012, which were approved by the Board of Directors at its meeting held on 24th August, 2012, and have been audited by us.

2. The amount of permissible capital payment (including premium) for the proposed buy back of equity shares, as computed in the table below, has been, in our view, properly determined in accordance with section 77A(2) of the Companies Act, 1956. The following amounts of share capital and free reserves have been extracted from the audited financial statements of the Company as at 30th June, 2012.

Particulars	Amount (Rs. In Lacs)*
Paid up Equity Share Capital as on 30th June, 2012 (A)	71,42
Free Reserves as on 30th June, 2012	
Securities Premium Account	28,81
General Reserve	412,49
Profit and Loss Account	90,94
Total Free Reserves (B)	5,32,23
Total (A+B)	6,03,66
Maximum amount permissible for the Buy-back with approval of the Board of Directors i.e. 10% of total paid-up equity share capital and free reserves	60,37

*Based on the standalone audited financial statements for the year ended 30th June, 2012.

3. The Board of Directors of the Company, in their meeting held on 19th June 2013, have formed their opinion as specified in clause (x) of Part A of Schedule II to the Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 on reasonable grounds, that the Company will not, having regard to its state of affairs as on March 31, 2013, be rendered insolvent within a period of one year from the date of passing of this resolution under proviso to Section 77A (2) of the Companies Act, 1956 and we are not aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned in the declaration is unreasonable in circumstances as at the date of declaration.

4. Compliance with the provisions of the Act and Rules is the responsibility of the Company's management. Our responsibility is to verify the factual accuracy based on our review procedures.

5. The above statement is the responsibility of the Company's management. Our responsibility is to perform the procedures mentioned in above paragraphs on the particulars given under the Statement and state our findings. We performed the above mentioned procedures, in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. Our Scope of work did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial statement of the Company. We have not performed an audit, the objective of which would be the expression of an opinion on the financial statements, specified elements, accounts or items thereof, for the purpose of this certificate. Accordingly, we do not express such opinion.

6. This report has been issued solely in connection with the proposed buy-back of equity shares of the Company in pursuance of the provisions of Sections 77A, 77AA and 77B of the Companies Act, 1956 and the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998, as amended from time to time and should not be used for any other purpose. We do not accept or assume any liability or duty of care for any other purpose, save where expressly agreed by our prior consent in writing.

For S. R. BATLIBOI & Co. LLP

ICAI Firm Registration No. **301003E**

Chartered Accountants

Per Vikas Mehra

Partner

Membership No. 94421

Place: Gurgaon

Date: June 19, 2013

Schedule II - Part B of the Buyback Regulations

1. Date of shareholders approval for buyback: not applicable

2. Minimum and Maximum number of shares to Buyback, sources of funds and cost of financing the Buyback

2.1. The maximum and minimum number of equity shares to be bought back, as approved by Board of Directors is 11,000,000 and 2,750,000 Equity Shares, respectively.

2.2. The Buyback will be funded out of the Company's current surplus and / or cash balances and / or internal accruals. The Company does not propose to raise any debt for buying back shares, but it may borrow monies in the ordinary course of business, if necessary. 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 Buy Back	19th June, 2013
Date of Public Announcement	21st June 2013
Date of Commencement of Buy Back	10th July 2013
Acceptance of Equity Shares and verification thereof	Within 15 days of the relevant payout dates of the Stock Exchange
Extinguishment of Equity Shares	Within 15 days of the acceptance of equity shares as mentioned above provided the Company shall ensure that all equity shares bought back are extinguished within 7 days from the last date of completion of Buyback.
Last date for the Buy Back	18th June 2014 or when the Company completes the Buy-back to the extent of 11,000,000 equity shares under the offer or upon exhaustion of Rs. 60 crores set aside for Buy-back, whichever is earlier. The Board reserves the right to close the Buyback when the Minimum Offer Shares has been bought back, even if the Buyback Size has not been reached, by giving appropriate notice of such date and completing all formalities in this regard as per relevant laws and regulations.

4. Process and Methodology to be adopted for the Buy-back

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, and persons in control of the Company.

4.2. The Company shall not purchase partly paid-up Equity Shares with call-in-arrears, locked-in or non-transferable Equity Shares under the Buy-back till the time they become fully-paid, or till the pendency of the lock-in or till the Equity Shares become transferable, as the case may be. There will be no negotiated deals (whether on or off Stock Exchanges), spot transactions or any other private arrangements in the implementation of Buy-back.

4.3. The Company proposes to implement the Buy-back through the methodology of "Open market purchases through Stock Exchanges" having nation-wide trading facility as provided under the Buy-back Regulations. Accordingly, the Company proposes to Buy back shares on BSE and/or NSE only.

4.4. For the aforesaid Buy-back, the Company has appointed M/s Destimoney Securities Private Limited ("the Appointed Broker") as broker through whom the purchases and settlement on account of the Buy-back would be made.

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

4.6. The Company may, from the date of opening of Buyback, place "buy" orders on BSE and / or NSE at least once in every week through the Appointed Broker, in such quantity and at such prices, not exceeding Rs. 75/- per equity share, as it may deem fit, depending upon the prevailing quotations of the shares on 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 Exchanges.

4.7. The shareholders holding equity shares in physical form are required to submit the shares under the Buyback through their broker and execute the share transfer deed(s), attach the relevant share certificate(s) and hand over the complete set / documents to his/her broker for settlement within the timelines specified by their broker.

4.8. In case the share transfer deeds submitted are found to be invalid (e.g. date of transfer deed is outdated / signature on the deed does not tally with the registrars records, etc.), the rule of good/bad delivery norms of the exchange shall apply and, inter alia, the shareholders' broker may ask him / her to re-submit these documents duly corrected.

4.9. Shareholders or beneficial owners, who desire to sell their Equity Shares under the Buy-back would have to do so through a stock broker who is a member of either of the Stock Exchanges by indicating to their broker the details of equity shares they intend to sell whenever the Company has placed a "buy order" for Buy-back of the Equity Shares". The trade would be executed at the price at which the order matches and that price would be the price for that seller. The execution of the order, issuance of contract note, and delivery of stock to the member and receipt of payment from the member would be carried out in accordance with the Stock Exchanges' and the SEBI's requirements.

4.10. The equity shares bought back by the Company may not be at a uniform price. Orders will be placed by the Company atleast once in a week in such quantity and at such prices, as it may deem fit, depending upon the prevailing quotations of equity shares on the Stock Exchanges so long as the market price is lower than the Maximum Offer Price. Such orders will be placed both in normal and physical segments.

4.11. The Equity Shares of the Company are traded in the compulsory demat mode. **(Scrip Code: BSE: 517214; NSE: SMOBILITY).** Shareholders holding Equity Shares in physical form can sell their Equity Shares in the odd lot trading segment of the Stock Exchanges, if and when the Company places an order in that segment.

4.12. The Company and the Merchant Banker to the Buy-back Offer shall submit the information regarding the bought back shares to the Stock Exchanges on a daily basis and publish the said information in a national daily on a fortnightly basis and every time when an additional 5% of the Buy-back has been completed. Provided that where there is no Buy-back during a particular period, the Company and the Merchant Banker shall not be required to publish the details in a national daily.

4.13. Subject to the Company purchasing minimum buyback shares, nothing contained herein shall create any obligation on the part of the Company or the Board of Directors to Buy-back any Equity Shares (other than minimum buyback shares) or confer any right on the part of any shareholder or beneficial owner to offer any Equity Shares for Buy-back, even if the maximum limit of Buy-back has not been reached, and / or impair any power of the Company or the Board of Directors to terminate any process in relation to the Buy-back, if so permissible by law.

5. Method of Settlement

5.1. The Company will pay the consideration to the Appointed Broker on or before the pay-in-date for each settlement, as applicable to the respective Stock Exchange(s).

5.2. The shareholders/beneficial owners holding Equity Shares in the demat form would be required to transfer the number of Equity Shares sold by them by tendering the delivery instruction to their respective Depository Participant ("DP") for debiting their beneficiary account maintained with the DP and crediting the same to pool account of the brokers through whom the trade was executed. The shareholders/beneficial owners holding Equity Shares in the physical form may present the share certificates along with valid transfer deeds to their respective brokers through whom the trade was executed.

5.3. The Company has opened a Depository Account styled **"S MOBILITY LIMITED - BUY-BACK OF EQUITY SHARES ACCOUNT"** with M/s Destimoney Securities Private Limited with DP ID 12045500 and Client ID 00397594. The equity shares brought back in the demat form would be transferred into the aforesaid account by the Appointed Broker on receipt of equity shares from the clearing and settlement mechanism of BSE and/or NSE. The ISIN of the Company is INE927C01020.

5.4. The Company shall complete the verification of acceptance of Equity Shares within fifteen (15) days of the Pay-out. In case of physical shares, the Company shall extinguish and physically destroy the share certificate(s) so bought back in the presence of Registrar to the Company for the Buy Back or Manager to the Buy Back Offer and Statutory Auditor within fifteen days of the acceptance of shares. In case the shares bought back are in dematerialized form the same will be extinguished and destroyed in the manner specified in Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 and bye laws framed thereunder. The Company will ensure that all the shares bought back are extinguished within seven days of the last date of completion of buy back.

5.5. The details of equity shares extinguished shall be notified to SEBI, BSE and NSE in accordance with the Buyback Regulations.

6. Brief Information about the Company:

6.1. The Company was incorporated on 23th December, 1986 under the Companies Act, 1956 in the name Modi Olivetti Limited and obtained the Certificate of Commencement of Business on 25th March 1988. Later on, the name of the Company has been changed from time to time as detailed hereunder:

Date of Change (Date of New Certificate of Incorporation)	New Name of the Company
23.08.1999	MOL India Limited
05.12.2000	Spice Net Limited
04.07.2005	Spice Limited
26.04.2007	Spice Mobiles Limited
07.06.2010	Spice Mobility Limited
07.06.2011	S Mobility Limited

6.2. The Registered Office of the Company is situated at S Global Knowledge Park, 19A & 19B, Sector 125, Noida, District Gautam Budh Nagar, Uttar Pradesh 201301.

6.3. The Equity shares of the Company are presently listed on BSE and NSE.

6.4. S Mobility Limited is presently engaged in the distribution and marketing of "Spice" brand mobile devices by the Company itself, the retailing of multi-brand mobile devices, accessories and other services by Spice Retail Limited (a subsidiary of the Company), and the business of Mobile Value Added Services by Spice Digital Limited (a subsidiary of the Company) for multiple platforms and operating systems delivered through the Devices channel, the Retail channel and the operator channel in several countries globally (including India).

7. Audited Financial Information of the Company

Brief audited financial information of the Company for the financial year ended on 30th June 2012, 31st March, 2011 and 31st March 2010 and unaudited financial information for 9 months ended on 31st March 2013 on a standalone basis, are as follows:

Rs . '000

Financial Data	9 Months Ended 31.03.2013 (Un-Audited)	Year Ended 30.06.2012 (15 Months) (Audited)	Year Ended 31.03.2011 (Audited)	Year Ended 31.03.2010 (Audited)
Income from Operations	5,336,763	10,082,612	9,430,556	10,397,796
Other Income	276,954	153,395	251,396	85,134
Total Income	5,613,717	**10,236,007**	**9,681,952**	**10,482,930**
Expenditure excluding Exceptional Items	5,041,098	**10,677,168**	**8,829,177**	**9,400,200**
Exceptional Items	**0**	**23,514**	**0**	**0**
Total Expenditure	5,041,098	10,700,682	8,829,177	9,400,200
EBITA	572,619	**-464,675**	**852,775**	**1,082,730**
Finance Cost	0	2,422	13,112	10,736
Profit before Tax	572,619	**-467,097**	**839,663**	**1,071,994**
Exceptional Items-Income	0	0	94,898	0
Profit before Tax	572,619	**-467,097**	934,561	**1,071,994**
Tax Expenses	0	6,846	153,307	366,912
Profit after Tax	572,619	**-473,943**	**781,254**	**705,082**
Equity Share Capital	714,258	714,258	714,258	223,914
Reserves & Surplus	5,923,804	5,322,344	6,088,268	1,117,156
Networth	6,638,063	6,036,602	6,802,526	1,341,070
Secured Debt	-	-	-	-
Unsecured Debt	-	-	-	-
Total Debt	-	-	-	-

Other Financial Data	9 Months Ended 31.03.2013 (Un-Audited)	Year Ended 30.06.2012 (15 Months) (Audited)	Year Ended 31.03.2011 (Audited)	Year Ended 31.03.2010 (Audited)
Earnings Per Share (In Rs. Per Share)	2.41	-1.99	3.28	9.45
Return on Networth (%)	8.63	-7.85	11.48	52.58
Book Value Per Share (In Rs. Per Share)	27.88	25.35	28.57	17.97
Debt /Equity Ratio	0.00	0.00	0.00	NA

8. **Escrow Account:** Not Applicable

9. **Listing Details and Stock Market Data**

9.1. The Equity Shares of the Company are listed at BSE and NSE.

9.2. The high, low and average market prices of the Equity Shares for the last three calendar years i.e. 2012, 2011 and 2010 and the monthly high, low and average market prices for the last six months preceding this PA and the corresponding volumes on the stock exchanges are as follows:

A. At BSE

Time Period	High Price#			Low Price#			Average closing Price*	Total Volume traded for the period
	Price in (Rs)	Date	Volume	Price in (Rs)	Date	Volume		
Preceding 3 Calendar Years								
2012	83.80	19.01.2012	729	37.70	01.06.2012	1901	53.80	1991315
2011	116.80	21.07.2011	33034	69.90	20.12.2011	18849	100.14	5407450
2010-Upto 12th November 2010	150.00	05.11.2010	460169	33.90	28.01.2010	393959	71.02	61415706
2010-From 13th November 2010 till 31st December 2010	144.80	19.11.2010	195207	94.15	08.12.2010	357342	116.25	7136467
Preceding 6 Months								
May 2013	41.20	23.05.2013	2,087	24.00	02.05.2013	14,365	32.30	172848
April 2013	27.5	03.04.2013	372	23.80	16.04.2013	281	25.82	22714
March 2013	29.10	26.03.2013	3,523	24.25	08.03.2013	9,607	26.39	40994
February 2013	32.35	15.02.2013 08.02.2013	420 1,757	26.10	28.02.2013	50	30.10	20241
January 2013	41.65	07.01.2013	1,966	32.75	31.01.2013	2,278	38.76	48429
December 2012	41.70	24.12.2013	174	38.60	11.12.2012	1,477	40.29	17941

(source: www.bseindia.com)

* Arithmetic average of closing prices of all trading days during the said period.

Above mentioned high & low prices are based on closing prices of all Trading days during the said period.

B. At NSE

Time Period	High Price#			Low Price#			Average closing Price*	Total Volume traded for the period
	Price in (Rs)	Date	Volume	Price in (Rs)	Date	Volume		
Preceding 3 Calendar Years								
2012	83	13.01.2012	3472	37.9	01.06.2012	4571	53.74	7828946
2011	117.5	21.07.2011	70041	69.5	20.12.2011	125866	100.08	9591368
2010-Upto 12th November 2010	148.80	05.11.2010	627651	33.80	28.01.2010	872768	71.07	103101286
2010-From 13th November 2010 and till 31st December 2010	144	19.11.2010	334902	93.05	08.12.2010	1112845	116.15	14253779
Preceding 6 Months								
May 2013	43.50	23.05.2013	8382	23.35	03.05.2013	646	32.29	197502
April 2013	27.45	02.04.2013	1229	23.75	17.04.2013	1105	25.42	29468
March 2013	28.50	15.03.2013	1645	24.25	07.03.2013	2628	25.72	74627
February 2013	32.95	15.02.2013	6200	27.05	28.02.2013	3033	30.17	38359
January 2013	41.20	07.01.2013	2263	33.00	31.01.2013	3255	38.56	80679
December 2012	42.00	27.12.2012	1205	39.15	11.12.2012	932	40.41	39099

(Source: www.nseindia.com)

* Arithmetic average of closing prices of all trading days during the said period.

#Above mentioned high & low prices are based on closing prices of all Trading days during the said period.

Period marked by change in Capital Structure: The Company had allotted 163,448,285 Equity Shares of Rs. 3/- each to the shareholders of Spice Televentures Pvt. Ltd. (STPL) on 13th November, 2010 pursuant to the scheme of amalgamation of STPL- with the Company as a result of which the paid up equity share capital was increased from Rs. 223,914,000/- divided into 74,638,000 equity shares of Rs. 3/ each to Rs. 714,258,855/- divided into 238,086,285 equity shares of Rs. 3/- each.

The closing market prices of the Shares of the Company on 20th June, 2013 i.e. on the first trading date immediately after the date of the resolution of the Board of Directors approving the Buy-back was Rs.36.75 per Equity Share on BSE and Rs. 37.10 per Equity Share on NSE. (Source: BSE and NSE websites).

10. Capital Structure and Shareholding Pattern

10.1. The Share Capital of the Company as on the date of this Public Announcement is as follows:

Particulars	Amount Rs.'000
Authorised Capital	
330,000,000 Equity Shares of Rs.3/- each	990,000
Total	**990,000**
Issued Capital, Subscribed and Paid Up Capital	
238,086,285 Equity Shares of Rs.3/- each fully paid for cash	714,259
Total	**714,259**

10.2. There are no partly paid-up Equity Shares in the Company.

10.3. The Company does not have any convertible debentures or preference shares or any other convertible instruments outstanding.

10.4. **Locked in Shares:** 40,862,071 Equity Shares constituting 17.16% of the paid up equity share capital of the company held by the promoter are under lock in.

10.5. The shareholding pattern of the Company as on 14th June 2013 and post Buyback shall be as follows:

Category of Shareholder	No. of Equity Shares held	% of the Existing Equity Share Capital	No. of Equity Shares post Buyback*	% of holding post Buyback
Shareholding of Promoter and Promoter Group (A)				
Indian-Individual/HUF	Nil	Nil	Nil	Nil
Bodies Corporate	169,447,570	71.17	169,447,570	74.62
Foreign	Nil	Nil	Nil	Nil
Total of (A)	**169,447,570**	**71.17**	**169,447,570**	**74.62**
Public Shareholding (B)				
Institutions				
Mutual Funds / UTI	Nil	Nil	57,638,715	25.38
Financial Institutions / Banks/ Foreign Institutional Investors	11,603,809	4.87		
Non-Institutions				
Bodies Corporate	3,445,857	1.45		
Individuals	6,235,527	2.62		
Others	47,353,522	19.89		
Total of (B)	**68,638,715**	**28.83**	**57,638,715**	**25.38**
Total of (A+B)	**238,086,285**	**100**	**227,086,285**	**100**

** assuming Maximum Offer Shares are bought back. However, the actual shareholding pattern post Buyback would depend upon the actual number of Equity Shares bought back.*

10.6 The aggregate shareholding of the promoters, directors of the Promoters and of persons who are in control of the Company as on the date PA is 170,548,222 equity shares constituting 71.63% of the Paid-up Equity Share Capital of the Company.

10.7 As per the records available with the Company and information furnished, other than the following, none of the persons mentioned in Para 10.6 above, have purchased or sold shares of the Company during the period of twelve months preceding be date of PA.

Name	Quantity Purchased	Maximum Price (Rs.)	Date/ Period of Maximum Price	Minimum Price	Date/ Period of Minimum Price
S i2i Mobility Pvt. Ltd.	135,449	45.50	21.06.2012	26.00	12.03.2013
Preeti Malhotra	24,909	41.00	17.12.2012 to 26.12.2012	39.90	12.12.2012
R. S. Desikan	500	40.50	7.11.2012	40.50	7.11.2012

10.8. 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.

10.9. As per the provisions of Section 77A(8) of the Act, the Company will not issue fresh equity shares within a period of six months after the completion of the Buyback, except that it may issue equity shares by way of bonus shares or shares issued in discharge of any subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures.

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

10.11. The Buyback of equity shares will be completed within a period of 12 months from the date of Board Resolutions i.e. 19th June 2013 and the Company shall not withdraw the Offer of Buyback.

10.12. The promoter, directors of the promoter and persons who are in control of the Company shall not deal in the shares of the Company on the NSE and BSE during the period for which the Buyback offer is open.

11. Management Discussion and Analysis of likely Impact of the Buy Back on the Company

11.1. This Buy-back is not likely to cause any material impact on the earnings of the Company and the Buyback will enhance returns to the shareholders and overall shareholders value.

11.2. The Buyback would lead to reduction in outstanding number of equity shares and may consequently increase earning 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. As per Regulation 15(b) of Buyback Regulations, the Buyback of Shares shall not be made from the Promoter, Directors of the Promoter and persons in control of the Company.

11.4. Consequent to the Buy-back and based on the number of Equity Shares bought back by the Company from equity shareholders other than the Promoters, there will be no change in the aggregate number of equity Shares held by Promoters. However, the holding and voting rights of Promoters as a result of the Buy-back would stand increased to 74.62%, assuming the Buy-back of the Maximum Offer Shares. The Promoters will not offer shares held by them under the Buy back. The Buy-back will not result in any change in the control of the Company or otherwise affect the existing management structure of the Company.

11.5. Consequent to the Buy-back and based on the number of shares bought back from the public shareholders, the shareholding pattern of the Company (including the holdings by NRIs/FIIs etc) would undergo a consequential change but would be in compliance with Clause 40A of the Listing Agreement.

11.6. Post Buy-back, the Debt-Equity ratio of SML will be well within a limit of 2:1, as required under the Act.

11.7. The Buyback of Equity Shares will be completed within a period of 12 months from the date of passing of the resolution by the Board. However, the Board of the Company reserves the right to decide to close the Buy-Back offer at an earlier date, in the event Minimum Offer Shares have been purchased under the Buy Back even if Maximum Offer size has not been reached or Maximum Offer shares have not been bought back, by giving appropriate notice of such date and completing all formalities in this regard as per laws and regulations.

11.8. The Company shall not withdraw the Buy-back offer after a public announcement is made.

12. Statutory Approvals

12.1. Pursuant to Sections 77A, 77AA and 77B and other applicable provisions 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 by the Board at its meeting held on June 19, 2013.

12.2. Buyback of equity shares from equity shareholders who are persons resident outside India, including Foreign Institutional Investors, Overseas Corporate Bodies, shall be subject to such approvals as may be required, including RBI approval under the Foreign Exchange Management Act, 1999, and the Rules and Regulations framed there under, if applicable.

12.3. No other statutory approvals are required to be obtained for the Buyback.

13. Collection and Bidding Centres: Not Applicable

14. Compliance officer and Investor Service Centre

Compliance officer

Mr. M R Bothra,
Vice- President Corporate Affairs & Company Secretary
S Mobility Limited;
S Global Knowledge Park, 19A & 19B, Sector 125, Noida, District Gautam Budh Nagar, Uttar Pradesh-201301;
Tel.: 0120 - 3355131;
Email: complianceofficer@smobility.in

Investor Service Center:

In case of any queries, the shareholders/ beneficial owners of equity 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:

MAS Services Ltd.

T 34, 2 Floor, Okhla Industrial Area, Phase II, New Delhi-110020
Tel.: 011-26387281/82/83; **Fax :** 011- 26387384
Email: info@masserv.com / Website: www.masserv.com

15. MANAGER TO THE BUYBACK OFFER

Corporate Professionals
WHERE EXCELLENCE IS LAW

CORPORATE PROFESSIONALS CAPITAL PRIVATE LIMITED
D-28. South Extn. Part-I, New Delhi - 110049
Contact Person: Mr. Manoj Kumar/Ms. Ruchi Hans
Ph.: 91-11-40622228/51 **Fax:** 91-11-40622201
Email: manoj@indiacp.com / ruchi@indiacp.com
SEBI Regn. No: INM000011435

16. Director's Responsibility

The Board of Directors of the Company accepts responsibility for the information contained in this Public Announcement.

For and on behalf of the Board of Directors of
S Mobility Ltd.

(Preeti Malhotra)	(Subroto Chattopadhyay)	(M R Bothra)
Director	Director	Vice-President - Corporate Affairs & Company Secretary

Date: 20th June 2013
Place: New Delhi