onmobile™

June 8, 2015

To,
The Secretary
National Stock Exchange of India Ltd
Exchange Plaza, C/1, Block G,
Bandra Kurla Complex, Bandra (East)
Mumbai – 400 051
NSE Symbol: ONMOBILE

To,
The Secretary
Bombay Stock Exchange
P J Towers, Dalal Street, Fort,
Mumbai – 400 001
BSE Symbol: 532944

Sub: Disclosure under Regulation 7(1A) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 pertaining to the acquisition of 2,612,943 equity shares of OnMobile Global Limited on February 15, 2010 by OnMobile Systems Inc.,

Dear Sir,

Please find enclosed the disclosure under Regulation 7(1A) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 pertaining to the acquisition of 2,612,943 equity shares of OnMobile Global Limited by OnMobile System Inc. on February 15, 2010.

The said disclosure has been received by the Company on June 4, 2015 through e-mail.

Please take the same on record.

Thanking you,

Yours sincerely,
For OnMobile Global Limited

P.V. Varaprasad
P.V. Varaprasad
Company Secretary

OnMobile Global Limited Bangalore

Encl: a/a

onmobile

OnMobile Global Limited
E City, Tower – 1, No. 94/1C and 94/2,
Veerasandra Village,
Attibele Hobli, Anekal Taluk,
Electronic City Phase – 1
Bangalore, Karnataka

June 3, 2015

Sub: Disclosure under Regulation 7(1A) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 pertaining to the acquisition of 2,612,943 equity shares of OnMobile Global Limited on February 15, 2010

Dear Sir,

Please find enclosed the disclosure under Regulation 7(1A) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 pertaining to the acquisition of 2,612,943 equity shares of OnMobile Global Limited by OnMobile System Inc. on February 15, 2010.

Regards,

Michel Cordeau
Secretary
OnMobile Systems Inc.

Encl: a/a

OnMobile Systems Inc.
1250 Boulevard Rene-Levesque West, 38th floor
Montreal, Quebec
H3B-4W8
Canada

FORMAT FOR DISCLOSURE OF DETAILS OF ACQUISITION TO TARGET COMPANY AND STOCK EXCHANGES WHERE THE SHARES OF THE TARGET COMPANY ARE LISTED, IN TERMS OF REGULATION 7(1A) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 1997

Name of the Target company	OnMobile Global Limited	
Name of the acquirer and PACs with the acquirer	OnMobile Systems Inc.	
Details of the acquisition as follows	No. of shares	% w.r.t. total paid up capital of Target Company
(*a*) Shares/Voting rights (VR) before acquisition/sale under consideration	24,515,554	41.9%
(*b*) Shares/Voting rights acquired/sold	2,612,943	4.47%
(*c*) Shares/VR after acquisition/sale	21,902,611	37.51%
Mode of acquisition (*e.g.* open market/public issue/rights issue/preferential allotment/*inter se* transfer etc.).	NA	
Mode of sale (*e.g.* open market/MOU/off market etc.)	Preferential allotment (pre - IPO)	
Date of acquisition/sale of shares/VR or date of receipt of intimation of allotment of shares, whichever is applicable	February 15, 2010	
Paid up capital/total voting capital of the target company before the said acquisition/sale	Rs. 1,142,355,020/-	
Paid up capital/total voting capital of the target company after the said acquisition/sale		



Michel Cordeau

Secretary

Place: OnMobile Systems Inc.

Date: June 3, 2015

onmobile

June 24, 2015

To,
The Secretary
National Stock Exchange of India Limited
Exchange Plaza, C/1, Block G,
Bandra Kurla Complex, Bandra (East)
Mumbai – 400 051
NSE Symbol: ONMOBILE

Re: Disclosure made on June 8, 2015 under Regulation 7(1A) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 ("Takeover Regulations, 1997") pertaining to the acquisition of 2,612,943 equity shares of OnMobile Global Limited ("Company") by OnMobile System Inc. ("Acquirer") on February 15, 2010.

Dear Sir,

1. We refer to the "Exchange Remark" made pertaining to the disclosure made under Regulation 7(1A) of the Takeover Regulations, 1997 pertaining to the acquisition of 2,612,943 equity shares of the Company by the Acquirer on February 15, 2010. The said "Exchange Remark" directs the Company to disclose the abovementioned acquisition in the format provided under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("**Takeover Regulations 2011**").

2. The following are the facts leading to making of the disclosure:

   a. An Open Offer was made (**"Open Offer"**) on February 11, 2014 by the Acquirer for acquisition of up to 11,900,000 shares of the Company representing 10.16% of the fully diluted voting share capital at a price of Rs. 40 per share payable in cash.

   b. The Acquirer had disclosed that it had complied with applicable provisions of Chapter II of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 (**"Takeover Regulations, 1997"**) and chapter V of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations (**"Takeover Regulations, 2011"**) except on one occasion on February 15, 2010, when the Acquirer sold 2,612,943 shares of the Company.

   c. SEBI on perusal of the said letter of offer observed that the disclosure of the aforesaid sale was made to the stock exchanges on February 17, 2010 under Regulation 13(3) read with 13(5) of SEBI (Prohibition of Insider Trading Regulations), 1992. However, no disclosures were made under Regulation 7(1A) read with 7(2) of Takeover Regulations, 1997.

   d. Pursuant thereto, SEBI issued a letter dated January 8, 2015 bearing reference no. EFD-DRAII/BR/VJ/1038/2015 to the Acquirer wherein SEBI granted the Company an opportunity to avail settlement pertaining to non-disclosure of the acquisition, the Company filed its consent application under the SEBI (Settlement of Administrative and Civil Proceedings) Regulations, 2014 (**"Consent Regulations"**) on February 24, 2015 (**"Application"**).

   e. Thereafter, the Application was returned back vide SEBI letter dated March 26, 2015 bearing reference no. EFD/DRAI on account of the following 'deficiency':

OnMobile Global Limited
Regd Office : Tower #1,94/1C & 94/2,Veerasandra, Attibele Hobli,
Anekal Taluk, Electronic city Phase 1, Bangalore 560100, INDIA
Tel No - +91 80 40096000 I F: +91 80 40096009
E mail - investors@onmobile.com
CIN No - L64202KA2000PLC027860

OnMobile Global Limited Bangalore

"The proof of disclosures that was necessary to be made to the target company and the stock exchanges, under Regulation 7(1A) read with Regulation 7(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulation, 1997 has not been submitted."

f. In response to SEBI's letter dated March 26, 2015, the Acquirer informed SEBI that no disclosure was made by it under Regulation 7(1A) read with Regulation 7(2) of the Takeovers Regulations, 1997 and refiled the Application on April 8, 2015.

g. Thereafter, SEBI officials informed us on May 29, 2015, that the Application will only be considered under the Consent Regulations if an acknowledged copy of the disclosure is submitted along with the Application.

3. In view of the same, the Company and the Acquirer have filed the said disclosure. It is submitted that the disclosure was made in order to ensure that the Application could be processed. In any case, since the disclosure pertained to a transaction that occurred at a time when the Takeover Regulations, 1997 were in operation. The disclosure has therefore been made in the format prevalent at the relevant time.

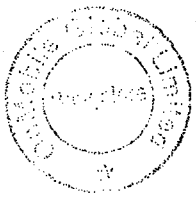
4. We trust that the above clarifies the position. We will be happy to provide any further information or clarification that you may require.

Thanking you,

Yours sincerely,
For OnMobile Global Limited

P V. Varaprasad

P.V. Varaprasad
Company Secretary



OnMobile Global Limited
Regd Office : Tower #1,94/1, & 94/2,Veerasandra, Attibele Hobli,
Anekal Taluk, Electronic city Phase I, Bangalore 560100 INDIA
Tel No : 91 80 40096000 | F : 91 80 40096009
Email : investors@onmobile.com
CIN No : L64202KA2000PLC027660