DRAFT LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer is sent to you as an equity shareholder of OnMobile Global Limited. If you require any clarifications about the action to be taken, you may consult your stock broker or investment consultant or Manager / Registrar to the Offer. In case you have recently sold your Shares in the Target Company, please hand over this Letter of Offer and the accompanying Form of Acceptance-cum-Acknowledgement and Transfer Deed to the member of the stock exchange through whom the said sale was effected.

VOLUNTARY OPEN OFFER ("OFFER")

OnMobile Systems Inc. ("Acquirer")

a private limited company incorporated under the General Laws of Delaware

(Registered Office: 2711, Centerville Road, Suite 400, City of Wilmington, County of New Castle, 19808, Delaware, USA

Tel: +1-781-213-9344, Fax: +1-781-213-6961

Corporate Office: 140, Scott Drive, Menlo Park, CA 94025, USA

Tel: +1-781-213-9344, Fax: +1-781-213-6961)

Makes a cash offer for acquisition of 11,900,000 (Eleven Million Nine Hundred Thousand) fully paid-up equity shares of Rs.10 each ("**Shares**"), representing 10.16% of the Fully Diluted Voting Share Capital at Rs. 40/- (Rupees Forty) per Share ("**Offer Price**")

of

OnMobile Global Limited ("Target Company")

a public limited company incorporated under the Companies Act, 1956

(Registered Office: E City, Tower-1, No. 94/1C and 94/2, Veerasandra Village, Attibele Hobli, Anekal Taluk, Electronic City Phase-1, Bangalore, Karnataka, India.

Tel: +91 80 4180 2500; Fax: +91 80 4009 6009).

Note:

- This Offer is being made by the Acquirer pursuant to regulation 6 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("**SEBI (SAST) Regulations**").
- The Offer is not conditional upon any minimum level of acceptance in terms of regulation 19(1) of the SEBI (SAST) Regulations.
- The Offer is not a competing offer in terms of regulation 20 of the SEBI (SAST) Regulations.
- As of the date of this Letter of Offer, to the best of the knowledge of the Acquirer, there are no statutory approvals required by the Acquirer to complete the Offer. NRI and OCB holders of Shares, if any, must obtain all approvals required for tendering the Shares held by them pursuant to this Offer and submit such approvals along with the Form of Acceptance-cum-Acknowledgement (as defined below) and other documents required to accept this Offer. However, in case of any statutory approvals being required by the Acquirer at a later date before the closure of the Tendering Period, the Offer shall be subject to all such statutory approvals and the Acquirer shall make the necessary applications for such approvals.
- If there is any upward revision of the Offer Price and/ or the Offer Size by the Acquirer up to 3 (three) Working Days prior to the commencement of the Tendering Period, *i.e.* up to Friday, March 28, 2014, the same would be informed by way of a public announcement in the same newspapers in which the DPS had appeared. Such revised offer price shall be payable for all the Shares validly tendered at any time during the Tendering Period and accepted under the Offer. In the event of withdrawal of the Offer, the same would be informed by way of a public announcement in the same newspapers in which the DPS had appeared.
- **If there are competing offers: the public offers under all the subsisting bids shall open and close on the same date. As per the information available with the Acquirer / Target Company, no competitive bid has been announced as of the date of this Letter of Offer.**
- A copy of the Public Announcement, DPS and Letter of Offer, each as defined below, (including Form of Acceptance-cum Acknowledgement) will be available on the website of the SEBI: *www.sebi.gov.in*.

Manager to the Offer	Registrar to the Offer
Kotak Mahindra Capital Company Limited 27BKC, 1st Floor, Plot No.C-27, "G" Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400051 Tel: +91 22 4336 0000, Fax: +91 22 6713 2446 Contact Person: Mr. Ganesh Rane Email: project.ogloffer@kotak.com	**Karvy Computershare Private Limited** Plot No. 17-24, Vittalrao Nagar, Madhapur, Hyderabad - 500 081 Tel: +91 40 2342 0818, Fax: +91 40 2343 1551 Contact Person: Mr. M Muralikrishna Email: murali.m@karvy.com

S. no	Activity	Day and Date
1.	Date of the PA	Tuesday, February 11, 2014
2.	Date of publication of this DPS in newspapers	Wednesday, February 12, 2014
3.	Filing of the draft letter of offer with SEBI along with the soft copies of the PA and this DPS	Thursday, February 20, 2014
4.	Last date for public announcement of a competing offer(s) being made	Friday, March 7, 2014
5.	Identified Date*	Friday, March 19, 2014
6.	Date by which letter of offer is to be posted to the Eligible Sshareholders	Wednesday, March 26, 2014
7.	Last date for upward revision of the Offer Price or any increase in the Offer Size	Friday, March 28, 2014
8.	Last date for public announcement by the independent directors committee of the Target Company on their recommendation to the Eligible Shareholders	Tuesday, April 1, 2014
9.	Date of publication of Offer opening public announcement in the newspapers where this DPS has been published (with a simultaneous intimation to the SEBI, BSE, NSE and the Target Company)	Wednesday, April 2, 2014
10.	Date of commencement of the tendering period	Thursday, April 3, 2014
11.	Date of closure of the tendering period	Monday, April 21, 2014
12.	Last date for communicating the rejection/acceptance; completion of payment of consideration or refund of Shares to the Eligible Shareholders of the Target Company	Tuesday, May 6, 2014

**Identified Date is only for the purpose of determining the shareholders of the Target Company as on such date to whom the Letter of Offer would be mailed. It is clarified that all the shareholders of the Target Company (registered or unregistered) who own the Shares are eligible to participate in the Offer at any time before the closure of the Offer.*

RISK FACTORS

I. Risks relating to the Offer

- The Offer is an open offer to acquire 10.16% of Fully Diluted Voting Share Capital of the Target Company (as defined below) from the Eligible Shareholders. In the case of over subscription in the Offer, acceptance would be determined on a proportionate basis and, hence, there is no certainty that all the Shares validly tendered by the Eligible Shareholders in the Offer will be accepted. The unaccepted Shares will be returned to the Eligible Shareholders in accordance with the schedule of activities for the Offer.
- As of the date of this Letter of Offer, to the best of the knowledge of the Acquirer, no statutory approvals are required by the Acquirer to complete the Offer. However, in case of any statutory approvals being required at a later date, the Offer shall be subject to such approvals and the Acquirer shall make the necessary applications for such approvals. In case of delay in receipt of any such statutory approvals, which may be required by the Acquirer at a later date, as per regulation 18(11) of the SEBI (SAST) Regulations, SEBI may, if satisfied, that non-receipt of such approvals was not attributable to any willful default, failure or neglect on the part of the Acquirer to diligently pursue such approvals, grant an extension of time for the purpose of completion of the Offer, subject to the Acquirer agreeing to pay interest to the Eligible Shareholders of the Target Company who have validly tendered their Shares under the Offer. Provided where the statutory approvals extend to some but not all the Eligible Shareholders, the Acquirer will have the option to make payment of the consideration to such holders of the Shares in respect of whom no statutory approvals are required in order to complete the Offer. In addition to the above, the Offer shall stand withdrawn in the event of a binding order of a court or governmental authority of competent jurisdiction is received directing the withdrawal of the Offer.
- The Acquirer will have the right not to proceed with the Offer in accordance with regulation 23 of the SEBI (SAST) Regulations, in the event any statutory approval, required in relation to the Offer, is not granted. Furthermore, in case of (a) delay in receipt of any such statutory approvals; (b) there is any litigation leading to a stay or injunction on this Offer or that restricts or restrains the Acquirer from performing their obligations hereunder, or (c) SEBI instructing the Acquirer not to proceed with this Offer, then this Offer process may be delayed beyond the schedule of activities indicated in this Letter of Offer. Consequently, in the event of any delay, the payment of consideration to the Eligible Shareholders of the Target Company whose Shares are validly accepted in the Offer, as well as the return of Shares not accepted in the Offer, may be delayed.
- Shares, once validly tendered through the Form of Acceptance-cum-Acknowledgement in the Offer, cannot be withdrawn by the Eligible Shareholders, even if the acceptance of Shares under the Offer and dispatch of consideration are delayed.
- The validly tendered Shares and documents would be held by the Registrar to the Offer in trust for Acquirer until the process of acceptance of valid tenders and the payment of consideration is completed. The Eligible Shareholders will not be able to trade in such Shares which are in the custody of the Registrar to the Offer and during such period, there may be fluctuations in the market price of the Shares. The Acquirer makes no assurance with respect to the market price of the Shares before, during the period that the Offer is open and upon completion of the Offer and disclaims any responsibility with respect to any decision by the Eligible Shareholders on whether or not to participate in the Offer.
- The Eligible Shareholders are advised to consult their respective tax advisors for assessing the tax liability pursuant to the Offer, or in respect of other aspects, such as the treatment that may be given by their respective assessing officers in their case, and the appropriate course of action that they should take. The Acquirer does not accept any responsibility for the accuracy or otherwise of the tax provisions set forth in this Letter of Offer.
- The Acquirer and the Manager to the Offer accept no responsibility for the statements made otherwise than in this Letter of Offer/ DPS/ PA and anyone placing reliance on any other source of information (not released by the Acquirer or the Manager to the Offer) would be doing so at his/her/their own risk.

II. Risks relating to the Acquirer

- Acquirer makes no assurance with respect to the market price of the Shares before, during or after the Offer. Acquirer disclaims any responsibility or obligation with respect to any decision by the Eligible Shareholders on whether or not to participate in the Offer.
- The Acquirer makes no assurance with respect to continuance of the past trend in the financial performance of the Target Company.

The risk factors set forth above are limited to the Offer and are not intended to cover a complete analysis of all risks, as perceived in relation to the Offer, or in association with the Acquirer or the Target Company, but are only indicative and are not exhaustive. The risk factors set out above do not relate to the present or future business or operations of the Target Company or any other related matters and are neither exhaustive nor intended to constitute a complete analysis of the risks involved in participation in the Offer by an Eligible Shareholder. The Eligible Shareholders are advised to consult their stockbroker, tax advisor and / or investment consultant, if any, for further risks with respect to their participation in the Offer.

CURRENCY OF PRESENTATION

- In this Letter of Offer, all references to "Rs."/ "Rupees"/ "INR" are references to the Indian Rupee(s). At some places United States Dollars ("USD"/"US$") have been used which represents the national currency of the United States of America.
- All the data presented in USD in this Letter of Offer have been converted into INR for the purpose of convenience only. The conversion has been assumed at the following rate as on February 10, 2014 (i.e. one day prior to the date of the PA) (unless otherwise stated in this Letter of Offer): 1 USD = 62.193 (Source: Reserve Bank of India - http://www.rbi.org.in).
- In this Letter of Offer, any discrepancy in any table between the total and sums of the amounts listed are due to rounding off.

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Key Definitions

Term	Description
Act	The (Indian) Companies Act, 1956
Acquirer	OnMobile Systems Inc., a private limited company incorporated under the General Corporation Law of Delaware having its registered office at 2711, Centerville Road, Suite 400, City of Wilmington, County of New Castle, 19808, Delaware, USA
BSE	Bombay Stock Exchange Limited
CDSL	Central Depository Services (India) Limited
Depositories	CDSL and NSDL
DPS	Detailed Public Statement dated February 11, 2014, published on February 12, 2014 on behalf of the Acquirer in all editions of Business Standard English, all editions of Business Standard Hindi, Bangalore edition of Hosa Digantha and Mumbai edition of Mumbai Lakshadeep issued by the Manager to the Offer, on behalf of the Acquirer, in compliance with regulation 13(4) of the SEBI (SAST) Regulations
Eligible Shareholders	All equity shareholders of the Target Company other than the promoter group
Escrow Account	Acquirer has opened an escrow account under the name and title of “Escrow Account – OnMobile Systems Inc. – Open Offer” with Kotak Mahindra Bank Limited, Branch: Mittal Court, Mumbai
Escrow Agent	Kotak Mahindra Bank Limited, 36-38A, Nariman Bhavan, 227, Nariman Point, Mumbai – 400021
Escrow Agreement	Agreement between the Manager to the Offer, Acquirer and Escrow Agent
ESOP	Employee Stock Options Plan
FII	Foreign Institutional Investor
Form of Acceptance-cum-Acknowledgment	Form of Acceptance-cum-Acknowledgement attached to this Letter of Offer
Fully Diluted Voting Share Capital	117,163,066 Shares which is the estimated equity share capital of the Target Company comprising of 114,235,502 Shares as at 31 December, 2013 and assuming all 2,927,564 employee stock options, which would be vested as on Jun 30, 2014, are exercised and Shares are allotted in relation to the same
Identified Date	March 19, 2014, being the tenth Working Day prior to the commencement of the Tendering Period for the purpose of identifying Eligible Shareholders to whom the Letter of Offer will be sent
I-T Act	The (Indian) Income-tax Act, 1961, as amended
Letter of Offer	This Draft Letter of Offer dated February 19, 2014
Manager to the Offer/KMCC	Kotak Mahindra Capital Company Limited, the merchant banker appointed by the Acquirer as the manager to the Offer pursuant to the SEBI (SAST) Regulations, having its registered office at 27BKC, 1st Floor, Plot No.C-27, "G" Block, Bandra Kurla Complex Bandra (East), Mumbai - 400051; Tel: +91 22 4336 0000; Fax No.: +91 22 6713 2446; email: project.ogloffer@kotak.com; Contact Person: Ganesh Rane
Maximum Consideration	The maximum consideration payable under the Offer, assuming full acceptance, *i.e.* Rs. 476,000,000 (Rupees Four Hundred and Seventy Six Million)
Mn/ Million	1,000,000 units
NSE	The National Stock Exchange of India Limited
NRI	Non-Resident Indian as defined in the Foreign Exchange Management (Deposit) Regulations, 2000, as amended

Term	Description
NSDL	National Securities Depository Limited
OCB	Overseas Corporate Body as defined in the Foreign Exchange Management (Deposit) Regulations, 2000, as amended
Offer	This offer, being made by the Acquirer, for acquiring 11,900,000 Shares representing 10.16% of the Fully Diluted Voting Share Capital of the Target Company from the Eligible Shareholders at the Offer Price payable in cash
Offer Price	Price of Rs. 40/- (Rupees Forty only) per Equity Share
Offer Period	The period between Tuesday, February 11, 2014 and the date of payment of consideration to the Eligible Shareholders who have accepted this Offer, or the date on which this Offer is withdrawn, as the case may be
Offer Size	11,900,000 Shares, representing 10.16% of Fully Diluted Voting Share Capital of the Target Company
Public Announcement/PA	Public announcement of the Offer made by the Manager to the Offer on behalf of the Acquirer on February 11, 2014, in accordance with the SEBI (SAST) Regulations
RBI	Reserve Bank of India
RBI NRI Approval	Approval issued by the RBI permitting transfer of Shares by NRI and OCB shareholders to persons resident outside India under the and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended
Registrar to the Offer	Karvy Computershare Private Limited, the registrar appointed by the Acquirer in relation to the Offer, having its office at Plot No. 17-24, Vittalrao Nagar, Madhapur, Hyderabad - 500 081. Tel: +91 40 2342 0818; Fax: +91 40 2343 1551 Email: murali.m@karvy.com Contact Person: Mr. M Muralikrishna
Rs./ INR	The lawful currency of the Republic of India
SCRR	Securities Contract (Regulation) Rules, 1957, as amended
SEBI	Securities and Exchange Board of India
SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto
Shares	Fully paid-up equity shares of the Target Company having a face value of Rs.10/- each
Special Depository Account	Special depository account named "KARVY - ESCROW A/C - ONMOBILE GLOBAL LIMITED OPEN OFFER" and beneficiary account number 20009048 opened with Kotak Mahindra Bank Limited
Stock Exchanges	The NSE and the BSE
Target Company	OnMobile Global Limited, a company incorporated under the Companies Act, 1956, with its registered office at E City, Tower-1, No. 94/1C and 94/2, Veerasandra Village, Attibele Hobli, Anekal Taluk, Electronic City Phase-1, Bangalore, Karnataka; Tel: +91 80 4180 2500; Fax: +91 80 4009 6009
Tendering Period	Period commencing from Thursday, April 3, 2014 and closing on Monday, April 21, 2014 (both dates inclusive).
Working Day	Any working day of SEBI

Note: All capitalized terms used in this Letter of Offer, but not otherwise defined herein, shall have the meanings ascribed thereto in the SEBI (SAST) Regulations.

I. Disclaimer Clause

IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF THIS DRAFT LETTER OF OFFER WITH SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THIS DRAFT LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF ONMOBILE GLOBAL LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER OR THE COMPANY WHOSE SHARES ARE PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ACQUIRER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ACQUIRER DULY DISCHARGE ITS RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MERCHANT BANKER, KOTAK MAHINDRA CAPITAL COMPANY LIMITED, HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED FEBRUARY 20, 2014 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENTS THEREOF. THE FILING OF THE LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRER FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER.

II. Details of the Offer

Background of the Offer

1 The Offer is a voluntary open offer being made by the Acquirer in accordance with regulation 6 of the SEBI (SAST) Regulations. The Acquirer is one of the promoters of the Target Company and is already in control of the Target Company. This Offer does not result in any change of control over the Target Company

2 The Acquirer makes the Offer to the Eligible Shareholders of the Target Company to acquire 11,900,000 (Eleven Million Nine Hundred Thousand) Shares of the Target ("Offer Size") representing 10.16% of the Fully Diluted Voting Share Capital at a price of Rs. 40/- per Share payable in cash, subject to the terms and conditions mentioned in this Letter of Offer. There are no persons acting in concert with the Acquirer for the purposes of the Offer. The Offer Size constitutes 10.16% of the Fully Diluted Voting Share Capital of the Target Company.

3 This Offer is not a result of a global acquisition, an open market purchase, or a negotiated deal.

4 In terms of the first proviso of regulation 6(1) of the SEBI (SAST) Regulations, the Acquirer has neither acquired nor has been allotted any Shares in the 52 weeks preceding the date of the PA.

5 Other promoters of the Target Company hold 4.01% of the Fully Diluted Voting Share Capital. The total promoter group of the Target Company holds 37.31% of the Fully Diluted Voting Share Capital.

6 Mr. Henry H. Haight, who is the President & CEO of the Acquirer, is also the Chairman of the Target Company. Mr. Chandramouli Janakiraman, who is a shareholder of the Acquirer, is also the Managing Director and CEO of the Target Company. The Acquirer is one of the promoters of the Target Company. The Acquirer holds 39,023,703 Shares representing 33.31% of the Fully Diluted Voting Share Capital. Other than as mentioned above, the Acquirer, its directors and key employees do not have any other interest or relationship in the Target Company.

7 Upon completion of the Offer, assuming full acceptances, the Acquirer will directly hold 50,923,703 Shares of the Target Company representing 43.46% of the Fully Diluted Voting Share Capital.

8 The Acquirer has not been prohibited by SEBI from dealing in securities in terms of directions issued under Section 11B of the SEBI Act, 1992 ("**SEBI Act**"), as amended or under any rules or regulations issued thereunder.

9 As per regulation 26(6) and 26(7) of SEBI (SAST) Regulations, the Board of Directors of the Target Company will constitute an independent committee of directors to provide its recommendations on the Offer to the Eligible Shareholders at least 2 (two) Working Days prior to commencement of the Tendering Period in the same newspapers where the DPS was published and simultaneously a copy of such recommendation shall be sent to SEBI, BSE, NSE and to the Manager to the Offer.

10 Based on the Offer Size and the current shareholding of the Acquirer in the Target Company, pursuant to the successful closure of this Offer and assuming full acceptances, the public shareholding in the Target Company will not fall below 25% of the Fully Diluted Voting Share Capital, which is the minimum public shareholding required for listing on a continuous basis.

Details of the Offer

11 The Acquirer released the DPS on February 12, 2014, which appeared in the following newspapers:

Sl. no.	Newspapers	Language	Editions	Date of Publication
1.	Business Standard	English	All	February 12, 2014
2.	Business Standard	Hindi	All	February 12, 2014
3.	Hosa Digantha	Kannada	Bangalore	February 12, 2014
4.	Mumbai Lakshadeep	Marathi	Mumbai	February 12, 2014

A copy of the DPS is also available on the SEBI's website: *www.sebi.gov.in*.

12 The Offer is being made by the Acquirer to the Eligible Shareholders of the Target Company in terms of regulation 6 of the SEBI (SAST) Regulations. The Offer is an offer to acquire 11,900,000 Shares (Eleven Million Nine Hundred Thousand only) Shares, representing 10.16% of the Fully Diluted Voting Share Capital of the Target Company.

13 All Shares validly tendered in the Offer will be acquired by the Acquirer in accordance with the terms and conditions set forth in the DPS and the Letter of Offer. The Shares (up to the maximum number set out above) validly tendered in the Offer will be acquired by the Acquirer, free from all liens, charges and encumbrances and together with the rights attached thereto, including all rights to dividend, bonus and rights offer declared thereof, in accordance with the terms and conditions set forth in this DPS and the Letter of Offer and Form of Acceptance-cum-Acknowledgement.

14 The Offer Price will be payable in cash by the Acquirer, in accordance with the provisions of regulation 9(1)(a) of the SEBI (SAST) Regulations.

15 The Offer is not conditional upon any minimum level of acceptance in terms of regulation 19(1) of SEBI (SAST) Regulations.

16 There are no partly paid-up equity shares outstanding of the Target Company.

17 The Offer is not a competing offer in terms of regulation 20 of the SEBI (SAST) Regulations.

18 There is no differential pricing being offered for the Shares tendered in the Offer.

19 As per the information available with the Acquirer and the Target Company, no competitive bid has been announced as of the date of this Letter of Offer.

20 In the event that the Shares validly tendered in the Offer by the Eligible Shareholders are more than the Offer Size, the acquisition of Shares from the Eligible Shareholders will be on a proportionate basis, as detailed in paragraph 111 of this Letter of Offer.

21 In terms of regulation 6(1) of the SEBI (SAST) Regulations, during the Offer Period, the Acquirer will not acquire any Shares other than those validly tendered in this Offer.

22 The Shares of the Target Company are listed on the NSE and BSE. As per Clause 40A of the Listing Agreement read with Rule 19A of Securities Contract (Regulation) Rules, 1957 ("SCRR") , the Target Company is required to maintain at least 25% public shareholding as determined in accordance with the SCRR on a continuous basis for listing. Pursuant to the Offer, the public shareholding in the Target Company will not reduce below the minimum level required as per the listing agreements entered into by the Target Company with the NSE and BSE read with Rule 19A of the SCRR.

23 The Manager to the Offer does not hold any Shares as on the date of this Letter of Offer.

24 The Acquire may withdraw the Offer in accordance with the conditions specified in paragraph 94 of this Letter of Offer. In the event of such withdrawal, the same would be notified, in accordance with regulation 23 of the SEBI (SAST) Regulations, by way of public announcement made within 2 (two) Working Days of such withdrawal in the same newspaper in which the DPS had appeared and simultaneously inform in writing to SEBI, NSE, BSE and the Target Company at its registered office.

Object of the Acquisition and Offer

25 The Acquirer wishes to consolidate and enhance its shareholding in the Target Company. The Acquirer plans to continue to operate the business of the Target Company as it has done in the past.

26 In terms of regulation 25(2) of the SEBI (SAST) Regulations, the Acquirer does not have any plans to sell, dispose of or otherwise encumber any material assets of the Target Company during the period of two years from the expiry of the Offer Period except to the extent required (i) for the purposes of restructuring,

rationalization or reorganization of assets, investments, business operations or liabilities of the Target Company or (ii) in the ordinary course of business of the Target Company. It will be the responsibility of the Board of Directors of the Target Company to make appropriate decisions in these matters in accordance with the requirements of the business of the Target Company. Such approvals and decisions will be governed by the provisions of the relevant regulations or any other applicable laws or legislation at the relevant time. Further, during such period of two years, save as set out above, the Acquirer undertakes not to sell, dispose of or otherwise encumber any material assets of the Target Company except with the prior approval of the shareholders of the Target Company through a special resolution by way of a postal ballot in terms of regulation 25(2) of the SEBI (SAST) Regulations.

III. Background of the Acquirer

OnMobile Systems Inc. ("Acquirer")

27 The Acquirer is a private limited company incorporated under the General Corporation Law of Delaware having its registered office at 2711, Centerville Road, Suite 400, City of Wilmington, County of New Castle, 19808, Delaware, USA Telephone: +1-781-213-9344; Fax: +1-781-213-6961 and its corporate office at 140, Scott Drive, Menlo Park, CA 94025, USA, Telephone: +1-781-213-9344; Fax +1-781-213-6961. The Acquirer was incorporated on December 16, 1999 as Onscan Inc. It later changed its name to OnMobile Systems Inc. on February 16, 2001.

28 The Acquirer is a holding company with no business operations.

29 The Acquirer is not part of any group and its equity shares are not listed on any stock exchange.

30 The Acquirer is one of the promoters of the Target Company. The Acquirer holds 39,023,703 Shares representing 33.31% of the Fully Diluted Voting Share Capital of the Target Company.

31 Other promoters of the Target Company hold 4.01% of the Fully Diluted Voting Share Capital. The total promoter group of the Target Company holds 37.31% of the Fully Diluted Voting Share Capital.

32 The paid-up equity share capital of the Acquirer as on December 31, 2013 is USD 24,912 (approximately Rs. 1,549,352) comprising 24,912,001 equity shares of USD 0.001 (approximately Rs. 0.06) each. Argo Global Capital holds 74.70% of the share capital of the Acquirer and is in control of the Acquirer. The balance shareholding is held by various companies and individuals.

33 The shareholding pattern of the Acquirer is as below:

S no.	Particulars	No of Shares	% shareholding
1.	Argo Global Capital	18,609,325	74.70%
2.	Other US Corporations	626,398	2.51%
3.	Foreign Corporations	2,245,982	9.02%
4.	Other Individuals	3,430,296	13.77%
Total		**24,912,001**	**100.00%**

34 Details of the board of directors of Acquirer are as below:

Title	Name	Date of Appointment	Qualification	Experience
President & CEO	Mr. Henry H. Haight	September 7, 2007	Bachelor Science degree from California University Master of Business Administration from Harvard University	He has over 20 years of experience in leadership and growth of various enterprise companies. He has previously served as Managing Director in Advent International Corp. He currently serves as Chief Executive Officer of Argo Global Capital, LLC and OnMobile Systems Inc.
Director	Mr. Charles Sirois	September 7, 2007	Bachelor's degree in finance from the Université de Sherbrooke (QC) Master's in finance from Université Laval (QC)	He is the Chairman, Founder and principal shareholder of Telesystem Limited. He is currently a director of the Canadian Imperial Bank of Commerce. He was Chairman and CEO of

			Mr. Sirois received the Order of Canada in 1994 and was made a knight of the Ordre national du Québec in April 1998.	Teleglobe Inc., a provider of broadband services operating globally. He is also Founder, Chairman and CEO of Enablis Entrepreneurial Network, a non-profit organization sponsored by the G8 Dot Force.

35 Mr Henry H. Haight, who is the President & CEO of the Acquirer, is also the Chairman of the Target Company. Mr. Chandramouli Janakiraman, who is a shareholder of the Acquirer, is also the Managing Director and CEO of the Target Company. The Acquirer is one of the promoters of the Target Company. The Acquirer holds 39,023,703 Shares representing 33.31% of the Fully Diluted Voting Share Capital. Other than as mentioned above, the Acquirer, its directors and key employees do not have any other interest or relationship in the Target Company.

36 The Acquirer's key financial information based on its standalone audited financial statements as at and for financial years ended December 31, 2011, December 31, 2012 and December 31, 2013 audited by Ernst & Young LLP, the statutory auditors of the Acquirer, are as follows:

Profit & Loss Statement	December 31, 2011		December 31, 2012		December 31, 2013	
	Rs. mn	USD mn	Rs. mn	USD mn	Rs. mn	USD mn
Dividends from OnMobile Global Limited	-	-	46.3	0.7	57.2	0.9
Interest & Dividends on other investments	29.7	0.5	23.6	0.4	14.6	0.2
Total income	29.7	0.5	70.0	1.1	71.7	1.2
Total expenditure	26.7	0.4	26.2	0.4	32.2	0.5
Income from operations	3.1	0.0	43.8	0.7	39.6	0.6
Net realized gain / (loss) on marketable securities	0.4	0.0	(1.6)	(0.0)	(12.8)	(0.2)
Net realized gain / (loss) on investment in OnMobile Global Limited	49.7	0.8	64.7	1.0	-	-
Unrealized gain / (loss) on marketable securities	(22.7)	(0.4)	(15.0)	(0.2)	18.3	0.3
Unrealized gain / (loss) on investment in OnMobile Global Limited	(5,159.9)	(83.0)	(1,129.3)	(18.2)	(594.1)	(9.6)
Loss before Income tax	(5,129.4)	(82.5)	(1,037.4)	(16.7)	(549.1)	(8.8)
Income Tax (Current + Deferred)	(1,790.4)	(28.8)	(384.6)	(6.2)	(207.6)	(3.3)
Net profit / (loss)	(3,338.9)	(53.7)	(652.8)	(10.5)	(341.5)	(5.5)

Balance Sheet	December 31, 2011		December 31, 2012		December 31, 2013	
	Rs. mn	USD mn	Rs. mn	USD mn	Rs. mn	USD mn
Sources of funds						
Share Capital	1.6	0.0	1.5	0.0	1.5	0.0
Excess of retention amount over share capital	(1,797.2)	(28.9)	(1,838.5)	(29.6)	(1,838.5)	(29.6)
Retained earnings	4079.5	65.6	3426.7	55.1	3085.2	49.6
Networth	**2,283.9**	**36.7**	**1,589.8**	**25.6**	**1,248.3**	**20.1**
Current Liability	1,466.9	23.6	1,013.7	16.3	652.8	10.5
Non Current Liability	-	-	-	-	-	-
Total	**3,750.9**	**60.3**	**2,603.5**	**41.9**	**1,901.1**	**30.6**
Uses of funds						
Cash & cash equivalents	12.0	0.2	219.9	3.5	155.9	2.5

Balance Sheet	December 31, 2011		December 31, 2012		December 31, 2013	
	Rs. mn	USD mn	Rs. mn	USD mn	Rs. mn	USD mn
Marketable securities	641.5	10.3	403.5	6.5	415.6	6.7
Investments in OnMobile Global Limited	2,997.5	48.2	1,868.2	30.0	1,274.1	20.5
Advances to shareholders	52.9	0.9	56.1	0.9	-	-
Income taxes receivable	46.5	0.7	55.7	0.9	55.4	0.9
Accounts receivable	0.5	0.0	-	-	-	-
Total	**3,750.9**	**60.3**	**2,603.5**	**41.9**	**1,901.1**	**30.6**

Other Financial data	December 31, 2011		December 31, 2012		December 31, 2013	
	Rs. mn	USD mn	Rs. mn	USD mn	Rs. mn	USD mn
Dividend (%)	-	-	-	-	-	-
Basic Earnings per Equity Share	(130.1)	(2.1)	(26.2)	(0.4)	(13.7)	(0.2)

Note: Since the financial statements of the Acquirer are prepared in US Dollars ("USD"), the functional currency of the Acquirer, they have been converted into Rs. for purpose of convenience of translation. Rs. to USD conversion has been assumed at a rate of 1 USD = Rs. 62.193 as on February 10, 2014 i.e. one day prior to the date of the PA (Source: www.rbi.org).
Source: The financial information set forth above has been extracted from the audited standalone financial statements of the Acquirer as at and for years ended December 31, 2011, December 31, 2012 and December 31, 2013 prepared in accordance with US GAAP Standards and audited by Ernst & Young LLP.
EPS has been taken as Net Income divided by number of shares outstanding on December 31 of the respective year as disclosed in the audited statements of the Acquirer.

37 The Acquirer does not have any major contingent liabilities.

38 The Acquirer has not been prohibited by SEBI from dealing in securities in terms of directions issued under Section 11B of the SEBI Act, as amended or under any rules or regulations issued thereunder.

39 The Acquirer has complied with applicable provisions of Chapter II of SEBI (SAST) Regulations 1997 and Chapter V of SEBI (SAST) Regulations 2011 except on one occasion on February 15, 2010, when the Acquirer sold 2,612,943 Shares of the Target Company.

IV. Background of the Target Company

40 The Target Company was originally incorporated as Onscan Technologies India Private Limited on September 27, 2000 under Act as a private company. The registered office of the Target Company is located at E City, Tower-1, No. 94/1C and 94/2, Veerasandra Village, Attibele Hobli, Anekal Taluk, Electronic City Phase-1, Bangalore, Karnataka; Tel: +91 80 4180 2500; Fax: +91 80 4009 6009.

41 The Target 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 Target Company was changed to a public limited company.

42 The Target Company is in the business of white-labeled Data and Value Added Services (VAS) for Mobile, Landline and Media Service Providers.

43 The Shares of the Target Company are listed on the BSE (Scrip ID: ONMOBILE; scrip code: 532944) and the NSE (symbol: ONMOBILE; ISIN: INE809I01019).

44 The corporate identification number of the Target Company is L64202KA2000PLC027860.

45 The Board of Directors of the Target Company comprises 7 (Seven) directors, namely: Mr. Henry H. Haight, Mr. Chandramouli Janakiraman, Mr. Barry B. White, Mr. Harit Nagpal, Mr. Naresh Malhotra, Mr. Rentala Chandrashekhar and Mr. Rajiv Khaitan.

46 As at December 31, 2013, the paid-up equity share capital of the Target Company is Rs. 1,142,355,020/- (Rupees One Billion One Hundred Forty Two Million Three Hundred Fifty Five Thousand And Twenty) comprising 114,235,502 Shares of face value Rs. 10/- each. Other than employee stock options granted and outstanding, there are (i) no partly paid-up Shares; or (ii) any instruments convertible into Shares. There are no Shares under lock-in.

47 The capital structure of the Target Company as of the date of this Letter of Offer is:

Shares of Target Company	No. of Shares / voting rights	% of Shares / voting rights
Fully paid up Shares	114,235,502	100%
Partly Paid Up Shares	Nil	Nil
Total paid up Shares	114,235,502	100%
Total voting rights in Target Company	114,235,502	100%

48 The Target Company has complied with the listing requirements and no penal / punitive actions have been taken by the Stock Exchanges. There has not been any non-listing of any Shares of the Target Company at the Stock Exchanges. Trading of the Shares of the Target Company is not currently suspended on any of the Stock Exchanges.

49 As on the date of this Letter of Offer, the composition of the Board of Directors of the Target Company is as follows:

S. No	Name	Designation	Date of Appointment	Qualification	DIN
1	Mr. Henry H. Haight	Non-Executive Director & Chairman	24-Jul-06	Mr. H.H. Haight graduated with a Bachelor of Science degree from the University of California, Berkeley and a Master of Business Administration degree from Harvard Business School. He has over 20 years of experience in the leadership and growth of various enterprise companies. He has previously served as Managing Director in Advent International Corp. He currently serves as Chief Executive Officer of Argo Global Capital, LLC and OnMobile Systems Inc.	00632900
2.	Mr. Chandramouli Janakiraman	Managing Director and CEO	04-Nov-02	Mr. Chandramouli Janakiraman graduated with a Bachelor of Technology degree from the National Institute of Technology, Allahabad. He has over 20 years of experience in the software industry. He has previously served as Associate Vice President and Head of the Internet Products Group in Infosys Technologies Limited.	00427778
3.	Mr. Barry B. White	Additional Director	29-Oct-13	Mr. Barry B. White is an experienced and very successful senior leader and manager in both the public and private sector. He served with distinction as the U.S. Ambassador to the Kingdom of Norway/ Chief of Mission of the Embassy in Oslo from October 2009 until September 2013.	06711339
4.	Mr. Harit Nagpal	Independent Director	07-Dec-11	Mr. Harit Nagpal is the Managing Director & CEO of Tata Sky Limited, a joint venture of the Tata Group, Newscorp and Temasek. Before joining Tata Sky he	00481307

S. No	Name	Designation	Date of Appointment	Qualification	DIN
				was the Group Marketing Director of Vodafone Plc based at Vodafone's global headquarters in London. He followed his graduation in Chemical Engineering with an MBA from FMS at Delhi. In addition to the 9 years with Vodafone, in India and the U.K., during his 28 years of professional career, he has previously worked with Shoppers Stop, Pepsi, Marico and Lakme in various leadership positions in fields like Sales, Exports, Operations & Marketing.	
5.	Mr. Naresh Malhotra	Independent Director	24-Jul-06	Mr. Naresh Malhotra graduated with a Bachelor of Commerce degree from St. Xavier's College, Calcutta University. He qualified as a Chartered Accountant in 1970. He has over 40 years of experience in India and overseas in various companies including Imperial Chemical Industries, Unilever, Colgate Palmolive, Bukhatir Investments, the UB Group, KPMG and Amalgamated Bean Coffee Trading Company. He has previously served as founding partner and Managing Director of corporate finance in KPMG in India.	00200322
6.	Mr. Rentala Chandrashekhar	Additional Director	08-Oct-13	Mr. Chandrashekhar received a M.Sc. degree in Chemistry from the Indian Institute of Technology, Bombay and a M.S. degree in Computer Science from the Pennsylvania State University, USA. He has been Chairman of the Telecom Commission and Secretary in the Department of Telecommunications in the Ministry of Communications & Information Technology, Government of India from September, 2010 till his retirement from Government service at the end of March, 2013.	01312412
7.	Mr. Rajiv Khaitan	Independent Director	07-May-12	Mr. Rajiv Khaitan is the Senior Partner of Khaitan & Co. Rajiv has over 25 years of experience in general legal practice with focus on business laws and currently leads the corporate and commercial laws	00071487

S. No	Name	Designation	Date of Appointment	Qualification	DIN
				practice at Bangalore. He holds a Bachelor of Commerce degree and an LLB from the Calcutta University.	

50 Two members of the Board of Directors of the Target Company, Mr. Henry H. Haight and Mr. Chandramouli Janakiraman, are representatives of or related to the Acquirer and in terms of regulation 24(4) of the SEBI (SAST) Regulations, these members have neither participated nor shall participate in any deliberations of the board of directors of the Target Company or vote on any matter in relation to the Offer.

51 There has been no merger, de-merger, or spin-off during the last three years involving the Target Company.

52 The Target Company's key financial information based on its audited consolidated financial statements for the financial years ended March 31, 2011, March 31, 2012, March 31, 2013 as audited by Deloitte Haskins & Sells, and the unaudited consolidated interim financial statements (subjected to Limited Review by Deloitte Haskins & Sells as required under clause 41 of the Listing Agreement) as at and for 9 months ended December 31, 2013 is as follows:

Profit & Loss Statement	**Year ended March 31, 2011 (Rs. mn)**	**Year ended March 31, 2012 (Rs. mn)**	**Year ended March 31, 2013 (Rs. mn)**	**9 months ended Dec 31, 2013 (Rs. mn)**
Income from operations	5,372.1	6,380.1	7,252.7	6,401.9
Other Income	448.1	676.4	220.4	233.3
Total Income	**5,820.1**	**7,056.6**	**7,473.1**	**6,635.2**
Total Expenditure	4,163.9	4,980.8	5,759.2	5,352.1
Profit Before Depreciation, Interest and Tax	**1,656.2**	**2,075.7**	**1,714.0**	**1,283.1**
Depreciation & Amortization	566.6	840.2	986.2	999.0
Interest	10.5	31.3	27.0	27.6
Profit Before Tax	**1,079.1**	**1,204.2**	**700.8**	**256.5**
Tax expense	212.3	373.3	229.0	184.4
Profit After Tax	**866.8**	**830.9**	**471.8**	**72.1**
Share of profit from Associate concerns	25.2	-	-	-
Profit attributable to Consolidated group	**892.0**	**830.9**	**471.8**	**72.1**

Balance Sheet Statement	**Year ended March 31, 2011 (Rs. mn)**	**Year ended March 31, 2012 (Rs. mn)**	**Year ended March 31, 2013 (Rs. mn)**
Sources of funds			
Share Capital	589.6	1,150.0	1,141.5
Reserves and Surplus	7,732.8	7,704.0	7,948.7
Net worth	**8,322.4**	**8,854.1**	**9,090.2**
Long-term borrowings	14.3	5.4	2.6
Deferred tax liabilities (net)	78.4	75.9	32.3
Long-term provisions	84.9	143.4	147.4
Non current liabilities	177.6	224.7	182.3
Short term borrowings	272.2	807.9	477.7
Other current liabilities	2,447.7	2,525.4	3,267.9
Current liabilities	2,719.9	3,333.3	3,745.6
Total	**11,219.8**	**12,412.0**	**13,018.1**
Uses of funds			
Net fixed assets	3,912.2	3,624.6	3,530.2
Goodwill on consolidation	2,046.3	2,046.3	2,046.3
Non current investments	25.5	206.9	-
Deferred tax assets	0.3	0.6	31.3
Long term loans and advances	740.5	594.7	1,071.7
Current assets	4,495.0	5,938.9	6,338.7
Total	**11,219.8**	**12,412.0**	**13,018.1**

Other Financial Data	**Year ended March 31, 2011**	**Year ended March 31, 2012**	**Year ended March 31, 2013**	**9 months ended Dec**

	(Rs. mn)	(Rs. mn)	(Rs. mn)	31, 2013 (Rs. mn)
Dividend (%)*	-	10.0%	15.0%	-
Basic Earnings per Equity Share (Rs. per share)	15.2	7.1	4.1	0.6
Diluted Earnings per Equity Share (Rs. per share)	14.8	7.0	4.1	0.6

Source: The consolidated financial information set forth above has been extracted from the Target Company's audited consolidated financial statements as at and for years ended March 31, 2011, March 31, 2012 and March 31, 2013 prepared in accordance with applicable Accounting Standards and audited by Deloitte Haskins & Sells., Bangalore. The interim consolidated financial information set forth above has been extracted from the Target Company's interim unaudited consolidated financial statements as at and for the 9 months ended December 31, 2013 prepared in accordance with applicable Accounting Standards and reviewed by the audit committee of the board of directors, and approved by the board of directors of the Target Company at its meeting held on January 28, 2014. The Limited Review for the unaudited financial results for the quarter ended December 31, 2013, as required under Clause 41 of the Listing Agreement, has been completed by Deloitte Haskins & Sells., Bangalore, the Target Company's statutory auditors.

** calculated as dividend paid / par value of each Share.*

Note: Target Company issued a bonus issue of 1 Share for every 1 Share held by shareholders on May 5, 2011

53 The Target Company has complied with applicable provisions of Chapter II of SEBI (SAST) Regulations 1997 and Chapter V of SEBI (SAST) Regulations 2011 except on one occasion on February 15, 2010, when the Acquirer sold 2,612,943 Shares of the Target Company.

54 The Shares are frequently traded on both the stock exchanges i.e. the NSE and the BSE within the meaning of regulation 2(1)(j) of the SEBI (SAST) Regulations for the period commencing on February 1, 2013 and ending on January 31, 2014.

55 Pre and Post Offer shareholding pattern of the Target Company as on the date of this Letter of Offer is and shall be as follows:

	Shareholding & voting rights prior to the Offer		Shares / voting rights agreed to be acquired which triggered off the SEBI (SAST) Regulations		Shares/ voting rights to be acquired in the Offer (assuming full acceptances)		Shareholding / voting rights after the Offer (assuming full acceptances)	
	(A)		(B)		(C)		(A)+(B)+(C)=(D)	
	No	%	No	%	No	%	No	%
(1) Promoter Group including Acquirer								
a. Acquirer	39,023,703	33.3%	NA	NA	11,900,000	10.2%	50,923,703	43.5%
b. Promoters other than (a) above	4,693,866	4.0%	NA	NA	NA		4,693,866	4.0%
Total (1) (a+b)	**43,717,569**	**37.3%**			**11,900,000**	**10.2%**	**55,617,569**	47.5%
(2) Parties to Agreements other than (1)	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**
(3) Public								
c. FIs/MFs/FIIs/Bank, SFIs	17,039,820	14.5%	NA	NA	NA	NA	Will depend on response in each category	
d. Others	53,478,113	45.6%	NA	NA	NA	NA		
Total (3) (a+b)	**70,517,933**	**60.2%**	**NA**	**NA**	**NA**	**NA**		
ESOP	2,927,564	2.5%					2,927,564	2.5%
Fully Diluted Voting Share Capital	**117,163,066**	**100.0%**	**NA**	**NA**	**11,900,000**	**10.2%**	**117,163,066**	**100.0%**

Note: respective % values are calculated on the Fully Diluted Voting Share Capital.

56 In terms of regulation 6(1) of the SEBI (SAST) Regulations, the Acquirer has not acquired any Shares since the date of the PA and up to the date of the Letter of Offer.

V. Offer Price and Financial Arrangements

Justification of Offer Price

57 The Shares of the Target Company are listed on the BSE (Scrip ID: ONMOBILE; scrip code: 532944) and the NSE (symbol: ONMOBILE ; ISIN: INE809I01019).

58 The annualised trading turnover based on the trading volume of the Shares of the Target Company on the BSE and NSE during February 1, 2013 to January 31, 2014 (12 (twelve) calendar months preceding the month in which the PA is issued) is as under:

Stock exchange	Number of Shares traded during the 12 (twelve) calendar months prior to the month in which the PA is issued	Total number of listed Shares during this period*	Annualized trading turnover (as a % to total listed Shares)
BSE	45,127,075	114,201,728	39.5%
NSE	131,527,089	114,201,728	115.2%

Source: BSE and NSE website.
** Total number of listed equity shares for the period is calculated as the weighted average of the total shares outstanding at the end of each quarter.*

59 The Shares are frequently traded on the Stock Exchanges i.e. the NSE and the BSE, within the meaning of regulation 2(1)(j) of the SEBI (SAST) Regulations, during the 12 calendar months preceding the calendar month in which the PA has been issued. Based on the parameters set out in regulation 8(2) of the SEBI (SAST) Regulations for frequently traded shares, as of the date of the PA, the Offer Price of Rs. 40/- (Rupees Forty) is justified in view of the following:

S.No	Particulars	**Price (in Rs. Per Share)**
I.	The highest negotiated price per Share for acquisition under an agreement attracting the obligation to make a public announcement of an open offer	Not Applicable
II.	The volume-weighted average price paid or payable for acquisitions whether by the Acquirer during the 52 weeks immediately preceding the date of the PA	Not Applicable
III.	The highest price paid or payable for any acquisition, whether by the acquirer during the 26 weeks immediately preceding the date of the PA	Not Applicable
IV.	The volume-weighted average market price of the Shares of the Target Company for a period of sixty trading days immediately preceding the date of the PA as traded on the NSE, being the stock exchange where the maximum volume of trading in the Shares of the Target Company was recorded during such period, the Shares being frequently traded	31.39

Therefore, the Offer Price of Rs. 40/- (Rupees Forty) per Share is justified in terms of regulation 8 of the SEBI (SAST) Regulations.

60 The Offer Price represents a premium of 27.4% over the volume-weighted average market price for a period of sixty trading days immediately preceding the date of the PA; a premium of 37.7% to the closing price of the Shares on February 10, 2014 (on the NSE), which is the last trading day prior to the PA.

61 Calculation of the volume-weighted average market price of such Shares for a period of sixty trading days immediately preceding the date of PA as traded on NSE (as the maximum volume of trading in the Shares of the Target Company was recorded on NSE) as per regulation 8(2) (d) of the SEBI (SAST) Regulations is as follows:

S no.	Date	Total Shares Traded	Total Turnover (lakhs)	Volume weighted average price (Rs.)
1	18-Nov-13	274,461	67.46	24.58
2	19-Nov-13	273,965	68.55	25.02
3	20-Nov-13	412,475	105.37	25.55
4	21-Nov-13	172,934	42.39	24.51
5	22-Nov-13	175,819	42.79	24.34
6	25-Nov-13	102,237	24.94	24.39
7	26-Nov-13	209,976	51.46	24.51

8	27-Nov-13	391,695	96.83	24.72
9	28-Nov-13	415,848	106.85	25.69
10	29-Nov-13	1,478,740	404.84	27.38
11	2-Dec-13	887,113	250.23	28.21
12	3-Dec-13	907,447	257.32	28.36
13	4-Dec-13	285,633	79.12	27.70
14	5-Dec-13	469,046	128.84	27.47
15	6-Dec-13	1,098,163	314.72	28.66
16	9-Dec-13	208,670	59.19	28.37
17	10-Dec-13	267,045	74.85	28.03
18	11-Dec-13	239,621	67.37	28.12
19	12-Dec-13	84,170	23.22	27.59
20	13-Dec-13	247,377	66.05	26.70
21	16-Dec-13	167,788	45.04	26.84
22	17-Dec-13	79,036	21.12	26.72
23	18-Dec-13	138,113	36.43	26.38
24	19-Dec-13	180,061	48.33	26.84
25	20-Dec-13	423,897	116.86	27.57
26	23-Dec-13	627,470	175.55	27.98
27	24-Dec-13	1,423,732	420.39	29.53
28	26-Dec-13	1,165,127	362.54	31.12
29	27-Dec-13	3,777,193	1,263.90	33.46
30	30-Dec-13	1,683,840	571.31	33.93
31	31-Dec-13	821,158	274.81	33.47
32	1-Jan-14	2,758,921	972.00	35.23
33	2-Jan-14	1,860,996	621.83	33.41
34	3-Jan-14	1,725,218	568.47	32.95
35	6-Jan-14	1,703,078	589.88	34.64
36	7-Jan-14	1,167,105	403.03	34.53
37	8-Jan-14	506,413	170.77	33.72
38	9-Jan-14	615,810	205.38	33.35
39	10-Jan-14	729,203	240.28	32.95
40	13-Jan-14	708,622	219.32	30.95
41	14-Jan-14	894,270	291.69	32.62
42	15-Jan-14	512,950	166.50	32.46
43	16-Jan-14	430,919	139.44	32.36
44	17-Jan-14	254,157	80.78	31.78
45	20-Jan-14	469,875	148.88	31.69
46	21-Jan-14	474,319	150.12	31.65
47	22-Jan-14	1,162,937	374.02	32.16
48	23-Jan-14	6,736,037	2,368.24	35.16
49	24-Jan-14	1,214,124	404.51	33.32
50	27-Jan-14	1,378,130	447.48	32.47
51	28-Jan-14	762,312	249.32	32.71
52	29-Jan-14	2,910,533	855.15	29.38
53	30-Jan-14	1,089,391	292.50	26.85
54	31-Jan-14	1,843,375	504.95	27.39
55	3-Feb-14	747,422	203.30	27.20
56	4-Feb-14	710,740	195.78	27.55
57	5-Feb-14	1,115,838	322.65	28.92
58	6-Feb-14	472,546	136.10	28.80
59	7-Feb-14	362,058	102.16	28.22
60	10-Feb-14	639,062	183.27	28.68
Total		**55,046,211**	**17,276.47**	
Volume weighted average market price (Total turnover divided by the total number of Shares traded)				**31.39**

Source: www.nseindia.com.

62 There are no corporate actions of the Target Company requiring the relevant price parameters to be adjusted.

63 The Acquirer is permitted to make upward revisions in Offer Price and/ or Offer Size, at any time prior to the last 3 (three) Working Days before the commencement of the Tendering Period of the Offer in accordance with regulation 18(4) of SEBI (SAST) Regulations. In the event of such revision, the Acquirer is required to (i) make corresponding increases to the amount kept in Escrow Account as set out in paragraph 72 of this Letter of Offer; (ii) make a public announcement in the newspapers where the DPS was published; and (iii) simultaneously with the issue of such public announcement, inform SEBI, BSE, NSE and the Target Company.

64 An increase in the Offer Price and/ or Offer Size, if any, on account of competing offers or otherwise, will be done only up to the period prior to 3 Working Days before the date of commencement of the Tendering Period and will be notified to the Eligible Shareholders.

65 In the event that the number of Shares validly tendered by the Eligible Shareholders is more than the Offer Size, the Acquirer shall accept the Shares validly tendered by the Eligible Shareholders on a proportionate basis in terms of the SEBI (SAST) Regulations in consultation with the Manager to the Offer.

66 The Offer Price will be paid in cash in accordance with regulation 9(1)(a) of the SEBI (SAST) Regulations, and subject to the terms and conditions mentioned in the PA, the DPS and this Letter of Offer and Form of Acceptance-cum-Acknowledgement.

67 The monthly high, low and average of the closing market prices and the volume of Shares traded in each month for the twelve months preceding the date of the PA on the NSE are as follows:

Month	Open (Rs.)	High (Rs.)	Low (Rs.)	Close (Rs.)	VWAP (Rs.)*	Volumes (no. of shares)
Feb-13	40.10	44.00	33.75	34.75	37.90	18,189,032
Mar-13	35.00	38.45	33.10	35.60	35.62	7,836,405
Apr-13	35.90	40.85	34.50	39.05	36.90	6,030,258
May-13	39.00	41.85	34.50	34.65	38.93	7,963,499
Jun-13	34.15	36.40	26.50	28.65	31.41	6,729,889
Jul-13	28.40	33.35	19.30	19.75	28.93	7,937,406
Aug-13	21.00	26.40	19.00	23.05	22.59	5,241,526
Sep-13	23.20	28.40	22.50	26.40	26.31	5,309,357
Oct-13	26.50	32.20	25.70	26.85	29.73	11,323,567
Nov-13	26.65	28.35	23.35	28.00	26.10	7,875,755
Dec-13	28.80	35.50	25.00	33.00	30.68	15,181,700
Jan-14	33.15	36.70	25.50	26.80	32.80	31,908,695

** VWAP is calculated as total turnover in a month / total shares traded in a month.*
Source: www.nseindia.com.

Financial Arrangements

68 The Maximum Consideration payable under the Offer, assuming full acceptance, would be Rs. 476,000,000/- (Rupees Four Hundred and Seventy Six Million) i.e. the consideration payable for the acquisition of 11,900,000 Shares at an Offer Price of Rs. 40/- per Share.

69 In accordance with regulation 17(1) of the SEBI (SAST) Regulations, the Acquirer has opened an escrow account under the name and title of "Escrow Account – OnMobile Systems Inc. – Open Offer" with Kotak Mahindra Bank Limited ("**Escrow Bank**"), Branch: Mittal Court, Mumbai and made a cash deposit of Rs. 476,000,000/- (Rupees Four Hundred and Seventy Six Million) in the account in accordance with the regulation 17(3)(a) of the SEBI (SAST) Regulations, which is 100% of the total consideration payable to the Eligible Shareholders of the Target Company under the Offer.

70 The cash deposit has been confirmed vide a confirmation letter dated February 7, 2014 issued by Kotak Mahindra Bank Limited. The source of funds is foreign funds.

71 The Manager to the Offer has entered into Escrow Agreement dated February 5, 2014 with the Acquirer and the Escrow Bank pursuant to which the Manager to the Offer has been solely authorized to operate and realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations.

72 In case of any upward revision in the Offer Price or the Offer Size, the value of the escrow amount shall be computed on the revised consideration calculated at such revised offer price or offer size and any additional amounts required will be funded in the Escrow Account by the Acquirer prior to effecting such revision, in terms of regulation 17(2) of the SEBI (SAST) Regulations.

73 MZSK & Associates, having its office at Level 9, The Ruby, North West Wing, Senapati Bapat Road, Dadar (W), Mumbai - 400028, Tel: +91 22 2439 3600, Fax: +91 22 2439 3700 (Rajesh Thakkar, Membership No: 103085),("Accountant") has confirmed by the certificate dated February 11, 2014 that the Acquirer has adequate financial resources through verifiable means available for meeting its obligations under the SEBI (SAST) Regulations for a value up to the Maximum Consideration.

74 On the basis of the aforesaid financial arrangements and the Accountant's certificate, the Manager to the Offer is satisfied that firm financial arrangements through verifiable means are in place by the Acquirer to implement this Offer in accordance with the SEBI (SAST) Regulations.

VI. Terms and Conditions of the Offer

75 The Offer is not conditional and is not subject to any minimum level of acceptance. The acceptance of the Offer is entirely at the discretion of the Eligible Shareholders.

76 All shareholders holding Shares (except the promoter group) whether in dematerialised form or physical form, registered or unregistered, are eligible to participate in the Offer at any time during the Tendering Period of the Offer.

77 This Letter of Offer specifying the detailed terms and conditions of the Offer along with the Form of Acceptance-cum-Acknowledgement will be mailed to all the Eligible Shareholders of the Target Company whose names appear on the register of members of the Target Company at the close of business hours on the Identified Date, being registered equity shareholders as per the records of the NSDL and the CDSL, and registered Eligible Shareholders holding Shares in physical form as per the records of the Target Company, as on the Identified Date. Accidental omission to dispatch this Letter of Offer to any person to whom the Offer is made or the non-receipt or delayed receipt of this Letter of Offer by any such person will not invalidate the Offer in any way. The last date by which the individual Letter of Offer would be dispatched to each of the Eligible Shareholders of the Target Company is March 26, 2014.

78 The Shares to be acquired under the Offer must be free from all liens, charges and encumbrances and will be acquired together with all rights attached thereto.

79 There are no Shares which are under lock-in.

80 Persons who have acquired Shares (irrespective of the date of purchase) but whose names do not appear on the register of members of the Target Company on the Identified Date are also eligible to participate in the Offer.

81 The Acquirer reserves the right to revise the Offer Price and/or the Offer Size upwards up to 3 (three) Working Days prior to the commencement of the Tendering Period, *i.e.* up to Friday, March 28, 2014 in accordance with the SEBI (SAST) Regulations and the revision, if any, in the Offer Price and/or the Offer Size would be announced in the same newspapers where the DPS was published. The Acquirer would pay such revised price for all the Shares validly tendered at any time during the Tendering Period and accepted under the Offer in accordance with the terms of the DPS and the Letter of Offer.

82 Eligible Shareholders to whom the Offer is being made are free to offer their shareholding in the Target Company in whole or in part while accepting the Offer. The acceptance must be unconditional and should be absolute and unqualified.

83 Eligible Shareholders who hold Shares in **physical** form and who wish to tender their Shares will be required to send the Form of Acceptance-cum-Acknowledgement, duly signed and completed in the manner specified therein together with all the necessary documents, as specified in section VII of this Letter of Offer entitled "Procedure for Acceptance and Settlement of the Offer", to the Registrar to the Offer at any of its collection centers, mentioned under paragraph 97 of this Letter of Offer so that the same are received by the Registrar to the Offer no later than the date of closure of the Tendering Period.

84 In respect of **dematerialized** Shares, Eligible Shareholders must ensure that the credit for the Shares tendered must be received in the Special Depository Account (as specified in paragraph 102) no later than closure of the Tendering Period. If Eligible Shareholders hold their Shares through CDSL, their depository participant instruction will have to take the form of an inter-depository delivery instruction from CDSL for the purpose of crediting their Shares in favour of the Special Depository Account with NSDL as mentioned in paragraph 103 below.

85 In terms of Regulation 18(9) of the SEBI (SAST) Regulations, Eligible Shareholders who have tendered Shares in acceptance of the Offer shall not be entitled to withdraw such acceptance.

86 No indemnity would be required from unregistered Eligible Shareholders regarding their title to their Shares.

87 The Acquirer shall not be responsible for any loss of Share certificate(s) and the other documents during transit and the Eligible Shareholders are advised to adequately safeguard their interests in this regard.

88 The instructions, authorizations and provisions contained in the Form of Acceptance-cum-Acknowledgement constitute an integral part of this Letter of Offer.

89 A copy of the Letter of Offer (including the Form of Acceptance-cum-Acknowledgment) will be available on SEBI's website (http://www.sebi.gov.in) during the period the Offer is open and may also be downloaded from the website.

Statutory and other approvals

90 As of the date of this Letter of Offer, to the best of the knowledge of the Acquirer, there are no other statutory approvals which are required to acquire the Shares that are validly tendered pursuant to the Offer. However in case of any statutory approvals being required by the Acquirer at a later date, the Offer shall be subject to such approvals.

91 NRI and OCB holders of the Shares, if any, must obtain all requisite approvals required to tender the Shares held by them, in the Offer (including without limitation the RBI NRI Approval) and submit such approvals along with the documents required to accept the Offer. Further, if holders of the Shares who are not persons resident in India (including NRIs, OCBs and Foreign Institutional Investors) had required any approvals (including from the RBI or the Foreign Institutional Promotion Board or any other regulatory body) in respect of the Shares held by them, they will be required to submit such previous approvals that they would have obtained for holding the Shares, along with the other documents required to be tendered to accept the Offer. In the event such approvals are not submitted, the Acquirer reserves the right to reject such Shares tendered in the Offer.

92 In case of delay/ non-receipt of any statutory approval, SEBI may, if satisfied that non-receipt of the requisite approvals was not attributable to any wilful default, failure or neglect on the part of the Acquirer to diligently pursue such approval, grant extension of time for the purpose of paying the consideration payable under the Offer, subject to the Acquirer agreeing to pay interest to the Eligible Shareholders as directed by SEBI, in terms of regulation 18(11) of the SEBI (SAST) Regulations.

93 Where any statutory approval extends to some but not all the Eligible Shareholders who tender their Shares under the Offer, the Acquirer shall have the option to make payment to such shareholders in respect of whom no such statutory approvals are required to complete the Offer.

94 In terms of regulation 23 of the SEBI (SAST) Regulations, in the event any of the statutory approvals specified above are not obtained or waived, or are refused, by the relevant statutory authorities, the Acquirer shall have the right to withdraw the Offer. In the event of withdrawal, a public announcement will be made within 2 (two) Working Days of such withdrawal, in the same newspapers in which the DPS has been published and such public announcement will also be sent to SEBI, the BSE, the NSE and the Target Company.

95 The Acquirer does not require any approvals from financial institutions or banks for this Offer.

VII. Procedure for Acceptance and Settlement of the Offer

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96 All shareholders holding Shares (except the promoter group) whether in dematerialised form or physical form, registered or unregistered, are eligible to participate in the Offer at any time during the Tendering Period of the Offer.

97 A tender of Shares pursuant to any of the procedures described in this Letter of Offer will constitute a binding agreement between the Acquirer and the tendering Eligible Shareholder, including the tendering Eligibile Shareholder's acceptance of the terms and conditions of this Letter of Offer.

Eligible Shareholders of the Target Company who wish to accept the Offer and validly tender their Shares can send/deliver the Form of Acceptance-cum-Acknowledgment duly signed along with all the relevant documents as mentioned below at any of the collection centers of the Registrar to the Offer mentioned below during the working hours on or before the date of closure of the Tendering Period, *i.e.* no later than Monday, April 21, 2014, in accordance with the procedure as set out in the Letter of Offer.

S. No	Collection Centre	Address of Collection Centre	Contact Person	Phone no	Fax	Mode of delivery
1.	Mumbai	Karvy Computershare Pvt. Limited, 24-B, Rajabahudur Mansion, Gr Floor, 6 Ambalal Doshi Marg, Behind BSE Limited, Fort, Mumbai – 400001	Ms. Nutan Shirke	022 – 66235454	022 – 66331135	Hand Delivery
2.	Bangalore	NO.59, Skanda Puttanna Road Basavanagudi, Bangalore -560 004 Karnataka	Mr. Kulashekara Sharma S.	080-26621192 Ext: 2109		Hand Delivery

3.	New Delhi	Karvy Computershare Pvt. Limited, 305, New Delhi House, 27, Barakhamba Road, Connaught Place, New Delhi - 110 001	Mr. Rakesh Kr Jamwal / Vinod Singh Negi	011 – 43681700/1798	011 – 41036370	Hand Delivery
4.	Chennai	Karvy Computershare Pvt. Limited, Flat no.F11 First Floor, Akshya Plaza New no.108, Adhithanar Salai, Egmore, Chennai - 600002, India	Mr. K. Gunasekaran	044 - 28587781		Hand Delivery
5.	Kolkata	Karvy Computershare Pvt. Limited, 49, Jatin Das Road, Nr.Deshpriya Park, Kolkata - 700 029	Mr. Sujit Kundu/ Mr. Debnath	033 – 66192844	033 – 24644866	Hand Delivery
6.	Ahmedabad	Karvy Computershare Pvt. Limited, 201-203, Shail, Opp. Madhusudhan House, Behind Girish Cold Drinks, Off C G Road, Ahmedabad - 380 006	Mr. Aditya Gupta/ Ms. Jagruthi	079 – 65150009		Hand Delivery
7.	Hyderabad	Karvy Computershare Pvt. Limited, Plot No. 17 to 24, Vithalrao Nagar, Hi-Tech City Road, Madhapur, Hyderabad - 500 081	Mr. K. Bhakta Singh	040 - 44655000	040 – 23431551	Hand Delivery and Registered Post
8.	Pune	Karvy Computershare Pvt. Limited, Shrinath Plaza, C-Wing, Dnyaneshwar Paduka Chowk, 111rd, Floor,F C Road, Pune-411004.	Ms. Sandhya	020-25532078/ 25539547	020-25456842	Hand Delivery
9.	Surat	Karvy Computershare Pvt. Limited, G-5 Empire state Building , Near Udhna Darwaja , Ring Road , Surat-395002	Mr.Viral Mehta	0261-3081179/ 0261-3042170		Hand Delivery
10.	Vadodara	Karvy Computershare Pvt. Limited SB-5, Mangaldeep complex, Productivity Road, Vadodara – 390005	Mr. Manish J. Soni	0265 – 6640870/71		Hand Delivery

Note: Business Hours: Monday to Friday 10:00 AM to 4.00 PM. Closed on Saturday, Sunday and public holidays

98 Shares should not be submitted/ tendered to the Manager to the Offer, the Acquirer or the Target Company.

99 Eligible Shareholders can also download the Letter of Offer and the Form of Acceptance-cum-Acknowledgement from the SEBI website at www.sebi.gov.in and send in their acceptances by filling the same.

100 The Eligible Shareholders of the Target Company who wish to tender their Shares pursuant to the Offer will be required to communicate their acceptance in the form and manner specified in the Letter of Offer to the Registrar to the Offer in accordance with the instructions contained in this Letter of Offer and Form of Acceptance-cum-Acknowledgement. Applicants who cannot hand deliver their documents at the collection centers, which will be provided in the Letter of Offer, may send such documents by registered post or by courier, at their own risk and cost, to the Registrar to the Offer at its address - Plot No. 17-24, Vittalrao Nagar, Madhapur, Hyderabad - 500 081. In case of non-receipt of the Letter of Offer, the Eligible Shareholders may (i) download the same from the SEBI website, (http://www.sebi.gov.in) (ii) obtain a copy of the same by writing to the Manager to the Offer or the Registrar to the Offer, or (iii) in case of physical Shares, make an application to the Registrar to the Offer at the collection centers as mentioned in this Letter of Offer, on plain paper stating the name, address, number of Shares held, distinctive numbers, folio number, number of Shares offered along with documents as mentioned in this Letter of Offer so as to reach the Registrar to the Offer on or before the closure of the Tendering Period, i.e., no later than April 21, 2014, or in case of beneficial owners, send the application in writing to the Registrar to the Offer at the collection centers as mentioned in this Letter of Offer, on a plain paper stating the name, address, number of Shares held, number of Shares offered, Depository Participant ("**DP**") name, DP ID, beneficiary account number and a photocopy of the delivery instruction in "Off-market" mode or counterfoil of the delivery instruction in "Off-market" mode, duly acknowledged by the DP, in favour of the Special Depository Account, so as to reach the Registrar to the Offer, on or before the close of the Offer, i.e., no later than April 21, 2014.

101 Eligible Shareholders of the Target Company who are holding the Shares in physical form and who wish to tender their Shares in the Offer are required to submit the Form of Acceptance-cum-Acknowledgement together with the original share certificate(s), valid transfer deed(s), and such other documents as may be specified in the Letter of Offer and the Form of Acceptance, duly signed and addressed to the Registrar to the Offer, either by hand delivery on weekdays or by registered post, so as to reach the Registrar to the Offer on or before the closure of the Offer, i.e., no later than April 21, 2014 in accordance with the instructions specified in the Letter of Offer and the Form of Acceptance-cum-Acknowledgement.

102 In respect of dematerialised Shares, Eligible Shareholders of the Target Company must ensure that the credit for the Shares tendered is received in the Special Depository Account as specified below on or before April 21, 2014. If the Eligible Shareholders of the Target Company hold their Shares through CDSL, their DP Instruction will have to take the form of an inter-depository delivery instruction to CDSL for the purpose of crediting their Shares in favour of the Special Depository Account with NSDL as mentioned below.

Depository Name	National Securities Depository Limited (NSDL)
Account Name	KARVY - ESCROW A/C - ONMOBILE GLOBAL LIMITED OPEN OFFER
DP Name	Kotak Mahindra Bank Limited
DP ID Number	IN303173
Beneficiary Account Number	20009048
ISIN	INE809I01019
Market	Off-Market
Date of Credit	On or before April 21, 2014

It is the sole responsibility of the Eligible Shareholders of the Target Company to ensure credit of their Shares in the depository account above, prior to the closure of the Offer.

103 Eligible Shareholders having their beneficiary account in CDSL shall use the inter-depository delivery instruction slip for the purpose of crediting their Shares in favor of the Depository Escrow Account with NSDL. In case of non-receipt of the aforesaid documents, but receipt of the Shares in the Depository Escrow Account by the Registrar to the Offer, the Eligible Shareholder may be deemed to have accepted the Offer.

104 Procedure and Documents to be delivered by all Eligible Shareholders:

a. For Shares held in the dematerialized form -
   i. Form of Acceptance-cum-Acknowledgement, duly completed and signed in accordance with the instructions contained therein bysole/joint Eligible Shareholders whose name appear in the beneficiary account and in the same order therein, as per the records of the DP. The Form of Acceptance-cum-Acknowledgement has to be executed by the beneficial holder of the Shares only.

ii. Photocopy of the delivery instruction slip in "Off-market" mode or counterfoil of the delivery instruction slip in "Off-market" mode, duly acknowledged by the DP and filled in as per the details of the Special Depository Account that are given above.

iii. It is the sole responsibility of the Eligible Shareholders to ensure credit of their Shares in the Special Depository Account above, prior to the closure of the Tendering Period.

b. In case of Eligible Shareholders who have sent their Shares of dematerialization –

i. Form of Acceptance-cum-Acknowledgement, duly completed and signed in accordance with the instructions contained therein by the sole/joint Eligible Shareholders whose name appears on the Share certificate and in the same order and as per the specimen lodged with the Target Company.

ii. A copy of the dematerialization request form duly acknowledged by the Eligible Shareholders DP.

iii. Eligible Shareholders who have sent their Shares for dematerialization need to ensure that the process of getting Shares dematerialized is completed well in time so that the credit in the Special Depository Account should be received on or before the date of closing of the business hours on the date of closure of the Tendering Period i.e. Monday, April 21, 2014, else the application will be rejected. Alternatively, if the Shares sent for dematerialization are yet to be processed by the Eligible Shareholders DP, such shareholders can withdraw their dematerialization request and tender the Share certificates in the Offer as per the procedures mentioned in this Letter of Offer

c. In case of Shares held in the physical mode by registered Eligible Shareholders –

i. Form of Acceptance-cum-Acknowledgement should be duly completed and signed, in accordance with the instructions contained therein, by the sole/joint Eligible Shareholders whose name(s) appears on the Share certificate(s). Notwithstanding anything contained herein, in case of Shares held in joint names, names should be filled up in the same order in which they hold Shares in the Company and as per the specimen signature lodged with the Target Company. This order cannot be changed or altered nor can any new name be added for the purpose of accepting the Offer;

ii. Original equity Share certificate(s).

iii. Valid equity Share transfer form(s) duly signed by transferor (by all the Eligible Shareholders in case the Shares are in joint names) as per the specimen signatures lodged with the Target Company and duly witnessed at the appropriate place(s). The transfer form should be left blank, except for the signatures and witness details as mentioned above. Attestation, where required (as indicated in the Share transfer deed) (thumb impressions, signature differences, etc.) should be done by a Magistrate, Notary Public or Special Executive Magistrate or a similar authority holding a public office and authorized to use the seal of his office or a member of a recognized stock exchange under their seal of office and membership number or manager of the transferor's bank. A blank Share transfer form with the Acquirer's name stamped as the proposed transferee is enclosed along with the Letter of Offer.

Notwithstanding that the signature(s) of the transferor(s) has/have been attested as aforesaid, if the signature(s) of the transferor(s) differs from the specimen signatures(s) recorded with the Target Company or are not in the same order, such Shares are liable to be rejected under this Offer.

iv. Self attested copy of the PAN card of all Eligible Shareholders.

PLEASE DO NOT FILL IN ANY OTHER DETAILS IN THE TRANSFER DEED

d. In case of unregistered owners of Shares:

i. Form of Acceptance-cum-Acknowledgment duly completed and signed in accordance with the instructions contained therein.

ii. Original Share certificates.

iii. Valid share transfer form(s) duly executed in favour of the unregistered owner as the proposed transferee(s) along with self attested copy of PAN Card for all the proposed transferee(s). All other requirements for valid transfer (including matching of signatures) will be preconditions for acceptance.

iv. An additional valid share transfer form(s) duly signed by the unregistered owner as transferor(s) by the sole/joint Eligible Shareholder(s) in the same order and duly witnessed at the appropriate place. The transfer form should be left blank, except for the signatures and witness details as mentioned above. Attestation, where required (as indicated in the Share transfer deed) (thumb impressions, signature difference, etc.) should be done by a Magistrate, Notary Public or Special Executive Magistrate or a similar authority holding a public office and authorized to sue the seal of his office or a member of a recognized stock exchange under their seal of office and membership number or manager of the transferor's bank.

v. In case the Share certificate(s) and the transfer deed(s) are lodged with the Target Company/its transfer agents for transfer, then the acceptance shall be accompanied by the acknowledgement of lodgement with, or receipt by, the Target Company/its transfer agents, of the Share certificate(s) and the transfer deed(s). The Eligible Shareholders should ensure that the certificate(s) and above documents reach the designated collection center before the date of the closure of the Tendering Period.

Unregistered owners can send their acceptance of the Offer in writing to the Registrar to the Offer, at the collection centers as mentioned in this Letter of Offer, on plain paper stating name, address, number of Shares held, number of Shares offered, distinctive numbers, folio numbers, together with the original Share certificate(s), valid transfer form(s) duly executed as mentioned in this Letter of Offer and additional transfer form(s) as mentioned in this Letter of Offer in case of Shares held in physical form.

vi. No indemnity regarding title is required from persons not registered as Eligible Shareholders.

105 Beneficial owners are requested to note that in the event the tendered Shares are to be returned, they will be in dematerialized form and to the same account from which they were tendered. It is therefore advised that the demat account is maintained till the completion of the Offer Period

106 For each delivery instruction slip, the beneficial owner should submit a separate Form of Acceptance-cum-Acknowledgment

107 The Registrar to the Offer is not bound to accept those documents, for which corresponding Shares have not been credited to the Special Depository Account or for Shares that are credited in the Special Depository Account but the corresponding Form of Acceptance-cum-Acknowledgment has not been received on or before the date of closure of the tendering periodTendering Period.

108 Eligible Shareholders who are not residents in India should, in addition to the above, enclose copy(ies) of permission(s) received from the RBI or any other regulatory authority to acquire Shares held by them in the Target Company. In case such approvals are not submitted, the Acquirer reserves the right to reject such Shares tendered.

109 Shares that are subject to any charge, lien or encumbrance are liable to be rejected in the Offer. Applications in respect of Shares of the Target Company that are subject matter of litigation wherein the Eligible Shareholders of the Target Company may be prohibited from transferring such Shares during the pendency of the said litigation are liable to be rejected if the directions/orders regarding such Shares are not received together with the Shares tendered under the Offer. The Letter of Offer in some of these cases, wherever possible, will be forwarded to the concerned statutory authorities for further action by such authorities.

110 The Eligible Shareholders should also provide all relevant documents which are necessary to ensure transferability of the Shares in respect of which the application is being sent. Such documents may include, but are not limited to:

- Duly attested death certificate and succession certificate / probate / letter of administration (in case of single Eligible Shareholder) if the original Eligible Shareholder has expired;
- Duly attested power of attorney if any person apart from the Eligible Shareholder has signed the acceptance form and / or transfer deed(s);
- No objection certificate from any lender, if the Shares in respect of which the acceptance is sent, were under any charge, lien or encumbrance;
- In case of companies, the necessary corporate authorization (including certified copy of board and/or general meeting resolution(s)); and
- Any other relevant documents.

111 In case the number of Shares validly tendered in the Offer by the Eligible Shareholders are more than the Shares to be acquired under the Offer, the acquisition of Shares from each Eligible Shareholder will be on a proportionate basis, in consultation with the Manager to the Offer, in such a way that the acquisition from any Eligible Shareholder shall not be less than the minimum marketable lot, or the entire holding if it is less than the marketable lot. As the Shares trade in the compulsory dematerialized settlement segment of BSE, the minimum marketable lot for the Shares is one Share.

112 Payment to those Eligible Shareholders whose Share certificates and/or other documents are found valid and in order, will be made by way of a crossed account payee cheque/demand draft/pay order/ through Direct Credit ("DC") / National Electronic Clearance System ("NECS") / National Electronic Funds Transfer

("NEFT") / Real Time Gross Settlement ("RTGS"). So as to avoid fraudulent encashment in transit, the Eligible Shareholders holding Shares in physical form should provide details of bank account of the first / sole Eligible Shareholder as provided in the Form of Acceptance-cum-Acknowledgement and the consideration cheque or demand draft will be drawn accordingly. In the event such details are not provided, the payment instruments be prepared based on the bank account details available with the Registrar to the Offer. In absence of bank account details, the Registrar to the Offer will incorporate the address available in their records on the payment instrument being dispatched. For Shares that are tendered in dematerialized form, the bank account details as obtained from the beneficiary position download to be provided by the depositories will be considered and the payment shall be processed with the said bank particulars, and not any details provided in the Form of Acceptance-cum-Acknowledgement. In case of Eligible Shareholders holding Shares in physical form, if the bank account details are not provided, then the consideration will be dispatched in the name of the sole / first named holder at her / his registered address (at their own risk). The decision regarding (i) the acquisition (in part or full), of the Shares tendered pursuant to the Offer, or (ii) rejection of the Shares tendered pursuant to the Offer along with (a) any corresponding payment for the acquired Shares and / or (b) return of Share certificates for any rejected Shares or Shares accepted in part, will be dispatched to the Eligible Shareholders by registered post or by ordinary post as the case may be, at the Eligible Shareholder's sole risk. Shares held in dematerialized form to the extent not acquired will be credited back to the respective beneficiary account with their respective DPs as per the details furnished by the beneficial owners in the Form of Acceptance-cum Acknowledgement

113 For Eligible Shareholders who do not opt for electronic mode of transfer or whose payment consideration is rejected/ not credited through DC/NECS/NEFT/RTGS, due to technical errors or incomplete/incorrect bank account details, payment consideration will be dispatched through registered/speed post at the Eligible Shareholder's sole risk and the payment instruments shall be prepared based on the bank account details available with the Registrar to the Offer. In absence of bank account details, the Registrar to the Offer will incorporate the address available in their records on the payment instrument being dispatched.

114 All cheques / demand drafts / pay orders will be drawn in the name of the first holder, in case of joint holder(s). In case of unregistered owners of Shares, payment will be made in the name of the person stated in the contract note.

115 Subject to the receipt of such approvals as mentioned in paragraphs 90 to 95, the Acquirer intend to complete all formalities, including the payment of consideration within a period of 10 Working Days from the closure of the Tendering Period, *i.e.* Tuesday, May 6, 2014, and for the purpose open a special account as provided under regulation 21(1) of the SEBI (SAST) Regulations, provided that where the Acquirer are unable to make the payment to the Eligible Shareholders who have accepted the Offer before the said period of 10 Working Days due to non-receipt of such approvals, SEBI may, if satisfied that non-receipt of such approvals was not due to any willful default or neglect of the Acquirer or failure of the Acquirer to diligently pursue the applications for such approvals, grant extension of time for the purpose, subject to the Acquirer agreeing to pay interest to the Eligible Shareholders for delay beyond such 10 Working Days period, as may be specified by SEBI from time to time.

116 The unaccepted Share certificates, transfer forms and other documents, if any, would be returned by registered post at the Eligible Shareholders' sole risk. Unaccepted Shares held in dematerialised form will be credited back to the beneficial owners' depository account with the respective depository participant as per details received from their depository participant. It will be the responsibility of the Eligible Shareholders to ensure that the unaccepted Shares are accepted by their respective depository participants when transferred by the Registrar to the Offer. Eligible Shareholders holding Shares in dematerialized form are requested to issue the necessary standing instruction for the receipt of the credit, if any, in their DP account. Eligible Shareholders should ensure that their depository account is maintained till the Offer formalities are completed.

117 The Registrar to the Offer will hold in trust the Form of Acceptance-cum-Acknowledgement, Shares, Share certificates, transfer deed(s) and/or other documents on behalf of the Eligible Shareholders of the Target Company who have accepted the Offer, until the warrants/ cheques/ drafts for the consideration are dispatched and unaccepted Share certificate/ Shares, if any, are dispatched/ returned to the relevant Eligible Shareholders.

118 **Tax Provisions**

a. General

i. The present transaction would not be carried out through the Stock Exchanges. The present transaction would not be subject to any securities transaction tax.
ii. Thus, the gains arising on transfer of Shares by the Eligible Shareholders would be chargeable to tax in their hands. The said gains would be chargeable to tax as capital gains or business income, as the case may be. The characterization of such gains as business income or capital gains would depend on the nature of holding and various other factors.
iii. Under the present offer, the Acquirer would be required to pay consideration to the Eligible Shareholders for transfer of Shares. Accordingly, the Acquirer shall deduct tax at the

prescribed rate (including applicable surcharge and education cess) on the gross consideration payable to the Eligible Shareholders, based on the information requested and submitted along with the Form of Acceptance-cum-Acknowledgement.

iv. Each Eligible Shareholder shall certify its status (i.e. whether individual, firm, company, association of persons/ body of individuals, trust, any other, etc.) and tax residency status (i.e. whether resident or non-resident) by selecting the appropriate box in the Form of Acceptance-cum-Acknowledgement.

v. All the Eligible Shareholders (irrespective of their status and tax residency) are required to submit their PAN for income-tax purposes. In case the PAN is not submitted or is invalid or does not belong to the Eligible Shareholder, the Acquirer will arrange to deduct tax at the rate of 20% (as provided in Section 206AA of the I-T Act) or the rate, as may be applicable, to the category of the shareholder under the I-T Act, whichever is higher.

vi. In case of ambiguity, incomplete or conflicting information or the information not being provided to the Acquirer, the Acquirer, at its discretion would deduct taxes at the maximum prevailing rate.

vii. Further, the Acquirer will not accept any request from any Eligible Shareholder, under any circumstances, for non-deduction of tax at source or deduction of tax at a lower rate, on the basis of any self computation/computation by any tax consultant, of capital gain and/or interest, if any and tax payable thereon. The Eligible Shareholders may obtain a certificate for deduction of tax at a lower rate under Section 197 of the I-T Act, clearly indicating the fact that the Acquirer is authorized to deduct tax at a lower rate on the sale consideration payable to the Eligible Shareholder. Such a certificate shall be furnished to the Acquirer along with the Form of Acceptance-cum-Acknowledgement.

viii. The foregoing paragraphs discuss the applicability of withholding provisions for various categories of Eligible Shareholders.

b. Withholding tax implications for Non-resident Eligible Shareholders (other than FIIs and FII sub-accounts)

i. As per the provisions of section 195(1) of the I-T Act, any person responsible for paying to a non-resident any sum chargeable to tax is required to deduct tax at the prescribed rate (including applicable surcharge and education cess). Accordingly, the Acquirer shall deduct tax at the prescribed rate (including applicable surcharge and education cess) on the gross consideration payable to the non-resident Eligible Shareholders and on the interest payable in terms of the Offer, if any.

ii. As per the provisions of the I-T Act, a non-resident Eligible Shareholder is entitled to claim benefits under a double taxation avoidance agreement entered into between India and the country of residence of such Eligible Shareholder, if the said provisions are more beneficial to the Eligible Shareholder. For the same, the non-resident Eligible Shareholder is required to furnish a tax residency certificate furnished to him by the competent authorities of his country of residence. Such tax residency certificate should contain the particulars prescribed for. In case some of the prescribed particulars are not reflected in the tax residency certificate, such non-resident Eligible Shareholder shall furnish Form No 10F duly filed in to the Acquirer. The Acquirer reserves its right to accept the validity of such certificate.

iii. Where a no objection certificate or certificate for deduction of tax at lower rate is submitted by the non-resident Eligible Shareholder, the Acquirer will arrange to deduct tax at the rates and in the manner prescribed under the said certificate.

iv. Information requirement in case of non-resident Eligible Shareholders (please enclose relevant documents only if required):

a) Self attested copy of PAN card.

b) Nil / lower withholding tax certificate from the Indian income tax authorities u/s 195(3) or u/s 197 of the I-T Act.

c) Tax residency certificate alongwith Form No 10F, if applicable.

d) Self attested declaration in respect of residential status, status of Eligible Shareholders (e.g. individual, firm, company, trust, or any other - please specify) and period of holding of Shares (i.e. whether Shares tendered are a long term capital assets or short term capital assets as defined under I-T Act).

c. Withholding tax implications for FIIs and FII sub-accounts

i. As per the provisions of Section 196D (2) of the I-T Act, no deduction of tax at source is required to be made from any income by way of capital gains arising from the transfer of securities referred to in Section 115AD of the I-T Act, to an FII, as defined in Section 115AD of the I-T Act. For the same, the following needs to be undertaken:

a) FIIs are required to certify the nature of their holding (i.e. whether held on capital account as investment or on trade account) of the Shares in the Target Company by selecting the appropriate box in the Form of Acceptance-cum-Acknowledgement. The benefits under Section 196D(2) of the I-T Actare applicable in case the Shares are held on capital account.

b) FIIs shall also certify the nature of its income (i.e. whether capital gains or business income) on the sale of Shares in the Target Company by selecting the appropriate box in the Form of Acceptance-cum-Acknowledgement. The benefits under Section 196D(2) I-T Act are applicable in case the nature of the FII's income is capital gains.

c) In case it is certified by the FII that shares held by such FII in the Target Company are held on Trade Account, no deduction of tax at source shall be made if such FII furnishes a tax residence certificate and a self declaration stating that such FII does not have a permanent establishment in India, in terms of the double taxation avoidance agreement ("**DTAA**") entered between India and the country of tax residence of such FII. In absence thereof, the Acquirer shall deduct taxes at the prescribed rates.

d) Notwithstanding anything contained above, in case an FII furnishes a no objection certificate or certificate for deduction of tax at lower rate, the Acquirer will arrange to deduct taxes at source in accordance with such no objection certificate or certificate for Deduction of tax at lower rate.

e) Interest Payments: For interest payments by the Acquirer for delay in payment of Offer Price, the Acquirer, subject to the certificate for deduction of tax at lower rate furnished, will deduct tax at the prescribed rates on the entire interest payable to the Eligible Shareholder, the relevant category to which the Eligible Shareholder belongs under the I-T Act on the entire consideration payable as interest to such Eligible Shareholder.

ii. Information requirement in case of non-resident Eligible Shareholders (please enclose relevant documents only if required):

a) Self attested copy of PAN card.

b) Nil / lower withholding tax certificate from the Indian income tax authorities u/s 195(3) or u/s 197 of the I-T Act.

c) Tax residency certificate alongwith Form No 10F, if applicable.

d) SEBI registration certificate for FIIs.

e) Relevant certification as discussed above.

d. Withholding tax implications for resident Eligible Shareholders

i. In absence of any specific provision under the I-T Act, Acquirer shall not deduct tax on the consideration payable to resident Eligible Shareholders for acquisition of Shares.

ii. Acquirer shall deduct the tax at the prescribed rates (including applicable surcharge and education cess) on the interest, if any, payable to resident Eligible Shareholder under Section 194A of the I-T Act at the rate of 10%, if amount of interest payable is in excess of Rs. 5,000 (Rupees Five Thousand).

iii. The resident Eligible Shareholder claiming no tax is to be deducted or tax to be deducted at a lower rate on interest amount, should submit along with the Form of Acceptance-cum-Acknowledgement documentary evidence to support exemption from tax deduction or a no objection certificate from the income tax authorities indicating the rate at which tax is to be deducted by the Acquirer or a self declaration in Form 15G or Form 15H as may be applicable.

iv. Information requirement in case of resident Eligible Shareholder (please enclose relevant documents only if required):

a) Self attested copy of PAN card (required only in case of interest payments).

b) If applicable, self declaration form in Form 15G or Form 15H, as the case may be.

c) Nil / lower withholding tax certificate from the Indian income tax authorities, if available.

d) For mutual fund, banks, notified institutions etc. under Section 194A(3)(iii) of the I-T Act

— Copy of relevant Registration or notification.

e. Issue of tax deduction at source certificate

The Acquirer will issue a certificate in the prescribed form to the Eligible Shareholders (resident and non-resident) who have been paid the consideration and interest after deduction of tax, if any, on the same, certifying the amount of tax deducted and other prescribed particulars in accordance with the provisions of section 203 of the I-T Act read with the Income-tax Rules, 1962.

f. Tax implications in respect of overseas jurisdictions

Apart from the above, the Acquirer is entitled to withhold tax in accordance with the tax laws applicable in overseas jurisdictions where the non-resident Eligible Shareholder is a resident for tax purposes ("**Overseas Tax**"). For this purpose, the non-resident Eligible Shareholder shall furnish a self declaration stating the quantum of the Overseas Tax to be withheld as per the relevant tax laws of the country in which the non-resident Eligible Shareholder is a tax resident and the Acquirer will be entitled to rely on this representation at their sole discretion.

119 The Acquirer shall issue a certificate in the prescribed form to the Eligible Shareholders who have been paid the consideration for sale of Shares and/ or interest after deducting of tax on the same, certifying the amount of tax deducted and other prescribed particulars.

120 Eligible Shareholders who wish to tender their Shares must submit the information / documents, as applicable, all at once along with the Form of Acceptance-cum-Acknowledgement and those that may be additionally requested for by the Acquirer. The documents submitted by the Eligible Shareholders along with the Form of Acceptance-cum-Acknowledgement will be considered as final. Any further / delayed submission of additional documents, unless specifically requested by the Acquirer may not be accepted.

121 Based on the documents and information submitted by the Eligible Shareholder, the final decision to deduct tax or not, or the quantum of taxes to be deducted rests solely with the Acquirer.

122 Taxes once deducted will not be refunded by the Acquirer under any circumstances.

123 The Acquirer shall deduct tax as per the information provided and representation made by the Eligible Shareholders. In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided / to be provided by the Eligible Shareholders, such shareholders will be responsible to pay such income tax demand (including interest, penalty, etc.) and provide the Acquirer with all information / documents that may be necessary and co-operate in any proceedings before any income tax / appellate authority.

124 The tax deducted by the Acquirer while making the payment to a Eligible Shareholder under the Offer may not be the final liability of such shareholders and shall in no way discharge the obligation of the Eligible Shareholders to appropriately disclose the amount received by it, pursuant to the Offer, before the income tax authorities. The rate at which tax is required to be deducted is based on the tax laws prevailing as on the date of this letter of offer. If there is any change in the tax laws with regards to withholding tax rates as on the date of deduction of tax, the tax will be deducted at the rates applicable at the time of deduction of tax.

125 All Eligible Shareholders are advised to consult their tax advisors for the treatment that may be given by their respective assessing officers in their case, and the appropriate course of action that they should take. The Acquirer and the Manager to the Offer do not accept any responsibility for the accuracy or otherwise of such advice. The aforesaid treatment of tax deduction at source may not necessarily be the treatment also for filing the return of income.

126 The Acquirer or the Manager to the Offer assume no responsibility for the final tax liability, including any interest, penalties etc, that may arise on the Eligible Shareholders in connection with the Shares tendered under the Offer. Further, the information requirement is indicative and the Acquirer may call for further documents or information prior to making remittance of the sales consideration and/ or the interest payable pursuant to the Offer.

VIII. Documents for Inspection

Copies of the following documents will be available for inspection to the Eligible Shareholders at the office of the Manager to the Offer at 27BKC, 1st Floor, Plot No.C-27, "G" Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400051 on any Working Day, *i.e.* Monday to Friday and not being a bank holiday in Mumbai, between 10:30 a.m. to 1:00 p.m. from the date of opening of the Offer until the closure of the Offer:

- Certified true copies of the Certificate of Incorporation, Memorandum of Association and Articles of Association of the Acquirer;
- Certified true copies of the Certificate of Incorporation and Memorandum and Articles of Association of the Target Company;
- Audited financial statements of the Acquirer for the financial years ended December 31, 2011, December 31, 2012 and December 31, 2013;
- Annual reports and Audited financial statements of the Target Company for the financial years ended March 31, 2011, March 31, 2012 and March 31, 2013;
- Certificate from MZSK Associates dated February 11, 2014, certifying the adequacy of financial resources of the Acquirer to fulfill its Offer obligations;
- Escrow Agreement between the Acquirer, Kotak Mahindra Bank Limited and the Manager to the Offer, dated February 5, 2014;
- Agreement between the Acquirer, the Registrar to the Offer, the Depository Participant and the Manager to the Offer for opening the Special Depository Account for the purpose of the Offer;

- Letter from Kotak Mahindra Bank Limited, confirming the deposit of (Rs 476,000,000 (Rupees Four Hundred and Seventy Six Million)) in the Escrow Account;
- Published copy of the Public Announcement dated February 11, 2014 ;
- Published copy of the Detailed Public Statement dated February 12, 2014 ;
- Published copy of Offer opening public announcement dated [●];
- Copy of the recommendation made by the committee of the independent directors of the Target Company; and
- SEBI's observation letter date [●].

Manager to the Offer, for and on behalf of the Acquirer

kotak®
Investment Banking

IX. Declaration by the Acquirer

For the purpose of disclosures in this Letter of Offer relating to the Target Company, the Acquirer have relied on the information provided by the Target Company and have not independently verified the accuracy of details of the Target Company. Subject to the aforesaid, the Acquirer, and their respective directors accept full responsibility for the information contained in this Letter of Offer. The Acquirer shall be responsible for ensuring compliance with the SEBI (SAST) Regulations. The person(s) signing this Letter of Offer are duly and legally authorized by the Acquirer to sign the Letter of Offer.

Signed by

For and on behalf of the Acquirer
OnMobile Systems Inc.

Sd /-

Authorized Signatory
Name: Mr. Henry H. Haight
Place: MA, USA
Date: February 19, 2014

FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT

ONMOBILE GLOBAL LIMITED
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION
(Please send this Form of Acceptance-cum-Acknowledgement with enclosures to any of the Collection Centres as mentioned in the Letter of Offer)
(All terms and expressions used herein shall have the same meaning as ascribed thereto in the Letter of Offer)

From
Folio No./DP ID No./ Client ID No.:

OFFER OPENS ON	**April 3, 2014**
OFFER CLOSES ON	**April 21, 2014**

To
The Acquirer:
OnMobile Systems Inc.
C/o Karvy Computershare Private Limited,
Plot No. 17-24, Vittalrao Nagar, Madhapur
Hyderabad - 500 081

Dear Sir,

Sub: **Voluntary Open offer ("Offer") for acquisition of 11,900,000 Shares of OnMobile Global Limited ("Target Company") of Rs. 10 each at a price of Rs. 40/- per equity share by OnMobile Systems Inc. ("Acquirer"), in compliance with regulation 6 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("SEBI (SAST) Regulations")**

I/We refer to the Public Announcement dated February 11, 2014, Detailed Public Statement dated February 12, 2014 and this Letter of Offer for acquiring the equity shares held by me/us in OnMobile Global Limited.

I/We, the undersigned, have read the Public Announcement, Detailed Public Statement and Letter of Offer and understood their contents including the terms and conditions mentioned therein.

☐ **EQUITY SHARES IN DEMATERIALIZED FORM**

I/We, holding Shares in the dematerialized form, accept the Offer and enclose the photocopy of the Delivery Instruction in "Off-market" mode, duly acknowledged by the Depository Participant ("DP") in respect of my Shares as detailed below:

DP Name	DP ID	Client ID	Beneficiary Name	No. of Shares

I/We have executed an off-market transaction for crediting the Shares to the Special Depository Account as per the details below
☐ via a delivery instruction from my account with NSDL
☐ via an inter-depository delivery instruction from my account with CDSL

Depository Name	National Securities Depository Limited
Account Name	KARVY - ESCROW A/C - ONMOBILE GLOBAL LIMITED OPEN OFFER
DP Name	Kotak Mahindra Bank Limited
DP ID Number	IN303173
Beneficiary Account Number	20009048
ISIN	INE809I01019
Market	Off-Market
Date of Credit	On or before April 21, 2014

Eligible Shareholders should ensure that the Shares are credited in the aforementioned account before the close of business hours on [●].

I/We note and understand that the Shares would lie in the Special Depository Account until the time the Acquirer dispatch the purchase consideration as mentioned in the Letter of Offer. I/We also note and understand that the Acquirer will pay the purchase consideration only after verification of the documents and signatures.

Enlcosures (Please tick as appropriate, if applicable):

☐ No objection certificate from any lender, if the Shares in respect of which the acceptance is sent, were under any charge, lien, or encumbrance.
☐ Photocopy or counterfoil of the delivery instructions in "off market" mode duly acknowledged by the Eligible Shareholder's DP.
☐ Duly attested power of attorney, if any person apart from the Eligible Shareholder, has signed the Form of Acceptance-cum-Acknowledgement or transfer deed(s)
☐ Corporate authorization in case of companies along with board resolution and specimen signatures of authorized signatories.
☐ Duly attested death certificate and succession certificate (in case of a single Eligible Shareholder) in case the original Eligible Shareholder has expired.
☐ Others (please specify):

---**Tear along this line** ---

Acknowledgement Slip
OnMobile Global Limited Open Offer

Received from Mr./Ms._ ____________________________________ a Form of Acceptance-cum-Acknowledgement for ________ Shares along with:
☐ copy of depository instruction slip from DP ID ___________ Client ID _____________
☐ ___________ Share certificate(s) ______________ transfer deed(s) under folio number(s) ____________
for accepting the Offer made by the Acquirer.

Stamp of Collection Centre:		Signature of Official:		Date of Receipt:	

☐ **EQUITY SHARES IN PHYSICAL FORM**

I/We, accept the Offer and enclose the original share certificate(s) and duly signed transfer deed(s) in respect of my/our Shares as detailed below.

Sr. No.	Ledger Folio No(s)	Certificate No(s)	Distinctive No(s)		No. of Shares
			From	To	
1.					
2.					
3.					
4.					
5.					
(In case the space provided is inadequate, please attach a separate sheet with details.) **Total No. of Shares**					

I/We note and understand that the Registrar to the Offer will hold the original share certificate(s) and valid share transfer deed in trust for me/us until the time the Acquirer dispatch the purchase consideration as mentioned in the Letter of Offer. I/We also note and understand that the Acquirer will, subject to their respective rights to withdraw the Offer, pay the purchase consideration only after verification of the documents and signatures and obtaining the necessary approvals as mentioned in the Letter of Offer. I/We note that such approvals may get delayed resulting in a consequent delay of payment to the Eligible Shareholders.

Enclosures (Please tick as appropriate, if applicable):

- ☐ No objection certificate from any lender, if the Shares in respect of which the acceptance is sent, were under any charge, lien, or encumbrance.
- ☐ Duly attested power of attorney, if any person apart from the Eligible Shareholder, has signed the Form of Acceptance-cum-Acknowledgement or transfer deed(s)
- ☐ Corporate authorization in case of companies along with board resolution and specimen signatures of authorized signatories.
- ☐ Duly attested death certificate and succession certificate (in case of a single Eligible Shareholder) in case the original Eligible Shareholder has expired.
- ☐ Others (please specify):

For all Eligible Shareholders*

I / We, confirm that our residential status for the purposes of tax is:

- ☐ Resident
- ☐ Non-resident. If yes, please state country of tax residency - __________

I / We, confirm that our status is:

- ☐ Individual
- ☐ NRI – Repatriable
- ☐ NRI – Non – repatriable
- ☐ Firm
- ☐ Company
- ☐ Association of Person / Body of Individual
- ☐ Trust
- ☐ FII / FII sub accounts
- ☐ Any other - please specify _____________________

For FII and FII sub-account Eligible Shareholders

I/We, hereby confirm that the Shares of the Target Company are held by me / us on

- ☐ Capital Account and income arising from sale of Shares of the Target Company is in the nature of capital gain
- ☐ Trade Account and income arising from sale of Shares of the Target Company is in the nature of business income

Business connection or permanent establishment declaration

- ☐ I/We confirm that there is no business connection in India as defined in Section 9(1)(i) of the Indian Income Tax Act, 1961 or a permanent establishment in India under any DTAA (if applicable) to the FII / FII sub-account

(Note: If this box is not ticked, tax will be deducted at the maximum marginal rate applicable to the category to which such FII belongs)

Declaration for Treaty Benefits

- ☐ I / We confirm that there I/we are tax resident/s of ____________ and satisfy all conditions to claim benefits under DTAA entered into by India and the country of which we are tax residents

(Note: If this box is not ticked, tax will be deducted without considering Treaty Benefits at the maximum marginal rate applicable to the category to which such FII belongs)

In order to avail benefit of lower rate of tax deduction under the DTAA, if any, kindly enclose a Tax Residence Certificate issued by the tax authorities of country of which you are a tax resident along with Form number 10F prescribed under rule 21AB of the Indian Income Tax Rules, 1962 and/or such other documents and/or information as may be prescribed in terms of section 90(5) of the Indian Income Tax Act, 1961

I / We, have enclosed the following documents:

- ☐ Self attested copy of PAN card
- ☐ SEBI registration certificate for FII (including sub – account of FII)
- ☐ Tax Residence Certificate provided by the Income Tax Authority/Government of foreign country of which the FII claims to be a tax resident, wherever applicable
- ☐ Certificate for Deduction of Tax at Nil/Lower Rate issued by the Indian Income Tax Authority for deduction of tax at a lower or nil rate, wherever applicable
- ☐ Form 10F prescribed under Rule 21AB of the Indian Income Tax Rules, 1962 and any other documents and/or information as may be prescribed in terms of section 90(5) of the Indian Income Tax Act, 1961
- ☐ Copy of RBI approvals, if any, for acquiring shares of OnMobile Global Limited hereby tendered in the Offer

I/We confirm that the details of Overseas tax to be withheld on the consideration payable by the Acquirer is as follows:

Amount of Overseas Tax	
Rate at Overseas Tax is to be deducted on the gross consideration	
Country in which the Overseas Tax has to be deposited	
Details of Authority with whom such Overseas Tax has to be deposited	

--**Tear along this line** --

Note: All future correspondence, if any, should be addressed to Registrar to the Offer

Karvy Computershare Private Limited
OnMobile Global Limited - Open Offer
Plot No. 17-24, Vittalrao Nagar, Madhapur,
Hyderabad - 500 081
Tel: +91 40 2342 0818; Fax: +91 40 2343 1551
Contact Person: Mr. M Muralikrishna
email: murali.m@karvy.com

For non-resident Eligible Shareholders (other than FII and FII sub-accounts)

I/We, confirm that the tax deduction on account of Shares of the Target Company held by me / us is to be deducted on:

- ☐ Long term capital gains (i.e Shares in the Target Company are held by me / us for more than 12 months)
- ☐ Short term capital gains
- ☐ Trade receipt / Business Income

(Note: If the the box 'Trade Receipt / Business Income' is ticked, tax will be deducted at the maximum marginal rate applicable to the category to which the shareholder belongs unless the shareholder provides a certificate for Deduction of Tax at Nil/Lower Rate issued by the Indian Income Tax Authority for deduction of tax at a lower or nil rate).

(For determination of the period of holding, kindly enclose a certificate from a Chartered Accountant certifying the period of holding of Shares along with proof such as demat account statement or brokers note)

Declaration for Treaty Benefits

- ☐ I / We confirm that there I/we are tax resident/s of ____________ and satisfy all conditions to claim benefits under DTAA entered into by India and the country of which we are tax residents

In order to avail benefit of lower rate of tax deduction under the DTAA, if any, kindly enclose a Tax Residence Certificate issued by the tax authorities of country of which you are a tax resident along with Form No 10F prescribed under Rule 21AB of the Indian Income Tax Rules, 1962 and/or such other documents and/or information as may be prescribed in terms of section 90(5) of the Indian Income Tax Act, 1961

I / We, have enclosed the following documents:

- ☐ Self attested copy of PAN card
- ☐ Certificate from a Chartered Accountant certifying the period of holding of Shares (along with proof such as demat account statement or brokers note)
- ☐ Copy of Banker's Certificate related to payment for acquisition of shares in convertible foreign exchange in case shares are held in physical form.
- ☐ Tax Residence Certificate provided by the Income Tax Authority/Government of foreign country of which the shareholder claims to be a tax resident, wherever applicable
- ☐ Form No 10F prescribed under Rule 21AB of the Indian Income Tax Rules, 1962 or any Other other documents and/or information as may be prescribed in terms of section 90(5) of the I-TIndian Income Tax Act, 1961
- ☐ Certificate for Deduction of Tax at Nil/Lower Rate issued by the Indian income tax authority for deduction of tax at a lower or nil rate, wherever applicable
- ☐ Copy of RBI approvals, if any, for acquiring shares of OnMobile Global Limited hereby tendered in the Offer

I/We confirm that the details of Overseas tax to be withheld on the consideration payable by the Acquirer is as follows:

Amount of Overseas Tax	
Rate at Overseas Tax is to be deducted on the gross consideration	
Country in which the Overseas Tax has to be deposited	
Details of Authority with whom such Overseas Tax has to be deposited	

For resident Eligible Shareholders :

I / We, have enclosed the following documents:

- ☐ Self attested copy of PAN card
- ☐ Certificate for Deduction of Tax at Nil/Lower Rate issued by the income tax authority for deduction of tax at a lower or nil rate, wherever applicable
- ☐ Self declaration form in Form 15G / Form 15H (in duplicate), if applicable
- ☐ For specified entities under Section 194A(3)(iii) of the Indian Income Tax Act, 1961, self-attested copy of relevant Registration or notification (applicable only for interest payment, if any)

**All shareholders are advised to refer to paragraph 118 to 126 of the Letter of Offer, on tax provisions, regarding important disclosures on taxation of the consideration to be received by them*

I/We confirm that the equity shares of OnMobile Global Limited, which are being tendered herewith by me/us under the Offer, are:

- ☐ free from liens, charges and encumbrances of any kind whatsoever; or
- ☐ are subject to lien/charge/encumbrance in favour of [insert name of lender] and a no-objection certificate from [insert name of lender] is enclosed herewith

I/We authorize the Acquirer to accept the Shares so offered which it may decide to accept in consultation with the Manager to the Offer and in terms of the Letter of Offer and I/We further authorize the Acquirer to return to me/us, share certificate(s)/Shares in respect of which the Offer is not found valid/not accepted without specifying the reasons thereof.

I/We confirm that there are no tax or other claims pending against us which may affect the legality of the transfer of Shares under the Indian Income Tax Act, 1961.

I/We confirm that in the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided/ to be provided by me/ us, I/we will indemnify the Acquirer for such income tax demand (including interest, penalty, etc.) and provide the Acquirer with all information / documents that may be necessary and co-operate in any proceedings before any income tax/ appellate authority

I/We authorize the Acquirer and the Registrar to the Offer and the Manager to the Offer to send by Registered Post as may be applicable at my/our risk, the draft/cheque/warrant, in full and final settlement of the amount due to me/us and/or other documents or papers or correspondence to the sole/first holder at the address mentioned below. In case I have tendered my Shares in dematerialized form, I authorize the Acquirer and the Registrar to the Offer and the Manager to the Offer to use my details regarding my address and bank account details as obtained from my depository participant for the purpose of mailing the aforementioned instruments

I/We authorize the Acquirer to accept the Shares so offered or such lesser number of Shares that it may decide to accept in terms of the Letter of Offer and I/We authorize the Acquirer to split / consolidate the share certificates comprising the Shares that are not acquired to be returned to me/us and for the aforesaid purposes the Acquirer is hereby authorized to do all such things and execute such documents as may be found necessary and expedient for the purpose

Bank Details

So as to avoid fraudulent encashment in transit, the shareholder(s) holding Shares in physical form should provide details of bank account of the first/sole shareholder and the consideration cheque or demand draft will be drawn accordingly. For Shares that are tendered in demat form, the Bank account details, as obtained from the beneficiary position download to be provided by the depositories, will be considered and the warrants will be issued with the said Bank particulars, and not any details provided herein:

Name of the Bank	
Branch	
Account Number	
IFSC code	
MICR code	
Savings/Current/(Others: please specify)	

Yours faithfully,
Signed and Delivered

	Full Name(s) of the Shareholder(s)	**Signature**
First/Sole Holder		
Joint Holder 1		
Joint Holder 2		
Joint Holder 3		

Address of First/Sole Shareholder ____

Place:

Date:

The details of the collection centres are as follows:

S.No	Collection Centre	Address of Collection Centre	Contact Person	Phone no	Fax	Mode of delivery
1.	Mumbai	Karvy Computershare Pvt. Limited, 24-B, Rajabahudur Mansion, Gr Floor, 6 Ambalal Doshi Marg, Behind BSE Limited, Fort, Mumbai – 400001	Ms. Nutan Shirke	022 – 66235454	022 - 66331135	Hand Delivery
2.	Bangalore	NO.59, Skanda Puttanna Road Basavanagudi, Bangalore -560 004 Karnataka	Mr. Kulashekara Sharma S.	080-26621192 Ext: 2109		Hand Delivery
3.	New Delhi	Karvy Computershare Pvt. Limited, 305, New Delhi House, 27, Barakhamba Road, Connaught Place, New Delhi - 110 001	Mr. Rakesh Kr Jamwal / Vinod Singh Negi	011 – 43681700/1798	011 – 41036370	Hand Delivery
4.	Chennai	Karvy Computershare Pvt. Limited, Flat no.F11 First Floor, Akshya Plaza New no.108, Adhithanar Salai, Egmore, Chennai - 600002, India	Mr. K. Gunasekaran	044 - 28587781		Hand Delivery
5.	Kolkata	Karvy Computershare Pvt. Limited, 49, Jatin Das Road, Nr.Deshpriya Park, Kolkata - 700 029	Mr. Sujit Kundu/ Mr. Debnath	033 – 66192844	033 – 24644866	Hand Delivery
6.	Ahmedabad	Karvy Computershare Pvt. Limited, 201-203, Shail, Opp. Madhusudhan House, Behind Girish Cold Drinks, Off C G Road, Ahmedabad - 380 006	Mr. Aditya Gupta/ Ms. Jagruthi	079 – 65150009		Hand Delivery
7.	Hyderabad	Karvy Computershare Pvt. Limited, Plot No. 17 to 24, Vithalrao Nagar, Hi-Tech City Road, Madhapur, Hyderabad - 500 081	Mr. K. Bhakta Singh	040 - 44655000	040 - 23431551	Hand Delivery and Registered Post
8.	Pune	Karvy Computershare Pvt. Limited, Shrinath Plaza, C-Wing, Dnyaneshwar Paduka Chowk, 111rd, Floor,F C Road, Pune-411004.	Ms. Sandhya	020-25532078/ 25539547	020-25456842	Hand Delivery
9.	Surat	Karvy Computershare Pvt. Limited, G-5 Empire state Building , Near Udhna Darwaja , Ring Road , Surat-395002	Mr.Viral Mehta	0261-3081179/ 0261-3042170		Hand Delivery
10.	Vadodara	Karvy Computershare Pvt. Limited SB-5, Mangaldeep complex, Productivity Road, Vadodara – 390005	Mr. Manish J. Soni	0265 – 6640870/ 71		Hand Delivery

Note: Business Hours: Monday to Friday 10:00 AM to 4:00 PM, except Saturday, Sunday and Public Holidays

INSTRUCTIONS:
PLEASE NOTE THAT NO EQUITY SHARES / FORMS SHOULD BE SENT DIRECTLY TO THE ACQUIRER OR TO THE MANAGER TO THE OFFER

(1) **All queries** pertaining to the Offer may be directed to the Registrar to the Offer.

(2) **Eligible Shareholders holding registered physical Shares** should submit the Form of Acceptance-cum-Acknowledgement duly completed and signed in accordance, by the holders of the Shares, along with the original equity share certificate(s) and valid equity share transfer form(s) duly signed as per the specimen signatures lodged with the Target Company and duly witnessed at the appropriate place. Please do not fill in any other details in the transfer deed.

(3) **Eligible Shareholders holding Shares in dematerialised form** should submit the Form of Acceptance-cum-Acknowledgement duly completed and signed in accordance with the instructions contained therein by all the beneficial holders of the Shares, as per the records of the Depository Participant (“DP”).

(4) **In case of Shares held in joint names**, names should be filled up in the same order in the Form of Acceptance-cum-Acknowledgement and in the transfer deed(s) as the order in which they hold Shares in the Target Company, and should be duly witnessed. This order cannot be changed or altered nor can any new name be added for the purpose of accepting the Offer.

(5) **In case where the signature is subscribed by thumb impression**, the same shall be verified and attested by a Magistrate, Notary Public or Special Executive Magistrate or a similar authority holding a Public Office and authorized to use the seal of his office.

(6) **Persons who own physical Shares (as on the Identified Date or otherwise) but are not the registered holders** of such Shares and who desire to accept the Offer, will have to communicate their acceptance in writing to the Registrar to the Offer together with the original contract note issued by the broker, the share certificate(s), the transfer deed(s) with the buyers details not filled in and other relevant documents. In case the share certificate(s) and transfer deed(s) are lodged with the Target Company/its transfer agents for transfer, then the Form of Acceptance-cum-Acknowledgement shall be accompanied by the acknowledgment of lodgment with, or receipt by, the Target Company/its transfer agents, of the share certificate(s) and transfer deed(s). Persons under this clause should submit their acceptance and necessary documents by registered post or in person to the Registrar to the Offer their offices as mentioned above.
The sole/first holder may also mention particulars relating to savings/current account number and the name of the bank and branch with whom such account is held in the respective spaces allotted in the Form, to enable the Registrar to the Offer to print the said details in the cheques after the name of the payee.
In order to avail Electronic Clearing Service (“ECS”) for receipt of consideration, the attached ECS mandate form needs to be duly filled in and signed by the sole/first shareholder and submitted with the Form of Acceptance-cum-Acknowledgement before the closure of the Offer.

(7) **Non-resident Eligible Shareholders** should enclose copy(ies) of permission received from Reserve Bank of India to acquire Shares held by them in the Target Company. The acquisition of Shares tendered in the Offer by NRIs and OCBs is subject to the receipt of approval from the RBI for the same

(8) **Eligible Shareholders** are also advised to refer to paragraph 118 on taxation in the Letter of Offer regarding important disclosures on taxation of the consideration to be received by them.

(9) NRIs, OCBs and foreign Eligible Shareholders are required to furnish Banker's Certificate certifying inward remittances of funds for acquisition of Shares of the Target Company.

(10) **In case of bodies corporate**, certified copies of appropriate authorization (including Board/shareholder resolutions, as applicable) authorizing the sale of Shares along with specimen signatures duly attested by a bank must be annexed. The common seal should also be affixed.

(11) **All the Eligible Shareholders** should provide all relevant documents which are necessary to ensure transferability of the Shares in respect of which the acceptance is being sent. Such documents may include (but not be limited to):

(a) Duly attested death certificate and succession certificate (in case of single shareholder) in case the original shareholder has expired.

(b) Duly attested power of attorney if any person apart from the shareholder has signed Form of Acceptance-cum-Acknowledgement or transfer deed(s).

(c) No objection certificate from any lender, if the Shares in respect of which the acceptance is sent, were under any charge, lien or encumbrance.

MANDATE FORM
ELECTRONIC CLEARING SERVICE (CREDIT CLEARING)

OnMobile Systems Inc.
140, Scott Drive, Menlo Park
CA 94025, USA

Dear Sirs:

I am pleased to participate in the Electronic Clearing Services (ECS) introduced by Reserve Bank of India (RBI). The particulars of my Bank Account to which the payment of Offer consideration may be electronically credited are as follows:

1. Name of Sole/First Holder of Shares ____________________________________
2. Folio No. ____________________________________
3. Name of the Bank ____________________________________
4. Branch address of Bank to which consideration ____________________________________

   Amount to be credited ____________________________________

   ____

   ____
5. 9-digit Code Number of the Bank and Branch appearing on the MICR cheque issued by your Bank. This is mentioned on the MICR band next to the cheque number. ____________________________________
   (Please attach blank "cancelled" cheque or a Xerox copy thereof).
6. Account Type (tick one) ☐ Savings ☐ Current ☐ Cash Credit
7. Ledger Folio of your Bank Account
   (If any, appearing on your cheque book) ____________________________________
8. Account No. (as appearing on your cheque book) ____________________________________

I hereby declare that the particulars given above are correct and complete. If the payment of Offer consideration is delayed or not effected at all for reasons of incomplete or incorrect information, I would not hold the Company responsible.

Date:

…………………………………….
Signature of Sole/First Holder

In case the shareholder is not in a position to give blank "cancelled" cheque or a Xerox copy thereof, a certificate of the shareholder's Bank may be furnished as under:

Certificate of the Shareholder's Bank
(To be submitted only if blank "cancelled" cheque or a Xerox copy thereof is not enclosed)

Certified that the particulars furnished above are correct as per our records.

Bank's Stamp: ---

Date: **Signature of the Authorized Official of the Bank**