

Spice Mobility Limited
(Formerly S Mobility Limited)
CIN No. L72900UP1986PLC008448
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Noida - 201301, UP, India. | Tel: +91 120 3355131
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spice

Date: January 18, 2016

National Stock Exchange of India Limited

Exchange Plaza, Plot No.C/1, G Block
Bandra – Kurla Complex, Bandra (E)
Mumbai – 400 051

Scrip Code- SPICEMOBI

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street , Mumbai – 400 001
Scrip Id : 517214

Dear Sirs,

Sub: Approval for entering into 'Joint Venture Agreement' - Intimation under Regulation 30 of Listing Regulations, 2015

This is to inform you that the Board of Directors of the Company, at its meeting held today, approved a proposal to enter into a "Joint Venture Agreement" between the Company and Itel Mobile Limited (Itel), a company incorporated under the laws of Hong Kong, Cloud Ranger Limited (Cloud Ranger), a company organized under the laws of Samoa and S Mobile Devices Limited, a wholly owned subsidiary of the Company, to engage in the business of selling, marketing and distributing mobile devices, handsets, accessories and other electronic products under 'itel' Brand, owned by Itel.

Consequent to the implementation of the said JV Agreement S Mobile Devices Limited will cease to be a subsidiary of the Company. As required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the requisite information is enclosed herewith as **Annexure-A**.

The Board of directors is of the view that this Joint Venture Agreement will be beneficial to the shareholders of the Company and will pave the way to gain a higher market share in the mobility devices market with the introduction of the 'itel' brand in India and through the combined strength of the Joint Venture Partners.

You are requested to kindly acknowledge the receipt of the same and take on record.

Thanking You,

Yours faithfully,
For **Spice Mobility Limited**


M.R. Bothra
Vice President - Corporate Affairs &
Company Secretary



Encl: As Above

About Spice Mobility Limited

Spice Mobility is a leading mobile internet solutions provider with a unique integrated business model comprising of affordable smartphones, smartphone retail stores, managed mobility and IT services for

leading telcos and technology platforms for driving financial inclusion and skill development across emerging markets. With a long term vision to improve lives in Asia and Africa by giving people access to technologies that are useful and affordable, the company has been at the forefront of innovation in the mobility sector for more than two decades. Headquartered in Noida, India, the company mainly operates in the business areas – Spice branded Mobile Devices, Hotspot Retail Stores and Mobile enabled managed services business.

About Itel Mobile Limited

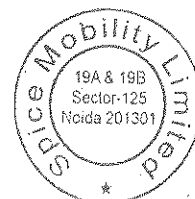
Itel is established in 2007 based on the understanding of people's desire to connect. With mobile devices make more and more people connect together and the demand for communication device is blooming incredibly fast, itel already is the fastest growing mobile phone brand and dedicated to provide variety of reliable and trendy communication device worldwide. From 2008 to 2014, the users of itel have been expended globally, agencies of itel are across all over 31 countries, and the brand of itel is recognized to make more people willing to join and support itel. Nowadays, with the rapid development of Internet, smartphone has enabled people to connect faster and drawn them closer. itel hopes to expand people's networking scope and help them experience more fun from communication.

About Cloud Ranger Limited

Cloud Ranger is a pioneer venture group and dedicates to make the world better than yesterday. Cloud Ranger is formed by a multiple of industry experts who have bountiful experience and knowhow in wireless communication, HW and SW integration, mobile application development, and operation management. Cloud Ranger is looking for new ideas of technology to make them come true in real life, and also looking for facilitating the new business opportunities by sharing their valuable knowledge and industry resources. To connect everyone together is the first step, to connect everything together is the further mission, and making the world connect together and have the same convenient life is what the Cloud Ranger really want to do.

Disclaimer:

This document contains statement that may constitute 'forward looking statements' relating to our future business developments and economic performance. While these forward looking statements represent our judgment and future expectations concerning the development of our business, a number of risks, uncertainties and other factors could cause actual developments and results to differ materially from our expectations. The Company would not be liable for any action undertaken based on such 'forward looking' statements and does not undertake to publicly revise them or any other information to reflect future events or circumstances and will not be held liable for any use of this information.



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Annexure-A

Details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

1.	Name(s) of parties with whom the agreement is entered;	- Itel Mobile Limited - Cloud Ranger Limited - S Mobile Devices Limited
2.	Purpose of entering into the agreement;	to engage in the business of selling, marketing and distributing mobile devices, handsets, accessories and other electronic products under 'itel' brand owned by Itel.
3.	Shareholding, if any, in the entity with whom the agreement is executed;	After the said Joint Venture Agreement, the shareholding of S Mobile Devices Limited will be as under: - Itel - 75% - Spice Mobility Limited – 20% - Cloud Ranger – 5%
4.	Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.;	Itel, Spice Mobility and Cloud Ranger shall have the right to designate and appoint three (3), one (1) and one (1) directors respectively on the Board of S Mobile Devices Limited.
5.	Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship;	S Mobile Devices is a wholly-owned subsidiary of the company and there is no relation with the other parties to JV Agreement.
6.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length";	No
7.	In case of issuance of shares to the parties, details of issue price, class of shares issued;	Equity shares of Rs. 10/- each will be issued for cash at par to the other JV parties by S Mobile Devices Limited.
8.	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc;	N.A.
9.	In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s): a) name of parties to the agreement; b) nature of the agreement; c) date of execution of the agreement; d) details of amendment and impact thereof or reasons of termination and impact thereof.	N.A.

