

**Spice Mobility Limited**

CIN No.-L72900UP1986PLC008448

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# Spice

October 9, 2017

**BSE Limited**

Phiroze Jeejeebhoy Towers

Dalal Street, Mumbai - 400 001

**Scrip Code: 517214**

**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**

**Sub: Transfer of Subsidiary to another Subsidiary Company - Intimation under Regulation 30 of Listing Regulations, 2015**

Dear Sir,

This is to inform you that S Global Services Pte. Limited, ('SGS') and Spice VAS (Africa) Pte. Limited, ('SVA'), both step down foreign subsidiaries of the Company, incorporated and existing under the laws of Singapore, have entered into a Share Subscription and Purchase Agreement, whereby SGS shall transfer its entire shareholding in the Omnia Pte. Limited, another step down foreign subsidiary in Singapore to SVA against issue of SVA's shares to SGS, as agreed between SVA & SGS.

Consequently, after allotment of shares as agreed between SVA & SGS:

- i. Omnia Pte. Limited and its subsidiary i.e. PT Spice Digital Indonesia, Indonesia will become subsidiaries of SVA and step down subsidiaries of SGS and will continue to be the step down subsidiaries of the Company, and
- ii. SGS stake in SVA will increase from 70% to 80%.

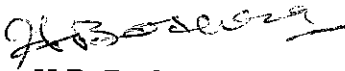
As required under Regulation 30 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the requisite information is enclosed herewith as Annexure 'A'.

You are requested to kindly take the above on record and oblige.

Thanking you.

Yours faithfully,

For **Spice Mobility Limited**



**M.R. Bothra**

**Vice President - Corporate Affairs  
& Company Secretary**



Encl: a/a

**Annexure-A**

**Details as required under SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Details</b>
a)	Name of the target entity, details in brief such as size, turnover etc.;	Spice VAS (Africa) Pte. Ltd. ("SVA") Paid up share capital: SGD 4,299,334 (as on September 30, 2017) Turnover: SGD 4,407,782 (as per Audited Financial Statements for the year ended March 31, 2017)
b)	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length";	The acquisition would fall within related party transaction.  SGS and SVA both are step down subsidiaries companies. The transaction is done at "arm's length price".
c)	Industry to which the entity being acquired belongs;	Mobile value added services in telecommunications
d)	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);	Object: Internal restructuring  Effect: S Global Services Pte. Ltd.'s ("SGS") stake in SVA will increase from 70% to 80%. Omnia Pte. Limited and its subsidiary i.e. PT Spice Digital Indonesia, Indonesia will become subsidiaries of SVA.
e)	Brief details of any governmental or regulatory approvals required for the acquisition;	NA
f)	Indicative time period for completion of the acquisition;	approximately 2 months
g)	Nature of consideration - whether cash consideration or share swap and details of the same;	Share swap, Subscriber= SGS Issuer=SVA SGS will transfer its entire shareholding (comprising 25,500 shares @ SGD 1 each) held by it in Omnia Pte. Ltd. to SVA in lieu of SVA's 21,49,666 shares of SGD 1 each.
h)	Cost of acquisition or the price at which the shares are acquired;	SGD 2,149,666 (comprising 2,149,666 shares of SGD 1 each).
j)	Percentage of shareholding / control acquired and / or number of shares acquired;	Additional 10% shareholding (increased from 70% to 80%) acquired by SGS in SVA.
i)	brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	Country/ Date of incorporation- Singapore, 27 <sup>th</sup> October, 2009 History of last 3 years' turnover (Basis Audited FS)- FY 16-17: SGD 4,407,782 FY 15-16: SGD 5,945,727 FY 14-15: SGD 2,463,025