



spice
switch up!

Spice Mobility Limited
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January 16, 2015

To,

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

Re: Clarification on Acquisition of 38.53% stake in Anytime Learning Private Limited

Dear Sir(s),

This is with reference to your e-mail seeking clarification regarding acquisition of 38.53% stake in Anytime Learning Private Limited by Spice Digital Limited, a subsidiary of the Company. In this regard, please find below the requisite information:

1. **Whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof;**

Yes, these 38.53% shareholding in Anytime Learning Pvt Ltd is held by Omnia Education Private Limited, a fellow subsidiary company.

2. **Whether the acquisition would fall within related party transactions? If yes, whether the same is done at ,arm's length;**

Yes, the transaction between Spice Digital and Omnia Education Private Limited is a related party transaction and the same has been done at the original cost of investment to the seller and is at arms's length basis.

3. **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);**

This acquisition has been done by Spice Digital Ltd (SDL), subsidiary of the Company, which is in the space of providing value added Service over mobile and internet. This Acquisition will help SDL to enter in to new services stream over mobile/internet. Through this acquisition SDL will be part of Online education space which is growing at healthy pace.

4. Brief details of any governmental or regulatory approvals required for the acquisition;

As per our understanding, no government or regulatory approval is required.

5. Estimated cost of acquisition or the price at which the shares are acquired- Rs. 78 Million

6. Nature of consideration - whether cash consideration or share swap and details of the same;

Cash Consideration

7. 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);

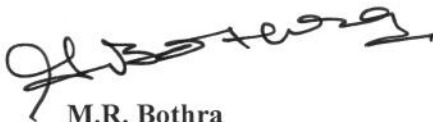
Anytime Learning Private Limited is into the Business of Management Education – Online (primarily) & also Offlin. It has also developed valuable Content w. r. t. to Management Education stream. It has turnover of Rs 19 Million and 8.63 Million for the year ended March 14 and March 13 respectively. The entity have presence only in India. The date of incorporation of the company is 04/04/2011.

We hope you will find the aforesaid information in order. 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**

