

**CERTIFICATE**

Based on the examination of relevant records provided to us by OnMobile Global Limited (the Company) and in accordance with the information, explanation and confirmations provided to us by the Company, we certify that the Company has complied with the guidelines contained in Chapter XIII of SEBI (Disclosure and Investor Protection) Guidelines, 2000, with regard to the proposed preferential allotment of equity shares of the Company to the founders and certain employees of Telisma SA in satisfaction of the part consideration payable under the Share Purchase Agreement dated May 13, 2008 and the amendments thereto, in the Annual General Meeting (AGM) to be held on August 1, 2009, entitling them to subscribe to and be allotted 76,506 equity shares of Rs. 10/- each fully paid up at a price not less than Rs.435.59/- per share (including a premium of Rs. 425.59/- per share). As per notice to the AGM referred above, the proposed allottees/allotments are listed in Annexure 1.

Clause 13.1.2.1 of the aforesaid guidelines states that pricing of shares issued on preferential basis shall be determined in accordance with clause 13.1.1.1, which, inter-alia, states that the issue of shares on a preferential basis can be made at a price not less than higher of the following.

- (a) the average of the weekly high and low of the closing prices of the related shares quoted in the stock exchange during the six months preceding the relevant date. This works out to Rs.307.55 per equity share (refer workings as per annexure 2)
- (b) the average of the weekly high and low of the closing prices of the related shares quoted in the stock exchange during the two weeks preceding the relevant date. This works out to Rs. 435.39 per equity share (refer workings as per annexure 2)

The higher of the (a) and (b) works out to Rs.435.39 per equity share.

As per confirmation provided to us, highest trading volume was recorded in the National Stock exchange (NSE) and accordingly, the prices quoted at NSE have been considered for the purpose of arriving at the issue price for preferential allotment.

“Relevant Date” as per the above guidelines means a date that is thirty days prior to the date on which the meeting of general body of shareholders is held, in terms of Section 81(1A) of the Companies Act, 1956 to consider the proposed issue. In terms of the above guidelines, the Company has fixed the ‘Relevant Date’ as July 2, 2009, being thirty days prior to the date of meeting of the general body of shareholders of the Company scheduled to meet on August 1, 2009 for the purposes of approving the preferential allotment of shares referred to in the opening paragraph of the certificate.

Details of shares held by the proposed allottees as at July 2, 2009, as confirmed by the Registrars of the Company are mentioned in Annexure 1

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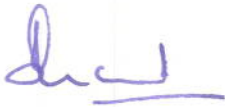
As per the confirmation received from the Registrars of the Company, Karvy Computershare Private Limited dated July 2, 2009:

- there have been no sale / transfer of equity shares of the Company by the proposed allottees during the six months period prior to the Relevant Date (i.e., July 2, 2009).
- the aforesaid allottees do not hold any shares as at July 2, 2009.

Based on the confirmation received by us from the Company, we certify that no statutory authority has restrained the Company from issuing the above-referred shares.

This certificate is issued at the request of the Company for the purpose of placing the same before the shareholders of the Company in the AGM scheduled to be held on August 1, 2009 and to enable the Company to seek "in-principle" listing/ listing of the aforesaid equity shares at the Stock Exchanges where the Company is presently listed.

For **Deloitte Haskins & Sells**  
Chartered Accountants



**V Srikumar**  
**Partner**  
Membership No. 84494

Place: Bangalore  
Date: July 6, 2009

Ref: CE \10\45