

ONMOBILE GLOBAL LIMITED,  
Tower #1, 94/1 C & 94/2,  
Veerasandra Village, Attibele Hobli,  
Anekal Taluk, Electronic City Phase-1,  
Bangalore - 560100, Karnataka,  
INDIA

P: +91 80 4009 6000 | F: +91 80 4009 6009  
CIN - L64202KA2000PLC027860  
[www.onmobile.com](http://www.onmobile.com)

May 24, 2019

To,  
The Secretary  
**BSE Limited**  
Phiroze Jeejeebhoy Towers  
Dalal Street, Fort  
Mumbai-400 001  
**BSE Symbol: 532944**

The Secretary  
**National Stock Exchange of India  
Limited**  
Bandra Kurla Complex  
Bandra East  
Mumbai – 400 051  
**NSE Symbol : ONMOBILE**

Dear Sir/Madam,

**Sub: Outcome of the Board Meeting**

This is with reference to our letter dated May 13, 2019 informing about the Board meeting scheduled on May 24, 2019.

The Board of Directors of OnMobile Global Limited ('the Company') at their meeting held on Friday, May 24, 2019 in Montreal, Canada has *inter alia*

1. pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("listing Regulations"), considered and approved the audited financial results as per IndAS for the quarter and year ended March 31, 2019. A copy of the audited financial results (Standalone and Consolidated) as per Ind AS along with the Auditors report and declaration regarding unmodified audit reports under SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2016 is enclosed herewith.
2. considered and recommended a dividend of Rs.1.50 per equity share of Rs. 10/- each for the financial year ended March 31, 2019 subject to approval by the shareholders at the ensuing Annual General Meeting.
3. considered and approved re-appointment of Mr. Francois Charles Sirois as Executive Chairman of the Company for a period of 5 years w.e.f. November 1, 2019.

After verifying the latest list of Debarred DIN / PAN holders, we hereby affirm that Mr. Francois Charles Sirois (DIN 06890830) is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

Disclosure under regulation 30 of listing Regulations is enclosed herewith.





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**Conference Call Invite:** In terms of Regulation 30 of listing Regulations, management will participate in the conference call to discuss the Company's performance on Monday, May 27, 2019 at 4.00 p.m. IST.

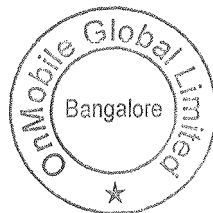
The Meeting of Board of Directors of the Company commenced at 8.00 a.m. EDT and concluded at 11.30 a.m. EDT as per local time of Montreal, Canada.

Request you to please take the same on record.

Thanking you,

Yours sincerely,  
For OnMobile Global Limited

P.V. Varaprasad  
Company Secretary



Encl: a/a

OnMobile Global Limited

Statement of standalone results for the quarter and year ended March 31, 2019

Registered office: Tower 1, 94/1C & 94/2, Veerasandra Village, Electronic City Phase-1, Bengaluru- 560100

Amount in Rs Lakhs except data per share

Sl. No	Particulars	Quarter ended			Year ended	
		March 31, 2019 (Refer Note 9)	December 31, 2018 (Unaudited)	March 31, 2018 (Refer Note 9)	March 31, 2019 (Audited)	March 31, 2018 (Audited)
1	Revenue from Operations					
	(a) Telecom Value Added Services	5,194	5,536	5,252	22,952	25,063
	(b) Other Operating Income	-	-	778	-	2,713
	Other income (Net)	327	1,817	1,179	5,182	3,953
	<b>Total Income</b>	<b>5,521</b>	<b>7,353</b>	<b>7,209</b>	<b>28,134</b>	<b>31,729</b>
2	Expenses					
	(a) Content fee and royalty	365	418	465	1,692	1,944
	(b) Contest expenses, cost of software licenses and others	745	661	911	2,877	3,790
	(c) Employee benefits expense	2,400	2,761	2,982	11,272	13,067
	(d) Finance costs	-	-	3	4	11
	(e) Depreciation and amortisation expenses	139	141	291	675	1,213
	(f) Other expenses	1,747	1,845	1,846	7,753	7,492
	<b>Total expenses</b>	<b>5,396</b>	<b>5,826</b>	<b>6,498</b>	<b>24,273</b>	<b>27,517</b>
3	<b>Profit before tax and exceptional items (1-2)</b>	<b>125</b>	<b>1,527</b>	<b>711</b>	<b>3,861</b>	<b>4,212</b>
4	Exceptional items (Refer Note 6)	127	-	-	127	-
5	<b>Profit/(Loss) before tax (3-4)</b>	<b>(2)</b>	<b>1,527</b>	<b>711</b>	<b>3,734</b>	<b>4,212</b>
6	Tax expense:					
	(a) Current tax	575	101	770	1,320	1,156
	(b) Deferred tax	(568)	55	(942)	(866)	(834)
	<b>Total tax</b>	<b>7</b>	<b>156</b>	<b>(172)</b>	<b>454</b>	<b>322</b>
7	<b>Profit/(Loss) for the period/ year (5-6)</b>	<b>(9)</b>	<b>1,371</b>	<b>883</b>	<b>3,280</b>	<b>3,890</b>
8	Other comprehensive income					
	A. (i) Items that will not be reclassified to profit or loss	(28)	(61)	215	(63)	267
	(ii) Income tax relating to items that will not be reclassified to profit or loss	10	21	(74)	22	(92)
	B. Items that will be reclassified to profit or loss	(17)	(162)	93	133	180
	<b>Other comprehensive income</b>	<b>(35)</b>	<b>(202)</b>	<b>234</b>	<b>92</b>	<b>355</b>
9	<b>Total comprehensive income for the period/ year (7+8)</b>	<b>(44)</b>	<b>1,169</b>	<b>1,117</b>	<b>3,372</b>	<b>4,245</b>
10	Paid up equity share capital (Face value of Rs 10/- each)	10,570	10,570	10,557	10,570	10,557
11	Other equity				62,130	60,442
12	Earnings per share (of Rs. 10 each) (not annualised except for year ended March 31, 2018 and year ended March 31, 2019)					
	(a) Basic	(0.01)	1.30	0.84	3.10	3.71
	(b) Diluted	(0.01)	1.30	0.84	3.10	3.71

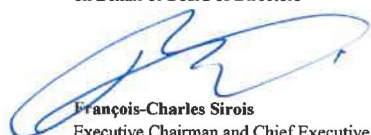
## Notes:

## 1. STANDALONE BALANCE SHEET

Particulars	As at	As at
	March 31, 2019	March 31, 2018
	(Audited)	(Audited)
<b>ASSETS</b>		
<b>Non-Current Assets</b>		
Property, plant and equipment	1,404	2,555
Capital work-in-progress	73	212
Intangible assets	18	41
<b>Financial assets</b>		
Investments	26,854	10,122
Loans	840	11,991
Other financial assets	1,178	1,514
Income tax assets (net)	10,098	9,939
Deferred tax assets (net)	5,263	4,375
Other non-current assets	1,635	1,643
	<b>47,363</b>	<b>42,392</b>
<b>Current Assets</b>		
<b>Financial Assets</b>		
Investments	19,165	12,033
Trade receivables	4,234	5,545
Cash and cash equivalents	2,949	6,955
Other bank balances	119	487
Loans	49	48
Other financial assets	9,180	15,080
Other current assets	1,102	1,015
	<b>36,798</b>	<b>41,163</b>
<b>TOTAL- ASSETS</b>	<b>84,161</b>	<b>83,555</b>
<b>EQUITY AND LIABILITIES</b>		
<b>Equity</b>		
Equity share capital	10,570	10,557
Other equity	62,130	60,442
	<b>72,700</b>	<b>70,999</b>
<b>Non-Current Liabilities</b>		
Provisions	381	343
	<b>381</b>	<b>343</b>
<b>Current Liabilities</b>		
<b>Financial liabilities</b>		
Trade payables		
-Total outstanding dues of micro enterprises and small enterprises	-	-
-Total outstanding dues of creditors other than micro enterprises and small enterprises	9,033	9,861
Other financial liabilities	688	944
Provisions	375	197
Other current liabilities	984	1,211
	<b>11,080</b>	<b>12,213</b>
<b>TOTAL- EQUITY AND LIABILITIES</b>	<b>84,161</b>	<b>83,555</b>

- The standalone results for the quarter and year ended March 31, 2019 have been reviewed by the Audit Committee and approved by the Board of Directors of the Company at their respective meetings held on May 23, 2019 and May 24, 2019. The above results have been audited by the statutory auditors of the Company. The reports of the statutory auditors are unqualified.
- These financial results have been prepared in accordance with Indian Accounting Standards ('Ind AS') prescribed under section 133 of the Companies Act, 2013 read with the relevant rules thereunder and in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and relevant circulars issued thereunder.
- Effective April 01, 2018, the Company has adopted Ind AS 115, "Revenue from Contracts with Customers" by applying the cumulative effect method to all contracts that were not completed as of April 01, 2018 and accordingly the comparative information has not been restated. The adoption of the standard did not have any material impact to the financial results of the Company for the quarter and year ended March 31, 2019.
- The Company is engaged in providing value added services in telecom business and its operations are considered to constitute a single reportable segment in the context of Ind AS 108- "Operating Segments".
- Exceptional item for the quarter and year ended March 31, 2019 includes amount recorded towards impairment/ Write off of investment in OnMobile Global Czech Republic S.R.O and OnMobile Portugal SGPS, Unipessoal LDA (Zona Franca Da Madeira) and PT Onmobile Indonesia, wholly owned subsidiaries of the Company.
- The Board of Directors have recommended, subject to approval of shareholders, a dividend of Rs. 1.50 per equity share of Rs. 10 each and dividend distribution tax thereon aggregating to Rs. 1,911 lakhs.
- During the current year, Onmobile Europe B.V., Netherlands, a subsidiary of the Company, entered into a Share Purchase and Earn out Agreement ('SPA') on October 11, 2018 to acquire Appland AB, a company incorporated in Sweden, which provides cloud-based app-distribution, subscription and monetization services to several well-known telecom operators and global corporates across the world for a total consideration (including earn out) not exceeding INR 10,874 lakhs (USD 150 lakhs). The Company has completed the acquisition of 100% stake in Appland AB and consequently it has become a wholly owned subsidiary of the group.
- The figures of the last quarter ended March 31, 2019 and March 31, 2018 are the balancing figures between the audited figures in respect of the full financial year and the published year to date figures upto the third quarter of the respective financial year which were subject to limited review by the statutory auditor of the Company.

on Behalf of Board of Directors



**François-Charles Sirois**  
Executive Chairman and Chief Executive Officer

Place: Montreal, Canada

Date: May 24, 2019

# B S R & Co. LLP

Chartered Accountants

Maruthi Info-Tech Centre  
11-12/1, B Block, 2nd Floor  
Inner Ring Road, Koramangala  
Bangalore 560 071 India

Telephone +91 80 7134 7000  
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## **Auditor's report on quarterly and annual standalone financial results of Onmobile Global Limited pursuant to Regulation 33 of the SEBI (Listing obligations and Disclosure requirements) Regulations, 2015**

To  
The Board of Directors of Onmobile Global Limited

We have audited the standalone annual financial results of Onmobile Global Limited ('the Company') for the year ended March 31, 2019 attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). Attention is drawn to the fact that the figures for the last quarter ended March 31, 2019 and the corresponding quarter ended in the previous year as reported in these standalone annual financial results are the balancing figures between audited figures in respect of the full financial year and the published year to date figures up to the end of the third quarter of the relevant financial year. Also the figures up to the end of the third quarter had only been reviewed and not subjected to audit.

These standalone annual financial results have been prepared on the basis of the annual financial statements and reviewed quarterly financial results, which are the responsibility of the Company's Management. Our responsibility is to express an opinion on these standalone annual financial results based on our audit of the annual financial statements which have been prepared in accordance with the recognition and measurement principles laid down in the Companies (Indian Accounting Standards) Rules, 2015 as per Section 133 of the Companies Act, 2013 and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations.

We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the standalone annual financial results are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimates made by Management. We believe that our audit provides a reasonable basis for our opinion.

In our opinion and to the best of the information and according to the explanations given to us these financial results:

- (i) are presented in accordance with the requirements of Regulation 33 of the Listing Regulations in this regard; and
- (ii) give a true and fair view of the net profit and other comprehensive income and other financial information for the year ended March 31, 2019.

*for B S R & Co. LLP*

*Chartered Accountants*

Firm Registration Number: 101248W/W-100022

**Sampad Guha Thakurta**

*Partner*

Membership Number: 060573

Place: Bengaluru

Date: May 24, 2019

**OnMobile Global Limited**  
**Statement of audited consolidated results for the quarter and year ended March 31, 2019**  
Registered office: Tower 1, 94/1C & 94/2, Veerasandra Village, Electronic City Phase-1, Bengaluru- 560100

*Amount in Rs Lakhs except data per share*

Sl. No	Particulars	Quarter ended			Year ended	
		March 31, 2019 (Refer Note 10)	December 31, 2018 (Unaudited)	March 31, 2018 (Refer Note 10)	March 31, 2019 (Audited)	March 31, 2018 (Audited)
1	Revenue from Operations					
	Telecom value added services	14,329	15,247	14,820	59,386	63,561
	Other income (net)	271	(117)	844	2,902	1,228
	<b>Total income</b>	<b>14,600</b>	<b>15,130</b>	<b>15,664</b>	<b>62,288</b>	<b>64,789</b>
2	Expenses					
	(a) Content fee and royalty	5,887	6,378	5,882	24,424	24,430
	(b) Contest expenses, cost of software licenses and others	736	660	875	2,772	3,650
	(c) Employee benefits expense	4,098	4,445	4,327	17,768	18,902
	(d) Finance costs	-	4	3	8	11
	(e) Depreciation and amortisation expenses	583	596	1,155	2,722	4,791
	(f) Other expenses	2,842	3,106	2,502	11,462	10,085
	<b>Total expenses</b>	<b>14,146</b>	<b>15,189</b>	<b>14,744</b>	<b>59,156</b>	<b>61,869</b>
3	<b>Profit/ (Loss) before tax and exceptional items (1 - 2)</b>	<b>454</b>	<b>(59)</b>	<b>920</b>	<b>3,132</b>	<b>2,920</b>
4	Exceptional items (refer note 8)	-	-	(86)	-	(148)
5	<b>Profit/ (Loss) before tax (3+4)</b>	<b>454</b>	<b>(59)</b>	<b>834</b>	<b>3,132</b>	<b>2,772</b>
6	Tax expense					
	(a) Current tax	773	353	1,127	2,261	2,405
	(b) Deferred tax	(542)	(131)	(724)	(1,019)	(768)
	<b>Total tax</b>	<b>231</b>	<b>222</b>	<b>403</b>	<b>1,242</b>	<b>1,637</b>
7	<b>Profit/ (Loss) for the period / year (5-6)</b>	<b>223</b>	<b>(281)</b>	<b>431</b>	<b>1,890</b>	<b>1,135</b>
8	Other comprehensive income					
	A. (i) Items that will not be reclassified to profit or loss	(28)	(61)	215	(63)	267
	(ii) Income tax relating to items that will not be reclassified to profit or loss	10	21	(74)	22	(92)
	B. Items that will be reclassified to profit or loss	(358)	(1,338)	250	(1,227)	1,058
	<b>Other comprehensive income</b>	<b>(376)</b>	<b>(1,378)</b>	<b>391</b>	<b>(1,268)</b>	<b>1,233</b>
9	<b>Total comprehensive income for the period/ year (7+8)</b>	<b>(153)</b>	<b>(1,659)</b>	<b>822</b>	<b>622</b>	<b>2,368</b>
10	Paid up equity share capital (Face value of Rs 10/- each)	10,570	10,570	10,557	10,570	10,557
11	Other equity				46,010	47,073
12	Earnings per share (of Rs. 10 each) (not annualised except for year ended March 31, 2018 and year ended March 31, 2019)					
	(a) Basic	0.21	(0.27)	0.41	1.79	1.08
	(b) Diluted	0.21	(0.27)	0.41	1.79	1.08

**OnMobile Global Limited**  
**Statement of audited consolidated results for the quarter and year ended March 31, 2019**  
Registered office: Tower 1, 94/1C & 94/2, Veerasandra Village, Electronic City Phase-1, Bengaluru- 560100

Notes:

1 Consolidated Balance Sheet

Particulars	Amount in Rs. Lakhs	
	As at March 31, 2019 (Audited)	As at March 31, 2018 (Audited)
<b>ASSETS</b>		
<b>Non-Current Assets</b>		
Property, plant and equipment	2,025	3,219
Capital work in progress	113	241
Goodwill	7,627	-
Other Intangible assets	2,237	2,285
Financial assets		
Investments	-	-*
Loans	637	486
Other financial assets	10	10
Income tax assets (net)	12,680	12,148
Deferred tax assets (net)	5,224	4,390
Other non-current assets	1,642	1,655
	<b>32,195</b>	<b>24,434</b>
<b>Current Assets</b>		
Financial assets		
Investments	19,165	12,033
Trade receivables	16,513	17,079
Cash and cash equivalents	7,941	17,996
Other bank balances	119	487
Loans	112	317
Other financial assets	6,330	6,496
Other current assets	4,881	2,588
	<b>55,061</b>	<b>56,996</b>
<b>TOTAL - ASSETS</b>	<b>87,256</b>	<b>81,430</b>
<b>EQUITY AND LIABILITIES</b>		
<b>Equity</b>		
Equity share capital	10,570	10,557
Other equity	46,010	47,073
	<b>56,580</b>	<b>57,630</b>
<b>Non-Current Liabilities</b>		
Other financial liabilities	2,360	-
Provisions	381	375
Deferred tax liabilities (net)	13	11
	<b>2,754</b>	<b>386</b>
<b>Current Liabilities</b>		
Financial liabilities		
Trade payables		
-Total outstanding dues of micro enterprises and small enterprises	-	-
-Total outstanding dues of creditors other than micro enterprises and small enterprises	21,166	18,795
Other financial liabilities	2,763	593
Provisions	1,816	1,659
Other current liabilities	2,177	2,367
	<b>27,922</b>	<b>23,414</b>
<b>TOTAL - EQUITY AND LIABILITIES</b>	<b>87,256</b>	<b>81,430</b>

\* Represents number less than Rupees one lakh

2 (a) The consolidated results for the quarter and year ended March 31, 2019 have been reviewed by the Audit Committee and approved by the Board of Directors of the Company at their respective meetings held on May 23, 2019 and May 24, 2019. The above results have been audited by the statutory auditors of the Company. The reports of the statutory auditors are unqualified.

(b) Key numbers of Standalone Financial Results of the Company for the quarter and year ended March 31, 2019 are as under:

Rs. in lakhs

Particulars	Quarter ended			Year ended	
	March 31, 2019 (Refer Note 10)	December 31, 2018 (Unaudited)	March 31, 2018 (Refer Note 10)	March 31, 2019 (Audited)	March 31, 2018 (Audited)
Total Income	5,521	7,353	7,209	28,134	31,729
Profit / (Loss) before Tax	(2)	1,527	711	3,734	4,212
Net Profit / (Loss) after Tax	(9)	1,371	883	3,280	3,890

Standalone results of OnMobile Global limited are available in investors section in [www.onmobile.com](http://www.onmobile.com) and also with the stock exchanges where it is listed.

3 These financial results have been prepared in accordance with Indian Accounting Standards ('Ind AS') prescribed under section 133 of the Companies Act, 2013 read with the relevant rules thereunder and in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and relevant circulars issued thereunder.

**OnMobile Global Limited**  
**Statement of audited consolidated results for the quarter and year ended March 31, 2019**  
**Registered office: Tower 1, 94/1C & 94/2, Veerasandra Village, Electronic City Phase-1, Bengaluru- 560100**

- 4 The above results include consolidated results of the Company, subsidiaries : OnMobile Singapore Pte Limited, PT OnMobile Indonesia (Liquidated), OnMobile Europe B.V., Appland AB, OnMobile S.A., OnMobile USA LLC, Servicios De Telefonía OnMobile SA DE CV, OnMobile Global SA , OnMobile Brasil Sistemas de Valor Agregado Para Comunicaciones Moveis Ltda, OnMobile DE Venezuela C.A, OnMobile Global for Telecommunication Services, OnMobile Senegal SARL, OnMobile Uruguay S.A., OnMobile Bangladesh Private Limited , OnMobile Mali SARL , OnMobile Servicios Corporativos De Telefonía S.A. DE C.V., OnMobile Kenya Telecom Limited , OnMobile Telecom Limited , OnMobile Global Spain S.L.U, OnMobile Costa Rica OBCR SA . , OnMobile Uganda Limited, OnMobile Zambia Telecom Limited, OnMobile Madagascar Telecom Limited, OnMobile Rwanda Telecom Limited, OnMobile Nigeria Telecom Limited, OnMobile Tanzania Telecom Limited, OnMobile Ghana Telecom Limited, OnMobile Telecom (SL) Limited, OnMobile Global Solutions Canada Limited, OnMobile Global Italy S.R.L, Onmobile Turkey Telekomunikasyon Sistemleri Limited Şirketi, Onmobile Telecom Burkina Faso, SARL, OnMobile Portugal SGPS Unipessoal LDA (Zona Franca Da Madeira), OnMobile Live Inc., Fonestarz Media Group Limited., 2dayUK Limited., Fonestarz Media (licensing) Limited (Dissolved w.e.f. January 22, 2019), Daius Limited (Dissolved w.e.f. January 22, 2019), Fonestarz Limited (Dissolved w.e.f. January 22, 2019), Livewire Mobile (Australia) PTY Limited (Dissolved w.e.f. September 20, 2018), Fonestarz Media Limited (Dissolved w.e.f. January 22, 2019), OnMobile Global Czech Republic s.r.o., OnMobile Global Limited Columbia S.A.S., OnMobile Global South Africa (PTY) LTD and OnMobile Latam Holding, S.L, and associate Mobile Voice Konnect Private Limited.
- 5 The Board of Directors have recommended, subject to approval of shareholders, a dividend of Rs. 1.50 per equity share of Rs. 10 each and dividend distribution tax thereon aggregating to Rs. 1,911 lakhs.
- 6 Effective April 01, 2018, the Group has adopted Ind AS 115, "Revenue from Contracts with Customers" by applying the cumulative effect method to all contracts that were not completed as of April 01, 2018 and accordingly the comparative information has not been restated. The adoption of the standard did not have any material impact to the financial results of the Company for the quarter and year ended March 31, 2019.
- 7 The Company is engaged in providing value added services in telecom business and its operations are considered to constitute a single reportable segment in the context of Ind AS 108 - "Operating Segments".
- 8 Exceptional items represents:  
During the quarter and year ended March 31, 2018, the Venezuela Government devalued its currency Venezuelan Bolivar Fuerte (VEF). The effect of restatement of the assets and liabilities from foreign currency (VEF) to functional currency at the period end rates on such devaluation amounting to Rs. 86 lakhs and Rs.148 lakhs for the quarter and year ended respectively are presented as exceptional item.
- 9 During the current year, Onmobile Europe B.V., Netherlands, a subsidiary of the Company, entered into a Share Purchase and Earn out Agreement ('SPA') on October 11, 2018 to acquire Appland AB, a company incorporated in Sweden, which provides cloud-based app-distribution, subscription and monetization services to several well-known telecom operators and global corporates across the world for a total consideration (including earn out) not exceeding INR 10,874 lakhs (USD 150 lakhs). The Company has completed the acquisition of 100% stake in Appland AB and consequently it has become a wholly owned subsidiary of the group. The Company has accounted for this acquisition as a business combination in accordance with Ind AS 103 "Business Combinations" in these consolidated financial results.
- 10 The figures of the last quarter ended March 31, 2019 and March 31, 2018 are the balancing figures between the audited figures in respect of the full financial year and the published year to date figures upto the third quarter of the respective financial year which were subject to limited review by the statutory auditor of the Company.

on Behalf of Board of Directors



**François-Charles Sirois**  
Executive Chairman and Chief Executive Officer

Place: Montreal, Canada  
Date: May 24, 2019



# B S R & Co. LLP

Chartered Accountants

Maruthi Info-Tech Centre  
11-12/1, B Block, 2nd Floor  
Inner Ring Road, Koramangala  
Bangalore 560 071 India

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Fax +91 80 7134 7999

## **Auditor's report on quarterly and annual consolidated financial results of Onmobile Global Limited pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015**

To  
The Board of Directors of Onmobile Global Limited

We have audited the consolidated annual financial results of Onmobile Global Limited ('the Company'), its subsidiaries (collectively referred to as 'the Group') and an associate, for the year ended March 31, 2019 attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). Attention is drawn to the fact that the figures for last quarter ended March 31, 2019 and the corresponding quarter ended in the previous year as reported in these consolidated annual financial results are the balancing figures between consolidated audited figures in respect of the full financial year and the published year to date consolidated figures up to the end of third quarter of the relevant financial year. Also the figures upto the end of the third quarter have only been reviewed and not subjected to audit.

These consolidated annual financial results have been prepared from consolidated annual financial statements and reviewed quarterly consolidated financial results which are the responsibility of the Company's Management. Our responsibility is to express an opinion on these consolidated annual financial results based on our audit of the consolidated annual financial statements, which have been prepared in accordance with the recognition and measurement principles laid down in the Companies (Indian Accounting Standards) Rules, 2015 as per Section 133 of the Companies Act, 2013 and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations.

We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated annual financial results are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimates made by Management. We believe that our audit provides a reasonable basis for our opinion.

In our opinion and to the best of our information and according to the explanations given to us these consolidated annual financial results:

- (i) includes the annual financial results of the entities listed in note 4 of these consolidated financial results;
- (ii) have been presented in accordance with the requirements of Regulation 33 of the Listing Regulations in this regard; and
- (iii) give a true and fair view of the consolidated net profit and other comprehensive income and other financial information for the year ended March 31, 2019.

for **B S R & Co. LLP**

*Chartered Accountants*

Firm Registration Number: 101248W/W-100022



**Sampad Guha Thakurta**

*Partner*

Membership Number: 060573

Place: Bengaluru

Date: May 24, 2019

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[www.onmobile.com](http://www.onmobile.com)

## DECLARATION

Pursuant to Regulation 33(3)(d) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2016, OnMobile Global Limited (the Company) hereby furnishes a declaration that the audit reports issued by M/s. BSR & Co. LLP, Chartered Accountants for the Annual audited Standalone financial results for the year ended March 31, 2019 and the Annual audited Consolidated financial results for the year ended March 31, 2019 are with unmodified opinions.

Place: Montreal, Canada  
Date: May 24, 2019



François-Charles Sirois  
Executive Chairman and CEO

**Disclosure under Regulation 30 of listing Regulations**

<b>Reason for Change</b>	Re-appointment of Mr. Francois Charles Sirois as Executive Chairman of OnMobile Global Limited ('the Company'), as his current tenure is coming to end on October 31, 2019
<b>Date of appointment and terms of appointment</b>	<p>Re- appointment w.e.f. November 01, 2019.</p> <p>The Board has approved, subject to approval by shareholders at the ensuing Annual General meeting and subject to approval of Central Government as may be required, re-appointment of Mr. Francois Charles Sirois as Executive Chairman and CEO of the Company for a period of 5 years w.e.f November 1, 2019.</p> <p>The Board has approved for payment of remuneration of INR 4,000,000/- per annum w.e.f November 01, 2019 to October 31, 2022 in terms of proviso to section II of part II of Schedule V of the Companies Act, 2013.</p>
<b>Brief profile</b>	<p>Francois Charles Sirois holds a Bachelor of Business Administration, options in finance and marketing, HEC Montreal.</p> <p>François-Charles Sirois is the President and CEO of Telesystem, a global media and technology holding company. He is also the President and Chief Executive Officer of OnMobile Systems Inc., the largest shareholder of OnMobile. François-Charles has about 20 years of experience in corporate mergers, acquisitions and financing.</p> <p>His entrepreneurship expertise and talent for developing successful joint ventures with innovative partners have enabled Telesystem to leverage the momentum in the media and technology industry. Before joining Telesystem, François-Charles founded and helmed up 2 technologies, Microcell i5 and Masq.</p> <p>Mr. François-Charles Sirois was appointed on the Board of the Company on June 26, 2014. He was later appointed as an Executive Chairman of the Company for a period of five years effective from November 1, 2014. Further, he was appointed as CEO and re-designated as 'Executive Chairman and CEO' of OnMobile w.e.f March 01, 2017. His current tenure is as Executive Chairman and CEO of the Company will continue till October 31, 2019.</p>
<b>Disclosure of relationship between directors</b>	Mr. Francois Charles Sirois is not related to any other directors of the Company.

