



ONMOBILE GLOBAL LIMITED  
Tower #1, 94/1 C & 94/2,  
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CIN - L64202KA2000PLC027860  
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[www.onmobile.com](http://www.onmobile.com)

September 03, 2021

To  
The Listing Department  
National Stock Exchange of India Limited  
Exchange Plaza, Plot No. C/1, G Block,  
Bandra- Kurla Complex, Bandra (E),  
Mumbai - 400 051  
**Scrip Code: ONMOBILE**

The Secretary  
Department of Corporate Services  
BSE Limited  
PJ Towers, Dalal Street,  
Mumbai – 400 001  
**Scrip Code: 532944**

Dear Sir/ Madam,

**Sub: Submission of Annual Report along with Notice of the 21<sup>st</sup> AGM of the Company for FY 2020-21**

Ref: Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

With reference to the above subject, we hereby submit a copy of the Annual Report of the Company for the Financial Year 2020-21 along with Notice of the 21<sup>st</sup> Annual General Meeting as required under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which is also made available on Company's website [www.onmobile.com](http://www.onmobile.com)

This is for your kind information and records.

Thanking you,

Yours sincerely,  
For OnMobile Global Limited

*P. V. Venuprasad*

P V Varaprasad  
Company Secretary



Encl: a/a



# onmobile

Annual Report 2021



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# OVERVIEW

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**56**  
COUNTRIES

With OnMobile  
Presence



**98**  
CUSTOMERS

Across the  
Globe



**19.88**  
MILLION

App  
Installs



**7.1**  
MILLION

Monthly Users  
(Videos & Editorials)



**84**  
MILLION

Monthly  
Users

# CHAIRMAN'S MESSAGE

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Dear Shareholders,

2020-21 was an important year for OnMobile as we pivoted our focus towards the gaming industry, with the development of our own cloud gaming solution and the addition of the robO visual recognition AI technology. Key patents were filed among which is the world's first challenge creation AI engine.

Our ONMO mission, the best gaming moments that bring esports to everyone in one click, is confirmed by gamers and game developers. Mobile operators are planning to launch our truly unique cloud gaming solution. No other service compares with ours, and we plan to be the uncontested leader in social esports globally.

Over the last two years we have invested \$20M in this product, which concluded the year with the acquisition of a minority ownership in Chingari, giving us direct access to their growing 10M monthly active subscribers for the next five years.

OnMobile has multiple businesses ranging from B2B & D2C mobile gaming, video & editorial subscription services to B2B mobile entertainment solutions for operators and enterprises. One by one, these are being transitioned from legacy to new, attractive & growing offerings. In the past two years we have used a combination of M&A and internal product development to execute this migration. We plan to use the same strategy in this coming year.

The business is being modified on all levels; we will be needing solid management to execute this transition. To that end, both Krish and Sanjay joined during the year, as our new CEO and CFO. Their presence greatly added strength to our senior executive team, and we plan to add other key executives to address our business endeavors. Three new board members also joined, covering key industries and expertise with Steven Roberts having deep knowledge in gaming and esports, Paul Lamontagne in global technology & venture capital and Geeta Mathur adding solid finance experience to our audit and risk committees.

Our consolidated revenues remain stable with a slight decrease of 2.1% year over year to ₹5,760M. New contracts were offset by key legacy service decline and the closure of our LATAM operation. While our new revenues from Challenges Arena and ONMO will start in 2021-22, we devoted specific efforts on profitability with an EBITDA increase of 66.9% to ₹682M and a Profit After Tax of ₹460M. Again, this year we close with a good cash position of ₹2,662M.

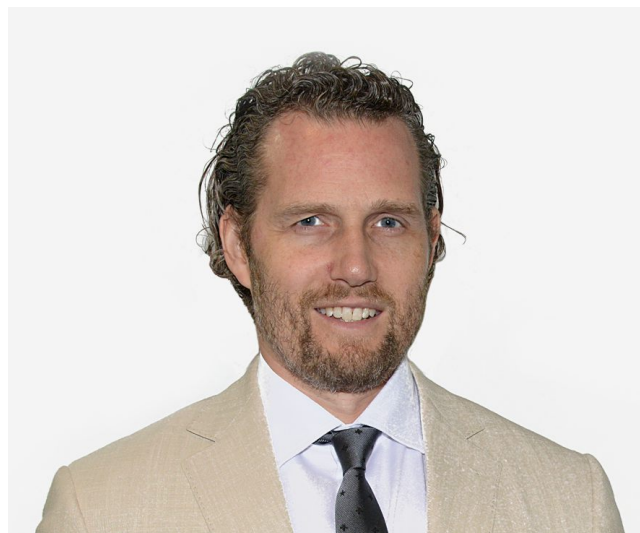
I would like to highlight the dedication of all OnMobile employees, especially in these difficult times, having spent all of 2020-21 under COVID-19. I also would like to sincerely remember Vikram R Viraktamath who was taken by COVID-19, he would have celebrated this coming November a fifteen-year tenure with the company.

A special note of gratitude to all our shareholders for your ongoing support and buying in our story. As I am sharing this message with you, the team is completing the final details to launch real money gaming with ONMO.

I am thrilled with the advancement and allure of our product, opening the doors to chronicles of success in India, Europe and America.

**François-Charles Sirois**  
Executive Chairman

“ Mobile operators are planning to launch our truly unique cloud gaming solution. No other service compares with ours, and we plan to be the uncontested leader in social esports globally.”



# CEO'S MESSAGE

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Dear Shareholders,

Financial year 2020-21 was a year of change. We started with a lockdown. Work habits, travel plans and customer interactions changed. OnMobile reacted quickly to the pandemic and we were able to ensure safety of our employees including a work from home policy, ensured seamless continuity of our services for our customers and worked on the strategic transformation of the company.

I'm proud of the meaningful progress we made. Our goals for the year were to (a) continue to strengthen and digitize our core businesses, (b) build new mobile gaming products that will enable our transformation in the rapidly growing gaming space.

**DIGITIZE CORE BUSINESS:** In a challenging time, revenue declined slightly by 2.1% while overall profitability grew significantly over last year. We signed up new operators and further digitized our products to expand audience base.

In the **Tones** business, revenue was more or less stable. RBT 2.0 App that was launched last year across India and Middle East gained even more adoption and grew from 11M users in FY 2020 to 19.9M users by end FY 2021. As a result digital revenue grew 4X as digital install base grew to an all-time high and the transition to digital is looking optimistic.

Revenues in **Videos & Editorial** grew 5% over last year. The product witnessed addition of a number of premium services. We would have seen even more robust growth but business in Europe with one customer was impacted a bit due to Covid. We will see this coming back to higher levels of growth in FY 2022 as we reposition the product and business.

**BUILD NEW MOBILE GAMING PRODUCTS:** We focused on building two cutting edge mobile gaming products and new-growth businesses outside our traditional core which we believe will become a significant share of the overall business.

The beta version of **ONMO**, our breakthrough B2C cloud gaming platform was launched in May 2021. It hosts 1000s of curated best short moments from several popular casual games. ONMO is built on three key mobile gaming trends (eSports, Social and Short Form Gaming) and two disruptive technologies (AI and Cloud Streaming). Our teams across Canada, Sweden and India have been collaborating on the product and will be launching ONMO with cash battles and monetization in calendar year 2021.

With ONMO, we have a global opportunity to own the casual esports market with an addressable market that is over \$10B.

With consumers moving to digital, we digitized and repositioned the legacy Contest (Quiz) product with **Challenges Arena**, a Mobile Quiz Gaming app which offers a single destination to play casual contests & challenges. The product was launched with one telecom operator and OTT app in FY 2021 and in Q1 FY 2022 we added 490,000 gross subscribers. We are very excited with the prospects of this gaming product and will be launching with more operators in FY 2022.

Overall, we have an exciting year ahead with the strategic thrust on gaming and expanding our core businesses with new operators and several players in the digital ecosystem. We expect to carry this momentum forward into the next year and further diversify long-term revenue.

As we enter the next fiscal with a clearly defined strategy, I thank all OnMobile employees for their commitment, creativity and hardwork. And thanks to our shareholders for your continued trust in OnMobile.

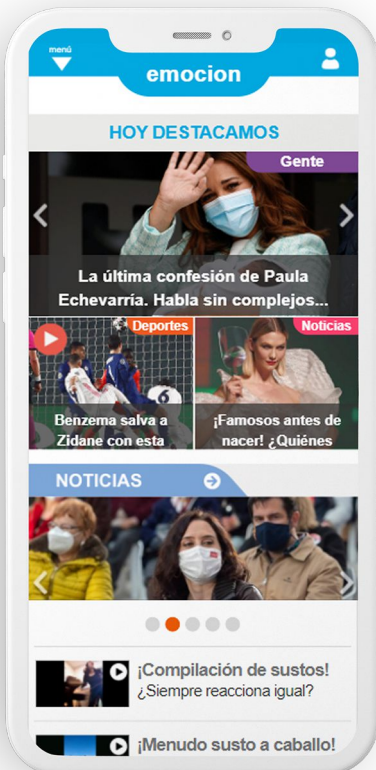
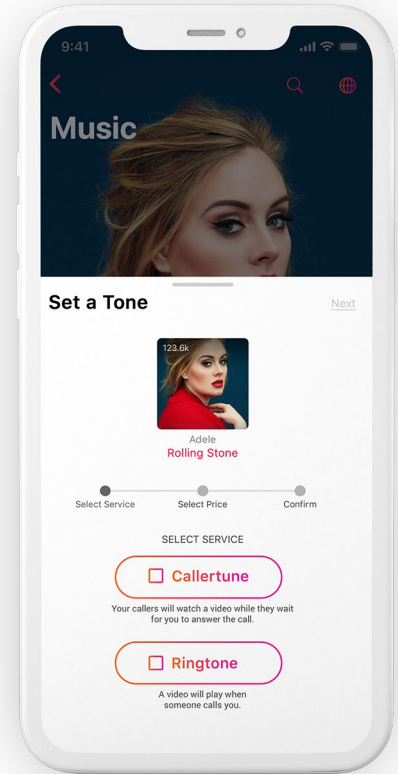
**Krish Seshadri**  
Chief Executive Officer



# PRODUCTS & SOLUTIONS

## Tones (RBT)

- 66M users, 48 operators globally, 10B+ tones played per month
- Traditional to Digital offerings, engagement is strong across 2G to 5G subscribers
- Product launched with 6 new partners in FY 2021
- Transitioning to a digital-first model with Video RBT (App-based video tunes), AdRBT (Mobile marketing solution), Personalised Recommendations and Gamification



## Video & Editorial

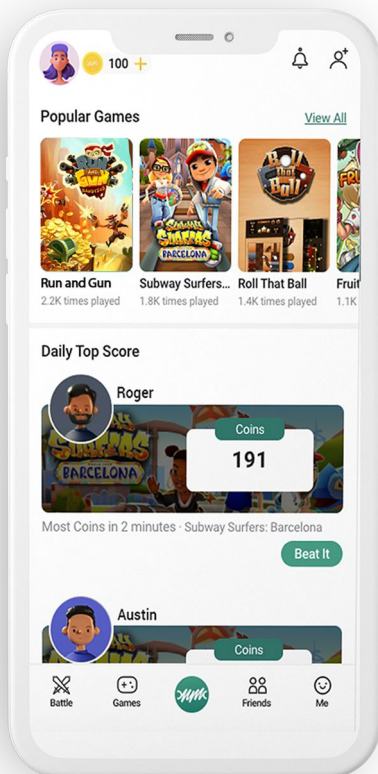
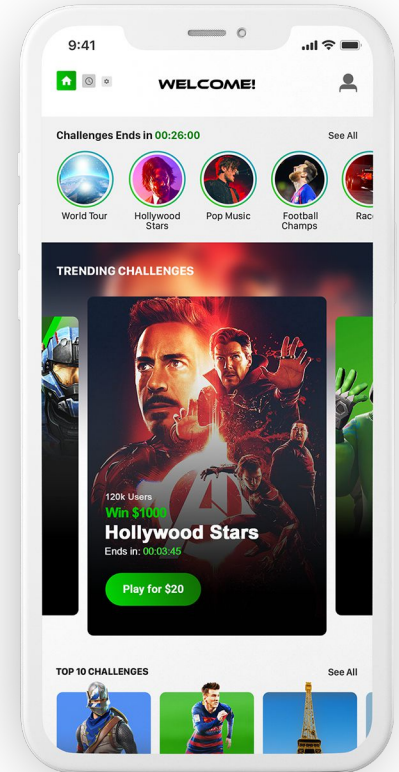
- Content site includes global and local topics across Sports, News, Entertainment, Kids, Games and Travel etc.
- Users pay a subscription fee
- Ad-free and available for users to discover and consume with ease along with features like contextual recommendation
- In FY 2021 a few premium services like Storytel, Apple Music, Vaughan, FlixOlé were added



# GAMES

## Contests/Challenges Arena

- Mobile App/PWA to play casual challenges on thousands of quiz questions and trivia across multiple categories
- Launched with one Telco & one OTT
- Will also be launching via other Telcos and OTT Apps Internationally
- Monetisation through Subscriptions and Ads



## ONMO

- Hosts short, best moments of popular casual games with 1000s of unique challenges created by AI Engine
- Cloud Streaming with no downloads
- Progressive Web App
- B2C platform and will be distributed B2B through Telcos
- Monetization through Real money battles and Subscriptions
- Teams across India, Canada and Sweden have been developing the product in FY 2021, and it is due to launch in FY 2022

# Corporate Information and Board of Directors

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## Board of Directors

François-Charles Sirois	Executive Chairman
Sanjay Kapoor	Independent Director
Gianluca D'Agostino	Independent Director
Geeta Mathur	Independent Director
Steven Fred Roberts	Non-Executive Director
Paul Lamontagne	Independent Director

## Board Committees

### Audit Committee

Sanjay Kapoor	Chair
Geeta Mathur	Member
François-Charles Sirois	Member
Paul Lamontagne	Member

### Nomination and Compensation Committee

Gianluca D'Agostino	Chair
Sanjay Kapoor	Member
Steven Fred Roberts	Member

### Stakeholders Relationship Committee

Sanjay Kapoor	Chair
Gianluca D'Agostino	Member
François-Charles Sirois	Member
Paul Lamontagne	Member

### Corporate Social Responsibility Committee

Geeta Mathur	Chair
Steven Fred Roberts	Member
Sanjay Kapoor	Member
François-Charles Sirois	Member

### Risk Management Committee

Geeta Mathur	Chair
Steven Fred Roberts	Member
Gianluca D'Agostino	Member
Paul Lamontagne	Member

\*The constitution of the Board and Committees is as on August 06, 2021

## Chief Executive Officer

Krishnan Seshadri

## Chief Financial Officer

Sanjay Baweja

## Company Secretary

P V Varaprasad

## Statutory Auditors

B S R & Co. LLP

## Internal Auditors

Ernst & Young LLP

## Bankers

Kotak Mahindra Bank Limited  
Citibank N A  
ICICI Bank Limited  
State Bank of India  
Standard Chartered Bank  
Stanbic Bank  
Eco Bank  
Royal Bank of Canada  
Ciaxa Bank, Spain  
Standard Bank, South Africa  
Skandinaviska Enskilda Banken, Sweden  
HSBC Bank, Bangladesh

## Registered Office

Tower#1, 94/1C & 94/2,  
Veerasandra Village, Attibele Hobli,  
Anekal Taluk, Electronic City Phase 1,  
Bangalore - 560 100, Karnataka, India  
T: +91 80 4009 6000; F: + 91 80 4009 6009  
CIN: L64202KA2000PLC027860  
E: Investors@onmobile.com  
www.onmobile.com

## Registrar and Share Transfer Agent

KFin Technologies Private Limited  
Selenium Tower- B, Plot No. 31 & 32,  
Financial District, Nanakramguda,  
Serilingampally Mandal,  
Hyderabad - 500 032, Telangana  
Toll free No. 1-800-309-4001  
E: einward.ris@kfintech.com

## Subsidiaries and Branches of the Company

### I. List of Subsidiaries of the Company

OnMobile Global Limited has the following Subsidiary Companies as on August 06, 2021:

Sl. No	Name of the Subsidiary Company	Country
1	OnMobile Singapore Pte. Ltd.	Singapore
2	OnMobile SA (Erstwhile Telisma SA)	France
3	OnMobile Europe BV	Netherlands
4	OnMobile USA LLC	USA
5	Servicios De Telefonía OnMobile SA De CV	Mexico
6	OnMobile Global SA	Argentina
7	OnMobile De Venezuela CA	Venezuela
8	OnMobile Brasil Sistemas De Valor Agregado Para Comunicacoes Moveis Ltda.	Brazil
9	OnMobile Global for Telecommunication Services	Egypt
10	OnMobile Uruguay SA	Uruguay
11	OnMobile Senegal SARL	Senegal
12	OnMobile Mali SARL	Mali
13	OnMobile Bangladesh Private Limited	Bangladesh
14	OnMobile Kenya Telecom Limited	Kenya
15	OnMobile Telecom Limited	Malawi
16	OnMobile Costa Rica OBCR, SA	Costa Rica
17	OnMobile Global Spain, SL	Spain
18	OnMobile Tanzania Telecom Limited	Tanzania

Sl. No	Name of the Subsidiary Company	Country
19	OnMobile Zambia Telecom Limited	Zambia
20	OnMobile Uganda Limited	Uganda
21	OnMobile Madagascar Telecom Limited	Madagascar
22	OnMobile Rwanda Telecom Limited	Rwanda
23	OnMobile Nigeria Telecom Limited	Nigeria
24	OnMobile Ghana Telecom Limited	Ghana
25	OnMobile Global Solutions Canada Limited	Canada
26	OnMobile Telecom (SL) Limited	Sierra Leone
27	OnMobile Global Italy SRL	Italy
28	OnMobile Turkey Telekomunikasyon Sistemleri Limited Şirketi	Turkey
29	OnMobile Portugal SGPS, Unipessoal LDA	Portugal
30	OnMobile Telecom Burkina Faso, SARL	Burkina Faso
31	OnMobile Live Inc.	USA
32	2DayUK Limited	UK
33	OnMobile Global Limited Colombia SAS	Colombia
34	OnMobile Global South Africa (PTY) Ltd.	South Africa
35	OnMobile Latam Holdings, SL	Spain
36	Appland AB	Sweden
37	OnMobile Bangladesh Technologies Private Limited	Bangladesh

### II. List of Branches / Representative offices of the Company

OnMobile Global Limited and its subsidiaries have the following Branches/Representative offices as on August 06, 2021:

Sl. No	Branch Locations
1	Dhaka, Bangladesh
2	Kuala Lumpur, Malaysia
3	Rosebank, South Africa
4	Dubai, UAE
5	Aggona, Sri Lanka
6	Nicosia, Cyprus
7	Kathmandu, Nepal
8	Milan, Italy
9	Dar Es Salaam, Tanzania
10	Santiago, Chile

Sl. No	Branch Locations
11	Panama City, Panama
12	Guayaquil, Ecuador
13	Managua, Nicaragua
14	San Salvador, EL Salvador
15	Lima, Peru
16	Niamey, Niger
17	Doha, Qatar
18	Democratic Republic of Congo (Branch of OnMobile Telecom Burkina Faso, SARL)
19	Conakry, Guinea Republic (Branch of OnMobile Telecom Burkina Faso, SARL)
20	Guatemala City, Guatemala (Branch of Servicios De Telefonía OnMobile SA De CV, Mexico)

# Contact Information

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## ASIA-PACIFIC

### INDIA

#### BANGALORE

##### **OnMobile Global Limited –Corporate Registered office**

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

#### BANGLADESH

##### **OnMobile Bangladesh Private Limited**

Baliaaree (4<sup>th</sup> floor), Plot # 30, Road # 130, South Avenue, Gulshan-1, Dhaka-1212, Bangladesh

##### **OnMobile Bangladesh Technologies Private Limited**

Baliaaree (4<sup>th</sup> floor), Plot # 30, Road # 130, South Avenue, Gulshan-1, Dhaka-1212, Bangladesh

##### **OnMobile Global Limited (Branch)**

Baliaaree (4<sup>th</sup> floor), Plot # 30, Road # 130, South Avenue, Gulshan-1, Dhaka-1212, Bangladesh

#### SRI LANKA (Branch)

##### **OnMobile Global Limited (Branch)**

No. 20/A, Walpola Road, Aggona

#### MALAYSIA (Branch)

##### **OnMobile Global Limited (Branch)**

802, 8<sup>th</sup> Floor, Block C, Kelana Square, 17, Jalan SS7/26, 47301, Petaling Jaya, Selangor, Malaysia

#### SINGAPORE

##### **OnMobile Singapore Pte. Ltd.**

8 Shenton Way #21-07, AXA Tower, Singapore 068811

#### NEPAL (Branch)

OnMobile Global Limited (Branch)

Ward No. 1, Narayan Chaur, Naxal, Kathmandu, Nepal

#### MIDDLE EAST AND AFRICA

##### DUBAI (Branch)

##### **OnMobile Global Limited (Branch)**

EO61, First Floor, Building 08 Co-work, Dubai Media City, Dubai, United Arab Emirates

#### TANZANIA

##### **OnMobile Global Limited (Branch)**

H. No. 77, Plot number 1040, Haile Selassie Road, Postal code 14110, Kinondoni, Dar Es Salaam

##### **OnMobile Tanzania Telecom Limited**

Ground Floor, The Address, 1 Bains Singh Avenue, Msasani Peninsula, Dar es Salaam, Tanzania

#### EGYPT

##### **OnMobile Global for Telecommunication Services**

5<sup>th</sup> Floor, Namaa Building, No. 155 Emtedad Ramses Street, 6<sup>th</sup> District Nasr City, Cairo

#### MALAWI

##### **OnMobile Telecom Limited**

6<sup>th</sup> floor Unit House, Victoria Avenue, P.O Box 3038, Blantyre, Malawi

#### MALI

##### **OnMobile Mali SARL**

Badalabougou Est - Rue 25 - Porte 271 BP 3013, Bamako-Mali

#### ZAMBIA

##### **OnMobile Zambia Telecom Limited**

No. 1394, Mushemi Road, Rhodes Park, P.O. Box 32256, Lusaka, Zambia

#### UGANDA

##### **OnMobile Uganda Limited**

4<sup>th</sup> Floor, Redstone House, Plot 7, Bandali Rise - Bugolobi, Kampala, P.O Box 7166, Uganda

#### RWANDA

##### **OnMobile Rwanda Telecom Limited**

Remera, Gasabo, Umujyi wa Kigali, 341 Kigali, Rwanda

#### GHANA

##### **OnMobile Ghana Telecom Limited**

House No.11, Adaman Loop, Tesano, Accra, P.O. Box CT 6372

#### BURKINA FASO

##### **OnMobile Telecom Burkina Faso, SARL.**

Secteur 15 Section 475 Lot 21 Parcelle 14 Ouagadougou  
PO Box: 10 BP 13675 Ouagadougou 13

#### DEMOCRATIC REPUBLIC OF CONGO (Branch)

##### **OnMobile Telecom Democratic Republic of Congo SARL (Branch)**

19B, Avenue Maniema, Commune ET Ville De Lubumbashi, Province Du Katanga En Republique Democratique Du Congo

#### CONAKRY, GUINEA REPUBLIC - (Branch)

##### **Societe OnMobile Telecom Guinee (Branch)**

4<sup>th</sup> Floor Immeuble Chérif DIALLO, Boulevard Telly DIALLO, Kouléwondy section, Kaloum district

#### SOUTH AFRICA

##### **OnMobile Global South Africa (PTY) Limited**

4<sup>th</sup> Floor, The Firs, Cradock Avenue, Rosebank, Johannesburg, Gauteng, 2196, South Africa

##### **OnMobile Global Limited (Branch)**

4<sup>th</sup> Floor, The Firs, Cradock Avenue, Rosebank, Johannesburg, Gauteng, 2196, South Africa

#### SENEGAL

##### **OnMobile Senegal SARL**

3, Place de l'indépendance BP. 6454 Dakar, Senegal

## KENYA

### OnMobile Kenya Telecom Limited

Plot No. 209/19567, 6<sup>th</sup> Floor, Suite 6B, TRV Office Plaza,  
Muthithi Road, Westlands P.O.Box-4181-00200  
Nairobi, Kenya

## MADAGASCAR

### OnMobile Madagascar Telecom Limited

Immeuble ARO Ampefiloha I Esc A Porte A 402 Antananarivo  
101 Madagascar

## NIGERIA

### OnMobile Nigeria Telecom Limited

Adol House, 15, CIPM Avenue, Alausa Ikeja - Lagos, Nigeria

## SIERRA LEONE

### OnMobile Telecom (SL) Limited

55 Sir Samuel Lewis Road, Aberdeen, Freetown, Sierra Leone

## NIGER (Branch)

### OnMobile Global Limited SA (Branch)

BVD Mali Béro, rue YN 125 BP 11160 Niamey Niger

## QATAR (Branch)

### OnMobile Global Limited (Branch)

P. O. Box 47199

## EUROPE

## SWEDEN

### Appland AB

Convendum, Kungssportsavenyn 21, 411 36 Göteborg, Sweden

## FRANCE

### OnMobile SA (Erstwhile Telisma SA)

6 Residence les Tournelles, 78810 Feucherolles, France

## ITALY

### OnMobile Global Limited (Branch)

Milano (MI) Corso Plebisciti 8 cap 20129

### OnMobile Global Italy SRL

Via Felice Casati 20 - 20124 Milan (Italy)

## NETHERLANDS

### OnMobile Europe BV

Prins Bernhardplein 200, 1097JB Amsterdam  
(Mailing: Postbus 990, 1000AZ Amsterdam)

## PORTUGAL

### OnMobile Portugal SGPS, Unipessoal LDA (Zona Franca Da Madeira)

Rua dos Ilhéus numero 6, freguesia de S. Pedro, 9000-176  
Funchal

## UNITED KINGDOM

### 2DayUK Limited

Eastcastle House, 27/28 Eastcastle Street, London W1W 8DH

## TURKEY

### OnMobile Turkey Telekomunikasyon Sistemleri Limited Şirketi

Veko Giz Plaza Meydan Sk. N. 3/45 K.14 Oda.1407 Maslak  
Sarıyer, Istanbul

## CYPRUS (Branch)

### OnMobile Global Limited (Branch)

Lampousas, 1, P.C. 1095, Nicosia, Cyprus

## SPAIN

### OnMobile Global Spain, SL

Avenida de Europa numero 24, Edificio Torona, Planta 1, Modulo  
A, Letra C, del Parque Empresarial La Moraleja, codigo postal  
28108 de Alcobendas, Madrid (España)

### OnMobile Latam Holdings, SL

Avenida de Europa numero 24, Edificio Torona, Planta 1, Modulo  
A, Letra C, del Parque Empresarial La Moraleja, codigo postal  
28108 de Alcobendas, Madrid (España)

## NORTH AMERICA

## USA

### OnMobile USA LLC

2332 Galiano Street 2<sup>nd</sup> Floor Coral Gables Florida 33134 United  
States Of America

### OnMobile Live Inc.

2332 Galiano Street 2<sup>nd</sup> Floor Coral Gables Florida 33134 United  
States of America

## MEXICO

### Servicios De Telefonía OnMobile SA De CV

Lago Alberto 442, Torre A, interior 404, Suite 592, Colonia  
Anáhuac I Sección, Miguel Hidalgo, 11320, Ciudad de México.

## CANADA

### OnMobile Global Solutions Canada Limited

630 Boulevard René-Levesque, West, Suite 2780, Montreal  
Quebec, H3B-1S6

## CENTRAL AMERICA

## COSTA RICA

### OnMobile Costa Rica OBCR, SA

San José, Escazú, San Rafael, Avenida Escazú, Lexus Tower,  
Fourth Floor

## NICARAGUA (Branch)

### OnMobile Global Limited Sucursal Nicaragua (Branch)

Edificio CAR III, 5to Piso. Modulo, M.5-4, Managua, Nicaragua

## EL SALVADOR (Branch)

### OnMobile Global Limited Sucursal El Salvador (Branch)

Calle La Mascota, Col San Benito, Casa 533, San Salvador

## GUATEMALA (Branch)

### Servicios De Telefonía OnMobile, Sociedad Anonima De Capital Variable (Branch)

13 calle, 3-40 zona 10, Edificio Altantis, oficina 702

## **PANAMA (Branch)**

### **OnMobile Global Limited (Branch)**

THE TOWERS, 3<sup>rd</sup> Floor, 50<sup>th</sup> Street, San Francisco, Panama, Republic of Panama

## **LATIN AMERICA**

### **VENEZUELA**

#### **OnMobile De Venezuela, CA**

Tercera Avenida, entre 6ta y 7ma Transversal de los Palos Grandes, Quinta Clydes. Caracas, Venezuela

### **CHILE (Branch)**

#### **OnMobile Global Limited – Agencia En Chile (Branch)**

Monjitas 527, Office 1101, Santiago

### **ECUADOR (Branch)**

#### **OnMobile Global Limited (Branch)**

Av. República del Salvador 1082 y Naciones Unidas, Edif. Mansión Blanca, Torre París, Piso 5, Quito, Ecuador

### **COLOMBIA**

#### **OnMobile Global Limited Colombia SAS**

Carrera 9 No. 80-15 Oficina 1004  
Bogotá D.C. Colombia

## **BRAZIL**

### **OnMobile Brasil Sistemas De Valor Agregado Para Comunicações Móveis Ltda.**

Avenida Paulista, 37, 4º andar, conjunto 41 e 42, Condomínio Edifício Parque Cultural Paulista, Bela Vista, CEP 01311-902

## **ARGENTINA**

### **OnMobile Global SA**

Ortiz de Ocampo 3302, Módulo 1, Oficina 24, de esta Ciudad Autonoma de Buenos Aires

## **URUGUAY**

### **OnMobile Uruguay SA**

Arquitecto Alfredo Baldomir 2408, Montevideo, Uruguay

## **PERU (Branch)**

### **OnMobile Limited Sucursal Peruana**

Av. Juan de Aliaga No. 425 - Oficina 612, Magdalena del Mar, Lima – Perú

# Report on Corporate Governance

## CORPORATE GOVERNANCE

The Company's Philosophy on Corporate Governance is as under:

- i. Ensure that the Board exercises its fiduciary responsibilities towards shareholders, thereby ensuring high accountability;
- ii. Ensure that the decision making is transparent and documentary evidence is traceable through the minutes of the meetings of the Board/Committee thereof;
- iii. Ensure that the Board, the senior management team, the compliance officer, the employees and all concerned are fully committed to maximize long-term value to the share owners and the Company;
- iv. Ensure that the financial and management information, which management shares with the Board, as well as the current and potential investors is timely and accurate;
- v. Ensure that the core values of the Company are protected;
- vi. Ensure that the Company strives to achieve world class operating practices.

## BOARD OF DIRECTORS

OnMobile Board consists of Executive and Non-Executive directors. The Non-Executive directors consist of eminent professionals from business and finance. The Company does not have any nominee director. The Board consisted of 6 Directors as on March 31, 2021 of which the Chairman of the Board is an Executive Director. The composition of the Board is in conformity with Regulation 17 of the Securities Exchange Board

### Details of Board meetings held during the year

Sl. No	Date of Board Meeting#	Board Strength	Directors present	Remarks
1	April 09, 2020	7	7	-
2	May 06, 2020	6	6	-
3	May 29, 2020	6	5	Leave of absence was granted to Sanjay Baweja
4	June 22, 2020	5	5	-
5	July 31, 2020	5	5	-
6	August 10, 2020	7	7	-
7	October 09, 2020	5	4	Leave of absence was granted to Gianluca D'Agostino
8	November 02, 2020	5	5	-
9	December 17, 2020	5	5	-
10	February 01, 2021	6	6	-
11	March 05, 2021	6	6	-

# All the Board meetings in FY 2020-21 were convened through recorded Video Conference due to COVID-19 pandemic and consequent relaxations granted by MCA and SEBI.

of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Sl. No	Name	Designation	Shareholding in OnMobile as on March 31, 2021
1	François-Charles Sirois	Executive Chairman	-
2	Sanjay Kapoor	Independent Director	123,449
3	Gianluca D'Agostino	Independent Director	-
4	Geeta Mathur	Independent Director	-
5	Steven Fred Roberts	Non-Executive Non-Independent Director	-
6	Paul Lamontagne	Independent Director	-

None of the Directors are related to each other.

## MEETINGS OF THE BOARD

The Board meets at least four times in a year with the intervening period between two Board meetings of not more than one hundred and twenty (120) days. The annual calendar of meetings is tentatively determined at the beginning of each year. During the year ended March 31, 2021, the Board met Eleven times as given below:

A structured agenda governs the meetings. Members of the Board, in consultation with the Chairman may bring up any matter for consideration of the Board. The Notice, Agenda and attached notes on agenda, setting out the business to be transacted at the meeting is given to the Directors at least seven days before the date of the Board meeting. All material information is circulated to the directors before the meeting or placed at the meeting, including minimum information required to be made available to the Board under Part A of Schedule II of Regulation 17(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board periodically reviews the compliance reports of all laws applicable to the Company.

#### DETAILS OF DIRECTORS AND THEIR ATTENDANCE

Name of Director & DIN	Age	Position	Category	Attendance in Board Meetings		Attendance in last AGM	Other Board				
				Held	Attended		Directorships in Indian public companies <sup>+</sup>	Directorships in other Indian listed companies <sup>++</sup>	Directorships all around the world <sup>+++</sup>	Committee Chairmanships <sup>#</sup>	Committee Memberships <sup>#</sup> (including Chairmanships)
François-Charles Sirois (06890830)	46	Executive Chairman	Executive Director	11	11	Yes	Nil	Nil	13	Nil	2
Rajiv Khaitan <sup>1</sup> (00071487)	61	Director	Independent	11	6	Yes	3	1 Himatsingka Seide Limited (Independent Director)	7	3	4
Nancy Cruickshank <sup>2</sup> (06928547)	50	Director	Independent	11	6	Yes	Nil	Nil	3	Nil	Nil
Sanjay Baweja <sup>3</sup> (00232126)	60	Director	Independent	11	2	NA	1	1 Tanla Solutions Limited (Independent Director)	5	1	4
Chris Arsenault <sup>4</sup> (07825919)	49	Director	Independent	11	1	NA	Nil	Nil	13	Nil	1
Sanjay Kapoor (01973450)	59	Director	Independent	11	11	Yes	2	1 Tanla Solutions Limited ( Non- Executive Non Independent Director)	5	3	4
Gianluca D'Agostino (05143003)	52	Director	Independent	11	10	Yes	Nil	Nil	7	Nil	1
Geeta Mathur <sup>5</sup> (02139552)	54	Director	Independent	11	6	Yes	9	6 1. JTEKT India Ltd, 2. Motherson Sumi Systems Ltd, 3. IIFL Finance Ltd, 4. NIIT Ltd, 5. Info edge (India) Ltd, 6. IIFL Wealth Management Ltd	16	5	10
Steven Fred Roberts <sup>6</sup> (08815252)	57	Director	Non-Executive Non-Independent	11	6	No	Nil	Nil	2	Nil	Nil
Paul Lamontagne <sup>7</sup> (08995854)	61	Director	Independent	11	2	NA	Nil	Nil	4	Nil	2

Note: In the above table 'deemed to be public companies', if any, are not counted as public companies

NA – Not Applicable

+ Excluding directorships in OnMobile Global Limited and its subsidiaries.

++ Excluding directorships in OnMobile Global Limited.

+++ Directorships in all companies around the world (listed and unlisted) including OnMobile Global Limited and its subsidiaries.



\*Memberships/Chairmanships of only Audit Committee and Stakeholders Relationship Committee in public companies (listed and unlisted) including OnMobile Global Limited. The number of Directorships held by the Directors are within the permissible limits under SEBI Listing Regulations and Companies Act, 2013. None of the Directors is a Member of more than 10 Committees or Chairperson of more than 5 Committees.

<sup>1</sup> Rajiv Khaitan retired from the Board as an Independent Director thereof w.e.f September 28, 2020. Tenure, Directorship and Committee membership/chairmanship details are provided as on his retirement date

<sup>2</sup> Nancy Cruickshank retired from the Board as an Independent Director w.e.f September 28, 2020. Tenure, Directorship and Committee membership/chairmanship details are provided as on her retirement date

<sup>3</sup> Sanjay Baweja resigned from the Board as an Independent Director w.e.f May 29, 2020. Tenure, Directorship and Committee membership/chairmanship details are provided as on his resignation date. Sanjay Baweja attended the AGM in the capacity as a Chief Financial Officer

<sup>4</sup> Chris Arsenault resigned from the Board as an Independent Director w.e.f April 29, 2020. Tenure, Directorship and Committee membership/chairmanship details are provided as on his resignation date

<sup>5</sup> Geeta Mathur was appointed as an additional Director on the Board w.e.f July 31, 2020 and shareholders appointed as an Independent director w.e.f September 28, 2020

<sup>6</sup> Steven Fred Roberts was appointed as an additional Director on the Board w.e.f July 31, 2020 and shareholders appointed as an Independent director w.e.f September 28, 2020

<sup>7</sup> Paul Lamontagne was appointed as an additional and Independent Director on the Board w.e.f December 17, 2020

The Details of the Board of Directors as on date are as below:

**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 22 years of experience in corporate mergers, acquisitions and financing. 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. He was appointed as the Additional Director on the Board of the Company on June 26, 2014 and his appointment was approved by the shareholders as a Non-Executive Director at the Annual General Meeting ('AGM') held on September 10, 2014. François-Charles was later appointed as an Executive Chairman of the Company for a period of five years effective from November 1, 2014. François-Charles was appointed as CEO and re-designated as 'Executive Chairman and CEO' of OnMobile w.e.f March 01, 2017. François-Charles Sirois was further re-appointed as an Executive chairman of the Company for a period of five years w.e.f November 1, 2019 and his appointment as Executive chairman was approved by the shareholders at the AGM held on September 17, 2019. François-Charles Sirois stepped down as CEO on August 02, 2020 while continuing as Executive Chairman of the Company. As on March 31, 2021, François-Charles Sirois is on the Board of following other companies:

1. OnMobile Systems Inc.
2. Telesystem Ltd.
3. Stingray Group Inc.
4. Zone3 Inc.
5. K.F. Construction Inc.
6. Telesystem Energy Ltd.
7. CVTCORP Transmission Inc.

8. OnMobile Global Solutions Canada Ltd.

9. Telesystem Immobilier Inc.

10. OnMobile USA LLC.

11. NorthStar Earth & Space Inc.

12. OnMobile Live Inc.

**Sanjay Kapoor** in his entrepreneurial avatar, joined the promoter group of Micromax Informatics Limited as their Chairman in June 2014. In that role he was responsible for leading the Company's Board and management, building scale to an existing billion-dollar business and transforming it from a 'Device' company to a 'Device & Services' company. During July 2015 he stepped down from the Executive Chairmanship of Micromax to pursue a plural career in entrepreneurship, consulting & advisory and investing in & mentoring start-ups. With an illustrious career spanning over 36 years, 19 of which have been in the telecommunications sector, Sanjay is an established global leader in telecom and allied industry. Sanjay was the Chief Executive Officer for India and South Asia of India's largest telecom company, Airtel (March 2010 till May 2013). Sanjay is one of the key leaders in building Bharti Airtel from being one of the many players in the industry to making it as the number one telecom player in India, during his tenure with the company from July 1998 to May 2013. Sanjay's leadership extended well beyond the confines of Airtel and he elevated himself as an industry spokesperson globally. For more than 13 years he has played an active role in various industry forums like CII, COAI and NASSCOM. He has also been a Board & Executive committee member of GSMA, (the global forum bringing together nearly 800 global mobile operators), Board member of Indus Towers (world's largest telecom tower company with a portfolio of more than 1.5 lakh towers), Bennett, Coleman & Co. Ltd (India's largest media company) and PVR Limited (India's largest movie exposition company). Additionally, Sanjay is a Senior Advisor with Boston Consulting Group, one of world's leading Consulting firms. He was declared the "Telecom person of the year" at the Voice and Data Telecom Leadership Awards 2012. Prior to joining Airtel, Sanjay worked with Xerox India as Director-Operations Support. He spent 14

years with the global document management company, handling a range of key portfolios, ranging from Sales & Marketing to General management functions. He began his professional career as an Executive Trainee with Jay Engineering Works Ltd., the manufacturers of Usha fans and sewing machines, in 1983. Sanjay holds a Bachelor's degree in Commerce (Hons.) from Delhi University, an MBA from Cranfield School of Management (UK) and is a Graduate of The Wharton Advanced Management Program. Sanjay Kapoor was appointed as an Additional Director on the Board of the Company effective June 21, 2017. As per the provisions of Companies Act, 2013, Sanjay Kapoor was appointed as an Independent Director at the Annual General Meeting held in September 06, 2017 to hold office for a period of three years up to the date of the AGM to be held during the calendar year 2020. Sanjay was re-appointed at the 20<sup>th</sup> AGM held on September 28, 2020 to hold office for a further period of five years up to the date of the AGM to be held during the calendar year 2025. As on March 31, 2021 Sanjay Kapoor is on the Board of the following other companies:

1. VLCC Health Care Limited
2. Tech-Connect Retail Pvt Limited
3. Saudi Telecom Company
4. Tanla Platforms Limited

**Gianluca D'Agostino** has amassed about three decades of international experience with active involvement in the telecommunications sector and in the wider tech world as manager first, then as entrepreneur and investor.

In the startup and scaleup scene, Gianluca has invested in several European companies. His main areas of focus have been ecommerce and technologies for ecommerce (B2C or B2B/SAAS). Besides, he is Senior Advisor for the company he founded back in 2007 in Rome - Neomobile SPA - now owned by two UK Private Equity funds: Colter Capital and Blue Gem. As Founder and CEO, he grew Neomobile business organically and via M&A (5 acquisitions) to become a leading mobile monetization platform and one of the most successful and profitable Italian digital companies, up to €120m Revenue and €16m EBITDA in 2014 (last full year as CEO). The company became leader in Europe and then moved overseas, opening and developing strategic markets such as Brazil, Mexico, Colombia and India. Along the journey he acquired, developed and exited Onebip, a payment company focused on DCB (Direct Carrier Billing) for apps, games and social networks in 60+ markets.

Before founding Neomobile in 2007, Gianluca has been one of the key consultants in the mobile telco industry, focused on entertainment, content and payment, advising public companies such as Wind, TIM, Teleunit and Lucent Technologies, as well as the Italian Government. From 2001 to 2003 he was Managing Director Italy at Freever, one of the first mobile service provider in Europe, pioneer in chats and social networks.

Gianluca is an evangelist in MobileTech, often invited for lectures and speeches in events worldwide, including the Mobile World Congress, MEM and MMA, Media Momentum, DLD Tel Aviv, 4YFN, Noah Conference, Capacity Europe and several others. He's also member of prestigious business networks: Founders Forum, Italian Angels for Growth, Future Fifty Alumni and Prabodhan, the UK-India leaders conclave.

Gianluca is a Chartered Electronics Engineer with a Master's Degree (110/110) at La Sapienza University in Rome, where he

joined R&D projects on MPEG-2 encoding for HDTV within the Race-Hamlet EU framework, furtherly developed in France at Thomson Multimedia Labs in 1994.

Gianluca D'Agostino was appointed as an Additional Director on the Board of the Company effective July 27, 2018. As per the provisions of Companies Act, 2013, Gianluca D'Agostino was appointed as an Independent Director at the Annual General Meeting held in September 18, 2018 to hold office for a period of three years up to the date of the AGM to be held during the calendar year 2021. The Board of Directors have recommended for re-appointment of Gianluca D'Agostino to hold office for second term of five years upto September 29, 2026 and the approval of the shareholders is being sought for the same at the AGM to be held on September 29, 2021. As on March 31, 2021, Gianluca D'Agostino is on the Board of the following other companies:

1. Bango Plc.
2. AppQualiy srl
3. OnMobile Global Spain S.L.
4. OnMobile USA LLC
5. Emotion Network srl.
6. The Techshop SGR SpA

**Geeta Mathur** is an experienced finance professional having worked as a banker both on the asset side and risk side and with large corporate treasuries and investor relations

She started her career with ICICI, where she worked for over 10 years in the field of project, corporate and structured finance as well represented ICICI on the Board of reputed companies such as Eicher Motors, Siel Limited etc. She then worked in various capacities in large organizations such as IBM and Emaar MGF across areas of Corporate Finance, Treasury, Risk Management and Investor relations.

She transitioned to the development sector and worked as CFO of Helpage India, one of the largest and oldest national level NPO in India working for the cause of the elderly. She brought about systemic changes in the financial management systems including transition to Oracle ERP and won several awards for presentation and transparency in presentation of Accounts during her tenure.

She currently serves as an independent director in various large organizations across manufacturing and services such as Motherson Sumi Ltd, NIIT Ltd, IIFL Group, Info edge Ltd. Exposure to multiple industries disciplines helps her cross pollinate ideas and contribute effectively as a Board member.

She co-chairs the India chapter of Women Corporate Directors Foundation, a global membership organization and community of women corporate directors with a mission to foster a powerful, trusted community of influential women corporate directors. She is also engaged as a business engagement expert with specific projects of IPE Global, an international development consulting company providing expert technical assistance and solutions for equitable development and sustainable growth in developing countries.

She is a graduate in Commerce from Shriram College of Commerce, Delhi University and did her articles with PriceWaterhouse while pursuing her CA.

Geeta Mathur was appointed as an Additional Director on the Board of the Company effective July 31, 2020. As per the provisions of Companies Act, 2013, Geeta Mathur was appointed as an Independent Director at the Annual General Meeting held in September 28, 2020 to hold office for a period of five years up to the date of the AGM to be held during the calendar year 2025. As on March 31, 2021 Geeta Mathur is on the Board of the following other companies:

1. JTEKT India Limited
2. Motherson Sumi Systems Limited
3. IIFL Finance Limited
4. NIIT Limited
5. Info edge (India) Limited
6. Ummeed Housing Finance Private Limited
7. IPE Global Centre for Knowledge and Development
8. IIFL Wealth Management Limited
9. Sentiss Pharma Private Limited
10. Tata Communications Transformation services Limited
11. Saajha (*Member of Advisory Board*)
12. SMRP (BV) (*member of Supervisory Board*)
13. SMP Deutschland GmbH (*member of Supervisory Board*)
14. Raymond Consumer Care Limited
15. Canara HSBC Oriental Bank of Commerce life Insurance Company Limited

**Steven Fred Roberts**, Global Vice President of Competitive Gaming, is responsible for designing and executing a strategy around the dynamic industry of esports for the PlayStation platform and its 100 mm plus homes. Most recently, Roberts was Chairman of ESL NA, the largest esports company in the world. He largely focused on strategic partnerships, media distribution, production and overall mentorship of the executive team.

Prior roles were as Senior Vice President for DIRECTV, Inc. In this position, Steven was responsible for developing and executing strategies designed to integrate the traditional DIRECTV entertainment experience on the set-top-box with emerging digital technologies. This included the delivery of content via the Internet on other platforms such as the PC, mobile, and portable devices inside and outside the home. Roberts directed DIRECTV's TV Everywhere initiative internally, managing all details of implementation, including, setting strategy and negotiating rights with programmers. He was also responsible for the DIRECTV 3D initiative, DIRECTV's overall sports strategy and other programming and advertising initiatives.

Roberts's previous role at DIRECTV was as Vice President, Strategic Initiatives, DIRECTV Entertainment. In this role, he spearheaded the development and launch of several new businesses, including the production of original content for DIRECTV's Audience Network and the creation of a joint venture between News Corp.'s BSKYB (UK) and STAR (Asia) focused on the first global esports League called the Championship Gaming Series.

Roberts was also responsible for the development of DIRECTV's initial IPTV strategy and its initiative to deliver video content via broadband for the DIRECTV On Demand service, which launched in 2007. He also oversaw the successful launch of Game Lounge, a 24x7 interactive games channel, and developed and managed the successful execution of the first ever OTT distributed service for a major league with NFL SUNDAY TICKET on PlayStation.

Roberts joined DIRECTV in 2005 from Sportsvision, a FOX backed company, where he served as executive vice president. During his time at Sportsvision, Roberts brought the ubiquitous "yellow line" to every televised football game, and also expanded the product line to include broadcast enhancements for FOX Sports, NBC, ESPN and Turner.

Roberts holds a bachelor's degree from the University of California, Berkeley and Masters of Business from George Washington University, Washington DC

Steven Fred Roberts was appointed as an Additional Director on the Board of the Company effective July 31, 2020. As per the provisions of Companies Act, 2013, Steven Fred Roberts was appointed as a Non- Executive Non-Independent director at the AGM held on September 28, 2020 who is liable to retire by rotation. As on March 31, 2021, Steven Fred Roberts is on the Board of the following other companies:

1. SportsedTV

**Paul Lamontagne** is a business builder and global connector who brings tremendous passion to making an impact on the world. With deep experience in banking, private equity, venture capital and impact investing, Paul Lamontagne has a history of uncovering hidden gems.

Paul Lamontagne is the former CEO of FinDev Canada, Canada's Development Finance Institution (DFI), whose mandate is to provide financial services to the private sector in developing countries. His sense of service compelled him back to Canada in 2017 to launch FinDev Canada, a start-up Crown corporation. Paul Lamontagne disrupted the traditional development banking model by creating a DFI for the future and won acclaim as an innovator for his achievements. He is an ardent feminist and was instrumental in the launch of the 2X Challenge: Financing for Women at the G7 Summit in 2018.

Paul Lamontagne currently serves as Chairperson of the YPO Trans-Canada board, a regional chapter of YPO, a global business network of over 30,000 CEOs. He is an Advisor to a FemTech venture investing in late-stage health technology companies, and a Leadership Coach to women executives and entrepreneurs.

Previously, Paul Lamontagne was Executive Investment Partner at CapAfrica, a Canadian private equity group that invests in renewable energy and telecommunications in Africa where he led the structuring of complex transactions. As Head, Middle East & Africa at CIBC, he originated hundreds of millions of dollars in trade, capital markets and correspondent banking flows. As Founder Chairperson & CEO of Enablis Financial Corporation, a licensed Fund Manager in South Africa, he pioneered a new model for investing in SMEs and oversaw over 150 transactions.

Earlier, Paul Lamontagne's career spanned executive roles in telecommunications at Look TV, Telesystem, and Teleglobe

Canada, as well as in banking at affiliates of Barclays, UBS, and the National Bank of Canada. He also served on the board of directors of numerous companies and not-for-profit entities.

Paul Lamontagne received his BA from McGill University and his MBA from France's Institut d'Études Politiques de Paris.

Based on recommendation of Nomination and Compensation Committee, subject to approval of the shareholders, the Board of Directors appointed Paul Lamontagne as Additional Director of the Company and also as an Independent Director, not liable to retire by rotation, for a term of 5 years i.e. from December 17, 2020 to December 16, 2025. Approval of the shareholders is being sought for the appointment of Paul Lamontagne as an Independent Director at the Annual General Meeting to be held on September 29, 2021. As on March 31, 2021, Paul Lamontagne is on the Board of the following other companies:

1. Canada Forum for Impact Investment & Development Advisory Board
2. YPO Trans-Canada Gold Chapter Board
3. YPO Canada Regional Board

**MATRIX OF SKILLS / EXPERTISE / COMPETENCIES IDENTIFIED BY THE BOARD OF DIRECTORS AS PER REGULATION 34(3) READ WITH SCHEDULE V OF SEBI (LODR) REGULATIONS, 2015**

Competencies/skills	Description
Business expertise	Experience of global business dynamics, understanding of various geographical markets, cultures, people and regulatory frameworks.
Corporate Strategy & planning	Ability to scan and analyse the business trends, experience to guide and provide strategic directions to the management team, and driving change with the objective of growth.
Finance	Experience in leading finance function of variety of entities, ability to drive the Company to benchmark with best practices in various procedural areas of finance function.
Governance	Experience in statutory compliances, developing governance practices, driving business ethics and values so as to protect interests of stakeholders.

Individual Board Members skills/expertise/competencies:

S. No	Name of the Director	skills/expertise/competencies			
		Business expertise	Corporate Strategy & planning	Finance	Governance
1	François-Charles Sirois	✓	✓	✓	✓
2	Sanjay Kapoor	✓	✓	✓	✓
3	Gianluca D'Agostino	✓	✓	✓	✓
4	Geeta Mathur	✓	✓	✓	✓
5	Steven Fred Roberts	✓	✓	✓	✓
6	Paul Lamontagne	✓	✓	✓	✓

**COMMITTEES OF THE BOARD**

For the year ended March 31, 2021, the Board has five Committees as follows:

1. Audit Committee
2. Nomination and Compensation Committee
3. Stakeholders Relationship Committee
4. Corporate Social Responsibility Committee
5. Risk Management Committee

The constitution and terms of reference of the Board Committees are decided by the Board from time to time. Meeting of each Board Committee is convened by the respective Committee Chairman. The Board had accepted recommendations of all the Committees of the Board, in the financial year 2020-21 which were mandatorily required. The role and composition of these Committees, including the number of meetings held during the financial year and the related attendance are as follows:

## 1. Audit Committee

### Composition

As on March 31, 2021, the Audit Committee consisted of the following four (4) directors:

1. Sanjay Kapoor - Chair
2. Geeta Mathur
3. François-Charles Sirois
4. Paul Lamontagne

All the members of the Committee except François-Charles Sirois are Independent Directors and all of them have accounting and financial expertise. The Company Secretary acts as secretary to the Committee.

The Audit Committee was reconstituted w.e.f February 01, 2021.

### Terms of Reference

The terms of reference of the Audit Committee include the following:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
2. Recommending to the Board, the appointment, reappointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to:
  - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013
  - b. Changes, if any, in accounting policies and practices and reasons for the same
  - c. Major accounting entries involving estimates based on the exercise of judgment by management
  - d. Significant adjustments made in the financial statements arising out of audit findings
  - e. Compliance with listing and other legal requirements relating to financial statements
  - f. Disclosure of any related party transactions
  - g. Qualifications in the draft audit report
5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
7. Review and monitor auditor's independence and performance and effectiveness of audit process.
8. Approval or any subsequent modification of transactions of the Company with related parties.
9. Scrutiny of inter-corporate loans and investments.
10. Valuation of undertakings or assets of the Company, wherever it is necessary.
11. Evaluation of internal financial controls and risk management systems.
12. Reviewing with management, performance of statutory and internal auditors, adequacy of internal control systems.
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit.
14. Discussion with internal auditors of any significant findings and follow up there on.
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
17. Look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
18. Review the functioning of the Whistle Blower mechanism.
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background etc., of the candidate.
20. Reviewing the utilization of loans and/ or advances from/ investment by the Company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments.
21. Review compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2018 at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.
22. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders.
23. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

## Meetings

During the financial year ended March 31, 2021, four meetings of the Audit Committee were held which were convened through recorded video conference. The details of the same are as follows:

Sl. No	Name of the Director	Meetings/Attendance			
		22-Jun-2020	10-Aug-2020	02-Nov-2020	01-Feb-2021
1	Rajiv Khaitan – Chair <sup>1</sup>	Present	Present	NA	NA
2	Sanjay Kapoor – Chair <sup>2</sup>	NA	NA	Present	Present
3	Gianluca D'Agostino – Member	Present	Present	NA	NA
4	François-Charles Sirois – Member	Present	Present	Present	Present
5	Geeta Mathur – Member <sup>3</sup>	NA	NA	Present	Present
6	Paul Lamontagne – Member <sup>4</sup>	NA	NA	NA	NA

NA – Not Applicable

<sup>1</sup> Rajiv Khaitan retired from the Board/Committees thereof w.e.f September 28, 2020

<sup>2</sup> Sanjay Kapoor was appointed as a chair in the Committee w.e.f September 28, 2020

<sup>3</sup> Geeta Mathur was appointed as a member in the Committee w.e.f September 28, 2020

<sup>4</sup> Paul Lamontagne was appointed as a member in the Committee w.e.f February 01, 2021

## 2. Nomination and Compensation Committee

### Composition

As on March 31, 2021, the Committee consisted of the following Three (3) directors:

1. Gianluca D'Agostino – Chair
2. Sanjay Kapoor
3. Steven Fred Roberts

All the members of the Committee except Steven Fred Roberts are Independent Directors.

The Nomination and Compensation Committee was reconstituted w.e.f September 28, 2020.

### Terms of Reference

The terms of reference of the Nomination and Compensation Committee include the following:

1. The Committee shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall specify the manner for effective evaluation of performance of Board, its Committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance.

2. The Committee will make recommendations to the Board regarding the size and composition of the Board and develop and recommend to the Board the Criteria (such as independence, experience relevant to the needs of the Company, leadership qualities, diversity and ability to represent the shareholders) for the selection of the individuals to be considered as candidates for election to the Board.
3. The Committee will establish, monitor and recommend the purpose, structure and operations of the various Committees of the Board, and qualifications and criteria on membership on each Committee of the Board, and, as circumstances dictate, make any recommendations regarding periodic rotation of directors among the Committees.
4. Committee shall formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees (referred as 'Nomination and Remuneration Policy').
5. Committee shall, while formulating the 'Nomination and Remuneration Policy, ensure that—
  - a. the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully.
  - b. relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
  - c. remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.
  - d. Nomination and remuneration policy shall be placed on the website of the Company and the salient features of the policy and changes therein, if any, along with the web address of the policy, shall be disclosed in the Board's report.
6. Annual review of the salary, bonus and other compensation plans of the CEO, CFO and Senior Management team of the Company.
7. Review and approve the salary, bonus and compensation plans for all the executive directors of the Company.
8. Framing suitable policies and systems to ensure that there is no violation, by an employee or Company of any applicable laws in India or overseas, including:
  - a. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; or
  - b. The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities market) Regulations, 2003.

9. Administer the implementation and award of stock options under the stock option plans of the Company.
10. Perform such functions as are required to be performed by the Compensation Committee under Clause 5 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.
11. Recommend to the Board of Directors of the Company on any other employment incentives as the Committee deems it appropriate in the best interests of the Company.
12. Chairperson of the Committee or, in his/her absence, any other member of the committee authorized by him/her in this behalf shall attend the general meetings of the Company.
13. The Committee will also undertake such additional activities as the Committee may from time to time determine or as may otherwise be required by law, the Company's articles of association, or directive of the Board.
14. The Committee will make regular reports to the Board and will recommend any proposed actions to the Board for approval as necessary. The Committee will review and reassess the adequacy of these terms of reference at least annually and recommend any proposed changes to the Board for approval.
15. The Committee will at least annually evaluate its own performance to determine whether it is functioning effectively.
16. Recommend to the Board, all remuneration, in whatever form, payable to senior management.

### Meetings

During the financial year ended March 31, 2021, three meetings of the Nomination and Compensation Committee were held which were convened through recorded video conference. The details of the same are as follows:

Sl. No	Name of Director	Meetings/Attendance		
		15-Jun-2020	31-Jul-2020	01-Feb-2021
1	Nancy Cruickshank – Chair <sup>1</sup>	Present	Present	NA
2	Gianluca D'Agostino – Chair <sup>2</sup> / Member	Present	Present	Present
3	Sanjay Kapoor – Member	Present	Present	Present
4	Steven Fred Roberts – Member <sup>3</sup>	NA	NA	Present

\*NA – Not Applicable

<sup>1</sup> Nancy Cruickshank retired from the Board/Committees thereof w.e.f September 28, 2020

<sup>2</sup> Gianluca D'Agostino was appointed as a Chair in the Committee w.e.f. September 28, 2020

<sup>3</sup> Steven Fred Roberts was appointed as a member in the Committee w.e.f September 28, 2020

### Performance Evaluation Criteria for Independent Directors:

The performance evaluation criteria for independent directors is determined by the Nomination and Compensation Committee. An indicative list of factors on which evaluation was carried out includes participation and contribution by a director, commitment, effective deployment of knowledge and expertise, integrity and maintenance of confidentiality and independence of behaviour and judgement.

### Remuneration Policy

The Nomination and Remuneration policy devised in accordance with Section 178(3) and (4) of the Companies Act, 2013 forms part of the Board's Report. The Company's remuneration policy is based on the performance of the individual employee and the success of the Company. Through its compensation program, the Company endeavors to attract, retain, develop and motivate a high performance workforce. The Company follows a compensation mix of fixed pay, benefits and performance based variable pay and sharing of wealth through the Company's stock options. Individual performance pay is determined by combination of individual and business performance of the Company. The Company pays remuneration by way of salary, benefits, perquisites and allowances (fixed component) to its Whole Time Director(s). Annual increments are decided by the Nomination and Compensation Committee/Board of Directors. The shareholders at the Annual General Meeting held on September 18, 2018 approved the payment of remuneration to the non-executive directors, in addition to the sitting fees to be paid for attending the meetings of the Board or Committees thereof, in aggregate not exceeding an amount equal to 5% of the net profits of the Company computed in accordance with the provisions of Section 198 of the Companies Act, 2013 or ₹ 15 million, whichever is higher for each financial year commencing on or after April 1, 2018 and the said remuneration be paid in such amount, proportion and manner as may be decided by the Board of Directors of the Company from time to time. Apart from the said remuneration the non-executive directors are also entitled to a sitting fee of ₹ 100,000/- per meeting for attending the Board and Committee meetings. The Company also reimburses the out-of-pocket expenses incurred by the Directors for attending the meetings.

The remuneration paid to Independent Directors are within the limits approved by the members of the Company. None of the Non-Executive Directors received remuneration amounting to 50% of the total remuneration paid to Non-Executive Directors during the financial year 2020-21.

### Details of Remuneration paid to Executive Directors / Non-Executive Directors during the financial year 2020-21

#### Executive Director

(In ₹)

Name of Director	Salary	Others (Retiral benefits)	Total
François-Charles Sirois, Executive Chairman*	3,913,420	86,580	4,000,000

\* Resigned from the position of Chief Executive Officer of the Company w.e.f. August 02, 2020 while continuing as Executive Chairman of the Company.

The above remuneration does not include the remuneration of USD 192,000 for FY 2020-21 drawn by François-Charles Sirois as president and secretary from OnMobile Global Solutions Canada Limited, wholly owned subsidiary of the Company, pursuant to shareholders approval dated September 17, 2019.

#### Non-Executive Directors

(In ₹)

Sl. No.	Name of the Director	Sitting fees	Remuneration
1	Rajiv Khaitan <sup>@</sup>	1,000,000	128,151
2	Nancy Cruickshank <sup>@</sup>	1,000,000	128,151
3	Sanjay Baweja <sup>#</sup>	200,000	167,740
4	Chris Arsenault <sup>*</sup>	100,000	80,753
5	Sanjay Kapoor	2,100,000	175,000
6	Gianluca D'Agostino	1,900,000	375,000
7	Geeta Mathur <sup>&amp;</sup>	10,00,000	520,822
8	Steven Fred Roberts <sup>&amp;</sup>	9,00,000	620,822
9	Paul Lamontagne <sup>§</sup>	3,00,000	354,452
	<b>Total</b>	<b>8,500,000</b>	<b>2,550,891</b>

<sup>@</sup>Rajiv Khaitan and Nancy Cruickshank retired from the Board w.e.f September 28, 2020

<sup>\*</sup>Chris Arsenault resigned from the Board w.e.f April 29, 2020

<sup>#</sup>Sanjay Baweja resigned from the Board w.e.f May 29, 2020

<sup>&</sup>Geeta Mathur and Steven Fred Roberts were appointed as additional directors w.e.f July 31, 2020

<sup>§</sup>Paul Lamontagne was appointed as an additional and Independent Director w.e.f December 17, 2020

#### Service contracts, notice period, severance fees

François-Charles Sirois was re-appointed as Executive Chairman of the Company for a period of five years w.e.f. November 1, 2019 and his re-appointment as Executive chairman was approved by the shareholders at the AGM held on September 17, 2019 and can be terminated by either party by giving 90 days mutual notice period. There is no separate provision for payment of severance fees.

#### Non-Executive/Independent Directors' Compensation and Disclosures

The Company has laid down the criteria for making payments to the Non-Executive Directors. The details of such criteria are available in the Remuneration Policy disseminated on the website of the Company at the below link:

[https://www.onmobile.com/sites/default/files/cg\\_policy/Nomination\\_and\\_Remuneration\\_Policy.pdf](https://www.onmobile.com/sites/default/files/cg_policy/Nomination_and_Remuneration_Policy.pdf)

#### Stock Options to the Directors

No stock options were granted to any of the Directors on Board as on date.

### 3. Stakeholders Relationship Committee

#### Composition

As on March 31, 2021, the Committee consisted of the following four (4) directors:

1. Sanjay Kapoor - Chair
2. Gianluca D'Agostino
3. François-Charles Sirois
4. Paul Lamontagne

All the members of the Committee except François-Charles Sirois are Independent Directors.

The Stakeholders Relationship Committee was reconstituted w.e.f. February 01, 2021

#### Terms of Reference

The terms of reference of the Stakeholders Relationship Committee include the following:

1. The Committee shall resolve the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
2. The Committee shall review measures taken for effective exercise of voting rights by shareholders.
3. The Committee shall review adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
4. The Committee shall review various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.
5. The Committee may do all such acts, things or deeds as may be necessary or incidental to the exercise of the above powers.

#### Meetings

During the financial year ended March 31, 2021, three meetings of the Stakeholders Relationship Committee were held which were convened through recorded video conference. The details of the same are as follows:

Sl. No	Name of Director	Meetings/Attendance		
		22-Jun-2020	02-Nov-2020	01-Feb-2021
1	Rajiv Khaitan – Chair <sup>1</sup>	Present	NA	NA
2	Sanjay Kapoor – Chair <sup>2</sup> /Member	Present	Present	Present
3	Gianluca D'Agostino – Member	Present	Present	Present
4	François-Charles Sirois – Member <sup>4</sup>	NA	Present	Present
5	Paul Lamontagne – Member <sup>3</sup>	NA	NA	NA

\* NA – Not Applicable

<sup>1</sup> Rajiv Khaitan retired from the Board/Committees thereof w.e.f September 28, 2020

<sup>2</sup>Sanjay Kapoor was appointed as a Chair in the Committee w.e.f. September 28, 2020

<sup>3</sup>Paul Lamontagne was appointed as a member in the Committee w.e.f February 01, 2021

<sup>4</sup>François-Charles Sirois was appointed as a member in the Committee w.e.f. September 28, 2020



The particulars of shareholder's complaints received and disposed off during the financial year 2020-21 are as follows:

Name of non-executive director heading the Committee	Sanjay Kapoor-Independent Director
Name and Designation of Compliance Officer	P V Varaprasad, Company Secretary
Number of shareholder complaints received during the year	29
Number of shareholder complaints resolved during the year	29
Number of shareholder complaints pending	Nil
Number of pending share transfers	Nil

#### Reconciliation of Share Capital Audit

The Company conducts a reconciliation of share capital audit on a quarterly basis in accordance with requirements of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

The Reconciliation of Share Capital Audit Report obtained from Parameshwar G. Hegde of M/s. Hegde & Hegde, Company Secretaries, which has been submitted to the Stock Exchanges within the stipulated period, certifies that the equity shares of the Company held in the dematerialized form and in the physical form conforms to the issued and paid up equity share capital of the Company.

#### Secretarial Compliance Certificate about transfer of shares in physical form

As per the provisions of Regulation 40(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has obtained the Secretarial Compliance Certificate on half yearly basis from Parameshwar G. Hegde of M/s. Hegde & Hegde, Company Secretaries, to the effect that all transfers of shares held in physical form are effected within stipulated time. The certificate has been submitted to the Stock Exchanges within the prescribed time.

#### Secretarial Audit Report as per Reg. 24A of SEBI (LODR) Regulations, 2015

As per Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, every listed entity and its material unlisted subsidiaries incorporated in India shall undertake secretarial audit and shall annex with its annual report, a secretarial audit report, given by a Company secretary in practice, in such form as may be specified with effect from the year ended March 31, 2021. Accordingly, the Company has obtained the said Secretarial Audit report from Parameshwar G Hegde of M/s. Hegde & Hegde, Company Secretaries and the same is annexed to the Board's Report.

## 4. Corporate Social Responsibility Committee

### Composition

As on March 31, 2021, the Corporate Social Responsibility Committee consisted of the following Four (4) directors:

1. Geeta Mathur - Chair
2. Steven Fred Roberts
3. Sanjay Kapoor
4. François-Charles Sirois

All the members of the Committee except Steven Fred Roberts and François-Charles Sirois are Independent Directors.

The Corporate Social Responsibility Committee was reconstituted w.e.f September 28, 2020

### Terms of Reference

The CSR Committee shall decide the focus areas of the Company's CSR policy from the list of activities given in Schedule VII of the Companies Act, 2013.

The terms of reference of the Corporate Social Responsibility Committee include the following:

1. The Committee shall formulate and recommend to the Board, a 'Corporate Social Responsibility Policy' ('CSR Policy') which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013.
2. The Committee shall recommend the amount of expenditure to be incurred on the activities referred in the CSR Policy.
3. The Committee shall monitor the CSR Policy of the Company from time to time.
4. The Committee will be responsible for reviewing and overseeing CSR Policy and political and environmental trends and public policy issues that affect or could affect the Company's business activities, performance, public image and responsibilities under Indian Law.
5. The Committee will provide overview of and make recommendations to the Board regarding the Company's response to shareholder proposals that relate to corporate social responsibility issues.
6. The Committee will assist the Board in determining how the Company can anticipate and adjust to corporate social responsibility and public policy trends in order to more effectively achieve its goals.
7. The Committee will offer advice and counsel to management regarding the effectiveness of the Company's corporate social responsibility programs and corporate citizenship.
8. The Committee will also undertake such additional activities as the Committee may from time to time determine or as may otherwise be required by law, the Company's articles of association, or directive of the Board.

9. The Committee will make regular reports to the Board and will recommend any proposed actions to the Board for approval as necessary. The Committee will review and reassess the adequacy of these terms of reference at least annually and recommend any proposed changes to the Board for approval.
10. The Committee will at least annually evaluate its own performance to determine whether it is functioning effectively.

### Meetings

During the financial year ended March 31, 2021, two meetings of the Corporate Social Responsibility Committee were held which were convened through recorded video conference. The details of the same are as follows:

Sl. No	Name of Director	Meetings/Attendance	
		22-Jun-2020	02-Nov-2020
1	Rajiv Khaitan – Chair <sup>1</sup>	Present	NA
2	Geeta Mathur – Chair <sup>2</sup>	NA	Present
3	Nancy Cruickshank – Member <sup>3</sup>	Present	NA
4	Steven Fred Roberts – Member <sup>4</sup>	NA	Present
5	François-Charles Sirois – Member	Present	Present
6	Sanjay Kapoor – Member <sup>5</sup>	NA	Present

NA – Not Applicable

<sup>1</sup> Rajiv Khaitan retired from the Board/Committees thereof w.e.f September 28, 2020

<sup>2</sup> Geeta Mathur was appointed as a Chair in the Committee w.e.f September 28, 2020

<sup>3</sup> Nancy Cruickshank retired from the Board/Committees thereof w.e.f September 28, 2020

<sup>4</sup> Steven Fred Roberts was appointed as a member in the Committee w.e.f September 28, 2020

<sup>5</sup> Sanjay Kapoor was appointed as a member in the Committee w.e.f September 28, 2020

The CSR Committee charter and the CSR policy of the Company is available on the website at the below link:

[https://www.onmobile.com/sites/default/files/cg\\_policy/Corporate\\_Social\\_Responsibility\\_Policy.pdf](https://www.onmobile.com/sites/default/files/cg_policy/Corporate_Social_Responsibility_Policy.pdf)

## 5. Risk Management Committee

### Composition

As on March 31, 2021, the Risk Management Committee consisted of the following four (4) directors:

1. Geeta Mathur - Chair
2. Steven Fred Roberts
3. Gianluca D'Agostino
4. Paul Lamontagne

All the members/ chairperson of the Committee except Steven Fred Roberts are Independent Directors.

The Risk Management Committee was reconstituted w.e.f February 01, 2021.

### Terms of Reference

The terms of reference of the Risk Management Committee include the following:

1. To formulate a detailed risk management policy which shall include:
  - a. A framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
  - b. Measures for risk mitigation including systems and processes for internal control of identified risks.
  - c. Business continuity plan.
2. To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company.
3. To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems.
4. To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity.
5. To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken.
6. To review appointment, removal and terms of remuneration of the Chief Risk Officer, if any.
7. To coordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the Board of directors.
8. To seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, as considered necessary.
9. To monitor and review the matters relating to cyber security.

### Meetings

During the financial year ended March 31, 2021, two meetings of the Risk Management Committee was held which were convened through recorded video conference. The details of the same are as follows:

Sl. No	Name of Director	Meetings/Attendance	
		22-Jun-2020	11-Mar-2021
1	Sanjay Kapoor – Chair <sup>5</sup>	Present	NA
2	Geeta Mathur – Chair <sup>1</sup>	NA	Present
3	François-Charles Sirois – Member	Present	NA
4	Nancy Cruickshank – Member <sup>2</sup>	Present	NA
5	Steven F. Roberts – Member <sup>3</sup>	NA	Present
6	Gianluca D'Agostino – Member	NA	Present
7	Paul Lamontagne – Member <sup>4</sup>	NA	Present

NA – Not Applicable

<sup>1</sup> Geeta Mathur was appointed as a Chair in the Committee w.e.f September 28, 2020

<sup>2</sup> Nancy Cruickshank retired from the Board/Committees thereof w.e.f September 28, 2020

<sup>3</sup> Steven Fred Roberts was appointed as a member in the Committee w.e.f September 28, 2020

<sup>4</sup> Paul Lamontagne was appointed as a member in the Committee w.e.f February 01, 2021

<sup>5</sup> Sanjay Kapoor ceased from the Committee w.e.f. September 28, 2020

## INDEPENDENT DIRECTORS

As on March 31, 2021, the Board consists of 4 independent directors, one of them is a woman independent director. The Independent Directors meet at least once every financial year without the presence of Executive Directors or management personnel to discuss matters pertaining to the Company's affairs, evaluation of performance of the Board and their own performance and place their views regarding governance of the Company at the Board. During the year, separate meetings of the independent directors were held on June 22, 2020 and October 23, 2020, without the presence of any other director / management personnel.

### Retirements and resignations

Chris Vital Arsenault resigned from the position of Independent Director of the Company w.e.f. closing of business hours of April 29, 2020 due to his other Commitments.

Sanjay Baweja resigned from the position of Independent Director of the Company w.e.f. closing of business hours of May 29, 2020 to take up employment with the Company as Chief Financial Officer w.e.f. June 01, 2020

Rajiv Khaitan and Nancy Cruickshank retired as independent directors on September 28, 2020, upon completion of second tenure.

The disclosures in this regard are available at Company website <https://www.onmobile.com/investors/downloads>

### Board Evaluation

The independent directors reviewed the matters as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Companies Act, 2013 and the Guidance note issued by SEBI on January 5, 2017 viz. reviewed the performance of non-independent directors and the Board as a whole, reviewed the performance of the Chairperson of the Company and assessed the quality, quantity and timeliness of flow of information between the management and the Board of Directors.

### Succession Planning

An adequate plan is in place for orderly succession for appointment to the Board of Directors and Senior Management.

### Role, duties and responsibilities of Independent Directors

The independent directors, along with other directors are also responsible for meeting the following objectives of the Board:

1. Compliance with the requirements of Companies Act, 2013,

2. Discharge of "Responsibilities of the Board" as outlined in the Corporate Governance requirements as prescribed by Stock Exchanges under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,
3. Accountability under the Director's Responsibility Statement,
4. Overseeing the enforcement of high standards of values and ethical conduct of business,
5. Overseeing the Company's contribution to enhancing the quality of life of communities,
6. Abide by the 'Code for Independent Directors' under Schedule IV of Companies Act, 2013 and the duties of directors provided under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The letters of appointment have been issued to all the independent directors of the Company on their appointment and the terms and conditions of appointment is disclosed on the website of the Company.

### Familiarization programme for Independent Directors

Company has in place a familiarization programme for independent directors to familiarize them with the Company, their roles, rights, responsibilities in the Company, nature of industry in which the Company operates and business model of the Company. A copy of the familiarization programme for independent directors and the details of familiarization programme imparted to independent directors during FY 2020-21 is available on the website at the below link:

[https://www.onmobile.com/sites/default/files/cg\\_policy/Familiarization\\_programme\\_for\\_Independent\\_Directors.pdf](https://www.onmobile.com/sites/default/files/cg_policy/Familiarization_programme_for_Independent_Directors.pdf)

In the opinion of the Board, the independent directors fulfill the conditions specified in the Listing regulations and that of Companies Act, 2013 and are independent of the management. Further, the Independent Directors have included their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014.

### SUBSIDIARY COMPANIES

The financials of the subsidiary companies have been duly reviewed by the Audit Committee and the Board of the holding Company as part of consolidated financial statements. The board minutes of the unlisted subsidiary companies have been placed before the Board of the holding company. The holding company's Board is also periodically informed about all significant transactions and arrangements entered into by the subsidiary companies.

The Company has also formulated a policy for determining a material subsidiary which stipulates *inter-alia*:

1. Disposal of Material Subsidiary: The Company, without the prior approval of the members by Special Resolution, shall not:
  - a. dispose shares in Material Subsidiaries that reduces its shareholding (either on its own or together with other subsidiaries) to less than 50%; or

- b. cease the exercise of control over the Subsidiary; or
  - c. sell, dispose or lease the assets amounting to more than twenty percent of the assets of the material subsidiary
2. One Independent Director of the Company shall be a director on the Board of the Material Subsidiary Company, whether incorporated in India or not. Only for the purposes of this provision, notwithstanding anything to the contrary contained in regulation 16(1) (c), the term “material subsidiary” shall mean a subsidiary, whose income or net worth exceeds twenty percent of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.
  3. The Nomination and compensation Committee shall make suitable recommendations to the Board for appointment of Independent Director in the Material Subsidiary as mentioned in clause 2 above.
  4. The Audit Committee shall review the financial statements, in particular, the investments made by the unlisted subsidiary company on an annual basis.
  5. The minutes of the Board Meetings of the unlisted subsidiary companies shall be placed before the Board of the Company on a periodical basis.
  6. The management shall periodically bring to the attention of the Board of Directors of the Company, a statement of all Significant Transactions and Arrangements entered into by the unlisted subsidiary Company.
- This policy has been put up on the website of the Company and available at the web link:  
[https://www.onmobile.com/sites/default/files/cg\\_policy/Policy\\_on\\_determining\\_Material\\_Subsidiaries.pdf](https://www.onmobile.com/sites/default/files/cg_policy/Policy_on_determining_Material_Subsidiaries.pdf)

## GENERAL BODY MEETINGS

The details of the Annual General Meetings held in the last three years are as follows:

Financial Year	Venue	Date and Time	Special Resolutions passed
2017-18	Hotel Royal Orchid, adjoining KGA Golf course, HAL Airport Road, Bengaluru – 560 008	September 18, 2018 at 11.00 a.m	<ol style="list-style-type: none"> <li>1. Re-appointment of Sanjay Baweja as an Independent Director</li> <li>2. Payment of remuneration to non-executive directors of the Company</li> </ol>
2018-19	The Chancery Pavilion Hotel, 135, Residency Road, Bengaluru -560025	September 17, 2019 at 11.30 a.m	<ol style="list-style-type: none"> <li>1. Re-appointment of François-Charles Sirois as Executive Chairman of the Company</li> <li>2. Re-appointment of François-Charles Sirois, Executive Chairman and CEO of the Company as Director/Manager/ Consultant/Employee in OnMobile Global Solutions Canada Limited, wholly owned subsidiary of the Company</li> </ol>
2019-20	Through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), facility provided by Central Depository Services (India) Limited.	September 28, 2020 at 04.00 p.m	<ol style="list-style-type: none"> <li>1. Re-appointment of Sanjay Kapoor as an Independent Director</li> </ol>

No extraordinary general meeting of the members was held during the year ended March 31, 2021

During the year ended March 31, 2021, no special resolutions were passed through postal ballot

## DISCLOSURES

### (1) Related Party Transactions

There are no materially significant related party transactions with the promoters, the directors or the management, their subsidiaries or relatives etc., that may have potential conflict with the interests of the Company at large.

The Company obtained legal service from Khaitan & Co LLP, and paid ₹ 142,000 (including taxes to be paid on their behalf). The transaction was approved by the Board on Aug 10, 2020 since Rajiv Khaitan, then Independent Director of the Company was a partner in Khaitan & Co LLP.

Transaction with related parties is disclosed in the financial statements in Note no.32 for the year ended March 31, 2021. The detailed information on materially significant related party transactions is in AOC-2 attached to the Board's Report.

The Company has formulated a policy on dealing with Related Party Transactions. The same is available on the website at the below link:

[https://www.onmobile.com/sites/default/files/cg\\_policy/Policy\\_for\\_dealing\\_with\\_Related\\_Party\\_Transactions.pdf](https://www.onmobile.com/sites/default/files/cg_policy/Policy_for_dealing_with_Related_Party_Transactions.pdf)

## (2) Non-compliances

There has been no instance of non-compliance by the Company on any matter related to capital market during last three financial years and no penalties or strictures were imposed by SEBI, Stock Exchanges or any other concerned authorities. The Company has complied with applicable rules and regulations prescribed by Stock Exchanges, SEBI or any other statutory authority relating to the capital markets. All returns/ reports were filed within the prescribed time with Stock Exchanges/ other authorities.

## (3) Whistle Blower Policy

Pursuant to Section 177(9) and (10) of the Companies Act, 2013 and Part C of Schedule V of Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has adopted a Whistle Blower policy and has established the necessary mechanism for employees to report concerns about unethical behavior. No person has been denied access to the Audit Committee. The said mechanism has provided protection to whistleblower from adverse personnel action. The details of establishment of such mechanism are disclosed on the below link:

[https://www.onmobile.com/sites/default/files/policy/OnMobile\\_Whistle\\_Blower\\_Policy.pdf](https://www.onmobile.com/sites/default/files/policy/OnMobile_Whistle_Blower_Policy.pdf)

## (4) Chairperson

The Company does not carry multiple businesses. Accordingly, the Company had appointed Francois Charles Sirois, Executive Chairman as Chief Executive Officer and re-designated as 'Executive Chairman and CEO' of the Company w.e.f. March 1, 2017

François-Charles Sirois was re-appointed as Executive Chairman of the Company for a period of five years w.e.f. November 1, 2019 and his re-appointment was approved by the shareholders as an Executive Chairman at the AGM held on September 17, 2019. François-Charles Sirois stepped down as CEO on August 02, 2020 while continuing as Executive Chairman of the Company.

As per provisions of Regulation 17(1B) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 w.e.f. April 1, 2022, the top 500 listed entities on the basis of market capitalisation, as at the end of the immediate previous financial year, shall ensure that the Chairperson of the Board of such listed entity shall (a) be a non-executive director; (b) not be related to the Managing Director or the Chief Executive Officer as per the definition of the term "relative" defined under the Companies Act, 2013.

The Company is not in the list of top 500 listed Companies as on March 31, 2021 on the basis of market capitalisation. The said Regulation 17(1B) is applicable w.e.f April 1, 2022, hence the Company is in compliance with the provisions of Regulation 17(1B) for FY 2020-21.

(5) The Company has complied with all the mandatory requirements under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(6) The Company has also complied with the following discretionary requirements specified in Part E of Schedule II in terms of Regulation 27(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

- Modified opinion(s) in Audit Report: Company's financial statements have unmodified audit opinions.
- Reporting of Internal Auditor: The Internal Auditors of the Company directly report to the Audit Committee.

## (7) Accounting Treatment in preparation of Financial Statements

The guidelines/ accounting standards laid down by the Institute of Chartered Accountants of India (ICAI) and prescribed under Section 133 of the Companies Act, 2013 have been followed in preparation of the financial statements of the Company in all material respects.

## (8) Code of Conduct

The Company has adopted 'Code of Business Conduct and Ethics' (Code). This code is applicable to all the employees of the Company, Board of Directors of the Company and its subsidiaries. The Code incorporates the duties of the independent directors. A copy of the said Code of Conduct is available at the below link:

[https://www.onmobile.com/sites/default/files/Code\\_of\\_Conduct.pdf](https://www.onmobile.com/sites/default/files/Code_of_Conduct.pdf)

All Board Members and senior management personnel have confirmed compliance with the Code of Conduct for the financial year 2020-21. A declaration to this effect signed by Chief Executive Officer of the Company is attached.

## (9) Compliance of Prohibition of Inside Trading Regulations

The Company has comprehensive policies on prohibiting insider trading and the Company has adopted (i) the Code of conduct to regulate, monitor and report trading by designated employees, (ii) the Code of practices & procedures for fair disclosures of unpublished price sensitive information, and (iii) the Policy for procedure of enquiry in case of leak of unpublished price sensitive information as notified by SEBI.

## (10) Statutory Auditors Fees:

B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022) have been appointed as the Statutory Auditors of the Company. The particulars of payment of Statutory Auditors' fees, on consolidated basis is given below:

(in ₹ million)

Particulars	Amount
For Audit	2.85
For Taxation matters	0.50
Other services	2.96
Reimbursement of expenses and levies	0.34
<b>Total</b>	<b>6.65</b>

**(11) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

No. of complaints filed during the financial year	1
No. of complaints disposed of during the financial year	1
No. of complaints pending as on end of the financial year	0

**MANAGEMENT DISCUSSION AND ANALYSIS**

As required under Regulation 34(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a detailed report on the Management's discussion and analysis is attached and forms part of this Annual report.

**CEO AND CFO CERTIFICATION**

Compliance Certificate by Chief Executive Officer (CEO) and Chief Financial Officer (CFO) in terms of Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, copy of which is appended to this report.

**CERTIFICATE OF COMPLIANCE FROM COMPANY SECRETARY IN PRACTICE UNDER CLAUSE 10 OF PARA C OF SCHEDULE V OF SEBI (LODR) REGULATIONS, 2015**

As per the provisions of Clause 10 of Para C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a certificate from a company secretary in practice that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority shall be disclosed in the Corporate Governance Report. The Company has obtained the certificate accordingly from Parameshwar G Hegde of M/s. Hegde & Hegde, Company Secretaries for the financial year ended March 31, 2021, copy of which is appended to this report.

**AUDITORS' CERTIFICATION ON CORPORATE GOVERNANCE**

In terms of Para E of Schedule V of Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the auditor's certificate on compliance of conditions of Corporate Governance is attached.

In addition to the auditor's certificate, a certificate of compliance from Independent Practicing Company Secretary as stipulated under the Regulations, is also obtained and attached to the Annual Report.

**MEANS OF COMMUNICATION**

**Quarterly results:** The Company's quarterly results are published in the newspapers namely The Financial Express (English) and Hosadigantha (Kannada) and are further posted on the Company's website ([www.onmobile.com](http://www.onmobile.com)), BSE website ([www.bseindia.com](http://www.bseindia.com)) and NSE website ([www.nseindia.com](http://www.nseindia.com)).

**News releases:** Official news releases and official media releases are sent to Stock Exchanges.

**Presentations to institutional investors / analysts:** Presentations made to the institutional investors and analysts after the declaration of the quarterly, half yearly and annual

results are displayed on the Company's website ([www.onmobile.com](http://www.onmobile.com)).

**Website:** The Company's website ([www.onmobile.com](http://www.onmobile.com)) contains a separate dedicated section 'Investors' where shareholders' information is available. The Company's Annual Report is also available on the website in user-friendly and downloadable form.

**Annual Report:** The Annual Report containing, *inter alia*, Audited Annual Accounts, Consolidated Financial Statements, Boards' Report, Auditors' Report and other important information is circulated to the members and others entitled thereto. The Management's Discussion and Analysis (MD&A) Report forms part of the Annual Report and is displayed on the Company's website ([www.onmobile.com](http://www.onmobile.com)).

**NSE Electronic Application Processing System (NEAPS):** The NEAPS is a web-based application designed by NSE for corporates. All periodical compliance filings like shareholding pattern, corporate governance report, financial results, media releases, among others are filed electronically on NEAPS.

**BSE Corporate Compliance & Listing Centre (the 'Listing Centre'):** BSE's Listing Centre is a web-based application designed for corporates. All periodical compliance filings like shareholding pattern, corporate governance report, financial results, media releases, among others are also filed electronically on the Listing Centre.

**SEBI Complaints Redress System (SCORES):** The investor complaints are processed in a centralised web-based complaints redress system. The salient features of this system are: Centralised database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status. The Company has registered itself on SCORES and adequate steps are taken for expeditious redressal of investor complaints received through SCORES or otherwise.

**GENERAL SHAREHOLDER INFORMATION**

**Registrar and Share Transfer Agents**

KFin Technologies Private Limited having its registered office at Selenium, Tower- B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032, Telangana, India are the Registrars for the demat segment and also the share transfer agents of the Company, to whom communications regarding share transfer and dematerialization/rematerialisation requests must be addressed. All matters connected with share transfer, transmission, dividend payment are handled by the share transfer agent. Share transfers are processed within 15 days of lodgement.

**Information in respect of remittance into Investor Education and Protection Fund**

**IPO Application money:** In terms of Section 125 of Companies Act, 2013, the application money received by companies for allotment of any securities and due for refund are required to be transferred to Investor Education and Protection Fund (IEPF) after a period of seven years. The application money received by the Company at the time of IPO in the financial year 2007-2008 due for refund amounting to ₹ 232,845/- that was lying in the unpaid account, was transferred to IEPF in the Financial year 2014-15 and the necessary returns/disclosures were filed with the Ministry of Corporate Affairs.

**Unpaid dividend:** In terms of Section 124 of Companies Act, 2013, dividends that are not encashed or claimed, within seven years from the date of its transfer to the unpaid dividend account, be transferred to the Investor Education and Protection Fund (IEPF) established by the Government. The Company has been paying dividend for the past nine financial years i.e. from 2011-12 till 2019-20. Accordingly, the Company has transferred unclaimed dividend amount of ₹ 518,435 in FY 2019-20 to IEPF pertains to the dividend declared for FY 2011-12 and ₹ 753,722 in FY 2020-21 to IEPF pertains to the dividend declared for FY 2012-13.

**Information in respect of Unclaimed Dividends due for remittance into IEPF is given below:**

Financial Year	Date of declaration	Date of transfer to special account	Due date for transfer to the IEPF
2013-14	10-Sep-2014	17-Oct-2014	17-Oct-2021
2014-15	08-Sep-2015	08-Oct-2015	08-Oct-2022
2015-16	14-Sep-2016	14-Oct-2016	14-Oct-2023
2016-17	06-Sep-2017	13-Oct-2017	13-Oct-2024
2017-18	18-Sep-2018	19-Oct-2018	19-Oct-2025
2018-19	17-Sep-2019	23-Oct-2019	23-Oct-2026
2019-20	28-Sep-2020	31-Oct-2020	31-Oct-2027

**Details of Shares transferred to Investor Education and Protection Fund (IEPF) Authority:**

The Company has (i) sent reminder to shareholders having unclaimed dividend for seven consecutive years requesting them to claim the said unclaimed dividend (ii) published a notice in Financial Express (English) and Hosadigantha (Kannada); and (iii) uploaded details of such shareholders on the website of the Company;

The Company had transferred 40,745 shares held under 91 Folios on September 29, 2020 to the designated IEPF Authority Demat Account held with NSDL during FY 2021.

During the year, the Company received an application from a shareholder for claiming shares from IEPF. IEPF holds 149,706 shares as on March 31, 2021 on account of transfer of shares under IEPF Rules. During the year, the Company also transferred ₹ 142,039.20 as corporate benefits (dividend) arising on shares already transferred to IEPF.

Detailed description of shares transferred to IEPF along with procedure for claiming refund of shares and unclaimed dividend from the IEPF Authority is uploaded on the website of the Company ([www.onmobile.com](http://www.onmobile.com)). Shareholders may also contact Company Secretary/Nodal officer of the Company or RTA for claiming the same.

**Disclosure in respect of equity shares transferred in the unclaimed suspense account**

Pursuant to the requirement of Regulation 34(3) and Schedule V Part F of SEBI (LODR) Regulations, 2015, the following table provides details in respect of the equity shares lying in the suspense account.

The voting rights on shares lying in unclaimed suspense account shall remain frozen till the rightful owner claims the shares.

Details	No. of Shareholders	No. of Shares
No. of shares in the unclaimed suspense account as on 1 <sup>st</sup> April 2020.	0	0
Less: No. of shares transferred to the shareholders on request during the year.	0	0
Less: No. of shareholders whose shares were transferred from suspense account to IEPF during the year	0	0
No. of shares in the unclaimed suspense account as on 31 <sup>st</sup> March 2021.	0	0

**CONTACT INFORMATION**

**Registered and Corporate Office:**

**OnMobile Global Limited**

Tower#1, 94/1C & 94/2, Veerasandra Village, Attibele Hobli, Anekal Taluk, Electronic City Phase 1, Bengaluru - 560 100, Karnataka, India  
T: + 91 80 40096000  
F: + 91 80 4009 6009  
CIN: L64202KA2000PLC027860  
<https://www.onmobile.com>

**Representing Officers of the Company**

Correspondence to the following officers may be addressed at the registered office of the Company.

**Company Secretary and Compliance Officer**

P V Varaprasad - Company Secretary  
T: + 91 80 4009 6000  
F: + 91 80 4009 6009  
E: Investors@onmobile.com

**Nodal officer IEPF**

P V Varaprasad - Company Secretary  
T: + 91 80 4009 6000  
F: + 91 80 4009 6009  
E: Investors@onmobile.com

**Investor Relations – Institutional**

Radhika Venugopal - Vice President, Finance  
T: + 91 80 4009 6000  
F: + 91 80 4009 6009  
E: Investors@onmobile.com

**Public Relations**

Pallavi Nayak - Director - Corporate Marketing & Communications  
T: + 91 80 4009 6000  
F: + 91 80 4009 6009  
E: pallavi.nayak@onmobile.com

<b>Listing details</b>	<p>The shares of the Company are listed on: BSE Limited Phiroze Jheejheebhouy Towers, Dalal Street, Fort, Mumbai – 400 001</p> <p>National Stock Exchange of India Limited (NSE) Exchange Plaza, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051</p> <p>The Company has paid the listing fees at both the exchanges for the FY 2021-22 and complied with the listing requirements.</p>	
<b>Stock code</b>	National Stock Exchange of India Limited (NSE) – ONMOBILE BSE Limited (BSE) – 532944	
<b>ISIN allotted by Depositories (Company ID Number)</b>	INE809I01019	
<b>Forthcoming Annual General Meeting (AGM)</b>	The 21 <sup>th</sup> Annual General Meeting (AGM) of the Members of OnMobile Global Limited will be held on Wednesday, September 29, 2021 at 4.00 p.m IST through Video Conferencing (VC), pursuant to the General Circular numbers 20/2020 dated 05 <sup>th</sup> May 2020, 14/2020 dated 08 <sup>th</sup> April 2020, 17/2020 dated 13 <sup>th</sup> April 2020 and 02/2021 dated 13 <sup>th</sup> January 2021 issued by the Ministry of Corporate Affairs and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 <sup>th</sup> May, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15 <sup>th</sup> January, 2021 issued by SEBI.	
<b>Financial Calendar (tentative and subject to change)</b>	<b>Event</b>	<b>Likely Board Meeting Schedule</b>
	Financial reporting for the quarter ending June 30, 2021	End of July 2021/ Beginning of August 2021
	Financial reporting for the quarter ending September 30, 2021	End of October 2021/ Beginning of November 2021
	Financial reporting for the quarter ending December 31, 2021	End of January 2022/ Beginning of February 2022
	Financial reporting for the quarter/year ending March 31, 2022	End of May 2022
<b>Book Closure Date(s)</b>	From September 23, 2021 to September 29, 2021 (both days inclusive)	
<b>Dividend Payment Date</b>	within 30 days from the date of AGM	
<b>Registrars and Share Transfer Agents</b>	KFin Technologies Private Limited Selenium Tower- B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032, Telangana Toll free No. 1800-309-4001 Email id: einward.ris@kfintech.com	
<b>Depository System</b>	Currently 99.98% of the Company's share capital is held in dematerialised form. For any assistance in conversion of the physical shares to demat form or vice versa, the investors may approach KFin Technologies Private Limited at the address mentioned above.	
<b>Email ID of Grievance Redressal Division</b>	einward.ris@kfintech.com Investors@onmobile.com	

#### Distribution Schedule

Distribution of Shareholding as on 31/03/2021 (TOTAL)						
Sl No	Category (Amount)	No. of Holders	% To Holders	No. of shares held	Amount(₹)	% To Equity
1	1-5000	43,878	84.32	5,373,219	53,732,190	5.14
2	5001- 10000	3,630	6.98	2,965,055	29,650,550	2.84
3	10001- 20000	2,051	3.94	3,172,832	31,728,320	3.04
4	20001- 30000	728	1.40	1,869,411	18,694,110	1.79
5	30001- 40000	327	0.63	1,175,170	11,751,700	1.12
6	40001- 50000	344	0.66	1,646,923	16,469,230	1.58
7	50001- 100000	540	1.04	3,998,401	39,984,010	3.82
8	100001& Above	538	1.03	84,295,302	842,953,020	80.67
	<b>TOTAL</b>	<b>52,036</b>	<b>100</b>	<b>104,496,313</b>	<b>1,044,963,130</b>	<b>100</b>



## Shareholding Pattern as on March 31, 2021

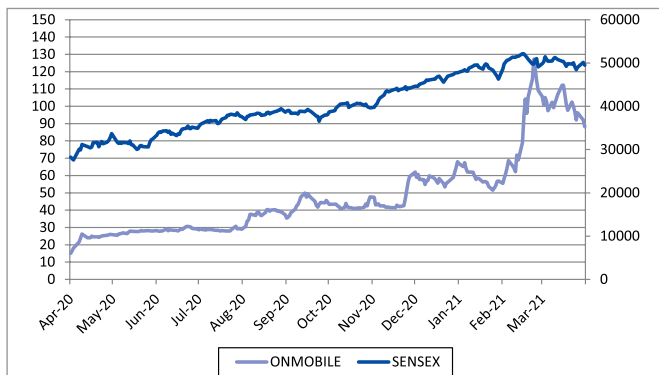
Description	No. of shareholders	Total shares	% to equity
Promoter and Promoter group	1	50,923,703	48.73
Financial Institutions/Banks	1	9,548	0.01
Alternative Investment Fund	1	97,360	0.09
Foreign Portfolio Investors	1	14,720	0.01
Bodies Corporates	241	10,694,000	10.23
Individuals	49,774	37,436,508	35.82
Directors	1	123,449	0.12
Foreign Nationals	4	100,282	0.10
Clearing Members	156	851,286	0.82
Non Resident Indians	507	1,532,198	1.47
Non Resident Indian Non Repatriable	271	642,201	0.62
Trusts	4	4,161	0.00
HUF	1,073	1,917,191	1.84
IEPF	1	149,706	0.14
<b>TOTAL</b>	<b>52,036</b>	<b>104,496,313</b>	<b>100</b>

## Stock Market Data

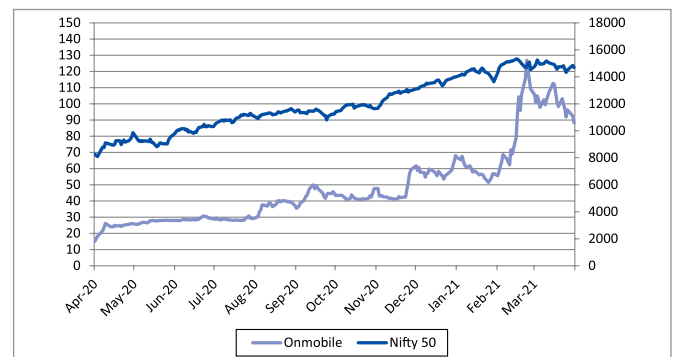
Monthly high and low quotes during each month in the financial year 2020-21 as well as the volume of shares traded on NSE and BSE are as below:

Financial Year 2020-21	BSE			NSE		
	Month	High (₹)	Low (₹)	Total Traded Quantity	High (₹)	Low (₹)
April	26.40	14.20	354,088	26.50	14.20	3,198,187
May	30.20	25.10	175,912	29.75	24.50	2,853,474
June	32.65	27.00	166,435	32.30	27.00	2,266,511
July	31.75	27.30	374,459	31.70	27.75	3,161,543
August	41.65	29.00	669,075	41.45	28.85	6,036,601
September	52.40	35.40	845,246	52.40	35.10	7,046,816
October	48.00	40.20	365,350	48.20	40.30	3,146,468
November	59.35	38.55	1,543,119	59.30	40.50	86,50,811
December	68.05	52.65	2,087,342	68.05	52.65	13,186,258
January	71.45	50.70	1,585,413	71.45	51.30	9,719,881
February	133.60	55.05	8,230,669	133.20	55.00	62,377,003
March	117.70	87.75	3,966,770	117.80	87.80	23,993,624

## OnMobile Global Limited vs BSE (Sensex)



## OnMobile Global Limited vs NSE (Nifty)



### Investor Grievance and Share Transfer

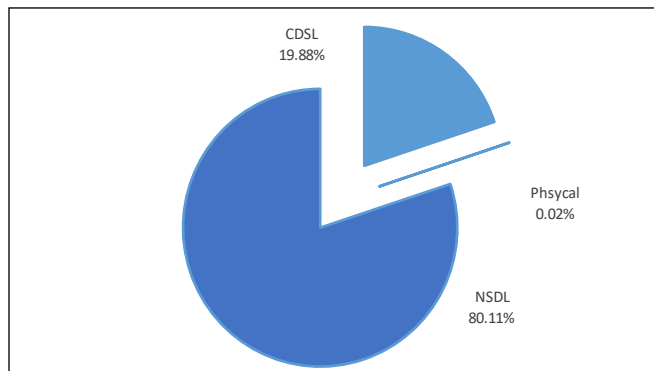
The Company has a Stakeholders Relationship Committee of the Board to examine and redress shareholders' and investor complaints. The status on share transfers is reported to the Board by the Company Secretary. Details of complaints received and their nature is provided below. The Company Secretary receives the share transfers and reports the same to the Committee at their meeting. For matters regarding shares transferred in physical form, share certificates, dividends, change of address, etc., shareholders should communicate with KFin Technologies Private Limited, our Registrar and Share transfer agent. The address is given in the section on 'Shareholder information'. For shares transferred in electronic form, after confirmation of sale/purchase transaction from the broker, shareholders should approach the depository participant with a request to debit or credit the account for the transaction. The depository participant will immediately arrange to complete the transaction by updating the account. There is no need for separate communication to register the share transfer.

For the year under review, the summary of the stakeholders'/ investors grievances/requests are as below:

Sl. No	Description	Received	Resolved	Pending
1	Non receipt of Electronic Credits	0	0	0
2	Non receipt of Annual Reports	1	1	0
3	Non receipt of Dividend warrants	27	27	0
4	Non receipt of Refund order	0	0	0
5	Non receipt of Securities	0	0	0
6	Stock Exchanges- NSE	0	0	0
7	Stock Exchanges- BSE	0	0	0
8	SEBI	1	1	0
	<b>TOTAL</b>	<b>29</b>	<b>29</b>	<b>0</b>

### Dematerialization of Shares

The Company's shares are admitted into both the depositories viz., National Securities Depository Limited and Central Depository Services (India) Limited. As on March 31, 2021, 99.98% of the Company's shares are held in electronic form.



### Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity

There are no outstanding GDRs/ADRs/Warrants/Convertible instruments of the Company and hence, the same is not applicable to the Company.

### Commodity price risk or foreign exchange risk and hedging activities

The Company does not deal in commodities and hence the disclosure as required under SEBI(LODR) Regulations, 2015 is not applicable.

Forward contracts are booked in India to hedge net foreign currency exposure against movement in foreign exchange rates. Company doesn't follow Hedge accounting. Marked to market impact on outstanding forward contracts is recognized in profit and loss account.

**CERTIFICATE OF COMPLIANCE FROM COMPANY SECRETARY IN PRACTICE UNDER CLAUSE 10 OF PART C OF SCHEDULE V OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

**C E R T I F I C A T E**

(Pursuant to clause 10 of Part C of Schedule V of LODR)

In pursuance of sub-clause (i) of clause 10 of Part C of Schedule V of The Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR); in respect of **Onmobile Global Limited** (CIN: L64202KA2000PLC027860) I hereby certify that:

On the basis of the written representation/declaration received from the directors and taken on record by the Board of Directors, as on March 31, 2021, none of the directors on the board of the Company has been debarred or disqualified from being appointed or continuing as director of companies by the SEBI/Ministry of Corporate Affairs or any such statutory authority.

P G Hegde  
Hegde & Hegde  
Company Secretaries  
FCS:1325 / C.P.No: 640  
UDIN: F001325C000360783

Place: Bengaluru  
Date: May 28, 2021

**CERTIFICATE OF COMPLIANCE FROM AUDITORS AND/OR INDEPENDENT COMPANY SECRETARY AS STIPULATED UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

**Independent Auditor's Certificate on compliance with the Corporate Governance requirements under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**To the Members of Onmobile Global Limited**

1. This certificate is issued in accordance with the terms of our engagement letter dated 14 May 2021.
2. We have examined the compliance of conditions of Corporate Governance by Onmobile Global Limited ("the Company"), for the year ended 31 March 2021, as stipulated in regulations 17 to 27, clauses (b) to (i) of regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("Listing Regulations") pursuant to the Listing Agreement of the Company with Stock Exchanges.
3. The compliance of conditions of Corporate Governance as stipulated under the listing regulations is the responsibility of the Company's Management including the preparation and maintenance of all the relevant records and documents. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of Corporate Governance stipulated in the Listing Regulations.
4. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. Pursuant to the requirements of the Listing Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in Listing Regulations for the year ended 31 March 2021.
6. We conducted our examination of the above corporate governance compliance by the Company in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) and Guidance Note on Certification of Corporate Governance both issued by the Institute of the Chartered Accountants of India (the "ICAI"), in so far as applicable for the purpose of this certificate. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

**Opinion**

8. In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.
9. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

## Restriction on use

10. The certificate is addressed and provided to the Members of the Company solely for the purpose of enabling the Company to comply with the requirement of the Listing Regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

for **BSR & Co. LLP**

*Chartered Accountants*

Firm registration number: 101248W/W-100022

**Sampad Guha Thakurta**

*Partner*

Membership number: 060573

UDIN: 21060573AAAACA8729

Place: Bengaluru

Date: 28 May 2021

## Corporate Governance Compliance Certificate

To,  
The Members,  
Onmobile Global Limited,  
E City, Tower 1,  
94/1C and 94/2, Veerasandra Village,  
Electronic City Phase 1,  
Bengaluru - 560 100  
Karnataka, India

I have examined the compliance of conditions of Corporate Governance by **Onmobile Global Limited** (CIN: L64202KA2000PLC027860) (the Company), as stipulated under Regulations 17 to 27, clauses (b) to (i) of sub regulation (2) of Regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) for the financial year ended March 31, 2021.

The compliance of the conditions of Corporate Governance is the responsibility of the management. My examination was limited to the review of procedures and implementation thereof adopted by the Company for ensuring compliance of the conditions of Corporate Governance as stipulated in the said Regulations. This certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

On the basis of my findings from the examination of the records produced and explanations and information furnished to me and the representation made by the Management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the financial year ended **March 31, 2021**.

P.G.HEGDE  
Hegde & Hegde  
Company Secretaries  
FCS: 1325 / C.P.No.640  
UDIN: F001325C000360761

Place: Bengaluru  
Date: May 28, 2021

## Declaration by the CEO under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding compliance with Code of Conduct

### To the Members of OnMobile Global Limited

In accordance with Regulation 34(3) and Part D of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby confirm that the Company has in respect of the year ended March 31, 2021, received from its Board members as well as senior management personnel affirmation as to compliance with the Code of Conduct.

**Krishnan Seshadri**  
Chief Executive Officer

Place: Bangalore, India  
Date: May 28, 2021

### CEO and CFO Certification

In pursuance of Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, we, Krishnan Seshadri, Chief Executive Officer and Sanjay Baweja, Chief Financial Officer of OnMobile Global Limited, to the best of our knowledge and belief, certify that:

- A. We have reviewed financial statements and the cash flow statement for the year ended March 31, 2021 and that to the best of our knowledge and belief:
  - (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (2) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit committee
  - (1) significant changes in internal control over financial reporting during the year;
  - (2) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (3) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting

**Krishnan Seshadri**  
Chief Executive Officer

**Sanjay Baweja**  
Chief Financial Officer

Date: May 28, 2021  
Place: Bangalore, India

Date: May 28, 2021  
Place: Gurgaon, India

# Board's Report

Dear Shareholders,

The Board of Directors are pleased to present the 21<sup>st</sup> Annual Report on the business and operations of the Company together with the audited standalone and consolidated financial statements for the year ended March 31, 2021.

## RESULTS OF OPERATIONS FOR THE YEAR 2020-21

Summary of the operations of the Company on standalone basis and consolidated basis for the financial year 2020-21 is as follows:

(In ₹ Million)

Particulars	Standalone		Consolidated	
	2020-21	2019-20	2020-21	2019-20
Revenue from operations	1,946.82	2,038.41	5,512.92	5,724.24
Earnings/(Loss) before other income, depreciation and amortization, finance charges, Exceptional item and tax	234.53	(14.64)	682.47	408.89
Exceptional item	83.73	36.71	(46.62)	(82.00)
Profit/(Loss) before other income, depreciation and amortization, finance charges and tax	150.80	(51.35)	729.10	490.89
Profit/(Loss) before tax	230.99	83.42	663.78	434.73
Profit/(Loss) for the year	116.05	(15.15)	459.86	275.83
Total Comprehensive Income for the year	111.68	(10.35)	538.01	422.10
Equity Share Capital	1,044.96	1,056.96	1,044.96	1,056.96
Other Equity	5,969.34	6,022.91	5,216.08	4,843.32
Networth	7,014.30	7,079.87	6,261.04	5,900.28
Net Block	109.00	112.10	323.00	341.81
Net Current Assets	1,715.28	1,892.75	2,059.81	2,648.34
Cash and Cash Equivalents (including other bank balances and current and non-current investments)	1,952.07	2,126.45	2,661.61	2,744.86
Earnings/ (Loss) per share (Diluted) (In ₹)	1.11	(0.14)	4.41	2.61

## BUSINESS PERFORMANCE / FINANCIAL OVERVIEW

### Standalone Financials

During 2020-21, the Company recorded net revenue of ₹ 1946.82 million, as compared to ₹ 2,038.41 million in 2019-20. The Profit after tax of the Company is ₹ 116.05 million in 2020-21 as compared to ₹ (15.15) million in 2019-20. The diluted Earnings Per Share (EPS) is ₹ 1.11 per share in 2020-21 as compared to ₹ (0.14) per share in 2019-20.

### Consolidated Financials

During 2020-21, the Company recorded consolidated net revenue of ₹ 5512.92 million, as compared to ₹ 5,724.24 million in 2019-20. The consolidated Profit after tax of the Company for the year 2020-21 is ₹ 459.86 million as compared to ₹ 275.83 million in 2019-20. The consolidated diluted Earnings Per Share (EPS) for the year 2020-21 is ₹ 4.41 per share as compared to ₹ 2.61 per share in 2019-20.

## Appropriations

### Dividend

Your directors are pleased to recommend the following dividend for the financial year ended March 31, 2021 which is payable on obtaining the shareholders' approval in the 21<sup>st</sup> Annual General Meeting scheduled on September 29, 2021:

Particulars of dividend	Par value (₹)	Percentage	Dividend amount per equity share (₹)	Date of Recommendation	Book Closure Date
Final Dividend	10.00	15%	1.50	May 28, 2021	September 23, 2021 to September 29, 2021 (both days inclusive)

The total dividend payout amount for the year inclusive of applicable withholding taxes is estimated to be ₹ 156.74 Million.

Barring unforeseen circumstances, the Board intends to maintain similar or better levels of dividend payout over the next few years. However, the actual dividend payout in each year will be subject to the investment requirements and any other strategic priorities identified by the Company.

After providing for the dividend, the Company proposes to retain ₹ 3072.38 million in the Statement of Profit and Loss. The Company is not proposing to transfer any amount to reserves from the profits of the financial year 2020-21.

The Dividend Distribution Policy, in terms of Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") is available on the Company's website at the below link: [https://www.onmobile.com/sites/default/files/cg\\_policy/Dividend\\_Distribution\\_Policy.pdf](https://www.onmobile.com/sites/default/files/cg_policy/Dividend_Distribution_Policy.pdf)

### Liquidity

As on March 31, 2021 the Company had liquid assets including investments in fixed deposits, mutual funds and non-convertible debentures of ₹ 2,661.61 million.

### BUY BACK

The Board of Directors at their meeting held on April 09, 2020, have approved buy back of equity shares of the Company from the Open Market through the Stock Exchange Mechanism up to an aggregate amount of ₹ 54.10 Crore subject to a maximum of 19,321,429 equity shares for a price not exceeding ₹ 28/- per share.

The buyback offer opened on April 24, 2020 and the Company had bought back 2,247,881 equity shares during the year under review. The market price has gone beyond the buyback offer price of ₹ 28/- per equity share from July 24, 2020 and hence the company could not buyback any equity shares w.e.f. July 24, 2020. The Company closed the buyback offer on October 23, 2020. As a result of this Buy Back, the issued and paid-up share capital of the Company had reduced from 105,696,202 shares to 103,448,321 shares as on October 23, 2020.

## CHANGES TO THE SHARE CAPITAL

During the year under review, the Company allotted 10,47,992 equity shares on the exercise of stock options under its various Employee Stock Option Plans.

As a result of the aforesaid buyback and the allotment of equity shares under ESOPs, the issued and paid-up share capital of the Company as on March 31, 2021 stands at ₹ 1,044,963,130.

## SIGNIFICANT EVENTS: 2020-21

In FY 20-21, we embarked on enhancing our gaming portfolio while we continued to expand and diversify into new products and channels, building additional features and capabilities, significantly in the digital ecosystem.

We also won significant new deals across the world while also renewing most of our existing contracts which were due this year.

### Products

OnMobile Tones primary focus over the year was to revamp the baseline RBT Mobile Application and Web Apps to build an experience that is simple, intuitive and exciting while creating more value for the end user. Our baseline App currently counts for more than 1 Million Monthly Active user bases with a rating of 4.2+ for a large telecom partner in India. We provided rich and personalized experience to the users through continuous push and in-App notifications. No other telco digital RBT destination comes close to these stats.

We also upgraded to the newly designed Flutter based App version 3.0 catering to all the iOS and Android users simultaneously in multiple markets, thereby, extending novel features like Ring Tones in Spain and India. Ring tone services were part of the new version to create more value for the end users.

We remain focused on increasing our digital tones service reach through operator self-care App integrations. We developed Tones SDK for both Android and iOS, which were integrated to a large telecom partner's self-care App in Bangladesh. They are live with significant contribution to digital Tones service growth.

The year saw the launch of our first game, Challenges Arena, a single destination to play casual challenges on thousands of quiz questions and trivia across multiple categories. Challenges Arena was launched with one telecom operator in India in FY '21 and rolled out internationally in FY' 22.

The product stands out due to certain key features which include:

- *Immersive content:* Multimedia based content formats like Pictionary, Jigsaw, word games, number games, puzzles and HTML5 games
- *Social game play:* Challenge online players for 1-1 battle, Multiplayer battles, tournaments. Also, invite friends to battles and have fun
- *Gamification:* Gamified winning experience during game play, through one tap surprise activities like spin wheel, treasure chest and scratch cards
- *Convenient payment methods:* Multiple payment options include paying via mobile balance, internet banking, UPI, wallets and card payments

- *Instant ranking & Replay to improve rank:* Real time leaderboard & ranking once you finish the challenge

Challengers Area is available in the form of PWA (Progressive Web App) now, and will be available in App and SDK forms shortly.

Customers stand a chance to win exciting daily, weekly, monthly & bumper prizes. Winners will be selected based on their performance at the end of the challenge period. OnMobile's ISO 27001 certified tool ensures transparency in winner selections while focusing on protecting the user data.

We have also been developing our first B2C product, **ONMO**, a Mobile Cloud Gaming platform for Casual eSports & Social Play with 1000s of customized game Challenges. Teams across India, Canada and Sweden have been collaborating. The beta version of ONMO with virtual currency battles was launched in May 2021. The player feedback has been good and we are working on adding more compelling features and monetization in FY 21-22.

### Partnerships

#### Region: East

#### Pan-India Deal for Airtel RBT Deployment

Airtel India was looking to give Hello Tunes free to a certain segment of Wnyk & Thanks users. As a part of that initiative they wanted to have a single partner powering their Hello Tunes platform. This deal was bagged by OnMobile due to our superior technical and product capability on RBT.

#### Challenges Arena launched for all Vodafone Idea users

With their focus on providing unique and engaging services to its users, Vodafone Idea Ltd wanted to provide a socially immersive quiz & trivia service on digital platform. Vi chose Challenges Arena due to its unique & differentiating features, as the product to provide these service to users across the country. Vi and OnMobile launched the service during the first week of March and the initial results have been encouraging.

#### Partnership with Sony India for SMS-based Contest for KBC12

Sony India partnered with OnMobile Global to launch the KBC12 contest on SMS for qualification of users for the main event. The campaign ran from 9<sup>th</sup> May 2020 to 23<sup>rd</sup> May 2020 and 3.5 million SMS were sent during that period.

#### Region: West

#### Partnership with Sony Music & Universal Music

OnMobile has signed new agreements with Sony Music & Universal Music to use their content catalogue for Ringback tone services in Vodafone Spain. These tie-ups have strengthened OnMobile's position in Spain as the only Company to have direct agreements with 2 major Music Labels for RBT Content.

#### Kids Planet free version in bundle with Vodafone Share Remix Junior Tariff Plan

Since Mar'21, all Vodafone customers activating Junior tariff plan, are receiving an SMS to activate Kids Planet for 12 months, free of charge. This is the first step to integrate and offer other OnMobile products bundled with Vodafone tariff plans (next in line will be Games).

### Online Cooking Academy for Emocion users

An online cooking academy was launched in Feb'21 under the brand of the most famous cooking TV show in the world, Masterchef (Escuela) broadcasted in Spain through the public channel TVE1, with an exclusive 10% discount to Emocion users.

### Integration for Telefónica Corporation and Apple Music

After Telefónica Corporation signed the contract with Apple, OnMobile integrated the service linking the carrier billing with Boku, an external billing integrator, while matching Apple Music's many requirements and specifications.

### Recognition

OnMobile Kids has been mentioned as a leading example of a platform with age-appropriate children content in Spain's Data Protection Agency's guidelines for protection of children online, as well as a few other well-known brands such as YouTube Kids or Samsung Kids Home.

### Acquisitions/ Investments

OnMobile invested in Technologies rob0 Inc., a Canadian Software as a Service (SaaS) company which provides gaming service providers a deep insight into their user behavior. Their AI technology powers ONMO's challenge creation engine. They also use proprietary AI to understand the user interaction with games and demonstrate where they tend to drop off. This allows games creators to improve the stickiness of their games. This helps in significantly increasing revenue, engagement and retention across any kind of games.

OnMobile invested in Tech4Billion Media Private Limited, which engages in the business of providing, operating and managing a social media application in the name of "Chingari" that provides end users a social video sharing service through which people can record and share short video clips.

### INFORMATION ABOUT SUBSIDIARY/JOINT VENTURE/ ASSOCIATE COMPANIES

As on March 31, 2021, the Company has thirty seven (37) subsidiary companies and Two (2) associate companies.

The following subsidiaries / branch offices of OnMobile Global Limited were closed during the year:

1. Fonestarz Media Group Limited (closed w.e.f. Oct 6, 2020)
2. OnMobile Global Limited- Bangalore (SEZ), India (closed w.e.f. August 18, 2020)
3. OnMobile Global Limited – Gurgaon office (closed w.e.f. July 31, 2020)

In accordance with Section 129(3) of the Companies Act, 2013('the Act'), the Company has prepared consolidated financial statements of the Company and all its subsidiary companies, which forms part of the Annual Report. A statement containing salient features of the financial statements of the subsidiaries of the Company in Form AOC-1 is given in **Annexure I**.

In accordance with third proviso of Section 136(1) of the Companies Act, 2013, the Annual Report of the Company, containing therein its standalone and the consolidated financial statements has been placed on the website of the Company, [www.onmobile.com](http://www.onmobile.com). Further, as per fourth proviso of the said

Section, audited annual accounts of each of the subsidiary companies have also been placed on the website of the Company, [www.onmobile.com](http://www.onmobile.com). These documents will also be available for inspection during business hours at the registered office of the Company at Bengaluru, India.

### NEW LOCATIONS

During the year under review, below subsidiaries of the Company were shifted to a new address.

1. OnMobile Tanzania Telecom Limited
2. OnMobile Rwanda Telecom Limited
3. Servicios De Telefonía OnMobile SA De CV
4. OnMobile Brasil Sistemas De Valor Agregado Para Comunicações Móveis Ltda.
5. Appland AB

Similarly, there has been a change in the office address of Dubai, Guatemala, Panama, Chile, branches of the Company.

The new addresses can be seen under the Contact information section.

### MATERIAL CHANGES FOR THE PERIOD BETWEEN END OF THE FINANCIAL YEAR AND THE DATE OF THE REPORT

There have been no material changes for the period between end of the financial year 2020-21 and the date of this report affecting the financial position of the Company, except for the investment commitments by the Company into Technologies rob0 Inc. and Tech4Billion Media Private Limited as described above.

### OPERATIONAL EFFICIENCY

OnMobile has institutionalized CSI (Continual Service Improvement) process. During the year multiple initiatives have been taken. These initiatives were focused towards providing better turnaround, cost efficiencies and reduction of risks. Onmobile has adopted ISO 27001 and ITIL based best practices. The following efforts have been jointly driven by Program Management & Business Enablement and the DevOps teams:

### General Data Protection Regulation (GDPR)

OnMobile takes utmost care when it comes to protecting its customers and end user data. The teams have implemented multiple technical controls to enhance the compliance to GDPR requirements in Europe. These controls include AAA, antivirus, log review, VAPT, periodic audits, across installations in EU region. The team members are given periodic awareness training on GDPR and information security aspects involved in handling personal data for EU customers.

### ISO Certification

Program Management and Operations teams at OnMobile adheres to ISO 27001:2013 standards for information security and has been certified for adherence to these standards. As a part of this, Onmobile has undergone and completed a surveillance audit by DNV during the first quarter of 2020 without any major findings.

### DevOps – Automation, Optimization & Efficiency Improvements

This year we worked on implementing the DevOps practice in OnMobile and brought together the Operations and Development Teams into a single technology unit under



DevOps. As part of the DevOps implementation, we focused on improving in three core areas of Automation, Optimization of Resources and Efficiency Improvements

**Automation:** Improving automation has been a continual effort in OnMobile. This year we worked on tools and processes to improve the continual deployment and site operational activities. We deployed the Operational Automation and Release Management Tool (OARM) across all out active sites. This has been internally developed by the Operations Automation Team using open-source technologies. This tool will help reduce the downtime requirements during release upgrades and will also provide a UI based mechanism for the operations teams to work on remote sites.

**Efficiency:** As part of the efficiency improvement, we have worked on reducing our costs in various ways, primary among them being increased load bearing capacity across the equipment & improved utilization. In addition to this, the team worked on extending the life of equipment in the field by being able to install and implement the latest OS version on old HW and thus extending their usability.

**Optimization:** We have always strived towards improving optimization across the board on all resources, tools, and processes. As part of the DevOps implementation, we have implemented newer operational processes to reduce the turnaround time for new requirements and worked on optimizing the software usage across our systems. The teams identified Opensource software to replace existing software which became paid and contributed to a reduction in potential software cost of approximately USD 3 Million.

#### **Risk Mitigation Efforts**

The operations team along with the delivery has taken up multiple risk mitigation exercises to reduce the down time. The risk mitigation efforts include building system redundancies; tie up with AMC vendors for better TAT, enhancing the monitoring capabilities and audits of critical systems. This has resulted in reduction in TAT for high severity incidents thus reducing the business impacts.

#### **Working from Home during Covid-19 lockdown**

This year has been a challenging year for all organizations due to spread of the pandemic and subsequent lockdown situations. OnMobile took quick decisions and equipped its team members across the world to work seamless from home. The operational teams were provided secure connections using VPN and data connectivity to facilitate their connectivity requirement to work without affecting customer deliverables. At places where hardware assets have been deployed, the site teams took adequate care to ensure that the system downtimes are minimum. The sites engineers were provided with government passes to travel during the lockdown period.

#### **INFRASTRUCTURE**

OnMobile has 10 offices across the globe with a total of 50,000 square feet of office space. The offices are catalogued as leased office, business center & virtual office. OnMobile headquarters - Electronic City phase 1 Bengaluru - is the largest facility with 32,000 square feet of office space. All OnMobile offices are well equipped with reliable infrastructure & working atmosphere amid high level of security & safety proficiency & maintaining

high standard hygiene. Consistent and scheduled precautionary measures are in place to circumvent downtime and to ensure business continuity. We operate the facilities in a manner that complies with the applicable local laws and regulations.

#### **CORPORATE SOCIAL RESPONSIBILITY**

OnMobile continues to support both Society to Aid the Hearing Impaired (SAHI) and VAANI, NGOs which work in the space of communication and enablement of hearing-impaired kids in Hyderabad, Telangana and remote parts of Karnataka respectively. In light of the pandemic, we continued to support our NGO partners as they adapted to new technologies for a wider and more penetrative reach into the community.

Our contribution towards cochlear implants, post-surgical rehabilitation, identification of the needy, distribution of hearing aids, life skill trainings like self-defense, tailoring and computers were the key highlights this year.

Additionally, we donated a considerable sum of INR 5 Million towards PM Cares Fund(India) to support COVID relief activities.

The Company has constituted a Corporate Social Responsibility (CSR) Committee in accordance with Section 135 of the Companies Act, 2013. The CSR Committee charter and the CSR Policy of the Company are available in the website at the below link:

[https://www.onmobile.com/sites/default/files/cg\\_policy/Corporate\\_Social\\_Responsibility\\_Policy.pdf](https://www.onmobile.com/sites/default/files/cg_policy/Corporate_Social_Responsibility_Policy.pdf)

Particulars required to be disclosed pursuant to the Companies (Corporate Social Responsibility Policy) Rules, 2014 are given in **Annexure IV** to the Boards' report.

#### **RESEARCH AND DEVELOPMENT**

##### **Platform and technology**

##### **Containerization and Orchestration:**

As part of our initiatives in moving to the cloud, our backend for digital storefronts have been deployed on AWS for the past few years. This year we have worked on improving the deployment methodology and implemented containerization in our core backends of Voltron and CA. This allows the applications to be deployed easily and consistently across multiple host environments. As part of our deployment strategy, we have gone with Kubernetes (k8s) to automate the container orchestration to automate the roll outs and roll backs.

In addition to this, as part of the cost optimization strategy we are also exploring and working with other cloud service providers like GCP and will be deployed on them too in this coming year.

##### **Operations Automation and Release Management (OARM):**

Continual research and innovation have been ongoing in improving the operational efficiency using automation and tools. Over the past years, we had implemented multiple tools to support remote deployment of software at customer sites. In view of certain limitation that we had noticed with the existing tools the team over the last year has worked on a comprehensive OARM tool to support the software release at the site and operational activities. This tool has been developed inhouse by the Operations Automation team by using the Opensource

software's, Ansible and AWX frameworks. The OARM tool will greatly help reduce the downtime required for software deployment and provide comprehensive user interface to do most operational activities. In addition to this, the tool provides secure access and trackability across the work done at sites.

#### **Optimization of Cost – Software & Hardware:**

With a clear focus on reducing the cost of deployment, during this year the team has been working on identifying, testing opensource software for many of the components which have been going down the paid model. We have been successful in identifying and being able to implement multiple such software's across our core development environment and roll out the same, which have enabled us to reduce the deployment and operational costs manifold.

On the hardware front the team has been working on multiple solutions to be able to extend the life of the equipment in production. They have been able to successfully implement and install the current supported version of the OS and other software on our existing older hardware at the site, such that we are able to pass the customer VA and PT tests and continue using the HW for some more time, before replacement.

#### **Private Cloud Deployment Support:**

Telecom operators are steadily implementing their own private clouds and expecting the newer deployments from vendors to be implemented on the same. This year has seen three operators across Sri Lanka, Angola, and Oman where we have deployed on their own private cloud. This has required us to invest in research, make development changes and proto typing across multiple such vendors since private cloud deployments are not standardized in architecture. We are also working on re-architecting our deployment strategies to be agnostic to the operator specific cloud vendors to be able to reduce the deployment time and effort.

#### **Tones App Development in Flutter:**

Onmobile Mobile application team along with Tones product team felt the need to make the Tones app experience consistent across iOS and Android ecosystem while increasing efficiency in execution and optimizing cost of tones app development. The need was to increase the reach of Tones mobile app in multiple countries and improve digital Tones users share among overall user base with faster turn-around time for mobile application launch. To address that, Mobile app team embarked upon a journey to evaluate and adopt best of app development technology which will help us to achieve the objective.

The research led the team to finalize on one of promising app development technology, Flutter, backed by Google as a cross platform UI SDK for building native app like experiences in comparison to other popular cross platform technologies.

Flutter is a UI SDK created by Google for building beautiful, fast user experiences for Mobile, Web and Desktop from single code base. The beauty is not just its nature of running the code across platforms but being developer friendly as well with feature like compatibility to any development tool and hot reload, allows to test the results instantly post making a change in the code and existing. The native app like performance is inherent to the framework architecture which provides full set of UI widget to create pixel perfect experiences on both Android and iOS.

Though it was completely new for the team, they took the challenge on their shoulder to learn from ground-up and re-launch the existing tones app in the year 2020. Not to forget at that time existing tones app was used by close to Million monthly active user and with rating 4.1, a highest rated tones app on playstore and app store. So, the main objective was new technology adoption must not disrupt the existing KPIs of tones app and user experiences. With this in mind and no external training, team started the journey to quickly learn and in the process do lot of R&D due to limited forum support and study materials.

Flutter has been adopted to create modular architecture of tones app to support multiple operators on both Android and iOS ecosystem. It has been tweaked to even use native android and iOS code and databases to support certain OS specific features. Its being a declarative UI helped in designing adaptable UIs for multiple resolutions with minimal code and native like performance. Team has achieved native UI like rendering with the Flutter's full set of UI widgets for both Android and iOS.

#### **IMPACT OF COVID-19 ON BUSINESS**

Information regarding the impact of the Covid-19 pandemic on worldwide operations and financials of OnMobile is as follows:

OnMobile has witnessed an impact on its revenue in Middle East and Spain due to non-availability of recharges in the case of pre-paid mobile connections and reduction in marketing spend adversely impacting new customer acquisitions. These disruptions had a moderate impact on our FY20-21 revenue.

The Company initiated several measures to mitigate this revenue impact and its consequential impact on profits. Most of the Company's offices were shut due to government mandated lockdown restrictions but there has been no material impact on operations and customer servicing and all regular activity continued without interruption by implementing effective work from home measures. All internal controls and financial reporting systems were fully operational.

The Company has not faced any liquidity issues and there has been no material delay in receiving collections from customers. The Company does not have any contract / agreement where non-fulfilment of the obligations of any party will have a significant impact on the Company's business.

OnMobile will continue to provide further updates in case of any material change witnessed in its operations / financials.

#### **CORPORATE GOVERNANCE**

The Company is committed to maintain the highest standards of corporate governance. The Company meets the standards and guidelines set by the Securities and Exchange Board of India on corporate governance and have implemented all the stipulations prescribed. A detailed report on Corporate Governance as stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of the Annual Report. Certificate(s) from the Auditors of the Company, M/s. B S R & Co. LLP, Chartered Accountants and Parameshwar G. Hegde of M/s. Hegde & Hegde, Company Secretaries, confirming compliance of conditions of Corporate Governance as stipulated under the aforesaid Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are annexed to the Corporate Governance Report.

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

In accordance with Part B of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Management Discussion and Analysis Report is presented in a separate section forming part of the Annual Report.

## BUSINESS RESPONSIBILITY REPORT

OnMobile is included in the list of top 1000 companies of National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) as per the market capitalization as on March 31, 2021.

Accordingly, the Company has prepared Business Responsibility Report in line with the format suggested by Securities and Exchange Board of India vide Circular No. CIR/CFD/CMD/10/2015 dated November 04, 2015, which is annexed to this Annual Report.

## DIRECTORS AND KEY MANAGERIAL PERSONNEL

### Appointment

Geeta Mathur was appointed as an Additional Director of the Company by the Board w.e.f. July 31, 2020 and pursuant to the provisions of Section 149 of Companies Act, 2013, Geeta Mathur was appointed as Independent Director at the 20<sup>th</sup> Annual General Meeting of the Company held on September 28, 2020 to hold office upto the date of AGM to be held during the calendar year 2025.

Steven Fred Roberts was appointed as an Additional Director of the Company by the Board w.e.f. July 31, 2020 and pursuant to the provisions of Section 149 of Companies Act, 2013, Steven Fred Roberts was appointed as Director at the 20<sup>th</sup> Annual General Meeting of the Company held on September 28, 2020.

Paul Lamontagne was appointed as an additional and independent director of the Company, subject to approval of the shareholders for a term of 5 years i.e. from December 17, 2020 to December 16, 2025. Approval of the shareholders is being sought for the appointment of Paul Lamontagne as an Independent Director at ensuing Annual General Meeting to be held on September 29, 2021.

### Re-appointment

Pursuant to the provisions of Section 149 of Companies Act, 2013, Sanjay Kapoor was re-appointed as Independent Director at the 20<sup>th</sup> Annual General Meeting of the Company held on September 28, 2020 to hold office upto the date of AGM to be held during the calendar year 2025.

Pursuant to the provisions of Companies Act, 2013, Steven Fred Roberts retires by rotation as Director at the ensuing AGM and being eligible, seeks re-appointment.

Pursuant to the provisions of Section 149 of Companies Act, 2013, Gianluca D'Agostino was appointed as Independent Director for a period of three years at the AGM 2018. Since his first tenure is getting completed at the ensuing AGM on September 29, 2021, it is proposed to re-appoint him at the ensuing AGM as Independent Director of the Company for a second term of five years upto September 29, 2026.

## Resignation

Chris Vital Arsenault resigned from the position of Independent Director of the Company w.e.f. closing of business hours of April 29, 2020.

Sanjay Baweja resigned from the position of Independent Director of the Company w.e.f. closing of business hours of May 29, 2020.

Rajiv Khaitan and Nancy Cruickshank retired as independent directors on September 28, 2020, upon completion of second tenure.

### Chief Financial Officer

Ganesh Murthy resigned from the position of Chief Financial Officer w.e.f. May 31, 2020.

Sanjay Baweja was appointed as Chief Financial Officer of the Company w.e.f. June 01, 2020.

### Chief Executive Officer

Francois-Charles Sirois resigned from the position of Chief Executive Officer of the Company w.e.f. August 02, 2020 while continuing as Executive Chairman of the Company.

Krishnan Seshadri was appointed as Chief Executive Officer of the Company w.e.f. August 03, 2020.

## AUDITORS AND AUDITORS' REPORT

### Statutory Auditors

In terms of provisions of Section 139 of the Companies Act, 2013 and the rules made thereunder M/s. BSR & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022), were appointed as Statutory Auditors of the Company by the shareholders at the 17<sup>th</sup> AGM held on September 06, 2017 to hold office until the conclusion of the 22<sup>nd</sup> Annual General Meeting to be held in calendar year 2022. The Company has received a certificate from the auditors confirming that they are not disqualified from continuing as Auditors of the Company.

The requirement for ratification of appointment of auditors by the members at every AGM is done away with vide Ministry of Corporate Affairs notification dated May 07, 2018.

### Secretarial Auditors

The Board of Directors of the Company had appointed Parameshwar G Hegde of M/s. Hegde & Hegde, Company Secretaries to conduct the Secretarial Audit pursuant to the provisions of Section 204 of the Companies Act, 2013 for the financial year ended March 31, 2021.

Secretarial Audit Report obtained pursuant to section 204 of the Companies Act, 2013 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019 is appended as **Annexure VI**.

Further, pursuant to above said SEBI circular, listed entities shall additionally, on an annual basis, require a check by the Practicing Company Secretary on compliance of all applicable SEBI Regulations and circulars/guidelines issued thereunder, consequent to which, the Practicing Company Secretary shall submit a report to the listed entity in the manner specified in this circular. The Company has obtained annual secretarial

compliance report from Parameshwar G Hegde of M/s. Hegde & Hegde, Company Secretaries for the financial year ended March 31, 2021 and same has been submitted to the stock exchanges within the stipulated time, copy of which is appended to the Report on Corporate Governance.

#### **Comments on Auditors' Report**

There are no qualifications, reservations or adverse remarks or disclaimers made by Statutory Auditors of the Company in the Audit Report and by the Secretarial Auditor in the Secretarial Audit Report for the financial year ended March 31, 2021.

#### **DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to Section 134(5) of the Companies Act, 2013, the directors to the best of their knowledge and belief confirm that:

- i. In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- ii. They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period.
- iii. They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv. They have prepared the annual accounts on a going concern basis.
- v. Internal financial controls have been laid down and they were adequate and operating effectively.
- vi. Proper systems to ensure compliance with the provisions of all applicable laws have been devised and such systems were adequate and were operating effectively.

#### **NUMBER OF MEETINGS OF THE BOARD**

The Board met eleven times during the financial year 2020-21 viz., April 09, 2020, May 06, 2020, May 29, 2020, June 22, 2020, July 31, 2020, August 10, 2020, October 09, 2020, November 02, 2020, December 17, 2020, February 01, 2021 and March 05, 2021. The maximum interval between any two meetings did not exceed 120 days.

#### **COMMITTEES OF THE BOARD**

As on March 31, 2021, the Board had five Committees:

1. Audit Committee
2. Nomination and Compensation Committee

3. Stakeholders Relationship Committee
4. Corporate Social Responsibility Committee
5. Risk Management Committee

Details of all the Committees along with their charters, composition and meetings held during the year, are provided in the "Report on Corporate Governance" as part of this Annual Report.

#### **BOARD INDEPENDENCE**

The Company has received necessary declarations from each of the Independent Directors of the Company under Section 149(7) of the Companies Act, 2013 that the Independent Director meet the criteria of independence laid down in Section 149(6). The definition of 'Independence' of Directors is derived from Regulation 16(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Section 149(6) of the Companies Act, 2013. Further, the Company has received declaration under Regulation 25(8) of Listing Regulations from each Independent Director of the Company.

Based on the confirmation / disclosures received from the Directors and on evaluation of the relationships disclosed, as on March 31, 2021 the following non-executive Directors are independent in terms of the aforesaid Listing Regulations and Section 149(6) of the Companies Act, 2013:

- a) Sanjay Kapoor
- b) Gianluca D'Agostino
- c) Geeta Mathur
- d) Paul Lamontagne

#### **COMPANY'S POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION**

The Nomination and Remuneration Policy of the Company on Directors' appointment, term/tenure, evaluation, retirement and remuneration including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under sub-section (3) of Section 178, is placed on the website of the Company at the below link:

[https://www.onmobile.com/sites/default/files/cg\\_policy/Nomination\\_and\\_Remuneration\\_Policy.pdf](https://www.onmobile.com/sites/default/files/cg_policy/Nomination_and_Remuneration_Policy.pdf)

The policy was revised w.e.f May 28, 2021.

#### **INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The details in respect of internal financial control and their adequacy are included in the Management Discussion and Analysis, which is forming part of the Annual Report.

## PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

The details of the loans and guarantees given and the investments made pursuant to Section 186 of the Companies Act, 2013 during the year under review are given below:

Sl. No	Name of the entity	Relation	Amount (in ₹ Million)	Particulars of loans, guarantees and investments	Purpose for which the loan, guarantee and investment are proposed to be utilized
1	OnMobile Global Spain, S.L.U.	Subsidiary	425.50	Loan Provided	Working Capital of its subsidiary
2	OnMobile Global Solutions Canada Limited	Subsidiary	55.40	Investments	Investments in shares of the Company

## PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SECTION 188(1)

The particulars of contracts or arrangements with related parties referred to in Section 188(1), as prescribed in Form AOC - 2 of the rules prescribed under Chapter IX relating to Accounts of Companies under the Companies Act, 2013, is appended in **Annexure II** to this report.

## CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION

The Company, being a service provider organization, most of the information as required under Section 134(3)(m) read with Companies (Accounts) Rules, 2014 is not applicable. However, the Company endeavors to effectively utilize and conserve energy by using improved technology in its infrastructure such as lighting and paper usage.

## FOREIGN EXCHANGE EARNINGS AND OUTGO

(In ₹ Million)

Description	Year ended	
	March 31, 2021	March 31, 2020
Foreign exchange earnings	1166.84	1094.63
Foreign exchange outgo	316.61	392.81

## SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future. Details of pending litigations and tax matters are disclosed in the financial statements.

## RISK MANAGEMENT POLICY

The Board of Directors of the Company has constituted a Risk Management Committee. The purpose of the risk management committee shall be to assist the Board with regard to the identification, evaluation and mitigation of internal and external risks specifically faced by the Company, in particular including

financial, operational, strategic, sectoral, sustainability (particularly Environmental, Social, Governance related risks), information, cyber security risks. The Committee has overall responsibility for monitoring and approving the risk policies and associated practices of the Company.

The Company has formulated a risk management policy to facilitate setting up a framework for risk assessment and minimization procedures. A copy of the risk management policy is placed on the website of the Company at the below link:

[https://www.onmobile.com/sites/default/files/cg\\_policy/Risk\\_Management\\_Policy.pdf](https://www.onmobile.com/sites/default/files/cg_policy/Risk_Management_Policy.pdf)

## SECRETARIAL STANDARDS

The Company complies with all applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

## VIGIL MECHANISM

The Company has established a Whistle Blower Policy for Directors and employees to report their genuine concern. The details of the same are explained in the Report on Corporate Governance.

## DISCLOSURE AS REQUIRED UNDER SECTION 22 OF SEXUAL HARRASMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company is in compliance with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 and Rules made thereunder. Details of complaints during the year have been disclosed in the Report on Corporate Governance.

## INTERNAL COMPLAINTS COMMITTEE

The Company is in compliance with provisions relating to the constitution of Internal Complaints Committee (ICC) under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company has in place an Anti-Sexual Harassment Policy in accordance with the said Act.

Internal Complaints Committee was constituted by the Company for redressal of complaints for the specified workplace. The Committee comprises of the following:

- Presiding Officer - Presiding Officer is a woman employee
- Advisor - The committee also has an external member (woman) who is familiar with issues relating to sexual harassment
- Committee Members -The committee comprises of 60% women and 40% men
- Office of Internal Complaints Committee - The office is responsible for managing the Committee's operations

The details of sexual harassment complaints that were filed, disposed of and pending during the financial year are provided in the *Report on Corporate Governance* of this Annual report.

## EVALUATION OF PERFORMANCE OF BOARD/ COMMITTEES/ INDIVIDUAL DIRECTORS AND CHAIRPERSON

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Board has carried out an annual evaluation of performance.

Nomination and Compensation Committee specified that (i) the Board Evaluation process for FY 2020-21 should be carried out internally by the Board of Directors and (ii) recommended the criteria for evaluation at different levels in the form of Survey questionnaires in alignment with 'Guidance Note on Board Evaluation' issued by Securities and Exchange Board of India.

Survey questionnaires were circulated to all the Board members with set of questions to assess the performance under each of the following categories:

- (i) The Board as a whole,
- (ii) Various Committees of the Board,
- (iii) Independent Directors / Non - Independent Directors, and
- (iv) Chairperson of the Board.

The Board reviewed and analyzed the responses to the questionnaire and accordingly completed the Board evaluation process for the financial year 2020-21

#### ANNUAL RETURN

As per provisions of section 92(3) read with Section 134(3)(a) of the Companies Act, 2013, Annual return of the company for FY 2020-21 is placed on the website of the Company as a part of Annual report at the link <https://www.onmobile.com/investors/downloads>

#### PARTICULARS OF EMPLOYEES

The table containing the names and other particulars of employees in accordance with the provisions of Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is appended as **Annexure III** to the Board's Report

The statement containing names of top ten employees in terms of remuneration drawn and the particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in a separate annexure forming part of this report. Further, the report and the accounts are being sent to the Members excluding the aforesaid annexure. In terms of Section 136 of the Act, the said annexure is open for inspection and any Member interested in obtaining a copy of the same may write to the Company Secretary.

#### DEPOSITS

The Company has not accepted deposits during the year under review falling within the purview of Section 73 of the Companies Act, 2013 and the Rules thereunder.

#### EMPLOYEE STOCK OPTION SCHEMES

Pursuant to the provisions of Section 62(1)(b) read with Rule 12(9) of the Companies (Share Capital and Debentures) Rules, 2014, the Company approved following Employee Stock Option Schemes i.e. Employee Stock Option Plan-I 2003, Employee Stock Option Plan-II 2003, Employee Stock Option Plan-III 2006, Employee Stock Option Plan-I 2007, Employee Stock Option Plan-II 2007, Employee Stock Option Plan-I 2008, Employee Stock Option Plan-II 2008, Employee Stock Option Plan-III 2008, Employee Stock Option Plan-IV 2008, Employee Stock Option Plan-I 2010, Employee Stock Option Plan-II 2010, Employee Stock Option Plan I 2011, Employee Stock Option Plan I 2012 and Employee Stock Option Plan I 2013 for granting stock options to its employees.

All the schemes endeavor to provide incentives and retain employees who contribute to the growth of the Company. A summary disclosure in compliance with Companies (Share Capital and Debentures) Rules, 2014 and Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, forms part of this report as **Annexure V** and the complete details have been disclosed under Notes to the financial statements which form part of the Annual Report. During the year under review, there has been no variation in the terms of ESOP schemes and the disclosure on employee stock option schemes is placed on the website of the Company as a part of Annual report at the below link:

<https://www.onmobile.com/investors>

#### ACKNOWLEDGMENTS

The Board of Directors takes this opportunity to express their appreciation to the customers, shareholders, investors, vendors and bankers who have supported the Company during the year. The Directors place on record their appreciation to the OnMobilians at all levels for their contribution to the Company. The Directors would like to make a special mention of the support/co-operation extended by the various departments of the Government of India, particularly the Special Economic Zone, Central Board of Direct Taxes, Central Board of Indirect Taxes and Customs, the Ministry of Commerce and Industry, the Department of Telecommunications, the Reserve Bank of India, Ministry of Corporate Affairs, Securities and Exchange Board of India, BSE Limited, National Stock Exchange of India Ltd, National Securities Depository Limited and Central Depository Services (India) Limited and look forward to their support in all future endeavors.

For and on behalf of the Board of Directors

**François-Charles Sirois**  
Executive Chairman

Place: Montreal, Canada  
Date: August 06, 2021

# Annexures to the Board's Report

## Annexure I

Statement containing the salient features of the financial statements of subsidiaries/associate companies/joint ventures

### FORM AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 of the Companies Act, 2013, read with rule 5 of Companies (Accounts) Rules, 2014)

Part 'A': Subsidiaries												Amt in INR Millions	
Sl. No	Entity Name	Reporting Currency & Exchange Rate as on 31 <sup>st</sup> March 2021	Share Capital (2)	Reserves & Surplus (2)	Total Assets (2)	Total Liabilities (Excl Share Capital & Reserves and Surplus) (2)	Turnover (1)	Investments	Profit / (Loss) before taxation (1)	Provision for taxation (1)	Profit / (Loss) after taxation (1)	% of Shareholding	
1	OnMobile Singapore Pte. Ltd.	1 SGD = INR 54.4125	199.92	(52.77)	191.90	44.75	78.88	0.00	12.55	(2.97)	15.51	100%	
2	Servicios De Telefonía OnMobile Sa De Cv	1 MXN = INR 3.5656	6.52	(89.26)	54.47	137.21	15.76	0.00	32.67	3.63	29.04	100%	
3	OnMobile Brasil Sistemas De Valor Agregado Para Comunicacoes Moveis Ltda.	1 BRL = INR 12.6718	29.97	(41.11)	49.11	60.25	4.92	0.00	(28.38)	-	(28.38)	100%	
4	OnMobile Global for Telecommunication Services	1 EGP = INR 4.6501	0.23	(6.10)	68.76	74.62	110.40	0.00	7.13	2.56	4.56	100%	
5	OnMobile Telecom Burkina Faso, S.A.R.L.	1 XOF = INR 0.1285	0.12	10.69	38.47	27.66	10.03	0.00	9.46	2.41	7.05	100%	
6	OnMobile Turkey Telekomunikasyon Sistemleri Limited Şirketi	1 TRY = INR 8.8048	0.09	(38.74)	17.16	55.81	9.97	0.00	(5.86)	-	(5.86)	100%	
7	OnMobile Live Inc	1 USD = INR 73.1575	73.16	(1,952.13)	256.29	2,135.26	53.35	0.00	90.89	-	90.89	100%	
8	Fonestarz Media Group Limited(Dissolved w.e.f. 6 <sup>th</sup> October, 2020)	1 GBP = INR 100.738	-	-	-	-	-	0.00	-	-	-	100%	
9	2dayUK Limited	1 GBP = INR 100.738	0.12	44.20	147.71	103.39	316.39	0.00	37.34	10.04	27.30	100%	
10	OnMobile Kenya Telecom Limited	1 KES = INR 0.669	41.57	(39.83)	104.27	102.53	29.42	0.00	(1.52)	(1.24)	(0.28)	100%	
11	OnMobile Telecom Limited	1 MWK = INR 0.0935	0.54	(22.12)	15.99	37.58	0.00	0.00	(3.60)	-	(3.60)	100%	
12	OnMobile Mali SARL	1 XOF = INR 0.1285	-	-	-	-	-	0.00	-	-	-	100%	
13	OnMobile Senegal SARL	1 XOF = INR 0.1285	-	-	-	-	-	0.00	-	-	-	100%	
14	OnMobile Costa Rica OBCR, S.A.	1 CRC = INR 0.1191	-	3.52	9.24	5.72	7.08	0.00	0.49	0.21	0.29	100%	
15	OnMobile Ghana Telecom Limited	1 GHS = INR 12.69	1.28	(18.96)	8.00	25.68	3.30	0.00	0.01	0.00	0.01	100%	

Part "A": Subsidiaries												Amt in INR Millions	
Sl. No	Entity Name	Reporting Currency & Exchange Rate as on 31 <sup>st</sup> March 2021	Share Capital (2)	Reserves & Surplus (2)	Total Assets (2)	Total Liabilities (Excl Share Capital & Reserves and Surplus) (2)	Turnover (1)	Investments	Profit / (Loss) before taxation (1)	Provision for taxation (1)	Profit / (Loss) after taxation (1)	% of Shareholding	
16	OnMobile Madagascar Telecom Limited	1 MGA = INR 0.0192	0.85	(6.98)	5.24	11.36	(0.01)	0.00	(0.82)	-	(0.82)	100%	
17	OnMobile Nigeria Telecom Limited	1 NGN = INR 0.1921	0.48	(45.46)	203.09	248.07	13.24	0.00	(3.34)	(0.58)	(2.76)	100%	
18	OnMobile Rwanda Telecom Limited	1 RWF = INR 0.0735	0.03	(12.28)	8.80	21.05	2.24	0.00	0.05	-	0.05	100%	
19	OnMobile Uganda Limited	1 UGX = INR 0.0199	12.80	(30.81)	26.50	44.51	16.10	0.00	(2.77)	0.00	(2.77)	100%	
20	OnMobile Zambia Telecom Limited	1 ZMK = INR 0.0033	2.59	(3.33)	9.95	10.69	2.59	0.00	0.23	0.27	(0.04)	100%	
21	OnMobile Telecom Sierra Leone Limited	1 SLL = INR 0.0071	0.46	(15.72)	3.24	18.50	-	0.00	(0.39)	-	(0.39)	100%	
22	OnMobile Uruguay SA	1 UYU = INR 1.6427	-	(5.44)	1.74	7.18	2.20	0.00	0.27	(0.08)	0.35	100%	
23	OnMobile Global Solutions Canada Limited	1 CAD = INR 58.0592	58.64	11.91	79.43	8.88	60.89	58.06	5.93	1.86	4.07	100%	
24	OnMobile Global SA	1 ARS = INR 0.7961	1.74	(191.77)	6.92	196.95	1.97	0.00	(75.20)	(2.50)	(72.70)	100%	
25	OnMobile Portugal SGPS, Unipessoal LDA (Zona Franca Da Madeira)	1 EUR = INR 85.8245	0.86	(1.21)	0.08	0.43	-	0.00	-	-	-	100%	
26	OnMobile Europe B.V.	1 EUR = INR 85.8245	560.32	10.36	952.92	382.24	-	0.00	(5.59)	-	(5.59)	100%	
27	OnMobile S.A. (erstwhile Telisma S.A.)	1 EUR = INR 85.8245	4.29	256.68	265.19	4.22	-	0.00	(2.10)	-	(2.10)	100%	
28	OnMobile USA LLC	1 USD = INR 73.1575	1,870.44	(32.10)	2,375.96	537.62	69.38	0.00	(7.03)	-	(7.03)	100%	
29	OnMobile De Venezuela C.A.	1 USD = INR 73.1575	2.55	(301.33)	3.47	302.25	(0.16)	0.00	(0.15)	0.07	(0.22)	100%	
30	Appland AB	1 SEK = INR 8.3922	683.12	(16.22)	900.40	233.51	111.83	-	(7.38)	(1.68)	(5.71)	100%	
31	OnMobile Bangladesh Private Limited	1 BDT = INR 0.8636	6.22	273.99	478.71	198.50	318.34	0.06	103.38	36.44	66.94	100%	
32	OnMobile Global Spain S.L.	1 EUR = INR 85.8245	82.48	987.04	2,114.62	1,045.10	2,892.44	0.00	143.81	32.53	111.27	100%	
33	OnMobile Global Italy SRL	1 EUR = INR 85.8245	0.86	(2.70)	0.17	2.01	-	0.00	(0.06)	-	(0.06)	100%	
34	OnMobile Tanzania Telecom Limited	1 TZS = INR 0.0315	-	(10.26)	2.16	12.42	-	0.00	(1.67)	-	(1.67)	100%	
35	OnMobile Latam holding S.L	1 EUR = INR 85.8245	0.86	(0.32)	0.54	-	-	0.00	0.95	-	0.95	100%	



Part "A": Subsidiaries												Amt in INR Millions	
Sl. No	Entity Name	Reporting Currency & Exchange Rate as on 31 <sup>st</sup> March 2021	Share Capital (2)	Reserves & Surplus (2)	Total Assets (2)	Total Liabilities (Excl Share Capital & Reserves and Surplus) (2)	Turnover (1)	Investments	Profit / (Loss) before taxation (1)	Provision for taxation (1)	Profit / (Loss) after taxation (1)	% of Shareholding	
36	OnMobile Global South Africa (PTY) LTD	1 ZAR = INR 4.9426	0.00	47.77	311.74	263.97	524.67	0.00	19.91	5.00	14.90	100%	
37	OnMobile Global Limited Colombia S.A.S	1 COP = INR 0.0196	10.67	(31.65)	7.55	28.53	-	0.00	(0.24)	2.48	(2.72)	100%	
38	Onmobile Bangladesh Technologies Private Limited	1 BDT = INR 0.8636	0.09	0.27	1.98	1.63	3.25	0.00	0.64	0.22	0.42	100%	

**Notes:**

1. Converted at monthly average exchange rates
2. Indian Rupee equivalents
3. Total Dividend from the subsidiaries was INR 74.58 million during the year
4. Investments exclude investments in subsidiaries
5. The following companies are yet to commence operation:
  - a. OnMobile Global Italy SRL
  - b. OnMobile Latam holding S.L
6. Above financials are prepared as per the Generally Accepted Accounting Principles (GAAP) of the respective countries
7. The reporting period for all the subsidiaries was March 31, 2021

**Part "B": Associates and Joint Ventures****Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures**

<b>Name of Associates</b>	<b>Mobile Voice Konnect Private Limited</b>	<b>Technologies rob0 Inc.</b>
1. Latest audited Balance Sheet Date	31 <sup>st</sup> March 2021	31 <sup>st</sup> March 2021
2. Shares of Associate/Joint Ventures held by the company on the year end		
No.	5,000	370,620
Amount of Investment in Associates/Joint Venture	INR 50,000	INR 54,206,136
Extent of Holding %	50%	25%
3. Description of how there is significant influence	Shareholding greater than 20%	Shareholding greater than 20%
4. Reason why the associate/joint venture is not consolidated	Not Applicable	Not Applicable
5. Networth attributable to Shareholding as per latest audited Balance Sheet	Nil	Nil
6. Profit / (Loss) for the year	INR (4,721)	INR (5,686,582)
i. Considered in Consolidation	INR (4,721)	INR (5,686,582)
ii. Not Considered in Consolidation	-	-

**Note:** The Company had no Joint Ventures during the FY 20-21

For and on behalf of the Board of Directors

**François-Charles Sirois**

Executive Chairman  
DIN-06890830

Place: Montreal, Canada

Date: August 06, 2021

**Sanjay Kapoor**

Director  
DIN- 01973450

Place: Gurgaon

Date: August 06, 2021

**Krishnan Seshadri**

Chief Executive Officer

Place: Bengaluru

Date: August 06, 2021

**Sanjay Baweja**

Chief Financial Officer

Place: Gurgaon

Date: August 06, 2021

**P V Varaprasad**

Company Secretary  
Membership Number- FCS 5877

Place: Bengaluru

Date: August 06, 2021

**Annexure II**  
**Particulars of contracts/arrangements made with related parties**  
**FORM AOC-2**

*(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)*

**1. Details of contracts or arrangements or transactions not at arm's length basis**

There were no contracts or arrangements or transactions entered in the year ended March 31, 2021 which were not at arm's length basis.

**2. Details of material contracts or arrangement or transactions at arm's length basis**

There were no material contracts or arrangements or transactions entered into during the year ended March 31, 2021. The details of contracts or arrangements or transactions at arm's length basis for the year ended March 31, 2021 are as given in the table below:

Sl. No	Name of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions	Value In INR (Mn)	Date(s) of approval by the Board	Amount paid as advances
	(a)	(b)	(c)	(d)	(e)	(f)	(g)
1	OnMobile Singapore Pte. Ltd.	Transfer Pricing with Subsidiary	April 2020 to March 2021	Transfer Pricing revenue	45.14	At quarterly meetings	Nil
2	OnMobile Global for Telecommunication Services	Transfer Pricing with Subsidiary	April 2020 to March 2021	Transfer Pricing revenue	87.32	At quarterly meetings	Nil
3	OnMobile Global South Africa (PTY) Limited	Transfer Pricing with Subsidiary	April 2020 to March 2021	Transfer Pricing revenue	193.44	At quarterly meetings	Nil
4	OnMobile Ghana Telecom Limited	Transfer Pricing with Subsidiary	April 2020 to March 2021	Transfer Pricing revenue	0.11	At quarterly meetings	Nil
5	OnMobile Rwanda Telecom Limited	Transfer Pricing with Subsidiary	April 2020 to March 2021	Transfer Pricing revenue	0.04	At quarterly meetings	Nil
6	OnMobile Uruguay S.A	Transfer Pricing with Subsidiary	April 2020 to March 2021	Transfer Pricing revenue	0.55	At quarterly meetings	Nil
7	OnMobile Costa Rica OBCR SA	Transfer Pricing with Subsidiary	April 2020 to March 2021	Transfer Pricing revenue	4.03	At quarterly meetings	Nil
8	OnMobile Zambia Telecom Limited	Transfer Pricing with Subsidiary	April 2020 to March 2021	Transfer Pricing Cost	2.62	At quarterly meetings	Nil
9	OnMobile Global Spain S.L.	Transfer Pricing with Subsidiary	April 2020 to March 2021	Transfer Pricing revenue	477.25	At quarterly meetings	Nil
10	Onmobile Telecom Burkina Faso, S.A.R.L.	Transfer Pricing with Subsidiary	April 2020 to March 2021	Transfer Pricing revenue	3.89	At quarterly meetings	Nil
11	Onmobile Turkey Telekomunikasyon Sistemleri Limited Şirketi	Transfer Pricing with Subsidiary	April 2020 to March 2021	Transfer Pricing revenue	1.21	At quarterly meetings	Nil
12	OnMobile Live Inc	Transfer Pricing with Subsidiary	April 2020 to March 2021	Manpower Cross Charge revenue	26.75	At quarterly meetings	Nil
13	OnMobile USA LLC	Transfer Pricing with Subsidiary	April 2020 to March 2021	Yield Support Cost	62.99	At quarterly meetings	Nil
14	OnMobile Kenya Telecom Limited	Transfer Pricing with Subsidiary	April 2020 to March 2021	Yield Support Cost	18.06	At quarterly meetings	Nil

Sl. No	Name of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions	Value In INR (Mn)	Date(s) of approval by the Board	Amount paid as advances
	(a)	(b)	(c)	(d)	(e)	(f)	(g)
15	OnMobile Global Solutions Canada Limited	Transfer Pricing with Subsidiary	April 2020 to March 2021	Yield Support Cost	17.74	At quarterly meetings	Nil
16	Servicios De Telefonía OnMobile SA DE CV	Transfer Pricing with Subsidiary	April 2020 to March 2021	Yield Support Cost	11.44	At quarterly meetings	Nil
17	Appland AB	As per allocation	April 2020 to March 2021	Content Cost (Revenue Share) ICP & KT transfer Cost	7.79	At quarterly meetings	Nil
18	OnMobile Bangladesh Private Limited	As per Group's RPT Policy	April 2020 to March 2021	Dividend Income	74.58	At quarterly meetings	Nil
19	OnMobile Rwanda Telecom Limited	As per Loan Agreement	April 2020 to March 2021	Interest on Loan to Subsidiary	0.06	At quarterly meetings	Nil
20	Onmobile Turkey Telekomunikasyon Sistemleri Limited Şirketi	As per Loan Agreement	April 2020 to March 2021	Interest on Loan to Subsidiary	0.82	At quarterly meetings	Nil
21	OnMobile Global Spain S.L.	As per Loan Agreement	April 2020 to March 2021	Interest on Loan to Subsidiary	3.39	At quarterly meetings	Nil
22	OnMobile Singapore Pte. Ltd.	Transfer Pricing with Subsidiary	April 2020 to March 2021	Manpower Cross Charge	9.72	At quarterly meetings	Nil
23	OnMobile Global Spain S.L.	Transfer Pricing with Subsidiary	April 2020 to March 2021	Manpower Cross Charge	16.21	At quarterly meetings	Nil
24	OnMobile Global South Africa (PTY) Limited	As per Group's RPT Policy	April 2020 to March 2021	Sale of Fixed Assets/Office Supplies	3.23	At quarterly meetings	Nil
25	OnMobile Live Inc	As per Group's RPT Policy	April 2020 to March 2021	Sale of Fixed Assets/Transfer of Manpower cost to CWIP	14.61	At quarterly meetings	Nil
26	OnMobile Global Solutions Canada Limited	As per Group's RPT Policy	April 2020 to March 2021	Purchase of Fixed Assets/ Cross charges of Manpower to CWIP	10.90	At quarterly meetings	Nil
27	Independent Directors	Remuneration and Sitting fee	April 2020 to March 2021	Remuneration and sitting fee	11.05	At quarterly meetings	Nil
28	Khaitan & Co LLP	Legal Service Charges	April 2020 to March 2021	Legal Service Charges	0.14	At quarterly meetings	Nil
29	Francois Charles Sirois	Employment Contract	April 2020 to March 2021	Remuneration (including other benefits)	3.91	At quarterly meetings	Nil
30	Ganesh Murthy	Employment Contract	April 2020 to March 2021	Remuneration (including other benefits)	11.33	At quarterly meetings	Nil

Sl. No	Name of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions	Value In INR (Mn)	Date(s) of approval by the Board	Amount paid as advances
	(a)	(b)	(c)	(d)	(e)	(f)	(g)
31	P V Varaprasad	Employment Contract	April 2020 to March 2021	Remuneration (including other benefits)	4.41	At quarterly meetings	Nil
32	Sanjay Baweja	Employment Contract	April 2020 to March 2021	Remuneration (including other benefits)	18.67	At quarterly meetings	Nil
33	Krishnan Seshadri	Employment Contract	April 2020 to March 2021	Remuneration (including other benefits)	13.23	At quarterly meetings	Nil

For and on behalf of the Board of Directors

Place: Montreal, Canada  
Date: August 06, 2021

**François-Charles Sirois**  
Executive Chairman

**Annexure III**  
**Particulars of Employees**

**Details / Disclosures of Ratio of Remuneration to each Director and KMP (Pursuant to Section 197(12) of the Companies Act, 2013 and Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014):**

(i) the ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year;	<b>Name of the Director</b>	<b>Ratio to the Median</b>
	Francois Charles Sirois	4.00
	Rajiv Khaitan <sup>@</sup>	0.13
	Nancy Cruickshank <sup>@</sup>	0.13
	Sanjay Baweja <sup>#</sup>	0.17
	Chris Arsenault <sup>*</sup>	0.08
	Sanjay Kapoor	0.18
	Gianluca D'Agostino	0.38
	Geeta Mathur <sup>&amp;</sup>	0.52
	Steven Fred Roberts <sup>&amp;</sup>	0.62
	Paul Lamontagne <sup>§</sup>	0.35
(ii) the percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year	<b>Name of the Director/KMP</b>	<b>% increase</b>
	François-Charles Sirois	(3.08%)
	Rajiv Khaitan <sup>@</sup>	(86.86%)
	Nancy Cruickshank <sup>@</sup>	(89.95%)
	Sanjay Baweja <sup>#</sup>	(84.40%)
	Chris Arsenault <sup>*</sup>	(94.87%)
	Sanjay Kapoor	(91.14%)
	Gianluca D'Agostino	(65.12%)
	Geeta Mathur <sup>&amp;</sup>	NA
	Steven Fred Roberts <sup>&amp;</sup>	NA
	Paul Lamontagne <sup>§</sup>	NA
	Krishnan Seshadri <sup>1</sup>	NA
	Sanjay Baweja <sup>2</sup>	NA
	Ganesh Murthy <sup>3</sup>	(31%)
P V Varaprasad	7%	
(iii) the percentage increase in the median remuneration of employees in the financial year;	2.7%	

(iv) the number of permanent employees on the rolls of Company;	686 (as on 31 <sup>st</sup> March 2021)
(v) average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;	There was no salary increase for the employees over the previous year. The average salary increase of the KMPs was -59.94% over the previous year. Remuneration to Non-Executive Directors is in pursuance of shareholders' approval dated September 18, 2018.
(vi) Affirmation that the remuneration is as per the remuneration policy of the company.	Salaries paid are in line with the company's remuneration policy based on industry benchmark.

@Rajiv Khaitan and Nancy Cruickshank retired from the Board w.e.f September 28, 2020

\*Chris Arsenault resigned from the Board w.e.f April 29, 2020

# Sanjay Baweja resigned from the Board w.e.f May 29, 2020

& Geeta Mathur and Steven Fred Roberts were appointed as additional directors w.e.f July 31, 2020

§Paul Lamontagne was appointed as an additional and independent director w.e.f December 17, 2020

<sup>1</sup> Krishnan Seshadri was appointed as CEO w.e.f. August 03, 2020

<sup>2</sup>Sanjay Baweja was appointed as CFO w.e.f. June 01, 2020

<sup>3</sup>Ganesh Murthy resigned as CFO w.e.f May 31, 2020

For and on behalf of the Board of Directors

Place: Montreal, Canada  
Date: August 06, 2021

**François-Charles Sirois**  
Executive Chairman

## Annexure IV

### Annual Report on Corporate Social Responsibility (CSR) Activities

#### 1. Brief outline on CSR Policy of the Company.

##### CSR Policy intends to:

- Strive for economic development that positively impacts the society at large with a minimal resource footprint.
- Embrace responsibility for the Company's actions and encourage a positive impact through its activities on hunger, poverty, healthcare, malnutrition, environment, communities, stakeholders and the society.

#### 2. Composition of the CSR Committee:

SI No	Name of the Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Rajiv Khaitan <sup>1</sup>	Chairman/ Independent Director	2	1
2	Chris Arsenault <sup>2</sup>	Member/ Independent Director	2	0
3	Nancy Cruickshank <sup>3</sup>	Member/ Independent Director	2	1
4	François-Charles Sirois <sup>4</sup>	Member/ Executive Chairman	2	2
5	Geeta Mathur <sup>5</sup>	Chairman/ Independent Director	2	1
6	Steven F. Roberts <sup>6</sup>	Member/ Director	2	1
7	Sanjay Kapoor <sup>7</sup>	Member/ Independent Director	2	1

<sup>1</sup>Rajiv Khaitan retired from the Board/Committees thereof w.e.f September 28, 2020

<sup>2</sup>Chris Arsenault resigned from the Board/Committees thereof w.e.f April 29, 2020

<sup>3</sup>Nancy Cruickshank retired from the Board/Committees thereof w.e.f September 28, 2020

<sup>4</sup>François-Charles Sirois has been appointed as Member of the Committee w.e.f. May 27, 2020

<sup>5</sup>Geeta Mathur has been appointed as chairman of the Committee w.e.f. September 28, 2020

<sup>6</sup>Steven F. Roberts has been appointed as Member of the Committee w.e.f. September 28, 2020

<sup>7</sup>Sanjay Kapoor has been appointed as Member of the Committee w.e.f. September 28, 2020

#### 3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.

<https://www.onmobile.com/>

#### 4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report).

Not Applicable as Company was not having average CSR obligation of ₹ 10 Crore or more in pursuance of section 135(5) of the Act, in the three immediately preceding financial years and no such CSR projects having outlays of ₹ 1 Crore or more to undertake impact assessment through an independent agency.

#### 5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any

NIL.

#### 6. Average net profit of the company as per section 135(5).

₹ 296,143,341.75

#### 7. (a) Two percent of average net profit of the company as per section 135(5)

₹ 5,922,866.84/-

#### (b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years.

NIL.

#### (c) Amount required to be set off for the financial year, if any

NIL.



(d) Total CSR obligation for the financial year (7a+7b-7c).

₹ 5,922,866.84/-

8. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of transfer.	Name of the fund	Amount.	Date of transfer.
5,923,000	NIL	-	-	NIL	-

(b) Details of CSR amount spent against ongoing projects for the financial year: Not Applicable

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl No	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/No)	Location of the project		Amount spent for the project (in ₹)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District			Name	CSR Registration number
1	Contribution to Prime Minister's Citizen Assistance and Relief in Emergency Situations Fund (PM CARES Fund)	(viii) Contribution to Prime Minister's Central Assistance and Relief in Emergency Situations Fund (PM CARES Fund)	Yes	Pan India		5,000,000	No	PM CARES Fund	-
2	Contribution to VAANI Deaf Children's Foundation for the purpose to support Project "Bringing sound in lives of children with hearing impairment"	(i) Promoting health care including preventive health care	Yes	Karnataka	Tumkur & other remote areas	470,000	No	VAANI Deaf Children's Foundation	CSR00002148
3	Contribution to SAHI (Society to Aid the Hearing Impaired), a registered NGO working with hearing impaired underprivileged children from rural background	(i) Promoting health care including preventive health care	Yes	Telangana & Andhra Pradesh	Remote areas, Hyderabad	453,000	No	Society to Aid the Hearing Impaired (SAHI)	Registration in process
	<b>TOTAL</b>					<b>5,923,000</b>			

(d) Amount spent in Administrative Overheads: NIL

(e) Amount spent on Impact Assessment, if applicable: Not Applicable

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): ₹ 5,923,000

(g) Excess amount for set off, if any : Not Applicable

9. (a) Details of Unspent CSR amount for the preceding three financial years: NIL  
(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): Not Applicable
10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details)  
(a) Date of creation or acquisition of the capital asset(s): None  
(b) Amount of CSR spent for creation or acquisition of capital asset : NIL  
(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.: Not Applicable  
(d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset): Not Applicable
11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): Not Applicable

**Krishnan Seshadri**  
Chief Executive Officer

**Geeta Mathur**  
Chairperson - CSR Committee

**Annexure V**

**Particulars of Employee Stock Option Schemes**

As required under Securities and Exchange Board of India (Share Based Employee Benefit) Regulations, 2014

Particulars	Plan I 2003	Plan II 2003	Plan III 2006	Plan I 2007	Plan II 2007	Plan I 2008	Plan II 2008	Plan III 2008	Plan IV 2008	Plan I 2010	Plan II 2010	Plan I 2011	Plan I 2012	Plan I 2013
<b>Pricing formula</b>														
Options Outstanding on April 01, 2020	-	-	-	-	-	-	-	1,279,694	-	-	628,778	338,930	592,650	328,939
Options Granted During the Year	-	-	-	-	-	-	-	410,000	-	-	300,000	-	1,000,000	-
Options vested	-	-	-	-	-	-	-	93,591	-	-	178,719	-	10,001	44,372
Options Time extended During the Year	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Options Exercised During the Year	-	-	-	-	-	-	-	288,169	-	-	18,694	244,046	408,818	88,265
Total number of shares arising as a result of exercise of Options	-	-	-	-	-	-	-	288,169	-	-	18,694	244,046	408,818	88,265
Money realised by exercise of options (In ₹ Million)	-	-	-	-	-	-	-	10.97	-	-	0.75	8.07	14.15	3.68
Options Forfeited/Lapsed During the Year	-	-	-	-	-	-	-	491,268	-	-	74,960	94,884	29,402	51,750
<b>Total number of options in force at the end of the year</b>	-	-	-	-	-	-	-	<b>910,257</b>	-	-	<b>835,124</b>	-	<b>1,154,430</b>	<b>188,924</b>
Diluted earnings per share pursuant to issue of shares on exercise of options (₹)	-	-	-	-	-	-	-	1.11	-	-	1.11	1.11	1.11	1.11
Weighted average exercise price per option (after adjusting for Bonus issue, if applicable) of the options whose	-	-	-	-	-	-	-	-	-	-	-	-	-	-
a) Exercise price equals market price	-	-	-	-	-	-	-	-	-	-	-	-	-	-
b) Exercise price is greater than market price	-	-	-	-	-	-	-	-	-	-	-	-	-	-
c) Exercise price is less than market price	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Method of calculating fair value of options	Fair valuation guidance note not applicable										Black-Scholes valuation method			

**Significant assumptions used for estimation of fair value:**

Particulars	ESOP 2 2010	ESOP1 2012	ESOP3 2008	ESOP3 2008
Stock price (₹)	28.08	30.10	48.73	56.48
Volatility	50.44%	51.92%	51.75%	52.98%
Risk free rate	5.42%	5.00%	5.18%	5.57%
Exercise price (₹)	28.08	30.10	48.73	56.48
Time to maturity (years)	4.34 years	4.81 years	4.34 years	4.34 years
Dividend yield (₹ Per option)	1.5	1.5	1.5	1.5

**Notes:**

- 1) There was no variation of the terms of options granted  
 2) Employee wise details of options:-  
 (i) Granted to Senior Managerial Personnel during the year:

Sr No.	Name	Designation	Scheme Name	Grant Date	No. of options granted	Exercise Price	% of total options granted during the year*
1	François-Charles Sirois <sup>1</sup>	Executive Chairman & CEO	-	-	Nil	-	-
2	Krishnan Seshadri <sup>2</sup>	Chief Executive Officer	ESOP 1 2012	03-Aug-20	1,000,000	30.10	58.48
3	Sanjay Baweja <sup>3</sup>	Chief Financial Officer	ESOP 2 2010	15-Jun-20	3,00,000	28.08	17.54
4	Ganesh Murthy <sup>4</sup>	Chief Financial Officer	-	-	Nil	-	-
5	P V Varaprasad	Company Secretary	-	-	Nil	-	-
6	Sanjay Bhambri <sup>5</sup>	President & Chief Operating Officer	-	-	Nil	-	-
7	Frederic Lavoie <sup>6</sup>	Senior Vice President - Corporate Development	-	-	Nil	-	-

\*total options granted 1,710,000

<sup>1</sup>Resigned from the position of Chief Executive Officer w.e.f. August 02, 2020 while continuing as Executive Chairman.

<sup>2</sup>Appointed w.e.f. August 03, 2020

<sup>3</sup>Appointed w.e.f. June 01, 2020

<sup>4</sup>Resigned w.e.f. May 31, 2020

<sup>5</sup>last working day was April 01, 2021

<sup>6</sup>last working day was December 31, 2020

- (ii) Granted to any other employee who receives a grant of options in any one year of options amounting to 5% or more of options granted during the year

Sr. No	Name of the employee <sup>#</sup>	Designation	Scheme Name	Grant Date	No. of options granted*	Exercise Price	% of total options granted during the year <sup>&amp;</sup>
1	Biswajit Nandi	Vice President - Asia & MEA, India & Asia	ESOP 3 2008	01-Feb-21	200,000	56.48	11.70
2	Radhika Venugopal	Vice President - Finance	ESOP 3 2008	01-Feb-21	120,000	56.48	7.02

<sup>#</sup>employees include employees of subsidiaries for the purpose of granting stock options.

<sup>&</sup>total options granted 1,710,000

- (iii) None of the employees were granted options, during the year, equal to or exceeding one percent of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant.
- 3) Diluted Earnings per Share (EPS) pursuant to issue of shares on exercise of option calculated in accordance with Indian Accounting Standard (Ind AS) 33 'Earnings per Share'.

**Earnings Per share: Nominal value of ₹ 10 per share**

Details	Consolidated		Standalone	
	31-Mar-21	31-Mar-20	31-Mar-21	31-Mar-20
Basic (₹)	4.42	2.61	1.12	(0.14)
Diluted (₹)	4.41	2.61	1.11	(0.14)

For and on behalf of the Board of Directors

Place: Montreal, Canada  
 Date: August 06, 2021

**François-Charles Sirois**  
 Executive Chairman

# Independent Auditors' Certificate

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The Board of Directors  
OnMobile Global Limited  
Tower #1, 94/1C & 94/2,  
Veerasandra Village, Attibele Hobli,  
Anekal Taluk, Electronic City Phase-1,  
Bangalore-560100

28 May 2021

## Independent Auditor's Certificate on compliance of share based employee benefit scheme in accordance with the Securities and Exchange Board of India (Share Based Employee Benefit) Regulations, 2014 and terms of the resolution of the Company passed in the general meeting

1. This Certificate is issued in accordance with the terms of our engagement letter dated May 14, 2021.
2. The Onmobile Employee Stock Option schemes (refer Annexure 1) ("Schemes"), have been formulated and approved by the Board of Directors of Onmobile Global Limited (the "Company") in their meeting held and further approved by the shareholders at several general meeting held on several dates (refer Annexure 1). We have been requested by the management to certify if the aforesaid Schemes have been implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefit) Regulations, 2014 read with circular CIR/CFD/POLICY CELL/2/2015 dated June 16, 2015 (together referred to as "SEBI SBEB Regulations").

### Management's Responsibility

3. The Board of Directors and Nomination and Compensation Committee are responsible for formulation and implementation of the Schemes in compliance with the SEBI (SBEB) Regulations and the special resolutions passed at the respective shareholder meetings at several dates (refer Annexure 1) ("Shareholder resolutions").
4. The management is responsible for preparation and maintenance of all accounting and other relevant supporting records and documents relating to Schemes including the design, implementation and maintenance of internal controls on the implementation of the aforesaid Schemes in compliance with the SEBI (SBEB) Regulations.

### Auditors' Responsibility

5. Pursuant to the requirements of the Regulations, it is our responsibility to obtain reasonable assurance and form an opinion, as to whether the Schemes are in compliance with the SEBI (SBEB) Regulations and the Shareholder resolutions.
6. In connection with the above, we have performed the following procedures:
  - a. Read the Schemes provided to us by the Company;

- b. Read the resolutions passed at the meeting of the Board of Directors;
- c. Read the shareholders resolutions passed at the general meeting and;
- d. Obtained required explanations and representations from management

7. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

### Opinion

9. On the basis of the examination carried out by us and the information, explanations and representations provided to us by the management of the Company, in our opinion, Schemes are implemented in accordance with the SEBI (SBEB) Regulations and in accordance with the resolution of the Company approved by the shareholders at general meeting held on several dates (refer Annexure 1).

### Restriction on Use

10. This Certificate is addressed to and provided to the Board of Directors of the Company solely for the purpose of being placed before the shareholders of the Company at the forthcoming Annual General Meeting and is not intended to be, and should not be used, for any other purpose, and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

### for B S R & Co. LLP

*Chartered Accountants*

Firm's registration number: 101248W/W-100022

### Sampad Guha Thakurta

*Partner*

Membership Number: 060573

UDIN: 21060573AAAACB2932

Bengaluru  
28 May 2021

**Annexure I to Independent Auditors' Certificate**

<b>S. No.</b>	<b>Plan</b>	<b>Shareholder's approval date</b>
1	OnMobile Employees Stock Option Plan – I 2003	Extra Ordinary General Meeting held on March 5, 2001, November 29, 2003 and December 30, 2003
2	OnMobile Employees Stock Option Plan – II 2003	Extra Ordinary General Meeting held on March 5, 2001, November 29, 2003 and December 30, 2003
3	OnMobile Employees Stock Option Plan – III 2006	24-Jul-06
4	OnMobile Employees Stock Option Plan – I 2007	17-Aug-07
5	OnMobile Employees Stock Option Plan-II 2007	17-Aug-07
6	OnMobile Employees Stock Option Plan – I 2008	18-Apr-08
7	OnMobile Employees Stock Option Plan II 2008	1-Aug-08
8	OnMobile Employees Stock Option Plan III 2008	1-Aug-08
9	OnMobile Employees Stock Option Plan IV 2008	31-Oct-08
10	OnMobile Employees Stock Option Plan I 2010	24-Jul-10
11	OnMobile Employees Stock Option Plan II 2010	24-Jul-10
12	OnMobile Employees Stock Option Plan 2011	4-Aug-11
13	OnMobile Employees Stock Option Plan 1, 2012	29-Aug-12
14	OnMobile Employees Stock Option Plan 1, 2013	30-Jul-13

**Annexure VI**  
**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED MARCH 31, 2021**

(Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

To,  
The Members,  
Onmobile Global Limited,  
E City, Tower 1,  
94/1C and 94/2, Veerasandra Village,  
Electronic City Phase 1,  
Bengaluru - 560 100  
Karnataka, India

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Onmobile Global Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2021 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **March 31, 2021** and made available to me, according to the provisions of:

- i. The Companies Act, 2013 ("the Act") and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment, if any;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

- (c) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
  - (d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
  - (e) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018;
- vi. Other laws applicable specifically to the Company, namely:
- (a) The Information Technology Act, 2000 and the rules made thereunder;
  - (b) The Special Economic Zones Act, 2005 and the rules made thereunder;
  - (c) Software Technology Parks of India rules and regulations;
  - (d) The Indian Copy Rights Act, 1957; (Not Applicable to the Company during the year)
  - (e) The Patents Act, 1970; and
  - (f) The Trade Marks Act, 1999.

I have also examined compliance with the applicable clauses of the (i) Secretarial Standards issued by The Institute of Company Secretaries of India (ii) The Listing Agreements entered into with Stock Exchanges.

**I report that**, during the year under review, the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines and Standards mentioned above.

**I further report that**, there were no events/actions in pursuance of:

- a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- b) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not applicable to the Company) and
- d) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;

requiring compliance thereof by the Company during the audit period.

**I further report that**, the compliance by the Company of applicable financial laws such as direct and indirect tax laws and maintenance of financial records and books of accounts have not

been reviewed in this Audit since the same have been subject to review by the statutory financial auditors, tax auditors, and other designated professionals.

**I further report that**, the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

**I further report that**, based on the information provided and the representation made by the Company and also on the review of the compliance certificates/reports taken on record by the Board of Directors of the Company, in my opinion there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**I report further that**, the Company has completed the Buy-back of shares announced vide public announcement dated April 14, 2020. Pursuant to the offer, the Company has bought back and extinguished 22, 47,881 equity shares of ₹ 10 each;

and except the above there were no other specific events/actions in pursuance of the above referred laws, rules, regulations, guidelines, etc. having a major bearing on the Company's affairs.

Place: Bengaluru  
Date: May 28, 2021

P.G.HEGDE  
Hegde & Hegde  
Company Secretaries  
FCS:1325/C.P.No.: 640  
UDIN: F001325C000360739

*This report is to be read with Annexure A which forms an integral part of this report.*



## Annexure A

To,  
The Members  
Onmobile Global Limited  
Bengaluru

My report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the Management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the process and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of the Management. My examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.
7. Due to prevailing circumstance of COVID-19 pandemic, the audit was conducted based on the verification of the Company's books, papers, minutes books, forms and returns filed, documents and other records furnished by/obtained from the Company electronically and also the information provided by the Company and its officers by audio and visual means.

Place: Bengaluru  
Date: May 28, 2021

P.G.HEGDE  
Hegde & Hegde  
Company Secretaries  
FCS:1325 / C.P.No: 640  
UDIN: F001325C000360739

# Management Discussion & Analysis

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## OVERVIEW

OnMobile provides end-to-end mobile entertainment solutions including platform, apps, content partnerships and professional services to telecom operators and other media companies. Through our 98 customers, our products reach 2.7B users and over 1.9B digital users across 56 countries.

## DIGITIZING CORE PRODUCTS

We continue digitizing the operating model of our existing core products that currently contribute a majority of our revenues.

**Tones:** Ranging from Traditional to Digital, our Tones product provides a compelling offering by engaging telecom subscribers over feature phones & smart phones across networks. We have nearly 66M users through 48 operators globally with 10B+ tones played per month. The year witnessed the product launching with 6 new partners, as it evolves to a digital-first model. We also launched Video RBT (App-based video tunes) and AdRBT (Mobile marketing solution).

**Videos & Editorial:** Our digital mobile web store offers a one-stop destination for users to access curated content by paying a subscription fee. The content includes trending global and local topics across Sports, News, Entertainment, Kids, Games and Travel etc. It is ad-free and available for users to discover and consume with ease. With features like, contextual recommendation, we provide the most relevant content and services to users, and enhance their experience. In FY 20-21 the product witnessed addition of a number of premium services like Storytel, Apple Music, Vaughan and FlixOlé.

## BUILDING NEW MOBILE GAMING PRODUCTS

The global mobile gaming market is expected to grow from \$80 Billion to over \$130 Billion by 2025. We see this as a huge opportunity. We have been investing in building cutting edge mobile gaming products and developing new-growth businesses outside our traditional core which will become a significant share of the overall business.

**Mobile Contests & Quiz:** We have a deep understanding of the contest & quiz market. Our existing legacy contest & quiz platform has 8M current active base and 1.5M MAU (monthly active users). We have repositioned this offering and built out *Challenges Arena*, a Mobile Quiz Gaming app which offers a single destination to play casual challenges with an unparalleled gamified winning experience with social competitions and leaderboards. The product has been launched with one telecom operator and OTT app in FY 20-21 and several discussions are in place with more partners for launches over the next year.

**ONMO:** We have been building ONMO, our B2C mobile cloud gaming platform which hosts curated best short moments from several popular casual games. It connects game developers and players through competitions and challenges. ONMO is built on three key mobile gaming trends (eSports, Social and Short Form Gaming) and two disruptive technologies (AI and Cloud Streaming). Current casual short gaming experience for players is sub-optimal. Players leave the game due to boredom, majority players do not feel accomplished after completing challenges and most gaming apps get uninstalled within the

first month. We have been building ONMO to solve all these problems. Our best-in-class Vision AI technology creates 1000s of unique challenges for players making eSports more casual, fun and social. Our Cloud stream technology ensures no friction and app uninstalls, thus making it easy to switch between games and game moments. The beta version of ONMO with virtual currency battles was launched in May 2021. The player feedback has been good and we are working on adding more compelling features and monetization in FY 21-22.

## RISKS & CONCERNS

Our business is subject to risks and uncertainties, which include:

**Dependency on operator wallet:** Operators are offering bundled services tying up with multiple content providers and OTT players in some cases, leaving very little balance in operator wallet for VAS players to charge subscribers leading to revenue pressures.

**Customer policy restrictions** from telecom operators can limit our ability to drive revenue, consumer acquisition and marketing commitments resulting in revenue reduction.

**Our business is subject to a variety of international government laws and regulations**, which are subject to change and could affect our business (customer acquisition, revenue recognition, operating of local entities and ability to hire employees)

**Covid-19** has presented some risks for VAS providers and operators. In some regions, operators' subscriber base has reduced as customers migrate back to their homelands. In other cases, operators have had to change customer acquisition & customer care policies. All these could adversely impact our subscriber base and revenues on the core Tones and Videos & Editorial business.

**Dependency on third-party game developers** to develop the games that we host on our platform. Game developers need to continue to offer a competitive experience in existing and new games on our platform for our players to find compelling gaming experiences.

## OUTLOOK

OnMobile as a global leader in mobile entertainment is expanding its suite of digital entertainment services. In our core businesses, **Videos** is a high growth market and we are looking to upgrade the product, reposition this business and view this as an exciting future growth area. We expect **Tones** to be stable and profitable.

We believe there is significant strategic growth opportunity in our new **Mobile Gaming** businesses. The world of mobile gaming has changed drastically, but perhaps no year saw more innovation and growth than 2020. During the pandemic and the resulting lockdowns, games have been indispensable for many consumers. Over the next 4-5 years we will see over 3B gamers come on to mobile. Furthermore, 5G is expected to be an adoption driver for cloud gaming. Given this backdrop, we are excited about our two mobile gaming products:

**Challenges Arena** with its casual challenge operates in a vibrant \$3B+ trivia/ quiz/ puzzles market space globally. We have

launched with one operator and plan to go to market with several operators globally.

**ONMO** our B2C cloud gaming platform truly has a global opportunity to own the casual esports market with an addressable market that is over \$10B. ONMO is built on Esports, Social, Short Gaming, AI technology and Cloud Streaming. *Esports* has rapidly grown from fringe to mainstream with hundreds of millions of followers. *Social gaming* has been a huge driver of engagement for most games. *Short game moments* have rapidly grown with hundreds of millions playing instant games or short game sessions. *Cloud gaming* is relatively young but could eventually disrupt the games business. Our *Visual AI engine/ CMS* leverages real time data to develop unique fun challenges. We believe we are reinvigorating casual

### INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Internal control and risk management are necessary prerequisites of corporate governance. The Corporate Governance Policy guides the conduct of affairs of the Company and clearly delineates the roles, responsibilities and authorities at each level with adequate system of internal controls. This ensures that all transactions are authorised, recorded and reported correctly and assets are safeguarded and protected against loss from unauthorized use or disposition. Properly documented policies, guidelines and procedures laid down for this purpose, stand widely communicated across the enterprise to provide the foundation for Internal Financial Controls with reference to the Company's operations and financial statements. Such Financial Statements are prepared on the basis of the Significant Accounting Policies, in line with the applicable Accounting Standards, that are reviewed by management and approved by the Audit Committee and the Board.

The Company recognizes that any internal control framework, no matter how well designed, has inherent limitations and accordingly, regular audit and review processes ensure that such systems are reinforced on an ongoing basis.

The Company has a set of Standard Operating Procedures (SOPs) that have been established for individual processes. In addition to this, the Company has identified and documented the risks and control for each process that has a relationship to the operations and financial reporting. The Company uses SAP and other internally developed ERP systems as a business enabler and also to maintain its Books of Account. The SOPs in tandem with transactional controls built into the ERP systems ensure appropriate segregation of duties, approval mechanisms and maintenance of supporting records. The Information Management Policy reinforces the control environment. The systems, SOPs and controls are reviewed by the management and audited by Internal Auditors whose findings and recommendations are reviewed by the Audit Committee and tracked through to implementation. The Company has in place adequate internal financial controls with reference to the Financial Statements. Such controls have been assessed during the year taking into consideration the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by The Institute of Chartered Accountants of India. Based on the results of such assessment carried out by management, no reportable material weakness or significant deficiencies in the design or operation of internal financial controls were observed.

### DISCUSSION ON CONSOLIDATED FINANCIAL PERFORMANCE FOR THE YEAR ENDED 2020-21

The consolidated financial statements relate to OnMobile Global Limited, referred to as "the Company" and its subsidiaries and associates together referred to as "the Group".

## RESULT OF OPERATIONS

(In ₹ Million except EPS)

	FY 2020-21	% of total revenue	FY 2019-20	% of total revenue	Growth %
<b>Results from operations</b>					
Telecom Value Added Services	5,512.92	-	5,724.24	-	(4)
Other Income	100.66	-	171.70	-	(41)
<b>Total Income</b>	<b>5,613.58</b>	<b>-</b>	<b>5,895.94</b>	<b>-</b>	<b>(5)</b>
Content fees and royalty	2,620.73	47	2,547.33	43	3
Contest expenses	51.34	1	63.01	1	(19)
Cost of software licenses and others	117.00	2	173.26	3	
Employee benefits expenses	1,402.33	25	1,616.52	27	(13)
Finance costs	9.34	0	14.68	0	(36)
Depreciation and amortisation expenses	128.03	2	185.17	3	(31)
Other expenses	661.96	12	943.24	16	(30)
<b>Total Expenses</b>	<b>4,990.73</b>	<b>89</b>	<b>5,543.21</b>	<b>94</b>	<b>(10)</b>
<b>Profit before share of loss of associates, exceptional items and tax</b>	<b>622.85</b>	<b>11</b>	<b>352.73</b>	<b>6</b>	<b>77</b>
<b>Share of loss of associates</b>	<b>(5.69)</b>	<b>0</b>	<b>-</b>	<b>0</b>	
<b>Profit before exceptional items and tax</b>	<b>617.16</b>	<b>11</b>	<b>352.73</b>	<b>6</b>	<b>75</b>
Exceptional items	46.62	1	82.00	1	
<b>Profit before tax</b>	<b>663.78</b>	<b>12</b>	<b>434.73</b>	<b>7</b>	<b>53</b>
Provision for taxation	203.92	4	158.90	3	28
<b>Profit for the year</b>	<b>459.86</b>	<b>8</b>	<b>275.83</b>	<b>5</b>	<b>67</b>

	FY 2020-21	% of total revenue	FY 2019-20	% of total revenue	Growth %
Profit/(Loss) attributable to Shareholders of the Company	459.86	8	275.83	5	67
Other Comprehensive income (Net)	78.15	1	146.27	2	(47)
<b>Total Comprehensive income (loss) attributable to the Owners of the Company</b>	<b>538.01</b>	<b>10</b>	<b>422.10</b>	<b>7</b>	<b>27</b>
EPS- Basic	4.42	0	2.61	0	69
EPS -Diluted	4.41	0	2.61	0	69

## Revenue

Revenue is derived from Telecom Value Added Services including Ring Back tones, Mobile entertainment and other services. Revenue from Telecom Value Added Services is recognized on providing the services in terms of revenue-sharing arrangements with the telecom operators. Revenue from Other Services including maintenance services are recognized proportionately over the period during which the services are rendered as per the terms of the contract.

The revenue for the FY 2020-21 was ₹ 5,512.92 Million as against ₹ 5,724.24 Million in FY 2019-20 with a marginal decline of 4%. While domestic decline is due to the aggressive competition and resultant consolidation of Indian telecom operators, introduction of certain policies by some of the international operators led to temporary streamlining of the revenues outside India. We expect steady state growth from these levels.

The segmentation of revenue by geography is as follows:

(In ₹ Million)

	FY 2020-21	% of total Revenues	FY 2019-20	% of total Revenues	Growth %
India	828.59	15	948.22	17	(13)
Outside India	4,684.33	85	4,776.02	83	(2)
<b>Total Revenue</b>	<b>5,512.92</b>		<b>5,724.24</b>		<b>(4)</b>

## Other Income

Other Income was ₹ 100.66 Million in the FY 2020-21 as compared to ₹ 171.70 Million in FY 2019-20. FY 2020-21 includes ₹ 76.50 Million for interest earned on fixed deposits, profit from investments and dividend yield on mutual funds and ₹ 11.18 Million for Gain on Lease Termination. Loss on foreign currency transactions and translations is reported under Other Expenses (refer Note 27). For the previous year, Other Income includes ₹ 39.34 Million net gain on foreign currency transactions and translations and ₹ 114.14 Million for interest earned on fixed deposits, profit from investments and dividend yield on mutual funds.

The surplus funds of the Group continue to remain mainly invested in bank fixed deposits and debt funds in adherence to the Group's investment policy.

## Cost of Sales and Services

Cost of Sales and Services consists of amount incurred towards content fee and contest expenses, cost of software licenses and other charges. Content fee is paid to content providers such as music label companies, royalty agencies, sports licensing authorities, games publishers and other content licensors, from whom content is procured by the Company. Cost of software licenses and other charges include the cost of software licenses and services used by the Company for providing services to the customers. During FY 2020-21, the cost of sales and services was ₹ 2,789.07 Million as against ₹ 2,783.60 Million incurred in FY 2019-20 remaining stable mainly due to change in product mix.

(In ₹ Million)

	FY 2020-21	% of total revenue	FY 2019-20	% of total revenue	Growth %
Content fee	2,620.73	48	2,547.33	45	3
Contest expenses, cost of software licenses and others	168.34	3	236.27	4	(29)
<b>Cost of sales and Services</b>	<b>2,789.07</b>	<b>51</b>	<b>2,783.60</b>	<b>49</b>	<b>0</b>

## Employee Benefits Expense

Employee Benefits Expense comprise of salaries paid to employees, contribution made to various employee welfare funds and expenses incurred towards welfare of the employees.

During the FY 2020-21, the Group incurred a cost of ₹ 1,402.33 Million as against ₹ 1,616.52 Million in FY 2019-20, thus representing a decrease of 13% from the previous year. The decrease was primarily on account of manpower rationalization measures undertaken.

The total employee strength of OnMobile Global Limited and its subsidiaries as on March 31, 2021 was 688.

### Finance Charges

Finance Charges represent interest on finance Lease Liabilities. During FY 2020-21, group adopted Ind AS 116 'Accounting of Lease' resulting in the above charge.

### Depreciation and Amortization

The Group provided a sum of ₹ 128.03 Million and ₹ 185.17 Million towards Depreciation and Amortization for the FY 2020-21 and FY 2019-20, respectively, thus representing a fall

of 31% over the previous year. Decrease in Depreciation and Amortization is on account of reduction in depreciation and amortization charges for up front customer contract fees which is regrouped as a reduction in revenues as per INDAS 115 for full year in current year as compared to only nine months in last year. Further decrease is contributed by Lease modification for headquarters.

Depreciation and Amortization on assets is provided on a monthly basis using the straight-line method based on useful/commercial lives of these assets as estimated by the Management, other than for market development and deployment rights, which is amortized over its useful/ commercial life in time proportion of its economic benefits, that are expected to accrue to the Company. The amortization method is reviewed at each year-end for any significant change in the expected pattern of the economic benefits. Expenditure incurred on research and development is not being capitalized.

### Other Expenses

In the FY 2020-21, Other Expenses decreased by 30% to ₹ 661.96 Million as against ₹ 943.24 Million incurred in FY 2019-20. The break-up of the expenses is as follows:

	(In ₹ Million)				
	FY 2020-21	% of total revenue	FY 2019-20	% of total revenue	Growth %
Legal, professional & consultancy charges(including Remuneration to Auditors)	162.87	3	210.47	4	(23)
Marketing Expenses	263.79	5	295.9	5	(11)
Rent and other facilities cost	49.73	1	65.66	1	(24)
Travelling and Conveyance	7.10	0	101.79	2	(93)
Communication charges	32.51	1	39.74	1	(18)
Rates and taxes	20.41	0	13.35	0	53
Others	125.56	2	216.33	4	(42)
<b>Total</b>	<b>661.96</b>	<b>12</b>	<b>943.24</b>	<b>16</b>	<b>(30)</b>

### Exceptional Items

Exceptional item in FY 2020-21 is ₹ 46.62 Million and ₹ 82.00 Million for FY 2019-20. Exceptional item refers to gain due to reversal of contingent consideration payable to Appland.

### Share of loss from Associates

Share of loss of Associates in FY 2020-21 is ₹ 5.69 Million and NIL for FY 2019-20. Share of loss from Associates refers to loss for the year from Rob0 investment.

### Profit before Tax

The Profit/(Loss) before Tax of ₹ 663.78 Million in the current FY 2020-21, as compared to ₹ 434.73 Million during the previous year, represents a 53% increase in profitability over the previous year.

### Provision for Taxation

The amount provided for taxation in the current FY 2020-21 is ₹ 203.92 Million as against ₹ 158.90 Million provided in FY 2019-20 and this represents a 28% increase in tax expense over the previous year. Effective tax rate in FY 2020-21 has come down to 30.7% from 36.6% in FY 2019-20.

### Other Comprehensive Income

Other Comprehensive income for the year 2020-21 includes gain of ₹ 77.58 Million on account of exchange differences in translating the financial statements of foreign operations and gain of ₹ 0.57 Million due to re-measurements of defined benefit liabilities. Other Comprehensive income /(loss) was ₹ 78.15 Million in FY 2020-21 as compared to ₹ 146.26 Million in the FY 2019-20.

### Total Comprehensive Income for the year

The Total Comprehensive Income is ₹ 538.01 Million in the current FY 2020-21, as compared to ₹ 422.10 Million during the previous FY 2019-20.

## FINANCIAL CONDITION

### Non-Current Assets

#### Property, Plant and Equipment, Capital Work-in-Progress and Intangible Assets

The Company incurred an amount of ₹ 75.42 Million in Capex for FY'2020-21.

Capital Work-in-Progress represents the cost of the assets that are not ready for their intended use at the Balance Sheet date. There is an increase of ₹ 1.32 Million in Capital Work-in-Progress on account of assets put to use during the FY 2020-21.

#### Intangible Asset under Development

Intangible asset under Development refers to capitalization of Research and Development cost for new Game Streaming Platform pertaining to ₹ 182.70 Million

#### Right to use assets

Right to use Assets refers to Financial Lease obligation accounted under Ind AS 116. Right to use Assets as on March 31, 2021 are ₹ 76.74 Million as compared to ₹ 136.08 Million as on March 31, 2020. Decrease refers to Lease Modification for Headquarters and Lease termination at one of location in India due to continuing Covid pandemic.

#### Non-current Financial Assets

Non-current Financial Assets include Investments, Loans and Other Financial Assets. Non-Current Financial Assets as on March 31, 2021 are ₹ 669.77 Million as compared to ₹ 339.21 Million as on March 31, 2020, representing increase of ₹ 330.56 Million. Increase in non-current investment value.

#### Other Non-Current Assets

Other Non-Current Assets as on March 31, 2021 are ₹ 2,536.87 Million as compared to ₹ 2189.20 Million as on March 31, 2020, representing increase of ₹ 347.67 Million. The increase is due to Contract acquisition cost payment ₹ 208.33 Million and increase in Balances with Statutory Authorities ₹ 112.33 Million.

#### Current Assets

##### Current Investments

Current Investments as on March 31, 2021 is ₹ 791.72 Million as compared to ₹ 1,554.94 Million as at March 31, 2020. Thereby representing reduction of ₹ 763.22 Million.

##### Trade receivables

The Trade Receivables (net of Provision for Doubtful Trade Receivables) amount to ₹ 1,516.84 Million as on March 31, 2021 as against ₹ 1,598.85 Million as on March 31, 2020.

##### Cash and cash equivalents

Cash and cash equivalents as on March 31, 2021 is ₹ 2661.62 Million as against a balance of ₹ 2,744.86 Million as on March 31, 2020. The Group generated net cash of ₹ 394.13 Million from operating activities.

##### Loans

Loans and advances outstanding as on March 31, 2021 is ₹ 7.51 Million as compared to ₹ 12.69 Million outstanding as on March 31, 2020, thus representing a decrease of ₹ 5.18 Million mainly on account of security deposits reclassified to non-current.

##### Investment in Associates

Investment in Associates as on March 31, 2021 is ₹ 48.48 Million refers to Investment made during year in Rob0 for 10% Equity.

#### Other financial assets

The Other financial assets as on March 31, 2021 is ₹ 543.56 Million as compared to ₹ 795.08 Million as on March 31, 2020, representing a decrease of ₹ 251.52 Million. The decrease was mainly on account unbilled revenue.

#### Other current assets

Other current assets as on March 31, 2021 is ₹ 493.20 Million as compared to ₹ 634.79 Million outstanding as on March 31, 2020, representing a decrease of ₹ 141.59 Million mainly on account of decrease in Prepaid expenses Marketing cost Telefonica and Balance with Statutory authorities due to re-classification to Non-current assets.

#### Equity and Liabilities

##### Equity

##### Equity Share Capital

The Authorized Share Capital of the Group is ₹ 1,500 Million, comprising of 149,500,000 equity shares of ₹ 10/-each and 500,000 preference shares of ₹ 10/- each.

As at March 31, 2021, the Group has 104,496,313 equity shares of ₹ 10/- each as Issued, Subscribed and Paid-up Capital which was 105,696,202 shares at March 31, 2020.

##### Other Equity

A summary of the Other Equity is given below:

	(₹ Millions)	
	As at March 31, 2021	As at March 31, 2020
Capital Redemption Reserve	176.48	154.00
Securities premium	2,384.29	2,403.49
Stock Options outstanding	28.50	153.92
General Reserve	132.39	13.20
Foreign Currency Translation Reserve	182.09	104.51
Retained Earnings	2,318.65	2,021.09
Other items of Other Comprehensive Income	(6.32)	(6.89)
<b>Total</b>	<b>5,216.08</b>	<b>4,843.32</b>

Foreign Currency Translation Reserve comprises of the exchange difference relating to the translation of the financial results and net assets of the Company's foreign operations from their respective functional currencies to the Company's presentation currency.

The surplus retained in the Statement of Profit and Loss as at March 31, 2021 is ₹ 2,318.65 Million.

The total Net Worth of the Group as at March 31, 2021 is ₹ 6,261.04 Million with the book value of each share being ₹ 59.92/- (Face value of ₹ 10/- each). The corresponding numbers for the previous FY are ₹ 5,900.28 Million and ₹ 55.82 respectively.

## Liabilities

### Non-Current Liabilities

#### Lease liabilities

The Lease liabilities outstanding as on March 31, 2021 are ₹ 61.67 Million as compared to ₹ 106.87 as on March 31, 2020. This represents Long term maturities of Finance Lease obligation as per IND AS 116 'Accounting of Leases'. The reduction is mainly due to Termination of Lease at Gurgaon location and modification of lease at Headquarters.

#### Other Financial liabilities

The Long-term liabilities outstanding as on March 31, 2021 are NIL and ₹ 75.67 Million as on March 31, 2020 which pertains to Contingent Consideration for Appland acquisition.

#### Long-term provisions

The Long-term Provisions outstanding as on March 31, 2021 are ₹ 135.55 Million as compared to ₹ 110.54 Million as on March 31, 2020, thus representing an increase of ₹ 25.01 Million. The increase is primarily on account of increase in provision for compensated absences based on accumulated leave credits of the employees and movement of Provision for Gratuity from current to non-current provisions.

#### Deferred Tax Liability

Deferred Tax Assets and Liabilities are recognized for the future tax consequences of temporary differences between carrying values of the assets and liabilities and their respective tax bases and are measured using enacted tax rates applicable on the Balance Sheet date. Deferred Tax Assets are recognized subject to management's judgment that realization is virtually certain. The Deferred Tax Liability (net) represents the deferred tax liability of the Group and as on March 31, 2021 is ₹ 1.09 Million as compared to ₹ 7.31 Million as on March 31, 2020.

#### Current Liabilities

The Current Liabilities outstanding as on March 31, 2021 are ₹ 2,603.16 Million as compared to ₹ 2,859.21 Million as on March 31, 2020, thus representing a decrease of ₹ 256.05 Million. Decrease is mainly on account of reduction in trade payable balance and offset by increase in provision for tax.

## Ratios

	As at March 31, 2021	As at March 31, 2020
Debtors Turnover	0.28	0.28
Inventory Turnover	N.A	N.A
Interest Coverage Ratio	N.A	N.A
Current Ratio	1.79	2.02
Debt Equity Ratio	N.A	N.A
Operating Profit Margin (%)	10.06	3.91
Net Profit Margin (%)	8.34	4.82

Debtors turnover ratio as on March 31, 2021 is 0.28 and remain almost the same as last year. Current ratio as on March 31, 2021 is 1.79 and 2.02 as on March 31, 2020. Headcount rationalization and cost optimization initiatives undertaken in current year has improved Operating profit margin to 10.06% from 3.91% last year. Net profit margin % has gone up in the current year March 2021 to 8.34% as compared to 4.82% in the last year because of increased profits and lower tax expense.

## MATERIAL DEVELOPMENTS IN HUMAN RESOURCES

### Talent Acquisition

Adjusting to the changing times, Talent Acquisition function adapted to a virtual hiring and onboarding process successfully. In the year 2020-21, we have virtually onboarded close to 60 candidates seamlessly. Along with the business team, TA team reformed to new ways of interviews by facilitating video call interviews, virtual job fairs, online campus placements and online technical assessments to evaluate applicants.

Roles we hired are in the skill areas of DevOps, UI UX, Ad sales, Business Intelligence, software engineer, corporate marketing, finance and operations.

In Stealth, we have hired software developers [Canada], software engineers, UI UX and Game content associates.

We actively participated in Virtual Career Fair for Women organized by Women In Technology or WiT India', which is a platform focused on increasing women participation in workforce associated with STEM. The job fair included one-day conference filled with dialogues, speaker sessions and live masterclasses with the sole purpose of identifying opportunities to grow and develop in the new normal was a one of its kind virtual conference which had a virtual footfall of 5000+ prospective candidates.

We also introduced a program called "Huddle – Break the Ice". Huddle is a program designed to meet and interact virtually with new joinees every quarter. It is an informal way of welcoming them to OnMobile, and a worthy way to gather information for any areas of improvement in the hiring and onboarding process. Another important aspect of this virtual meet is to talk about Employer Branding. This initiative has helped us increase the number of followers on our social media pages and create a higher level of engagement.

### Right- people Approach

FY 2020-21 was a year with focus org transformation, and building innovation capabilities. Adapting with the new normal, all our interventions were virtual and covered employees across the globe.

## Talent Management & Employee Engagement

In line with our business priorities, we delivered interventions in the areas of Behavioural/Leadership, Priorities as derived from the Reorganisation, Compliance, and Innovation. A quick summary of the interventions for this year is given below: -

Type of Intervention	Trainings	Target Audience	No. of employees covered	No. of unique employees covered	Total person-hours	Total person days*
Behavioral/ Leadership	LEAP (Courses on leadership and team effectiveness, communication impact and emotional intelligence)	Across Org (IC1-PM3)	335	302	1675	209
	Sales Intervention	CFU	72	72	600	75
	OnMobile Transformer Program (Senior Group)	Sr. Manager/ Directors	19	19	190	23
	OnMobile Transformer Program (Junior Group)	Managers	15	15	120	15
New Org Training	New Org Training	DevOps	211	137	5144	643
		PM&BE	55	48	1590	199
	Udemy/SimpliLearn	Digital Marketing + PM&BE	34	34	1836	229
	Certifications (Mudra Institute)	Digital Marketing	3	3	287	36
Compliance	ISMS and GDPR	Dev Ops+PM&BE	734		1030	129
Innovation	Design Thinking	PM&BE + TAM	16		168	21
	<b>Total</b>		<b>1494</b>		<b>12640</b>	<b>1580</b>

\*One - person day = 8 hrs of training

As can be seen from the table above, we have covered nearly 1500 employees (non-unique) through different interventions. These interventions were global across geographies.

We started a very ambitious project, called **LEAP**, where we engaged our HR team certified facilitators) to impart training on topics, such as, leadership and team effectiveness, communication impact, and Emotional Intelligence.

We successfully concluded our high performance coaching program, OTP – **Onmobile Transformers Program**, which was kicked off in August 2019. Post the individual assessment, the learners underwent coaching using certified coaches over a 6-month period, in line with their identified areas of development. Now, they are successfully applying these learnings in their lives.

Another initiative, focused on building the sales competencies of our sales population commenced and is successfully running in two batches.

We revamped our bi-monthly Newsletter to make the content more appealing to the readers. We introduced a couple of new sections and features. In addition to this, we now have an advertising plan for internal branding of every edition.

We have collaborated with **YourDost**, one of India's leading online and emotional wellness platforms. This is a step towards ensuring our employees' holistic wellness so that they are their happiest and brightest selves all the time, and the platform is accessible to our Global employees at all times.

We believe that an engaged, happy employee is most productive. And in line with our thought process, we conducted a **Global Employee Survey (GES)**, which measured the level of employee satisfaction and engagement on various themes such as quality of Leadership, Values & Culture, Pride in the organisation, Recognition, Job Satisfaction, Work environment, Mental & Emotional well-being etc. Various projects have been taken up to address the challenges highlighted as the outcome of the survey analysis.

### CAUTIONARY STATEMENT

Statements in the Management Discussion and Analysis describing the industry' projections and estimates (which are based on reliable third party sources) as well as Company's objectives, estimates, projections and expectations may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could influence the Company's operations include economic developments within the country, demand and supply conditions in the industry, changes in Government regulations, tax laws and other factors such as litigation and labour relations.



# Business Responsibility Report

## SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

1. Corporate Identity Number (CIN) of the Company: **L64202KA2000PLC027860**
2. Name of the Company: OnMobile Global Limited
3. Registered address: Tower#1, 94/1C & 94/2 Veerasandra Village, Attibele Hobli, Anekal Taluk, Electronic City Phase-1, Bengaluru-560100, Karnataka, India.
4. Website: www.onmobile.com
5. E-mail id: Investors@onmobile.com
6. Financial Year reported: 2020-2021
7. Sector(s) that the Company is engaged in (industrial activity code-wise) : Telecom-Value Added Services (NIC Code:61900)
8. List three key products/services that the Company manufactures/provides (as in balance sheet)  
The 3 key products of OnMobile Global Limited are:
  - i. Ring Back Tones(RBT)
  - ii. Converged Value Added Services(CVAS)
  - iii. Games
9. Total number of locations where business activity is undertaken by the Company
  - (a) Number of International Locations (Provide details of major 5)
    - i. Asia Pacific
    - ii. Middle-East & Africa
    - iii. Europe
    - iv. North America
    - v. Latin America
  - (b) Number of National Locations
    - i. Mumbai (Branch)
    - ii. Bengaluru (Registered Office)
10. Markets served by the Company – Local/State/National/International: OnMobile Global Limited provides its services in more than 70 countries worldwide.

## SECTION B: FINANCIAL DETAILS OF THE COMPANY

1. Paid up Capital (INR) : 1,044.96 Mn
2. Total Turnover (INR) : 1946.82 Mn
3. Total profit after taxes (INR): 116.05 Mn
4. Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%): 2% of average

net profits of the Company made during the three immediately preceding financial years

5. List of activities in which expenditure in 4 above has been incurred: -

In line with the CSR activities listed in Schedule VII of the Companies Act, 2013, the Company has identified health care including preventive health care as its primary focus area and decided to fund free hearing aids for the needy. The Company identified the focus area having relevance to the Company's core offering, enabling people to express themselves through sound as this CSR initiative aligns Company's identity with a relevant cause.

The Company contributed ₹ 4,53,000 to Society to Aid the Hearing Impaired (SAHI), a registered NGO working with hearing impaired underprivileged children from rural backgrounds. This was used for procuring machines for neonatal screening and digital hearing aids.

The Company released ₹ 4,70,000 for VAANI which works in the space of providing sound and communication to the hearing impaired. This was spent on early identification of hearing impairment through SOHUM device, building capability of parents and children through virtual trainings and home visits, and public engagement activities.

Company also contributed ₹ 50,00,000/- to Prime Minister's Citizen Assistance and Relief in Emergency Situations Fund (PM CARES Fund) to support COVID relief activities.

## SECTION C: OTHER DETAILS

1. Does the Company have any Subsidiary Company/Companies?  
Yes. However, all the subsidiaries of the Company are incorporated outside India.
2. Do the Subsidiary Company/Companies participate in the BR Initiatives of the parent Company? If yes, then indicate the number of such subsidiary Company(s)  
Our business responsibility initiatives are mainly focused on the parent company in India. However, subsidiaries of the Company share the initiatives to the extent relevant and in accordance with the law of the County in which they operate.
3. Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%]

Suppliers and distributors have not been made part of our business responsibility initiatives as of now, however the company encourages them to participate to the extent possible.

## SECTION D: BR INFORMATION

### 1. Details of Director/Directors responsible for BR

(a) Details of the Director/Director responsible for implementation of the BR policy/policies

1. DIN Number: 06890830
2. Name: Francois-Charles Sirois
3. Designation: Executive Chairman

(b) Details of the BR head

No.	Particulars	Details
1	DIN Number (if applicable)	06890830
2	Name	Francois-Charles Sirois
3	Designation	Executive Chairman
4	Telephone number	+ 91 80 40096000
5	e-mail id	fcsirois@onmobile.com

2. Principle-wise (as per NVGs) BR Policy/policies

(a) Details of compliance (Reply in Y/N)

No. Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
1 Do you have a policy/ policies for....	Y	N	Y	Y	Y	Y	Y	Y	Y
2 Has the policy being formulated in consultation with the relevant stakeholders?	Y	NA	Y	Y	Y	Y	Y	Y	Y
3 Does the policy conform to any national / international standards? If yes, specify? (50 words)	Anti-Bribery Policy is also in conformity to a. The Foreign Corrupt Practices Act, 1977 (FCPA) b. The Bribery Act, 2010 (UKBA)	NA	It is governed by Sexual harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013	Y	Child labour/ forced labour is governed as per International Labor Organization (ILO)'s Declaration on Fundamental Principles and Rights at Work	Y	Y	Y	Y
4 Has the policy being approved by the Board?	Y	NA	Y	Y	Y	Y	Y	Y	Y
If yes, has it been signed by MD/ owner/ CEO/ appropriate Board Director?	Y	NA	Y	Y	Y	Y	Y	Y	Y
5 Does the Company have a specified committee of the Board/ Director/ Official to oversee the implementation of the policy?	Y	NA	Y	Y	Y	Y	Y	Y	Y
6 Indicate the link for the policy to be viewed online?	Links are provided below the table except for P2								
7 Has the policy been formally communicated to all relevant internal and external stakeholders?	Yes. Internal stakeholders through intranet and External stakeholders through Company website	NA	Yes. Internal stakeholders through intranet and External stakeholders through Company website	Yes. Internal stakeholders through intranet and External stakeholders through Company website	Yes. Internal stakeholders through intranet and External stakeholders through Company website	Yes. Internal stakeholders through intranet and External stakeholders through Company website	Yes. Internal stakeholders through intranet and External stakeholders through Company website	Yes. Internal stakeholders through intranet and External stakeholders through Company website	Yes. Internal stakeholders through intranet and External stakeholders through Company website
8 Does the Company have in-house structure to implement the policy/ policies?	Y	NA	Y	Y	Y	Y	Y	Y	Y
9 Does the Company have a grievance redressal mechanism related to the policy/ policies to address stakeholders' grievances related to the policy/ policies?	Y	NA	Y	Y	Y	Y	Y	Y	Y
10 Has the Company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	Y	NA	Y	Y	Y	Y	Y	Y	Y

Website links to our policies:

<p><b>Policy 1: Code of business conduct and ethics</b>  <a href="https://www.onmobile.com/sites/default/files/Code_of_Conduct.pdf">https://www.onmobile.com/sites/default/files/Code_of_Conduct.pdf</a>  <b>Whistle Blower Policy</b>  <a href="https://www.onmobile.com/sites/default/files/policy/OnMobile_Whistle_Blower_Policy.pdf">https://www.onmobile.com/sites/default/files/policy/OnMobile_Whistle_Blower_Policy.pdf</a></p>	<p><b>Policy 6: Code of business conduct and ethics</b>  <a href="https://www.onmobile.com/sites/default/files/Code_of_Conduct.pdf">https://www.onmobile.com/sites/default/files/Code_of_Conduct.pdf</a></p>
<p><b>Policy 3: Code of business conduct and ethics</b>  <a href="https://www.onmobile.com/sites/default/files/Code_of_Conduct.pdf">https://www.onmobile.com/sites/default/files/Code_of_Conduct.pdf</a>  Also, POSH Policy (internally published)</p>	<p><b>Policy 7: Code of business conduct and ethics</b>  <a href="https://www.onmobile.com/sites/default/files/Code_of_Conduct.pdf">https://www.onmobile.com/sites/default/files/Code_of_Conduct.pdf</a></p>
<p><b>Policy 4: Code of business conduct and ethics</b>  <a href="https://www.onmobile.com/sites/default/files/Code_of_Conduct.pdf">https://www.onmobile.com/sites/default/files/Code_of_Conduct.pdf</a>  <b>Whistle Blower Policy</b>  <a href="https://www.onmobile.com/sites/default/files/policy/OnMobile_Whistle_Blower_Policy.pdf">https://www.onmobile.com/sites/default/files/policy/OnMobile_Whistle_Blower_Policy.pdf</a></p>	<p><b>Policy 8: Corporate Social Responsibility Policy</b>  <a href="https://www.onmobile.com/sites/default/files/cg_policy/Corporate_Social_Responsibility_Policy.pdf">https://www.onmobile.com/sites/default/files/cg_policy/Corporate_Social_Responsibility_Policy.pdf</a></p>
<p><b>Policy 5: Code of business conduct and ethics</b>  <a href="https://www.onmobile.com/sites/default/files/Code_of_Conduct.pdf">https://www.onmobile.com/sites/default/files/Code_of_Conduct.pdf</a></p>	<p><b>Policy 9: Code of business conduct and ethics</b>  <a href="https://www.onmobile.com/sites/default/files/Code_of_Conduct.pdf">https://www.onmobile.com/sites/default/files/Code_of_Conduct.pdf</a></p>

(b) If answer to the question at serial number 1 against any principle, is 'No', please explain why:

No.	Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
1	The Company has not understood the Principles	-	-	-	-	-	-	-	-	-
2	The Company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles	-	✓	-	-	-	-	-	-	-
3	The Company does not have financial or manpower resources available for the task	-	-	-	-	-	-	-	-	-
4	It is planned to be done within next 6 months	-	-	-	-	-	-	-	-	-
5	It is planned to be done within the next 1 year	-	-	-	-	-	-	-	-	-
6	Any other reason (please specify)	-	-	-	-	-	-	-	-	-

**Note:** Since the Company is into Telecom Value Added Services, it does not have any specific policies which are covered for manufacturing organizations. However, corporate policies relevant to Company's business are framed and/or modified from time to time. Policies have been implemented and followed as per industry norms and/or best practices.

### 3. Governance related to BR

(a) Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year

The Board of Directors/ Committees of the Board / CEO would assess the BR performance of the Company as and when required.

(b) Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?

Yes. OnMobile is included in the list of top 1000 companies of National Stock Exchange of India Ltd. (NSE) and BSE Limited (BSE) as per the market capitalization as on March 31, 2021 and the Company is publishing BRR in the Annual Report 2021. The hyperlink is <https://www.onmobile.com/sites/default/files/FY-2021-Annual-Report.pdf>

## SECTION E: PRINCIPLE-WISE PERFORMANCE

### Principle 1: Businesses should conduct and govern themselves with Ethics, Transparency and Accountability

1. Does the policy relating to ethics, bribery and corruption cover only the Company? No.

Does it extend to the Group/Joint Ventures/ Suppliers/ Contractors/NGOs /Others? Yes.

The Company has adopted the Code of Business Conduct and Ethics, which details the minimum acceptable ethical and responsible business practices for employees, agents, suppliers, vendors, NGOs and business partners. The Company is committed to transparency and best practices. This code warrants compliance with laws prohibiting child labor, taking responsibility for the health and safety of their employees.

Also, the Company has adopted Anti-Bribery Policy, which aims to set up a framework to facilitate the Company and its employees to comply with the international standards on anti-bribery and to communicate the Company's views and values on anti - bribery compliance. This Policy is applicable to all employees of the Company (including Board of Directors), agents, vendors, venture partners, business partners, customers/ clients, associates, contract/ sub-contractors, interns and other third parties/affiliates.

2. How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.

No shareholder's complaints were pending for resolution as on March 31, 2021. Details of the number of complaints received, pending and resolved are given in the 'Report on Corporate Governance'. Details of customer tickets and resolution status thereof has been provided elsewhere in this report.

### Principle 2: Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle

1. List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/ or opportunities.

The Company's business activity is to cater to mobile entertainment and content services to mobile operators, along with digital marketing for the said services. The Company complies with applicable laws and regulations.

2. For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product (optional).

(a) Reduction during sourcing/production/ distribution achieved since the previous year throughout the value chain?

(b) Reduction during usage by consumers (energy, water) has been achieved since the previous year?

Since the Company's business activity is to cater mobile entertainment and content services

to mobile operators and not related to any manufacturing activity, the reporting on use of energy, water, raw material etc., is not applicable.

3. Does the Company have procedures in place for sustainable sourcing (including transportation)?

(a) If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.

The Company maintains a healthy relationship with its content providers, vendors, agencies and other suppliers, and the business policies of the Company include them in its growth.

4. Has the Company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work?

(a) If yes, what steps have been taken to improve their capacity and capability of local and small vendors?

Most of the mobile entertainment and content services provided by the Company through mobile operators is based on video, music, gaming and editorial content procured or sourced locally from the content providers/agencies of respective geographies.

5. Does the Company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so.

As the Company is a service provider in mobile entertainment and content space, it does not discharge any effluent or waste.

### Principle 3: Businesses should promote the wellbeing of all employees

1. Please indicate the Total number of employees:

686 (OnMobile Global Limited only)

2. Please indicate the Total number of employees hired on temporary/contractual/casual basis:

12

3. Please indicate the Number of permanent women employees:

123

4. Please indicate the Number of permanent employees with disabilities:

Nil

5. Do you have an employee association that is recognized by management:

Nil

6. What percentage of your permanent employees is members of this recognized employee association?

Not Applicable

7. Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.

No.	Category	No of complaints filed during the financial year	No of complaints pending as on end of the financial year
1	Child labour/forced labour/involuntary labour	Nil	Nil
2	Sexual harassment	1	0
3	Discriminatory employment	Nil	Nil

8. What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year?
- Permanent Employees: 40%
  - Permanent Women Employees: 50%
  - Casual/Temporary/Contractual Employees: Nil
  - Employees with Disabilities: NA

**Principle 4: Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized.**

- Has the Company mapped its internal and external stakeholders?  
Yes, All employees of the Company including Board of Directors, agents, vendors, subsidiaries, venture partners, business partners, customers/ clients, associates, contractors/ sub-contractors, interns and other third parties have been mapped as stakeholders.
- Out of the above, has the Company identified the disadvantaged, vulnerable & marginalized stakeholders?  
Yes
- Are there any special initiatives taken by the Company to engage with the disadvantaged, vulnerable and marginalized stakeholders. If so, provide details thereof, in about 50 words or so?  
Yes, the Company engages with disadvantaged, vulnerable and marginalized stakeholders depending on the need and requirements. The Company through its CSR initiatives strives to bring positive change in lives of hearing impaired underprivileged children from rural background.

**Principle 5: Businesses should respect and promote human rights**

- Does the policy of the Company on human rights cover only the Company or extend to the Group/Joint Ventures/Suppliers/Contractors/NGOs/Others?  
Yes. The Company's policy on human rights covers not only the Company but extends to its group companies,

joint ventures, suppliers, and contractors etc.,

- How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?

Details of the number of shareholder's complaints received, pending and resolved are given in the "Report on Corporate Governance". Also, details of complaints received and disposed of in relation to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 are given elsewhere in this report.

**Principle 6: Business should respect, protect, and make efforts to restore the environment**

- Does the policy related to Principle 6 cover only the Company or extends to the Group/Joint Ventures/Suppliers/Contractors/NGOs/others.

Yes, Our Code of business conduct and ethics covers all our locations and all our stakeholders.

- Does the Company have strategies/ initiatives to address global environmental issues such as climate change, global warming, etc.? Y/N. If yes, please give hyperlink for webpage etc.

Though not engaged into any production activity releasing environmental pollutants, the Company has concern to address environmental issues like global warming and climate change, taken initiatives towards conservation and preservation of energy and water, reduced usage of plastic and effective waste recycling at all our business premises.

- Does the Company identify and assess potential environmental risks?

Yes

- Does the Company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed?

Since the Company works on software related (Telecom VAS) activities, no project related to Clean Development Mechanism has been undertaken.

- Has the Company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc? Y/N. If yes, please give hyperlink for web page etc.

No, However the Company strives for optimal utilization of energy and water at all its business premises.

- Are the Emissions/Waste generated by the Company within the permissible limits given by CPCB/SPCB for the financial year being reported?

Yes. Emissions and waste generated by the Company are well within the permissible limits

- Number of show cause/legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.

No show cause/ legal notices have been received from CPCB/SPCB.

**Principle 7: Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner**

1. Is your Company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with:  
Yes. Bangalore Chamber of Industry and Commerce
2. Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No; if yes specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others)  
Yes, as and when required.

**Principle 8: Businesses should support inclusive growth and equitable development**

1. Does the Company have specified programmes/ initiatives/projects in pursuit of the policy related to Principle 8? If yes details thereof.  
The Company identified the focus area having relevance to the Company's core offering, enabling people to express themselves through sound as this CSR initiative aligns Company's identity with a relevant cause. OnMobile has associated with Society to Aid the Hearing Impaired (SAHI), a registered NGO working with hearing impaired underprivileged children from rural background. The Company also partnered with a Bangalore based NGO VAANI which works in the space of providing sound and communication to the hearing impaired.
2. Are the programmes /projects undertaken through in-house team/own foundation/external NGO/government structures/any other organization?  
The CSR initiatives taken up by the Company are in association with Society to Aid the Hearing Impaired (SAHI). SAHI is a group of ENT surgeons, audiologists and hospital management professionals who came together in year 2004 to launch the organization. Further, the Company partnered with another NGO called VAANI. VAANI works in the space of communication enablement for the hearing impaired kids in and around Bangalore.
3. Have you done any impact assessment of your initiative?  
We released a lump sum of ₹ 4,53,000 to SAHI for the cochlear implant surgeries and the rehab process. The fund utilization report ratifies the amount was spent in procuring machines for neonatal screening and digital hearing aids.  
In addition to this, fund for VAANI was also released a sum of ₹ 4,70,000 in lump sum. The funds have been utilized appropriately and we assessed the utilization impact. They had shared a plan at the beginning of the year and we assessed the utilization impact accordingly.

4. What is your Company's direct contribution to community development projects- Amount in INR and the details of the projects undertaken?  
The Company contributed ₹ 4,53,000 to Society to Aid the Hearing Impaired (SAHI), a registered NGO working with hearing impaired underprivileged children from rural backgrounds. This has been used for procuring machines for neonatal screening and digital hearing aids.  
The Company released ₹ 4,70,000 for VAANI which works in the space of providing sound and communication to the hearing impaired. This was spent on early identification of hearing impairment through SOHUM device, building capability of parents and children through virtual trainings and home visits, and public engagement activities.  
Company also contributed ₹ 50,00,000/- to Prime Minister's Citizen Assistance and Relief in Emergency Situations Fund (PM CARES Fund).
5. Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.  
Yes, we have continuously been in touch with the SPOCs from the NGO's to ensure that the money has been spent as per the plan.

**Principle 9: Businesses should engage with and provide value to their customers and consumers in a responsible manner**

1. What percentage of customer complaints/consumer cases are pending as on the end of financial year.  
We got about 6600 customer tickets during FY 2020-21 and we have about 22 open tickets. This amount to about 0.33% tickets open.
2. Does the Company display product information on the product label, over and above what is mandated as per local laws? Yes/No/N.A. /Remarks (additional information)  
Not applicable. the Company is into mobile value added services business and provide services to telecom operators.
3. Is there any case filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behavior during the last five years and pending as on end of financial year. If so, provide details thereof, in about 50 words or so.  
No
4. Did your Company carry out any consumer survey/ consumer satisfaction trends?  
The Company provide services to telecom operators. End consumer interaction is done by telecom operators. Hence, the Company do not conduct any consumer survey.

# INDEPENDENT AUDITOR'S REPORT

To the Members of Onmobile Global Limited

## Report on the Audit of the Standalone Financial Statements

### Opinion

We have audited the standalone financial statements of Onmobile Global Limited ("the Company"), which comprise the standalone balance sheet as at 31 March 2021, and the standalone statement of profit and loss (including other comprehensive income), standalone statement of changes in equity and standalone statement of cash flows for the year then ended, and notes to the standalone financial statements, including a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2021, and profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the *Auditor's Responsibilities for the Audit of the Standalone Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the Standalone financial statements.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

<b>Impairment of Investments (including other receivables) in subsidiaries – See note 4, note 9 and note 10 to the Standalone financial statements</b>	
<b>The key audit matter</b>	<b>How the matter was addressed in our audit</b>
<p>The Company has significant investment in subsidiaries and has other receivable from subsidiaries amounting to INR 3,074.46 million (net of impairment and allowance amounting to INR 1,076.18 million) which accounts for 37.33% of total assets of the Company as at 31 March 2021. The Company recorded an impairment loss and allowance of INR 83.73 million and INR 30.52 million respectively during the current year to reflect business outlook for certain markets operated through its subsidiaries.</p> <p>The changes in business environment including impact of COVID-19 pandemic on budgets and forecasts and uncertainties caused by external factors may affect the anticipated performance of subsidiaries and recoverability of investment in subsidiaries and certain other receivables.</p> <p>The annual impairment testing was significant to our audit, because of the financial quantum of the assets as well as the critical judgements, estimates and assumptions involved.</p> <p>Significant judgment is required in forecasting the future cash flows, together with the rate at which they are discounted.</p>	<p>In view of the significance of the matter, following audit procedures were applied, among others to obtain sufficient audit evidence:</p> <ul style="list-style-type: none"> <li>Assessed the design, implementation and operating effectiveness of key controls in respect of the Company's impairment analysis process including evaluation and approval of forecasts, and the valuation model used;</li> <li>Examined the recoverable value computations prepared by the Company;</li> <li>Challenged the key assumptions used in cash flow forecasts for arriving at the recoverable amount. This includes growth rates, profitability, discount rates, etc. with reference to our understanding of the business and historical trend. Performed sensitivity analysis considering possible changes in key assumptions used;</li> <li>Involved our valuation specialists to examine the valuation methodology and key assumptions;</li> <li>We performed an analysis of the forecasts by comparing them with the historical growth trends, agreeing the forecasts used in prior year models to its actual performance of the business. We have also agreed the forecasts to the Company approved plans;</li> <li>Evaluated the adequacy of disclosures made in the standalone financial statements.</li> </ul>



## Key Audit Matters (continued)

<b>Recoverability of Trade and unbilled receivables including receivables from subsidiaries – See note 6 and note 10 to the Standalone financial statements</b>	
<b>The key audit matter</b>	<b>How the matter was addressed in our audit</b>
<p>The Company has trade receivables including unbilled receivables from external parties amounting to INR 447.71 million (net of allowance for expected credit loss INR 124.18 million). Receivables from subsidiaries amounts to INR 308.51 million (net of expected credit loss INR 188.47 million) as at 31 March 2021.</p> <p>The Company's customers and subsidiaries operate in a number of geographical locations having different credit profiles. Further, considering the quantum of the balances and the risk of some of the trade receivables not being recoverable judgement is required to evaluate the adequacy of allowance recorded to reflect the credit risk including due to the current COVID-19 situation, if any.</p> <p>Judgement is required in determining the level of allowance for expected credit losses to be recorded in respect of such receivables using the life time expected credit losses analysis.</p> <p>Recoverability of trade and other receivables was an area of focus for us because of significance of the amounts involved in context of the standalone financial statements and involvement of critical estimates</p>	<p>In view of the significance of the matter, following audit procedures were applied, among others to obtain sufficient audit evidence:</p> <ul style="list-style-type: none"> <li>• Tested the design of internal financial controls and operating effectiveness of the relevant key controls with respect to assessment of adequacy of allowance for expected credit loss.</li> <li>• Enquired with Company on the significant and long overdue balances with reference to recent history of default or disputes and tested the ageing profile of the relevant trade and other receivables and receivables from subsidiaries.</li> <li>• Assessed the level of allowance for expected credit losses by analysing the historical cash collection trends, the local economic environment.</li> <li>• Our procedure also includes assessing the possible effects from the COVID-19 pandemic in each of the geographies for both external customers and its subsidiaries.</li> </ul>

<b>Taxation - See note 28 to the Standalone financial statements</b>	
<b>The key audit matter</b>	<b>How the matter was addressed in our audit</b>
<p>The Company's operations are majorly based out of units registered as Special Economic Zone (SEZ). Accordingly, the Company historically enjoyed certain deductions/benefits with respect to payment of income-tax and other indirect taxes, some of which are subject matters of dispute with tax authorities.</p> <p>The Company periodically assesses its tax positions, which include examination by the external tax consultant and tax counsels appointed by the Company. Judgment is required in assessing the range of possible outcomes for some of these tax matters.</p> <p>The possible outcomes, could change significantly over time as each of the matter progresses depending on experience on actual assessment proceedings by tax authorities and other judicial precedents.</p> <p>Where the amount of tax liabilities is uncertain, the Company recognises accruals/contingent liability which reflect the Company's best estimate of the outcome based on the facts as at the reporting date. Thus, there is a risk of incorrect accounting of accruals and disclosure of contingent liability for tax.</p> <p>Accordingly, the assessment of potential tax liabilities and uncertain tax positions involves significant judgement and accordingly was an area of focus.</p>	<p>In view of the significance of the matter, following audit procedures were applied, among others to obtain sufficient audit evidence:</p> <ul style="list-style-type: none"> <li>• Tested the design of internal financial controls and operating effectiveness of the relevant key controls with respect to direct and indirect taxes;</li> <li>• We obtained list of ongoing litigations and tax computations for the current year;</li> <li>• We analysed select key correspondences with the tax authorities to identify any additional tax litigation or update from old litigations;</li> <li>• We analysed Company's judgment regarding the eventual resolution of matters with various tax authorities. In this regard, we understood how Company has considered past experience, where available, with the tax authorities in the respective jurisdictions;</li> <li>• We also considered external expert opinion and consultation made by the Company for significant matters during current and past periods;</li> <li>• We used our own tax specialist's expertise to assess the key assumptions made by the Company.</li> </ul>

## **Information Other than the Standalone Financial Statements and Auditor's Report Thereon**

The Company's Management and Board of Directors are responsible for the other information. The other information comprises of Management Reports such as Board's Report, Management Discussion and Analysis, Corporate Governance Report and Business Responsibility Report (but does not include the Financial Statements and our Auditor's Report thereon) which we obtained prior to the date of this Auditor's Report, and the remaining reports, which are expected to be made available to us after that date.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

When we read the other sections of Annual Reports (other than those mentioned above), if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the applicable laws and regulations.

## **Management's and Board of Director's Responsibility for the Standalone Financial Statements**

The Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, profit/loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

## **Auditor's Responsibilities for the Audit of the Standalone Financial Statements**

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures in the standalone financial statements made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of section 143 (11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. (A) As required by Section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The standalone balance sheet, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under section 133 of the Act.
  - e) On the basis of the written representations received from the directors as on 31 March 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2021 from being appointed as a director in terms of Section 164(2) of the Act.
  - f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- (B) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations as at 31 March 2021 on its financial position in its standalone financial statements - Refer Note 29 to the standalone financial statements;

- ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts – Refer Note 33 to the standalone financial statements;
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company; and
- iv. The disclosures in the Standalone Ind AS Financial Statements regarding holdings as well as dealings in specified bank notes during the period from 8 November 2016 to 30 December 2016 have not been made in these Standalone Ind AS Financial Statements since they do not pertain to the financial year ended 31 March 2021.

(C) With respect to the matter to be included in the Auditors' Report under section 197(16):

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

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

*Chartered Accountants*

Firm's Registration No: 101248W/W-100022

**Sampad Guha Thakurta**

*Partner*

Membership No: 060573

UDIN: 21060573AAAACC7846

Place: Bengaluru

Date: 28 May 2021

## Annexure A to the Independent Auditors' Report

In respect of the annexure referred to in Independent Auditor's Report to the members of the Company on the standalone financial statements of Onmobile Global Limited for the year ended 31 March 2021. We report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has a regular programme of physical verification of its fixed assets, by which all fixed assets are verified in a phased manner over a period of three years. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and basis our examination of the records of the Company, the Company does not hold any immovable properties as at 31 March 2021.
- (ii) The Company does not have any physical inventories and thus, paragraph 3 (ii) of the Order is not applicable to the Company.
- (iii) According to the information and explanations given to us the Company has granted unsecured loans to companies covered in register maintained under section 189 of the Companies Act, 2013 ('the Act').
  - (a) In our opinion, the rate of interest and other terms and conditions on which the loans have been granted to the Companies listed in the register maintained under section 189 of the Act are not, prima facie, prejudicial to the interest of the Company.
  - (b) In the case of the loans granted to the companies listed in the Register maintained under Section 189 of the Act, the borrowers have been regular in the repayment of the principal and payment of interest, wherever stipulated.
  - (c) There are no overdue amounts in respect of the loans granted to companies covered in register maintained under section 189 of the Act.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Act, with respect to the loans given, investments made and, guarantees and securities given, as applicable.
- (v) According to information and explanations given to us, the Company has not accepted any deposits during the year. Accordingly, paragraph 3(v) of the Order is not applicable to the Company.
- (vi) The Central Government of India has not prescribed the maintenance of cost records under section 148 (1) of the Act, for any of the activities of the Company.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, income-tax, goods and services tax, cess and other material statutory dues have generally been regularly deposited during the year with the appropriate authorities. According to the information and explanation given to us, the Company did not have any dues on account of sales tax, duty of customs and duty of excise.
 

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, goods and services tax, cess and other material statutory dues were in arrears as at 31 March 2021, for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no dues of income tax or service tax or goods and services tax or duty of Customs or duty of excise or value added tax which have not been deposited by the Company on account of any disputes except for the following:

Name of statute	Nature of dues	Amount disputed (INR in million)*	Period to which the amounts relates	Forum where dispute is pending
Income-tax Ordinance, 1984, Bangladesh (pertains to Bangladesh branch)	Income tax	2.26	FY 2009-10	High Court of Bangladesh
The Income-Tax Act, 1961	Income tax	1.16	FY 2007-08	Income Tax Appellate Tribunal (ITAT)
The Income-Tax Act, 1961	Income tax	127.32	FY 2013-14	Income Tax Appellate Tribunal (ITAT)
The Income-Tax Act, 1961	Income tax	0.87	FY 2014-15	Income Tax Appellate Tribunal (ITAT)

Name of statute	Nature of dues	Amount disputed (INR in million)*	Period to which the amounts relates	Forum where dispute is pending
The Income-Tax Act, 1961	Income tax	33.42	FY 2015-16	Income Tax Appellate Tribunal (ITAT)
Niger Tax laws (pertains to Niger branch)	Income tax & Value Added Tax	3.92	FY 2013 to FY 2019	Director General of Taxes, Niger
The Finance Act, 1994	Service tax	1,036.63	July 2012 to November 2016	Principal Commissioner, GST Commissionerate

\*net of amounts paid under protest and/ or adjusted against refund.

- (viii) The Company does not have any loans or borrowings from financial institutions, banks and government or has not issued any debentures.
- (ix) According to the information and explanations given to us, the Company has not raised any money by way of public issue or further public offer (including debt instruments) during the year.
- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.
- (xi) According to the information and explanations given to us and based on examination of the records of the Company, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act, where applicable, and details of such transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3 (xiv) of the Order is not applicable.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3 (xv) of the Order is not applicable.
- (xvi) According to the information and explanations given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, paragraph 3 (xvi) of the Order is not applicable.

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

*Chartered Accountants*

Firm's Registration No: 101248W/W-100022

**Sampad Guha Thakurta**

*Partner*

Membership No: 060573

UDIN: 21060573AAAACC7846

Place: Bengaluru

Date: 28 May 2021

## **Annexure B to the Independent Auditors' Report**

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**Annexure B to the Independent Auditor's Report on the standalone financial statements of Onmobile Global Limited ("the Company") for the year ended 31 March 2021**

**Report on the Internal Financial Controls with reference to aforesaid standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

**(Referred to in paragraph A (f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)**

### **Opinion**

We have audited the internal financial controls with reference to standalone financial statements of Onmobile Global Limited ("the Company") as of 31 March 2021 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to standalone financial statements and such internal financial controls were operating effectively as at 31 March 2021, based on the internal financial controls with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

### **Management's Responsibility for Internal Financial Controls**

The Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to standalone financial statements criteria established by the Company considering the essential components of internal controls stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (hereinafter referred to as "the Act").

### **Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to standalone financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone financial statements were established and maintained and whether such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial control with reference to standalone financial statements included obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to standalone financial statements.

### **Meaning of Internal Financial controls with Reference to Standalone Financial Statements**

A Company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to standalone financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.

### **Inherent Limitations of Internal Financial controls with Reference to Standalone Financial Statements**

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to standalone financial statements to future periods are subject to the risk that the internal financial controls with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

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

*Chartered Accountants*

Firm's Registration No: 101248W/W-100022

#### **Sampad Guha Thakurta**

*Partner*

Membership No: 060573

UDIN: 21060573AAAACC7846

Place: Bengaluru

Date: 28 May 2021



# STANDALONE BALANCE SHEET AS AT MARCH 31, 2021

(₹ in millions, except share and per share data, unless otherwise stated)

Particulars	Notes	As at March 31, 2021	As at March 31, 2020
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	3	106.79	111.64
Capital work-in-progress	3	3.49	2.44
Intangible assets	3	2.21	0.46
Right to use assets	16	72.72	125.00
<b>Financial assets</b>			
Investments	4	3,204.04	2,925.59
Loans	7	78.69	217.99
Other financial assets	9	269.92	211.36
Income tax assets (net)		1,056.24	1,064.83
Deferred tax assets (net)	28	552.22	584.09
Other non-current assets	12	149.92	149.92
		<b>5,496.24</b>	<b>5,393.32</b>
<b>Current assets</b>			
<b>Financial assets</b>			
Investments	5	791.72	1,554.94
Trade receivables	6	347.99	424.42
Cash and cash equivalents	11 (a)	208.90	276.77
Other bank balances	11 (b)	366.00	16.07
Loans	8	199.82	6.02
Other financial assets	10	700.66	675.89
Other current assets	13	125.61	105.67
		<b>2,740.70</b>	<b>3,059.78</b>
		<b>8,236.94</b>	<b>8,453.10</b>
<b>TOTAL EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity share capital	14	1,044.96	1,056.96
Other equity	15	5,969.34	6,022.91
		<b>7,014.30</b>	<b>7,079.87</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
<b>Financial Liabilities</b>			
Lease Liabilities	16	61.67	95.66
Provisions	18	135.55	110.54
		<b>197.22</b>	<b>206.20</b>
<b>Current liabilities</b>			
<b>Financial liabilities</b>			
Lease Liabilities	16	11.29	37.21
Trade payables		-	-
-Total outstanding dues of micro and small enterprises	17	-	-
-Total outstanding dues of creditors other than micro and small enterprises	17	730.69	824.87
Other financial liabilities	20	86.46	108.04
Provisions	19	4.85	3.47
Income tax liabilities (net)		75.86	93.60
Other current liabilities	21	116.27	99.84
		<b>1,025.42</b>	<b>1,167.03</b>
		<b>8,236.94</b>	<b>8,453.10</b>
Significant accounting policies	2		

The accompanying notes are an integral part of the standalone financial statements

As per our report of even date attached  
**For B S R & Co. LLP**  
Chartered Accountants  
Firm registration number: 101248W/W-100022

For and on behalf of the Board of Directors

**Sampad Guha Thakurta**  
Partner  
Membership Number- 060573

**François-Charles Sirois**  
Executive Chairman  
DIN- 06890830  
Place: Montreal, Canada  
Date: May 28, 2021

**Krishnan Seshadri**  
Chief Executive Officer  
Place: Bengaluru  
Date: May 28, 2021

Place: Bengaluru  
Date: May 28, 2021

**Sanjay Kapoor**  
Director  
DIN- 01973450  
Place: Gurgaon  
Date: May 28, 2021

**Sanjay Baweja**  
Chief Financial Officer  
Place: Gurgaon  
Date: May 28, 2021

**P V Varaprasad**  
Company Secretary  
M. No- FCS 5877  
Place: Bengaluru  
Date: May 28, 2021

# STANDALONE STATEMENT OF PROFIT AND LOSS

(₹ in millions, except share and per share data, unless otherwise stated)

Particulars	Notes	For the year ended March 31, 2021	For the year ended March 31, 2020
<b>INCOME</b>			
Revenue from operations	22	1,946.82	2,038.41
Other income	23	172.59	244.07
<b>Total income (A)</b>		<b>2,119.41</b>	<b>2,282.48</b>
<b>EXPENSES</b>			
Content fees and royalty		138.28	161.93
Contest expenses		51.07	63.01
Cost of software licenses and others		93.99	173.09
Employee benefit expenses	24	917.44	963.26
Finance costs	25	8.96	13.13
Depreciation and amortisation expenses	26	83.44	96.17
Other expenses	27	511.51	691.76
<b>Total expenses (B)</b>		<b>1,804.69</b>	<b>2,162.35</b>
<b>Profit before tax and exceptional item (C) = (A-B)</b>		<b>314.72</b>	<b>120.13</b>
Exceptional item (D)	39	(83.73)	(36.71)
<b>Profit before tax (E) = (C+D)</b>		<b>230.99</b>	<b>83.42</b>
<b>Tax expense</b>			
Current tax	28	83.31	155.95
Deferred tax	28	31.63	(57.38)
<b>Total tax (F)</b>		<b>114.94</b>	<b>98.57</b>
<b>Profit/(Loss) for the year (G) = (E-F)</b>		<b>116.05</b>	<b>(15.15)</b>
<b>Other comprehensive income (Net)</b>			
<i>Items that will not be reclassified to profit or loss</i>			
Remeasurements of the defined benefit liabilities / (asset)		0.81	(12.44)
Income tax relating to items that will not be reclassified to profit or loss		(0.24)	0.41
<i>Items that may be reclassified to profit or loss</i>			
Exchange differences in translating the financial statements of foreign operations		(4.94)	16.83
<b>Other comprehensive income for the year</b>		<b>(4.37)</b>	<b>4.80</b>
<b>Total comprehensive income for the year</b>		<b>111.68</b>	<b>(10.35)</b>
<b>Earnings per equity share</b>	34		
1. Basic (Face value of equity share of Rs 10/- each)		1.12	(0.14)
2. Diluted (Face value of equity share of Rs 10/- each)		1.11	(0.14)
Significant accounting policies	2		

## The accompanying notes are an integral part of the standalone financial statements

As per our report of even date attached

For and on behalf of the Board of Directors

**For BSR & Co. LLP**

Chartered Accountants

Firm registration number: 101248W/W-100022

**Sampad Guha Thakurta**

Partner

Membership Number- 060573

**François-Charles Sirois**

Executive Chairman

DIN- 06890830

Place: Montreal, Canada

Date: May 28, 2021

**Krishnan Seshadri**

Chief Executive Officer

Place: Bengaluru

Date: May 28, 2021

**Sanjay Kapoor**

Director

DIN- 01973450

Place: Gurgaon

Date: May 28, 2021

**Sanjay Baweja**

Chief Financial Officer

Place: Gurgaon

Date: May 28, 2021

**P V Varaprasad**

Company Secretary

M. No- FCS 5877

Place: Bengaluru

Date: May 28, 2021

Place: Bengaluru

Date: May 28, 2021

# STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2021

(₹ in millions, except share and per share data, unless otherwise stated)

## a. Equity share capital

Particulars	Equity share capital
<b>Issued and paid up capital at April 1, 2019</b>	<b>1,056.96</b>
Changes in equity share capital during the year	
(a) Issue of equity shares under employee stock option plan	-
<b>Balance at March 31, 2020</b>	<b>1,056.96</b>
Changes in equity share capital during the year	
(a) Issue of equity shares under employee stock option plan	10.48
(b) Buy-back of equity shares	(22.48)
<b>Balance at March 31, 2021</b>	<b>1,044.96</b>

## b. Other equity

Particulars	Reserves and Surplus					Exchange differences on translating the financial statements of a foreign operation	Remeasurements of the defined benefit liabilities / (asset)	Total
	Securities premium	General reserve	Stock Options outstanding account	Capital redemption reserve	Retained earnings			
<b>Balance at April 1, 2019</b>	2,403.49	13.20	142.53	154.00	3,481.65	12.99	5.14	6,213.00
Loss for the year	-	-	-	-	(15.15)	-	-	(15.15)
Other comprehensive income for the year	-	-	-	-	-	16.83	(12.44)	4.39
Income tax impact on other comprehensive income	-	-	-	-	-	-	0.41	0.41
<b>Total comprehensive income</b>	-	-	-	-	<b>(15.15)</b>	<b>16.83</b>	<b>(12.03)</b>	<b>(10.35)</b>
Dividend (including tax on dividend)	-	-	-	-	(191.13)	-	-	(191.13)
Share based payments	-	-	11.39	-	-	-	-	11.39
<b>Balance at March 31, 2020</b>	<b>2,403.49</b>	<b>13.20</b>	<b>153.92</b>	<b>154.00</b>	<b>3,275.37</b>	<b>29.82</b>	<b>(6.89)</b>	<b>6,022.91</b>
Profit for the year	-	-	-	-	116.05	-	-	116.05
Other comprehensive income for the year	-	-	-	-	-	(4.94)	0.81	(4.13)
Income tax impact on other comprehensive income	-	-	-	-	-	-	(0.24)	(0.24)
<b>Total comprehensive income</b>	-	-	-	-	<b>116.05</b>	<b>(4.94)</b>	<b>0.57</b>	<b>111.68</b>
Dividend (including tax on dividend)	-	-	-	-	(155.17)	-	-	(155.17)
Exercise of employee stock options	42.28	-	(15.14)	-	-	-	-	27.14
Utilised towards Shares buy-back	(39.00)	-	-	-	(7.13)	-	-	(46.13)
Transfer to Capital Redemption Reserve	(22.48)	-	-	22.48	-	-	-	-
Share based payments	-	-	8.91	-	-	-	-	8.91
Transferred to General reserve	-	119.19	(119.19)	-	-	-	-	-
<b>Balance at March 31, 2021</b>	<b>2,384.29</b>	<b>132.39</b>	<b>28.50</b>	<b>176.48</b>	<b>3,229.12</b>	<b>24.88</b>	<b>(6.32)</b>	<b>5,969.34</b>

### The accompanying notes are an integral part of the standalone financial statements

As per our report of even date attached

For and on behalf of the Board of Directors

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

Chartered Accountants

Firm registration number: 101248W/W-100022

**Sampad Guha Thakurta**  
Partner  
Membership Number- 060573

**François-Charles Sirois**  
Executive Chairman  
DIN- 06890830  
Place: Montreal, Canada  
Date: May 28, 2021

**Krishnan Seshadri**  
Chief Executive Officer  
Place: Bengaluru  
Date: May 28, 2021

Place: Bengaluru  
Date: May 28, 2021

**Sanjay Kapoor**  
Director  
DIN- 01973450  
Place: Gurgaon  
Date: May 28, 2021

**Sanjay Baweja**  
Chief Financial Officer  
Place: Gurgaon  
Date: May 28, 2021

**P V Varaprasad**  
Company Secretary  
M. No- FCS 5877  
Place: Bengaluru  
Date: May 28, 2021

# STANDALONE CASH FLOW STATEMENT

(₹ in millions, except share and per share data, unless otherwise stated)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
(Loss)/ profit for the year	116.05	(15.15)
Adjustments to reconcile profit for the year to net cash flow:		
Income tax expense recognised in the statement of profit and loss	114.94	98.57
Depreciation and amortisation expenses	83.44	96.15
Impairment of Investment in subsidiaries	83.73	36.71
Unrealised foreign exchange loss/ (gain)	64.80	(125.74)
Bad debts written off	15.10	-
Gain on disposal of property plant and equipment (net)	(4.03)	(2.58)
Gain on sale/ redemption of investment (net)	(21.32)	(87.01)
Provision for doubtful and other trade receivables (net)	8.46	178.30
Gain on lease termination	(11.18)	-
Share based payments	8.91	11.39
Dividend income	(74.58)	-
Finance costs	8.96	13.13
Interest income	(58.27)	(22.96)
<b>Operating profit before working capital changes</b>	<b>335.01</b>	<b>180.81</b>
<b>Changes in operating assets and liabilities:</b>		
Trade receivables	80.00	18.24
Other assets	(92.12)	36.45
Trade payables, provisions and other liabilities	(54.40)	24.63
<b>Cash generated from operations</b>	<b>268.49</b>	<b>260.13</b>
Direct taxes paid (net of refunds)	(100.90)	(82.44)
<b>Net cash generated from operating activities</b>	<b>167.59</b>	<b>177.69</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of tangible and intangible assets	(66.40)	(33.86)
Loan given to subsidiary	(428.58)	(311.34)
Loan repaid by subsidiary	362.85	186.80
Proceeds from sale of tangible assets	4.25	2.97
Sale, redemption/ (purchase) of short term investments (net)	784.54	448.56
Sale, redemption/ (purchase) of long term investments	(306.79)	(278.67)
(Purchase)/sale of investment in subsidiaries (net)	(55.40)	1.74
Changes in other bank balances	(349.93)	(4.16)
Interest received	49.46	13.89
<b>Net cash (used in)/ generated from investing activities</b>	<b>(6.00)</b>	<b>25.93</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Finance costs	(8.96)	(13.13)
Repayment of lease liabilities	(31.06)	(36.17)
Proceeds from exercise of ESOPs (including premium)	37.62	-
Buy back of equity share capital (including premium)	(61.48)	-
Expenses for buyback of equity shares	(7.13)	-
Dividend paid on equity shares including tax thereon	(155.17)	(187.01)
<b>Net cash used in financing activities (C)</b>	<b>(226.18)</b>	<b>(236.31)</b>
<b>Net decrease in cash and cash equivalents (A+B+C)</b>	<b>(64.59)</b>	<b>(32.69)</b>
Cash and cash equivalents at the beginning of the year	276.77	294.88
Effect of exchange differences on translation of foreign currency cash and cash equivalents	(3.28)	14.58
<b>Cash and cash equivalents at the end of the year (Refer Note 11a)</b>	<b>208.90</b>	<b>276.77</b>
<b>Components of Cash and cash equivalent</b>		
Cash on hand	-	0.04
<b>Balances with bank :</b>		
- In current accounts	208.87	260.50
- In deposit accounts	0.03	16.23
<b>Cash and cash equivalent in Balance sheet</b>	<b>208.90</b>	<b>276.77</b>

The accompanying notes are an integral part of the standalone financial statements

As per our report of even date attached

For and on behalf of the Board of Directors

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

Chartered Accountants

Firm registration number: 101248W/W-100022

**Sampad Guha Thakurta**

Partner

Membership Number- 060573

**François-Charles Sirois**

Executive Chairman

DIN- 06890830

Place: Montreal, Canada

Date: May 28, 2021

**Krishnan Seshadri**

Chief Executive Officer

Place: Bengaluru

Date: May 28, 2021

**Sanjay Kapoor**

Director

DIN- 01973450

Place: Gurgaon

Date: May 28, 2021

**Sanjay Baweja**

Chief Financial Officer

Place: Gurgaon

Date: May 28, 2021

**P V Varaprasad**

Company Secretary

M. No- FCS 5877

Place: Bengaluru

Date: May 28, 2021

Place: Bengaluru

Date: May 28, 2021

# Notes to Standalone financial statements

(₹ in millions, except share and per share data, unless otherwise stated)

## 1. COMPANY OVERVIEW

OnMobile Global Limited ('OnMobile' or 'the Company') is a public limited company incorporated in India and has its registered office at Bengaluru, India. The Company has its primary listings on the Bombay Stock Exchange and National Stock Exchange in India.

The key product offerings of the Company are Ringback Tones, Digital Content Store and Infotainment. OnMobile is the global leader in Ringback Tones. Digital Content Store is a one-stop mobile destination for discovering digital content like videos, games, music and images. Infotainment offers music, contest, news and sports to consumers over the mobile.

## 2. SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation of these standalone financial statements

### a. Statement of compliance

The standalone financial statements have been prepared in accordance with the Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 and Companies notified under section 133 of the Companies Act, 2013, (the Act), and other relevant provisions of the Act.

The financial statements are approved for issue by the Company's Board of Directors on May 28, 2020.

These standalone financial statements have been prepared for the Company as a going concern on the basis of relevant Ind AS that are effective at the Company's annual reporting date, March 31, 2021.

### b. Basis of Measurement

The standalone financial statements have been prepared on the historical cost convention and on an accrual basis, except for the following material items:

- a. Certain financial assets and liabilities (including derivative instruments) measured at fair value;
- b. Share based payment transactions and
- c. Net defined benefit assets/ (liabilities) are measured at fair value of plan assets, less present value of defined benefit obligations.

### c. Use of estimates and judgements

The preparation of the standalone financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. In particular,

information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the significant effect on the amounts recognized in the financial statements.

### Judgements

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the financial statements is included in the following notes:

- i) Note k- Useful lives of Property, Plant and Equipment and Intangible Assets;
- ii) Note d- Assessment of functional currency;
- iii) Note n and Note 31- Measurement of defined benefit obligation; key actuarial assumptions;
- iv) Note o- Share based compensation to employees;
- v) Note q- Provision for income taxes and related tax contingencies and Evaluation of recoverability of deferred tax assets.

### Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that might have a significant risk of resulting in a material adjustment in the year ending March 31, 2021 is included in the following notes:

- i) Note q- recognition of deferred tax assets: availability of future taxable profit against which tax losses carried forward can be used;
- ii) Note r- impairment test of non-financial assets: key assumptions underlying recoverable amounts;
- iii) Note i- impairment of financial assets; and
- iv) Note s- recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources.

### d. Functional and presentation currency

The standalone financial statements are presented in Indian Rupee (INR), the national currency of India, which is the functional currency of the Company. The Company has foreign operations (branches) for which the functional currency is the currency of the primary economic environment in which these entities operates.

### e. Foreign currency transactions and balances

Transactions in foreign currency are translated into the respective functional currencies using the exchange rates prevailing at the dates of the respective transactions.

Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at the exchange rates prevailing at the reporting date of monetary assets and liabilities denominated in foreign

# Notes to Standalone financial statements

(₹ in millions, except share and per share data, unless otherwise stated)

currencies are recognised in the Statement of Profit and loss and reported within foreign exchange gains/ (losses).

Non monetary assets and liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of transaction.

The financial position of the foreign operations whose functional currency is different from the presentation currency (INR) are recognised in Other Comprehensive Income as Foreign Currency Translation reserve as follows:

- a. Assets and liabilities are translated into Indian Rupee (INR) using exchange rate prevailing at the end of each reporting period.
- b. Income and expenses are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the dates of the transactions are used.

## f. Investment in subsidiaries and associates

Investment in subsidiaries and associates are measured at cost. Dividend income from subsidiaries is recognised when its right to receive the dividend is established.

## g. Cash flow

Cash flow Statement has been prepared in accordance with the Indirect method prescribed in Indian Accounting Standard 7-“Statement of cash flows”. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

## h. Cash and cash equivalents

Cash comprises cash on hand and in banks, demand deposits with banks which can be withdrawn at any time without prior notice or penalty on the principal. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

## i. Financial instruments

### Recognition and initial measurement

Trade receivables and debt securities issued are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

## Classification and subsequent measurement

### Financial assets

On initial recognition, a financial asset is classified as measured at

- amortised cost;
- FVOCI – debt investment;
- FVOCI – equity investment; or
- FVTPL

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVOCI – equity investment). This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

# Notes to Standalone financial statements

(₹ in millions, except share and per share data, unless otherwise stated)

## *Financial assets: Subsequent measurement and gains and losses*

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in statement of profit and loss.
Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in statement of profit and loss. Any gain or loss on derecognition is recognised in statement of profit and loss.
Debt investments at FVOCI	These assets are subsequently measured at fair value. Interest income under the effective interest method, foreign exchange gains and losses and impairment are recognised in statement of profit and loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to statement of profit and loss.
Equity investments at FVOCI	These assets are subsequently measured at fair value. Dividends are recognised as income in statement of profit and loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to statement of profit and loss.

## *Financial liabilities: Classification, subsequent measurement and gains and losses*

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in statement of profit and loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in statement of profit and loss. Any gain or loss on derecognition is also

recognised in statement of profit and loss.

### **Derecognition**

#### **Financial assets**

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

#### **Financial liabilities**

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in statement of profit and loss.

### **Offsetting**

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

### **Derivative financial instruments**

The Company holds derivative financial instruments such as foreign exchange forward contracts to mitigate the risk of changes in foreign exchange rates on foreign currency assets and liabilities and forecasted cash flows denominated in foreign currencies. The counterparty to these contracts is generally a bank.

Derivatives are recognised and measured at fair value. Attributable transactions costs are recognised in statement of profit and loss.

### **j. Property, plant and equipment and intangible assets**

Property, plant and equipment and intangible assets are stated at cost of acquisition including taxes, duties, freight directly attributable to make the asset ready for its intended use and other incidental expenses relating to

# Notes to Standalone financial statements

(₹ in millions, except share and per share data, unless otherwise stated)

acquisition and installation less accumulated depreciation and accumulated impairment losses, if any.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in statement of profit and loss.

Subsequent expenditure on assets after its purchase is capitalised only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance. Assets retired from active use and held for sale are stated at the lower of their net book value and realisable value and disclosed separately.

Capital work in progress is stated at cost and includes the cost of the assets that are not ready for their intended use at the Balance Sheet date.

## k. Depreciation and amortisation

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value.

Depreciation has been provided on the straight-line method over the useful life as estimated by the management based on technical advice on commercial lives of these assets, which is different from the rates prescribed under Schedule II of the Companies Act, 2013.

The estimated useful lives are as follows:

Category of Asset	No. of years
Leasehold improvements	Primary lease period of 3 years -5 years
Office equipments	3 years
Computers and electronic equipments	3 years-6 years
Furniture and fixtures	3 years
Softwares	3 years
Intellectual property rights	3 years
Market development and deployment rights	Over the term of the agreement

The estimated useful life of the assets are reviewed at the end of each financial year and the amortisation period is revised to reflect the changed pattern, if any.

Individual assets costing less than ₹ 5,000 are depreciated in full in the year of purchase.

## l. Leasing

### Policy applicable from April 01, 2019

#### Company as a lessee

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- the contract involves the use of an identified asset;
- the Company has the right to obtain substantially all the economic benefits from use of the asset throughout the period of use; and
- the Company has the right to direct the use of the asset.

At inception or on reassessment of a contract that contains a lease component, the Company allocates the consideration in the contract to each lease component on the basis of the relative stand-alone prices of the lease components and the aggregate stand-alone price of the non-lease components.

The Company recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability, adjusted for any lease payments made at or before the commencement date, less any lease incentives received, plus any initial direct costs incurred and an estimate of the costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located.

The right-of-use asset is subsequently measured at cost less accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the standalone statement of profit and loss.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the incremental borrowing rate applicable to the entity within the Company. Generally, the Company



# Notes to Standalone financial statements

(₹ in millions, except share and per share data, unless otherwise stated)

uses its incremental borrowing rate as the discount rate. For leases with reasonably similar characteristics, the Company, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole. The lease payments shall include fixed payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the Company is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.

The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments.

The Company recognises the amount of the re-measurement of lease liability as an adjustment to the right-of-use asset. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognises any remaining amount of the re-measurement in standalone statement of profit and loss.

The Company has elected not to recognise right-of-use assets and lease liabilities for short-term leases of all assets that have a lease term of 12 months or less and leases of low-value assets. The Company recognizes the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

## m. Revenue from contracts with customers

The Company recognises revenue to depict the provision of services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those services. A 5-step approach is used to recognise revenue as below:

Step 1: Identify the contract(s) with a customer

Step 2: Identify the performance obligation in contract

Step 3: Determine the transaction price

Step 4: Allocate the transaction price to the performance obligations in the contract

Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation

Revenue from Telecom Value Added Services, net of credit notes, is recognized when a promise in a customer contract (performance obligation) has been satisfied by transferring control as per the terms of revenue sharing arrangements. Control over a promised services refers to the ability to direct the use of, and obtain substantially all of the remaining benefits from, those services. Control is usually transferred when services are received and used. The amount of revenue to be recognized (transaction

price) is based on the consideration expected to be received in exchange for services, net of taxes directly linked to sales. If a contract contains more than one performance obligation, the transaction price is allocated to each performance obligation based on their relative stand-alone selling prices.

Revenue from sale of user licences for software application is recognized at point in time when the applications are functionally installed at the customer's location and customer obtains the control of asset as per the terms of the contracts.

Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

The Company recognises a deferred income (contract liability) if consideration has been received (or has become receivable) before the Company transfers the promised goods or services to the customer. Deferred income mainly relates to remaining performance obligations in (partially) unsatisfied long-term contracts or are related to amounts the Company expects to receive for goods and services that have not yet been transferred to customers under existing, non-cancellable or otherwise enforceable contracts.

## Dividend income and profit on sale of investments

Dividend from subsidiaries is recognised when the Company's right to receive the payment is established.

Dividend on current investments is recognized on an accrual basis when the right to receive payment is established. Profit on sale of investments is recorded on transfer of title from the Company and is determined as the difference between the sale price and the carrying value of the investment.

## Interest income

Interest income is recognised as it accrues in the statement of profit and loss, using the effective interest method.

## n. Employee benefits

Employee benefits include provident fund, ESIC, gratuity fund, compensated absences etc.

a) Short term Obligations: Short-term employee benefits include salaries, social security contributions, short term compensated absences (such as paid annual leave where the absences are expected to occur within twelve months after the end of the period in which the employees render the related employee service), profit sharing and bonuses payable within twelve months after the end of the period in which the employees render the related services and non monetary benefits

# Notes to Standalone financial statements

(₹ in millions, except share and per share data, unless otherwise stated)

(such as medical care) etc, for current employees are estimated and measured on an undiscounted basis.

b) **Defined contribution plan**

The Company's contribution to provident fund, employee state insurance scheme, social security etc are considered as defined contribution plans and are charged as an expense based on the amount of contribution required to be made as and when services are rendered by the employees.

c) **Defined benefit plan**

Post employment benefit plans other than defined contribution plans include liabilities for gratuity funded in terms of a scheme administered by the Life Insurance Corporation of India, is determined by using projected unit credit method with actuarial valuation made at the end of each financial year. Provision for liabilities pending remittance to the fund is carried in the balance sheet.

Actuarial gains and losses are recognised in other comprehensive income. Further, the profit or loss does not include an expected return on plan assets. Instead net interest recognised in profit and loss is calculated by applying a discount rate used to measure the defined benefit obligation to the net defined benefit liability or asset. The actual return on the plan assets above or below the discount rate is recognised as part of re-measurement of net defined liability or asset through other comprehensive income.

Remeasurement comprising actuarial gains and losses and return on plan assets (excluding amounts included in net interest on the net defined benefit liability) are not reclassified to profit or loss in subsequent periods.

d) **Long-term liability for compensated absences** is provided based on actuarial valuation of the accumulated leave credit outstanding to the employees as on the Balance Sheet date. The Company recognizes actuarial gains and losses immediately in the statement of profit and loss.

**o. Share based payments**

Employees of the Company receive remuneration in the form of equity settled instruments, for rendering services over a defined vesting period. Equity instruments granted are measured by reference to the fair value of the instrument at the date of grant.

The expense is recognised in the Statement of Profit and loss with a corresponding increase to the share based payment reserve, a component of equity.

The equity instruments generally vest in a graded manner over the vesting period. The fair value determined at

the grant date is expensed over the vesting period of the respective tranches of such grants (accelerated amortisation).

**p. Earnings per share**

Basic earnings per share is computed using the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed using the weighted-average number of equity and dilutive equivalent shares outstanding during the period, using the treasury stock method for options and warrants, except where the results would be anti-dilutive.

**q. Income taxes**

Income tax expense includes Indian and International income taxes. Income tax comprises of the current tax and net change in deferred tax asset or liability in the year. Income tax expense is recognised in the statement of profit and loss except to the extent it relates to items directly recognised in other comprehensive income.

a) **Current Tax:** Provision for current tax is made taking into account the admissible deductions/allowances and is subject to revision based on the taxable income for the fiscal year ending 31 March each year. Provision for taxation includes tax liabilities in India on the Company's global income as reduced by exempted income and any tax liabilities arising overseas on income sourced from those countries.

b) **Deferred Tax:** Deferred tax is recognised using balance sheet approach. Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base if assets and liabilities and their carrying amount in the financial statements, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profits or loss at the time of the transaction.

Deferred income tax asset are recognised to the extent that is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

Deferred income tax liabilities are recognised for all taxable temporary differences.

The carrying amount of deferred income tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rates (and tax laws) that have

# Notes to Standalone financial statements

(₹ in millions, except share and per share data, unless otherwise stated)

been enacted or subsequently enacted by the end of the reporting period.

## r. Impairment of non-financial assets

Goodwill and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amounts by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash flows from other assets or group of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

## s. Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognised as an asset, if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

## t. Cash dividend to equity holders

The Company recognises a liability to make cash to equity holders when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

Interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors.

## u. Recent Indian Accounting Standards (Ind AS)

On March 24, 2021, the Ministry of Corporate Affairs ("MCA") through a notification, amended Schedule III of the Companies Act, 2013. The amendments revise Division I, II and III of Schedule III and are applicable from April 1, 2021. Key amendments relating to Division II which relate to companies whose financial statements are required to comply with Companies (Indian Accounting Standards) Rules 2015 are:

### Balance Sheet:

- i) Lease liabilities should be separately disclosed under the head 'financial liabilities', duly distinguished as current or non-current.
- ii) Certain additional disclosures in the statement of changes in equity such as changes in equity share capital due to prior period errors and restated balances at the beginning of the current reporting period.
- iii) Specified format for disclosure of shareholding of promoters.
- iv) Specified format for ageing schedule of trade receivables, trade payables, capital work-in-progress and intangible asset under development.
- v) If a company has not used funds for the specific purpose for which it was borrowed from banks and financial institutions, then disclosure of details of where it has been used.
- vi) Specific disclosure under 'additional regulatory requirement' such as compliance with approved schemes of arrangements, compliance with number of layers of companies, title deeds of immovable property not held in name of company, loans and advances to promoters, directors, key managerial personnel (KMP) and related parties, details of benami property held etc.

### Statement of profit and loss:

- i) Additional disclosures relating to Corporate Social Responsibility (CSR), undisclosed income and crypto or virtual currency specified under the head 'additional information' in the notes forming part of standalone financial statements.

The amendments are extensive and the Company will evaluate the same to give effect to them as required by law.

# Notes to Standalone financial statements

(₹ in millions, except share and per share data, unless otherwise stated)

## 3. PROPERTY, PLANT AND EQUIPMENT, CAPITAL WORK IN PROGRESS AND INTANGIBLE ASSETS

Description of Assets	Property, plant and equipment					Intangible Assets			
	Leasehold improvements	Computers and electronic equipments	Office equipment	Furniture and fixtures	Total	Computer software	Intellectual property rights	Market development and deployment rights	Total
<b>I. Gross carrying amount</b>									
<b>Balance at April 1, 2019</b>	101.38	1,936.75	33.65	35.28	2,107.06	752.63	181.90	2,717.09	3,651.62
Additions	-	22.11	0.05	0.27	22.43	-	-	-	-
Less: Disposals	-	(223.13)	(0.17)	-	(223.30)	(0.26)	-	-	(0.26)
<b>Balance at March 31, 2020</b>	<b>101.38</b>	<b>1,735.73</b>	<b>33.53</b>	<b>35.55</b>	<b>1,906.19</b>	<b>752.37</b>	<b>181.90</b>	<b>2,717.09</b>	<b>3,651.36</b>
Additions	1.04	41.90	-	0.59	43.53	2.41	-	-	2.41
Less: Disposals	(94.43)	(63.37)	(16.16)	(8.68)	(182.64)	(6.02)	-	-	(6.02)
<b>Balance at March 31, 2021</b>	<b>7.99</b>	<b>1,714.26</b>	<b>17.37</b>	<b>27.46</b>	<b>1,767.08</b>	<b>748.76</b>	<b>181.90</b>	<b>2,717.09</b>	<b>3,647.75</b>
<b>II. Accumulated depreciation and impairment</b>									
<b>Balance at April 1, 2019</b>	101.31	1,796.56	33.59	35.23	1,966.69	750.82	181.90	2,717.09	3,649.81
Depreciation / amortisation expense for the year	0.07	50.54	0.06	0.11	50.78	1.35	-	-	1.35
Less: Disposals	-	(222.75)	(0.17)	-	(222.92)	(0.26)	-	-	(0.26)
<b>Balance at March 31, 2020</b>	<b>101.38</b>	<b>1,624.35</b>	<b>33.48</b>	<b>35.34</b>	<b>1,794.55</b>	<b>751.91</b>	<b>181.90</b>	<b>2,717.09</b>	<b>3,650.90</b>
Depreciation / amortisation expense for the year	0.02	47.85	0.03	0.27	48.17	0.66	-	-	0.66
Less: Disposals	(94.43)	(63.16)	(16.16)	(8.68)	(182.43)	(6.02)	-	-	(6.02)
<b>Balance at March 31, 2021</b>	<b>6.97</b>	<b>1,609.04</b>	<b>17.35</b>	<b>26.93</b>	<b>1,660.29</b>	<b>746.55</b>	<b>181.90</b>	<b>2,717.09</b>	<b>3,645.54</b>
<b>Net block (I-II)</b>									
Balance at March 31, 2021	<b>1.02</b>	<b>105.22</b>	<b>0.02</b>	<b>0.53</b>	<b>106.79</b>	<b>2.21</b>	-	-	<b>2.21</b>
Balance at March 31, 2020	-	111.38	0.05	0.21	111.64	0.46	-	-	0.46

### Note

- Refer note 29 B for disclosure of contractual commitments for the acquisition of property, plant and equipment.
- There is no impairment loss recognised during the current and previous year.

### Capital work in progress movement

Particulars	Amount
<b>Balance at April 1, 2019</b>	<b>7.33</b>
Additions	17.54
Less: Deletions	(22.43)
<b>Balance at March 31, 2020</b>	<b>2.44</b>
Additions	44.58
Less: Deletions	(43.53)
<b>Balance at March 31, 2021</b>	<b>3.49</b>

## Notes to Standalone financial statements

(₹ in millions, except share and per share data, unless otherwise stated)

Particulars	As at March 31, 2021		As at March 31, 2020	
	No. of Units	Amount	No. of Units	Amount
<b>FINANCIAL ASSETS</b>				
<b>4. NON-CURRENT INVESTMENTS</b>				
<b>Investments (At cost)</b>				
<b>Unquoted investments (fully paid-up) in equity shares of:</b>				
<b>Wholly owned subsidiaries:</b>				
OnMobile Singapore Pte. Ltd., Singapore	3,674,071	126.56	3,674,071	126.56
PT OnMobile Indonesia	-	-	-	-
Onmobile Europe B.V., Netherlands	3,817,935	1,046.90	3,817,935	1,046.90
OnMobile USA LLC, USA	255,673	1,798.17	255,673	1,798.17
Servicios De Telefonía Onmobile Sa De Cv, Mexico	1,829,877	6.86	1,829,877	6.86
OnMobile Global S A, Argentina	2,073,850	25.63	2,073,850	25.63
OnMobile Brasil Sistemas De Valor Agregado Para Comunicacoes Moveis Ltda	2,365,109	65.64	2,365,109	65.64
OnMobile Global for Telecommunications Services, Egypt	500	0.38	500	0.38
OnMobile Bangladesh Private Limited	720,000	5.09	720,000	5.09
Onmobile Global Spain, S.L.U.	961,000	81.90	961,000	81.90
OnMobile Kenya Telecom Limited	500,000	41.50	500,000	41.50
OnMobile Zambia Telecom Limited	781,500	8.24	781,500	8.24
OnMobile Madagascar Telecom Limited	10,000	1.08	10,000	1.08
OnMobile Telecom Limited, Malawi	10,000	0.81	10,000	0.81
OnMobile Uganda Limited	10,000	13.51	10,000	13.51
OnMobile Global Italy S.R.L.	10,000	0.71	10,000	0.71
OnMobile Turkey Telekomunikasyon Sistemleri Limited Sirketi	100	0.27	100	0.27
OnMobile Portugal SGPS, Unipessoal LDA (Zona Franca Da Madeira)	5,000	0.79	5,000	0.79
OnMobile Ghana Telecom Limited	95,000	2.94	95,000	2.94
OnMobile Telecom Sierra Leone Limited	1,000,000	1.01	1,000,000	1.01
OnMobile Rwanda Telecom Limited	500	0.05	500	0.05
OnMobile Nigeria Telecom Limited	2,500,000	0.98	2,500,000	0.98
OnMobile Telecom Burkina Faso, S.A.R.L.	100	0.13	100	0.13
OnMobile Global Solutions Canada Limited	1,010,000	55.94	10,000	0.54

## Notes to Standalone financial statements

(₹ in millions, except share and per share data, unless otherwise stated)

Particulars	As at March 31, 2021		As at March 31, 2020	
	No. of Units	Amount	No. of Units	Amount
OnMobile Global Limited Colombia S.A.S.	544,073,765	15.90	544,073,765	15.90
OnMobile Global South Africa (Pty) Ltd. *	100	-	100	-
<b>Associate:</b>				
Mobile Voice Konnect Private Limited	5,000	0.05	5,000	0.05
<b>Total unquoted investments at cost</b>		<b>3,301.04</b>		<b>3,245.64</b>
Less: Provision for Impairment of Investment in wholly owned subsidiaries		(682.45)		(598.72)
<b>Investments in Bonds</b>				
HUDCO 7.07% Tax Free Bonds 2015		267.26		278.67
HDFC Limited - 6.83%		99.04		-
Power Finance Corporation - 7.68%		219.15		-
		<b>3,204.04</b>		<b>2,925.59</b>
* Represents amount less than Rupees one million				
Aggregate amount of unquoted investments		3,886.49		3,524.31
Aggregate amount of impairment in value of investments		(682.45)		(598.72)

During the current year the company has invested INR 55.40 million (CAD 1 million) towards purchase of 1,000,000 equity shares in OnMobile Global Solutions Canada Limited. Also, during the previous year Onmobile Global Czech Republic S.R.O was liquidated and the investment in the said entity and the corresponding impairment in the entity has been written off.

## Notes to Standalone financial statements

(₹ in millions, except share and per share data, unless otherwise stated)

Particulars	As at March 31, 2021		As at March 31, 2020	
	No. of Units	Amount	No. of Units	Amount
<b>5. CURRENT INVESTMENTS</b>				
<b>Investments in mutual funds (quoted) (at fair value through profit or loss)</b>				
Baroda Pioneer Liquid Fund - Plan B Daily Dividend	58,958	139.69	-	-
Kotak Liquid Direct Plan Growth	34,868	145.02	49,137	197.28
Nippon India Liquid Fund - Direct Plan growth plan - Growth Option	25,006	125.84	8,817	42.77
Reliance Medium Term Fund- Daily Dividend	-	-	-	-
Tata Liquid Fund Direct Plan - Growth	30,311	98.44	79,335	248.48
Axis Liquid Fund - Direct Growth	-	-	111,855	246.57
IDFC Cash Fund- Direct Plan - Growth Option	-	-	42,823	102.85
IDFC Ultra Short Term Fund -Regular Plan- Daily Dividend	11,262,326	134.82	-	-
ICICI Prudential Liquid Fund - Direct Plan - Growth	485,370	147.91	1,060,952	311.69
<b>Investments in Non Convertible Debenture (Unquoted) (at amortised cost)</b>				
HDFC Ltd- 8.62% Non-Convertible Debentures	-	-	200	201.39
HDFC Ltd- 8.70% Non-Convertible Debentures	-	-	200	203.91
<b>Aggregate amount of investments</b>		<b>791.72</b>		<b>1,554.94</b>
Aggregate amount of quoted investments		791.72		1,149.64
Aggregate amount of unquoted investments		-		405.30

Particulars	As at March 31, 2021		As at March 31, 2020	
		Amount		Amount
<b>6. TRADE RECEIVABLES</b>				
(Unsecured, considered good unless other wise stated)				
Considered good		347.99		424.42
Credit impaired		124.18		149.45
Less: Loss allowance		(124.18)		(149.45)
		<b>347.99</b>		<b>424.42</b>
Note:				
Trade receivable from related party (Refer Note 32)		17.85		18.23
<b>Movement in the expected credit loss:</b>				
Balance at the beginning of the year		149.45		169.50
Provision reversed during the year*		(10.17)		(20.05)
Bad debt written off during the year		(15.10)		-
<b>Provision at the end of the year</b>		<b>124.18</b>		<b>149.45</b>
*Include foreign exchange fluctuation				

- (a) The Company does not have any trade or other receivables due by directors or other officers of the company or any of them either severally or jointly with any other person or debts due by firms or private companies respectively in which any director is a partner or a director or a member.

# Notes to Standalone financial statements

(₹ in millions, except share and per share data, unless otherwise stated)

Particulars	As at March 31, 2021		As at March 31, 2020	
		Amount		Amount
<b>7. LOANS - NON-CURRENT</b>				
(Unsecured, considered good)				
Security deposits		53.33		60.52
Loans to subsidiaries (Refer Note 32 and 38)		25.36		157.47
		<b>78.69</b>		<b>217.99</b>
<b>8. LOANS - CURRENT</b>				
(Unsecured, considered good)				
Security deposits		2.21		6.02
Loans to subsidiaries (Refer Note 32 and 38)		197.61		-
		<b>199.82</b>		<b>6.02</b>
<b>9. OTHER FINANCIALS ASSETS - NON-CURRENT</b>				
Other receivables from subsidiaries (Refer Note 32)		663.65		586.73
		<b>663.65</b>		<b>586.73</b>
Less: Loss allowance		-393.73		-375.37
		<b>269.92</b>		<b>211.36</b>
<b>10. OTHER FINANCIALS ASSETS - CURRENT</b>				
Other financials assets - current				
Unbilled revenue (Refer Note 22 and 32)		596.70		572.04
Dividend receivable from subsidiary		74.58		-
Other receivables from subsidiaries (Refer Note 32)		186.25		266.33
Advances to employees		2.30		12.73
Accrued interest on deposits		22.04		13.27
Derivative assets		7.26		-
		<b>889.13</b>		<b>864.37</b>
Less: Allowance for other financial assets		(188.47)		(188.48)
		<b>700.66</b>		<b>675.89</b>
<b>11. a. Cash and cash equivalents</b>				
Cash on hand*		-		0.04
Balances with bank :				
- In current accounts		208.87		260.50
- In deposit accounts		0.03		16.23
		<b>208.90</b>		<b>276.77</b>
* Represents amount less than Rupees one million				
<b>b. Other bank balances</b>				
- Earmarked balances				
- Margin money on bank guarantees		11.21		11.95
- Balances with banks in unpaid dividend accounts		4.80		4.12
- Balance in deposit accounts		349.99		-
		<b>366.00</b>		<b>16.07</b>



## Notes to Standalone financial statements

(₹ in millions, except share and per share data, unless otherwise stated)

Particulars	As at March 31, 2021		As at March 31, 2020	
		Amount		Amount
<b>12. OTHER NON-CURRENT ASSETS</b>				
(Unsecured, considered good)				
Balances with statutory authorities		149.92		149.92
		<b>149.92</b>		<b>149.92</b>
<p>In earlier years, the Company had entered into agreement with VIVO SA, Brazil on March 01, 2010 for rendering Ring Back Tone (RBT) services and made a one-time upfront payment of R\$ 12.70 million (equivalent ₹ 325.70 million) for a period of 5 years. The Company deducted TDS @ 20% and deposited the same with the income tax department. However, the Company was of the view that the above amount was not subject to TDS and filed an application with Authority for Advance Ruling ('AAR') seeking clarification in respect of the same. The Company had negotiated with VIVO SA, Brazil that Vivo will bear 10% of the TDS deducted and made the payment of R\$ 11.43 million to Vivo Brazil. After filling the application with AAR, the Company had created a receivable of ₹ 73.28 million in the books pertaining to 20% TDS amount deposited with the income tax department (after grossing up for the 10% TDS borne by the Company) and also created a deferred liability amounting to ₹ 16.09 million as at March 31, 2021 (March 31, 2020 - ₹ 18.56 millions) pertaining to 10% TDS amount payable to Vivo Brazil if the application is decided in favor of the Company. The net amount of exposure involved (net of forex gain) as at March 31, 2021 is ₹ 57.19 millions (March 31, 2020 - ₹ 40.71 millions).</p> <p>During the previous year ended March 31, 2020, application filed by the Company was disposed off by the Authority for Advance Ruling ('AAR') thereby rejecting Company's refund claim of TDS deposited earlier and hold that the amount of market access fees paid to VIVO SA, Brazil is in the nature of royalty and is liable for tax in India. During the current year, the Company has filed a writ application with the Honorable High Court of Karnataka in the month of June 2020. The said application is yet to be admitted/rejected by the Honorable High Court. The Company based on the legal evaluation believes that it will be able to sustain on appeals and accordingly no provisions are required to be recorded at this stage.</p>				
<b>13. OTHER CURRENT ASSETS</b>				
(Unsecured, considered good)				
Prepaid expenses		58.30		43.52
Balances with statutory authorities		54.04		50.35
Advances to vendors		13.27		11.80
		<b>125.61</b>		<b>105.67</b>
<b>14. SHARE CAPITAL</b>				
<b>Authorised</b>				
Equity shares of ₹10 each		1,495.00		1,495.00
149,500,000 (March 31, 2020 - 149,500,000)				
Preference shares of ₹10 each		5.00		5.00
500,000 (March 31, 2020 - 500,000)				
		<b>1,500.00</b>		<b>1,500.00</b>
<b>Issued, subscribed and fully paid up</b>				
Equity shares of ₹10 each fully paid		1,044.96		1,056.96
104,496,313 (March 31, 2020 - 105,696,202)				
		<b>1,044.96</b>		<b>1,056.96</b>

# Notes to Standalone financial statements

(₹ in millions, except share and per share data, unless otherwise stated)

## Notes:

### A) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting year:

Particulars	As at March 31, 2021		As at March 31, 2020	
	Number of shares	Amount	Number of shares	Amount
<b>Equity shares with voting rights</b>				
Opening balance	105,696,202	1,056.96	105,696,202	1,056.96
Add: Issue of equity shares under employee stock option plan	1,047,992	10.48	-	-
Less: Buy-back of equity shares	(2,247,881)	(22.48)	-	-
<b>Closing balance</b>	<b>104,496,313</b>	<b>1,044.96</b>	<b>105,696,202</b>	<b>1,056.96</b>

### B) Particulars of shareholders holding more than 5% of the shares of the company

Particulars	As at March 31, 2021		As at March 31, 2020	
	Number of shares	%	Number of shares	%
<b>Equity shares with voting rights</b>				
OnMobile systems Inc	50,923,703	48.73	50,923,703	48.18

### C) Aggregate number of shares allotted as fully paid up pursuant to contracts without payment being received in cash, bonus shares and buyback of shares for the period of five years immediately preceding the balance sheet date:

- a) The Company had made a public announcement on February 11, 2016 for buy back of maximum 5,600,000 equity shares of ₹ 10 each for an amount not exceeding ₹ 700 million. As on March 31, 2016, the buy back of 1,532,594 equity shares for ₹ 176.37 million was finalised and executed by utilising the securities premium account. Capital redemption reserve had been created out of security premium account for ₹ 15.33 million being the nominal value of equity shares bought back in terms of Sec.68 of the Companies Act, 2013.

During the year ended March 31, 2017, the Company completed the above referred buy-back of equity shares and bought back 4,067,406 equity shares of ₹10 each by utilising the securities premium account. Capital redemption reserve had been created out of security premium account for ₹ 40.67 million being the nominal value of equity shares bought back in terms of Sec.68 of the Companies Act, 2013.

- b) During the year ended March 31, 2021, the Board of Directors of the Company in their Board meeting held on April 9, 2020 have approved buy back of 19,321,429 shares for a maximum value of ₹ 541 millions. The Company has during the period from April 1, 2020 to March 31, 2021 bought back 2,247,881 equity shares of ₹ 10 each at maximum price of ₹ 28 per equity share. The total cash outflow towards shares bought back (including premium and buy-back expenses) amounts to ₹ 68.61 millions. The window for the said buy-back was closed on October 23, 2020. An amount corresponding to face value of the shares bought back was transferred to Capital Redemption Reserve.

The Company has not allotted any fully paid up shares by way of bonus shares, or bought-back any equity shares or issues any shares in pursuance to contract without payment being received in cash during the period of five years immediately preceding the reporting date other than those mentioned above. There are no shares reserved for issue under options and contracts/ commitments for sale of shares/ disinvestment.

- D) Total number of options outstanding under various employee stock option plans, that are convertible into equity shares, as on March 31, 2021 are 3,088,735 (March 31, 2020: 3,168,990) (Refer Note 31).

# Notes to Standalone financial statements

(₹ in millions, except share and per share data, unless otherwise stated)

## E) Rights and restrictions attached to equity shares:

The Company has only one class of equity shares with voting rights (one vote per share). The dividend proposed by the Board of Directors is subject to approval of the shareholders in the Annual General Meeting. In the event of liquidation of the Company the equity shareholders are entitled to receive only the residual assets of the Company. The distribution of dividend is in proportion to the number of equity shares held by the shareholders.

Particulars	As at March 31, 2021	As at March 31, 2020
<b>15. OTHER EQUITY</b>		
<b>Securities premium account</b>	2,384.29	2,403.49
Amount received on issue of shares in excess of par value has been classified as securities premium		
<b>General reserve</b>	132.39	13.20
This reserve is used from time to time to transfer profits from retained earnings for appropriation purposes.		
<b>Stock options outstanding</b>	28.50	153.92
The share option outstanding account is used to record the value of equity-settled share based payment transactions with employees. The amounts recorded in this account are transferred to share premium upon exercise of stock options by employees.		
<b>Capital redemption reserve</b>	176.48	154.00
Amount equal to the cancellation of the Company's own equity instruments is transferred to Capital redemption reserve		
<b>Retained earnings</b>	3,229.12	3,275.37
Retained earnings comprise of the Company's prior years' undistributed earnings.		
<b>Other comprehensive income</b>	18.56	22.93
Other comprehensive income consists of currency translation and re-measurement of net defined benefit liability/asset.		
	<b>5,969.34</b>	<b>6,022.91</b>

- (a) The Company had declared a dividend of ₹1.5 per share amounting to ₹ 1,552 lakhs towards final dividend for the year ended March 31, 2020, as approved by the shareholders in the Annual General Meeting held on 28 September 2020. The Company had paid off the dividend in the month of October 2020.

## Notes to Standalone financial statements

(₹ in millions, except share and per share data, unless otherwise stated)

### 16. LEASES

The Company has entered into lease agreements for use of buildings which expires over a period ranging upto the year 2026. The weighted average incremental borrowing rate of 8 - 9.5% has been applied to lease liabilities recognised in the Balance Sheet.

#### (i) Right to use assets

Description of Assets	Right to use assets	
	Buildings	Total
<b>I. Gross carrying amount</b>		
<b>Balance at April 1, 2019 (on adoption of IND AS 116)</b>	169.04	169.04
Additions	-	-
Deletions	-	-
<b>Balance at April 1, 2020</b>	<b>169.04</b>	<b>169.04</b>
Additions	75.23	75.23
Deletions	(169.04)	(169.04)
<b>Balance at March 31, 2021</b>	<b>75.23</b>	<b>75.23</b>
<b>II. Accumulated depreciation</b>		
<b>Balance at April 1, 2019 (on adoption of IND AS 116)</b>	-	-
Depreciation expense for the year	44.04	44.04
Less: Deletions	-	-
<b>Balance at April 1, 2020</b>	<b>44.04</b>	<b>44.04</b>
Depreciation expense for the year	34.61	34.61
Less: Deletions	(76.14)	(76.14)
<b>Balance at March 31, 2021</b>	<b>2.51</b>	<b>2.51</b>
<b>Balance at March 31, 2021</b>	<b>72.72</b>	<b>72.72</b>
<b>Balance at March 31, 2020</b>	<b>125.00</b>	<b>125.00</b>

#### (ii) Lease liabilities

Particulars	31-Mar-21	31-Mar-20
Current	11.29	37.21
Non-current	61.67	95.66
<b>Total</b>	<b>72.96</b>	<b>132.87</b>

## Notes to Standalone financial statements

(₹ in millions, except share and per share data, unless otherwise stated)

### Table for movement in lease liability

Particulars	Amount
<b>Balance at April 1, 2019 (on adoption of IND AS 116)</b>	<b>169.04</b>
Finance cost for the year	13.13
Payment of lease liabilities	(49.30)
<b>Balance at April 1, 2020</b>	<b>132.87</b>
Addition during the year	75.23
Deletion during the year	(104.08)
Finance cost for the year	8.96
Payment of lease liabilities	(40.02)
<b>Balance at March 31, 2021</b>	<b>72.96</b>

The table below provides details regarding the contractual maturities of lease liabilities on undiscounted basis:

Particulars	31-Mar-21	31-Mar-20
Less than one year	16.72	48.22
More than one but less than five years	72.14	106.18

### (iii) Amounts Recognised in the Statement of Profit or Loss

Particulars	31-Mar-21	31-Mar-20
Depreciation charge of Right to use asset		
Buildings	34.61	44.04
Interest expense (included in finance cost)	8.96	13.13
Other expenses relating to leases, not included in lease payments*	15.57	15.28

\* Other expenses includes the rent expenses for short term leases.

### (iv) Total Cash outflow (including finance costs)

Particulars	31-Mar-21	31-Mar-20
Buildings	40.02	49.30

# Notes to Standalone financial statements

(₹ in millions, except share and per share data, unless otherwise stated)

## FINANCIAL LIABILITIES

Particulars	As at March 31, 2021		As at March 31, 2020	
		Amount		Amount
<b>17. TRADE PAYABLE</b>				
Total outstanding dues of micro and small enterprises (Refer Note 36)		-		-
Total outstanding dues of creditors other than micro enterprises and small enterprises (Refer Note 32)		730.69		824.87
		<b>730.69</b>		<b>824.87</b>
Trade payable to related party (Refer Note 32)		148.16		153.91
<b>18. PROVISIONS - NON-CURRENT</b>				
Provision for employee benefits:				
Provision for compensated absences (Refer Note 30)		47.56		38.84
Provision for gratuity (Net) (Refer Note 30)		87.99		71.70
		<b>135.55</b>		<b>110.54</b>
<b>19. PROVISIONS - CURRENT</b>				
Provision for employee benefits:				
Provision for compensated absences ( Refer Note 30)		4.85		3.47
		<b>4.85</b>		<b>3.47</b>
<b>20. OTHER FINANCIAL LIABILITIES</b>				
Payable for capital goods		10.57		29.89
Employee benefit payable		55.00		55.47
Unclaimed dividend		4.80		4.12
Other liabilities (Refer note 12)		16.09		18.56
		<b>86.46</b>		<b>108.04</b>
<b>21. OTHER CURRENT LIABILITES</b>				
Statutory dues		70.30		66.49
Other liabilities		45.97		33.35
		<b>116.27</b>		<b>99.84</b>

# Notes to Standalone financial statements

(₹ in millions, except share and per share data, unless otherwise stated)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
<b>22. REVENUE FROM CONTRACTS WITH CUSTOMERS</b>		
<b>A Revenue Streams</b>		
The Company generates revenue primarily from rendering of telecom value added services to its customers		
Telecom value added services*	1,946.82	2,038.41
	<b>1,946.82</b>	<b>2,038.41</b>
* includes income from subsidiaries of ₹ 837.12 millions (March 31, 2020 - ₹ 756.98 millions)		
<b>B Disaggregation of revenue from contracts with customers</b>		
In the following table, revenue from contracts with customers is disaggregated by primary geographical market, major products and service lines and timing of revenue recognition. The table also includes a reconciliation of the disaggregated revenue with the Company's reportable segments.		
<b>Primary geographical markets</b>		
India	828.00	948.23
Europe	479.00	451.01
Africa	530.00	585.13
Latin America and United States of America	50.82	32.40
Asia	59.00	21.64
	<b>1,946.82</b>	<b>2,038.41</b>
<b>Major products/service lines</b>		
Ring Back tones	677.00	821.30
Videos	92.00	35.60
Games	7.00	1.96
Contest	224.00	231.20
Others (includes income from services to related parties) (Refer Note 32)	946.82	948.35
	<b>1,946.82</b>	<b>2,038.41</b>
<b>Timing of revenue recognition</b>		
Products and services transferred over a period of time	1,946.82	2,038.41
	<b>1,946.82</b>	<b>2,038.41</b>
<b>C Contract balances</b>		
The following table provides information about receivables and contract assets from contracts with customers.		
Trade receivables	347.99	424.42
Contract assets	596.70	572.04
Trade receivables are non interest bearing. The amount of trade receivables as at March 31, 2021 was impacted by an allowance for credit loss of ₹ 124.18 million.(March 31,2020 - ₹ 149.45 million) (Refer note 6).		
Contract assets includes unbilled revenue. The contract assets are transferred to trade receivables when the Company issues an invoice to the customer. (Refer note 10).		
<b>D Performance obligations</b>		
In relation to information about Company's performance obligations in contracts with customers refer note 2(m).		

## Notes to Standalone financial statements

(₹ in millions, except share and per share data, unless otherwise stated)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
<b>23. OTHER INCOME</b>		
Interest income on financial assets at amortised cost		
- From banks on deposits	53.99	19.10
- From subsidiaries on long term loans	4.27	3.86
Dividend income (Refer Note 32)	74.58	-
Profit on sale of short term investments including unrealised gain/(loss)	21.32	87.01
Foreign exchange gain (Net)	-	111.01
Profit on sale of fixed assets (Net)	4.03	2.58
Gain on lease termination	11.18	-
Miscellaneous income	3.22	20.51
	<b>172.59</b>	<b>244.07</b>
<b>24. EMPLOYEE BENEFIT EXPENSES</b>		
Salaries and wages	816.25	850.30
Share based payments (Refer Note 31)	8.91	11.39
Contribution to provident fund and other funds (Refer Note 30)	64.60	58.19
Staff welfare expenses	27.68	43.38
	<b>917.44</b>	<b>963.26</b>
<b>25. FINANCE COST</b>		
Interest on finance lease (Refer note 16)	8.96	13.13
	<b>8.96</b>	<b>13.13</b>
<b>26. DEPRECIATION AND AMORTISATION EXPENSES</b>		
Depreciation on property, plant and equipment	48.17	50.78
Amortisation of intangible assets	0.66	1.35
Depreciation on right to use assets	34.61	44.04
	<b>83.44</b>	<b>96.17</b>
<b>27. OTHER EXPENSES</b>		
Power and fuel	20.26	25.50
Rent (Refer note 16)	15.57	15.28
Insurance	6.76	5.60
Repairs and maintenance		
- Machinery	32.33	23.68
- Others	21.96	23.59
Office maintenance	13.92	21.28



## Notes to Standalone financial statements

(₹ in millions, except share and per share data, unless otherwise stated)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Rates and taxes	13.29	4.13
Business development expenses	110.23	106.11
Marketing expenses	81.36	46.72
Legal, professional and consultancy charges	70.82	84.09
Training and recruitment expenses	8.87	10.99
Travelling and conveyance	3.46	82.96
Commission to non whole time directors	2.55	7.95
Remuneration to auditors (Refer note below)	7.06	6.94
Bad debts written off	15.10	-
Less: Provision for doubtful debts utilised	(15.10)	-
Provision for doubtful debts	23.56	178.30
Brokerage and commission	0.12	0.28
Foreign exchange loss (Net)	41.66	-
Bank charges	2.75	3.61
Communication charges	26.56	29.23
Corporate social responsibility (CSR) expenses (Refer note 35)	5.92	8.91
Printing and stationery	0.36	0.55
Postage and courier expenses	1.98	5.20
Miscellaneous expenses	0.16	0.86
	<b>511.51</b>	<b>691.76</b>
<b>Note:</b>		
<b>Auditor's remuneration</b>		
<b>As auditor:</b>		
Audit fee	2.85	2.85
Taxation matters	0.50	0.50
Other services	3.25	2.74
Reimbursement of expenses and levies	0.46	0.85
	<b>7.06</b>	<b>6.94</b>
<b>28 INCOME TAXES</b>		
Income tax expense in the statement of profit and loss consist of:		
Current income tax:	83.31	155.95
<b>Deferred tax</b>		
In respect of current period	31.63	(57.38)
<b>Income tax expense recognised in the statement of profit and loss</b>	<b>114.94</b>	<b>98.57</b>

## Notes to Standalone financial statements

(₹ in millions, except share and per share data, unless otherwise stated)

Particulars	For the year ended March 31, 2021		For the year ended March 31, 2020
Income tax recognised in other comprehensive income			
Income tax relating to items that will not be reclassified to profit or loss		0.24	(0.41)
<b>Income tax recognised in other comprehensive income</b>		<b>0.24</b>	<b>(0.41)</b>

The reconciliation between the provision of income tax of the Company and amounts computed by applying the Indian statutory income tax rate to profit before taxes is as follows:

Particulars	For the year ended March 31, 2021		For the year ended March 31, 2020
Profit before tax		230.99	83.42
Enacted income tax rate in India		29.12%	29.12%
computed expected tax expense		67.26	24.29
<b>Effect of:</b>			
Income that is exempt from tax		(5.10)	(29.43)
Expenses that are not deductible in determining taxable profit		46.00	78.14
Income subject to different tax rates		(8.68)	-
Others		15.46	25.57
<b>Income tax expense recognised in the statement of profit and loss</b>		<b>114.94</b>	<b>98.57</b>

### Deferred tax

Deferred tax assets/(liabilities) as at March 31, 2021 are as follows:

Particulars	April 1, 2020	Recognised in profit and loss	Recognised in OCI	March 31, 2021
Difference between book and tax depreciation	67.59	(13.17)	-	54.42
Provision for employee benefits	29.69	7.02	(0.24)	36.47
Provision for receivables and other financial assets	207.72	(2.01)	-	205.71
Others	6.02	1.43	-	7.45
MAT credit entitlement	273.07	(24.90)	-	248.17
	<b>584.09</b>	<b>(31.63)</b>	<b>(0.24)</b>	<b>552.22</b>

## Notes to Standalone financial statements

(₹ in millions, except share and per share data, unless otherwise stated)

Deferred tax assets/(liabilities) as at March 31, 2020 are as follows:

Particulars	April 1, 2019	Recognised in profit and loss	Recognised in OCI	March 31, 2020
Difference between book and tax depreciation	51.12	16.47	-	67.59
Provision for employee benefits	26.41	2.87	0.41	29.69
Provision for receivables and other financial assets	175.70	32.02	-	207.72
Others	-	6.02	-	6.02
MAT credit entitlement	273.07	-	-	273.07
	<b>526.30</b>	<b>57.38</b>	<b>0.41</b>	<b>584.09</b>

### 29 A. Contingent liabilities

The Company is involved in taxation and other disputes, lawsuits, proceedings etc. that arise from time to time in the ordinary course of business. Management is of the view that these claims are not tenable and will not have any material adverse effect on the Company's financial position and result of operations.

- Disputed income tax ₹1,194.30 million (March 31, 2020: ₹ 1,109.25 million)
- Claims against the Company not acknowledged as debt is Nil (March 31, 2020: 11.01 million).
- The Company, in January 2018, received a Show Cause Notice (SCN) related to a potential Service tax liability of ₹ 999.50 million. During the current year, the GST Commissioner has passed an adjudication order confirming the tax demand of ₹ 1,046.63 million proposed in the SCN. Management is in the process of filing an appeal against the order before CESTAT to defend its position and based on the legal evaluation, Management believes that they have strong case on merits.
- Other matters ₹ Nil (March 31, 2019: ₹ 3.48 Million)

### B. Capital commitments

Estimated amount of contracts (net of advances) remaining to be executed on capital account and not provided for is ₹ 7.40 million (March 31, 2020: ₹6.63 million).

### C. Other matters

During the previous year ended 31 March 2020, the Company had received a summon with respect to survey under section 133A of the Income Tax Act, 1961. The scope of the survey communicated to the Company was verifying the deduction under section 10AA claimed by the Company in relation to the income from its SEZ unit. During the current year, the Company received notices under Section 148 of the Act towards reopening of the assessment for the period from FY 2012-13 to FY201-15 and proposing to disallow the SEZ deduction under section 10AA granted earlier. The Company has challenged the said order and filed writ petitions (for all FY's) before the Honorable High Court of Karnataka on April 03, 2021. The Honorable High Court has granted stay on the proceedings and adjourned the matter to June 2021. The Company believes that there should be no adverse outcome against the Company on account of this matter.

## Notes to Standalone financial statements

(₹ in millions, except share and per share data, unless otherwise stated)

### 30. EMPLOYEE BENEFITS

#### I Defined contribution plans

During the year the Company has recognized the following amounts in the statement of profit and loss:

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Employer's contribution to provident fund	40.50	38.89
Contribution by foreign branches to social security schemes	4.40	4.40
Employer contribution to pension scheme	2.60	2.60

\* Included in Note 24

#### II Defined benefit plans

The Company has a defined benefit gratuity plan as per the Payment of Gratuity Act, 1972. Under this legislation, employee who has completed five years of service is entitled to specific benefit. The level of benefits provided depends on the employee's length of service and salary at retirement/termination age and maximum monetary limit for gratuity payments is ₹ 2 million. The gratuity plan is a funded plan and the Company makes contributions to a recognised fund in India.

The following table sets out the status of the gratuity plan and the amounts recognised in the Company's financial statements as at balance sheet date:

Particulars	As at March 31, 2021	As at March 31, 2020
<b>Change in projected benefit obligations:</b>		
Obligation at the beginning of the year	120.57	112.93
Current service cost	13.20	9.71
Interest cost	7.17	7.68
Benefits paid	(5.73)	(21.12)
Actuarial loss recognised in OCI	(0.99)	11.37
Past service cost	-	-
<b>Obligation at the end of the year</b>	<b>134.22</b>	<b>120.57</b>
<b>Change in plan assets:</b>		
Fair value of plan assets at the beginning of the year	48.87	65.96
Interest income	3.27	5.09
Actuarial loss recognised in OCI	(0.18)	(1.06)
Contributions paid into the plan*	-	-
Benefits paid	(5.73)	(21.12)
<b>Closing fair value of plan assets</b>	<b>46.23</b>	<b>48.87</b>

\* Represents amount less than one million

Reconciliation of present value of defined benefit obligation and the fair value of plan assets:

Particulars	As at March 31, 2021	As at March 31, 2020
Present value of defined benefit obligation	(134.22)	(120.57)
Fair value of plan assets	46.23	48.87
<b>Liability recognised</b>	<b>(87.99)</b>	<b>(71.70)</b>

## Notes to Standalone financial statements

(₹ in millions, except share and per share data, unless otherwise stated)

Particulars	As at March 31, 2021	As at March 31, 2020
Non-current	(87.99)	(71.70)
Current	-	-

### Reconciliation of net defined benefit asset/ (liability)

#### Gratuity

Amount recognised in the statement of profit and loss in respect of gratuity cost is as follows:

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
<b>Gratuity cost</b>		
Current service cost	13.20	9.71
Past service cost	-	-
Interest cost	7.17	7.68
Expected return on plan assets	(3.27)	(5.09)
	<b>17.10</b>	<b>12.30</b>
Actuarial loss recognised in OCI	(0.81)	12.44
Losses / (Gains) on "Curtailements and Settlements"	-	-
Excess Provision pertaining to previous year adjusted in the current year	-	-
<b>Net gratuity cost</b>	<b>16.29</b>	<b>24.74</b>
<b>Assumptions</b>		
Discount rate	6.80% p.a	6.70% p.a
Mortality rate	100% of IALM 2012-14	100% of IALM 2012-14
Attrition rate	upto 30 years -20% 31-40 years - 9% above 40 years- 1%	upto 30 years -20% 31-40 years - 9% above 40 years- 1%
Retirement age	58 years	58 years
Salary increase	8.0% p.a for first 6 years and 7% thereafter	0% p.a. for first year, 8.0% p.a for next 5 years and 7% thereafter

The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market.

The expected rate of return on plan assets is based on the average long term rate of return expected on investments of the fund during the estimated term of obligation.

## Notes to Standalone financial statements

(₹ in millions, except share and per share data, unless otherwise stated)

### Sensitivity analysis

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions are as below:

Particulars	As at March 31, 2021		As at March 31, 2020	
	Increase	Decrease	Increase	Decrease
Discount rate (1% movement)	(14.20)	16.98	(12.89)	15.48
Future salary growth (1% movement)	10.38	(10.15)	9.85	(9.44)
Attrition rate (1% movement)	0.24	(2.67)	0.03	(0.03)
Mortality rate (1% movement)	0.06	(0.06)	0.05	(0.05)

### Maturity profile of defined benefit obligation:

Particulars	As at March 31, 2021	As at March 31, 2020
Within 1 year	8.01	7.69
2-5 years	23.37	23.33
6-10 years	22.90	18.25
More than 10 years	279.40	251.95

Assumptions regarding future mortality are based on published statistics and mortality tables.

Estimate of amount of contribution in the immediately next year ₹ 84.47 millions.

As at March 31, 2020 and March 31, 2019 100% of the plan assets were invested in insurer managed funds.

The defined benefit plan expose the Company to actuarial risks such as longevity risk, interest rate risk and market (investment) risk.

As at March 31, 2021, the weighted average duration of defined benefit obligation based on discounted cashflows is 13 years (March 31, 2020- 14 years)

### III Other long- term benefits

The following table sets out the status of the compensated absences amounts recognised in the Company's financial statements as at balance sheet date:

Particulars	As at March 31, 2021	As at March 31, 2020
Opening leave encashment provision	42.30	42.08
Expenses for the year	15.35	9.09
Paid/ reversed during the year	(5.24)	(8.86)
<b>Closing balance</b>	<b>52.41</b>	<b>42.31</b>

Particulars	As at March 31, 2021	As at March 31, 2020
Non-current	47.56	38.84
Current	4.85	3.47

## Notes to Standalone financial statements

(₹ in millions, except share and per share data, unless otherwise stated)

Cost of compensated absences expensed in the Statement of Profit and Loss:

Particulars*	For the year ended March 31, 2021	For the year ended March 31, 2020
Compensated absences	15.34	9.08

\* Included in Note 24

Actuarial assumptions for compensated absences are same as disclosed above for gratuity.

### 31. EMPLOYEE STOCK OPTION PLANS

The Company instituted the Employee Stock Option Plan (ESOP), which were approved by the Board of Directors. Each option is entitled to 1 equity share of ₹ 10 each. All options expires in 5 years after the vesting date. Details of ESOPs with the terms of vesting are as follows:

Plan	Board approval date	Share holder's approval date	Total options appropriated before bonus	Terms of Vesting
OnMobile Employees Stock Option Plan – I 2003	31-Oct-03	Extra Ordinary General Meeting held on March 5, 2001, November 29, 2003 and December 30, 2003	1,026,000	25% of such Options granted would vest at the end of twelve (12) months from the date the Optionee becomes an employee of the Company and the remaining 75% would vest at a rate of 1/36th per month for the next thirty six (36) months from the first vesting.
OnMobile Employees Stock Option Plan – II 2003	04-Dec-03		114,000	
OnMobile Employees Stock Option Plan – III 2006	24-Jul-06	24-Jul-06	61,567	25% of such Options granted would vest at the end of twelve (12) months from the date the Optionee becomes an employee of the Company and the remaining 75% would vest at a rate of 1/36th per month for the next thirty six (36) months from the first Vesting.
OnMobile Employees Stock Option Plan – I 2007	12-Jul-07	17-Aug-07	975,000	25% of the Options granted would vest at the end of twelve (12) months from the date of the grant and the remaining 75% would vest at a rate of 1/36th per month for the next thirty six (36) months from the first Vesting.
OnMobile Employees Stock Option Plan-II 2007	12-Jul-07	17-Aug-07	74,360	65%, 30%, 3% and 2% of the options granted would vest at the end of one year, two years, three years and four years from the grant date, respectively.
OnMobile Employees Stock Option Plan – I 2008	18-Mar-08	18-Apr-08	26,000	100% of the Options would vest over a period of four years.
OnMobile Employees Stock Option Plan II 2008	31-Oct-08	01-Aug-08	100,000	100% of the options granted would vest at the end of two years.

## Notes to Standalone financial statements

(₹ in millions, except share and per share data, unless otherwise stated)

Plan	Board approval date	Share holder's approval date	Total options appropriated before bonus	Terms of Vesting
OnMobile Employees Stock Option Plan III 2008	31-Oct-08	01-Aug-08	748,240	For 297,170 Options 50% of the options granted would vest at the end of one year and 25% of the options would vest on a monthly basis at the end of each of second and third years from the grant date respectively and for the balance 451,070 Options granted under the Plan the vesting would be 25% of the Options would vest at the end of one year and the rest of the options shall vest at the rate of 1/36th of the options shall vest every month for the next three years.
OnMobile Employees Stock Option Plan III 2008	29-Apr-09	01-Aug-08	113,150	25% of such Options granted would vest at the end of twelve (12) months from the date the Optionee becomes an employee of the Company and the remaining 75% would vest at a rate of 1/36th per month for the next thirty six (36) months from the first vesting.
OnMobile Employees Stock Option Plan III 2008	31-Jul-09	01-Aug-08	26,680	25% of such Options granted would vest at the end of twelve (12) months from the date the Optionee becomes an employee of the Company and the remaining 75% would vest at a rate of 1/36th per month for the next thirty six (36) months from the first vesting.
OnMobile Employees Stock Option Plan III 2008	26-Oct-09	01-Aug-08	75,000	25% of such Options granted would vest at the end of each year over a period of four years.
OnMobile Employees Stock Option Plan III 2008	28-Jan-10	01-Aug-08	68,500	25% of such Options granted would vest at the end of each year over a period of four years.
OnMobile Employees Stock Option Plan IV 2008	26-Sep-08	31-Oct-08	173,953	100% of such Options granted would vest at the end of one year.
OnMobile Employees Stock Option Plan I 2010	30-Apr-10	24-Jul-10	325,000	Vesting period shall be for a minimum of one (1) year and a maximum of four (4) years from the date of the Grant of stock option.
OnMobile Employees Stock Option Plan II 2010	30-Apr-10	24-Jul-10	875,000	Vesting period shall be for a minimum of one (1) year and a maximum of four (4) years from the date of the Grant of stock option



## Notes to Standalone financial statements

(₹ in millions, except share and per share data, unless otherwise stated)

Plan	Board approval date	Share holder's approval date	Total options appropriated before bonus	Terms of Vesting
OnMobile Employees Stock Option Plan 2011	30-Apr-11	04-Aug-11	1,150,000	Vesting period shall be for a minimum of one (1) year and a maximum of four (4) years from the date of the Grant of stock option
OnMobile Employees Stock Option Plan 1, 2012	07-May-12	29-Aug-12	3,000,000	Vesting period shall be for a minimum of one (1) year and a maximum of four (4) years from the date of the Grant of stock option
OnMobile Employees Stock Option Plan 1, 2013	15-May-13	30-Jul-13	1,500,000	Vesting period shall be for a minimum of one (1) year and a maximum of four (4) years from the date of the Grant of stock option

All the above plans are similar in nature and hence aggregated. Numbers of aggregated options granted, exercised and forfeited during the year under the above plans are given below:

Particulars	Year ended March 31, 2021		Year ended March 31, 2020	
	Number of Options	Weighted average exercise price (₹) per option	Number of Options	Weighted average exercise price (₹) per option
Options granted outstanding at the beginning of the year	3,168,990	39.36	3,638,178	39.45
Granted during the year	1,710,000	35.46	295,000	34.38
Exercised during the year	(1,047,992)	35.90	-	-
Forfeited during the year	(603,403)	41.33	(721,951)	37.98
Lapsed during the year	(138,860)	38.22	(42,237)	36.05
Options granted outstanding at the end of the year	<u>3,088,735</u>	<u>38.05</u>	<u>3,168,990</u>	<u>39.36</u>
Exercisable at the end of the period	804,771	42.97	1,611,847	39.19
Weighted average Share Price during the year (₹)		78.15		33.20
Weighted average remaining contractual life (years) at the year end	5.38 years		4.34 years	
Range of exercise price	₹ 27.43 to ₹ 128.50		₹ 27.43 to ₹ 128.50	

## Notes to Standalone financial statements

(₹ in millions, except share and per share data, unless otherwise stated)

The fair value of each unit under the above mentioned plans granted during the year is estimated using the Black-Scholes model with the following assumptions:

Grant date	15 June 2020	3 August 2020	2 November 2020	1 February 2021
Fair value of the option as on grant date	8.95	10.21	18.64	22.94
Share price	28.08	30.10	48.73	56.48
Exercise price	28.08	30.10	48.73	56.48
Expected volatility (%)	50.44%	51.92%	51.75%	52.98%
Expected life of the option (years)	4.34	4.81	4.34	4.34
Dividend yield (%)	5.34%	4.98%	3.08%	2.66%
Risk-free interest rate (%)	5.42%	5.00%	5.18%	5.57%

### 32. TRANSACTIONS WITH RELATED PARTIES

#### I List of Related parties and relationship:

SI No.	Relationship	Related parties
(i)	Subsidiaries	OnMobile Singapore Pte. Ltd. OnMobile SA. (subsidiary of OnMobile Europe B.V.) OnMobile Europe B.V. Servicios De Telefonía OnMobile, SA DE CV OnMobile USA LLC. OnMobile Global S A OnMobile Brasil Sistemas De Valor Agregado Para Comunicacoes Moveis Ltda OnMoible Global for Telecommunication Services OnMobile Senegal SARL OnMobile De Venezuela C.A. (subsidiary of OnMobile USA LLC) OnMobile Latam holdings SL (subsidiary of OnMobile USA LLC) OnMobile Mali SARL OnMobile Bangladesh Private Limited OnMobile Kenya Telecom Limited OnMobile Costa Rica OBCR, SA OnMobile Ghana Telecom Limited OnMobile Madagascar Telecom Limited OnMobile Nigeria Telecom Limited OnMobile Zambia Telecom Limited OnMobile Telecom Sierra Leone Limited OnMobile Tanzania Telecom Limited

## Notes to Standalone financial statements

(₹ in millions, except share and per share data, unless otherwise stated)

SI No.	Relationship	Related parties
		<p>OnMobile Global Spain S.L</p> <p>OnMobile Uruguay S.A</p> <p>OnMobile Uganda Limited</p> <p>OnMobile Rwanda Telecom Limited</p> <p>OnMobile Global Italy S.R.L.</p> <p>OnMobile Telecom Limited</p> <p>Onmobile Turkey Telekomunikasyon Sistemleri Limited Şirketi</p> <p>Onmobile Telecom Burkina Faso, SARL</p> <p>OnMobile Portugal SGPS, Unipessoal LDA (Zona Franca Da Madeira)</p> <p>OnMobile Live Inc (subsidiary of OnMobile USA LLC)</p> <p>Fonestarz Media Group Limited (subsidiary of OnMobile Live Inc) (Dissolved w.e.f. October 06, 2020)</p> <p>2dayUK Limited (subsidiary of OnMobile Live Inc)</p> <p>OnMobile Global Limited Colombia S.A.S.</p> <p>OnMobile Global Solutions Canada Limited</p> <p>OnMobile Global South Africa (PTY) Limited</p> <p>Appland AB (Subsidiary of OnMobile Europe B.V.)</p> <p>Onmobile Bangladesh Technologies Private Limited (Subsidiary of OnMobile Bangladesh Private Limited)</p>
(ii)	<p><b>Other related parties with whom the Company had transactions</b></p> <p><b>Key Management Personnel</b></p>	<p>Francois Charles Sirois, Executive Chairman and Chief Executive Officer (CEO till August 02, 2020)</p> <p>Krishnan Seshadri, Chief Executive Officer (from August 03, 2020)</p> <p>Sanjay Baweja, Independent Director (till May 31, 2020 and appointed as Chief Financial Officer from June 01, 2020)</p> <p>Rajiv Khaitan, Independent Director (till September 28, 2020)</p> <p>Nancy Cruickshank, Independent Director (till September 28, 2020)</p> <p>Sanjay Kapoor, Independent Director</p> <p>Gianluca D'Agostino, Independent Director</p> <p>Chric Arsenault, Independent Director (till April 29, 2020)</p> <p>Geeta Mathur, Independent Director (from September 28, 2020)</p> <p>Steven Fred Roberts, Director (from September 28, 2020)</p> <p>Paul Lamontagne, Independent Director (from December 17, 2020)</p> <p>Ganesh Murthy, Chief Financial Officer (till May 31, 2020)</p> <p>P V Varapasad, Company Secretary</p>

## Notes to Standalone financial statements

(₹ in millions, except share and per share data, unless otherwise stated)

SI No.	Relationship	Related parties
(iii)	Associates	Mobile Voice Konnect Private Limited Technologies Rob0 Inc.
(iv)	Enterprises owned or significantly influenced by key management personnel/Directors or their relatives	OnMobile Systems Inc., USA Khaitan & Co LLP (till September 28, 2020)

### II Transactions with Related Parties:

SI No	Nature of transactions	Subsidiary Companies		Key Management Personnel		Total	
		March 31, 2021	March 31, 2020	March 31, 2021	March 31, 2020	March 31, 2021	March 31, 2020
<b>1</b>	<b>Income from services</b>						
	OnMobile Singapore Pte. Ltd.	45.14	66.80	-	-	45.14	66.80
	OnMobile Global for Telecommunication Services	87.32	97.03	-	-	87.32	97.03
	OnMobile Global South Africa (PTY) Limited	193.44	131.85	-	-	193.44	131.85
	OnMobile Ghana Telecom Limited	0.11	-	-	-	0.11	-
	OnMobile Rwanda Telecom Limited	0.04	0.45	-	-	0.04	0.45
	OnMobile Uruguay S.A	0.55	-	-	-	0.55	-
	OnMobile Costa Rica OBCR SA	4.03	-	-	-	4.03	-
	OnMobile Zambia Telecom Limited	(2.62)	5.03	-	-	(2.62)	5.03
	OnMobile Global Spain S.L	477.25	449.10	-	-	477.25	449.10
	Onmobile Burkina Faso	3.89	6.72	-	-	3.89	6.72
	Onmobile Turkey Telekomunikasyon Sistemleri Limited Şirketi	1.21	-	-	-	1.21	-
	OnMobile Live Inc	26.18	-	-	-	26.18	-
	<b>Total</b>	<b>836.54</b>	<b>756.98</b>	<b>-</b>	<b>-</b>	<b>836.54</b>	<b>756.98</b>
<b>2</b>	<b>Business development expenses</b>						
	OnMobile USA LLC	62.99	43.26	-	-	62.99	43.26
	OnMobile Kenya Telecom Limited	18.06	23.40	-	-	18.06	23.40
	OnMobile Global Limited Colombia S.A.S.	-	2.00	-	-	-	2.00
	Servicios De Telefonía OnMobile SA DE CV	11.44	18.89	-	-	11.44	18.89
	OnMobile Global Solutions Canada Limited	17.74	18.56	-	-	17.74	18.56
	<b>Total</b>	<b>110.23</b>	<b>106.11</b>	<b>-</b>	<b>-</b>	<b>110.23</b>	<b>106.11</b>

## Notes to Standalone financial statements

(₹ in millions, except share and per share data, unless otherwise stated)

SI No	Nature of transactions	Subsidiary Companies		Key Management Personnel		Total	
		March 31, 2021	March 31, 2020	March 31, 2021	March 31, 2020	March 31, 2021	March 31, 2020
<b>3</b>	<b>Transfer of data centre costs (included in cost of software licenses and others)</b>						
	OnMobile USA LLC	-	26.07	-	-	-	26.07
	<b>Total</b>	<b>-</b>	<b>26.07</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>26.07</b>
<b>4</b>	<b>Content cost and Knowledge transfer cross charge</b>						
	Appland AB	7.79	1.01	-	-	7.79	1.01
	<b>Total</b>	<b>7.79</b>	<b>1.01</b>	<b>-</b>	<b>-</b>	<b>7.79</b>	<b>1.01</b>
<b>5</b>	<b>Remuneration to key management personnel (refer Note 3 below)</b>						
	Salaries and wages	-	-	51.39	24.39	51.39	24.39
	Share- based payment	-	-	4.85	2.24	4.85	2.24
	Others	-	-	11.05	13.65	11.05	13.65
	<b>Total</b>	<b>-</b>	<b>-</b>	<b>67.29</b>	<b>40.28</b>	<b>67.29</b>	<b>40.28</b>
<b>6</b>	<b>Legal charges</b>						
	Khaitan & Co LLP	-	-	0.14	0.12	0.14	0.12
	<b>Total</b>	<b>-</b>	<b>-</b>	<b>0.14</b>	<b>0.12</b>	<b>0.14</b>	<b>0.12</b>
<b>7</b>	<b>Dividend income</b>						
	OnMobile Bangladesh Private Limited	74.58	-	-	-	74.58	-
	<b>Total</b>	<b>74.58</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>74.58</b>	<b>-</b>
<b>8</b>	<b>Interest income</b>						
	OnMobile Rwanda Telecom Limited	0.06	0.08	-	-	0.06	0.08
	OnMobile Global Spain S.L.	3.39	2.65	-	-	3.39	2.65
	Onmobile Turkey Telekomunikasyon Sistemleri Limited Şirketi	0.82	1.13	-	-	0.82	1.13
	<b>Total</b>	<b>4.27</b>	<b>3.86</b>	<b>-</b>	<b>-</b>	<b>4.27</b>	<b>3.86</b>
<b>9</b>	<b>Purchase of tangible and intangible assets/cross charges</b>						
	OnMobile Singapore Pte. Ltd.	-	5.33	-	-	-	5.33
	Appland AB	-	0.49	-	-	-	0.49
	OnMobile Global Solutions Canada Limited	10.90	-	-	-	10.90	-
	<b>Total</b>	<b>10.90</b>	<b>5.82</b>	<b>-</b>	<b>-</b>	<b>10.90</b>	<b>5.82</b>
<b>10</b>	<b>Recovery of expenses from</b>						
	OnMobile Singapore Pte. Ltd.	9.72	12.70	-	-	9.72	12.70
	OnMobile Global Spain S.L.	16.21	18.39	-	-	16.21	18.39
	<b>Total</b>	<b>25.93</b>	<b>31.09</b>	<b>-</b>	<b>-</b>	<b>25.93</b>	<b>31.09</b>

## Notes to Standalone financial statements

(₹ in millions, except share and per share data, unless otherwise stated)

SI No	Nature of transactions	Subsidiary Companies		Key Management Personnel		Total	
		March 31, 2021	March 31, 2020	March 31, 2021	March 31, 2020	March 31, 2021	March 31, 2020
11	<b>Transfer of tangible and intangible assets including related cost, AMC, content cost, freight and insurance</b>						
	OnMobile Global South Africa (PTY) Limited	3.23	-	-	-	3.23	-
	OnMobile Live Inc	14.61	-	-	-	14.61	-
	OnMobile Singapore Pte. Ltd.	-	0.05	-	-	-	0.05
	<b>Total</b>	<b>17.84</b>	<b>0.05</b>	<b>-</b>	<b>-</b>	<b>17.84</b>	<b>0.05</b>
12	<b>Liabilities written back</b>						
	OnMobile Brasil Sistemas de Valor Agregado Para Comunicacoes Moveis Ltda	-	16.71	-	-	-	-
	<b>Total</b>	<b>-</b>	<b>16.71</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
13	<b>Trade Payables</b>						
	OnMobile Singapore Pte. Ltd.	29.32	18.19	-	-	29.32	18.19
	OnMobile S.A.	41.79	40.31	-	-	41.79	40.31
	Servicios De Telefonía OnMobile Sa De Cv	6.13	6.33	-	-	6.13	6.33
	OnMobile Kenya Telecom Limited	6.48	2.36	-	-	6.48	2.36
	OnMobile Madagascar Telecom Limited	4.39	4.61	-	-	4.39	4.61
	OnMobile Nigeria Telecom Limited	17.79	18.35	-	-	17.79	18.35
	OnMobile Rwanda Telecom Limited	5.15	5.58	-	-	5.15	5.58
	OnMobile Zambia Telecom Limited	3.84	5.08	-	-	3.84	5.08
	OnMobile Uruguay S.A	-	1.68	-	-	-	1.68
	OnMobile Global Spain S.L	20.58	43.34	-	-	20.58	43.34
	OnMobile Global Solutions Canada Limited	2.26	6.59	-	-	2.26	6.59
	Appland AB	10.43	1.49	-	-	10.43	1.49
	<b>Total</b>	<b>148.16</b>	<b>153.91</b>	<b>-</b>	<b>-</b>	<b>148.16</b>	<b>153.91</b>
14	<b>Long term loans and advances (including accrued interest) (included in non-current financial assets)</b>						
	OnMobile Rwanda Telecom Limited	1.71	1.71	-	-	1.71	1.71
	Onmobile Turkey Telekomunikasyon Sistemleri Limited Şirketi	23.65	23.17	-	-	23.65	23.17
	OnMobile Global Spain S.L.	-	132.59	-	-	-	132.59
	<b>Total</b>	<b>25.36</b>	<b>157.47</b>	<b>-</b>	<b>-</b>	<b>25.36</b>	<b>157.47</b>
15	<b>Short term loans and advances (including accrued interest) (included in current financial assets)</b>						
	OnMobile Global Spain S.L.	197.61	-	-	-	197.61	-
	<b>Total</b>	<b>197.61</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>197.61</b>	<b>-</b>
16	<b>Trade receivables</b>						
	OnMobile Nigeria Telecom Limited	17.85	18.23	-	-	17.85	18.23
	<b>Total</b>	<b>17.85</b>	<b>18.23</b>	<b>-</b>	<b>-</b>	<b>17.85</b>	<b>18.23</b>

# Notes to Standalone financial statements

(₹ in millions, except share and per share data, unless otherwise stated)

SI No	Nature of transactions	Subsidiary Companies		Key Management Personnel		Total	
		March 31, 2021	March 31, 2020	March 31, 2021	March 31, 2020	March 31, 2021	March 31, 2020
<b>17</b>	<b>Other financial assets</b>						
	OnMobile Singapore Pte. Ltd.	2.76	10.85	-	-	2.76	10.85
	OnMobile Global for Telecommunication Services	69.99	76.86	-	-	69.99	76.86
	Servicios De Telefonía OnMobile Sa De Cv	60.48	80.40	-	-	60.48	80.40
	OnMobile De Venezuela C A	213.40	220.74	-	-	213.40	220.74
	OnMobile USA LLC.	208.43	183.70	-	-	208.43	183.70
	OnMobile Global South Africa (PTY) Limited	50.20	16.39	-	-	50.20	16.39
	OnMobile Global SA	190.91	197.50	-	-	190.91	197.50
	OnMobile Kenya Telecom Limited	57.00	58.96	-	-	57.00	58.96
	OnMobile Telecom Limited.	6.31	6.70	-	-	6.31	6.70
	OnMobile Costa Rica OBCR SA	4.14	0.11	-	-	4.14	0.11
	OnMobile Ghana Telecom Limited	13.17	12.71	-	-	13.17	12.71
	OnMobile Madagascar Telecom Limited	10.55	10.52	-	-	10.55	10.52
	OnMobile Nigeria Telecom Limited	165.48	169.38	-	-	165.48	169.38
	OnMobile Rwanda Telecom Limited	13.88	14.10	-	-	13.88	14.10
	OnMobile Uganda Limited	20.72	25.83	-	-	20.72	25.83
	OnMobile Zambia Telecom Limited	6.27	12.83	-	-	6.27	12.83
	OnMobile Telecom (SL) Limited	8.61	8.93	-	-	8.61	8.93
	OnMobile Global Spain S.L	74.86	44.66	-	-	74.86	44.66
	OnMobile Uruguay S.A	6.47	7.81	-	-	6.47	7.81
	Onmobile Turkey Telekomunikasyon Sistemleri Limited Şirketi	6.85	4.42	-	-	6.85	4.42
	Onmobile Telecom Burkina Faso, SARL	12.07	8.23	-	-	12.07	8.23
	OnMobile Global Limited Colombia S.A.S.	18.21	16.02	-	-	18.21	16.02
	OnMobile Bangladesh Private Limited	12.04	12.37	-	-	12.04	12.37
	OnMobile Live Inc	86.37	47.07	-	-	86.37	47.07
	OnMobile Tanzania Telecom Limited	9.86	8.47	-	-	9.86	8.47
	<b>Total</b>	<b>1,329.03</b>	<b>1,255.56</b>	<b>-</b>	<b>-</b>	<b>1,329.03</b>	<b>1,255.56</b>
<b>18</b>	<b>Dividend receivable from subsidiary</b>						
	OnMobile Bangladesh Private Limited	74.58	-	-	-	74.58	-

## Notes:

- 1 Related party relationships are as identified by the Company on the basis of information available and relied by the auditors.
- 2 During the year, provision of ₹18.35 million (March 31, 2020: ₹230.56 million) (net off foreign exchange movements) has been provided for expected credit loss on other financial assets from related parties. The total balance of provision for expected credit loss as on March 31, 2021: ₹582.20 million (March 31, 2020: ₹563.85 million)
- 3 Employment benefits excludes gratuity and compensated absences which cannot be separately identified from the composite amount advised by the actuary.
- 4 The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions.

## Notes to Standalone financial statements

(₹ in millions, except share and per share data, unless otherwise stated)

### 33. FINANCIAL INSTRUMENTS BY CATEGORY

Particulars As at March 31, 2021	Carrying value		Fair value			Total
	FVTPL	Amortised Cost	Level 1	Level 2	Level 3	
<b>Financial assets measured at fair value:</b>						
<b>Derivative asset</b>	7.26	-	-	7.26	-	7.26
Investments in mutual funds	791.72	-	791.72	-	-	791.72
<b>Financial assets measured at amortised cost:</b>						
Loans	-	278.51	-	-	-	278.51
Trade receivables	-	347.99	-	-	-	347.99
Cash and cash equivalents	-	208.90	-	-	-	208.90
Other bank balances	-	366.00	-	-	-	366.00
<b>Other financial assets</b>	-	963.32	-	-	-	963.32
Investments	-	585.45	-	-	-	585.45
<b>Total</b>	<b>798.98</b>	<b>2,750.17</b>	<b>791.72</b>	<b>7.26</b>	<b>-</b>	<b>3,549.15</b>
<b>Financial liabilities measured at amortised cost:</b>						
Lease Liabilities	-	72.96	-	-	-	72.96
Trade payables	-	730.69	-	-	-	730.69
Other financial liabilities	-	86.46	-	-	-	86.46
<b>Total</b>	<b>-</b>	<b>890.11</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>890.11</b>

Particulars As at March 31, 2020	Carrying value		Fair value			Total
	FVTPL	Amortised Cost	Level 1	Level 2	Level 3	
<b>Financial assets measured at fair value:</b>						
Investments in mutual funds	1149.64	-	1,149.64	-	-	1,149.64
<b>Financial assets measured at amortised cost:</b>						
Loans	-	224.01	-	-	-	-
Trade receivables	-	424.42	-	-	-	-



## Notes to Standalone financial statements

(₹ in millions, except share and per share data, unless otherwise stated)

Particulars As at March 31, 2020	Carrying value		Fair value			Total
	FVTPL	Amortised Cost	Level 1	Level 2	Level 3	
Cash and cash equivalents	-	276.77	-	-	-	-
Other bank balances	-	16.07	-	-	-	-
Other financial assets	-	887.25	-	-	-	-
Investments	-	683.97	-	-	-	-
<b>Total</b>	<b>1,149.64</b>	<b>2,512.49</b>	<b>1,149.64</b>	-	-	<b>1,149.64</b>
<b>Financial liabilities measured at amortised cost:</b>						
Lease Liabilities	-	132.87	-	-	-	-
Trade payables	-	824.87	-	-	-	-
Other financial liabilities	-	108.04	-	-	-	-
<b>Total</b>	-	<b>1,065.78</b>	-	-	-	-

### Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are recognised at fair value and amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments under the accounting standard as follows:

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities,

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices), and

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

There have been no transfers among Level 1, Level 2 and Level 3 during the period.

The management assessed that fair value of cash and short-term deposits, trade receivables, trade payables, other current financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

- i) Long-term fixed-rate receivables are evaluated by the Company based on parameters such as interest rates, specific country risk factors, individual creditworthiness of the customer. Based on this evaluation, allowances are taken into account for the expected losses of these receivables.
- ii) The fair value of the unquoted mutual fund are based on market observable inputs at reporting date. The fair value of other financial liabilities is estimated by credit risk and remaining maturities.
- iii) The Company enters into derivative financial instruments with various counterparties, principally financial institutions with investment grade credit ratings. Derivative financials instruments are valued based on quoted prices for similar assets and liabilities in active markets or inputs that are directly or indirectly observable in the marketplace.

# Notes to Standalone financial statements

(₹ in millions, except share and per share data, unless otherwise stated)

## Capital Management

The Company manages its capital to ensure that it will be able to continue as a going concern while maximising the return to stakeholders to optimise equity. The Company's Corporate Treasury reviews the capital structure on a quarterly basis.

The capital structure of the company consists of only equity as of March 31, 2021. The company is not subject to any externally imposed capital requirements.

## Financial risk management

The Company's Corporate Treasury function provides services to the business, coordinates access to domestic and international financial markets, monitors and manages the financial risks relating to the operations of the Company through internal risk reports which analyse exposures by degree and magnitude of risk.

The Company's primary focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The primary market risk to the company is foreign exchange risk along with credit risk and liquidity risk.

The Company seeks to minimise the effects of these forex by hedging the forex exposures through forward contracts, liquidity risk by diversifying its investments in various schemes of debt mutual funds and fixed deposits. The Company manages its credit risks by monitoring the credit rating of the customers, banks and mutual funds. Corporate Treasury Function reports quarterly to the Company's risk management committee, an independent body that monitors risks and policies implemented to mitigate risk exposures.

## Market Risk

Market risk is the risk of any loss in future earnings, in realizable fair values or in future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rate, equity price fluctuations, liquidity and other market changes. Future specific market movements cannot be normally predicted with reasonable accuracy.

### (i) Interest rate risk:

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to Company's investments. The Company's investments are primarily short term, which do not expose it to significant interest rate risk.

### (ii) Foreign currency exchange rate risk:

The fluctuation in foreign currency exchange rates may have potential impact on the income statement and equity, where any transaction references more than one currency or where assets/liabilities are denominated in a currency other than the functional currency of the respective foreign operations. The company enters into forward foreign exchange contracts to hedge its exposure to foreign currency risk arising on the net export of services.

The carrying amounts of the Company's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

Particulars	As at March 31, 2021			
	USD	EURO	Other currencies*	Total
<b>Assets</b>				
Trade receivables	50.12	0.65	20.22	70.99
Cash and cash equivalents	47.43	17.06	143.07	207.56
Other financial assets	1,227.87	288.23	450.47	1,966.57
<b>Liabilities</b>				
Trade payable	(1.65)	(57.79)	(94.14)	(153.58)
Other financial liabilities	(201.94)	(91.88)	(64.73)	(358.55)
<b>Net assets/liabilities</b>	<b>1,121.83</b>	<b>156.27</b>	<b>454.89</b>	<b>1,732.99</b>

\*Other currencies include Bangladeshi taka (BDT), Egyptian pound (EGP), Brazilian real (BRL), Canadian dollar (CAD), Mexican peso (MXN), Malaysian ringgit (MYR), Singapore dollar (SGD), Colombian peso (COP), Peruvian sol (PEN), South African rand (ZAR) etc.

## Notes to Standalone financial statements

(₹ in millions, except share and per share data, unless otherwise stated)

Particulars	As at March 31, 2020			
	USD	EURO	Other currencies*	Total
<b>Assets</b>				
Trade receivables	55.83	0.80	35.82	92.45
Cash and cash equivalents	51.60	15.03	151.51	218.13
Other financial assets	1,350.85	141.32	299.68	1,791.85
<b>Liabilities</b>				
Trade payable	(49.13)	(25.75)	(116.67)	(191.55)
Other financial liabilities	(213.12)	(89.26)	(47.00)	(349.38)
<b>Net assets/liabilities</b>	<b>1,196.02</b>	<b>42.14</b>	<b>323.34</b>	<b>1,561.50</b>

\*Other currencies include Bangladeshi taka (BDT), Egyptian pound (EGP), Brazilian real (BRL), Canadian dollar (CAD), Mexican peso (MXN), Malaysian ringgit (MYR), Singapore dollar (SGD), Colombian peso (COP), Peruvian sol (PEN), South African rand (ZAR) etc.

### Sensitivity analysis

A reasonably possible strengthening (weakening) of the US dollar, EUR, BDT against all other currencies at 31 Mar 2021 would have affected the measurement of financial instruments denominated in a foreign currency and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant.

Particulars	Profit or (loss)		Equity, net of tax	
	Strengthening	Weakening	Strengthening	Weakening
<b>31 March 2021</b>				
USD (1% movement)	11.22	(11.22)	7.95	(7.95)
EUR (1% movement)	1.56	(1.56)	1.11	(1.11)
<b>31 March 2020</b>				
USD (1% movement)	11.96	(11.96)	8.48	(8.48)
EUR (1% movement)	0.42	(0.42)	0.30	(0.30)

### Impact of COVID-19 (Global pandemic)

The Company basis their assessment believes that the probability of the occurrence of their forecasted transactions is not impacted by COVID-19 pandemic. The Company has also considered the effect of changes, if any, in both counterparty credit risk while assessing hedge effectiveness and measuring hedge ineffectiveness. The Company continues to believe that there is no impact on effectiveness of its hedges.

### Derivative financial instruments

The Company is exposed to foreign currency fluctuations on foreign currency assets/ liabilities and forecasted cash flows denominated in foreign currency. The Company follows established risk management policies, including the use of derivatives to hedge foreign currency assets/ liabilities and foreign currency forecasted cash flows. The counter party in these derivative instruments is a bank and the Company considers the risks of non-performance by the counterparty as non-material.

## Notes to Standalone financial statements

(₹ in millions, except share and per share data, unless otherwise stated)

The following table presents the aggregate contracted principal amounts of the Company's derivative contracts outstanding:

Non designated derivative instrument	As at March 31, 2021 Nominal Value (In ₹ Mn)	As at March 31, 2020 Nominal Value (In ₹ Mn)	Currency	As at March 31, 2021 Nominal Value (Foreign Currency in Mn)	As at March 31, 2020 Nominal Value (Foreign Currency in Mn)
Forward Contract -(SELL)	104.99	-	USD/INR	1.44	-
Forward Contract -(SELL)	175.94		EUR/USD	2.05	
Forward Contract -(SELL)	107.28	177.99	EUR/INR	1.25	2.15
<b>Total Forward contracts</b>	<b>388.21</b>	<b>177.99</b>			

The foreign exchange forward contracts mature within 12 months. The table below analyzes the derivative financial instruments into relevant maturity groupings based on the remaining period as at the reporting date:

Particulars	As at March 31, 2021 Nominal Value	As at March 31, 2020 Nominal Value
Not later than 1 month	87.83	33.11
Later than 1 month but not later 3 months	197.40	70.37
Later than 3 month but not later 1 year	102.99	74.51
	<b>388.21</b>	<b>177.99</b>

In respect of the Company's forward contracts, a 1% decrease/increase in the respective exchange rates of each of the currencies underlying such contracts would have resulted in:

- an approximately 0.20% increase and (0.20%) decrease in the Company's net profit and approximately 0.06% increase and (0.06%) decrease in equity as at March 31, 2021;
- an approximately 0.09% increase and (0.09%) decrease in the Company's net profit and approximately 0.03% increase and (0.03%) decrease in equity as at March 31, 2020;

### Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and investment securities. Credit risk arises from cash held with banks and financial institutions, as well as credit exposure to clients, including outstanding accounts receivable. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets. Credit risk encompasses both the direct risk of default and the risk of deterioration of creditworthiness as well as concentration risks. The Company assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors.

#### i) Trade and other receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment. The following table gives details in respect of revenues generated from top customer and customers individually accounting for more than 10% of the total revenue of the Company:

## Notes to Standalone financial statements

(₹ in millions, except share and per share data, unless otherwise stated)

Particulars	For the year ended	
	March 31, 2021	March 31, 2020
Revenue from top customer	324.62	332.37
Revenue from customers contributing to more than 10% of the Company	538.90	944.96

2 customers for the year ended March 31, 2021 (3 customers for the year ended March 31, 2020) accounted for more than 10% of the revenue. No other single customer contributed 10% or more of the Company's revenue for both 2020-21 and 2019-20.

### ii) Investments

The Group limits its exposure to credit risk by generally investing in liquid securities and only with counterparties that have rating of AA/AAA. The Group does not expect any losses from non-performance by these counter-parties, and does not have any significant concentration of exposures to specific industry sectors.

#### Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due. The Company's corporate treasury department is responsible for liquidity management, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management.

The table below provides details regarding the contractual maturities of significant financial liabilities:

Particulars	As at March 31, 2021			As at March 31, 2020		
	Carrying amount	Contractual maturities		Carrying amount	Contractual maturities	
		Less than 1 Year	More than 1 Year		Less than 1 Year	More than 1 Year
Lease liabilities	72.96	11.29	61.67	132.87	37.21	95.66
Trade payables	730.69	730.69	-	824.87	824.87	-
Other financial liabilities	86.46	86.46	-	108.04	108.04	-
<b>Total</b>	<b>890.11</b>	<b>828.44</b>	<b>61.67</b>	<b>1,065.78</b>	<b>970.12</b>	<b>95.66</b>

### 34. EARNINGS PER SHARE

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Profit/ (loss) for the year as per the statement of profit and loss	116.05	(15.15)
Weighted average number of equity shares	103,902,256	105,696,202
Weighted average number of equity shares for basic EPS	103,902,256	105,696,202
Weighted average number of equity shares resulting from assumed exercise of employee stock options	440,377	1,362
Weighted average number of equity shares for diluted EPS	104,342,633	105,697,564
	₹	₹
Nominal value of equity shares	10	10
Earnings per share		
Basic	1.12	(0.14)
Diluted	1.11	(0.14)

## Notes to Standalone financial statements

(₹ in millions, except share and per share data, unless otherwise stated)

35. As per Sec 135 of the Companies act, 2013, a Company, meeting the applicability threshold, needs to spend at least 2 % of its average profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities.

The areas for CSR activities are eradication of hunger and malnutrition, promoting education, art and culture, healthcare, destitute care and rehabilitation, environment sustainability, disaster relief and rural development projects. A CSR committee has been formed by the Company as per the Act. The funds were utilised through the year on these activities which are specified in Schedule VII of the Companies Act, 2013.

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
(a) Amount required to be spent by the company during the year	5.92	8.91
(b) Amount spent during the year for:		
(i) Construction/ acquisition of any asset	-	-
(ii) On purpose other than (i) above	5.92	8.91

36. The Ministry of Micro, Small and Medium Enterprises has issued an Office Memorandum dated 26 August 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum. Accordingly, the disclosure in respect of the amounts payable to such enterprises as at 31 March 2021 has been made in the financials statements based on information received and available with the Company. Further in view of the Management, the impact of interest, if any, that may be payable in accordance with the provisions of the Act is not expected to be material. The Company has not received any claim for interest from any supplier under the said Act.

Based on the information available with the Company, there are no dues to suppliers who are registered as micro, small or medium enterprises under "The Micro, Small and Medium Enterprises Development Act, 2006" as at March 31, 2021.

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
(i) The amounts remaining unpaid to micro and small supplier as at the end of each year :		
- Principal	-	-
- Interest	-	-
(ii) The amount of interest paid by the buyer in terms of Section 16 of the MSMED Act, 2006, along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-
(iii) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006	-	-
(iv) The amount of interest accrued and remaining un-paid at the end of each accounting year	-	-
(v) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purposes of disallowance as a deductibles expenditure under Section 23 of the MSMED Act, 2006	-	-

37. The Company prepares consolidated financial statements, hence as per Indian Accounting Standard 108 Operating Segments, segment information has not been provided in the standalone financial statements.

38. Details of unsecured loan given to wholly owned subsidiaries under section 186(4) of the Act:

# Notes to Standalone financial statements

(₹ in millions, except share and per share data, unless otherwise stated)

Details of unsecured loan during the current year to wholly owned subsidiaries

Name of the borrower	Rate of interest	As at 1 April 2020	Given during the year*	Repayment during the year	As at 31 March 2021	Maximum amount outstanding during the year
Onmobile Rwanda Telecom Limited	LIBOR + 3% spread	1.71	-	-	1.71	1.71
Onmobile Turkey Telekomunikasyon Sistemleri	LIBOR + 3% spread	23.17	0.48	-	23.65	23.65
Onmobile Global Spain	EURIBOR + 1.25% spread	132.59	427.87	362.85	197.61	427.87

Details of unsecured loan during the previous year to wholly owned subsidiaries

Name of the borrower	Rate of interest	As at 1 April 2019	Given during the year*	Repayment during the year	As at 31 March 2020	Maximum amount outstanding during the year
Onmobile Rwanda Telecom Limited	LIBOR + 3% spread	1.49	0.22	-	1.71	1.71
Onmobile Turkey Telekomunikasyon Sistemleri	LIBOR + 3% spread	20.22	2.95	-	23.17	23.17
Onmobile Global Spain	EURIBOR + 1.25% spread	-	319.39	186.80	132.59	319.39

\* Includes interest accrued and foreign exchange movement

- 39 Exceptional item for the year ended March 31, 2021 represent amounts provided towards impairment of investment in OnMobile Brasil Sistemas DeValor Agregado Para Comunicacoes Moveis Ltda, Brazil, OnMobile Global S A, Argentina, OnMobile Global Limited Colombia S.A.S., OnMobile Zambia Telecom Limited, OnMobile Ghana Limited, OnMobile Rwanda Limited, OnMobile Telecom Limited (Malawi).

Exceptional item for the year ended March 31, 2020 represent amounts provided towards impairment of investment in Servicios De Telefonía Onmobile Sa De Cv, Mexico, OnMobile Global S A, Argentina, OnMobile Madagascar Telecom Limited, OnMobile Global Limited Colombia S.A.S. and OnMobile Telecom Sierra Leone Limited.

## 40. SUBSEQUENT EVENT

Subsequent to the year end, on April 22, 2021, the Company has acquired 10% equity interest in Tech4billion Media Pvt Limited (Chingari), a Company which is involved in providing end users a video sharing social media platform for a total consideration of Rs 318.7 millions.

The Board of Directors in their meeting held on May 28, 2021 have proposed a final dividend of Rs 1.50 per equity share for the year ended March 31, 2021 which is subject to approval of shareholders at the ensuing Annual General Meeting and if approved, would result in a cash outflow of approximately ₹ 156.74 millions.

- 41 Prior year figures have been reclassified wherever required to confirm to the classification of the current year.

As per our report of even date attached

For and on behalf of the Board of Directors

**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 28, 2021

**François-Charles Sirois**

Executive Chairman

DIN- 06890830

Place: Montreal, Canada

Date: May 28, 2021

**Sanjay Kapoor**

Director

DIN- 01973450

Place: Gurgaon

Date: May 28, 2021

**Sanjay Baweja**

Chief Financial Officer

Place: Gurgaon

Date: May 28, 2021

**Krishnan Seshadri**

Chief Executive Officer

Place: Bengaluru

Date: May 28, 2021

**P V Varaprasad**

Company Secretary

M. No- FCS 5877

Place: Bengaluru

Date: May 28, 2021

# INDEPENDENT AUDITOR'S REPORT

To the Members of Onmobile Global Limited

## Report on the Audit of Consolidated Financial Statements

### Opinion

We have audited the consolidated financial statements of Onmobile Global Limited (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group") and its associates, which comprise the consolidated balance sheet as at 31 March 2021, and the consolidated statement of profit and loss (including other comprehensive income), consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group and its associates as at 31 March 2021, of its consolidated profit and other comprehensive income, consolidated changes in equity and consolidated cash flows for the year then ended.

### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group and its associates in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Impairment of Goodwill – See note 3(b) to the Consolidated financial statements	
The key audit matter	How the matter was addressed in our audit
<p>The Group has goodwill of INR 596.70 million as at 31 March 2021 arising on business combination in past years.</p> <p>The carrying values of goodwill will be recovered through future cash flows and there is a risk of asset impairment in case these cash flows do not meet the Group's expectations. The Group determines the value in use ('VIU') by means of a discounted cash flow method which contains a number of significant assumptions and estimates including revenue growth, terminal growth rates and discount rate. Changes in these assumptions could affect the assessment of impairment to the carrying value of goodwill.</p> <p>The changes in business environment including impact of COVID-19 pandemic on budgets and forecasts and uncertainties caused by external factors may affect the anticipated performance of the cash generating unit.</p>	<p>In view of the significance of the matter, following audit procedures were applied, among others to obtain sufficient audit evidence:</p> <ul style="list-style-type: none"><li>Assessed the design, implementation and operating effectiveness of key controls in respect of the Group's goodwill impairment analysis process including evaluation and approval of forecasts, and the valuation model used;</li><li>Examined the recoverable value computation prepared by the Company;</li><li>Challenged the key assumptions used in cash flow forecasts for calculating the Value in Use ("VIU") amount. This includes growth rates, profitability, discount rates, etc. with reference to our understanding of the business and historical trend.</li></ul>



### Impairment of Goodwill – See note 3(b) to the Consolidated financial statements (Contd.)

The key audit matter	How the matter was addressed in our audit
<p>The Group has concluded that the recoverable amount of the cash generating unit is higher than its carrying amount and accordingly, no impairment provision was required to be recorded during the current year.</p> <p>Given the significance of the amounts involved and significant estimates involved in the above, we determined this to be an area of focus for our audit.</p>	<ul style="list-style-type: none"> <li>• Involved our valuation specialists to examine the valuation methodology and key assumptions;</li> <li>• Performed sensitivity analysis considering possible changes in key assumptions used;</li> <li>• Evaluated the adequacy of disclosures made in the consolidated financial statements.</li> </ul>

### Recoverability of Trade receivables (including unbilled receivables) – See note 6 and note 11 to the Consolidated financial statements

The key audit matter	How the matter was addressed in our audit
<p>The Group has trade receivables including unbilled receivables amounting to INR 2,035.70 million (net of allowance for expected credit loss INR 252.51 million) as at 31 March 2021.</p> <p>The Group's customers operate in a number of geographical locations having different credit profiles. Further, considering the quantum of the balances and the risk of some of the trade receivables not being recoverable, judgement is required to evaluate the adequacy of allowance recorded to reflect the credit risk including due to the current COVID-19 situation, if any.</p> <p>Judgement is required in determining the level of allowance for expected credit losses to be recorded in respect of such receivables using the life time expected credit losses method.</p> <p>Recoverability of trade receivables was an area of focus for us because of significance of the amounts involved in context of the consolidated financial statements and the fact it involved critical estimates.</p>	<p>In view of the significance of the matter, following audit procedures were applied, among others to obtain sufficient audit evidence:</p> <ul style="list-style-type: none"> <li>• Tested the design of internal financial controls and operating effectiveness of the relevant key controls which respect to assessment of adequacy of allowance for expected credit loss.</li> <li>• Enquired with Group on the significant and long overdue balances with reference to recent history of settlement, default or disputes and tested the ageing profile of the relevant trade and other receivables.</li> <li>• Assessed the level of allowance for expected credit losses by analysing the historical cash collection trends, the local economic environment.</li> <li>• Our procedure also includes assessing the possible effects from the COVID-19 pandemic in each of the geographies for both external customers and its subsidiaries.</li> </ul>

### Taxation – See note 34 to the Consolidated financial statements

The key audit matter	How the matter was addressed in our audit
<p>The Group carries its business through various subsidiaries and branches operating in various geographical locations.</p> <p>The Holding Company's operations are majorly based out of units registered as Special Economic Zone (SEZ). Accordingly, the Holding Company historically enjoyed certain deductions/benefits with respect to payment of income-tax and other indirect taxes, some of which are subject matters of dispute with tax authorities.</p> <p>The Group periodically assesses its tax positions, which include examination by the external tax consultant and tax counsels appointed by the Group. Judgment is required in assessing the range of possible outcomes for some of these tax matters.</p> <p>The possible outcomes, could change significantly over time as each of the matter progresses depending on experience on actual assessment proceedings by tax authorities and other judicial precedents.</p>	<p>In view of the significance of the matter, following audit procedures were applied, among others to obtain sufficient audit evidence:</p> <ul style="list-style-type: none"> <li>• Tested the design of internal financial controls and operating effectiveness of the relevant key controls with respect to direct and indirect taxes</li> <li>• We obtained list of ongoing litigations and tax computations for the current year;</li> <li>• We analysed select key correspondences with the tax authorities to identify any additional tax litigation or update from old litigations;</li> <li>• We analysed the Group's judgment regarding the eventual resolution of matters with various tax authorities. In this regard, we understood how Company has considered past experience, where available, with the tax authorities in the respective jurisdictions;</li> </ul>

## Taxation – See note 34 to the Consolidated financial statements (Contd.)

The key audit matter	How the matter was addressed in our audit
<p>Where the amount of tax liabilities is uncertain, the Group recognises accruals/contingent liability which reflect the Group's best estimate of the outcome based on the facts as at the reporting date. Thus, there is a risk of incorrect accounting of accruals and disclosure of contingent liability for tax.</p> <p>Accordingly, the assessment of potential tax liabilities and uncertain tax positions involves significant judgement and accordingly was an area of focus.</p>	<ul style="list-style-type: none"><li>• We also considered external expert opinion and consultations made by the Group Company for significant matters during current and past periods;</li><li>• We used our own tax specialists' expertise to assess the key assumptions made by the Group.</li></ul>

### Information Other than the Consolidated Financial Statements and Auditors' Report Thereon

The Holding Company's Management and Board of Directors are responsible for the other information. The other information comprises of Management Reports such as Board's Report, Management Discussion and Analysis, Corporate Governance Report and Business Responsibility Report (but does not include the Consolidated Financial Statements and our Auditors' Report thereon) which we obtained prior to the date of this Auditor's Report, and the remaining reports, which are expected to be made available to us after that date.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

When we read the other sections of Annual Report (other than those mentioned above), if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the applicable laws and regulations.

### Management's and Board of Directors' Responsibilities for the Consolidated Financial Statements

The Holding Company's Management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit/ loss and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group including its associates in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. The respective Management and Board of Directors of the companies included in the Group and of its associates are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Management and Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group and of its associates are responsible for assessing the ability of each company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associates is responsible for overseeing the financial reporting process of each company.

### Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on the internal financial controls with reference to the consolidated financial statements and the operating effectiveness of such controls based on our audit.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of Management and Board of Directors use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associates to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of such entities or business activities within the Group and its associates to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of financial information of such entities.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

We communicate with those charged with governance of the Holding Company regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **Report on Other Legal and Regulatory Requirements**

- A. As required by Section 143(3) of the Act, based on our audit we report, to the extent applicable, that:
- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
  - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
  - c) The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
  - d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under section 133 of the Act.
  - e) On the basis of the written representations received from the directors of the Holding Company and its associate incorporated in India as on 31 March 2021 taken on record by the Board of Directors of the Holding Company and its

associate incorporated in India, none of the directors of the Group companies and its associate incorporated in India is disqualified as on 31 March 2021 from being appointed as a director in terms of Section 164(2) of the Act.

- f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
- B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The consolidated financial statements disclose the impact of pending litigations as at 31 March 2021 on the consolidated financial position of the Group and its associates. Refer Note 29 to the consolidated financial statements.
  - ii. Provision has been made in the consolidated financial statements, as required under the applicable law or Ind AS, for material foreseeable losses, on long-term contracts including derivative contracts. Refer note 39 to the consolidated financial statement in respect of such items as it relates to the Group and its associates.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company during the year ended 31 March 2021; and
  - iv. The disclosures in the consolidated financial statements regarding holdings as well as dealings in specified bank notes during the period from 8 November 2016 to 30 December 2016 have not been made in the financial statements since they do not pertain to the financial year ended 31 March 2021.
- C. With respect to the matter to be included in the Auditor's report under section 197(16):

In our opinion and according to the information and explanations given to us, the remuneration paid during the current year by the Holding Company to its directors is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director by the Holding Company is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

**For BSR & Co. LLP**

*Chartered Accountants*

Firm's Registration No: 101248W/W-100022

**Sampad Guha Thakurta**

*Partner*

Membership Number: 060573

UDIN: 21060573AAAAACF8679

Place: Bengaluru

Date: 28 May 2021

## **Annexure - A to the Independent Auditor's Report**

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**Annexure A to the Independent Auditors' report on the consolidated financial statements of Onmobile Global Limited ("the Company") for the year ended 31 March 2021**

**Report on the Internal Financial Controls with reference to the aforesaid consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

**(Referred to in paragraph A(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)**

### **Opinion**

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31 March 2021, we have audited the internal financial controls with reference to consolidated financial statements of Onmobile Global Limited (hereinafter referred to as "the Holding Company") under the Companies Act, 2013, as of that date.

In our opinion, the Holding Company, have, in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls were operating effectively as at 31 March 2021, based on the internal financial controls with reference to consolidated financial statements criteria established by such companies considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

### **Management's Responsibility for Internal Financial Controls**

The respective Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls with reference to consolidated financial statements based on the criteria established by the respective Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (hereinafter referred to as "the Act").

### **Auditor's Responsibility**

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to consolidated financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of the internal controls based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements.

### **Meaning of Internal Financial controls with Reference to Consolidated Financial Statements**

A Company's internal financial controls with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial controls with reference to consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the consolidated financial statements.

### **Inherent Limitations of Internal Financial controls with Reference to Consolidated Financial Statements**

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that the internal financial controls with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### **For B S R & Co. LLP**

*Chartered Accountants*

Firm's Registration No: 101248W/W-100022

#### **Sampad Guha Thakurta**

*Partner*

Membership Number: 060573

UDIN: 21060573AAAACF8679

Place: Bengaluru

Date: 28 May 2021

# CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2021

(₹ in millions, except share and per share data, unless otherwise stated)

Particulars	Notes	As at March 31, 2021	As at March 31, 2020
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	3 (a)	154.45	173.49
Capital work-in-progress	3 (a)	13.76	12.44
Goodwill	3 (b)	596.70	533.59
Other intangible assets	3 (b)	168.55	168.32
Intangible asset under development	3 (b)	182.70	-
Right to use assets	21	76.74	136.08
<b>Financial assets</b>			
Investments	4	615.54	278.72
Loans	8	54.23	60.49
Income tax assets (net)		1,495.93	1,418.72
Deferred tax assets (net)	34	570.39	620.59
Other non-current assets	12	470.55	149.89
		<b>4,399.54</b>	<b>3,552.33</b>
<b>Current assets</b>			
<b>Financial assets</b>			
Investments	5	791.72	1,554.94
Trade receivables	6	1,516.84	1,598.85
Cash and cash equivalents	7 (a)	918.44	895.13
Other bank balances	7 (b)	366.00	16.07
Loans	9	7.51	12.69
Derivative Asset	10	25.70	-
Other financial assets	11	543.56	795.08
Other current assets	13	493.20	634.79
		<b>4,662.97</b>	<b>5,507.55</b>
		<b>9,062.51</b>	<b>9,059.88</b>
<b>TOTAL</b>			
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity share capital	14	1,044.96	1,056.96
Other equity	15	5,216.08	4,843.32
		<b>6,261.04</b>	<b>5,900.28</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
<b>Financial liabilities</b>			
Lease liabilities	21	61.67	106.87
Other financial liabilities	19 (a)	-	75.67
Provisions	16	135.55	110.54
Deferred tax liabilities (net)	34	1.09	7.31
		<b>198.31</b>	<b>300.39</b>
<b>Current liabilities</b>			
<b>Financial liabilities</b>			
Lease liabilities	21	15.01	37.46
<b>Trade payables</b>			
-Total outstanding dues of micro and small enterprises	18	-	-
-Total outstanding dues of creditors other than micro and small enterprises	18	1,861.82	2,172.97
Other financial liabilities	19 (b)	155.23	159.56
Provisions	17	43.00	46.74
Income tax liabilities (net)		308.00	267.46
Other current liabilities	20	220.10	175.02
		<b>2,603.16</b>	<b>2,859.21</b>
		<b>9,062.51</b>	<b>9,059.88</b>
<b>TOTAL</b>			
Significant accounting policies	2		

The accompanying notes are an integral part of the consolidated financial statements

As per our report of even date attached

**For BSR & Co. LLP**

Chartered Accountants

Firm registration number: 101248W/W-100022

**Sampad Guha Thakurta**

Partner

Membership Number- 060573

Place: Bengaluru

Date: May 28, 2021

For and on behalf of the Board of Directors

**François-Charles Sirois**

Executive Chairman

DIN- 06890830

Place: Montreal, Canada

Date: May 28, 2021

**Sanjay Kapoor**

Director

DIN- 01973450

Place: Gurgaon

Date: May 28, 2021

**Sanjay Baweja**

Chief Financial Officer

Place: Gurgaon

Date: May 28, 2021

**Krishnan Seshadri**

Chief Executive Officer

Place: Bengaluru

Date: May 28, 2021

**P V Varaprasad**

Company Secretary

M. No- FCS 5877

Place: Bengaluru

Date: May 28, 2021

# CONSOLIDATED STATEMENT OF PROFIT AND LOSS

(₹ in millions, except share and per share data, unless otherwise stated)

Particulars	Notes	For the year ended March 31, 2021	For the year ended March 31, 2020
<b>INCOME</b>			
Revenue from operations	22	5,512.92	5,724.24
Other income	23	100.66	171.70
<b>Total income (A)</b>		<b>5,613.58</b>	<b>5,895.94</b>
<b>EXPENSES</b>			
Content fees and royalty		2,620.73	2,547.33
Contest expenses		51.34	63.01
Cost of software licenses and others		117.00	173.26
Employee benefits expenses	24	1,402.33	1,616.52
Finance costs	25	9.34	14.68
Depreciation and amortisation expenses	26	128.03	185.17
Other expenses	27	661.96	943.24
<b>Total expenses (B)</b>		<b>4,990.73</b>	<b>5,543.21</b>
<b>Profit before share of loss of associates, exceptional items and tax (C) = (A-B)</b>		<b>622.85</b>	<b>352.73</b>
Share of loss of associates (D)		(5.69)	-
<b>Profit before tax and exceptional items E = (C+D)</b>		<b>617.16</b>	<b>352.73</b>
Exceptional items (net) (F)	38	46.62	82.00
<b>Profit before tax (G) = (E+F)</b>		<b>663.78</b>	<b>434.73</b>
<b>Tax expense</b>			
Current tax	34	157.59	245.13
Deferred tax	34	46.33	(86.23)
<b>Total tax (H)</b>		<b>203.92</b>	<b>158.90</b>
<b>Profit for the year (I) = (G-H)</b>		<b>459.86</b>	<b>275.83</b>
<b>Other comprehensive income (Net)</b>			
<i>Items that will not be reclassified to profit or loss</i>			
Remeasurements of the defined benefit liabilities / (asset)		0.81	(12.44)
Income tax relating to items that will not be reclassified to profit or loss		(0.24)	0.41
<i>Items that will be reclassified to profit or loss</i>			
Exchange differences in translating the financial statements of foreign operations		77.58	158.30
Income tax on items that will be reclassified to profit or loss		-	-
<b>Other comprehensive income for the year</b>		<b>78.15</b>	<b>146.27</b>
<b>Total comprehensive income for the year</b>		<b>538.01</b>	<b>422.10</b>
<b>Earnings per equity share</b>			
1. Basic (Face value of equity share of ₹ 10/- each)	33	4.42	2.61
2. Diluted (Face value of equity share of ₹ 10/- each)		4.41	2.61
<b>Significant accounting policies</b>	2		

**The accompanying notes are an integral part of the consolidated financial statements**

As per our report of even date attached

For and on behalf of the Board of Directors

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

Chartered Accountants

Firm registration number: 101248W/W-100022

**Sampad Guha Thakurta**

Partner

Membership Number- 060573

**François-Charles Sirois**

Executive Chairman

DIN- 06890830

Place: Montreal, Canada

Date: May 28, 2021

**Krishnan Seshadri**

Chief Executive Officer

Place: Bengaluru

Date: May 28, 2021

**Sanjay Kapoor**

Director

DIN- 01973450

Place: Gurgaon

Date: May 28, 2021

**Sanjay Baweja**

Chief Financial Officer

Place: Gurgaon

Date: May 28, 2021

**P V Varaprasad**

Company Secretary

M. No- FCS 5877

Place: Bengaluru

Date: May 28, 2021

Place: Bengaluru  
Date: May 28, 2021



# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2021

(₹ in millions, except share and per share data, unless otherwise stated)

## a. Equity share capital

Particulars	Amount
<b>Issued and paid up capital at April 1, 2019</b>	<b>1,056.96</b>
Changes in equity share capital during the year	
(a) Issue of equity shares under employee stock option plan	-
<b>Balance at March 31, 2020</b>	<b>1,056.96</b>
Changes in equity share capital during the year	
(a) Issue of equity shares under employee stock option plan	10.48
(b) Buy-back of equity shares	(22.48)
<b>Balance at March 31, 2021</b>	<b>1,044.96</b>

## b. Other equity

Particulars	Reserves and Surplus					Exchange differences on translating the financial statements of a foreign operation	Remeasurements of the defined benefit liabilities / (asset)	Total
	Securities premium	General reserve	Stock Options outstanding account	Capital redemption reserve	Retained earnings			
<b>Balance as at April 1, 2019</b>	2,403.49	13.20	142.53	154.00	1,936.39	(53.79)	5.14	4,600.96
Profit for the year	-	-	-	-	275.83	-	-	275.83
Other comprehensive income	-	-	-	-	-	158.30	(12.44)	145.86
Income tax impact on other comprehensive income	-	-	-	-	-	-	0.41	0.41
<b>Total Comprehensive income for the year</b>	-	-	-	-	<b>275.83</b>	<b>158.30</b>	<b>(12.03)</b>	<b>422.10</b>
Dividend (including tax on dividend)	-	-	-	-	(191.13)	-	-	(191.13)
Compensation cost related to employee share based payment	-	-	11.39	-	-	-	-	11.39
<b>Balance as at March 31, 2020</b>	<b>2,403.49</b>	<b>13.20</b>	<b>153.92</b>	<b>154.00</b>	<b>2,021.09</b>	<b>104.51</b>	<b>(6.89)</b>	<b>4,843.32</b>
<b>Balance as at April 1, 2020</b>	<b>2,403.49</b>	<b>13.20</b>	<b>153.92</b>	<b>154.00</b>	<b>2,021.09</b>	<b>104.51</b>	<b>(6.89)</b>	<b>4,843.32</b>
Profit for the year	-	-	-	-	459.86	-	-	459.86
Other comprehensive income	-	-	-	-	-	77.58	0.81	78.39
Income tax impact on other comprehensive income	-	-	-	-	-	-	(0.24)	(0.24)
<b>Total Comprehensive income for the year</b>	-	-	-	-	<b>459.86</b>	<b>77.58</b>	<b>0.57</b>	<b>538.01</b>
Dividend (including tax on dividend)	-	-	-	-	(155.17)	-	-	(155.17)
Received on exercise of employee stock options	42.28	-	(15.14)	-	-	-	-	27.14
Share Premium utilised for Shares buy back	(39.00)	-	-	-	(7.13)	-	-	(46.13)
Share based payments	-	-	8.91	-	-	-	-	8.91
Transfer to Capital Redemption Reserve	(22.48)	-	-	22.48	-	-	-	-
Transfer to General reserve	-	119.19	(119.19)	-	-	-	-	-
<b>Balance As at March 31, 2021</b>	<b>2,384.29</b>	<b>132.39</b>	<b>28.50</b>	<b>176.48</b>	<b>2,318.65</b>	<b>182.09</b>	<b>(6.32)</b>	<b>5,216.08</b>

The accompanying notes are an integral part of the consolidated financial statements

As per our report of even date attached

For and on behalf of the Board of Directors

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

Chartered Accountants

Firm registration number: 101248W/W-100022

**Sampad Guha Thakurta**

Partner

Membership Number- 060573

**François-Charles Sirois**

Executive Chairman

DIN- 06890830

Place: Montreal, Canada

Date: May 28, 2021

**Krishnan Seshadri**

Chief Executive Officer

Place: Bengaluru

Date: May 28, 2021

**Sanjay Kapoor**

Director

DIN- 01973450

Place: Gurgaon

Date: May 28, 2021

**Sanjay Baweja**

Chief Financial Officer

Place: Gurgaon

Date: May 28, 2021

**P V Varaprasad**

Company Secretary

M. No- FCS 5877

Place: Bengaluru

Date: May 28, 2021

Place: Bengaluru

Date: May 28, 2021

# CONSOLIDATED CASH FLOW STATEMENT

(₹ in millions, except share and per share data, unless otherwise stated)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit for the year	459.86	275.83
Adjustments to reconcile profit for the year to net cash flows:		
Income tax expense recognised in the consolidated statement of profit and loss	203.92	158.90
Share of loss from associates	5.69	-
Depreciation and amortisation expense	128.03	185.17
Exceptional items	(46.62)	(82.00)
Unrealised foreign exchange gain	1.28	(104.70)
Bad debts written off	16.40	-
Gain on disposal of Property plant and equipment (Net)	(4.68)	(1.87)
Gain on sale/ redemption of Investment (Net)	(21.32)	(87.01)
Provision for doubtful trade receivables (net)	(18.82)	57.48
Gain on lease termination	(11.18)	-
Share based payments	8.91	11.39
Finance cost	9.34	14.68
Provisions no longer required written back	-	(0.06)
Interest income	(55.19)	(27.13)
<b>Operating profit before working capital changes</b>	<b>675.62</b>	<b>400.68</b>
Changes in operating assets and liabilities:		
Trade receivables	66.73	18.33
Other assets	104.81	(69.23)
Trade payable and other liabilities	(271.62)	51.10
<b>Cash generated from operations</b>	<b>575.54</b>	<b>400.88</b>
Direct taxes paid (net of refunds)	(181.41)	(229.32)
<b>Net cash generated from operating activities</b>	<b>394.13</b>	<b>171.56</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of tangible and intangible assets	(257.77)	(65.34)
Proceeds from sale of tangible and intangible assets	8.58	4.04
Sale, redemption/(purchase) of short term investment (net)	784.54	448.56
Sale, redemption / (Purchase) of long term investments (net)	(361.00)	(278.67)
Changes in other bank balances	(349.93)	(4.16)
Interest received	46.47	18.00
<b>Net cash (used in)/generated from investing activities</b>	<b>(129.11)</b>	<b>122.43</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Finance costs	(9.34)	(14.68)
Repayment of lease liabilities	(37.04)	(34.52)
Proceeds on ESOP exercised (including premium)	37.62	-
Buy back of equity share capital (including premium)	(61.48)	-
Expenses for buyback of equity shares	(7.13)	-
Dividend paid on equity shares including tax thereon	(155.17)	(187.01)
<b>Net cash used in financing activities</b>	<b>(232.54)</b>	<b>(236.21)</b>
<b>Net increase in cash and cash equivalents (A+B+C)</b>	<b>32.48</b>	<b>57.78</b>
Cash and cash equivalents at the beginning of the year	895.13	794.13
Effect of exchange differences on translation of foreign currency cash and cash equivalents	(9.17)	43.22
<b>Cash and cash equivalents at the end of the year (Refer Note 7a)</b>	<b>918.44</b>	<b>895.13</b>
<b>Components of Cash and cash equivalents:</b>		
Cash on hand	0.07	0.16
Balances with bank :		
- In current accounts	735.68	559.15
- In deposit accounts	182.69	335.82
<b>Cash and cash equivalents in Balance sheet</b>	<b>918.44</b>	<b>895.13</b>

The accompanying notes are an integral part of the consolidated financial statements

As per our report of even date attached

For and on behalf of the Board of Directors

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

Chartered Accountants

Firm registration number: 101248W/W-100022

**Sampad Guha Thakurta**

Partner

Membership Number- 060573

**François-Charles Sirois**

Executive Chairman

DIN- 06890830

Place: Montreal, Canada

Date: May 28, 2021

**Sanjay Kapoor**

Director

DIN- 01973450

Place: Gurgaon

Date: May 28, 2021

**Sanjay Baweja**

Chief Financial Officer

Place: Gurgaon

Date: May 28, 2021

**Krishnan Seshadri**

Chief Executive Officer

Place: Bengaluru

Date: May 28, 2021

**P V Varaprasad**

Company Secretary

M. No- FCS 5877

Place: Bengaluru

Date: May 28, 2021

Place: Bengaluru

Date: May 28, 2021

## Significant accounting policies forming part of the consolidated financial statements

(₹ in millions, except share and per share data, unless otherwise stated)

### 1. COMPANY OVERVIEW

OnMobile Global Limited ('OnMobile' or 'the Company') together with its subsidiaries and its associate ('the Group') is a public limited company incorporated in India and has its registered office at Bengaluru, India. The Company has its primary listings on the Bombay Stock Exchange and National Stock Exchange in India. The Company is engaged in providing value added services such as Ringback Tones, Digital Content Store and Infotainment. OnMobile is the global leader in Ringback Tones. Digital Content Store is a one-stop mobile destination for discovering digital content like videos, games, music and images. Infotainment offers music, contest, news and sports to consumers over the mobile.

### 2. SIGNIFICANT ACCOUNTING POLICIES

#### Basis of Presentation of these consolidated financial statements

#### a. Statement of Compliance

The consolidated financial statements have been prepared in accordance with the Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 and Companies notified under Section 133 of Companies Act, 2013, (the 'Act') and other relevant provisions of the Act.

These consolidated financial statements have been prepared for the Group as a going concern on the basis of relevant Ind AS that are effective at the Group's annual reporting date, March 31, 2021. The consolidated financial statements are approved for issue, by the Company's Board of Directors on May 28, 2021.

#### b. Basis of Measurement

The consolidated financial statements have been prepared on the historical cost convention and on an accrual basis, except for the following material items:

- Certain financial assets and liabilities (including derivative instruments) are measured at fair value
- Share based payment transactions

c. Net defined benefit assets/(liabilities) are measured at fair value of plan assets, less present value of defined benefit obligations and

d. Contingent consideration in Business combination

#### c. Basis of Consolidation

The consolidated financial statements incorporate the financial statements of the Company, its subsidiaries and the associates.

Control is achieved when the Company has power over the investee, it is exposed or has rights, to variable returns from its involvement with the investee; and has the ability to use its power to affect its returns.

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above. The Company considers all relevant facts and circumstances in assessing whether or not the Company's voting rights in an investee are sufficient to give it power. Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit and loss from the date the Company gains control until the date when the Company ceases to control the subsidiary. Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The following entities (all subsidiaries and the associate unless stated otherwise) are considered in the consolidated financial statements.

Sl. No.	Name of entity	Country of Incorporation	% of Ownership held as on March 31, 2021	% of Ownership held as on March 31, 2020
1	OnMobile Singapore Pte. Ltd.	Singapore	100	100
2	OnMobile S.A. (subsidiary of OnMobile Europe B.V.)	France	100	100
3	OnMobile Europe B.V.	Netherlands	100	100
4	OnMobile USA LLC	United States of America	100	100
5	Servicios De Telefonía OnMobile Sa De Cv	Mexico	100	100
6	OnMobile Brasil Sistemas De Valor Agregado Para Comunicacoes Moveis Ltda.	Brazil	100	100
7	OnMobile De Venezuela C.A. (subsidiary of OnMobile USA LLC)	Venezuela	100	100

## Significant accounting policies forming part of the consolidated financial statements

(₹ in millions, except share and per share data, unless otherwise stated)

Sl. No.	Name of entity	Country of Incorporation	% of Ownership held as on March 31, 2021	% of Ownership held as on March 31, 2020
8	OnMobile Global SA	Argentina	100	100
9	OnMobile Uruguay SA	Uruguay	100	100
10	OnMobile Senegal SARL	Senegal	100	100
11	OnMobile Global for Telecommunication Services	Egypt	100	100
12	OnMobile Mali SARL	Mali	100	100
13	OnMobile Bangladesh Private Limited	Bangladesh	100	100
14	OnMobile Kenya Telecom Limited	Kenya	100	100
15	OnMobile Costa Rica OBCR, S.A.	Costa Rica	100	100
16	OnMobile Telecom Limited	Malawi	100	100
17	OnMobile Global Spain S.L.	Spain	100	100
18	OnMobile Uganda Limited	Uganda	100	100
19	OnMobile Zambia Telecom Limited	Zambia	100	100
20	OnMobile Madagascar Telecom Limited	Madagascar	100	100
21	OnMobile Rwanda Telecom Limited	Rwanda	100	100
22	OnMobile Nigeria Telecom Limited	Nigeria	100	100
23	OnMobile Tanzania Telecom Limited	Tanzania	100	100
24	OnMobile Ghana Telecom Limited	Ghana	100	100
25	OnMobile Telecom Sierra Leone Limited	Sierra Leone	100	100
26	OnMobile Global Solutions Canada Limited	Canada	100	100
27	OnMobile Global Italy SRL	Italy	100	100
28	OnMobile Turkey Telekomunikasyon Sistemleri Limited Şirketi	Turkey	100	100
29	OnMobile Portugal SGPS, Unipessoal LDA (Zona Franca Da Madeira)	Portugal	100	100
30	OnMobile Telecom Burkina Faso, S.A.R.L.	Burkina Faso	100	100
31	OnMobile Global South Africa (PTY) LTD	South Africa	100	100
32	OnMobile Global Czech Republic S.R.O (Closed with effect from August 29, 2019)	Czech Republic	100	100
33	OnMobile Live Inc (subsidiary of OnMobile USA LLC)	United States of America	100	100
34	"Fonestarz Media Group Limited (subsidiary of OnMobile Live Inc) (Dissolved w.e.f October 6, 2020)"	United Kingdom	100	100
35	2dayUK Limited (subsidiary of OnMobile Live Inc)	United Kingdom	100	100
36	OnMobile Global Limited Colombia S.A.S	Colombia	100	100
37	OnMobile Latam holding SL (subsidiary of OnMobile USA LLC)	Spain	100	100
38	Appland AB (subsidiary of OnMobile Europe B.V.)	Sweden	100	100
39	OnMobile Bangladesh Technologies Private Limited (Subsidiary of OnMobile Bangladesh Private Limited, Incorporated on April 10, 2019)	Bangladesh	100	100
40	Technologies rob0 Inc- Associate	Canada	25	-
41	Mobile Voice Konnect Private Limited - Associate	India	50	50

### d. Use of Estimates and judgements

The preparation of the consolidated financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the consolidated financial statements is included in the following notes:

## Significant accounting policies forming part of the consolidated financial statements

(₹ in millions, except share and per share data, unless otherwise stated)

### **Judgements**

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the consolidated financial statements is included in the following notes:

- i) Note (k)-Useful lives of property, plant and equipment and intangible assets;
- ii) Note (e) - Assessment of functional currency;
- iii) Note (o) - Measurement of defined benefit obligation; key actuarial assumptions;
- iv) Note (p)- Share based compensation to employees;
- v) Note (r)- Provision for income taxes and related tax contingencies and evaluation of recoverability of deferred tax assets;
- vi) Note (s) - impairment test of goodwill and other non-financial assets.

### **Assumptions and estimation uncertainties**

Information about assumptions and estimation uncertainties that might have a significant risk of resulting in a material adjustment in the year ending March 31, 2021 is included in the following notes:

- i. Note (r) – recognition of deferred tax assets: availability of future taxable profit against which tax losses carried forward can be used;
- ii. Note (s) - impairment test of goodwill and other non-financial assets: key assumptions underlying recoverable amounts;
- iii. Note (i) – impairment of financial assets;
- iv. Note (t) – recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources; and
- v. Note (m) - acquisition of subsidiary: fair value of the consideration transferred (including contingent consideration) and fair value of the assets acquired and liabilities assumed.

### **e. Functional and presentation currency**

The consolidated financial statements are presented in Indian Rupee (INR), the national currency of India, which is the functional currency of the Company. The Company has foreign operations (branches & subsidiaries) for which the functional currency is the currency of the primary economic environment in which these entities operate.

### **f. Foreign currency transactions and balances**

Transactions in foreign currency are translated into the respective functional currencies using the exchange rates prevailing at the dates of the respective transactions.

Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at the exchange rates prevailing at the reporting date of monetary assets and liabilities denominated in foreign currencies are recognised in the consolidated statement of profit and loss and reported within foreign exchange gains/ (losses).

Non monetary assets and liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of transaction.

For the purposes of presenting the consolidated financial statements, assets and liabilities of Group's foreign operations with functional currency different from the Company are translated into the Company's functional currency i.e. INR using exchange rates prevailing at the end of each reporting period. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any are recognised in other comprehensive income and accumulated in equity.

On the disposal of foreign operation, all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to the consolidated statement of profit and loss.

A monetary item for which settlement to/from a foreign operation is neither planned nor likely to occur in the foreseeable future is considered as a part of the Company's net investment in that foreign operation. On consolidation, exchange differences arising from the translation of any such net investment in foreign operation, are recognised in other comprehensive income and reclassified to consolidated statement of profit or loss, on disposal of the net investment.

### **g. Cash Flow**

Consolidated cash flow statement has been prepared in accordance with the Indirect method prescribed in Indian Accounting Standard 7-“Statement of Cash Flows”. The cash flows from operating, investing and financing activities of the Group are segregated based on the available information.

### **h. Cash and cash equivalents**

Cash and cash equivalents comprise cash on hand and in banks and demand deposits with banks which can be withdrawn at any time without prior notice or penalty on the principal. For the purpose of the consolidated statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

## Significant accounting policies forming part of the consolidated financial statements

(₹ in millions, except share and per share data, unless otherwise stated)

### i. Financial instruments

#### **Recognition and initial measurement**

Trade receivables and debt securities issued are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

#### **Classification and subsequent measurement**

##### Financial assets

On initial recognition, a financial asset is classified as measured at

- amortised cost;
- FVOCI – debt investment;
- FVOCI – equity investment; or
- FVTPL

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to

present subsequent changes in the investment's fair value in OCI (designated as FVOCI – equity investment). This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

*Financial assets: Subsequent measurement and gains and losses*

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in consolidated statement of profit and loss.
Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in consolidated statement of profit and loss. Any gain or loss on derecognition is recognised in consolidated statement of profit and loss.
Debt investments at FVOCI	These assets are subsequently measured at fair value. Interest income under the effective interest method, foreign exchange gains and losses and impairment are recognised in consolidated statement of profit and loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to consolidated statement of profit and loss.
Equity investments at FVOCI	These assets are subsequently measured at fair value. Dividends are recognised as income in consolidated statement of profit and loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to consolidated statement of profit and loss.

*Financial liabilities: Classification, subsequent measurement and gains and losses*

## Significant accounting policies forming part of the consolidated financial statements

(₹ in millions, except share and per share data, unless otherwise stated)

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held- for- trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in consolidated statement of profit and loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in consolidated statement of profit and loss. Any gain or loss on derecognition is also recognised in consolidated statement of profit and loss.

### **Derecognition**

#### **Financial assets**

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognised on its consolidated balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

#### **Financial liabilities**

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in consolidated statement of profit and loss.

### **Offsetting**

Financial assets and financial liabilities are offset and the net amount presented in the consolidated balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

### **Derivative Financial instruments**

The Group holds derivative financial instruments such as foreign exchange forward contracts to mitigate the risk of changes in foreign exchange rates on foreign

currency assets and liabilities and forecasted cash flows denominated in foreign currencies. The counterparty to these contracts is generally a bank.

Derivatives are recognised and measured at fair value. Attributable transaction costs are recognised in consolidated statement of profit and loss.

### **j. Property, plant and equipment and intangible assets**

Property, plant and equipment and intangible assets are stated at cost of acquisition including taxes, duties, freight directly attributable to make the asset ready for its intended use and other incidental expenses relating to acquisition and installation less accumulated depreciation and accumulated impairment losses, if any.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in statement of profit and loss.

Subsequent expenditure on assets, after its purchase is capitalised only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance. Assets retired from active use and held for sale are stated at the lower of their net book value and realisable value and disclosed separately.

Capital work in progress is stated at cost and includes the cost of the assets that are not ready for their intended use at the balance sheet date.

### **k. Depreciation and Amortisation**

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. The estimated useful life of the assets are reviewed at the end of each financial year and adjusted if appropriate.

Depreciation has been provided on the straight-line method over the useful life as estimated by the management based on technical advice on commercial lives of these assets, which is different from the rates prescribed under Schedule II of the Companies Act, 2013.

The estimated useful lives are as follows:

Category of Asset	No. of years
Category of Asset	Primary lease period of 3 years -5 years
Leasehold improvements	3 years
Office equipment	3 years-6 years
Computers and electronic equipment	3 years

## Significant accounting policies forming part of the consolidated financial statements

(₹ in millions, except share and per share data, unless otherwise stated)

### Goodwill

For measurement of goodwill that arises on a business combination refer note 38. Subsequent measurement is at cost less any accumulated impairment losses.

### Other intangible assets

#### *Internally generated: Research and development*

Expenditure on research activities is recognised in statement of profit or loss as incurred.

Development expenditure is capitalised as part of the cost of the resulting intangible asset only if the expenditure can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable, and the Group intends to and has sufficient resources to complete development and to use or sell the asset. Otherwise, it is recognised in statement of profit or loss as incurred. Subsequent to initial recognition, the asset is measured at cost less accumulated amortisation and any accumulated impairment losses.

#### *Others*

Other intangible assets are initially measured at cost. Subsequently, such intangible assets are measured at cost less accumulated amortization and any accumulated impairment losses.

Other intangible assets are amortised on a straight line basis over the estimated useful life as follows:

Category of Asset	No. of years
Software	3 years -10 years
Customer relationships	6 years
Intellectual property rights	3 years
Market development and deployment rights	Over the term of the agreement

Individual assets costing less than ₹5,000 are depreciated in full in the year of purchase.

## I. Leasing

### Policy applicable from April 01, 2019

#### Company as a lessee

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- the contract involves the use of an identified asset;
- the Company has the right to obtain substantially all the economic benefits from use of the asset throughout the period of use; and

- the Company has the right to direct the use of the asset.

At inception or on reassessment of a contract that contains a lease component, the Company allocates the consideration in the contract to each lease component on the basis of the relative stand-alone prices of the lease components and the aggregate stand-alone price of the non-lease components.

The Company recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability, adjusted for any lease payments made at or before the commencement date, less any lease incentives received, plus any initial direct costs incurred and an estimate of the costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located.

The right-of-use asset is subsequently measured at cost less accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the standalone statement of profit and loss.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the incremental borrowing rate applicable to the entity within the Company. Generally, the Company uses its incremental borrowing rate as the discount rate. For leases with reasonably similar characteristics, the Company, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole. The lease payments shall include fixed payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the Company is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.

The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments.



## Significant accounting policies forming part of the consolidated financial statements

(₹ in millions, except share and per share data, unless otherwise stated)

The Company recognises the amount of the re-measurement of lease liability as an adjustment to the right-of-use asset. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognises any remaining amount of the re-measurement in standalone statement of profit and loss.

The Company has elected not to recognise right-of-use assets and lease liabilities for short-term leases of all assets that have a lease term of 12 months or less and leases of low-value assets. The Company recognizes the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

### m. Business Combination

In accordance with Ind AS 103, Business combinations, the Company accounts for business combinations after acquisition date using the acquisition method when control is transferred to the Company. The cost of an acquisition is measured at the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange. The cost of acquisition also includes the fair value of any contingent consideration and deferred consideration, if any. Any goodwill that arises is tested annually for impairment. Any gain on a bargain purchase is recognised in OCI and accumulated in equity as capital reserve if there exists clear evidence of the underlying reasons for classifying the business combination as resulting in a bargain purchase; otherwise the gain is recognised directly in equity as capital reserve. Transaction costs are expensed as incurred.

Business combinations between entities under common control is accounted for at carrying value.

Any contingent consideration is measured at fair value at the date of acquisition. Contingent consideration is remeasured at fair value at each reporting date and changes in the fair value of the contingent consideration are recognised in profit or loss.

### n. Revenue from contracts with customers

The Group recognises revenue to depict the provision of services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those services. A 5-step approach is used to recognise revenue as below:

Step 1: Identify the contract(s) with a customer

Step 2: Identify the performance obligation in contract

Step 3: Determine the transaction price

Step 4: Allocate the transaction price to the performance obligations in the contract

Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation

Revenue from Telecom Value Added Services, net of credit notes, is recognized when a promise in a customer contract (performance obligation) has been satisfied by transferring control as per the terms of revenue sharing arrangements. Control over a promised services refers to the ability to direct the use of, and obtain substantially all of the remaining benefits from, those services. Control is usually transferred when services are received and used. The amount of revenue to be recognized (transaction price) is based on the consideration expected to be received in exchange for services, net of taxes directly linked to sales. If a contract contains more than one performance obligation, the transaction price is allocated to each performance obligation based on their relative stand-alone selling prices.

Revenue from sale of user licences for software application is recognized at point in time when the applications are functionally installed at the customer's location and customer obtains the control of asset as per the terms of the contracts.

Revenue from fixed price maintenance and subscription services contracts where the Group is standing ready to provide services is recognized based on time elapsed mode and revenue is straight-lined over the period of performance.

Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

The Group recognises a deferred income (contract liability) if consideration has been received (or has become receivable) before the Group transfers the promised goods or services to the customer. Advances received for services are reported as liabilities until all conditions for revenue recognition are met.

Contract fulfilment costs are generally expensed as incurred except for certain costs which meet the criteria for capitalisation.

### Dividend income and profit on sale of investments

Dividend on current investments is recognized on an accrual basis when the right to receive payment is established. Profit on sale of investments is recorded on transfer of title from the Group and is determined as the difference between the sale price and the carrying value of the investment.

### Interest Income

Interest income is recognised as it accrues in the statement of profit and loss, using the effective interest method.

## Significant accounting policies forming part of the consolidated financial statements

(₹ in millions, except share and per share data, unless otherwise stated)

### o. Employee Benefits

Employee benefits include contribution to provident fund, social security, employee state insurance corporation, gratuity fund, compensated absences etc.

- a) Short term obligations: Short-term employee benefits include salaries, social security contributions, short term compensated absences (such as paid annual leave where the absences are expected to occur within twelve months after the end of the period in which the employees render the related employee service), profit sharing and bonuses payable within twelve months after the end of the period in which the employees render the related services and non monetary benefits (such as medical care) etc, for current employees are estimated and measured on an undiscounted basis.
- b) Defined Contribution Plan: The Group's contribution to provident fund, employee state insurance scheme, social security etc are considered as defined contribution plans and are charged as an expense based on the amount of contribution required to be made as and when services are rendered by the employees.
- c) Defined Benefit Plan: Post employment benefit plans other than defined contribution plans include liabilities for gratuity funded in terms of a scheme administered by the Life Insurance Corporation of India, is determined by using projected unit credit method with actuarial valuation made at the end of each financial year. Provision for liabilities pending remittance to the fund is carried in the consolidated balance sheet.

Actuarial gains and losses are recognised in other comprehensive income. Further, the profit or loss does not include an expected return on plan assets. Instead net interest recognised in profit and loss is calculated by applying a discount rate used to measure the defined benefit obligation to the net defined benefit liability or asset. The actual return on the plan assets above or below the discount rate is recognised as part of re-measurement of net defined liability or asset through other comprehensive income.

Remeasurement comprising actuarial gains and losses and return on plan assets (excluding amounts included in net interest on the net defined benefit liability) are not reclassified to profit or loss in subsequent periods.

- d) Long-term liability for compensated absences is provided based on actuarial valuation of the accumulated leave credit outstanding to the employees as on the balance sheet date. The Group recognizes actuarial gains and losses immediately in the consolidated statement of profit and loss.

### p. Share Based Payments

Employees of the Group receive remuneration in the form of equity settled instruments, for rendering services over a defined vesting period. Equity instruments granted are measured by reference to the fair value of the instrument at the date of grant.

The expense is recognised in the consolidated statement of profit and loss with a corresponding increase to the share based payment reserve, a component of equity.

The equity instruments generally vest in a graded manner over the vesting period. The fair value determined at the grant date is expensed over the vesting period of the respective tranches of such grants (accelerated amortisation).

### q. Earnings per Share

Basic earnings per share is computed using the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed using the weighted-average number of equity and dilutive equivalent shares outstanding during the period, using the treasury stock method for options and warrants, except where the results would be anti-dilutive.

### r. Income Taxes

Income tax expense includes Indian and International income taxes. Income tax comprises of the current tax and net change in deferred tax asset or liability in the year. Income tax expense is recognised in the consolidated statement of profit and loss except to the extent it relates to items directly recognised in other comprehensive income.

- a) Current Tax: Provision for current tax is made taking into account the admissible deductions/allowances and is subject to revision based on the taxable income for the fiscal year ending 31 March each year. Provision for taxation includes tax liabilities in India on the Company's global income as reduced by exempted income and any tax liabilities arising overseas on income sourced from those countries.
- b) Deferred Tax: Deferred tax is recognised using balance sheet approach. Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in the consolidated financial statements, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profits or loss at the time of the transaction.

Deferred income tax asset are recognised to the extent that is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax

## Significant accounting policies forming part of the consolidated financial statements

(₹ in millions, except share and per share data, unless otherwise stated)

credits and unused tax losses can be utilised.

Deferred income tax liabilities are recognised for all taxable temporary differences.

The carrying amount of deferred income tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rates (and tax laws) that have been enacted or subsequently enacted by the end of the reporting period.

### s. Impairment of non-financial assets

Goodwill and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amounts by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash flows from other assets or group of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

### t. Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, and it is probable that outflow of economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognised as an asset, if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

### u. Cash dividend to equity holders

The Company recognises a liability to make cash to equity

holders when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity. Interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors.

### v. Recent Indian Accounting Standards (Ind AS)

On March 24, 2021, the Ministry of Corporate Affairs ("MCA") through a notification, amended Schedule III of the Companies Act, 2013. The amendments revise Division I, II and III of Schedule III and are applicable from April 1, 2021. Key amendments relating to Division II which relate to companies whose financial statements are required to comply with Companies (Indian Accounting Standards) Rules 2015 are:

#### Balance Sheet:

- i) Lease liabilities should be separately disclosed under the head 'financial liabilities', duly distinguished as current or non-current.
- ii) Certain additional disclosures in the statement of changes in equity such as changes in equity share capital due to prior period errors and restated balances at the beginning of the current reporting period.
- iii) Specified format for disclosure of shareholding of promoters.
- iv) Specified format for ageing schedule of trade receivables, trade payables, capital work-in-progress and intangible asset under development.
- v) If a company has not used funds for the specific purpose for which it was borrowed from banks and financial institutions, then disclosure of details of where it has been used.
- vi) Specific disclosure under 'additional regulatory requirement' such as compliance with approved schemes of arrangements, compliance with number of layers of companies, title deeds of immovable property not held in name of company, loans and advances to promoters, directors, key managerial personnel (KMP) and related parties, details of benami property held etc.

#### Statement of profit and loss:

- i) Additional disclosures relating to Corporate Social Responsibility (CSR), undisclosed income and crypto or virtual currency specified under the head 'additional information' in the notes forming part of consolidated financial statements.

The amendments are extensive and the Group will evaluate the same to give effect to them as required by law.

# Notes forming part of the consolidated financial statements

(₹ in millions, except share and per share data, unless otherwise stated)

## 3a. PROPERTY, PLANT AND EQUIPMENT

Description of Assets	Leasehold improvements	Computers and electronic equipments	Office equipment	Furniture and fixtures	Total	Capital work in progress
<b>I. Gross carrying amount</b>						
<b>Balance at April 1, 2019</b>	<b>121.12</b>	<b>2,785.61</b>	<b>35.80</b>	<b>41.04</b>	<b>2,983.57</b>	<b>11.28</b>
Additions	0.35	25.91	0.17	0.35	26.78	27.94
Less: Disposals	-	(262.70)	(0.86)	(4.32)	(267.88)	(26.78)
Effect of foreign currency translation from functional currency to reporting currency	2.86	115.81	3.14	0.42	122.23	-
<b>Balance at March 31, 2020</b>	<b>124.33</b>	<b>2,664.63</b>	<b>38.25</b>	<b>37.49</b>	<b>2,864.70</b>	<b>12.44</b>
Additions	1.04	46.47	-	0.59	48.10	49.42
Less: Disposals	(94.43)	(79.81)	(16.16)	(8.68)	(199.08)	(48.10)
Effect of foreign currency translation from functional currency to reporting currency	2.93	(2.82)	0.39	(0.18)	0.32	-
<b>Balance at March 31, 2021</b>	<b>33.87</b>	<b>2,628.47</b>	<b>22.48</b>	<b>29.22</b>	<b>2,714.04</b>	<b>13.76</b>
<b>II. Accumulated depreciation and impairment</b>						
<b>Balance at April 1, 2019</b>	<b>119.45</b>	<b>2,586.00</b>	<b>34.86</b>	<b>40.80</b>	<b>2,781.11</b>	-
Depreciation for the year	1.28	68.36	1.24	0.15	71.03	-
Less: Disposals	-	(261.08)	(0.21)	(4.44)	(265.73)	-
Effect of foreign currency translation from functional currency to reporting currency	2.30	100.39	1.40	0.71	104.80	-
<b>Balance at March 31, 2020</b>	<b>123.03</b>	<b>2,493.67</b>	<b>37.29</b>	<b>37.22</b>	<b>2,691.21</b>	-
Depreciation for the year	0.14	62.87	0.73	0.29	64.03	-
Less: Disposals	(94.43)	(75.92)	(16.16)	(8.68)	(195.19)	-
Effect of foreign currency translation from functional currency to reporting currency	2.13	(2.80)	0.39	(0.18)	(0.46)	-
<b>Balance at March 31, 2021</b>	<b>30.87</b>	<b>2,477.82</b>	<b>22.25</b>	<b>28.65</b>	<b>2,559.59</b>	-
<b>Net block (I-II)</b>						
<b>Balance on March 31, 2021</b>	<b>3.00</b>	<b>150.65</b>	<b>0.23</b>	<b>0.57</b>	<b>154.45</b>	<b>13.76</b>
<b>Balance on March 31, 2020</b>	<b>1.30</b>	<b>170.96</b>	<b>0.96</b>	<b>0.27</b>	<b>173.49</b>	<b>12.44</b>

### Note:

1. Refer note 29 B for disclosure of contractual commitments for the acquisition of property, plant and equipment.
2. There is no impairment loss recognised during the current and previous year.

# Notes forming part of the consolidated financial statements

(₹ in millions, except share and per share data, unless otherwise stated)

## 3b. GOODWILL AND INTANGIBLE ASSETS

Description of Assets	Other Intangible assets						Intangible asset under development
	Computer software	Customer relationships	Intellectual property rights	Market development and deployment rights	Total	Goodwill	
<b>I. Gross carrying amount</b>							
<b>Balance at April 1, 2019</b>	<b>926.75</b>	<b>4.56</b>	<b>181.90</b>	<b>4,302.40</b>	<b>5,415.61</b>	<b>762.74</b>	-
Additions	6.43	-	-	-	6.43	-	-
Less: Disposals	(1.93)	-	-	-	(1.93)	-	-
Effect of foreign currency translation from functional currency to reporting currency	48.65	-	-	179.39	228.04	3.51	-
<b>Balance at March 31, 2020</b>	<b>979.90</b>	<b>4.56</b>	<b>181.90</b>	<b>4,481.79</b>	<b>5,648.15</b>	<b>766.25</b>	-
Additions	10.02	-	-	-	10.02	-	182.70
Less: Disposals	(6.02)	-	-	-	(6.02)	-	-
Effect of foreign currency translation from functional currency to reporting currency	15.86	-	-	103.50	119.36	63.11	-
<b>Balance at March 31, 2021</b>	<b>999.76</b>	<b>4.56</b>	<b>181.90</b>	<b>4,585.29</b>	<b>5,771.51</b>	<b>829.36</b>	<b>182.70</b>
<b>II. Accumulated depreciation and impairment</b>							
<b>Balance at April 1, 2019</b>	<b>765.56</b>	<b>0.38</b>	<b>181.90</b>	<b>4,244.08</b>	<b>5,191.92</b>	-	-
Depreciation / Impairment for the year	22.07	-	-	43.35	65.42	(232.66)	-
Less: Disposals	(1.90)	-	-	-	(1.90)	-	-
Effect of foreign currency translation from functional currency to reporting currency	49.17	-	-	175.22	224.39	-	-
<b>Balance at March 31, 2020</b>	<b>834.90</b>	<b>0.38</b>	<b>181.90</b>	<b>4,462.65</b>	<b>5,479.83</b>	<b>(232.66)</b>	-
Depreciation for the year	24.09	-	-	-	24.09	-	-
Less: Disposals	(6.02)	-	-	-	(6.02)	-	-
Effect of foreign currency translation from functional currency to reporting currency	15.82	-	-	89.24	105.06	-	-
<b>Balance at March 31, 2021</b>	<b>868.79</b>	<b>0.38</b>	<b>181.90</b>	<b>4,551.89</b>	<b>5,602.96</b>	<b>(232.66)</b>	-
<b>Net block (I-II)</b>							
<b>Balance on March 31, 2021</b>	<b>130.97</b>	<b>4.18</b>	<b>-</b>	<b>33.40</b>	<b>168.55</b>	<b>596.70</b>	<b>182.70</b>
<b>Balance on March 31, 2020</b>	<b>145.00</b>	<b>4.18</b>	<b>-</b>	<b>19.14</b>	<b>168.32</b>	<b>533.59</b>	-

### Note:

1. Impairment loss recognised during the previous year amounting to ₹ 232.66 million (refer note 38)

# Notes forming part of the consolidated financial statements

(₹ in millions, except share and per share data, unless otherwise stated)

Particulars	As at March 31, 2021		As at March 31, 2020	
	No. of Units	Amount	No. of Units	Amount
<b>FINANCIAL ASSETS</b>				
<b>4. NON-CURRENT INVESTMENTS</b>				
<b>Investments (At cost)</b>				
<b>Unquoted investments (fully paid-up) in equity shares of:</b>				
<b>Associate:</b>				
Mobile Voice Konnect Private Limited				
5,000 (March 31, 2020: 5000) equity shares of ₹ 10 each fully paid	5,000	0.05	5,000	0.05
Technologies Rob0 Inc				
370,370 (March 31, 2020: Nil) Class A Preferred Shares CAD* 2.7 each fully paid	370,620	30.04	-	-
250 (March 31, 2020: Nil) Class B Preferred Shares CAD* 0.01 each fully paid				
<b>Non Trade</b>				
<b>Investments in Bonds</b>				
HUDCO 7.07% Tax Free Bonds 2015	250	267.26	250	278.67
HDFC Limited - 6.83%	100	99.04	-	-
Power Finance Corporation - 7.68%	200	219.15	-	-
		<b>615.54</b>		<b>278.72</b>
Aggregate amount of unquoted investment		615.54		278.72
*CAD - Canadian Dollar				

Particulars	As at March 31, 2021		As at March 31, 2020	
	No. of Units	Amount	No. of Units	Amount
<b>5. CURRENT INVESTMENTS</b>				
<b>Investments in mutual funds (quoted) (FVTPL)</b>				
Baroda Pioneer Liquid Fund - Plan B Daily Dividend	58,958	139.69	-	-
Kotak Liquid Direct Plan Growth	34,868	145.02	49,137	197.28
Reliance Liquid Fund - Direct Plan growth plan - Growth Option	25,006	125.84	8,817	42.77
Tata Liquid Fund Direct Plan - Growth	30,311	98.44	79,335	248.48
Axis Liquid Fund - Direct Growth	-	-	111,855	246.57
IDFC Cash Fund- Direct Plan - Growth Option	-	-	42,823	102.85
IDFC Ultra Short Term Fund -Regular Plan- Daily Dividend	11,262,326	134.82	-	-
ICICI Prudential Liquid Fund - Direct Plan - Growth	485,370	147.91	1,060,952	311.69
<b>Investments in Non Convertible Debenture (unquoted) (Amortised cost)</b>				
HDFC Limited- 8.62% Non-Convertible Debentures	-	-	200	203.91
HDFC Limited- 8.70% Non-Convertible Debentures	-	-	200	201.39
<b>Aggregate amount of investments</b>		<b>791.72</b>		<b>1,554.94</b>
Aggregate amount of quoted investments		791.72		1,149.64
Aggregate amount of unquoted investments		-		405.30

## Notes forming part of the consolidated financial statements

(₹ in millions, except share and per share data, unless otherwise stated)

Particulars	As at March 31, 2021	As at March 31, 2020
<b>6. TRADE RECEIVABLES</b>		
<b>(Unsecured, considered good unless otherwise stated)</b>		
Considered good	1,516.84	1,598.85
Credit impaired	252.51	279.48
Less: Allowance for expected credit loss	(252.51)	(279.48)
	<b>1,516.84</b>	<b>1,598.85</b>
<b>Movement in the expected credit loss:</b>		
Balance at the beginning of the year	279.48	233.65
Provision (reversed)/ created during the year*	(10.57)	45.83
Bad debt written off during the year	(16.40)	-
<b>Provision at the end of the year</b>	<b>252.51</b>	<b>279.48</b>
*Include foreign exchange fluctuation		
<b>7a. CASH AND CASH EQUIVALENTS</b>		
Cash on hand	0.07	0.16
Balances with bank :		
- In current accounts	735.68	559.15
- In deposit accounts	182.69	335.82
	<b>918.44</b>	<b>895.13</b>
<b>7 b. OTHER BANK BALANCES</b>		
Earmarked balances		
- Balances with banks in unclaimed dividend accounts	4.80	4.12
- Margin money on bank guarantees	11.21	11.95
In deposit accounts	349.99	-
	<b>366.00</b>	<b>16.07</b>
<b>8. LOANS - NON-CURRENT (Unsecured, considered good)</b>		
Security deposits	54.23	60.49
	<b>54.23</b>	<b>60.49</b>
<b>9. LOANS - CURRENT</b>		
Security deposits	7.51	12.69
	<b>7.51</b>	<b>12.69</b>

## Notes forming part of the consolidated financial statements

(₹ in millions, except share and per share data, unless otherwise stated)

Particulars	As at March 31, 2021	As at March 31, 2020
<b>10. DERIVATIVE ASSET</b>		
Call option - Derivative	18.44	-
Forward contracts - Derivative	7.26	-
	<b>25.70</b>	<b>-</b>
<b>11. OTHER FINANCIAL ASSETS - CURRENT</b>		
Unbilled revenue (refer note 22)	518.86	768.76
Advances to employees	2.63	12.96
Accrued interest on deposits	22.07	13.36
	<b>543.56</b>	<b>795.08</b>
<b>12. OTHER NON-CURRENT ASSETS</b>		
<b>(Unsecured, considered good)</b>		
Contract acquisition cost (refer note 13)	208.33	-
Balances with statutory authorities (refer note below)	262.22	149.89
	<b>470.55</b>	<b>149.89</b>

Note:

In earlier years, the Company had entered into agreement with VIVO SA, Brazil on March 01, 2010 for rendering Ring Back Tone (RBT) services and made a one-time upfront payment of R\$ 12.70 million (equivalent ₹ 325.70 million) for a period of 5 years. The Company deducted TDS @ 20% and deposited the same with the income tax department. However, the Company was of the view that the above amount was not subject to TDS and filed an application with Authority for Advance Ruling ('AAR') seeking clarification in respect of the same. The Company had negotiated with VIVO SA, Brazil that Vivo will bear 10% of the TDS deducted and made the payment of R\$ 11.43 million to Vivo Brazil. After filling the application with AAR, the Company had created a receivable of ₹ 73.28 million in the books pertaining to 20% TDS amount deposited with the income tax department (after grossing up for the 10% TDS borne by the Company) and also created a deferred liability amounting to ₹ 16.09 million as at March 31, 2021 (March 31, 2020 - ₹ 18.56 millions) pertaining to 10% TDS amount payable to Vivo Brazil if the application is decided in favor of the Company. The net amount of exposure involved (net of forex gain) as at March 31, 2021 is ₹ 57.19 millions (March 31, 2020 - ₹ 40.71 millions).

During the previous year ended March 31, 2020, application filed by the Company was disposed off by the Authority for Advance Ruling ('AAR') thereby rejecting Company's refund claim of TDS deposited earlier and hold that the amount of market access fees paid to VIVO SA, Brazil is in the nature of royalty and is liable for tax in India. During the current year, the Company has filed a writ application with the Honorable High Court of Karnataka in the month of June 2020. The said application is yet to be admitted/rejected by the Honorable High Court. The Company based on the legal evaluation believes that it will be able to sustain on appeals and accordingly no provisions are required to be recorded at this stage.



## Notes forming part of the consolidated financial statements

(₹ in millions, except share and per share data, unless otherwise stated)

Particulars	As at March 31, 2021	As at March 31, 2020
<b>13. OTHER CURRENT ASSETS</b>		
<b>(Unsecured, considered good)</b>		
Prepaid expenses	69.30	53.34
Contract acquisition cost (refer note 22)	244.46	324.85
Balances with statutory authorities	164.18	241.06
Advances to vendors	15.26	15.54
	<b>493.20</b>	<b>634.79</b>

Particulars	As at March 31, 2021	As at March 31, 2020
<b>14. SHARE CAPITAL</b>		
<b>Authorised</b>		
Equity shares of ₹10 each	1,495.00	1,495.00
149,500,000 (March 31, 2020 - 149,500,000)		
Preference shares of ₹10 each	5.00	5.00
500,000 (March 31, 2020 - 500,000)		
	<b>1,500.00</b>	<b>1,500.00</b>
<b>Issued, subscribed and fully paid up</b>		
Equity shares of ₹10 each fully paid	1,044.96	1,056.96
104,496,313 (March 31, 2020 - 105,696,202)		
	<b>1,044.96</b>	<b>1,056.96</b>

### Notes:

#### A) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting year:

Particulars	As at March 31, 2021		As at March 31, 2020	
	Number of shares	Amount	Number of shares	Amount
<b>Equity shares with voting rights</b>				
Opening balance	105,696,202	1,056.96	105,696,202	1,056.96
Add: Issue of equity shares under employee stock option plan	1,047,992	10.48	-	-
Less: Buy-back of equity shares	(2,247,881)	(22.48)	-	-
<b>Closing balance</b>	<b>104,496,313</b>	<b>1,044.96</b>	<b>105,696,202</b>	<b>1,056.96</b>

#### B) Particulars of shareholders holding more than 5% of the shares of the Company

Particulars	As at March 31, 2021		As at March 31, 2020	
	Number of shares	%	Number of shares	%
<b>Equity Shares with voting rights</b>				
a) OnMobile Systems Inc	50,923,703	48.73	50,923,703	48.18

# Notes forming part of the consolidated financial statements

(₹ in millions, except share and per share data, unless otherwise stated)

**C) Aggregate number of shares allotted as fully paid up pursuant to contracts without payment being received in cash, bonus shares and buyback of shares for the period of five years immediately preceding the balance sheet date:**

a) The Company had made a public announcement on February 11, 2016 for buy back of maximum 5,600,000 equity shares of ₹ 10 each for an amount not exceeding ₹ 700 million. As on March 31, 2016, the buy back of 1,532,594 equity shares for ₹ 176.37 million was finalised and executed by utilising the securities premium account. Capital redemption reserve has been created out of security premium account for ₹ 15.33 million being the nominal value of equity shares bought back in terms of Sec.68 of the Companies Act, 2013.

During the year ended March 31, 2017, the Company completed the above referred buy-back of equity shares and bought back 4,067,406 equity shares of ₹10 each by utilising the securities premium account. Capital redemption reserve had been created out of security premium account for ₹ 40.67 million being the nominal value of equity shares bought back in terms of Sec.68 of the Companies Act, 2013.

b) During the year ended March 31, 2021, the Board of Directors of the Company in their Board meeting held on April 9, 2020 have approved buy back of 19,321,429 shares for a maximum value of ₹ 541 million. The Company has during the period from April 1, 2020 to March 31, 2021 bought back 2,247,881 equity shares of ₹ 10 each at maximum price of ₹ 28 per equity share. The total cash outflow towards shares bought back (including premium and buy-back expenses) amounts to ₹ 68.61 millions. The window for the said buy-back was closed on October 23, 2020. An amount corresponding to face value of the shares bought back was transferred to Capital Redemption Reserve.

The Company has not allotted any fully paid up shares by way of bonus shares, or bought-back any equity shares or issues any shares in pursuance to contract without payment being received in cash during the period of five years immediately preceding the reporting date other than those mentioned above. There are no shares reserved for issue under options and contracts/ commitments for sale of shares/ disinvestment.

**D)** Total number of options outstanding under various employee stock option plans, that are convertible into equity shares, as on March 31, 2021 are 3,088,735 (March 31, 2020: 3,168,990) (Refer Note 31).

**E) Rights and restrictions attached to equity shares:**

The Company has only one class of equity shares with voting rights (one vote per share). The dividend proposed by the Board of Directors is subject to approval of the shareholders in the Annual General Meeting. In the event of liquidation of the Company the equity shareholders are entitled to receive only the residual assets of the Company. The distribution of dividend is in proportion to the number of equity shares held by the shareholders.

Particulars	As at March 31, 2021	As at March 31, 2020
<b>15. OTHER EQUITY</b>		
<b>Securities premium account</b>	2,384.29	2,403.49
Amount received on issue of shares in excess of par value has been classified as securities premium		
<b>General reserve</b>	132.39	13.20
This reserve is used from time to time to transfer profits from retained earnings for appropriation purposes.		
<b>Stock options outstanding</b>	28.50	153.92
The share option outstanding account is used to record the value of equity-settled share based payment transactions with employees. The amounts recorded in this account are transferred to share premium upon exercise of stock options by employees.		
<b>Capital redemption reserve</b>	176.48	154.00
Amount equal to face value of the Company's own equity instruments bought back and cancelled which is transferred to capital redemption reserve		
<b>Retained earnings</b>	2,318.65	2,021.09
Retained earnings comprise of the Company's accumulated undistributed earnings.		

# Notes forming part of the consolidated financial statements

(₹ in millions, except share and per share data, unless otherwise stated)

Particulars	As at March 31, 2021	As at March 31, 2020
<b>Foreign currency translation reserve</b>	182.09	104.51
Foreign currency translation reserve comprise of the exchange difference relating to the translation of the financial statements of the Company's foreign operations from their functional currencies to the Company's presentation currency		
<b>Other items of other comprehensive income</b>	(6.32)	(6.89)
Other items of other comprehensive income consists of effect of re-measurement of net defined benefit liability/asset.		
	<b>5,216.08</b>	<b>4,843.32</b>
(a) The Company had declared a dividend of ₹1.5 per share amounting to ₹ 1,552 lakhs towards final dividend for the year ended March 31, 2020, as approved by the shareholders in the Annual General Meeting held on 28 September 2020. The Company had paid off the dividend in the month of October 2020.		
<b>16. PROVISIONS - NON CURRENT</b>		
Provision for employee benefits (Refer Note 30)		
Provision for compensated absences	47.56	38.84
Provision for gratuity	87.99	71.70
	<b>135.55</b>	<b>110.54</b>
<b>17. PROVISIONS - CURRENT</b>		
Provision for employee benefits: (Refer Note 30)		
Provision for compensated absences	38.92	42.91
Provision for gratuity	4.08	3.83
	<b>43.00</b>	<b>46.74</b>
<b>18. TRADE PAYABLES</b>		
Total outstanding dues of micro and small enterprises (Refer Note 36)	-	-
Total outstanding dues of creditors other than micro and small enterprises	1,861.82	2,172.97
	<b>1,861.82</b>	<b>2,172.97</b>
<b>19. OTHER FINANCIAL LIABILITIES</b>		
<b>a. Non- Current</b>		
Contingent consideration (Refer Note 38)	-	75.67
	-	<b>75.67</b>
<b>b. Current:</b>		
Contingent consideration (Refer Note 38)	73.16	69.85
Employee benefit payable	55.00	55.47
Payable for capital goods	6.18	6.73
Unclaimed dividend	4.80	4.12
Other liabilities	16.09	23.39
	<b>155.23</b>	<b>159.56</b>

## Notes forming part of the consolidated financial statements

(₹ in millions, except share and per share data, unless otherwise stated)

Particulars	As at March 31, 2021	As at March 31, 2020
<b>20. OTHER CURRENT LIABILITIES</b>		
Statutory dues	154.04	127.80
Other liabilities	66.06	47.22
	<b>220.10</b>	<b>175.02</b>

### 21. LEASES

The Company has entered into lease agreements for use of buildings which expires over a period ranging upto the year 2026.

The weighted average incremental borrowing rate of 8 - 9.5% has been applied to lease liabilities recognised in the Balance Sheet.

#### (i) Right-of-use assets

Description of Assets	Right-of-use assets	
	Buildings	Total
<b>I. Gross carrying amount</b>		
<b>Balance at April 1, 2019 (on adoption of IND AS 116)</b>	184.80	184.80
Additions	-	-
Deletions	-	-
<b>Balance at April 1, 2020</b>	184.80	184.80
Additions	75.23	75.23
Deletions	(169.04)	(169.04)
<b>Balance at March 31, 2021</b>	<b>90.99</b>	<b>90.99</b>
<b>II. Accumulated depreciation</b>		
<b>Balance at April 1, 2019 (on adoption of IND AS 116)</b>	-	-
Depreciation expense for the year	48.72	48.72
Less: Deletions	-	-
<b>Balance at April 1, 2020</b>	<b>48.72</b>	<b>48.72</b>
Depreciation expense for the year	39.91	39.91
Less: Deletions	(74.38)	(74.38)
<b>Balance at March 31, 2021</b>	<b>14.25</b>	<b>14.25</b>
<b>Balance at March 31, 2021</b>	<b>76.74</b>	<b>76.74</b>
<b>Balance at March 31, 2020</b>	<b>136.08</b>	<b>136.08</b>

## Notes forming part of the consolidated financial statements

(₹ in millions, except share and per share data, unless otherwise stated)

### (ii) Lease liabilities

Particulars	31-Mar-21	31-Mar-20
Current	15.01	37.46
Non-current	61.67	106.87
<b>Total</b>	<b>76.68</b>	<b>144.33</b>

#### Table for movement in lease liability

Particulars	Amount
<b>Balance at April 1, 2019 (on adoption of IND AS 116)</b>	<b>184.80</b>
Finance cost accrued during the year	14.68
Payment of lease liabilities	(49.20)
Other adjustment	(5.95)
<b>Balance at April 1, 2020</b>	<b>144.33</b>
Addition during the year	75.23
Deletion during the year	(105.84)
Finance cost accrued during the year	9.34
Payment of lease liabilities	(46.38)
<b>Balance at March 31, 2021</b>	<b>76.68</b>

The table below provides details regarding the contractual maturities of lease liabilities on undiscounted basis:

Particulars	31-Mar-21	31-Mar-20
Less than one year	18.42	53.15
More than one year but less than five years	74.36	110.46

### (iii) Amounts recognised in the Statement of Profit or Loss

Particulars	31-Mar-21	31-Mar-20
Depreciation charge of Right to use asset		
Buildings	39.91	48.72
Interest expense (included in finance cost)	9.34	14.68
Other expenses relating to leases, not included in lease payments*	29.15	37.85

\* Other expenses includes the rent expenses for short term leases.

### (iv) Total Cash outflow (including finance costs)

Particulars	31-Mar-21	31-Mar-20
Buildings	46.38	49.20

# Notes forming part of the consolidated financial statements

(₹ in millions, except share and per share data, unless otherwise stated)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
<b>22. REVENUE FROM CONTRACTS WITH CUSTOMERS</b>		
<b>A Revenue Streams</b>		
The Group generates revenue primarily from rendering of telecom value added services to its customers.		
Telecom value added services	5,512.92	5,724.24
	<b>5,512.92</b>	<b>5,724.24</b>
<b>B Disaggregation of revenue from contracts with customers</b>		
In the following table, revenue from contracts with customers is disaggregated by primary geographical market, major products and service lines and timing of revenue recognition. The table also includes a reconciliation of the disaggregated revenue with the Group's reportable segments		
<b>Primary geographical markets</b>		
India	828.59	948.22
Europe	3,225.78	3,339.85
Africa	693.30	969.47
Latin America and United States of America	93.95	134.18
Rest of the World	671.30	332.52
	<b>5,512.92</b>	<b>5,724.24</b>
<b>Major products/service lines</b>		
Tones	2,171.34	2,190.01
Videos	2,457.61	2,398.24
Games	501.31	642.83
Contest	223.67	231.21
Others	158.99	261.95
	<b>5,512.92</b>	<b>5,724.24</b>
<b>Timing of revenue recognition</b>		
Products and services transferred at a point in time	5,512.92	5,724.24
Products and services transferred over time	-	-
	<b>5,512.92</b>	<b>5,724.24</b>
<b>C Contract balances</b>		
The following table provides information about receivables, contract assets and contract liabilities from contracts with customers.		
Trade receivables	1,516.84	1,598.85
Contract assets	518.86	768.76
Trade receivables are non interest bearing. The amount of trade receivables as at March 31, 2021 was impacted by an impairment provision of ₹ 252.51 million. (March 31, 2020 - ₹ 279.48) (Refer note 6).		
Contract assets includes unbilled revenue. The contract assets are transferred to trade receivables when the Group issues an invoice to the customer. (Refer note 11)		
For changes in contract assets due to acquisition of Appland AB refer note 38.		

## Notes forming part of the consolidated financial statements

(₹ in millions, except share and per share data, unless otherwise stated)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Details of asset recognised from the costs to obtain or fulfill contract from customers is as follows:		
Contract acquisition cost (included in Note 12 and Note 13)	452.79	324.85
Amount of amortisation recognised during the year	244.45	159.89
<b>D Performance obligations</b>		
In relation to information about Group's performance obligations in contracts with customers refer note 2(n).		
Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
<b>23. OTHER INCOME</b>		
<b>Interest income on financial assets at amortised cost</b>		
- from banks on deposits	55.18	27.13
Profit on sale of short term investments (net) including unrealised gain/(loss)	21.32	87.01
Gain on lease termination	11.18	-
<b>Foreign exchange gain (net)</b>	-	39.34
Profit on sale of fixed assets (net)	4.68	1.87
Miscellaneous income	8.30	16.35
	<b>100.66</b>	<b>171.70</b>
<b>24. EMPLOYEE BENEFITS EXPENSES</b>		
Salaries and wages	1,203.61	1,381.23
Contribution to provident fund and other funds (refer Note 30)	135.82	148.24
Share based payments (refer Note 31)	8.91	11.39
Staff welfare expenses	53.99	75.66
	<b>1,402.33</b>	<b>1,616.52</b>
<b>25. FINANCE COSTS</b>		
Interest on finance lease (Refer note 21)	9.34	14.68
	<b>9.34</b>	<b>14.68</b>
<b>26. DEPRECIATION AND AMORTISATION EXPENSE</b>		
Depreciation on property, plant and equipment	64.03	71.03
Amortisation of intangible assets	24.09	65.42
Deprecation on right to use assets	39.91	48.72
	<b>128.03</b>	<b>185.17</b>

# Notes forming part of the consolidated financial statements

(₹ in millions, except share and per share data, unless otherwise stated)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
<b>27. OTHER EXPENSES</b>		
Power and fuel	20.58	27.81
Rent (refer note 21)	29.15	37.85
Insurance	6.99	5.90
Repairs and maintenance		
- Machinery	48.01	41.27
- Others	21.70	26.45
Office maintenance	15.05	30.17
Rates and taxes	20.41	13.35
Marketing expenses	263.79	295.90
Legal, professional and consultancy charges	147.71	197.02
Communication charges	32.51	39.74
Training and recruitment expenses	11.04	17.43
Travelling and conveyance	7.10	101.79
Commission to non-whole time directors	3.81	9.11
Remuneration to auditors (Refer Note 28)	15.16	13.45
Bad debt written off	16.40	-
Less: Provision for doubtful debts utilised	(16.40)	-
Provision for doubtful debts	(2.42)	57.48
Brokerage and commission	0.33	0.35
Bank charges	9.40	10.35
Corporate social responsibility (CSR) expenses (refer note 37)	5.92	8.91
Foreign exchange loss (net)	0.91	-
Printing and stationery	0.41	0.98
Postage and courier expenses	2.84	5.46
Miscellaneous expenses	1.56	2.47
	<b>661.96</b>	<b>943.24</b>
<b>28. AUDITOR'S REMUNERATION</b>		
<b>a) Remuneration to the auditors of the Company:</b>		
Audit fee	2.85	2.85
Taxation matters	0.50	0.50
Other services	3.25	2.74
Reimbursement of expenses and levies	0.46	0.84
<b>Total</b>	<b>7.06</b>	<b>6.94</b>
<b>b) Remuneration to the auditors of the subsidiaries:</b>		
Audit fee	7.05	5.57
Taxation matters	0.54	0.73
Other services	0.51	0.22
<b>Total</b>	<b>8.10</b>	<b>6.52</b>



# Notes forming part of the consolidated financial statements

(₹ in millions, except share and per share data, unless otherwise stated)

## 29. A. Contingent liabilities

The Company is involved in taxation and other disputes, lawsuits, proceedings etc. that arise from time to time in the ordinary course of business. Management is of the view that these claims are not tenable and will not have any material adverse effect on the Company's financial position and result of operations.

- a Disputed Income Tax ₹1,205.85 million (March 31, 2020: ₹ 1,109.25 million)
- b Claims against the Company not acknowledged as debt is ₹ Nil (March 31, 2020: 11.01 million).
- c The Company, in January 2018, received a Show Cause Notice (SCN) related to a potential Service tax liability of ₹ 999.50 million. During the current year, the GST Commissioner has passed an adjudication order confirming the tax demand of ₹ 1,046.63 million proposed in the SCN. Management is in the process of filing an appeal against the order before CESTAT to defend its position and based on the legal evaluation, Management believes that they have strong case on merits.

## B. Capital Commitments

Estimated amount of contracts (net of advances) remaining to be executed on capital account and not provided for is ₹ 13.89 Million (March 31, 2020: ₹14.30 million).

## C. Other matters

During the previous year ended March 31, 2020, the Company had received a summon with respect to survey under section 133A of the Income Tax Act, 1961. The scope of the survey communicated to the Company was verifying the deduction under section 10AA claimed by the Company in relation to the income from its SEZ unit. During the current year, the Company received notices under Section 148 of the Act towards reopening of the assessment for the period from FY 2012-13 to FY2014-15 and proposing to disallow the SEZ deduction under section 10AA granted earlier. The Company has challenged the said order and filed writ petitions (for all FY's) before the Honorable High Court of Karnataka on April 03, 2021. The Honorable High Court has granted stay on the proceedings and adjourned the matter to June 2021. The Company believes that there should be no adverse outcome against the Company on account of this matter.

## 30. EMPLOYEE BENEFITS

### I Defined contribution plans

During the year the Company has recognized the following amounts in the statement of profit and loss:

Particulars *	For the year ended March 31, 2021	For the year ended March 31, 2020
Employer's contribution to provident fund	40.50	38.89
Employer's contribution by foreign branches and subsidiaries to social security schemes	75.37	94.45
Employer contribution to pension scheme	2.60	2.60

\* Included in Note 24

### II Defined benefit plans

The Company has a defined benefit gratuity plan as per the Payment of Gratuity Act, 1972. Under this legislation, employee who has completed five years of service is entitled to specific benefit. The level of benefits provided depends on the employee's length of service and salary at retirement/termination age and maximum monetary limit for gratuity payments is ₹ 2 million. The gratuity plan is a funded plan and the Company makes contributions to a recognised fund in India.

## Notes forming part of the consolidated financial statements

(₹ in millions, except share and per share data, unless otherwise stated)

The following table sets out the status of the gratuity plan and the amounts recognised in the Company's financial statements as at balance sheet date:

Particulars	As at March 31, 2021	As at March 31, 2020
<b>Change in projected benefit obligations:</b>		
Obligation at the beginning of the year	124.40	116.76
Current service cost	13.45	9.71
Interest cost	7.17	7.68
Benefits paid	(5.73)	(21.12)
Actuarial loss recognised in OCI	(0.99)	11.37
Past service cost	-	-
<b>Obligation at the end of the year</b>	<b>138.30</b>	<b>124.40</b>
<b>Change in plan assets:</b>		
Fair value of plan assets at the beginning of the year	48.87	65.96
Interest income	3.27	5.09
Actuarial loss recognised in OCI	(0.18)	(1.06)
Contributions paid into the plan*	-	-
Benefits paid	(5.73)	(21.12)
<b>Closing fair value of plan assets</b>	<b>46.23</b>	<b>48.87</b>

\* Represents amount less than one million.

Reconciliation of present value of defined benefit obligation and the fair value of plan assets:

Particulars	As at March 31, 2021	As at March 31, 2020
Present value of defined benefit obligation	(138.30)	(124.40)
Fair value of plan assets	46.23	48.87
<b>Liability recognised</b>	<b>(92.07)</b>	<b>(75.53)</b>

Particulars	As at March 31, 2021	As at March 31, 2020
Non-current	(87.99)	(71.70)
Current	(4.08)	(3.83)

# Notes forming part of the consolidated financial statements

(₹ in millions, except share and per share data, unless otherwise stated)

## Gratuity

Amount recognised in the statement of profit and loss in respect of gratuity cost is as follows:

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
<b>Gratuity cost</b>		
Current service cost	13.45	9.71
Interest cost	7.17	7.68
Expected return on plan assets	(3.27)	(5.09)
	<b>17.35</b>	<b>12.30</b>
Actuarial loss recognised in OCI	(0.81)	12.44
<b>Net gratuity cost</b>	<b>16.54</b>	<b>24.74</b>

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
<b>Assumptions</b>		
Discount rate	6.80% p.a	6.70% p.a
Mortality rate	100% of IALM 2012-14	100% of IALM 2012-14
Attrition rate	upto 30 years -20%	upto 30 years -20%
	31-40 years - 9%	31-40 years - 9%
	above 40 years - 1%	above 40 years - 1%
Retirement age	58 years	58 years
Salary increase	8.0% p.a for first 6 years and 7% thereafter	0% p.a. for first year, 8.0% p.a for next 5 years and 7% thereafter

The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market.

The expected rate of return on plan assets is based on the average long term rate of return expected on investments of the fund during the estimated term of obligation.

## Sensitivity analysis

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions are as below:

Particulars	As at March 31, 2021		As at March 31, 2020	
	Increase	Decrease	Increase	Decrease
Discount rate (1% movement)	(14.20)	16.98	(12.89)	15.48
Future salary growth (1% movement)	10.38	(10.15)	9.85	(9.44)
Attrition rate (1% movement)	0.24	(2.67)	0.03	(0.03)
Mortality rate (1% movement)	0.06	(0.06)	0.05	(0.05)

# Notes forming part of the consolidated financial statements

(₹ in millions, except share and per share data, unless otherwise stated)

Maturity profile of defined benefit obligation:

Particulars	As at March 31, 2021	As at March 31, 2020
Within 1 year	8.01	7.69
2-5 years	23.37	23.33
6-10 years	22.90	18.25
More than 10 years	279.40	251.95

Assumptions regarding future mortality are based on published statistics and mortality tables.

Estimate of amount of contribution in the immediately next year ₹ 84.47 millions.

As at March 31, 2021 and March 31, 2020, 100% of the plan assets were invested in insurer managed funds.

The defined benefit plan expose the Company to actuarial risks such as longevity risk, interest rate risk and market (investment) risk.

The weighted average duration of defined benefit obligation based on discounted cashflows as at March 31, 2021 is 13 years (March 31, 2020- 14 years)

### III Other long- term benefits

The following table sets out the status of the compensated absences amounts recognised in the Company's financial statements as at balance sheet date:

Particulars*	For the year ended March 31, 2021	For the year ended March 31, 2020
<b>Balance at the beginning of the year</b>	<b>81.75</b>	<b>80.85</b>
Expenses for the year	20.81	16.89
Paid/ reversed during the year	(16.08)	(15.99)
<b>Balance at the end of the year</b>	<b>86.48</b>	<b>81.75</b>

Particulars	As at March 31, 2021	As at March 31, 2020
Non-current	47.56	38.84
Current	38.92	42.91

Amount recognised in the statement of profit and loss in respect of compensated absences is as follows:

Particulars*	For the year ended March 31, 2021	For the year ended March 31, 2020
Compensated absences	20.81	16.89

\* Included in Note 24

Actuarial assumptions for compensated absences are same as disclosed above for gratuity.

# Notes forming part of the consolidated financial statements

(₹ in millions, except share and per share data, unless otherwise stated)

## 31. EMPLOYEE STOCK OPTION PLANS

The Company instituted the Employee Stock Option Plan (ESOP), which were approved by the Board of Directors. Each option is entitled to 1 equity share of ₹ 10 each. All options expires in 5 years after the vesting date. Details of ESOPs with the terms of vesting are as follows:

Plan	Board approval date	Share holder's approval date	Total options appropriated before bonus	Terms of Vesting
OnMobile Employees Stock Option Plan – I 2003	31-Oct-03	Extra Ordinary General Meeting held on March 5, 2001, November 29, 2003 and December 30, 2003	1,026,000	25% of such Options granted would vest at the end of twelve (12) months from the date the Optionee becomes an employee of the Company and the remaining 75% would vest at a rate of 1/36 <sup>th</sup> per month for the next thirty six (36) months from the first vesting.
OnMobile Employees Stock Option Plan – II 2003	04-Dec-03		114,000	
OnMobile Employees Stock Option Plan – III 2006	24-Jul-06	24-Jul-06	61,567	25% of such Options granted would vest at the end of twelve (12) months from the date the Optionee becomes an employee of the Company and the remaining 75% would vest at a rate of 1/36 <sup>th</sup> per month for the next thirty six (36) months from the first vesting.
OnMobile Employees Stock Option Plan – I 2007	12-Jul-07	17-Aug-07	975,000	25% of the Options granted would vest at the end of twelve (12) months from the date of the grant and the remaining 75% would vest at a rate of 1/36 <sup>th</sup> per month for the next thirty six (36) months from the first vesting.
OnMobile Employees Stock Option Plan-II 2007	12-Jul-07	17-Aug-07	74,360	65%, 30%, 3% and 2% of the options granted would vest at the end of one year, two years, three years and four years from the grant date, respectively.
OnMobile Employees Stock Option Plan – I 2008	18-Mar-08	18-Apr-08	26,000	100% of the Options would vest over a period of four years.
OnMobile Employees Stock Option Plan II 2008	31-Oct-08	01-Aug-08	100,000	100% of the options granted would vest at the end of two years.
OnMobile Employees Stock Option Plan III 2008	31-Oct-08	01-Aug-08	748,240	For 297,170 Options 50% of the options granted would vest at the end of one year and 25% of the options would vest on a monthly basis at the end of each of second and third years from the grant date respectively and for the balance 451,070 Options granted under the Plan the vesting would be 25% of the Options would vest at the end of one year and the rest of the options shall vest at the rate of 1/36 <sup>th</sup> of the options shall vest every month for the next three years.

## Notes forming part of the consolidated financial statements

(₹ in millions, except share and per share data, unless otherwise stated)

Plan	Board approval date	Share holder's approval date	Total options appropriated before bonus	Terms of Vesting
OnMobile Employees Stock Option Plan III 2008	29-Apr-09	01-Aug-08	113,150	25% of such Options granted would vest at the end of twelve (12) months from the date the Optionee becomes an employee of the Company and the remaining 75% would vest at a rate of 1/36 <sup>th</sup> per month for the next thirty six (36) months from the first vesting.
OnMobile Employees Stock Option Plan III 2008	31-Jul-09	01-Aug-08	26,680	25% of such Options granted would vest at the end of twelve (12) months from the date the Optionee becomes an employee of the Company and the remaining 75% would vest at a rate of 1/36 <sup>th</sup> per month for the next thirty six (36) months from the first vesting.
OnMobile Employees Stock Option Plan III 2008	26-Oct-09	01-Aug-08	75,000	25% of such Options granted would vest at the end of each year over a period of four years.
OnMobile Employees Stock Option Plan III 2008	28-Jan-10	01-Aug-08	68,500	25% of such Options granted would vest at the end of each year over a period of four years.
OnMobile Employees Stock Option Plan IV 2008	26-Sep-08	31-Oct-08	173,953	100% of such Options granted would vest at the end of one year.
OnMobile Employees Stock Option Plan I 2010	30-Apr-10	24-Jul-10	325,000	Vesting period shall be for a minimum of one (1) year and a maximum of four (4) years from the date of the Grant of stock option.
OnMobile Employees Stock Option Plan II 2010	30-Apr-10	24-Jul-10	875,000	Vesting period shall be for a minimum of one (1) year and a maximum of four (4) years from the date of the Grant of stock option
OnMobile Employees Stock Option Plan 2011	30-Apr-11	04-Aug-11	1,150,000	Vesting period shall be for a minimum of one (1) year and a maximum of four (4) years from the date of the Grant of stock option
OnMobile Employees Stock Option Plan 1, 2012	07-May-12	29-Aug-12	3,000,000	Vesting period shall be for a minimum of one (1) year and a maximum of four (4) years from the date of the Grant of stock option
OnMobile Employees Stock Option Plan 1, 2013	15-May-13	30-Jul-13	1,500,000	Vesting period shall be for a minimum of one (1) year and a maximum of four (4) years from the date of the Grant of stock option

All the above plans are similar in nature and hence aggregated. Numbers of aggregated options granted, exercised and forfeited during the year under the above plans are given below:

## Notes forming part of the consolidated financial statements

(₹ in millions, except share and per share data, unless otherwise stated)

Particulars	Year ended March 31, 2021		Year ended March 31, 2020	
	Number of Options	Weighted average exercise price (₹) per option	Number of Options	Weighted average exercise price (₹) per option
Options granted outstanding at the beginning of the year	3,168,990	39.36	3,638,178	39.45
Bonus shares issued during year				
Granted during the year	1,710,000	35.46	295,000	34.38
Exercised during the year	(1,047,992)	35.90	-	-
Forfeited during the year	(603,403)	41.33	(721,951)	37.98
Lapsed during the year	(138,860)	38.22	(42,237)	36.05
<b>Options granted outstanding at the end of the year</b>	<b>3,088,735</b>	<b>38.05</b>	<b>3,168,990</b>	<b>39.36</b>
Exercisable at the end of the period	804,771	42.97	1,611,847	39.19
Weighted average Share Price during the year (₹)		78.15		33.20
Weighted average remaining contractual life (years) at the year end	5.38 years		4.34 years	
Range of exercise price (after adjusting for bonus issue)	₹ 27.43 to ₹ 128.50		₹ 27.43 to ₹ 128.50	

The fair value of each unit under the above mentioned plans granted during the year is estimated using the Black-Scholes model with the following assumptions:

Grant date	15 June 2020	3 August 2020	2 November 2020	1 February 2021
Fair value of the options as on grant date	8.95	10.21	18.64	22.94
Share price	28.08	30.10	48.73	56.48
Exercise price	28.08	30.10	48.73	56.48
Expected volatility (%)	50.44%	51.92%	51.75%	52.98%
Expected life of the option (years)	4.34	4.81	4.34	4.34
Dividend yield (%)	5.34%	4.98%	3.08%	2.66%
Risk-free interest rate (%)	5.42%	5.00%	5.18%	5.57%

### 32. SEGMENT REPORTING

The Executive Chairman and Chief Executive Officer of the Company has been identified as the Chief Operating Decision Maker (CODM) as defined by Ind AS 108, Operating Segments. The Company is engaged in providing value added services in telecom business globally and is considered to constitute a single operating segment in the context of segment reporting as prescribed by IndAS 108 - "Operating Segments" and the CODM evaluates the Group's performance as a single operating segment.

The geographical information analyses the Group's revenues and non-current assets by the Company's country of domicile (i.e. India) and other countries. In presenting the geographical information, segment revenue has been based on the geographic location of customers and segment assets which have been based on the geographical location of the assets.

# Notes forming part of the consolidated financial statements

(₹ in millions, except share and per share data, unless otherwise stated)

Entity wide disclosures- Information about geographical areas

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
<b>I Revenue</b>		
India	828.59	948.22
Latin America and United States of America	93.95	134.18
Europe	3,225.78	3,339.85
Africa	693.30	969.47
Rest of the World	671.30	332.52
<b>Total</b>	<b>5,512.92</b>	<b>5,724.24</b>

Particulars	As at March 31, 2021	As at March 31, 2020
<b>II Non-Current Assets*</b>		
India	1,374.39	1,414.85
Latin America and United States of America	405.98	247.31
Europe	1,088.15	800.21
Africa	99.84	66.18
Rest of the World	191.02	63.98
<b>Total</b>	<b>3,159.38</b>	<b>2,592.53</b>

\*- excluding Financial Instruments & Deferred Tax Assets

### III Information about major customers:

Revenue from one customer accounted for more than 10% of the consolidated revenue for both year ended March 31, 2021 and March 31, 2020.

## 33. EARNINGS PER SHARE

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Profit for the year as per the consolidated statement of profit and loss	459.86	275.83
Weighted average number of shares	103,902,256	105,696,202
Weighted average number of shares for basic EPS	103,902,256	105,696,202
Weighted average number of equity shares resulting from assumed exercise of employee stock options	440,377	1,362
Weighted average number of equity shares for diluted EPS	104,342,633	105,697,564
	₹	₹
Nominal value of equity shares	10.00	10.00
Earnings per share		
Basic	4.42	2.61
Diluted	4.41	2.61



## Notes forming part of the consolidated financial statements

(₹ in millions, except share and per share data, unless otherwise stated)

### 34. INCOME TAX

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
<b>Income tax expense in the Consolidated statement of profit and loss consist of:</b>		
Current income tax	157.59	245.13
Deferred tax	46.33	(86.23)
Income tax recognised in the Consolidated statement of profit and loss	<b>203.92</b>	<b>158.90</b>
Income tax recognised in other comprehensive income		
Income tax relating to items that will not be reclassified to profit or loss	0.24	(0.41)
Income tax recognised in other comprehensive income	<b>0.24</b>	<b>(0.41)</b>

The reconciliation between the provision of income tax of the Company and amounts computed by applying the Indian statutory income tax rate to profit before taxes is as follows:

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Profit before tax	663.78	434.73
Add:-Share of loss of associates	5.69	-
<b>Profit before share of loss of associates</b>	<b>669.47</b>	<b>434.73</b>
Enacted income tax rate in India	29.12%	29.12%
Computed expected tax expense	194.95	126.59
Effect of:		
Income that is exempt from tax	(23.24)	(29.42)
Expenses that are not deductible in determining taxable profit	12.36	78.58
Deferred tax asset not recognised on losses	38.98	20.07
Income subject to tax at different rates	(8.68)	-
Others	(10.45)	(36.92)
<b>Income tax expense recognised in the statement of profit and loss</b>	<b>203.92</b>	<b>158.90</b>

#### Deferred tax

Deferred tax assets as at March 31, 2021 are as follows:

Particulars	April 1, 2020	Recognised in Profit and loss	Recognised in OCI	Adjustment for foreign currency translation	March 31, 2021
Difference between book and tax depreciation	116.56	(18.35)	-	-	98.21
Others (Provision for compensated absences, gratuity, doubtful debts etc.)	230.96	(4.75)	(0.24)	(1.96)	224.01
MAT credit entitlement	273.07	(24.90)	-	-	248.17
	<b>620.59</b>	<b>(48.00)</b>	<b>(0.24)</b>	<b>(1.96)</b>	<b>570.39</b>

## Notes forming part of the consolidated financial statements

(₹ in millions, except share and per share data, unless otherwise stated)

Deferred tax assets as at March 31, 2020 are as follows:

Particulars	April 1, 2019	Recognised in Profit and loss	Recognised in OCI	Adjustment for foreign currency translation	March 31, 2020
Difference between book and tax depreciation	103.50	13.06	-	-	116.56
Others (Provision for compensated absences, gratuity, doubtful debts etc.)	145.80	73.17	0.41	11.58	230.96
MAT credit entitlement	273.07	-	-	-	273.07
	<b>522.37</b>	<b>86.23</b>	<b>0.41</b>	<b>11.58</b>	<b>620.59</b>

Deferred tax liabilities as at March 31, 2021 are as follows:

Particulars	April 1, 2020	Recognised in Profit and loss	Recognised in OCI	Adjustment for foreign currency translation	March 31, 2021
Others (Provision for compensated absences, gratuity, doubtful debts etc.)	7.31	(1.67)	-	(4.55)	1.09
	<b>7.31</b>	<b>(1.67)</b>	<b>-</b>	<b>(4.55)</b>	<b>1.09</b>

Deferred tax liabilities as at March 31, 2020 are as follows:

Particulars	April 1, 2019	Recognised in Profit and loss	Recognised in OCI	Adjustment for foreign currency translation	March 31, 2020
Others (Provision for compensated absences, gratuity, doubtful debts etc.)	1.36	-	-	5.95	7.31
	<b>1.36</b>	<b>-</b>	<b>-</b>	<b>5.95</b>	<b>7.31</b>

# Notes forming part of the consolidated financial statements

(₹ in millions, except share and per share data, unless otherwise stated)

## 35. TRANSACTIONS WITH RELATED PARTIES

### I List of Related parties and relationship:

Sl. No.	Relationship	Related parties
<b>Related parties with whom the Company had transactions</b>		
(i)	<b>Key Management Personnel</b>	Francois Charles Sirois, Executive Chairman and Chief Executive Officer (CEO till August 02,2020) Krishnan Seshadri, Chief Executive Officer (from August 03,2020) Sanjay Baweja, Independent Director (till May 31, 2020 and appointed as Chief Financial officer from June 01,2020) Rajiv Khaitan, Independent Director (till September 28, 2020) Nancy Cruickshank, Independent Director (till September 28, 2020) Sanjay Kapoor, Independent Director Gianluca D'Agostino, Independent Director Chris Arsenault, Independent Director (till April 29, 2020) Geeta Mathur, Independent Director (from September 28, 2020) Steven Fred Roberts, Non- Independent Director (from September 28, 2020) Paul Lamontagne, Additional Director (from December 17, 2020) Ganesh Murthy , Chief Financial Officer (till May 31,2020) P V Varaprasad, Company Secretary
(ii)	<b>Enterprises owned or significantly influenced by key management personnel/Directors or their relatives</b>	OnMobile Systems Inc., USA Khaitan & Co LLP (till September 28, 2020)

### II Transactions with Related Parties:

Sl. No.	Nature of transactions	Key Management Personnel	
		March 31, 2021	March 31, 2020
<b>1</b>	<b>Remuneration to Key management personnel</b>		
	Salaries and wages	65.50	38.30
	Share- based payment	4.85	2.24
	Others	11.05	13.65
	<b>Total</b>	<b>81.40</b>	<b>54.19</b>
<b>2</b>	<b>Legal Charges</b>		
	Khaitan & Co LLP	0.14	0.12
	<b>Total</b>	<b>0.14</b>	<b>0.12</b>

## Notes forming part of the consolidated financial statements

(₹ in millions, except share and per share data, unless otherwise stated)

### III Balances with related parties:

There were no balances as on March 31, 2021 and March 31, 2020 with any of the related parties.

#### Notes:

- 1 No amount has been written off during the year in respect of debts due from related party.
- 2 Employment benefits excludes gratuity and compensated absences which cannot be separately identified from the composite amount advised by the actuary.

36. The Ministry of Micro, Small and Medium Enterprises has issued an Office Memorandum dated 26 August 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum. Accordingly, the disclosure in respect of the amounts payable to such enterprises as at 31 March 2021 has been made in the financials statements based on information received and available with the Company. Further in view of the Management, the impact of interest, if any, that may be payable in accordance with the provisions of the Act is not expected to be material. The Company has not received any claim for interest from any supplier under the said Act.

Based on the information available with the Company, there are no dues to suppliers who are registered as micro, small or medium enterprises under "The Micro, Small and Medium Enterprises Development Act, 2006" as at March 31, 2021.

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
(i) The amounts remaning unpaid to micro and small supplier as at the end of each year :		
- Principal	-	-
- Interest	-	-
(ii) The amount of interest paid by the buyer in terms of Section 16 of the MSMED Act, 2006, along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-
(iii) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006	-	-
(iv) The amount of interest accrued and remaining un-paid at the end of each accounting year	-	-
(v) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purposes of disallowance as a deductibles expenditure under Section 23 of the MSMED Act, 2006	-	-

37. As per Sec 135 of the Companies act, 2013, a Company, meeting the applicability threshold, needs to spend at least 2 % of its average profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities.

The areas for CSR activities are eradication of hunger and malnutrition, promoting education, art and culture, healthcare, destitute care and rehabilitation, environment sustainability, disaster relief and rural development projects. A CSR committee has been formed by the Company as per the Act. The funds were utilised through the year on these activities which are specified in Schedule VII of the Companies Act, 2013.

## Notes forming part of the consolidated financial statements

(₹ in millions, except share and per share data, unless otherwise stated)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
(a) Amount required to be spent by the company during the year	5.92	8.91
(b) Amount spent during the year for:		
(i) Construction/ acquisition of any asset	-	-
(ii) On purpose other than (i) above	5.92	8.91

### 38. EXCEPTIONAL ITEM

#### a) Impairment of Goodwill

The Group is of the view that the operations of its gaming business represent a single cash-generating unit ('CGU'). Management performed an impairment assessment as at March 31, 2021. The recoverable value determined as Value in Use ('VIU') computed by the management internally is higher than the Fair Value less Cost of Disposal ('FVLCD') of the relevant assets of the CGU as at March 31, 2021. Accordingly, no impairment charge has been recorded in the current year.

During the previous year ended March 31, 2020, Management performed an impairment assessment and recoverable value was determined by VIU and the recoverable amount was lower than the carrying value of the CGU. Accordingly, an impairment loss of ₹ 232.66 million was recognised and disclosed as part of 'Exceptional items'.

The approach and key (unobservable) assumptions used to determine the CGU's VIU were as follows:

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Terminal growth rate	3.00%	3.00%
Post-tax discount rate	11.50%	12.60%

The Group has considered it appropriate to undertake the impairment assessment with reference to the latest business plan which includes a 5 year cash flow forecast. The growth rates used in the value in use calculation reflect those inherent within the business plan, which is primarily a function of the Group's cycle plan assumptions, past performance and management's expectation of future market developments through to 2026/27. The financial projections basis which the future cash flows have been estimated considering the increase in economic uncertainties due to COVID-19, reassessment of the discount rates, revisiting the growth rates factored while arriving at terminal value and subjecting these variables to sensitivity analysis. The future cash flows consider potential risks given the current economic environment and key assumptions, such as revenue, discount rates and content cost. The potential impact of reasonably possible outcomes of these events has been included in the VIU calculations.

The cash flows for the year 2026/27 are extrapolated into perpetuity assuming a growth rate as stated above which is set with reference to weighted-average GDP growth of the countries in which the Group operates.

The impairment loss of ₹ 232.66 Million for the year ended March 31, 2020 had been fully allocated against goodwill.

#### Sensitivity to key assumptions

Based on the sensitivities carried out by the management on the key assumptions including revenue growth and discount rate no impairment loss has been recognised as at March 31, 2021.

- b) The Group had accounted for earnout payable on acquisition of Appland AB at fair value on the date of acquisition amounting to ₹ 483.20 million. As per the original agreement earnout is payable on the basis of Gross Profit target as set, from the Games Subscription Business Unit. Appland AB did not achieve the gross profit target required to pay the earnout. The Group renegotiated and entered into an addendum to the original Share Purchase Agreement in February 2020 and January 2021 to change the methodology of computing earnout.

As per the addendum entered into in January 2021, the earnout has been restricted to USD 1 million as compared to be EBIDTA based payout and the earnout period was also extended till June 30, 2021. Based on amended agreement, the Group has reinstated the earnout liability at ₹ 73.16 million (March 31, 2020 - ₹ 145.52 million). Accordingly, excess earnout liability amounting to ₹ 46.62 million during the year ended March 31, 2021 (March 31, 2020 - ₹ 314.66 million) was reversed and recognised in the statement of profit and loss and disclosed as an exceptional item.

# Notes forming part of the consolidated financial statements

(₹ in millions, except share and per share data, unless otherwise stated)

## 39. FINANCIAL INSTRUMENTS BY CATEGORY

Particulars	Carrying value		Fair value			Total
	FVTPL	Amortised Cost	Level 1	Level 2	Level 3	
<b>As at March 31, 2021</b>						
<b>Financial assets measured at fair value:</b>						
Derivative asset	25.70	-	-	7.26	18.44	25.70
Investments in mutual funds	791.72	-	791.72	-	-	791.72
<b>Financial assets measured at amortised cost:</b>						
Loans	-	61.74	-	-	-	61.74
Trade receivables	-	1,516.84	-	-	-	1,516.84
Cash and cash equivalents	-	918.44	-	-	-	918.44
Other bank balances	-	366.00	-	-	-	366.00
Other financial assets	-	543.56	-	-	-	543.56
Investments	-	585.45	-	-	-	585.45
<b>Total</b>	<b>817.42</b>	<b>3,992.03</b>	<b>791.72</b>	<b>7.26</b>	<b>18.44</b>	<b>4,809.45</b>
<b>Financial liabilities measured at amortised cost:</b>						
<b>Lease liabilities</b>	-	76.68	-	-	-	76.68
Trade payables	-	1,861.82	-	-	-	1,861.82
Other financial liabilities	-	155.23	-	-	-	155.23
<b>Total</b>	-	<b>2,093.73</b>	-	-	-	<b>2,093.73</b>

# Notes forming part of the consolidated financial statements

(₹ in millions, except share and per share data, unless otherwise stated)

Particulars	Carrying value		Fair value			Total
	FVTPL	Amortised Cost	Level 1	Level 2	Level 3	
<b>As at March 31, 2020</b>						
<b>Financial assets measured at fair value:</b>						
Investments in mutual funds	1,149.64	-	1,149.64	-	-	1,149.64
<b>Financial assets measured at amortised cost:</b>						
<b>Loans</b>	-	<b>73.18</b>	-	-	-	<b>73.18</b>
Trade receivables	-	1,598.85	-	-	-	1,598.85
Cash and cash equivalents	-	895.13	-	-	-	895.13
Other bank balances	-	16.07	-	-	-	16.07
Other financial assets	-	795.08	-	-	-	795.08
Investments	-	683.97	-	-	-	683.97
<b>Total</b>	<b>1,149.64</b>	<b>4,062.28</b>	<b>1,149.64</b>	-	-	<b>5,211.92</b>
<b>Financial liabilities measured at amortised cost:</b>						
<b>Lease Liabilities</b>	-	144.33	-	-	-	144.33
Trade payables	-	2,172.97	-	-	-	2,172.97
Other financial liabilities	-	159.56	-	-	-	159.56
<b>Total</b>	-	<b>2,476.86</b>	-	-	-	<b>2,476.86</b>

## Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are recognised at fair value and amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its financial instruments under the accounting standard as follows:

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities,

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices), and

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

There have been no transfers among Level 1, Level 2 and Level 3 during the period.

The management assessed that fair value of cash and short-term deposits, trade receivables, trade payables, borrowings, other current financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

# Notes forming part of the consolidated financial statements

(₹ in millions, except share and per share data, unless otherwise stated)

The following methods and assumptions were used to estimate the fair values:

- i) Receivables are evaluated by the Group based on parameters such as interest rates, specific country risk factors, individual creditworthiness of the customer. Based on this evaluation, allowances are taken into account for the expected losses of these receivables.
- ii) The fair value of the unquoted mutual fund are based on market observable inputs at reporting date. The fair value of other financial liabilities is estimated by credit risk and remaining maturities.
- iii) The Group enters into derivative financial instruments with various counterparties, principally financial institutions with investment grade credit ratings. Derivative financials instruments are valued based on quoted prices for similar assets and liabilities in active markets or inputs that are directly or indirectly observable in the marketplace.

## Capital Management

The Group manages its capital to ensure that it will be able to continue as a going concern while maximising the return to stake holders to optimise equity. The Group's Corporate Treasury reviews the capital structure on a quarterly basis.

The capital structure of the Group consists of only equity as of March 31, 2021. The Group is not subject to any externally imposed capital requirements.

## Financial risk management

The Group's Corporate Treasury function provides services to the business, coordinates access to domestic and international financial markets, monitors and manages the financial risks relating to the operations of the Group through internal risk reports which analyse exposures by degree and magnitude of risk.

The Group's primary focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The primary market risk to the Group is foreign exchange risk along with credit risk and liquidity risk.

The Group seeks to minimise the effects of these forex by hedging the forex exposures through forward contracts, liquidity risk by diversifying its investments in various schemes of debt mutual funds and fixed deposits. The Group manages its credit risks by monitoring the credit rating of the customers, banks and mutual funds. Corporate Treasury Function reports quarterly to the Group's risk management committee, an independent body that monitors risks and policies implemented to mitigate risk exposures.

## Market Risk

Market risk is the risk of any loss in future earnings, in realizable fair values or in future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rate, equity price fluctuations, liquidity and other market changes. Future specific market movements cannot be normally predicted with reasonable accuracy.

### (i) Interest rate risk:

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to Group's investments. The Group's investments are primarily short term, which do not expose it to significant interest rate risk.

### (ii) Foreign currency exchange rate risk:

The fluctuation in foreign currency exchange rates may have potential impact on the income statement and equity, where any transaction references more than one currency or where assets/liabilities are denominated in a currency other than the functional currency of the respective foreign operations. The Group enters into forward foreign exchange contracts to hedge its exposure to foreign currency risk arising on the net export of services.



## Notes forming part of the consolidated financial statements

(₹ in millions, except share and per share data, unless otherwise stated)

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

Particulars	As at March 31, 2021				
	USD	EURO	BDT	Other currencies*	Total
<b>Assets</b>					
Trade receivables	60.69	63.69	-	6.68	131.06
Cash and cash equivalents	79.57	17.06	118.84	24.23	239.69
Other assets	339.52	37.81	54.84	159.12	591.29
<b>Liabilities</b>					
Trade payable	15.59	6.94	10.86	16.98	50.38
Other liabilities	201.55	180.30	0.04	64.53	446.42
<b>Net assets/liabilities</b>	<b>262.63</b>	<b>(68.68)</b>	<b>162.78</b>	<b>108.52</b>	<b>465.24</b>

\*Other currencies include Bangladeshi taka (BDT), Egyptian pound (EGP), Brazilian real (BRL), Canadian dollar (CAD), Mexican peso (MXN), Malaysian ringgit (MYR), Singapore dollar (SGD), Colombian peso (COP), Peruvian sol (PEN), South African rand (ZAR) etc.

Particulars	As at March 31, 2020				
	USD	EURO	BDT	Other currencies*	Total
<b>Assets</b>					
Trade receivables	67.19	83.10	-	18.49	168.78
Cash and cash equivalents	111.87	47.01	123.05	30.21	312.15
Other assets	365.69	39.44	56.53	152.91	614.57
<b>Liabilities</b>					
Trade payable	(65.16)	(87.12)	(11.28)	(61.12)	(224.68)
Other liabilities	(217.30)	(123.62)	(0.05)	(83.10)	(424.06)
<b>Net assets/liabilities</b>	<b>262.30</b>	<b>(41.19)</b>	<b>168.25</b>	<b>57.39</b>	<b>446.76</b>

\*Other currencies include Bangladeshi taka (BDT), Egyptian pound (EGP), Brazilian real (BRL), Canadian dollar (CAD), Mexican peso (MXN), Malaysian ringgit (MYR), Singapore dollar (SGD), Colombian peso (COP), Peruvian sol (PEN), South African rand (ZAR) etc.

### Sensitivity analysis

A reasonably possible strengthening (weakening) of the US dollar, EUR, BDT against all other currencies at 31 Mar 2021 would have affected the measurement of financial instruments denominated in a foreign currency and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant.

# Notes forming part of the consolidated financial statements

(₹ in millions, except share and per share data, unless otherwise stated)

Particulars	Profit or (loss)		Equity, net of tax	
	Strengthening	Weakening	Strengthening	Weakening
<b>31 March 2021</b>				
USD (1% movement)	2.63	(2.63)	1.86	(1.86)
EUR (1% movement)	(0.69)	0.69	(0.49)	0.49
BDT (1% movement)	1.63	(1.63)	1.16	(1.16)
<b>31 March 2020</b>				
USD (1% movement)	2.62	(2.62)	1.86	(1.86)
EUR (1% movement)	(0.41)	0.41	(0.29)	0.29
BDT (1% movement)	1.68	(1.68)	1.19	(1.19)

## Impact of COVID-19 (Global pandemic)

The Group basis their assessment believes that the probability of the occurrence of their forecasted transactions is not impacted by COVID-19 pandemic. The Group has also considered the effect of changes, if any, in both counterparty credit risk while assessing hedge effectiveness and measuring hedge ineffectiveness.

## Derivative financial instruments

The Group is exposed to foreign currency fluctuations on foreign currency assets/ liabilities and forecasted cash flows denominated in foreign currency. The Group follows established risk management policies, including the use of derivatives to hedge foreign currency assets/ liabilities and foreign currency forecasted cash flows. The counter party in these derivative instruments is a bank and the Group considers the risks of non-performance by the counterparty as non-material.

The following table presents the aggregate contracted principal amounts of the Group's derivative contracts outstanding:

Non designated derivative instrument	As at March 31, 2021 Nominal Value (In ₹ Mn)	As at March 31, 2020 Nominal Value (In ₹ Mn)	Currency	As at March 31, 2021 Nominal Value (Foreign Currency in Mn)	As at March 31, 2020 Nominal Value (In ₹ Mn)
Forward Contract -(SELL)	104.99	-	USD/INR	1.44	-
Forward Contract -(SELL)	175.94	-	EUR/USD	2.05	-
Forward Contract -(SELL)	107.28	177.99	EUR/INR	1.25	2.15
<b>Total Forward contracts</b>	<b>388.21</b>	<b>177.99</b>		<b>4.74</b>	<b>2.15</b>

The foreign exchange forward contracts mature within 12 months. The table below analyzes the derivative financial instruments into relevant maturity groupings based on the remaining period as at the reporting date:

Particulars	As at March 31, 2021 Nominal Value (In ₹ Mn)	As at March 31, 2020 Nominal Value (In ₹ Mn)
Not later than 1 month	87.83	33.11
Later than 1 month but not later than 3 months	197.40	70.37
Later than 3 months but not later than 1 year	102.98	74.51
	<b>388.21</b>	<b>177.99</b>

In respect of the Group's forward contracts, a 1% decrease/increase in the respective exchange rates of each of the currencies underlying such contracts would have resulted in:

- an approximately 0.07% increase and (0.07%) decrease in the Company's net profit and approximately 0.06% increase and (0.06%) decrease in equity as at March 31, 2021;

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- b) an approximately 0.03% increase and (0.03%) decrease in the Company's net profit and approximately 0.03% increase and (0.03%) decrease in equity as at March 31, 2020;

### Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers and investment securities. Credit risk arises from cash held with banks and financial institutions, as well as credit exposure to clients, including outstanding accounts receivable. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets. Credit risk encompasses both the direct risk of default and the risk of deterioration of creditworthiness as well as concentration risks. The Group assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors.

#### i) Trade and other receivables

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment. The following table gives details in respect of revenues generated from top customer and top 4 customers of the Group:

Particulars	For the year ended	
	March 31, 2021	March 31, 2020
Revenue from top customer	2,855.52	2,915.19
Revenue from top 4 customers	3,789.50	3,764.70

Only 1 customer accounted for more than 10% of the consolidated revenue. No other single customer contributed 10% or more to the Group's consolidated revenue for both year ended March 31, 2021 and March 31, 2020

#### ii) Investments

The Group limits its exposure to credit risk by generally investing in liquid securities and only with counterparties that have rating of AA/AAA. The Group does not expect any losses from non-performance by these counter-parties, and does not have any significant concentration of exposures to specific industry sectors.

### Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they become due. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Group manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due. The Group's corporate treasury department is responsible for liquidity management, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. The Group invests its surplus funds in Bank fixed deposit and liquid and liquid plus schemes of mutual funds and short term mutual funds, which carry no/ low mark to market risks.

The table below provides details regarding the contractual maturities of significant financial liabilities:

Particulars	As at March 31, 2021			As at March 31, 2020		
	Carrying amount	Contractual maturities		Carrying amount	Contractual maturities	
		Less than 1 year	More than 1 year		Less than 1 year	More than 1 year
Lease liabilities	76.68	15.01	61.67	144.33	37.46	106.87
Trade payables	1,861.82	1,861.82	-	2,172.97	2,172.97	-
Other financial liabilities	155.23	155.23	-	159.56	159.56	-
<b>Total</b>	<b>2,093.73</b>	<b>2,032.06</b>	<b>61.67</b>	<b>2,476.86</b>	<b>2,369.99</b>	<b>106.87</b>

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(₹ in millions, except share and per share data, unless otherwise stated)

## 40. Additional information as required by Paragraph 2 of the General Instructions for Preparation of Consolidated Financial Statements to Schedule III to the Companies Act, 2013

Name of the entity	Net assets, i.e., total assets minus total liabilities as at March 31, 2021		Share of profit or (loss) for the year ended March 31, 2021		Share of other comprehensive income for the year ended March 31, 2021		Share of total comprehensive income for the year ended March 31, 2021	
	As % of consolidated net assets	Amount ₹	As % of consolidated profit or loss	Amount ₹	As % of consolidated OCI	Amount ₹	As % of consolidated Total Comprehensive income	Amount ₹
<b>Parent - OnMobile Global Limited</b>	49.83%	3,120.18	-119.03%	(547.39)	913.99%	714.28	31.02%	166.89
<b>Subsidiaries:</b>								
<b>Foreign:</b>								
OnMobile Singapore Pte. Ltd.	0.60%	37.77	15.10%	69.44	-62%	(48.58)	3.88%	20.86
Servicios De Telefonía OnMobile Sa De Cv	0.01%	0.82	3.89%	17.87	0%	0.34	3.38%	18.21
OnMobile Brasil Sistemas De Valor Agregado Para Comunicacoes Moveis Ltda.	0.62%	39.05	-8.25%	(37.96)	23%	18.22	-3.67%	(19.74)
OnMobile Global for Telecommunication Services	1.03%	64.67	19.96%	91.80	-108%	(84.41)	1.37%	7.39
OnMobile Telecom Burkina Faso, S.A.R.L.	0.38%	23.63	2.36%	10.85	-4%	(3.11)	1.44%	7.74
OnMobile Turkey Telekomunikasyon Sistemleri Limited Sirketi	0.19%	11.66	-0.75%	(3.47)	12%	9.08	1.04%	5.61
OnMobile Live Inc	3.88%	242.62	1.55%	7.14	45%	34.89	7.81%	42.03
OnMobile Kenya Telecom Limited	0.71%	44.62	-4.19%	(19.27)	24%	18.94	-0.06%	(0.33)
OnMobile Telecom Limited	0.03%	1.72	-0.78%	(3.60)	6%	4.71	0.21%	1.11
OnMobile Costa Rica OBCR, S.A.	0.14%	8.53	0.97%	4.47	-5%	(3.61)	0.16%	0.86
OnMobile Ghana Telecom Limited	0.06%	3.68	0.40%	1.85	-1%	(1.04)	0.15%	0.81
OnMobile Madagascar Telecom Limited	-0.02%	(1.20)	-0.18%	(0.82)	-1%	(0.53)	-0.25%	(1.35)
OnMobile Nigeria Telecom Limited	2.59%	162.08	-0.14%	(0.65)	-3%	(2.36)	-0.56%	(3.01)
OnMobile Rwanda Telecom Limited	0.03%	1.61	0.03%	0.14	1%	0.97	0.21%	1.11
OnMobile Uganda Limited	0.12%	7.26	-0.60%	(2.77)	0%	0.07	-0.50%	(2.70)
OnMobile Zambia Telecom Limited	-0.03%	(1.82)	0.20%	0.93	-5%	(4.15)	-0.60%	(3.22)
OnMobile Telecom Sierra Leone Limited	-0.09%	(5.39)	-0.08%	(0.39)	2%	1.26	0.16%	0.87
OnMobile Uruguay SA	0.03%	1.60	0.20%	0.93	0%	(0.34)	0.11%	0.59
OnMobile Global Solutions Canada Limited	1.25%	78.25	-3.56%	(16.36)	22%	17.00	0.12%	0.64
OnMobile Global SA	0.07%	4.58	-1.16%	(5.33)	6%	4.98	-0.07%	(0.35)
OnMobile Portugal SGPS, Unipessoal LDA (Zona Franca Da Madeira)	-0.01%	(0.35)	0.00%	-	0%	(0.01)	0.00%	(0.01)
OnMobile Europe B.V.	-26.48%	(1,658.07)	13.11%	60.29	37%	29.27	16.65%	89.56
OnMobile S.A.	25.79%	1,614.85	-1.05%	(4.84)	16%	12.64	1.45%	7.80
OnMobile USA LLC	2.79%	174.52	-12.13%	(55.77)	-14%	(10.59)	-12.33%	(66.36)
OnMobile De Venezuela C.A.	0.01%	0.47	-0.05%	(0.22)	-12%	(9.44)	-1.80%	(9.66)
Appland AB	11.41%	714.27	-4.08%	(18.74)	8%	6.40	-2.29%	(12.34)
OnMobile Bangladesh Private Limited	8.25%	516.58	14.56%	66.94	-7%	(5.78)	11.37%	61.16
OnMobile Global Spain S.L	15.04%	941.95	140.14%	644.46	-554%	(432.82)	39.34%	211.64
OnMobile Global Italy SRL	-0.03%	(1.83)	-0.01%	(0.06)	0%	(0.04)	-0.02%	(0.10)

## Notes forming part of the consolidated financial statements

(₹ in millions, except share and per share data, unless otherwise stated)

Name of the entity	Net assets, i.e., total assets minus total liabilities as at March 31, 2021		Share of profit or (loss) for the year ended March 31, 2021		Share of other comprehensive income for the year ended March 31, 2021		Share of total comprehensive income for the year ended March 31, 2021	
	As % of consolidated net assets	Amount ₹	As % of consolidated profit or loss	Amount ₹	As % of consolidated OCI	Amount ₹	As % of consolidated Total Comprehensive income	Amount ₹
OnMobile Tanzania Telecom Limited	-0.01%	(0.39)	-0.36%	(1.67)	0%	0.39	-0.24%	(1.28)
Onmobile Bangladesh Technologies	0.01%	0.35	0.09%	0.42	0%	-	0.08%	0.42
OnMobile Latam holding SL	0.00%	-	0.21%	0.95	0%	(0.02)	0.17%	0.93
OnMobile Global South Africa (PTY) Ltd	1.68%	105.00	45.36%	208.60	-239%	(187.08)	4.00%	21.52
OnMobile Global Limited Colombia S.A.S	0.12%	7.77	-0.48%	(2.22)	-2%	(1.38)	-0.67%	(3.60)
<b>Associates (Investment as per the equity method):</b>								
<b>Indian:</b>								
Mobile Voice Konnect Private Limited	0%	-	0%	-	0%	-	0%	-
Technologies Rob0 Inc	0%	-	-1.24%	(5.69)	0%	-	-1.06%	(5.69)
<b>Grand Total</b>	<b>100%</b>	<b>6,261.04</b>	<b>100%</b>	<b>459.86</b>	<b>100%</b>	<b>78.15</b>	<b>100%</b>	<b>538.01</b>

Note: The above numbers represents the amounts after taking the effect of consolidation adjustments.

# Notes forming part of the consolidated financial statements

(₹ in millions, except share and per share data, unless otherwise stated)

Additional information as required by Paragraph 2 of the General Instructions for Preparation of Consolidated Financial Statements to Schedule III to the Companies Act, 2013

Name of the entity	Net assets, i.e., total assets minus total liabilities as at March 31, 2020		Share of profit or (loss) for the year ended March 31, 2020		Share of other comprehensive income for the year ended March 31, 2020		Share of total comprehensive income for the year ended March 31, 2020	
	As % of consolidated net assets	Amount ₹	As % of consolidated profit or loss	Amount ₹	As % of consolidated OCI	Amount ₹	As % of consolidated Total Comprehensive income	Amount ₹
<b>Parent - OnMobile Global Limited</b>	56.92%	3,358.20	-1794.16%	(4,948.83)	468.93%	685.90	-1009.65%	(4,262.93)
<b>Subsidiaries:</b>								
<b>Foreign:</b>								
OnMobile Singapore Pte. Ltd.	0.73%	42.81	43.53%	120.08	-50.29%	(73.56)	11.02%	46.52
Servicios De Telefonía OnMobile Sa De Cv	0.06%	3.41	26.48%	73.03	22.16%	32.42	24.97%	105.45
OnMobile Brasil Sistemas De Valor Agregado Para Comunicacoes Moveis Ltda.	0.51%	30.27	-36.48%	(100.62)	-4.74%	(6.94)	-25.47%	(107.56)
OnMobile Global for Telecommunication Services	1.13%	66.39	66.73%	184.05	-67.16%	(98.23)	20.33%	85.82
OnMobile Telecom Burkina Faso, S.A.R.L.	0.22%	12.71	5.72%	15.77	-3.92%	(5.73)	2.38%	10.04
OnMobile Telekomunikasyon Sistemleri Limited Şirketi	0.06%	3.76	14.91%	41.14	0.64%	0.94	9.97%	42.08
OnMobile Global Czech Republic S.R.O	-0.01%	(0.33)	0.00%	-	-0.42%	(0.61)	-0.15%	(0.61)
OnMobile Live Inc	0.90%	52.89	733.30%	2,022.65	-81.53%	(119.26)	450.81%	1,903.39
OnMobile Kenya Telecom Limited	0.85%	50.21	24.59%	67.83	17.07%	24.97	21.98%	92.80
OnMobile Telecom Limited	-0.01%	(0.53)	8.33%	22.98	-1.18%	(1.72)	5.04%	21.26
OnMobile Mali SARL	0.00%	-	0.00%	-	0.00%	-	0.00%	-
OnMobile Senegal SARL	0.00%	-	0.00%	-	-0.04%	(0.06)	-0.01%	(0.06)
OnMobile Servicios Corporativos De Telefonía S.A. DE C.V.	0.00%	-	-0.01%	(0.04)	-4.01%	(5.87)	-1.40%	(5.91)
OnMobile Costa Rica OBCR, S.A.	0.10%	5.94	3.48%	9.59	-5.78%	(8.45)	0.27%	1.14
OnMobile Ghana Telecom Limited	0.02%	0.95	7.67%	21.15	-0.20%	(0.29)	4.94%	20.86
OnMobile Madagascar Telecom Limited	-0.01%	(0.62)	2.18%	6.02	-0.49%	(0.71)	1.26%	5.31
OnMobile Nigeria Telecom Limited	2.84%	167.34	66.24%	182.71	-2.54%	(3.72)	42.39%	178.99
OnMobile Rwanda Telecom Limited	0.01%	0.45	5.25%	14.48	-0.76%	(1.11)	3.17%	13.37
OnMobile Uganda Limited	0.23%	13.57	16.37%	45.16	-0.79%	(1.16)	10.42%	44.00
OnMobile Zambia Telecom Limited	0.11%	6.77	7.91%	21.83	-4.24%	(6.20)	3.70%	15.63
OnMobile Telecom Sierra Leone Limited	-0.09%	(5.59)	4.30%	11.87	0.14%	0.20	2.86%	12.07
OnMobile Uruguay SA	0.05%	2.68	3.04%	8.39	-1.22%	(1.79)	1.56%	6.60
OnMobile Global Solutions Canada Limited	0.01%	0.77	-8.84%	(24.38)	12.81%	18.73	-1.34%	(5.65)
OnMobile Global SA	0.13%	7.77	55.32%	152.60	29.58%	43.26	46.39%	195.86
OnMobile Portugal SGPS, Unipessoal LDA (Zona Franca Da Madeira)	-0.01%	(0.34)	0.28%	0.76	-0.01%	(0.02)	0.18%	0.74
OnMobile Europe B.V.	-26.86%	(1,584.70)	-527.55%	(1,455.14)	-7.23%	(10.58)	-347.15%	(1,465.72)
OnMobile S.A.	27.43%	1,618.17	716.38%	1,975.98	12.84%	18.78	472.45%	1,994.76

# Notes forming part of the consolidated financial statements

(₹ in millions, except share and per share data, unless otherwise stated)

Name of the entity	Net assets, i.e., total assets minus total liabilities as at March 31, 2020		Share of profit or (loss) for the year ended March 31, 2020		Share of other comprehensive income for the year ended March 31, 2020		Share of total comprehensive income for the year ended March 31, 2020	
	As % of consolidated net assets	Amount ₹	As % of consolidated profit or loss	Amount ₹	As % of consolidated OCI	Amount ₹	As % of consolidated Total Comprehensive income	Amount ₹
OnMobile USA LLC	2.87%	169.44	-3.88%	(10.71)	174.93%	255.87	58.07%	245.16
OnMobile De Venezuela C.A.	0.01%	0.71	111.97%	308.84	-6.20%	(9.07)	71.00%	299.77
Appland AB	9.11%	537.35	215.99%	595.77	-0.81%	(1.18)	140.83%	594.59
OnMobile Bangladesh Private Limited	7.87%	464.61	30.19%	83.28	13.32%	19.48	24.34%	102.76
OnMobile Global Spain S.L	13.97%	824.03	223.32%	615.98	-317.88%	(464.97)	35.77%	151.01
OnMobile Global Italy SRL	-0.03%	(1.71)	0.25%	0.68	-0.06%	(0.09)	0.14%	0.59
OnMobile Tanzania Telecom Limited	-0.01%	(0.50)	2.53%	6.98	-0.49%	(0.71)	1.49%	6.27
Onmobile Bangladesh Technologies Private Limited	0.00%	(0.06)	-0.02%	(0.06)	0.00%	-	-0.01%	(0.06)
OnMobile Latam holdings SL	-0.02%	(0.91)	-0.03%	(0.08)	-0.01%	(0.02)	-0.02%	(0.10)
OnMobile Global South Africa (PTY) Ltd	0.76%	45.08	60.41%	166.62	-93.22%	(136.35)	7.17%	30.27
OnMobile Global Limited Colombia S.A.S	0.16%	9.29	14.31%	39.47	2.82%	4.12	10.33%	43.59
<b>Associates (Investment as per the equity method):</b>								
<b>Indian:</b>								
Mobile Voice Konnect Private Limited	0%	-	0%	-	0%	-	0%	-
<b>Gross Total</b>	<b>100%</b>	<b>5,900.28</b>	<b>100%</b>	<b>275.83</b>	<b>100%</b>	<b>146.27</b>	<b>100%</b>	<b>422.10</b>

Note: The above numbers represents the amounts after taking the effect of consolidation adjustments.

## 41. SUBSEQUENT EVENT

Subsequent to the year end, on April 22, 2021, the Company has acquired 10% equity interest in Tech4billion Media Pvt Limited (Chingari), a Company which is involved in providing end users a video sharing social media platform for a total consideration of ₹ 318.7 millions.

The Board of Directors in their meeting held on May 28, 2021 have proposed a final dividend of ₹ 1.50 per equity share for the year ended March 31, 2021 which is subject to approval of shareholders at the ensuing Annual General Meeting and if approved, would result in a cash outflow of approximately ₹ 156.74 millions.

## 42. Prior year figures have been reclassified wherever required to confirm to the classification of the current year.

As per our report of even date attached  
**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 28, 2021

For and on behalf of the Board of Directors

**François-Charles Sirois**  
 Executive Chairman  
 DIN- 06890830  
 Place: Montreal, Canada  
 Date: May 28, 2021

**Sanjay Kapoor**  
 Director  
 DIN- 01973450  
 Place: Gurgaon  
 Date: May 28, 2021

**Sanjay Baweja**  
 Chief Financial Officer  
 Place: Gurgaon  
 Date: May 28, 2021

**Krishnan Seshadri**  
 Chief Executive Officer  
 Place: Bengaluru  
 Date: May 28, 2021

**P V Varaprasad**  
 Company Secretary  
 M. No- FCS 5877  
 Place: Bengaluru  
 Date: May 28, 2021

# Notice of the 21<sup>st</sup> Annual General Meeting

Notice is hereby given that the 21<sup>st</sup> Annual General Meeting ('AGM') of the Members of OnMobile Global Limited will be held on Wednesday, September 29, 2021 at 4.00 p.m. IST through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), to transact the following business:

## ORDINARY BUSINESS

### Item No. 1: Adoption of financial statements

To consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2021 and the reports of the Board of Directors ('Board's Report') and auditors thereon.

### Item No. 2: Declaration of dividend

To declare a dividend of ₹ 1.50/- per equity share for the financial year ended March 31, 2021.

### Item No. 3: Appointment of Steven Fred Roberts as a Director liable to retire by rotation

To appoint a Director in place of Steven Fred Roberts (DIN: 08815252) who retires by rotation and being eligible, offers himself for re-appointment.

## SPECIAL BUSINESS

### Item No. 4: Appointment of Paul Lamontagne (DIN: 08995854) as an Independent Director

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force), and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Paul Lamontagne (DIN: 08995854), who was appointed as an Additional and Independent Director of the Company by the Board of Directors with effect from December 17, 2020 in terms of Section 161 of the Companies Act, 2013, and who holds office up to the date of AGM and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, and whose appointment also has been recommended by the Nomination and Compensation Committee and the Board of Directors of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five years upto December 16, 2025 not liable to retire by rotation."

### Item No. 5: Re-appointment of Gianluca D'Agostino (DIN: 05143003) as an Independent Director

To consider and if thought fit, to pass the following resolution as a special resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions,

if any, of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force), and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Gianluca D'Agostino (DIN: 05143003), who was appointed earlier as an Independent Director of the Company for a term of three years by shareholders and who holds office up to the date of this AGM and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, and whose re-appointment also has been recommended by the Nomination and Compensation Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of five years upto September 29, 2026 not liable to retire by rotation."

### Item No. 6: To alter Objects Clause of the Memorandum of Association of the Company

To consider and, if thought fit, to pass the following resolution as a special resolution:

"RESOLVED THAT pursuant to the provisions of Sections 4, 13 read with Table A of Schedule I and other applicable provisions, if any, of the Companies Act, 2013, (the "Act") and rules made thereunder (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and other approvals as may be necessary, based on recommendation of the Board of Directors of the Company, the Objects Clause of the Memorandum of Association (the "MOA") of the Company be and hereby altered as follows:

- A. Under Clause III (A), the words 'The main objects to be pursued by the Company on its incorporation are' be substituted by the words 'THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE'.
- B. The existing clause (1) of the Main Objects of Clause III (A) be altered by substituting the same with the following in its place and stead:
  1. To carry on the business of designing, developing, researching and otherwise dealing or handling all types of digitally enabled telecom products, computers and computer related systems, software systems, hardware systems, communication systems, very large scale standard and semi custom integrated circuits as well as components and parts or dealing with all products and services targeted at the individual, enterprise, wireless carrier and m-commerce markets; servicing of all types of telecom and all computer related systems, including all types of games of any kind, communication systems, software systems, hardware systems; and manufacturing, designing, developing, improving, marketing, selling and licensing telecom products, including digitally enabled products including games of any kind, hardware, software, firmware and programs of any and all description.



- C The existing Clause III (B) titled 'The objects incidental or ancillary to the attainment of the main objects of the Company are' and existing Clause III (C) titled 'Other objects not included in (A) and (B) above' of the Memorandum of Association, be merged into new Clause III (B) and be retitled as 'MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE' and consequently re-numbering as may be appropriate.

RESOLVED FURTHER THAT the Board of Directors and Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and to settle all matters arising out of and incidental thereto and to sign and execute all such deeds, drafts, documents, applications, filings, returns and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

**Item No. 7: Payment of remuneration to non-executive directors including Independent Directors of the Company**

To consider and if thought fit, to pass the following resolution as a special resolution:

"RESOLVED THAT in supersession of all the earlier resolutions of the shareholders and pursuant to Section 197, 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or enactment thereof for the time being in force), and in terms of Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, subject to such other approvals as may be required, the Non-executive directors including Independent directors of the Company be paid remuneration, in addition to the sitting fees payable for attending the meetings of the Board or Committees

thereof, in aggregate not exceeding 5% (Five percent) of the net profits of the Company computed in accordance with the provisions of Section 198 and other applicable provisions of the Companies Act, 2013 or any statutory amendments thereof or ₹ 18 million, whichever is higher per annum, for a period of 3 (Three) years, commencing from April 1, 2021 up to March 31, 2024 and such remuneration be paid even in case of no profit or inadequate profit during the said three years period and the said remuneration be paid in such amount, proportion and manner as may be decided by the Board of Directors of the Company from time to time."

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper, desirable and to settle any question, difficulty or doubt that may arise in this regard without being required to seek any further consent or approval of the Members of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

By Order of the Board of Directors  
For OnMobile Global Limited

Date: August 06, 2021  
Place: Bengaluru

**Regd. Office:**  
OnMobile Global Limited,  
Tower #1, 94/1C & 94/2,  
Veerasandra Village, Attibele Hobli,  
Anekal Taluk, Electronic City Phase-1,  
Bengaluru- 560100, Karnataka, India  
CIN: L64202KA2000PLC027860

Sd/-  
P V Varapasad  
Company Secretary

## NOTES:

1. Statement pursuant to Section 102(1) of the Companies Act, 2013 is annexed hereto.
2. Pursuant to the General Circular numbers 20/2020 dated 05<sup>th</sup> May 2020, 14/2020 dated 08<sup>th</sup> April 2020, 17/2020 dated 13<sup>th</sup> April 2020 and 02/2021 dated 13<sup>th</sup> January 2021 issued by the Ministry of Corporate Affairs (MCA); Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January, 2021 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as "the Circulars") in view of the continuing Covid-19 pandemic, companies are allowed to hold AGM through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM'), without the physical presence of members at a common venue. In compliance with applicable provisions of the Companies Act, 2013 read with aforesaid MCA and SEBI Circulars the Annual General Meeting of the company is being conducted through VC/ OAVM. The venue of the Meeting shall be deemed to be the registered office of the Company.
3. Central Depository Services (India) Limited shall be providing facility for voting through remote e-voting, for participation in the AGM through VC/OAVM facility and e-voting during the AGM. The procedure for e-voting and participating in the meeting through VC/OAVM is provided in the instructions which forms part of this Notice. Participation at the AGM through VC/ OAVM shall be allowed on a first-come-first-served basis.
4. Since the AGM is being held in accordance with the Circulars through VC/ OAVM, the facility for appointment of proxies by the members will not be available.
5. Participation of members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013 ("the Act").
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, Articles of Association of the Company and other relevant document mentioned in the notice, will be available electronically for inspection by the members from the date of circulation of this Notice up to the date of AGM i.e. September 29, 2021. Members seeking to inspect such documents can send an email to [Investors@onmobile.com](mailto:Investors@onmobile.com)
7. **The Register of Members and Share Transfer Books of the Company shall remain closed from September 23, 2021 to September 29, 2021 (both days inclusive) for the purpose of payment of dividend and the 21<sup>st</sup> AGM of the Company**
8. Members whose shareholding is in electronic mode are requested to direct notifications about change of address and updates about bank account details to their respective depository participants(s) (DP). Members whose shareholding is in physical mode are requested to opt for the Electronic Clearing System (ECS) mode to receive dividend on time in line with the Circulars. We urge members to utilize the ECS for receiving dividends.

Please refer point no. 19 for the process to be followed for updating bank account mandate.

9. Subject to the provisions of the Companies Act, 2013, dividend as recommended by the Board of Directors, if declared at the AGM will be paid within 30 days from the date of declaration to those members whose names appear on the Register of Members as on **September 22, 2021**. To avoid delay in receiving the dividend, members are requested to update their KYC with their depositories (where shares are held in dematerialized mode) and with the Company's Registrar and Transfer Agent (RTA) (where shares are held in physical mode) to receive the dividend directly into their bank account on the payout date.
10. Members may note that the Income Tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after April 01, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of dividend. In order to enable us to determine the appropriate TDS rate as applicable, members are requested to submit the following documents in accordance with the provisions of the IT Act.

**For resident shareholders**, taxes shall be deducted at source under Section 194 of the IT Act as follows-

Members having valid PAN	10% or as notified by the Government of India
Members not having PAN / valid PAN	20% or as notified by the Government of India

However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during Financial Year 2021-22 does not exceed ₹ 5,000 and also in cases where members provide Form 15G / Form 15H (applicable to individuals aged 60 years or more) subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / Nil withholding tax. PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above.

**For non-resident shareholders**, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA), read with Multilateral Instrument ("MLI") between India and the country of tax residence of the member, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian Income Tax authorities duly attested by the member or details as prescribed under rule 37BC of Income-tax Rules, 1962

- Copy of Tax Residency Certificate (TRC) for the FY 2021-22 obtained from the revenue authorities of the country of tax residence, duly attested by member
- Self-declaration in Form 10F
- Self-declaration by the shareholder of having no permanent establishment in India in accordance with the applicable tax treaty
- Self-declaration of beneficial ownership by the non-resident shareholder
- Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by member

In case of Foreign Institutional Investors / Foreign Portfolio Investors, tax will be deducted under Section 196 D of the IT Act @ 20% (plus applicable surcharge and cess) or the rate provided in relevant DTAA, read with MLI, whichever is more beneficial, subject to the submission of the above documents.

The aforesaid documents, as applicable, are required to be uploaded online with KFin Technologies Private Limited ('KFinTech'), the Registrar and Share Transfer Agents at <https://ris.kfintech.com/form15> on or before September 22, 2021 to enable the Company to determine the appropriate TDS rates. No communication on the tax determination/deduction received post September 22, 2021 shall be considered for payment of the Dividend. It is advisable to upload the documents at the earliest to enable the Company to collate the documents to determine the appropriate TDS rates.

11. Members are requested to address all correspondence, including dividend matters, to the Registrar and Share Transfer Agents ("RTA"), KFin Technologies Private Limited (Unit: OnMobile), Selenium Tower- B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032, Telangana, India. Member(s) must quote their Folio Number/DP ID & Client ID and contact details such as email address, contact number etc., in all correspondences with the RTA.
12. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition and relogged transfers of securities. Further, SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/236 dated December 2, 2020 had fixed March 31, 2021 as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, KFin Technologies Private Limited for assistance in this regard.

13. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with the RTA as mentioned above, or with the Company Secretary, at the Company's registered office. Members are requested to note that dividends not encashed or claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124 of the Companies Act, 2013 be transferred to the Investor Education and Protection Fund ("IEPF"). Shares on which dividend remains unclaimed for seven consecutive years will be transferred to the IEPF as per Section 124 of the Act and the applicable rules.

Pursuant to The Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company is providing / hosting the required details of unclaimed amount referred to under Section 124 of the Companies Act, 2013 on its website [www.onmobile.com](http://www.onmobile.com) and also on the website of the Ministry of Corporate Affairs (MCA) viz., [www.iepf.gov.in](http://www.iepf.gov.in).

14. In compliance with Section 108 of the Act, read with the corresponding rules, Regulation 44 of the Listing Regulations and Secretarial Standard on General Meetings (SS-2), the Company has provided a facility to its members to exercise their votes electronically through the electronic voting ("e-voting") facility provided by the Central Depository Services (India) Limited (CDSL). Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members and during the AGM is provided in the instructions below. The Board of Directors of the Company have appointed Pramod S M of M/s. BMP & Co. LLP, Practicing Company Secretaries as the Scrutinizer, for conducting e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the purpose.
15. The e-voting period commences on Saturday, September 25, 2021 at 9.00 a.m. IST and ends on Tuesday, September 28, 2021 at 5.00 p.m. IST. During this period, members holding shares either in physical or dematerialized form, as on cut-off date, i.e. as on September 22, 2021 may cast their votes electronically. The e-voting module will be disabled by Central Depository Services (India) Limited ('CDSL') for voting thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. as on September 22, 2021.
16. The facility for voting during the AGM will also be made available. Members present in the AGM through VC/OAVM and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.
17. Any person who becomes the member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date may refer to the instructions below for generating User ID and password for casting his votes through remote e-voting.

18. In compliance with the Circulars, the Annual Report 2020-21, the Notice of the 21<sup>st</sup> AGM, and instructions for e-voting are being sent only through electronic mode to those members whose email addresses are registered with the Company / depository participant(s).
19. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective depository participants, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA, KFin Technologies Private Limited at <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> to receive copies of the Annual Report 2020-21 in electronic mode. Members may follow the process detailed below for registration of email ID to obtain the Annual Report, user ID / password for e-voting and updation of bank account mandate for the receipt of dividend.

Type of Holder	Process to be followed	
	Registering Email Address	Updating bank account details
Physical	Send a request to the RTA of the Company, KFin Technologies Private Limited at <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> , providing Folio No., Name of member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar card) for registering email address.	<p>Send a request to the RTA of the Company, KFin Technologies Private Limited at <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a>, providing Folio No., Name of member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar card) for updating bank account details.</p> <p>The following additional details need to be provided in case of updating bank account details:</p> <ul style="list-style-type: none"> <li>Name and branch of the bank in which you wish to receive the dividend, Bank account type,</li> <li>Bank account number allotted by their banks after implementation of core banking solutions</li> <li>9 digit MICR Code Number</li> <li>11 digit IFSC</li> <li>Scanned copy of the cancelled cheque bearing the name of the first member.</li> </ul>
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.	

- Members may note that pursuant to the General Circular No. 20/2020 dated May 5, 2020 issued by the MCA, the Company has enabled a process for the limited purpose of receiving the Company's annual report and notice for the Annual General Meeting (including remote e-voting instructions) electronically, and Members may temporarily update their email address by accessing the link <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>
20. Members may also note that the Notice of the 21<sup>st</sup> AGM and the Annual Report 2020-21 will also be available on the Company's website, <https://www.onmobile.com/>, websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited, at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com).
21. Additional information pursuant to sub-regulation (3) of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) in respect of the Director(s) seeking appointment/re-appointment at the AGM is annexed hereto and forms part of the Notice.
22. SEBI has mandated submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants. Members holding shares in physical form shall submit their PAN details to the Company's RTA, KFin Technologies Private Limited.
23. The Scrutinizer, after scrutinizing the votes cast at the meeting and votes casted through remote e-voting, make a consolidated scrutinizer's report and submit the same to the Chairman or to any other person authorized by the Chairman. The Chairman/Authorised person shall declare the results of the voting on or before Friday, October 01, 2021. The results declared along with the consolidated Scrutinizer's report shall be placed on the website of the Company [www.onmobile.com](http://www.onmobile.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) and also be communicated to the Stock Exchanges.
24. Since the AGM will be held through VC/OAVM in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.

## STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

### Item No. 4

Based on recommendation of the Nomination and Compensation Committee, the Board of Directors appointed Paul Lamontagne (DIN 08995854) as an Additional and Independent Director of the Company, not liable to retire by rotation, for a term of five years upto December 16, 2025, subject to approval of the Members.

Pursuant to the provisions of Section 161(1) of the Act and Article 88 of the Articles of Association of the Company, Paul Lamontagne shall hold office up to the date of this Annual General Meeting ("AGM") and is eligible to be appointed as Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member, proposing his candidature for the office of Independent Director under the provisions of Section 149 of the Companies Act, 2013.

Accordingly, the Nomination and Compensation Committee and the Board of Directors have recommended to the Shareholders for his appointment as an Independent Director of the Company at the ensuing AGM.

The Company has received from Paul Lamontagne (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and confirming her eligibility for such appointment and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of the shareholders for appointment of Paul Lamontagne as an Independent Director of the Company for a term of five years commencing December 17, 2020 to December 16, 2025 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013, and the Rules made there under. He is not liable to retire by rotation.

Considering Paul Lamontagne's vast experience as a business builder and global connector who brings tremendous passion to making an impact on the world, his deep experience in banking, private equity, venture capital, telecommunications and impact investing, his history of uncovering hidden gems, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint him as an Independent Director for a period of five years with effect from December 17, 2020.

In the opinion of the Board, Paul Lamontagne fulfils the conditions for his appointment as an Independent Director of the Company as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Paul Lamontagne is independent of the management. A copy of the draft letter of appointment of Paul Lamontagne as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members in electronic form as per the instructions provided in the Notice.

No director, key managerial personnel or their relatives, except Paul Lamontagne to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item No. 4 for the approval of the shareholders.

### Item No. 5

Gianluca D'Agostino who was appointed earlier as an Independent Director at the AGM held on September 18, 2018 to hold office up to the date of AGM to be held during the calendar year 2021 pursuant to the provisions of Companies Act, 2013, is due to retire from his first term at the ensuing AGM on September 29, 2021. The Nomination and Compensation Committee of the Board of Directors, considering Gianluca's amassed international experience, active involvement in the Telecommunications sector and in the wider Tech world, ecommerce and technologies for ecommerce (B2C or B2B/ SAAS) for about three decades and based on evaluation of his performance during the tenure, recommended re-appointment of Gianluca D'Agostino as an Independent Director of the Company for second term of five years upto September 29, 2026.

The Company has, in terms of Section 160(1) of the Companies Act, 2013, received in writing a notice from a shareholder, proposing the candidature of Gianluca D'Agostino for the office of Independent Director under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Gianluca D'Agostino (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of The Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of The Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, confirming his eligibility for such re-appointment, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of the shareholders for reappointment of Gianluca D'Agostino as an Independent Director of the Company for second term of five years upto September 29, 2026 by way of special resolution pursuant to Section 149 and other applicable provisions of the Companies Act, 2013, and the Rules made there under. He is not liable to retire by rotation.

In the opinion of the Board, Gianluca D'Agostino fulfils the conditions for his re-appointment as an Independent Director of the Company as specified in the Companies Act, 2013 and Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Gianluca D'Agostino is independent of the Management. A copy of the draft letter of re-appointment of Gianluca D'Agostino as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members in electronic form as per the instructions provided in the Notice.

The Board considers that his continued association would be of immense benefit to the Company and it is in the interest of the Company to continue to avail the services of Gianluca D'Agostino as an Independent Director.

No director, key managerial personnel or their relatives, except Gianluca D'Agostino to whom the resolution relates, is interested in or concerned with the resolution.

The Board recommends the Special Resolution set forth in Item No. 5 for the approval of the shareholders.

**Item No. 6:**

The Company is in the business of designing, developing, researching and otherwise dealing or handling all types of telecom products, computers and computer related systems, software systems, hardware systems, communication systems, very large scale standard and semi custom integrated circuits as well as components and parts or dealing with all products and services targeted at the enterprise, wireless carrier and m-commerce markets; servicing of all types of telecom and all computer related systems, communication systems, software systems, hardware systems; and manufacturing, designing, developing, improving, marketing, selling and licensing telecom products, hardware, software, firmware and programs of any and all description.

Though the existing Main objects in Memorandum of Association (the "MOA") of the Company covers the entire scope of business

activities of the Company, after careful evaluation of current business activities, future business strategies, potential new business avenues and global business scenario, it is proposed to suitably alter the Objects clause of MOA by elaborating the Objects with contemporary terminology of business activities that the Company is engaged into and contemplating to enter into and to align the terminology of headings of the sub clauses of the Objects clause in line with the Companies Act, 2013 read with Table A of Schedule I thereof.

The gist of amendments proposed is as under:

- (i) Renaming of heading of Clause III(A) as 'THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE'" from the existing heading "The main objects to be pursued by the Company on its incorporation are".

- (ii) Following alteration in the existing Main Objects in Clause III (A) as under:

Existing Clause III (A) of Memorandum of Association		Proposed Clause III (A) of Memorandum of Association	
Clause No.	Description	Clause No.	Description
1	To carry on the business of designing, developing, researching and otherwise dealing or handling all types of telecom products, computers and computer related systems, software systems, hardware systems, communication systems, very large scale standard and semi custom integrated circuits as well as components and parts or dealing with all products and services targeted at the enterprise, wireless carrier and m-commerce markets; servicing of all types of telecom and all computer related systems, communication systems, software systems, hardware systems; and manufacturing, designing, developing, improving, marketing, selling and licensing telecom products, hardware, software, firmware and programs of any and all description.	1	To carry on the business of designing , developing , researching and otherwise dealing or handling all types of <b>digitally enabled</b> telecom products, computers and computer related systems, software systems, hardware systems, communication systems, very large scale standard and semi custom integrated circuits as well as components and parts or dealing with all products and services targeted at the <b>individual</b> , enterprise, wireless carrier and m-commerce markets; servicing of all types of telecom and all computer related systems, <b>including all types of games of any kind</b> , communication systems, software systems, hardware systems; and manufacturing, designing, developing, improving, marketing, selling and licensing telecom products, <b>including digitally enabled products including games of any kind</b> , hardware, software, firmware and programs of any and all description.

- (iii) Merging existing Clause III (B) titled 'The objects incidental or ancillary to the attainment of the main objects of the Company are' and existing Clause III (C) titled 'Other objects not included in (A) and (B) above' of the Memorandum of Association, into new Clause III (B) to be titled 'MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE' and consequently re-numbering, without any changes to the content.

No director, key managerial personnel or their relatives is concerned or interested in the resolution.

The Board recommends the Special Resolution set forth in Item No. 6 for the approval of the shareholders.

**Item No. 7**

As per the provisions of Section 197 read with Schedule V of the Companies Act, 2013, except with the approval of the Company in general meeting by a special resolution, the remuneration payable to non-executive directors including independent directors shall not exceed 1% of the net profits of the Company computed in accordance with the provisions of Section 198 of the Companies Act, 2013, if there is a Managing Director or Whole Time Director or Manager. If a company has no profits or its profits are inadequate in any financial year, the Company shall not pay to its directors, including any managing or whole time director or manager, or any other non-executive director, including an independent director by way of remuneration except in accordance with the provisions of Schedule V.

The Board at its meeting held on August 06, 2021 approved alteration of objects clause of MOA of the Company. The proposed alteration of objects clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013.

A copy of the amended MOA of the Company would be available for inspection without any fee by the members in electronic form as per the instructions provided in the Notice.

As per the amended provisions of Sections 149(9), 197 and Schedule V of the companies Act, 2013 vide Companies Amendment Act, 2020 notified on March 18, 2021, non-executive directors including Independent directors are now eligible for remuneration as per Schedule V of the Act, in case of no profits or inadequate profits.

Further, Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 also requires approval of the shareholders for payment of remuneration to non-executive directors.

The directors have been assigned various roles, responsibilities and duties. The Companies Act, 2013 envisages that even non-executive directors devote more attention and time for the effective and good governance of the Company of which they are directors. Corresponding to their increased responsibilities, the Companies Act also envisages that they should be compensated adequately for their services.

Earlier, the Shareholders in the AGM held on September 18, 2018 authorized payment of remuneration, in addition to the sitting fees, in aggregate not exceeding 5% of the net profits or ₹ 15 million, whichever is higher for each financial year commencing on or after April 01, 2018 to the non-executive directors of the Company as per the provisions of Section 197 read with Section 198 and other applicable provisions of Companies Act, 2013 and the Rules made thereunder.

Since 3 years have elapsed after the earlier AGM resolution, in line with the amended provisions of Sections 149(9), 197 and Schedule V of the companies Act, 2013 to facilitate payment of minimum remuneration to non-executive/Independent directors in the event of no profit or inadequate profit, subject to approval of the shareholders and such other approvals as may be required, the Board of Directors vide their resolution dated August 06, 2021, based on the recommendation of the Nomination and Compensation Committee, recommends for payment of remuneration to the non-executive directors including independent directors in aggregate not exceeding 5% (Five percent) of the net profits computed in accordance with the provisions of Section 198 of the Companies Act, 2013 or ₹ 18 million whichever is higher per annum, for a period of 3 (Three) years, commencing from April 1, 2021 up to March 31, 2024.

Accordingly, the resolution seeks approval of the shareholders pursuant to Section 197 read with Schedule V of the Companies Act, 2013 and also in terms of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution at Item No. 7 is annexed hereto.

## Statement containing additional information as required in Schedule V of the Companies Act, 2013

### I. General information:

(1)	Nature of industry	Telecom value added services OnMobile is a global leader in the delivery of high quality Value Added Services, which are used by many of the best known mobile operators to provide information, entertainment and personalization services to their customers.		
(2)	Date or expected date of commencement of commercial production	Year 2000 (Date of Incorporation : September 27, 2000)		
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable		
(4)	Financial performance based on given indicators	₹ in Millions		
		<b>Particular</b>	<b>2020-21</b>	<b>2019-20</b>
		Turnover	1,946.82	2,038.41
		Profit after Tax	116.05	(15.15)
				328.02
(5)	Foreign investments or collaborations, if any.	(No. of Shares)		
		<b>Particulars</b>	<b>FY 2020-21</b>	<b>FY 2019-20</b>
		Foreign Nationals	100,282	133,090
		Companies	50,923,703	50,923,703
		Foreign Portfolio Investors	14,720	1,664,588
		NRIs	2,174,399	1,119,457

II. Information about the Directors:

Name of Non-Executive Director including independent directors	Sanjay Kapoor, Independent Director	Gianluca D'Agostino, Independent Director	Geeta Mathur, Independent Director	Steven Fred Roberts, Non-Executive Director	Paul Lamontagne, Independent Director	
						Financial year
(1) Background details	Sanjay Kapoor has wide experience in telecommunications sector, entrepreneurship, consulting & advisory and investing in & mentoring start-ups. Sanjay holds a Bachelor's degree in Commerce (Hons.) from Delhi University, an MBA from Cranfield School of Management (UK) and is a Graduate of The Wharton Advanced Management Program.	Gianluca D'Agostino has three decades of international experiences, in Telecommunications sector and in the wider Tech world. He is a passionate Angel investor in startups. His main areas of focus have been e-commerce and technologies for e-commerce. Gianluca is a Chartered Electronics Engineer with a Master's Degree (110/110) at La Sapienza University in Rome.	Geeta Mathur is an experienced finance professional having worked as a banker both on the asset side and risk side and with large corporate treasuries, investor relations. She is a graduate in Commerce from Shriram College of Commerce, Delhi University and did her articles with PriceWaterhouse while pursuing her CA.	Steven Fred Roberts has wide experience in gaming, strategic partnerships, media distribution, integrating DIRECTV entertainment on digital technologies platforms, development and launch of new businesses in entertainment space. Steven holds a bachelor's degree from the University of California, Berkeley and Masters of Business from George Washington University, Washington DC	Paul Lamontagne is a business builder and global connector with deep experience in banking, private equity, venture capital, telecommunications and impact investing, has a history of uncovering hidden gems. Paul received his BA from McGill University and his MBA from France's Institut d'Etudes Politiques de Paris.	
(2) Past remuneration	Financial year 2020-21 2019-20 2018-19	Remuneration (In ₹) 175,000 1,975,000 1,850,000	Financial year 2020-21 2019-20 2018-19	Remuneration (In ₹) 520,822 NA NA	Financial year 2020-21 2019-20 2018-19	Remuneration (In ₹) 620,822 NA NA
(3) Recognition or awards	Well recognised experts in their respective domains					
(4) Job profile and his suitability	Sanjay Kapoor has extensive experience in telecommunications sector, entrepreneurship, consulting, advisory, leadership and business strategy.	Gianluca D'Agostino has extensive international experience in telecommunications sector, leadership and as entrepreneur and investor.	Geeta Mathur has extensive experience in finance, leadership, treasury, risk management and investor relations.	Steven Fred Roberts has extensive experience in gaming, business strategy, digital technologies and leadership.	Paul Lamontagne has extensive experience in business strategy, banking, private equity, venture capital, telecommunications.	
(5) Remuneration proposed	As proposed above in resolution set forth in Item No. 7					
(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The proposed remuneration is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and nature of its business					
(7) Pecuniary relationship directly or indirectly with the Company, or relation with the managerial personnel, if any.	Sanjay Kapoor is not related to any of the Directors and Key Managerial Personnel of the Company.	Gianluca D'Agostino is not related to any of the Directors and Key Managerial Personnel of the Company.	Geeta Mathur is not related to any of the Directors and Key Managerial Personnel of the Company.	Steven Fred Roberts is not related to any of the Directors and Key Managerial Personnel of the Company.	Paul Lamontagne is not related to any of the Directors and Key Managerial Personnel of the Company.	



### III. Other information:

(1)	Reasons of loss or inadequate profits	The profitability of the Company is measured on consolidated basis, also the responsibility for the directors is at the global level. However, for the purpose of arriving at the limits of remuneration to Non- executive directors, profit amount is supposed to be computed only for the <b>standalone company</b> in the manner specified in Section 198, which obviously does not consider our global profitability and therefore at times may not necessarily be sufficient to support the proposed payment of remuneration to Non- executive directors from time to time.
(2)	Steps taken or proposed to be taken for improvement	<ol style="list-style-type: none"><li>1. Rationalization of manpower and operating expenses in order to leverage higher capacity.</li><li>2. Investment in Technologies rob0 Inc. to expand into the gaming business.</li><li>3. Transformation in the Management team to make the organization more cost-effective, entrepreneurial, agile, efficient and dynamic.</li><li>4. Identifying and closing down of loss-making entities / offices globally.</li></ol>
(3)	Expected increase in productivity and profits in measurable terms	Over the last one-year profitability of the Company on consolidated basis has gone up from ₹ 275.83 million in FY 2019-20 to ₹ 459.86 million in FY 2020-21. Financials on a standalone and consolidated basis are expected to improve further in the future years.

Considering the above, the Board recommends the special resolution set forth in Item No.7 for the approval of the shareholders.

All non-executive directors including independent directors of the Company, as the resolution relates to payment of remuneration to them, may be concerned or interested in the resolution.

None of the other directors/key managerial personnel or their relatives is concerned or interested in the resolution.

**Additional information on Directors seeking Appointment / Re-appointment at the AGM pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)**

Particulars	Steven Fred Roberts	Paul Lamontagne	Gianluca D'Agostino
Date of Birth	10-03-1964	19-08-1959	18-06-1969
Date of Appointment	31-07-2020	17-12-2020	27-07-2018
Qualifications	Bachelor of Science (International Political Economy) from the University of California, Berkeley CA.  Masters of Business (Administration, International Business graduate courses) from George Washington University, Washington DC	MBA from Institut d'Études Politiques de Paris (France)  B.A. from McGill University (Canada)	Chartered Electronics Engineer with a Master's Degree (110/110) at La Sapienza University in Rome, where he joined R&D projects on MPEG-2 encoding for HDTV within the Race-Hamlet EU framework, furtherly developed in France at Thomson Multimedia Labs in 1994.
Expertise in specific functional areas	Wide experience in gaming, strategic partnerships, media distribution, integrating DIRECTTV entertainment on digital technologies platforms, development and launch of new businesses in entertainment space.	Paul Lamontagne is a business builder and global connector who brings tremendous passion to making an impact on the world. With deep experience in banking, private equity, venture capital, telecommunications and impact investing, Paul Lamontagne has a history of uncovering hidden gems.	Gianluca D'Agostino has amassed about three decades of international experience, actively involved in the Telecommunications sector and in the wider Tech world first as a manager, then as Entrepreneur and Investor. He is a passionate Angel investor in startups. In the Startup and Scaleup scene, Gianluca has invested in several European companies. His main areas of focus have been ecommerce and technologies for ecommerce (B2C or B2B/ SAAS).
Directorships held in other companies (including foreign companies) as on date	1. SportsedTV	1. Canada Forum for Impact Investment & Development Advisory Board 2. YPO Trans-Canada Gold Chapter Board 3. YPO Canada Regional Board	1. Bango Plc. 2. AppQualiy srl 3. OnMobile Global Spain S.L. 4. OnMobile USA LLC 5. Emotion Network srl. 6. The Techshop SGR SpA
listed entities from which the director has resigned in the past three years	NIL	NIL	NIL
Disclosure of relationship between directors inter-se	Steven Fred Roberts is not related to any other Director of the Company	Paul Lamontagne is not related to any other Director of the Company	Gianluca D'Agostino is not related to any other Director of the Company
Memberships/ Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders/ Investors Grievance Committee)	NIL	NIL	<b>Audit committee</b> 1. Bango plc

Particulars	Steven Fred Roberts	Paul Lamontagne	Gianluca D'Agostino
Number of shares held in the Company including shareholding as a beneficial owner.	NIL	NIL	NIL
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed director meets such requirements	NA	Extensive experience in business strategy, banking, private equity, venture capital, telecommunications.	Extensive international experience in telecommunications sector, leadership and as entrepreneur and investor.

For other details such as the number of meetings of the Board attended during the year, remuneration drawn and profile in respect of above directors, please refer to the Report on Corporate Governance which is part of the Annual Report.

By Order of the Board of Directors  
For OnMobile Global Limited

Date: August 06, 2021  
Place: Bengaluru

Sd/-  
P V Varaprasad  
Company Secretary

**Regd. Office:**  
OnMobile Global Limited,  
Tower #1, 94/1C & 94/2,  
Veerasandra Village, Attibele Hobli,  
Anekal Taluk, Electronic City Phase-1,  
Bengaluru- 560100, Karnataka, India  
CIN: L64202KA2000PLC027860

**THE INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING AND ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

- (i) The voting period begins on Saturday, September 25, 2021 at 9.00 a.m. IST and ends on Tuesday, September 28, 2021 at 5.00 p.m. IST. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 22, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode with CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/ KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. CDSL and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. CDSL and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. CDSL and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 022-23058542/43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders/ Members" module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first time user, follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number indicated in the PAN field or if the same is not updated, member may send an e-mail to KFintech at <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> .
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.  If both the details are not recorded with the depository or Company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the Electronic Voting Sequence Number (EVSN) for **OnMobile Global Limited** on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) **Additional facility of remote e-voting for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - **Alternatively**, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [scrutinizeronmobile@gmail.com](mailto:scrutinizeronmobile@gmail.com) and [Investors@onmobile.com](mailto:Investors@onmobile.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- (xvii) In case, if you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Nitin Kunder (022- 23058738) or Mehboob Lakhani (022-23058543) or Rakesh Dalvi (022-23058542).

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting. The Shareholders can join the AGM through VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
  5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
  6. Please note that participants connecting from Mobile devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
  7. Shareholders who would like to express their views/ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID /folio number, PAN, Mobile number to [Investors@onmobile.com](mailto:Investors@onmobile.com) from September 15, 2021 (9.00 a.m. IST) to September 19, 2021 (5.00 p.m. IST).  
  
The shareholders who do not wish to speak during the AGM but have queries may send their queries from their registered email address on or before September 19, 2021 mentioning their name, demat account number/ folio number, mobile number to [Investors@onmobile.com](mailto:Investors@onmobile.com). These queries will be replied to by the company suitably by email.
  8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
  9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
  10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
  11. **Webcast:** Your Company is pleased to provide one-way live webcast of the proceedings of the AGM on September 29, 2021 from 4.00 p.m. IST onwards. Members may join the meeting following same procedure as mentioned in the e-voting instructions. Members are requested to refer e-voting instructions and attending the AGM procedure. On following the login procedure members will reach the link "live streaming" from where you can ONLY VIEW the proceeding of the 21<sup>st</sup> Annual General Meeting. Members who need technical assistance before or during the Meeting can send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Nitin Kunder (022-23058738) or Mehboob Lakhani (022-23058543) or Rakesh Dalvi (022-23058542).
- PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES/ MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR VOTING AND ATTENDING THE AGM FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**
- (i) For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card) by email to Company [Investors@onmobile.com](mailto:Investors@onmobile.com) / RTA [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
  - (ii) For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

### Information at Glance:

In order to enable ease of participation of the Members, we are providing below the key details regarding the meeting for your reference:

Sl. No.	Particulars	Details
1	Time and date of AGM	Wednesday, September 29, 2021 at 4.00 p.m. IST
2	Link for live webcast of the Annual General Meeting and for participation through VC/ OAVM	Shareholders may refer to the instructions provided for e-voting and attending the AGM through VC/OAVM
3	Link for remote e-voting	
4	Username and password for VC/ OAVM	
5	Helpline number for VC/OAVM participation and e-voting	Contact CDSL write to <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact Nitin Kunder (022- 23058738) or Mehboob Lakhani (022-23058543) or Rakesh Dalvi (022-23058542).  Contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
6	Cut-off date for e-voting eligibility	Wednesday, September 22, 2021
7	Time period for remote e-voting	Saturday, September 25, 2021 at 9.00 a.m. IST and ends on Tuesday, September 28, 2021 at 5.00 p.m. IST
8	Book closure dates	Thursday, September 23, 2021 to Wednesday, September 29, 2021 (both days inclusive)
9	Link for Members to temporarily update e-mail address	<a href="https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx">https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx</a>
10	Last date for publishing results of the e-voting	Friday, October 01, 2021
11	Registrar and Share Transfer Agent contact Details	S V Raju, Deputy General Manager (Unit: OnMobile Global Limited) KFin Technologies Private Limited E-mail: <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> Toll Fee No. : 1-800-309-4001
12	OnMobile's contact details	Email ID: <a href="mailto:Investors@onmobile.com">Investors@onmobile.com</a> Contact No.: 080 4009 6000



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## **Disclaimer**

In this Annual Report, we have disclosed forward looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements – written and oral – that we periodically make, contain forward looking statements that set out anticipated results based on management's plans and assumptions. We have tried, wherever possible, to identify such statements by using words such as 'anticipate', 'estimate', 'expects', 'projects', 'intends', 'plans', 'believes' and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward looking statements will be realised, although we believe we have been prudent in our assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from anticipated, estimated or projected. Readers should bear this in mind. We undertake no obligation to publicly update any forward looking statements, whether as a result of new information, future events or otherwise.

**onmobile**

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