


**INDEPENDENT AUDITORS' REVIEW REPORT
 TO THE BOARD OF DIRECTORS OF
 ONMOBILE GLOBAL LIMITED**

1. We have reviewed the accompanying Statement of Standalone Unaudited Financial Results of **ONMOBILE GLOBAL LIMITED** ("the Company") for the Quarter and Half year ended September 30, 2013 ("the Statement"), being submitted by the Company pursuant to Clause 41 of the Listing Agreements with the Stock Exchanges, except for the disclosures in Part II - Select Information referred to in paragraph 4 below. This Statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on the Statement based on our review.
2. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity', issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
3. Based on our review conducted as stated above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the Accounting Standards notified under the Companies Act, 1956 (which continue to be applicable in respect of Section 133 of the Companies Act, 2013 in terms of General Circular 15/2013 dated September 13, 2013 of the Ministry of Corporate Affairs) and other recognised accounting practices and policies, has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreements with the Stock Exchanges, including the manner in which it is to be disclosed, or that it contains any material misstatement.
4. Further, we also report that we have traced the number of shares as well as the percentage of shareholding in respect of the aggregate amount of public shareholding and the number of shares as well as the percentage of shares pledged/encumbered and non-encumbered in respect of the aggregate amount of promoters and promoter group shareholding in terms of Clause 35 of the Listing Agreements and the particulars relating to investor complaints disclosed in Part II - Select Information for the Quarter and Half year ended September 30, 2013 of the Statement, from the details furnished by the Management.

For **DELOITTE HASKINS & SELLS**
 Chartered Accountants
 (Firm Registration No.008072S)


 V. Balaji
 Partner
 (Membership No. 203685)

BANGALORE, 29 October, 2013
 VB/VBA/SMG/ASH/2013

OnMobile Global Limited

Financial Results for the Quarter and Half year ended September 30, 2013

Amount in Rs Lakhs except earnings per share and shareholding data

Part- I							
Statement of Standalone Unaudited/ Audited Results:							
Sl. No	Particulars	Quarter ended			Half Year ended		Year ended
		September 30, 2013 (Unaudited)	June 30, 2013 (Unaudited)	September 30, 2012 (Unaudited)	September 30, 2013 (Unaudited)	September 30, 2012 (Unaudited)	March 31, 2013 (Audited)
1	Income from Operations						
	(a) Telecom Value Added Services	11,090	11,023	12,391	22,113	25,668	46,643
	(b) Other Operating Income	1,570	1,635	-	3,205	-	4,339
	Total Income from Operations	12,660	12,658	12,391	25,318	25,668	50,982
2	Expenses						
	(a) Cost of sales and services						
	- Content fee and royalty	892	576	1,144	1,468	3,448	5,447
	- Other sales and services	1,350	1,031	1,078	2,381	2,325	4,666
	(b) Employee benefits expense	4,167	4,425	4,058	8,592	8,261	15,454
	(c) Depreciation and amortisation expenses	2,485	2,486	2,300	4,971	4,616	9,227
	(d) Business development expenses	347	373	1,774	720	3,616	4,241
	(e) Other Expenses	2,513	2,622	2,382	5,135	4,715	9,820
	Total Expenses	11,754	11,513	12,736	23,267	26,981	48,855
3	Profit/(loss) from operations before Other income and Finance cost (1-2)	906	1,145	(345)	2,051	(1,313)	2,127
4	Other Income	1,051	941	261	1,992	681	1,614
5	Profit/(loss) before Finance costs (3+4)	1,957	2,086	(84)	4,043	(632)	3,741
6	Finance costs	78	35	52	113	134	226
7	Profit/(loss) before tax (5-6)	1,879	2,051	(136)	3,930	(766)	3,515
8	Tax expense	345	733	440	1,078	856	876
9	Net profit/(loss) for the period (7-8)	1,534	1,318	(576)	2,852	(1,622)	2,639
10	Paid up equity share capital (Face value of Rs 10/- each)	11,423	11,416	11,401	11,423	11,401	11,415
11	Reserves excluding revaluation reserves						72,218
12	Earnings/(loss) per share (in Rs) (not annualised)						
	(a) Basic	1.3	1.2	(0.5)	2.5	(1.4)	2.3
	(b) Diluted	1.3	1.2	(0.5)	2.5	(1.4)	2.3
Part- II							
Select Information for the Quarter and Half Year ended September 30, 2013							
A	PARTICULARS OF SHAREHOLDING						
1	Public Shareholding						
	- Number of shares	7,04,59,648	7,03,83,988	6,94,57,168	7,04,59,648	6,94,57,168	7,03,79,128
	- Percentage of shareholding	61.68	61.66	60.96	61.68	60.96	61.65
2	Promoters and promoter group Shareholding						
	a) Pledged/Encumbered						
	- Number of shares	-	-	-	-	-	-
	- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	-	-	-	-	-	-
	- Percentage of shares (as a % of the total share capital of the company)	-	-	-	-	-	-
	b) Non-encumbered						
	- Number of shares	4,37,73,696	4,37,73,696	4,44,82,142	4,37,73,696	4,44,82,142	4,37,73,694
	- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	100.00	100.00	100.00	100.00	100.00	100.00
	- Percentage of shares (as a % of the total share capital of the company)	38.32	38.34	39.04	38.32	39.04	38.35

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B INVESTOR COMPLAINTS

Particulars	Quarter ended September 30, 2013
Pending at the beginning of the quarter	-
Received during the quarter	24
Disposed off during the quarter	24
Remaining unresolved at the end of the quarter	-

Notes:

1. STANDALONE STATEMENT OF ASSETS AND LIABILITIES

Particulars	Amount in Rs. Lakhs	
	As at September 30, 2013	As at March 31, 2013
EQUITY AND LIABILITIES		
Shareholders' Funds		
Share capital	11,423	11,415
Reserves and surplus	75,061	72,218
	86,484	83,633
Non-Current Liabilities		
Long-term borrowings	8	26
Deferred tax liabilities (net)	-	237
Long-term provisions	1,112	1,217
	1,120	1,480
Current Liabilities		
Short-term borrowings	8,693	3,075
Trade payables	17,810	18,061
Other current liabilities	4,376	8,466
Short-term provisions	2,001	3,798
	32,880	33,400
TOTAL- EQUITY AND LIABILITIES	1,20,484	1,18,513
ASSETS		
Non-Current Assets		
Fixed assets	24,949	32,710
Non-current investments	26,298	26,243
Long-term loans and advances	15,960	10,477
Deferred tax Assets (net)	183	-
	67,390	69,430
Current Assets		
Current investments	2,758	2,954
Trade receivables	14,304	11,144
Cash and cash equivalents	6,995	10,779
Short-term loans and advances	11,039	9,980
Other current assets	17,998	14,226
	53,094	49,083
TOTAL- ASSETS	1,20,484	1,18,513

- The above results have been reviewed by the Audit Committee and taken on record by the Board of Directors at its meeting held on October 29, 2013.
- During the quarter, the Company has incorporated OnMobile Global Czech Republic s.r.o. as its wholly owned subsidiary.
- The Company on July 19 2013, through its wholly owned step-down subsidiary OnMobile Live Inc., entered into an asset purchase agreement with Livewire Mobile, a leading provider of end-to-end managed mobile entertainment solutions for network operators and consumer device manufacturers, to acquire the business assets and liabilities.
- As part of the ongoing alignment of business operations, the Company has transferred the business of its Spain branch to Onmobile Global Spain, S.L.U., a wholly owned Subsidiary, with effect from April 1, 2013.
- The net gain on foreign currency transactions and translations included in Other Income for the quarter and half year ended September 30, 2013 is Rs. 885 Lakhs and Rs. 1,626 Lakhs respectively and gain for the quarter ended June 30, 2013 was Rs. 741 Lakhs. Net loss included in Other expenses for the quarter and half year ended September 30, 2012 was Rs. 252 Lakhs and Rs. 467 Lakhs respectively and the loss for the year ended March 31, 2013 was Rs. 623 Lakhs.
- As part of the Company's periodic review of its transfer pricing policy as also the substantial growth in its international operations, the Company applied a revised global transfer pricing policy in December 2012 for the financial year ended March 31, 2013. The cumulative impact of applying the above policy upto the nine months ended December 31, 2012 was given effect to in the quarter ended December 31, 2012. Accordingly, the figures for the quarter and half year ended September 30, 2012 disclosed in these results are as published earlier and do not consider the impact on applying of the above policy. The "other operating income" and the consequent profit for the quarter and half year ended September 30, 2012 would have been higher by Rs. 1,866 lakhs and Rs.2,960 Lakhs respectively, had the policy been applied for the said period.
- Previous period figures have been reclassified/ regrouped wherever necessary.

on behalf of Board of Directors


Chandramouli J
Managing Director

Place: Bangalore
Date: October 29, 2013

**INDEPENDENT AUDITORS' REVIEW REPORT
TO THE BOARD OF DIRECTORS OF
ONMOBILE GLOBAL LIMITED**

1. We have reviewed the accompanying Statement of Consolidated Unaudited Financial Results of **ONMOBILE GLOBAL LIMITED** ("the Company") and its subsidiaries (the Company and its subsidiaries constitute "the Group") for the Quarter and Half year ended September 30, 2013 ("the Statement"), being submitted by the Company pursuant to Clause 41 of the Listing Agreements with the Stock Exchanges, except for the disclosures in Part II - Select Information referred to in paragraph 6 below. This Statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on the Statement based on our review.
2. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and, accordingly, we do not express an audit opinion.
3. We did not review the interim financial information of the two subsidiaries included in the consolidated financial results, whose interim financial information reflect total assets of Rs. 10,216 lakhs as at September 30, 2013, total revenues of Rs. 2,350 lakhs and Rs. 4,211 lakhs for the Quarter and Half year ended September 30, 2013, respectively, and total loss after tax of Rs. 266 lakhs and Rs. 520 lakhs for the Quarter and Half year ended September 30, 2013, respectively, as considered in the consolidated financial results. These interim financial information have been reviewed by other auditors whose reports have been furnished to us by the Management and our report on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, is based solely on the reports of the other auditors.
4. Based on our review conducted as stated above and based on the consideration of the reports of the other auditors referred to in paragraph 3 above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the Accounting Standards notified under the Companies Act, 1956 (which continue to be applicable in respect of Section 133 of the Companies Act, 2013 in term of General Circular 15/2013 dated September 13, 2013 of the Ministry of Corporate Affairs) and other recognised accounting practices and policies, has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreements with the Stock Exchanges, including the manner in which it is to be disclosed, or that it contains any material misstatement.

5. The consolidated financial results include the interim financial information of twenty three subsidiaries which have not been reviewed, whose interim financial information reflects total assets of Rs. 3,880 lakhs as at September 30, 2013, total revenues of Rs.505 lakhs and Rs. 912 lakhs for the Quarter and Half year ended September 30, 2013, respectively, and total loss after tax of Rs. 439 lakhs and Rs. 747 lakhs for the Quarter and Half year ended September 30, 2013, respectively, as considered in the consolidated financial results. These interim financial information have been certified by the Management of the Company and, our report on the Statement, in so far as it relates to the amounts included in respect of these entities, is based solely on such certified interim financial information. Based on the explanations provided by the Management, it is expected that there would be no material impact on these interim financial results consequent to any possible adjustments in respect of the aforesaid entities since, the size of these entities in the context of the Group, is not material. Our report is not qualified in respect of this matter.

6. Further, we also report that we have traced the number of shares as well as the percentage of shareholding in respect of the aggregate amount of public shareholding and the number of shares as well as the percentage of shares pledged/encumbered and non-encumbered in respect of the aggregate amount of promoters and promoter group shareholding in terms of Clause 35 of the Listing Agreements and the particulars relating to investor complaints disclosed in Part II - Select Information for the Quarter and Half year ended September 30, 2013 of the Statement, from the details furnished by the Management.

For **DELOITTE HASKINS & SELLS**
Chartered Accountants
(Firm Registration No.008072S)



V. Balaji
Partner
(Membership No. 203685)

BANGALORE, 29 October, 2013
VB/VBA/SMG/AS11/2013

OnMobile Global Limited

Consolidated Financial Results for the Quarter and half year ended September 30, 2013

Amount in Rs Lakhs except earnings per share and shareholding data

Part- I							
Statement of Consolidated Unaudited / Audited Results:							
Sl. No	Particulars	Quarter ended			Half year ended		Year ended
		September 30, 2013 (Unaudited)	June 30, 2013 (Unaudited)	September 30, 2012 (Unaudited)	September 30, 2013 (Unaudited)	September 30, 2012 (Unaudited)	March 31, 2013 (Audited)
1	Income from Operations Telecom Value Added Services	22,503	18,968	17,980	41,472	36,501	72,527
	Total Income from Operations	22,503	18,968	17,980	41,472	36,501	72,527
2	Expenses						
	(a) Cost of sales and services						
	- Content fee and royalty	3,768	1,732	1,771	5,501	4,158	6,987
	- Other sales and services	1,001	798	1,204	1,799	2,528	3,957
	- Consumption of materials	-	-	-	-	-	211
	(b) Employee benefits expense	9,108	7,516	7,408	16,624	15,065	28,905
	(c) Depreciation and amortisation expenses	3,599	2,961	2,436	6,560	4,861	9,862
	(d) Other Expenses	5,272	4,733	4,119	10,005	7,684	17,531
	Total Expenses	22,748	17,740	16,938	40,489	34,296	67,453
3	Profit / (loss) from operations before Other income and Finance cost (1-2)	(245)	1,228	1,042	983	2,205	5,074
4	Other Income	1,257	1,228	373	2,485	966	2,204
5	Profit before Finance cost (3+4)	1,012	2,456	1,415	3,468	3,171	7,278
6	Finance costs	120	44	64	164	156	270
7	Profit before Tax (5-6)	892	2,412	1,351	3,304	3,015	7,008
8	Tax expense	740	1,006	729	1,746	1,441	2,290
9	Net profit for the period (7-8)	152	1,406	622	1,558	1,574	4,718
10	Paid up equity share capital (Face value of Rs 10/- each)	11,423	11,416	11,401	11,423	11,401	11,415
11	Reserves excluding revaluation reserves						79,487
12	Earnings per share (in Rs) (not annualised)						
	(a) Basic	0.1	1.2	0.5	1.4	1.4	4.1
	(b) Diluted	0.1	1.2	0.5	1.4	1.3	4.1
Part- II							
Select Information for the Quarter and half year ended September 30, 2013							
A	PARTICULARS OF SHAREHOLDING						
1	Public Shareholding						
	- Number of shares	7,04,59,648	7,03,83,988	6,94,57,168	7,04,59,648	6,94,57,168	7,03,79,128
	- Percentage of shareholding	61.68	61.66	60.96	61.68	60.96	61.65
2	Promoters and promoter group Shareholding						
	a) Pledged/Encumbered						
	- Number of shares	-	-	-	-	-	-
	- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	-	-	-	-	-	-
	- Percentage of shares (as a % of the total share capital of the Company)	-	-	-	-	-	-
	b) Non-encumbered						
	- Number of shares	4,37,73,696	4,37,73,696	4,44,82,142	4,37,73,696	4,44,82,142	4,37,73,694
	- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	100.00	100.00	100.00	100.00	100.00	100.00
	- Percentage of shares (as a % of the total share capital of the Company)	38.32	38.34	39.04	38.32	39.04	38.35

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B INVESTOR COMPLAINTS

Particulars	Quarter ended
	September 30, 2013
Pending at the beginning of the quarter	-
Received during the quarter	24
Disposed off during the quarter	24
Remaining unresolved at the end of the quarter	-

Notes:

1 CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES

Particulars	Amount in Rs. Lakhs	
	As at September 30, 2013	As at March 31, 2013
EQUITY AND LIABILITIES		
Shareholders' Funds		
Share capital	11,423	11,415
Reserves and surplus	82,077	79,487
	93,500	90,902
Non-Current Liabilities		
Long-term borrowings	6,024	26
Deferred tax liabilities (net)	97	323
Long-term provisions	1,703	1,474
	7,824	1,823
Current Liabilities		
Short-term borrowings	11,398	4,777
Trade payables	19,072	17,191
Other current liabilities	12,784	10,077
Short-term provisions	4,475	5,411
	47,729	37,456
TOTAL EQUITY AND LIABILITIES	1,49,053	1,30,181
ASSETS		
Non-Current Assets		
Fixed assets	43,091	35,301
Goodwill on Consolidation	20,463	20,463
Deferred tax assets (net)	915	313
Long-term loans and advances	12,721	10,717
	77,190	66,794
Current Assets		
Current investments	2,843	3,373
Inventories	53	-
Trade receivables	27,778	17,869
Cash and cash equivalents	17,267	16,714
Short-term loans and advances	10,553	8,747
Other current assets	13,369	16,684
	71,863	63,387
TOTAL ASSETS	1,49,053	1,30,181

2 The above results have been reviewed by the Audit Committee and taken on record by the Board of Directors at its meeting held on October 29, 2013.

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3 The above results include consolidated results of the Company, subsidiaries and associate : OnMobile Singapore Pte Limited, PT OnMobile Indonesia, OnMobile Europe B.V., VoxMobili S.A., OnMobile S.A., (erstwhile Telisma S.A), Phonetize Solutions Private Limited (under liquidation) , OnMobile USA LLC, Servicios De Telefonía OnMobile SA DE CV, OnMobile Global SA , OnMobile Brasil Sistemas de Valor Agregado Para Comunicacoes Moveis Ltda, OnMobile DE Venezuela C.A, OnMobile Global for Telecommunication Services, OnMobile Senegal SARL, OnMobile Uruguay S.A., OnMobile Bangladesh Private Limited , OnMobile Mali SARL , OnMobile Servicios Corporativos De Telefonía S.A. DE C.V., OnMobile Kenya Telecom Limited , OnMobile Telecom Limited , Kabuza Marketing Private Limited (joint venture upto November 23, 2012), OnMobile Global Spain S.L.U. (incorporated on June 21, 2012), OnMobile Costa Rica OBCR SA. , OnMobile Uganda Telecom Limited (incorporated on August 3, 2012), OnMobile Zambia Telecom Limited (incorporated on June 15, 2012), OnMobile Madagascar Telecom Limited (incorporated on July 25, 2012), OnMobile Rwanda Telecom Limited (incorporated on August 23, 2012), OnMobile Nigeria Telecom Limited (incorporated on August 17, 2012), OnMobile Tanzania Telecom Limited (incorporated on August 24, 2012) OnMobile Ghana Telecom Limited (incorporated on August 31, 2012), OnMobile Telecom (SL) Limited (incorporated on November 2, 2012), OnMobile Global Solutions Canada Limited (incorporated on October 12, 2012), OnMobile Global Italy S.R.L (incorporated on March 27, 2013), Mobile Voice Kconnect Private Limited (Associate - incorporated on September 12, 2012), Onmobile Turkey Telekomunikasyon Sistemleri Limited Şirketi (incorporated on April 15, 2013), Onmobile Telecom Burkina Faso, SARL. (incorporated on May 15, 2013), OnMobile Portugal SGPS (incorporated on April 15, 2013), OnMobile Live Inc. (incorporated on May 17, 2013), Fonestarz Media Group Limited , 2dayUK Limited., Fonestarz Media (licensing) Limited., Daus Limited , Fonestarz Limited , Fonestarz Media (Australia) PTY Limited., Fonestarz Media Limited (part of Livewire acquisition refer note 4 below), OnMobile Global Czech Republic s.r.o. (incorporated on September 17, 2013) and hence the figures of previous period/year are not comparable.

4 The Company on July 19 2013, through its wholly owned step-down subsidiary OnMobile Live Inc., entered into an asset purchase agreement with Livewire Mobile, a leading provider of end-to-end managed mobile entertainment solutions for network operators and consumer device manufacturers, to acquire the business assets and liabilities.

5 As part of the ongoing alignment of business operations, the Company has transferred the business of its Spain branch to Onmobile Global Spain, S.L.U., a wholly owned Subsidiary, with effect from April 1, 2013.

6 The net gain on foreign currency transactions and translations included in Other Income for the quarter and half year ended September 30, 2013 is Rs. 890 Lakhs and Rs. 1,881 Lakhs respectively and gain for the quarter ended June 30, 2013 was Rs. 991 Lakhs. Net loss included in Other expenses for the quarter and half year ended September 30, 2012 is Rs. 680 Lakhs and Rs. 759 Lakhs respectively and the loss for the year ended March 31, 2013 was Rs. 1,168 Lakhs.

7 The Company is engaged in providing value added services in telecom business and its operations are considered to constitute a single segment in the context of Accounting Standard 17 - "Segment Reporting".

8 Previous period figures have been reclassified/ regrouped wherever necessary.

on behalf of Board of Directors


Chandramouli J
Managing Director

Place: Bangalore

Date: October 29, 2013