

**INDEPENDENT AUDITOR'S 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 ended June 30, 2015 ("the Statement"), being submitted by the Company pursuant to the requirement of 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 specified under the section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and other accounting principles generally accepted in India, 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 with the Stock Exchanges and the particulars relating to investor complaints disclosed in Part II - Select Information for the Quarter ended June 30, 2015 of the Statement, from the details furnished by the Management.

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



**V. Balaji**  
Partner  
(Membership No. 203685)

BANGALORE, July 30, 2015

OnMobile Global Limited

Amount in Rs Lakhs except earnings per share and shareholding data

| Part- I   |   |                              |   |                              |                             |
|---|---|------------------------------|---|------------------------------|-----------------------------|
| Statement of Standalone Results for the Quarter ended June 30, 2015 : |   |                              |   |                              |                             |
| Sl. No  | Particulars   | Quarter ended                |   |                              | Year ended                  |
|   |   | June 30, 2015<br>(Unaudited) | March 31, 2015<br>(Unaudited)<br>(Refer Note 3) | June 30, 2014<br>(Unaudited) | March 31, 2015<br>(Audited) |
| 1   | Income from Operations  |                              |   |                              |                             |
|   | (a) Telecom Value Added Services  | 8,493                        | 8,684   | 7,976                        | 34,604                      |
|   | (b) Other Operating Income  | 1,940                        | 1,587   | 1,993                        | 6,854                       |
|   | <b>Total Income from Operations</b>   | <b>10,433</b>                | <b>10,271</b>                                   | <b>9,969</b>                 | <b>41,458</b>               |
| 2   | Expenses  |                              |   |                              |                             |
|   | (a) Cost of sales and services  |                              |   |                              |                             |
|   | - Content fee and royalty   | 931                          | 637   | 1,104                        | 3,509                       |
|   | - Other sales and services  | 1,117                        | 1,128   | 1,138                        | 4,933                       |
|   | (b) Employee benefits expense   | 3,426                        | 3,260   | 4,033                        | 14,826                      |
|   | (c) Depreciation and amortisation expenses                                      | 2,469                        | 2,178   | 2,466                        | 9,232                       |
|   | (d) Other Expenses (Refer Note 2(a))  | 2,172                        | 3,029   | 2,089                        | 8,513                       |
|   | <b>Total Expenses</b>   | <b>10,115</b>                | <b>10,232</b>                                   | <b>10,830</b>                | <b>41,013</b>               |
| 3   | <b>Profit/(loss) from operations before Other income and Finance cost (1-2)</b> | <b>318</b>                   | <b>39</b>                                       | <b>(861)</b>                 | <b>445</b>                  |
| 4   | Other Income (Refer Note 2(b) & 2(c))   | 759                          | 220   | 123                          | 1,575                       |
| 5   | <b>Profit/(loss) before Finance costs (3+4)</b>                                 | <b>1,077</b>                 | <b>259</b>                                      | <b>(738)</b>                 | <b>2,020</b>                |
| 6   | Finance costs   | -                            | 1   | 14                           | 32                          |
| 7   | <b>Profit/(loss) before tax (5-6)</b>   | <b>1,077</b>                 | <b>258</b>                                      | <b>(752)</b>                 | <b>1,988</b>                |
| 8   | Tax expense (Net)   | 354                          | 388   | 205                          | 1,068                       |
| 9   | <b>Net profit/(loss) for the period (7-8)</b>                                   | <b>723</b>                   | <b>(130)</b>                                    | <b>(957)</b>                 | <b>920</b>                  |
| 10  | Paid up equity share capital (Face value of Rs 10/- each)                       | 10,929                       | 10,922  | 11,424                       | 10,922                      |
| 11  | Reserves excluding revaluation reserves   |                              |   |                              | 61,771                      |
| 12  | Earnings/(loss) per share (in Rs) (not annualised)                              |                              |   |                              |                             |
|   | (a) Basic   | 0.7                          | (0.1)   | (0.8)                        | 0.8                         |
|   | (b) Diluted   | 0.6                          | (0.1)   | (0.8)                        | 0.8                         |

| Part- II   |  |            |            |            |            |
|--|--|------------|------------|------------|------------|
| Select Information for the Quarter ended June 30, 2015 |  |            |            |            |            |
| A  | PARTICULARS OF SHAREHOLDING  |            |            |            |            |
| 1  | Public Shareholding  |            |            |            |            |
|  | - Number of shares   | 58,366,697 | 58,296,633 | 58,617,933 | 58,296,633 |
|  | - Percentage of shareholding   | 53.41      | 53.38      | 51.31      | 53.38      |
| 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   | 50,923,703 | 50,923,703 | 55,617,569 | 50,923,703 |
|  | - Percentage of shares (as a % of the total shareholding of promoter and promoter group) | 100.00     | 100.00     | 100.00     | 100.00     |
|  | - Percentage of shares (as a % of the total share capital of the company)                | 46.59      | 46.62      | 48.69      | 46.62      |

**B INVESTOR COMPLAINTS**

| Particulars                                    | Quarter ended<br>June 30, 2015 |
|--|--------------------------------|
| Pending at the beginning of the quarter        | -                              |
| Received during the quarter                    | 5                              |
| Disposed of during the quarter                 | 4                              |
| Remaining unresolved at the end of the quarter | 1                              |

Notes:

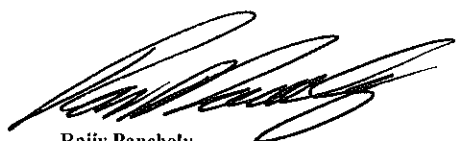
1 The above results have been reviewed by the Audit Committee and taken on record by the Board of Directors at its meeting held on July 30, 2015.

| Particulars   | Quarter ended                |   |                              |                             |
|---|------------------------------|---|------------------------------|-----------------------------|
|   | June 30, 2015<br>(Unaudited) | March 31, 2015<br>(Unaudited)<br>(Refer Note 3) | June 30, 2014<br>(Unaudited) | March 31, 2015<br>(Audited) |
| (a) Other Expenses includes<br>Foreign Exchange Loss (Net)                                  | -                            | 1,018   | 82                           | 984                         |
| Other Income Includes<br>(b) Foreign Exchange Gain/(Loss)- Net                              | 480                          | -   | -                            | -                           |
| (c) Surplus on buy-back of shares by Europe B.V. pursuant to<br>divestiture of Voxmobili SA | -                            | -   | -                            | 432                         |

3 The figures for the quarter ended March 31, 2015 are the balancing figures between audited figures for the year ended March 31, 2015 and the published year-to-date figures upto the third quarter ended December 31, 2014.

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

on behalf of Board of Directors



**Rajiv Pancholy**  
Chief Executive Officer & Managing Director

Place: London, UK  
Date: July 30, 2015


## INDEPENDENT AUDITOR'S 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"), its subsidiaries (the Company, its subsidiaries constitute "the Group") and its share of loss of its associates for the Quarter ended June 30, 2015 ("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 5 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. The Statement includes the interim financial information of sixteen subsidiaries which are based on financial information provided to us by the management and have not been reviewed by us, whose interim financial information reflect total revenue of Rs. 184 lakhs and total loss after tax of Rs.215 lakhs for the Quarter ended June 30, 2015 as considered in the Statement. Our report is not qualified in respect of this matter.
4. Based on our review conducted as stated above and matter described 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 specified under section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and other accounting principles generally accepted in India, 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.

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5. 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 with the Stock Exchanges and the particulars relating to investor complaints disclosed in Part II - Select Information for the Quarter ended June 30, 2015 of the Statement, from the details furnished by the Management.

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

  
V. Balaji  
Partner  
(Membership No. 203685)

BANGALORE, July 30, 2015

| Part- I  |  |                              |   |                              |                             |
|--|--|------------------------------|---|------------------------------|-----------------------------|
| Statement of Consolidated Results for the Quarter ended June 30, 2015: |  |                              |   |                              |                             |
| Sl. No   | Particulars  | Quarter ended                |   |                              | Year ended                  |
|  |  | June 30, 2015<br>(Unaudited) | March 31, 2015<br>(Unaudited)<br>(Refer Note 7) | June 30, 2014<br>(Unaudited) | March 31, 2015<br>(Audited) |
| 1  | Income from Operations<br>Telecom Value Added Services   | 20,182                       | 21,400  | 19,878                       | 84,705                      |
|  | <b>Total Income from Operations</b>  | <b>20,182</b>                | <b>21,400</b>                                   | <b>19,878</b>                | <b>84,705</b>               |
| 2  | Expenses   |                              |   |                              |                             |
|  | (a) Cost of sales and services   |                              |   |                              |                             |
|  | - Content fee and royalty  | 6,376                        | 6,513   | 4,183                        | 22,953                      |
|  | - Other sales and services   | 1,152                        | 1,432   | 1,021                        | 5,971                       |
|  | (b) Employee benefits expense  | 5,770                        | 5,884   | 8,497                        | 27,849                      |
|  | (c) Depreciation and amortisation expenses   | 3,727                        | 3,545   | 3,710                        | 14,373                      |
|  | (d) Other Expenses (refer note 3(a))   | 3,372                        | 4,297   | 4,612                        | 15,664                      |
|  | <b>Total Expenses</b>  | <b>20,397</b>                | <b>21,671</b>                                   | <b>22,023</b>                | <b>86,810</b>               |
| 3  | <b>Profit / (Loss) from operations before other income, finance costs and exceptional items (1-2)</b>    | <b>(215)</b>                 | <b>(271)</b>                                    | <b>(2,145)</b>               | <b>(2,105)</b>              |
| 4  | Other Income (refer note 3(b) and note 4)  | 872                          | 114   | 205                          | 2,137                       |
| 5  | <b>Profit / (Loss) from ordinary activities before finance costs and exceptional items (3+4)</b>         | <b>657</b>                   | <b>(157)</b>                                    | <b>(1,940)</b>               | <b>32</b>                   |
| 6  | Finance costs  | 49                           | 51  | 47                           | 266                         |
| 7  | <b>Profit / (Loss) from ordinary activities after finance costs but before exceptional items (5 - 6)</b> | <b>608</b>                   | <b>(208)</b>                                    | <b>(1,987)</b>               | <b>(234)</b>                |
| 8  | Exceptional Items (refer note 5)   | -                            | (328)   | -                            | (328)                       |
| 9  | <b>Profit / (Loss) from ordinary activities before tax (7 + 8)</b>                                       | <b>608</b>                   | <b>(536)</b>                                    | <b>(1,987)</b>               | <b>(562)</b>                |
| 10   | Tax expense (net)  | 624                          | 923   | 401                          | 2,669                       |
| 11   | <b>Net profit / (loss) for the period (9-10)</b>   | <b>(16)</b>                  | <b>(1,459)</b>                                  | <b>(2,388)</b>               | <b>(3,231)</b>              |
| 12   | Paid up equity share capital (Face value of Rs 10/- each)  | 10,929                       | 10,922  | 11,424                       | 10,922                      |
| 13   | Reserves excluding revaluation reserves  |                              |   |                              | 54,765                      |
| 14   | Earnings / (Loss) per share (in Rs) (not annualised)   |                              |   |                              |                             |
|  | (a) Basic  | (0.02)                       | (1.33)  | (2.09)                       | (2.86)                      |
|  | (b) Diluted  | (0.02)                       | (1.33)  | (2.09)                       | (2.86)                      |
| Part- II   |  |                              |   |                              |                             |
| Select Information for the Quarter ended June 30, 2015:                |  |                              |   |                              |                             |
| A  | <b>PARTICULARS OF SHAREHOLDING</b>   |                              |   |                              |                             |
| 1  | Public Shareholding  |                              |   |                              |                             |
|  | - Number of shares   | 58,366,697                   | 58,296,633                                      | 58,617,933                   | 58,296,633                  |
|  | - Percentage of shareholding   | 53.41                        | 53.38   | 51.31                        | 53.38                       |
| 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   | 50,923,703                   | 50,923,703                                      | 55,617,569                   | 50,923,703                  |
|  | - Percentage of shares (as a % of the total shareholding of promoter and promoter group)                 | 100.00                       | 100.00  | 100.00                       | 100.00                      |
|  | - Percentage of shares (as a % of the total share capital of the Company)                                | 46.59                        | 46.62   | 48.69                        | 46.62                       |

**B INVESTOR COMPLAINTS**

| Particulars                                    | Quarter ended |
|--|---------------|
|  | June 30, 2015 |
| Pending at the beginning of the quarter        | -             |
| Received during the quarter                    | 5             |
| Disposed off during the quarter                | 4             |
| Remaining unresolved at the end of the quarter | 1             |

**Notes:**

1 (a) The Company has opted to publish consolidated financial results. The above results have been reviewed by the Audit Committee and taken on record by the Board of Directors at its meeting held on July 30, 2015.

(b) Key numbers of Standalone Financial Results of the Company for the quarter ended June 30, 2015 are as under:

| Particulars                  | Quarter ended |                               |               | Year ended     |
|------------------------------|---------------|-------------------------------|---------------|----------------|
|                              | June 30, 2015 | March 31, 2015                | June 30, 2014 | March 31, 2015 |
|                              | (Unaudited)   | (Unaudited)<br>(Refer Note 7) | (Unaudited)   | (Audited)      |
| Total Income from Operations | 10,433        | 10,271                        | 9,969         | 41,458         |
| Profit before Tax            | 1,077         | 258                           | (752)         | 1,988          |
| Net Profit after Tax         | 723           | (130)                         | (957)         | 920            |

The unaudited standalone results of OnMobile Global limited for the above mentioned periods are available in investors section in www.onmobile.com and also with the stock exchanges where it is listed.

2 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. (till July 11, 2014), OnMobile S.A., (erstwhile Telisma S.A.), Phonetize Solutions Private Limited (liquidated), OnMobile USA LLC, Servicios De Telefonía OnMobile SA DE CV, OnMobile Global SA, OnMobile Brasil Sistemas de Valor Agregado Para Comunicaciones Moveis Ltda, OnMobile DE Venezuela C.A, OnMobile Global for Telecommunication Services, OnMobile Senegal SARL, OnMobile Uruguay S.A., OnMobile Bangladesh Private Limited, OnMobile Mali SARL, OnMobile Servicios Corporativos De Telefonía S.A. DE C.V., OnMobile Kenya Telecom Limited, OnMobile Telecom Limited, OnMobile Global Spain S.L.U, OnMobile Costa Rica OBCR SA., OnMobile Uganda Telecom Limited, OnMobile Zambia Telecom Limited, OnMobile Madagascar Telecom Limited, OnMobile Rwanda Telecom Limited, OnMobile Nigeria Telecom Limited, OnMobile Tanzania Telecom Limited, OnMobile Ghana Telecom Limited, OnMobile Telecom (SL) Limited, OnMobile Global Solutions Canada Limited, OnMobile Global Italy S.R.L, Mobile Voice Connect Private Limited, 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., Daius Limited., Fonestarz Limited., Fonestarz Media (Australia) PTY Limited., Fonestarz Media Limited (part of Livewire acquisition), OnMobile Global Czech Republic s.r.o. (incorporated on September 17, 2013), OnMobile Global Limited Columbia S.A.S. (incorporated on November 28, 2013), OnMobile Global South Africa (PTY) LTD (incorporated on January 09, 2014) and OnMobile Latam Holding, S.L. (incorporated on June 18, 2014).

| Particulars  | Quarter ended |                               |               | Year ended     |
|--|---------------|-------------------------------|---------------|----------------|
|  | June 30, 2015 | March 31, 2015                | June 30, 2014 | March 31, 2015 |
|  | (Unaudited)   | (Unaudited)<br>(Refer Note 7) | (Unaudited)   | (Audited)      |
| (a) Other Expenses includes Foreign Exchange Loss / (Gain) - Net | -             | 1,176                         | 389           | 1,176          |
| (b) Other Income includes Foreign Exchange Gain/(Loss)- Net      | 527           | (299)                         | -             | -              |

4 During the quarter ended September 30, 2014, the Company sold its investment in Voxmobili SA, and had recorded a gain of Rs. 668.67 lakhs (net) which is included under "Other Income" for the year ended March 31, 2015 in the above consolidated financial results. Net Profit / (Loss) of Voxmobile SA included in the above results are:

| Particulars                        | Quarter ended |                               |               | Year ended     |
|------------------------------------|---------------|-------------------------------|---------------|----------------|
|                                    | June 30, 2015 | March 31, 2015                | June 30, 2014 | March 31, 2015 |
|                                    | (Unaudited)   | (Unaudited)<br>(Refer Note 7) | (Unaudited)   | (Audited)      |
| Net profit / (loss) for the period | -             | -                             | 297           | 240            |

The net profit / (Loss) of Voxmobile SA on a standalone basis, before intercompany eliminations are:

| Particulars                        | Quarter ended |                               |               | Year ended     |
|------------------------------------|---------------|-------------------------------|---------------|----------------|
|                                    | June 30, 2015 | March 31, 2015                | June 30, 2014 | March 31, 2015 |
|                                    | (Unaudited)   | (Unaudited)<br>(Refer Note 7) | (Unaudited)   | (Audited)      |
| Net profit / (loss) for the period | -             | -                             | (346)         | (672)          |

5 Exceptional items, for the quarter and year ended March 31, 2015 represents:

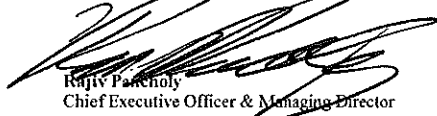
On 12th February 2015, the Venezuelan Government amended Currency exchange legislation in Venezuela creating a new system (SIMADI) replacing the earlier system (SICAD II) which has resulted in a devaluation of their local currency against US Dollars at 192.95 Bolivars per USD as of 31st March 2015. Accordingly, the Company has used SIMADI exchange rate to remeasure the Venezuela operations and its net monetary assets, and charged off the impact in the consolidated results.

6 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".

7 The figures for the quarter ended March 31, 2015 are the balancing figures between audited figures for the year ended March 31, 2015 and the published year-to-date figures upto the third quarter ended December 31, 2014.

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

on Behalf of Board of Directors

  
Rajiv Parkholiy  
Chief Executive Officer & Managing Director

Place: London, UK

Date: July 30, 2015