onmobile™

February 09, 2017

To,

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

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

Dear Sir/Madam,

Sub: Outcome of the Board Meeting dated February 9, 2017

This is with reference to our letter dated January 24, 2017 informing about the Board meeting scheduled on February 09, 2017. The Board of Directors of OnMobile Global Limited ('the Company') at their meeting held on Thursday, February 09, 2017 in Gurgaon, India, has *inter alia*

1. Pursuant to Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approved the unaudited financial results the Company as per Indian Accounting Standards (IND-AS) for the quarter ended December 31, 2016. A copy of the unaudited financial results (Standalone and Consolidated) along with the review report of the auditors is enclosed herewith.

2. Pursuant to Section 139 of the Companies Act, 2013 and the Rules made thereunder, the Board of Directors of the Company on the recommendation of the Audit Committee have recommended to the members for approval at the next Annual General Meeting of the Company to be held in 2017, the appointment of M/s. BSR & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022) as the Statutory Auditors of the Company for an initial term of 5 years.

   However, the current auditors M/s. Deloitte Haskins & Sells shall continue to hold the office till the AGM to be held in the year 2017

Conference Call Invite: In terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, management will participate in the conference call to discuss the Company's performance on Friday, February 10, 2017 from 10:00 AM – 10:45 AM (IST)

Request you to please take the same on record.

Thanking you,

Yours sincerely,
For OnMobile Global Limited

P. V. Varaprasad

P.V. Varaprasad
Company Secretary

OnMobile Global Limited Bangalore

Encl: a/a

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onmobile.com

OnMobile Global Limited

Amount in Rs Lakhs except earnings per share

Statement of Standalone Results for the Quarter and Nine Months ended December 31, 2016 :

Sl. No	Particulars	Quarter ended			Nine Months ended		Year ended
		December 31, 2016 (Unaudited)*	September 30, 2016 (Unaudited)*	December 31, 2015 (Unaudited)*	December 31, 2016 (Unaudited)*	December 31, 2015 (Unaudited)*	March 31, 2016 (Unaudited)*
1	Income from Operations						
	(a) Telecom Value Added Services	7,326	7,995	8,333	23,408	25,205	33,316
	(b) Other Operating Income	611	588	1,141	1,788	5,057	5,422
	Total Income from Operations	**7,937**	**8,583**	**9,474**	**25,196**	**30,262**	**38,738**
2	Expenses						
	(a) Cost of sales and services						
	- Content fee and royalty	636	751	1,058	2,190	2,717	3,532
	- Other sales and services	940	836	824	2,638	2,868	3,762
	(b) Employee benefits expense	3,375	3,509	3,472	10,517	10,547	13,710
	(c) Depreciation and amortisation expenses	273	277	2,425	853	7,335	9,752
	(d) Other Expenses	2,477	2,343	1,805	7,122	6,060	8,899
	Total Expenses	**7,701**	**7,716**	**9,584**	**23,320**	**29,527**	**39,655**
3	**Profit/(loss) from operations before Other income (1-2)**	**236**	**867**	**(110)**	**1,876**	**735**	**(917)**
4	Other Income	1,374	2,460	714	4,643	2,992	2,412
5	**Profit/(loss) before Exceptional items (3+4)**	**1,610**	**3,327**	**604**	**6,519**	**3,727**	**1,495**
6	Exceptional items (Refer Note 4)	(1,166)	-	279	(1,166)	279	(25)
7	**Profit/(loss) before tax (5+6)**	**444**	**3,327**	**883**	**5,353**	**4,006**	**1,470**
8	Tax expense (Net)	(18)	449	616	756	1,624	1,682
9	**Net profit/(loss) for the period (7-8)**	**462**	**2,878**	**267**	**4,597**	**2,382**	**(212)**
10	Other Comprehensive income (Net)	(78)	(106)	(24)	(168)	75	218
11	**Total Comprehensive Income for the period (9+10)**	**384**	**2,772**	**243**	**4,429**	**2,457**	**6**
12	Paid up equity share capital (Face value of Rs 10/- each)	10,430	10,427	10,947	10,430	10,947	10,811
13	Reserves excluding revaluation reserves						60,831
14	Earnings/(loss) per share (in Rs) (not annualised)						
	(a) Basic	0.44	2.76	0.24	4.37	2.18	(0.19)
	(b) Diluted	0.43	2.69	0.24	4.26	2.12	(0.19)

* The Company's financial results for the quarter and Nine months ended December 31, 2016 are prepared in accordance with Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules 2015. The adoption of Ind AS was carried out in accordance with Ind AS 101, using April 1, 2015 as the transition date. As required by Ind AS 101, all Ind AS standards and interpretations are applied consistently and retrospectively wherever required for all fiscal periods presented. The resulting difference between the carrying amounts of assets and liabilities in the financial results under both Ind AS and Indian GAAP as at the transition date have been recognized directly in equity as at transition date. These financial results were subject to limited review by the Statutory Auditors of the Company.

Notes:

1. The above results have been reviewed by the Audit Committee and approved by the Board of Directors at its meeting held on February 9, 2017.
2. A. Reconciliation of the Standalone financial results to those reported under previous Generally Accepted Accounting Principles (GAAP) is summarised as follows:

Particulars	Quarter ended December 31, 2015 '(Unaudited)	Nine months ended December 31, 2015 '(Unaudited)	Year ended March 31, 2016 '(Unaudited)	Note
Profit/(Loss) after tax as reported under previous GAAP	**390**	**2,920**	**574**	
Impact of translation of financial statements of foreign operations	17	(140)	(377)	i.
Impact of recognising the cost of the employee stock option scheme at fair value	(144)	(450)	(559)	ii.
Reclassification of actuarial gains/(losses), arising in respect of employee benefit schemes, to Other Comprehensive Income (OCI)	15	5	30	iii.
Tax adjustments on above	(11)	47	120	
Profit/ (Loss) after Tax as reported under Ind AS	**267**	**2,382**	**(212)**	
Other Comprehensive Income (Net of tax)	(24)	75	218	
Total Comprehensive Income as reported under Ind AS	**243**	**2,457**	**6**	

B. Reconciliation of Equity as reported under previous GAAP summarised as follows:

Particulars	As at March 31, 2016	As at April 1, 2015	Note
Equity under previous GAAP	69,696	72,693	
Proposed dividend and tax thereon	1,952	1,972	iv.
Others	(6)	3	i.
Equity as per Ind AS	**71,642**	**74,668**	

i. Under the previous GAAP, foreign currency transactions of the Company's integral foreign operations were accounted at the exchange rates prevailing on the date of the transaction or at rates that closely approximate the rate at the date of the transaction; and exchange differences arising on settlement/ restatement of Short-term foreign currency monetary assets and liabilities were recognised as income or expense in the Statement of Profit and Loss.

Under Ind AS, the functional currency of the foreign operations were assessed at transition date and were concluded as the currency of the economic environment of the foreign operations. The results and financial position of the entities whose functional currency is different from the reporting currency (INR) are recognised in Other Comprehensive Income as a Foreign Currency Translation Reserve as follows:
a. assets and liabilities are translated at the closing rate at the date of that balance sheet; and
b. income and expenses are translated at exchange rates at the dates of the transactions.

ii. Under the previous GAAP, the cost of employee stock options under the various stock options of the Company was recognised using the intrinsic value method. Under this method, no expense was recognised in the Statement of Profit and Loss as the fair value of the shares under the grant on the date of grant equalled its exercise price. Under Ind AS, the cost of the employee stock options is recognised in the Statement of Profit and Loss over the vesting period based on the fair value of the options at the grant date.

iii. Under the previous GAAP, all actuarial gains and losses were recognised in the Statement of Profit and Loss. Under Ind AS, actuarial gains and losses that form part of remeasurement of the net defined benefit liability / asset and the corresponding tax effect thereon are recognised in Other Comprehensive Income.

iv. Under Ind AS, liablity for dividend is recognised in the period in which the obligation to pay is established. Under the previous GAAP, the liability for dividend was recognised in the period to which the dividend relates, though the dividend is approved by the shareholders subsequent to reporting date. Consequently dividend payable is lower and retained earnings is higher under Ind AS.

3. The Company had made a public announcement on February 11, 2016 for buy back of maximum 5,600,000 equity shares for an amount not exceeding Rs.7,000 lakhs. As on September 30, 2016, the buy back of 5,600,000 equity shares was finalised and extinguished aggregating to Rs.6,401 lakhs.

4. During the quarter and nine months ended December 31, 2016 and quarter ended March 31, 2016, the Egyptian Government devalued the currency Egyptian pound (EGP). The effect of restatement of the amount receivable in EGP from the Company's subsidiary in Egypt at the period end rates after such devaluation representing loss of Rs. 1,166 lakhs and Rs. 304 lakhs respectively has been presented as an exceptional item.

During the quarter and nine months ended December 31, 2015, the Argentina Government devalued its currency Argentine Peso (ARS). The effect of restatement of the amount payable in ARS to the Company's subsidiary in Argentina at the period end rates after such devaluation representing gain of Rs. 279 lakhs has been presented as an exceptional item.

The exceptional item during the year ended March 31, 2016 represents the net loss of Rs 25 lakhs.

5. Previous period/year figures have been reclassified/ regrouped wherever necessary.

on Behalf of Board of Directors

Rajiv Pancholy
Chief Executive Officer & Managing Director

Place: New Delhi
Date: February 9, 2017

Deloitte
Haskins & Sells

Chartered Accountants
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INDEPENDENT AUDITOR'S REVIEW REPORT ON REVIEW OF INTERIM FINANCIAL RESULTS

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 nine months ended December 31, 2016 ("the Statement"), being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016.

   This Statement, which is the responsibility of the Company's Management and approved by the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India. 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 aforesaid Indian Accounting Standards and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016, including the manner in which it is to be disclosed, or that it contains any material misstatement.

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

V.Balaji

V.Balaji
Partner
(Membership No. 203685)

BENGALURU, February 9, 2017
VB/KNK/2017

OnMobile Global Limited

Amount in Rs Lakhs except earnings per share

Statement of Consolidated Results for the Quarter and Nine Months ended December 31, 2016:

Sl. No	Particulars	Quarter ended			Nine Months ended		Year ended
		December 31, 2016 (Unaudited)*	September 30, 2016 (Unaudited)*	December 31, 2015 (Unaudited)*	December 31, 2016 (Unaudited)*	December 31, 2015 (Unaudited)*	March 31, 2016 (Unaudited)*
1	Income from Operations						
	Telecom Value Added Services	18,054	18,711	20,682	55,626	61,562	81,574
	Total Income from Operations	**18,054**	**18,711**	**20,682**	**55,626**	**61,562**	**81,574**
2	Expenses						
	(a) Cost of sales and services						
	- Content fee and royalty	6,807	6,854	7,040	20,340	20,171	27,273
	- Other sales and services	871	806	851	2,530	2,975	3,978
	(b) Employee benefits expense	5,035	5,279	5,383	15,729	17,016	22,248
	(c) Depreciation and amortisation expenses	1,351	1,420	3,744	4,240	11,181	14,943
	(d) Other Expenses	2,822	3,227	3,518	8,988	10,380	13,333
	Total Expenses	**16,886**	**17,586**	**20,536**	**51,827**	**61,723**	**81,775**
3	**Profit / (Loss) from operations before other income and finance costs (1-2)**	**1,168**	**1,125**	**146**	**3,799**	**(161)**	**(201)**
4	Other Income (refer note 4)	869	147	564	1,347	2,341	2,995
5	**Profit / (Loss) from operations before finance costs (3+4)**	**2,037**	**1,272**	**710**	**5,146**	**2,180**	**2,794**
6	Finance costs	-	46	45	78	142	178
7	**Profit / (Loss) from ordinary activities after finance costs but before exceptional items (5 - 6)**	**2,037**	**1,226**	**665**	**5,068**	**2,038**	**2,616**
8	Exceptional Items (refer note 7)	(1,721)	-	(1,009)	(1,721)	(1,009)	(2,300)
9	**Profit/(Loss) before tax (7+8)**	**316**	**1,226**	**(344)**	**3,347**	**1,029**	**316**
10	Tax expense (net)	414	816	906	2,102	2,318	3,085
11	**Net profit / (loss) for the period (9-10)**	**(98)**	**410**	**(1,250)**	**1,245**	**(1,289)**	**(2,769)**
12	Share of Profit / (Loss) of associate	-	-	-	-	-	(0)
13	**Net Profit / (Loss) after taxes and share of profit / (loss) of associate (11+12)**	**(98)**	**410**	**(1,250)**	**1,245**	**(1,289)**	**(2,769)**
14	Other Comprehensive income (Net)	(630)	(156)	202	(619)	(182)	731
15	**Total Comprehensive Income for the period (13+14)**	**(728)**	**254**	**(1,048)**	**626**	**(1,471)**	**(2,038)**
16	Paid up equity share capital (Face value of Rs 10/- each)	10,430	10,427	10,947	10,430	10,947	10,811
17	Reserves excluding revaluation reserves						51,053
18	Earnings / (Loss) per share (in Rs) (not annualised)						
	(a) Basic	(0.09)	0.40	(1.14)	1.19	(1.18)	(2.53)
	(b) Diluted	(0.09)	0.38	(1.14)	1.16	(1.18)	(2.53)

* The Company's Consolidated financial results for quarter and nine months ended December 31, 2016 are prepared in accordance with Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules 2015. The adoption of Ind AS was carried out in accordance with Ind AS 101, using April 1, 2015 as the transition date. As required by Ind AS 101, all Ind AS standards and interpretations are applied consistently and retrospectively wherever required for all fiscal periods presented. The resulting difference between the carrying amounts of assets and liabilities in the financial results under both Ind AS and Indian GAAP as at the transition date have been recognized directly in equity as at transition date. These financial results were subject to limited review by the Statutory Auditors of the Company.

Note:

1 (a) The above results have been reviewed by the Audit Committee and approved by the Board of Directors at its meeting held on February 09, 2017.

(b) Key numbers of Standalone Financial Results of the Company for the quarter and nine months ended December 31, 2016 are as under:

Rs. in lakhs

Particulars	Quarter ended			Nine Months ended		Year ended
	December 31, 2016 (Unaudited)*	September 30, 2016 (Unaudited)*	December 31, 2015 (Unaudited)*	December 31, 2016 (Unaudited)*	December 31, 2015 (Unaudited)*	March 31, 2016 (Unaudited)*
Total Income from Operations	7,937	8,583	9,474	25,196	30,262	38,738
Profit / (Loss) before Tax	444	3,327	883	5,353	4,006	1,470
Net Profit / (Loss) after Tax	462	2,878	267	4,597	2,382	(212)

The Unaudited standalone results of OnMobile Global limited is 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 : OnMobile Singapore Pte Limited, PT OnMobile Indonesia, OnMobile Europe B.V., OnMobile S.A., OnMobile USA LLC, Servicios De Telefonia 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 Telefonia S.A. DE C.V., OnMobile Kenya Telecom Limited , OnMobile Telecom Limited , OnMobile Global Spain S.L.U, OnMobile Costa Rica OBCR SA. , OnMobile Uganda Limited, OnMobile Zambia Telecom Limited, OnMobile Madagascar Telecom Limited, OnMobile Rwanda Telecom Limited, OnMobile Nigeria Telecom Limited, OnMobile Tanzania Telecom Limited, OnMobile Ghana Telecom Limited, OnMobile Telecom (SL) Limited, OnMobile Global Solutions Canada Limited, OnMobile Global Italy S.R.L, Onmobile Turkey Telekomunikasyon Sistemleri Limited Şirketi, Onmobile Telecom Burkina Faso, SARL, OnMobile Portugal SGPS, OnMobile Live Inc., Fonestarz Media Group Limited., 2dayUK Limited., Fonestarz Media (licensing) Limited., Daius Limited., Fonestarz Limited., Livewire Mobile (Australia) PTY Limited., Fonestarz Media Limited, OnMobile Global Czech Republic s.r.o., OnMobile Global Limited Columbia S.A.S., OnMobile Global South Africa (PTY) LTD and OnMobile Latam Holding, S.L and associate Mobile Voice Konnect Private Limited.

3 (a). Reconciliation of the Consolidated financial results to those reported under previous Generally Accepted Accounting Principles (GAAP) are summarised as follows:

Rs. in lakhs

Particulars	Quarter ended December 31, 2015 (Unaudited)	Nine months ended December 31, 2015 (Unaudited)	Year ended March 31, 2016 (Unaudited)	Note
Profit / (Loss) after tax as reported under previous GAAP	**(763)**	**(653)**	**(1,264)**	
Impact of translation of financial statements of foreign operations	(347)	(238)	(1,096)	i.
Impact of recognising the cost of the employee stock option scheme at fair value	(144)	(450)	(559)	ii.
Reclassification of actuarial gains/(losses), arising in respect of employee benefit schemes, to Other Comprehensive Income (OCI)	15	5	30	iii.
Tax adjustments on above	(11)	47	120	
Profit after Tax as reported under Ind AS	**(1,250)**	**(1,289)**	**(2,769)**	
Other Comprehensive Income/ (Loss) (Net of tax)	202	(182)	731	
Total Comprehensive Income as reported under IndAS	**(1,048)**	**(1,471)**	**(2,038)**	

b. Reconciliation of Equity as reported under previous GAAP summarised as follows:

Rs. in lakhs

Particulars	As at March 31, 2016	As at April 1, 2015	Note
Equity under previous GAAP	60,381	65,687	
Proposed dividend and tax thereon	1,952	1,972	iv.
Others	(469)	(726)	i.
Equity as per Ind AS	**61,864**	**66,933**	

i. Under the previous GAAP, foreign currency transactions of the Company's integral foreign operations were accounted at the exchange rates prevailing on the date of the transaction or at rates that closely approximate the rate at the date of the transaction; and exchange differences arising on settlement/ restatement of Short-term foreign currency monetary assets and liabilities were recognised as income or expense in the Statement of Profit and Loss.

Under Ind AS, the functional currency of the foreign operations were assessed at transition date and were concluded as the currency of the economic environment of the foreign operations. The results and financial position of the entities whose functional currency is different from the reporting currency (INR) are recognised in Other Comprehensive Income as a Foreign Currency Translation Reserve as follows:

a. assets and liabilities are translated at the closing rate at the date of that balance sheet; and

b. income and expenses are translated at exchange rates at the dates of the transactions.

ii. Under the previous GAAP, the cost of employee stock options under the various stock options of the Company was recognised using the intrinsic value method. Under this method, no expense was recognised in the Statement of Profit and Loss as the fair value of the shares under the grant on the date of grant equalled its exercise price. Under Ind AS, the cost of the employee stock options is recognised in the Statement of Profit and Loss over the vesting period based on the fair value of the options at the grant date.

iii. Under the previous GAAP, all actuarial gains and losses were recognised in the Statement of Profit and Loss. Under Ind AS, actuarial gains and losses that form part of remeasurement of the net defined benefit liability / asset and the corresponding tax effect thereon are recognised in Other Comprehensive Income.

iv. Under Ind AS, liablity for dividend is recognised in the period in which the obligation to pay is established. Under the previous GAAP, the liability for dividend was recognised in the period to which the dividend relates, though the dividend is approved by the shareholders subsequent to reporting date. Consequently dividend payable is lower and retained earnings is higher under Ind AS.

4 During the year ended March 31, 2016, OnMobile SA, a wholly owned subsidiary of OnMobile Europe B.V., had entered into an agreement with Voicebox Technologies France S.A.S., for the divestment of certain speech technology assets for a consideration of Euro 650,000 and accordingly recorded the gain on sale of assets under "Other Income" for the year ended March 31, 2016 in the above consolidated financial results.

5 The Company had made a public announcement on February 11, 2016 for buy back of maximum 5,600,000 equity shares for an amount not exceeding Rs.7,000 lakhs. As on September 30, 2016, the buy back of 5,600,000 equity shares was finalised and extinguished aggregating to Rs.6,401 lakhs.

6 The Company is engaged in providing value added services in telecom business and its operations are considered to constitute a single reportable segment in the context of Ind AS 108 - "Operating Segments".

7 Exceptional items represents:

(i) For the year ended March 31, 2016:

(a) During the quarter ended December 31, 2015, the Argentina Government devalued its currency Argentine Peso (ARS). The exceptional item during the quarter ended December 31, 2015 represents the loss of Rs. 1,009 lakhs on restatement of the assets and liabilities from foreign currency to functional currency related to ARS at the period end rates after such devaluation.

(b) During the quarter ended March 31, 2016, the Venezuela Government introduced a new foreign currency exchange system - 'DICOM' replacing the previous 'SIMADI" system resulting in devaluation of Venezuelan Bolivar Fuerte (VEF) currency. Accordingly, the Company had used DICOM exchange rate for restatement of the assets and liabilities from foreign currency to functional currency related to VEF and charged off Rs. 870 lakhs in the consolidated results.

(c) During the quarter ended March 31, 2016, the Central bank of Egypt had devalued its currency Egyptian Pound (EGP) against USD to strengthen its economic growth. Accordingly the Company had used period end rates after such devaluation for restatement of the assets and liabilities from foreign currency to functional currency related to EGP and charged off Rs. 421 lakhs in the consolidated results.

(ii) For the quarter and nine months ended December 31, 2016:

The Central bank of Egypt had devalued its currency Egyptian Pound (EGP) against USD to strengthen its economic growth. Accordingly the Company had used period end rates after such devaluation to remeasure the monetary assets and liabilities from foreign currency to functional currency related to EGP and charged off Rs. 1,721 lakhs in the consolidated results.

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

on Behalf of Board of Directors

Rajiv Pancholy
Chief Executive Officer & Managing Director

Place: New Delhi
Date: February 09, 2017

Deloitte
Haskins & Sells

Chartered Accountants
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INDEPENDENT AUDITOR'S REVIEW REPORT ON REVIEW OF INTERIM FINANCIAL RESULTS

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 Parent") and its subsidiaries (the Parent and its subsidiaries together referred to as "the Group"), and its share of the loss of its associate for the quarter and nine months ended December 31, 2016 ("the Statement"), being submitted by the Parent pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016.

   This Statement which is the responsibility of the Parent's Management and approved by the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India. 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 Parent's 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 results of the entities listed in Annexure 1.

4. 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 aforesaid Indian Accounting Standards and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016, including the manner in which it is to be disclosed, or that it contains any material misstatement.

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

V.Balaji
Partner
(Membership No. 203685)

BENGALURU, February 9, 2017
VB/KNK/2017

Deloitte
Haskins & Sells

Annexure 1 (referred to in paragraph 3 of our Review report dated February 9, 2017 on the Consolidated Unaudited Financial Results of OnMobile Global Limited)

The results of the following entities have been included in the Statement.

Sl No.	Name of the entity
1	Parent Company
	Onmobile Global Limited
2	Subsidiaries
	OnMobile Singapore Pte Limited
	PT OnMobile Indonesia
	OnMobile Europe B.V.
	OnMobile S.A. (erstwhile Telisma S.A)
	OnMobile USA LLC
	Servicios De Telefonia 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 Telefonia S.A. DE C.V.
	OnMobile Kenya Telecom Limited
	OnMobile Telecom Limited
	OnMobile Global Spain S.L.U
	OnMobile Costa Rica OBCR SA.
	OnMobile Uganda Limited
	OnMobile Zambia Telecom Limited
	OnMobile Madagascar Telecom Limited
	OnMobile Rwanda Telecom Limited
	OnMobile Nigeria Telecom Limited
	OnMobile Tanzania Telecom Limited
	OnMobile Ghana Telecom Limited
	OnMobile Telecom (SL) Limited
	OnMobile Global Solutions Canada Limited
	OnMobile Global Italy S.R.L
	Onmobile Turkey Telekomunikasyon Sistemleri Limited Şirketi
	Onmobile Telecom Burkina Faso SARL
	OnMobile Portugal SGPS
	OnMobile Live Inc
	Fonestarz Media Group Limited
	2dayUK Limited
	Fonestarz Media (Licensing) Limited
	Daius Limited
	Fonestarz Limited
	Livewire Mobile (Australia) PTY Limited

Sl No.	Name of the entity
2	Subsidiaries (continued)
	Fonestarz Media Limited
	OnMobile Global Czech Republic s.r.o.
	OnMobile Global Limited Columbia S.A.S.
	OnMobile Global South Africa (PTY) LTD
	OnMobile Latam Holding S.L.
3	Associate
	Mobile Voice Konnect Private Limited