

January 28, 2014

To,
The Secretary
National Stock Exchange of India Ltd
Exchange Plaza, C/1, Block G,
Bandra Kurla Complex, Bandra (East)
Mumbai – 400 051
NSE Symbol: ONMOBILE

To,
The Secretary
Bombay Stock Exchange
P J Towers, Dalal Street, Fort,
Mumbai – 400 001
BSE Symbol: 532944

Dear Sir,

Sub: Outcome of the Board Meeting

This is with reference to our letter dated January 6, 2014, informing about the Board meeting being held on January 28, 2014.

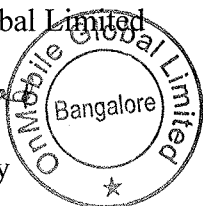
The Board of Directors of OnMobile Global Limited at their meeting held on January 28, 2014, in terms of Clause 41 of the listing agreement have *inter alia* considered, approved and taken on record the unaudited financial results of the Company for the quarter ended December 31, 2013. A copy of the unaudited financial results (Standalone and Consolidated) along with the Limited Review report of the auditors thereon is enclosed.

Requesting you to please take the same on record.

Thanking you,

Yours Sincerely,
For OnMobile Global Limited


P V Varaprasad
Company Secretary



Enclosure: a/a

**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 Nine months ended December 31, 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 Nine months ended December 31, 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, 28 January, 2014
VB/VBA/SMG/2014

OnMobile Global Limited

Financial Results for the Quarter and Nine months ended December 31, 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			Nine months ended		Year ended
		December 31, 2013 (Unaudited)	September 30, 2013 (Unaudited)	December 31, 2012 (Unaudited)	December 31, 2013 (Unaudited)	December 31, 2012 (Unaudited)	March 31, 2013 (Audited)
1	Income from Operations						
	(a) Telecom Value Added Services	9,001	11,090	9,650	31,114	35,318	46,643
	(b) Other Operating Income	1,704	1,570	3,419	4,909	3,419	4,339
	Total Income from Operations	10,705	12,660	13,069	36,023	38,737	50,982
2	Expenses						
	(a) Cost of sales and services						
	- Content fee and royalty	1,204	892	1,187	2,672	4,635	5,447
	- Other sales and services	1,180	1,350	962	3,561	3,287	4,666
	(b) Employee benefits expense	3,934	4,167	3,917	12,526	12,178	15,454
	(c) Depreciation and amortisation expenses	2,283	2,485	2,363	7,254	6,979	9,227
	(d) Business development expenses	336	347	21	1,056	3,637	4,241
	(e) Other Expenses	2,271	2,513	2,433	7,406	7,148	9,820
	Total Expenses	11,208	11,754	10,883	34,475	37,864	48,855
3	Profit/(loss) from operations before Other income and Finance cost (1-2)	(503)	906	2,186	1,548	873	2,127
4	Other Income	(255)	1,051	671	1,737	1,352	1,614
5	Profit/(loss) before Finance costs (3+4)	(758)	1,957	2,857	3,285	2,225	3,741
6	Finance costs	70	78	53	183	187	226
7	Profit/(loss) before tax (5-6)	(828)	1,879	2,804	3,102	2,038	3,515
8	Tax expense	(252)	345	(43)	826	813	876
9	Net profit/(loss) for the period (7-8)	(576)	1,534	2,847	2,276	1,225	2,639
10	Paid up equity share capital (Face value of Rs 10/- each)	11,424	11,423	11,403	11,424	11,403	11,415
11	Reserves excluding revaluation reserves						72,218
12	Earnings/(loss) per share (in Rs) (not annualised)						
	(a) Basic	(0.5)	1.3	2.5	2.0	1.1	2.3
	(b) Diluted	(0.5)	1.3	2.4	2.0	1.0	2.3
Part- II							
Select Information for the Quarter and Nine months ended December 31, 2013							
A	PARTICULARS OF SHAREHOLDING						
1	Public Shareholding						
	- Number of shares	7,05,17,933	7,04,59,648	7,02,11,780	7,05,17,933	7,02,11,780	7,03,79,128
	- Percentage of shareholding	61.73	61.68	61.58	61.73	61.58	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	4,37,17,569	4,37,73,696	4,38,13,694	4,37,17,569	4,38,13,694	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)	38.27	38.32	38.42	38.27	38.42	38.35

B INVESTOR COMPLAINTS

Particulars	Quarter ended December 31, 2013
Pending at the beginning of the quarter	-
Received during the quarter	11
Disposed of during the quarter	11
Remaining unresolved at the end of the quarter	-

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 January 28, 2014.
- 2 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.
- 3 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.
- 4 The net gain on foreign currency transactions and translations included in Other Income for the nine months ended December 31, 2013 is Rs. 1,149 Lakhs and Net loss for the quarter ended December 31, 2013 is Rs 476 lakhs and gain for the quarter ended September 30, 2013 was Rs. 885 Lakhs. Net loss included in Other expenses for the nine months ended December 31, 2012 was Rs. 312 Lakhs and net gain for the quarter ended December 31, 2012 was Rs. 155 Lakhs and the loss for the year ended March 31, 2013 was Rs. 623 Lakhs.
- 5 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. The "other operating income" and the consequent profit for the quarter ended December 31, 2012 would have been lower by Rs. 2,960 lakhs, had the policy been applied for earlier quarters.
- 6 Previous period figures have been reclassified/ regrouped wherever necessary.

on behalf of Board of Directors



Chandramouli J
Managing Director

Place: Bangalore

Date: January 28, 2014

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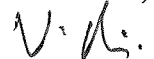
**INDEPENDENT AUDITORS' REVIEW REPORT
TO THE BOARD OF DIRECTORS OF
ONMOBILE GLOBAL LIMITED**

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 Nine months ended December 31, 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 Statement, whose interim financial information reflect total revenues of Rs. 2,344 lakhs and Rs. 6,555 lakhs for the Quarter and Nine months ended December 31, 2013, respectively, and total loss after tax of Rs. 446 lakhs and Rs. 966 lakhs for the Quarter and Nine months ended December 31, 2013, respectively, as considered in the Statement. 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 and based on consideration of unaudited interim financial information of subsidiaries referred to in paragraph 5 below, 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.

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5. The Statement includes the interim financial information of twenty two subsidiaries which have not been reviewed by the auditors, whose interim financial information reflects total revenues of Rs.387 lakhs and Rs.1,203 lakhs for the Quarter and Nine months ended December 31, 2013, respectively, and total loss after tax of Rs. 289 lakhs and Rs. 923 lakhs for the Quarter and Nine months ended December 31, 2013, respectively, as considered in the Statement. The interim financial information of these subsidiaries 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 the Statement 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 Nine months ended December 31, 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, 28 January, 2014
VB/VBA/SMG/2014

OnMobile Global Limited

Consolidated Financial Results for the Quarter and nine months ended December 31, 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			Nine Months ended		Year ended
		December 31, 2013 (Unaudited)	September 30, 2013 (Unaudited)	December 31, 2012 (Unaudited)	December 31, 2013 (Unaudited)	December 31, 2012 (Unaudited)	March 31, 2013 (Audited)
1	Income from Operations Telecom Value Added Services	22,547	22,503	17,616	64,019	54,117	72,527
	Total Income from Operations	22,547	22,503	17,616	64,019	54,117	72,527
2	Expenses						
	(a) Cost of sales and services						
	- Content fee and royalty	3,545	3,768	1,644	9,046	5,802	6,987
	- Other sales and services	2,208	1,001	403	4,007	2,931	3,957
	- Consumption of materials	-	-	211	-	211	211
	(b) Employee benefits expense	9,289	9,108	7,229	25,913	22,294	28,905
	(c) Depreciation and amortisation expenses	3,430	3,599	2,546	9,990	7,407	9,862
	(d) Other Expenses	4,550	5,272	3,756	14,555	11,440	17,531
	Total Expenses	23,022	22,748	15,789	63,511	50,085	67,453
3	Profit / (loss) from operations before Other income and Finance cost (1-2)	(475)	(245)	1,827	508	4,032	5,074
4	Other Income	(152)	1,257	801	2,333	1,767	2,204
5	Profit / (loss) before Finance cost (3+4)	(627)	1,012	2,628	2,841	5,799	7,278
6	Finance costs	112	120	57	276	213	270
7	Profit / (loss) before Tax (5-6)	(739)	892	2,571	2,565	5,586	7,008
8	Tax expense	98	740	507	1,844	1,948	2,290
9	Net profit / (loss) for the period (7-8)	(837)	152	2,064	721	3,638	4,718
10	Paid up equity share capital (Face value of Rs 10/- each)	11,424	11,423	11,403	11,424	11,403	11,415
11	Reserves excluding revaluation reserves						79,487
12	Earnings per share (in Rs) (not annualised)						
	(a) Basic	(0.7)	0.1	1.8	0.6	3.2	4.1
	(b) Diluted	(0.7)	0.1	1.7	0.6	3.0	4.1

Part- II

Select Information for the Quarter and nine months ended December 31, 2013

A PARTICULARS OF SHAREHOLDING							
1	Public Shareholding						
	- Number of shares	7,05,17,933	7,04,59,648	7,02,11,780	7,05,17,933	7,02,11,780	7,03,79,128
	- Percentage of shareholding	61.73	61.68	61.58	61.73	61.58	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	4,37,17,569	4,37,73,696	4,38,13,694	4,37,17,569	4,38,13,694	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)	38.27	38.32	38.42	38.27	38.42	38.35

B INVESTOR COMPLAINTS

Particulars	Quarter ended December 31, 2013
Pending at the beginning of the quarter	-
Received during the quarter	11
Disposed off during the quarter	11
Remaining unresolved at the end of the quarter	-

Notes:

- The above results have been reviewed by the Audit Committee and taken on record by the Board of Directors at its meeting held on January 28, 2014.
- 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 (liquidated) , 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 Konnect 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., Daius Limited., Fonestarz Limited., Fonestarz Media (Australia) PTY Limited., Fonestarz Media Limited (part of Livewire acquisition refer note 3 below), OnMobile Global Czech Republic s.r.o. (incorporated on September 17, 2013), OnMobile Global Limited Columbia S.A.S. (incorporated on November 28, 2013) .
- 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. The net profit / (loss) for the quarter and nine months ended December 31, 2013 includes net loss of Rs. 1,096 lakhs and Rs. 1,854 lakhs respectively, which includes depreciation and amortisation on assets acquired of Rs. 649 lakhs and Rs. 1,167 lakhs respectively pertaining to business acquired from Livewire Mobile.
- 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 nine months ended December 31, 2013 is Rs. 1,327 Lakhs and Net loss for the quarter ended December 31, 2013 is Rs 553 lakhs and gain for the quarter ended September 30, 2013 was Rs. 890 Lakhs. Net loss included in Other expenses for the nine months ended December 31, 2012 was Rs. 343 Lakhs and net gain for the quarter ended December 31, 2012 was Rs. 416 Lakhs and the loss for the year ended March 31, 2013 was Rs. 1,168 Lakhs.
- 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".
- Previous period figures have been reclassified/ regrouped wherever necessary.

on behalf of Board of Directors


Chandramouli J
Managing Director

Place: Bangalore

Date: January 28, 2014

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