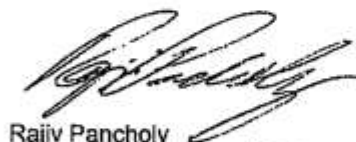


FORM A

(Pursuant to Clause 31(a) of the Listing Agreement)

1	Name of the Company	OnMobile Global Limited
2	Annual financial statements for the year ended	March 31, 2015
3	Type of Audit observation	Un-qualified
4	Frequency of observation	Not applicable

For OnMobile Global Limited



Rajiv Pancholy
Managing Director and CEO

For OnMobile Global Limited



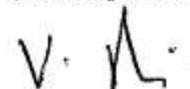
Sanjay Baweja
Chairman of Audit Committee

For OnMobile Global Limited



Praveen Kumar K J
Chief Financial Officer

For Deloitte Haskins & Sells
Chartered Accountants
(Firm Registration No. 0060723)



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

OnMobile Global Limited

Regd Office : Tower #1, 94/1C & 94/2, Veerasandra, Attibele Hobli,

Anekal Taluk, Electronic city Phase 1, Bangalore 560100, INDIA

Tel No - +91 80 40096000 | F: +91 80 40096009

E mail – investors@onmobile.com

CIN No – L64202KA2000PLC027860

onmobile.com



2015
OnMobile
Annual Report

Elevated by connections

Through the creation of an interconnected, user-centric, and cohesive business that brings people together, OnMobile will continue the upward trajectory, elevating itself to achieve resounding success.





1.1
Billion

RBT Reach

Daily RBT plays

500
Million

61
Million

RBT Subscribers

Contents



3



A year of change



5



A new beginning



7



8



9



10



14



32



71



78



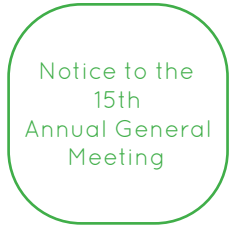
82



117



118



147

Welcome

“We’ve overcome daunting challenges.

Now we’re ready to make a difference, offering consumers the solutions and experience they crave.

An exciting future beckons.”



A year of change

Chairman's message



**François-Charles
Sirois**

Dear Shareholders,

2014-2015 was a year of transition with many changes on the Board, the executive team and our general operations. At the beginning of the year, it was already very clear that some changes to the business plan were required in order to maintain profitability and establish a stronger base for a winning long-term strategy. I am very pleased to report that the team stepped up to the challenge, delivering 100% of the revised annual operational budget and hitting the key milestones required to be back on track.

Efficient operations

Cost reductions and accountability on expenses across the organization was rapidly established with total operational expenditures reducing from 23% of revenues in the previous year to 19% of revenues in FY 14-15. The operational teams were restructured to deliver better operational efficiencies resulting in a 33% manpower cost on revenues in 2014-15 down from 41% the year before. While these changes were very challenging for the general mood and moral, the current employees' satisfaction rate increased to 2.78 (on a scale of 4), from 2.40 last year, an overall increase of 16%.

Global scale

Global scale is very important in our short-term and long-term strategies. To successfully achieve this, we had to rationalize our extensive product portfolio to focus mainly on our global products. During the year, both our RBT and CVAS services have grown worldwide with many new contracts in Europe and Latin America giving us

a total addressable base of 1.58 billion mobile users. The number of paying subscribers on RBT grew to 61 million (up from 55 million the previous year) and we now have surpassed 500 million music plays per day.

A promising future in digital media

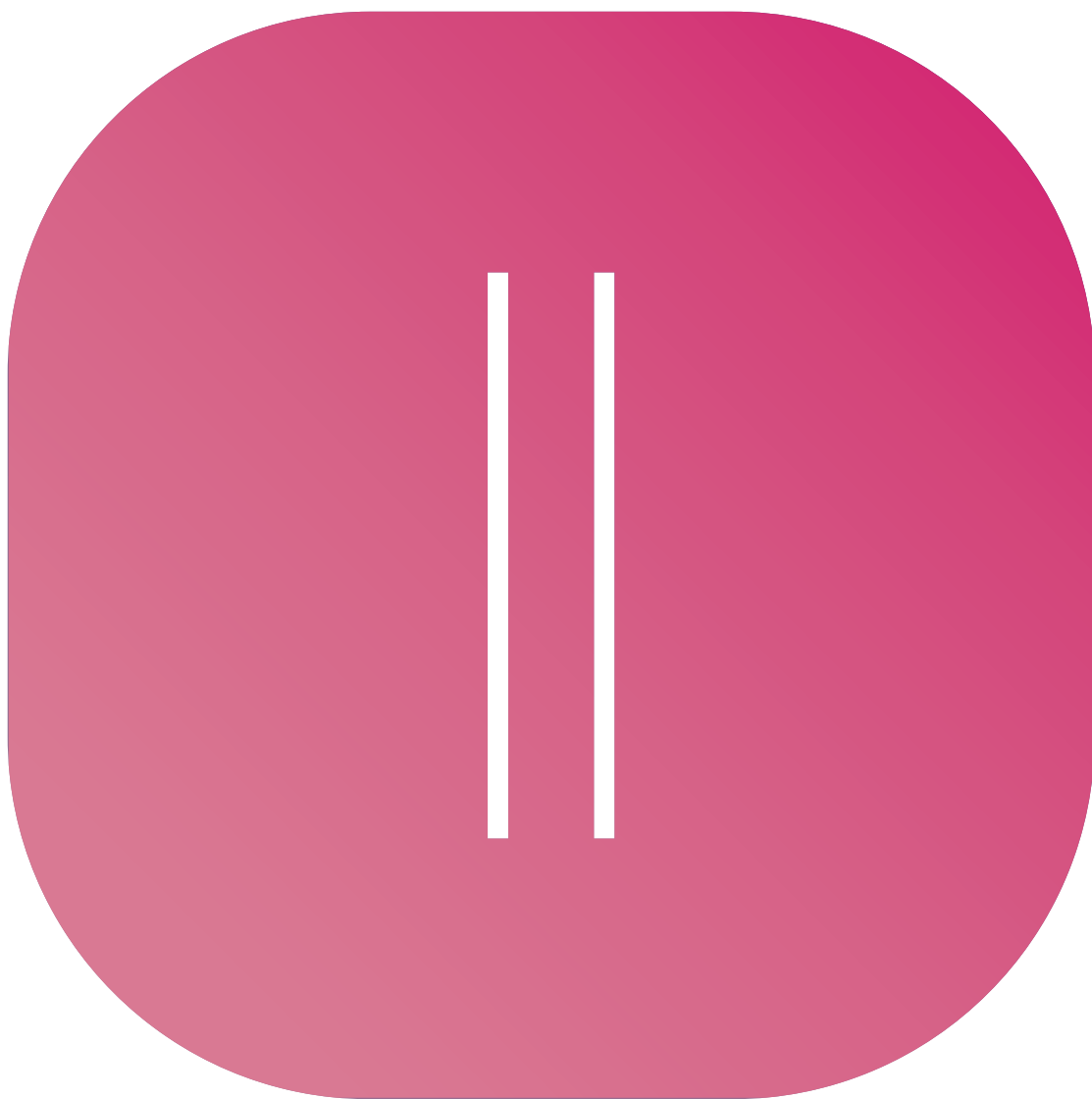
Our deep expertise in mobile services in emerging markets provides us with a great opportunity as the next 3 billion smartphone owners will change the global digital media landscape over the next five years. It is our priority to develop and launch new innovative mobile applications that will be relevant to consumers, triggering daily interactions and confirming our transition from a service company to a dynamic product organization that delivers a true and complete experience.

Solid cash position

OnMobile generated 1,147 million INR of free cash flow for the year, ending with a strong balance sheet of 2,713 million INR available cash. This strong cash position enables us to be more flexible in developing our new strategies. To satisfy some of our shareholders demands, the company completed a 5.8 million share buyback for a total consideration of 443 million INR in January 2015.

Finally, I would like to thank you for your strong support this year and rest assured that myself, the Board of directors and the executive team are fully committed to generating a steady increase in our shareholders' value.

François-Charles Sirois



A new beginning

CEO's message



Rajiv Pancholy
CEO & MD

Dear Shareholders,

At the start of the last financial year, we undertook an in-depth review of all facets of the company's business, and came to the conclusion that urgent action was required to restore profitability, and lay the foundation for the long-term success of OnMobile.

The changes we contemplated were vast in scope, and touched every aspect of the company.

Restoring trust

First and foremost, we had to exercise sound financial management, to win back the trust of our shareholders, customers, and employees. This had to be achieved very quickly, but more importantly, it had to be done with transparency and integrity. This was a major undertaking, but as our Chairman Francois-Charles has described in detail, we achieved all the objectives in a relatively short time frame.

Growing the business

Maintaining the status-quo is never an option in any business, so we had the additional challenge of growing our business even as we were pre-occupied with major changes within the company. I am pleased to report that we had major wins during the year, the most notable ones being:

- Successful deployment of our flagship Ring Back Tone offering in eight African countries of the MTN Group.
- Our first ever, and a very successful RBT service deployment with an operator in Malaysia.
- A major win in Bangladesh with Robi, thus becoming a dominant player in Bangladesh.
- Launch of RBT service with Oi in Brazil, garnering a majority market share in Brazil.
- In India, becoming the sole provider of RBT service to Tata Teleservices.

Last, but most significant, was the launch of our Smartphone based App, called Yavoy, in Telefonica in Spain. This was our first step towards recognizing the global transition to smartphones, and making our products and services relevant to the users of Smartphones.

All this was facilitated by our communication with our customers. It was a message of renewal, vigour, and commitment, which has caused them to re-engage and reconnect with OnMobile.

Laying the foundation for the future

As we look ahead, we are enthused by assets that we can build upon. We have global reach with deployments in five continents. We have an addressable market of over a billion users, with a healthily growing base of over 60 million paying users.

Our vision of the future is best captured in the graphics of this Annual Report. Given that we will be introducing products that are relevant to Smartphone users, the colors depict the way in which a family of Apps will manifest themselves on a Smartphone screen. The overlap between these icons symbolizes two things. First, a consistent and seamless customer experience underpinned by a common brand. Second, the people of OnMobile, across five continents, working arm-in-arm as one team to drive success.

Finally, our success in all arenas was made possible by the cohesion in the leadership team, and the commitment and tenacity of each and every employee. For this, I am most grateful. On behalf of the leadership team, I would like to re-iterate our commitment to creating superior shareholder value in the years to come.

Rajiv Pancholy

Management team



Rajiv Pancholy
CEO & MD



Sanjay Bhambri
Chief Commercial Officer



Praveen Kumar K J
Chief Financial Officer



Florent Stroppa
Senior Vice President
- Products



Christy George
Senior Vice President
- Engineering



Frederic Lavoie
Senior Vice President
- Global Content and
Multi-Media Strategy



Rajesh Pandey
Global Head
- Human Resources



Bikram Sherawat
Vice President
- Asia & India



Biswajit Nandi
Vice President
- Africa & Middle East



Ignacio Martin Velasco
Vice President
- Europe



Jacks Sterenfeld
Vice President
- Latin America



Madhusudan Narayanan
Vice President
- Marketing

Corporate Information and Board of Directors*

Board of Directors

François-Charles Sirois	Executive Chairman
Rajiv Pancholy	Managing Director and CEO
Rajiv Khaitan	Independent Director
Nancy Cruickshank	Independent Director
Sanjay Baweja	Independent Director
Nehchal Sandhu	Independent Director
Pascal Tremblay	Independent Director

Board Committees

Audit Committee

Sanjay Baweja	Chairman
Rajiv Khaitan	Member
Pascal Tremblay	Member

Nomination and Compensation Committee

Nancy Cruickshank	Chairperson
Pascal Tremblay	Member
Nehchal Sandhu	Member

Stakeholders Relationship Committee

Rajiv Khaitan	Chairman
Sanjay Baweja	Member
Nehchal Sandhu	Member

Corporate Social Responsibility Committee

Pascal Tremblay	Chairman
Rajiv Pancholy	Member
Nancy Cruickshank	Member

Risk Management Committee

Nehchal Sandhu	Chairman
Rajiv Khaitan	Member
Nancy Cruickshank	Member
Sanjay Baweja	Member

Company Secretary

P V Varaprasad

Statutory Auditors

Deloitte Haskins & Sells

Internal Auditors

Grand Thornton India LLP

Bankers

Kotak Mahindra Bank Limited

DBS Bank Limited

HSBC

Citibank N A

ICICI Bank Limited

State Bank of India

IDBI Bank Limited

Punjab National Bank

Canara Bank

Axis Bank Limited

HDFC Bank Limited

Banco Santander, S.A

BBVA Banco Continental

Bank of Cyprus

Banco de Chile

BancaPopolare Di Milano

Eco Bank

Banco De America Central

Registered Office

E City, Tower 1, #94/1C & 94/2, Veerasandra, Attibele Hobli, Anekal Taluk, Electronic City, Phase 1, Bangalore 560 100, Karnataka, India

T +91 80 4009 6000; F + 91 80 4009 6009

E investors@onmobile.com

www.onmobile.com

CIN L64202KA2000PLC027860

Registrar and Share Transfer Agent

Karvy Computershare Private Limited

Karvy Selenium Tower B, Plot No. 31-32,

Gachibowli Financial District, Nanakramguda, Serilingampally Mandal Hyderabad – 500 032

T +91 40 6716 1500

F +91 40 2342 0814

E einward.ris@karvy.com

* The constitution of the Board and the Committees is as on August 1, 2015.

Subsidiaries and Branches of the Company

I. List of Subsidiaries of the Company

OnMobile Global Limited has the following Subsidiary Companies as on March 31, 2015:

Sl.No	Name of the Subsidiary Company	Country
1	OnMobile Singapore Pte. Ltd.	Singapore
2	PT OnMobile Indonesia	Indonesia
3	OnMobile S.A (Erstwhile Telisma S.A)	France
4	OnMobile Europe B.V.	Netherlands
5	OnMobile USA LLC	USA
6	Servicios De Telefonía OnMobile SA De Cv	Mexico
7	OnMobile Servicios Corporativos De Telefonía S.A. DE C.V.	Mexico
8	OnMobile Global SA	Argentina
9	OnMobile De Venezuela C.A.	Venezuela
10	OnMobile Brasil Sistemas De Valor Agregado Para Comunicacoes Moveis Ltda	Brasil
11	OnMobile Global for Telecommunications Services	Egypt
12	OnMobile Uruguay SA	Uruguay
13	OnMobile Senegal SARL	Senegal
14	OnMobile Mali SARL	Mali
15	OnMobile Bangladesh Private Limited	Bangladesh
16	OnMobile Kenya Telecom Limited	Kenya
17	OnMobile Telecom Limited	Malawi
18	OnMobile Costa Rica OBCR, S.A.	Costa Rica
19	OnMobile Global Spain, S.L.U	Spain
20	OnMobile Tanzania Telecom Limited	Tanzania
21	OnMobile Zambia Telecom Limited	Zambia
22	OnMobile Uganda Limited	Uganda

Sl.No	Name of the Subsidiary Company	Country
23	OnMobile Madagascar Telecom Limited	Madagascar
24	OnMobile Rwanda Telecom Limited	Rwanda
25	OnMobile Nigeria Telecom Limited	Nigeria
26	OnMobile Ghana Telecom Limited	Ghana
27	OnMobile Global Solutions Canada Limited	Canada
28	OnMobile Telecom Sierra Leone Limited	Sierra Leone
29	OnMobile Global Italy SRL	Italy
30	OnMobile Turkey Telekomunikasyon Sistemleri Limited Şirketi	Turkey
31	OnMobile Portugal SGPS, Unipessoal Lda (Zona Franca da Maderia)	Portugal
32	OnMobile Telecom Burkina Faso, S.A.R.L.	Burkina Faso
33	OnMobile Live Inc	USA
34	OnMobile Global Czech Republic S.R.O.	Czech Republic
35	FoneStarz Media Group Limited	UK
36	2dayUK Limited	UK
37	FoneStarz Limited	UK
38	FoneStarz Media Limited	UK
39	FoneStarz Media (Licensing) Limited	UK
40	Daius Limited	UK
41	FoneStarz Media (Australia) PTY Limited	Australia
42	OnMobile Global Limited Colombia S.A.S	Colombia
43	OnMobile Global South Africa (PTY) Ltd	South Africa
44	OnMobile Latam Holding, SL	Spain

II. List of Branches/Representative offices of the Company

Along with the above said subsidiary companies, OnMobile Global Limited has the following Branches/Representative offices as on March 31, 2015:

Sl No.	Branch Locations
1	Mumbai, India
2	Gurgaon, India
3	Dhaka, Bangladesh
4	Kualampur, Malaysia
5	London, UK
6	Sydney, Australia
7	Pretoria, South Africa
8	Dubai, UAE
9	Colombo, Sri Lanka
10	Bucarest, Romania
11	Madrid, Spain
12	Nicosia, Cyprus
13	Guatemala City, Guatemala
14	Kathmandu, Nepal

Sl No.	Branch Locations
15	Milan, Italy
16	Dar essalam, Tanzania
17	Santiago , Chile
18	Panama City, Panama
19	Guyaquil, Ecuador
20	Managua, Nicaragua
21	San Salvador, EL Salvador
22	Lima, Peru
23	Bangalore (SEZ), India
24	Noida (SEZ), India
25	Niamey, Niger
26	Democratic Republic of Congo
27	Doha, Qatar
28	Conkary, Guinea Republic

Contact Information

ASIA-PACIFIC

INDIA

BANGALORE

OnMobile Global Ltd – Corporate Registered office
Tower # 1 94/1 C & 94/2, Veerasandra, Attibele Hobli,
Anekal Taluk, Electronic City, Pahse-1, Bangalore - 560100

OnMobile Global Ltd (Branch)
RMZ Eco world, Building # 1, 4th Floor, SEZ – Varthur Hobli,
Devarabeesanahalli Village, Outer Ring Road, Bangalore - 560103

MUMBAI

OnMobile Global Ltd - (Branch)
501/502, Sumer Plaza, Marol Maroshi Road, Marol Andheri (E),
Mumbai - 400059

GURGAON

OnMobile Global Ltd - (Branch)
Time Tower, #105-106, 1st Floor, M G Road (Opp.Gurgaon Central
Mall), Gurgaon- 122002

BANGLADESH

OnMobile Bangladesh Private Limited
Baliaaree (4th floor), Plot # 30, Road # 130,
South Avenue, Gulshan-1, Dhaka-1212, Bangladesh

OnMobile Global Limited - (Branch)
Baliaaree (4th floor), Plot # 30, Road # 130,
South Avenue, Gulshan-1, Dhaka-1212, Bangladesh

SRI LANKA (Branch)

OnMobile Global Limited, Srilanka
Level 5, No. 02, Castle Lane, Colombo 04, Sri Lanka

AUSTRALIA

FoneStarz Media (Australia) PTY Limited
St. Martin Tower, Level 9, 31 Market Street,
Sydney, NSW - 2000

OnMobile Global Limited - (Branch)
Level 11, 1 Margaret Street, Sydney, NSW – 2090, Australia
T +61 296571342

MALAYSIA (Branch)

OnMobile Global Limited, Malaysia
802, 8th Floor, Block C, Kelana Square, 17, Jalan SS7/26
47301 Petaling Jaya, Selangor Darul Ehsan

INDONESIA

PT OnMobile Indonesia
GD. Mayapada Tower, 11 Suit 01B, J1.Jend
Sudirman Kav 28, Karet, Setiabudi, Jakarta Selatan 12920,
Indonesia
+62 2152897330, F +62 2152897375

SINGAPORE

OnMobile Singapore Pte. Ltd.
78 Shenton Way #26-02A
Singapore 079120
Tel: +65 6223 4355 Fax: +65 6223 7955

MIDDLE EAST AND AFRICA

DUBAI (Branch)

OnMobile Global Limited, Dubai
#1803, Al Shatha Tower, Dubai Media city, Dubai

TANZANIA

OnMobile Global Limited - (Branch)
10th Floor, PPF Tower, Corner of Ohio Street/Garden Avenue,
P O Box 1559, Dar Es Salaam, Tanzania

OnMobile Tanzania Telecom Limited
10th Floor, PPF Tower, Corner of Ohio Street/Garden Avenue,
P O Box 1559, Dar Es Salaam, Tanzania

EGYPT

OnMobile Global For Telecommunication Services
Regus Cairo Nile City Towers, 22nd Floor,
North Tower, Nile City Towers, Cornich
El Nil RamietBoulak, Cairo, Egypt. P.O. 11624

MALAWI

OnMobile Telecom Limited
C/o Bdo Tax & Advisory Services Pvt Ltd, 6th Floor, Unit House,
12 Victoria Avenue. P.O. Box 3038 Blantyre. Malawi

MALI

OnMobile Mali SARL
Badalabougou Est – Rue 25 – Porte 271 BP 3013
Bamako – MALI

ZAMBIA

OnMobile Zambia Telecom Limited
3rd Floor, 74 Independence Avenue, Longacres, Lusaka, Zambia,
P.O. Box 31198, Lusaka

UGANDA

OnMobile Uganda Limited
3rd Floor, Diamond Trust Building, Plot 17/19 Kampala Road,
P.O.Box 7166, Kampala

RWANDA

OnMobile Rwanda Telecom Limited
C/o, PKF Rwanda Ltd
Plot 9901, Off Nyarutarama Road
P.O Box 341, Kigali, Rwanda

GHANA

OnMobile Ghana Telecom Limited
N.11 Adaman Loop, Abeka Junction, Tesano, Accra, P.O. Box AN
19113, Accra-North

BURKINA FASO

Onmobile Telecom Burkina Faso, S.A.R.L.
Secteur 15 Section 475 Lot 21 Parcelle 14 Ouagadougou
Tel: +226 503 744 48/ +226 702 711 40

SOUTH AFRICA

OnMobile Global South Africa (PTY) Limited
4th Floor, The Firs, Cradock Ave, Rosebank, Jonnesburg, South Africa

OnMobile Global Limited - (Branch)
4th Floor, The Firs, Cradock Ave, Rosebank, Jonnesburg, South Africa

SENEGAL

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

KENYA

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

MADAGASCAR

OnMobile Madagascar Telecom Limited
Escalier D 1 er etage, Immeuble FIARO, Ampefiloha ,
Antananarivo , Madagascar

NIGERIA

OnMobile Nigeria Telecom Limited
Addol House, 15 Ipm Avenue, Central Business District,
Alausa Ikeja Lagos, Nigeria

SIERRA LEONE

OnMobile Telecom Sierra Leone Limited
#12, Wilberforce Street, Regent House, Freetown

NIGER (Branch)

OnMobile Global Limited S.A.
BVD Mali Béro, rue YN 125 BP 11160 Niamey Niger

DEMOCRATIC REPUBLIC OF CONGO (Branch)

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

QATAR (Branch)

OnMobile Global Limited
P. O. Box 164

CONKARY, GUNIEA REPUBLIC - (Branch)

Telecom Burkina Faso, S.A.R.L.
Societe OnMobile Telecom Guinee
4ème étageimmeuble ChérifDiallo, boulevard Telly Diallo,
quartier Kouléwondy, commune de KALOUM, BP 1942, Conakry
République de Guinée

EUROPE

FRANCE

OnMobile S.A (Erstwhile Telisma S.A)
6 rue Duret, 75116 Paris – France
+33 1 73 44 27 22

ITALY

OnMobile Global Italy SRL
Milano (MI) Via CasatiFelice 20 Cap 20124

OnMobile Global Limited - (Branch)
Corso Plebisciti 8 - 20129 Milano

NETHERLANDS

OnMobile Europe B.V.
PrinsBernhardplein 200, 1097JB, Amsterdam
(Mailing: Postbus990, 1000AZ, Amsterdam)

ROMANIA (Branch)

56 Dacia Boulevard, B Building, Ground Floor, 2nd District,
Bucuresti

PORTUGAL

OnMobile Portugal SGPS,
Unipessoal Lda (Zona Franca de Maderia)
Rua dos Ilhéus n.º 6
Parish of São Pedro
9000 - 176 Funchal
Ilha da Madeira

CZECH REPUBLIC

OnMobile Global Czech Republic S.R.O
Jugoslávská 620/29, Vinohrady, Postal Code 120 00, Prague 2

UNITED KINGDOM

OnMobile Global Limited - (Branch)
Ground Floor Suit 2, Clare Hall, Parsons Green, St. Ives,
Cambridgeshire, PE 27 4WY

2dayUK Limited
505 PINNER ROAD, HARROW, MIDDLESEX
HA2 6EH

FoneStarz Media Limited
505 PINNER ROAD, HARROW, MIDDLESEX
HA2 6EH

Daius Limited
505 PINNER ROAD, HARROW, MIDDLESEX
HA2 6EH

FoneStarz Media Group Limited
505 PINNER ROAD, HARROW, MIDDLESEX
HA2 6EH

FoneStarz Limited
505 PINNER ROAD, HARROW, MIDDLESEX
HA2 6EH

FoneStarz Media (Licensing) Limited
505 PINNER ROAD, HARROW, MIDDLESEX
HA2 6EH

TURKEY

OnMobile Turkey Telekomunikasyon Sistemleri Limited Şirketi
VekoGiz Plaza Meydan Sk. N. 3/45 K.14 Oda.1407 MaslakSarıyer

CYPRUS (Branch)

OnMobile Global Limited, Cyprus
Lampousas, 1, P.C. 1095, Nicosia, Cyprus

SPAIN

OnMobile Global Spain, S.L.U. - (Branch)
Plaza Pablo Ruiz Picasso 1 Planta 38
Torre Picasso, 28020 Madrid

OnMobile Global Limited - (Branch)
Pza. Pablo Ruiz Picasso, 1, Torre Picasso, 28020
Madrid, Espana.

OnMobile Latam Holding, SL
Avenida de Europa Numero 24, Edificio Torona, Planta 1, Modulo
A, Letra C, del Parque Empresarial La Moraleja, codigo postal
28108 de Alcobendas, Madrid (Espana)

NORTH AMERICA

FLORIDA

OnMobile USA LLC (Registered office)
55, Merrick Way, Suite 220, Coral Gables, FL 33134, Office # 786-
309-2890

MEXICO

OnMobile Servicios Corporativos De Telefonía S.A. De C.V
Paseo de la Reforma No. 505 P-31, Col. Cuauhtemoc, Del.
Cuauhtemoc, CP. 06500, México, D.F

Servicios De Telefonía OnMobile SA. De Cv
Paseo de la Reforma No. 505 P-31, Col. Cuauhtemoc, Del.
Cuauhtemoc, CP. 06500, México, D.F

USA

OnMobile Live Inc. 55, Merrick Way, Suite 220, Coral Gables,
FL-33134

CANADA

OnMobile Global Solutions Canada Limited.
4480 Cote de Liesse, Suite 390
Ville Mont-Royal, Quebec, Canada, H4N 2R1

CENTRAL AMERICA

COSTA RICA

OnMobile Costa Rica OBCR, S.A.
San Jose, Santa Ana Pozos, Centro Empresarial Forum Uno Torre
G Segundo Piso

NICARAGUA (Branch)

OnMobile Global Limited Sucursal Nicaragua
Kilómetro 4 1/2 carretera Masaya, Edificio
BAC, Quinto Piso, Managua, Nicaragua, C.A

EL SALVADOR (Branch)

OnMobile Global Limited Sucursal El Salvador
Calle la mascota, Col San Benito, Casa 533, San Salvador.

GUATEMALA (Branch)

Servicios De Telefonía OnMobile, Sociedad Anonima De Capital
Variable
14, Calle 3-51, Zona 10 Edif Murano Center Nivel 8 of 803,
Guatemala

PANAMA (Branch)

OnMobile Global Limited, Panama
Samuel Lewis Ave. and 54th AFRA building,
10th floor, Obarrio, Panama city

LATIN AMERICA

VENEZUELA

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

CHILE (Branch)

OnMobile Global Limited – Agencia En Chile
Av. Providencia No. 329, P.6, Santiago, Chile– 13

ECUADOR (Branch)

OnMobile Global Limited, Ecuador
Junin 114 y Malecon Simon Bolivar Edif. Torres del Rio, piso 6 ofc.
8 Guayaquil – Ecuador

COLOMBIA

OnMobile Global Limited Colombia S.A.S
Carrera 16 No. 93-92 Bogotá, Colombia

BRAZIL

OnMobile Brasil Sistemas De Valor Agregado Para
Comunicações Móveis Ltda.
City of São Paulo, State of São Paulo, Brazil, at Rua Arizona,
1.422, 10º andar, Conjuntos 1 a 6, Cidade Monções

ARGENTINA

OnMobile Global SA
Av. Pte. Roque Saenz Pena 788. Piso 9°. C1035AAP.
Ciudad Autónoma de Buenos Aires, Argentina.
Tel. +54 11 4394 8091
Fax +54 11 4394 0123

URUGUAY

OnMobile Uruguay SA
Bulevar Artigas 1100
11300 - Montevideo – Uruguay

PERU (Branch)

OnMobile Global Limited Sucursal Peruana
Calle Donatello Nr. 206, San Borja, Lima 41, Peru

Report on Corporate Governance

CORPORATE GOVERNANCE

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

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

BOARD OF DIRECTORS

The OnMobile Board consists of Executive and Non-Executive directors. The Non-Executive directors consist of eminent professionals from business and finance. The Company does not have any nominee director. The Board consisted of 7 Directors as on March 31, 2015 of which the Chairman of the Board is an Executive Director. The composition of the Board is in conformity with Clause 49 of the Listing Agreement.

Sl. No	Name	Designation
1	François-Charles Sirois	Executive Chairman
2	Rajiv Pancholy	Managing Director and CEO
3	Rajiv Khaitan	Independent Director
4	Naresh Malhotra	Independent Director
5	Harit Nagpal	Independent Director
6	Nancy Cruickshank	Independent Director
7	Bruno Ducharme	Independent Director

However, Harit Nagpal, Naresh Malhotra and Bruno Ducharme have resigned from the directorship of the company w.e.f July 30, 2015. Sanjay Baweja has been appointed as an additional director w.e.f. May 28, 2015. Further, the Board of Directors at their meeting held on July 30, 2015 appointed Nehchal Sandhu and Pascal Tremblay as additional directors w.e.f. August 1, 2015. Sanjay, Nehchal and Pascal are proposed to be appointed as independent directors at the forthcoming AGM.

MEETINGS OF THE BOARD

The Board meets at least four times in a year with the intervening period between two Board meetings of not more than one hundred and twenty days. The annual calendar of meetings is tentatively determined at the beginning of each year. During the year ended March 31, 2015, the Board met eight times as given below:

Details of Board meetings held during the year

Sl. No.	Date of Board Meeting	Board Strength	Directors present *
1.	May 3, 2014	6	6
2.	May 29, 2014	6	5
3.	June 26, 2014	8	7
4	July 31, 2014	9	7
5	September 4, 2014	7	3
6	October 30, 2014	7	7
7	December 11, 2014	7	3
8	February 5, 2015	7	6

* excluding the participation either through video or audio conference and not counted for quorum.

A structured agenda governs the meetings. Members of the Board, in consultation with the Chairman may bring up any matter for consideration of the Board. The Notice, Agenda and attached notes on agenda, setting out the business to be transacted at the meeting is given to the Directors seven days before the date of the Board meeting. All information and matters as required to be placed under Annexure X of the Listing agreement are regularly placed before the Board and reviewed.

DETAILS OF DIRECTORS AND THEIR ATTENDANCE

Name of Director	Position	Category	Attendance in Board Meetings		Attendance in last AGM	Other Board			
			Held	Attended ##		Directorships in Indian public Companies ⁺	Directorships all around world ⁺⁺	Committee Chairmanships [#]	Committee Memberships [#] (including Chairmanships)
Chandramouli Janakiraman ¹	Managing Director and CEO	Executive Director – Promoter	8	3	NA	Nil	4	Nil	1
Rajiv Pancholy ²	Managing Director and CEO	Executive Director	8	6	Yes	Nil	5	Nil	Nil
H H Haight ³	Non-Executive Chairman, Director	Non-Executive Director	8	4	NA	Nil	19	Nil	Nil
François-Charles Sirois ⁴	Executive Chairman	Executive Director	8	4	Yes	Nil	7	Nil	Nil
Naresh Malhotra	Director	Independent	8	8	Yes	1	15	2	3
Harit Nagpal	Director	Independent	8	6	Yes	2	6	1	3
Rajiv Khaitan	Director	Independent	8	8	Yes	3	7	1	3
Barry B White ⁵	Director	Independent	8	1	NA	Nil	4	Nil	Nil
Bruno Ducharme ⁶	Director	Independent	8	2	No	Nil	8	Nil	Nil
Nancy Cruickshank ⁷	Director	Independent	8	2	No	Nil	3	Nil	2
Rentala Chandrasekhar ⁸	Director	Independent	–	–	–	–	–	–	–

⁺ Excluding directorships in OnMobile Global Limited and its subsidiaries.

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

[#] Including memberships/chairmanships of audit committee and stakeholders relationship committee in public companies (listed and unlisted) including OnMobile Global Limited.

^{##} Excluding the participation through either video or audio conferencing, not counted for quorum.

NA - Not applicable

1 Chandramouli Janakiraman resigned as MD and CEO w.e.f June 2, 2014. He resigned from Directorship of the Company w.e.f June 26, 2014.

2 Rajiv Pancholy appointed as CEO w.e.f June 2, 2014. Further, he has been appointed as Managing Director and CEO w.e.f June 26, 2014.

3 H.H. Haight resigned from Directorship with effect from August 20, 2014.

4 François-Charles Sirois was appointed as an Additional Director on June 26, 2014. Thereafter, he was appointed as Executive Chairman of the Company w.e.f November 1, 2014.

5 Barry B. White resigned from Directorship w.e.f August 14, 2014.

6 Bruno Ducharme was appointed as an Additional Director on July 31, 2014 and thereafter appointed as an Independent Director at the AGM held on September 10, 2014.

7 Nancy Cruickshank was appointed as an Additional Director on July 31, 2014 and thereafter appointed as an Independent Director at the AGM held on September 10, 2014.

8 Rentala Chandrasekhar resigned from the Directorship on April 29, 2014.

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

Rajiv Pancholy holds a Master's degree in Electrical Engineering and Physics from McGill University, Montréal, Canada, and the Indian Institute of Technology, New Delhi, respectively.

He is a veteran in the telecommunications industry possessing over three decades of experience in a variety of roles. He has a track record of successfully transforming organisations, conceptualizing innovative products, international business development, and regulatory policy formulation. He co-founded a radio broadcasting company known as TTP Media where he served as President for the past several years. Prior to TTP Media, Rajiv was the Chairman and CEO of TenXc Wireless Inc.

Before joining TenXc, Rajiv was the President and CEO of Mitec Telecom Inc., a publicly listed manufacturer of wireless network products. Rajiv was also the President and Chief Operating Officer of Canada's fourth largest national wireless operator, Microcell Connexions Inc. During his tenure at Microcell, he revitalized the business to new levels of customer and business performance and presided over Microcell becoming the first Canadian carrier to nationally launch commercial high speed wireless data services. He was engaged as an Advisor to the Telecom Policy Review Panel launched by the Government of Canada to make recommendations on Canadian Telecom Policy. Rajiv also serves as an advisor to many venture funds in North America and is on the Board of Directors of various technology companies. Rajiv

Pancholy was appointed as the CEO on June 2, 2014 and as the Additional Director on June 26, 2014. Further, he was appointed as the 'Managing Director and CEO' for a period of five years with effect from June 26, 2014. As on March 31, 2015, Rajiv Pancholy is on the Board of following other companies:

1. TenXc Wireless India Pvt. Ltd
2. TTP Media
3. Gen24 Capital
4. OnMobile Costa Rica OBCR, S.A
5. OnMobile USA LLC
6. OnMobile Live Inc

François-Charles Sirois is the President and CEO of Telesystem, a global media and technology holding company. He is also the President and Chief Executive Officer of OnMobile Systems Inc., the largest shareholder of OnMobile. François-Charles has more than 15 years of experience in corporate mergers, acquisitions and financing. His entrepreneurship expertise and talent for developing successful joint ventures with innovative partners have enabled Telesystem to leverage the momentum in the media and technology industry. Before joining Telesystem, François-Charles founded and helmed up2 technologies, Microcell i5 and Masq. He was appointed as the Additional Director on the Board of the Company on June 26, 2014 and his appointment was approved by the shareholders as a Non-Executive Director at the meeting held on September 10, 2014. François-Charles was later appointed as an Executive Chairman of the Company for a period of five years effective from November 1, 2014. As on March 31, 2015, François-Charles Sirois is on the Board of following other companies:

1. OnMobile Systems, Inc.
2. Telesystem Ltd.
3. Stingray Digital Group Inc.
4. Zone3 Inc.
5. Telesystem Media Inc.
6. iPerceptions Inc.

Rajiv Khaitan is the Senior Partner of Khaitan & Co. Rajiv has over 25 years of experience in general legal practice with focus on business laws and currently leads the corporate and commercial laws practice at Bangalore. He advises on all aspects of Business including business laws and regulations, corporate governance and finance, structuring, taxation, negotiation of commercial contracts securities laws and takeover and listing regulations, mergers and acquisitions both in India and overseas, foreign exchange regulations, foreign investment regulations, investment and transaction structuring, business combinations, strategic alliances, competition laws, trade laws, foreign collaborations, India entry strategies, private equity investments, promoter, investment and shareholder agreements, intellectual property laws, protection and licensing, technology licensing and transfer, retailing, franchising, consumer protection laws, packaging laws, labour laws, real estate and dispute resolution. Rajiv holds a Bachelor of Commerce degree and an LLB from the Calcutta

University. As per the provisions of Companies Act, 2013, Rajiv was appointed as an Independent Director at the Annual General Meeting of the shareholders held on September 10, 2014 to hold office for a period of three years up to the date of the AGM to be held during the calendar year 2017. As on March 31, 2015, Rajiv Khaitan is on the Board of the following other companies:

1. EFD Induction Private Limited
2. Himatsingka Seide Limited
3. Khaitan Consultants Limited
4. ABC Consolidated Private Limited
5. Bharat Fritz Werner limited
6. Himatsingka Wovens Private Limited

Nancy Cruickshank is the Founder & CEO of MyShowcase Ltd, a new kind of online & direct Beauty retailer that champions female entrepreneurialism. She is actively involved in building a new distribution channel for innovative beauty brands via a growing base of female Stylists or entrepreneurs. Nancy Cruickshank is a serial entrepreneur herself and has an advisory role in a number of companies. Having graduated from Leeds University with History Honors degree, she started life working for Condé Nast in marketing and advertising on titles such as Vogue and World of Interiors, becoming commercial director of Condé Nast online in 1995 – the start of a career with the digital world at its core.

In 2001, she launched Handbag.com - the pioneering fashion and beauty portal which she sold to Hearst in 2006. She stayed on after the buy-out to oversee their portfolio of web properties including cosmopolitan.co.uk, netdoctor.co.uk, menshealth and Handbag.com, which under her leadership grew its audience to over 1.3 million women per month.

In 2008 she joined VideoJug, the market-leading How To website, as Global CEO and in May 2009 moved to the Telegraph Media Group (TMG) as Executive Director, Digital Development where her focus was on growing TMG's digital proposition and revenues.

From April 2012 to March 2013, she was the Launch CEO of Weve, leading a team that secured clearance from the EC for the UK's leading mobile operators (EE, Vodafone and Telefonica) to launch a media & mCommerce JV in the UK.

Nancy Cruickshank was appointed as an Additional Director on the Board of the Company effective July 31, 2014. As per the provisions of Companies Act, 2013, approval of the shareholders has been sought for appointment of Nancy Cruickshank as an Independent Director at the Annual General Meeting held on September 10, 2014 to hold office for a period of three years up to the date of the AGM to be held during the calendar year 2017. As on March 31, 2015, Nancy Cruickshank is on the Board of the following other companies:

1. TelecityGroup PLC
2. MyShowcase Ltd

Sanjay Baweja is currently the Chief Financial Officer (CFO) of Flipkart Online Services, India's leading e-commerce marketplace. At Flipkart, he is part of the leadership team that defines the strategic roadmap for increased profitability and contributes

to overall organizational development. Prior to Flipkart, Sanjay Baweja was the Global CFO for Tata Communications. He was responsible for the strategic financial management of the company including financial reporting and compliance, treasury and fund management, financial planning and analysis, management assurance, taxation and procurement. With over three decades of experience across diverse industries, Sanjay Baweja has worked with several iconic brands including Emaar MGF Land Limited as Executive President for Corporate Affairs and Chief Risk Officer, Bharti Airtel, Xerox Modicorp, Digital Equipment and Ballarpur Industries. He holds a Bachelor's degree in Commerce from Delhi University. He is a Fellow member of the Institute of Chartered Accountants of India and Associate member of the Institute of Cost and Works Accountant of India.

Sanjay Baweja was appointed as an Additional Director on the Board of the Company effective May 28, 2015. As per the provisions of Companies Act, 2013, approval of the shareholders is being sought for appointment of Sanjay Baweja as an Independent Director at the Annual General Meeting being held on September 8, 2015 to hold office for a period of three years up to the date of the AGM to be held during the calendar year 2018. As on March 31, 2015, Sanjay Baweja does not hold directorship in any other company.

Nehchal Sandhu is a security professional with over 40 years of experience in a variety of roles. In his most recent role as Dy. National Security Adviser, he contributed towards briefings of the highest levels of Government, led efforts towards instituting a national cyber security framework and built international relationships towards ensuring a more robust response to international terrorism and curbing terror financing, cross border drug flows, and money laundering. He contributed in large measure to the formulation of India's approach to Internet governance.

Prior to that, he had a 34 year career in the National Security Service, during the last two years of which he headed the Service. As head of the Service and thus as a member of the highest echelon of Government, contributed to modification of National Crisis Management Plans, shepherded processes for strengthening of national security structures and promoted seamless cooperation between provincial security structures that report to political dispensations of different hues. In the latter half of his career in the Service, he led implementation of innovative approaches to resource management, overhauled and modernised the internal communication infrastructure, set up a system for sharing and analysing information located in geospatially dispersed databases running on legacy systems, made seminal contributions towards the creation of a new regulatory environment, and created abiding relationships with telecom service providers.

In the mid 1990s, he served for more than 3 years in India's High Commission in Ottawa servicing liaison arrangements with the Canadian Foreign Office and the Royal Canadian Mounted Police.

In his early career in the mid 1970s, as a covenanted officer responsible for prevention and detection of crime, introduced

neighbourhood watch schemes in rural areas, set in place refined trans-jurisdictional patrolling plans, and implemented concepts of scientific Police investigation leading to a higher detection and prosecution success rate.

Nehchal Sandhu holds an Honors degree at the Bachelor's level in Chemistry from St Stephen's College, Delhi University. Nehchal Sandhu has been approved for appointment as Advisor on the Financial Services Vulnerability Committee of HSBC Holdings Plc with effect from August 2015.

Nehchal Sandhu was appointed as an Additional Director on the Board of the Company effective August 01, 2015. As per the provisions of Companies Act, 2013, approval of the shareholders is being sought for appointment of Nehchal Sandhu as an Independent Director at the Annual General Meeting being held on September 8, 2015 to hold office for a period of three years up to the date of the AGM to be held during the calendar year 2018. As on March 31, 2015, Nehchal Sandhu does not hold directorship in any other company.

Pascal Tremblay is currently President, Managing Partner of Novacap. He holds a Bachelor degree in Business Administration from the University of Sherbrooke and an MBA from McGill University. He has been involved in funding, managing and developing technology companies for over 18 years. Prior to joining Novacap, Pascal Tremblay was a Partner at Argo Global Capital, a venture capital firm where he participated in numerous investments in technology and telecommunications companies in North America, Europe and Asia. His prior experience also includes working in the private equity division at CDP Capital (Caisse de Dépôt et Placement du Québec), one of Canada's largest fund managers and private equity investors. Prior to entering the private equity field, Pascal Tremblay was Founder and CEO of Laserpro, an award winning manufacturing and distribution company of printing and computer equipment.

Pascal Tremblay was appointed as an Additional Director on the Board of the Company effective August 01, 2015. As per the provisions of Companies Act, 2013, approval of the shareholders is being sought for appointment of Pascal Tremblay as an Independent Director at the Annual General Meeting being held on September 8, 2015 to hold office for a period of three years up to the date of the AGM to be held during the calendar year 2018. As on March 31, 2015, Pascal Tremblay is on the Board of the following other companies:

1. Stingray Digital
2. PKWare

INFORMATION PLACED BEFORE THE BOARD

Apart from the specific matters requiring Board's approval/consideration, all the matters as stated in Annexure X - under Clause 49 of the Listing Agreement are also being placed before the Board for review/information:

- Annual Operating Plans and Budgets (including Capital Budgets);

- Quarterly results of the Company and its operating division/ business segments;
- Minutes of meetings of audit committee and other committees of the Board;
- The information on recruitment and remuneration of senior officers just below the Board level, including appointment or removal of Chief Financial Officer and the Company Secretary;
- Any material default in financial obligations to and by the Company, or substantial non payment for goods sold/ services rendered by the Company;
- Demand, prosecution, show cause notices and penalty notices which are materially important;
- Any issue which involves possible product or public liability claims against the Company or its Directors/ Officers;
- Status of business risk exposure, its management and related action plans;
- Proposals pertaining to joint venture and investment/ acquisition decisions including payments towards intellectual property or goodwill;
- Significant development on human resources front;
- Non-compliance of any regulatory, statutory or listing requirements as well as steps taken by the Company to rectify instances of non-compliances;
- All proposals requiring Strategic decisions;
- Sale of material nature, of investments, subsidiaries, assets, which is not in the normal course of business;
- Quarterly details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material.

COMMITTEES OF THE BOARD

For the year ended March 31, 2015, the Board has five Committees – the Audit Committee, the Nomination & Compensation Committee, the Stakeholders Relationship Committee, the Corporate Social Responsibility Committee and the Risk Management Committee. The constitution and terms of reference of the Board Committees are decided by the Board from time to time. Meeting of each Board Committee is convened by the respective Committee Chairman. The role and composition of these committees, including the number of meetings held during the financial year and the related attendance are as follows:

1. Audit Committee

Composition

The audit committee consists of the following three (3) directors of whom all the members including the chairman are independent directors. As on March 31, 2015, the Committee consisted of:

1. Harit Nagpal - Chairman
2. Rajiv Khaitan
3. Naresh Malhotra

All the members of the Audit Committee including its Chairman have accounting and financial expertise. The Company Secretary acts as secretary to the committee.

Terms of Reference

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

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of Section 134 of the Companies Act, 2013
 - b. Changes, if any, in accounting policies and practices and reasons for the same
 - c. Major accounting entries involving estimates based on the exercise of judgment by management
 - d. Significant adjustments made in the financial statements arising out of audit findings
 - e. Compliance with listing and other legal requirements relating to financial statements
 - f. Disclosure of any related party transactions
 - g. Qualifications in the draft audit report
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval.
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
7. Review and monitor auditor's independence and performance and effectiveness of audit process.
8. Approval or any subsequent modification of transactions of the Company with related parties.
9. Scrutiny of inter-corporate loans and investments.
10. Valuation of undertakings or assets of the company, wherever it is necessary.
11. Evaluation of internal financial controls and risk management systems.
12. Reviewing with management, performance of statutory and internal auditors, adequacy of internal control systems.

13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
14. Discussion with internal auditors of any significant findings and follow up there on.
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
18. To review the functioning of the Whistle Blower mechanism.
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background etc., of the candidate.
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Meetings

During the financial year ended March 31, 2015, five meetings of the audit committee were held. The details of the same are as follows:

Sl. No.	Name of the Director	Meetings/Attendance				
		3-May-2014	29-May-2014	30-Jul-2014	30-Oct-2014	5-Feb-2015
1	Harit Nagpal-Chairman	Present	Present	Present	Present	Present
2	Naresh Malhotra-Member	Present	Present	Present	Present	Present
3	Rajiv Khaitan-Member	Present	Present	Present	Present	Present

The Audit Committee was re-constituted on October 30, 2014 and Harit Nagpal was elected as the Chairman of the Committee.

2. Nomination and Compensation Committee

The 'Compensation Committee' has been renamed and reconstituted as 'Nomination and Compensation Committee' on May 22, 2014.

Composition

As on March 31, 2015, this committee consisted of the following three (3) directors:

1. Nancy Cruickshank - Chairperson
2. Bruno Ducharme
3. Harit Nagpal

All the three members including the chairperson are Independent directors.

Terms of Reference

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

1. Committee shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.
2. The Committee will make recommendations to the Board regarding the size and composition of the Board and develop and recommend to the Board the Criteria (such as independence, experience relevant to the needs of the company, leadership qualities, diversity and ability to represent the shareholders) for the selection of the individuals to be considered as candidates for election to the Board.
3. The Committee will establish, monitor and recommend the purpose, structure and operations of the various Committees of the Board, and qualifications and criteria on membership on each Committee of the Board, and, as circumstances dictate, make any recommendations regarding periodic rotation of directors among the Committees.
4. Committee shall formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees (referred as 'Nomination and Remuneration Policy').
5. Committee shall, while formulating the 'Nomination and Remuneration Policy, ensure that—
 - a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully.
 - b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
 - c) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.
 - d) Nomination and remuneration policy shall be disclosed in the Board's report.
6. Annual review of the salary, bonus and other compensation plans of the CEO, CFO and Senior Management team of the Company.
7. Review and approve the salary, bonus and compensation plans for all the executive directors of the Company.
8. Framing suitable policies and systems to ensure that there is

no violation, by an employee or Company of any applicable laws in India or overseas, including:

- a. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; or
 - b. The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities market) Regulations, 2003.
9. Administer the implementation and award of stock options under the stock option plans of the Company.
 10. Perform such functions as are required to be performed by the Compensation Committee under Clause 5 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.
 11. Recommend to the Board of Directors of the Company on any other employment incentives as the committee deems it appropriate in the best interests of the Company.
 12. Chairperson of the Committee or, in his/her absence, any other member of the committee authorized by him/her in this behalf shall attend the general meetings of the Company.
 13. The Committee will also undertake such additional activities as the Committee may from time to time determine or as may otherwise be required by law, the company's articles of association, or directive of the Board.
 14. The Committee will make regular reports to the Board and will recommend any proposed actions to the Board for approval as necessary. The Committee will review and reassess the adequacy of these terms of reference at least annually and recommend any proposed changes to the Board for approval.
 15. The Committee will at least annually evaluate its own performance to determine whether it is functioning effectively.

Meetings

During the financial year ended March 31, 2015, six meetings of the Nomination and Compensation Committee were held. The details of the same are as follows:

The Nomination and Compensation Committee was re-constituted on October 30, 2014 by electing Nancy Cruickshank as the Chairperson of the Committee and Bruno Ducharme as a member of the Committee.

Remuneration Policy

The Nomination and Remuneration policy devised in accordance with Section 178(3) and (4) of the Companies Act, 2013 forms part of the Directors report. The Company's remuneration policy is based on the performance of the individual employee and the success of the Company. Through its compensation program, the Company endeavors to attract, retain, develop and motivate a high performance workforce. The Company follows a compensation mix of fixed pay, benefits and performance based variable pay and sharing of wealth through the Company's stock options. Individual performance pay is determined by combination of individual and business performance of the Company. The Company pays remuneration by way of salary, benefits, perquisites and allowances (fixed component) and performance incentives (variable component) to its Managing / Whole time Directors. Annual increments are decided by the Nomination and Compensation Committee /Board of Directors.

The shareholders at the Annual General Meeting held on September 10, 2014 approved the payment of remuneration to the non-executive directors, in addition to the sitting fees to be paid for attending the meetings of the Board or Committees thereof, not exceeding in aggregate 1% of the net profits of the Company computed in accordance with the provisions of Section 198 of the Companies Act, 2013 for each financial year and the said remuneration be paid in such amount, proportion and manner as may be decided by the Board of Directors of the company from time to time. Apart from the said remuneration the non-executive directors are also entitled to a sitting fee of ₹ 100,000/- per meeting for attending the Board and Committee meetings w.e.f. April 1, 2014.

Details of Remuneration paid to Executive Directors / Non-Executive Directors during the financial year 2014-15

These details are provided in (Annexure V) the extract of the Annual Return, annexed to the Directors Report in Form MGT-9

Sl. No.	Name of Director and Position	Meetings / Attendance*					
		29-May-2014	10- June- 2014	4- July 2014	31- July 2014	30-Oct-2014	5-Feb-2015
1.	Nancy Cruickshank -Chairperson	NA	NA	NA	NA	NA	Present
2	Harit Nagpal-Member	Present	Present	AC~	Present	Present	Present
3	Naresh Malhotra-Member	Present	Present	Present	Present	Present	NA
4	Rajiv Khaitan- Member	Present	Present	Present	Present	Present	NA
5	Barry B White*- Member	Present	Present	Absent	Absent	NA	NA
6	H H Haight IV*- Member	Present	Present	Absent	Present	NA	NA
7	Bruno Ducharme- Member	NA	NA	NA	NA	NA	Absent

~ Audio Conference (AC) NA- Not applicable * Barry B White resigned as Director w.e.f Aug 14, 2014

* H H Haight resigned as Director w.e.f Aug 20, 2014

as required under the provisions of Section 92 of the Companies Act, 2013.

Service contracts, notice period, severance fees:

The tenure of office of the Managing Director and Executive Chairman is for five years from their respective dates of appointment, and can be terminated by either party by giving 90 days prior written notice of such termination. There is no separate provision for payment of severance fees.

Non-Executive/Independent Directors' Compensation And Disclosures

The Company has laid down the criteria for making payments to the Non-Executive Directors. The details of such criteria are available in the Remuneration Policy disseminated on the website of the Company at (http://www.onmobile.com/sites/default/files/cg_policy/Nomination_and_Remuneration_Policy.pdf)

Stock Options to the Directors

As on March 31, 2015, the details of stock options held by the directors are given below:

Sr. No	Name of the Director	Category	ESOP Plan	Grant date	No. of options	Grant Price	Outstanding options	No. of shares held	Remarks
1	Rajiv Pancholy	Executive Director	Plan 2, 2010	30-Oct-14	80000	33.08	80000	Nil	–
			Plan 1, 2012	30-Oct-14	920000	33.08	920000		
2	Rajiv Khaitan	Independent Director	Plan 3, 2008	15-May-13	25000	40.05	25000	Nil	Stock options granted much before notification of Companies Act, 2013 and outstanding.
3	Naresh Malhotra	Independent Director	Plan 3, 2006	20-Apr-07	52000	36.43	2182	15158	Stock options granted much before notification of Companies Act, 2013 and outstanding.
			Plan 1, 2007	18-Mar-11	16000	36.43	16000		
			Plan 3, 2008	28-Jan-12	20000	36.43	20000		
4	Harit Nagpal	Independent Director	Plan 3, 2008	28-Jan-12	25000	36.43	25000	Nil	Stock options granted much before notification of Companies Act, 2013 and outstanding.

No other Director has been granted any stock options.

3. Stakeholders Relationship Committee

In pursuance of Section 178 of Companies Act, 2013 and revised Clause 49 of the Listing Agreement, the existing Share Transfers and Investor Grievance Committee was renamed as 'Stakeholders Relationship Committee' on May 29, 2014.

Composition

As on March 31, 2015, the Committee consisted of the following three (3) directors:

1. Naresh Malhotra – Chairman
2. Nancy Cruickshank
3. Harit Nagpal

All the three members including the chairman are independent directors.

The main objective of the Committee is to specifically look into the redressal of grievance of security holders and issues pertaining to allotment or transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends etc.

Terms of Reference

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

1. To approve and register, transfer and/or transmission of all classes of shares;
2. To look into the redressal of shareholder and investor complaints like non-transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends etc and
3. To do all such acts, things or deeds as may be necessary or incidental to the exercise of the above powers.

Meetings

During the financial year ended March 31, 2015, three meetings of the Stakeholders Relationship Committee were held. The details of the same are as follows:

Sl. No.	Name of Director and Position	Meetings/Attendance		
		29-May-2014	30-Oct-2014	5-Feb-2015
1	Naresh Malhotra- Chairman	Present	Present	Present
2	Nancy Cruickshank#- Member	NA	NA	Present
3	Harit Nagpal- Member	Present	Present	Present
4	Chandramouli Janakiraman* - Member	Present	NA	NA

* Chandramouli Janakiraman resigned from directorship w.e.f June 26, 2014

Nancy Cruickshank was appointed as the member of the Committee on October 30, 2014

The particulars of shareholder's complaints received and disposed off during the financial year 2014-15 are as follows:

Name of non-executive director heading the Committee	Naresh Malhotra - Independent Director
Name and Designation of Compliance Officer	P V Varaprasad, Company Secretary
Number of shareholder complaints received during the year	64
Number of shareholder complaints resolved during the year	64
Number of shareholder complaints pending	Nil
Number of pending share transfers	Nil

Reconciliation of Share Capital Audit

The Company conducts a share capital audit on a quarterly basis in accordance with requirements of Securities and Exchange Board of India (Depositories and Participants) Regulations 1996 and SEBI Circular No. D&CC/FITTC/CIR- 16/2002 dated December 31, 2002 and SEBI Circular No. CIR/MRD/DP/30/2010 dated September 6, 2010.

The Reconciliation of Share Capital Audit Report obtained from Parameshwar G Hegde, Company Secretary in whole time practice, which has been submitted to the Stock Exchanges within the stipulated period, certifies that the equity shares of the Company held in the dematerialized form and in the physical form confirms to the issued and paid up equity share capital of the Company.

Secretarial Compliance Certificate

As per the provisions of Clause 47(c) of the Listing Agreement entered with the National Stock Exchange of India Limited and Bombay Stock Exchange Limited, the Company has obtained the Secretarial Compliance Certificate on half yearly basis from Parameshwar G Hegde, a Company Secretary in whole time practice to the effect that all transfers of shares held in physical form are effected within stipulated time. The certificate has been submitted to the Stock Exchanges within the prescribed time.

4. Corporate Social Responsibility Committee:

As per the provisions of Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014, Corporate Social Responsibility (CSR) Committee was constituted on July 31, 2014.

As on March 31, 2015, the CSR Committee consisted of three (3) directors of whom two directors were independent directors including the Chairman.

Composition

The members of the Committee are:

1. Bruno Ducharme-Chairman
2. Nancy Cruickshank
3. Rajiv Pancholy

Terms of Reference

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

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

- The Committee shall formulate and recommend to the Board, a 'Corporate Social Responsibility Policy' ('CSR Policy') which shall indicate the activities to be undertaken by the company as specified in Schedule VII of the Companies Act, 2013.
- The Committee shall recommend the amount of expenditure to be incurred on the activities referred in the CSR Policy.
- The Committee shall monitor the CSR Policy of the company from time to time.
- The Committee will be responsible for reviewing and overseeing CSR Policy and political and environmental trends and public policy issues that affect or could affect the company's business activities, performance, public image and responsibilities under Indian Law.
- The Committee will provide overview of and make recommendations to the Board regarding the company's response to shareholder proposals that relate to corporate social responsibility issues.
- The Committee will assist the Board in determining how the company can anticipate and adjust to corporate social responsibility and public policy trends in order to more effectively achieve its goals.
- The Committee will provide overview of and make recommendations to the Board regarding the company's response to shareholder proposals that relate to corporate social responsibility issues.
- The Committee will offer advice and counsel to management regarding the effectiveness of the company's corporate social responsibility programs and corporate citizenship.
- The Committee will also undertake such additional activities as the Committee may from time to time determine or as may otherwise be required by law, the company's articles of association, or directive of the Board.
- The Committee will make regular reports to the Board and will recommend any proposed actions to the Board for approval as necessary. The Committee will review and reassess the adequacy of these terms of reference at least annually and recommend any proposed changes to the Board for approval.
- The Committee will at least annually evaluate its own performance to determine whether it is functioning effectively.

The CSR committee charter and the CSR policy of the Company is available on our website: http://www.onmobile.com/sites/default/files/cg_policy/Corporate_Social_Responsibility_Policy.pdf

Meetings

During the financial year ended March 31, 2015, the Committee did not meet. First meeting of the Committee was held on May 28, 2015.

5. Risk management Committee

The revised Clause 49 of the Listing Agreement mandates constitution of the Risk Management Committee. The Risk Management Committee was constituted on October 30, 2014.

Composition

As on March 31, 2015, the committee consisted of the following (3) three directors of whom two are independent directors including the Chairman.

1. Bruno Ducharme - Chairman
2. Nancy Cruickshank
3. Rajiv Pancholy

The main objective of the Risk Management Committee is to assist the Board with regard to the identification, evaluation and mitigation of operational, strategic and external environment risks. The Committee has overall responsibility for monitoring and approving the risk policies and associated practices of the Company. The risk management committee is also responsible for reviewing and approving risk disclosure statements in any public documents or disclosures.

Terms of Reference

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

- The risk management committee shall annually review and approve the Risk Management Policy and associated frameworks, processes and practices of the Company.
- The risk management committee shall ensure that the Company is taking the appropriate measures to achieve prudent balance between risk and reward in both ongoing and new business activities.
- The risk management committee shall evaluate significant risk exposures of the Company and assess management's actions to mitigate the exposures in a timely manner (including one-off initiatives, and ongoing activities such as business continuity planning and disaster recovery planning & testing).
- The risk management committee will coordinate its activities with the Audit Committee in instances where there is any overlap with audit activities (e.g. internal or external audit issue relating to risk management policy or practice).
- The risk management committee shall make regular reports/recommendations to the Board.
- The risk management committee shall review and reassess the adequacy of its Charter annually and recommend any proposed changes to the Board for approval.

Meetings

During the financial year ended March 31, 2015, the Committee did not meet. The first meeting of the Committee was held on May 28, 2015.

Independent Directors

The Board consists of 5 Independent Directors, out of them one is woman Director. The Independent Directors meet at least once in every financial year without the presence of Executive Directors or management personnel to discuss matters pertaining to Company's affairs, evaluation of performance of the Board and their own performance and place their views regarding governance of the Company at the Board. During the year, the Independent Directors have met once on February 5, 2015, without the presence of any other director/management personnel. Independent Directors at their meeting, reviewed the performance of non-Independent Directors and the Board as a whole, reviewed the performance of the Chairperson of the Company and assessed the quality, quantity and timeliness of flow of information between the company management and the Board for the Board to effectively and reasonably perform their duties.

Role, duties and responsibilities

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

1. Compliance with requirements of the Companies Act, 2013,
2. Discharge of "Responsibilities of the Board" as outlined in the Corporate Governance requirements as prescribed by Stock Exchanges under Clause 49 of the Listing Agreement,
3. Accountability under the Director's Responsibility Statement,
4. Overseeing the enforcement of high standards of values and ethical conduct of business,
5. Overseeing the Company's contribution to enhancing the quality of life of communities,
6. Abide by the 'Code for Independent Directors' under Schedule IV of Companies Act, 2013 and the duties of directors provided under Companies Act, 2013 and Clause 49 of the Listing Agreement.

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

Familiarization programme for Independent Directors:

Company has in place a familiarization programme for Independent Directors to familiarize them with the Company, their roles, rights, responsibilities in the Company, nature of industry in which the Company operates and business model of the Company.

A copy of the familiarization programme for Independent Directors is available on the website at the below link:

http://www.onmobile.com/sites/default/files/cg_policy/Familiarization_programme_for_Independent_Directors.pdf

Re-constitution of committees of the board

In view of the changes in the Board due to resignation/appointments, the committees of the Board have been re-constituted at the Board Meeting held on July 30, 2015. The current composition of the Board of Directors and the Committees thereof is provided separately in 'Corporate Information and Board of Directors'.

Subsidiary Companies

The financials of the subsidiary companies have been duly reviewed by the audit committee and the Board of the holding company. The board minutes of the unlisted subsidiary companies have been placed before the Board of the holding company. The holding company's Board is also periodically informed about all significant transactions and arrangements entered into by the subsidiary companies.

The Company has also formulated a policy for determining the Material Subsidiary which stipulates *inter-alia*:

1. Disposal of Material Subsidiary: The Company, without the prior approval of the members by Special Resolution, shall not:
 - a. dispose shares in Material Subsidiaries that reduces its shareholding (either on its own or together with other subsidiaries) to less than 50%; or
 - b. cease the exercise of control over the Subsidiary; or
 - c. sell, dispose or lease the assets amounting to more than twenty percent of the assets of the material subsidiary
2. One Independent Director of the Company shall be a director on the Board of the Material Non-Listed Indian Subsidiary Company.

3. The Audit Committee of Board of the Company shall review the financial statements, in particular, the investments made by the unlisted subsidiary Company on an annual basis.
4. The minutes of the Board Meetings of the Unlisted Subsidiary Companies shall be placed before the Board of the Company on a periodical basis.
5. The management shall periodically bring to the attention of the Board of Directors of the Company, a statement of all Significant Transactions and Arrangements entered into by the unlisted subsidiary company.
6. The management shall present to the Audit Committee annually the list of such subsidiaries together with the details of the materiality defined herein. The Audit Committee shall review the same and make suitable recommendations to the Board including recommendation for appointment of Independent Director in the Material Non-Listed Indian Subsidiary.

This policy has been put up on the website of the Company and available at the web link: http://www.onmobile.com/sites/default/files/cg_policy/Policy_on_determining_Material_Subsidiaries.pdf

Annual General Meetings and Extraordinary General Meeting

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

Year	Venue	Financial Year	Special Resolutions passed
2011-12	MLR Convention Centres, Brigade Millennium Campus, 7th Phase, J.P. Nagar, Bangalore - 560 078	August 29, 2012, 10:00 A.M	1. Appointment of Chandramouli Janakiraman as Managing Director of the Company 2. Employee Stock Option Plan – I, 2012 3. Employee Stock Option Plan – I, 2012 for subsidiary company employees participation 4. Extend the exercise period of any options granted under ESOP Plan I, 2003 5. Extend the exercise period of any options granted under ESOP Plan III, 2006 6. Extend the exercise period of any options granted under ESOP Plan I, 2007
2012-13	Hotel Royal Orchid, 01 Golf Avenue, adjoining KGA Golf course, HAL Airport Road, Bangalore - 560 008	July 30, 2013 at 11.00 A.M	1. Employee Stock Option Plan – I, 2013 2. Employee Stock Option Plan – I, 2013 for subsidiary company employees participation
2013-14	Hotel Royal Orchid, 01 Golf Avenue, adjoining KGA Golf course, HAL Airport Road, Bangalore - 560 008	September 10, 2014 at 10.00 A.M	1. Appointment of Rajiv Pancholy as Managing Director 2. Payment of revised remuneration to Chandramouli Janakiraman

Postal Ballot

During the year, 4 special resolutions were passed by the shareholders as under:

1. Authorising sale of Equity shares held by Company in Voxmobili SA through OnMobile Europe BV and OnMobile SA.
2. Authorising the Board of Directors to borrow up to ₹ 300 cores over and above the paid up capital of the Company and its free reserves.
3. Authorising the Board of Directors to secure the borrowings.
4. To make loans on investments and to give guarantees or to provide security in connection with a loan made under Section 186 of the Companies Act, 2013.

Procedure for postal ballot

1. The Board, in their meeting held on May 3, 2014, proposed the passing of the resolutions through Postal Ballot, approved the notice of the postal ballot and appointed Parameshwar. G. Hegde, Practising Company Secretary as Scrutinizer.
2. Dispatch of notice was completed on May 17, 2014 and a Public Notice of completion of dispatch of Notice was published in an English daily and in a Vernacular daily on May 17, 2014.
3. The voting period for both physical ballot and e voting commenced on May 17, 2014 at 10:00 a.m. and closed on June 17, 2014 at 17:30 p.m.
4. E voting facility was provided by Karvy Computershare Private Limited, the Registrar and Transfer Agent of the Company.
5. On submission of the Report from the Scrutinizer on June 20, 2014, the Chairman on the basis of the Scrutinizers Report, announced the results and the results were posted on the website of the Company and simultaneously forwarded to the Stock Exchanges and also posted on the website of Karvy. The results of the Postal ballot are as follows:

Resolution / Item No.	Subject matter	No. of votes cast in favour of the Resolution (Physical + Electronic)	No. of votes cast in against the Resolution (Physical + Electronic)
1.	Special resolution for authorizing sale of Equity Shares held by the Company in Voxmobili S A (through OnMobile Europe B V and OnMobile S A)	44,631,186	6,265
2.	Special resolution for authorizing the Board of Directors to borrow up to ₹ 300 Crores over and above the paid up capital of the Company and its free reserves	44,584,446	48,459
3.	Special resolution for authorizing the Board of Directors to secure the borrowings	44,581,767	50,953
4.	Special resolution to make loans or investments and to give guarantees or to provide security in connection with a loan made under section 186 of the Companies Act, 2013	44,578,034	54,756

DISCLOSURES

(1) Related Party Transactions

There are no materially significant related party transactions with the promoters, the directors or the management, their subsidiaries or relatives etc., that may have potential conflict with the interests of the Company at large. Transaction with the related parties is disclosed in the financial statements in Note No. 31 for the year ended March 31, 2015. The detailed information on materially significant related party transactions is in AOC-2 attached to the Board's Report. The Company has formulated a policy on dealing with Related Party Transactions and has been posted on its website and available at the web link:

http://www.onmobile.com/sites/default/files/cg_policy/Policy_for_dealing_with_Related_Party_Transactions.pdf

(2) Non-compliances

There has been no instance of non-compliance by the Company on any matter related to Capital Market during last three financial years and no penalties or strictures were imposed by SEBI, Stock Exchanges or any other concerned authorities.

The Company has complied with applicable rules and regulations prescribed by Stock Exchanges, SEBI or any other statutory authority relating to the capital markets. All Returns/ Reports were filed within the prescribed time with Stock Exchanges/ other authorities.

(3) Whistle Blower Policy

Pursuant to Section 177(9) and (10) of the Companies Act, 2013 and the revised clause 49 of the Listing Agreement, the Company has adopted a Whistle Blower Policy and has established the necessary mechanism in line with Clause 49 of the Listing Agreement with the Stock Exchanges, for employees to report concerns about unethical behavior. No person has been denied access to the Audit Committee. The said mechanism has provided

protection to whistleblower from adverse personnel action. The details of establishment of such mechanism are disclosed on the website of the Company (www.onmobile.com)

(4) The Company has complied with all the mandatory requirements under Clause 49 of the Listing Agreement.

(5) The Company has also complied with the following non-mandatory requirements as prescribed in Annexure XIII to Clause 49 of the Listing Agreement:

- Auditors qualification: There are no audit qualifications during the year.
- Separate posts of Chairman and CEO: The Company has appointed separate persons to the position of (i) Executive Chairman and (ii) Managing Director and CEO.
- Reporting of Internal Auditor: The Internal Auditors report directly to the Audit Committee.

(6) Accounting Treatment in preparation of Financial Statements:

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

(7) Code of Conduct

The Company has a Code of Conduct for senior officers ('Code') of the Company. This code is also applicable to all the members of the Board of Directors of the Company and its subsidiaries. A copy of the said Code of Conduct is available on the website of the Company www.onmobile.com.

All Board Members and senior management personnel have confirmed compliance with the Code of Conduct for the financial year 2014-15. A declaration to this effect signed by the Managing Director and CEO of the Company is attached.

(8) Compliance of Prohibition of Inside Trading Regulations

Your Company has comprehensive guidelines on prohibiting insider trading and the Company has adopted (i) the Code of conduct to regulate, monitor and report trading by insiders and (ii) the Code of practices & procedures for fair disclosures of unpublished price sensitive information as notified by SEBI.

MANAGEMENT DISCUSSION AND ANALYSIS

As required under Clause 49 of the Listing Agreement, a detailed report on the Management's discussion and analysis is attached and forms part of this Annual report.

CEO AND CFO CERTIFICATION

As required by Clause 49 of the Listing Agreement, the CEO and CFO certification is attached to in the Annual Report.

AUDITORS' CERTIFICATION ON CORPORATE GOVERNANCE

As required by Clause 49 of the Listing Agreement, the auditor's certificate on compliance of conditions of Corporate Governance is attached.

In addition to the auditors certificate, a certificate of compliance from Independent Practising Company Secretary as stipulated under Clause 49 of the Listing Agreement, is also obtained and attached to the Annual Report.

MEANS OF COMMUNICATION

Quarterly results: The Company's quarterly results are published in the newspapers namely The Financial Express (English) and Hosadigantha (Kannada) and are further posted on the Company's website (www.onmobile.com).

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

Presentations to institutional investors / analysts: Presentations made to the institutional investors and analysts after the declaration of the quarterly, half yearly and annual results are displayed on the Company's website (www.onmobile.com).

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

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

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

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

others are also filed electronically on the Listing Centre.

SEBI Complaints Redress System (SCORES): The investor complaints are processed in a centralised web-based complaints redress system. The salient features of this system are: Centralised database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

GENERAL SHAREHOLDER INFORMATION

Registrar and Share Transfer Agents

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

Information in respect of remittance into Investor Education and Protection Fund

Under the provisions of the Companies Act, 2013, the application money received by companies for allotment of any securities and due for refund are required to be transferred to Investor Education and Protection Fund (IEPF) after a period of seven years. The application money received by the Company at the time of IPO in the financial year 2007-2008 due for refund amounting to ₹ 232,845/- has been lying in the unpaid Account, and the same is to be transferred to IEPF this year. Accordingly, an amount of ₹ 232,845/- has been credited to the fund in March, 2015 and the necessary returns/disclosures have been filed with the Ministry of Corporate Affairs.

CONTACT INFORMATION

Registered and Corporate Office:

OnMobile Global Limited

E City, Tower 1, #94/1C & 94/2, Veerasandra, Attibele Hobli, Anekal Taluk, Electronic City, Phase 1, Bangalore - 560 100, Karnataka, India

T + 91 80 40096000 F + 91 80 4009 6009

CIN: L64202KA2000PLC027860

<http://www.onmobile.com>

Other Locations

MUMBAI: Sumer Plaza, # 501/502, Marol Maroshi Road, Marol, Andheri (E), Mumbai – 400 059 T + 91 22 40588588, F + 91 22 40588558

DELHI: #105/106, First Floor, Time Tower (Opp. Gurgaon Central Mall), M.G.Road, Gurgaon-122 002 Haryana, INDIA T +91 124 – 4130000, F +91 124 – 4130099

SEZ Offices

BANGALORE

RMZ Eco world, Building # 1, 4th Floor, SEZ – Varthur Hobli, Devarabeesanahalli Village, Outer Ring Road, Bangalore – 560103.

Representing Officers of the Company

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

Company Secretary And Compliance Officer

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

Investor Relations – Institutional

Radhika Venugopal - Director, Finance
T: + 91 80 4009 6000
F: + 91 80 4009 6009
E: investors@onmobile.com

Public Relations

Madhusudan N - Vice President, Marketing
T: + 91 80 4009 6000
F: + 91 80 4009 6009
E: madhusudan.narayanan@onmobile.com

Listing details	<p>The shares of the Company are listed on: Bombay Stock Exchange (BSE) Phiroze Jheejheebhouy Towers, Dalal Street, Fort, Mumbai – 400 001</p> <p>National Stock Exchange of India Limited (NSE) Exchange Plaza, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051</p> <p>The Annual Listing Fee for both the exchanges has been paid for the FY 2015-16. The Company has complied with the provisions of the listing agreement for the year ended March 31, 2015.</p>	
Stock code	<p>National Stock Exchange of India Limited (NSE) –ONMOBILE Bombay Stock Exchange Limited (BSE) – 532944 Reuters – ONMO.NS/ONMO.BO Bloomberg – ONMB:IN</p>	
Forthcoming Annual General Meeting (AGM)	<p>The Fifteenth Annual General Meeting (AGM) of the Members of OnMobile Global Limited will be held on Tuesday, September 8, 2015 at Hotel Royal Orchid, adjoining KGA Golf course, HAL Airport Road, Bangalore - 560 008 at 10.00 A.M.</p>	
Financial Calendar (tentative and subject to change)	Event	Likely Board Meeting Schedule
	Financial reporting for the quarter ending June 30, 2015	End of July 2015
	Financial reporting for the quarter ending September 30, 2015	End of October 2015
	Financial reporting for the quarter ending December 31, 2015	End of January 2016
	Financial reporting for the quarter/year ending March 31,2016	End of April 2016
Book Closure Date(s)	From September 2, 2015 to September 8, 2015 (both days inclusive)	
Dividend Payment Date	within 30 days from the date of AGM	
Registrars And Share Transfer Agents	<p>Karvy Computershare Private Limited Karvy Selenium Tower B, Plot No. 31-32, Gachibowli Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032 T +91 40 6716 1500 F +91 40 2342 0814 Email id: einward.ris@karvy.com</p>	
Depository System	<p>Currently 99.86% of the Company's share capital is held in dematerialised form. For any assistance in conversion of the physical shares to demat form or vice versa, the investors may approach Karvy Computershare Private Limited at the addresses mentioned above.</p>	
Email ID of Grievance Redressal Division	<p>einward.ris@karvy.com investors@onmobile.com</p>	

Distribution Schedule

Distribution of Shareholding as on March 31, 2015 (TOTAL)						
Sl. No.	Category (Amount)	No. of Holders	% To total number of Holders	No. of Shares held	Amount (₹)	% To total number of Equity Shares
1	1 - 5000	33,327	84.88	449,551	44,955,110	4.12
2	5001 - 10000	2,741	6.98	2,240,202	22,402,020	2.05
3	10001 - 20000	1,303	3.32	2,032,240	20,322,400	1.86
4	20001 - 30000	520	1.32	1,361,460	13,614,600	1.25
5	30001 - 40000	267	0.68	969,285	9,692,850	0.89
6	40001 - 50000	229	0.58	1,100,585	11,005,850	1.01
7	50001 - 100000	387	0.99	2,943,148	29,431,480	2.69
8	100001 and above	489	1.25	94,077,905	940,779,050	86.14
	TOTAL:	39,263	100.00	109,220,336	1,092,203,360	100.00

Shareholding Pattern as on March 31, 2015

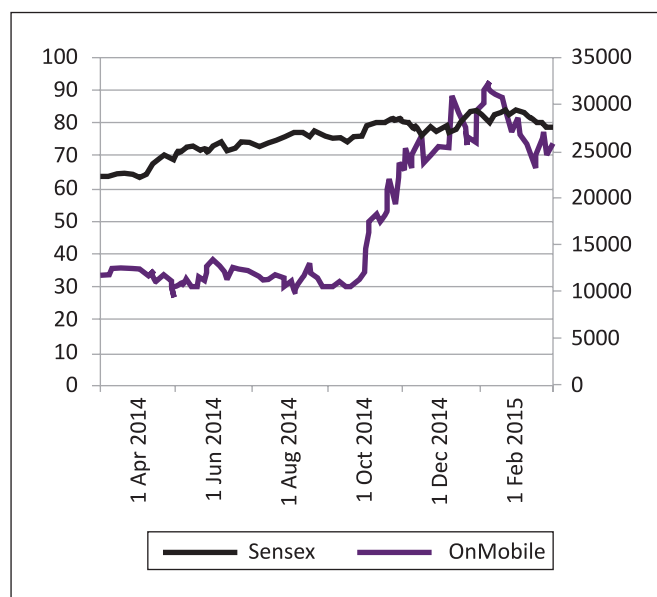
Description	No. of shareholders	Total shares	% to equity
Promoter and Promoter group	1	50,923,703	46.62
Mutual Funds /UTI	5	430,898	0.39
Financial Institutions /Banks	4	172,425	0.16
Foreign Institutional Investors	20	7,874,705	7.21
Bodies Corporate	730	11,668,946	10.68
Individuals	36,969	35,294,222	32.31
Foreign Nationals	19	41,106	0.04
HUF	859	1,687,372	1.54
Clearing Members	154	385,370	0.35
Non Resident Indians	498	734,189	0.67
Trusts	4	7,400	0.01
TOTAL	39,263	109,220,336	100

Stock Market Data

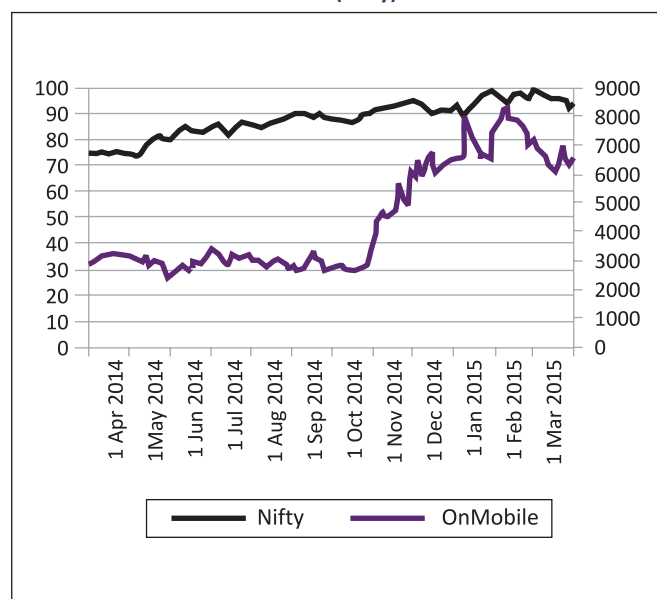
Monthly high and low quotes during each month in the financial year 2014-15 as well as the volume of shares traded on NSE and BSE are as below:

Financial Year 2014 – 15	BSE			NSE		
Month	High (₹)	Low (₹)	Total Traded Quantity	High (₹)	Low (₹)	Total Traded Quantity
April	38.1	33.05	4,622,223	38.2	33.1	12,824,541
May	36.4	26.35	8,626,688	36.5	26.25	24,585,275
June	38.9	28.1	20,612,752	38.9	28.1	60,709,515
July	39.6	30.05	11,634,689	39.6	30.15	33,579,825
August	36.25	30.2	3,455,435	36.2	30.25	11,107,668
September	38.25	28.3	9,153,543	38.4	28.2	30,652,967
October	39.35	29.45	4,434,891	39.35	29	16,945,076
November	68.5	39	18,588,020	68.4	38.95	63,267,490
December	75.95	64.05	8,460,192	75.9	64.1	30,534,598
January	93.05	69.95	9,762,008	93	69.5	33,678,212
February	98.3	76.9	6,496,618	99.8	76.55	19,433,108
March	83.2	62	5,418,359	83.2	61.85	19,735,344

OnMobile Global Limited vs BSE (Sensex)



OnMobile Global Limited vs NSE(Nifty)



Investor Grievance and Share Transfer

The Company has a Stakeholders Relationship Committee of the Board to examine and redress shareholders' and investor complaints. The status on share transfers is reported to the Board by the Company Secretary. Details of complaints received and their nature is provided below. The Company Secretary receives the share transfers and reports the same to the committee at their meeting.

For matters regarding shares transferred in physical form, share certificates, dividends, change of address, etc., shareholders

should communicate with Karvy Computershare Private Limited, our Registrar and Share transfer agent. The address is given in the section on 'Shareholder information'.

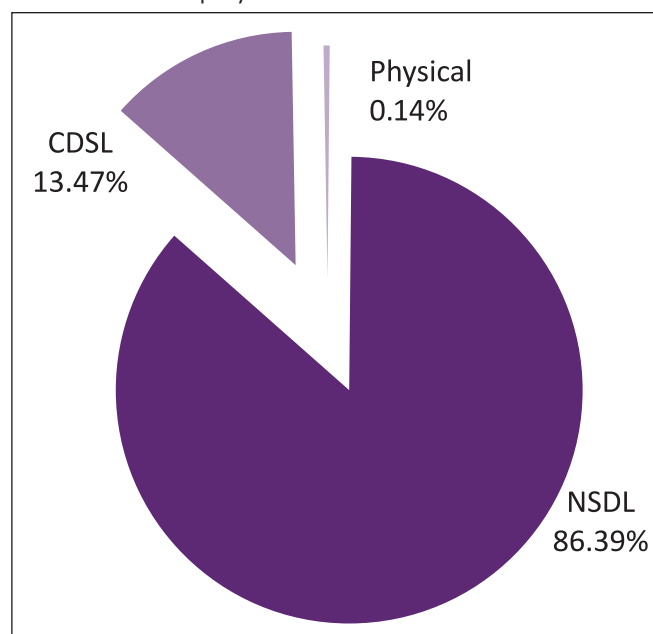
For shares transferred in electronic form, after confirmation of sale/purchase transaction from the broker, shareholders should approach the depository participant with a request to debit or credit the account for the transaction. The depository participant will immediately arrange to complete the transaction by updating the account. There is no need for separate communication to register the share transfer.

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

Sl. No.	Description	Received	Resolved	Pending
1.	Non receipt of electronic credits	0	0	0
2.	Non receipt of annual reports	29	29	0
3.	Non receipt of dividend warrants	34	34	0
4.	Non receipt of Refund orders	0	0	0
5.	Non receipt of securities	0	0	0
6.	SEBI (stock option's related)	1	1	0
	TOTAL	64	64	0

Dematerialization of Shares

The Company's shares are admitted into both the depositories viz., National Securities Depository Limited and Central Depository Services (India) Limited. As on March 31, 2015, 99.86% of the Company's shares are held in electronic form.



CERTIFICATE OF COMPLIANCE FROM AUDITORS AND/OR INDEPENDENT COMPANY SECRETARY AS STIPULATED UNDER CLAUSE 49 OF THE LISTING AGREEMENT OF THE STOCK EXCHANGES IN INDIA

CERTIFICATE FROM THE AUDITORS

To the Members of OnMobile Global Limited

We have examined the compliance of conditions of Corporate Governance by OnMobile Global Limited (the "Company") for the year ended on March 31, 2015 as stipulated in Clause 49 of the Listing Agreement of the said Company with the relevant Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For **Deloitte Haskins & Sells**
Chartered Accountants
(Registration No. 008072S)

V. Balaji

Partner

Place : Bangalore
Date : July 30, 2015

Membership No.: 203685

CERTIFICATE FROM THE COMPANY SECRETARY

We have examined all relevant records of M/s. OnMobile Global Limited (the Company), for the purpose of certifying compliance of the conditions of Corporate Governance under Clause 49 of the Listing Agreement(s) entered into with Indian Stock Exchanges for the financial year ending March 31, 2015.

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

On the basis of our findings recorded in the annexed report from the examination of the records produced and explanations and information furnished to us, in our opinion the Company has complied with the conditions of corporate governance as stipulated in the Clause 49 of the Listing Agreement as on March 31, 2015.

P.G. HEGDE
Hegde & Hegde
Company Secretaries
C.P.No.640

Place : Bangalore
Date : May 21, 2015

Declaration by the Managing Director and CEO under Clause 49 of the Listing Agreement regarding compliance with Code of Conduct

In accordance with Clause 49 (II) (E) of the Listing Agreement with the Stock Exchanges, I hereby confirm that the Company has in respect of the year ended March 31, 2015, received from its Board members as well as senior management personnel affirmation as to compliance with the Code of Conduct.

Place: Montreal
Date: May 28, 2015

Rajiv Pancholy
Managing Director and CEO

CEO and CFO Certification

We, Rajiv Pancholy, Managing Director and Chief Executive Officer and Praveen Kumar, Chief Financial Officer of OnMobile Global Limited, to the best of our knowledge and belief, certify that:

1. We have reviewed the balance sheet and profit and loss account (consolidated and unconsolidated), and all its schedules and notes on accounts, as well as the cash flow statements, and the directors report;
2. Based on our knowledge and information, these statements do not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the statements made;
3. Based on the information, the financial statements, and other financial information included in this report, present in all material respects, a true and fair view of the Company's affairs, the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this report, and are in compliance with the existing accounting standards and / or applicable laws and regulations;
4. To the best of our knowledge and belief, no transactions entered into by the Company during the year are fraudulent, illegal or violative of the Company's code of conduct;
5. We accept responsibility for establishing and maintaining internal controls and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which we are aware have been disclosed to the auditors and the Audit Committee and steps have been taken to rectify these deficiencies.
6. We have indicated to the auditors and the Audit Committee:
 - (i) Significant changes in the internal controls over financial reporting during the year;
 - (ii) Significant changes in the accounting policies during the year and that the same has been disclosed in the notes to the financial statements; and
 - (iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee have a significant role in the Company's internal control system over financial reporting.
7. We further declare that all Board members and senior managerial personnel have affirmed compliance with the code of conduct for the current year.

Rajiv Pancholy
Managing Director and CEO

Praveen Kumar K J
Chief Financial Officer

Date : May 28, 2015
Place : Montreal

Directors' Report

Dear Members,

The Directors take pleasure in presenting the 15th Annual Report on the business and operations of the Company together with the audited financial statements for the year ended March 31, 2015.

RESULTS OF OPERATIONS FOR THE YEAR 2014-15

Summary of the operations of the Company on standalone basis for the financial year 2014-15 is as follows:

(In ₹ Million)

PARTICULARS	2014-15	2013-14
Revenue from operations	3,460.40	4,062.32
Earnings before other income, depreciation and amortization, finance charges, Exceptional item and tax	282.27	439.73
Exceptional item	—	559.48
Profit before other income, depreciation and amortization, finance charges and tax	282.27	(119.75)
Profit/(Loss) before tax	198.90	(303.58)
Profit/(Loss) for the year	92.09	(372.99)
Equity Share Capital	1,092.20	1,142.36
Reserves and Surplus	6,177.08	6,647.39
Networth	7,269.28	7,789.75
Net Block	1,152.12	2,013.95
Net Current Assets	3,268.77	1,819.71
Cash and Cash Equivalents	890.27	313.75
Earnings/ (Loss) per share (Diluted) (In ₹)	0.80	(3.30)

BUSINESS PERFORMANCE / FINANCIAL OVERVIEW

Standalone Financials

During 2014-15, the Company recorded net revenue of ₹ 3,460.40 million, a decrease of 15% over the previous year of ₹ 4,062.32 million. The Profit after tax of the Company was ₹ 92.09 million in 2014-15 as compared to a Loss of ₹ 372.99 million in 2013-14. The diluted earnings/(Loss) per share (EPS) for the year 2014-15 was ₹ 0.8 per share as compared to ₹ (3.3) per share in 2013-14.

Consolidated Financials

During 2014-15, the Company recorded consolidated net revenue of ₹ 8,470.50 million, a decrease of 2% over the previous year of ₹ 8,653.13 million. The consolidated Profit/ (Loss) after tax of the Company for the year 2014-15 is ₹ (323.18) million as compared to ₹ (1,319.52) million in 2013-14. The consolidated diluted earnings/ (Loss) per share (EPS) for the year 2014-15 is ₹ (2.9) as compared to ₹ (11.6) per share in 2013-14.

Appropriations

Dividend

Your directors are pleased to recommend the following dividend for the financial year ended March 31, 2015 which is payable on

obtaining the shareholders' approval in the 15th Annual General Meeting scheduled for September 8, 2015:

Particulars of dividend	Par value (₹)	Per-centage	Dividend amount per equity share (In ₹)	Date of recommendation	Book Closure Date
Final Dividend	10.00	15%	1.50	May 28, 2015	September 02, 2015 to September 08, 2015 (both days inclusive).

The total dividend payout amount for the year inclusive of dividend distribution tax will be ₹ 197.18 million.

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

After providing for the dividend, the Company proposes to retain ₹ 3,095.20 million in the Statement of Profit and Loss. The Company is not proposing to transfer any amount to reserves from the profits of financial year 2014-15.

Liquidity

As on March 31, 2015, the Company had liquid assets including investments in fixed deposits and Mutual funds of ₹ 1,589.22 million.

CHANGES TO THE SHARE CAPITAL

During the year under review, the Company allotted 7,84,834 equity shares (including bonus) on the exercise of stock options under its various Employee Stock Option Plans and accordingly the paid up equity share capital of the Company as on March 31, 2015 stands at 109,220,336 equity shares of face value ₹ 10/- each. (i.e. ₹ 1,092,203,360).

OPEN OFFER BY PROMOTER

OnMobile Systems Inc, the promoters of the Company vide their Detailed Public Statement dated February 11, 2014 announced a voluntary open offer to the Shareholders of the Company for acquisition of 11,900,000 paid up equity shares of ₹ 10/- each representing about 10.16% of the fully diluted voting share capital at ₹ 40/- per share. Subsequently, OnMobile Systems Inc. had issued a letter of offer dated April 3, 2014 to the shareholders. The offer opened on April 25, 2014 and closed on May 9, 2014. After completion of the said open offer process, shareholding of OnMobile Systems Inc has increased from 39,023,703 shares (34.16%) to 50,923,703 shares (44.58%).

BUY BACK

During the year under review, the Company bought back 5,800,000 Equity Shares of ₹ 10/- each fully paid being 100% of the maximum offer shares pursuant to the Buyback offer from the Open Market through the Stock Exchange Mechanism. The total amount invested in the Buyback was ₹ 442.79 million including brokerage and other charges. The price at which the shares were bought back was dependent on the price quoted on Bombay Stock Exchange (BSE) and National Stock Exchange of India Ltd (NSE). The highest price at which the shares were bought back was ₹ 85.80 per share on BSE and ₹ 85.80 per share on NSE while the lowest price was ₹ 68 per share on BSE and 67.95 per share on NSE (all prices excluding brokerage and other charges). Over all the shares were bought back at an average price of ₹ 76.34 per share (price including brokerage and other charges). The offer was opened on December 22, 2014 and closed on January 15, 2015. The last lot of extinguishment of equity shares in connection with Buyback had completed on January 21, 2015. As a result of this Buy back, the issued and paid-up share capital of the Company has been reduced from 114,253,104 shares to 108,453,104 shares.

SIGNIFICANT EVENTS: 2014- 15

A. Milestone

OnMobile's Ringback Tone (RBT) product now reaches 61 million mobile customers worldwide and delivers approximately 500 million music plays daily. This impressive milestone underscores the growth momentum of one of the principal offerings of the company and confirms OnMobile's leadership position in the mobile music space. The company's RBT is currently deployed across 41 countries through more than 60 top-tier global telecommunications operators.

B. Market Expansion

- 1) OnMobile signed a deal of five years with Robi to deploy various Ringback Tone and Interactive Voice Response solutions. Part of the Axiata Group, Robi is the 3rd largest mobile operator in Bangladesh with 24 million subscribers and has 21% market share with a savvy subscriber base having high ARPU. With this deployment, OnMobile will power more than 68% of the RBT base in Bangladesh and have relationships with all operators in the country, becoming the provider of choice for these services.
- 2) OnMobile became the exclusive Caller Ringback Tone partner (RBT) for Tata Teleservices (Tata) in India. OnMobile will centrally manage Tata's Content Management Systems across the Code Division Multiple Access (CDMA) and Global System for Mobile Communications (GSM). This partnership will enable Tata to improve operational efficiency, reduce turnaround time and provide a superior user experience to all its subscribers. Signed for an initial term of 3

years, this deal will allow Tata's CDMA subscribers to access a slew of RBT features which were earlier available only for GSM subscribers.

- 3) OnMobile deployed its signature Ringback Tone product in Brazil. The company was selected by Oi, a prominent telecommunications player that serves 75 million Brazilians, as its official RBT partner in that country. This partnership has increased OnMobile's market share in Brazil significantly and strengthened its already strong presence in Latin America, a key market for OnMobile. It also bears testimony to the company's proven track record in executing and managing comprehensive, fully-managed RBT offerings globally.

C. Divestiture

OnMobile divested its French subsidiary Voxmobili S.A to Synchronoss Technologies Inc. as per the Share Purchase Agreement with Synchronoss Technologies signed in May 2014. With the closure of this deal, the company realized approximately USD 26 million subject to escrows and other conditions customarily contracted as part of such deals. The sale of Voxmobili is in line with OnMobile's strategy of focusing on its core products.

D. Management update

Jacks Sterenfeld was appointed as Vice President for Latin America. He brings with him over 20 years of international sales and general management experience, with a focus on Latin America. Previously, he had been working for Telefonica for the past 11 years in various executive roles.

INFORMATION ABOUT SUBSIDIARY/ JOINT VENTURE/ ASSOCIATE COMPANY

As on March 31, 2015, the Company has 44 Subsidiaries. During the year under review, OnMobile Latam Holding S.L. was incorporated in Spain as a wholly owned subsidiary.

Sale of Voxmobili S.A.: Equity shares held by the Company in Voxmobili S.A, one of the subsidiaries of the Company have been sold through OnMobile Europe B.V. and Onmobile S.A with effect from July 11, 2014. Hence, Voxmobili S A has ceased to be a subsidiary of the Company. The said sale was approved by the shareholders through postal ballot resolution dated June 20, 2014.

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

In accordance with third proviso of Section 136(1) of the Companies Act, 2013, the Annual Report of the Company, containing therein its standalone and the consolidated financial statements has been placed on the website of the Company, www.onmobile.com. Further, as per fourth proviso of the said section, audited annual accounts of each of the subsidiary

companies have also been placed on the website of the Company, www.onmobile.com. These documents will also be available for inspection during business hours at the registered office of the Company at Bangalore, India.

NEW LOCATIONS

The Company continued its expansion internationally during this year as well. The Company has signed various important global contracts during the year under review. As part of the Company's global expansion strategy, the Company has setup a new branch office in Guinea Conkary. The Company has incorporated a new subsidiary- OnMobile Latam Holding S.L. in Spain.

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

There have been no Material Changes for the period between end of the financial year 2014-15 and the date of this report affecting the financial position of the Company.

OPERATIONAL EFFICIENCY

Operational efficiency at OnMobile is a continual endeavor. Over the past year, apart from the constant platform innovation and upgrades, we focused on the following initiatives to improve efficiency and reduce operational costs. The Delivery, Operations and Engineering teams jointly drove the following efforts:

Automation & Optimization: All repetitive tasks were reviewed from a monitoring and automation perspective. Manual tasks were automated wherever possible and other tasks were re-engineered to reduce the time spent to complete the tasks. A site wise usage monitoring GUI was also provided which allowed the operations teams, irrespective of their location, to view the status and usage of the hardware and software components in production.

Operations team optimization: The Operations team was consolidated under the Global Network Operations Centre (GNOC). This removed geographical overlaps and brought in efficiency. Automation also helped reduce the operations team size over the last year. The GNOC teams are continually working on streamlining the operations process and better manage the customer Service Level Agreements (SLAs) with their 24/7 service desks.

Configuration management: As part of the operational efficiency drive we have created a configuration management tool for our key platforms, so that the centralized operations teams can remotely configure the services at site. This will help reduce the errors in configuration at the multiple sites, and ensure that the configuration backups are always available at a central site for restoration or trouble shooting in case of an error.

INFRASTRUCTURE

OnMobile is going strong with more than 40 offices across the globe and 2.25 lakh square feet of office space. The offices are categorized as virtual office, business centers and leased offices. The largest facility is the Electronic city office in Bangalore with

1.30 lakh square feet of office space. All the OnMobile facilities are well equipped with good working atmosphere and high level of security and safety competency. Regular planned preventive measures are in place to avoid downtime and ensure business continuity.

OnMobile services to customers across 150 cities and towns in India. It has 9 regional warehouses catering to internal hardware movement and supporting operations of more than 2,500 IT internal servers across India. OnMobile is a truly global company which is spread across 53 countries and enjoys long-term partnerships with global telecom operators.

HUMAN RESOURCES MANAGEMENT

People world of OnMobile

OnMobile has always believed in building a culture of innovation and creativity where our employees are inspired to achieve excellence in their area of functioning. As we transform ourselves to be a part of a new age technology world, we will continue to nurture a common culture among our globally diversified workforce.

Our focus for the year 2014-2015 was to create a highly engaged workplace. We emphasized on learning and skill development, identifying and rewarding our talent and corporate social responsibilities events

Learning and Skill Development

Skill development is a priority at OnMobile. We believe that if employees are given the opportunity to continually advance professionally, then it increases our ability to achieve our short and long term business objectives.

In the year 2014 – 2015, we implemented an online learning tool. Employees have access to a robust portfolio of technical courses and courses on soft-skills and business skills, with about 250 courses offered online to our global workforce. The response has been overwhelming as it allows learning anywhere and anytime.

We continue to offer a comprehensive suite of programs to all levels of management, from coaching for performance evaluation to specialized classroom learning. We are especially focused on strengthening our general management abilities.

Identifying and Rewarding Critical Talent

In early 2014, we implemented a framework to retain our critical talent. One of key features of the framework was to introduce and implement differential reward system for critical workforce. We also introduced ESOP based compensation program to participate in the long term success of OnMobile.

OnMobile believes in hiring best talent and thus has a very strenuous hiring process based on the role. The process includes hiring from best colleges and from reputed organizations.

Throughout 2014, we continued to recruit employees throughout the world, with particular emphasis on emerging markets. We added 214 people across the globe – our people count in March 2015 was 1,145.

In our 2015 talent engagement survey, a general survey of all employees conducted every year, we achieved an overall employee engagement score of 70% as compared to the engagement score of 60% in the year 2014. We attribute this to the implementation of initiatives such as effective goal setting process, organization restructuring (which resulted in enriched roles within the organization leading to higher productivity) and a huge focus on skill development.

CORPORATE SOCIAL RESPONSIBILITY

In the year 2014-15, OnMobile continued support towards “Education” as a social cause through Give India Payroll giving program. The Company had tie-ups with few NGOs during Indian festivals.

We are currently working on our social investment strategy wherein we could leverage our technology to support a social cause.

The Company has constituted a Corporate Social Responsibility (CSR) Committee in accordance with Section 135 of the Companies Act, 2013. The CSR Committee was constituted by the Board of Directors of the Company at its meeting held on July 31, 2014. The CSR committee charter and the CSR Policy of the Company are available in the below website link:

http://www.onmobile.com/sites/default/files/cg_policy/Corporate_Social_Responsibility_Policy.pdf

The Annual report on our CSR activities is appended as **Annexure VII** to the Director’s report.

RESEARCH AND DEVELOPMENT

During the fiscal year ending March 31, 2015, OnMobile executed a transformation of its R&D operations. The transformation followed three main pillars: focus, agility and user experience.

A more focused R&D force

OnMobile executed the consolidation of its research and development centers around three main locations: Bangalore, Paris (France) and St-Ives (United Kingdom), each of those centers have clear responsibilities and areas of expertise. In Bangalore, the engineering workforce has deep expertise on large-scale platforms supporting billions of calls per days and complex telecommunication systems. In Paris, the product development team is specialized in mobile applications and user experience, in St-Ives, the R&D is focused on developing content storefronts, the backbone of our CVAS offering.

The number of products has also been reduced significantly in order to focus on the ones with the most potential and increase efficiency.

A more agile product development process

Through extensive agile development training and the use of the latest cloud-based collaboration tools such as Slack and In-vision, the product development process has been completely reshaped. In the past, OnMobile used to follow waterfall development process, a process popular among Telco companies. While still using some of it for the largest back-end development work, the R&D force is now organized in small multi-disciplinary teams working in an agile way to iterate quickly on prototypes and deliver new products faster.

A greater emphasis on user experience

In 2013, the Consumer Connect initiative was started. This initiative was about gathering consumer insights through the analysis of the very large amount of data that the OnMobile platforms manage. The initiative is still continuing and it is showing great value to our services by helping us reduce churn and grow usage. This also helped OnMobile identify opportunities and pain points. In order to fix those pain points, the user experience team has been ramped up with the addition of new user interface designers and interaction designers.

This fiscal year has been about transforming the way the research and development workforce operate. It is now faster, more efficient and much more focused. The next fiscal year is going to be about the massive upgrade of our ringback tone platform to enable new products and new operational models.

CORPORATE GOVERNANCE

The Company is committed to maintain the highest standards of corporate governance. The Company meets the standards and guidelines set by the Securities and Exchange Board of India on Corporate Governance and have implemented all the stipulations prescribed. A detailed report on corporate governance pursuant to the requirements of Clause 49 of the Listing Agreement forms part of the Annual Report. The certificate(s) from the auditors of the Company, M/s Deloitte Haskins & Sells, Chartered Accountants, and independent Practicing Company Secretary, Parameshwar G Hegde confirming compliance of conditions of corporate governance as stipulated under the aforesaid Clause 49 are annexed to the Corporate Governance Report.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

In accordance with Clause 49 of the Listing Agreement, the Management Discussion and Analysis Report is presented in the separate section forming part of the Annual Report.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

At the last Annual General Meeting of the Company held on September 10, 2014, Naresh Malhotra, Rajiv Khaitan, Harit Nagpal, Bruno Ducharme and Nancy Cruickshank were appointed as Independent Directors, pursuant to Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

Rajiv Pancholy was appointed as an Additional Director and Managing Director w.e.f June 26, 2014 and shareholders at their meeting held on September 10, 2014 approved the appointment of Rajiv Pancholy as ‘Managing Director and CEO’ for a period of five years with effect from June 26, 2014.

François-Charles Sirois was appointed as an Additional Director on the Board of the Company on June 26, 2014. François-Charles Sirois is currently President and Chief Executive Officer of Telesystem, a media and technology holding. He is also the President and Chief Executive Officer of OnMobile Systems Inc., the largest shareholder of the company. Further, the Board of Directors at their meeting held on October 30, 2014 appointed François-Charles Sirois as ‘Executive Chairman’ of the Company for a period of five years w.e.f November 1, 2014. Pursuant to the provisions of Sections 196, 197 and 203 read with Schedule

V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, approval of the shareholders by special resolution to the appointment of François-Charles Sirois as the Executive Chairman of the Company is being sought at the forthcoming AGM. An application has been made to Central Government on January 24, 2015 seeking approval for the appointment of François as Executive Chairman and for payment of remuneration.

Praveen Kumar was appointed as Chief Financial Officer (CFO) of the Company w.e.f September 4, 2014 to lead the company's global financial operations. Being with the company since 2006, he is an OnMobile veteran and has been an integral part of OnMobile's various growth phases and transitions, including the IPO in 2007. His areas of expertise and responsibilities include financial accounting and reporting, revenue assurance, systems implementation, partnering with business on strategic initiatives, treasury management, taxation and investor relations.

Rentala Chandrashekhar was appointed as an additional director w.e.f October 8, 2013, but due to policy decisions in his current organization, he resigned on April 29, 2014.

Chandramouli Janakiraman has resigned as Managing Director and Chief Executive Officer with effect from June 2, 2014. Further, he resigned from the directorship of the Company with effect from June 26, 2014.

Barry White has resigned from the directorship of the Company with effect from August 14, 2014.

H.H. Haight has resigned from the directorship of the Company with effect from August 20, 2014.

Harit Nagpal, Naresh Malhotra and Bruno Ducharme have resigned from the directorship of the Company w.e.f July 30, 2015.

Sanjay Baweja was appointed as an Additional Director of the Company by the Board with effect from May 28, 2015. Further, Nehchal Sandhu and Pascal Tremblay were appointed as Additional Directors of the Company with effect from August 1, 2015 pursuant to the provisions of Section 161 of the Companies Act, 2013 and they hold office until the date of the ensuing Annual General Meeting. It is proposed to appoint them as Independent Directors of the Company pursuant to Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 at the forthcoming Annual General Meeting.

AUDITORS' APPOINTMENT

Deloitte Haskins & Sells, Chartered Accountants, were appointed as Auditors of the Company by the shareholders at the last AGM held on September 10, 2014 to hold office until the conclusion of the 17th (Seventeenth) AGM of the Company to be held during the calendar year 2016-17. In terms of the first proviso to Section 139 of the Companies Act, 2013, the appointment of auditors shall be placed for ratification at every AGM. Accordingly, the appointment of Deloitte Haskins & Sells, Chartered Accountants as Auditors of the Company is placed for ratification of the shareholders at the ensuing AGM. The Company has received a

certificate from the auditors to the effect that their appointment will be in accordance with the provisions of Section 141 of the Companies Act 2013.

SECRETARIAL AUDIT

The Board of Directors of the Company had appointed Parameshwar G Hegde, Practicing Company Secretary to conduct the Secretarial Audit pursuant to the provisions of Section 204 for the financial year ended March 31, 2015 and the Secretarial Audit Report is appended as **Annexure IX**.

COMMENTS ON AUDITORS' REPORT

There are no qualifications, reservations or adverse remarks or disclaimers made by Statutory Auditors of the Company in the audit report and by the Secretarial Auditor for the financial year ended March 31, 2015 in the secretarial audit report.

DIRECTORS' RESPONSIBILITY STATEMENT

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

- i. In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- ii. They have selected and applied consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at the end of the financial year and of the profit of the Company for that period.
- iii. They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 and for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv. They have prepared the annual accounts on a going concern basis.
- v. Internal financial controls have been laid down and they were adequate and were operating effectively.
- vi. Proper systems to ensure compliance with the provisions of all applicable laws and such systems were adequate and were operating effectively.

NUMBER OF MEETINGS OF THE BOARD

The Board met eight times during the financial year 2014- 15 viz., May 3, 2014; May 29, 2014; June 26, 2014; July 31, 2014; September 4, 2014; October 30, 2014; December 11, 2014 and February 5, 2015. The maximum interval between any two meetings did not exceed 120 days.

COMMITTEES OF THE BOARD

During the year, in accordance with the Companies Act, 2013, there are currently Five Committees of the Board, as follows:

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

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

BOARD INDEPENDENCE

The Company has received necessary declaration from each Independent Director of the Company under Section 149(7) of the Companies Act, 2013 that the Independent Directors of the Company meet with the criteria of their Independence laid down in Section 149(6). Our definition of ‘Independence’ of Directors is derived from Clause 49 of the Listing Agreement with Stock Exchanges and Section 149(6) of the Companies Act, 2013. Based on the confirmation / disclosures received from the Directors and on evaluation of the relationships disclosed, the following Non-Executive Directors are Independent in terms of Clause 49 of the Listing Agreement and Section 149(6) of the Companies Act, 2013:

- a) Rajiv Khaitan
- b) Naresh Malhotra[#]
- c) Harit Nagpal[#]
- d) Nancy Cruickshank
- e) Bruno Ducharme[#]
- f) Sanjay Baweja^{*}
- g) Nehchal Sandhu^{*}
- h) Pascal Tremblay^{*}

* Appointed during the year by the Board and approval of the shareholders for their appointment as Independent Directors is being sought at the forthcoming Annual General Meeting.

[#] Resigned from the directorship of the Company w.e.f. July 30, 2015.

COMPANY'S POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The Nomination and Remuneration Policy of the Company on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under sub-section (3) of section 178, is appended as **Annexure II** to this Report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

The Company has provided following loans and guarantees and made following investments pursuant to Section 186 of the Companies Act, 2013:

Sl. No.	Name of the entity	Relation	Amount ₹ (in Million)	Particulars of loans, guarantees and investments	Purpose for which the loan, guarantee and investment are proposed to be utilised
1.	OnMobile Global Limited Colombia S.A.S	Subsidiary	15.90	Investment in Share Capital	Working Capital
2.	Onmobile Turkey Telekomunikasyon Sistemleri Limited Şirketi	Subsidiary	0.19	Investment in Share Capital	Working Capital
3.	OnMobile Global Solutions Canada Limited	Subsidiary	0.54	Investment in Share capital	Working Capital
4.	Onmobile Turkey Telekomunikasyon Sistemleri Limited Şirketi	Subsidiary	6.01	Loans provided	Working Capital
5.	OnMobile USA LLC.	Subsidiary	165.10	Loans provided	Working Capital and repayment of loan

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

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

CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION

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

FOREIGN EXCHANGE EARNINGS AND OUTGO

(In ₹ Million)

Description	Year ended	
	March 31, 2015	March 31, 2014
Foreign exchange earnings	1972.46	2400.86
Foreign exchange out go	886.19	1066.92

SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS:

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

RISK MANAGEMENT POLICY

The Board of Directors at their meeting held on October 30, 2014 constituted a Risk Management Committee in accordance with Clause 49 of the Listing Agreement. The Company has formulated a risk management policy to facilitate setting up a framework for risk assessment and minimization procedures. A copy of the risk management policy is appended in this report as **Annexure IV** and is placed on the website of the Company at www.onmobile.com.

VIGIL MECHANISM

The Company has established a Whistle Blower Policy for

Directors and employees to report their genuine concern. The details of the same are explained in the Corporate Governance Report.

EVALUATION OF PERFORMANCE OF BOARD/DIRECTORS

Pursuant to the provisions of the Act and Clause 49 of the Listing Agreement, the Board has carried out an annual evaluation of its performance and the Directors individually. For this purpose the Board had engaged a third party with experience in carrying out such evaluation of Board and the findings were shared individually with the Board Members as well as the Chairman.

In addition to the above, the Board has carried the evaluation of the working of its Audit Committee, Nomination and Compensation Committee and Stakeholders Relationship Committee.

EXTRACT OF ANNUAL RETURN

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in MGT 9 forms part of this Annual Report in **Annexure V**.

PARTICULARS OF EMPLOYEES

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

A statement showing details of every employee employed throughout the financial year and in receipt of remuneration of ₹ 60 lakh or more per annum or employed for part of the year and in receipt of ₹ 5 lakh or more per month under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is enclosed as **Annexure VI(B)** to Directors report.

FIXED DEPOSITS

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

EMPLOYEE STOCK OPTION SCHEMES

Pursuant to the provisions of Section 62(1)(b) read with Rule 12(9) of the Companies (Share Capital and Debentures) Rules,

2014, the Company approved following Employee Stock Option Schemes i.e. Employee Stock Option Plan-I, 2003, Employee Stock Option Plan-II, 2003, Employee Stock Option Plan-III, 2006, Employee Stock Option Plan-I, 2007, Employee Stock Option Plan-II, 2007, Employee Stock Option Plan-I, 2008, Employee Stock Option Plan-II, 2008, Employee Stock Option Plan-III, 2008, Employee Stock Option Plan-IV, 2008, Employee Stock Option Plan-I, 2010, Employee Stock Option Plan-II, 2010 ; Employee Stock Option Plan I, 2011, Employee Stock Option Plan I, 2012 and Employee Stock Option Plan I, 2013 for granting stock options to its employees.

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

ACKNOWLEDGMENTS

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

For and on behalf of the Board of Directors

François-Charles Sirois
Executive Chairman

Place : London
Date : July 30, 2015

Annexures to the Board's Report

Annexure I

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

FORM AOC-1

Statement pursuant to first proviso to sub-section (3) of section 129 of the Companies Act 2013, read with rule 5 of Companies (Accounts) Rules, 2014 in the prescribed Form AOC-1 relating to subsidiary companies											
Part "A": Subsidiaries											(Amount in INR Millions)
Entity Name	Reporting Currency & Exchange Rate as on 31st March 2015	Share Capital (2)	Reserves & Surplus (2)	Total Assets (2)	Total Liabilities (Excluding Share Capital & Reserves and Surplus) (2)	Turnover (1)	Investments	Profit / (Loss) before taxation (1)	Provision for taxation (1)	Profit / (Loss) after taxation (1)	% of Share-holding
OnMobile Singapore Pte. Ltd.	1 SGD = INR 45.625	204.63	70.90	434.63	159.10	116.75	–	23.03	(5.75)	28.79	100%
PT OnMobile Indonesia	1 IDR = INR 0.005	4.41	11.23	33.98	18.34	12.57	–	5.02	0.81	4.21	100%
Servicios De Telefonía OnMobile Sa De Cv	1 MXN = INR 4.115	7.53	(79.46)	280.22	352.15	399.70	–	(92.99)	8.11	(101.10)	100%
OnMobile Brasil Sistemas De Valor Agregado Para Comunicacoes Moveis Ltda.	1 BRL = INR 19.308	45.67	267.40	447.81	134.74	794.41	–	109.00	80.14	28.86	100%
OnMobile Global for Telecommunication Services	1 EGP = INR 8.238	0.08	1.67	165.00	163.25	198.97	–	(13.86)	3.21	(17.07)	100%
OnMobile Telecom Burkina Faso, S.A.R.L.	1 XOF = INR 0.104	0.10	(16.32)	20.52	36.75	5.69	–	(12.02)	–	(12.02)	100%
OnMobile Turkey Telekomunikasyon Sistemleri Limited Şirketi	1 TRY = INR 24.016	0.24	(22.00)	29.24	51.00	17.23	–	(7.76)	–	(7.76)	100%
OnMobile Global Czech Republic S.R.O	1 CZK = INR 2.477	0.50	(11.57)	7.50	18.57	4.10	–	(5.47)	–	(5.47)	100%
OnMobile Live Inc	1 USD = INR 62.591	62.59	(800.68)	777.25	1,515.34	402.59	–	(446.19)	–	(446.19)	100%
Fonestarz Media Group Limited	1 GBP = INR 92.4591	0.00	66.53	308.63	242.10	532.00	–	29.79	(31.63)	61.43	100%
OnMobile Kenya Telecom Limited	1 KES = INR 0.693	43.06	(31.05)	115.64	103.63	16.26	–	(18.08)	–	(18.08)	100%
OnMobile Telecom Limited	1 MWK = INR 0.145	0.84	(4.22)	17.30	20.69	12.81	–	(6.36)	0.29	(6.66)	100%

Part "A": Subsidiaries (Amount in INR Millions)											
Entity Name	Reporting Currency & Exchange Rate as on 31st March 2015	Share Capital (2)	Reserves & Surplus (2)	Total Assets (2)	Total Liabilities (Excluding Share Capital & Reserves and Surplus) (2)	Turnover (1)	Investments	Profit / (Loss) before taxation (1)	Provision for taxation (1)	Profit / (Loss) after taxation (1)	% of Shareholding
OnMobile Mali SARL	1 XOF = INR 0.104	–	(8.76)	6.15	14.92	–	–	(0.86)	–	(0.86)	100%
OnMobile Senegal SARL	1 XOF = INR 0.104	–	(13.65)	12.44	26.09	–	–	2.60	–	2.60	100%
OnMobile Servicios Corporativos De Telefonía S.A. DE C.V.	1 MXN = INR 4.115	–	2.62	5.93	3.31	58.06	–	2.52	3.25	(0.73)	100%
OnMobile Costa Rica OBCR, S.A.	1 CRC = INR 0.12	–	1.53	21.74	20.21	16.88	–	0.94	0.28	0.66	100%
OnMobile Ghana Telecom Limited	1 GHS = INR 16.718	1.69	(17.54)	10.88	26.72	5.31	–	(8.37)	–	(8.37)	100%
OnMobile Madagascar Telecom Limited	1 MGA = INR 0.021	0.93	(5.67)	9.69	14.43	3.67	–	(5.42)	0.37	(5.79)	100%
OnMobile Nigeria Telecom Limited	1 NGN = INR 0.318	0.79	(13.10)	88.13	100.43	56.18	–	(3.22)	–	(3.22)	100%
OnMobile Rwanda Telecom Limited	1 RWF = INR 0.093	0.04	(8.14)	18.16	26.25	3.20	–	(5.94)	(1.20)	(4.74)	100%
OnMobile Uganda Limited	1 UGX = INR 0.021	13.46	(20.63)	27.74	34.91	31.36	–	(9.94)	–	(9.94)	100%
OnMobile Zambia Telecom Limited	1 ZMW = INR 8.3181	6.25	2.96	46.71	37.50	72.80	–	2.50	1.52	0.98	100%
OnMobile Telecom Sierra Leone Limited	1 SLL = INR 0.015	0.96	(10.72)	13.62	23.38	6.72	–	(4.16)	(0.47)	(3.68)	100%
OnMobile Uruguay SA	1 UYU = INR 2.505	–	(2.84)	22.07	24.91	14.24	–	(2.47)	0.03	(2.50)	100%
OnMobile Global Solutions Canada Limited	1 CAD = INR 49.581	0.50	(0.38)	23.34	23.23	76.22	–	(4.80)	0.36	(5.16)	100%
OnMobile Global SA	1 ARS = INR 7.113	15.53	(49.33)	339.48	373.28	216.33	–	(27.89)	(7.23)	(20.67)	100%
OnMobile Portugal SGPS, Unipessoal LDA (Zona Franca Da Madeira)	1 EUR = INR 67.51	0.68	(3.87)	1.82	5.02	–	–	(1.62)	–	(1.62)	100%
OnMobile Europe B.V.	1 EUR = INR 67.51	440.75	789.36	2,463.85	1,233.74	–	–	(25.22)	–	(25.22)	100%
OnMobile S.A. (erstwhile Telisma S.A.)	1 EUR = INR 67.51	1,806.03	(102.92)	1,903.04	199.94	356.43	–	71.91	44.13	27.78	100%

Part "A": Subsidiaries											(Amount in INR Millions)
Entity Name	Reporting Currency & Exchange Rate as on 31st March 2015	Share Capital (2)	Reserves & Surplus (2)	Total Assets (2)	Total Liabilities (Excluding Share Capital & Reserves and Surplus) (2)	Turnover (1)	Investments	Profit / (Loss) before taxation (1)	Provision for taxation (1)	Profit / (Loss) after taxation (1)	% of Share-holding
Vox mobili S.A. (subsidiary of OnMobile S.A. till July 11, 2014)	1 EUR = INR 67.51	–	0.00	0.00	(0.00)	154.06	–	(67.28)	(0.01)	(67.27)	100%
OnMobile USA LLC	1 USD = INR 62.591	125.81	(102.22)	1,246.93	1,223.34	350.58	–	31.38	(11.84)	43.21	100%
OnMobile De Venezuela C.A.	1 VEF = INR 0.324	0.05	(240.28)	20.07	260.30	30.32	–	(35.15)	–	(35.15)	100%
OnMobile Bangladesh Private Limited	1 BDT = INR 0.823	5.93	89.83	386.80	291.04	331.11	–	138.02	51.39	86.63	100%
OnMobile Global Spain S.L.U	1 EUR = INR 67.51	64.88	128.93	1,187.81	994.00	1,827.53	–	138.34	23.43	114.91	100%
OnMobile Global Italy SRL	1 EUR = INR 67.51	0.68	(1.46)	0.09	0.88	–	–	(0.98)	–	(0.98)	100%
OnMobile Tanzania Telecom Limited	1 TZS = INR 0.035	–	(1.75)	3.44	5.19	–	–	(2.53)	(0.75)	(1.79)	100%
OnMobile Latam Holding S.L	1 EUR = INR 67.51	0.68	–	1.44	0.76	–	–	(0.22)	–	(0.22)	100%
OnMobile Global South Africa (PTY) LTD	1 ZAR = INR 5.187	–	(4.74)	15.67	20.41	–	–	(4.74)	–	(4.74)	100%
OnMobile Global Limited Colombia S.A.S	1 COP = INR 0.025	13.60	(4.31)	72.24	62.95	18.56	–	(4.66)	1.63	(6.29)	100%

Note

- (1) Converted at monthly average exchange rates
- (2) Converted based on the exchange rates as on March 31, 2015
- (3) Proposed dividend from any of the subsidiaries was nil during the year
- (4) Vox mobili S.A. (subsidiary of OnMobile S.A. till July 11, 2014) was sold during the year
- (5) Investments exclude investments in subsidiaries
- (6) OnMobile Latam holdings Ltd was formed during the year (w. e. f. , June 18, 2014)
- (7) The following companies are yet to commence operations:
 - (a) OnMobile Global Italy SRL
 - (b) OnMobile Latam Holding S.L
 - (c) OnMobile Global South Africa (PTY) LTD
- (8) Above financials are prepared as per the Generally Accepted Accounting Principles (GAAP) of the respective countries
- (9) The reporting period for all the subsidiaries was March 31, 2015

Part “B”: Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of Associates		Mobile Voice Konnect Private Limited
1.	Latest audited Balance Sheet Date	31st March 2014
2.	Shares of Associate held by the company on the year end	
	No.	5,000
	Amount of Investment in Associates	INR 50,000
	Extend of Holding %	50%
3.	Description of how there is significant influence	Shareholding greater than 20%
4.	Reason why the associate is not consolidated	Not Applicable
5.	Networth attributable to Shareholding as per latest audited Balance Sheet	INR 100,000
6.	Profit / Loss for the year	–
	i. Considered in Consolidation	-
	ii. Not Considered in Consolidation	-

Annexure II

Nomination & Remuneration Policy

1. Introduction

The Board of Directors of OnMobile Global Limited (“the Company”) renamed and reconstituted the ‘Compensation committee’ to “Nomination and Compensation Committee” w.e.f May 22, 2014. The main purpose of the Nomination and Compensation Committee is to evaluate and approve the compensation plans, policies and programmes of the executive directors and senior management and to administer various stock option plans of our Company.

2. Objective

The Nomination and Compensation Committee and this Policy shall be in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Clause 49 of the Listing Agreement. The key objectives of the Committee would be:

- i. To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- ii. To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation by the Board.
- iii. To recommend to the Board on remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
- iv. To provide to Key Managerial Personnel and Senior Management rewards linked directly to their effort, performance and achievement relating to the Company's operations.
- v. To retain, motivate and promote talent and to ensure long term sustainability of talented managerial personnel and create competitive advantage.
- vi. To devise a policy on Board diversity

3. Definitions

“**Act**” means the Companies Act, 2013 and Rules framed thereunder, as amended from time to time.

“**Board**” means Board of Directors of the Company.

“**Directors**” means Directors of the Company.

“**Key Managerial Personnel**” means

- i. Managing Director or Chief Executive Officer or Manager and in their absence Whole-time director;
- ii. Chief Financial Officer;
- iii. Company Secretary; and

“**Senior Management**” mean personnel of the company who are members of its core management team excluding the Board of Directors including Functional Heads.

4. Role of Committee

4.1 Matters to be dealt with, perused and recommended to the Board by the Nomination and Compensation Committee

The Committee shall:

- i. Formulate the criteria for determining qualifications, positive attributes and independence of a director.
- ii. Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy.
- iii. Recommend to the Board, appointment and removal of Director, Key Managerial Personnel (KMP) and Senior Management Personnel.

4.2 Policy for appointment and removal of Director, KMP and Senior Management

i. Appointment criteria and qualifications

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
- b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.
- c) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

ii. Term / Tenure

- a) Managing Director/Whole-time Director:

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive

Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

b) Independent Director:

- An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.
- No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.
- At the time of appointment of Independent Director, it should be ensured that number of Boards on which such person serves is restricted to seven listed companies as an Independent Director; and in case such person is serving as a Whole-time Director in any listed company the number of boards on which such person serves as Independent Director is restricted to three listed companies.

iii. Evaluation

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).

iv. Removal

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations thereunder, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

v. Retirement

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

4.3 Policy relating to the Remuneration for the Whole-time Director, KMP and Senior Management Personnel

i. General:

- a) The remuneration / compensation / commission etc. to the Whole-time Director, KMP and Senior Management Personnel will be determined by the Nomination and Compensation Committee and recommended to the Board for approval. The remuneration / compensation / commission etc., shall be subject to the prior / post approval of the shareholders of the Company and Central Government, wherever required.
- b) The remuneration and commission to be paid to the Whole-time Director shall be in accordance with the percentage / slabs / conditions laid down in the Articles of Association of the Company and as per the provisions of the Act.
- c) Increments to the existing remuneration/ compensation structure may be recommended by the Nomination and Compensation Committee to the Board which should be within the slabs approved by the Shareholders in the case of Whole-time Director.
- d) Where any insurance is taken by the Company on behalf of its Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

ii. Remuneration to Whole-time / Executive / Managing Director, KMP and Senior Management Personnel:

- a) Fixed pay:
The Whole-time Director/ KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The breakup of the pay scale and quantum of perquisites including, employer's contribution to Provident Fund, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board/ the Person authorized by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.
- b) Minimum Remuneration:
If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall

pay remuneration to its Whole-time Directors in accordance with the provisions of Schedule V of the Act and if it is not able to comply with such provisions, with the previous approval of the Central Government.

c) Provisions for excess remuneration:

If any Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

iii. Remuneration to Non- Executive / Independent Director:

a) Remuneration / Commission:

The remuneration / commission shall be fixed as per the slabs and conditions mentioned in the Articles of Association of the Company and the Act.

b) Sitting Fees:

The Non-Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Currently, the maximum amount prescribed by the Central Government is ₹ 100,000 per meeting of the Board or Committee thereof.

c) Commission:

Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Act.

d) Stock Options:

An Independent Director shall not be entitled to any stock option of the Company.

Notes:

The total managerial remuneration payable by a public company to its directors, including managing director and whole time director in respect of any financial year shall not exceed 11% of the net profits of the company. Any payment exceeding 11% would require Central Government approval.

The remuneration payable to any one managing director; or whole time director shall not exceed 5% of the net profits of the company and if there is more than one such director remuneration shall not exceed 10%

of the net profits to all such directors taken together. Any payment exceeding the said 5% or 10% limits would require the approval of the shareholders.

The remuneration payable to all the non-executive directors shall not exceed 1% of the net profits of the Company, if there is a managing or whole time Director. As there is a Managing Director and an Executive Chairman in the Company, the applicable limit is 1% of the net profit. Any payment exceeding 1%, would require the approval of the shareholders subject to the overall limit of 11%.

However, the Company in general meeting may, with the approval of the Central Government, authorise the payment of remuneration exceeding 11% of the net profits of the company, subject to the provisions of Schedule V.

5. Charter of the Nomination and Compensation Committee:

5.1 Composition:

Three or more non-executive directors out of which not less than one-half shall be independent directors.

Chairperson of the Company (whether executive or non-executive) may be appointed as a member of the Nomination and Compensation Committee but shall not chair the Committee.

5.2 Meetings:

The Committee will meet periodically as necessary to act upon any matter within its jurisdiction. All Committee members are expected to attend each meeting, in person or via tele or video-conference. A majority of the Committee will comprise a quorum when all Committee members are unable to attend a meeting. The Committee may request that other Board members, or officers, or other employees of the company, or any other persons whose advice and counsel are sought by the Committee, to attend any meeting of the Committee to provide pertinent information. Periodically, the Committee may meet in executive session separately without management and with its chosen independent consultants. Minutes will be kept of each meeting of the Committee.

5.3 Authority:

The Committee will have the authority:

1. To retain search firms to be used to identify appropriate director candidates or to retain other advisers, as deemed necessary and appropriate, to discharge the Committees duties and obligations.
2. To approve appropriate compensation at the company's expense for any search firms or other advisors engaged by the Committee for the

purpose of carrying out its duties, and ordinary administrative expense of the Committee.

5.4 Terms of Reference:

1. Committee shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.
2. The Committee will make recommendations to the Board regarding the size and composition of the Board and develop and recommend to the Board the Criteria (such as independence, experience relevant to the needs of the company, leadership qualities, diversity and ability to represent the shareholders) for the selection of the individuals to be considered as candidates for election to the Board.
3. The Committee will establish, monitor and recommend the purpose, structure and operations of the various Committees of the Board, and qualifications and criteria on membership on each Committee of the Board, and, as circumstances dictate, make any recommendations regarding periodic rotation of directors among the Committees.
4. Committee shall formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees (referred as 'Nomination and Remuneration Policy').
5. Committee shall, while formulating the 'Nomination and Remuneration Policy, ensure that—
 - a) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
 - b) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - c) Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.
 - d) Nomination and remuneration policy shall be disclosed in the Board's report.
6. Annual review of the salary, bonus and other compensation plans of the CEO, CFO and Senior Management team of the Company.
7. Review and approve the salary, bonus and compensation plans for all the executive directors of the Company.
8. Framing suitable policies and systems to ensure that there is no violation, by an employee or Company of any applicable laws in India or overseas, including:
 - a) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; or
 - b) The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities market) Regulations, 2003.
9. Administer the implementation and award of stock options under the stock option plans of the Company.
10. Perform such functions as are required to be performed by the Compensation Committee under Clause 5 of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 / Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.
11. Recommend to the Board of Directors of the Company on any other employment incentives as the committee deems it appropriate in the best interests of the Company.
12. Chairperson of the Committee or, in his/her absence, any other member of the committee authorized by him/her in this behalf shall attend the general meetings of the Company.
13. The Committee will also undertake such additional activities as the Committee may from time to time determine or as may otherwise be required by law, the company's articles of association, or directive of the Board.
14. The Committee will make regular reports to the Board and will recommend any proposed actions to the Board for approval as necessary. The Committee will review and reassess the adequacy of these terms of reference at least annually and recommend any proposed changes to the Board for approval.
15. The Committee will at least annually evaluate its own performance to determine whether it is functioning effectively.

This Policy is placed on the website of the Company at www.onmobile.com.

Annexure III
Particulars of contracts/arrangements made with related parties

FORM AOC-2

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

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

There were no contracts or arrangements or transactions entered in the year ended March 31, 2015 which were not at arm's length basis.

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

The details of material contracts or arrangements or transactions at arm's length basis for the year ended March 31, 2015 are as given in the table below

SI No	Name of the related party and nature of relationship	Nature of contracts/ arrangements/transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board	Amount paid as advances
	(a)	(b)	(c)	(d)	(e)	(f)
1	OnMobile Live Inc	On actual cost basis	Ongoing	SBLC amortization cost.	At quarterly meetings	Nil
2	PT OnMobile Indonesia	Transfer Pricing with subsidiary	Ongoing	Interest on Loan to Subsidiary	At quarterly meetings	Nil
3	OnMobile Portugal SGPS	As per Loan Agreement	Ongoing	Interest on Loan to Subsidiary	At quarterly meetings	Nil
4	OnMobile Rwanda Telecom Limited	As per Loan Agreement	Ongoing	Interest on Loan to Subsidiary	At quarterly meetings	Nil
5	OnMobile USA LLC	As per Loan Agreement	Ongoing	Interest on Loan to Subsidiary	At quarterly meetings	Nil
6	Onmobile Turkey Telekomunikasyon Sistemleri Limited Şirketi	As per Loan Agreement	Ongoing	Interest on Loan to Subsidiary	At quarterly meetings	Nil
7	OnMobile Global Czech Republic s.r.o.	As per Loan Agreement	Ongoing	Interest on Loan to Subsidiary	At quarterly meetings	Nil
8	OnMobile Singapore Pte. Ltd.	As per allocation	Ongoing	Corporate cost cross charged	At quarterly meetings	Nil
9	OnMobile Bangladesh Private Limited	As per allocation	Ongoing	Corporate cost cross charged	At quarterly meetings	Nil
10	Onmobile Brasil Sistemas De Valor Agregado Para Comunicacoes Moveis Ltda.	As per allocation	Ongoing	Corporate cost cross charged	At quarterly meetings	Nil
11	OnMobile Costa Rica OBCR, S.A.	As per allocation	Ongoing	Corporate cost cross charged	At quarterly meetings	Nil
12	OnMobile Global for Telecommunication Services	As per allocation	Ongoing	Corporate cost cross charged	At quarterly meetings	Nil
13	OnMobile Global Spain S.L.U	As per allocation	Ongoing	Corporate cost cross charged	At quarterly meetings	Nil
14	OnMobile Zambia Telecom Limited	As per allocation	Ongoing	Corporate cost cross charged	At quarterly meetings	Nil
15	Servicios De Telefonía OnMobile Sa De Cv	As per allocation	Ongoing	UFF amortisation cost cross charged.	At quarterly meetings	Nil
16	OnMobile Uruguay SA	As per allocation	Ongoing	UFF amortisation cost cross charged.	At quarterly meetings	Nil
17	OnMobile Global SA	As per allocation	Ongoing	UFF amortisation cost cross charged.	At quarterly meetings	Nil

SI No	Name of the related party and nature of relationship	Nature of contracts/ arrangements/transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board	Amount paid as advances
	(a)	(b)	(c)	(d)	(e)	(f)
18	OnMobile De Venezuela C.A.	As per allocation	Ongoing	UFF amortisation cost cross charged.	At quarterly meetings	Nil
19	Onmobile Brasil Sistemas De Valor Agregado Para Comunicacoes Moveis Ltda.	As per allocation	Ongoing	UFF amortisation cost cross charged.	At quarterly meetings	Nil
20	OnMobile Global Limited Colombia S.A.S	As per allocation	Ongoing	UFF amortisation cost cross charged.	At quarterly meetings	Nil
21	OnMobile Global Spain S.L.U	As per allocation	Ongoing	UFF amortisation cost cross charged.	At quarterly meetings	Nil
22	OnMobile Singapore Pte. Ltd.	Transfer Pricing with subsidiary	Ongoing	Transfer Pricing revenue	At quarterly meetings	Nil
23	OnMobile Bangladesh Private Limited	Transfer Pricing with subsidiary	Ongoing	Transfer Pricing revenue	At quarterly meetings	Nil
24	OnMobile Global for Telecommunication Services	Transfer Pricing with subsidiary	Ongoing	Transfer Pricing revenue	At quarterly meetings	Nil
25	OnMobile Costa Rica OBCR, S.A.	Transfer Pricing with subsidiary	Ongoing	Transfer Pricing revenue	At quarterly meetings	Nil
26	OnMobile Global Spain S.L.U	Transfer Pricing with subsidiary	Ongoing	Transfer Pricing revenue	At quarterly meetings	Nil
27	OnMobile Zambia Telecom Limited	Transfer Pricing with subsidiary	Ongoing	Transfer Pricing revenue	At quarterly meetings	Nil
28	OnMobile S.A.	Transfer Pricing with subsidiary	Ongoing	Software Development expenses	At quarterly meetings	Nil
29	OnMobile S.A.	On actual cost basis	Ongoing	AMC - Expenses on Ports	At quarterly meetings	Nil
30	OnMobile USA LLC	Transfer Pricing with subsidiary	Ongoing	Data center costs cross charged.	At quarterly meetings	Nil
31	OnMobile Singapore Pte. Ltd.	As per allocation	Ongoing	Manpower Cross Charge	At quarterly meetings	Nil
32	Rajiv Pancholy *	Employment contract	Ongoing	Remuneration (including other benefits)	At quarterly meetings	Nil
33	François-Charles Sirois *	Employment contract	Ongoing	Remuneration (including other benefits)	At quarterly meetings	Nil
34	OnMobile USA LLC	On actual cost basis	Ongoing	Rent	At quarterly meetings	Nil
35	PT OnMobile Indonesia	Transfer Pricing with subsidiary	Ongoing	Yield Support Cost	At quarterly meetings	Nil
36	OnMobile USA LLC	Transfer Pricing with subsidiary	Ongoing	Yield Support Cost	At quarterly meetings	Nil
37	OnMobile Uruguay SA	Transfer Pricing with subsidiary	Ongoing	Yield Support Cost	At quarterly meetings	Nil
38	OnMobile Global Solutions Canada Limited	Transfer Pricing with subsidiary	Ongoing	Yield Support Cost	At quarterly meetings	Nil
39	OnMobile Kenya Telecom Limited	As per allocation	Ongoing	Africa cost cross charged.	At quarterly meetings	Nil
40	OnMobile Kenya Telecom Limited	As per allocation	Ongoing	Travel - Sales and Marketing	At quarterly meetings	Nil

SI No	Name of the related party and nature of relationship	Nature of contracts/ arrangements/transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board	Amount paid as advances
	(a)	(b)	(c)	(d)	(e)	(f)
41	OnMobile S.A.	As per allocation	Ongoing	Travel cost cross charged	At quarterly meetings	Nil
42	OnMobile Global South Africa (PTY) LTD	As per Group RPT policy*	Ongoing	Sale of Fixed Assets	At quarterly meetings	Nil
43	OnMobile Global Spain S.L.U	As per Group RPT policy*	Ongoing	Sale of Fixed Assets	At quarterly meetings	Nil
44	OnMobile Madagascar Telecom Limited	As per Group RPT policy*	Ongoing	Sale of Office Supplies	At quarterly meetings	Nil
45	OnMobile Global South Africa (PTY) LTD	As per Group RPT policy*	Ongoing	Sale of Office Supplies	At quarterly meetings	Nil
46	OnMobile Global Spain S.L.U	As per Loan Agreement	Ongoing	Interest on Loan to Subsidiary	At quarterly meetings	Nil
47	Servicios De Telefonía OnMobile Sa De Cv	As per allocation	Ongoing	Corporate cost cross charged	At quarterly meetings	Nil
48	Onmobile Telecom Burkina Faso	As per allocation	Ongoing	Corporate cost cross charged	At quarterly meetings	Nil
49	OnMobile Uruguay SA	As per allocation	Ongoing	Corporate cost cross charged	At quarterly meetings	Nil
50	OnMobile Global SA	As per allocation	Ongoing	Corporate cost cross charged	At quarterly meetings	Nil
51	OnMobile De Venezuela C.A.	As per allocation	Ongoing	Corporate cost cross charged	At quarterly meetings	Nil
52	OnMobile Ghana Telecom Limited	As per allocation	Ongoing	Corporate cost cross charged	At quarterly meetings	Nil
53	OnMobile Kenya Telecom Limited	As per allocation	Ongoing	Corporate cost cross charged	At quarterly meetings	Nil
54	OnMobile Telecom Limited	As per allocation	Ongoing	Corporate cost cross charged	At quarterly meetings	Nil
55	OnMobile Madagascar Telecom Limited	As per allocation	Ongoing	Corporate cost cross charged	At quarterly meetings	Nil
56	OnMobile Nigeria Telecom Limited	As per allocation	Ongoing	Corporate cost cross charged	At quarterly meetings	Nil
57	OnMobile Rwanda Telecom Limited	As per allocation	Ongoing	Corporate cost cross charged	At quarterly meetings	Nil
58	OnMobile Telecom (SL) Limited	As per allocation	Ongoing	Corporate cost cross charged	At quarterly meetings	Nil
59	OnMobile Uganda Telecom Limited	As per allocation	Ongoing	Corporate cost cross charged	At quarterly meetings	Nil
60	Onmobile Turkey Telekomunikasyon Sistemleri Limited Şirketi	As per allocation	Ongoing	Corporate cost cross charged	At quarterly meetings	Nil
61	OnMobile Global Czech Republic s.r.o.	As per allocation	Ongoing	Corporate cost cross charged	At quarterly meetings	Nil
62	Vox Mobili S.A.	Transfer Pricing with subsidiary	Ongoing	Transfer Pricing revenue	At quarterly meetings	Nil
63	Onmobile Brasil Sistemas De Valor Agregado Para Comunicacoes Moveis Ltda.	Transfer Pricing with subsidiary	Ongoing	Transfer Pricing revenue	At quarterly meetings	Nil

SI No	Name of the related party and nature of relationship	Nature of contracts/ arrangements/transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board	Amount paid as advances
	(a)	(b)	(c)	(d)	(e)	(f)
64	OnMobile Telecom Limited	Transfer Pricing with subsidiary	Ongoing	Transfer Pricing revenue	At quarterly meetings	Nil
65	OnMobile Kenya Telecom Limited	Transfer Pricing with subsidiary	Ongoing	Content cost cross charged	At quarterly meetings	Nil
66	OnMobile Telecom Limited	Transfer Pricing with subsidiary	Ongoing	Content cost cross charged	At quarterly meetings	Nil
67	OnMobile Madagascar Telecom Limited	Transfer Pricing with subsidiary	Ongoing	Content cost cross charged	At quarterly meetings	Nil
68	OnMobile Rwanda Telecom Limited	Transfer Pricing with subsidiary	Ongoing	Content cost cross charged	At quarterly meetings	Nil
69	OnMobile Uganda Telecom Limited	Transfer Pricing with subsidiary	Ongoing	Content cost cross charged	At quarterly meetings	Nil
70	OnMobile Zambia Telecom Limited	Transfer Pricing with subsidiary	Ongoing	Content cost cross charged	At quarterly meetings	Nil
71	Vox Mobili S.A.	Transfer Pricing with subsidiary	Ongoing	Software Development expenses	At quarterly meetings	Nil
72	OnMobile S.A.	As per allocation	Ongoing	Manpower Cost Cross Charged	At quarterly meetings	Nil
73	Vox Mobili S.A.	As per allocation	Ongoing	Manpower Cost Cross Charged	At quarterly meetings	Nil
74	OnMobile Global for Telecommunication Services	As per allocation	Ongoing	Manpower Cost Cross Charged	At quarterly meetings	Nil
75	OnMobile Global Solutions Canada Limited	As per allocation	Ongoing	Manpower Cost Cross Charged	At quarterly meetings	Nil
76	OnMobile S.A.	As on actual cost basis	Ongoing	Reimbursement of Expenses	At quarterly meetings	Nil
77	OnMobile Zambia Telecom Limited	As per Group RPT policy*	Ongoing	Sale of Office Supplies	At quarterly meetings	Nil
78	OnMobile Telecom Limited	As per Group RPT policy*	Ongoing	Sale of Office Supplies	At quarterly meetings	Nil
79	OnMobile Nigeria Telecom Limited	As per Group RPT policy*	Ongoing	Sale of Office Supplies	At quarterly meetings	Nil
80	OnMobile Rwanda Telecom Limited	As per Group RPT policy*	Ongoing	Sale of Office Supplies	At quarterly meetings	Nil

* As per Group Related Party Transaction (RPT) policy.

Annexure IV Risk Management Policy

1. Introduction

The Board of Directors of OnMobile Global Limited ('the Company') has constituted a Risk Management Committee and adopted the following policy and procedures with regard to risk management as defined below.

2. Objective

This policy is framed based on Listing Agreement entered by the Company with the Stock Exchanges and to facilitate setting up a framework for risk assessment and minimization procedures.

3. Definitions

"Audit Committee" means Committee of Board of Directors of the Company constituted under the provisions of the Companies Act, 2013 and the Listing agreement.

"Board of Directors" or **"Board"** in relation to a Company, means the collective body of Directors of the Company. [Section 2(10) of the Companies Act, 2013]

"Policy" means Risk Management Policy.

4. Regulatory framework/ requirement

Risk Management Policy is framed as per the following regulatory requirements:

4.1 Clause 49 of the Listing Agreement

Key functions of the Board

The Board should fulfill certain key functions, including:

- a. Reviewing and guiding corporate strategy, major plans of action, risk policy, annual budgets and business plans; setting performance objectives; monitoring implementation and corporate performance; and overseeing major capital expenditures, acquisitions and divestments.
- g. Ensuring the integrity of the company's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational controls, and compliance with the law and relevant standards.

49 (III) D. Role of Audit Committee

The role of the Audit Committee shall include the following:

- 1.1 Evaluation of internal financial controls and risk management systems;

49 (VI). Risk Management

- A. The company shall lay down procedures to inform Board members about the risk assessment and minimization procedures.
- B. The Board shall be responsible for framing, implementing and monitoring the risk management plan for the company.
- C. The company shall also constitute a Risk Management Committee. The Board shall define the roles and responsibilities of the Risk Management Committee and may delegate monitoring and reviewing of the risk management plan to the committee and such other functions as it may deem fit.

49 (II) D - Information to be placed before Board of Directors (~~Annexure-X~~ of the Listing Agreement)

14. Quarterly details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material.

4.2 Companies Act, 2013

1. Provisions of the Section 134(3)

There shall be attached to financial statements laid before a company in general meeting, a report by its Board of Directors, which shall include:—

- (n) a statement indicating development and implementation of a risk management policy for the company including identification therein of elements of risk, if any, which in the opinion of the Board may threaten the existence of the company.

2. Provisions of the Section 177(4)

Every Audit Committee shall act in accordance with the terms of reference specified in writing by the Board which shall, inter alia, include:—

- (vii) evaluation of internal financial controls and risk management systems.

3. Schedule IV [Section 149(8)] – Code for Independent Directors.

II Role and functions:

The independent directors shall:

- (1) help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, **risk management**, resources, key appointments and standards of conduct;
- (4) satisfy themselves on the integrity of financial information and that financial control and **the systems of risk management** are robust and defensible;

OnMobile Global Limited being a listed company is required to adhere to the regulations made both by the Companies Act, 2013 and Clause 49 of the Listing Agreement governed by the Securities and Exchange Board of India (SEBI). Where any stipulation is common between the regulations, more stringent of the two shall be complied with.

5. Charter of the Risk Management Committee

Charter of the Risk Management Committee shall be as follows:

5.1 Purpose

The purpose of the risk management committee of the Board of Directors of OnMobile Global Limited (the "Company") shall be to assist the Board with regard to the identification, evaluation and mitigation of operational, strategic and external environment risks. The Committee has overall responsibility for monitoring and approving the risk policies and associated practices of the Company.

The risk management committee is also responsible for reviewing and approving risk disclosure statements in any public documents or disclosures.

5.2 Composition

The majority of Committee shall consist of members of the Board of Directors. Senior executives of the

company may be members of the said Committee but the Chairman of the Committee shall be a member of the Board of Directors.

5.3 Meetings and Quorum

The quorum necessary for transacting business at a meeting of the Committee shall be two members.

5.4 Authority

The Committee shall have free access to management and management information. The Committee, at its sole authority, may seek the advice of outside experts or consultants where judged necessary.

5.5 Terms of reference

- i. The risk management committee shall annually review and approve the Risk Management Policy and associated frameworks, processes and practices of the Company.
- ii. The risk management committee shall ensure that the Company is taking the appropriate measures to achieve prudent balance between risk and reward in both ongoing and new business activities.
- iii. The risk management committee shall evaluate significant risk exposures of the Company and assess management's actions to mitigate the exposures in a timely manner (including one-off initiatives, and ongoing activities such as business continuity planning and disaster recovery planning & testing).
- iv. The risk management committee will coordinate its activities with the Audit Committee in instances where there is any overlap with audit activities (e.g. internal or external audit issue relating to risk management policy or practice).
- v. The risk management committee shall make regular reports/ recommendations to the Board.
- vi. The risk management committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

Annexure V
Extract of Annual Return

Form No. MGT-9

[Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014].

Registration and Other Details

Corporate Identity Number (CIN) of the Company	L 6 4 2 0 2 K A 2 0 0 0 P L C 0 2 7 8 6 0
Registration Date	September 27, 2000
Name of the Company	OnMobile Global Limited
Category / Sub-Category of the Company	Telecommunications and Telecommunication value added services
Address of the Registered office and contact details	E City, Tower-1, No. 94/1C & 94/2 Veerasandra, Attibele Hobli, Anekal Taluk, Electronic city Phase-1, Bangalore – 560 100, Karnataka, India. Tel: 080 41806000 Fax: 080 41806009
Listed company (Yes/No)	Yes
Name Address and Contact details of Registrar and Transfer Agent,	Karvy Computershare Private Limited Karvy Selenium Tower B, Plot No. 31-32, Gachibowli Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032 T +91 40 6716 1500 F +91 40 2342 0814

Principal Business Activities of the Company

Sl. No.	Name and Description of Main products/ services	NIC Code of the Product / service	% to total turnover of the company
1	Telecommunication	61	100%

Particulars of holding, subsidiary and associate companies

Sl. No.	Name of the Company	Country	Certificate of Incorporation No.	Holding/ Subsidiary/ Associate	% of holding as at March 31, 2015	Applicable Section
1	OnMobile Singapore Pte. Ltd	Singapore	N/A	Subsidiary	100%	2(87)(ii)
2	PT OnMobile Indonesia	Indonesia	N/A	Subsidiary	100%	2(87)(ii)
3	Onmobile S.A (Erstwhile Telisma S.A.)	France	N/A	Subsidiary	100%	2(87)(ii)
4	OnMobile Europe B. V.	Netherlands	N/A	Subsidiary	100%	2(87)(ii)
5	OnMobile USA LLC	USA	N/A	Subsidiary	100%	2(87)(ii)
6	Servicios De Telefonía OnMobile SA De Cv	Mexico	N/A	Subsidiary	100%	2(87)(ii)
7	OnMobile Servicios Corporativos De Telefonía S.A. DE C.V.	Mexico	N/A	Subsidiary	100%	2(87)(ii)

Sl. No.	Name of the Company	Country	Certificate of Incorporation No.	Holding/ Subsidiary/ Associate	% of holding as at March 31, 2015	Applicable Section
8	OnMobile Global SA	Argentina	N/A	Subsidiary	100%	2(87)(ii)
9	OnMobile De Venezuela, C. A.*	Venezuela	N/A	Subsidiary	100%	2(87)(ii)
10	OnMobile Brasil Sistemas De Valor Agregado Para Comunicacoes Moveis Ltda.	Brazil	N/A	Subsidiary	100%	2(87)(ii)
11	OnMobile Global for Telecommunication Services	Egypt	N/A	Subsidiary	100%	2(87)(ii)
12	OnMobile Uruguay SA	Uruguay	N/A	Subsidiary	100%	2(87)(ii)
13	OnMobile Senegal SARL	Senegal	N/A	Subsidiary	100%	2(87)(ii)
14	OnMobile Mali SARL	Mali	N/A	Subsidiary	100%	2(87)(ii)
15	OnMobile Bangladesh Private Limited	Bangladesh	N/A	Subsidiary	100%	2(87)(ii)
16	OnMobile Kenya Telecom Limited	Kenya	N/A	Subsidiary	100%	2(87)(ii)
17	OnMobile Telecom Limited	Malawi	N/A	Subsidiary	100%	2(87)(ii)
18	OnMobile Costa Rica OBCR, S.A.	Costa Rica	N/A	Subsidiary	100%	2(87)(ii)
19	Onmobile Global Spain, S.L.U	Spain	N/A	Subsidiary	100%	2(87)(ii)
20	OnMobile Tanzania Telecom Limited	Tanzania	N/A	Subsidiary	100%	2(87)(ii)
21	OnMobile Zambia Telecom Limited	Zambia	N/A	Subsidiary	100%	2(87)(ii)
22	OnMobile Uganda Limited	Uganda	N/A	Subsidiary	100%	2(87)(ii)
23	OnMobile Madagascar Telecom Limited	Madagascar	N/A	Subsidiary	100%	2(87)(ii)
24	OnMobile Rwanda Telecom Limited	Rwanda	N/A	Subsidiary	100%	2(87)(ii)
25	OnMobile Nigeria Telecom Limited	Nigeria	N/A	Subsidiary	100%	2(87)(ii)
26	Onmobile Ghana Telecom Limited	Ghana	N/A	Subsidiary	100%	2(87)(ii)
27	Onmobile Global Solutions Canada Limited.	Canada	N/A	Subsidiary	100%	2(87)(ii)
28	OnMobile Telecom Sierra Leone Limited	Sierra Leone	N/A	Subsidiary	100%	2(87)(ii)
29	OnMobile Global Italy SRL	Italy	N/A	Subsidiary	100%	2(87)(ii)
30	Onmobile Turkey Telekomunikasyon Sistemleri Limited Şirketi	Turkey	N/A	Subsidiary	100%	2(87)(ii)
31	OnMobile Portugal SGPS, Unipessoal Lda (Zona Franca da Madeira)	Portugal	N/A	Subsidiary	100%	2(87)(ii)
32	Onmobile Telecom Burkina Faso, S.A.R.L.	Burkina Faso	N/A	Subsidiary	100%	2(87)(ii)
33	OnMobile Live Inc*	USA	N/A	Subsidiary	100%	2(87)(ii)
34	OnMobile Global Czech Republic S.R.O	Czech Republic	N/A	Subsidiary	100%	2(87)(ii)
35	OnMobile Global Limited Colombia S.A.S	Colombia	N/A	Subsidiary	100%	2(87)(ii)
36	2dayUK Limited*	UK	N/A	Subsidiary	100%	2(87)(ii)
37	Fonestarz Media Limited*	UK	N/A	Subsidiary	100%	2(87)(ii)
38	Fonestarz Limited*	UK	N/A	Subsidiary	100%	2(87)(ii)
39	Daius Limited*	UK	N/A	Subsidiary	100%	2(87)(ii)
40	Fonestarz Media Group Limited	UK	N/A	Subsidiary	100%	2(87)(ii)
41	Fonestarz Media (Licensing) Limited*	UK	N/A	Subsidiary	100%	2(87)(ii)
42	Fonestarz Media (Australia) PTY Limited*	Australia	N/A	Subsidiary	100%	2(87)(ii)
43	OnMobile Global South Africa (PTY) LTD	South Africa	N/A	Subsidiary	100%	2(87)(ii)
44	OnMobile Latam Holding, S.L.*	Spain	N/A	Subsidiary	100%	2(87)(ii)
45	Mobile Voice Konnect Private Ltd.	India	U72200KA2012PTC065880	Associate	50%	2(6)

* holding through step down subsidiary

SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholder		No. of Shares held at the beginning of the year				No. of Shares held at the ending of the year			
		Demat	Physical	Total Shares	% of total shares	Demat	Physical	Total Shares	% of total shares
(A)	Promoter and Promoter Group								
(1)	Indian								
	a) Individual /HUF	4,693,866	0	4,693,866	4.11	0	0	0	0
	b) Central Government	0	0	0	0.00	0	0	0	0
	c) State Government(s)	0	0	0	0.00	0	0	0	0
	d) Bodies Corporate	0	0	0	0.00	0	0	0	0
	e) Financial Institutions / Banks	0	0	0	0.00	0	0	0	0
	f) Others		0	0		0	0	0	0
	Sub-Total A(1) :	4,693,866	0	4,693,866	4.11	0	0	0	0
(2)	Foreign								
	a) NRIs Individuals	0	0	0	0	0	0	0	0
	b) Other Individuals	0	0	0	0	0	0	0	0
	c) Bodies Corporate	39,023,703	0	39,023,703	34.16	50,923,703	0	50,923,703	46.62
	d) Institutions	0	0	0	0	0	0	0	0
	e) Qualified Foreign Investor	0	0	0	0	0	0	0	0
	f) Others	0	0	0	0	0	0	0	0
	Sub-Total A(2) :	39,023,703	0	39,023,703	34.16	50,923,703	0	50,923,703	46.62
	Total Shareholding of Promoters A=A(1)+A(2)	43,717,569	0	43,717,569	38.27	50,923,703	0	50,923,703	46.62
(B)	Public Shareholding								
(1)	Institutions								
	a) Mutual Funds /UTI	9,373,600	0	9,37,3600	8.21	430,898	0	430,898	0.39
	b) Financial Institutions /Banks	216,999	0	216,999	0.19	172,425	0	172,425	0.16
	c) Central Government / State Government(s)	0	0	0	0.00	0	0	0	0
	d) Venture Capital Funds	0	0	0	0.00	0	0	0	0
	e) Insurance Companies	0	0	0	0.00	0	0	0	0
	f) Foreign Institutional Investors	5,952,424	0	5,952,424	5.21	7,874,705	0	7,874,705	7.21
	g) Foreign Venture Capital Investors	0	0	0	0.00	0	0	0	0
	h) Qualified Foreign Investor	0	0	0	0.00	0	0	0	0
	i) Others	0	0	0	0.00	0	0	0	0
	Sub-Total B(1) :	15,543,023	0	15,543,023	13.61	8,478,028	0	8,47,8028	7.76
(2)	Non-Institutions								
	a) Bodies Corporate	18,898,333	0	18,898,333	16.54	11,668,946	0	11,668,946	10.68
	b) Individuals								
	(i) Individuals holding nominal share capital up to ₹ 1 lakh	15,746,243	50,656	15,796,899	13.83	12,974,520	48,284	13,022,804	11.92
	(ii) Individuals holding nominal share capital in excess of ₹ 1 lakh	16,782,013	107,198	16,889,211	14.78	22,164,220	107198	22,271,418	20.39
	c) Others								
	(i) Foreign Nationals	40,106	0	40,106	0.04	41,106	0	41106	0.04
	(ii) HUF	1,198,912	0	1,198,912	1.05	1,687,372	0	1687372	1.54
	(iii) Clearing Members	1,289,577	0	1,289,577	1.13	385,370	0	385370	0.35
	(iv) Non Resident Indians	854,472	0	854,472	0.75	734,189	0	734189	0.67
	(v) Trusts	7,400	0	7,400	0.01	7,400	0	7400	0.01
	d) Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00
	Sub-Total B(2) :	5,4817,056	157,854	54,974,910	48.12	49,663,123	155,482	49,818,605	45.61
	Total Public Share holdings B=B(1)+B(2) :	70,360,079	157,854	70,517,933	61.73	58,141,151	155,482	58,296,633	53.38
	Total (A+B) :	114,077,648	157,854	114,235,502	100	109,064,854	155,482	109,220,336	100
(C)	Shares held by Custodian for GDRs & ADRs								
	Grand Total (A+B+C) :	114,077,648	157,854	114,235,502	100	109,064,854	155,482	109,220,336	100

(ii) Shareholding of Promoters

Sl. No.	Name of the Shareholder	Shareholding at the beginning of the year			Shareholding at the end of the year		
		No. of Shares held	% of total Shares of the company	% of Shares Pledged / encumbered to total	No. of Shares held	% of total Shares of the company	% of Shares Pledged / encumbered to total
1	On Mobile Systems Inc	39023703	34.16	0	50923703	46.62	0
2	Chandramouli J	4627866	4.05	0	4090080	3.74	0
3	Radha J *	32500	0.03	0	32500	0.03	0
4	Janakiraman V *	26000	0.02	0	26000	0.02	0
5	J Ramesh *	7500	0.01	0	7500	0.00	0

* Chandramouli and his relatives were de-classified as 'Promoters' of the Company vide Board resolution dated December 3, 2014.

(iii) Change in promoters' shareholding

Name of the Share Holder	Shareholding at the beginning of the Year (As on 01-04-2014)		Cumulative Shareholding during the Year (01-04-2014 to 31-03-2015)	
	No of Shares	% of total shares of the company	No of Shares	% of total shares of the company
On Mobile Systems Inc				
At the beginning of the year	39023703	34.16	39023703	34.16
Acquisition of sharers through voluntary open offer on June 27, 2014	11900000		50923703	44.58
At the end of the year			50923703	46.62
Chandramouli J *				
At the beginning of the year	4627866	4.05	4627866	4.05
Sale	-160000		4467866	3.91
Sale	-340000		4127866	3.61
Sale	-166636		3961230	3.65
Purchase	900621		4861851	4.48
Sale	-1057224		3804627	3.51
Purchase	297580		4102207	3.78
Sale	-66400		4035807	3.72
Purchase	178847		4214654	3.89
Sale	-481214		3733440	3.44
Purchase	573962		4307402	3.95
Sale	-218166		4089236	3.75
Purchase	9136		4098372	3.75
Sale	-8292		4090080	3.75
At the end of the year			4090080	3.74
Radha J*				
At the beginning of the year	32500	0.03		
At the end of the year			32500	0.03
Janakiraman V*				
At the beginning of the year	26000	0.02		
At the end of the year			26000	0.02
J Ramesh*				
At the beginning of the year	7500	0.01		
At the end of the year			7500	0.00

* Chandramouli and his relatives were de-classified as 'Promoters' of the Company as per their request vide Board resolution dated December 3, 2014

(iv) Shareholding pattern of top ten shareholders (other than directors, promoters and holders of GDRs and ADRs)

Name of the Share Holder	Shareholding at the beginning of the Year		Date	Increase/ Decrease in share holding	Reason	Cumulative Shareholding during the year (01-04-14 to 31-03-15)	
	No. of Shares at the beginning (01-04-14 /end of the year(31-03-15)	% of total shares of the company				No of Shares	% of total shares of the company
Reliance Capital Trustee Co Ltd	8473600	7.42	1/4/2014		Opening balance	8473600	7.42
			9/5/2014	-8473600	Sale	0	0
			16/05/2014	5542222	Purchase	5542222	4.85
			23/05/2014	-1324712	Sale	4217510	3.69
			30/05/2014	-3658935	Sale	558575	0.49
			6/6/2014	-558575	Sale	0	0
	0	0	31/03/2015		Closing balance	0	0
ICICI Prudential Life Insurance Company Ltd	5364937	4.7	1/4/2014		Opening balance	5364937	4.7
			25/04/2014	-53669	Sale	5311268	4.65
			9/5/2014	-5311268	Sale	0	0
			16/05/2014	3473874	Purchase	3473874	3.04
			23/05/2014	-410000	Sale	3063874	2.68
			30/05/2014	-270942	Sale	2792932	2.44
			6/6/2014	-200010	Sale	2592922	2.27
			13/06/2014	-1147123	Sale	1445799	1.27
			20/06/2014	-386000	Sale	1059799	0.93
			30/06/2014	-762093	Sale	297706	0.26
			7/11/2014	-297706	Sale	0	0
	0	0	31/03/2015		Closing balance	0	0
	0	0	1/4/2014		Opening balance	0	0
CLSA (Mauritius) Limited			16/05/2014	964198	Purchase	964198	0.84
			23/05/2014	604050	Purchase	1568248	1.37
			11/7/2014	1896800	Purchase	3465048	3.03
			18/07/2014	3200	Purchase	3468248	3.04
	3468248	3.18	31/03/2015		Closing balance	3468248	3.18
	2650000	2.32	1/4/2014		Opening balance	2650000	2.32
Kotak Mahindra (UK) Ltd			9/5/2014	-2650000	Sale	0	0
			16/05/2014	1733252	Purchase	1733252	1.52
			19/09/2014	-25000	Sale	1708252	1.5
			30/09/2014	-21650	Sale	1686602	1.48
			21/11/2014	-200000	Sale	1486602	1.3
			28/11/2014	-146651	Sale	1339951	1.17
			5/12/2014	-180000	Sale	1159951	1.02
			12/12/2014	-70000	Sale	1089951	0.95
			19/12/2014	-50000	Sale	1039951	0.91
			31/12/2014	-170000	Sale	869951	0.76
			9/1/2015	-95000	Sale	774951	0.69
			16/01/2015	-144951	Sale	630000	0.58
			23/01/2015	-145000	Sale	485000	0.45
			30/01/2015	-155000	Sale	330000	0.3
			6/2/2015	-130000	Sale	200000	0.18
			13/02/2015	-130000	Sale	70000	0.06
			20/02/2015	-70000	Sale	0	0
	0	0	31/03/2015		Closing balance	0	0

Name of the Share Holder	Shareholding at the beginning of the Year		Date	Increase/ Decrease in share holding	Reason	Cumulative Shareholding during the year (01-04-14 to 31-03-15)	
	No.of Shares at the beginning (01-04-14 /end of the year(31-03-15)	% of total shares of the company				No of Shares	% of total shares of the company
Altruist Technologies Private Limited	2073031	1.81	1/4/2014		Opening balance	2073031	1.81
			11/4/2014	-20000	Sale	2053031	1.8
			9/5/2014	-2053031	Sale	0	0
			16/05/2014	1342800	Purchase	1342800	1.18
			20/06/2014	-10000	Sale	1332800	1.17
			30/06/2014	-60000	Sale	1272800	1.11
			4/7/2014	-10000	Sale	1262800	1.11
			18/07/2014	-10000	Sale	1252800	1.1
			19/09/2014	-20000	Sale	1232800	1.08
			31/10/2014	-40000	Sale	1192800	1.04
			7/11/2014	-20000	Sale	1172800	1.03
	1172800	1.07	31/03/2015		Closing balance	1172800	1.07
Rajasthan Global Securities Limited	1919149	1.68	1/4/2014		Opening balance	1919149	1.68
			4/4/2014	213458	Purchase	2132607	1.87
			11/4/2014	313133	Purchase	2445740	2.14
			18/04/2014	168347	Purchase	2614087	2.29
			18/04/2014	-843001	Sale	1771086	1.55
			25/04/2014	1541110	Purchase	3312196	2.9
			2/5/2014	1909103	Purchase	5221299	4.57
			2/5/2014	-1319020	Sale	3902279	3.42
			9/5/2014	-3902279	Sale	0	0
			16/05/2014	2428737	Purchase	2428737	2.13
			23/05/2014	-2038153	Sale	390584	0.34
			30/05/2014	-300385	Sale	90199	0.08
			6/6/2014	-90199	Sale	0	0
			13/06/2014	17083	Purchase	17083	0.01
			20/06/2014	-17083	Sale	0	0
			12/9/2014	91245	Purchase	91245	0.08
			19/09/2014	-91245	Sale	0	0
	0	0	31/03/2015		Closing balance	0	0
Unilazer Ventures Pvt Ltd	1209624	1.06	1/4/2014		Opening balance	1209624	1.06
			9/5/2014	-950000	Sale	259624	0.23
			16/05/2014	346650	Purchase	606274	0.53
			23/05/2014	274704	Purchase	880978	0.77
			16/01/2015	-300000	Sale	580978	0.53
	580978	0.53	31/03/2015		Closing balance	580978	0.53
Citigroup Global Markets Mauritius Private Limited	0	0	1/4/2014		Opening balance	0	0
			14/11/2014	1197671	Purchase	1197671	1.05
	1197671	1.1	31/03/2015		Closing balance	1197671	1.1
Allianz Bric Stars Fund	0	0	1/4/2014		Opening balance	0	0
			6/2/2015	960024	Purchase	960024	0.89
			13/02/2015	145000	Purchase	1105024	1.02

Name of the Share Holder	Shareholding at the beginning of the Year		Date	Increase/ Decrease in share holding	Reason	Cumulative Shareholding during the year (01-04-14 to 31-03-15)	
	No.of Shares at the beginning (01-04-14 /end of the year(31-03-15)	% of total shares of the company				No of Shares	% of total shares of the company
	1105024	1.01	31/03/2015		Closing balance	1105024	1.01
Unique Stock bro Pvt. Ltd	0	0	01/04/2014		Opening Balance	0	0
			30/05/2014	8500	Purchase	8500	0.007441
			06/06/2014	-8500	Sale	0	0
			20/06/2014	500	Purchase	500	0.000438
			30/06/2014	-500	Sale	0	0
			04/07/2014	1500	Purchase	1500	0.001313
			11/07/2014	-1300	Sale	200	0.000175
			18/07/2014	-200	Sale	0	0
			14/11/2014	5000	Purchase	5000	0.004376
			21/11/2014	-4641	Sale	359	0.000314
			28/11/2014	-359	Sale	0	0.00
			19/12/2014	50	Purchase	50	0.00
			31/12/2014	-50	Sale	0	0.26
			16/01/2015	281021	Purchase	281021	1.01
			23/01/2015	818979	Purchase	1100000	0.02
			20/03/2015	-1080000	Sale	20000	0.97
			27/03/2015	1042000	Purchase	1062000	0.97
			31/03/2015	-2000	Sale	1060000	0.97
	1060000	0.97	31/03/2015		Closing Balance	1060000	0.97

v) Shareholding of Directors and Key Managerial Personnel

Name of the director/ key managerial personnel (KMP)	Shareholders at the beginning of the year		Date	Increase/ Decrease in share holding	Reason	Cumulative shareholding during the year (01-04-14 to 31-03-15)	
	No. of shares at the beginning of the year (01-04- 2014)/end of the year (31-03-2015)	% of total shares of the Company				No. of shares	% of total shares of the Company
A. Directors							
Chandramouli Janakiraman (ceased to be the Managing Director w.e.f June 26, 2014)	4627866	4.05	1/4/2014		Opening balance	4627866	4.05
			5/12/2014	-160000	Sale	4467866	3.91
			12/12/2014	-340000	Sale	4127866	3.61
			23/01/2015	-166636	Sale	3961230	3.65
			30/01/2015	900621	Purchase	4861851	4.48
			30/01/2015	-1057224	Sale	3804627	3.51
			6/2/2015	297580	Purchase	4102207	3.78
			6/2/2015	-66400	Sale	4035807	3.72
			13/02/2015	178847	Purchase	4214654	3.89
			13/02/2015	-481214	Sale	3733440	3.44
			20/02/2015	573962	Purchase	4307402	3.95

Name of the director/ key managerial personnel (KMP)	Shareholders at the beginning of the year		Date	Increase/ Decrease in share holding	Reason	Cumulative shareholding during the year (01-04-14 to 31-03-15)	
	No. of shares at the beginning of the year (01-04- 2014)/end of the year (31-03-2015)	% of total shares of the Company				No. of shares	% of total shares of the Company
			20/02/2015	-218166	Sale	4089236	3.75
			27/02/2015	9136	Purchase	4098372	3.75
			06/03/2015	-8292	Sale	4090080	3.75
	4090080	3.74	31/03/2015		Closing balance	4090080	3.74
Rajiv Pancholy	0	0	01/04/2014		Opening balance	0	0
	0	0	31/03/2015		Closing balance	0	0
François-Charles Sirois	0	0	01/04/2014		Opening balance	0	0
	0	0	31/03/2015		Closing balance	0	0
Naresh Malhotra	0	0	01/04/2014		Opening balance	0	0
			05/02/2015	15158	ESOP Allotment	15158	0.01
	15158	0.01	31/03/2015		Closing balance	15158	0.01
Rajiv Khaitan	0	0	01/04/2014		Opening balance	0	0
	0	0	31/03/2015		Closing balance	0	0
Harit Nagpal	0	0	01/04/2014		Opening balance	0	0
	0	0	31/03/2015		Closing balance	0	0
Nancy Cruickshank	0	0	01/04/2014		Opening balance	0	0
	0	0	31/03/2015		Closing balance	0	0
Bruno Ducharme	0	0	01/04/2014		Opening balance	0	0
	0	0	31/03/2015		Closing balance	0	0
B. Key Managerial Personnel							
Praveen Kumar KJ-Chief Financial Officer (appointed on September 04, 2014)	6	0.00	1/4/2014	0	Opening balance	6	0.00
			14/11/2014	468	ESOP Allotment	474	0.00
			05/02/2015	15630	ESOP Allotment	16104	0.01
			27/03/2015	-6800	Sale	9304	0.01
			31/03/2015	-40	Sale	9264	0.01
	9264	0.01	31/03/2015		Closing balance	9264	0.01
P V Varaprasad- Company Secretary	0	0	1/4/2014	0	Opening balance	0	0
			05/2/2015	1170	ESOP Allotment	1170	0.00
			20/03/2015	-1170	Sale	0	0
	0	0.00	31/03/2015		Closing balance	0	0.00

(vi) Indebtedness

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(In ₹)

Particulars	Secured loans excluding deposits	Unsecured loans	Deposits	Total indebtedness
Indebtedness at the beginning of the year				
(i) Principal amount	167,857,480	–	–	167,857,480
(ii) Interest due but not paid	0	–	–	0
(iii) Interest accrued but not due	340,499	–	–	340,499
Total (i+ii+iii)	168,197,979	–	–	168,197,979
Change in indebtedness during the financial year				
(i) Addition	–	–	–	–
(ii) Reduction	168,197,979	–	–	168,197,979
Net change	168,197,979	–	–	168,197,979
Indebtedness at the end of the financial year				
(i) Principal amount	–	–	–	–
(ii) Interest due but not paid	–	–	–	–
(iii) Interest accrued but not due	–	–	–	–
Total (i+ii+iii)	–	–	–	–

(vii) Remuneration of Directors and Key Managerial Personnel**A. Remuneration of Managing Director, Whole-time directors and/or Manager:**

(In ₹)

Sl. No.	Particulars of remuneration	Chandramouli Janakiraman(i)	Rajiv Pancholy(ii)	François-Charles Sirois(iii)	Total Amount
1.	Gross salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income tax Act, 1961	5,158,279	18,971,559	3,843,750	27,973,588
	(b) Value of perquisites u/s 17(2) of Income tax Act, 1961	–	84,951	–	84,951
	(c) Profits in lieu of salary under Section 17(3) of Income Tax Act, 1961	–	–	–	–
2.	Stock Option (In Numbers)	–	10,00,000	–	10,00,000
3.	Sweat equity	–	–	–	–
4.	Commission	–	–	–	–
	As % of profit	–	–	–	–
	Other (bonus)	–	5,355,240	3,843,750	9,198,990
5.	Others (Retiral benefits)	161,127	106,621	Nil	267,748
	Total (A) excluding stock options	5,319,406	24,518,371	7,687,500	37,525,277
	Overall Ceiling as per the Act	22,092,710 (11% of net profit as per Section 197)			

(i) For the period from April 1, 2014 to till his resignation in June 2014.

(ii) For the period from June 2, 2014 to March 31, 2015.

(iii) For the period from November 1, 2014 to March 31, 2015.

B. Remuneration to other Directors

(In ₹)

Sl. No.	Particulars of remuneration	H.H. Haight*	Naresh Malhotra	Harit Nagpal	Rajiv Khaitan	Barry White*	Nancy Cruickshank#	Bruno Ducharme#	Rentala Chandrashekhar*	Total Amount
1	Independent Directors									
	Fee for attending Board/ committee meetings	–	2,200,000	2,000,000	1,900,000	300,000	400,000	200,000	–	7,000,000
	Commission	–	400,000	400,000	400,000	–	400,000	400,000	–	2,000,000
	Others, please specify	–	–	–	–	–	–	–	–	–
	Total (1)	–	2,600,000	2,400,000	2,300,000	300,000	800,000	600,000	–	9,000,000
2	Other Non-Executive Directors									
	Fee for attending Board/ committee meetings	700,000	–	–	–	–	–	–	–	700,000
	Commission	–	–	–	–	–	–	–	–	–
	Others , please specify	–	–	–	–	–	–	–	–	–
	Total (2)	700,000								7,00,000
	Total B (1+2)	700,000	2,600,000	2,400,000	2,300,000	300,000	800,000	600,000		9,700,000
	Total Managerial remuneration (A+B)									47,225,277
	Overall ceiling as per the Act	20,08,428 (1% of the net profit)								

* H H Haight, Barry White and Rentala Chandrashekhar have resigned during the year.

Bruno Ducharme and Nancy Cruickshank were appointed on Board w.e.f July 31, 2014.

C. Remuneration to Key Managerial Personnel (other than MD/Manager/WTD)

Sl. No.	Particulars of remuneration	Key Managerial Personnel		Total
		Company Secretary	Chief Financial Officer	
1.	Gross salary (in ₹)			
	(a) Salary as per provisions contained in Section 17(1) of the Income tax Act, 1961	2,540,064	7,548,935	10,088,999
	(b) Value of perquisites u/s 17(2) of Income tax Act, 1961			
	(c) Profits in lieu of salary under Section 17(3) of Income Tax Act, 1961	–	–	–
2.	Stock Options (in numbers)	28,830	283,902	312,732
3.	Sweat equity (in ₹)	–	–	–
4.	Commission (in ₹) As % of profit Other (bonus)	–	–	–
5.	Others (Retiral benefits)	–	–	–
	Total *	2,540,064	7,548,935	10,088,999

* excluding the stock options

(viii) Penalties/Punishment/Compounding of offences

There were no penalties/punishment/compounding of offences for the year ending March 31, 2015.

Annexure VI
Particulars of Employees

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

(i) the ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year;	Name of the Director	Ratio to the Median		
	Rajiv Pancholy	51.96		
	François-Charles Sirois	16.29		
	Chandramouli J*	11.27		
	Naresh Malhotra	0.85		
	Harit Nagpal	0.85		
	Rajiv Khaitan	0.85		
	Nancy Cruickshank	0.85		
	Bruno Ducharme	0.85		
(ii) the percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;	Name of the Director/KMP	% increase		
	Rajiv Pancholy*	–		
	François-Charles Sirois*	–		
	Chandramouli J	-32.09		
	Naresh Malhotra	-41.98		
	Harit Nagpal	-41.98		
	Rajiv Khaitan	-41.98		
	Nancy Cruickshank@	–		
	Bruno Ducharme@	–		
	Praveen Kumar KJ	74.06		
	P V Varaprasad	20.46		
(iii) the percentage increase in the median remuneration of employees in the financial year;	10%			
(iv) the number of permanent employees on the rolls of Company;	863 (as on March 31, 2015)			
(v) the explanation on the relationship between average increase in remuneration and company performance;	Comparative remuneration benchmark survey was conducted through Hewitt Associates and individual performance was assessed against the employee's Key Performance Indicators. Further the employee's contribution to the overall company's performance was also considered in arriving at the salary revision from time to time.			
(vi) comparison of the remuneration of the Key Managerial Personnel against the performance of the Company	The remuneration of KMP was 1.36% of revenue and 23.47% of profits			
(vii) variations in the market capitalization of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the` last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the company as at the close of the current financial year and previous financial year;	Particulars	2008*	2014	2015
	Share price as at March 31	440	33.2	72.95
	No. of equity shares	57406139	114235502	109220336
	PE ratio	54.41	-10.06	91.19
	Market capitalization (₹ in mn)	31234.68	3792.62	7967.62
	* The Company's last public offer was on February 19, 2008			
(viii) average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;	Average salary increase of the employees excluding WTD & KMP's is 19% over the previous year mainly due to annual salary increments and market corrections. The average salary increase of the KMPs was 60.8% over the previous year. The salary increase for KMPs was due to the promotion and as per the industry benchmark			

(ix)	comparison of the each remuneration of the Key Managerial Personnel against the performance of the company	<div>The comparison of remuneration of the each of the Key Managerial personnel against the company's Revenue and Profit for the FY 14-15 is as follows:</div> <table><tr><th>Name of the Director</th><th>% of revenue</th><th>% of profit</th></tr><tr><td>Rajiv Pancholy</td><td>0.71</td><td>12.21</td></tr><tr><td>François-Charles Sirois</td><td>0.22</td><td>3.83</td></tr><tr><td>Chandramouli J</td><td>0.15</td><td>2.65</td></tr><tr><td>Praveen Kumar KJ</td><td>0.22</td><td>3.76</td></tr><tr><td>P V Varaprasad</td><td>0.07</td><td>1.26</td></tr></table>	Name of the Director	% of revenue	% of profit	Rajiv Pancholy	0.71	12.21	François-Charles Sirois	0.22	3.83	Chandramouli J	0.15	2.65	Praveen Kumar KJ	0.22	3.76	P V Varaprasad	0.07	1.26
Name of the Director	% of revenue	% of profit																		
Rajiv Pancholy	0.71	12.21																		
François-Charles Sirois	0.22	3.83																		
Chandramouli J	0.15	2.65																		
Praveen Kumar KJ	0.22	3.76																		
P V Varaprasad	0.07	1.26																		
(x)	the key parameters for any variable component of remuneration availed by the directors;	Variable payout for the directors were made based on the annual company performance declared at the end of the financial year																		
(xi)	the ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year;	None of the employees were paid more than the highest paid director during the current financial year																		
(xii)	Affirmation that the remuneration is as per the remuneration policy of the company.	Salaries paid are in line with the company's remuneration policy based on industry benchmark.																		

* Chandramouli J's salary is for part of the year as he ceased to be the Managing Director from June 2, 2014.

* Rajiv Pancholy and François-Charles Sirois percentage increase in remuneration is not given as they were appointed on the Board on July 26, 2014.

@ Nancy Cruickshank and Bruno Ducharme were appointed as Directors during the year 2014-15.

(B) Statement showing Details of Employees of the Company as per Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

Employee name	Designation	Remuneration received (₹)	Nature of employment	Qualification	Experience (in years)	Date of joining	Age	Previous employment
Christy George	Senior Vice President - Engineering	17,225,724	Permanent	B.Tech	22.9	11-Oct-00	44 Yrs	IT Solutions (Europe) Ltd
Parag Agrawal	Associate Vice President - Delivery & Presales Enablement	6,272,750	Permanent	BE	18.9	1-Aug-02	40 Yrs	Infosys Technologies Ltd
Bikram S Sherawat	Vice President - India & Asia	8,349,264	Permanent	PGDCA	13.9	24-Nov-03	38 Yrs	Hughes Escorts Communication Ltd
Himanshu Asrani	Director - Account Management	7,517,339	Permanent	B.Com	17.11	11-Aug-05	37 yrs	Affarsstrategerna Think Tech Technologies Limited
Praveen Kumar K J	Global Group CFO	7,548,935	Permanent	CA, B.Com	14.2	20-Jul-06	36 yrs	Hewlett - Packard
Madhusudan N	Vice President – Marketing	7,607,596	Permanent	M.Sc	18.7	10-Mar-08	43 Yrs	Meritus Analytics Pvt Ltd
Prashanth Shenoy	Associate Vice President - Operations Enablement & GNOC	8,257,142	Permanent	BE	19.4	8-Nov-11	44 yrs	Reliance Communications Ltd
Sanjay Bhambri	Chief Commercial Officer	20,581,831	Permanent	MBA	20.11	6-Aug-12	45 Yrs	Enzen Global Solutions Pvt Ltd

Employee name	Designation	Remuneration received (₹)	Nature of employment	Qualification	Experience (in years)	Date of joining	Age	Previous employment
Rajesh Pandey	Global Head - Human Resources	8,884,864	Permanent	MA	22.5	16-Sep-13	51 Yrs	People Factor Pvt Ltd
François-Charles Sirois	Executive Chairman	7,687,500	Permanent	BAA, Finance and Marketing	17.7	1- Nov-14	40 Yrs	Microcell i5
Rajiv Pancholy	Managing Director & Chief Executive Officer	24,518,371	Permanent	ME	34.9	2-Jun-14	58 yrs	TTP Media
Gupta Amit	Director-Account Management	6,221,453	Permanent	PGDBA	22.9	3-Oct-11	45 yrs	Emerson Network Power (India) Private Limited

Employed for part of the year with an average salary of above ₹ 5 lakhs per month:

Employee name	Designation	Remuneration received (₹)	Nature of employment	Qualification	Experience (in years)	Date of joining	Age	Previous employment
Srinivas M	Associate Vice President - Product Management	1,403,998	Permanent	MS	20.8	9-Sep-09	47 Yrs	TNQ Book and Journals Ltd
Ahmad Kamal	Vice President - Products (RBT & Music)	5,699,272	Permanent	MS	19.11	17-Feb-10	46 Yrs	Chalktalk Inc.,
Rajesh M V	Vice President - Media	3,257,557	Permanent	B.Sc	23.3	16-Nov-04	45 Yrs	Mindshare
Chandramouli Janakiraman	Managing Director	5,319,406	Permanent	BE	31.11	1-Aug-02	46 Yrs	Infosys Technologies Ltd
Joby Chennattucherry James	Associate Vice President - Product Management	6,641,549	Permanent	MBA	21.4	21-Sep-11	42 Yrs	BORQS Software Solutions Pvt Ltd
Sandeep Shrivastava	Vice President - Products	7,477,048	Permanent	B.Tech	17.8	13-Jan-14	38 Yrs	Microsoft Corporation (India) Ltd
Suraj Ullal	Senior Engineering Manager	1,939,893	Permanent	BCA	14.6	10-May-05	33 Yrs	Bharti Telesoft International (P) Ltd.
Ajay Kumar K. V.	Associate Vice President- Procurement & Logistics	6,026,281	Permanent	MBA	19.1	11-Jul-08	40 Yrs	Procall Private Limited (Part of Essel Group)
Srilatha Thirumal Raju	Director- Operations	3,332,708	Permanent	B.Com	17.2	10-May-10	38 Yrs	Wal Mart Global Sourcing India Private Limited
Kavitha Kadambi	Director- Information Systems & Security	5,057,039	Permanent	MS	19.3	5-Oct-06	42 Yrs	Infosys Technologies Ltd.

Annexure VII
Annual Report on Corporate Social Responsibility (CSR) Activities
(Pursuant to Rule 8 (1) of Companies (Corporate Social Responsibility Policy) Rules, 2014)

1. OnMobile CSR Policy intends to:

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

The CSR policy of the Company is stated in the following link:

http://www.onmobile.com/sites/default/files/cg_policy/Corporate_Social_Responsibility_Policy.pdf

2. Composition of the CSR Committee:

The members of the CSR committee of the Board as on March 31, 2015 are as under:

- a. Bruno Ducharme - Chairman
- b. Nancy Cruickshank - Member
- c. Rajiv Pancholy - Member

3. Average Net Profit of the Company for the last three financial years: ₹ 340.25 million.

4. Prescribed CSR Expenditure (two percent of the amount as in item 3 above): ₹ 6.80 million

5. Details of CSR spent during the financial year:

- a. Total amount spent for the financial year: ₹ 0.1 million
- b. Amount unspent, if any: ₹ 6.7 million
- c. Manner in which the amount spent during the financial year is detailed below:

(In ₹)

SI No	CSR project/activity identified	Sector in which the project is covered	Projects/Programs (1) Local area or others (2) Specify the state and district where project or programs were undertaken	Amount of outlay budget project or program wise	Amount spent on the project or programs Subheads: (i) Direct expenditure on projects or programs (2)Over-heads	Cumulative expenditure up to the reporting period	Amount spent direct or through implementing agency
1.	Bought and donated furniture to United orphanage	Helping orphanages	Kurumbapalayam, Coimbatore	100,000	100,000	100,000	Amount spent directly by the Company
	Total					100,000	

6. Reason for not spending the prescribed CSR expenditure:

The Company has constituted a CSR committee and formulated CSR policy as required under Section 135 of Companies Act, 2013 and the Rules made thereunder. CSR initiatives and the methodology for spending the same to ensure appropriate end use of funds proposed to be spent is being deliberated in the Company.

The Company is in process of talks with likeminded NGO's operating in the fields of Company's philanthropic interests and ideology, but the projects could not be given final shape in time. Accordingly, the company could not spend the required 2% of the average net profit of the Company for the last three financial years. However, the Company has made a beginning by spending ₹ 1 lakh by the end of the financial year 2014-15 by donating required furniture to an orphanage. Apart from ₹ 1 Lakh, the Company had taken initiatives to involve the employees of the Company in the CSR activities through 'GiveIndia – Payroll Giving Program'. For the financial year 2014-15, employees of the Company had contributed ₹ 181,092.

The focused spending on the identified philanthropic activities in a systematic manner will happen from next financial year contributing to the welfare and progress of the Society.

7. CSR Responsibility Statement:

Implementation and monitoring of the CSR policy is in compliance with CSR objectives and policy of the Company.

Rajiv Pancholy
(Managing Director and CEO)

Bruno Ducharme
(Chairman - CSR Committee)

Place : London
Date : July 30, 2015

Annexure VIII
Particulars of Employee Stock Option Schemes

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

Particulars	Plan I 2003	Plan II 2003	Plan III 2006	Plan I 2007	Plan II 2007	Plan I 2008	Plan II 2008	Plan III 2008	Plan IV 2008	Plan I 2010	Plan II 2010	Plan I 2011	Plan I 2012	Plan I 2013
Pricing formula														
Options Outstanding on April 01, 2014	58383	0	180680	424420	0	0	164400	1796200	342706	35000	849360			
Options Granted During the Year	0	0	0	0	0	0		525000	0	0	250000	874714	2406890	836872
Options vested*	58383	0	180680	424420	0	0		1471825	342706	35000	849360	0	0	0
Options Time extended During the Year	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Options Exercised During the Year	27482	0	76310	193530	0	0		268566	0	0	218946	0	0	0
Total number of shares arising as a result of exercise of Options	27482	0	76310	193530	0	0		268566	0	0	218946	0	0	0
Money realised by exercise of options (In ₹)	10718	0	2779973	7050298	0	0	0	9625338	0	0	7976203	0	0	0
Options Forfeited/Lapsed During the Year	28847	0	81518	88564	0	0	133360	872324	219180	0	266196	65000	70000	
Total number of options in force at the end of the year	2054	0	22852	142326	0	0	31040	1180310	123526	35000	614218	809714	2336890	836872
Diluted earnings per share pursuant to issue of shares on exercise of options calculated in accordance with AS 20 'Earnings per share' (₹)	0.8	0.8	0.8	0.8	0.8	0.8	0.8	0.8	0.8	0.8	0.8	0.8	0.8	0.8
Weighted average exercise price per option (after adjusting for Bonus issue, if applicable) of the options whose														
a) Exercise price equals market price	0.39	0	36.43	36.43	0	0	36.43	44.63	36.43	36.43	35.51	33.08	33.08	87.25
b) Exercise price is greater than market price	-	-	-	-	-	-	-	-	-	-	-	-	-	-
c) Exercise price is less than market price	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Method of calculating fair value of options	Fair valuation guidance note not applicable		Black-Scholes valuation method											

Significant assumptions used for estimate of fair value:

Particulars	Plan III 2008	Plan II 2010	Plan II 2010	Plan I 2011	Plan I 2012	Plan I 2013
Stock price (₹)	27.1	32.8	34.9	32.8	32.8	86.8
Volatility	52.57%	52.57%	53.21%	52.57%	52.57%	57.19%
Risk free rate	7.81%	7.81%	7.81%	7.81%	7.81%	7.81%
Exercise price (₹)	28.1	33.08	35.4	33.08	33.08	87.25
Time to maturity (years)	4.36 years	4.36 years	4.36 years	4.36 years	4.36 years	4.38 years
Dividend yield (₹ per option)	1	1	1	1	1	1

Notes:

- 1) There was no variation of the terms of options granted
- 2) Employee wise details of options granted to;—

(i) Key managerial personnel:

Sr No.	Name of the Key Managerial personnel	No. of options granted
1.	Rajiv Pancholy	1,000,000
2.	Praveen Kumar KJ	283,902
3.	P V Varaprasad	28,830

(ii) any other employee who receives a grant of options in any one year of options amounting to 5% or more of options granted during the year (total options granted 4,893,476)

Sr. No	Name of the employee	Scheme Name	Grant Date	Options granted	% of total options granted during the year
1.	Praveen Kumar KJ	ESOP 1, 2011	October 30, 2014	258,666	5.29
2.	Sanjay Bhambri	ESOP 1, 2012	October 30, 2014	320,000	6.54
3.	Rajiv Pancholy	ESOP 1, 2012	October 30, 2014	1,000,000	20.44

(iii) None of the employees were granted options, during the year, equal to or exceeding one percent of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant.

- 3) Diluted Earnings per Share (EPS) pursuant to issue of shares on exercise of option calculated in accordance with Accounting Standard (AS) 20 'Earnings per Share'.

Earnings Per share: Nominal value of ₹ 10 per share

Details	Consolidated		Standalone	
	31-Mar-15	31-Mar-14	31-Mar-15	31-Mar-14
Basic (₹)	-2.9	-11.6	0.8	-3.3
Diluted (₹)	-2.9	-11.6	0.8	-3.3

Annexure IX
Secretarial Audit Report for the financial year ended March 31, 2015
(Pursuant to section 204 (1) of Companies Act 2013 and the rules made thereunder)

To,

The Members,
OnMobile Global Limited,

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

Based on my verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on **March 31, 2015** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the company for the financial year ended on **March 31, 2015** according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment.
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

- e) The Securities and Exchange Board of India (Registrars to Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- vi. Other laws applicable specifically to the company namely:
 - a) Information Technology Act, 2000 and the rules made thereunder;
 - b) Special Economic Zones Act, 2005 and the rules made thereunder;
 - c) Software Technology Parks of India rules and regulations;
 - d) Copy Rights Act;
 - e) The Patents Act, 1970;
 - f) The Trade Marks Act, 1999;

I have also examined compliance with the applicable clauses of the Listing Agreements entered into by the Company with the Stock Exchanges in India.

I report that, during the year under review the Company has complied with the provisions of the Acts, rules, regulations and guidelines mentioned above.

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

- a. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- b. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- c. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and

requiring compliance thereof by the company during the financial year and the Secretarial Standards issued by The Institute of Company Secretaries of India were not applicable during the year.

I further report that, based on the information provided by the company, its officers and authorized representatives during the conduct of the audit, and also on the review of quarterly compliance reports taken on record by the Board of Directors of the company, in my opinion, adequate systems and processes and control mechanism exist in the company to monitor and ensure compliance with applicable general laws like labour laws, competition law and environmental laws.

I further report, that the compliance by the company of applicable financial laws like direct and indirect tax laws has not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated professionals.

I further report that, the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in

the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

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

I further report that, there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I report further that, during the financial year:

a. Buy back of shares

By a resolution passed in their meeting held on December 11, 2014, pursuant to Section 68,69,70 and other applicable provisions of the Companies Act 2013 and the rules made thereunder, the Board of Directors had approved buy back of equity shares of the company up to an aggregate amount of ₹ 49 crore subject to minimum of 29,00,000 and maximum of 58,00,000 equity shares for a price not exceeding ₹ 86/- per share and the Company has bought back 58,00,000 equity shares for an aggregate value of ₹ 44.28 crores through an open market route.

b. Disposal/divestment of Voxmobili S A (Resolution u/s 180(1)(a))

Pursuant to the resolution of shareholders u/s 180 (1) (a) passed by Postal Ballot dated May 3, 2014 (passed on June 20, 2014) the Company has sold entire stake (100%) of 65,01,708 ordinary shares in Voxmobili S. A. a step down subsidiary of the company through its subsidiaries OnMobile Europe B. V. and OnMobile S. A. for a consideration of US\$ 260,00,000 (Twenty six million USD)

c. Borrowing power (Resolution u/s 180(1)(c))

Pursuant to the resolution of shareholders u/s 180 (1)(c) passed by Postal Ballot dated May 3, 2014 (passed on June 20, 2014) the Company has authorised the Board of Directors to borrow up to ₹ 300 crores over and above the paid up capital of the Company and its free reserves.

d. To secure borrowings (Resolution u/s 180 (1) (a))

Pursuant to the resolution of shareholders u/s 180 (1) (a) passed by Postal Ballot dated May 3, 2014 (passed on June 20 2014) the Company has authorised the Board of Directors to secure the borrowings up to ₹ 300 crores over and above the paid up capital of the Company and its free reserves.

e. To make loans and investments (Resolution u/s 186 of the Act)

Pursuant to the resolution of shareholders u/s 186 passed by Postal Ballot dated May 3, 2014 (passed on June 20, 2014) the Company has authorised the Board of Directors to make loans, give guarantee and /or make investments up to ₹ 500 crores over and above the paid up capital of the Company and its free reserves.

f. An open offer pursuant to Regulation 6 of Securities Exchange Board of India (Substantial Acquisition and Takeovers) Regulations 2011 was made by OnMobile Systems Inc., Dalware, USA for acquisition of 11,900,000 fully paid up equity shares of ₹ 10 each representing 10.16% of the fully diluted voting share capital of the company at an offer price of ₹ 40/- per share and the offer opened on April 25, 2014 and closed on May 09, 2014.

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

P.G. HEGDE
Hegde & Hegde

Company Secretaries
FCS:1325 / C.P.No: 640

Place : Bangalore
Date : May 28, 2015

Management Discussion & Analysis

OnMobile Global Limited ('OnMobile')

1. INDUSTRY TRENDS

The increase of mobile subscriptions and the growth in mobile data consumption continues at a steady pace. In Q1 2015, the total number of mobile subscriptions was around 7.2 billion. This includes about 100 million new mobile subscriptions in the quarter alone. The number of subscriptions far exceeds the population in many countries.

Mobile data continues to grow phenomenally. In Q1 2015, mobile traffic was 55% higher than in Q1 2014. It is expected that by 2016 the number of smartphone subscriptions will surpass those for basic phones and that by 2020, 80% of the mobile data traffic will come from smartphones. One of the drivers of the growth in smartphone adoption is the availability in developing countries of low-cost Android handsets. The dominance of Android in many parts of the world is now clearly established while iOS is dominating other parts. It is now acknowledged that the smartphone ecosystem gravitates around a binary system of operating systems with iOS and Android.

Those 2 platforms have opened up a huge market for developers who have created more than 1.5 million apps on each platform. It is estimated that every year, 800,000 new mobile developers join the pack creating restlessly a higher number of apps bringing innovations and disruptions.

While the increase in the number of mobile subscriptions, the spectacular growth in mobile data and the staggering number of mobile apps are all impressive, mobile operators are not all reaping the benefits. Rising competitive pressure, continued regulatory intervention in many markets and a decline in voice and messaging revenue are hurting mobile operators' ability to keep growing their business. On a brighter note, there has never been a better time to be at the center of the mobile ecosystem. As every part of people's life is being totally redefined by mobile services including housing, food and transportation, the mobile is keeping its crown as the king of the digital world.

2. OPPORTUNITIES

Today, there are several areas that present significant opportunities for the mobile industry as a whole.

- **Disruption from mobile-first services:** Every sector is being redefined through the mobile lens. Traditional sector such as transportations and food ordering are now being disrupted by mobile-first services. The customer relies more and more on his mobile phone to operate every part of this professional and personal life. As this wave of disruption continues, the mobile industry and the companies, which are following a mobile-first approach such as OnMobile, will benefit.

- **Mobile messaging:** In the mobile services space, mobile messaging is without a doubt the space which has seen the most growth in the previous 2 years and which has the highest engagement with end-users. In China, mobile users use WeChat not only for chatting but also for ordering concert tickets and even food. Mobile messaging is at the center of the mobile disruption. Plugging into those new ecosystems present an opportunity for countless mobile players who will be able to take advantage of this change in customer behaviors.
- **Rise of live video services:** A new set of players in the mobile video space has taken central stage this year: the live-streaming mobile-centric video services. The 2 most well-known apps in this area are Meerkat and Periscope (owned by Twitter) and while video services have been around for a long time, the growth in usage of those 2 services has been impressive. Those mobile-first video broadcast services create new challenges for the data networks but also new opportunities in addressing them. As those services keep growing, the upgrade to 5G promising much lower latency will be mandatory.
- **Reinvention of content:** The content space continues to be reshaped by mobile. An interesting trend is the rise of "micro-content": bit-sized multimedia produced and consumed by mobile users such as Snapchat photos, Dubsmash creations and Flipagram videos. People look more and more at fast media that can be consumed in less than 10 seconds. Mobile players who have experience in dealing with short content should have opportunities in dealing with this new wave of content creativity.
- **Internet growth in India:** While most revenue from OnMobile comes from International, it is nevertheless important to note some remarkable changes in the home country. India is experiencing a growth in Internet consumption. There are today about 232 Million Internet users in India (+37% YoY growth). It is today the 3rd largest market after China and the United States but the fastest growing in terms of net adds. Mobile represents 65% of the total internet country in India which is one of the highest level in the world.
- **Mobile monetization is strong:** A few years ago, there were concerns about monetizing mobile, in particular the effectiveness of mobile ads were questioned. Today, Facebook makes more money from mobile than the Web. Mobile ad revenue now accounts for 76 percent of Facebook's advertising revenue and 72 percent of total revenue. Monetization on mobile is real and very strong. The mobile format, in particular on mobile ads, has seen unprecedented creativity. It is worth mentioning the Facebook Carousel Ad system, the Pinterest Cinematic and the Google Local Inventory Ad.

3. CHALLENGES

The mobile industry continues to be extremely competitive and there are several challenges that are affecting the entire industry or selected players within this industry.

- i. **Regulation and policies:** Regulation is making it difficult for traditional VAS providers to operate. For instance, the dual confirmation process for service activation that has been introduced in a number of markets created a cumbersome user experience that led to a fall in activation of traditional VAS services. While the impact of this particular policy is now absorbed, new policies can constantly make it more difficult to operate for traditional VAS providers as well as OTT providers.
- ii. **Mobile messaging services:** Mobile messaging services pose a serious challenge to traditional voice and messaging services. They are both an opportunity and a threat. As those services keep growing, they can either become more inclusive (like social networking services which open their platforms) or more exclusive.
- iii. **Monetization of music services still difficult:** The music business is going through a deep transformation. The growing trend is still music streaming where the main players are still not profitable. The arrival of Apple with its own offering Apple Music is creating now even more competition and disruption in this space. While as a whole the music industry is growing back, it is still increasingly difficult to operate profitably for the players in this space.

4. RISKS AND CONCERNS

OnMobile operates in a very competitive market with competition from both legacy VAS companies and over-the-top services.

Most of the business-to-business contracts follow a revenue share model in which the revenue is shared between the mobile operator, the content owners and OnMobile. As a consequence, the revenue accrues to the company only if customers' end-user subscribers use or subscribe to the services offered by them. As a result, the Company's revenue is subject to uncertainties that are beyond its control, such as customer acceptance of its application services along with the subscription rate, that is largely dependent on the pricing of the services, product placement, and promotional activities conducted by the Company's customers, either jointly with the Company or solely.

As customers' attentions are moving more and more towards mobile messaging services, the way people consume content and media is also reshaped. This can represent a competitive risk to

OnMobile's ability to continue growing its customer base and operate profitably in its markets.

Among the business-to-business solutions, the legacy RBT business has specific risk such as the decline of traditional telephony which has been limited the past few years but could accelerate if people are calling less or using more alternative ways of communication such as mobile messaging.

5. OUTLOOK 2015-16

People's lives continue to be changed by mobile in general and smartphone adoption in particular. In the content world, the first wave reshaped traditional content types – news, movies, music tracks and information. The second wave of change is interesting as it is about creating new content types – short texts, animated GIFs, dubbed videos and other digital creations that have been enabled by the mobile phone.

This transformation and creativity present OnMobile with an opportunity to evolve its products, change business models and bring a new experience to users globally. OnMobile expects to play an important role in the creation, transformation, monetization and distribution of new types of content leveraging its large geographical footprint, its substantial base of users, and its deep understanding of audio content in particular.

6. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

In any industry, the processes and internal control systems play a critical role in the health of the Company. OnMobile's well-defined organizational structure, documented policy guidelines, defined authority matrix and internal controls ensure efficiency of operations, compliance with internal policies and applicable laws and regulations as well as protection of assets. Moreover, the Company continuously upgrades these systems in line with the best available practices. The internal control system is supplemented by extensive internal audits, regular reviews by the management and standard policies and guidelines to ensure reliability of financial and all other records to prepare financial statements and other data. The management information system provides timely and accurate information for effective control.

7. DISCUSSION ON CONSOLIDATED FINANCIAL PERFORMANCE FOR THE YEAR ENDED 2014-15

The consolidated financial statements relate to OnMobile Global Limited, referred to as "the Company" and its subsidiaries and associates together referred to as "the Group". The consolidation for the year includes figures of OnMobile Latam Holding S.L. formed during the year and VoxMobili S.A. divested during the year.

RESULT OF OPERATIONS

(In ₹ Million except EPS)

	FY 2014-15	% of total revenue	FY 2013-14	% of total revenue	Growth %
Results from operations					
Telecom Value Added Services	8,470.50	—	8,653.13	—	(2)
Other Income	213.67	—	154.28	—	38
Total Revenue	8,684.17	—	8,807.41	—	(1)
Cost of Sales and Services	2,892.40	33	1,821.05	21	59
Employee Benefits expense	2,784.91	32	3,516.62	40	(21)
Finance costs	26.57	0	36.97	0	(28)
Depreciation and amortization expense	1,437.29	17	1,366.88	16	5
Other expenses	1,566.44	18	2,009.12	23	(22)
Total Expenses	8,707.61	100	8,750.64	99	0
Profit before exceptional items and tax	(23.44)	0	56.77	1	(141)
Exceptional items	32.83	0	1,194.84	14	(97)
Profit before tax	(56.27)	(1)	(1,138.07)	(13)	(95)
Provision for taxation	266.91	3	181.45	2	47
Profit for the year	(323.18)	(4)	(1,319.52)	(15)	(76)
Profit attributable to Consolidated group	(323.18)	(4)	(1,319.52)	(15)	(76)
EPS- Basic	(2.9)	—	(11.6)	—	(75)
EPS –Diluted	(2.9)	—	(11.6)	—	(75)

Revenue

Revenue is derived from Telecom Value Added Services, Sale of User licenses and other services. Revenue from Telecom Value Added Services is recognized on provision of services in terms of revenue-sharing arrangements with the telecom operators. Revenue from sale of user licenses for software applications is recognized when the applications are functionally installed at the customer's location as per the terms of the contract and Revenue from Other Services including maintenance services are recognized proportionately over the period during which the services are rendered as per the terms of the contract.

The revenue for the FY 2014-15 was ₹ 8,470.50 million as against ₹ 8,653.13 million for FY 2013-14, thus recorded a decline of 2%. FY 2013-14 included revenues of ₹ 786 million from Voxmobili S.A., which was divested in Q1 of FY 2014-15. This was compensated by a healthy growth in Converged VAS (CVAS) revenue in Europe.

The segmentation of revenue by geography is as follows:

(In ₹ million)

	FY 2014-15	% of total revenue	FY 2013-14	% of total revenue	Growth %
India	2,072.16	24	2,313.04	27	(10)
Outside India	6,398.34	76	6,340.09	73	1
Total Revenue	8,470.50		8,653.13		(2)

Other Income

Other Income for the year 2014-15 includes ₹ 66.87 million towards Profit on sale of investment in VoxMobili SA., and consists of Interest earned on Fixed Deposits and Dividends yield on Mutual Funds. It was ₹ 213.67 million in FY 2014-15 as compared to ₹ 154.28 million in the FY 2013-14. The surplus funds of the group continue to remain invested in fixed deposits and money market securities in adherence to the investment policy.

Cost of Sales and Services

Cost of Sales and Services consists of amount incurred towards content fee and cost of software development and other charges. Content fee is paid to content providers such as music label companies, royalty agencies, sports licensing authorities and other content licensors, from whom the group sources and aggregates content, pursuant to licensing agreements with them. Cost of software development and other charges primarily represents cost of software packages, tools and services procured by the group for enhancing the quality of its services to the customers. This also includes gratification cost incurred towards contest services provided across various operators. During FY 2014-15, the cost of sales and services was ₹ 2,892.40 million as against ₹ 1,821.05 million incurred in FY 2013-14. The increase is consequential to higher CVAS revenues which involves a higher content cost payout. Additionally, Football service launched in the Latam countries also had a higher content payout.

(In ₹ Million)

	FY 2014-15	% of total revenue	FY 2013-14	% of total revenue	Growth %
Content fee	2,295.34	26	1,298.64	15	77
Cost of development and other charges	597.06	7	522.41	6	14
Cost of sales and Services	2,892.40	33	1,821.05	21	59

Employee Benefits Expense

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

During the FY 2014-15, the group incurred a cost of ₹ 2,784.91 million as against ₹ 3,516.62 million in the FY 2013-14 thus, representing a decrease of 21% from the previous year. This was primarily due to employee rationalization efforts undertaken during the year including re-allocation of resources towards focused products. The total employee strength as on March 31, 2015 was 1,145 which included a net reduction of 545 employees during the financial year.

Finance Charges

Finance Charges represent interest paid/payable towards the finance lease entered into by the Company for procurement of computer and electronic equipment and interest paid/payable towards loan to meet working capital requirements, acquisition of Livewire Mobile business and capital expenditure.

During FY 2014-15, the Company incurred Finance Charges of ₹ 26.57 million as compared to ₹ 36.97 million in FY 2013-14.

Depreciation and Amortisation

- The group provided a sum of ₹ 1,437.29 million and ₹ 1,366.88 million towards Depreciation and Amortisation

for the FY 2014-15 and FY 2013-14, respectively, thus representing an increase of 5% over the previous year. Increase in Depreciation and Amortization is on account of:

- Higher Amortization of market development and deployment rights in the FY 2014-15 as compared to the previous year.
- Full year impact of amortization of intangible assets relating to the Livewire asset acquisition during FY 2013-14.

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

The Depreciation and Amortization as a percentage of average gross block is 16% and 17% for the years ended March 31, 2015 and 2014, respectively.

Other Expenses

In the FY 2014-15, Other Expenses decreased by 22% to ₹ 1,566.44 million as against ₹ 2,009.12 million incurred in FY 2013-14. The break-up of the expenses is as follows:

(In ₹ Million)

	FY 2014-15	% of total revenue	FY 2013-14	% of total revenue	Increase %
Travelling and Conveyance	220.40	3	400.05	5	(45)
Rent and other facilities cost	264.85	3	323.84	4	(18)
Legal, professional & consultancy charges	276.22	3	475.27	5	(42)
Rates and taxes	185.82	2	246.82	3	(25)
Communication charges	110.02	1	131.74	1	(16)
Marketing Expenses	68.99	1	78.45	1	(12)
Provision for Doubtful Trade Receivables	117.14	1	82.05	1	43
Net loss on foreign currency transactions and translations	117.57	1	29.97	0	292
Others	205.43	2	240.93	3	25
Total	1,566.44	18	2,009.12	23	(22)

The reasons for the decrease in the expenses are as follows:

- **Travelling and Conveyance:** Measures implemented to reduce discretionary spend and optimize the number of travels resulted in reduction of travel and conveyance cost by 45% over the previous year.
- **Legal, Professional & Consultancy Charges:** The reduction of 42% from previous year is mainly on account of cost rationalization in FY 2014-15 through re-negotiation and closure of contracts with service providers and consultants.
- The company also undertook measures to evaluate the requirement of offices and branches across all the geographies thereby optimizing the rent and facilities cost through consolidation of offices.

Exceptional Items

- On 12th February 2015, the Venezuelan Government amended its 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 re-measure the Venezuela operations and its net monetary assets, and recorded the exchange loss of ₹ 32.83 million in the consolidated results.

Profit before Tax

The Profit/(Loss) before Tax of ₹ (56.27) million in the current FY 2014-15, as compared to ₹ (1,138.07) million during the previous year, represents a 95% improved profitability over the previous year.

Provision for Taxation

The amount provided for taxation in the current year is ₹ 266.91 million as against ₹ 181.45 million provided in FY 2013-14. The amount includes provision for corporate tax, withholding taxes and other foreign taxes.

Profit for the year

The Profit/(Loss) after Tax of ₹ (323.18) million in the current FY 2014-15, as compared to ₹ (1,319.52) million during the previous year, represents a 76% improved profitability over the previous year.

FINANCIAL CONDITION

Share Capital

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

As at March 31, 2015, the group has 109,220,336 equity shares of Rs 10/- each as Issued, Subscribed and Paid-up Capital which decreased from 114,235,502 equity shares of Rs 10/- each as at March 31, 2014. The decrease was on account of buyback of

5,800,000 shares pursuant to the public announcement made by the Company on December 15, 2014 and compensated by an increase due to the options exercised during the year for 784,834 equity shares.

Reserves and Surplus

A summary of the Reserves and Surplus is given below:

(In ₹ Million)

	As at March 31, 2015	As at March 31, 2014
Capital Redemption Reserve	98.00	40.00
Securities premium	2,970.24	3,393.43
Stock Option outstanding	0.44	0.44
General Reserve	13.20	13.20
Foreign Currency Translation Reserve	(20.35)	144.67
Surplus in Statement of Profit and Loss	2,415.02	2,935.41
Total	5,476.55	6,527.15

The decrease of ₹ 423.19 million in securities premium account during the year was mainly on account of utilization for share buyback and transfer to Capital Redemption reserve during the year.

Foreign Currency Translation Reserve represents exchange differences arising out of consolidation in case of non-integral operations. In case of integral operations, these exchange differences are included under Exchange Loss/ Gain and charged to the Statement of Profit and Loss. The balance is reduced on account of disposal of one of the non-integral foreign operations – Vox mobile S.A., A step down subsidiary.

The surplus retained in the Statement of Profit and Loss as at March 31, 2015 is ₹ 2,415.02 million.

The total Net Worth of the group as at March 31, 2015 is ₹ 6,568.75 million with the book value of each share being ₹ 60 (Face value of ₹ 10 each). The corresponding numbers for the previous FY are ₹ 7,669.51 million and ₹ 67 respectively.

Long-term borrowings

It represents the amounts outstanding beyond 12 months from the date of Balance sheet for loan availed during the previous year for acquisition of assets of Livewire Mobile.

Deferred Tax Liability and Asset

Deferred Tax Assets and Liabilities are recognized for the future tax consequences of temporary differences between carrying values of the assets and liabilities and their respective tax bases and are measured using enacted tax rates applicable on the Balance Sheet date. Deferred Tax Assets are recognized subject to

management's judgment that realization of the assets is virtually certain. The Deferred Tax Liability represents the deferred tax liability of the Group and as on March 31, 2015 is ₹ 1.43 million as compared to ₹ 7.39 million as on March 31, 2014. The Deferred Tax Asset represents the deferred tax assets of the Group and as on March 31, 2015 is ₹ 210.60 million as compared to ₹ 121.03 million as on March 31, 2014.

Long-term provisions

The Long-term Provisions outstanding as on March 31, 2015 are ₹ 34.67 million as compared to ₹ 87.54 million as on March 31, 2014, thus representing a decrease of ₹ 52.87 million. The decrease is primarily on account of decrease in provision for post-employment benefits on account of decrease in head count.

Non-Current Liabilities

The Non-Current Liabilities outstanding as on March 31, 2015 are ₹ 220.65 million as compared to ₹ 537.95 million as on March 31, 2014, thus representing a decrease of ₹ 317.30 million which was mainly on account of repayment of term loan relating to acquisition of Livewire Mobile business.

Current Liabilities

The Current Liabilities outstanding as on March 31, 2015 are ₹ 3,608.82 million as compared to ₹ 3,782.85 million as on March 31, 2014, thus representing a decrease of ₹ 174.03 million. Decrease in unearned revenue, statutory remittances due and Short term borrowings were partially offset by increase in provision for tax and trade payables.

Goodwill on consolidation

Goodwill on Consolidation represents the excess of cost to the Company of its investments in the subsidiaries over its share of the equity of the subsidiaries, at the date on which the investments in the subsidiary Company were made.

The Goodwill as on March 31, 2015 was ₹ 25.52 million as compared to ₹ 1,366.61 million as of March 31, 2014. The decrease is on account of disposal of investment in Voxmobili S.A.

Fixed Assets

The Company incurred an amount of ₹ 161.66 million (₹ 2,203.75 million in the previous year) as capital expenditure in the FY 2014-15. Addition to the gross block mainly comprises of additions to computers and electronic equipment and software consequent to expanding operations.

Non-current Investments

There is no movement in non-current Investment of ₹ 0.02 million as at March 31, 2015 from March 31, 2014.

Long-term loans and advances

The Long-term Loans and Advances recoverable as on March 31, 2015 are ₹ 1,354.43 million as compared to ₹ 1,461.72 million

as on March 31, 2014, thus representing a decrease of ₹ 107.29 million. The decrease is primarily on account of lower Advance Income Tax, withholding taxes and capital advances during the year.

Current Investments

The Increase in short-term investment to ₹ 717.87 million as at March 31, 2015 from ₹ 406.42 million as at March 31, 2014, was due to increased investment in money market securities.

Trade receivables

The Trade Receivables (net of Provision for Doubtful Trade Receivables) amount to ₹ 2,146.72 million as on March 31, 2015 as against ₹ 2,030.15 million as on March 31, 2014.

Below was the ageing of Trade receivables:

(In ₹ Million)

	As at March 31, 2015	As at March 31, 2014
Less than 6 months	1,726.82	1,884.70
More than 6 months	419.90	145.45

Cash and cash equivalents

The Cash and Cash Equivalents as on March 31, 2015 were ₹ 1,995.58 million as against a balance of ₹ 833.94 million as on March 31, 2014. The Company generated net cash of ₹ 1,146.82 millions from operating activities and ₹ 1,415.65 million from sale of VoxMobili S.A. which is partly utilized towards buyback of equity shares amounting to ₹ 442.79 million and other financing activities like payment of dividend and repayment of borrowings.

Short-term loans and advances

The short-term loans and advances outstanding as on March 31, 2015 is ₹ 605.32 million as compared to ₹ 902.63 million outstanding as on March 31, 2014, thus representing a decrease of ₹ 297.31 million.

Other current assets

The Other current assets outstanding as on March 31, 2015 are ₹ 844.51 million as compared to ₹ 1,076.98 million outstanding as on March 31, 2014, thus representing a decrease of ₹ 232.47 million.

The decrease was on account of:

- Decrease in unbilled revenue to ₹ 836.00 million as of March 31, 2015 from ₹ 1,075.13 million as of March 31, 2014, which is because of higher billing as compared to last year.
- Increase in Accrued Interest on deposits to ₹ 3.58 million as of March 31, 2015 from ₹ 1.85 million as of March 31, 2014.

8. MATERIAL DEVELOPMENTS IN HUMAN RECOURSES

Our focus for the year 2014-2015 was to create a highly engaged workplace. We emphasized on learning and skill development, identifying and rewarding our talent and corporate social responsibilities events

In the year 2014 – 2015 we implemented an online learning tool. Employees have access to a robust portfolio of technical courses and courses on soft-skills and business skills, with about 250 courses offered online to our global workforce. The response has been overwhelming as it allows learning anywhere anytime.

We continue to offer a comprehensive suite of programs to all levels of management, from coaching for performance evaluation to specialized classroom learning. We are especially focused on strengthening our general management abilities.

In early 2014, we implemented a framework to retain our critical talent. One of key features of the framework was to introduce and implement differential reward system for critical workforce. We also introduced ESOP based compensation program to participate in the long term success of OnMobile.

OnMobile believes in hiring best talent and thus has a very strenuous hiring process based on the role. The process includes hiring from best colleges and from reputed organizations.

Throughout 2014, we continued to recruit employees throughout the world, with particular emphasis on emerging markets. We added 214 people across the globe – our people count in March 2015 was 1,145.

In our 2015 talent engagement survey, a general survey of all employees conducted every year, we achieved an overall employee engagement score of 70% as compared to the engagement score of 60% in the year 2014. We attribute this to the implementation of initiatives such as effective goal setting process, organization restructuring (which resulted in enriched roles within the organization leading to higher productivity) and a huge focus on skill development.

9. CORPORATE SOCIAL RESPONSIBILITY

OnMobile CSR policy aims to strive for economic development that positively impacts the society at large with a minimal resource footprint, embrace responsibility for the Company's actions and encourage a positive impact through its activities on hunger, poverty, malnutrition, environment, communities, stakeholders and the society.

In the year 2014-15, OnMobile continued support towards "Education" as a social cause through Give India Payroll giving program. The Company had tie-ups with few NGOs during Indian festivals.

We are currently working on our social investment strategy wherein we could leverage our technology to support a social cause.

Annual report on our CSR activities is appended as Annexure VII to the Director's report.

10. CAUTIONARY STATEMENT

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

Independent Auditor's Report

TO THE MEMBERS OF
ONMOBILE GLOBAL LIMITED

Report on the Standalone Financial Statements

We have audited the accompanying Standalone financial statements of ONMOBILE GLOBAL LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in the Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers the internal financial control relevant to the Company's preparation of financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2015, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on March 31, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015 from being appointed as a director in terms of Section 164(2) of the Act.
- (f) With respect to the other matters to be included in the Auditor's report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Notes – No. 23(a) and (b) to the financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

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

V. Balaji
(Partner)

(Membership No. 203685)

Bangalore, May 28, 2015

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT ON THE FINANCIAL STATEMENTS TO THE MEMBERS OF ONMOBILE GLOBAL LIMITED FOR THE YEAR ENDED MARCH 31, 2015

(Referred to in paragraph under "Report on Other Legal and Regulatory Requirements" section of our report of even date)

- (i) In respect of its fixed assets:
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) Some of the fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
- (ii) According to the information and explanations given to us, the company does not has any inventories hence this clause is not applicable to the company.
- (iii) The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013.
- (iv) In our opinion and according to the information and explanations given to us, having regard to the explanations that some of the items purchased are of special nature and suitable alternative sources are not readily available for obtaining comparable quotations, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchases of fixed assets and the sale of services. During the course of our audit, we have not observed any major weakness in such internal control system. The Company's operations during the year did not entail purchases of inventory or the sale of goods.
- (v) According to the information and explanations given to us, the Company has not accepted any deposit during the year. In respect of unclaimed deposits, the Company has complied with the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act.
- (vi) According to the information and explanations given to us, maintenance of cost records is not applicable to the Company as prescribed by the Central Government under sub-section (1) of Section 148 of the Act.
- (vii) According to the information and explanations given to us in respect of statutory dues:
 - (a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.
 - (b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues in arrears as at March 31, 2015 for a period of more than six months from the date they became payable.
 - (c) Details of dues of Income-tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty and Cess which have not been deposited as on March 31, 2015 on account of disputes are given below:

Name of Statute	Nature of Dues	Forum where Dispute is pending	Period to which the amount relates	Amount (₹ in Million)
Income Tax Ordinance, 1984, Bangladesh	Income tax	High Court	AY 2010-11	3.25
Income Tax Ordinance, 1984, Bangladesh	Income tax	Tribunal	AY 2011-12	6.10
Income Tax Act, 2004, Tanzania	Income tax	Commissioner, Tanzania Revenue Authority	Year ended December 31, 2011	2.71
Chapter V, Finance Act, 1994	Service tax	Customs Excise & Service Tax Appellate Tribunal (CESTAT)	2006-07 to 2008-09	5.52

- (d) The Company has been regular in transferring amounts to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and Rules made thereunder within time.
- (viii) The Company does not have accumulated losses at the end of the financial year and has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- (ix) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. There are no outstanding dues to financial institutions and the Company has not issued any debentures.
- (x) In our opinion and according to the information and explanations given to us, the terms and conditions of the guarantees given by the Company for loans taken by others from banks and financial institutions are not, *prima facie*, prejudicial to the interests of the Company.
- (xi) The Company has not availed any term loans during the year.
- (xii) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no fraud on the Company has been noticed or reported during the year.

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

V. Balaji
(Partner)

(Membership No. 203685)

Bangalore, May 28, 2015

BALANCE SHEET

(In ₹ Million)

	Note No.	As at March 31, 2015	As at March 31, 2014
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share capital	2	1,092.20	1,142.36
Reserves and surplus	3	6,177.08	6,647.39
		7,269.28	7,789.75
Non-Current Liabilities			
Long-term provisions	4	31.80	35.78
		31.80	35.78
Current Liabilities			
Short-term borrowings	5	—	167.86
Trade payables	6	1,421.39	1,573.79
Other current liabilities	7	416.10	504.30
Short-term provisions	8	213.13	206.32
		2,050.62	2,452.27
TOTAL		9,351.70	10,277.80
ASSETS			
Non-Current Assets			
Fixed assets			
Tangible Assets	9A	315.26	462.02
Intangible Assets	9B	836.86	1,551.93
Capital work-in-progress		20.90	37.07
		1,173.02	2,051.02
Non-current investments	10	1,011.86	2,156.57
Deferred tax assets (net)	33 a	87.82	64.12
Long-term loans and advances	11	1,759.61	1,734.11
Current Assets			
Current investments	12	717.87	356.11
Trade receivables	13	1,118.41	1,167.05
Cash and Bank Balances	14	890.27	313.75
Short-term loans and advances	15	388.27	487.98
Other current assets	16	2,204.57	1,947.09
		5,319.39	4,271.98
TOTAL		9,351.70	10,277.80
Significant accounting policies	1		

The accompanying notes are an integral part of the financial statements

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In terms of our report attached

For and on behalf of the Board of Directors

For **Deloitte Haskins & Sells**
Chartered Accountants

V. Balaji
Partner

Rajiv Pancholy
Chief Executive Officer and Managing Director

François-Charles Sirois
Executive Chairman

Praveen Kumar K J
Chief Financial Officer

P V Varaprasad
Company Secretary

Place : Bangalore
Date : May 28, 2015

Place : Montreal
Date : May 28, 2015

STATEMENT OF PROFIT AND LOSS

(In ₹ Million except per share data)

	Note No.	For the year ended March 31, 2015	For the year ended March 31, 2014
REVENUE FROM OPERATIONS			
Telecom Value Added Services		3,460.40	4,062.32
Other Operating revenue			
– Reimbursement of expenses	40	685.39	671.11
Other Income	17	157.54	105.42
Total Revenue (A)		4,303.33	4,838.85
EXPENSES			
Cost of Sales and Services	18	844.24	857.51
Employee benefits expense	19	1,482.56	1,626.85
Finance costs	20	3.14	14.63
Depreciation and amortisation expense	9	923.16	945.73
Other expenses	21	851.33	1,138.23
Total Expenses (B)		4,104.43	4,582.95
Profit before exceptional item and tax		198.90	255.90
Exceptional item	43	–	559.48
Profit / (Loss) before tax (C) = (A-B)		198.90	(303.58)
TAX EXPENSE / (BENEFIT)			
Current Tax expense		144.99	185.02
Minimum Alternate Tax (MAT) credit entitlement		(14.48)	(27.75)
Deferred tax	33a	(23.70)	(87.86)
Net tax expense (D)		106.81	69.41
Profit / (Loss) for the year (E)= (C-D)		92.09	(372.99)
EARNINGS / (LOSS) PER SHARE			
	32		
1. Basic (Face value of equity share of ₹ 10/- each)		0.8	(3.3)
2. Diluted (Face value of equity share of ₹ 10/- each)		0.8	(3.3)
Significant accounting policies	1		

The accompanying notes are an integral part of the financial statements

1 to 44

In terms of our report attached

For and on behalf of the Board of Directors

For **Deloitte Haskins & Sells**
Chartered Accountants

V. Balaji
Partner

Rajiv Pancholy
Chief Executive Officer and Managing Director

Praveen Kumar K J
Chief Financial Officer

François-Charles Sirois
Executive Chairman

P V Varaprasad
Company Secretary

Place : Bangalore
Date : May 28, 2015

Place : Montreal
Date : May 28, 2015

CASH FLOW STATEMENT

In ₹ Million

	For the year ended March 31, 2015		For the year ended March 31, 2014	
A. CASH FLOW FROM OPERATING ACTIVITIES				
Net profit/ (Loss) before tax		198.90		(303.58)
Adjustments for :				
Depreciation and amortisation	923.16		945.73	
Provision for Impairment of Investment	—		559.48	
Unrealised Foreign Exchange Loss / (Gain)	(59.42)		(102.91)	
Loss / (Gain) on Sale of Fixed Assets (Net)	(11.89)		(9.27)	
Loss / (Gain) on sale / redemption of Investment (Net)	(43.23)		0.02	
Provision for Doubtful trade receivables (Net)	59.64		83.59	
Dividend Income	(23.96)		(20.49)	
Finance cost	2.39		14.63	
Interest Income	(77.25)		(46.79)	
		769.44		1,423.99
Operating profit before working capital changes		968.34		1,120.41
(Increase) / decrease in operating assets:				
Trade receivables	(3.67)		(183.83)	
Short-term loans and advances and other current assets	(231.15)		(96.09)	
Long-term loans and advances	(104.58)		(477.16)	
Increase / (decrease) in operating liabilities:				
Current liabilities and provisions	(167.73)		(241.74)	
Non-Current liabilities and provisions	(3.98)		(85.94)	
		(511.11)		(1,084.76)
Cash generated from operations		457.23		35.65
Direct taxes paid (including refunds)		(63.40)		(362.13)
Net cash generated from operating activities		393.83		(326.48)
B. CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of fixed assets including capital advances		(77.86)		(357.23)
Sale of fixed assets		37.76		210.68
Sale, Redemption/ (Purchase) of short term investments (net)		(361.77)		(60.72)
(Purchase) / Sale of Investment in Subsidiaries (net)		1,187.94		(91.76)
(Increase) / decrease in earmarked bank balances		(0.23)		103.03
Dividend Income		23.96		42.01
Interest received		75.57		58.65
Net cash (used in) / generated from investing activities		885.37		(95.34)
C. CASH FLOW FROM FINANCING ACTIVITIES				
Proceeds from issuance of Share Capital (net of refund of share application money)		27.77		0.03
Buyback of Equity Share Capital		(442.79)		—
Repayment of Finance Lease		(3.08)		(11.42)
Proceeds from/ (Repayment of) Short Term Borrowings		(167.86)		(100.11)
Finance cost		(2.73)		(15.94)
Dividend Paid including tax		(200.50)		(200.47)
Net cash (used in) / generated from financing activities		(789.19)		(327.91)
Net increase/(decrease) in cash and cash equivalents		490.01		(749.73)
Cash and cash equivalents as at March 31, 2014 (Opening Balance)		295.06		956.16
Effect of exchange differences on translation of foreign currency cash and cash equivalents		(86.28)		(88.63)
Cash and cash equivalents as at March 31, 2015 (Closing Balance)		871.35		295.06
		490.01		(749.73)
Reconciliation of Cash and cash equivalents with the Balance Sheet:				
Cash and cash equivalents as per Balance Sheet (Refer Note 14)		890.27		313.75
Less: Bank balances not considered as Cash and cash equivalents as defined in AS-3		18.92		18.69
Cash and cash equivalents at the end of the year		871.35		295.06

In terms of our report attached

For and on behalf of the Board of Directors

For **Deloitte Haskins & Sells**
Chartered Accountants

V. Balaji
Partner

Rajiv Pancholy
Chief Executive Officer and Managing Director

Praveen Kumar K J
Chief Financial Officer

François-Charles Sirois
Executive Chairman

P V Varaprasad
Company Secretary

Place : Bangalore
Date : May 28, 2015

Place : Montreal
Date : May 28, 2015

Notes forming part of the Financial Statements

1 SIGNIFICANT ACCOUNTING POLICIES

a. Basis of preparation of financial statements

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

b. Use of Estimates

The preparation of the financial statements in conformity with Indian GAAP requires that the management makes estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities as at the date of the financial statements and the reported amounts of revenue and expenses during the reported period. Examples of such estimates includes provision for doubtful trade receivables, future obligations under employee benefit plans, income taxes and the useful lives of fixed assets. Contingencies are recorded when it is probable that a liability will be incurred and the amount can be reliably estimated. When no reliable estimate can be made, a disclosure is made as contingent liability. Actual results could differ from those estimates.

c. Cash flow Statement

Cash Flow Statement has been prepared in accordance with the Indirect method prescribed in Accounting Standard 3 - "Cash flow statements". The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

d. Cash and cash equivalents

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances, highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

e. Depreciation/Amortisation

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Depreciation on tangible fixed assets has been provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013 except in respect of the following categories of assets, in whose case the life of the assets has been assessed on commercial lives of these assets as estimated by the Management. The useful/commercial lives are as follows:

Category of Asset	No. of years
Leasehold Improvements	Primary lease period of 3 years -5 years
Office equipments	3 years
Computers & Electronic equipments	3 years-5 years

Category of Asset	No. of years
Finance Lease Assets	Primary lease period of 3 years -5 years
Furniture & Fixtures	3 years
Motor Cars	3 years

Intangible assets are amortised over their estimated useful life on straight line method as follows:

Category of Asset	No. of years
Softwares	3 years
Intellectual Property Rights	3 years
Market development and deployment rights	Over the term of the agreement

The estimated useful life of the intangible assets and the amortisation period are reviewed at the end of each financial year and the amortisation period is revised to reflect the changed pattern, if any.

Individual assets costing less than ₹ 5,000/- are depreciated in full in the year of purchase.

f. Revenue Recognition

Revenue from Telecom Value Added Services, net of credit notes, is recognized on provision of services in terms of revenue sharing arrangements with the telecom operators.

Revenue from sale of user licences for software application is recognized when the applications are functionally installed at the customer's location as per the terms of the contracts.

Revenue from Other Services including maintenance services is recognized proportionately over the period during which the services are rendered as per the terms of contract.

Dividend on current investments is recognized on an accrual basis. Profit on sale of investments is recorded on transfer of title from the Company and is determined as the difference between the sale price and the carrying value of the investment.

Rental Income is recognised on an accrual basis.

Interest Income is recognised on an accrual basis.

g. Fixed assets

Fixed assets are stated at cost of acquisition including taxes, duties, freight and other incidental expenses relating to acquisition and installation. Subsequent expenditure on fixed assets after its purchase is capitalised only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.

Capital work in progress is stated at cost and includes the cost of fixed assets that are not ready for their intended use at the Balance Sheet date.

h. Foreign currency transactions

Initial recognition: Company: Transactions in foreign currencies entered into by the Company are 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.

Notes forming part of the Financial Statements

Integral foreign operations: Transactions in foreign currencies entered into by the Company's integral foreign operations are 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.

Measurement at the Balance Sheet date:

Company: Foreign currency monetary items (other than derivative contracts) of the Company, outstanding at the Balance Sheet date are restated at the year-end rates. Non-monetary items of the Company are carried at historical cost.

Integral foreign operations: Foreign currency monetary items (other than derivative contracts) of the Company's integral foreign operations outstanding at the Balance Sheet date are restated at the year-end rates. Non-monetary items of the Company's integral foreign operations are carried at historical cost.

Treatment of exchange differences:

Company: Exchange differences arising on settlement/restatement of foreign currency monetary assets and liabilities of the Company are recognised as income or expense in the Statement of Profit and Loss.

Integral foreign operations: Exchange differences arising on settlement/restatement of foreign currency monetary assets and liabilities of the Company's integral foreign operations are recognised as income or expense in the Statement of Profit and Loss.

Premium or discount on forward exchange contract, which are not intended for trading or speculation purposes is amortised over the life of such contract and is recognised as income or expense.

Any profit or loss arising on cancellation, renewal or restatement of forward contract is recognised in the Statement of Profit and Loss as income or expense in the period in which such cancellation or renewal is made.

i. Investments

Current investments are carried individually at lower of cost and fair value.

Long-term investments are stated at cost. Provision is made for any diminution in value of long-term investment which is other than temporary in nature. Cost of investments include acquisition charges such as brokerage, fees and duties.

j. Employee Benefits

a) Short-term employee benefits includes salaries, social security contributions, short term compensated absences (such as paid annual leave) where the absences are expected to occur within twelve months after the end of the period in which the employees render the related employee service, profit sharing and bonuses payable within twelve months after the end of the period in which the employees render the related services and non monetary benefits (such as medical care) etc, for current employees are estimated and measured on an

undiscounted basis.

- b) Defined Contribution Plan The Company's contribution to provident fund, employee state insurance scheme, Social security etc are considered as defined contribution plans and are charged as an expense based on the amount of contribution required to be made as and when services are rendered by the employees.
- c) Defined Benefit Plan Post employment benefit plans other than Defined Contribution Plans includes liabilities for gratuity funded in terms of a scheme administered by the Life Insurance Corporation of India, are determined by Actuarial Valuation made at the end of each financial year. Provision for liabilities pending remittance to the fund is carried in the Balance Sheet.
- Actuarial gains and losses are recognized immediately in the Statement of Profit and Loss as income or expense. Obligation is measured at the present value of estimated future cash flows using a discounted rate that is determined by reference to market yields at the Balance Sheet date on Government bonds where the currency and terms of the Government bonds are consistent with the currency and estimated terms of the defined benefit obligation.
- d) Long-term liability for compensated absences is provided based on actuarial valuation of the accumulated leave credit outstanding to the employees as on the Balance Sheet date.

k. Employee Stock Option Plan

The Company has formulated 14 Employee Stock Option Plans ("ESOP") – OnMobile Employees Stock Option Plan – I 2003, OnMobile Employees Stock Option Plan – II 2003, OnMobile Employees Stock Option Plan – III 2006, OnMobile Employees Stock Option Plan – I 2007, OnMobile Employees Stock Option Plan – II 2007, OnMobile Employees Stock Option Plan – I 2008, OnMobile Employees Stock Option Plan – II 2008, OnMobile Employees Stock Option Plan – III 2008, OnMobile Employees Stock Option Plan – IV 2008, OnMobile Employees Stock Option Plan – I 2010, OnMobile Employees Stock Option Plan – II 2010, OnMobile Employees Stock Option Plan 2011, OnMobile Employees Stock Option Plan 1, 2012 and OnMobile Employees Stock Option Plan 1, 2013.

The Company has obtained legal opinion that the Guidance Note on Accounting for Employee Share Based Payments are not applicable to OnMobile Employee Stock Option Plan – I 2003 and II 2003. Options granted in terms of OnMobile Employee Stock Option Plan – III 2006, OnMobile Employees Stock Option Plan – I 2007, OnMobile Employees Stock Option Plan – II 2007, OnMobile Employees Stock Option Plan – I 2008, OnMobile Employees Stock Option Plan – II 2008, OnMobile Employees Stock Option Plan – III 2008, OnMobile Employees Stock Option Plan – IV 2008, OnMobile Employees Stock Option Plan – I 2010, OnMobile Employees Stock Option Plan – II 2010, OnMobile Employees Stock Option Plan 2011, OnMobile Employees Stock Option Plan 1, 2012 and OnMobile Employees Stock Option

Notes forming part of the Financial Statements

Plan 1, 2013 to which the said Guidance Note is applicable, are accounted under intrinsic value method and accordingly, the difference between the fair value of the underlying shares and the exercise price, if any, is expensed to Statement of Profit and Loss over the period of vesting.

I. Leases

Assets taken on lease where the company acquires substantially the entire risks and rewards incidental to ownership are classified as finance leases. The amount recorded is the lower of the present value of minimum lease rental and other incidental expenses during the lease term or the fair value of the assets taken on lease. The rental obligations, net of interest charges, are reflected as secured loan. Leases that do not transfer substantially all the risks and rewards of ownership are classified as operating leases and lease rentals are expensed to Statement of Profit and Loss on an accrual basis. Lease rentals under operating leases are recognised in the Statement of Profit and Loss on a straight line basis over the lease term.

m. Earnings per Share

In determining the Earnings per share, the Company considers the net profit after tax. The number of shares used in computing Basic Earnings per share is the weighted average number of equity shares outstanding during the year. The number of shares used in computing Diluted Earnings per share comprises the weighted average number of equity shares considered for deriving Basic earnings per share and also the weighted average number of equity shares that could have been issued on the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the year unless issued at a later date.

n. Income Tax

Income tax expense includes Indian and International income taxes. Income tax comprises of the current tax and previous year tax provision and net change in deferred tax asset or liability in the year.

Provision for current tax is made taking into account the admissible deductions/allowances and is subject to revision based on the taxable income for the fiscal year ending 31 March each year.

Provision for taxation includes tax liabilities in India on the Company's global income as reduced by exempted income and any tax liabilities arising overseas on income sourced from those countries.

Minimum alternate tax (MAT) paid in accordance with the tax laws, which gives rise to future economic benefits in the form of adjustment of future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax in the future years. Accordingly, MAT is recognised as an asset in the Balance Sheet where it is highly probable that the future economic benefit associated with it will flow to the Company and the asset can be measured reliably.

Deferred tax assets and liabilities are recognized for the future tax consequences of timing differences between carrying values of the assets and liabilities and their respective tax bases and are measured using enacted or substantively enacted tax rates applicable on the Balance Sheet date.

Deferred Tax assets are recognized subject to management's judgement that realization is reasonably/virtually certain.

o. Impairment of Assets

"The carrying values of assets / cash generating units at each Balance Sheet date are reviewed for impairment if any indication of impairment exists. The following intangible assets are tested for impairment each financial year even if there is no indication that the asset is impaired: (a) an intangible asset that is not yet available for use; and (b) an intangible asset that is amortised over a period exceeding ten years from the date when the asset is available for use. If the carrying amount of the assets exceed the estimated recoverable amount, an impairment is recognised for such excess amount. The impairment loss is recognised as an expense in the Statement of Profit and Loss, unless the asset is carried at revalued amount, in which case any impairment loss of the revalued asset is treated as a revaluation decrease to the extent a revaluation reserve is available for that asset. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. When there is indication that an impairment loss recognised for an asset (other than a revalued asset) in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss, to the extent the amount was previously charged to the Statement of Profit and Loss. In case of revalued assets such reversal is not recognised."

p. Provisions and Contingencies

Provision is recognized when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect current best estimates.

Contingent Liabilities are disclosed in the Notes to the financial statements. Contingent assets are not recognised in the financial statements.

q. Operating Cycle

Based on the nature of services / activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

Notes forming part of the Financial Statements

		(In ₹ Million)	
		As at March 31, 2015	As at March 31, 2014
2. SHARE CAPITAL			
Authorised			
149,500,000 Equity Shares of ₹ 10 each with voting rights (as at March 31, 2014 – 149,500,000 Equity Shares of ₹ 10 each)		1,495.00	1,495.00
500,000 Preference Shares of ₹ 10 each (as at March 31, 2014 – 500,000 Preference Shares of ₹ 10 each)		5.00	5.00
		1,500.00	1,500.00
Issued, Subscribed and Fully Paid up			
109,220,336 Equity Shares of ₹ 10 each fully paid up with voting rights (as at March 31, 2014 – 114,235,502 Equity Shares of ₹ 10 each)		1,092.20	1,142.36
		1,092.20	1,142.36

Notes:

A) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

	As at March 31, 2015		As at March 31, 2014	
	Number of Shares	Amount	Number of Shares	Amount
Equity Shares with voting rights				
Opening balance	114,235,502	1,142.35	114,152,822	1,141.53
Add: Exercise of Employee Stock Option Plan	784,834	7.85	82,680	0.83
Less: Buy back	5,800,000	58.00	–	–
Closing balance	109,220,336	1,092.20	114,235,502	1,142.36

B) Details of share holders holding more than 5% of the shares of the Company

	Number of Shares	%	Number of Shares	%
Equity Shares with voting rights				
OnMobile Systems Inc	50,923,703	46.62	39,023,703	34.19

C) Aggregate Number of shares allotted as fully paid up pursuant to contracts without payment being received in cash, bonus shares and buyback of shares for the period of five years immediately preceeding the Balance Sheet date:

- During the year ended March 31, 2010, 75,862 Equity Shares have been issued to the promoters and employees of Telisma, S.A. France as a part of Purchase consideration for its acquisition.
- During the year ended March 31, 2012, the company made a bonus issue of 58,954,543 shares in the ratio of 1 : 1 to the shareholders by capitalisation of Securities Premium account.

During the year the Company has issued 361,805 bonus equity shares (Previous year: 79,488 bonus equity shares) on exercise of eligible options.

- During the year ended March 31, 2012 after obtaining approval of the shareholders and completion of the formalities prescribed for buy-back of equity shares u/s. 77A of the Companies Act, 1956, the Company bought back 2,936,000 Equity Shares of ₹ 10 each by utilising the Securities Premium Account. Capital Redemption Reserve has been created out of Security Premium Account for ₹ 29.36 Million being the nominal value of equity shares bought back in terms of Sec.77AA of the Companies Act, 1956.

During the year ended March 31, 2013, the Company completed the above referred buy-back of equity shares and bought back 1,064,000 Equity Shares of ₹ 10 each by utilising the Securities Premium Account. Capital Redemption Reserve has been created out of Security Premium Account for ₹ 10.64 Million being the nominal value of equity shares bought back in terms of Sec.77AA of the Companies Act, 1956.

Notes forming part of the Financial Statements

- d) During the current year ended March 31, 2015 after obtaining approval of the shareholders and completion of the formalities prescribed for buy-back of equity shares u/s 68 of the Companies Act, 2013, the Company bought back 5,800,000 Equity Shares of ₹ 10 each by utilising the Securities Premium Account. Capital Redemption Reserve has been created out of Security Premium Account for ₹ 58.00 Million being the nominal value of equity shares bought back in terms of Sec.68 of the Companies Act, 2013.
- D) Total number of Options outstanding under various employee stock option plans, that are convertible into equity shares, as on March 31, 2015 are 6,134,802 (at March 31, 2014: 3,851,149) (Refer Note 30)

E) Rights and restrictions attached to equity shares:

The Company has only one class of equity shares with voting rights (one vote per share). The dividend proposed by the Board of Directors is subject to approval of the shareholders in the Annual General Meeting. In the event of liquidation of the Company the equity shareholders are entitled to receive only the residual assets of the Company. The distribution of dividend is in proportion to the number of equity shares held by the shareholders.

	(In ₹ Million)	
	As at March 31, 2015	As at March 31, 2014
3. RESERVES AND SURPLUS		
Capital Redemption Reserve		
Opening Balance	40.00	40.00
Add: Transfer from Securities Premium Account	58.00	—
Closing Balance	98.00	40.00
Securities Premium Account		
Opening Balance	3,393.43	3,394.22
Add : Received during the year	19.86	—
Less: Utilised during the year for:		
Transfer to Capital Redemption Reserve	58.00	—
Shares buy back	384.79	—
Discount on exercise of eligible stock options	0.26	0.79
Closing Balance	2,970.24	3,393.43
Stock Options Outstanding	0.44	0.44
General Reserve		
Opening Balance	13.20	13.20
Add: Transfer from Surplus in Statement of Profit and Loss	—	—
Closing Balance	13.20	13.20
Surplus in Statement of Profit and Loss		
Opening Balance	3,200.32	3,773.92
Add : Profit/(Loss) for the year	92.09	(372.99)
Add/(Less): Proposed dividend for earlier year (including tax)	(0.03)	(0.14)
Less: Appropriations		
Proposed equity dividend (amount per share ₹ 1.50 (as at March 31, 2014: ₹ 1.50))	163.83	171.35
Tax on proposed equity dividend	33.35	29.12
Closing Balance	3,095.20	3,200.32
	6,177.08	6,647.39
4. LONG- TERM PROVISIONS		
Provision for employee benefits:		
Provision for Compensated Absences	31.80	35.78
	31.80	35.78

Notes forming part of the Financial Statements

		(In ₹ Million)	
		As at March 31, 2015	As at March 31, 2014
5. SHORT- TERM BORROWINGS			
Loans repayable on demand (Secured)			
From Banks		—	167.86
		—	167.86

Notes:

- Buyers' Credit Nil (at March 31, 2014: ₹ 107.76 Million) repayable within six to twelve months. Secured by first paripassu charge on movable fixed assets. Second *pari passu* charge on current assets.

- Pre-shipment credit in foreign currency Nil (at March 31, 2014: ₹ 60.10 Million) repayable in six months. Secured by first paripassu charge on present and future stocks and book debts.

		(In ₹ Million)	
		As at March 31, 2015	As at March 31, 2014
6. TRADE PAYABLES			
Total outstanding dues of micro enterprises and small enterprises (Refer Note 35)		—	—
Total outstanding dues of creditors other than micro enterprises and small enterprises		1,421.39	1,573.79
		1,421.39	1,573.79

		(In ₹ Million)	
		As at March 31, 2015	As at March 31, 2014
7. OTHER CURRENT LIABILITIES			
Deferred payment Liability (Refer Note 25)		24.52	33.47
Current Maturities of Finance Lease obligations (Refer Note 28)		—	3.08
Interest Accrued but not due on Borrowings		—	0.34
Income received in advance/ Unearned revenue		89.44	118.34
Share application Money (Refer Note 22)		0.58	0.24
Other Payables			
Statutory remittances		153.19	180.30
Payables on purchase of Fixed Assets:			
— Total outstanding dues of micro enterprises and small enterprises (Refer Note 35)		—	0.28
— Total outstanding dues of creditors other than micro enterprises and small enterprises		147.16	165.70
Others		1.21	2.55
		416.10	504.30

		(In ₹ Million)	
		As at March 31, 2015	As at March 31, 2014
8. SHORT- TERM PROVISIONS			
Provision for employee benefits:			
Provision for Compensated Absences		1.98	2.14
Provision for Gratuity (Refer Note 26)		13.97	3.71
Provision – Others			
Proposed equity dividend		163.83	171.35
Provision for tax on proposed equity dividend		33.35	29.12
		213.13	206.32

Notes forming part of the Financial Statements

(In ₹ Million)

9. FIXED ASSETS

	GROSS BLOCK			DEPRECIATION/ AMORTISATION			NET BLOCK		
	As at April 1, 2014	Additions	Deletions	As at March 31, 2015	As at April 1, 2014	For the year	Deletions	As at March 31, 2015	As at March 31, 2014
A. Tangible assets (Owned, unless otherwise stated)									
Leasehold Improvements	119.90 (39.31)	4.36 (84.23)	– (3.64)	124.26 (119.90)	38.44 (15.47)	23.10 (24.47)	– (1.50)	61.54 (38.44)	81.46 (23.84)
Building	106.75 (106.75)	– (-)	- (-)	106.75 (106.75)	11.65 (9.90)	1.75 (1.75)	– (-)	13.40 (11.65)	95.10 (96.85)
Office Equipments	32.83 (3.87)	2.24 (28.96)	1.65 (-)	33.42 (32.83)	12.19 (3.16)	10.68 (9.03)	1.65 (-)	21.22 (12.19)	20.64 (0.71)
Computer and Electronic Equipments	2,291.30 (2,341.69)	64.16 (135.89)	67.87 (186.28)	2,287.59 (2,291.30)	2,053.42 (1,920.33)	148.26 (255.66)	42.03 (122.57)	2,159.65 (2,053.42)	237.88 (421.36)
Computer and Electronic Equipments under finance lease	138.31 (139.03)	– (1.34)	1.28 (2.06)	137.03 (138.31)	134.11 (122.85)	4.14 (13.26)	1.25 (2.00)	137.00 (134.11)	4.20 (16.18)
Furniture and Fixtures	35.07 (7.46)	1.39 (27.61)	0.36 (-)	36.10 (35.07)	16.37 (7.34)	9.66 (9.03)	0.36 (-)	25.67 (16.37)	18.70 (0.12)
Motor Cars	6.45 (13.74)	6.85 (5.18)	1.27 (12.47)	12.03 (6.45)	2.41 (13.74)	2.30 (1.15)	1.27 (12.48)	3.44 (2.41)	4.04 –
Total Tangible assets	2,730.61	79.00	72.43	2,737.18	2,268.59	199.89	46.56	2,421.92	315.26 462.02
Previous Year	(2,651.85)	(283.21)	(204.45)	(2,730.61)	(2,092.79)	(314.35)	(138.55)	(2,268.59)	(462.02)

B. Intangible assets (Owned) – Others

Softwares	733.77 (754.71)	8.20 (28.01)	– (48.95)	741.97 (733.77)	701.23 (653.37)	29.97 (74.56)	– (26.70)	731.20 (701.23)	32.54 (101.34)
Intellectual Property Rights	181.90 (181.90)	– (–)	– (–)	181.90 (181.90)	181.86 (157.45)	– (24.41)	– (–)	181.86 (181.86)	0.04 (24.45)
Market Development and Deployment Rights	2,717.09 (3,134.35)	– (–)	– (417.26)	2,717.09 (2,717.09)	1,197.74 (675.07)	693.30 (532.41)	– (9.74)	1,891.04 (1,197.74)	1,519.35 (2,459.28)
Total Intangible assets	3,632.76	8.20	–	3,640.96	2,080.83	723.27	–	2,804.10	1,551.93
Previous Year	(4,070.96)	(28.01)	(466.21)	(3,632.76)	(1,485.89)	(631.38)	(36.44)	(2,080.83)	(1,551.93)
Grand Total (A+B)	6,363.37	87.20	72.43	6,378.14	4,349.42	923.16	46.56	5,226.02	2,013.95
Previous Year	(6,722.81)	(311.22)	(670.66)	(6,363.37)	(3,578.68)	(945.73)	(174.99)	(4,349.42)	(2,013.95)

Note: Figures in brackets relate to the previous year.

Notes forming part of the Financial Statements

	(In ₹ Million)	
	As at March 31, 2015	As at March 31, 2014
10. NON- CURRENT INVESTMENTS		
Investments (At Cost)		
Trade Investments (Unquoted) In Equity Shares of:		
Wholly owned subsidiaries:		
OnMobile Singapore Pte. Ltd., Singapore 4,485,000 (at March 31, 2014: 4,485,000) equity shares of Singapore \$ 1 each, fully paid	154.49	154.49
Pt. Indonesia OnMobile, Indonesia 1,000 (at March 31, 2014: 1,000) equity shares of USD 100 each, fully paid	4.06	4.06
OnMobile Europe B.V., Netherlands 3,817,935 (at March 31, 2014: 12,908,844) equity shares of Euro 1 each, fully paid	1,046.90	2,207.51
OnMobile USA LLC, USA 20,100 (at March 31, 2014: 20,100) units of Common Stock of USD 100/- each fully paid	91.51	91.51
Servicios De Telefonía Onmobile Sa De Cv, Mexico 1,829,877 (at March 31, 2014: 1,829,877) equity shares of 1 peso each fully paid	6.86	6.86
OnMobile Global S A, Argentina 2,073,850 (at March 31, 2014: 2,073,850) equity shares of 1 ARS each fully paid	25.63	25.63
OnMobile Brasil Sistemas De Valor Agregado Para Comunicacoes Moveis Ltda, Brazil 2,365,109 (at March 31, 2014: 2,365,109) equity shares of 1 BRL each fully paid	65.64	65.64
OnMobile Global for Telecommunications Services, Egypt 100 (at March 31, 2014: 100) equity shares of 100 EGP each fully paid	0.08	0.08
OnMobile Bangladesh Private Limited 720,000 (at March 31, 2014: 720,000) equity shares of TK 10 each fully paid	5.09	5.09
OnMobile Global Spain, S.L.U. 961,000 (at March 31, 2014: 961,000) equity shares of Euro 1 each fully paid	81.90	81.90
OnMobile Kenya Telecom Limited 500,000 (at March 31, 2014: 500,000) equity shares of KES 20 each fully paid	41.50	41.50
OnMobile Zambia Telecom Limited 5,000 (at March 31, 2014: 5,000) equity shares of ZMW 1 each fully paid	0.06	0.06
Share application money pending allotment-OnMobile Zambia Telecom Limited	8.18	8.18
OnMobile Madagascar Telecom Limited 10,000 (at March 31, 2014: 10,000) equity shares of MGA 100 each fully paid	1.08	1.08
OnMobile Telecom Limited, Malawi 10,000 (at March 31, 2014: 10,000) equity shares of MWK 1 each fully paid	0.81	0.81
OnMobile Uganda Limited 10,000 (at March 31, 2014: 10,000) equity shares of UGX 100 each fully paid	13.51	13.51
OnMobile Global Italy S.R.L. 10,000 (at March 31, 2014: 10,000) equity shares of Euro 1 each fully paid	0.71	0.71
OnMobile Turkey Telekomunikasyon Sistemleri Limited Sirketi 100 (at March 31, 2014: 25) equity shares of TRY 100 each fully paid	0.27	0.08
OnMobile Portugal SGPS, Unipessoal LDA (Zona Franca Da Madeira) 5,000 (at March 31, 2014: 5,000) equity shares of Euro 1 each fully paid	0.79	0.79

Notes forming part of the Financial Statements

(In ₹ Million)

	As at March 31, 2015		As at March 31, 2014	
OnMobile Ghana Telecom Limited 95,000 (at March 31, 2014: 95,000) equity shares of GHC 1 each fully paid		2.94		2.94
OnMobile Telecom Sierra Leone Limited 1,000,000 (at March 31, 2014: 1,000,000) equity shares of Le 1,000 each fully paid		1.01		1.01
OnMobile Rwanda Telecom Limited 500 (at March 31, 2014: 500) equity shares of RWF 1,000 each fully paid		0.05		0.05
OnMobile Global Czech Republic S.R.O 200,000 (at March 31, 2014: 200,000) equity shares of CZK 1 each fully paid		0.65		0.65
OnMobile Nigeria Telecom Limited 2,500,000 (at March 31, 2014: 2,500,000) equity shares of NGN 1 each fully paid		0.98		0.98
OnMobile Tanzania Telecom Limited Nil (at March 31, 2014: 20,000) equity shares of TZS 1,000 each fully paid		—		0.73
OnMobile Telecom Burkina Faso, S.A.R.L. 100 (at March 31, 2014: 100) equity shares of FCFA 10,000 each fully paid		0.13		0.13
OnMobile Global Solutions Canada Limited 10,000 (at March 31, 2014: Nil) equity shares of CAD 1 each fully paid		0.54		—
OnMobile Global Limited Colombia S.A.S. 544,073,765 (at March 31, 2014: Nil) equity shares of COP 1 each fully paid		15.90		—
Associate: Mobile Voice Konnect Private Limited 5,000 (at March 31, 2014: 5,000) equity shares of ₹ 10 each fully paid		0.05		0.05
Other entity: Turaco Mobile Private Limited 1,600 (at March 31, 2014: 1,600) equity shares of ₹ 10 each fully paid		0.02		0.02
		1,571.34		2,716.05
Less: Provision for Impairment of Investment in Onmobile Europe B.V.		559.48		559.48
		1,011.86		2,156.57

Aggregate amount of unquoted investment ₹ 1,571.34 Million (at March 31, 2014 ₹ 2,716.05 Million)

(In ₹ Million)

	As at March 31, 2015		As at March 31, 2014	
11. LONG – TERM LOANS AND ADVANCES (Unsecured, Considered good)				
Capital Advances		2.16		14.14
Security Deposits		52.33		53.52
Prepaid expenses		6.98		20.17
Loans to Subsidiaries (Refer Note 24)		589.22		468.65
Advances to Employees		1.35		2.96
Advance Income tax (net of provisions of ₹ 1,443.07 Million (at March 31, 2014: ₹ 1,326.32 Million)		965.06		1,046.65
MAT Credit Entitlement		141.81		127.32
Fringe Benefit Tax (net of provisions of ₹ 70 Million (at March 31, 2014: ₹ 70 Million)		0.70		0.70
		1,759.61		1,734.11

Notes forming part of the Financial Statements

	(In ₹ Million)	
	As at March 31, 2015	As at March 31, 2014
12. CURRENT INVESTMENTS		
Investments in Mutual Funds (Unquoted) at lower of cost and fair value		
Birla Sun life Cash Plus-Instl-Daily Dividend -Reinvestment 2,129,166 (at March 31, 2014 –2,001,021) units, Net Asset Value ₹ 213.33 Million (at March 31, 2014 – ₹ 200.76 Million)	213.33	200.76
HDFC Liquid Fund -Dividend-Daily Reinvest Option : Reinvest 9,846,144 (at March 31, 2014 – Nil) units, Net Asset Value ₹ 100.41 Million (at March 31, 2014 –Nil)	100.41	–
Kotak Liquid Scheme Plan A- Daily Dividend 74,079 (at March 31, 2014 – Nil) units, Net Asset Value ₹ 90.58 Million (at March 31, 2014 –Nil)	90.58	–
Reliance liquidity Fund Cash plan-Daily Dividend Reinvestment 99,324 (at March 31, 2014 –Nil) units, Net Asset Value ₹ 110.66 Million (at March 31, 2014 – Nil)	110.66	–
Reliance Liquidity Fund – Treasury Plan- Institutional Option-Daily Div Option 26,524 (at March 31, 2014 –33,719) units, Net Asset Value ₹ 40.55 Million (at March 31, 2014 – ₹ 51.55 Million)	40.55	51.55
Tata Liquid Fund Plan A- Daily Dividend Nil (at March 31, 2014 –18,105) units, Net Asset Value Nil (at March 31, 2014 – ₹ 20.18 Million)	–	20.18
Religare Liquid Fund- Daily Dividend Nil (at March 31, 2014 –29,984) units, Net Asset Value Nil (at March 31, 2014 – ₹ 30.04 Million)	–	30.04
IDFC Cash Fund-Daily Dividend 105,309 (at March 31, 2014 – Nil) units, Net Asset Value ₹ 105.37 Million (at March 31, 2014 – Nil)	105.37	–
ICICI Prudential Liquid Plan- Daily Dividend 569,319 (at March 31, 2014 –535,414) units, Net Asset Value ₹ 56.97 Million (at March 31, 2014 – ₹ 53.58 Million)	56.97	53.58
	717.87	356.11

	(In ₹ Million)	
	As at March 31, 2015	As at March 31, 2014
13. TRADE RECEIVABLES		
Trade Receivables outstanding for a period exceeding six months from the date they are due for payment		
Unsecured, considered good	355.43	235.26
Unsecured, considered doubtful	163.28	151.82
	<u>518.71</u>	<u>387.08</u>
Less: Provision for doubtful Trade receivables*	163.28	151.82
Other Trade Receivables		
Unsecured, considered good	762.98	931.79
Unsecured, considered doubtful	–	–
	<u>762.98</u>	<u>931.79</u>
Less: Provision for doubtful Trade receivables*	–	–
	1,118.41	1,167.05

* Includes foreign exchange fluctuations

Notes forming part of the Financial Statements

(In ₹ Million)

	As at March 31, 2015		As at March 31, 2014	
14. CASH AND BANK BALANCES				
A. Cash and Cash equivalents				
Cash on hand		0.07		0.08
Balances with bank :				
– In Current Accounts		346.84		233.97
– In Deposit Accounts		524.44		61.01
B. Other Bank Balances				
Earmarked Balances				
– Share application money received for allotment of securities and due for refund		–		0.24
– Margin money on Bank Guarantees (Includes remaining maturity of more than 12 months)		18.92		18.45
		890.27		313.75

Note:

The balances that meet the definition of Cash and Cash equivalents as per AS-3 Cash Flow Statement is ₹ 871.35 Million (at March 31, 2014: ₹ 295.06 Million)

(In ₹ Million)

	As at March 31, 2015		As at March 31, 2014	
15. SHORT – TERM LOANS AND ADVANCES				
(Unsecured, Considered good)				
Security Deposits		23.28		20.03
Prepaid Expenses		48.39		100.68
Balances with Statutory authorities (Refer Note 1 below)		269.92		298.10
Loans and Advances to Employees (Refer Note 2 below)		20.59		29.87
Advances to Vendors		25.75		39.30
Others		0.34		–
		388.27		487.98

Notes:

- Balances with statutory authorities include ₹ 26.16 Million (at March 31, 2014: ₹ 82.41 Million) paid to VAT authorities under direction of the Honorable High Court of Karnataka.
- Advances to employees include ₹ 1.30 Million (at March 31, 2014 ₹ 0.01 Million) as advance to a director.

(In ₹ Million)

	As at March 31, 2015		As at March 31, 2014	
16. OTHER CURRENT ASSETS				
Unbilled Revenue		300.56		332.58
Accrued Interest on deposits		3.40		1.72
Others				
- Receivables from subsidiaries		1,900.61		1,612.79
		2,204.57		1,947.09

Notes forming part of the Financial Statements

	(In ₹ Million)	
	For the year ended March 31, 2015	For the year ended March 31, 2014
17. OTHER INCOME		
Interest		
- From Banks on deposits	23.32	23.86
- From Subsidiaries on long- term loans	16.42	22.93
- On Income Tax refund	37.52	–
Dividend income from current investments	23.96	20.49
Profit on sale of Long- term investments (Net)	43.23	–
Net gain on foreign currency transactions and translations	–	20.35
Other Non- Operating Income:		
- Profit on Sale of Fixed Assets (Net)	11.89	9.27
- Miscellaneous Income	1.20	8.52
	157.54	105.42

	(In ₹ Million)	
	For the year ended March 31, 2015	For the year ended March 31, 2014
18. COST OF SALES AND SERVICES		
Content fees	350.95	335.46
Cost of software development and other charges	493.29	522.05
	844.24	857.51

	(In ₹ Million)	
	For the year ended March 31, 2015	For the year ended March 31, 2014
19. EMPLOYEE BENEFITS EXPENSE		
Salaries and wages	1,341.20	1,420.33
Contractors Expenses	22.04	67.59
Contribution to provident fund and other funds	83.19	96.43
Staff welfare expenses	36.13	42.50
	1,482.56	1,626.85

	(In ₹ Million)	
	For the year ended March 31, 2015	For the year ended March 31, 2014
20. FINANCE COSTS		
Interest on Finance leases	1.25	2.85
Interest on Short- term Borrowings	1.14	9.18
Other borrowing costs	0.75	2.60
	3.14	14.63

Notes forming part of the Financial Statements

(In ₹ Million)

	For the year ended March 31, 2015	For the year ended March 31, 2014
21. OTHER EXPENSES		
Power and Fuel	27.74	28.44
Rent	71.98	79.40
Insurance	6.48	5.86
Repairs and Maintenance		
- Machinery	31.95	27.10
- Others	22.34	20.82
Office maintenance	31.36	43.07
Rates and taxes	24.40	17.35
Printing and stationery	2.69	4.35
Postage, courier and octroi	6.25	8.21
Communication charges	75.61	92.68
Training and Recruitment expenses	15.61	37.54
Travelling and conveyance	174.35	247.58
Legal, professional & consultancy charges	73.29	206.27
Commission to Non-whole time directors	2.00	2.70
Remuneration to auditors (Refer Note 27)	9.44	10.40
Marketing expenses	45.30	68.74
Business development expenses (Net)	64.49	141.50
Bad Trade Receivables	51.38	54.67
Less: Provision for doubtful trade receivables released	51.38	54.67
Provision for Doubtful Trade Receivables	59.64	83.59
Brokerage and Commission	0.92	5.46
Bank charges	4.31	4.81
Net loss on foreign currency transactions and translations	98.36	—
Miscellaneous expenses	2.82	2.36
	851.33	1,138.23

22. Opening share application money represented unencashed refund instruments issued to the investors which has been remitted during the year to the Investor Education and Protection Fund as per the provisions of the Companies Act. Closing balance of share application money represents amounts received from the employees against employee stock options, pending allotment.

23. A. Contingent liabilities

- The Company has been named as one of the 3 defendants in a civil dispute for injunction pending adjudication. However in the opinion of the management no liability would arise in this regard.
- Disputed Service tax ₹ 5.52 Million (Previous year: ₹ 17.55 Million) and disputed Income Tax ₹ 271.03 Million (Previous year: ₹ 67.82 Million)

B. Capital commitments

- Bank Guarantees given for loans availed by Subsidiary Company, OnMobile Live Inc ₹ 461.38 Million (Previous year: ₹ 708.83 Million)
- Estimated amount of contracts (net of advances) remaining to be executed on capital account and not provided for is ₹ 5.70 Million (Previous year: ₹ 61.97 Million).

Notes forming part of the Financial Statements

24. Loans to Subsidiaries

The Company has given loan to its subsidiaries for working capital requirement purpose, the details of which are given below and which in the opinion of the Management is realisable in full.

(In ₹ Million)

Particulars	As at March 31, 2015	As at March 31, 2014	Maximum amount due at any time during the year 2014-15	Maximum amount due at any time during the year 2013-14
Subsidiaries				
- OnMobile Global Czech Republic S.R.O	6.55	6.06	6.55	6.06
- Pt. OnMobile Indonesia	—	11.97	11.97	11.97
- OnMobile Portugal SGPS, Unipessoal LDA (Zona Franca Da Madeira)	3.50	4.14	4.14	4.14
- OnMobile Telecom Rwanda Limited	2.94	2.72	2.94	2.72
- OnMobile Global Spain, S.L.U.	—	61.72	61.72	61.72
- OnMobile Turkey Telekomunikasyon Sistemleri Limited Sirketi	18.43	12.41	18.43	12.41
- OnMobile USA LLC	557.69	364.71	557.69	773.46
- OnMobile Zambia Telecom Limited	0.11	4.92	4.92	4.92
Total	589.22	468.65	668.36	877.40

25. Deferred Payment liability includes ₹ 24.52 Million (BRL 1.27 Million) (previous year: ₹ 33.47 Million (BRL 1.27 Million) payable to a customer in Brazil towards deploying value added services on an exclusive basis in the region.

26. Employee Benefits:

I Defined Contribution Plans

During the year the Company has recognized the following amounts in the Statement of Profit and Loss:

Particulars *	For the year ended March 31, 2015 (In ₹ Million)	For the year ended March 31, 2014 (In ₹ Million)
Employer's Contribution to Provident Fund	55.08	58.98
Contribution for Foreign Branches	8.52	9.97
Employee State Insurance Contribution	0.04	0.16

* Included in Note 19

II Defined Benefit Plans

Gratuity

In accordance with Accounting Standard 15 (Revised 2005) – Employee Benefits, actuarial valuation as on March 31, 2015 was done in respect of the aforesaid defined benefit plan of Gratuity based on the following assumptions:

Particulars	For the year ended March 31, 2015	For the year ended March 31, 2014
Discount Rate	7.81% p.a.	8.85% p.a.
Expected Rate of Return on Plan Assets	8% p.a.	8% p.a.
Salary Escalation Rate	13% p.a. for first 6 years and 7.0% p.a. thereafter	12% p.a. for first 6 years and 7.0% p.a. thereafter

Notes forming part of the Financial Statements

The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market.

Change in Present Value of Obligation:

Particulars	As at March 31, 2015 (In ₹ Million)	As at March 31, 2014 (In ₹ Million)
Present Value of Obligation (Opening)	77.95	58.99
Current Service Cost	10.76	21.85
Interest on Defined Benefit Obligation	5.25	4.88
Benefits Paid	(21.46)	(7.61)
Net Actuarial Losses / (Gains) Recognized in Year	4.23	(0.16)
Closing Present Value of Obligations	76.73	77.95

Change in the Fair Value of Assets:

Particulars	As at March 31, 2015 (In ₹ Million)	As at March 31, 2014 (In ₹ Million)
Opening Fair Value of Plan Assets	74.24	57.24
Expected Return on Plan Assets	5.24	5.04
Actuarial Gains / (Losses)	0.72	0.46
Contributions by Employer (net of risk premium etc)	4.02	19.11
Benefits Paid	(21.46)	(7.61)
Closing Fair Value of Plan Assets	62.76	74.24

Details of investment composition of Plan Assets has not been provided by the Fund managers and hence not disclosed.

Reconciliation of Present Value of Defined Benefit Obligation and the Fair Value of Plan Assets:

Particulars	As at March 31, 2015 (In ₹ Million)	As at March 31, 2014 (In ₹ Million)
Closing Present Value of Funded Obligations	76.73	77.95
Closing Fair Value of Plan Assets	62.76	74.24
Unfunded Net Asset / (Liability) recognised in Balance Sheet	(13.97)	(3.71)

Experience Adjustments:

Particulars	As at March 31, 2015 (In ₹ Million)	As at March 31, 2014 (In ₹ Million)	As at March 31, 2013 (In ₹ Million)	As at March 31, 2012 (In ₹ Million)	As at March 31, 2011 (In ₹ Million)
Defined Benefit Obligations	76.73	77.95	58.99	52.47	47.58
Plan Assets	62.76	74.24	57.24	44.87	31.94
Surplus/ (Deficit)	(13.97)	(3.71)	(1.75)	(7.60)	(15.64)
Experience adjustments on Plan Liabilities	4.23	(0.16)	1.26	(1.74)	(0.24)
Experience adjustments on Plan Assets	0.72	0.46	0.67	0.66	0.60

Amount recognized in the Balance Sheet:

Particulars	As at March 31, 2015 (In ₹ Million)	As at March 31, 2014 (In ₹ Million)
Closing Present value of obligations	76.73	77.95
Closing Fair Value of Plan Assets	(62.76)	(74.24)
Liability Recognised in the Balance Sheet	13.97	3.71

Estimate of amount of contribution in the immediately next year ₹ 13.97 Million.

Notes forming part of the Financial Statements

Expenses recognised in the Statement of Profit and Loss:

Particulars	For the year ended March 31, 2015 (In ₹ Million)	For the year ended March 31, 2014 (In ₹ Million)
Current Service Cost	10.76	21.85
Interest Cost	5.25	4.88
Expected Return on Plan Assets	(5.24)	(5.04)
Actuarial Losses / (Gain)	3.51	(0.62)
Total Expense recognized in the Statement of Profit and Loss	14.28	21.07

III Other long- term benefits

Cost of compensated absences expensed in the Statement of Profit and Loss:

Particulars	For the year ended March 31, 2015 (In ₹ Million)	For the year ended March 31, 2014 (In ₹ Million)
Compensated absences	11.05	13.59

27. Auditors Remuneration

Particulars	For the year ended March 31, 2015 (In ₹ Million)	For the year ended March 31, 2014 (In ₹ Million)
For Audit	2.85	2.85
For Taxation matters	1.30	2.44
For other attest services	3.95	4.76
Reimbursement of expenses	1.34	0.35
Total	9.44	10.40

The Company avails input credit for Service Tax and hence no Service Tax expense was accrued during the year.

28. Finance Lease:

The lease transactions of the Company represent lease of electronic equipments on a non-cancellable basis.

The minimum lease payments and their present value as at March 31, 2015 under the various agreements are given below:

(In ₹ Million)

Particulars	Present value of Minimum Lease Payments		Future Interest		Minimum Lease Payments	
	For the year ended March 31, 2015	For the year ended March 31, 2014	For the year ended March 31, 2015	For the year ended March 31, 2014	For the year ended March 31, 2015	For the year ended March 31, 2014
Amount repayable not later than 1 year	–	3.08	–	1.25	–	4.33
Amount repayable later than 1 year and not later than 5 years	–	–	–	–	–	–
Total	–	3.08	–	1.25	–	4.33

29. Operating lease:

The Company is obligated under non-cancellable operating lease for office space.

Total rental expense and future lease payments under non-cancellable operating lease for office space and vehicles are as follows:

(In ₹ Million)

Particulars	For the year ended March 31, 2015	For the year ended March 31, 2014
Total Rental expense charged to Statement of Profit and Loss	71.98	79.40
Future lease payments under non- cancellable leases:		
Not later than 1 year	3.77	47.43
Later than 1 year and not later than 5 years	–	3.77

Notes forming part of the Financial Statements

30. Employee Stock Option Plans

Details of ESOP introduced to which the guidance note as issued by Institute of Chartered Accountants of India(ICAI) is not applicable:

Plan	Board approval date	Share holder's approval date	Total options appropriated before Bonus	Terms of Vesting
OnMobile Employees Stock Option Plan – I 2003	31-Oct-03	Extra Ordinary General Meeting held on March 5, 2001, November 29, 2003 and December 30, 2003	1,026,000	25% of such Options granted would vest at the end of twelve (12) months from the date the Optionee becomes an employee of the Company and the remaining 75% would vest at a rate of 1/36th per month for the next thirty six (36) months from the first vesting.
OnMobile Employees Stock Option Plan – II 2003	4-Dec-03		114,000	

Numbers of options granted, exercised and forfeited during the year under the above plans are given below:

Particulars	For the year ended March 31, 2015	For the year ended March 31, 2014
Options granted outstanding at the beginning of the year	58,383	226,888
Exercised during the year	27,482	82,654
Forfeited/Lapsed during the year	28,847	85,851
Options granted outstanding at the end of the year	2,054	58,383
Grants outstanding which are vested as at Balance Sheet date including increase due to issuance of bonus shares	2,054	58,383

Details of ESOP introduced to which the guidance note as issued by Institute of Chartered Accountants of India(ICAI) is applicable:

Plan	Board approval date	Share holder's approval date	Total options appropriated before bonus	Terms of Vesting
OnMobile Employees Stock Option Plan – III 2006	24-Jul-06	24-Jul-06	61,567	25% of such Options granted would vest at the end of twelve (12) months from the date the Optionee becomes an employee of the Company and the remaining 75% would vest at a rate of 1/36th per month for the next thirty six (36) months from the first Vesting.
OnMobile Employees Stock Option Plan – I 2007	12-Jul-07	17-Aug-07	975,000	25% of the Options granted would vest at the end of twelve (12) months from the date of the grant and the remaining 75% would vest at a rate of 1/36th per month for the next thirty six (36) months from the first Vesting.
OnMobile Employees Stock Option Plan-II 2007	12-Jul-07	17-Aug-07	74,360	65%, 30%, 3% and 2% of the options granted would vest at the end of one year, two years, three years and four years from the grant date, respectively.
OnMobile Employees Stock Option Plan – I 2008	18-Mar-08	18-Apr-08	26,000	100% of the Options would vest over a period of four years.
OnMobile Employees Stock Option Plan II 2008	31-Oct-08	1-Aug-08	100,000	100% of the options granted would vest at the end of two years.
OnMobile Employees Stock Option Plan III 2008	31-Oct-08	1-Aug-08	748,240	For 297,170 Options 50% of the options granted would vest at the end of one year and 25% of the options would vest on a monthly basis at the end of each of second and third years from the grant date respectively and for the balance 451,070 Options granted under the Plan the vesting would be 25% of the Options would vest at the end of one year and the rest of the options shall vest at the rate of 1/36th of the options shall vest every month for the next three years.

Notes forming part of the Financial Statements

Plan	Board approval date	Share holder's approval date	Total options appropriated before bonus	Terms of Vesting
OnMobile Employees Stock Option Plan III 2008	29-Apr-09	1-Aug-08	113,150	25% of such Options granted would vest at the end of twelve (12) months from the date the Optionee becomes an employee of the Company and the remaining 75% would vest at a rate of 1/36th per month for the next thirty six (36) months from the first Vesting.
OnMobile Employees Stock Option Plan III 2008	31-Jul-09	1-Aug-08	26,680	25% of such Options granted would vest at the end of twelve (12) months from the date the Optionee becomes an employee of the Company and the remaining 75% would vest at a rate of 1/36th per month for the next thirty six (36) months from the first Vesting.
OnMobile Employees Stock Option Plan III 2008	26-Oct-09	1-Aug-08	75,000	25% of such Options granted would vest at the end of each year over a period of four years.
OnMobile Employees Stock Option Plan III 2008	28-Jan-10	1-Aug-08	68,500	25% of such Options granted would vest at the end of each year over a period of four years.
OnMobile Employees Stock Option Plan IV 2008	26-Sep-08	31-Oct-08	173,953	100% of such Options granted would vest at the end of one year.
OnMobile Employees Stock Option Plan I 2010	30-Apr-10	24-Jul-10	325,000	Vesting period shall be for a minimum of one (1) year and a maximum of four (4) years from the date of the Grant of stock option
OnMobile Employees Stock Option Plan II 2010	30-Apr-10	24-Jul-10	875,000	Vesting period shall be for a minimum of one (1) year and a maximum of four (4) years from the date of the Grant of stock option
Plan	Board approval date	Share holder's approval date	Total options appropriated	Terms of Vesting
OnMobile Employees Stock Option Plan 2011	30-Apr-11	4-Aug-11	1,150,000	Vesting period shall be for a minimum of one (1) year and a maximum of four (4) years from the date of the Grant of stock option
OnMobile Employees Stock Option Plan 1, 2012	7-May-12	29-Aug-12	3,000,000	Vesting period shall be for a minimum of one (1) year and a maximum of four (4) years from the date of the Grant of stock option
OnMobile Employees Stock Option Plan 1, 2013	15-May-13	30-Jul-13	1,500,000	Vesting period shall be for a minimum of one (1) year and a maximum of four (4) years from the date of the Grant of stock option

Numbers of options granted, exercised and forfeited during the year under the above plans are given below:

Particulars	For the year ended March 31, 2015	For the year ended March 31, 2014
Options granted outstanding at the beginning of the year	3,792,766	4,228,582
Granted during the year	4,893,476	630,000
Exercised during the year	757,352	26
Forfeited during the year	1,796,142	1,065,790
Options granted outstanding at the end of the year	6,132,748	3,792,766
Weighted average remaining contractual life (years)at the year end	5.9	3.3
Weighted average exercise price per option (after adjusting for Bonus issue)	₹ 43	₹ 36
Range of exercise price (after adjusting for bonus issue)	₹ 22.28 to ₹ 87.25	₹ 22.28 to ₹ 40.05

Notes forming part of the Financial Statements

The guidance note issued by the Institute of Chartered Accountants of India requires the disclosure of pro forma net results and EPS both basic & diluted, had the Company adopted the fair value method. Had the Company accounted the option under fair value method, amortising the stock compensation expense thereon over the vesting period, the reported profit for the year ended March 31, 2015 would have been lower by ₹ 22.99 Million (Previous year ₹ 48.88 Million) and Basic and diluted EPS would have been revised to ₹ 0.6/- (Previous year loss ₹ 3.7/-) and ₹ 0.6/- (Previous year loss ₹ 3.7/-) respectively as compared to ₹ 0.8/- (Previous year loss ₹ 3.3/-) and ₹ 0.8/- (Previous year loss ₹ 3.3/-) without such impact. Basic and Diluted Earnings Per Share (EPS) have been restated for all the corresponding period to give effect of the Bonus shares, in accordance with Accounting Standard (AS) 20 Earnings Per Share.

The fair value of stock based award to employees is calculated through the use of option pricing models, requiring subjective assumptions which greatly affect the calculated values. The said fair value of the options have been calculated using Black-Scholes option pricing model, considering the expected weighted average term of the options to be 4.4 years (Previous year 4.3 years), a 3% (Previous year 3%) expected dividend yield on the underlying equity shares, weighted average volatility in the share price of 53.61% (Previous year 52.27%) and a risk free rate of 7.81% p.a. (Previous year 8.85% p.a.). The Company's calculations are based on a single option valuation approach, and forfeitures are recognized as they occur. The expected volatility is based on historical volatility of the share price after eliminating the abnormal price fluctuations.

As per the provisions of SEBI (ESOS) Guidelines, 1999, the Shareholders, vide their resolution dated April 18, 2013 through postal ballot process, approved the re-pricing of options granted but not exercised. Consequently the Committee of Board of Directors vide their circular resolution dated April 19, 2013 re-priced the unexercised options at ₹ 36.43 each.

Incremental fair value granted as a result of re-pricing of Employee Stock options

Plan	Incremental fair value range per option (In ₹)
OnMobile Employees Stock Option Plan – III 2006	5.28
OnMobile Employees Stock Option Plan – I 2007	5.28
OnMobile Employees Stock Option Plan II 2008	5.28
OnMobile Employees Stock Option Plan III 2008	0.15 to 7.19
OnMobile Employees Stock Option Plan IV 2008	5.28
OnMobile Employees Stock Option Plan I 2010	5.28
OnMobile Employees Stock Option Plan II 2010	5.28

The incremental fair value of stock based award consequent to re-pricing of exercise price of stock options to employees is calculated through the use of option pricing models as on the date of re-pricing, requiring subjective assumptions which greatly affect the calculated values. The said fair value of the options have been calculated using Black-Scholes option pricing model, considering the expected weighted average term of the options to be 4.35 years, a 3% expected dividend yield on the underlying equity shares, weighted average volatility in the share price of 53.1% and a risk free rate of 8.85% p.a. The Company's calculations are based on a single option valuation approach and forfeitures are recognized as they occur. The expected volatility is based on historical volatility of the share price during the year after eliminating the abnormal price fluctuations.

31. Transactions with related parties:

I List of Related parties and relationship:

Sl No.	Relationship	Related parties
(i)	Subsidiaries	OnMobile Singapore Pte. Ltd.
		PT. OnMobile Indonesia .
		Vox Mobili S.A. (subsidiary of OnMobile S.A. till July 11, 2014)
		OnMobile SA.
		Phonetize Solutions Private Limited (liquidated)
		OnMobile Europe B.V.
		OnMobile Servicios Corporativos De Telefonía S.A. DE C.V.
		Servicios De Telefonía OnMobile, SA DE CV
		OnMobile USA LLC.
		OnMobile Global S A
		OnMobile Brasil Sistemas De Valor Agregado Para Comunicacoes Moveis Ltda
		OnMobile Global for Telecommunication Services

Notes forming part of the Financial Statements

Sl No.	Relationship	Related parties
		OnMobile Senegal SARL
		OnMobile De Venezuela C.A. (subsidiary of OnMobile USA LLC)
		OnMobile Latam holdings Ltd (subsidiary of OnMobile USA LLC wef June 18, 2014)
		OnMobile Mali SARL
		OnMobile Bangladesh Private Limited
		OnMobile Kenya Telecom Limited
		OnMobile Costa Rica OBCR, SA
		OnMobile Ghana Telecom Limited
		OnMobile Madagascar Telecom Limited
		OnMobile Nigeria Telecom Limited
		OnMobile Zambia Telecom Limited
		OnMobile Telecom (SL) Limited
		OnMobile Tanzania Telecom Limited
		OnMobile Global Spain S.A
		OnMobile Uruguay S.A
		OnMobile Uganda Telecom Limited
		OnMobile Rwanda Telecom Limited
		OnMobile Global Italy S.R.L.
		OnMobile Telecom Limited
		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
		Fonestarz Media (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
		OnMobile Global Solutions Canada Limited
(ii)	Other related parties with whom the Company had transactions	
	Key Management Personnel	Rajiv Pancholy
		François-Charles Sirois
		Chandramouli Janakiraman
(iii)	Associate	Mobile Voice Konnect Private Limited
(iv)	Enterprises owned or significantly influenced by key management personnel/Directors or their relatives	OnMobile Systems Inc., USA

Notes forming part of the Financial Statements

II Transactions with Related Parties:

(In ₹ Million)

SI No	Nature of transactions	Subsidiary Companies		Key Management Personnel		Total	
		March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
1	Income from services						
	OnMobile Singapore Pte. Ltd.	73.59	96.94	—	—	73.59	96.94
	OnMobile Global for Telecommunication Services	135.28	189.98	—	—	135.28	189.98
	OnMobile De Venezuela C A	—	41.63	—	—	—	41.63
	Voxmobili S.A.	34.52	55.06	—	—	34.52	55.06
	OnMobile Brasil Sistemas de Valor Agregado Para Comunicacoes Moveis Ltda	45.97	135.54	—	—	45.97	135.54
	OnMobile Global SA	—	33.25	—	—	—	33.25
	OnMobile Telecom Limited.	—	5.36	—	—	—	5.36
	OnMobile Costa Rica OBCR SA	10.50	2.46	—	—	10.50	2.46
	OnMobile Zambia Telecom Limited	18.63	25.87	—	—	18.63	25.87
	OnMobile Global Spain S.A	20.13	44.47	—	—	20.13	44.47
	OnMobile Bangladesh Private Limited	19.86	4.05	—	—	19.86	4.05
	OnMobile Madagascar Telecom Limited	—	0.14	—	—	—	0.14
	Total	358.48	634.75	—	—	358.48	634.75
2	Business Development expenses						
	PT OnMobile Indonesia	12.52	29.61	—	—	12.52	29.61
	OnMobile USA LLC	39.02	82.02	—	—	39.02	82.02
	OnMobile Uruguay S.A	1.75	—	—	—	1.75	—
	OnMobile Global Solutions Canada Limited	11.20	29.88	—	—	11.20	29.88
	Total	64.49	141.51	—	—	64.49	141.51
3	Transfer of Corporate Costs						
	OnMobile Global SA	7.67	24.67	—	—	7.67	24.67
	OnMobile Brasil Sistemas de Valor Agregado Para Comunicacoes Moveis Ltda	48.43	73.72	—	—	48.43	73.72
	OnMobile Global for Telecommunication Services	16.31	23.19	—	—	16.31	23.19
	OnMobile Kenya Telecom Limited	0.62	1.18	—	—	0.62	1.18
	OnMobile Madagascar Telecom Limited	0.30	0.15	—	—	0.30	0.15
	OnMobile Telecom Limited	1.12	1.59	—	—	1.12	1.59
	Servicios De Telefonía OnMobile SA DE CV	12.84	16.82	—	—	12.84	16.82
	OnMobile Singapore Pte. Ltd.	9.49	10.76	—	—	9.49	10.76
	OnMobile Telecom (SL) Limited	0.33	1.33	—	—	0.33	1.33
	OnMobile Ghana Telecom Limited	0.25	0.70	—	—	0.25	0.70
	OnMobile Nigeria Telecom Limited	1.64	3.39	—	—	1.64	3.39
	OnMobile Uganda Telecom Limited	1.70	3.21	—	—	1.70	3.21
	OnMobile De Venezuela C A	0.98	11.65	—	—	0.98	11.65
	OnMobile Zambia Telecom Limited	5.95	2.68	—	—	5.95	2.68
	OnMobile Global Spain S.A	111.00	102.07	—	—	111.00	102.07
	OnMobile Uruguay S.A	0.44	1.61	—	—	0.44	1.61
	OnMobile Rwanda Telecom Limited	0.11	0.12	—	—	0.11	0.12

Notes forming part of the Financial Statements

(In ₹ Million)							
SI No	Nature of transactions	Subsidiary Companies		Key Management Personnel		Total	
		March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
	Onmobile Turkey Telekomunikasyon Sistemleri Limited Şirketi	0.70	—	—	—	0.70	—
	OnMobile Bangladesh Private Limited	(8.56)	8.56	—	—	(8.56)	8.56
	Onmobile Telecom Burkina Faso, SARL	0.25	0.18	—	—	0.25	0.18
	OnMobile Global Czech Republic s.r.o.	0.16	—	—	—	0.16	—
	OnMobile Costa Rica OBCR, SA	1.02	0.53	—	—	1.02	0.53
	Total	212.75	288.11	—	—	212.75	288.11
4	Transfer of Marketing rights						
	OnMobile Global SA	99.07	123.34	—	—	99.07	123.34
	OnMobile Brasil Sistemas de Valor Agregado Para Comunicacoes Moveis Ltda	82.34	63.33	—	—	82.34	63.33
	Servicios De Telefonía OnMobile SA DE CV	174.16	77.26	—	—	174.16	77.26
	OnMobile De Venezuela C A	15.42	60.92	—	—	15.42	60.92
	OnMobile Uruguay S.A	6.41	6.99	—	—	6.41	6.99
	OnMobile Global Limited Colombia S.A.S.	10.02	—	—	—	10.02	—
	OnMobile Global Spain S.A	92.46	70.15	—	—	92.46	70.15
	Total	479.88	401.99	—	—	479.88	401.99
5	Transfer of Data centre costs absorbed						
	OnMobile USA LLC	60.66	59.38	—	—	60.66	59.38
	Total	60.66	59.38	—	—	60.66	59.38
6	Transfer of cross charge absorbed						
	OnMobile Kenya Telecom Limited	7.24	19.00	—	—	7.24	19.00
	Total	7.24	19.00	—	—	7.24	19.00
7	Cost of hardware and software development charges						
	OnMobile S.A.	25.49	172.89	—	—	25.49	172.89
	Voxmobili S.A.	0.26	18.89	—	—	0.26	18.89
	Total	25.75	191.78	—	—	25.75	191.78
8	Remuneration (including other benefits)						
	Rajiv Pancholy	—	—	24.52	—	24.52	—
	François-Charles Sirois	—	—	7.69	—	7.69	—
	Chandramouli Janakiraman	—	—	5.32	7.83	5.32	7.83
	Total	—	—	37.53	7.83	37.53	7.83
9	Interest Income						
	PT OnMobile Indonesia	0.44	0.55	—	—	0.44	0.55
	OnMobile Rwanda Telecom Limited	0.10	0.02	—	—	0.10	0.02
	OnMobile Global Spain S.A	0.08	12.40	—	—	0.08	12.40
	OnMobile Turkey Telekomunikasyon Sistemleri Limited Şirketi	0.63	0.18	—	—	0.63	0.18
	OnMobile Uganda Telecom Limited	—	0.05	—	—	—	0.05
	OnMobile USA LLC	14.79	9.56	—	—	14.79	9.56
	OnMobile Portugal SGPS	0.14	0.01	—	—	0.14	0.01
	OnMobile Global Czech Republic s.r.o.	0.23	0.05	—	—	0.23	0.05
	OnMobile Zambia Telecom Limited	—	0.11	—	—	—	0.11
	Total	16.41	22.93	—	—	16.41	22.93

Notes forming part of the Financial Statements

(In ₹ Million)

SI No	Nature of transactions	Subsidiary Companies		Key Management Personnel		Total	
		March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
10	Purchase of Fixed Assets						
	OnMobile Singapore Pte. Ltd.	—	10.74	—	—	—	10.74
	Total	—	10.74	—	—	—	10.74
11	Investments made during the year in						
	OnMobile Global Spain S.A	—	81.69	—	—	—	81.69
	OnMobile Global Limited Colombia S.A.S.	15.90	—	—	—	15.90	—
	OnMobile Turkey Telekomunikasyon Sistemleri Limited Şirketi	0.19	0.08	—	—	0.19	0.08
	OnMobile Portugal SGPS	—	0.79	—	—	—	0.79
	OnMobile Global Solutions Canada Limited	0.54	—	—	—	0.54	—
	OnMobile Ghana Telecom Limited	—	2.94	—	—	—	2.94
	OnMobile Rwanda Telecom Limited	—	0.05	—	—	—	0.05
	OnMobile Global Czech Republic s.r.o.	—	0.65	—	—	—	0.65
	OnMobile Telecom (SL) Limited	—	1.01	—	—	—	1.01
	OnMobile Nigeria Telecom Limited	—	0.98	—	—	—	0.98
	OnMobile Tanzania Telecom Limited	—	0.73	—	—	—	0.73
	OnMobile Telecom Burkina Faso, SARL	—	0.13	—	—	—	0.13
	OnMobile Bangladesh Private Limited	—	2.81	—	—	—	2.81
	Total	16.63	91.86	—	—	16.63	91.86
12	Investments sold/Bought-Back during the year						
	Phonetize Solutions Private Limited (liquidated)	—	0.10	—	—	—	0.10
	OnMobile Europe B.V.	1,160.61	—	—	—	1,160.61	—
	Total	1,160.61	0.10	—	—	1,160.61	0.10
13	Recovery of Expenses from						
	OnMobile Singapore Pte. Ltd.	12.51	19.73	—	—	12.51	19.73
	OnMobile Global for Telecommunication Services	1.23	—	—	—	1.23	—
	OnMobile USA LLC.	0.40	—	—	—	0.40	—
	OnMobile Live Inc	10.00	8.55	—	—	10.00	8.55
	Total	24.14	28.28	—	—	24.14	28.28
14	Reimbursement of Expenses to						
	OnMobile S.A.	123.30	140.80	—	—	123.30	140.80
	OnMobile Live Inc	—	6.94	—	—	—	6.94
	OnMobile Kenya Telecom Limited	0.08	—	—	—	0.08	—
	Voxmobili S.A.	3.81	—	—	—	3.81	—
	Total	127.19	147.74	—	—	127.19	147.74
15	Transfer of Fixed Assets, AMC, Content Cost, Freight and Insurance						
	OnMobile Singapore Pte. Ltd.	—	12.56	—	—	—	12.56
	Servicios De Telefonía OnMobile Sa De Cv	—	0.98	—	—	—	0.98
	OnMobile Ghana Telecom Limited	3.25	—	—	—	3.25	—
	OnMobile Global South Africa (PTY) Limited	2.11	—	—	—	2.11	—
	OnMobile Global for Telecommunication Services	—	0.71	—	—	—	0.71

Notes forming part of the Financial Statements

(In ₹ Million)

SI No	Nature of transactions	Subsidiary Companies		Key Management Personnel		Total	
		March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
	OnMobile Kenya Telecom Limited	3.59	—	—	—	3.59	—
	OnMobile Madagascar Telecom Limited	0.04	—	—	—	0.04	—
	OnMobile Telecom Limited	0.07	—	—	—	0.07	—
	OnMobile Nigeria Telecom Limited	0.02	—	—	—	0.02	—
	OnMobile Zambia Telecom Limited	0.33	0.68	—	—	0.33	0.68
	OnMobile Rwanda Telecom Limited	0.03	3.82	—	—	0.03	3.82
	OnMobile Uganda Telecom Limited	0.59	0.18	—	—	0.59	0.18
	OnMobile Ghana Telecom Limited	—	0.71	—	—	—	0.71
	OnMobile S.A.	62.27	—	—	—	62.27	—
	OnMobile Bangladesh Private Limited	—	92.54	—	—	—	92.54
	OnMobile Global Spain S.A	1.50	4.24	—	—	1.50	4.24
	OnMobile Telecom Burkina Faso, SARL	5.71	3.60	—	—	5.71	3.60
	OnMobile Global Czech Republic s.r.o.	—	0.40	—	—	—	0.40
	OnMobile Turkey Telekomunikasyon Sistemleri Limited Şirketi	—	0.35	—	—	—	0.35
	OnMobile USA LLC.	—	1.92	—	—	—	1.92
	Total	79.51	122.69	—	—	79.51	122.69
16	Refund of Share Application Money						
	OnMobile Tanzania Telecom Limited	0.73	—	—	—	0.73	—
	Total	0.73	—	—	—	0.73	—

III Balances with Related Parties:

(In ₹ Million)

SI No	Nature of transactions	Subsidiary Companies		Key Management Personnel		Total	
		March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
17	Annual Maintenance Charge (Prepaid)						
	OnMobile S.A.	5.80	41.25	—	—	5.80	41.25
	Total	5.80	41.25	—	—	5.80	41.25
18	Trade Payables						
	OnMobile Singapore Pte. Ltd.	209.89	146.79	—	—	209.89	146.79
	PT OnMobile Indonesia	25.33	37.42	—	—	25.33	37.42
	OnMobile S.A.	54.12	222.80	—	—	54.12	222.80
	Voxmobili S.A.	—	7.44	—	—	—	7.44
	Servicios De Telefonía OnMobile Sa De Cv	179.16	121.86	—	—	179.16	121.86
	OnMobile USA LLC.	—	2.48	—	—	—	2.48
	OnMobile Brasil Sistemas de Valor Agregado Para Comunicacoes Moveis Ltda	19.39	18.61	—	—	19.39	18.61
	OnMobile Live Inc	0.23	—	—	—	0.23	—
	OnMobile Global Italy S.R.L.	0.03	—	—	—	0.03	—
	OnMobile Global SA	4.57	4.39	—	—	4.57	4.39
	OnMobile Kenya Telecom Limited	41.64	50.23	—	—	41.64	50.23
	OnMobile Telecom Limited	15.15	15.24	—	—	15.15	15.24
	OnMobile Senegal SARL	31.16	8.47	—	—	31.16	8.47
	OnMobile Costa Rica OBCR, SA	—	0.38	—	—	—	0.38
	OnMobile Ghana Telecom Limited	1.44	1.16	—	—	1.44	1.16
	OnMobile Madagascar Telecom Limited	8.14	8.45	—	—	8.14	8.45

Notes forming part of the Financial Statements

(In ₹ Million)

Sl No	Nature of transactions	Subsidiary Companies		Key Management Personnel		Total	
		March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
	OnMobile Nigeria Telecom Limited	0.71	0.71	—	—	0.71	0.71
	OnMobile Rwanda Telecom Limited	4.08	3.99	—	—	4.08	3.99
	OnMobile Telecom (SL) Limited	5.93	5.71	—	—	5.93	5.71
	OnMobile Uganda Telecom Limited	7.62	7.79	—	—	7.62	7.79
	OnMobile Zambia Telecom Limited	24.13	21.04	—	—	24.13	21.04
	OnMobile Tanzania Telecom Limited	—	1.24	—	—	—	1.24
	OnMobile Uruguay S.A	14.04	12.06	—	—	14.04	12.06
	OnMobile Global Solutions Canada Limited	5.21	27.78	—	—	5.21	27.78
	Total	651.97	726.04	—	—	651.97	726.04
19	Amount Receivables under:						
a	Long term loans and advances						
	PT OnMobile Indonesia	—	9.01	—	—	—	9.01
	OnMobile Global Spain S.A	—	49.55	—	—	—	49.55
	OnMobile Rwanda Telecom Limited	2.82	2.70	—	—	2.82	2.70
	OnMobile Turkey Telekomunikasyon Sistemleri Limited Şirketi	17.61	12.24	—	—	17.61	12.24
	OnMobile Global Czech Republic s.r.o.	6.26	6.01	—	—	6.26	6.01
	OnMobile Portugal SGPS	3.38	4.13	—	—	3.38	4.13
	OnMobile USA LLC.	532.57	355.45	—	—	532.57	355.45
	OnMobile Zambia Telecom Limited	0.35	4.81	—	—	0.35	4.81
b	Accrued interest						
	PT OnMobile Indonesia	—	2.95	—	—	—	2.95
	OnMobile Rwanda Telecom Limited	0.13	0.02	—	—	0.13	0.02
	OnMobile Global Spain S.A	—	12.17	—	—	—	12.17
	Onmobile Turkey Telekomunikasyon Sistemleri Limited Şirketi	0.82	0.17	—	—	0.82	0.17
	OnMobile Global Czech Republic s.r.o.	0.29	0.05	—	—	0.29	0.05
	OnMobile Portugal SGPS	0.13	0.01	—	—	0.13	0.01
	OnMobile USA LLC.	24.76	9.26	—	—	24.76	9.26
	OnMobile Zambia Telecom Limited	0.11	0.11	—	—	0.11	0.11
c	Short term loans and advances						
	Chandramouli Janakiraman	—	—	—	0.01	—	0.01
	Rajiv Pancholy	—	—	1.30	—	1.30	—
d	Trade Receivables						
	OnMobile Singapore Pte. Ltd.	112.32	88.96	—	—	112.32	88.96
	Voxmobili S.A.	—	5.12	—	—	—	5.12
	Servicios De Telefonía OnMobile Sa De Cv	4.49	6.01	—	—	4.49	6.01
	OnMobile USA LLC.	48.79	47.10	—	—	48.79	47.10
	OnMobile Brasil Sistemas de Valor Agregado Para Comunicacoes Moveis Ltda	—	32.94	—	—	—	32.94
	OnMobile Global SA	45.42	48.07	—	—	45.42	48.07
	OnMobile De Venezuela C A	61.67	59.22	—	—	61.67	59.22
	OnMobile Global for Telecommunication Services	59.46	30.00	—	—	59.46	30.00
	OnMobile Kenya Telecom Limited	0.85	0.83	—	—	0.85	0.83

Notes forming part of the Financial Statements

(In ₹ Million)							
SI No	Nature of transactions	Subsidiary Companies		Key Management Personnel		Total	
		March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
	OnMobile Telecom Limited.	2.29	2.43	—	—	2.29	2.43
	OnMobile Costa Rica OBCR SA	4.46	4.70	—	—	4.46	4.70
	OnMobile Ghana Telecom Limited	1.47	1.54	—	—	1.47	1.54
	OnMobile Madagascar Telecom Limited	8.83	9.58	—	—	8.83	9.58
	OnMobile Nigeria Telecom Limited	0.23	0.24	—	—	0.23	0.24
	OnMobile Rwanda Telecom Limited	5.07	5.50	—	—	5.07	5.50
	OnMobile Uganda Telecom Limited	8.05	8.72	—	—	8.05	8.72
	OnMobile Zambia Telecom Limited	—	4.86	—	—	—	4.86
	OnMobile Telecom (SL) Limited	0.86	0.93	—	—	0.86	0.93
	OnMobile Global Spain S.A	31.81	10.23	—	—	31.81	10.23
	OnMobile Uruguay S.A	—	(1.08)	—	—	—	(1.08)
	OnMobile Turkey Telekomunikasyon Sistemleri Limited Şirketi	0.29	0.29	—	—	0.29	0.29
e	Other current assets						
	OnMobile Singapore Pte. Ltd.	102.30	82.26	—	—	102.30	82.26
	PT OnMobile Indonesia	4.50	4.90	—	—	4.50	4.90
	OnMobile Global for Telecommunication Services	87.80	133.20	—	—	87.80	133.20
	Servicios De Telefonía OnMobile Sa De Cv	304.39	171.44	—	—	304.39	171.44
	OnMobile De Venezuela C A	120.95	101.19	—	—	120.95	101.19
	OnMobile Europe B.V.	0.03	0.04	—	—	0.03	0.04
	OnMobile USA LLC.	152.18	75.88	—	—	152.18	75.88
	Voxmobili S.A.	—	18.33	—	—	—	18.33
	OnMobile Global South Africa (PTY) Limited	5.84	—	—	—	5.84	—
	OnMobile Global Solutions Canada Limited	0.26	—	—	—	0.26	—
	OnMobile Brasil Sistemas de Valor Agregado Para Comunicacoes Moveis Ltda	30.68	39.07	—	—	30.68	39.07
	OnMobile Global SA	181.52	131.53	—	—	181.52	131.53
	OnMobile Kenya Telecom Limited	74.13	61.42	—	—	74.13	61.42
	OnMobile Mali SARL	8.57	8.84	—	—	8.57	8.84
	OnMobile Senegal SARL	35.89	1.39	—	—	35.89	1.39
	OnMobile Telecom Limited.	13.24	13.86	—	—	13.24	13.86
	OnMobile Costa Rica OBCR SA	11.58	0.36	—	—	11.58	0.36
	OnMobile Ghana Telecom Limited	14.32	5.99	—	—	14.32	5.99
	OnMobile Madagascar Telecom Limited	5.45	4.29	—	—	5.45	4.29
	OnMobile Nigeria Telecom Limited	50.43	26.54	—	—	50.43	26.54
	OnMobile Rwanda Telecom Limited	11.24	9.02	—	—	11.24	9.02
	OnMobile Uganda Telecom Limited	9.37	4.69	—	—	9.37	4.69
	OnMobile Zambia Telecom Limited	36.72	29.92	—	—	36.72	29.92
	OnMobile Telecom (SL) Limited	12.55	4.51	—	—	12.55	4.51
	OnMobile Global Spain S.A	376.73	513.93	—	—	376.73	513.93
	OnMobile Uruguay S.A	16.12	8.71	—	—	16.12	8.71
	OnMobile Turkey Telekomunikasyon Sistemleri Limited Şirketi	5.17	1.72	—	—	5.17	1.72

Notes forming part of the Financial Statements

(In ₹ Million)

Sl No	Nature of transactions	Subsidiary Companies		Key Management Personnel		Total	
		March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
	OnMobile Telecom Burkina Faso, SARL	22.38	11.40	—	—	22.38	11.40
	OnMobile Global Limited Colombia S.A.S.	27.00	—	—	—	27.00	—
	OnMobile Global Czech Republic s.r.o.	2.01	1.58	—	—	2.01	1.58
	OnMobile Bangladesh Private Limited	155.74	137.73	—	—	155.74	137.73
	OnMobile Live Inc	18.83	8.55	—	—	18.83	8.55
	OnMobile Tanzania Telecom Limited	2.68	0.51	—	—	2.68	0.51
	Total	2,886.19	2,447.63	1.30	0.01	2,887.49	2,447.64

Notes:

1. Related party relationships are as identified by the Company on the basis of information available and relied by the auditors.
2. No amount has been written off or written back during the year in respect of debts due from or to related party.

32. Earnings per Share

The Earnings/ (Loss) per share, computed as per the requirements of Accounting Standard 20 –“Earnings per Share” is as under:

Particulars	For the year ended March 31, 2015	For the year ended March 31, 2014
Profit/ (Loss) after tax as per the Statement of Profit and Loss (In ₹ Million)	92.09	(372.99)
Weighted Average number of Shares	113,103,958	114,212,648
Weighted Average number of Shares for Basic EPS	113,103,958	114,212,648
Add: Effect of Stock Options outstanding	1,660,173	94,476
Weighted Average Number of equity shares for Diluted EPS	114,764,131	114,307,124
	₹	₹
Nominal value of equity shares	10.0	10.0
Earnings/ (Loss) Per Share		
Basic	0.8	(3.3)
Diluted	0.8	(3.3)

33. Accounting For Taxes On Income

- a. In accordance with the Accounting Standard 22 – “Accounting for Taxes on Income”, the Company has increased the deferred tax liability to the extent of ₹ 23.70 Million for the current year, which has been credited to the Statement of Profit and Loss. Details of Deferred Tax Asset and Liabilities are:

Particulars	Deferred Tax (Assets)/ Liabilities as on April 1, 2014 (In ₹ Million)	Current year (credit)/charge (In ₹ Million)	Deferred Tax (Assets)/ Liabilities as on March 31, 2015 (In ₹ Million)
Difference between book and tax depreciation	1.64	(17.73)	(16.09)
Others (Provision for gratuity, compensated absences, doubtful trade receivables etc.)	(65.76)	(5.97)	(71.73)
	(64.12)	(23.70)	(87.82)

- b. The Company has ‘international transactions with associated enterprises’ which are subject to Transfer Pricing regulations in India. These regulations, inter alia, require the maintenance of prescribed documents and information for the basis of establishing arm’s length price including furnishing a report from an Accountant within the due date of filing the return of income. The Company has undertaken necessary steps to comply with the regulations. The Management is of the opinion that the international transactions are at arm’s length, and hence the aforesaid legislation will not have any material impact on the financial statements, particularly on the amount of tax expense and that of provision for taxation.

Notes forming part of the Financial Statements

34. Foreign Currency Exposure

- a Forward contracts entered into by the Company for hedging foreign currency exposure and outstanding as at Balance Sheet date:

Particulars	As at March 31, 2015 Nominal Value (In ₹ Million)	As at March 31, 2014 Nominal Value (In ₹ Million)	Currency	As at March 31, 2015 (Foreign Currency in Million)	As at March 31, 2014 (Foreign Currency in Million)
Foreign Currency Forward Contract -(BUY)	–	62.88	USD/INR	–	1.00
Foreign Currency Forward Contract -(BUY)	29.73	–	USD/MXN	0.48	–
Foreign Currency Forward Contract -(SELL)	31.30	–	USD/INR	0.50	–
Foreign Currency Forward Contract -(SELL) *	101.27	–	EUR/USD	1.50	–

* The contract has been entered to SELL EURO and BUY USD, the equivalent USD amount for the contract is USD 1.614 Million.

- b Unhedged Foreign currency exposure is as follows:

Particulars	As at March 31, 2015 Amount (In ₹ Million)	As at March 31, 2014 Amount (In ₹ Million)	Nature of Currency	As at March 31, 2015 Amount (Foreign Currency in Million)	As at March 31, 2014 Amount (Foreign Currency in Million)
Due to:					
Non current liabilities					
Long term provisions	2.85	2.01	AED	0.17	0.12
	–	0.73	BDT	–	0.92
	0.09	0.10	CLP	0.87	0.95
	–	0.73	COP	–	24.00
	3.31	3.81	EUR	0.05	0.05
	1.79	3.32	GBP	0.02	0.03
	0.03	0.02	LKR	0.05	0.04
	2.05	2.10	MYR	0.12	0.11
	2.46	2.23	NIO	1.02	0.93
	0.54	0.29	PAB	0.01	0.00
	3.76	2.49	PEN	0.18	0.11
	0.41	–	QAR	0.02	–
	0.73	1.11	TZS	20.91	29.51
	0.27	–	USD	0.00	–
	–	0.06	XOF	–	0.50
	1.94	2.46	ZAR	0.37	0.44
Current Liabilities					
Trade and other liabilities	3.75	1.70	AED	0.22	0.10
	5.76	7.26	AUD	0.12	0.13
	89.23	110.18	BDT	108.48	139.80
	5.21	27.78	CAD	0.11	0.51
	1.04	1.37	CLP	10.42	12.55
	–	3.65	COP	–	119.14
	–	0.40	CRC	–	3.49
	–	121.65	EUR	–	1.47
	29.15	28.00	GBP	0.32	0.28
	4.48	4.23	GTQ	0.53	0.53
	11.62	23.26	IDR	2,417.92	4,408.39
	35.79	36.36	KES	51.66	51.46
	0.00	0.28	LKR	0.00	0.61
	3.89	4.68	MGA	180.88	180.07

Notes forming part of the Financial Statements

Particulars	As at March 31, 2015 Amount (In ₹ Million)	As at March 31, 2014 Amount (In ₹ Million)	Nature of Currency	As at March 31, 2015 Amount (Foreign Currency in Million)	As at March 31, 2014 Amount (Foreign Currency in Million)
	14.91	15.23	MWK	103.13	102.84
	105.18	117.41	MXN	25.56	25.56
	36.44	39.93	MYR	2.16	2.18
	1.42	1.64	NGN	4.46	4.46
	1.02	–	PAB	0.02	–
	4.33	1.26	PEN	0.21	0.06
	1.36	–	QAR	0.08	–
	0.58	0.66	RMB	0.06	0.07
	1.39	1.33	RWF	14.96	14.81
	92.69	94.21	SGD	2.03	1.98
	3.57	3.44	SLL	245.19	245.19
	0.04	–	TRY	0.00	–
	10.58	11.85	TZS	304.34	315.52
	7.15	7.37	UGX	334.17	308.57
	426.91	63.74	USD	6.82	1.06
	37.44	25.98	XOF	361.07	205.41
	1.72	3.07	ZAR	0.33	0.54
	12.73	12.23	ZMK	1,051.05	1,051.05
	3.10	3.30	ZMW	0.37	0.34
Short term Provisions & Other current liabilities	0.29	0.33	AUD	0.01	0.01
	–	29.61	BDT	–	37.58
	79.69	108.77	BRL	4.13	4.13
	6.79	7.45	CAD	0.14	0.14
	5.99	4.54	CLP	59.79	41.77
	46.91	23.48	COP	1,895.20	767.25
	273.74	343.80	EUR	4.05	4.16
	0.81	0.25	GBP	0.01	0.00
	0.25	0.25	KES	0.36	0.36
	–	0.00	LKR	–	0.01
	0.01	0.01	MGA	0.50	0.50
	0.05	0.05	MWK	0.32	0.32
	–	0.10	MYR	–	0.01
	4.05	6.91	NIO	1.69	2.88
	0.37	1.16	PAB	0.01	0.02
	3.32	19.41	PEN	0.16	0.90
	11.34	–	QAR	0.66	–
	–	0.10	RON	–	0.01
	86.22	89.98	SGD	1.89	1.89
	1.98	6.62	TZS	56.90	176.18
	1.23	1.38	UGX	57.70	57.70
	177.08	226.01	USD	2.83	3.76
	0.17	1.12	XOF	1.62	8.82
	1.49	1.08	ZAR	0.29	0.19
	0.26	0.25	ZMK	21.16	21.16
Due from:					
Long term loans and advances	8.11	8.59	ARS	1.14	1.14
	–	4.70	AUD	–	0.08

Notes forming part of the Financial Statements

Particulars	As at March 31, 2015 Amount (In ₹ Million)	As at March 31, 2014 Amount (In ₹ Million)	Nature of Currency	As at March 31, 2015 Amount (Foreign Currency in Million)	As at March 31, 2014 Amount (Foreign Currency in Million)
	48.20	97.53	BDT	58.60	123.75
	33.10	42.13	BRL	1.71	1.60
	26.39	22.65	COP	1,066.34	740.17
	0.42	0.40	CRC	3.49	3.49
	0.01	–	CZK	0.01	–
	32.54	96.65	EUR	0.48	1.17
	0.09	0.20	GBP	0.00	0.00
	0.10	0.07	GHS	0.01	0.00
	0.15	0.17	KES	0.22	0.25
	0.08	0.10	MGA	3.86	3.86
	–	2.86	MWK	–	19.30
	27.85	21.82	MXN	6.77	4.75
	0.28	0.32	NGN	0.87	0.87
	–	0.35	RON	–	0.02
	0.01	0.00	RWF	0.16	0.01
	4.56	4.76	SGD	0.10	0.10
	0.08	0.08	THB	0.04	0.04
	11.60	9.60	TZS	333.78	255.63
	1.27	1.42	UGX	59.51	59.51
	769.25	507.57	USD	12.29	8.45
	0.92	0.07	XOF	8.84	0.52
	1.43	1.38	ZMK	118.38	118.38
	0.90	0.22	ZMW	0.11	0.02
Trade receivables	0.38	0.62	AED	0.02	0.04
	45.42	48.07	ARS	6.39	6.39
	1.07	3.79	AUD	0.02	0.07
	14.92	32.51	BDT	18.14	41.26
	–	32.94	BRL	–	1.25
	–	2.56	CAD	–	0.05
	5.75	2.63	CLP	57.47	24.14
	–	31.71	COP	–	1,036.25
	2.36	2.25	CRC	19.62	19.62
	49.76	20.67	EGP	6.04	2.38
	24.80	16.14	EUR	0.37	0.20
	0.79	1.07	GHS	0.05	0.05
	1.95	2.10	GBP	0.02	0.02
	2.35	1.49	IDR	488.23	283.02
	15.51	17.32	MXN	3.77	3.77
	32.18	38.94	MYR	1.90	2.12
	0.76	5.18	RON	0.05	0.28
	96.30	79.61	SGD	2.11	1.67
	0.73	33.13	TZS	20.90	882.33
	424.19	461.69	USD	6.78	7.68
	0.48	6.93	XOF	4.64	54.77
	6.29	10.50	ZAR	1.21	1.86
Short term advances and Other current assets	0.86	1.83	AED	0.05	0.11
	129.12	131.52	ARS	18.15	17.47

Notes forming part of the Financial Statements

Particulars	As at March 31, 2015 Amount (In ₹ Million)	As at March 31, 2014 Amount (In ₹ Million)	Nature of Currency	As at March 31, 2015 Amount (Foreign Currency in Million)	As at March 31, 2014 Amount (Foreign Currency in Million)
	0.18	0.39	AUD	0.00	0.01
	173.35	149.70	BDT	210.76	189.96
	20.01	12.86	BRL	1.04	0.49
	4.90	3.42	CLP	48.95	31.44
	—	50.68	COP	—	1,656.35
	8.51	0.49	CRC	70.65	4.25
	0.12	—	CZK	0.05	—
	11.31	62.05	EGP	1.37	7.16
	349.80	578.76	EUR	5.18	7.01
	22.21	23.24	GBP	0.24	0.23
	1.51	1.82	GHS	0.09	0.08
	35.37	22.22	GTQ	4.21	2.80
	4.22	4.63	IDR	877.81	877.81
	17.82	17.51	KES	25.72	24.78
	1.44	1.43	MGA	67.00	55.03
	12.18	8.55	MWK	84.23	57.74
	158.22	141.90	MXN	38.45	30.89
	17.33	14.74	MYR	1.03	0.80
	6.77	6.21	NGN	21.26	16.86
	17.64	7.75	NIO	7.36	3.23
	1.11	4.15	PAB	0.02	0.07
	38.72	35.48	PEN	1.87	1.64
	1.50	1.43	RMB	0.15	0.15
	1.37	0.45	RON	0.09	0.02
	1.20	1.07	RWF	12.97	11.92
	73.34	53.95	SGD	1.61	1.13
	2.41	1.98	SLL	165.24	141.37
	1.27	0.73	TRY	0.05	0.03
	3.08	8.13	TZS	88.56	216.50
	4.75	3.56	UGX	222.08	149.22
	798.26	404.19	USD	12.75	6.73
	16.72	23.20	XOF	161.22	183.40
	4.06	5.86	ZAR	0.78	1.04
	0.47	0.45	ZMK	38.84	38.84
	22.61	22.10	ZMW	2.72	2.29

35. Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.

Particulars	As at March 31, 2015 (In ₹ Million)	As at March 31, 2014 (In ₹ Million)
(i) The principal amount remaining unpaid to any supplier at the end of accounting year	—	0.28
(ii) The interest due on above	—	—
The total of (i) & (ii)	—	0.28
The amount of interest paid by the buyer in terms of section 16 of the Act	—	—
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	—	—
The amounts of interest accrued and remaining unpaid at the end of financial year	—	—

Notes forming part of the Financial Statements

36. The Company prepares consolidated financial statements, hence as per Accounting Standard 17 on Segment Reporting, segment information has not been provided in the standalone financial statements.

37. **Value of imports calculated on CIF basis**

Particulars	For the year ended March 31, 2015 (In ₹ Million)	For the year ended March 31, 2014 (In ₹ Million)
Capital goods (including software downloads and Market development and deployment rights)	39.75	102.92

38. **Expenditure in Foreign Currency (on accrual basis)**

Particulars	For the year ended March 31, 2015 (In ₹ Million)	For the year ended March 31, 2014 (In ₹ Million)
Business Development Expenses	64.49	141.50
Travelling and conveyance	70.85	90.02
Content fees	186.86	84.40
Software development and other charges	154.67	260.35
Legal, professional & consultancy charges	24.52	100.89
Employee Benefits Expense	305.86	232.39
Others	39.19	54.45
Total	846.44	964.00

39. **Earnings in Foreign Currency**

Particulars	For the year ended March 31, 2015 (In ₹ Million)	For the year ended March 31, 2014 (In ₹ Million)
Telecom value added services and others	1,972.46	2,400.86

40. As part of the Company's periodic review of its transfer pricing policy as also the substantial growth in its international operations, the Company has adopted a revised global transfer pricing policy with effect from April 1, 2012 and has cross charged expenses to its subsidiaries based on an allocation model. The same has been included as reimbursement of expenses under other operating revenue during the year. The cross charge of expenses are given below:

Particulars	For the year ended March 31, 2015 (In ₹ Million)	For the year ended March 31, 2014 (In ₹ Million)
Employee benefits expense (Net)	93.23	109.97
Other expenses	112.28	159.14
Depreciation and amortization expense	479.88	402.00
Total	685.39	671.11

41. The Company had made an application to the Central Government for compounding of one of the contracts for a party covered under Section 297 of the Companies Act, 1956, which expired during an earlier year. The total transaction for which compounding application had been filed amounted to ₹ 3.01 Million. The approval from Central Government is awaited.

42. During the year, the Company has completed the divestiture of Voxmobili SA, a step-down subsidiary of the Company. The Company had signed the Share Purchase Agreement (SPA) with Synchronoss Technologies France, a leading player in synchronization technology products, in May 2014. With the closure of this deal, the Company realised an amount of USD 26 Million, subject to escrows and other conditions customarily contracted as part of such deal.

43. During the previous year ended March 31, 2014, the Company had recognised provision for diminution in value of Investment in its subsidiary OnMobile Europe B.V. which has underlying investment in OnMobile S.A., of ₹ 559.48 Million, which was included under exceptional items in the Statement of Profit and Loss.

44. Previous year's figures have been regrouped/reclassified wherever necessary to correspond with the current year's classification/ disclosures.

Independent Auditor's Report

TO THE BOARD OF DIRECTORS OF **ONMOBILE GLOBAL LIMITED**

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of ONMOBILE GLOBAL LIMITED (the "Company"), its subsidiaries (the Company and its subsidiaries constitute "the Group") and its associate, which comprise the Consolidated Balance Sheet as at March 31, 2015, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information ("the consolidated financial statement").

Management's Responsibility for the Consolidated Financial Statements

The Company's Management is responsible for the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its Associate in accordance with the accounting principles generally accepted in India. The Management of the companies included in the Group and of its associate are responsible for maintenance of adequate accounting records for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities, the selection and application of appropriate accounting policies, making judgments and estimates that are reasonable and prudent, and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Management of the Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Company has an adequate internal controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Management of the Company, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group and its associate as at March 31, 2015, and their consolidated loss and their consolidated cash flows for the year ended on that date.

Other Matters

- a) We did not audit the financial information of two subsidiaries, whose financial statements reflect total assets of ₹ 986.23 Million as at March 31, 2015, total revenues of ₹ 233.89 Million and net cash outflows amounting to ₹ 77.21 Million for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial 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.
- b) We did not audit the financial statements of subsidiaries, whose financial statements reflect total assets of ₹ 407.82 Million as at March 31, 2015, total revenues of ₹ 299.06 Million and net cash flows amounting to ₹ 10.32 Million for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net profit/loss of ₹ 0 Million for the year ended March 31, 2015, as considered in the consolidated financial statements, in respect of one of its associate, whose financial statements have not been audited by us. These financial statements are unaudited and have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and associate, is based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the Management, these financial statements are not material to the Group.

Our opinion is not qualified in respect of these matters.

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

V. Balaji
(Partner)

(Membership No. 203685)

Bangalore, May 28, 2015

CONSOLIDATED BALANCE SHEET

(In ₹ Million)

	Notes	As at March 31, 2015	As at March 31, 2014
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share capital	2	1,092.20	1,142.36
Reserves and surplus	3	5,476.55	6,527.15
		6,568.75	7,669.51
Non-Current Liabilities			
Long-term borrowings	4	184.55	443.02
Deferred tax liabilities (net)	34	1.43	7.39
Long-term provisions	5	34.67	87.54
		220.65	537.95
Current Liabilities			
Short-term borrowings	6	—	167.86
Trade payables	7	2,271.53	2,013.78
Other current liabilities	8	911.15	1,190.53
Short-term provisions	9	426.14	410.68
		3,608.82	3,782.85
TOTAL		10,398.22	11,990.31
ASSETS			
Non-Current Assets			
Fixed assets			
Tangible Assets	10	575.91	791.01
Intangible Assets	10	1,861.99	2,872.78
Capital work-in-progress		54.36	121.85
		2,492.26	3,785.64
Goodwill on Consolidation	39	25.52	1,366.61
Non-current investments	11	0.02	0.02
Deferred tax Assets (net)	34	210.60	121.03
Long-term loans and advances	12	1,354.43	1,461.72
Current Assets			
Current investments	13	717.87	406.42
Inventories	14	5.39	5.17
Trade receivables	15	2,146.72	2,030.15
Cash and bank balances	16	1,995.58	833.94
Short-term loans and advances	17	605.32	902.63
Other current assets	18	844.51	1,076.98
		6,315.39	5,255.29
TOTAL		10,398.22	11,990.31
Significant accounting policies	1		

The accompanying notes are an integral part of the financial statements

1 to 42

In terms of our report attached

For and on behalf of the Board of Directors

For **Deloitte Haskins & Sells**
Chartered Accountants

V. Balaji
Partner

Rajiv Pancholy
Chief Executive Officer and Managing Director

François-Charles Sirois
Executive Chairman

Praveen Kumar K J
Chief Financial Officer

P V Varaprasad
Company Secretary

Place : Bangalore
Date : May 28, 2015

Place : Montreal
Date : May 28, 2015

STATEMENT OF CONSOLIDATED PROFIT AND LOSS

(In ₹ Million except per share data)

	Notes	For the year ended March 31, 2015	For the year ended March 31, 2014
REVENUE FROM OPERATIONS			
Telecom Value Added Services		8,470.50	8,653.13
Other Income	19	213.67	154.28
Total Revenue (A)		8,684.17	8,807.41
EXPENSES			
Cost of Sales and Services	20	2,892.40	1,821.05
Employee benefits expense	21	2,784.91	3,516.62
Finance costs	22	26.57	36.97
Depreciation and amortisation expense	10	1,437.29	1,366.88
Other expenses	23	1,566.44	2,009.12
Total Expenses (B)		8,707.61	8,750.64
Profit / (Loss) before exceptional items and tax (C) = (A-B)		(23.44)	56.77
Exceptional items (D)	39	32.83	1,194.84
Profit / (Loss) before tax (E) = (C-D)		(56.27)	(1,138.07)
TAX EXPENSE / (BENEFIT)			
Current Tax expense		380.54	335.32
Minimum Alternate Tax (MAT) credit entitlement		(14.48)	(27.75)
Current Tax expense relating to prior years		—	8.31
Deferred tax		(99.15)	(134.43)
Net tax expense (F)		266.91	181.45
Profit / (Loss) for the year (G) = (E-F)		(323.18)	(1,319.52)
Add: Share of profit from Associate concerns		—	—
Profit / (Loss) attributable to the shareholders of the Company		(323.18)	(1,319.52)
EARNINGS / (LOSS) PER SHARE	33		
1. Basic (Face value of equity share of ₹ 10/- each)		(2.9)	(11.6)
2. Diluted (Face value of equity share of ₹ 10/- each)		(2.9)	(11.6)
Significant accounting policies	1		

The accompanying notes are an integral part of the financial statements.

1 to 42

In terms of our report attached

For and on behalf of the Board of Directors

For **Deloitte Haskins & Sells**
Chartered Accountants

V. Balaji
Partner

Rajiv Pancholy
Chief Executive Officer and Managing Director

Praveen Kumar K J
Chief Financial Officer

François-Charles Sirois
Executive Chairman

P V Varaprasad
Company Secretary

Place : Bangalore
Date : May 28, 2015

Place : Montreal
Date : May 28, 2015

CONSOLIDATED CASH FLOW STATEMENT

(in ₹ Million)

	For the year ended March 31, 2015		For the year ended March 31, 2014	
A. CASH FLOW FROM OPERATING ACTIVITIES				
Net profit before tax		(56.27)		(1,138.07)
Adjustments for :				
Depreciation and amortisation	1,437.29		1,366.88	
Exceptional items	32.83		840.72	
Provision for Doubtful trade receivables (net)	117.14		27.38	
Finance Cost	26.57		36.97	
Unrealised Foreign Exchange Loss/(Gain)	(191.43)		28.53	
Loss/(Gain) on Sale of Fixed Assets (Net)	(20.87)		0.31	
Loss/(Gain) on Sale/Redemption of Investment (Net)	(66.87)		0.05	
Bad Trade receivables	—		54.67	
Dividend Income	(23.96)		(21.94)	
Interest Income	(75.39)		(41.84)	
		1,235.31		2,291.73
Operating profit before working capital changes		1,179.04		1,153.66
(Increase) / decrease in operating assets:				
Trade and other receivables	21.04		(392.13)	
Short-term loans and advances and other current assets	298.26		912.92	
Long-term loans and advances	36.60		(516.01)	
Inventories	—		(5.17)	
Increase / (decrease) in operating liabilities:				
Current liabilities and provisions	(80.88)		351.09	
Non-current liabilities and provisions	(34.80)		(59.87)	
		240.22		290.83
Cash generated from operations		1,419.26		1,444.49
Direct taxes paid (including refunds)		(272.44)		(583.71)
Net cash generated from operating activities		1,146.82		860.78
B. CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of fixed assets including capital advances		(188.49)		(2,098.66)
Sale of fixed assets		74.05		90.05
Sale, Redemption / (Purchase) of Short term investments (net)		(311.45)		(69.14)
Investment in Subsidiaries		1,415.65		(0.00)
(Increase)/decrease in earmarked bank balances		(165.28)		103.02
Dividend Income		23.96		43.46
Interest received		73.66		53.57
Net cash (used in) / generated from investing activities		922.10		(1,877.70)
C. CASH FLOW FROM FINANCING ACTIVITIES				
Proceeds from issuance of Share Capital		27.77		0.03
Buyback of Equity Share Capital		(442.79)		—
Repayment of Finance lease		(5.86)		(8.27)
Proceeds from short term borrowings		(169.63)		—
Proceeds from/ (Repayment of) borrowings		(258.47)		438.49
Finance cost		(26.66)		(35.64)
Dividend Paid including tax		(200.50)		(200.47)
Net cash (used in) / generated from financing activities		(1,076.14)		194.14
Net increase/(decrease) in cash and cash equivalents		992.78		(822.78)
Cash and cash equivalents as at March 31, 2014 (Opening Balance)		815.25		1,549.40
Effect of exchange differences on translation of foreign currency cash and cash equivalents		3.59		(88.63)
Cash and cash equivalents as at March 31, 2015 (Closing Balance)		1,811.62		815.25
		992.78		(822.78)
Reconciliation of Cash and cash equivalents with the Balance Sheet:				
Cash and cash equivalents as per Balance Sheet (Refer Note 16)		1,995.58		833.94
Less: Bank balances not considered as Cash and cash equivalents as defined in AS-3		183.96		18.69
Cash and cash equivalents at the end of the year		1,811.62		815.25

In terms of our report attached

For **Deloitte Haskins & Sells**
Chartered Accountants

V. Balaji
Partner

Place : Bangalore
Date : May 28, 2015

For and on behalf of the Board of Directors

Rajiv Pancholy
Chief Executive Officer and Managing Director

Praveen Kumar K J
Chief Financial Officer

Place : Montreal
Date : May 28, 2015

François-Charles Sirois
Executive Chairman

P V Varaprasad
Company Secretary

Notes forming part of the Consolidated Financial Statements

1 SIGNIFICANT ACCOUNTING POLICIES

a Basis of preparation of financial statements

The Consolidated Financial statements relate to OnMobile Global Limited ("the Company"), its subsidiaries and associated enterprise. Together these constitutes a "Group".

The consolidated financial statements of the Group have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under Section 133 of the Companies Act, 2013 ("the Act") read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act")/ Companies Act, 1956 ("the 1956 Act") as applicable. The consolidated financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the consolidated financial statements are consistent with those followed in the previous year.

b Principle of consolidation

The financial statements of the Company and its subsidiaries after making adjustments for uniform accounting policies have

been combined on a line by line basis by adding together like items of assets, liabilities, income and expense. The intra-group balances and intra-group transactions are eliminated.

The excess of cost to the Company of its investments in the subsidiary companies over its share of the equity of the subsidiary companies, at the date on which the investments in the subsidiary company were made, is recognized as 'goodwill' being an asset in the consolidated financial statements and is tested for impairment on annual basis. Goodwill arising on consolidation is not amortised but tested for impairment.

In case of associate where the Company directly or indirectly through subsidiaries holds more than 20% of equity investments in associate are accounted for using equity method in accordance with Accounting Standard (AS) 23 – "Accounting for Investments in Associates in Consolidated Financial Statements".

The financial statements of the subsidiaries and associate used in the consolidation are drawn upto the same reporting date as that of the Company i.e. March 31, 2015.

The following entities are considered in the consolidated financial statements.

Sl. No.	Name of entity	Country of Incorporation	% of Ownership held as on March 31, 2015	% of Ownership held as on March 31, 2014
1	OnMobile Singapore Pte. Ltd.	Singapore	100.00	100.00
2	Phonetize Solutions Private Limited (Liquidated)	India	-	-
3	PT OnMobile Indonesia	Indonesia	100.00	100.00
4	Vox mobili S.A. (subsidiary of OnMobile S.A. till July 11, 2014)	France	100.00	100.00
5	OnMobile S.A. (erstwhile Telisma S.A.) (Subsidiary OnMobile Europe B.V.)	France	100.00	100.00
6	OnMobile Europe B.V.	Netherlands	100.00	100.00
7	OnMobile USA LLC	United States of America	100.00	100.00
8	Servicios De Telefonía OnMobile Sa De Cv	Mexico	100.00	100.00
9	OnMobile Brasil Sistemas De Valor Agregado Para Comunicacoes Moveis Ltda.	Brazil	100.00	100.00
10	OnMobile De Venezuela C.A. (subsidiary of OnMobile USA LLC)	Venezuela	100.00	100.00
11	OnMobile Global SA	Argentina	100.00	100.00
12	OnMobile Uruguay SA	Uruguay	100.00	100.00
13	OnMobile Senegal SARL	Senegal	100.00	100.00
14	OnMobile Global for Telecommunication Services	Egypt	100.00	100.00
15	OnMobile Mali SARL	Mali	100.00	100.00
16	OnMobile Bangladesh Private Limited	Bangladesh	100.00	100.00
17	OnMobile Servicios Corporativos De Telefonía S.A. DE C.V.	Mexico	100.00	100.00
18	OnMobile Kenya Telecom Limited	Kenya	100.00	100.00
19	OnMobile Costa Rica OBCR, S.A.	Costa Rica	100.00	100.00
20	OnMobile Telecom Limited	Malawi	100.00	100.00
21	OnMobile Global Spain S.L.U	Spain	100.00	100.00
22	OnMobile Uganda Limited	Uganda	100.00	100.00
23	OnMobile Zambia Telecom Limited	Zambia	100.00	100.00
24	OnMobile Madagascar Telecom Limited	Madagascar	100.00	100.00
25	OnMobile Rwanda Telecom Limited	Rwanda	100.00	100.00

Notes forming part of the Consolidated Financial Statements

Sl. No.	Name of entity	Country of Incorporation	% of Ownership held as on March 31, 2015	% of Ownership held as on March 31, 2014
26	OnMobile Nigeria Telecom Limited	Nigeria	100.00	100.00
27	OnMobile Tanzania Telecom Limited	Tanzania	100.00	100.00
28	OnMobile Ghana Telecom Limited	Ghana	100.00	100.00
29	OnMobile Telecom Sierra Leone Limited	Sierra Leone	100.00	100.00
30	OnMobile Global Solutions Canada Limited	Canada	100.00	100.00
31	OnMobile Global Italy SRL	Italy	100.00	100.00
32	Mobile Voice Konnect Private Limited – Associate	India	50.00	50.00
33	OnMobile Turkey Telekomunikasyon Sistemleri Limited Şirketi	Turkey	100.00	100.00
34	OnMobile Portugal SGPS, Unipessoal LDA (Zona Franca Da Madeira)	Portugal	100.00	100.00
35	OnMobile Telecom Burkina Faso, S.A.R.L.	Burkina Faso	100.00	100.00
36	OnMobile Global South Africa (PTY) LTD	South Africa	100.00	100.00
37	OnMobile Global Czech Republic S.R.O	Czech Republic	100.00	100.00
38	OnMobile Live Inc (Subsidiary of OnMobile USA LLC)	United States of America	100.00	100.00
39	Fonestarz Media Group Limited (subsidiary of OnMobile Live Inc)	United Kingdom	100.00	100.00
40	2dayUK Limited (subsidiary of FoneStarz Media Group Limited)	United Kingdom	100.00	100.00
41	Fonestarz Media (licensing) Limited (subsidiary of FoneStarz Media Group Limited)	United Kingdom	100.00	100.00
42	Daius Limited (subsidiary of FoneStarz Media Group Limited)	United Kingdom	100.00	100.00
43	Fonestarz Limited (subsidiary of 2dayUK Limited)	United Kingdom	100.00	100.00
44	Fonestarz Media (Australia) PTY Limited (subsidiary of 2dayUK Limited)	Australia	100.00	100.00
45	Fonestarz Media Limited (subsidiary of 2dayUK Limited)	United Kingdom	100.00	100.00
46	OnMobile Global Limited Colombia S.A.S	Columbia	100.00	100.00
47	OnMobile Latam holding S.L. (subsidiary of OnMobile USA LLC) (w.e.f., June 18, 2014)	Spain	100.00	100.00

The consolidation for the year includes figures of OnMobile Latam holding S.L. formed during the year and Vox Mobili S.A. divested during the year.

In respect of entities in Sl. No. 5, the Company's cost of investment is in excess of its share of equity on the date of investment and the difference has been recognised as Goodwill and is tested for impairment on annual basis.

c Use of Estimates

The preparation of the consolidated financial statements in conformity with Indian GAAP requires that the management makes estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities as at the date of the financial statements and the reported amounts of revenue and expenses during the reported period. Examples of such estimates includes provision for doubtful trade receivables, future obligations under employee benefit plans, income taxes and the useful lives of fixed assets. Contingencies are recorded when it is probable that a liability will be incurred, and the amount can be reliably estimated. When no reliable estimate can be made, a disclosure is made as contingent liability. Actual results could differ from those estimates.

d Inventories

Inventories comprising of components are valued at the lower of Cost and estimated realisable value.

e Cash flow Statement

Cash Flow Statement has been prepared in accordance with the Indirect method prescribed in Accounting Standard 3 - "Cash flow statements". The cash flows from operating, investing and financing activities of the Group are segregated based on the available information.

f Cash and cash equivalents

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances, highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

g Depreciation/ Amortization

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Depreciation on tangible fixed assets has been provided on the straight-line method as per the useful life prescribed in Schedule

Notes forming part of the Consolidated Financial Statements

II to the Companies Act, 2013 except in respect of the following categories of assets, in whose case the life of the assets has been assessed on commercial lives of these assets as estimated by the Management.

The useful/commercial lives are as follows:

Category of Asset	No. of years
Leasehold Improvements	Primary lease period of 3 years -5 years
Office equipments	3 years
Computers & Electronic equipments	3 years-5 years
Finance Lease Assets	Primary lease period of 3 years -5 years
Furniture & Fixtures	3 years
Motor Car	3 years

Intangible assets are amortised over their estimated useful life on straight line method as follows:

Category of Asset	No. of years
Software	3 years-4 years
Intellectual Property Rights	3 years
Market development and deployment rights	Over the term of the agreement

The estimated useful life of the intangible assets and the amortisation period are reviewed at the end of each financial year and the amortisation period is revised to reflect the changed pattern, if any.

Individual assets costing less than ₹ 5,000/- are depreciated in full in the year of purchase.

h Revenue Recognition

Revenue from Telecom Value Added Services, net of credit notes, is recognized on provision of services in terms of revenue sharing arrangements with the telecom operators.

Revenue from sale of user licences for software application is recognized when the applications are functionally installed at the customer's location as per the terms of the contract.

Revenue from Other Services including maintenance services is recognized proportionately over the period during which the services are rendered as per the terms of the contract.

Revenue from sale of goods is recognised on dispatch and transfer of underlying risks and rewards.

Dividend on current investment is recognized on an accrual basis. Profit on sale of investments is recorded on transfer of title from the Company and is determined as the difference between the sale price and the then carrying value of the investment.

Rental Income is recognised on an accrual basis.

Interest Income is recognised on an accrual basis.

i Fixed assets

Fixed assets are stated at cost of acquisition including taxes, duties, freight and other incidental expenses relating to acquisition and installation.

Subsequent expenditure on fixed assets after its purchase is capitalised only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.

Capital work in progress is stated at cost and includes the cost of fixed assets that are not ready for their intended use at the Balance Sheet date.

j Foreign currency transactions and translations

Initial recognition:

Group (including integral and non-integral operations): Transactions in foreign currencies entered into by the Company are 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.

Measurement at the Balance Sheet date:

Group (including integral operations): Foreign currency monetary items (other than derivative contracts) of the Company, outstanding at the Balance Sheet date are restated at the year-end rates. Non-monetary items of the Company are carried at historical cost.

Non-integral foreign operations: All assets and liabilities of non-integral foreign operations are translated at the year-end rates.

Treatment of exchange differences:

Group: Exchange differences arising on settlement / restatement of foreign currency monetary assets and liabilities of the Company are recognised as income or expense in the Consolidated Statement of Profit and Loss.

Integral foreign operations: Exchange differences arising on settlement / restatement of foreign currency monetary assets and liabilities of the Company's integral foreign operations are recognised as income or expense in the Consolidated Statement of Profit and Loss.

Non-integral foreign operations: The exchange differences on translation of balances relating to non-integral foreign operations are accumulated in a "Foreign currency translation reserve" until disposal of the operation, in which case the accumulated balance in "Foreign currency translation reserve" is recognised as income / expense in the same period in which the gain or loss on disposal is recognised.

Change in classification of foreign operation:

When a foreign operation that is integral to the operations of the Company is reclassified as a non-integral operation, exchange differences arising on the translation of non-monetary items at the date of such reclassification are accumulated in the "Foreign currency translation reserve" account.

When a non-integral foreign operation is reclassified as an integral foreign operation, the translated amounts for non-monetary items at the date of the change are treated as the historical cost for those items in the period of change and subsequent periods. Exchange differences that have been deferred are not recognised as income or expense until the disposal of the operation.

Notes forming part of the Consolidated Financial Statements

Subsequent to the date of change in classification of the foreign operation, transactions and balances in such operations are accounted as per the accounting policy applicable to the new classification.

Premium or discount on forward exchange contract, which are not intended for trading or speculation purposes is amortised over the life of such contract and is recognised as income or expense.

Any profit or loss arising on cancellation, renewal or restatement of forward contract is recognised in the Statement of Profit and Loss as income or expense in the period in which such cancellation or renewal is made.

k Investments

Current investments are carried individually at lower of cost and fair value.

Long-term investments are stated at cost. Provision is made for any diminution in value of long-term investment which is other than temporary in nature. Cost of investments include acquisition charges such as brokerage, fees and duties.

l Employee Benefits

a) Short-term employee benefits includes salaries, social security contributions, short term compensated absences (such as paid annual leave) where the absences are expected to occur within twelve months after the end of the period in which the employees render the related employee service, profit sharing and bonuses payable within twelve months after the end of the period in which the employees render the related services and non monetary benefits (such as medical care) etc, for current employees are estimated and measured on an undiscounted basis.

b) Defined Contribution Plan

The Company's contribution to provident fund, employee state insurance scheme, Social security etc are considered as defined contribution plans and are charged as an expense based on the amount of contribution required to be made and when services are rendered by the employees.

c) Defined Benefit Plan

Post employment benefit plans other than Defined Contribution Plans includes liabilities for gratuity funded in terms of a scheme administered by the Life Insurance Corporation of India, are determined by Actuarial Valuation made at the end of each financial year. Provision for liabilities pending remittance to the fund is carried in the Balance Sheet.

Actuarial gains and losses are recognized immediately in the Statement of Profit and Loss as income or expense. Obligation is measured at the present value of estimated future cash flows using a discounted rate that is determined by reference to market yields at the Balance Sheet date on Government bonds where the currency and terms of the Government bonds are consistent with the currency and estimated terms of the defined benefit obligation.

d) Long-term liability for compensated absences is provided based on actuarial valuation of the accumulated leave credit outstanding to the employees as on the Balance Sheet date.

m Employee Stock Option Plan

The Company has formulated 14 Employee Stock Option Plans (ESOP) – OnMobile Employees Stock Option Plan – I 2003, OnMobile Employees Stock Option Plan – II 2003, OnMobile Employees Stock Option Plan – III 2006, OnMobile Employees Stock Option Plan – I 2007, OnMobile Employees Stock Option Plan – II 2007, OnMobile Employees Stock Option Plan – I 2008, OnMobile Employees Stock Option Plan – II 2008, OnMobile Employees Stock Option Plan – III 2008, OnMobile Employees Stock Option Plan – IV 2008, OnMobile Employees Stock Option Plan – I 2010, OnMobile Employees Stock Option Plan – II 2010, OnMobile Employees Stock Option Plan 2011, OnMobile Employees Stock Option Plan 1, 2012 and OnMobile Employees Stock Option Plan 1, 2013.

The Company has obtained legal opinion that the Guidance Note on Accounting for Employee Share Based Payments are not applicable to OnMobile Employee Stock Option Plan – I 2003 and II 2003. Options granted in terms of OnMobile Employee Stock Option Plan – III 2006, OnMobile Employees Stock Option Plan – I 2007, OnMobile Employees Stock Option Plan – II 2007, OnMobile Employees Stock Option Plan – I 2008, OnMobile Employees Stock Option Plan – II 2008, OnMobile Employees Stock Option Plan – III 2008, OnMobile Employees Stock Option Plan – IV 2008, OnMobile Employees Stock Option Plan – I 2010, OnMobile Employees Stock Option Plan – II 2010, OnMobile Employees Stock Option Plan 2011, OnMobile Employees Stock Option Plan 1, 2012 and OnMobile Employees Stock Option Plan 1, 2013 to which the said Guidance Note is applicable, are accounted under intrinsic value method and accordingly, the difference between the fair value of the underlying shares and the exercise price, if any, is expensed to Statement of Profit and Loss over the period of vesting.

n Segment reporting

The Group identifies primary segments based on the dominant source and nature of risks and returns and the internal organisation and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit/loss amounts are evaluated regularly by executive Management in deciding how to allocate resources and in assessing performance.

The accounting policies adopted for segment reporting are in line with the accounting policies of the Group. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment.

o Leases

Assets taken on lease where the Group acquires substantially the entire risks and rewards incidental to ownership are classified as finance leases. The amount recorded is the lower of

Notes forming part of the Consolidated Financial Statements

the present value of minimum lease rental and other incidental expenses during the lease term or the fair value of the assets taken on lease. The rental obligations, net of interest charges, are reflected as secured loan. Leases that do not transfer substantially all the risks and rewards of ownership are classified as operating leases and lease rentals are expensed to Statement of Profit and Loss on an accrual basis. Lease rentals under operating leases are recognised in the Statement of Profit and Loss on a straight line basis over the lease term.

p Earnings per Share

In determining the Earnings per share, the Group considers the net profit after tax. The number of shares used in computing Basic Earnings per share is the weighted average number of equity shares outstanding during the year. The number of shares used in computing Diluted Earnings per share comprises the weighted average number of equity shares considered for deriving Basic earnings per share and also the weighted average number of equity shares that could have been issued on the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the year unless issued at a later date.

q Income Tax

Income tax expense includes Indian and International income taxes. Income tax comprises of the current tax and previous year tax provision and net change in deferred tax asset or liability in the year.

Provision for current tax is made taking into account the admissible deductions/allowances and is subject to revision based on the taxable income for the fiscal year ending 31 March each year. Current tax is determined on the basis of taxable income and tax credits computed for each of the entities in the Group in accordance with the applicable tax rates and the provisions of applicable tax laws of the respective jurisdictions where the entities are located.

Minimum alternate tax (MAT) paid in accordance with the tax laws, which gives rise to future economic benefits in the form of adjustment of future income tax liability, is considered as an asset if there is convincing evidence that the Group will pay normal income tax in the future years. Accordingly, MAT is recognised as an asset in the Consolidated Balance sheet where it is highly probable that the future economic benefit associated with it will flow to the Company and the asset can be measured reliably.

Provision for taxation includes tax liabilities in India on the Company's global income and any tax liabilities arising overseas on income sourced from those countries as reduced by exempted income .

Deferred tax assets and liabilities are recognized for the future tax consequences of timing differences between carrying values of the assets and liabilities and their respective tax bases and are measured using enacted or substantively enacted tax rates applicable on the Balance Sheet date. Deferred Tax assets are recognized subject to Management's judgement that realization is reasonably/virtually certain.

Research tax rebate:-

In accordance with French fiscal rules, the subsidiaries Vox mobili S.A. and OnMobile S.A., are entitled to special tax rebate/ refund calculated based on the social costs of the Research and Development staff. Such tax rebate is recognized as other income on accrual basis.

r Impairment of Assets

The carrying values of assets / cash generating units at each Balance sheet date are reviewed for impairment if any indication of impairment exists. The following intangible assets are tested for impairment each financial year even if there is no indication that the asset is impaired: (a) an intangible asset that is not yet available for use; and (b) an intangible asset that is amortised over a period exceeding ten years from the date when the asset is available for use.

If the carrying amount of the assets exceed the estimated recoverable amount, an impairment is recognised for such excess amount. The impairment loss is recognised as an expense in the Statement of Profit and Loss, unless the asset is carried at revalued amount, in which case any impairment loss of the revalued asset is treated as a revaluation decrease to the extent a revaluation reserve is available for that asset.

The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor.

When there is indication that an impairment loss recognised for an asset (other than a revalued asset) in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss, to the extent the amount was previously charged to the Statement of Profit and Loss. In case of revalued assets such reversal is not recognised.

s Provisions and Contingencies

Provision is recognized when the Group has a present obligation as a result of past event (excluding retirement benefits) and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect current best estimates. Contingent liabilities are disclosed in the notes to the consolidated financial statement. Contingent assets are not recognised in the consolidated financial statement.

t Operating Cycle

Based on the nature of services / activities of the Group and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Group has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

Notes forming part of the Consolidated Financial Statements

(In ₹ Million)

	As at March 31, 2015	As at March 31, 2014
2. SHARE CAPITAL		
Authorised		
149,500,000 Equity Shares of ₹ 10 each with voting rights (as at March 31, 2014 – 149,500,000 Equity Shares of ₹ 10 each)	1,495.00	1,495.00
500,000 Preference Shares of ₹ 10 each (as at March 31, 2014 – 500,000 Preference Shares of ₹ 10 each)	5.00	5.00
	1,500.00	1,500.00
Issued, Subscribed and Fully Paid up		
109,220,336 Equity Shares of ₹ 10 each fully paid up with voting rights (as at March 31, 2014 – 114,235,502 Equity Shares of ₹ 10 each)	1,092.20	1,142.36
	1,092.20	1,142.36

Notes:

A) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

	As at March 31, 2015		As at March 31, 2014	
	Number of Shares	Amount (in ₹ Million)	Number of Shares	Amount (in ₹ Million)
Equity Shares with voting rights				
Opening balance	114,235,502	1,142.35	114,152,822	1,141.53
Add: Exercise of Employee Stock Option Plan	784,834	7.85	82,680	0.83
Less: Buy back	5,800,000	58.00	–	–
Closing balance	109,220,336	1,092.20	114,235,502	1,142.36

B) Details of share holders holding more than 5% of the shares of the Company

	Number of Shares	%	Number of Shares	%
Equity Shares with voting rights				
a) OnMobile Systems Inc	50,923,703	46.62	39,023,703	34.16

C) Aggregate Number of shares allotted as fully paid up pursuant to contracts without payment being received in cash, bonus shares and buyback of shares for the period of five years immediately preceeding the Balance Sheet date:

- During the year ended March 31, 2010, 75,862 Equity Shares have been issued to the promoters and employees of Telisma, S.A. France as a part of Purchase consideration for its acquisition
- During the year ended March 31, 2012, the company made a bonus issue of 58,954,543 shares in the ratio of 1 : 1 to the shareholders by capitalisation of Securities Premium account.
During the year the Company has issued 361,805 bonus equity shares (Previous year: 79,488 bonus equity shares) on exercise of eligible options.
- During the year ended March 31, 2012 after obtaining approval of the shareholders and completion of the formalities prescribed for buy-back of equity shares u/s. 77A of the Companies Act, 1956, the Company bought back 2,936,000 Equity Shares of ₹ 10 each by utilising the Securities Premium Account. Capital Redemption Reserve has been created out of Security Premium Account for ₹ 29.36 Million being the nominal value of equity shares bought back in terms of Sec.77AA of the Companies Act, 1956.
During the year ended March 31, 2013, the Company completed the above referred buy-back of equity shares and bought back 1,064,000 Equity Shares of ₹ 10 each by utilising the Securities Premium Account. Capital Redemption Reserve has been created out of Security Premium Account for ₹ 10.64 Million being the nominal value of equity shares bought back in terms of Sec.77AA of the Companies Act, 1956.
- During the current year ended March 31, 2015 after obtaining approval of the shareholders and completion of the formalities prescribed for buy-back of equity shares u/s 68 of the Companies Act, 2013, the Company bought back 5,800,000 Equity Shares of ₹ 10 each by utilising the Securities Premium Account. Capital Redemption Reserve has been created out of Security Premium Account for ₹ 58.00 Million being the nominal value of equity shares bought back in terms of Sec.68 of the Companies Act, 2013.

D) Total number of Options outstanding under various employee stock option plans, that are convertible into equity shares, as on March 31, 2015 are 6,268,152 (at March 31, 2014: 3,851,149) (Refer Note 31)

Notes forming part of the Consolidated Financial Statements

E) Rights and restrictions attached to equity shares:

The Company has only one class of equity shares with voting rights (one vote per share). The dividend proposed by the Board of Directors is subject to approval of the shareholders in the Annual General Meeting. In the event of liquidation of the Company the equity shareholders are entitled to receive only the residual assets of the Company. The distribution of dividend is in proportion to the number of equity shares held by the shareholders.

(In ₹ Million)

	As at March 31, 2015		As at March 31, 2014	
3. RESERVES AND SURPLUS				
Capital Redemption Reserve				
Opening Balance	40.00		40.00	
Add: Transfer from Securities Premium Account	58.00		—	
Closing Balance		98.00		40.00
Securities Premium Account				
Opening Balance	3,393.43		3,394.22	
Add : Received during the year	19.86		—	
Less: Utilised during the year for:				
Transfer to Capital Redemption Reserve	58.00		—	
Shares buy back	384.79		—	
Discount on exercise of eligible stock options	0.26		0.79	
Closing Balance		2,970.24		3,393.43
Stock Options Outstanding		0.44		0.44
General Reserve				
Opening balance	13.20		13.20	
Transfer from Surplus in Statement of Profit and Loss	—	13.20	—	13.20
Foreign Currency Translation Reserve				
Opening Balance	144.67		45.27	
Less: Transferred to consolidated Statement of Profit and Loss on disposal of the net investment in non-integral foreign operation	143.30		—	
Add/ (Less) : Effect of foreign exchange rate variations during the year	(21.72)		99.40	
Closing Balance		(20.35)		144.67
Surplus in Statement of Profit and Loss				
Opening Balance	2,935.41		4,455.54	
Add : Profit / (Loss) for the year	(323.18)		(1,319.52)	
Add/ (Less): Reversal of Proposed dividend for earlier year (including tax)	(0.03)		(0.14)	
Less: Appropriations				
Proposed equity dividend (amount per share ₹ 1.50 (as at March 31, 2014: ₹ 1.50)	163.83		171.35	
Tax on proposed equity dividend	33.35		29.12	
Closing Balance		2,415.02		2,935.41
		5,476.55		6,527.15

(In ₹ Million)

	As at March 31, 2015		As at March 31, 2014	
4. LONG – TERM BORROWINGS				
Term loan from bank#		184.55		443.02
		184.55		443.02

Line of Credit secured by OnMobile Global Limited's Standby letter of Credit.

(In ₹ Million)

	As at March 31, 2015		As at March 31, 2014	
5. LONG TERM PROVISIONS				
Provision for employee benefits:				
Provision for Compensated Absences		31.80		35.78
Provision for Post employment benefits		2.87		51.76
		34.67		87.54

Notes forming part of the Consolidated Financial Statements

	(In ₹ Million)			
	As at March 31, 2015		As at March 31, 2014	
6. SHORT – TERM BORROWINGS				
Loans (Secured)				
From Banks		–		167.86
		–		167.86

Note:

- Buyers' Credit ₹ Nil (at March 31, 2014: ₹ 107.76 Million) repayable within six to twelve months. Secured by first paripassu charge on movable fixed assets. Second paripassu charge on current assets.
- Pre-shipment credit in foreign currency ₹ Nil (at March 31, 2014: 60.10 Million) repayable in six months. Secured by first paripassu charge on present and future stocks and book debts.

	(In ₹ Million)			
	As at March 31, 2015		As at March 31, 2014	
7. TRADE PAYABLES				
Trade Payables		2,271.53		2,013.78
		2,271.53		2,013.78

	(In ₹ Million)			
	As at March 31, 2015		As at March 31, 2014	
8. OTHER CURRENT LIABILITIES				
Deferred Payment Liability (Refer Note 26)		24.52		33.47
Current Maturities of Long term borrowings (Refer Note 4)		276.73		265.81
Current Maturities of Finance Lease obligations (Refer Note 29)		0.37		6.23
Interest Accrued but not due on Borrowings		2.89		2.98
Income received in advance/ Unearned revenue		132.63		232.77
Advance from Customers		0.63		7.96
Share application Money (Refer Note 24)		0.58		0.24
Other Payables				
Statutory remittances		459.59		568.99
Payables on purchases of Fixed Assets		12.00		69.53
Others		1.21		2.55
		911.15		1,190.53

	(In ₹ Million)			
	As at March 31, 2015		As at March 31, 2014	
9. SHORT – TERM PROVISIONS				
Provision for employee benefits:				
Provision for Compensated Absences		60.88		86.48
Provision for Gratuity (Refer Note 28)		13.97		3.71
Provision for post employment benefits		1.30		10.41
Provision for tax (Net of advances of ₹ 89.00 Million; (at March 31, 2014: ₹ 11.16 Million))		127.49		88.53
Provision – Others				
Credit Notes (Refer Note 35)		–		0.74
Proposed equity dividend		163.83		171.35
Provision for tax on proposed equity dividend		33.35		29.12
Provision for contingencies (Refer Note 35)		25.32		–
Others (Refer Note 35)		–		20.34
		426.14		410.68

Notes forming part of the Consolidated Financial Statements

10. FIXED ASSETS

(In ₹ Million)

Particulars	GROSS BLOCK				ACCUMULATED DEPRECIATION / AMORTISATION				NET BLOCK		
	As at April 1, 2014	Adjust-ments*	Additions	Deletions	As at March 31, 2015	As at April 1, 2014	Adjust-ments*	For the year	Deletions	As at March 31, 2015	As at March 31, 2014
A. Tangible Assets											
Leasehold improvements	128.72 (45.18)	— —	11.51 (87.18)	— (3.64)	140.23 (128.72)	42.36 (17.72)	0.12 —	25.49 (26.14)	0.00 (1.50)	72.26 (86.36)	86.36 (27.46)
Building	107.64 (106.74)	0.04 (-0.03)	— (0.93)	0.10 —	107.58 (107.64)	12.46 (9.90)	-0.45 (0.75)	2.17 (1.81)	— —	93.40 (95.18)	95.18 (96.84)
Office Equipments	43.37 (12.97)	-0.06 (1.44)	3.08 (28.96)	11.22 —	35.17 (43.37)	18.96 (8.31)	-0.10 (0.76)	11.03 (9.89)	7.41 —	12.69 (24.41)	24.41 (4.66)
Computer and Electronic equipments (owned)	3,248.82 (2,975.15)	4.07 (0.87)	173.27 (492.00)	158.85 (219.20)	3,267.31 (3,248.82)	2,692.61 (2,341.20)	-10.75 (45.86)	323.97 (454.74)	116.29 (149.19)	2,889.54 (2,692.61)	556.21 (633.95)
Computer and Electronic Equipment under finance lease	138.31 (139.03)	— —	— (1.34)	1.28 (2.06)	137.03 (138.31)	134.11 (122.85)	— —	4.14 (13.26)	1.25 (2.00)	0.03 (4.20)	4.20 (16.18)
Furniture & Fixtures	47.71 (15.49)	0.19 (0.31)	1.29 (32.90)	3.98 (0.99)	45.21 (47.71)	27.09 (13.48)	-0.41 (4.55)	10.13 (9.94)	2.78 (0.88)	11.18 (20.62)	20.62 (2.01)
Motor Cars	6.46 (13.75)	— —	6.85 (5.18)	1.27 (12.47)	12.04 (6.46)	2.43 (13.75)	— —	2.30 (1.15)	1.27 (12.47)	8.58 (4.03)	4.03 —
Total Tangible Assets – A	3,721.03	4.24	196.00	176.70	3,744.57	2,930.02	-11.59	379.23	129.00	3,168.66	791.01
Previous year	(3,308.31)	(2.59)	(648.49)	(238.36)	(3,721.03)	(2,527.21)	(51.92)	(516.93)	(166.04)	(791.01)	
B. Intangible Assets (Owned) – Others											
Software	1,186.06 (840.97)	13.19 (-9.54)	27.70 (403.68)	11.43 (49.05)	1,215.52 (1,186.06)	870.87 (817.20)	4.01 (-0.70)	157.40 (81.07)	7.71 (26.70)	1,024.57 (870.87)	315.19 (23.77)
Intellectual Property Rights	181.90 (181.90)	— —	— —	— —	181.90 (181.90)	181.85 (157.45)	— —	-48.81 (24.40)	— —	133.04 (181.85)	0.05 (24.45)
Market Development and Deployment Rights	3,963.91 (3,134.34)	30.07 (-24.51)	5.58 (1,271.34)	6.70 (417.26)	3,992.86 (3,963.91)	1,406.37 (675.07)	14.84 (-3.44)	949.47 (744.48)	— (9.74)	2,370.68 (1,406.37)	2,557.54 (2,459.27)
Total Intangible Assets – B	5,331.87	43.26	33.28	18.13	5,390.28	2,459.09	18.85	1,058.06	7.71	3,528.29	2,872.78
Previous year	(4,157.21)	(-34.05)	(1,675.02)	(466.31)	(5,331.87)	(1,649.72)	(-4.14)	(849.95)	(36.44)	(2,872.78)	
Grand Total (A+B)	9,052.90	47.51	229.28	194.83	9,134.85	5,389.11	7.26	1,437.29	136.71	6,696.95	3,663.79
Previous Year	(7,465.52)	(-31.46)	(2,323.51)	(704.67)	(9,052.90)	(4,176.93)	(47.78)	(1,366.88)	(202.48)	(3,663.79)	

* represents translation difference of fixed assets for non integral foreign operations.

Note: Figures in brackets relate to the previous year.

Notes forming part of the Consolidated Financial Statements

	(In ₹ Million)			
	As at March 31, 2015		As at March 31, 2014	
11. NON-CURRENT INVESTMENTS				
Investments (At Cost)				
Trade Investments (Unquoted)				
In Equity shares of other entities				
Turaco Mobile Private Limited		0.02		0.02
1,600 (at March 31, 2014: 1,600) equity shares of ₹ 10 each fully paid		0.02		0.02

Aggregate amount of unquoted investment ₹ 0.02 Million (at March 31, 2014 ₹ .02 Million)

	(In ₹ Million)			
	As at March 31, 2015		As at March 31, 2014	
12. LONG – TERM LOANS AND ADVANCES				
(Unsecured, Considered good)				
Capital Advances		23.87		56.00
Security Deposits		66.76		72.17
Prepaid Expenses		6.98		20.17
Advances to Employees		1.63		3.54
Advance Taxation (net of provisions of ₹ 1,492.24 Million (at March 31 2014 ₹ 82.50 Million))		1,112.69		1,181.82
MAT Credit Entitlement		141.80		127.32
Fringe Benefit Tax (net of provisions of ₹ 70.00 Million (March 31, 2014 ₹ 70.00 Million))		0.70		0.70
		1,354.43		1,461.72

	(In ₹ Million)			
	As at March 31, 2015		As at March 31, 2014	
13. CURRENT INVESTMENTS				
Other current investments				
Mutual Funds and other short-term investments		717.87		406.42
		717.87		406.42

	(In ₹ Million)			
	As at March 31, 2015		As at March 31, 2014	
14. INVENTORIES				
Components		5.39		5.17
		5.39		5.17

	(In ₹ Million)			
	As at March 31, 2015		As at March 31, 2014	
15. TRADE RECEIVABLES				
Trade Receivables outstanding for a period exceeding six months from the date they are due for payment				
Unsecured, considered good	419.90		145.45	
Unsecured, considered doubtful	163.28		153.22	
	583.18		298.67	
Less: Provision for doubtful Trade receivables*	163.28	419.90	153.22	145.45
Other Trade Receivables				
Unsecured, considered good	1,726.82		1,884.70	
Unsecured, considered doubtful	56.47		–	
	1,783.29		1,884.70	
Less: Provision for doubtful Trade receivables*	56.47	1,726.82	–	1,884.70
		2,146.72		2,030.15

* Includes foreign exchange fluctuations

Notes forming part of the Consolidated Financial Statements

(In ₹ Million)

	As at March 31, 2015		As at March 31, 2014	
16. CASH AND BANK BALANCES				
Cash on hand		0.19		0.13
Balances with bank :				
– In Current Accounts		942.36		697.41
– In Deposit Accounts		869.07		117.71
Other bank balances				
– In earmarked accounts				
– Bank balance in Escrow account		156.89		–
– Share application money received for allotment of securities and due for refund		–		0.24
– Margin money on Bank Guarantees (Includes remaining maturity of more than 12 months)		27.07		18.45
		1,995.58		833.94

Notes:

- The balances that meet the definition of Cash and Cash equivalents as per AS-3 Cash Flow Statement is ₹ 1,811.62 Million (at March 31, 2014: ₹ 804.41 Million)
- Balances with bank in Earmarked balances of ₹ 156.89 (at March 31, 2014: ₹ Nil) have restriction in use.

(In ₹ Million)

	As at March 31, 2015		As at March 31, 2014	
17. SHORT-TERM LOANS AND ADVANCES				
(Unsecured, Considered good)				
Security Deposits		25.19		22.90
Prepaid Expenses		65.57		100.67
Balances with Statutory authorities (Refer Note 1)		460.24		668.11
Advances to Employees (Refer Note 2)		23.30		36.31
Advances to Vendors		30.68		74.64
Others		0.34		–
		605.32		902.63

Notes:

- Balances with statutory authorities include ₹ 26.16 Million (at March 31, 2014: ₹ 82.41 Million) paid to VAT Authorities under direction of the Honorable High Court of Karnataka.
- Advances to employees include ₹ 1.30 Million (at March 31, 2014 ₹ 0.01 Million) as advance to a director.

(In ₹ Million)

	As at March 31, 2015		As at March 31, 2014	
18. OTHER CURRENT ASSETS				
Unbilled Revenue		836.00		1,075.13
Accrued Interest on deposits		3.58		1.85
Others				
– Receivable on sale of Fixed Assets (including CWIP)		4.93		–
		844.51		1,076.98

Notes forming part of the Consolidated Financial Statements

	(In ₹ Million)	
	For the year ended March 31, 2015	For the year ended March 31, 2014
19. OTHER INCOME		
Interest		
– From Banks on deposits	37.87	41.84
– On Income Tax refund	37.52	–
Dividend income from current investments	23.96	21.94
Profit on sale of Long term investments (net)	66.87	–
Other Non-Operating Income		
– Provisions no longer required written back	2.68	–
– Profit on Sale of Fixed Assets (Net)	20.87	–
– Miscellaneous Income	23.90	90.50
	213.67	154.28

	(In ₹ Million)	
	For the year ended March 31, 2015	For the year ended March 31, 2014
20. COST OF SALES AND SERVICES		
Content fee	2,295.34	1,298.64
Cost of software development and other charges	597.06	522.41
	2,892.40	1,821.05

	(In ₹ Million)	
	For the year ended March 31, 2015	For the year ended March 31, 2014
21. EMPLOYEE BENEFITS EXPENSES		
Salaries and wages	2,315.73	2,791.66
Contractors Expenses	29.61	101.38
Contribution to provident fund and other funds	309.27	458.11
Staff welfare expenses	130.30	165.47
	2,784.91	3,516.62

	(In ₹ Million)	
	For the year ended March 31, 2015	For the year ended March 31, 2014
22. FINANCE COSTS		
Interest on Finance lease	1.42	3.55
Interest on Short term Borrowings	24.40	30.82
Other borrowing costs	0.75	2.60
	26.57	36.97

Notes forming part of the Consolidated Financial Statements

(In ₹ Million)

	For the year ended March 31, 2015		For the year ended March 31, 2014	
23. OTHER EXPENSES				
Power and Fuel		32.58		31.63
Rent		175.34		213.71
Insurance		16.42		13.63
Repairs and Maintenance				
– Machinery		38.82		29.47
– Others		35.11		30.57
Office maintenance		56.93		78.50
Rates and taxes		185.82		246.82
Printing and stationery		4.80		7.71
Postage, courier and octroi		8.37		10.85
Communication charges		110.02		131.74
Training and Recruitment expenses		23.80		67.04
Travelling and conveyance		220.40		400.05
Legal, professional & consultancy charges		276.22		475.27
Commission to Non-whole time directors		2.00		2.70
Remuneration to auditors (Refer Note 27)		28.76		35.51
Marketing expenses		68.99		78.45
Bad Trade Receivables	51.38		54.67	
Less: Provision for bad and doubtful debts released	51.38	–	54.67	–
Provision for Doubtful Trade Receivables		117.14		82.05
Brokerage and Commission		12.93		7.29
Bank charges		10.54		12.99
Loss on Sale of Assets		–		0.31
Net loss on foreign currency transactions and translations		117.57		29.97
Miscellaneous expenses		23.88		22.86
		1,566.44		2,009.12

24. Opening share application money represented unencashed refund instruments issued to the investors which has been remitted during the year to the Investor Education and Protection Fund as per the provisions of the Companies Act, 2013. Closing balance of share application money represents amounts received from the employees against employee stock options, pending allotment.

25. A. CONTINGENT LIABILITIES

- a The Company has been named as one of the 3 defendants in a civil dispute for injunction pending adjudication. However in the opinion of the management no liability would arise in this regard.

b Disputed Service tax ₹ 5.52 Million (Previous year: ₹ 17.55 Million) and disputed Income Tax ₹ 271.03 Million (Previous year: ₹ 67.82 Million)

B. Capital Commitments

- a Estimated amount of contracts (net of advances) remaining to be executed on capital account and not provided for is ₹ 9.69 Million (Previous year: ₹ 63.54 Million).
- 26.** Deferred Payment liability includes ₹ 24.52 Million (BRL 1.27 Million) (previous year: ₹ 33.47 Million (BRL 1.27 Million)) payable to a customer in Brazil towards deploying value added services on an exclusive basis in the region.

Notes forming part of the Consolidated Financial Statements

27. AUDITORS REMUNERATION

a) Remuneration to the auditors of the Company:

(In ₹ Million)

Particulars	For the year ended March 31, 2015	For the year ended March 31, 2014
For Audit	2.85	2.85
For Taxation matters	1.30	2.44
For other attest services	3.95	4.76
Reimbursement of expenses	1.34	0.35
Total	9.44	10.40

The Company avails input credit for service tax and hence no service tax expense was accrued during the year.

b) Remuneration to the auditors of the Subsidiaries:

(In ₹ Million)

Particulars	For the year ended March 31, 2015	For the year ended March 31, 2014
For Audit	19.32	20.75
For other attest services	—	4.36
Reimbursement of expenses	—	—
Total	19.32	25.11

28. EMPLOYEE BENEFITS:

I Defined Contribution Plans

During the year the Company has recognized the following amount in the Statement of Profit and Loss:

(In ₹ Million)

Particulars*	For the year ended March 31, 2015	For the year ended March 31, 2014
Employer's Contribution to Provident Fund	55.08	58.98
Contribution for Foreign Branches	8.52	9.97
Employee State Insurance Contribution	0.04	0.16

* Included in Note 21.

II Defined Benefit Plans

Gratuity

In accordance with Accounting Standard 15 (Revised 2005) – “Employee Benefits”, actuarial valuation as on March 31, 2015 was done in respect of the aforesaid defined benefit plan of Gratuity based on the following assumptions:

Particulars	For the year ended March 31, 2015	For the year ended March 31, 2014
Discount Rate	7.81% p.a	8.85% p.a
Expected Rate of Return on Plan Assets	8% p.a	8% p.a
Salary Escalation Rate	13% p.a. for first 6 years and 7.0% p.a thereafter	12% p.a. for first 6 years and 7.0% p.a thereafter

The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market.

Change in Present Value of Obligation:

(In ₹ Million)

Particulars	As at March 31, 2015	As at March 31, 2014
Present Value of Obligation (Opening)	77.95	58.99
Current Service Cost	10.76	21.85
Interest on Defined Benefit Obligation	5.25	4.88
Benefits Paid	(21.46)	(7.61)
Net Actuarial Losses / (Gains) Recognized in Year	4.23	(0.16)
Closing Present Value of Obligations	76.73	77.95

Change in the Fair Value of Assets:

(In ₹ Million)

Particulars	As at March 31, 2015	As at March 31, 2014
Opening Fair Value of Plan Assets	74.24	57.24
Expected Return on Plan Assets	5.24	5.04
Actuarial Gains / (Losses)	0.72	0.46
Contributions by Employer (net of risk premium etc)	4.02	19.11
Benefits Paid	(21.46)	(7.61)
Closing Fair Value of Plan Assets	62.76	74.24

Details of investment composition of Plan Assets has not been provided by the Fund managers and hence not disclosed.

Reconciliation of Present Value of Defined Benefit Obligation and the Fair Value of Plan Assets:

(In ₹ Million)

Particulars	As at March 31, 2015	As at March 31, 2014
Closing Present Value of Funded Obligations	76.73	77.95
Closing Fair Value of Plan Assets	62.76	74.24
Unfunded Net Asset / (Liability) recognised in Balance Sheet	(13.97)	(3.71)

Notes forming part of the Consolidated Financial Statements

Experience Adjustments:

(In ₹ Million)

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012	As at March 31, 2011
Defined Benefit Obligations	76.73	77.95	58.99	52.47	47.58
Plan Assets	62.76	74.24	57.24	44.87	31.94
Surplus/ (Deficit)	(13.97)	(3.71)	(1.75)	(7.60)	(15.64)
Experience adjustments on Plan Liabilities	4.23	(0.16)	1.26	(1.74)	(0.24)
Experience adjustments on Plan Assets	0.72	0.46	0.67	0.66	0.60

Amount recognized in the Balance Sheet:

(In ₹ Million)

Particulars	As at March 31, 2015	As at March 31, 2014
Closing Present value of obligations	76.73	77.95
Closing Fair Value of Plan Assets	(62.76)	(74.24)
Liability Recognised in the Balance Sheet	13.97	3.71

Estimate of amount of contribution in the immediately next year ₹ 13.97 Million.

Expenses recognized in the Statement of Profit and Loss:

(In ₹ Million)

Particulars	For the year ended March 31, 2015	For the year ended March 31, 2014
Current Service Cost	10.76	21.85
Past Service Cost	—	—
Interest Cost	5.25	4.88
Expected Return on Plan Assets	(5.24)	(5.04)
Actuarial Losses / (Gain)	3.51	(0.62)
Total Expense recognized in the Statement of Profit and Loss	14.28	21.07

III Other long term benefits

Cost of compensated absences expensed in the Statement of Profit and Loss:

(In ₹ Million)

Particulars	For the year ended March 31, 2015	For the year ended March 31, 2014
Compensated absences	11.05	13.59

IV Contribution for Post Employee Benefits for subsidiaries

Contribution for Post Employee benefits for PT OnMobile Indonesia has been provided based on Actuarial valuation for its qualifying employees. The actuarial valuation was done based on the following assumptions:

Experience Adjustments:

Particulars	For the year ended March 31, 2015	For the year ended March 31, 2014
Discount Rate	7.5%	8.5% p.a.
Expected Rate of Return on Plan Assets	—	—
Salary Escalation Rate	5% p.a.	5% p.a.

Expenses recognized in the Statement of Profit and Loss:

(In ₹ Million)

Particulars	For the year ended March 31, 2015	For the year ended March 31, 2014
Current Service Cost	0.07	0.08
Interest Cost	0.01	0.05
Underprovision in prior year	—	—
Actuarial (Losses) / Gain	(0.13)	—
Effect of curtailment / (settlement)	(1.02)	—
Foreign Exchange Difference	—	—
Total Expenses recognized in the Statement of Profit and Loss	(1.07)	0.13

Amount recognized in the Balance Sheet:

(In ₹ Million)

Particulars	As at March 31, 2015	As at March 31, 2014
Present value of obligations	0.15	0.17
Unrecognised actuarial loss	—	1.18
Liability Recognised in the Balance Sheet	0.15	1.35

V Other long term benefits for subsidiaries (Holiday Pay)

Amount expensed in the Statement of Profit and Loss:

(In ₹ Million)

Particulars	For the year ended March 31, 2015	For the year ended March 31, 2014
Amount expensed in the Statement of Profit and Loss	7.43	16.47

Notes forming part of the Consolidated Financial Statements

29. FINANCE LEASE:

The lease transactions of the Company represent lease of electronic equipments on a non-cancellable basis.

The minimum lease payments and their present value under the various agreements are given below:

(In ₹ Million)

Particulars	Present value of Minimum Lease Payments		Future Interest		Minimum Lease Payments	
	For the year ended March 31, 2015	For the year ended March 31, 2014	For the year ended March 31, 2015	For the year ended March 31, 2014	For the year ended March 31, 2015	For the year ended March 31, 2014
Amount repayable not later than 1 year	0.37	6.23	–	1.25	0.37	7.48
Amount repayable later than 1 year and not later than 5 years	–	–	–	–	–	–
Total	0.37	6.23	–	1.25	0.37	7.48

The outstanding amount is secured by underlying assets acquired under finance lease and is repayable within 24 months at an implicit interest rate in the range of 9% to 13.50%

30. OPERATING LEASE:

The Company is obligated under non-cancellable operating lease for office space and vehicles provided to employees.

Total rental expense and future lease payments under non-cancellable operating lease for office space and vehicles are as follows:

(In ₹ Million)

Particulars	For the year ended March 31, 2015	For the year ended March 31, 2014
Total rental expense charged to Statement of Profit and Loss	175.34	213.71
Future lease payments under non-cancellable leases:		
Not later than 1 year	51.30	62.42
Later than 1 year and not later than 5 years	34.59	22.63

31. EMPLOYEE STOCK OPTION PLANS (ESOP)

Details of ESOP introduced to which the guidance note as issued by Institute of Chartered Accountants of India(ICAI) is not applicable:

Plan	Board approval date	Share holder's approval date	Total options appropriated before Bonus	Terms of Vesting
OnMobile Employees Stock Option Plan – I 2003	31-Oct-03	Extra Ordinary General Meeting held on March 5, 2001, November 29, 2003 and December 30, 2003	1,026,000	25% of such Options granted would vest at the end of twelve (12) months from the date the Optionee becomes an employee of the Company and the remaining 75% would vest at a rate of 1/36th per month for the next thirty six (36) months from the first vesting.
OnMobile Employees Stock Option Plan – II 2003	4-Dec-03		114,000	

Numbers of options granted, exercised and forfeited during the year under the above plans are given below:

Particulars	For the year ended March 31, 2015	For the year ended March 31, 2014
Options granted outstanding at the beginning of the year	58,383	226,888
Exercised during the year	27,482	82,654
Forfeited/Lapsed during the year	28,847	85,851
Options granted outstanding at the end of the year	2,054	58,383
Grants outstanding which are vested as at Balance Sheet date including increase due to issuance of bonus shares	2,054	58,383

Notes forming part of the Consolidated Financial Statements

Details of ESOP introduced to which the guidance note as issued by Institute of Chartered Accountants of India(ICAI) is applicable:

Plan	Board approval date	Share holder's approval date	Total options appropriated before bonus	Terms of Vesting
OnMobile Employees Stock Option Plan – III 2006	24-Jul-06	24-Jul-06	61,567	25% of such Options granted would vest at the end of twelve (12) months from the date the Optionee becomes an employee of the Company and the remaining 75% would vest at a rate of 1/36th per month for the next thirty six (36) months from the first Vesting.
OnMobile Employees Stock Option Plan – I 2007	12-Jul-07	17-Aug-07	975,000	25% of the Options granted would vest at the end of twelve (12) months from the date of the grant and the remaining 75% would vest at a rate of 1/36th per month for the next thirty six (36) months from the first Vesting.
OnMobile Employees Stock Option Plan-II 2007	12-Jul-07	17-Aug-07	74,360	65%, 30%, 3% and 2% of the options granted would vest at the end of one year, two years, three years and four years from the grant date, respectively.
OnMobile Employees Stock Option Plan – I 2008	18-Mar-08	18-Apr-08	26,000	100% of the Options would vest over a period of four years.
OnMobile Employees Stock Option Plan II 2008	31-Oct-08	1-Aug-08	100,000	100% of the options granted would vest at the end of two years.
OnMobile Employees Stock Option Plan III 2008	31-Oct-08	1-Aug-08	748,240	For 297,170 Options 50% of the options granted would vest at the end of one year and 25% of the options would vest on a monthly basis at the end of each of second and third years from the grant date respectively and for the balance 451,070 Options granted under the Plan the vesting would be 25% of the Options would vest at the end of one year and the rest of the options shall vest at the rate of 1/36th of the options shall vest every month for the next three years.
OnMobile Employees Stock Option Plan III 2008	29-Apr-09	1-Aug-08	113,150	25% of such Options granted would vest at the end of twelve (12) months from the date the Optionee becomes an employee of the Company and the remaining 75% would vest at a rate of 1/36th per month for the next thirty six (36) months from the first Vesting.
OnMobile Employees Stock Option Plan III 2008	31-Jul-09	1-Aug-08	26,680	25% of such Options granted would vest at the end of twelve (12) months from the date the Optionee becomes an employee of the Company and the remaining 75% would vest at a rate of 1/36th per month for the next thirty six (36) months from the first Vesting.
OnMobile Employees Stock Option Plan III 2008	26-Oct-09	1-Aug-08	75,000	25% of such Options granted would vest at the end of each year over a period of four years.
OnMobile Employees Stock Option Plan III 2008	28-Jan-10	1-Aug-08	68,500	25% of such Options granted would vest at the end of each year over a period of four years.
OnMobile Employees Stock Option Plan IV 2008	26-Sep-08	31-Oct-08	173,953	100% of such Options granted would vest at the end of one year.
OnMobile Employees Stock Option Plan I 2010	30-Apr-10	24-Jul-10	325,000	Vesting period shall be for a minimum of one (1) year and a maximum of four (4) years from the date of the Grant of stock option
OnMobile Employees Stock Option Plan II 2010	30-Apr-10	24-Jul-10	875,000	Vesting period shall be for a minimum of one (1) year and a maximum of four (4) years from the date of the Grant of stock option

Notes forming part of the Consolidated Financial Statements

Plan	Board approval date	Share holder's approval date	Total options appropriated	Terms of Vesting
OnMobile Employees Stock Option Plan 2011	30-Apr-11	4-Aug-11	1,150,000	Vesting period shall be for a minimum of one (1) year and a maximum of four (4) years from the date of the Grant of stock option
OnMobile Employees Stock Option Plan 1, 2012	7-May-12	29-Aug-12	3,000,000	Vesting period shall be for a minimum of one (1) year and a maximum of four (4) years from the date of the Grant of stock option
OnMobile Employees Stock Option Plan 1, 2013	15-May-13	30-Jul-13	1,500,000	Vesting period shall be for a minimum of one (1) year and a maximum of four (4) years from the date of the Grant of stock option

Number of options granted, exercised and forfeited during the year under the above plans are given below:

Particulars	For the year ended March 31, 2015	For the year ended March 31, 2014
Options granted outstanding at the beginning of the year	3,792,766	4,228,582
Granted during the year	4,893,476	630,000
Exercised during the year	757,352	26
Forfeited during the year	1,796,142	1,065,790
Options granted outstanding at the end of the year	6,132,748	3,792,766
Weighted average remaining contractual life (years) at the year end	5.9	3.3
Weighted average exercise price per option (after adjusting for Bonus issue)	₹ 43	₹ 36
Range of exercise price (after adjusting for bonus issue)	₹ 22.28 to ₹ 87.25	₹ 22.28 to ₹ 40.05

The guidance note issued by the Institute of Chartered Accountants of India requires the disclosure of pro forma net results and EPS both basic & diluted, had the Company adopted the fair value method. Had the Company accounted the option under fair value method, amortising the stock compensation expense thereon over the vesting period, the reported profit for the year ended March 31, 2015 would have been lower by ₹ 22.99 Million (Previous year ₹ 48.88 Million) and Basic and diluted EPS would have been revised to loss ₹ 3.1/- (Previous year loss ₹ 11.98/-) and loss ₹ 3.1/- (Previous year loss ₹ 11.98/-) respectively as compared to loss ₹ 2.86/- (Previous year loss ₹ 11.55/-) and loss ₹ 2.86/- (Previous year loss ₹ 11.55/-) without such impact. Basic and Diluted Earnings Per Share (EPS) have been restated for all the corresponding period to give effect of the Bonus shares, in accordance with Accounting Standard (AS) 20 "Earnings Per Share".

The fair value of stock based award to employees is calculated through the use of option pricing models, requiring subjective assumptions which greatly affect the calculated values. The said fair value of the options have been calculated using Black-Scholes option pricing model, considering the expected weighted average term of the options to be 4.4 years (Previous year 4.3 years), a 3% (Previous year 3%) expected dividend yield on the underlying equity shares, weighted average volatility in the share price of 53.61% (Previous year 52.27%) and a risk free rate of 7.81% p.a. (Previous year 8.85% p.a.). The Company's calculations are based on a single option valuation approach, and forfeitures are recognized as they occur. The expected volatility is based on historical volatility of the share price after eliminating the abnormal price fluctuations.

As per the provisions of SEBI (ESOS) Guidelines, 1999, the Shareholders, vide their resolution dated April 18, 2013 through postal ballot process, approved the re-pricing of options granted but not exercised. Consequently the Committee of Board of Directors vide their circular resolution dated April 19, 2013 re-priced the unexercised options at ₹ 36.43 each.

Incremental fair value granted as a result of re-pricing of Employee Stock options

Plan	Incremental fair value range per option (In ₹)
OnMobile Employees Stock Option Plan – III 2006	5.28
OnMobile Employees Stock Option Plan – I 2007	5.28
OnMobile Employees Stock Option Plan II 2008	5.28
OnMobile Employees Stock Option Plan III 2008	0.15 to 7.19
OnMobile Employees Stock Option Plan IV 2008	5.28
OnMobile Employees Stock Option Plan I 2010	5.28
OnMobile Employees Stock Option Plan II 2010	5.28

Notes forming part of the Consolidated Financial Statements

The incremental fair value of stock based award consequent to re-pricing of exercise price of stock options to employees is calculated through the use of option pricing models as on the date of re-pricing, requiring subjective assumptions which greatly affect the calculated values. The said fair value of the options have been calculated using Black-Scholes option pricing model, considering the expected weighted average term of the options to be 4.35 years, a "3%" expected dividend yield on the underlying equity shares, weighted average volatility in the share price of 53.1% and a risk free rate of 8.85% p.a. The Company's calculations are based on a single option valuation approach, and forfeitures are recognized as they occur. The expected volatility is based on historical volatility of the share price during the year after eliminating the abnormal price fluctuations.

32. SEGMENT REPORTING:

The Company is engaged in providing value added services in telecom business globally and is considered to constitute a single segment in the context of primary segment reporting as prescribed by Accounting Standard 17 – "Segment Reporting".

The secondary segment is identified to geographical locations. Details of secondary segment by geographical locations are given below:

(In ₹ Million)		
Particulars	For the year ended March 31, 2015	For the year ended March 31, 2014
I Revenue (by location of customer)		
India	2,072.16	2,313.04
Latin America	1,965.10	2,054.10
Europe	2,510.96	2,013.06
Africa	835.01	959.34
America	506.03	850.58
Rest of the World	581.24	463.01
Total	8,470.50	8,653.13

(In ₹ Million)		
Particulars	As at March 31, 2015	As at March 31, 2014
II Total carrying amount of Segment Assets, by geographical location		
India	1,557.18	3,006.75
Latin America	1,523.10	980.39
Europe	1,458.02	2,059.43
Africa	356.09	393.86
America	806.18	1,097.38
Rest of the World	489.26	412.79
Total	6,189.83	7,950.60

(In ₹ Million)		
Particulars	For the year ended March 31, 2015	For the year ended March 31, 2014
III Cost incurred for purchase of tangible & intangible assets, by geographical location of assets*		
India	62.30	212.08
Latin America	7.87	42.80
Europe	26.74	580.69
Africa	45.45	25.20
America	1.17	1,224.35
Rest of the World	18.13	118.63
Total	161.66	2,203.75

* excluding capital advances

33. EARNINGS PER SHARE

The Earnings per share, computed as per the requirements of Accounting Standard 20 – "Earnings per Share" is as under:

Particulars	For the year ended March 31, 2015	For the year ended March 31, 2014
Profit/(Loss) after tax as per the Statement of Profit and Loss (In ₹ Million)	(323.18)	(1,319.51)
Weighted Average number of Shares	113,103,958	114,212,648
Weighted Average number of Shares for Basic EPS	113,103,958	114,212,648
Add: Effect of Stock Options outstanding	1,660,173	94,476
Weighted Average Number of equity shares for Diluted EPS	114,764,131	114,307,124
	₹	₹
Nominal value of equity shares	10.0	10.0
Earnings/(Loss) Per Share		
Basic	(2.9)	(11.6)
Diluted	(2.9)	(11.6)

Notes forming part of the Consolidated Financial Statements

34. ACCOUNTING FOR TAXES ON INCOME

In accordance with the Accounting Standard 22 – “Accounting for Taxes on Income”, the Company has reversed the deferred tax to the extent of ₹ 99.15 Million for the current year, which has been credited to the Statement of Profit and Loss. Details of Deferred Tax Asset and Liabilities are:

(In ₹ Million)

Particulars	Deferred Tax (Assets)/ Liabilities as on April 1, 2014	Current year (credit)/charge	Adjustment for foreign currency translation	Deferred Tax (Assets)/ Liabilities as on March 31, 2015
Others (Provision for gratuity, compensated absences, doubtful trade receivables, etc.)	7.39	(5.58)	(0.38)	1.43
	7.39	(5.58)	(0.38)	1.43

(In ₹ Million)

Particulars	Deferred Tax (Assets)/ Liabilities as on April 1, 2014	Current year (credit)/charge	Adjustment for foreign currency translation	Deferred Tax (Assets)/ Liabilities as on March 31, 2015
Difference between book and tax depreciation	(3.16)	(17.73)	–	(20.89)
Others (Provision for gratuity, compensated absences etc.)	(117.87)	(75.84)	4.00	(189.71)
	(121.03)	(93.57)	4.00	(210.60)

35. The details of Provisions under Accounting Standard 29 – “Provisions, Contingent liabilities and Contingent assets” are as under:

(In ₹ Million)

Nature of Expense	Probable outflow estimated within	Provision outstanding as at April 1, 2014	Provision made during the year	Provision utilized/ adjusted during the year	Provision outstanding as at March 31, 2015
Other provisions – credit note and others	Not later than 1 year	21.08	25.32	21.08	25.32
	1-3 years	–	–	–	–
		21.08	25.32	21.08	25.32
Previous year		301.04	43.36	323.32	21.08

36. TRANSACTIONS WITH RELATED PARTIES

I List of Related parties and relationship:

Sl. No.	Relationship	Related parties
	Related parties with whom the Company had transactions	
(i)	Key Management Personnel	Rajiv Pancholy (w.e.f., June 2, 2014)
		H. H. Haight IV (till August 20, 2014)
		François-Charles Sirois (w.e.f., Nov 1, 2014)
		Chandramouli Janakiraman (till June 26, 2014)
(ii)	Enterprises owned or significantly influenced by key management personnel/Directors or their relatives	OnMobile Systems Inc., USA

Notes forming part of the Consolidated Financial Statements

II Transactions with Related Parties: (In ₹ Million)

SI No	Nature of transactions	Key Management Personnel		Total	
		March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
1	Remuneration (including other benefits)				
	Rajiv Pancholy	24.52	—	24.52	—
	H. H. Haight IV	—	18.37	—	18.37
	François-Charles Sirois	7.69	—	7.69	—
	Chandramouli Janakiraman	5.32	7.83	5.32	7.83
	Total	37.53	26.20	37.53	26.20

III Balances with Related Parties: (In ₹ Million)

SI No	Nature of transactions	Key Management Personnel		Total	
		March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
1	Amount Receivables under:				
	Short term loans and advances				
	Chandramouli Janakiraman	—	0.01	—	0.01
	Rajiv Pancholy	1.30	—	1.30	—
	Total	1.30	0.01	1.30	0.01

Notes:

- Related party relationships are as identified by the Company on the basis of information available and relied upon by the auditors.
- No amount has been written off during the year in respect of debts due from related party.

37. FOREIGN CURRENCY EXPOSURE

- a Forward contracts entered into by the Company for hedging foreign currency exposure and outstanding as at Balance sheet date:

Particulars	As at March 31, 2015	As at March 31, 2014	Currency	As at March 31, 2015	As at March 31, 2014
	Nominal value (In ₹ Million)	Nominal value (In ₹ Million)		(Foreign Currency in Million)	(Foreign Currency in Million)
Foreign Currency Forward Contract -(BUY)	—	62.88	USD/INR	—	1.00
Foreign Currency Forward Contract -(BUY)	29.73	—	USD/MXN	0.48	—
Foreign Currency Forward Contract -(SELL)	31.30	—	USD/INR	0.50	—
Foreign Currency Forward Contract -(SELL)*	101.27	—	EUR/USD	1.50	—

* The contract has been entered to SELL EUR and BUY USD, the equivalent USD amount for the contract is USD 1.614 Million

Notes forming part of the Consolidated Financial Statements

b Unhedged Foreign currency exposure is as follows:

Particulars	As at March 31, 2015 (In ₹ Million)	As at March 31, 2014 (In ₹ Million)	Nature of Currency	As at March 31, 2015 (Foreign Currency in Million)	As at March 31, 2014 (Foreign Currency in Million)
Due to:					
Non current liabilities					
Long-term provisions	2.85	2.01	AED	0.17	0.12
	—	0.73	BDT	—	0.92
	0.09	0.10	CLP	0.87	0.95
	—	0.73	COP	—	24.00
	3.31	3.81	EUR	0.05	0.05
	1.79	3.32	GBP	0.02	0.03
	0.03	0.02	LKR	0.05	0.04
	2.05	2.10	MYR	0.12	0.11
	2.46	2.23	NIO	1.02	0.93
	0.54	0.29	PAB	0.01	0.005
	3.76	2.49	PEN	0.18	0.11
	0.41	—	QAR	0.02	—
	0.73	1.11	TZS	20.91	29.51
	0.27	—	USD	0.004	—
	—	0.06	XOF	—	0.50
	0.40	2.46	ZAR	0.08	0.44
Current Liabilities					
Trade and other liabilities	3.75	1.70	AED	0.22	0.10
	5.76	7.26	AUD	0.12	0.13
	78.69	110.18	BDT	95.67	139.80
	1.04	1.37	CLP	10.42	12.55
	—	3.65	COP	—	119.14
	29.16	28.00	GBP	0.32	0.28
	0.79	1.07	GHS	0.05	0.05
	0.97	1.08	KES	1.40	1.53
	0.0003	0.28	LKR	0.001	0.61
	—	2.86	MWK	—	19.30
	36.44	39.94	MYR	2.16	2.18
	0.003	0.003	NGN	0.01	0.01
	1.02	—	PAB	0.02	—
	4.33	1.26	PEN	0.21	0.06
	1.36	—	QAR	0.08	—
	0.58	0.66	RMB	0.06	0.07
	84.74	88.89	SGD	1.86	1.87
	0.04	—	TRY	0.002	—

Notes forming part of the Consolidated Financial Statements

Particulars	As at March 31, 2015 (In ₹ Million)	As at March 31, 2014 (In ₹ Million)	Nature of Currency	As at March 31, 2015 (Foreign Currency in Million)	As at March 31, 2014 (Foreign Currency in Million)
	10.80	10.01	TZS	310.90	266.49
	249.36	90.84	USD	3.98	1.51
	6.49	9.45	XOF	62.57	74.71
	1.72	3.07	ZAR	0.33	0.54
	0.0001	0.0001	ZMK	0.01	0.01
Short term Provisions & Other current liabilities	0.29	0.33	AUD	0.01	0.01
	10.54	29.61	BDT	12.81	37.58
	79.69	108.77	BRL	4.13	4.13
	6.79	7.45	CAD	0.14	0.14
	5.99	4.54	CLP	59.79	41.77
	46.91	23.48	COP	1,895.20	767.25
	273.74	343.80	EUR	4.05	4.16
	0.81	0.25	GBP	0.01	0.002
	0.25	0.25	KES	0.36	0.36
	–	0.004	LKR	–	0.01
	0.01	0.01	MGA	0.50	0.50
	0.05	0.05	MWK	0.32	0.32
	–	0.10	MYR	–	0.01
	4.05	6.91	NIO	1.69	2.88
	0.37	1.16	PAB	0.01	0.02
	3.32	19.41	PEN	0.16	0.90
	0.14	–	QAR	0.01	–
	–	0.10	RON	–	0.01
	–	89.98	SGD	–	1.89
	1.98	6.62	TZS	56.90	176.18
	0.70	1.38	UGX	32.63	57.70
	141.07	242.74	USD	2.25	4.04
	0.17	1.12	XOF	1.62	8.82
	1.49	1.08	ZAR	0.29	0.19
	0.26	0.25	ZMK	21.16	21.16
Due from:					
Long term loans and advances	8.11	8.59	ARS	1.14	1.14
	–	4.70	AUD	–	0.08
	48.20	97.53	BDT	58.60	123.75
	33.10	42.13	BRL	1.71	1.60
	26.39	22.65	COP	1,066.34	740.17
	0.42	0.40	CRC	3.49	3.49
	0.01	–	CZK	0.01	–

Notes forming part of the Consolidated Financial Statements

Particulars	As at March 31, 2015 (In ₹ Million)	As at March 31, 2014 (In ₹ Million)	Nature of Currency	As at March 31, 2015 (Foreign Currency in Million)	As at March 31, 2014 (Foreign Currency in Million)
	23.94	24.56	EUR	0.35	0.30
	0.09	0.20	GBP	0.001	0.002
	0.10	0.07	GHS	0.01	0.003
	0.15	0.17	KES	0.22	0.25
	0.08	0.10	MGA	3.86	3.86
	—	2.86	MWK	—	19.30
	—	21.82	MXN	—	4.75
	0.28	0.32	NGN	0.87	0.87
	—	0.35	RON	—	0.02
	0.01	0.001	RWF	0.16	0.01
	4.56	4.76	SGD	0.10	0.10
	0.08	0.08	THB	0.04	0.04
	11.60	9.60	TZS	333.78	255.63
	1.27	1.42	UGX	59.51	59.51
	189.18	122.50	USD	3.02	2.04
	0.92	0.07	XOF	8.84	0.52
	1.43	1.38	ZMK	118.38	118.38
	0.90	0.22	ZMW	0.11	0.02
Trade receivables	0.38	0.62	AED	0.02	0.04
	1.07	3.79	AUD	0.02	0.07
	14.92	32.51	BDT	18.14	41.26
	—	3.79	CAD	—	0.07
	5.75	2.63	CLP	57.47	24.14
	—	31.71	COP	—	1,036.25
	6.01	117.96	EUR	0.09	1.43
	0.79	1.07	GHS	0.05	0.05
	16.92	16.15	IDR	3,519.57	3,061.22
	0.76	5.18	RON	0.05	0.28
	0.01	0.01	SGD	0.002	0.002
	0.73	33.13	TZS	20.90	882.33
	339.70	450.76	USD	5.43	7.50
	—	0.60	UGX	—	25.08
	0.48	6.93	XOF	4.64	54.77
	6.29	10.50	ZAR	1.21	1.86
Short term advances and Other current assets	0.86	1.83	AED	0.05	0.11
	0.18	0.39	AUD	0.00	0.01
	16.63	12.01	BDT	20.22	15.24
	5.90	4.51	CLP	58.97	41.46

Notes forming part of the Consolidated Financial Statements

Particulars	As at March 31, 2015 (In ₹ Million)	As at March 31, 2014 (In ₹ Million)	Nature of Currency	As at March 31, 2015 (Foreign Currency in Million)	As at March 31, 2014 (Foreign Currency in Million)
	46.91	31.43	COP	1,895.20	1,027.29
	12.68	8.30	EUR	0.19	0.10
	21.72	22.41	GBP	0.23	0.22
	0.19	–	MYR	0.01	–
	17.64	7.75	NIO	7.36	3.23
	1.11	4.15	PAB	0.02	0.07
	38.72	35.48	PEN	1.87	1.64
	1.50	1.43	RMB	0.15	0.15
	1.37	0.45	RON	0.09	0.02
	3.05	7.62	TZS	87.77	202.84
	187.28	92.76	USD	2.99	1.55
	0.24	24.78	XOF	2.31	195.86
	2.41	5.86	ZAR	0.47	1.04

38. Research tax rebate accrued as other income for Vox mobili S.A. and OnMobile S.A., during the year amounted to ₹ 13.74 Million (Previous year: ₹ 54.89 Million) and total tax receivable outstanding at March 31, 2015 amounted to ₹ 43.74 Million (Previous year: ₹ 167.07 Million).

39. Exceptional items:

i. Exceptional items for the year ended March 31, 2015 represents:

- a On 12th February 2015, the Venezuelan Government amended its 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.

ii. Exceptional items for the year ended March 31, 2014 represents:

- a On 24th March 2014, the Venezuelan Government introduced a new currency exchange process (SICAD II) which had resulted in a devaluation of their local currency against US Dollars at 49.81 Bolivars per USD as of 31st March 2014 as against the official exchange rate of 6.3 Bolivars per USD. Accordingly, the Company had used SICAD II exchange rate to remeasure the Venezuela operations and its net monetary assets, and charged off the impact amounted to ₹ 161.09 Million in the consolidated results.
- b The Company had recognised provision for diminution in value of Investment in its subsidiary OnMobile Europe B.V. which had underlying investment in OnMobile S.A., which had resulted in a non-cash write down of goodwill arising on consolidation of OnMobile SA amounting to ₹ 679.62 Million.
- c On May 3, 2014, the Company had executed a binding Share Purchase Agreement (SPA) with Synchronoss Technologies Inc., a Company headquartered in New Jersey and a leading player in synchronization technology products, for divestment of Voxmobili SA. The proposed deal was subject to and contingent upon certain events, including applicable regulatory and shareholders' approvals. Upon the consummation of the deal, the Company was expected to realise an amount of USD 26 Million, subject to escrows and other conditions customarily contracted as a part of such a deal. Pursuant to the terms of the said agreement, the Company had recorded the settlement claim in the consolidated results amounting to ₹ 354.13 Million.

40. The Company had made an application to the Central Government for compounding of one of the contracts for a party covered under Section 297 of the Companies Act, 1956, which expired during an earlier year. The total transaction for which compounding application had been filed amounted to ₹ 3.01 Million. The approval from Central Government is awaited.

Notes forming part of the Consolidated Financial Statements

41. During the year, the Company has completed the divestiture of Voxmobili SA, a step-down subsidiary of the Company. The Company had signed the Share Purchase Agreement (SPA) with Synchronoss Technologies France, a leading player in synchronization technology products, in May 2014. With the closure of this deal, the Company realised an amount of USD 26 Million, subject to escrows and other conditions customarily contracted as part of such deal. Net Profit / (Loss) for the said entity included in the consolidated financial results are:

(In ₹ Million)

Particulars	Net Profit / (Loss) included in the above results		The net profit / (Loss) before intercompany eliminations	
	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
Net profit / (loss) for the period	24.00	90.06	(67.20)	(251.10)

42. Previous year's figures have been regrouped/reclassified wherever necessary to correspond with the current years' classification / disclosure.

Notice to the 15th Annual General Meeting

Notice is hereby given that the Fifteenth Annual General Meeting (AGM) of the Members of OnMobile Global Limited will be held on Tuesday, September 8, 2015 at 10:00 a.m. at Hotel Royal Orchid, adjoining KGA Golf Course, HAL Airport Road, Bangalore - 560 008, Karnataka, India to transact the following business:

ORDINARY BUSINESS

Item No. 1: Adoption of financial statements

To receive, consider and adopt the audited Balance Sheet of the Company as at March 31, 2015, the Statement of Profit and Loss for the financial year ended as on that date and the Reports of the Directors and Auditors thereon.

Item No. 2: Declaration of dividend

To declare a dividend of ₹ 1.50/- per equity share for the financial year ended March 31, 2015.

Item No. 3: Retirement of Director by rotation, François-Charles Sirois

To appoint a Director in place of François-Charles Sirois who retires by rotation and being eligible, offers himself for re-appointment.

Item No. 4: To ratify the appointment of Auditors

To consider and if thought fit, to pass the following resolution as an ordinary resolution:

“RESOLVED THAT the appointment of M/s Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No. 008072S), as Auditors of the Company pursuant to Section 139 of the Companies Act, 2013 and the rules made thereunder, by the shareholders in the previous Annual General Meeting held on September 10, 2014, to hold office until the conclusion of the 17th (Seventeenth) Annual General Meeting of the Company, be and is hereby ratified and the Board of Directors of the Company be and is hereby authorised to fix the remuneration payable to them for the financial year ending March 31, 2016 as may be recommended by the Audit Committee in consultation with the Auditors.”

SPECIAL BUSINESS

Item No. 5: Appointment of Sanjay Baweja as an Independent Director

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of sections 149, 152 and other applicable provisions read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment

and Qualification of Directors) Rules, 2014, Sanjay Baweja (DIN 00232126), a Director of the Company, who was appointed as an Additional Director w.e.f. May 28, 2015 and who holds office until the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company to hold office up to the date of AGM to be held during the calendar year 2018, not liable to retire by rotation.”

Item No. 6: Appointment of Nehchal Sandhu as an Independent Director

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of sections 149, 152 and other applicable provisions read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Nehchal Sandhu (DIN 07223164), a Director of the Company, who was appointed as an Additional Director w.e.f. August 1, 2015 and who holds office until the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company to hold office up to the date of AGM to be held during the calendar year 2018, not liable to retire by rotation.”

Item No. 7: Appointment of Pascal Tremblay as an Independent Director

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of sections 149, 152 and other applicable provisions read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Pascal Tremblay (DIN 07237036), a Director of the Company, who was appointed as an Additional Director w.e.f. August 1, 2015 and who holds office until the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company to hold office up to the date of AGM to be held during the calendar year 2018, not liable to retire by rotation.”

Item No. 8: Appointment of François-Charles Sirois as Executive Chairman of the Company

To consider and, if thought fit, to pass the following resolution as a special resolution:

“RESOLVED THAT pursuant to provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, subject to the approval of the Central Government as may be required, approval of the Company be and is hereby accorded to the appointment of François-Charles Sirois as Executive Chairman of the Company, for a period of 5 (Five) years with effect from November 1, 2014, on the remuneration and other terms and conditions as set out hereunder and the remuneration is for a period starting from November 1, 2014 to October 31, 2017 in terms of proviso to Section II of Part II of Schedule V of the Companies Act, 2013:

Fixed Compensation (FC) : ₹ 9,225,000/- per annum.

Variable Pay (VP) : ₹ 9,225,000/- per annum
(The VP pay-out will be based on Company performance parameters)

Other Terms and conditions : As per the Company policies from time to time

RESOLVED FURTHER THAT subject to the approval of the Central Government notwithstanding anything herein above stated where in any financial year closing on or after March 31, 2015, during the tenure of François-Charles Sirois as Executive Chairman of the Company, the Company incurs loss or its profits are inadequate, the Company shall pay to François-Charles Sirois the said remuneration by way of salary, bonus and other allowances as a minimum remuneration irrespective of whether the same exceeds or not the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013, or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration for a period not exceeding 3 years from the date of appointment.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of appointment and/or remuneration of François-Charles Sirois subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013.”

Item No. 9: Revision of remuneration to Rajiv Pancholy, Managing Director and CEO of the Company:

To consider and, if thought fit, to pass the following resolution as a special resolution:

“RESOLVED THAT pursuant to the provisions of Section 196, 197 and 203 and Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and subject to the approval of the Central Government as may be required, approval of the Company be and is hereby accorded to the payment of the following revised remuneration to Rajiv Pancholy, Managing Director and CEO of the Company w.e.f. October 30, 2014 till June 25, 2017 in terms

of proviso to Section II of Part II of Schedule V of the Companies Act, 2013:

Fixed Compensation (FC) : ₹ 24,458,920/- per annum.

Variable Pay (VP) : at the rate of 50% of FC.

(The VP at 50% pay-out will be ₹ 12,229,460/-per annum. The VP pay-out will be based on Company performance parameters.)

Employee Stock Options : a total of 1,000,000 OnMobile Employee Stock Options (ESOPs) *including the earlier granted 80,000 ESOPs.*

Other Benefits : In addition to the above mentioned compensation details, eligible for a comprehensive package of benefits. The eligibility of these benefits is governed by specific rules, as laid down by the Company from time to time.

a) Medical Insurance: Insurance coverage for employee & dependents (max. of 6 including Self, Spouse, Children and dependent parents if residing in India) under the Mediclaim Insurance of ₹ 3,00,000/-

b) Accident Insurance: Accident insurance coverage for all employees under the Group Insurance scheme of ₹ 1,000,000/-

c) Life Insurance: Eligibility based on Job Band.

d) Gratuity: Eligible as per Payment of Gratuity Act, on successful completion of 5 years of continuous service in OnMobile.

e) Relocation Benefits:

i. Tickets to Bangalore for self and dependents (Business class) - dependents include spouse and children.

ii. Entitled to 3 return tickets (Business Class) to Canada within the first 6 months of joining.

iii. Stay at Guest House/hotel for 15 days, including the dependents (spouse and children).

f) Recoverable advance towards House Rent Deposit of ₹ 1,300,000/- (with a perquisite value of approx. ₹ 136,500/- per annum).

- g) Onetime allowance related to procurement of essential household items amounting to ₹ 787,759/-.
- h) Car facility with a perquisite value of ₹ 39,600/- per annum.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to give effect to the above resolution.”

Item No. 10: Payment of remuneration to non-executive directors of the Company

To consider and if thought fit, to pass the following resolution as a special resolution:

“RESOLVED THAT in supersession of all the earlier resolutions of the shareholders and pursuant to Section 197 read with Section 198 and other applicable provisions of the Companies Act, 2013 and the Rules made there under, and in terms of Clause 49 of the Listing Agreement with Stock Exchanges, subject to the approval of the Central Government as may be required, the non-executive directors of the Company (i.e directors other than managing and whole-time directors) be paid remuneration, in addition to the sitting fees to be paid for attending the meetings of the Board or Committees thereof, in aggregate not exceeding an amount equal to 5 percent of the net profits of the Company computed in accordance with the provisions of Section 198 of the Companies Act, 2013 or ₹ 11 million, whichever is higher for each financial year commencing on or after April 1, 2015 and the said remuneration be paid in such amount, proportion and manner as may be decided by the Board of Directors of the Company from time to time.”

By Order of the Board of Directors
For OnMobile Global Limited

Sd/-

Date : July 30, 2015

P V Varaprasad
Company Secretary

Regd. Office:

OnMobile Global Limited,
E City, Tower-1, No 94/1C and 94/2,
Veerasandra, Attibele Hobli,
Anekal Taluk, Electronic city Phase-1,
Bangalore - 560 100
CIN:L64202KA2000PLC027860

NOTES:

1. Statement pursuant to Section 102 (1) of the Companies Act, 2013 is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AT THE MEETING INSTEAD OF HIMSELF / HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

3. The instrument appointing the proxy, duly completed must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
4. A person can act as proxy on behalf of members not exceeding fifty in number and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. However, a member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
5. Corporate members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
6. A member shall be entitled, during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than 'three days' of notice in writing is given to the Company.
7. Members/proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
9. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
10. **The Register of Members and Share Transfer Books of the Company shall remain closed from September 2, 2015 to September 8, 2015 (both days inclusive) for the purpose of payment of dividend and the 15th AGM of the Company.**
11. Subject to the provisions of the Companies Act, 2013, dividend as recommended by the Board of Directors, if declared at the AGM will be paid within 30 days from the date of declaration to those members whose names appear on the Register of Members as on September 01, 2015.
12. Members whose shareholding is in the electronic mode are requested to inform change of address and updates of savings bank account details to their respective depository participants.
13. Members are requested to address all correspondence, including dividend matters, to the Registrar and Share Transfer Agent Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot no. 31 & 32, Gachibowli Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032, India.

14. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with the Company Secretary, at the Company's registered office. Members are requested to note that dividends not encashed or claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124 of the Companies Act, 2013 be transferred to the Investor Education and Protection Fund.
15. Members are requested to update their email address with their depository participant to ensure that the annual report and other documents reach on their preferred email account.
16. The Notice of the 15th AGM and instructions for e-voting, along with the Attendance Slip and Proxy Form, is being sent by electronic mode to all the members whose email addresses are registered with the Company/Depository Participant(s) unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode.
17. Members may also note that the Notice of the 15th AGM and the Annual Report 2015 will be available on the Company's website, **www.onmobile.com**. The physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at: **investors@onmobile.com**
18. Additional information pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges in respect of the Directors seeking appointment/re-appointment at the AGM is furnished in the Annexure and forms part of the Notice.
19. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company.
20. Information and other instructions relating to e-voting are as follows:
 - i. In compliance with Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 (as substituted by Amendment Rules, 2015) and Clause 35B of Listing Agreement, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by Karvy Computershare Private Limited ("Karvy"). The facility for voting through Poll will be made available at the meeting and the members attending the meeting who have not cast their votes by remote e-voting shall be able to cast their votes at the meeting.
 - ii. The members who have voted through remote e-voting may attend the AGM but shall not be entitled to cast their vote again.
 - iii. The Company has engaged the services of Karvy Computershare Private Limited ("Karvy") as the Agency to provide e-voting facility.
 - iv. Voting rights shall be reckoned on the paid up value of equity shares registered in the name of the member/beneficial owner as on **September 1, 2015, being the cut off date**.
 - v. A person, whose name is appearing in the register of members or in the register of beneficial owners maintained by the depositories as on the **cut off date i.e. September 1, 2015**, shall only be entitled to avail the facility of remote e-voting /poll.
 - vi. Any person who becomes the member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cutoff date may write to Karvy on their e-mail ID evoting@karvy.com, or Karvy Computershare Private Limited (Unit Onmobile), Karvy Selenium Tower B, Plot No.31 & 32, Gachibowli, Financial District, Nanakramguda Serilingampally Mandal, Hyderabad-500 032 or contact S V Raju on 040-67162222 requesting for User ID and password. After receipt of above credentials, a member may follow the instructions for e-voting to cast his votes.

If the member is already registered with Karvy e-voting platform then he can use his existing User ID and password for casting his votes through remote e-voting.
 - vii. The remote e-voting facility will be opened only during the following voting period:

Commencement of Remote e-voting: 9.00 a.m. (IST) on September 4, 2015
End of Remote e-voting: 5.00 p.m. (IST) on September 7, 2015

The detailed instructions sheet for remote e-voting is attached.
21. The Board of Directors of the Company have appointed Parameshwar G Hegde, a Practising Company Secretary as the Scrutinizer, for conducting both remote e-voting and Poll voting process at the meeting in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the purpose.
22. The Scrutinizer, after scrutinizing the votes cast at the meeting by Poll and remote e-voting, will not later than three days of conclusion of the Meeting, make a consolidated Scrutinizer's report and submit the same to the Chairman.
23. The results declared along with the consolidated Scrutinizer's report shall be placed on the website of the Company **www.onmobile.com** and on the website of Karvy **<https://evoting.karvy.com>**. The results shall simultaneously be communicated to the Stock Exchanges.

24. Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the meeting i.e. September 8, 2015.

STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item No.5

Sanjay Baweja was appointed as an Additional Director of the Company by the Board of Directors effective May 28, 2015 pursuant to Section 161 of the Companies Act, 2013, read with Article 102 of the Articles of Association of the Company.

In terms of the provisions of Section 161 of the Act, Sanjay Baweja will hold office up to the date of the ensuing AGM. The Company has received a notice in writing from a member along with a deposit of requisite amount under Section 160 of the Act proposing the candidature of Sanjay Baweja for the office of Director.

The resolution seeks the approval of the shareholders for appointment of Sanjay Baweja as an Independent Director of the Company for a term up to the date of AGM to be held during the calendar year 2018 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013, and the Rules made there under. Further, he is not liable to retire by rotation.

The Company has received from Sanjay Baweja (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and confirming his eligibility for such appointment and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

In the opinion of the Board, Sanjay Baweja fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Agreement. Sanjay Baweja is independent of the management. A copy of the draft letter for appointment of Sanjay Baweja as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day upto the date of the AGM.

No director, key managerial personnel or their relatives, except Sanjay Baweja to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item No. 5 for the approval of the shareholders.

Item No.6

Nehchal Sandhu was appointed as an Additional Director of the Company by the Board of Directors effective August 1, 2015 pursuant to Section 161 of the Companies Act, 2013, read with Article 102 of the Articles of Association of the Company.

In terms of the provisions of Section 161 of the Act, Nehchal Sandhu will hold office up to the date of the ensuing AGM. The Company has received a notice in writing from a member along with a deposit of requisite amount under Section 160 of the Act proposing the candidature of Nehchal Sandhu for the office of Director.

The resolution seeks the approval of the shareholders for appointment of Nehchal Sandhu as an Independent Director of the Company for a term up to the date of AGM to be held during the calendar year 2018 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013, and the Rules made there under. Further, he is not liable to retire by rotation.

The Company has received from Nehchal Sandhu (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and confirming his eligibility for such appointment and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

In the opinion of the Board, Nehchal Sandhu fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Agreement. Nehchal Sandhu is independent of the management. A copy of the draft letter for appointment of Nehchal Sandhu as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day upto the date of the AGM.

No director, key managerial personnel or their relatives, except Nehchal Sandhu to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item No. 6 for the approval of the shareholders.

Item No.7

Pascal Tremblay was appointed as an Additional Director of the Company by the Board of Directors effective August 1, 2015 pursuant to Section 161 of the Companies Act, 2013, read with Article 102 of the Articles of Association of the Company.

In terms of the provisions of Section 161 of the Act, Pascal Tremblay will hold office up to the date of the ensuing AGM. The Company has received a notice in writing from a member along with a deposit of requisite amount under Section 160 of the Act proposing the candidature of Pascal Tremblay for the office of Director.

The resolution seeks the approval of the shareholders for appointment of Pascal Tremblay as an Independent Director of the Company for a term up to the date of AGM to be held during the calendar year 2018 pursuant to Section 149 and other

applicable provisions of the Companies Act, 2013, and the Rules made there under. Further, he is not liable to retire by rotation.

The Company has received from Pascal Tremblay (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and confirming his eligibility for such appointment and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

In the opinion of the Board, Pascal Tremblay fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Agreement. Pascal Tremblay is independent of the management. A copy of the draft letter for appointment of Pascal Tremblay as an Independent Director setting out the terms and conditions would be available for

inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day upto the date of the AGM.

No director, key managerial personnel or their relatives, except Pascal Tremblay to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item No. 7 for the approval of the shareholders.

Item No.8

The Board of Directors of the Company at their meeting held on October 30, 2014, subject to approval of the members and approval of the Central Government as may be required, appointed François-Charles Sirois as Executive Chairman of the Company for a period of five years w.e.f. November 1, 2014 on the remuneration and other terms and conditions of appointment as recommended by the Nomination and Compensation Committee of the Board.

STATEMENT OF INFORMATION AS PER SECTION II OF PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013:

Sl. No.	General Information			
1.	Nature of industry	Telecom value added services OnMobile is a global leader in the delivery of high quality Value Added Services, which are used by many of the best known mobile operators to provide information, entertainment, and personalization services to their customers.		
2.	Date or expected date of commencement of commercial production	Year 2000 (Date of Incorporation : September 27, 2000)		
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable		
4.	Financial performance based on given indicators	Financial Year 2014-15 (₹ in Millions)	Financial Year 2013-14 (₹ in Millions)	
	Paid up capital	1092.20	1142.36	
	Reserves and Surplus	6177.08	6647.39	
	Turnover	3460.40	4062.32	
	Profit/(Loss) before tax	198.90	(303.58)	
	Profit/(Loss) after tax	92.09	(372.99)	
5.	Export performance and net foreign exchange earned	Financial Year 2014-15 : ₹ 1972.46 Millions; and Financial Year 2013-14: ₹ 2400.86 Millions.		
6.	Foreign investments or collaborations, if any.	(No. of shares)		
		Particulars	F.Y 2014-15	F.Y 2013-14
		Individuals	41,106	40,106
		Companies	5,09,23,703	3,90,23,703
		Foreign Institutional Investors (FIIs)	78,74,705	59,52,424
		NRIs/PIO	7,34,189	12,89,577

	Information about the appointee																													
1.	Background details	François-Charles Sirois holds a Bachelor of Business Administration, options in finance and marketing, HEC Montreal. François-Charles Sirois is the President and CEO of Telesystem, a global media and technology holding company. He is also the President and Chief Executive Officer of OnMobile Systems Inc., the largest shareholder of OnMobile. François Charles has more than 15 years of experience in corporate mergers, acquisitions and financing. His entrepreneurship expertise and talent for developing successful joint ventures with innovative partners have enabled Telesystem to leverage the momentum in the media and technology industry. Before joining Telesystem, François Charles founded and helmed up2 technologies, Microcell i5 and Masq. He currently serves on the Boards of OnMobile Systems Inc, Telesystem Ltd, Telesystem Media Inc., Stingray Digital Group Inc., iPerceptions Inc., and Zone3 Inc.																												
2.	Past remuneration	<p>The details of remuneration drawn by François-Charles Sirois, the appointee in the preceding three financial years (2011-12, 2012-13 and 2013-14) indicating the name of the organization and the position held by him and whether the same was within the limits of the Companies Act or with the Central Government approval are provided below.</p> <table><tr><th>Financial Year</th><th>Position Held</th><th>Name of Company</th><th>Public/ Private</th><th>Cash Compensation</th><th>Whether within the limits of the Act or with the Central Government Approval</th></tr><tr><td>2011-12</td><td>President</td><td>Telesystem Ltd.</td><td>Private</td><td>₹ 2.06 Crores</td><td>Not Applicable.</td></tr><tr><td>2012-13</td><td>President and CEO</td><td>Telesystem Ltd.</td><td>Private</td><td>₹ 2.75 Crores</td><td>Not Applicable.</td></tr><tr><td>2013-14</td><td>President and CEO</td><td>Telesystem Ltd.</td><td>Private</td><td>₹ 3.34 Crores</td><td>Not Applicable.</td></tr></table>					Financial Year	Position Held	Name of Company	Public/ Private	Cash Compensation	Whether within the limits of the Act or with the Central Government Approval	2011-12	President	Telesystem Ltd.	Private	₹ 2.06 Crores	Not Applicable.	2012-13	President and CEO	Telesystem Ltd.	Private	₹ 2.75 Crores	Not Applicable.	2013-14	President and CEO	Telesystem Ltd.	Private	₹ 3.34 Crores	Not Applicable.
Financial Year	Position Held	Name of Company	Public/ Private	Cash Compensation	Whether within the limits of the Act or with the Central Government Approval																									
2011-12	President	Telesystem Ltd.	Private	₹ 2.06 Crores	Not Applicable.																									
2012-13	President and CEO	Telesystem Ltd.	Private	₹ 2.75 Crores	Not Applicable.																									
2013-14	President and CEO	Telesystem Ltd.	Private	₹ 3.34 Crores	Not Applicable.																									
3.	Recognition or awards	—																												
4.	Job profile and his suitability	François-Charles Sirois will play a central role in developing the long term strategic plan for OnMobile Global and working with the Managing Director and CEO to oversee its implementation in a phased manner. In addition, he will contribute his expertise in digital media, as well as guide the OnMobile teams on matters pertaining to content procurement and sourcing on a global scale. François-Charles Sirois, by virtue of his vast expertise in steering numerous companies through growth cycles, has the requisite experience and credentials to perform this crucial role.																												
5.	Remuneration proposed	<table><tr><td>Fixed Compensation (FC)</td><td>₹ 9,225,000/- per annum.</td></tr><tr><td>Variable Pay (VP)</td><td>₹ 9,225,000/- per annum (The VP pay-out will be based on Company performance parameters.)</td></tr><tr><td>Other Terms and Conditions</td><td>As per the Company policies from time to time</td></tr></table>					Fixed Compensation (FC)	₹ 9,225,000/- per annum.	Variable Pay (VP)	₹ 9,225,000/- per annum (The VP pay-out will be based on Company performance parameters.)	Other Terms and Conditions	As per the Company policies from time to time																		
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Variable Pay (VP)	₹ 9,225,000/- per annum (The VP pay-out will be based on Company performance parameters.)																													
Other Terms and Conditions	As per the Company policies from time to time																													
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Comparative remuneration numbers were considered from well-known listed companies. The indicative salary range for this role is ₹ 1 cr to 2.5 crs which includes annual cash and bonus																												

7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	François-Charles Sirois has no pecuniary relationship either direct or indirect with the company and he is not related to any director of the company, except he represents the promoter of the Company i.e. OnMobile Systems Inc and is also a director therein.																			
	Other Information																				
1.	Reasons of loss or inadequate profits	The reason for loss during the year 2013-14 is provision made for diminution in value of investment in its subsidiary OnMobile Europe BV, which has underlying investment of ₹ 559.48 Million in OnMobile S.A, France (erstwhile Telisma S. A).																			
2.	Steps taken or proposed to be taken for improvement	<div>1. Rationalisation of manpower and operating expenses.</div> <div>2. Low margins/ loss making geographies and product verticals identified and put in place a strategy for turning around these into profitable verticals.</div> <div>3. Since Rajiv Pancholy had taken over as Managing Director & CEO of the Company, several steps have been taken to improve the performance of the companies:<div><div>a. Many unprofitable products have been discontinued, and the associated development costs have been eliminated.</div><div>b. All external spending, especially those related to consulting, travel, and telecom costs have been scrutinized, and reductions made as appropriate.</div><div>c. Internal processes have been reviewed and changed to increase the overall efficiency of the organization, leading to a reduction in payroll costs.</div><div>d. Unprofitable or legacy businesses have been hived off to reduce expenses and to increase the cash position of the Company.</div><div>e. Several new supply contracts have been signed with well-known Mobile Operators. This will lead to a steady increase in the revenues of the Company and the Company earned a Profit after tax (PAT) of ₹ 92.09 million for FY 2014-15 on standalone basis.</div></div></div>																			
3.	Expected increase in productivity and profits in measurable terms.	<div>Financials on Standalone basis for three years:</div> <div>(in ₹ Million)</div> <table><tr><th rowspan="2">Financial Year</th><th>2014-15</th><th>2015-16</th><th>2016-17</th></tr><tr><th>(Actuals)</th><th>(Projected)</th><th>(Projected)</th></tr><tr><td>Turnover</td><td>3460.40</td><td>3806</td><td>4110</td></tr><tr><td>PBT</td><td>198.90</td><td>304</td><td>370</td></tr><tr><td>PAT</td><td>92.09</td><td>190</td><td>220</td></tr></table>	Financial Year	2014-15	2015-16	2016-17	(Actuals)	(Projected)	(Projected)	Turnover	3460.40	3806	4110	PBT	198.90	304	370	PAT	92.09	190	220
Financial Year	2014-15	2015-16		2016-17																	
	(Actuals)	(Projected)	(Projected)																		
Turnover	3460.40	3806	4110																		
PBT	198.90	304	370																		
PAT	92.09	190	220																		

François-Charles Sirois being a Canadian Citizen was not a resident of India at the time of appointment. His appointment is subject to approval of the Central Government pursuant to Schedule V of Companies Act, 2013.

Copy of the draft letter of appointment of François-Charles Sirois as Executive Chairman of the Company setting out the terms and conditions of appointment is available for inspection by members at the Registered Office of the Company.

The resolution seeks the approval of the shareholders for

appointment of François-Charles Sirois as Executive Chairman of the Company for a period of 5 years from November 1, 2014 to October 30, 2019 and proposed remuneration for a period of 3 years in terms of Proviso to Section II of Part II of Schedule V of the Companies Act, 2013.

No director, key managerial personnel or their relatives, except François-Charles Sirois to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the special resolution set forth in Item No. 8 for the approval of the shareholders.

Item No.9

The Board of Directors of the Company at their meeting held on October 30, 2014, subject to approval of the members and the Central Government as may be required and as recommended by the Nomination and Compensation Committee of the Board,

approved the revision of the remuneration payable to Rajiv Pancholy, Managing Director and CEO of the Company for a period starting from October 30, 2014 to June 25, 2017 in terms of proviso to Section II of Part II of Schedule V of Companies Act, 2013:

STATEMENT OF INFORMATION AS PER SECTION II OF PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013:

Sl. No.	General Information																	
1.	Nature of industry	Telecom value added services OnMobile is a global leader in the delivery of high quality Value Added Services, which are used by many of the best known mobile operators to provide information, entertainment, and personalization services to their customers.																
2.	Date or expected date of commencement of commercial production	Year 2000 (Date of Incorporation : September 27, 2000)																
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable																
4.	Financial performance based on given indicators	Financial Year 2014-15 (₹ in Millions)	Financial Year 2013-14 (₹ in Millions)															
	Paid up capital	1092.20	1142.36															
	Reserves and Surplus	6177.08	6647.39															
	Turnover	3460.40	4062.32															
	Profit/(Loss) before tax	198.90	(303.58)															
	Profit/(Loss) after tax	92.09	(372.99)															
5.	Export performance and net foreign exchange earned	Financial Year 2014-15: ₹ 1972.46 Millions; and Financial Year 2013-14: ₹ 2400.86 Millions.																
6.	Foreign investments or collaborations, if any.	<div>(No. of shares)</div> <table><tr><th>Particulars</th><th>F.Y 2014-15</th><th>F.Y 2013-14</th></tr><tr><td>Individuals</td><td>41,106</td><td>40,106</td></tr><tr><td>Companies</td><td>5,09,23,703</td><td>3,90,23,703</td></tr><tr><td>Foreign Institutional Investors (FIIs)</td><td>78,74,705</td><td>59,52,424</td></tr><tr><td>NRIs/PIO</td><td>7,34,189</td><td>12,89,577</td></tr></table>		Particulars	F.Y 2014-15	F.Y 2013-14	Individuals	41,106	40,106	Companies	5,09,23,703	3,90,23,703	Foreign Institutional Investors (FIIs)	78,74,705	59,52,424	NRIs/PIO	7,34,189	12,89,577
Particulars	F.Y 2014-15	F.Y 2013-14																
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Companies	5,09,23,703	3,90,23,703																
Foreign Institutional Investors (FIIs)	78,74,705	59,52,424																
NRIs/PIO	7,34,189	12,89,577																
	Information about the appointee																	
1.	Background details	<p>Rajiv Pancholy holds a Masters degree in Electrical Engineering and Physics from McGill University, Montréal, Canada, and the Indian Institute of Technology, New Delhi, respectively.</p> <p>He is a veteran in the telecommunications industry possessing over three decades of experience in a variety of roles. He has a track record of successfully transforming organisations, conceptualizing innovative products, international business development, and regulatory policy formulation.</p> <p>Prior to his appointment at OnMobile, he co-founded a radio broadcasting company known as TTP Media where he served as President for the past several years. Prior to TTP Media, Rajiv was the Chairman and CEO of TenXc Wireless Inc. Before joining TenXc,</p>																

		<p>Rajiv was the President and CEO of Mitec Telecom Inc., a publicly listed manufacturer of wireless network products. Rajiv was also the President and Chief Operating Officer of Canada's fourth largest national wireless operator, Microcell Connexions Inc. During his tenure at Microcell, he revitalized the business to new levels of customer and business performance and presided over Microcell becoming the first Canadian carrier to nationally launch commercial high speed wireless data services. He was engaged as an Advisor to the Telecom Policy Review Panel launched by the Government of Canada to make recommendations on Canadian Telecom Policy. Rajiv also serves as an advisor to many venture funds in North America and is on the Board of Directors of various technology companies.</p>																								
2.	Past remuneration	<p>The details of remuneration drawn by Rajiv Pancholy, the appointee in the preceding three financial years (2011-12, 2012-13 and 2013-14) indicating the name of the organization and the position held by him and whether the same was within the limits of the Act or with the Central Government approval are provided below.</p> <table><tr><th>Financial Year</th><th>Position Held</th><th>Name of Company</th><th>Public/ Private</th><th>Cash Compensation</th><th>Whether within the limits of the Act or with the Central Government Approval</th></tr><tr><td>2011-12</td><td>Chairman and CEO</td><td>TenXc Wireless Inc. (Canadian Company)</td><td>Privately held</td><td>₹ 1.98 Crores</td><td>Not Applicable.</td></tr><tr><td>2012-13</td><td>Founder & President</td><td>TTP Media (Canadian Company)</td><td>Privately held</td><td>₹ 2.26 Crores</td><td>Not Applicable.</td></tr><tr><td>2013-14</td><td>Founder & President</td><td>TTP Media (Canadian Company)</td><td>Privately held</td><td>₹ 2.80 Crores</td><td>Not Applicable.</td></tr></table>	Financial Year	Position Held	Name of Company	Public/ Private	Cash Compensation	Whether within the limits of the Act or with the Central Government Approval	2011-12	Chairman and CEO	TenXc Wireless Inc. (Canadian Company)	Privately held	₹ 1.98 Crores	Not Applicable.	2012-13	Founder & President	TTP Media (Canadian Company)	Privately held	₹ 2.26 Crores	Not Applicable.	2013-14	Founder & President	TTP Media (Canadian Company)	Privately held	₹ 2.80 Crores	Not Applicable.
Financial Year	Position Held	Name of Company	Public/ Private	Cash Compensation	Whether within the limits of the Act or with the Central Government Approval																					
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2013-14	Founder & President	TTP Media (Canadian Company)	Privately held	₹ 2.80 Crores	Not Applicable.																					
3.	Recognition or awards	<ul style="list-style-type: none">Member of the Advisory Committee for Technology Investments at La Caisse de Depôt, Montréal, Canada.Founding President of the Ottawa-Montréal chapter of The Indus Entrepreneurs (TIE).Advisor to the Fonds FTQ (Investment Fund), Montréal, Canada.Member of the External Advisory Board, Faculty of Engineering and Computer Science, Concordia University, Montréal.Frequent speaker at various seminars on international business, organized by the Telfer School of Management, University of Ottawa.Committee Member, Kabir Centre for Performing Arts, Montréal, Canada.Award of Excellence for leadership: Bell Northern Research.Best paper award: the International Symposium on Subscriber Loops and Systems, Tokyo, 1986																								
4.	Job profile and his suitability	<p>Job Profile: Implementing organisational transformation, conceptualizing innovative products, developing marketing strategies, and international business development.</p> <p>Rajiv's suitability: With over 30 years of experience in the telecom and media segments, Rajiv has the leadership skills and domain knowledge</p>																								

		to lead OnMobile into the next phase of its growth. His multi-lingual abilities and multi-cultural personality is eminently suited to an organization like OnMobile whose operations span multiple continents and cultures.	
5.	Remuneration proposed	Fixed Compensation (FC)	₹ 24,458,920/- per annum.
		Variable Pay (VP)	at the rate of 50% of FC. (The VP at 50% pay-out will be ₹ 12,229,460/- per annum. The VP pay-out will be based on Company performance parameters.)
		Employee Stock Options	a total of 1,000,000 OnMobile Employee Stock Options (ESOPs) including the earlier granted 80,000 ESOPs.
		Other Benefits	In addition to the above mentioned compensation details, eligible for a comprehensive package of benefits. The eligibility of these benefits is governed by specific rules, as laid down by the Company from time to time. a) Medical Insurance: Insurance coverage for employee & dependents (max. of 6 including Self, Spouse, Children and dependent parents if residing in India) under the Mediciam Insurance of ₹ 300,000/-. b) Accident Insurance: Accident insurance coverage for all employees under the Group Insurance scheme of ₹ 1,000,000/-. c) Life Insurance: Eligibility based on Job Band. d) Gratuity: Eligible as per Payment of Gratuity Act, on successful completion of 5 years of continuous service in OnMobile. e) Relocation Benefits: i. Tickets to Bangalore for self and dependents (Business class) -dependents include spouse and children. ii. Entitled to 3 return tickets (Business Class) to Canada with in the first 6 months of joining. iii. Stay at Guest House/hotel for 15 days, including the dependents (spouse and children).

		<div><div></div><div>f) Recoverable advance towards House Rent Deposit of ₹ 1,300,000/- (with a perquisite value of approx. ₹ 136,500/- per annum).</div><div>g) Onetime allowance related to procurement of essential household items amounting to ₹ 787,759/-</div><div>h) Car facility with a perquisite value of ₹ 39,600/- per annum.</div></div>																				
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Comparative remuneration benchmarks were sought from well-known executive search firms. The indicative salary range for this role is ₹ 3 Crores to 4 Crores per annum.																				
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Rajiv Pancholy has no pecuniary relationship either direct or indirect with the company and he is not related to any director of the company.																				
Other Information																						
1.	Reasons of loss or inadequate profits	The reason for loss during the year 2013-14 is provision made for diminution in value of investment in its subsidiary OnMobile Europe BV, which has underlying investment of ₹ 559.48 Million in OnMobile S.A, France (erstwhile Telisma S. A).																				
2.	Steps taken or proposed to be taken for improvement	<div><div>1. Rationalisation of manpower and operating expenses.</div><div>2. Low margins/loss making geographies and product verticals identified and put in place a strategy for turning around these into profitable verticals.</div><div>3. Since Rajiv Pancholy had taken over as the CEO and MD of the Company, several steps have been taken to improve the performance of the companies:<div><div>a. Many unprofitable products have been discontinued, and the associated development costs have been eliminated.</div><div>b. All external spending, especially those related to consulting, travel, and telecom costs have been scrutinized, and reductions made as appropriate.</div><div>c. Internal processes have been reviewed and changed to increase the overall efficiency of the organization, leading to a reduction in payroll costs.</div><div>d. Unprofitable or legacy businesses have been hived off to reduce expenses and to increase the cash position of the Company and the Company earned a Profit After Tax (PAT)</div><div>e. Several new supply contracts have been signed with well-known Mobile Operators. This will lead to a steady increase in the revenues of the Company and the Company earned a Profit after tax (PAT) of ₹ 92.09 million for FY 2014-15 on standalone basis.</div></div></div></div>																				
3.	Expected increase in productivity and profits in measurable terms.	<div>Financials on Standalone basis for three years:<div>(in ₹ Million)</div><table><tr><th>Financial Year</th><th>2014-15</th><th>2015-16</th><th>2016-17</th></tr><tr><td></td><th>(Actuals)</th><th>(Projected)</th><th>(Projected)</th></tr><tr><td>Turnover</td><td>3460.40</td><td>3806</td><td>4110</td></tr><tr><td>PBT</td><td>198.90</td><td>304</td><td>370</td></tr><tr><td>PAT</td><td>92.09</td><td>190</td><td>220</td></tr></table></div>	Financial Year	2014-15	2015-16	2016-17		(Actuals)	(Projected)	(Projected)	Turnover	3460.40	3806	4110	PBT	198.90	304	370	PAT	92.09	190	220
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PBT	198.90	304	370																			
PAT	92.09	190	220																			

Rajiv Pancholy was appointed as the Managing Director and CEO of the Company for a period of 5 (five) years with effect from June 26, 2014. His remuneration and other terms and conditions of appointment fixed by the Board was subsequently approved by the shareholders in the Annual General Meeting held on September 10, 2014 and the same was approved by the Central Government. Further, on the recommendation of the Nomination and Compensation Committee, the Board of Directors in their meeting held on October 30, 2014 approved the payment of revised remuneration and other additional benefits to Rajiv Pancholy subject to approval of the members in the ensuing general meeting and the Central Government as may be required.

Accordingly, the resolution seeks the approval of the shareholders for revised remuneration to Rajiv Pancholy, Managing Director & CEO of the Company for a period of 3 years from October 30, 2014 to June 25, 2017 in terms of Proviso to Section II of Part II of Schedule V of the Companies Act, 2013.

No director, key managerial personnel or their relatives, except Rajiv Pancholy to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the special resolution set forth in Item No. 9 for the approval of the shareholders.

Item No: 10

The Shareholders in the AGM held on September 10, 2014 had authorized the payment of remuneration, in addition to the sitting fees, of a sum not exceeding in aggregate 1% of the net profit of the Company computed in accordance with the provisions of Section 198 of the Companies Act, 2013 for each financial year to the non-executive directors of the Company (i.e. directors other than managing and whole time directors) as per the provisions of Section 197 read with Section 198 and other applicable provisions of Companies Act, 2013 and the Rules made thereunder.

As per the provisions of Section 197 of the Companies Act, 2013, except with the approval of the Company in general meeting, the

remuneration payable to non-executive directors shall not exceed 1% of the net profits of the Company, if there is a Managing Director or Whole Time Director or Manager.

Further Clause 49 of the Listing Agreement also requires approval of the shareholders for payment of remuneration to non-executive directors.

Subject to approval of the shareholders and the Central Government as may be required, the Board of Directors vide their resolution dated July 30, 2015, based on the recommendation of Nomination and Compensation Committee, recommends for payment of remuneration to the non-executive directors in aggregate not exceeding an amount equal to 5 percent of the net profits computed in accordance with the provisions of Section 198 of the Companies Act, 2013 or ₹ 11 million whichever is higher for each financial year commencing on or after April 1, 2015.

Accordingly the resolution seeks approval of the shareholders pursuant to Section 197 of the Companies Act, 2013 and also in terms of Clause 49 of the Listing Agreement.

The directors especially the Independent Directors have been assigned new role, responsibility and duties. The New Act envisages that even non-executive directors to devote more attention and time for the effective and good governance of the Company of which they are directors. Corresponding to their increased responsibilities, the Act also envisages that they should be compensated adequately for their services.

Keeping in view the above, the Board recommends the resolution set forth in Item No. 10 for the approval of the shareholders.

All non-executive directors of the Company, as the resolution relates to payment of remuneration to them, may be concerned or interested in the resolution. None of the other directors/key managerial personnel or their relatives is concerned or interested in the resolution.

Additional information on Directors seeking Appointment/Re-appointment at the Annual General Meeting pursuant to Clause 49 of the Listing Agreement.

Particulars	François-Charles Sirois	Sanjay Baweja	Nehchal Sandhu	Pascal Tremblay
Date of Birth	05-05-1975	11-10-1960	06-12-1951	07-10-1969
Effective date of Appointment	26-06-2014	28-05-2015	01-08-2015	01-08-2015
Qualifications	Bachelor of Business Administration, options in finance and marketing, HEC Montreal	Bachelor's degree in commerce from Delhi University, Fellow member of the Institute of Chartered Accountants of India and Associate member of the Institute of Cost and Works Accountant of India.	BSc (Hons) Chemistry from Delhi University	Bachelor in Business Administration from the University of Sherbrooke, Quebec and an MBA from McGill University, Montreal, Quebec
Expertise in specific functional areas	Wide experience in Media (multi-platform music services and digital content production, distribution and promotion), Internet, Software, Venture Capital & Private Equity industries.	Valuable experience in the areas of Corporate Finance and Budget Control, Controllershship, Acquisitions, Financial Analysis, Strategic Business planning, Tax planning, Treasury and fund management and Risk Management.	Wide experience in various facets of management, particularly in the security sphere, organisational restructuring, implementing innovative strategies, international relations, planning and policy development	Wide experience in Private Equity and in various facets of the technologies, media and telecommunications industry. He has a proven track of successfully implementing organisational transformation, international business development and strategic planning.
Directorships held in other companies (including foreign companies) as on date	1. OnMobile Systems Inc. 2. Telesystem Ltd. 3. Stingray Digital Group Inc. 4. Zone3 Inc. 5. Telesystem Media, Inc 6. iPerceptions Inc	—	—	1. Stingray Digital 2. PKWare
Memberships/ Chairmanships of committees of other companies (includes only Audit Committee and Shareholders/ Investors Grievance Committee)	—	—	—	Member of the Audit and Governance committees of Stingray Digital
Number of shares held in the Company	—	—	—	—

By Order of the Board of Directors
For OnMobile Global Limited

Sd/-
P V Varaprasad
Company Secretary

Date : July 30, 2015

Regd. Office:

OnMobile Global Limited,
E City, Tower-1, No 94/1C and 94/2,
Veerasandra, Attibele Hobli,
Anekal Taluk, Electronic city Phase-1,
Bangalore - 560 100
CIN:L64202KA2000PLC027860

Notes

[illegible]



OnMobile Global Limited

Corporate Identity Number (CIN): L64202KA2000PLC027860

Registered Office: OnMobile Global Limited, E City, Tower-1, No 94/1C and 94/2, Veerasandra, Attibele Hobli, Anekal Taluk, Electronic city Phase-1, Bangalore - 560 100
Phone: + 91 80 40096000 • Fax: + 91 80 40096009 • E-mail: investors@onmobile.com • Website: www.onmobile.com

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies

(Management and Administration) Rules, 2014]

Fifteenth Annual General Meeting – September 8, 2015

Name of the member (s) :

Registered address :

E-mail Id :

Folio No/ Client Id :

DP ID :

I / We, being the member(s) of shares of the above named company, hereby appoint

Name : Email :

Address :

Signature :

or failing him / her

Name : Email :

Address :

Signature :

or failing him / her

Name : Email :

Address :

Signature :

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 15th Annual General Meeting of the Company, to be held on Tuesday, September 8, 2015, at 10:00 a.m., at Hotel Royal Orchid, adjoining KGA Golf Course, Old Airport Road, Bangalore - 560 008, Karnataka, India and at any adjournment thereof in respect of such resolutions as are indicated below:

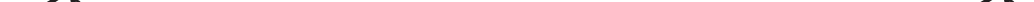
Resolution number	Description	I/We assent to the Resolution(FOR)	I/We dissent tot he Resolution (AGAINST)
1.	Adoption of financial statements		
2.	Declaration of dividend		
3.	Retirement of Directors by Rotation, François-Charles Sirois		
4.	Ratification of appointment of Auditors		
5.	Appointment of Sanjay Baweja as an Independent Director		
6.	Appointment of Nehchal Sandhu as an Independent Director		
7.	Appointment of Pascal Tremblay as an Independent Director		
8.	Appointment of François-Charles Sirois as Executive Chairman of the Company		
9.	Revision of remuneration to Rajiv Pancholy, Managing Director and CEO of the Company		
10.	Payment of remuneration to non- executive directors of the Company		

Signed this day of 2015

Signature of the member

Signature of the proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



OnMobile Global Limited

Corporate Identity Number (CIN): L64202KA2000PLC027860

Registered Office: OnMobile Global Limited, E City, Tower-1, No 94/1 and 94/2, Veerandra, Attibele Hobli, Anekal Taluk, Electronic City Phase-1, Bangalore - 560 100
Phone: + 91 80 40096000 • Fax: + 91 80 40096009 • E-mail: investors@onmobile.com • Website: www.onmobile.com

ATTENDANCE SLIP

Fifteenth Annual General Meeting – September 8, 2015

Regd. Folio No./DP Client ID

[illegible]

No. of shares held

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I/we here by record my/our presence at the Fifteenth Annual General Meeting held at Hotel Royal Orchid, adjoining KGA Golf Course, HAL Airport Road, Bangalore - 560 008, Karnataka, India, at 10.00 AM IST on Tuesday, September 8, 2015.

Name of the member/proxy
(in BLOCK letters)

Signature of the member/proxy

An abstract graphic featuring a gradient background that transitions from dark purple on the left to bright green on the right. Overlaid on this background are several large, white-outlined circles that overlap each other and the edges of the frame, creating a modern, geometric design.

Disclaimer

In this Annual Report, we have disclosed forward looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements – written and oral – that we periodically make, contain forward looking statements that set out anticipated results based on management’s plans and assumptions. We have tried, wherever possible, to identify such statements by using words such as ‘anticipate’, ‘estimate’, ‘expects’, ‘projects’, ‘intends’, ‘plans’, ‘believes’ and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward looking statements will be realised, although we believe we have been prudent in our assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from anticipated, estimated or projected. Readers should bear this in mind. We undertake no obligation to publicly update any forward looking statements, whether as a result of new information, future events or otherwise.

