

SUBEX LIMITED

Registered office: RMZ Ecoworld, Outer Ring Road, Devarabisanahalli, Bangalore - 560 037

Statement of Audited Consolidated Financial Results for the quarter and year ended March 31, 2017

(₹ in Lakhs)

Particulars	Consolidated				
	Quarter ended			Year ended	
	March 31, 2017	December 31, 2016	March 31, 2016	March 31, 2017	March 31, 2016
	Audited (note 11)	Unaudited	Audited (note 11)	Audited	Audited
1 Income from operations					
Net sales/ revenue from operations	9,485	9,578	8,926	35,733	32,246
Other income (note 8)	245	377	58	1,091	116
Total income from operations (net)	9,730	9,955	8,984	36,824	32,362
2 Expenses					
(a) Cost of hardware, software and support charges	204	194	(138)	694	42
(b) Employee benefits expense (note 9)	3,582	4,047	4,262	15,871	16,034
(c) Other expenditure	2,911	2,891	2,078	10,957	8,945
(d) Depreciation and amortisation expense	139	127	110	495	427
(e) Exchange fluctuation (gain)/loss (net)	647	(316)	(971)	(698)	515
Total expenses	7,483	6,943	5,341	27,319	25,963
3 Profit from operations before finance income, finance costs and exceptional items (1-2)	2,247	3,012	3,643	9,505	6,399
4 Finance income	18	17	12	63	66
5 Profit from ordinary activities before finance costs and exceptional items (3+4)	2,265	3,029	3,655	9,568	6,465
6 Finance costs					
(a) Interest on FCCBs (net)	106	126	486	494	3,754
(b) Interest on term loan	-	96	254	464	974
(c) Other finance costs	402	234	389	1,082	1,424
Total finance costs	508	456	1,129	2,040	6,152
7 Profit from ordinary activities before exceptional items and tax (5-6)	1,757	2,573	2,526	7,528	313
8 Exceptional items (net) (note 5)	(10,890)	-	(6,469)	(10,890)	(6,469)
9 Net (loss) / profit from ordinary activities before tax(7+8)	(9,133)	2,573	(3,943)	(3,362)	(6,156)
10 Tax expense (net)	237	318	186	961	1,273
11 Net (loss)/ profit for the period / year (9-10)	(9,370)	2,255	(4,129)	(4,323)	(7,429)
12 Other comprehensive income, net of taxes	275	(561)	(957)	(1,376)	(1,833)
13 Total comprehensive income (11+12)	(9,095)	1,694	(5,086)	(5,699)	(9,262)
14 Paid up equity share capital (face value of ₹ 10 (March 31, 2016: ₹ 10)	50,691	50,691	50,281	50,691	50,281
15 Other equity	-	-	-	17,718	23,102
16 Earnings/(loss) per share (of ₹ 10/- each) (not annualised in case of the interim periods):					
(a) - Basic	(1.85)	0.44	(0.97)	(0.85)	(2.56)
(b) - Diluted	(1.85)	0.44	(0.97)	(0.85)	(2.56)



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Registered office: RMZ Ecoworld, Outer Ring Road, Devarabisanahalli, Bangalore - 560 037

Statement of Consolidated Assets and Liabilities

(₹ in Lakhs)

Particulars	As at	
	March 31, 2017	March 31, 2016
	Audited	Audited
A ASSETS		
Non-current assets		
Property, plant and equipment	785	648
Goodwill on consolidation	65,882	76,772
Other intangible assets	138	82
Financial assets		
Loans	399	365
Other balances with banks	258	238
Other financial assets	234	235
Income tax asset (net)	1,977	1,665
Deferred tax asset (MAT credit entitlement)	478	384
Other non-current assets	564	617
	70,715	81,006
Current assets		
Financial assets		
Loans	196	199
Trade receivables	11,851	11,148
Cash and cash equivalents	7,386	8,600
Other financial assets	4,508	2,551
Other current assets	1,013	707
	24,954	23,205
Total Assets	95,669	104,211
B EQUITY AND LIABILITIES		
Equity		
Equity share capital	50,691	50,281
Other equity	17,718	23,102
Total equity	68,409	73,383
Liabilities		
Non-current liabilities		
Financial liabilities		
Borrowings	-	4,057
Other financial liabilities	-	571
Provisions	297	295
	297	4,923
Current liabilities		
Financial liabilities		
Borrowings	8,590	10,396
Trade payable	1,805	1,676
Other financial liabilities	11,922	9,967
Other current liabilities	3,085	2,435
Provisions	677	653
Income tax liabilities (net)	884	778
	26,963	25,905
Total liabilities	27,260	30,828
Total equity and liabilities	95,669	104,211



Notes:

1 The above results have been reviewed by the Audit Committee and approved by the Board of Directors in their meeting held on May 25, 2017.

2 The financial results of Subex Limited (Standalone information):

(₹ in Lakhs)

Particulars	Quarter ended			Year ended	
	March 31, 2017	December 31, 2016	March 31, 2016	March 31, 2017	March 31, 2016
	Audited (note 11)	Unaudited	Audited (note 11)	Audited	Audited
Total income from operations (net)	8,779	9,067	8,282	33,479	29,624
Profit/(loss) from ordinary activities before tax	(3,239)	1,763	(17,678)	(429)	(20,464)
Profit/(loss) from ordinary activities after tax	(3,353)	1,712	(17,695)	(683)	(20,998)

3 The financial results have been prepared in accordance with the recognition and measurement principles laid down in the applicable Indian Accounting Standards ("Ind AS") prescribed under section 133 of the Companies Act, 2013, read with relevant rules thereunder and in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016.

4 **Reconciliation between previous GAAP and Ind AS**

Consequent to transition from the previous GAAP to Ind AS, the reconciliation of profit/loss after tax for the corresponding three months and year ended March 31, 2016 and reconciliation of equity as on March 31, 2016 is provided below:

(a) **Financial results reconciliation:**

(₹ in Lakhs)

Particulars	Quarter ended March 31, 2016	Year ended March 31, 2016
Net (loss) /profit under previous GAAP	(1,151)	5,872
Add/(less): Ind AS adjustments income/(loss):		
(i) Measurement of Foreign Currency Convertible Bonds ('FCCBs') at fair value		
(a) Impact on finance cost due to effective interest rate and transfer of interest no longer payable to retained earnings on conversion of FCCBs into equity shares	(2,965)	(11,891)
(b) Impact on foreign exchange due to change in carrying value of FCCBs and related account balances and transfer of exchange gain to retained earnings on conversion of FCCBs into equity shares	(418)	(1,846)
(ii) Impact of deferral of revenue pertaining to free support services	(61)	(33)
(iii) Impact on measurement of other long term borrowings at fair value	431	431
(iv) Others (net)	35	38
Net loss after tax as per Ind AS	(4,129)	(7,429)

(b) **Equity reconciliation:**

(₹ in Lakhs)

Particulars	As on March 31, 2016
Equity as reported under previous GAAP	72,700
Effect of transition to Ind AS	
(i) Impact on measurement of long term borrowings at fair value:	
(a) Foreign Currency Convertible Bonds	387
(b) Other term loans	466
(ii) Impact of deferral of revenue pertaining to free support services	(233)
(iii) Others (net)	63
Equity as per Ind AS	73,383



5 Exceptional items: (₹ in Lakhs)					
Particulars	Quarter ended			Year ended	
	March 31, 2017	December 31, 2016	March 31, 2016	March 31, 2017	March 31, 2016
	Audited (note 11)	Unaudited	Audited (note 11)	Audited	Audited
i. Loss on impairment of goodwill (note 5[i](a) & (b))	(10,890)	-	(8,870)	(10,890)	(8,870)
ii. Reversal of interest accrued but not due pertaining to term loans (note 5[ii])	-	-	2,401	-	2,401
Total	(10,890)	-	(6,469)	(10,890)	(6,469)
5[i][a] As at March 31, 2017, the Company assessed the carrying value of goodwill relating to its investment in the subsidiary viz. Subex Americas Inc., amounting to ₹ 9,736 Lakhs (March 31, 2016: ₹ 18,606 Lakhs). Based on future operational plan, projected cash flows and valuation carried out by an external valuer, the Company has made an impairment provision of ₹ 6,010 Lakhs (March 31, 2016: ₹ 8,870 Lakhs) towards the carrying value of goodwill relating to its investment in the said subsidiary. The management is of the view that, the carrying value of goodwill relating to its investment in the said subsidiary of ₹ 3,726 Lakhs as at March 31, 2017 is appropriate. 5[i][b] As at March 31, 2017, the Company assessed the carrying value of goodwill relating to its investment in the subsidiary viz. Subex (UK) Limited amounting to ₹ 67,036 Lakhs (March 31, 2016: ₹ 67,036 Lakhs). Based on future operational plan, projected cash flows and valuation carried out by an external valuer, the Company has made an impairment provision of ₹ 4,880 Lakhs (March 31, 2016: ₹ Nil) towards the carrying value of goodwill relating to its investment in the said subsidiary. The management is of the view that, the carrying value of goodwill relating to its investment in the said subsidiary of ₹ 62,156 Lakhs as at March 31, 2017 is appropriate. 5[ii] During the year ended March 31, 2016, pursuant to the QVT Interest Waiver Letter dated March 26, 2016, the lenders of term loan of US\$ 12 Million to Subex Americas Inc. had waived the interest liability upto the date of such letter and interest accruing thereafter upto August 22, 2016. Further, interest rate has been revised from 10.5% per annum to 5% per annum, effective August 22, 2016. Consequently, accrued outstanding interest of US\$ 2.9 Million (₹ 1,970 Lakhs) has been written back and impact on measurement of such long term borrowings at fair value resulted in reduction in carrying value by ₹ 431 Lakhs as at March 31, 2016. During the current year ended March 31, 2017, such interest waiver has been extended till June 30, 2017 and subsequent to the year end, the entire loan of US\$ 12 Million has been repaid as on May 15, 2017. 6 Subsequent to balance sheet date, the Company has made an allotment of 55,094,999 equity shares of the Company on a preferential basis, at an issue price of ₹ 14 per equity share (Face value of ₹ 10 per equity share) amounting to ₹ 7,713 Lakhs. 7 (a) As at March 31, 2017, the Company has outstanding FCCBs III of USD 3.60 Million (₹ 2,335 Lakhs) which are carried at fair value of USD 3.51 Million (₹ 2,277 Lakhs) in the books of accounts, which are due for redemption on July 07, 2017. (b) The FCCB holders in their respective meetings have approved the deferral of aggregate interest of US\$ 0.73 Million (₹ 473 Lakhs) in respect of outstanding FCCBs III with face value of US\$ 3.60 Million (₹ 2,335 Lakhs) for the period July 6, 2012 to January 5, 2016 till redemption date of the bonds, being July 07, 2017. 8 The Company had remitted the withholding taxes on interest on FCCBs III in accordance with the provisions of the Income Tax Act, 1961 amounting to ₹ 1,052 Lakhs pertaining to FCCBs III which have been converted into equity shares of the Company. Pursuant to such conversion, the interest accrued but not due is considered no longer payable and the management basis expert advice, is of the view that the withholding taxes paid by the Company in respect of the aforesaid interest, are recoverable from income tax department and/or are adjustable against its other withholding taxes obligations. Accordingly, the Company has revised the returns of withholding taxes and adjusted withholding taxes of ₹ 205 Lakhs during the quarter ended March 31, 2017 (quarter ended December 31, 2016 and March 31, 2016 amounting to ₹ 377 Lakhs and ₹ Nil, respectively and that for the year ended March 31, 2017 and March 31, 2016 amounting to ₹ 1,037 Lakhs and ₹ Nil, respectively) on salary, professional services and others by write back of withholding taxes on interest on FCCBs paid earlier, and such write back is included under other income. 9 Employee benefits expenses for the quarters ended March 31, 2017, December 31, 2016 and March 31, 2016 are net of reversal of provision no longer required, in respect of employee incentives relating to sales and delivery commissions, amounting to ₹ 700 Lakhs, ₹ Nil and ₹ 192 Lakhs, respectively and that for the year ended March 31, 2017 and March 31, 2016 amounting to ₹ 700 Lakhs and ₹ 1,065 Lakhs, respectively. 10 The Group is engaged in the business of software products and related services. These, in the context of Ind AS 108 on Operating Segments Reporting are considered to constitute one segment and hence the Group has not made any additional segment disclosures. 11 The figures of last quarter of current and previous year are the balancing figures between the audited figures in respect of the full financial year and the published unaudited year to date figures of nine months of respective year. 12 Previous period figures have been regrouped/ reclassified, wherever necessary to confirm to current period's/ year's classification. 13 Pursuant to Regulation 33 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company has opted to publish the consolidated financial results. The standalone financial results, however, are being made available to the Stock Exchanges where the securities of the Company are listed and are also being posted on the Company's website www.subex.com.					
Bengaluru Date: May 25, 2017  Surjeet Singh Managing Director & CEO For further details on the results, please visit our website: www.subex.com					