

November 15, 2018

**BSE Limited,
Department of Corporate Services,
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai - 400001**

Scrip Code: 526927

Subject: Outcome of Board Meeting

Dear Sir(s),

We wish to inform you that the Board of Directors of Dion Global Solutions Limited ("**the Company**") at its meeting held today have, inter-alia, considered and approved the following:

- a) Un-audited Standalone and Consolidated Financial Results of the Company for the quarter and half year ended September 30, 2018, in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, duly subjected to Limited Review by the Statutory Auditors of the Company. A copy of the said financial results along with Limited Review Reports is attached herewith.
- b) Convening of 23rd Annual General Meeting of the Company on Friday, December 14, 2018 at 10:30 a.m. at India Islamic Cultural Centre, 87-88, Lodhi Road, New Delhi – 110003.

The meeting of the Board of Directors of the Company commenced at 12:00 noon and concluded at 8:30 p.m.

This is for your kind information and record.

Thanking you

Yours truly,

For Dion Global Solutions Limited

**Tarun Rastogi
VP - Legal & Company Secretary**

Encl.: As above

SL.NO.	PARTICULARS	Standalone Results						Consolidated Results					
		Quarter Ended 30.09.2018	Quarter Ended 30.09.2017	Half Year Ended 30.09.2018	Half Year Ended 30.09.2017	Year ended 31.03.2018	Quarter Ended 30.09.2018	Quarter Ended 30.09.2017	Half Year Ended 30.09.2018	Half Year Ended 30.09.2017	Year Ended 31.03.2018	Quarter Ended 30.09.2018	Quarter Ended 30.09.2017
		Unaudited	Unaudited	Unaudited	Unaudited	Audited	Unaudited	Unaudited	Unaudited	Unaudited	Audited	Unaudited	Audited
1	Income from Operations	552.99	594.45	1,008.46	1,192.55	2,406.17	6,272.99	6,163.74	11,962.85	11,237.74	23,064.10	11,962.85	11,237.74
2	Other Income	320.36	1,747.98	633.32	2,187.09	2,151.11	272.22	1,486.98	524.85	1,776.48	2,360.47	524.85	1,776.48
3	Total Income (1+2)	873.35	2,342.43	1,641.78	3,379.64	4,557.28	6,545.21	7,650.72	12,487.70	13,014.22	25,424.57	12,487.70	13,014.22
4	Expenses												
(a)	Employee Benefits Expenses	471.14	644.49	950.38	1,208.88	2,255.85	3,265.66	3,953.42	7,146.18	7,930.68	14,533.68	3,953.42	7,930.68
(b)	Rent	42.50	65.32	79.16	127.70	257.55	299.96	249.42	549.38	557.31	1,103.05	249.42	549.38
(c)	Traveling & Conveyance	8.43	22.13	27.00	44.64	73.03	154.11	183.54	301.80	398.90	694.01	183.54	301.80
(d)	Net depreciation / impairment & amortisation	16.11	34.36	41.60	68.68	128.13	715.32	602.18	1,317.50	1,220.89	2,571.41	602.18	1,220.89
(e)	Finance Costs	2,356.21	707.12	4,234.61	1,434.43	3,398.89	2,522.54	2,036.36	4,558.90	2,392.18	5,301.12	2,036.36	2,392.18
(f)	Other Expenses	376.32	1,357.16	735.18	1,543.74	2,980.40	2,791.47	2,492.54	4,180.97	4,319.10	8,838.96	2,492.54	4,180.97
	Total Expenses	3,270.71	2,797.21	6,067.53	4,428.07	9,093.85	9,749.06	8,305.67	18,054.73	16,819.06	33,042.23	8,305.67	16,819.06
5	Net Profit/(Loss) before exceptional items and tax (3-4)	(2,397.36)	(2,028.78)	(4,426.15)	(1,048.43)	(4,536.57)	(3,203.85)	(2,363.18)	(5,567.03)	(3,804.84)	(7,617.66)	(2,363.18)	(3,804.84)
6	Exceptional loss / (gain)	-	10,163.14	10,163.14	-	46,562.98	(8,265.29)	-	(8,265.29)	-	41,943.52	-	(8,265.29)
7	Net Profit/(Loss) before tax and after exceptional items (5-6)	(2,397.36)	(12,191.92)	(488.15)	(1,048.43)	(51,099.55)	5,061.44	(2,363.18)	2,698.26	(3,804.84)	(49,561.18)	(2,363.18)	(3,804.84)
8	Tax Expense/ (credit)	-	-	-	-	-	0.01	0.44	0.45	1.28	1.33	0.44	1.28
9	Net Profit/(Loss) for the period	(2,397.36)	(12,191.92)	(488.15)	(1,048.43)	(51,099.55)	5,061.43	(2,363.62)	2,697.81	(3,806.12)	(49,562.51)	(2,363.62)	(3,806.12)
10	Other Comprehensive Income/(Loss) after tax	1.84	31.29	33.13	9.73	24.14	810.90	855.14	463.56	766.07	1,254.10	855.14	766.07
11	Total Comprehensive Income/(Loss) (9+10)	(2,395.52)	(12,160.63)	(480.28)	(1,038.70)	(51,075.41)	5,872.33	(1,37.08)	3,161.37	(3,040.05)	(48,308.41)	(1,37.08)	(3,040.05)
12	Profit/(Loss) attributable to:												
	Owners of the Company	(2,397.36)	(12,191.92)	(488.15)	(1,048.43)	(51,099.55)	5,134.92	(915.13)	2,786.83	(3,714.39)	(49,500.30)	(915.13)	(3,714.39)
	Non Controlling Interest	-	-	-	(14.63)	-	(73.48)	(77.09)	(89.02)	(91.72)	(62.15)	(77.09)	(91.72)
13	Total Comprehensive Income/(Loss) attributable to:												
	Owners of the Company	(2,395.52)	(12,160.63)	(480.28)	(1,038.70)	(51,075.41)	5,974.82	(76.90)	3,491.42	(2,934.51)	(48,579.70)	(76.90)	(2,934.51)
	Non Controlling Interest	-	-	-	-	-	(102.49)	(60.18)	(330.06)	(105.53)	(59,532.05)	(60.18)	(105.53)
14	Reserves (excluding Revaluation Reserve) as shown in the Audited Balance sheet	-	-	-	-	(37,936.17)	-	-	-	-	-	-	-
15	Paid up equity share capital (Face Value Rs.10/- Per Share)	3,222.74	3,222.74	3,222.74	3,222.74	3,222.74	3,222.74	3,222.74	3,222.74	3,222.74	3,222.74	3,222.74	3,222.74
16	Earnings per equity share												
	Basic earnings (loss) per share - In Rupees	(7.40)	(37.87)	(45.27)	(3.26)	(158.60)	18.31	(8.39)	9.91	(11.83)	(176.10)	(8.39)	(11.83)
	Diluted earnings (loss) per share - In Rupees	(7.40)	(37.87)	(45.27)	(3.26)	(158.60)	18.31	(8.39)	9.91	(11.83)	(176.10)	(8.39)	(11.83)
17	Earnings before depreciation and amortization expense, finance costs, exceptional items, tax expenses (EBITDA) (refer note 3)	(25.04)	(124.88)	(149.94)	454.68	(1,009.56)	34.00	275.36	309.37	(191.77)	254.87	275.36	(191.77)



(Rs. in Lakhs)

SL.NO	PARTICULARS	Standalone Results						Consolidated Results					
		Quarter Ended 30.09.2018	Quarter Ended 30.09.2017	Half Year Ended 30.09.2018	Half Year Ended 30.09.2017	Year ended 31.03.2018	Quarter Ended 30.09.2018	Quarter ended 30.06.2018	Quarter ended 30.09.2017	Half Year Ended 30.09.2018	Half Year Ended 30.09.2017	Year Ended 31.03.2018	Year Ended 31.03.2017
		Unaudited	Unaudited	Unaudited	Unaudited	Audited	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited	Audited
1	Segment Revenue (Income from Operations)												
	(a) Asia	415.54	193.21	608.75	538.27	1,213.29	2,042.58	1,402.93	1,297.23	3,445.51	2,194.78	4,027.97	3,659.91
	(b) Australia, New Zealand and North America	27.15	78.44	105.59	252.86	420.44	884.81	800.71	987.86	1,685.52	1,826.54	3,659.91	3,659.91
	(c) Europe	110.30	183.82	294.12	401.42	772.43	2,602.41	3,123.31	3,387.16	5,725.72	6,350.38	13,465.05	13,465.05
	(d) Others/Unallocable	-	-	-	-	-	743.19	362.91	491.49	1,106.10	866.04	1,911.17	1,911.17
	Less : Inter-Segment Revenue	-	-	-	-	-	-	-	-	-	-	-	-
	Net Sales/Income from Operations	552.99	455.47	1,008.46	1,192.55	2,406.16	6,272.99	5,689.86	6,163.74	11,962.85	11,237.74	23,064.10	23,064.10
2	Segment Results												
	(a) Asia	(62.65)	(191.70)	(254.35)	(601.34)	(1,651.93)	213.82	(101.36)	293.85	112.46	187.25	(718.52)	(718.52)
	(b) Australia, New Zealand and North America	4.09	11.81	15.89	38.06	63.28	(836.11)	(231.93)	(423.74)	(1,068.04)	(801.58)	(1,644.05)	(1,644.05)
	(c) Europe	16.61	27.66	44.27	60.41	116.25	(429.38)	243.75	(289.16)	(185.63)	(782.98)	1,727.78	1,727.78
	(d) Others	-	-	-	-	-	370.36	(237.28)	546.64	133.08	(15.35)	(1,681.73)	(1,681.73)
	Total	(41.95)	(152.23)	(232.72)	(502.87)	(1,472.40)	(681.31)	(326.82)	127.59	(1,008.13)	(1,412.66)	(2,316.52)	(2,316.52)
	Less : (A) Finance Costs	2,356.21	1,878.40	4,234.61	1,434.43	3,398.89	2,322.54	2,036.36	1,118.91	4,558.90	2,392.18	5,301.13	5,301.13
	(B) Other Un-allocable Expenditure	(0.80)	10,161.29	10,160.49	(888.87)	46,228.26	(8,265.29)	-	-	(8,265.29)	-	41,943.53	41,943.53
	Net of Un-allocable Income	-	-	-	-	-	-	-	-	-	-	-	-
	Total Profit/(Loss) before Tax	(2,397.36)	(12,191.92)	(14,589.29)	(1,048.43)	(51,099.55)	5,061.44	(2,363.18)	(991.32)	2,698.26	(3,804.84)	(49,561.18)	(49,561.18)
3	Capital Employed												
	Segment Assets												
	(a) Asia	1,234.50	2,254.16	1,234.50	2,489.92	1,294.47	4,616.36	11,158.56	28,327.52	4,616.36	28,327.52	10,701.90	10,701.90
	(b) Australia, New Zealand and North America	391.53	10.29	391.53	103.63	239.59	7,615.08	6,712.94	6,819.78	7,615.08	6,819.78	6,522.71	6,522.71
	(c) Europe	995.32	45.84	995.32	293.38	680.72	9,855.37	20,230.83	19,962.30	9,855.37	19,962.30	22,642.22	22,642.22
	(d) Others/Unallocable	1,036.14	1,738.64	1,036.14	38,962.88	2,115.46	22,971.44	13,791.91	21,922.57	22,971.44	21,922.57	21,915.33	21,915.33
	Total Segment Assets	3,657.49	4,048.93	3,657.49	41,849.81	4,330.24	45,058.25	51,894.24	77,232.17	45,058.25	77,232.17	61,782.16	61,782.16
	Segment Liabilities												
	(a) Asia	42,324.35	40,033.75	42,324.35	6,838.12	11,692.82	66,720.76	70,657.84	42,851.98	66,720.76	42,851.98	57,721.61	57,721.61
	(b) Australia, New Zealand and North America	39.32	4.51	39.32	5.18	45.12	10,483.80	10,442.33	9,522.48	10,483.80	9,522.48	9,857.54	9,857.54
	(c) Europe	7.35	13.08	7.35	17.71	14.35	7,809.77	19,014.71	20,743.51	7,809.77	20,743.51	20,922.50	20,922.50
	(d) Others/Unallocable	10,556.06	10,874.11	10,556.06	19,665.51	27,291.38	13,899.45	8,170.67	14,212.86	13,899.45	14,212.86	28,632.42	28,632.42
	Total Segment Liabilities	52,927.08	50,975.45	52,927.08	26,526.52	39,043.67	98,913.78	108,285.55	87,330.83	98,913.78	87,330.83	117,134.07	117,134.07
	Segment Assets less Segment Liabilities	(41,089.85)	(37,779.59)	(41,089.85)	(4,348.20)	(10,398.35)	(62,104.40)	(59,499.28)	(14,324.46)	(62,104.40)	(14,324.46)	(47,019.71)	(47,019.71)
	(a) Asia	352.21	5.78	352.21	98.45	194.47	(2,868.72)	(3,729.39)	(2,702.70)	(2,868.72)	(2,702.70)	(3,334.83)	(3,334.83)
	(b) Australia, New Zealand and North America	987.97	32.76	987.97	275.67	666.37	2,045.60	1,216.11	2,045.60	2,045.60	2,045.60	1,719.71	1,719.71
	(c) Europe	(9,519.92)	(9,135.47)	(9,519.92)	19,297.37	(25,175.91)	9,071.99	5,621.24	7,709.71	9,071.99	7,709.71	(6,717.09)	(6,717.09)
	(d) Others/Unallocable	(49,269.59)	(46,876.52)	(49,269.59)	15,323.29	(34,713.42)	(53,855.53)	(56,391.32)	(10,096.66)	(53,855.53)	(10,096.66)	(55,351.92)	(55,351.92)
	Total Capital Employed												



DION GLOBAL SOLUTIONS LIMITED

Regd. Office : Ground Floor, Prius Platinum, D3, District Centre, Saket, New Delhi – 110017

Un-Audited Statement of Financial Position as at September 30, 2018

(Rs. in Lakhs)				
PARTICULARS	Standalone	Consolidated	Standalone	Consolidated
	As on 30.09.2018	As on 30.09.2018	As on 31.03.2018	As on 31.03.2018
I ASSETS				
(1) Non-current assets				
(a) Property, Plant and Equipment	23.01	153.09	32.71	225.00
(b) Goodwill on consolidation	-	-	-	-
(c) Other intangible assets	91.50	1,975.59	125.43	6,443.58
(d) Intangible assets under development	-	2,585.89	-	1,830.29
(e) Financial assets				
(i) Loans	24.83	50.12	9.85	42.39
(ii) Investments	682.99	158.73	1,131.67	159.23
(iii) Other Financial assets	-	-	2.37	2.37
(f) Deferred tax assets (net)	-	396.94	-	383.32
(g) Other non- current assets	476.19	519.34	466.45	498.24
Total Non-current assets	1,298.52	5,839.70	1,768.48	9,584.42
(2) Current assets				
(a) Financial assets				
(i) Loans	39.80	895.06	32.54	952.40
(ii) Trade receivables	1,758.00	2,602.93	1,427.49	2,887.95
(iii) Cash and cash equivalents	57.32	1,897.70	11.39	601.15
(iv) Bank Balances other than (iii) above	68.85	68.85	104.99	104.99
(v) Other Financial assets	206.22	2,935.92	709.27	2,207.81
(b) Other current assets	228.79	1,510.41	276.63	1,953.27
Total current assets	2,358.98	9,910.87	2,562.31	8,707.57
Total Assets	3,657.50	15,750.57	4,330.79	18,291.99
II EQUITY AND LIABILITIES				
(1) Equity				
(a) Share capital	3,222.74	3,222.74	3,222.74	3,222.74
(b) Other Equity	(52,492.33)	(57,078.27)	(37,936.16)	(59,532.04)
Equity attributable to the owners of the company	(49,269.59)	(53,855.53)	(34,713.42)	(56,309.30)
Non controlling interest	-	-	-	957.38
Total Equity	(49,269.59)	(53,855.53)	(34,713.42)	(55,351.92)
LIABILITIES				
(2) (a) Financial Liabilities				
(i) Borrowings	10,057.14	10,057.14	10,469.57	10,469.57
(ii) Other financial liabilities	3,055.33	3,055.33	2,363.80	2,363.80
(b) Other liabilities	-	-	-	44.27
(c) Provisions	194.44	624.88	223.23	5,171.87
Total non- current liabilities	13,306.91	13,737.35	13,056.60	18,049.51
(3) Current liabilities				
(a) Financial liabilities				
(i) Borrowings	34,164.77	40,427.57	24,022.26	39,447.48
(ii) Trade payables	258.56	1,977.15	254.62	1,949.25
(iii) Other financial liabilities	4,453.29	7,545.61	1,102.44	5,974.84
(b) Other current liabilities	724.61	5,353.45	587.59	7,621.04
(c) Provisions	18.95	564.97	20.70	601.79
Total current liabilities	39,620.18	55,868.75	25,987.61	55,594.40
Total Equity and Liabilities	3,657.50	15,750.57	4,330.79	18,291.99





Notes to the results:

- 1 The above Un-audited Standalone and Consolidated Financial Results for the quarter and half year ended September 30, 2018 together with Statement of Assets and Liabilities as at September 30, 2018 of Dion Global Solutions Limited ("the Company") have been reviewed by the Audit Committee and approved by the Board of Directors at its respective meetings held on November 15, 2018. Further, the said financial results were subjected to Limited Review by the Statutory Auditors of the Company.
- 2 As the Company is into Software Product and Services business, license fee revenue may vary from quarter to quarter.
- 3 The Group has elected to present Earnings before Interest, Tax, Depreciation and Amortization (EBITDA) as a separate line item on the face of statement of profit and loss. In its measurement, the Group includes other incomes, but does not include depreciation and amortization expense, finance costs, exceptional items and tax expenses.
- 4 During the quarter ended September 30, 2018, the following events have occurred:
 - (i) Mr. Maninder Singh Grewal, Non-Executive Director has been re-designated as an Independent Director of the Company with effect from July 19, 2018 and will hold the office of Independent Director for a term of 5 (five) years from the aforesaid date. The said appointment to the office is subject to the approval of Shareholders of the Company in the General Meeting.
 - (ii) Ms. Kiran Sharma has been appointed as an Additional Director (in the category of Non-Executive Independent Director) on the Board of the Company with effect from August 14, 2018 for a period of 5 (five) years from the date of appointment. However, the said appointment is subject to the approval of Shareholders of the Company in the General Meeting.
 - (iii) Ms. Jayashree Swaminathan has been appointed as an Additional Director (in the category of Non-Executive Independent Director) on the Board of the Company with effect from August 31, 2018 for a period of 5 (five) years from the date of appointment. However, the said appointment is subject to the approval of Shareholders of the Company in the General Meeting.
 - (iv) Due to personal reasons, Mr. Amit Sethi, Non-Executive Independent Director, has tendered his resignation from the Board of Directors of the Company with effect from September 12, 2018.
 - (v) Due to the increased professional commitments Mr. Rashi Dhir, Non-Executive Independent Director, has intimated that he will be unable to devote the time required to perform duties as a Board Member and therefore, he has resigned from the Board of Directors of the Company with effect from September 12, 2018.
 - (vi) On the approval of the Nomination & Remuneration Committee and the Board of Directors, Mr. Sanjeev Chandra has been appointed as an Additional Director (in the category of Non-Executive Independent Director) on the Board of the Company with effect from September 12, 2018 for a period of 5 (five) years from the date of appointment. However, the said appointment is subject to the approval of shareholders of the Company in the General Meeting.
- 5 The Group is primarily engaged in the business of Software Product and Services, which in the opinion of management is considered to be the only reportable business segment as per Ind AS 108 on 'Operating Segments' prescribed under Section 133 of the Companies Act, 2013.
- 6 Yes Bank Limited (YBL) had issued a Stand By Letter of Credit Facility (SBLC) in favour of Yes Bank IBU, Gift City Gujarat (YBL IBU) on behalf of Regius Overseas Holding Co. Ltd. (ROHCL), a wholly owned subsidiary of the Company. Subsequent upon the payment defaults by the ROHCL, YBL IBU invoked the said SBLC and YBL paid the requisite amount to YBL IBU on February 21, 2018 at the request of the Company on behalf of ROHCL. As at the reporting date, outstanding principal amount of Rs.17,127.55 Lakhs is due and payable to YBL.
- 7 Consequent upon the payment defaults by the Company, the account of the Company, in respect of the all facilities granted to the Company, has been classified as non-performing asset on May 21, 2018 in accordance with the directions / guidelines issued by the RBI. Further, YBL vide its letter dated July 23, 2018 has issued the Guarantee Invocation Notice to the Guarantors in respect of all the facilities granted to the Company.
 Axis Bank Limited (ABL) vide its letter dated August 29, 2017 had recalled all the credit facilities (including SBLC equivalent to Rs. 100.00 Lakhs) given to the Company and issued a notice for the invocation of pledge. ABL adjusted a part of the facility against realization of invoked securities. As at the reporting date, outstanding principal amount of Rs. 6,874.08 Lakhs is due and payable to ABL.
 ABL has filed an original application (OA) with the Hon'ble Debts Recovery Tribunal - II, New Delhi against Mr. Malvinder Mohan Singh, RHC Holding Private Limited (RHC Holding) and the company for a recovery of Rs. 17,156.44 Lakhs in relation to the credit facilities sanctioned to Dion India by the Bank which is, inter-alia, secured by unconditional and irrevocable, joint and several, personal guarantees from Mr. Malvinder Mohan Singh and Mr. Shivinder Mohan Singh, Corporate Guarantees of RHC Holding and certain other securities provided by the promoter group entities to the Bank. The facilities have already been properly accounted for and included in the financial statements, so there will be no other foreseen / expected financial implications on the company.
 Further Axis HK invoked the said SBLC and ABL paid the requisite amount on April 26, 2018 at the request of the Company on behalf of ROHCL. The said amount along with additional interest and penalty amount is still due and payable to ABL.
- 8 IAS 109 required the company to adopt a expected credit loss (ECL) model to provide for expected credit losses within the next twelve months on a scientific basis. According to the standard, the Company needs to access the significance of credit risk and its movement since its initial recognition for all receivables. ECL on individual large exposures and credit impaired loans are generally measured individually. During the half year ended September 30, 2018, the Company has provided for the loan given to ROHCL due to lack of virtual certainty of repayment considering their consistent historical losses which has been shown in exceptional items in standalone financials.
- 9 Dion Global Solutions Pty. Ltd. (DGSPL), a wholly owned step-down subsidiary of the Company, and its subsidiaries in Australia, in respect of the said subsidiaries, have entered into an Asset Sale and Purchase Agreement with FinClear Pty. Ltd. (Proposed Transaction). The Proposed Transaction is subject to the satisfaction of the conditions precedent which are likely to be completed in November.

10 The High Court of Delhi vide its order dated February 26, 2018 and March 23, 2018 respectively in the matter relating to M/s Daiichi Sankyo Company Limited v/s Malvinder Mohan Singh & others, has prohibited and restrained the Respondents / Judgement Debtors from making any transfer of Equity Shares / NCRP / Optionally Convertible Debentures in the Company or from receiving payment of any dividends thereon, until further orders. Further, the Honble High Court of Delhi vide its order dated February 26, 2018, has issued a garnishee order in respects of the debts due by the Company to RHC Holding Private Limited and Oscar Investment Limited.

The High Court vide its order dated May 8, 2018 has directed the Chartered Accountant / Court Commissioner to sell the shares of the respondents. The Company has received disclosures from Mr. Malvinder Mohan Singh, Mr. Shivinder Mohan Singh, Oscar Investments Limited, Malav Holdings Private Limited, RHC Holding Private Limited and Aditi Shivinder Singh ("Sellers") for the sale of 7,513,550 (Seventy Five Lakhs Thirteen Thousand Five Hundred and Fifty) Equity Shares, representing 23.31% of the subscribed and paid-up equity share capital of the Company, on July 23, 2018 and July 24, 2018.

11 During the quarter ended June 30, 2018, the preliminary insolvency proceeding under self-administration filed by Dion Global Solutions GmbH (Dion Germany), a wholly owned subsidiary of the Company in Frankfurt, Germany, has been approved by the local court of Frankfurt am Main, Germany on June 20, 2018. During the period under review, the insolvency proceedings for Dion Germany have been opened on August 31, 2018 and effective September 01, 2018, the operating business of Dion Germany has been acquired by the new investor in Germany including the employees and service offering to the customers, partners and suppliers. As the court has opened insolvency proceedings against the Dion Germany, it has appointed an administrator and that entails the company losing control over the Dion Germany by virtue of the court initiated insolvency proceedings, hence the Company has accounted for the necessary derecognition entries and recognized the balance as gain on disposal of subsidiary which has been presented as an exceptional item. However if during or on completion of the insolvency proceeding any adjustment or liability arise, the same will be recognised accordingly.

12 DGSPL has entered into Share Purchase Agreement (SPA) with Chase Cooper Holdings Limited (CCHL) on September 24, 2018 w.r.t entire 44% shareholding held by DGSPL in CCHL. Consequently, CCHL and its subsidiaries ceased to be subsidiaries of the Company with effect from September 24, 2018 pursuant to the transfer of aforesaid shareholding from DGSPL to CCHL. Profit on sale of investment in CCHL has been shown in exceptional items in the consolidated financial statements.

13 The Company in its standalone financial statements considered the Dion Global Investment Shares Trust ("Trust") as a separate legal entity and hence recognized the investment in Trust as per Ind AS 27 whereby the Company also opted to recognize the said investment at fair value through profit & loss resulting in a loss of Rs. 448.19 Lakhs for the half year ended September 30, 2018. The Preference shares issued by the Company, shall be redeemed at the amount equivalent to the sale proceeds of the shares held in the Trust (subject to compliance of the provisions of applicable enactments), has been classified as a financial liability and further the same also contains an embedded derivative whereby the entire instrument has been recognized at fair value through profit and loss resulting in gain of Rs. 448.19 Lakhs. By taking option of fair value for investment in trust - there will be no impact on standalone financials as the fair value gain on preference shares will be offset by the fair value loss on the investment in trust. But on consolidation, considering the principles & relevant guidance of IndAS 110 & 32, the loss on investment in Trust is reversed thereby causing gain of Rs. 448.19 Lakhs for the half year ended September 30, 2018. Further, the equity shares held by the trust were treated as treasury shares whose gross value is being reduced from total equity. Consequently, total equity in consolidated financial statements gets reduced by Rs. 4,960.08 Lakhs as at September 30, 2018.

14 For the half year ended September 30, 2018, the Company reported a consolidated net profit of Rs. 2,697.81 Lakhs and working capital deficiency whereby current liabilities exceed current assets by Rs. 45,957.88 Lakhs and a net asset deficiency of Rs. 53,855.53 Lakhs. The material uncertainty due to reported negative net worth, is primarily due to the impairment and provision accounted for on a prudent & conservative basis while the company's product margins are positive.

The rationale for management to continue to believe that the annual accounts are prepared on a going concern basis is a healthy profitable core business, a continuing product demand through contract renewals, a diverse global customer base which remains largely intact, existing contracts contributing license, maintenance and support & professional services revenues coupled with existing pipeline across existing and new customers.

In addition to the above, the Company is in the process of evaluating financial restructuring options, including debt restructuring and capital infusion and select divestments of assets, each of which will enable the company to sustain its business operations.

15 The previous quarters' figures have been regrouped/ reclassified wherever necessary to correspond with the current quarters' classification/disclosure.



For and on behalf of the Board

Place : Noida

Date : November 15, 2018

Maninder Singh Grewal
Chairman

LIMITED REVIEW REPORT

To Board of Directors of
Dion Global Solutions Limited

We have reviewed the accompanying unaudited standalone financial results ("the statements") of Dion Global Solutions Limited ("the Company") for the quarter and half year ended September 30, 2018 and statement of assets and liabilities as of September 30, 2018 prepared as per the applicable Indian Accounting Standard ("Ind AS") being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 read with SEBI Circular No CIR/CFD/FAC/62/2016 date July 5, 2016 and amendment thereto.

These statements are the responsibility of the Company's Management, has been approved by the Board of Directors and has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to issue a report on these financial statements based on our review.

We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

We believe that our review provides a reasonable basis for continuation of our *qualified* opinion, reported in the year ended March 31, 2018 which has been incorporated below. Based on our review for the quarter and half year ended September 30, 2018, we have updated the status accordingly.

Basis of Qualification

As per the accompanying note no. 14 of the statements wherein it has been explained by the management that the results have been prepared on going concern basis.

We had reported in our audit report for the year ended March 31, 2018:

The Company has substantial negative net worth and accumulated losses of past years: The Company has made a default in the repayment of Principal and Interest against all the facilities sanctioned by Banks. There is no committed agreement for the infusion of funds by any investors. Due to payment defaults made by the Regius Overseas Holding Co. Ltd. ("ROHCL") wholly owned subsidiary of the Company, lending banks of ROHCL have invoked the SBLCs issued by Axis Bank and Yes Bank. Being the guarantor, now the loan amount is payable by the company to the banks. As explained to us in respect of SBLC invocations, due to the aforesaid defaults and lack of clarity, the company is seeking clarification from RBI, whether to file the form ODI under automatic or approval route. Axis Bank Limited (ABL) vide its letter dated August 29, 2017 had recalled all the credit facilities given to the Company and ABL had also adjusted a part of the facility against realization of invoked shares of Religare Enterprises Limited and Fortis Healthcare Limited, which are kept by the promoter or promoter group as securities. Yes Bank Limited have informed the company that all the facilities provided by the Yes Bank have been reclassified as non-performing assets (NPA); etc.



In continuation of the aforesaid factors and events, during the quarter and half year ended September 30, 2018 we further report that:

The accumulated losses have further increased during the period; the matters referred to in emphasis of matter paragraph have also impacted the operation of the Company. In respect of filing of Form ODI for SBLC invocations, the company has filed an application with RBI for granting permission to file form ODI under approval route and the approval is still awaited.

Considering the non-ascertainable consequential impact of these factors, events or conditions on financial statements indicate that a material uncertainty exists and may cast the significant doubt on the company's ability to continue as a going concern and therefore, the company is unable to realise its assets and discharge its liabilities in the normal course of business at the amounts stated in the financial statement.

Emphasis of Matter:

In continuation to the matters emphasised in our report for the year ended March 31, 2018 dated August 14, 2018. During the quarter and half year ended September 30, 2018 we report that:

We draw your attention to the accompanying note no. 7 and 8 of the statement regarding the invocation of SBLC by Axis Bank Hong Kong and being the guarantors, the company has entered into the shoes of the bank and treated the invocation of SBLC as loan granted to wholly owned subsidiary and the exceptional item for making an expected credit risk allowance of 100% for the said loan granted to wholly owned subsidiary amounting to Rs. 10,163.14 lakhs

We draw your attention to the accompanying note no. 11 of the statement, in respect to starting of insolvency proceeding of the Dion Global Solutions GmbH (wholly owned subsidiary of the company) and the acquisition of Intangible assets which contribute significant value to the net block of internally generated software at group level.

We draw your attention to the accompanying note no. 9 of the statement that Dion Global Solutions Pty. Limited (wholly owned subsidiary of the company) has entered into the binding agreement for the sale of major products of Australia region which contribute significant value to the net block of internally generated software at Australia region which is likely to be completed in November, 2018.

Our report is not qualified in respect of these matters.

Based on our review, *except for the possible effects of the matter described in the Basis for Qualification paragraph*, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited financial results prepared in accordance with the aforesaid Indian Accounting Standards and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as modified by Circular No CIR/CFD/FAC/62/2016 date July 5, 2016 and the amendment thereto, including the manner in which it is to be disclosed, or that it contains any material misstatement.

For S. S. KOTHARI MEHTA & CO.

(Chartered Accountants)

Firm Registration No. 000756N



Neeraj Bansal

Partner

Membership No. 095960

Place: New Delhi

Date: November 15, 2018



LIMITED REVIEW REPORT

To Board of Directors of
Dion Global Solutions Limited

We have reviewed the accompanying statement of unaudited consolidated financial results of **Dion Global Solutions Limited** ("the Parent/ the Holding Company") and its subsidiaries (the holding company and wholly owned subsidiaries together referred to as "group") for the quarter and half year ended September 30, 2018 and statement of assets and liabilities as at September 30, 2018 prepared as per applicable Indian Accounting Standards (Ind-AS) being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 read with SEBI Circular no. CIR/CFD/FAC/62/2016 dated 5th July, 2016 and amendment thereto.

These statements are the responsibility of the Company's Management, has been approved by the Board of Directors and has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to issue a report on these financial statements based on our review.

We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

We believe that our review provides a reasonable basis for continuation of our *qualified* opinion, reported in the year ended March 31, 2018 which has been incorporated below. Based on our review for the quarter and half year ended September 30, 2018, we have updated the status accordingly.

Basis of Qualification

1. The qualification reported in our Report on standalone financial statements of the Holding Company being reproduced hereunder:

As per the accompanying note no. 14 of the statement wherein it has been explained by the management that the results have been prepared on going concern basis.

We had reported in our audit report for the year ended March 31, 2018:

The Company has substantial negative net worth and accumulated losses of past years; The Company has made a default in the repayment of Principal and Interest against all the facilities sanctioned by Banks; There is no committed agreement for the infusion of funds by any investors; Due to payment defaults made by the Regius Overseas Holding Co. Ltd. ("ROHCL") wholly owned subsidiary of the Company, lending banks of ROHCL have invoked the SBLCs issued by Axis Bank and Yes Bank. Being the guarantor, now



the loan amount is payable by the company to the banks. As explained to us in respect of SBLC invocations, due to the aforesaid defaults and lack of clarity, the company is seeking clarification from RBI, whether to file the form ODI under automatic or approval route.; Axis Bank Limited (ABL) vide its letter dated August 29, 2017 had recalled all the credit facilities given to the Company and ABL had also adjusted a part of the facility against realization of invoked shares of Religare Enterprises Limited and Fortis Healthcare Limited, which are kept by the promoter or promoter group as securities.; Yes Bank Limited have informed the company that all the facilities provided by the Yes Bank have been reclassified as non-performing assets (NPA); Etc. ;

In continuation of the aforesaid factors and events, during the quarter and half year ended September 30, 2018 we further report that:

The accumulated losses have further increased during the period; the matters referred to in emphasis of matter paragraph have also impacted the operation of the company. In respect of filing of Form ODI for SBLC invocations, the company has filed an application with RBI for granting permission to file form ODI under approval route and the approval is still awaited.

Considering the non-ascertainable consequential impact of these factors, events or conditions on financial statements indicate that a material uncertainty exists and may cast the significant doubt on the company's ability to continue as a going concern and therefore, the company is unable to realise its assets and discharge its liabilities in the normal course of business at the amounts stated in the financial statement.

Emphasis of Matter:

1. We draw your attention to the accompanying note no. 12 of the statements regarding the exceptional item for loss on sale of investment in subsidiary Chase Coopers Holdings Limited in which the group has sold its share on September 24, 2018.
2. We draw your attention to the accompanying note no. 11 of the statements regarding the gain due to loss for control on subsidiary Dion Global Solutions GmbH presented as exceptional item, which has gone under the insolvency proceedings and the control of all assets and liabilities shifts to the administrator/court of Germany thus ceasing the control of the group. However if during or on completion of insolvency proceedings, any adjustment or liability may arise from the company, the same will be recognised accordingly.
3. The Emphasis of Matter reported in our report on Standalone Financial statements of the Holding Company is being reproduced hereunder:
 - 3.1 In continuation to the matters emphasised in our report for the year ended March 31, 2018 dated August 14, 2018. During the quarter and half year ended September 30, 2018 we report that:
 - 3.2 We draw your attention to the accompanying note no. 7 and 8 of the statements regarding the invocation of SBLC by Axis Bank Hong Kong and being the guarantors, the company has entered into the shoes of the bank and treated the invocation of SBLC as loan granted to wholly owned subsidiary and the exceptional item for making an expected credit risk allowance of 100% for the said loan granted to wholly owned subsidiary amounting to Rs. 10,163.14 lakhs



3.3 We draw your attention to the accompanying note no. 11 of the statement, in respect to starting of insolvency proceeding of the Dion Global Solutions GmbH (wholly owned subsidiary of the company) and the acquisition of Intangible assets which contribute significant value to the net block of internally generated software at group level.

3.4 We draw your attention to the accompanying note no. 9 of the statement that Dion Global Solutions Pty. Limited (wholly owned subsidiary of the company) has entered into the binding agreement for major products of Australia region which contribute significant value to the net block of internally generated software at Australia region which is likely to be completed in November, 2018.

Our report is not qualified in respect of these matters.

4. The auditors of the following subsidiaries companies have emphasised on the material uncertainty related to going concern in their reports for the year ended March 31, 2018

4.1 The material uncertainty related to going concern of a subsidiary, Dion Global Solutions Pty. Limited reported in the Auditor's Report on Consolidated Financial statements of the subsidiary is being reproduced hereunder:

"We draw attention to Note 1 in the financial report, which indicates that the Group incurred a net loss of AUD8,951,836 during the year ended 31 March 2018 and, as of that date, the Group's current liabilities exceeded its total assets by AUD24,548,188. These events or conditions, indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern and therefore, the Group may be unable to realise its assets and discharge its liabilities in the normal course of business and at the amounts stated in the financial report. Our opinion is not modified in respect of this matter."

4.2 The material uncertainty related to going concern of a subsidiary, Dion Global Solutions Vietnam Company Limited, reported in the Auditor's Report on the financial statements of the subsidiary is being reproduced hereunder:

"Without qualifying our conclusion, we draw attention to Note 2.4 to the financial statements, which indicates that the Company has incurred accumulated losses up until 31 March 2018 exceeding the equity by VND 51,932,428,452 and as of that date, the Company's current liabilities exceeded its current assets by VND 51,942,428,452. These conditions indicate the existence of a material uncertainty which may cast substantial doubt about the Company's ability to continue as a going concern."

4.3 The material uncertainty related to going concern of a subsidiary, Dion Global Solutions (HK) Limited reported in the Auditor's Report on the financial statements of the subsidiary is being reproduced hereunder:

"We draw attention to Note 2 in the financial report, which indicates that the company incurred a net loss of USD1,899,286 during the year ended 31 March 2018 and, as of that date, the company's current liabilities exceeded its total assets by USD10,628,150. These events or conditions indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter."



- 4.4 The material uncertainty related to going concern of a subsidiary, Dion Global Solutions (MY) SDN. BHD. reported in the Auditor's Report on the financial statements of the subsidiary is being reproduced hereunder:

"We draw attention to Note 2(a) in the financial statements which discloses the premise upon which the company has prepared its financial statements by applying the going concern assumption, notwithstanding that the company incurred a net loss of RM558,758 during the year ended 31 March 2018 and, as of that date, the company's current liabilities exceeded its total assets by RM2,047,559, thereby indicating the material uncertainty which may cast significant doubt about the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter."

5. The auditors of the following subsidiaries companies have emphasized on other matters in their reports for the year ended March 31, 2018:

- 5.1 The Emphasis of Matter reported in the Auditor's Report on Financial statements of the subsidiary, Dion Global Solutions (UK) Limited is being reproduced hereunder:

"We draw attention to Note 10 to the financial statements which describes the procedure and the outcome of the determination of the carrying value of the investments in subsidiary companies. Our opinion is not qualified in respect of this matter."

- 5.2 The Emphasis of Matter reported in the Auditor's Report on Financial statements of the subsidiary, Indigo (London) Holdings Limited is being reproduced hereunder:

"We draw attention to Note 7 to the financial statements which describes the procedure and the outcome of the determination of the carrying value of the investments in subsidiary companies. Our opinion is not qualified in respect of this matter."

- 5.3 The Emphasis of Matter reported in the Auditor's Report on consolidated financial statements of the subsidiary, Dion Global Solutions Pty. Ltd. is being reproduced hereunder:

"We draw attention to Note 1 to the financial report, which describes the basis of accounting. The financial report has been prepared for the purpose of fulfilling the directors' financial reporting responsibilities under the Corporations Act 2001. As a result, the financial report may not be suitable for another purpose. Our opinion is not modified in respect of this matter."

We did not review the results of twenty subsidiaries including one trust of the Company (including three subsidiaries in which investments are sold at September 24, 2018 and one subsidiary over which the company ceases control on August 31, 2018) included in the unaudited consolidated financial results reflecting total assets of Rs.93,725.01 Lakhs as at September 30, 2018 as well as total income of Rs.11,846.12 Lakhs and total expenditure of Rs.17,277.43 Lakhs for the half year ended September 30, 2018. The financial results of the subsidiaries and trust for the said period have been prepared by the management of the respective subsidiary and trust and have not been reviewed by their auditors. our report on the consolidated unaudited financial results, in so far as it relates to amounts included in respect of such subsidiaries and trust, is based solely on financial results prepared by the management of the respective subsidiaries and trust.



Based on our review, *except for the possible effects of the matter described in the Basis of Qualification paragraph*, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited financial results prepared in accordance with the aforesaid Indian Accounting Standards and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as modified by Circular No CIR/CFD/FAC/62/2016 date July 5, 2016 and the amendment thereto, including the manner in which it is to be disclosed, or that it contains any material misstatement.

For S. S. KOTHARI MEHTA & CO.

(Chartered Accountants)

Firm Registration No. 000756N



Neeraj Bansal

Partner

Membership No. 095960

Place: New Delhi

Date: November 15, 2018

