Spice Mobility Limited
(Formerly S Mobility Limited)
CIN No. L72900UP1986PLC008448
S Global Knowledge Park, 19A & 19B, Sector 125,
Noida - 201301, UP, India. | Tel: +91 120 3355131
www.spice-mobile.com | customercare@smobility.in

spice

September 30, 2015

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street , Mumbai – 400 001
Scrip Id : 517214

National Stock Exchange of India Limited
Exchange Plaza, Plot no.C/1, G Block
Bandra – Kurla Complex, Bandra (E)
Mumbai – 400 051
Scrip Code- SPICEMOBI

Sub: Compliance under Clause 35A of the Listing Agreement

Dear Sir,

Pursuant to the Listing Agreement, we wish to inform you that the members of the Company have accorded their approval with requisite majority, by way of Poll/e-voting to all the Agenda Items set out in the Notice of the 27th Annual General Meeting of the Company held on 29th September, 2015.

In this regard, please find enclosed herewith the following:

i. The voting result in the Format prescribed under Clause 35A of the Listing agreement as **Annexure- A**.

ii. Copy of the Scrutinizer's Report as **Annexure –B**.

You are requested to kindly take the above on record and acknowledge the receipt of the same.

Thanking You,

Yours faithfully,
For **Spice Mobility Limited**

M.R. Bothra
Vice President-Corporate Affairs
& Company Secretary

Encl: As above

Annexure - A

SPICE MOBILITY LIMITED
Details pursuant to Clause 35A of the Listing Agreement

Date of the AGM	29th September, 2015
Total number of shareholders on record date (Record date being the Cut-off date for reckoning the voting rights of shareholders i.e. 22nd September, 2015)	23,592
No. of shareholders present in the meeting either in person or through proxy **Promoters and Promoter Group** **Public**	 1 419
No. of Shareholders attended the meeting through Video Conferencing **Promoters and Promoter Group** **Public**	N.A.

Details of Agenda:

1. Adoption of :
   i. Audited Financial Statement for the financial year ended 31st March, 2015, along with the Board of Directors' and Auditors' Report thereon.
   ii. Audited Consolidated Financial Statement of the Company for the financial year ended 31st March, 2015 and the Auditors' Report thereon.
2. Re-appointment of Ms. Preeti Malhotra (DIN: 00189958), as Director retiring by rotation.
3. Appointment of M/s S. R. Batliboi & Co. LLP, Chartered Accountants (Firm Regn No. 301003E), as Statutory Auditors of the company to hold the office from the conclusion of this meeting until conclusion of the next AGM of the Company and to fix their remuneration.
4. Appointment of Mr. Suman Ghose Hazra (DN: 00012223) as an Independent Director of the Company.
5. Appointment of Mr. Umang Das (DIN: 00027912) as an Independent Director of the Company.
6. Appointment of Mr. Subramanian Murali (DIN: 00041261) as a Director of the Company, liable to retire by rotation.

Resolution required : (Ordinary/~~Special~~)

Mode of voting: (~~Show of hands~~/Poll/~~Postal ballot~~/E-voting)

Result of Poll/ ~~Postal Ballot~~/ E-voting

Resolution No.1: Adoption of :
- **Audited Financial Statement for the financial year ended 31st March, 2015, along with the Board of Directors' and Auditors' Report thereon.**
- **Audited Consolidated Financial Statement of the Company for the financial year ended 31st March, 2015 and the Auditors' Report thereon.**

Promoter/ Public	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)*100]	No. of Votes – in favour (4)	No. of Votes – Against (5)	% of votes in favour on Votes Polled (6) = [(4)/(2)]*100	% of votes against on Votes Polled (7) = [(5)/(2)]*100
Promoter and Promoter group	169447570	169447570	100.000	169447570	0	100.000	0
Public – Institutional Shareholders	1005447	0	0	0	0	0	0
Public – Others	57410965	49432088	86.102	49431984	104	100.000	0
Total	**227863982**	**218879658**	**96.057**	**218879554**	**104**	**100.000**	**0**

Resolution No. 2: Re-appointment of Ms. Preeti Malhotra (DIN: 00189958), as Director retiring by rotation.

Promoter/ Public	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)*100]	No. of Votes – in favour (4)	No. of Votes – Against (5)	% of votes in favour on Votes Polled (6) = [(4)/(2)]*100	% of votes against on Votes Polled (7) = [(5)/(2)]*100
Promoter and Promoter group	169447570	169447570	100.000	169447570	0	100.000	0
Public – Institutional Shareholders	1005447	0	0	0	0	0	0
Public – Others	57410965	49331936	85.928	49331832	104	100.000	0
Total	**227863982**	**218779506**	**96.013**	**218779402**	**104**	**100.000**	**0**

Resolution No. 3: Appointment of M/s S. R. Batliboi & Co. LLP, Chartered Accountants (Firm Regn No. 301003E), as Statutory Auditors of the company to hold the office from the conclusion of this meeting until conclusion of the next AGM of the Company and to fix their remuneration.

Promoter/ Public	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled

	(1)	(2)	(3) = [(2)/(1)*100]	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter group	169447570	169447570	100.000	169447570	0	100.000	0
Public – Institutional Shareholders	1005447	0	0	0	0	0	0
Public – Others	57410965	49431988	86.102	49431883	105	100.000	0
Total	**227863982**	**218879558**	**96.057**	**218879453**	**105**	**100.000**	**0**

Resolution No. 4: Appointment of Mr. Suman Ghose Hazra (DN: 00012223) as an Independent Director of the Company.

Promoter/ Public	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
	(1)	(2)	(3) = [(2)/(1)*100]	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter group	169447570	169447570	100.000	169447570	0	100.000	0
Public – Institutional Shareholders	1005447	0	0	0	0	0	0
Public – Others	57410965	49432088	86.102	49431983	105	100.000	0
Total	**227863982**	**218879658**	**96.057**	**218879553**	**105**	**100.000**	**0**

Resolution No. 5: Appointment of Mr. Umang Das (DIN: 00027912) as an Independent Director of the Company.

Promoter/ Public	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
	(1)	(2)	(3) = [(2)/(1)*100]	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100

Promoter and Promoter group	169447570	169447570	100.000	169447570	0	100.000	0
Public – Institutional Shareholders	1005447	0	0	0	0	0	0
Public – Others	57410965	49432088	86.102	49431933	155	100.000	0
Total	**227863982**	**218879658**	**96.057**	**218879503**	**155**	**100.000**	**0**

Resolution No. 6: Appointment of Mr. Subramanian Murali (DIN: 00041261) as a Director of the Company, liable to retire by rotation.

Promoter/ Public	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)*100]	No. of Votes – in favour (4)	No. of Votes – Against (5)	% of votes in favour on Votes Polled (6) = [(4)/(2)]*100	% of votes against on Votes Polled (7) = [(5)/(2)]*100
Promoter and Promoter group	169447570	169447570	100.000	169447570	0	100.000	0
Public – Institutional Shareholders	1005447	0	0	0	0	0	0
Public – Others	57410965	49432088	86.102	49431933	155	100.000	0
Total	**227863982**	**218879658**	**96.057**	**218879503**	**155**	**100.000**	**0**

Annexure – B

SANJAY GROVER & ASSOCIATES

COMPANY SECRETARIES

B-88, 1ST Floor, Defence Colony, New Delhi – 110 024
Tel.: (011) 4679 0000, Fax: (011) 4679 0012
e-mail: contact@cssanjaygrover.in
Website: www.cssanjaygrover.in

Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

To,
Chairman
Spice Mobility Limited
(CIN: L72900UP1986PLC008448)

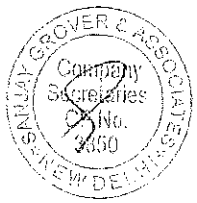
Dear Sir,

I, Sanjay Grover of M/s Sanjay Grover & Associates, Practicing Company Secretaries having its office at B-88, First Floor, Defence Colony, New Delhi-110024, was appointed as Scrutinizer for the purpose of scrutinizing the AGM voting process, i.e. remote e-Voting and voting through ballot paper (Poll) at AGM, under the provisions of Section 108 of the Companies Act, 2013 read with amended Rule 20 of the Companies (Management and Administration) Rules, 2014 on the resolution(s) mentioned in Notice dated August 13, 2015 for 27th Annual General Meeting (AGM) of the Equity Shareholders of the Company held on September 29, 2015 at 10.15 A.M. at Expo Centre, A-11, Sector -62, NH-24, Noida – 201301 (U.P.).

I submit my report as under:-

1. The remote e-voting period commenced on Saturday, 26th September, 2015 at 9:00 A.M. and ended on Monday, 28th September, 2015 at 5:00 P.M. on the designated website www.evotingindia.com via NSDL e-Voting Platform. The Shareholders of the Company as on the "cut off" date i.e. September 22, 2015 were entitled to avail the facility of remote e-voting as well as voting through polling papers at the Annual General Meeting on the proposed resolutions (item no. 1 to 6) as set out in the Notice dated August 13, 2015.

2. The total paid up Equity Share Capital of the Company as on "cut off" date i.e. September 22, 2015 was Rs. 68,35,91,946/- (Rupees Sixty Eight Crore Thirty Five Lac Ninty One Thousand Nine Hundred Forty Six Only) divided into 22,78,63,982 (Twenty Two Crore Seventy Eight Lac Sixty Three Thousand Nine Hundred Eighty Two) equity shares of Rs 3/- (Rupees Three Only) each.



3. The Chairman allowed for poll at AGM as per Rule 20 of Companies (Management and Administration) Rules, 2014.

4. Four (4) ballot boxes were kept for polling and were locked in my presence.

5. After completion of Poll at the AGM, Ballot boxes were opened in my presence and ballots were diligently scrutinized. Thereafter, ballots were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the Authorizations/Proxies lodged with the Company. A detailed register was maintained containing the particulars of the shareholders who participated in poll at AGM.

6. The ballot(s), which were incomplete and/or which were otherwise found defective or if signature of any shareholder did not match with the records have been treated as invalid and were kept separately.

7. Thereafter, the votes cast through remote e-voting were unblocked after completion of poll at the AGM in the presence of two witnesses, Ms. Shubhangi Kansal R/o 37/28 East Patel Nagar, New Delhi-110008 and Ms. Geetika Bisht R/o E-154, Amar colony Lajpat Nagar -4 New Delhi-110024 who were not in the employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.

Shubhangi Kansal

Geetika Bisht

8. The consolidated summary of results of remote e-voting and poll at AGM are as under:

Resolution No. 1- Adoption of:

- Audited Financial Statement for the financial year ended 31st March, 2015, along with the Board of Directors' and Auditors' Report thereon.
- Audited Consolidated Financial Statement of the Company for the financial year ended 31st March, 2015 and the Auditors' Report thereon.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	218,872,937	6,617	218,879,554	99.999952
Dissent	4	100	104	0.000048
Total	218,872,941	6,717	218,879,658	100

SANJAY GROVER & ASSOCIATES NEW DELHI Company Secretaries CP No. 9650

Therefore, the resolution No. 1 has been approved with requisite majority. Details of remote e-voting & poll at AGM are given in **Annexure A**.

Resolution No. 2- Re-appointment of Ms. Preeti Malhotra (DIN: 00189958), as Director retiring by rotation:

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	218,772,785	6,617	218,779,402	99.999952
Dissent	4	100	104	0.000048
Total	218,772,789	6,717	218,779,506	100

Therefore, the resolution No. 2 has been approved with requisite majority. Details of remote e-voting & poll at AGM are given in **Annexure B.**

Resolution No. 3- Appointment of M/s S. R. Batliboi & Co. LLP, Chartered Accountants (Firm Regn No. 301003E), as Statutory Auditors of the company to hold the office from the conclusion of this meeting until conclusion of the next AGM of the Company and to fix their remuneration:

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	218,872,936	6,517	218,879,453	99.999952
Dissent	5	100	105	0.000048
Total	218,872,941	6,617	218,879,558	100

Therefore, the resolution No. 3 has been approved with requisite majority. Details of remote e-voting & poll at AGM are given in **Annexure C.**

Resolution No. 4- Appointment of Mr. Suman Ghose Hazra (DN: 00012223) as an Independent Director of the Company:

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Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	218,872,936	6,617	218,879,553	99.999952
Dissent	5	100	105	0.000048
Total	218,872,941	6,717	218,879,658	100

Therefore, the resolution No. 4 has been approved with requisite majority. Details of remote e-voting & poll at AGM are given in **Annexure D.**

Resolution No. 5: Appointment of Mr. Umang Das (DIN: 00027912) as an Independent Director of the Company:

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	218,872,936	6,567	218,879,503	99.999929
Dissent	5	150	155	0.000071
Total	218,872,941	6,717	218,879,658	100

Therefore, the resolution No. 5 has been approved with requisite majority. Details of remote e-voting & poll at AGM are given in **Annexure E.**

Resolution No. 6-: Appointment of Mr. Subramanian Murali (DIN: 00041261) as a Director of the Company, liable to retire by rotation:

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	218,872,936	6,567	218,879,503	99.999929
Dissent	5	150	155	0.000071
Total	218,872,941	6,717	218,879,658	100

Therefore, the resolution No. 6 has been approved with requisite majority. Details of remote e-voting & poll at AGM are given in **Annexure F.**

SANJAY GROVER & ASSOCIATES NEW DELHI Company Secretaries CP No. 9650

9. The register and all other papers relating to voting by electronic means shall remain in the safe custody of the Scrutinizer until the Chairman considers, approves and signs the minutes and thereafter, the Scrutinizer shall hand over the register and other related papers to the company.

Thank you,

Yours faithfully,

For SANJAY GROVER & ASSOCIATES
COMPANY SECRETARIES



Sanjay Grover
Scrutinizer
CP No 3850

Countersigned By

Chairman

New Delhi
September 29, 2015

Annexure - A

Details of Remote e-voting & Poll at AGM for Resolution No.-1 are as under:

A1. VOTING THROUGH POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
a) Total votes received	210	218,873,877	656,621,631	96.054618
b) Less: Invalid Votes	33	936	2,808	0.000411
c) Net Valid votes cast	177	218,872,941	656,618,823	96.054207
d) Votes with assent for the Resolution	173	218,872,937	656,618,811	96.054205
e) Votes with dissent for the Resolution	4	4	12	0.000002

A2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
(a) Net Valid Votes	15	6,717	20,151	0.002948
(b) Votes with Assent	14	6,617	19,851	0.002904
(c) Votes with dissent	1	100	300	0.000044

ANJAY GROVER & ASSOCIATES Company Secretaries CP No. 3850 NEW DELHI

Annexure - B

Details of Remote e-voting & Poll at AGM for Resolution No.-2 are as under:

B1. VOTING THROUGH POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
a) Total votes received	209	218,773,725	656,321,175	96.010665
b) Less: Invalid Votes	33	936	2,808	0.000411
c) Net Valid votes cast	176	218,772,789	656,318,367	96.010254
d) Votes with assent for the Resolution	172	218,772,785	656,318,355	96.010253
e) Votes with dissent for the Resolution	4	4	12	0.000002

B2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
(a) Net Valid Votes	15	6,717	20,151	0.002948
(b) Votes with Assent	14	6,617	19,851	0.002904
(c) Votes with dissent	1	100	300	0.000044

SANJAY GROVER & ASSOCIATES NEW DELHI Company Secretaries CP No. 3850

Annexure - C

Details of Remote e-voting & Poll at AGM for Resolution No.-3 are as under:

C1. VOTING THROUGH POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
a) Total votes received	210	218,873,877	656,621,631	96.054618
b) Less: Invalid Votes	33	936	2,808	0.000411
c) Net Valid votes cast	177	218,872,941	656,618,823	96.054207
d) Votes with assent for the Resolution	172	218,872,936	656,618,808	96.054205
e) Votes with dissent for the Resolution	5	5	15	0.000002

C2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No of e-voters*	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
(a) Net Valid Votes	14	6,617	19,851	0.002904
(b) Votes with Assent	13	6,517	19551	0.002860
(c) Votes with dissent	1	100	300	0.000044

SANJAY GROVER & ASSOCIATES * NEW DELHI * Company Secretaries CP No. 3850

Annexure - D

Details of Remote e-voting & Poll at AGM for Resolution No.-4 are as under:

D1. VOTING THROUGH POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
a) Total votes received	210	218,873,877	656,621,631	96.054618
b) Less: Invalid Votes	33	936	2,808	0.000411
c) Net Valid votes cast	177	218,872,941	656,618,823	96.054207
d) Votes with assent for the Resolution	172	218,872,936	656,618,808	96.054205
e) Votes with dissent for the Resolution	5	5	15	0.000002

D2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
(a) Net Valid Votes	15	6,717	20,151	0.002948
(b) Votes with Assent	14	6,617	19,851	0.002904
(c) Votes with dissent	1	100	300	0.000044

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Annexure - E

Details of Remote e-voting & Poll at AGM for Resolution No.-5 are as under:

E1. VOTING THROUGH POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
a) Total votes received	210	218,873,877	656,621,631	96.054618
b) Less: Invalid Votes	33	936	2,808	0.000411
c) Net Valid votes cast	177	218,872,941	656,618,823	96.054207
d) Votes with assent for the Resolution	172	218,872,936	656,618,808	96.054205
e) Votes with dissent for the Resolution	5	5	15	0.000002

E2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No of e-voters*	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
(a) Net Valid Votes	15	6,717	20,151	0.002948
(b) Votes with Assent	13	6,567	19,701	0.002882
(c) Votes with dissent	2	150	450	0.000066

SANJAY GROVER & ASSOCIATES * NEW DELHI * Company Secretaries CP No. 3850

Annexure - F

Details of Remote e-voting & Poll at AGM for Resolution No.-6 are as under:

F1. VOTING THROUGH POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
a) Total votes received	210	218,873,877	656,621,631	96.054618
b) Less: Invalid Votes	33	936	2,808	0.000411
c) Net Valid votes cast	177	218,872,941	656,618,823	96.054207
d) Votes with assent for the Resolution	172	218,872,936	656,618,808	96.054205
e) Votes with dissent for the Resolution	5	5	15	0.000002

F2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No of e-voters*	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
(a) Net Valid Votes	15	6,717	20,151	0.002948
(b) Votes with Assent	13	6,567	19,701	0.002882
(c) Votes with dissent	2	150	450	0.000066

SANJAY GROVER & ASSOCIATES Company Secretaries CP No. 3950 NEW DELHI