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

July 22, 2014

To,
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai – 400 001
Scrip Code: 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: SMOBILITY

Sub: Minutes of the Proceedings held on 10th July, 2014

Dear Sir(s),

Pursuant to Clause 31 of the Listing Agreement, please find enclosed herewith a copy of the minutes of the proceedings held on 10th July, 2014 in relation to the declaration of the results of Postal Ballot conducted pursuant to Section 110 of the Companies Act, 2013, for the following items:

1. Change in name of the Company to 'Spice Mobility Limited' under Section 13 of the Companies Act, 2013
2. Authorization to the Board for borrowings under Section 180 (1) (c) of the Companies Act, 2013
3. Authorization to the Board for creation of charge etc. under Section 180 (1) (a) of the Companies Act, 2013

You are requested to kindly take the above on record and oblige.

Thanking you.

Yours faithfully,
For **Spice Mobility Limited**
(Formerly S Mobility Limited)

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

Encl: a/a

S MOBILITY LIMITED

MINUTES OF THE PROCEEDINGS HELD ON THURSDAY, JULY 10, 2014 AT 11.15 A.M. AT S GLOBAL KNOWLEDGE PARK, 19A & 19B, SECTOR - 125, NOIDA – 201 301 RELATING TO DECLARATION OF THE RESULT OF POSTAL BALLOT CONDUCTED PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 ON THE RESOLUTIONS AS SET OUT IN THE NOTICE DATED MAY 26, 2014.

The Board of Directors of the Company at its meeting held on May 8, 2014 approved, subject to the approval of members and other approvals as may be necessary, change in the name of the Company to 'Spice Mobility Limited' and consented to obtain authority from the members of the Company for borrowings under section 180(1)(c) of the Companies Act, 2013 and for creation of charge etc, under section 180(1)(a) of the Companies Act, 2013 and appointed Mr. Sanjay Grover, FCS Company Secretary in whole time practice as Scrutinizer for conducting the Postal Ballot Process for seeking the approval of members, in a fair and transparent manner.

As required under the Companies Act, 2013 and Clause 35B of the Listing Agreement entered into with the Stock Exchanges, the Company had offered e-voting facility as an alternate to its Members to enable them to cast their votes electronically instead of voting through physical ballot.

The dispatch of Postal Ballot Notice dated May 26, 2014 along with the self addressed postage prepaid envelope, issued pursuant to Section 110 of the Companies Act, 2013 read with the provisions of the Companies (Management and Administration) Rules, 2014, for passing the Special resolutions as set out in the said Postal Ballot Notice to the Members of the Company whose names appeared in the Register of Members as on 23rd May, 2014, was completed on 7th June, 2014 or sent through mail by NSDL, the agency appointed for providing e-voting services through their e-voting platform to the members of the Company on or before 7th June, 2014 to the members whose e-mail ids were available with MAS Services Limited, Registrar and Share Transfer Agent of the Company.

The Members were requested to return the Postal Ballot Form duly completed with their assent (for) or dissent (against), in the attached self addressed postage pre-paid envelope, so as to reach the Scrutinizer or cast their votes through e-voting, on or before the close of working hours i.e. by 6.00 P.M. on 7th July, 2014.

After due scrutiny of all the Postal Ballot Forms/ e-voting confirmations received up to the close of working hours on 7th July, 2014 (being last date fixed for the receipt of the Postal Ballot Form(s) by the Members), Mr. Sanjay Grover, scrutinizer, submitted his Report on 9th July, 2014. The summary of

result of Postal Ballot/ E-voting as per the Scrutinizer's Report in respect of each of the 3 items of Notice dated May 26, 2014 is as under:

Resolution No. 1: Change in the name of the Company to 'Spice Mobility Limited' under section 13 of the Companies Act, 2013

Summary of the voting exercised by the Shareholders (e-voting and physical mode):

Particulars	No. of Share-Holders	No. of Equity Shares for which votes polled	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
a) Total votes received	107	216876754	650630262	95.1781
b) Less-Invalid Votes	8	1515	4545	0.0007
c) Net Valid votes casted	99	216875239	650625717	95.1774
d) Votes with assent for the Resolution	97	216875138	650625414	95.1774
e) Votes with dissent for the Resolution	2	101	303	0.0000

Resolution No. 2: Authorization for borrowings under section 180(1)(c) of the Companies Act, 2013

Summary of the voting exercised by the Shareholders (e-voting and physical mode):

Particulars	No. of Share-Holders	No. of Equity Shares for which votes polled	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
a) Total votes received	106	216876753	650630259	95.1782
b) Less-Invalid Votes	8	1515	4545	0.0007

c) Net Valid votes casted	98	216875238	650625714	95.1775
d) Votes with assent for the Resolution	90	216874258	650622774	95.1771
e) Votes with dissent for the Resolution	8	980	2940	0.0004

Resolution No. 3: Authorization for creation of charge etc. under section 180(1) (a) of the Companies Act, 2013

Summary of the voting exercised by the Shareholders (e-voting and physical mode):

Particulars	No. of Share-Holders	No. of Equity Shares for which votes polled	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
a) Total votes received	105	216876708	650630124	95.1781
b) Less-Invalid Votes	8	1515	4545	0.0007
c) Net Valid votes casted	97	216875193	650625579	95.1774
d) Votes with assent for the Resolution	83	216873916	650621748	95.1769
e) Votes with dissent for the Resolution	14	1277	3831	0.0005

Proceedings:

Mr. Dilip Modi, Chairman of the Company, after receiving the Scrutinizer's Report as referred above announced that the following Special Resolutions have been approved by the members with requisite majority and directed that the resolutions be recorded in the Minutes Book recording the proceedings of general meeting of the Company:

1. **Special Resolution for Change in the name of the Company**

"RESOLVED THAT pursuant to the provisions of section 13 and other applicable provisions, if any of the Companies Act, 2013 and the Rules made thereunder including any statutory modification(s) or amendment(s) thereto for the time being in force and subject to the approval of the Registrar of Companies, Uttar Pradesh, the consent of the members of the Company be and is hereby accorded to change the name of the Company from "S MOBILITY LIMITED" to "SPICE MOBILITY LIMITED" and the existing Clause I of the Memorandum of Association of the Company be substituted by the following clause-

"I. The name of the Company is Spice Mobility Limited."

RESOLVED FURTHER THAT consequent to the aforesaid change, the name "S Mobility Limited" wherever appearing in the Memorandum and Articles of Association of the Company be substituted by "Spice Mobility Limited".

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and expedient to give effect to the aforesaid Resolution."

2. **Special Resolution for Authorisation for borrowings under Section 180(1)(c) of the Companies Act, 2013**

"RESOLVED THAT pursuant to section 180 (1) (c) of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto for the time being in force) and in supersession of all earlier resolutions passed by the Company in this regard, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which expression shall include a Committee of Directors duly authorized in this behalf) to borrow and raise such sum or sums of money (ies), with or without security, from time to time as may be required for the purpose of business of the Company notwithstanding that the money (ies) to be borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of the paid-up share capital and free reserves of the Company, provided that the aggregate of such excess borrowing(s) shall not exceed Rs. 250 crores at any point of time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things and to execute such deeds, documents or writings as are necessary or expedient, on behalf of the Company for giving effect to the above resolution."

3. **Special Resolution for Authorisation for creation of charge etc. under Section 180 (1) (a) of the Companies Act, 2013**

"**RESOLVED THAT** pursuant to section 180 (1) (a) of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto for the time being in force) and in supersession of all earlier resolutions passed by the Company in this regard, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which expression shall include a Committee of Directors duly authorized in this behalf) to create charge, hypothecation, mortgage on any movable and/ or immovable properties of the Company where ever situated, both present and future, and on the whole or substantially the whole of the undertaking or the undertakings of the Company in favour of any Bank(s), Financial Institution(s), Company(ies) or other Organisation(s) or Institution(s) or Trustee(s) or any other person(s) (hereinafter collectively referred to as the 'Lenders') on such terms and conditions as the Board may think fit in the best interest of the Company and as agreed between the Board and Lenders, in order to secure the loans advanced/to be advanced by such lenders to the Company together with interest at the agreed rates, compound/additional interest, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other money(ies) payable by the Company in respect of the said borrowings.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things and to execute such deeds, documents or writings as are necessary or expedient, on behalf of the Company for giving effect to the above resolution."

The above results were announced by the undersigned on Thursday, 10th July, 2014 at 11.15 a.m.