

spice
switch up!

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

January 17, 2015

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: SPICEMOBI

Sub: Notice of Postal Ballot

Dear Sir,

Pursuant to Clause 31 of the Listing Agreement, please find enclosed herewith 3 copies of Postal Ballot Notice and the Resolutions proposed to be passed through Postal Ballot for seeking voluntary delisting of the Equity Shares of the Company from the BSE Limited and National Stock Exchange of India Limited, where the Equity Shares of the Company are presently listed pursuant to the SEBI (Delisting of Equity Shares) Regulations, 2009.

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**

Spice Mobility Limited 19A & 19B Sector-125 Noida 201301

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

Encl: a/a

spice

SPICE MOBILITY LIMITED

(Formerly S Mobility Limited)
Regd. Office : S Global Knowledge Park, 19A & 19B, Sector-125, Noida,
District Gautam Budh Nagar, U.P.- 201301, Tel. No. : +91 120 3355131
E-mail : complianceofficer@smobility.in
CIN : L72900UP1986PLC008448, Website : www.spice-mobile.com

POSTAL BALLOT FORM **Sr. No. :**

1/15

1. Name & Registered address of the Sole/ First named Member

2. Name(s) of the Joint Member(s) if any

3. Registered Folio No./ DPID No. & Client ID No.*
*(applicable to Members holding shares in Dematerialised form)

4 Number of shares held

5. I/We hereby exercise my / our vote in respect of the Special Resolution to be passed through postal ballot for the business stated in the Notice dated 9th January, 2015 of the Company by recording my / our assent or dissent to the said Resolutions, by placing the tick (✓) mark at the appropriate box below: -

Description of the Resolution	No. of Shares for which votes cast	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
Special Resolution pursuant to the SEBI (Delisting of Equity Shares) Regulations, 2009 for seeking voluntary delisting of the Equity Shares of the Company from BSE Limited and National Stock Exchange of India Limited.			

Place :

Date :

(Signature of the Member)

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD

Notes : 1. Please read carefully the instructions printed overleaf before exercising the vote.
2. If the voting rights are exercised electronically, there is no need to use this Form.

spice

SPICE MOBILITY LIMITED

(Formerly S Mobility Limited)
Regd. Office : S Global Knowledge Park, 19A & 19B, Sector-125, Noida,
District Gautam Budh Nagar, U.P.- 201301, Tel. No. : +91 120 3355131
E-mail : complianceofficer@smobility.in
CIN : L72900UP1986PLC008448, Website : www.spice-mobile.com

POSTAL BALLOT NOTICE
(Pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s),

Notice is hereby given that pursuant to the provisions of Section 110 of the Companies Act, 2013 (hereinafter referred to as 'the Act') read with the Companies (Management and Administration) Rules, 2014 (hereinafter referred to as 'the Rules') (including any statutory modification(s) or amendment(s) thereto) and such other Rules and Regulations as may be applicable, the Company hereby seeks your approval through Postal Ballot for seeking voluntary delisting of equity shares of the Company from BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are presently listed, as detailed in the resolution. The Resolution and the relevant Statement pursuant to Section 102 of the Act setting out the material facts and the reasons for the proposed resolution are appended herewith along with a Postal Ballot Form for your consideration.

The Company has, in compliance with Rule 22(5) of the aforesaid Rules, appointed Mr. Sanjay Grover, FCS, Company Secretary in whole-time practice (Membership No. FCS 4223), as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to read carefully the instructions printed on the Postal Ballot Form sent herewith and return the Form duly completed in the attached self addressed postage prepaid envelope so as to reach the Scrutinizer on or before the close of the working hours i.e. by 6 P.M. on Thursday, the 19th February, 2015. The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny. The result of the Postal Ballot will be announced by the Chairman or in his absence by any Director of the Company on Monday, the 23rd February, 2015 at 10:15 A. M. at the Registered Office of the Company and the resolutions will be taken as passed effectively on the date of announcement of result by the Chairman. The Notice of the Postal ballot has been placed on the website of the Company and the result of the Postal Ballot along with the Scrutinizer's Report will also be posted on the website of the Company (www.spice-mobile.com) besides communication to BSE Limited and National Stock Exchange of India Limited where the equity shares of the Company are presently listed.

In compliance with Clause 35B of the Listing Agreement and the provisions of Section 110 of 'the Act' read with 'the Rules' the Company is pleased to offer **e-voting facility** as an alternate to its members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. In case you desire to exercise your vote by using e-voting facility then you are required to carefully follow the instructions as given for e-voting printed on the reverse of the Postal Ballot Form.

All documents referred to in the accompanying Notice and Statement are open for inspection at the Registered Office of the Company on all working days except Saturdays, Sundays and public holidays during normal business hours up to the date of declaration of result of the Postal Ballot.

Special Resolution for Voluntary Delisting of Equity Shares of the Company

To consider, and if thought fit, to pass, the following resolution as a Special Resolution:

"Resolved that subject to the provisions of the Companies Act, 2013, including any statutory modification(s) or re-enactment thereof for the time being in force, the Listing Agreement entered into by the Company with the Stock Exchanges where the equity shares of the Company are listed, the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, as may be amended from time to time or re-enactment thereof for the time being in force ("SEBI Delisting Regulations") and such other applicable laws, rules, regulations and guidelines and subject to such approvals, permissions and sanctions, including those from the Stock Exchanges, as may be necessary and subject to such conditions or modifications as may be prescribed or imposed by any authority, while granting such approvals, permissions and sanctions, the consent of the members 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 by the Board in this behalf), to seek voluntary delisting of the equity shares of the Company from BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are presently listed, in terms of the SEBI Delisting Regulations and other applicable provisions of Law.

Resolved further that the Board be and is hereby authorised to do all such acts, deeds, matters and things including making applications to the Stock Exchanges for seeking their in-principle approval and final approval for the proposed voluntary delisting of the equity shares of the Company, and to execute all such deeds, documents or writings as are necessary or expedient in the matter on behalf of the Company and to settle all questions, difficulties and doubts that may arise for giving effect to the above resolution.

Resolved further that the Board be and is hereby authorized to delegate all or any of the power(s) herein conferred upon it to any Committee of Directors or to any Director or Directors or any other officer(s) / authorized representative(s) of the Company to give effect to this resolution."

By Order of the Board of Directors
For SPICE MOBILITY LIMITED

M R Bothra
Vice President – Corporate Affairs &
Company Secretary

Place : Noida
Date : 9th January, 2015

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The statement setting out the material facts relating to the resolution is given below:

The equity shares of the Company are presently listed at BSE Limited and National Stock Exchange of India Limited (hereinafter referred as 'the Stock Exchanges').

The Company has received a letter from Smart Ventures Private Limited, Promoters of the Company, expressing their intention to seek voluntary delisting of the equity shares of the Company from 'the Stock Exchanges' by making an offer to acquire the equity shares held by the public shareholders pursuant to and in accordance with the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (hereinafter referred as 'SEBI Delisting Regulations').

Smart Ventures Private Limited holds 16,94,47,570 equity shares of the Company, representing 74.36% of the total paid-up equity share capital of the Company. The promoters propose to consolidate their shareholding in the Company which will provide increased operational flexibility to support the Company's business. Further, the promoters are of the view that since there is limited liquidity in the scrip of the Company, it would be in the best interest of the shareholders to voluntarily delist the equity shares of the Company.

The Board of Directors of the Company at its meeting held on January 2, 2015 has, subject to the approval of the members of the Company and such other approvals/ sanctions as may be required in this connection, approved the proposal for voluntary delisting of equity shares of the Company from 'the Stock Exchanges'.

The Board of Directors is of the opinion that the aforesaid resolution is in the best interest of the Company as the voluntary delisting by the Promoters will provide an exit opportunity to the minority public shareholders in accordance with the SEBI Delisting Regulations and hence, recommends the above resolution for your approval as a special resolution.

The passing of the Special Resolution would be enabling in nature and it will allow the promoters (if they so choose) to proceed with the Delisting Proposal within one year of passing of the Special Resolution as allowed under 'SEBI Delisting Regulations'. If the promoters decide to proceed with their Delisting Proposal, they will make an offer to acquire shares from the public shareholders of the Company in accordance with 'SEBI Delisting Regulations'.

In terms of Regulation 8 (1) (b) of SEBI Delisting Regulations, the delisting proposal requires the approval of the shareholders of the Company by way of a special resolution passed through postal ballot. The special resolution shall be acted upon if and only if the votes cast by public shareholders in favour of the proposal amount to at least two times the number of votes cast by public shareholders against it.

None of the Directors, Key managerial personnel of the Company and their relatives is in any way, concerned or interested in the said resolution, except to the extent of their shareholding, if any, in the Company.

By Order of the Board of Directors
For SPICE MOBILITY LIMITED

M R Bothra
Vice President – Corporate Affairs &
Company Secretary

Place : Noida
Date : 9th January, 2015

INSTRUCTIONS

1. A member desiring to exercise vote by Postal Ballot should complete the Postal Ballot Form in all respects and send it to the Scrutinizer in the attached self-addressed postage pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. The members residing outside India should stamp the envelope appropriately. The envelope containing Postal Ballot Form, if sent by courier or by Registered Post at the expense of the member will also be accepted. The Postal Ballot Form may also be deposited personally at the address provided on the attached envelope.
2. The self-addressed postage pre-paid envelope bears the postal address of the Scrutinizer appointed by the Board of Directors of the Company.
3. The voting period commences at 9 A.M. on 21st January, 2015 and ends at 6:00 P.M. on 19th February, 2015. The Postal Ballot Form duly completed and signed (as per specimen signature registered with the Company) should be sent to the Scrutinizer appointed by the Company at the registered office of the Company on or before the close of the working hours i.e. by 6 P.M. on Thursday, the 19th February, 2015.
4. Postal Ballot(s) received after this date will be treated as if the reply from the member has not been received and the same will not be considered.
5. In case shares are jointly held, this Form should be completed and signed by the first named member and in his/her absence, by the next named member.
6. In case of shares held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/Authority Letter together with attested specimen signature(s) of the authorized signatory/ies, giving requisite authority to the person voting on the Postal Ballot Form.
7. The Postal Ballot Notice is being sent to all the members whose names appear in the Register of Members/Records of depositories as on 9th January, 2015. The voting rights shall be reckoned on the paid up value of equity shares registered in the name of Shareholders as on Friday, the 9th January, 2015.
8. Members are requested not to send any paper (other than the resolution/authority letter/copy of nomination/power of attorney as mentioned in instruction No. 6 above) along with the Postal Ballot Form in the enclosed business reply self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer.
9. A tick (✓) mark should be placed in the relevant box signifying assent / dissent for the resolution, as the case may be, before mailing the Postal Ballot Form. Postal Ballot Form bearing tick (✓) mark in both the columns will render the same invalid.
10. A member, including the member who has opted to receive the documents electronically may seek duplicate Postal Ballot Form from the Registered office of the Company. However, the duly filled in and signed duplicate Postal Ballot Form should reach the Scrutinizer not later than the time and date specified at instruction No. 3.
11. The vote in this Postal Ballot cannot be exercised through proxy.
12. There will be only one Postal Ballot Form for every Folio/ Client ID.
13. Incomplete, unsigned, improperly or incorrectly tick marked Postal Ballot Form will be rejected.
14. The Scrutinizer's decision on the validity or otherwise of the Postal Ballot will be final.
15. A member can opt only one mode for voting i.e. either by Physical Ballot or e-voting. In case you are opting for e-voting, then do not vote by Physical Ballot and vice versa. However, in case member(s) cast their vote both by Physical Ballot and e-voting, then the voting done through physical Ballot shall prevail and voting done by e- voting will be treated as invalid.

Process and Manner for members opting for e-voting is as under:-

(A) In case of Members receiving e-mail from NSDL:

(i) Open e-mail and open PDF file viz. "SML e-Voting.pdf" with your Client ID or Folio No. as password containing your user ID and Password for e-voting. Please note that the password is an initial password.

(ii) Launch internet browser by typing the following URL: https://www.evoting.nsdl.com/

(iii) Click on Shareholder – Login.

(iv) Put user ID and Password as initial password noted in step (i) above. Click Login.

(v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of e-Voting opens. Click on e-Voting : Active Voting Cycles.

(vii) Select EVEN of Spice Mobility Limited.

(viii) Now you are ready for e-Voting as Cast Vote page opens.

(ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted. Upon confirmation, the message 'Vote Cast Successfully' will be displayed.

(x) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail: **sanjaygrover7@gmail.com** with a copy marked to **evoting@nsdl.co.in.**

(B) In case of Members receiving Postal Ballot Form by Post :

(i) User-ID and Initial password is provided at the bottom of the Postal Ballot Form.

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (x) as mentioned in **(A)** above, to cast vote.

(C) Other Instructions:

i) If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for casting your vote.

ii) The e-voting period commences at 9 A.M. on 21st January, 2015 and ends at 6:00 P.M. on 19th February, 2015. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

iii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting User Manual for Shareholders, available at the downloads section of www.evoting.nsdl.com.