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

Date: 13th May, 2017

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: Disclosures of the Voting Result as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Scrutinizer's Report

Dear Sir,

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the members of the Company have accorded their approval with requisite majority, by way of Postal Ballot to the following two Resolutions set out in the Notice dated 4th April, 2017:

1. Approval for sale of stake in Kimaan Exports Private Limited, a wholly owned subsidiary Company, to Spice Digital Limited, another subsidiary of the Company.

2. Approval for material related party transactions with Hotspot Sales & Solutions Private Limited.

In this regard, please find enclosed herewith the following:

i. The voting result in the Format prescribed under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as **Annexure- 1.**

ii. Copy of the scrutinizer's report as **Annexure –2.**

The approval is deemed to have been received as on 11th May, 2017, being the last date of receipt of Postal Ballot Forms from the members of the Company.

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: As above

Annexure – 1

SPICE MOBILITY LIMITED

Detail pursuant to Regulation 44 of the Listing SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of Declaration of Results of Postal Ballot	13th May, 2017
Total number of shareholders on record date (Record date being the Cut – off date for reckoning the voting rights of shareholders i.e. 31st March, 2017)	24,273
No. of shareholders present in the meeting either in person or through proxy: Promoter and Promoter Group: Public:	N.A.
No. of shareholders attended the meeting through Video Conferencing: Promoter and Promoter Group: Public:	N.A.

Agenda – wise disclosure

Item No. 1

Approval for sale of stake in Kimaan Exports Private Limited, a wholly owned subsidiary Company, to Spice Digital Limited, another subsidiary of the Company.

Resolution required: (Ordinary/Special)							Ordinary	
Whether promoter/promoter group are interested in the agenda/resolution?							No	
Category	**Mode of Voting**	**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	**E - Voting**	169447570	Nil	Nil	Nil	Nil	Nil	Nil
	Poll		Not Applicable					
	Postal Ballot (if applicable)		169447570	100%	169447570	Nil	100%	Nil
	Total	169447570	169447570	100%	169447570	Nil	100%	Nil
Public Institutions	**E - Voting**	545	Nil	Nil	Nil	Nil	Nil	Nil
	Poll		Not Applicable					
	Postal Ballot (if applicable)		Nil	Nil	Nil	Nil	Nil	Nil
	Total	545	Nil	Nil	Nil	Nil	Nil	Nil
Public- Non Institutions	**E - Voting**	58415867	11120	0.019%	8206	2914	73.795%	26.205%
	Poll		Not Applicable					
	Postal Ballot (if applicable)		47183887	80.772%	47183887	Nil	100%	Nil
	Total	58415867	47195007	80.791%	47192093	2914	99.994%	0.006%
Total		**227863982**	**216642577**	**95.075%**	**216639663**	**2914**	**99.999%**	**0.001%**

*Only valid votes polled are considered.

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

Item No. 2

Approval of material related party transactions with Hotspot Sales & Solutions Private Limited.

Resolution required: (Ordinary/Special)							Ordinary	
Whether promoter/promoter group are interested in the agenda/resolution?							No	
Category	**Mode of Voting**	**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	**E - Voting**	169447570	Nil	Nil	Nil	Nil	Nil	Nil
	Poll		Not Applicable					
	Postal Ballot (if applicable)		Nil	Nil	Nil	Nil	Nil	Nil
	Total	169447570	Nil	Nil	Nil	Nil	Nil	Nil
Public Institutions	**E - Voting**	545	Nil	Nil	Nil	Nil	Nil	Nil
	Poll		Not Applicable					
	Postal Ballot (if applicable)		Nil	Nil	Nil	Nil	Nil	Nil
	Total	545	Nil	Nil	Nil	Nil	Nil	Nil
Public- Non Institutions	**E - Voting**	58415867	10720	0.018%	7671	3049	71.558%	28.442%
	Poll		Not Applicable					
	Postal Ballot (if applicable)		47183887	80.772%	47183887	Nil	100%	Nil
	Total	58415867	47194607	80.790%	47191558	3049	99.994%	0.006%
Total		**227863982**	**47194607**	**20.712%**	**47191558**	**3049**	**99.994%**	**0.006%**

*Only valid votes polled are considered.

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

Annexure - II

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 Report

To,
The Chairman
SPICE MOBILITY LIMITED
CIN: L72900UP1986PLC008448
S Global Knowledge Park 19A & 19B,
Sector 125, NOIDA U.P- 201301

Report on Result of Postal Ballot/E-Voting

Dear Sir,

In terms of the provisions of Sections 108 and 110 of the Companies Act, 2013 (the "Act") read with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard–2 on "General Meetings" issued by the Institute of the Company Secretaries of India and other applicable laws and regulations (including any statutory modifications or re-enactment thereof for the time being in force), I have been appointed as Scrutinizer by the Board of Directors of **SPICE MOBILITY LIMITED** ('the Company') in its meeting held on March 16, 2017 to conduct the Postal Ballot/ E-Voting process in a fair and transparent manner in respect of the following resolutions:

S.No.	Type of Resolution	Particulars
1.	Ordinary Resolution	Approval for sale of stake in Kimaan Exports Private Limited, a wholly owned subsidiary company, to Spice Digital Limited, another subsidiary of the company.
2.	Ordinary Resolution	Approval for Material Related Party Transactions with Hotspot Sales & Solutions Private Limited.

I submit my report as under:

1. The Company completed dispatch of Postal Ballot Notices and forms on Tuesday, April 11, 2016 to its Members, whose names appeared in the Register of Members as on Friday, March 31, 2017.
   a) through e-mail to the members whose e-mail addresses were registered with the Company/ the Depositories, and
   b) through physical mode, along with a self-addressed postage prepaid business reply envelope to the other members (whose e-mail addresses were not registered with the Company/ the Depositories).

2. The Company published an advertisement regarding dispatch of postal ballot forms, notices etc. in English Daily "Business Standard" and in Hindi Daily "Veer Arjun" on Thursday, April 13, 2017.

3. The shareholders of the Company had an option to vote either through the postal ballot forms or through the e-voting facility. Shareholders who opted for e-voting facility have cast their votes on the designated website of National Securities Depository Limited ("NSDL") e-voting platform viz.**www.evoting.nsdl.com**.

4. The postal ballot forms received by post/courier were kept under my safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such postal ballot forms. The e-voting was maintained by NSDL in electronic registry.

5. I monitored the process of electronic voting through the scrutinizer's secured link provided by NSDL on its designated website i.e. **www.evoting.nsdl.com**.

6. The e-votes were unblocked on Thursday, May 11, 2017 after 5.00 P.M. in the presence of two witnesses, Mr. Vimal Kumar, R/o D-109, Shakarpur, New Delhi – 110092 and Ms. Suruchi Jassi, R/o 80/301,Sector-1, Gole Market, R.K. Ashram Marg, New Delhi - 110001, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence;

Vimal Kumar

Suruchi Jassi

7. The particulars of all postal ballot forms received from the members as well as e-voting report generated from electronic registry of NSDL have been entered in a separate Register maintained for that purpose.

8. All postal ballot forms received and e-votes cast up to 5:00 P.M. on Thursday, May 11, 2017 i.e. the last date and time fixed by the Company for casting votes through postal ballot forms or e- voting, were considered and none of the envelopes containing postal ballot forms received after 5:00 P.M. on Thursday, May 11, 2017 were considered for the purpose of this report.

9. The postal ballot forms and electronic ballots were matched with the Register of Members/ beneficiary data of the Company as on Friday, March 31, 2017 i.e. the cut off date for the purpose as provided by the RTA. It is further submitted that there was no mismatch of the shareholding as mentioned in the postal ballot forms and RTA records. Further, if any shareholder voted for lesser number of shares than those held by him, the votes polled were considered for the purpose of this report.

10. There were 427 (Four Hundred Twenty Seven) envelopes containing postal ballot form(s) which were returned undelivered and these envelopes were not opened and they are separately kept.

11. The shareholders exercised their voting either by e-voting or physical mode. There was no shareholder who opted for both the facilities.

12. The total issued and paid up Equity Share Capital of the Company as on Friday, March 31, 2017 was Rs. 68,35,91,946/- (Rupees Sixty Eight Crore Thirty Five Lakh Ninety One Thousand Nine Hundred Forty Six only) divided into 22,78,63,982 (Twenty Two Crore Seventy Eight Lakh Sixty Three Thousand Nine Hundred Eighty Two) equity shares of Rs. 3/- (Rupees Three only) each.

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13. A summary of the postal ballots/ e-voting areas under:

I. Approval for sale of stake in Kimaan Exports Private Limited, a wholly owned subsidiary company, to Spice Digital Limited, another subsidiary of the company.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	e-Votes	Postal-Ballot	Total	
Assent	8,206	21,66,31,457	21,66,39,663	99.9987
Dissent	2,914	0	2,914	0.0013
Total	11,120	21,66,31,457	21,66,42,577	100.0000

The detailed break up of voting through e-voting and voting through postal ballot forms in respect of the above Resolution is attached to this report and marked as **'Annexure A'**.

Therefore, the above-mentioned Ordinary Resolution has been passed with requisite majority.

II. Approval for Material Related Party Transactions with Hotspot Sales & Solutions Private Limited.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	e-Votes	Postal Ballot	Total	
Assent	7,671	4,71,83,887	4,71,91,558	99.9935
Dissent	3,049	0	3,049	0.0065
Total	10,720	4,71,83,887	4,71,94,607	100.0000

The detailed break up of voting through e-voting and voting through postal ballot forms in respect of the above Resolution is attached to this report and marked as **'Annexure B'**.

Therefore, the above-mentioned Ordinary Resolution has been passed with requisite majority.

14. The Resolutions shall be deemed to have been passed on May 11, 2017 being the last date of receipt of Postal Ballot forms from the members of the Company.

15. I will hand over the postal ballot forms and other related papers/registers and records to the Company after signing of minutes by the Chairman of the Company.

16. You may accordingly declare the result of the voting by Postal Ballot.

FOR SANJAY GROVER& ASSOCIATES
COMPANY SECRETARIES

Sanjay Grover
Scrutinizer
C.P. No.:3850

May 13, 2017
New Delhi

COUNTERSIGNED BY

Chairman
May 13, 2017

Annexure-A

A1. VOTING THROUGH E-VOTING:

Particulars	No. of share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
(a)Net Votes Received	41	11,120	33,360	0.0049
(b) Less: Invalid Votes	0	0	0	0.0000
(a) Net valid votes	41	11,120	33,360	0.0049
(b) Votes with assent	29	8,206	24,618	0.0036
(c) Votes with dissent	12	2,914	8,742	0.0013

A2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:

Particulars	No. of share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
(a) Total votes received	10	21,66,31,557	64,98,94,671	95.0706
(b) Less: invalid votes	1	100	300	0.0000
(c) Net valid votes	9	21,66,31,457	64,98,94,371	95.0706
(d) Votes with assent	9	21,66,31,457	64,98,94,371	95.0706
(e) Votes with dissent	0	0	0	0.0000

Annexure-B

B1. VOTING THROUGH E-VOTING:

Particulars	No. of share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
(a)Net Votes Received	41	11,120	33,360	0.0049
(b) Invalid Votes*	1	400	1200	0.0002
(c) Net valid votes	40	10,720	32,160	0.0047
(d) Votes with assent	29	7,671	23,013	0.0034
(e) Votes with dissent	11	3,049	9,147	0.0013

B2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:

Particulars	No. of share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
(a) Total votes received	10	21,66,31,557	94,98,94,671	95.0706
(b) Less: Invalid votes*	2	16,94,47,670	50,83,43,010	74.3635
(c) Net valid votes	8	4,71,83,887	14,15,51,661	20.7071
(d) Votes with assent	8	4,71,83,887	14,15,51,661	20.7071
(e) Votes with dissent	0	0	0	0.0000

*In compliance of provisions of Regulation 23(4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, votes of related parties on the resolution considered invalid.