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: 10.04.2017

To,
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai – 400001
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 - Intimation under Regulation 30 of Listing Regulations, 2015

Dear Sir,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the Company has decided to seek the approval of Members by way of Postal Ballot (Copy of Postal Ballot Notice dated 4th April, 2017 is attached) for the following two matters:

1. Ordinary resolution 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 for material related party transactions with Hotspot Sales & Solutions Private limited, a related party.

In terms of the provisions of Section 110 of the Companies Act, 2013, read with Rule 22 of The Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing to the Members, the facility to exercise their right to vote by means of Ballot Papers, and the business may be transacted through remote e-voting services provided by National Securities Depository Ltd. (NSDL). The remote e-voting period commences on Wednesday, the 12th April, 2017 at 9 A.M. and ends on Thursday, the 11th May, 2017 at 5 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. on Friday, the 31st March, 2017, may cast their votes electronically.

Kindly take the above information on record and acknowledge 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 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,
Email: complianceofficer@smobility.in
CIN: L72900UP1986PLC008448**, Website:** www.spicemobility.in

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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (hereinafter referred to as 'Listing Regulations') the Company hereby seeks your approval through Postal Ballot for two proposals as detailed in the respective resolutions. The Resolutions and the relevant Statement pursuant to Section 102 of the Act setting out the material facts and the reasons for the proposed resolutions 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 not later than 5 P.M. on Thursday, the 11th May, 2017. 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 Saturday, the 13th May, 2017 at 5:15 P.M. at the Registered Office of the Company and the resolutions will be deemed to have been passed w.e.f. 11th May, 2017 i.e. the last date for receipt of duly completed Postal Ballot Forms, if approved by the requisite majority. 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 placed on the website of the Company (www.spicemobility.in) 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 Regulation 44 of the 'Listing Regulations' and the provisions of Section 110 of 'the Act' read with 'the Rules' the Company is pleased to offer remote **e-voting facility** as an alternate to its members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. Remote e-voting is optional. In case you desire to exercise your vote by using remote e-voting facility then you are required to carefully follow the instructions as given for remote 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.

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

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"**Resolved that** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company and other applicable statutory provisions, if any, as amended from time to time, and subject to the necessary approvals, consents, permissions and sanctions required, from any institution or statutory authority, and subject to such conditions or modifications as may be imposed by any of them while granting any such approvals, which may be agreed to, in its sole discretion, by the Board of directors of the Company, the approval of members of the Company be and is hereby accorded to the Board of directors (hereinafter referred to as the 'Board' which expression shall include a Committee of directors duly authorised by the Board in this behalf) to sell the entire stake i.e. 20,000 equity shares of Rs.10/- each in Kimaan Exports Private Limited, a wholly owned subsidiary of the Company, to Spice Digital Limited, another subsidiary of the Company, for an aggregate consideration of not less than Rs. 62.76 Crore (Rupees Sixty Two Crore and Seventy Six Lakh only) and on such terms and conditions as may be agreed by the Board as it may deem fit and appropriate in the interest of the Company.

Resolved further that all acts, deeds, and things done by the Company and/or any of its directors or officers for and on behalf of the Company in this regard be and are hereby noted, ratified and approved.

Resolved further that the Board be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such 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 authorised to delegate all or any of the power(s) conferred on it by or under this Resolution to any Committee of directors or to any director(s) or any other officer(s) or authorized signatory (ies) of the Company as it may consider appropriate and necessary in connection with any matter relating to this resolution."

Item No.2: Approval of material related party transactions with Hotspot Sales & Solutions Private Limited

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

"Resolved that pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (hereinafter referred to as 'Listing Regulations') entered into with the Stock Exchanges and applicable provisions of the Companies Act, 2013, if any, read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) as applicable and subsequent modifications/amendments thereto as are made from time to time, the provisions of the Memorandum and Articles of Association of the Company and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, approval of members of the Company be and is hereby accorded to the Board of directors (hereinafter referred to as the 'Board' which expression shall include a Committee of directors duly authorised by the Board in this behalf) to enter into contract(s)/ arrangement (s)/ transaction(s) with Hotspot Sales & Solutions Private Limited, a subsidiary company, and related

party within the meaning of the aforesaid laws, on such terms and conditions as may be mutually agreed upon, up to a maximum amount as detailed hereunder:

Nature of Transactions	**Maximum Amount (Rupees in Lakh)**
Sale of goods	30,000.00
Leasing of office premises	181.30
Taking on lease of the warehouse(s)	24.00

during the financial year 2017-2018 and thereafter during each of the financial year provided that contract(s)/ transaction(s) so carried out shall at all times be on arm's length basis and in the ordinary course of the Company's business.

Resolved further that the Board be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such 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 authorised to delegate all or any of the power(s) conferred on it by or under this Resolution to any Committee of directors or to any director(s) or any other officer(s) or authorized signatory (ies) of the Company as it may consider appropriate and necessary in connection with any matter relating 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: 4th April, 2017

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

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

Item No. 1

Kimaan Exports Private Limited (KEPL) is a wholly owned subsidiary of the Company and has a paid up capital of Rs. 2,00,000 (Rupees Two Lakh only) divided into 20,000 equity shares of Rs.10/- each. The Company has received a proposal from Spice Digital Limited (SDL), another subsidiary of the Company, for acquiring entire share capital of KEPL. As per the Valuation Report received from Corporate Professionals Capital Private Limited, SEBI Registered (Category-I) Merchant Banker, the fair value of the equity shares of Kimaan Exports Private Limited is Rs. 62.76 Crore (Rupees Sixty Two Crore and Seventy Six Lakh only). In order to partially meet the fund requirements for various operational/business purposes, the Audit Committee and the Board of directors in their respective meetings have, subject to approval of members of the Company, approved the selling of entire stake in Kimaan Exports Private Limited to Spice Digital Limited at a price of not less than Rs.62.76 Crore (Rupees Sixty Two Crore and Seventy Six Lakh only).

Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time, provides that in case any of the transactions as enumerated under clauses (a) to (g) of sub section (1) of Section 188 exceeds the prescribed limit under the applicable Rules, such transactions shall require prior approval of the Company by way of an Ordinary Resolution. Since, selling of stake in KEPL to SDL exceeds the limit prescribed under Section 188 of the Companies Act, 2013 read with the applicable Rules made under that Section, it is necessary to obtain the approval of the members of the Company.

None of the Directors, Key Managerial Personnel and their relatives is in any way concerned or interested in this resolution except to the extent of their shareholding and directorship.

The Board recommends the above Resolution for approval of the members as an Ordinary Resolution.

Item No. 2

The Company has been entering into transactions for sale, purchase or supply of goods and materials with New Spice Sales and Solutions Limited (earlier known as Spice Retail Limited) and Cellucom Retail India Private Limited, wholly owned subsidiary Companies. Both these subsidiary Companies have sold/transferred their retail business as a going concern by way of slump sale to Hotspot Sales & Solutions Private Limited (HSSPL), another subsidiary Company, w.e.f. 1st June, 2016 and the Company has continued to enter into transactions with HSSPL for sale, purchase or supply of goods and materials in its ordinary course of business and at arm's length basis.

HSSPL being a subsidiary Company, is a related party of the Company in terms of Section 2 (76) of the Companies Act, 2013 and also under applicable Accounting Standards.

Pursuant to the provisions of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations'), all material related party transactions require approval of the members through Ordinary Resolution. Since the aggregate value of proposed transactions with HSSPL during the financial year 2017-18 is likely to exceed ten percent of the annual consolidated turnover of the Company as per the audited financial statements of the year 2015-16, the said transactions would be considered to be material related party transactions for the purpose of the provisions of Regulation 23 of the 'Listing Regulations', and will thus require approval of the members of the Company. The Audit Committee has, as required under Section 177 of Companies Act, 2013 and Regulation 23 of 'Listing Regulations', granted its ominous approval for the proposed transactions with HSSPL. The Board of directors has also reviewed the terms and conditions of the proposed transactions and has approved the same for entering into with HSSPL. The transactions entered and/or to be entered into with HSSPL are in the ordinary course of business of the Company and at arm's length basis.

As per the provisions contained in 'Listing Regulations', all entities falling under the definition of related parties shall abstain from voting on this resolution irrespective of whether the entity is a related party to these transactions or not.

None of the Directors, Key Managerial Personnel and their relatives is in any way concerned or interested in this resolution.

The Board recommends the above Resolution for approval of the members as an Ordinary Resolution.

By Order of the Board of Directors
For SPICE MOBILITY LIMITED

M R Bothra
Vice President – Corporate Affairs &
Company Secretary

Place: Noida
Date: 4th April, 2017

SPICE 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,
Email: complianceofficer@smobility.in
CIN: L72900UP1986PLC008448**, Website:** www.spicemobility.in

POSTAL BALLOT FORM

Sr. No.:.....

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

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

3. Registered Folio No./DP ID No. & Client ID No*.
*(Applicable to Members holding shares in Dematerialized Form)

4. Number of share(s) held

5. I/We hereby exercise my / our vote in respect of the Ordinary Resolutions to be passed through postal ballot for the business stated in the Notice dated 4th April, 2017 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 share(s) for which Vote cast	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1. Ordinary Resolution 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 for material related party transactions with Hotspot Sales & Solutions Private 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.

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 Wednesday, the 12th April, 2017 and ends at 5:00 P.M. on Thursday, the 11th May, 2017. 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 5 P.M. on Thursday, the 11th May, 2017.
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 31st March, 2017. The voting rights shall be reckoned on the paid up value of equity shares registered in the name of Shareholders as on Friday, the 31st March, 2017.
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. In case of any queries or grievances relating to remote e-voting, please contact at evoting@nsdl.co.in and relating to voting by way of physical ballot, please contact at complianceofficer@smobility.in
16. A member can opt only one mode for voting i.e. either by Physical Ballot or remote e-voting. In case you are opting for remote 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 remote e-voting, then the voting done through remote e- voting shall prevail and voting done by physical Ballot will be treated as invalid.

Process and Manner for members opting for remote 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 remote e-Voting.pdf" with your Client ID or Folio No. as password containing your user ID and Password for remote e-voting. Please note that the password is an initial password.

Note: Members already registered with NSDL for e - voting will not receive the PDF file "SML remote e-Voting.pdf".

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

(iii) Click on Shareholder - Login.

(iv) Enter the user ID and Password (the initial password mentioned in the e-mail sent by NSDL to shareholders whose email addresses are registered with the company/depository participant(s) or mentioned in the postal ballot form) and verification code as displayed. 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 remote e-Voting opens. Click on remote e-Voting : Active Voting Cycles.

(vii) Select EVEN of Spice Mobility Limited.

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

(ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(x) Upon confirmation, the message 'Vote Cast Successfully' will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) 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 (For those members whose email- address are not registered with Company/ depositories):

(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. (xii) as mentioned in (A) above, to cast vote.

(C) Other Instructions:

i) The e-voting period commences at 9 A.M. on 12th April, 2017 and ends at 5:00 P.M. on 11th May, 2017. The remote e-voting module shall be disabled by NSDL for voting thereafter.

ii) 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.

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

- In case members are holding shares in demat mode, USER -ID is the combination of (DPID+Client ID).
- In case members are holding shares in physical mode, USER -ID is the combination of (Even No.+ Folio No.).

iv) Shareholders who forget the User Details/Password can use "Forget User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com.