Spice Mobility Limited
CIN No.-L72900UP1986PLC008448
S Global Knowledge Park, 19A & 19B, Sector 125,
Noida - 201301, UP, India, India, | Tel: +91 120 3355131
www.spicemobility.in | complianceofficer@smobility.in

Date: 17.11.2017

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 is seeking the approval of Members by way of Postal Ballot (Copy of Postal Ballot Notice dated 14th November, 2017 is attached) for shifting the Registered Office of the Company from the State of Uttar Pradesh to National Capital Territory (NCT) of Delhi.

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 or by remote e-voting services provided by National Securities Depository Ltd. (NSDL). The remote e-voting period commences on Tuesday, the 21st November, 2017 at 9:00 A.M. and ends on Wednesday, the 20th December, 2017 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. on Friday, the 10th November, 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**

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 shifting Registered Office of the Company from the State of Uttar Pradesh to National Capital Territory (NCT) of Delhi and accordingly amend the Clause II of the Memorandum of Association of the Company 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 Notice sent herewith and return the Postal Ballot Form duly completed in the attached self addressed postage prepaid envelope so as to reach the Scrutinizer not later than 5:00 P.M. on Wednesday, the 20th December, 2017. The Scrutinizer will submit his report to the Chairman of the Company or to any person authorised by him after completion of the scrutiny of the Postal Ballot Forms (including remote e-voting). The result of the Postal Ballot will be announced by the Chairman or in his absence by a person authorised by him on Friday, the 22nd December, at 5:15 P.M. at the Registered Office of the Company and the resolution will be deemed to have been passed w.e.f. 20th December, 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 and National Securities Depository Limited (NSDL).

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, you are required to carefully follow the instructions printed in the Postal Ballot Notice for remote e-voting.

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.

Approval for shifting of Registered Office of the Company from the State of Uttar Pradesh to National Capital Territory (NCT) of Delhi

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

"Resolved that pursuant to the provisions of Sections 12, 13, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with Rule 30 of Companies (Incorporation) Rules, 2014 (including any statutory modification(s), or re-enactment thereof for the time being in force) and subject to the approval of the Central Government (power delegated to Regional Director) and/or any other authority(ies) as may be prescribed from time to time and subject also to such permission, sanction or approval as may be required under the provisions of the said Act or under any other law for the time being in force or any statutory modification(s) or amendment(s) thereof, the consent of the members of the Company be and is hereby accorded for shifting the registered office of the Company from the State of Uttar Pradesh to National Capital Territory (NCT) of Delhi and that Clause II of the Memorandum of Association of the Company be substituted by the following clause:

II. The Registered Office of the Company will be situated in the National Capital Territory (NCT) of Delhi.

Resolved further that the Board of Directors (which expression shall include a Committee of directors duly authorized by the Board in this behalf) be and is hereby authorised to sign and execute Affidavit, Declaration, Power of Attorney, Vakalatnama and all such documents or writings and to file the application and other related deeds and documents with the Central Government (power delegated to Regional Director) and/or any other authority(ies) and to do all such acts, deeds, matters and things 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: 14th November, 2017

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

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

Presently, the Registered Office of the company is situated in the State of Uttar Pradesh at S Global Knowledge Park, 19A & 19B, Sector 125, Noida -201301. Since most of the businesses being carried by the Company and its subsidiary companies are based out of Delhi, the Board in its meeting held on Friday, the 3rd November, 2017 has approved to shift the registered office of the Company from the State of Uttar Pradesh to the National Capital Territory (NCT) of Delhi.

Delhi, being the National Capital Territory, is always given preference and due weightage by the Investors. As most of the Government agencies and Regulatory authorities operate from Delhi, shifting of registered office to National Capital Territory (NCT) would result in better coordination and interaction with them, enabling the Company to explore more business opportunities & partnerships and bringing ease of doing business. The shifting of registered office to National Capital Territory (NCT) of Delhi will also help to carry the business of the Company more economically, conveniently and efficiently.

The shifting of the Registered Office as aforesaid is in the best interest of the Company, its members and all concerned.

A draft copy of the altered Memorandum of Association of the Company will be open for inspection at the Registered Office of the Company on all working days, except Saturdays, Sundays and holidays, during the business hours up to the date of declaration of Postal Ballot result.

In terms of the provisions contained in Section 13 of the Companies Act, 2013, the alteration of the Clause of Memorandum of Association pertaining to shifting of registered office of the Company from one State to another State requires approval of the members by Special Resolution and also requires approval of the Central Government. Further, as per Section 12 of the Companies Act, 2013, the registered office of the Company may be shifted outside the local limits of any city, town or village on the authority of shareholders given by way of Special Resolution.

Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, such special resolution is required to be passed by way of Postal Ballot. Therefore, approval of the members is, being sought by voting through Postal Ballot for shifting of registered office from the State of Uttar Pradesh to the National Capital Territory (NCT) of Delhi.

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

The Board of Directors of the Company recommends the above resolution for approval of the members by way of Special Resolution.

By Order of the Board of Directors
For SPICE MOBILITY LIMITED

M R Bothra
Vice President – Corporate Affairs &
Company Secretary

Place: Noida
Date: 14th November, 2017

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 9:00 A.M. on Tuesday, the 21st November, 2017 and ends at 5:00 P.M. on Wednesday, the 20th December, 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 5:00 P.M. on Wednesday, the 20th December, 2017.
4. Postal Ballot(s) received after 5:00 P.M. of the last date i.e. 20th December, 2017 will be treated as if the reply from the member has not been received and the same will not be considered. Likewise, the remote e-voting module shall be disabled by NSDL for e-voting after that time.
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 cut off date i.e. 10th November, 2017. The voting rights shall be reckoned on the paid up value of equity shares registered in the name of Members as on Friday, the 10th November, 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 on NSDL e-Voting system consists of two steps as details hereunder:

Step 1 : Log-in to NSDL e-Voting system

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details will be as per details given below :
   a) **For Members who hold shares in demat account with NSDL:** 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******).
   b) **For Members who hold shares in demat account with CDSL:** 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12********** then your user ID is 12**********).
   c) **For Members holding shares in Physical Form:** EVEN Number followed by Folio Number registered with the company (For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***).
5. Your password details are given below:
   a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
   b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
   c. How to retrieve your 'initial password'?
      i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a. Click on **"Forgot User Details/Password?"**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b. **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2 : Cast your vote electronically on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the Company.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to contact@cssanjaygrover.in with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. 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 download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

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 Special Resolution to be passed through postal ballot for the business stated in the Notice dated 14th November, 2017 of the Company by recording my / our assent or dissent to the said Resolution, 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)
Special Resolution for shifting of Registered Office of the Company from the State of Uttar Pradesh to National Capital Territory (NCT) of Delhi			

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 in the Postal Ballot Notice before exercising the vote.
2. If the voting rights are exercised electronically, there is no need to use this Form.