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: 12th February, 2018

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 for the following items, as set out in the Notice dated 28th December, 2017:

1. Approval of SML Employees Stock Option Plan – 2018.
2. Approval for grant of options to the employees of the holding and subsidiary company (ies) under SML Employees Stock Option Plan – 2018.
3. Approval for grant of options equal to or exceeding 1% of the issued capital of the Company under SML Employees Stock Option Plan – 2018.
4. Approval for sale of entire stake in Omniventures Private Limited, a wholly owned subsidiary company.

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 February, 2018, 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**

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	12th February, 2018
Total number of shareholders on record date (Record date being the Cut – off date for reckoning the voting rights of shareholders i.e. 5th January, 2018)	19,314
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 of SML Employees Stock Option Plan – 2018.

Resolution required: (Ordinary/Special)							Special	
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**	1070	Nil	Nil	Nil	Nil	Nil	Nil
	Poll		Not Applicable					
	Postal Ballot (if applicable)		Nil	Nil	Nil	Nil	Nil	Nil
	Total	1070	Nil	Nil	Nil	Nil	Nil	Nil
Public-Non Institutions	**E - Voting**	58415342	40869	0.0700%	39453	1416	96.5353%	3.4647%
	Poll		Not Applicable					
	Postal Ballot (if applicable)		27441363	46.9763%	27441363	Nil	100%	Nil
	Total	58415342	27482232	47.0463%	27480816	1416	99.9948%	0.0052%
Total		**227863982**	**196929802**	**86.4243%**	**196928386**	**1416**	**99.9993%**	**0.0007%**

*Only valid votes polled are considered.

SPICE MOBILITY LTD. 19A & 19B Sector 125 Noida

Item No. 2

Approval for grant of options to the employees of the holding and subsidiary company (ies) under SML Employees Stock Option Plan – 2018.

Resolution required: (Ordinary/Special)							Special	
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	1070	Nil	Nil	Nil	Nil	Nil	Nil
	Poll		Not Applicable					
	Postal Ballot (if applicable)		Nil	Nil	Nil	Nil	Nil	Nil
	Total	1070	Nil	Nil	Nil	Nil	Nil	Nil
Public- Non Institutions	E - Voting	58415342	36764	0.0629%	35348	1416	96.1484%	3.8516%
	Poll		Not Applicable					
	Postal Ballot (if applicable)		27441363	46.9763%	27441363	Nil	100%	Nil
	Total	58415342	27478127	47.0392%	27476711	1416	99.9948%	0.0052%
Total		**227863982**	**196925697**	**86.4225%**	**196924281**	**1416**	**99.9993%**	**0.0007%**

*Only valid votes polled are considered.

Item No. 3

Approval for grant of options equal to or exceeding 1% of the issued capital of the Company under SML Employees Stock Option Plan – 2018

Resolution required: (Ordinary/Special)							Special	
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		169447570	100%	169447570	Nil	100%	Nil

SPICE MOBILITY LIMITED 19A & 19B, Sec-125 Noida - 201301

	applicable)							
	Total	169447570	169447570	100%	169447570	Nil	100%	Nil
Public Institutions	E - Voting	1070	Nil	Nil	Nil	Nil	Nil	Nil
	Poll		Not Applicable					
	Postal Ballot (if applicable)		Nil	Nil	Nil	Nil	Nil	Nil
	Total	1070	Nil	Nil	Nil	Nil	Nil	Nil
Public- Non Institutions	E - Voting	58415342	40869	0.0700%	38451	2418	94.0835%	5.9165%
	Poll		Not Applicable					
	Postal Ballot (if applicable)		27441363	46.9763%	27441363	Nil	100%	Nil
	Total	58415342	27482232	47.0463%	27479814	2418	99.9912%	0.0088%
Total		**227863982**	**196929802**	**86.4243%**	**196927384**	**2418**	**99.9988%**	**0.0012%**

*Only valid votes polled are considered.

Item No. 4

Approval for sale of entire stake in Omniventures Private Limited, a wholly owned subsidiary company.

Resolution required: (Ordinary/Special)							Special	
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	1070	Nil	Nil	Nil	Nil	Nil	Nil
	Poll		Not Applicable					
	Postal Ballot (if applicable)		Nil	Nil	Nil	Nil	Nil	Nil
	Total	1070	Nil	Nil	Nil	Nil	Nil	Nil
Public- Non Institutions	E - Voting	58415342	40869	0.0700%	40748	121	99.7039%	0.2961%
	Poll		Not Applicable					
	Postal Ballot (if applicable)		27441363	46.9763%	27441363	Nil	100%	Nil
	Total	58415342	27482232	47.0463%	27482111	121	99.9996%	0.0004%
Total		**227863982**	**196929802**	**86.4243%**	**196929681**	**121**	**99.9999%**	**0.0001%**

*Only valid votes polled are considered.

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

ANNEXURE - 2

Scrutinizer Report

To,

The Chairman

SPICE MOBILITY LIMITED

CIN: L72900UP1986PLC008448

S Global Knowledge Park 19A & 19B,

Sector-125, NOIDA, U.P- 201301.

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 approved by the Central Government and other applicable laws and regulations (including any statutory modification 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 their meeting held on Friday the 22nd December, 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.	**Special Resolution**	Approval of SML Employees Stock Option Plan – 2018.

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2.	**Special Resolution**	Approval for grant of options to the employees of the holding and subsidiary company (ies) under SML Employees Stock Option Plan – 2018.
3.	**Special Resolution**	Approval for grant of options equal to or exceeding 1% of the issued capital of the Company under SML Employees Stock Option Plan – 2018.
4.	**Special Resolution**	Approval for sale of entire stake in Omniventures Private Limited, a wholly owned subsidiary company.

I submit my report as under:

1. The Company completed dispatch of Postal Ballot Notice and forms on Friday the 12th January, 2018 to its Members, whose names appeared in the Register of Members as on Friday, January 05, 2018 in the following manner:

   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 Edition "Financial Express" and in Hindi Edition "Jansatta" on Monday, January 15, 2018.

3. The shareholders of the Company had an option to vote either through the postal ballot form 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**.

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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 Sunday, February 11, 2018 after 05.00 P.M.in the presence of two witnesses, Ms. Suruchi Jassi, R/o 80/301, Sector-1, Gole Market, D.I.Z Area, New Delhi-110001 and Ms. Shalinee Jaiswal, Ganga Girls P.G. Gali No. 4, Shakarpur, New Delhi, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence :

Suruchi Jassi

Shalinee Jaiswal

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 05:00 P.M. Sunday the 11th February, 2018 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 form(s) received after 05:00 P.M. on Sunday, February 11, 2018 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, January 05, 2018 i.e. the cut-off date for the purpose as provided by the Registrar and Share Transfer Agent ('RTA') of the Company. It is further submitted that there was no mismatch of the shareholding as mentioned in the postal ballot forms and RTA records.

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10. There were 593 (Five Hundred Ninety Three) envelopes containing postal ballot form(s) which were returned undelivered and these envelopes were not opened and they were 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, January 05, 2018 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.

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

I. **Approval of SML Employees Stock Option Plan – 2018.**

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	e-Votes	Postal Ballot	Total	
Assent	39,453	19,68,88,933	19,69,28,386	99.9993
Dissent	1,416	0	1,416	0.0007
Total	40,869	19,68,88,933	19,69,29,802	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 Special Resolution has been passed with requisite majority.

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II. **Approval for grant of options to the employees of the holding and subsidiary company(ies) under SML Employees Stock Option Plan – 2018.**

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	e-Votes	Postal Ballot	Total	
Assent	35,348	19,68,88,933	19,69,24,281	99.9993
Dissent	1,416	0	1,416	0.0007
Total	36,764	19,68,88,933	19,69,25,697	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 Special Resolution has been passed with requisite majority.

III. Approval for grant of options equal to or exceeding 1% of the issued capital of the Company under SML Employees Stock Option Plan – 2018.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	e-Votes	Postal Ballot	Total	
Assent	38,451	19,68,88,933	19,69,27,384	99.9988
Dissent	2,418	0	2,418	0.0012
Total	40,869	19,68,88,933	19,69,29,802	100.0000

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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 C'**.

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

IV. Approval for sale of entire stake in Omniventures Private Limited, a wholly owned subsidiary company.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	e-Votes	Postal-Ballot	Total	
Assent	40,748	19,68,88,933	19,69,29,681	99.9999
Dissent	121	0	121	0.0000
Total	40,869	19,68,88,933	19,69,29,802	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 D'**.

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

14. The resolution shall be deemed to have been passed on Sunday, February 11, 2018, being the last date of receipt of Postal Ballot forms from the members of the Company.

SANJAY GROVER & ASSOCIATES Company Secretaries Firm Registration No. P2001DE052900 NEW DELHI

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

February 12, 2018
New Delhi

COUNTERSIGNED BY

Chairman

Annexure-A

A detailed summary of the Postal ballot result is given herein below:

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	49	40,869	1,22,607	0.0179
(b) Less: Invalid Votes	0	0	0	0
(a) Net Valid Votes	49	40,869	1,22,607	0.0179
(b) Votes with assent	43	39,453	1,18,359	0.0173
(c) Votes with dissent	6	1,416	4,248	0.0006

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	22	19,69,27,603	59,07,82,809	86.4233
(b) Less: Invalid Votes	3	38,670	1,16,010	0.0170
(c) Net Valid Votes	19	19,68,88,933	59,06,66,799	86.4063
(d) Votes with assent	19	19,68,88,933	59,06,66,799	86.4063
(e) Votes with dissent	0	0	0	0

SANJAY GROVER & ASSOCIATES * NEW DELHI * Firm Registration No. P2001DE052900 Company Secretaries

Annexure-B

A detailed summary of the Postal ballot result is given herein below:

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	47	36,764	1,10,292	0.0161
(b) Less: Invalid Votes	0	0	0	0
(a) Net Valid Votes	47	36,764	1,10,292	0.0161
(b) Votes with assent	41	35,348	1,06,044	0.0155
(c) Votes with dissent	6	1,416	4,248	0.0006

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	22	19,69,27,603	59,07,82,809	86.4233
(b) Less: Invalid Votes	3	38,670	1,16,010	0.0170
(c) Net Valid Votes	19	19,68,88,933	59,06,66,799	86.4063
(d) Votes with assent	19	19,68,88,933	59,06,66,799	86.4063
(e) Votes with dissent	0	0	0	0

SANJAY GROVER & ASSOCIATES * Firm Registration No. P2001DE052800 * Company Secretaries * NEW DELHI *

Annexure-C

A detailed summary of the Postal ballot result is given herein below:

C1. 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	49	40,869	1,22,607	0.0179
(b) Less: Invalid Votes	0	0	0	0
(a) Net Valid Votes	49	40,869	1,22,607	0.0179
(b) Votes with assent	41	38,451	1,15,353	0.0169
(c) Votes with dissent	8	2,418	7,254	0.0011

C2. 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	22	19,69,27,603	59,07,82,809	86.4233
(b) Less: Invalid Votes	3	38,670	1,16,010	0.0170
(c) Net Valid Votes	19	19,68,88,933	59,06,66,799	86.4063
(d) Votes with assent	19	19,68,88,933	59,06,66,799	86.4063
(e) Votes with dissent	0	0	0	0

SANJAY GROVER & ASSOCIATES Registration No. P2001DE052900 Company Secretaries Firm NEW DELHI

Annexure-D

A detailed summary of the Postal ballot result is given herein below:

D1. 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	49	40,869	1,22,607	0.0179
(b) Less: Invalid Votes	0	0	0	0
(a) Net Valid Votes	49	40,869	1,22,607	0.0179
(b) Votes with assent	46	40,748	1,22,244	0.0179
(c) Votes with dissent	3	121	363	0.0001

D2. 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	22	19,69,27,603	59,07,82,809	86.4233
(b) Less: Invalid Votes	3	38,670	1,16,010	0.0170
(c) Net Valid Votes	19	19,68,88,933	59,06,66,799	86.4063
(d) Votes with assent	19	19,68,88,933	59,06,66,799	86.4063
(e) Votes with dissent	0	0	0	0

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