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: 22nd December, 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 for shifting the Registered Office of the Company from the State of Uttar Pradesh to National Capital Territory (NCT) of Delhi, as set out in the Notice dated 14th November, 2017:

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 20th December, 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, Sec-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	22nd December, 2017
Total number of shareholders on record date (Record date being the Cut – off date for reckoning the voting rights of shareholders i.e. 10th November, 2017)	23,953
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 shifting the Registered Office of the Company from the State of Uttar Pradesh to National Capital Territory (NCT) of Delhi.

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**	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	92348	0.1581%	85591	6757	92.6831%	7.3169%
	Poll		Not Applicable					
	Postal Ballot (if applicable)		28761059	49.2350%	28761059	Nil	100%	Nil
	Total	58415867	28853407	49.3931%	28846650	6757	99.9766%	0.0234%
Total		**227863982**	**198300977**	**87.0260%**	**198294220**	**6757**	**99.9966%**	**0.0234%**

*Only valid votes polled are considered.

SPICE MOBILITY LIMITED
19A, Sec. 16, Noida-201301 (U.P.)

ANNEXURE-2

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

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) Regulation, 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 November 03, 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 for shifting of Registered Office of the Company from the State of Uttar Pradesh to National Capital Territory (NCT) of Delhi

SANJAY GROVER & ASSOCIATES Firm Regd. No. P2012DE052900 Company Secretaries NEW DELHI

I submit my report as under:

1. The Company completed dispatch of Postal Ballot Notice and forms on November 20, 2017 to its Members, whose names appeared in the Register of Members as on Friday, November 10, 2017, 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 Daily "Financial Express" and in Hindi Daily "Jansatta" on Wednesday, November 22, 2017.

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**.

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 Wednesday, December 20, 2017 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 Mr. Sukhvir Bhardwaj, R/o 62, Ballawagarh, Faridabad-121004, who are not in the employment of the Company.

SANJAY GROVER & ASSOCIATES Company Secretaries Firm Regn. No. P2009DE052900 NEW DELHI

They have signed below in confirmation of the votes being unblocked in their presence :

Suruchi Jassi

Sukhvir Bhardwaj

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. on Wednesday, December 20, 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 05:00 P.M. on Wednesday, December 20, 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, November 10, 2017 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.

10. There were 1,677 (One Thousand Six Hundred and Seventy Seven) 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, November 10, 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

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

(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 are as under:

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

Special Resolution				
Particulars	**Number of Valid Votes**			**Percentage**
	e-Votes	**Postal-Ballot**	**Total**	
Assent	85,591	19,82,08,629	19,82,94,220	99.9966
Dissent	6,757	0	6,757	00.0034
Total	92,348	19,82,08,629	19,83,00,977	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.

14. The resolution shall be deemed to have been passed on Wednesday, December 20, 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.

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

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

December 22, 2017
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	40	92,348	2,77,044	0.0405
(b) Less: Invalid Votes	0	0	0	0
(a) Net Valid Votes	40	92,348	2,77,044	0.0405
(b) Votes with assent	36	85,591	2,56,773	0.0376
(c) Votes with dissent	4	6,757	20,271	0.0030

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	47	19,82,08,829	59,46,26,487	86.9856
(b) Less: Invalid Votes	1	200	600	00.0001
(c) Net Valid Votes	46	19,82,08,629	59,46,25,887	86.9855
(d) Votes with assent	46	19,82,08,629	59,46,25,887	86. 9855
(e) Votes with dissent	0	0	0	0

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