S.R. BATLIBOI & CO.
Chartered Accountants

Golf View Corporate Tower-B
Sector-42, Sector Road
Gurgaon-122 002, Haryana, India
Tel: +91 124 464 4000
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Limited Review Report

Review Report to
The Board of Directors
S Mobility Limited

1. We have reviewed the accompanying statement of unaudited consolidated financial results of S Mobility Limited Group comprising S Mobility Limited ('the Company') and its subsidiaries (together, 'the Group'), for the quarter ended September 30, 2012 (the "Statement"), being submitted by the Company pursuant to the requirement of Clause 41 of the Listing Agreement, except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the management and have not been reviewed by us. This Statement is the responsibility of the Company's management and has been approved by the Board of Directors. Our responsibility is to issue a report on the Statement based on our review.

2. We conducted our review in accordance with the Standard on Review Engagements (SRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

3. In respect of unaudited quarter ended consolidated financial results, we did not review the statement of unaudited financial results of 20 subsidiaries, whose unaudited quarter ended financial results reflect total revenue of INR 202 million for the quarter ended September 30, 2012 and total assets of INR 1,173 million as at September 30, 2012. The financial information for 8 subsidiaries has been taken based on the management accounts and for 12 subsidiaries has been reviewed by other auditors whose reports have been furnished to us, and our conclusion on the quarterly financial results is based solely on the reports of the other auditors. The financial information of 12 subsidiaries has been taken based on the Management Accounts.

4. Without qualifying our conclusion, we draw attention to the fact that the group has recognized goodwill of Rs. 2,089 million in respect of Hindustan Retail India Private Limited, a wholly owned subsidiary of the Company and its three subsidiaries. Based on the financial statements of these subsidiaries, their net worth is substantially lower than the group's investment in these companies. No provision for impairment has been made against the above in view of strategic long term investment of the Group in these subsidiaries, their future profitable projections and/or the fair value of these Companies as at September 30, 2012.

5. Based on our review conducted as above and on consideration of reports of other auditors on the unaudited separate quarterly financial results and on the other financial information of the components, nothing has come to our attention that causes us to believe that the accompanying Statement of unaudited consolidated financial results prepared in accordance with recognition and measurement principles laid down in Accounting Standard 25 Interim Financial Reporting [notified pursuant to the Companies (Accounting Standards) Rules, 2006, (as amended) and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreement including the manner in which it is to be disclosed, or that it contains any material misstatement.

For S.R. BATLIBOI & CO.
Firm Registration Number: 301003E
Chartered Accountants

per Anil Gupta
Partner
Membership No.:87921

Place: New Delhi
Date: 30/10/12

S MOBILITY LIMITED

Regd. Office : 19A &19B, Sector - 125, Noida 201301, District Gautam Budh Nagar , Uttar Pradesh

Unaudited Consolidated Results for the three months period ended September 30,2012

(Rs. In Millions)

PART I STATEMENT OF CONSOLIDATED UNAUDITED RESULTS FOR THE THREE MONTHS PERIOD ENDED SEPTEMBER 30,2012						
Sl.No.	Particulars	Consolidated				
		3 months ended			15 months ended	
		30.9.2012 (Unaudited)	30.6.2012 (Unaudited)	30.9.2011 (Unaudited)	30.6.2012 (Audited)	
1	a. Net Sales/Income from operation	5,434	5,113	5,352	27,379	
	b. Other Operating Income	4	2	34	42	
	Total	**5,438**	**5,115**	**5,386**	**27,421**	
2	**Expenditure:**					
	a. Decrease/(Increase) in stock in trade	255	(195)	(585)	(66)	
	b. Purchase of Finished/Traded Goods	3,944	3,796	4,110	19,399	
	c. Consumption of Raw Materials and components	-	348	314	1,635	
	d.Connectivity and Content Cost	236	231	240	1,285	
	e. Staff Cost	297	312	350	1,719	
	f. Depreciation/Amortisation	87	96	79	413	
	g. Branding Expenses	98	154	256	961	
	h. Other expenditure	489	453	507	2,225	
	Total expenditure	**5,406**	**5,195**	**5,271**	**27,571**	
3	**Profit/(Loss) from Operations before other income, interest expenses, exceptional items and taxes (1-2)**	**32**	**(80)**	**115**	**(150)**	
4	Other Income	40	67	50	249	
5	**Profit/(Loss) before interest expenses, exceptional items and taxes (3+4)**	**72**	**(13)**	**165**	**99**	
6	Interest expenses	1	-	-	3	
7	**Profit/(Loss) before exceptional items and taxes (5-6)**	**71**	**(13)**	**165**	**96**	
8	**Exceptional Items**					
	- Provision against claims for earlier periods	(23)	-	-	-	
	- Provision for diminution in the value of long term investments	-	(23)	-	(23)	
9	**Profit/(Loss) from ordinary activities before taxes (7+8)**	**48**	**(36)**	**165**	**73**	
10	**Provision for Taxation**	3	1	45	109	
11	**Net Profit/(Loss) for the period (9-10)**	**45**	**(37)**	**120**	**(36)**	
12	**Minority Interest**	5	15	18	61	
13	**Net Profit/(Loss) after Minority Interest (11-12)**	**40**	**(52)**	**102**	**(97)**	
14	**Paid up Equity Share Capital (Face value of Rs.3/- each)**	714	714	714	714	
15	**Reserves excluding revaluation reserves**	-	-	-	7,148	
16	**Basic and Diluted Earnings Per Share (in Rs.) (Not Annualised)**	0.17	(0.22)	0.43	(0.41)	
PART II SELECT INFORMATION FOR THE QUARTER AND THREE MONTHS PERIOD ENDED SEPTEMBER 30,2012						
A.	**PARTICULARS OF SHAREHOLDING**					
1	**Public Shareholding**					
	- No. of Shares	68,660,069	68,720,309	74,638,000	68,720,309	
	- Percentage of Shareholding	28.84%	28.86%	31.35%	28.86%	
2	**Promoters & promoter group shareholding**					
	a) Pledged / Encumbered					
	- Number of shares	-	-	-	-	
	- Percentage of shares (as a % of the total shareholding of promoters & promoter group)	-	-	-	-	
	- Percentage of shares (as a % of the total share capital of the Company)	-	-	-	-	
	b) Non-encumbered					
	- Number of shares	169,426,216	169,365,976	163,448,285	169,365,976	
	- Percentage of shares (as a % of the total shareholding of promoters and promoter group)	100%	100%	100%	100%	
	- Percentage of shares (as a % of the total share capital of the Company)	71.16%	71.14%	68.65%	71.14%	
B.	**INVESTOR COMPLAINTS**					
	Pending at the beginning of the quarter	Nil				
	Received during the quarter	7				
	Disposed off during the quarter	7				
	Remaining unresolved at the end of the quarter	Nil				

SEGMENTWISE REVENUE, RESULTS AND CAPITAL EMPLOYED UNDER CLAUSE 41 OF THE LISTING AGREEMENT

(Rs. In Millions)

Sl.No.	Particulars	Consolidated			
		3 months ended			15 months ended
		30.9.2012 (Unaudited)	30.6.2012 (Unaudited)	30.9.2011 (Unaudited)	30.6.2012 (Audited)
1	**Segment Revenue (Net):**				
a	Mobile Devices	4,833	4,539	4,784	24,510
b	Services	605	578	602	2,915
	Total	5,438	5,117	5,386	27,425
	Less : Inter-Segment Revenue	-	2	-	4
	Total Revenue	5,438	5,115	5,386	27,421
2	**Segment Results -Profit/(Loss) before tax and Interest:**				
a	Mobile Devices	(11)	(149)	21	(451)
b	Services	6	63	83	252
	Less: Interest expense	(1)	-	(1)	(3)
	Add : Other unallocable income net of unallocable expense	54	50	62	275
	Total Profit/(Loss) Before Tax	48	(36)	165	73
3	**Capital Employed (Segment Assets- Segment Liabilities):**				
a	Mobile Devices	3,676	3,829	4,311	3,829
b	Services	1,860	1,924	1,770	1,924
	Unallocated Capital Employed	2,358	2,109	2,558	2,109
	Total	7,894	7,862	8,639	7,862

Notes :

1 The above results were reviewed by the Audit Committee and thereafter were approved and taken on record by the Board of Directors in their respective meetings held on Oct 30,2012 and have undergone 'Limited Review' by the Statutory auditors of the Company.

2 The Consolidated Financial results for the quarter ended and three months period September 30, 2012 represents consolidated results of the Company and its subsidiaries.

3 During the Quarter ended 30th September'2012, the Company has subscribed for 100% Equity shares in S Mobile Devices Limited and a subsidiary of the Company has acquired 100% Equity of Spice Online Retail Private Limited. Accordingly these Companies have been consolidated in the Consolidated financial results of the Company.

4 Provision for income tax is inclusive of/ net of deferred tax charge/ credit and tax adjustments for earlier years.

5 Key Standalone Financial Information is given below:

Particulars	3 months ended			15 months ended
	30.9.2012 (Unaudited)	30.6.2012 (Unaudited)	30.9.2011 (Unaudited)	30.6.2012 (Audited)
Net Sales / Income from Operations	1,965	1,591	2,294	10,086
Profit/(Loss) before tax	86	(135)	6	(467)
Net Profit/(Loss) after tax	86	(135)	7	(474)

6 The standalone financials results have been filed with The BSE Limited and National Stock Exchange of India Limited where the equity shares of the Company are listed and are also available at the Company's website www.spice-mobile.com.

7 Previous period figures have been regrouped and/or recast wherever considered necessary to conform to the current period presentation..

By order of the Board
S Mobility Limited

Preeti Malhotra
Executive Director

Dated : October 30 , 2012

S.R. BATLIBOI & CO.
Chartered Accountants

Golf View Corporate Tower-B
Sector-42, Sector Road
Gurgaon-122 002, Haryana, India
Tel: +91 124 464 4000
Fax: +91 124 464 4050

Limited Review Report

Review Report to
The Board of Directors
S Mobility Limited

1. We have reviewed the accompanying statement of unaudited financial results of S Mobility Limited ('the Company') for the quarter ended September 30, 2012 (the "Statement"), except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the management and have not been reviewed by us. This Statement is the responsibility of the Company's management and has been approved by the Board of Directors. Our responsibility is to issue a report on the Statement based on our review.

2. We conducted our review in accordance with the Standard on Review Engagements (SRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

3. Without qualifying our conclusion, we draw attention to the fact that the Company has made investments of INR 1,335 million and, given unsecured interest free loans of INR 2,382 million to and has outstanding receivable of INR 270 million from, its subsidiary companies (including two subsidiaries of a subsidiary company) whose net worth as per books is lower than the carrying value of the Company's investments in these companies. No provision has been made against the above in view of strategic long term investment of the Company in these subsidiaries and their future profitable projections and/or the fair value of these Companies as at September 30, 2012.

4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement of unaudited financial results prepared in accordance with recognition and measurement principles laid down in Accounting Standard 25 "Interim Financial Reporting", [notified pursuant to the Companies (Accounting Standards) Rules, 2006, (as amended)] and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreement including the manner in which it is to be disclosed, or that it contains any material misstatement.

For S.R. BATLIBOI & CO.
Firm Registration Number: 301003E
Chartered Accountants

per Anil Gupta
Partner
Membership No.:87921

Place: New Delhi
Date: October 30, 2012

S MOBILITY LIMITED

Regd. Office : 19A &19B, Sector - 125, Noida 201301, District Gautam Budh Nagar , Uttar Pradesh

Unaudited Standalone Financial Results for three months Period ended Sep 30, 2012

PART I STATEMENT OF STANDALONE UNAUDITED RESULTS FOR THE THREE MONTHS PERIOD ENDED SEP 30,2012

(Rs. In Millions)

Sl.No.	Particulars	Standalone			
		3 months ended			15 months ended
		30.9.2012 (Unaudited)	30.6.2012 (Unaudited)	30.9.2011 (Unaudited)	30.6.2012 (Audited)
1	a. Net Sales/Income from operation	1,965	1,591	2,285	10,083
	b. Other Operating Income	-	-	9	3
	Total	1,965	1,591	2,294	10,086
2	Expenditure:				
	a. Decrease/(Increase) in stock in trade	43	(115)	(587)	(20)
	b. Purchase of Finished/Traded Goods	1,504	1,059	1,995	6,648
	c. Consumption of Raw Materials	-	348	313	1,635
	d. Staff Cost	78	65	116	500
	e. Depreciation/Amortisation	19	18	17	88
	f. Branding Expenses	74	148	226	839
	g. Other expenditure	193	206	243	988
	Total expenditure	1,911	1,729	2,323	10,678
3	Profit/(Loss) from Operations before other income, interest, exceptional item and taxes (1-2)	54	(138)	(29)	(592)
4	Other Income	32	26	35	150
5	Profit/(Loss) before interest, exceptional item and taxes (3+4)	86	(112)	6	(442)
6	Interest expenses	-	-	-	2
7	Profit/(Loss) before exceptional items and taxes (5-6)	86	(112)	6	(444)
8	Exceptional Items				
	- Provision for diminution in the value of long term investments	-	(23)	-	(23)
9	Profit/(Loss) from ordinary activities before taxes (7+8)	86	(135)	6	(467)
10	Provision for Taxation	-	-	(1)	7
11	Net Profit/(Loss) for the period (9-10)	86	(135)	7	(474)
12	Paid up Equity Share Capital (Face value of Rs.3/- each)	714	714	714	714
13	Reserves excluding revaluation reserves	-	-	-	5,322
14	Basic and Diluted Earnings Per Share (in Rs.) (Not Annualised)	0.36	(0.57)	0.03	(1.99)

PART II SELECT INFORMATION FOR THE THREE MONTHS PERIOD ENDED SEP 30,2012

A.	PARTICULARS OF SHAREHOLDING				
1	Public Shareholding				
	- No. of Shares	68,660,069	68,720,309	74,638,000	68,720,309
	- Percentage of Shareholding	28.84%	28.86%	31.35%	28.86%
2	Promoters & promoter group shareholding				
	a) Pledged / Encumbered				
	- Number of shares	-	-	-	-
	- Percentage of shares (as a % of the total shareholding of promoters & promoter group)	-	-	-	-
	- Percentage of shares (as a % of the total share capital of the Company)	-	-	-	-
	b) Non-encumbered				
	- Number of shares	169,426,216	169,365,976	163,448,285	169,365,976
	- Percentage of shares (as a % of the total shareholding of promoters and promoter group)	100%	100%	100%	100%
	- Percentage of shares (as a % of the total share capital of the Company)	71.16%	71.14%	68.65%	71.14%
B.	INVESTOR COMPLAINTS				
	Pending at the beginning of the quarter	Nil			
	Received during the quarter	7			
	Disposed off during the quarter	7			
	Remaining unresolved at the end of the quarter	Nil			

Notes :

1. The above results were reviewed by the Audit Committee and thereafter were approved and taken on record by the Board of Directors in their respective meetings held on Oct 30,2012 and have undergone 'Limited Review' by the Statutory auditors of the Company.

2. During the Quarter ended 30th September'2012, the Company has subscribed for 100% Equity shares in S Mobile Devices Limited.

3. Provision for tax is inclusive of/ net of deferred tax charge/ credit and tax adjustments for earlier years.

4. Previous period figures have been regrouped and/or recast wherever considered necessary to conform to the current period presentation.

By order of the Board
S Mobility Limited

Preeti Malhotra
Executive Director

Dated : October 30, 2012