S.R. BATLIBOI & CO.
Chartered Accountants

6th Floor, HT House
18-20, Kasturba Gandhi Marg
New Delhi-110 001, India
Tel: +91 11 4363 3000
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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 (Formerly Spice Mobility Limited) ('the Company') and its subsidiaries (together, 'the Group'), for the quarter ended March 31, 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 provides 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 17 subsidiaries, whose unaudited quarter ended financial results reflect total revenue of INR 146 million for the quarter ended March 31, 2012 and total assets of INR 4,078 million as at March 31, 2012. The financial information for these subsidiaries has been reviewed by other auditors whose reports have been furnished to us, and our opinion on the quarterly financial results is based solely on the reports of the other auditors.

4. Without qualifying our conclusion, we draw attention to the fact that the group has recognized a goodwill of Rs.2,026 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, after considering their future profitable projections and/or the fair value of these Companies as at March 31, 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 recognised 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: 11/5/2012

S MOBILITY LIMITED
(Formerly Spice Mobility Limited)
Regd. Office : S Global Knowledge Park, 19A &19B, Sector - 125, Noida 201301, District Gautam Budh Nagar , Uttar Pradesh

Unaudited Consolidated Financial Results for the Quarter & Twelve Months Period ended March 31, 2012

PART I STATEMENT OF CONSOLIDATED UNAUDITED RESULTS FOR THE QUARTER AND TWELVE MONTHS PERIOD ENDED MARCH 31,2012

(Rs. In Millions)

Sl.No.	Particulars	Consolidated				
		3 months ended			12 months ended	
		31.3.2012	31.12.2011	31.3.2011	31.3.2012	31.3.2011
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
1	a. Net Sales/Income from operation	5,533	6,149	5,252	22,266	20,065
	b. Other Operating Income	0	26	27	44	100
	Total	5,533	6,175	5,279	22,310	20,165
2	Expenditure:					
	a. Decrease/(Increase) in stock in trade	507	265	132	129	627
	b. Purchase of Finished/Traded Goods	3,666	4,435	3,578	15,687	13,934
	c. Consumption of Raw Materials	309	242	227	1,287	359
	d.Connectivity and Content Cost	268	321	190	1,054	784
	e. Staff Cost	332	420	295	1,407	1,086
	f. Depreciation/Amortisation	90	78	71	317	334
	g. Branding Expenses	114	230	122	807	651
	h. Other expenditure	442	412	472	1,642	1,463
	Total expenditure	5,728	6,403	5,087	22,330	19,238
3	Profit/(Loss) from Operations before other income, interest and finance expenses, exceptional item and taxes (1-2)	(195)	(228)	192	(20)	927
4	Other Income	29	40	89	182	317
5	Profit/(Loss) before interest and finance expenses, exceptional item and taxes (3+4)	(166)	(188)	281	162	1,244
6	Interest and finance expenses	16	12	14	52	68
7	Profit/(Loss) before exceptional items and taxes (5-6)	(182)	(200)	267	110	1,176
8	Exceptional Items					
	- Gain on sale of Investment in a Joint Venture Company	-	-	-	-	239
9	Profit/(Loss) from ordinary activities before taxes (7+8)	(182)	(200)	267	110	1,415
10	Provision for Taxation	16	(21)	76	108	298
11	Net Profit/(Loss) for the period (9-10)	(198)	(179)	191	2	1,117
12	Minority Interest	3	9	25	46	77
13	Net Profit/(Loss) after Minority Interest (11-12)	(201)	(188)	166	(44)	1,040
14	Paid up Equity Share Capital (Face value of Rs.3/- each)	714	714	714	714	714
15	Reserves excluding revaluation reserves	-	-	-	-	7,491
16	Basic and Diluted Earnings Per Share (in Rs.) (Not Annualised)	(0.84)	(0.79)	0.70	(0.19)	4.37

PART II SELECT INFORMATION FOR THE QUARTER AND TWELVE MONTHS PERIOD ENDED MARCH 31,2012

A.	PARTICULARS OF SHAREHOLDING					
1	Public Shareholding					
	- No. of Shares	74,638,000	74,638,000	74,638,000	74,638,000	74,638,000
	- Percentage of Shareholding	31.35%	31.35%	31.35%	31.35%	31.35%
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	163,448,285	163,448,285	163,448,285	163,448,285	163,448,285
	- Percentage of shares (as a % of the total shareholding of promoters and promoter group)	100%	100%	100%	100%	100%
	- Percentage of shares (as a % of the total share capital of the Company)	68.65%	68.65%	68.65%	68.65%	68.65%
B.	INVESTOR COMPLAINTS					
	Pending at the beginning of the quarter	Nil				
	Received during the quarter	13				
	Disposed off during the quarter	13				
	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			12 months ended	
		31.3.2012 (Unaudited)	31.12.2011 (Unaudited)	31.3.2011 (Unaudited)	31.3.2012 (Unaudited)	31.3.2011 (Audited)
1	**Segment Revenue (Net):**					
a	Mobile Devices	4,975	5,569	4,691	19,971	18,050
b	Services	558	607	592	2,341	2,160
	Total	**5,533**	**6,176**	**5,283**	**22,312**	**20,210**
	Less : Inter-Segment Revenue	0	1	4	2	45
	Total Revenue	**5,533**	**6,175**	**5,279**	**22,310**	**20,165**
2	**Segment Results -Profit/(Loss) before tax and Interest:**					
a	Mobile Devices	(229)	(269)	24	(302)	379
b	Services	3	12	170	189	517
	Less: Interest expense	(3)	(0)	(3)	(4)	(26)
	Add : Other unallocable income net of unallocable expense	47	57	76	227	545
	Total Profit/(Loss) Before Tax	**(182)**	**(200)**	**267**	**110**	**1,415**
3	**Capital Employed (Segment Assets- Segment Liabilities):**					
a	Mobile Devices	3,947	3,893	3,067	3,947	3,067
b	Services	1,855	1,706	1,392	1,855	1,392
	Unallocated Capital Employed	2,469	2,866	3,746	2,469	3,746
	Total	**8,271**	**8,465**	**8,205**	**8,271**	**8,205**

Notes :

1 The above results were reviewed by the Audit Committee in their meeting held on 10th May, 2012 and were approved and taken on record by the Board of Directors in their meeting held on 11th May, 2012 and have undergone "Limited Review" by the Statutory Auditors of the Company.

2 With a vision to switch as a leader in Mobile Internet space, the Company has begun investing in people and market, reflected in the higher manpower and administrative cost.

3 The Board of Directors of Spice Retail Limited and Spice Distribution Limited (Subsidiaries of the Company) at their respective Board Meetings held on 10th November, 2011 had, subject to approvals of Shareholders, Creditors, Hon'ble High Court and other approvals as may be necessary, approved the scheme of amalgamation of Spice Distribution Limited with Spice Retail Limited w.e.f 1st April, 2011 (the appointed date). The said proposed amalgamation does not have any effect on the financial results of the Company and necessary accounting adjustments, which would not be significant , would be carried out once the amalgamation becomes effective.

4 The Consolidated Financial results for the quarter ended March 31, 2012 represents consolidated results of the Company and its subsidiaries.

5 During the quarter ended March 31, 2012, a subsidiary of the Company has subscribed for 49% equity in S Retail General Trading LLC. Accordingly, this Company has been Consolidated from the date of incorporation.

6 The Company has changed its Financial Year from Twelve months period ended March 31, 2012 to Fifteen months period ended June 30,2012 and accordingly the Company has prepared the results for the Quarter and Twelve months period ended March 31, 2012.

7 Provision for tax is inclusive of/ net of deferred tax charge/ credit, fringe benefit tax and tax adjustments for earlier years.

8 Key Standalone Financial Information is given below:

Particulars	3 months ended			12 months ended	
	31.3.2012 (Unaudited)	31.12.2011 (Unaudited)	31.3.2011 (Unaudited)	31.3.2012 (Unaudited)	31.3.2011 (Audited)
Net Sales / Income from Operations	1,836	1,973	2,560	8,495	9,458
Profit/(Loss) before tax	(217)	(290)	188	(333)	935
Net Profit/(Loss) after tax	(217)	(249)	167	(340)	782

9 The standalone financials results have been filed with the Stock Exchanges where the equity shares of the Company are listed and are also available at the Company's website www.spice-mobile.com.

10 Previous period / year figures have been regrouped and/or recasted wherever considered necessary to conform to the current period presentation..

By order of the Board
S Mobility Limited

Preeti Malhotra
Executive Director

Dated : May 11, 2012

S.R. BATLIBOI & CO.
Chartered Accountants

6th Floor, HT House
18-20, Kasturba Gandhi Marg
New Delhi-110 001, India
Tel: +91 11 4363 3000
Fax: +91 11 4363 3200

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 (Formerly Spice Mobility Limited) ('the Company') for the quarter ended March 31, 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 provides 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 1,225 million in and given unsecured interest free loans of INR 2,506 million to and has outstanding receivable of INR 262 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 after considering their future profitable projections and/or the fair value of these Companies as at March 31, 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 recognised 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: 11/5/2012

S MOBILITY LIMITED
(Formerly Spice Mobility Limited)
Regd. Office : S Global Knowledge Park, 19A & 19B, Sector - 125, Noida 201301, District Gautam Budh Nagar , Uttar Pradesh

Unaudited Standalone Financial Results for the Quarter & Twelve Months Period ended March 31, 2012

PART I STATEMENT OF STANDALONE UNAUDITED RESULTS FOR THE QUARTER AND TWELVE MONTHS PERIOD ENDED MARCH 31,2012

(Rs. In Millions)

Sl.No.	Particulars	Standalone				
		3 months ended			12 months ended	
		31.3.2012 (Unaudited)	31.12.2011 (Unaudited)	31.3.2011 (Unaudited)	31.3.2012 (Unaudited)	31.3.2011 (Audited)
1	a. Net Sales/Income from operation	1,833	1,972	2,552	8,492	9,431
	b. Other Operating Income	3	1	8	3	27
	Total	1,836	1,973	2,560	8,495	9,458
2	Expenditure:					
	a. Decrease/(Increase) in stock in trade	475	356	217	95	779
	b. Purchase of Finished/Traded Goods	898	1,141	1,605	5,673	6,135
	c. Consumption of Raw Materials	309	242	227	1,287	359
	d. Staff Cost	100	140	91	435	282
	e. Depreciation/Amortisation	21	21	5	70	17
	f. Branding Expenses	86	204	118	691	546
	g. Other expenditure	183	182	247	688	712
	Total expenditure	2,072	2,286	2,510	8,939	8,830
3	Profit/(Loss) from Operations before other income, interest and finance expenses, exceptional item and taxes (1-2)	(236)	(313)	50	(444)	628
4	Other Income	24	26	47	124	225
5	Profit/(Loss) before interest and finance expenses, exceptional item and taxes (3+4)	(212)	(287)	97	(320)	853
6	Interest and finance expenses	5	3	4	13	13
7	Profit/(Loss) before exceptional items and taxes (5-6)	(217)	(290)	93	(333)	840
8	Exceptional Items					
	- Gain on sale of Investment in a Subsidiary Company	-	-	95	-	95
9	Profit/(Loss) from ordinary activities before taxes (7+8)	(217)	(290)	188	(333)	935
10	Provision for Taxation	-	(41)	21	7	153
11	Net Profit/(Loss) for the period (9-10)	(217)	(249)	167	(340)	782
12	Paid up Equity Share Capital (Face value of Rs.3/- each)	714	714	714	714	714
13	Reserves excluding revaluation reserves	-	-	-	-	6,088
14	Basic and Diluted Earnings Per Share (in Rs.) (Not Annualised)	(0.91)	(1.05)	0.70	(1.43)	3.28

PART II SELECT INFORMATION FOR THE QUARTER AND TWELVE MONTHS PERIOD ENDED MARCH 31,2012

A.	PARTICULARS OF SHAREHOLDING					
1	Public Shareholding					
	- No. of Shares	74,638,000	74,638,000	74,638,000	74,638,000	74,638,000
	- Percentage of Shareholding	31.35%	31.35%	31.35%	31.35%	31.35%
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	163,448,285	163,448,285	163,448,285	163,448,285	163,448,285
	- Percentage of shares (as a % of the total shareholding of promoters and promoter group)	100%	100%	100%	100%	100%
	- Percentage of shares (as a % of the total share capital of the Company)	68.65%	68.65%	68.65%	68.65%	68.65%
B.	INVESTOR COMPLAINTS					
	Pending at the beginning of the quarter	Nil				
	Received during the quarter	13				
	Disposed off during the quarter	13				
	Remaining unresolved at the end of the quarter	NIL				

Notes :

1. The above results were reviewed by the Audit Committee in their meeting held on 10th May, 2012 and were approved and taken on record by the Board of Directors in their meeting held on 11th May, 2012 and have undergone "Limited Review" by the Statutory Auditors of the Company.

2. With a vision to switch as a leader in Mobile Internet space, the Company has begun investing in people and market, reflected in the higher manpower and administrative cost.

3. The Board of Directors of Spice Retail Limited and Spice Distribution Limited (Subsidiaries of the Company) at their respective Board Meetings held on 10th November, 2011 had, subject to approvals of Shareholders, Creditors, Hon'ble High Court and other approvals as may be necessary, approved the scheme of amalgamation of Spice Distribution Limited with Spice Retail Limited w.e.f 1st April, 2011 (the appointed date). The said proposed amalgamation does not have any effect on the financial results of the Company and necessary accounting adjustments, which would not be significant , would be carried out once the amalgamation becomes effective.

4. The Company has changed its Financial Year from Twelve months period ended March 31, 2012 to Fifteen months period ended June 30,2012 and accordingly the Company has prepared the results for the Quarter and Twelve months period ended March 31, 2012.

5. Provision for tax is inclusive of/ net of deferred tax charge/ credit, fringe benefit tax and tax adjustments for earlier years.

6. Previous period / year figures have been regrouped and/or recasted wherever considered necessary to conform to the current period presentation..

By order of the Board
S Mobility Limited

Preeti Malhotra
Executive Director

Dated : May 11, 2012