

spice

S Mobility Limited
S Global Knowledge Park
19 A & 19 B, Sector 125,
Noida - 201301
Tel.: +91 - 120 - 3355131
www. smobility.in

September 22, 2012

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai – 400 001
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: SMOBILITY

Sub: Minutes of the proceedings held on August 24, 2012

Dear Sir(s),

Pursuant to Clause 31 of the Listing Agreement, please find enclosed herewith a copy of the minutes of the proceedings held on August 24, 2012 in relation to the declaration of the results of Postal Ballot conducted pursuant to Section 192A of the Companies Act, 1956 for sale/ transfer of mobile handset business of the Company to S Mobile Devices Limited, a Wholly Owned Subsidiary of the Company.

You are requested to kindly take the above on record and oblige.

Thanking you.

Yours faithfully,
For **S Mobility Limited**

M.R. Bothra
General Manager – Corporate Affairs

Encl: a/a

S MOBILITY LIMITED

MINUTES OF THE PROCEEDINGS HELD ON AUGUST 24, 2012 AT 4.00 P.M. AT S GLOBAL KNOWLEDGE PARK, 19A & 19B, SECTOR -125, NOIDA – 201 301 RELATING TO DECLARATION OF THE RESULT OF POSTAL BALLOT CONDUCTED PURSUANT TO SECTION 192A OF THE COMPANIES ACT, 1956 ON THE RESOLUTION AS SET OUT IN THE NOTICE DATED JULY 6, 2012.

The Board of Directors of the Company had, vide resolution passed by circulation on July 5, 2012 resolved subject to the approval of members and other approvals as may be necessary to sell or transfer the whole or part of the undertaking(s) pertaining to the mobile handset business of the Company, as a going concern or otherwise to S Mobile Devices Limited, a wholly owned subsidiary of the Company and appointed Mr. Sanjay Grover, FCA, FCS Company Secretary in whole time practice as Scrutinizer for conducting the Postal Ballot Process for obtaining the approval of members under Section 293(1)(a) of the Companies Act, 1956, in a fair and transparent manner.

The dispatch of Postal Ballot Notice dated July 6, 2012, issued pursuant to Section 192A of the Companies Act, 1956 read with the provisions of the Companies (Passing of the Resolution By Postal ballot) Rules, 2011, for passing the ordinary resolution as set out in the said Postal Ballot Notice to the Members of the Company, along with the self addressed postage prepaid envelope was completed on 20th July, 2012.

The Members were requested to return the Postal Ballot Form duly completed with their assent (for) or dissent (against), in the attached self addressed postage pre-paid envelope, so as to reach the Scrutinizer on or before the close of working hours i.e. by 6.00 P.M. on 20th August, 2012.

After due scrutiny of all the Postal Ballot Forms received up to the close of working hours on 20th August, 2012 (being last date fixed for the return of the Postal Ballot forms duly filled in by the Members), Mr. Sanjay Grover, submitted his report on 23rd August, 2012. The summary of the Report submitted by him is as under:

Date of completion of dispatch of Postal Ballot Form to members along with Notice under Registered Post	20th July, 2012
Last date up to which ballot papers received by Company have been considered	20th August, 2012

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Summary of result of Postal Ballot in respect of Notice dated July 6, 2012 for sale/ transfer of mobile handset business of the Company to S Mobile Devices Limited, a wholly owned subsidiary of the Company

	No. of Postal Ballot Forms	**No. of Equity shares**	**Total in percentage**
Total Postal ballot Forms received	65	22,04,11,299	92.5762% (Of Total Paid-up Capital)
Number of Invalid Postal ballot forms received	6	520	0.0002% (Of Total Paid-up Capital)
Number of valid Postal ballot forms received	59	22,04,10,779	92.5760% (Of Total Paid-up Capital)
Postal Ballot Forms with Assent	56	22,04,10,551	99.9999% (Of Total Valid Votes)
Postal Ballot Forms with Dissent	3	228	0.0001% (Of Total Valid Votes)

Proceedings:

Dr. B. K. Modi, Chairman of the Company, after receiving the Scrutinizer's Report as above anncunced that the following Ordinary Resolution had been approved by the members with requisite majority and directed that the resolution be recorded in the Minutes Book recording the proceedings of general meeting of the Company.

The resolution duly approved by Members is as under:

Ordinary Resolution

"**RESOLVED THAT** pursuant to the provisions of Sections 293(1)(a) and Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactments thereof for the time being in force) and the Memorandum and Articles of Association and subject to the approvals, consents, permissions and sanctions as may be necessary from concerned

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statutory authorities and such terms and conditions as may be imposed by them, consent of the Company be is hereby accorded to the Board of Directors of the Company (hereinafter referred as "Board", which shall be deemed to include any Committee constituted by the Board or any Person (s) for the time being authorized by the Board to exercise the powers conferred on the Board by this resolution) to transfer, sell, assign, deliver or otherwise dispose of the Company's whole or part of the undertaking(s) pertaining to mobile handset business of the Company, along with all the employees, assets and liabilities of this business including all licenses, permits as may be required and all consents and approvals etc. as a going concern or otherwise to S Mobile Devices Limited, a wholly owned subsidiary of the Company, at such consideration, to be paid either in cash and/or by issue of its Equity and/or Preference shares at par or at a premium, being not lower than the book value and with effect from such date as the Board may decide and on such terms and conditions as may be decided and agreed to by the Board in the best interest of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or contractual or otherwise, in relation to the above resolution and to negotiate, finalize, settle all questions and matters arising out of and/or incidental thereto and to enter into and sign and execute, file, submit and withdraw, any or all such deeds, applications, forms, documents, agreements, indemnities, warranties, undertakings and writings that may be required on behalf of the Company for the purpose of implementation of this Resolution."

The above results were announced by the undersigned on Friday, 24th August, 2012 at 4 p.m.

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