S Mobility Limited
CIN No - L72900UP1986PLC008448
S Global Knowledge Park, 19A & 19B,
Sector 125, Noida - 201301, UP, India.
Tel: +91 120 3355131
www.spice-mobile.com
customercare@smobility.in

July 10, 2014

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: Result of Postal Ballot

Dear Sir,

Pursuant to the Listing Agreement, we wish to inform you that the members of the Company have accorded their approval with requisite majority, by way of postal ballot to the Special Resolutions set out in the Postal Ballot Notice dated 26th May, 2013, sent to them pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, for the following items:

1. Change in name of the Company to 'Spice Mobility Limited' under Section 13 of the Companies Act, 2013
2. Authorization to the Board for borrowings under Section 180 (1) (c) of the Companies Act, 2013
3. Authorization to the Board for creation of charge etc. under Section 180 (1) (a) of the Companies Act, 2013

In this regard, please find enclosed herewith the following:

i. The Postal Ballot result in the format prescribed under Clause 35A of the Listing agreement as **Annexure- I**.

ii. A copy of the scrutinizer's report as **Annexure –II**.

You are requested to kindly take the above on record and acknowledge the receipt of the same.

Thanking you.

Yours faithfully,
For **S Mobility Limited**

M.R. Bothra
Vice - President- Corporate Affairs &
Company Secretary

Encl: a/a

Annexure-I

Date of the AGM/EGM : 10th July, 2014
(The date of declaration of Result)

Total number of shareholders on record date (i.e. 23rd May, 2014) : 23,643

No. of Shareholders present in the meeting either in person or through proxy : N.A.
Promoters and Promoter Group : N.A.
Public : N.A.

No. of Shareholders attended the meeting through Video Conferencing : N.A.
Promoters and Promoter Group : N.A.
Public : N.A.

Agenda for Postal Ballot :

1. Change in name of the Company to 'Spice Mobility Limited' under Section 13 of the Companies Act, 2013
2. Authorization for borrowings under Section 180 (1) (c) of the Companies Act, 2013
3. Authorization for creation of charge etc. under Section 180 (1) (a) of the Companies Act, 2013

Resolution required : (~~Ordinary~~/Special)

Mode of voting : (~~Show of hands/Poll~~/Postal ballot/E-voting)

Result of ~~Poll~~/ Postal Ballot/ E-voting

Resolution No. 1 : Change in name of the Company							
Promoter/ Public	**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	16,94,47,570	16,94,47,570	100.00	16,94,47,570	0	100	0
Public – Institutional Shareholders	14,51,452	1,85,528	12.7822	18,55,28	0	100	0
Public – Others	5,69,64,960	4,72,42,141	82.9319	4,72,42,040	101	99.99979	0.0002
Total	22,78,63,982	21,68,75,239	95.1775	21,68,75,138	101	99.99995	0.0001

Resolution No. 2 : Authorization for borrowings under Section 180 (1) (c) of the Companies Act, 2013							
Promoter/ Public	**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	16,94,47,570	16,94,47,570	100.00	16,94,47,570	0	100	0
Public – Institutional Shareholders	14,51,452	1,85,528	12.7822	1,85,528	0	100	0
Public - Others	5,69,64,960	4,72,42,140	82.9319	4,72,41,160	980	99.9979	0.0021
Total	22,78,63,982	21,68,75,238	95.1775	21,68,74,258	980	99.9995	0.0005

Resolution No. 3 : Authorization for creation of charge etc. under Section 180 (1) (a) of the Companies Act, 2013							
Promoter/ Public	**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	16,94,47,570	16,94,47,570	100.00	16,94,47,570	0	100	0
Public – Institutional Shareholders	14,51,452	1,85,528	12.7822	1,85,528	0	100.0000	0.0000
Public - Others	5,69,64,960	4,72,42,095	82.9318	4,72,40,818	1,277	99.9973	0.0027
Total	22,78,63,982	21,68,75,193	95.1775	21,68,73,916	1,277	99.9994	0.0006

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 : sanjaygrover7@gmail.com

POSTAL BALLOT REPORT

THE CHAIRMAN,
S MOBILITY LIMITED
CIN:L72900UP1986PLC008448
S GLOBAL KNOWLEDGE PARK
19A & 19B, Sector – 125, Noida
District Gautam Budh Nagar, U.P.-201301

Dear Sir,

The Board of Directors of the Company at its meeting held on 08.05.2014 has appointed me as the Scrutinizer to conduct the Postal Ballot Process in respect of the following resolutions:

Resolution Number	Type of Resolution	For
1.	**SPECIAL RESOLUTION**	Change of Name of the company from S Mobility Limited to Spice Mobility Limited
2.	**SPECIAL RESOLUTION**	Authorisation for Borrowings under Section 180(1)(c) of the Companies Act, 2013
3.	**SPECIAL RESOLUTION**	Authorisation for creation of charge etc. under Section 180(1)(a) of the Companies Act, 2013

I submit my report as under:

1. The Company completed dispatch of postal ballot notices, forms and postage prepaid business reply envelope(s) on 7th June, 2014 to its members whose name(s) appeared in the Register of Members as on 23rd May, 2014.

2. The shareholders of the Company had option to vote either through the postal ballot forms or through the e-voting facility. Shareholders opting for e-voting facility, casted their votes on the designated website **'www.evoting.nsdl.com' via NSDL e-Voting Platform.**

3. I monitored the process of electronic voting through the scrutinizer's secured link provided by National Securities Depository Limited on the designated website.

4. The particulars of all postal ballot forms received from the Members in physical form(s) have been entered in a separate register maintained for the purpose.

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5. The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such postal ballot forms.

6. The ballot box was opened after working hours on 7th July, 2014 in my presence.

7. The postal ballot forms were scrutinized in my presence and details of shareholders were matched with the Register of Members of the Company as on 23rd May, 2014. It is further submitted that in case of mis-match of the shareholding as mentioned in the Postal Ballot Forms and RTA records, the Shareholding as found in the RTA records on 23rd May, 2014 was considered.

8. All postal ballot forms received up to the close of working hours i.e. by 6 P.M. on 7th July, 2014, the last date and time fixed by the Company for receipt of forms were considered and none of the envelopes containing postal ballot forms received after the working hours on 7th July, 2014 were considered for the purpose of this report.

9. There were 4113 (Four thousand one hundred thirteen only) envelopes containing postal ballot form(s), which were returned undelivered & these envelopes were not opened and are separately kept.

10. I did not find any defaced or mutilated ballot papers.

11. The shareholders exercised their voting either by electronic or physical mode. There was no shareholder who opted for both the facilities:

12. The paid up Equity Share Capital of the Company as on 23rd May, 2014 was Rs. **68,35,91,946** (Rupees Sixty Eight Crores Thirty Five Lacs Ninety One Thousand Nine Hundred Forty Six) divided into 22,78,63,982 (Twenty Two Crores Seventy Eight Lacs Sixty Three Thousand Nine Hundred Eighty Two) Equity Shares of Rs. 3/-(Rupees Three) each.

13. A Summary of the postal ballot (e-voting and physical mode both) is given hereinafter below. Further, the detailed break up of *voting through electronic mode and voting through physical postal ballot forms in respect of Resolution Nos. 1, 2 and 3 are attached to this report & marked as 'Annexure A', 'Annexure B' and 'Annexure C' respectively.* The consolidated summary is as under:-

SANJAY GROVER & ASSOCIATES Company Secretaries C.P. No. 9360 NEW DELHI

13.1 **Summary of Voting exercised by the Shareholders for Resolution No. 1(E-Voting and Physical Mode):**

Particulars	No. of Share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
a) Total votes received	107	216876754	650630262	95.1781
b) Less: Invalid votes	8	1515	4545	0.0007
c) Net Valid votes casted	99	216875239	650625717	95.1774
d) Votes with assent for the Resolution	97	216875138	650625414	95.1774
e) Votes with dissent for the Resolution	2	101	303	0.0000

Please see the workings given under point Nos. A1 & A2 of "Annexure-A" attached to this report.

13.2 Summary of Voting exercised by the Shareholders for Resolution No. 2 (E-Voting and Physical Mode):

Particulars	No. of Share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
a) Total votes received	106	216876753	650630259	95.1782
b) Less: Invalid Votes	8	1515	4545	0.0007
c) Net Valid votes casted	98	216875238	650625714	95.1775
d) Votes with assent for the Resolution	90	216874258	650622774	95.1771
e) Votes with dissent for the Resolution	8	980	2940	0.0004

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Please see the workings given under point Nos. B1 & B2 of "Annexure-B" attached to this report.

13.3 **Summary of Voting exercised by the Shareholders for Resolution No. 3 (E-Voting and Physical Mode):**

Particulars	No. of Share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
a) Total votes received	105	216876708	650630124	95.1781
b) Less: Invalid Votes	8	1515	4545	0.0007
c) Net Valid votes casted	97	216875193	650625579	95.1774
d) Votes with assent for the Resolution	83	216873916	650621748	95.1769
e) Votes with dissent for the Resolution	14	1277	3831	0.0005

Please see the workings given under point Nos. C1 & C2 of "Annexure-C" attached to this report.

14 I have, on reckoning the voting rights of the shareholders on the basis of the paid up value of the shares registered in their names, found that total percentage of assent of total valid votes in respect of the resolution(s) are as under:

Resolution Number	Total Valid Votes (A)	Votes with Assent (B)	Percentage of valid votes (B/A*100)
1	216875239	216875138	99.99995
2	216875238	216874258	99.99955
3	216875193	216873916	99.99941

Accordingly, all the above-mentioned resolutions have been passed with requisite majority.

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15.1. Details of the voting result as per clause 35A of the Listing Agreement for **Resolution 1 for Change in name of the company to 'Spice Mobility Limited' under section 13 of the Companies Act, 2013**:-

Promoter/ Public	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes-In Favour	No. of Votes Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
	1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & promoter Group	169447570	169447570	100	169447570	0	100	0
Public-Institutional Holders	1451452	185528	12.7822	185528	0	100	0
Public-Others	56964960	47242141	82.9319	47242040	101	99.99979	0.0002
Total	227863982	216875239	95.1775	216875138	101	99.99995	0.0001

15.2. Details of the voting result as per clause 35A of the Listing Agreement for **Resolution 2 for authorization for borrowings under Section 180 (1) (c) of the Companies Act, 2013**

:-

Promoter/ Public	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes-In Favour	No. of Votes Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
	1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & promoter Group	169447570	169447570	100	169447570	0	100	0
Public-Institutional Holders	1451452	185528	12.7822	185528	0	100	0
Public-Others	56964960	47242140	82.9319	47241160	980	99.9979	0.0021
Total	227863982	216875238	95.1775	216874258	980	99.9995	0.0005

SANJAY GROVER & ASSOCIATES Company Secretaries C.P. No. 7900 NEW DELHI

15.3. Details of the voting result as per clause 35A of the Listing Agreement for **Resolution 3 for authorization for creation of charge etc. under Section 180 (1) (a) of the Companies Act, 2013.**:

Promoter/ Public	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes-In Favour	No. of Votes Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
	1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & promoter Group	169447570	169447570	100	169447570	0	100	0
Public-Institutional Holders	1451452	185528	12.7822	185528	0	100.0000	0.0000
Public-Others	56964960	47242095	82.9318	47240818	1277	99.9973	0.0027
Total	227863982	216875193	95.1775	216873916	1277	99.9994	0.0006

16. I will hand over the postal ballot forms and other related papers/ registers and records for safe custody of the Company after signing the minutes by the Chairman.

17. You may accordingly declare the result of the voting by Postal Ballot.

SANJAY GROVER & ASSOCIATES Company Secretaries C.P. No. 3850 NEW DELHI

Place : New Delhi
Date : July 9, 2014

For SANJAY GROVER & ASSOCIATES
(COMPANY SECRETARIES)

(SANJAY GROVER)
SCRUTINIZER
C.P. No. :3850

Annexure-A

A summary of the postal ballot result in respect of **Resolution 1(Change of name of the Company from 'S Mobility Limited' to 'Spice Mobility Limited')** is given below:

A1. **A Summary of the Voting by electronic mode as received under E voting mode for the Resolution is as follows:**

Particulars	No of shareholders	No. of Equity Shares for which votes polled	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
(a)Total number of E voters	48	169658835	508976505	74.4561
(b) Votes with Assent	46	169658734	508976202	74.4561
(c) Votes with dissent	2	101	303	0.0000

A2. **A Summary of the Postal Ballot Forms(Physical) received for the Resolution is given below:**

Particulars	No. of Postal Ballot Forms	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
a) Total Postal Ballot form received	59	47217919	141653757	20.7219
b) Less : Invalid Postal Ballot forms(as per register)	8	1515	4545	0.0007
c) Net Valid Postal Ballot forms (as per Register)	51	47216404	141649212	20.7213
d) Postal Ballot forms with assent	51	47216404	141649212	20.7213
e) Postal Ballot forms with dissent	0	0	0	0.0000

SANJAY GROVER & ASSOCIATES Company Secretaries C.P.No. 3650 NEW DELHI

Annexure-B

A summary of the postal ballot result in respect of **Resolution 2 (Authorisation for borrowings under Section 180(1)(c) of the Companies Act, 2013)** is given below:

B1. **A Summary of the Voting by electronic mode as received under E voting mode for the Resolution is as follows:**

Particulars	No of shareholders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
(a)Total number of E voters	47	169658834	508976502	74.4562
(b) Votes with Assent	42	169658304	508974912	74.4560
(c) Votes with dissent	5	530	1590	0.0002

B2. **A Summary of the Postal Ballot Forms(Physical) received for the Resolution is given below:**

Particulars	No. of Share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
a) Total Postal Ballot form received	59	47217919	141653757	20.7219
b) Less : Invalid Postal Ballot forms(as per register)	8	1515	4545	0.0007
c) Net Valid Postal Ballot forms (as per Register)	51	47216404	141649212	20.7213
d) Postal Ballot forms with assent	48	47215954	141647862	20.7211
e) Postal Ballot forms with dissent	3	450	1350	0.0002

SANJAY GROVER & ASSOCIATES * NEW DELHI * Company Secretaries C.P.No. 3850

Annexure-C

A summary of the postal ballot result in respect of **Resolution 3 (Authorisation for creating Charge etc. under Section 180(1)(a) of the Companies Act, 2013)** is given below:

C1. **A Summary of the Voting by electronic mode as received under E voting mode for the Resolution is as follows:**

Particulars	No of shareholders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
(a) Total number of E voters	47	169658834	508976502	74.4562
(b) Votes with Assent	37	169658082	508974246	74.4559
(c) Votes with dissent	10	752	2256	0.0003

C2. **A Summary of the Postal Ballot Forms(Physical) received for the Resolution is given below::**

Particulars	No. of Share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
a) Total Postal Ballot form received	58	47217874	141653622	20.7219
b) Less : Invalid Postal Ballot forms(as per register)	8	1515	4545	0.0007
c) Net Valid Postal Ballot forms (as per Register)	50	47216359	141649077	20.7213
d) Postal Ballot forms with assent	46	47215834	141647502	20.7211
e) Postal Ballot forms with dissent	4	525	1575	0.0002

SANJAY GROVER & ASSOCIATES Company Secretaries C.P. No. 9850 NEW DELHI