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

August 24, 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: 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 Ordinary resolution set out in the Postal Ballot Notice dated July 6, 2012, sent to them pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolutions by Postal Ballot) Rules, 2011, in relation to the sale/ transfer of mobile handset business of the Company to S Mobile Devices Limited, a wholly owned subsidiary of the Company.

In this regard, please find enclosed herewith the following documents:

i. The Postal Ballot results in the format prescribed under Clause 35A of the Listing Agreement - **Annexure- I**. and

ii. A copy of the Scrutinizer's Report -**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
General Manager- Corporate Affairs

Encl: a/a

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Annexure-I

Date of the AGM/EGM : 24th August, 2012
(The date of declaration of Result)

Total number of shareholders on record date : 24715

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 : Sale/ transfer of mobile handset business of the Company to S Mobile Devices Limited, a wholly owned subsidiary of the Company under Section 293(1)(a) of the Companies Act, 1956

Resolution required : (Ordinary/~~Special~~)
Mode of voting : (~~Show of hands/Poll~~/Postal ballot/~~E-voting~~)

Result of Poll/ Postal Ballot/ E-voting

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	16,93,74,897	16,93,74,897	100.00	16,93,74,897	0	100.00	0
Public – Institutional Shareholders	1,18,08,114	27,50,699	23.29	27,50,699	0	100.00	0
Public - Others	5,69,03,274	4,82,85,183	84.85	4,82,84,955	228	99.999	0.0001
Total	23,80,86,285	22,04,10,779	92.58	22,04,10,551	228	99.999	0.0001

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

THE CHAIRMAN
S MOBILITY LIMITED
S GLOBAL KNOWLEDGE PARK,
19A & 19B, SECTOR 125, NOIDA-201301

Dear Sir,

The Board of Directors of the Company by a resolution passed by circulation on 5th July, 2012 has appointed me as the Scrutinizer to conduct the Postal Ballot Process in respect of Ordinary Resolution :

Sale/ Transfer of Mobile Handset business of the Company to S Mobile Devices Limited, a wholly Owned Subsidiary of the Company, under Section 293(1) (a) of the Companies Act,1956.

I submit my report as under:

1. The Company completed the dispatch of postal ballot forms on 20th July, 2012 along with self addressed postage prepaid business reply envelope to its Members whose name(s) appeared in the Register of Members as on 13th July, 2012.

2. The particulars of all postal ballot forms received from the Members have been entered in a separate Register maintained for the purpose.

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

4. The ballot boxes were opened after business hours on 20th August, 2012 in my presence.

5. 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 13th July, 2012. It is further submitted that in case of mis-match of the shareholding as mentioned in the Postal Ballot Form and RTA records, the Shareholding as found in the RTA records on 13th July, 2012 has been considered.

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

6. All postal ballot forms received up to the close of working hours i.e. by 6 P.M. on 20th August, 2012, the last date and time fixed by the Company for receipt of the forms, were considered, and none of the envelopes containing postal ballot forms received after the business hours on 20th August, 2012 were considered for the purpose of this report.

7. There were 485 (Four Hundred and Eighty Five) envelopes containing postal ballot form, which were returned undelivered.

8. I did not find any defaced or mutilated ballot paper.

9. The Total paid up Equity Share Capital of the Company as on 13th July, 2012 was Rs. 71,42,58,855 (Rupees Seventy One Crore Forty Two Lacs Fifty Eight Thousand Eight Hundred And Fifty Five) divided in to 23,80,86,285 (Twenty Three Crore Eighty Lacs Eighty Six Thousand two Hundred and Eighty Five) Equity shares of Rs. 3 /-each.

10. A summary of the postal ballot forms received is given below:

Resolution:

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 Forms Received	65	22,04,11,299	66,12,33,897	92.576%
(b) **Less :** Invalid Postal Ballot Forms (as per register)	6	520	1560	0.0002%
(c) Net Valid Postal Ballot Forms (as per Register)	59	22,04,10,779	66,12,32,337	92.576%
(d) Postal Ballot Forms with assent	56	22,04,10,551	66,12,31,653	92.5759% (Representing **99.9999%** of the Total Valid Postal Ballot Received)

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(e) Postal Ballot Forms with dissent	3	228	684	0.0001% of the Total Valid Postal Ballot Received)

11. 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 votes in respect of the resolution are as under:

Resolution: Number of votes polled in favour of the resolution is 22,04,10,551

(99.999% of total valid votes);

Accordingly, the above-mentioned resolution has been passed by requisite majority.

12. Details of the voting result as per clause 35A of the Listing Agreement.

Ordinary Resolution for Sale/ Transfer of Mobile Handset business of the Company to S Mobile Devices Limited, a wholly Owned Subsidiary of the Company, under Section 293(1)(a) of the Companies Act,1956.

Promoter/ Public	No. of Shares held	No. of 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	16,93,74,897	16,93,74,897	100.00	16,93,74,897	0	100.00	0
Public-Institutional Holders	1,18,08,114	27,50,699	23.29	27,50,699	0	100.00	0
Public-Others	5,69,03,274	4,82,85,183	84.85	4,82,84,955	228	99.999	0.0001
Total	23,80,86,285	22,04,10,779	92.58	22,04,10,551	228	99.999	0.0001

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13. 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.

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

SANJAY GROVER & ASSOCIATES Company Secretaries C.P. No. 3850 NEW DELHI	For SANJAY GROVER & ASSOCIATES (COMPANY SECRETARIES) (SANJAY GROVER) SCRUTINIZER C.P. No.:3850
Place: New Delhi Date : 23rd August, 2012	