

spice
switch up!

Spice Mobility Limited
(Formerly 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

February 23, 2015

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: SPICEMOBI

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 Resolution set out in the Postal Ballot Notice dated 9th January, 2015, sent to them pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, for seeking voluntary delisting of the equity shares of the Company from BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are presently listed, in accordance with the provisions of SEBI (Delisting of equity shares) Regulations, 2009 and other applicable laws, if any.

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**.

We request you to note that the special resolution has been duly approved by the requisite majority of shareholders and the number of votes cast by public shareholders in favour of the special resolution is more than two times the number of votes cast by the public shareholders against it, thereby fulfilling the requirement prescribed under Regulation 8(1)(b) of the Securities and Exchange Board of India (Delisting of Equity shares) Regulations, 2009.

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

Thanking you.

Yours faithfully,
For **Spice Mobility Limited**

M.R. Bothra
Vice - President- Corporate Affairs &
Company Secretary
Encl: a/a

Annexure-I

Date of the AGM/EGM : 23rd February, 2015
(The date of declaration of Result)

Total number of shareholders on record date (i.e. 9th January, 2015) : 23880

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. Voluntary delisting of the equity shares of the Company from BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are presently listed.

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 : Voluntary delisting of the equity shares of the Company from BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are presently listed.							
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	100.00	0
Public – Institutional Shareholders	10,52,053	21,139	2.0093	21,139	0	100.00	0
Public – Others	5,73,64,359	5,01,54,569	87.4316	4,84,67,469	16,87,100	96.6362	3.3638
Total	**22,78,63,982**	**21,96,23,278**	**96.3835**	**21,79,36,178**	**16,87,100**	**99.2318**	**0.7682**

Ola Cabs Mobility Limited
19A & 19B
Sector-125
Noida 201301

Annexure - II

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

SCRUTINIZER REPORT

THE CHAIRMAN,

SPICE MOBILITY LIMITED

CIN: L72900UP1986PLC008448

S Global Knowledge Park

19A & 19B, Sector-125

Noida, Uttar Pradesh- 201301

Report on Result of Postal Ballot

Dear Sir,

In terms of the provisions of Section 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 I have been appointed as Scrutinizer by the Company in the Board meeting held on 2nd January, 2015 to conduct the Postal Ballot Process in a fair and transparent manner in respect of the following resolution:

Type of Resolution	For
Special Resolution	**Special Resolution pursuant to the SEBI (Delisting of Equity Shares) Regulations, 2009 for seeking voluntary delisting of the Equity Shares of the Company from BSE Limited and National Stock Exchange of India Limited.**

I submit my report as under:

1. The Company completed dispatch of postal ballot notice(s), forms/or electronic ballot and postage prepaid business reply envelope(s) on Tuesday, 20th January, 2015 to its Members whose name(s) appeared in the Register of Members as on Friday,9th January, 2015.

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 (National Stock Depository Limited) e-voting platform.

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

4. The votes were unblocked on 19th February, 2015 after 6:00 p.m. in the presence of two witnesses, Mr. Chetan Vyas Pareek R/o Wz-5,West Patel Nagar, New Delhi– 110008 and Ms. Priyanka Gupta R/o D-1/108, Sangam Vihar, Ratiya Marg, New Delhi- 110080 who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Chetan Vyas Pareek **Priyanka Gupta**

5. The particulars of all postal ballot forms received from the Members in physical form(s) and electronic ballot report generated from NSDL (the Authorised Agency for e-voting) have been entered in a separate Register maintained for the purpose.

6. The physical Postal Ballots received by post/courier/by hand were kept under our safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.

7. The ballot box was opened after the close of working hours on 19th February, 2015 in my presence.

8. All postal ballot forms received up to 6.00 P.M. on 19th February, 2015, the last date and time fixed by the Company for receipt of the postal ballot forms were considered and none of the envelopes containing postal ballot forms received after 6.00 P.M. on 19th February, 2015 were considered for the purpose of this report. Further, e-votes received upto 6:00 P.M on February 19, 2015 were also considered.

9. The details of shareholder (s) who have casted their votes were matched with the Register of Members of the Company as on 9th January, 2015. 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 9th January, 2015 was considered; there were NIL cases of miss-match.

10. There were total 4,290 (Four Thousand two hundred and Ninety) envelopes containing postal ballot form(s)/Notice(s), which were returned undelivered, were not opened and kept separately.

11. I did not find any defaced or mutilated ballot paper(s).

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

13. The total paid up Equity Share Capital of the Company as on 09th January, 2015 was Rs. 683591946 (Sixty Eight Crore Thirty Five Lac Ninety One Thousand Nine Hundred Forty Six) divided into 227863982 (Twenty Two Crores Seventy Eight Lac Sixty Three Thousand Nine Hundred Eighty Two) shares of Rs.3/- (Rupee Three) each.

14. The summary of the postal ballot (e-voting and physical mode both) is given as under:

Particulars		No. of Shareholders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
a) Total votes received		95	219623898	658871694	96.3838
b) Less: Invalid votes		6	620	1860	0.0003
C) Total valid Votes	By Promoter	1	169447570	508342710	74.3635
	By Public	88	50175708	150527124	22.02
D) Total Assent	By Promoter	1	169447570	508342710	74.3635
	By Public	57	48488608	145465824	21.2796
E) Total Dissent	By Promoter	0	0	0	0
	By Public	31	1687100	5061300	0.7404

The detailed break up of voting through electronic mode and voting through physical postal ballot forms in respect of the Resolution is attached to this report & marked as '**Annexure A**'.

15. The consolidated summary of the postal ballot (e-voting and physical mode both) is given as under:

Particular	Total Valid Votes	Votes with Assent	Votes with Dissent
No. of Votes	219623278	217936178	1687100
% of Total Valid Votes	100	99.2318	0.7682

Therefore, special resolution has been passed.

16. As per Regulation 8 (1) (b) of Securities and Exchange Board of India (Delisting of Equity Shares) regulations, 2009, special resolution for delisting shall be acted upon if and only if the votes cast by public shareholders in favour of the proposal amount to at least two times

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

the number of votes cast by public shareholders against it. On reckoning the voting rights of the public shareholders registered in their names in RTA records, I report as under:

Total Valid Votes by Public Shareholders(A)	Votes with assent by Public Shareholders (B)	Votes with Dissent by Public Shareholders (C)	Percentage of votes in favour of proposal (Approx.) B/A*100)	Percentage of votes in against the proposal (Approx.) C/A*100)
50175708	48488608	1687100	96.6376	3.3624

The number of Valid votes cast in favour of the resolution by the Public shareholders is more than two times the number of votes casted against it and thus, I report that, as per Regulation 8 (1) (b) of Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, as set out in the Postal Ballot Notice dated January 9, 2015 has been passed with requisite majority. The Resolution will be deemed to have been passed on the date of announcement of result. Accordingly, the above-mentioned resolution has been passed by Special resolution.

17. I will hand over the postal ballot forms and other related papers/registers and records to the Company after signing of minutes by the Chairman.

18. 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 : February 21, 2015**	**For SANJAY GROVER & ASSOCIATES** **(COMPANY SECRETARIES)** **(SANJAY GROVER)** **SCRUTINIZER** **C.P. No.:3850**

Annexure-A

A detailed summary of the postal ballot in respect of Resolution-1 is given herein below:Special Resolution pursuant to the SEBI (Delisting of Equity Shares) Regulations, 2009 for seeking voluntary delisting of the Equity Shares of the Company from BSE Limited and National Stock Exchange of India Limited.

A1. VOTING THROUGH ELECTRONIC MODE:

Particulars		No of share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
				(In Rs.)	(Approx.)
a) Total votes received		50	169,654,449	508,963,347	74.4543
b) Less : Invalid Votes		0	0	0	0.0000
(c) Net Valid votes	By Promoter	1	169447570	508342710	74.3635
	By Public	49	206879	620637	0.0908
(d) Total Assent	By Promoter	1	169447570	508342710	74.3635
	By Public	24	59706	179118	0.0262
(e) Total Dissent	By Promoter	0	0	0	0
	By Public	25	147173	441,519	0.0646

A2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:

Particulars	No. of Share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
a) Total votes received	45	49,969,449	149,908,347	21.9295
b) Less : Invalid Votes	6	620	1,860	0.0003
c) Net Valid votes casted	39	49,968,829	149,906,487	21.9292
d) Votes with assent for the Resolution	33	48,428,902	145,286,706	21.2534
e) Votes with dissent for the Resolution	6	1,539,927	4,619,781	0.6758

SANJAY GROVER & ASSOCIATES Company Secretaries M. No. 3951 NEW DELHI