SPICE MOBILITY LIMITED

Regd. Office: D-1, Sector 3, Noida – 201 301, District Gautam Budh Nagar, U.P.
Tel.No. : +91 120 4363600, 4363800 Fax No.: +91 120 4320467
Email : complianceofficer@spicemobile.in

POSTAL BALLOT NOTICE

(Pursuant to Section 192A of the Companies Act, 1956)

Dear Members,

Notice is hereby given that pursuant to the provisions of Section 192A of the Companies Act, 1956 (hereinafter referred to as "the Act") read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001 the Company hereby seeks your approval under Section 21 of the Act for change of name of the Company from "SPICE MOBILITY LIMITED" to **"S MOBILITY LIMITED".** The Resolution and the relevant Explanatory Statement pursuant to Section 173(2) of the Act setting out the material facts and the reasons for the Resolution are appended herewith along with a Postal Ballot Form for your consideration.

The Company has, in compliance with Rule 5 (b) of the aforesaid Rules, appointed Mr. Sanjay Grover, FCA, FCS, Company Secretary in whole time practice as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Postal Ballot Form sent herewith and return the form duly completed, in the attached self addressed postage prepaid envelope so as to reach the Scrutinizer on or before 5.00 P.M on Saturday, 21st May, 2011. The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny. The result of the Postal Ballot will be announced by the Chairman or in his absence by any Director of the Company on 27th May, 2011 at 4.00 P.M. at the Registered Office of the Company and the resolution will be taken as passed effectively on the date of announcement of results by the Chairman. The result of the Postal Ballot will also be posted on the website of the Company (www.spice-mobile.com), besides communication to National Stock Exchange (NSE) and Bombay Stock Exchange (BSE) where the shares of the Company are listed.

To consider and, if thought fit, to give assent or dissent to the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 16, 21 and other applicable provisions, if any of the Companies Act, 1956 (including any statutory modification or re-enactments thereof for the time being in force) and other Regulations, if any, and subject to the approval of the Central Government (Power delegated to Registrar of Companies), the consent of the Members of the Company be and is hereby accorded to change the name of the Company from "Spice Mobility Limited" to **"S Mobility Limited"** and the existing clause I of the Memorandum of Association of the Company be substituted by the following clause-

"I. The name of the Company is **"S Mobility Limited."**

RESOLVED FURTHER THAT consequent to the aforesaid change, the name "Spice Mobility Limited" wherever appearing in the Memorandum and Articles of Association of the Company be substituted by "S Mobility Limited".

RESOLVED FURTHER THAT Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and expedient to give effect to aforesaid Resolution."

By order of the Board of Directors
For Spice Mobility Limited
Sd/-
(Preeti Malhotra)
Executive Director

Noida
April 11, 2011

Explanatory Statement pursuant to Section 173(2) of the Companies Act 1956:

As we continue your company's exciting journey into the digital lifestyle world driven by the explosive mobile internet potential, it is opportune now to change the name of the company from Spice Mobility Limited to "S Mobility Limited". The "S" symbol signifies a digital brand opening up a window to the vast mobile internet opportunity we have ahead of us. It is a vibrant and open symbol in line with our vision and values. This name change further reinforces that we are in the mobile device business which allows our users to lead a digital lifestyle.

The Registrar of Companies has confirmed that the new name is available for registration. The Company shall file for extension or fresh application for the availability of name "S Mobility Limited" in case of expiry of name in the interim period of taking approval from the members.

In terms of Section 21 of the Companies Act, 1956, any change in the name of the company requires approval of the shareholders by way of Special Resolution. Thus, your approval is sought by voting by way of Postal Ballot for change in name of the Company from 'Spice Mobility Limited' to "S Mobility Limited" in terms of the provisions of Section 192A of the Companies Act, 1956 read with the provisions of Companies (Passing of Resolutions by Postal Ballot) Rules, 2001.

The Board of Directors of the Company recommends for passing of this resolution as a Special Resolution.

None of the Director of the Company is, in any way, concerned or interested in the said resolution.

By order of the Board of Directors
For Spice Mobility Limited
Sd/-
(Preeti Malhotra)
Executive Director

Noida
April 11, 2011

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POSTAL BALLOT FORM

Sl.No.

1. Name & Registered Address of the Sole/First named Member

2. Name(s) of the Joint Member(s), if any

3. Registered Folio No./DP ID No. & Client ID No*.
(*Applicable to Members holding shares in Dematerialized Form)

4. Number of shares held

5. I / We hereby exercise my / our vote in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Notice dated 11th April, 2011 of the Company by recording my / our assent or dissent to the said Resolution, by placing the tick mark (✓) at the appropriate box below:-

Description of the Resolution	No. of Shares for which Vote cast	I/We assent to the Resolution (FOR)	I/We dissent to Resolution (AGAINST)
To Change the name of the Company from 'Spice Mobility Limited' to "S Mobility Limited"			

Place :

Date :

(Signature of the Member)

Note: Please read carefully the instructions printed overleaf before exercising the vote.

INSTRUCTIONS

1. A Member desiring to exercise vote by Postal Ballot should complete the Postal Ballot Form in all respects and send it to the Scrutinizer in the attached self-addressed postage pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. The Members residing outside India should stamp the envelope appropriately. The envelope containing Postal Ballot Form, if sent by courier or by Registered Post at the expense of the Member will also be accepted.

2. The self-addressed postage pre-paid envelope bears the postal address of the Scrutinizer appointed by the Board of Directors of the Company.

3. The Postal Ballot Form duly completed and signed (as per specimen signature registered with the Company) should be sent to the Scruitnizer appointed by the Company at the registered office of the Company on or before the close of the working hours on Saturday, 21st May, 2011.

4. Postal Ballot(s) received after this date will be treated as if the reply from the Member has not been received and the same will not be considered.

5. In case, shares are jointly held, this form should be completed and signed by the first named Member and in his/her absence, by the next named Member.

6. In case of shares held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/Authority together with attested specimen signature(s) of the duly authorized signatory/ies, giving requisite authority to the person voting on the Postal Ballot Form.

7. The voting rights shall be reckoned on the paid -up value of Equity Shares registered in the name of Shareholders as on Friday, 15th April, 2011.

8. Members are requested not to send any paper (other than the resolution/authority/ power of attorney as mentioned in item 6 above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelop, as all such envelops will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would be destroyed by the Scrutinizer.

9. A tick (✓) mark should be placed in the relevant box signifying assent / dissent for the resolution, as the case may be, before mailing the Postal Ballot Form.

10. A Member may request for duplicate postal ballot form, if so required. However, the duly filled in and signed duplicate postal ballot form should reach the Scruitnizer not later than the date specified at instruction No. 3.

11. The vote in this Postal Ballot can not be exercised through proxy.

12. There will be only one Postal Ballot Form for every Folio/ Client ID.

13. Incomplete, unsigned, improperly or incorrectly tick marked Postal Ballot Form will be rejected.

14. The Scrutinizer's decision on the validity or otherwise of the Postal Ballot will be final.