Spice Mobiles Limited
Regd. Off. : D-1, Sector 3,
Noida-201301, U.P., India
Tel: +91-120-4363600, 4363800
Fax : +91-120-4363845
www.spice-mobile.com

May 14, 2010

By Email/Fax/Courier

To,

Bombay Stock Exchange 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: SPICEMOBIL

Sub: Result of Postal Ballot

Dear Sir,

Pursuant to Listing Agreement, we wish to inform you that the Members of the Company have accorded their approval with requisite majority by Postal Ballot sent to them vide Notice dated 16th March, 2010 pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of Resolutions by Postal Ballot) Rules, 2001.

Copy of report dated dated 01.05.2010 submitted by the scrutinizer, Mr. Amit Goel, FCA, LLB, AICWA, Advocate, to Chairman of the Company, is enclosed. Based on Scrutinizer's Report, Mr. Dilip Modi Chairman of the meeting announced the result of Postal Ballot on same day. Minutes of the announcements of results of Postal Ballot is also enclosed.

We request you to kindly take the above information on records and acknowledge receipt of the same.

Thanking you.

Yours faithfully,
For **Spice Mobiles Limited**

Sonika Jain
Authorized Signatory

Encl:
1. Copy of Scrutinizer's Report dated 1st May 2010.
2. Copy of Minutes of announcement of result of Postal Ballot

AMIT GOEL

LL.B, FCS, AICWA
Advocate

B 45-46, IInd Floor, Pandav Nagar, Delhi - 110092
Tel: (011) 22484245, 9810122373 *E-mail: goelassociates@sify.com*

SCRUTINIZER'S REPORT

To,

The Chairman & Managing Director
Spice Mobiles Limited
D-1, Sector-3
Noida -201301 (U.P.)

Dear Sir,

1. The Board of Directors of the company at its meeting held on 30th January, 2010 has appointed me as a Scrutinizer for conducting the postal ballot voting process.

2. I submit my report as under:

   2.1 The company has completed on 25th March, 2010, the dispatch of postal ballot forms alongwith postage prepaid business reply envelope to its Members whose name(s) appeared on the Register of Members /list of beneficiaries as on 19th March, 2010.

   2.2 Particulars of all the postal ballot forms received from the Members have been entered in a register separately maintained for the purpose.

   2.3 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.

   2.4 The ballot boxes were opened on 1st May, 2010 in my presence.

Contd.....2

2.5 The postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched/confirmed with the Register of Members of the company/ list of beneficiaries as on 19th March 2010.

2.6 All postal ballot forms received upto the close of working hours on 5.30 P.M. on 30th April, 2010 the last date and time fixed by the company for receipt of the forms, were considered for my scrutiny.

2.7 No Envelope containing postal ballot forms has been received after 5.30 P.M. on 30th April, 2010.

2.8 Envelopes containing postal ballot forms returned undelivered aggregated to 607 vide serial number 1 to 607. These envelopes were not opened and they are separately kept.

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

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

Particulars	No. of Postal Ballot forms	No. of shares	% of total valid vote cast
(a) Total postal ballot forms received	8	47251742	---
(b) Less : Invalid postal ballot forms	1	41000	---
(c) Net valid postal ballot forms	7	47210742	---
(d) Postal ballot forms with assent for the Resolution as per Item No.1	7	47210742	100%
(e) Postal ballot forms with dissent for the Resolution as per Item No.1	Nil	N.A.	Nil

(f) Postal ballot forms with assent for the Resolution as per Item No.2	7	47210742	100%
(g) Postal ballot forms with dissent for the Resolution as per Item No.2	Nil	N.A.	Nil
(h) Postal ballot forms with assent for the Resolution as per Item No.3	7	47210742	100%
(i) Postal ballot forms with dissent for the Resolution as per Item No.3	Nil	N.A.	Nil
(j) Postal ballot forms with assent for the Resolution as per Item No.4	7	47210742	100%
(k) Postal ballot forms with dissent for the Resolution as per Item No.4	Nil	N.A.	Nil

4. I have handed over the postal ballot forms and other related papers/ registers and records for safe custody to Mr. Dilip Modi, Chairman & Managing Director of the Company authorized by the Board to supervise the postal ballot process.

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

Place : New Delhi
Date : 01.05.2010

Amit Goel
Advocate
Enrl. No. D/190/2000

SPICE MOBILES LIMITED

MINUTES OF THE PROCEEDINGS HELD ON 1ST MAY 2010 AT 5:00 P.M. AT D-1, SECTOR 3, NOIDA – 201 301, U.P., RELATING TO DECLARATION OF THE RESULT OF POSTAL BALLOT CONDUCTED PURSUANT TO SECTION 192A OF THE COMPANIES ACT, 1956 ON THE RESOLUTIONS AS SET OUT IN THE NOTICE DATED 16TH MARCH, 2010.

The Board of Directors vide resolution passed on 30th January, 2010 appointed Mr. Amit Goel, FCS, LLB, AICWA, Advocate as Scrutinizer for conducting the Postal Ballot voting process in a fair and transparent manner.

The Postal Ballot Notice dated 16th March, 2010, issued pursuant to Section 192A of the Companies Act, 1956 for passing the resolutions at Item Numbers 1 to 4 (as mentioned in the said Notice) by Postal Ballot, was dispatched to the Members of the Company on 25th March, 2010.

The Members were requested to return the Postal Ballot Form duly completed with the 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 (1730 Hrs.) on 30th April, 2010.

After due scrutiny of all the Postal Ballot Forms received by Mr. Amit Goel, up to the close of working hours (1730 hours) on 30th April, 2010 (being last date fixed for the return of the Postal Ballot forms duly filled in by the Members), Mr. Amit Goel, submitted his report as under:

Date considered for dispatch of Postal Ballot to Members with Notice by UPC	19th March, 2010
Last date upto which ballot papers received by Company have been considered	30th April, 2010

Particulars	Resolutions at Item Number 1 to 4 of Notice
Total number of ballot papers received	8
Invalid ballots	1
Number of valid ballot paers	7

Summary of result of Postal Ballot in respect of Notice dated 16th March, 2010

Number of valid postal ballot forms received	7
Votes in favour of the Resolution as mentioned at Item no. 1 above	47210742
% ge of Votes in favour of the Resolution as mentioned at Item no. 1 above	100%
Votes against the Resolution as mentioned at Item no 1 above	Nil
% ge of Votes against the Resolution as mentioned at Item no. 1 above	Nil
Votes in favour of the Resolution as mentioned at Item no. 2 above	47210742
% ge of Votes in favour of the Resolution as mentioned at Item no. 2 above	100%

Votes against the Resolution as mentioned at Item no 2 above	Nil
%ge of Votes against the Resolution as mentioned at Item no. 2 above	Nil
Votes in favour of the Resolution as mentioned at Item no. 3 above	47210742
% ge of Votes in favour of the Resolution as mentioned at Item no. 3 above	100%
Votes against the Resolution as mentioned at Item no 3 above	Nil
% ge of Votes against the Resolution as mentioned at Item no. 3 above	Nil
Votes in favour of the Resolution as mentioned at Item no. 4 above	47210742
% ge of Votes in favour of the Resolution as mentioned at Item no. 4 above	100%
Votes against the Resolution as mentioned at Item no 4 above	Nil
%ge of Votes against the Resolution as mentioned at Item no. 4 above	Nil
Number of invalid postal ballot forms received	1

Proceedings:

The Managing Director, Mr. Dilip Modi, after receiving the Scrutinizer's Report as above announced the following result of the Postal Ballot:

The Managing Director stated that the Ordinary Resolutions as set out in Item No. 1 & 2 and Special Resolutions as set out in Item No. 3 & 4 in the Notice dated 16th March, 2010 have been approved by the Members with the requisite majority and directed that the resolutions(s) be recorded in the Minute Book recording the proceedings of general meetings of the Members.

The resolutions duly approved by the Members are as under:

Item No. 1: Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of Section 293(1)(d) and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Article 135 of the Articles of Association of the Company, authority and consent be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which expression shall include a Committee of Directors duly authorised in this behalf) to borrow and raise such sum or sums of money or monies from time to time as may be required for the purpose of business of the Company notwithstanding that the money or monies to be borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the aggregate of such borrowings shall not exceed Rs.250 Crores at any point of time."

Item No.2 : Ordinary Resolution

"RESOLVED THAT pursuant to Section 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Article 135 of the Articles of Association of the Company, authority and consent be and is hereby accorded to the Board of Directors of the Company to mortgage and/or charge all or any part of the immovable and/or movable properties/assets of the Company wherever situate, both present and future, to or in favour of any Bank(s), Financial Institution(s), Company(ies) or other Organisation(s) or Institution(s) or Trustee(s) (hereinafter referred to as the 'Lending Agencies') in order to secure the loans (excluding temporary loans obtained from the Company's Bankers in the ordinary course of business) advanced/to be advanced by such lending agencies to the Company together with interest at the respective agreed rates, compound/additional interest, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said borrowings.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things and to execute such deeds, documents or writings as are necessary or expedient, on behalf of the Company for creating the aforesaid mortgages and/or charges as it may in its absolute discretion deem necessary or expedient for such purpose and for giving effect to the above resolution."

Item No. 3 : Special Resolution

"WHEREAS Mr. Kunal Ahooja was appointed as the Whole Time Director of the Company, for a period of 3 years, with effect from 1st October, 2008.

WHEREAS the remuneration, payable to Mr. Kunal Ahooja, CEO & Director, was approved by the shareholders on 1st December, 2008 and by the Ministry of Corporate Affairs, Government of India vide approval no. SRN No. A52056165-CL-VII dated August 19, 2009.

NOW THEREFORE, having regard to the trend in the industry, financial performance of the Company and keeping in view the interest its stakeholders, it is hereby:

RESOLVED THAT, pursuant to the provisions of Sections 198, 309 and other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII of the said Act (including any notification(s) or re-enactment thereof, for the time being in force) and subject to the approval of the Central Government, if required, the consent of the Company be and is hereby accorded to the revision of remuneration of Mr. Kunal Ahooja, Whole Time Director, as under :

I. Salary: Rs. 1,00,00,000 per annum

II. Bonus: As may be decided and approved by the Remuneration committee, will be payable at the end of each financial year. However an interim bonus upto Rs.50,00,000 p.a. may be paid/released by the Company during the financial year upon the approval thereof accorded by the Chairman of the Company. Any interim bonus paid/released during the financial year, would be adjusted against the final bonus, as approved by the Remuneration Committee,

provided that the aggregate of remuneration by way of salary, perquisites and allowances etc. payable to Mr. Kunal Ahooja shall not exceed 5% of the Net Profits of the company in a financial year computed in the manner laid down under Section 309(5) of the Companies Act, 1956 and within the overall limit prescribed under Section 198 and 309 read with Schedule XIII of the Act.

RESOLVED FURTHER THAT in the event of any loss or inadequacy of profit in any financial year of the Company during the tenure of Mr. Kunal Ahooja as the Whole Time Director of the Company, the remuneration payable to him shall be in accordance with and to the extent as set out in the approval accorded by the Ministry of Corporate Affairs, Government of India vide approval no. SRN No. A52056165-CL-VII dated August 19, 2009.

RESOLVED FURHTER THAT the Remuneration Committee of the Board of Directors may revise the salary structure of Mr. Kunal Ahooja, Whole Time Director, from time to time, and the remuneration payable to him shall be in accordance with the overall limit prescribed under Section 198 and 309 read with Schedule XIII of the Act."

Item No. 4 : Special Resolution

"**RESOLVED THAT** pursuant to the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956, the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the "SEBI ICDR Regulations"), the provisions of the Foreign Exchange Management Act, 1999, and rules and regulations made hereunder, including the Foreign Exchange management (Transfer and Issue of Securities by a person Resident outside India) Regulation, 2000, if applicable, the provisions of Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993 and subject to any other applicable law or laws, rules and regulations (including any amendment or re-enactment thereto from time to time) and subject to the Memorandum and Articles of Association of the Company and Listing Agreements, entered into by the Company with the Stock Exchanges where the shares of the company are listed and subject to any approval, consent, permission and/or Government of India, Reserve Bank of India, Stock Exchanges, Registrar of Companies, Securities and Exchange Board of India and /or any other competent authorities, institutions or bodies, within or outside India, and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions and which may be agreed by the Board of Directors (hereinafter referred to as "Board" which term shall include any committee thereof, whether constituted or to be constituted), the Board of Directors is hereby authorized to create, offer, issue and allot in one or more tranch(es), with or without green shoe option, either in India or abroad or in the course of domestic and / or international offerings and /or Qualified Institutional Placements ("QIP") such number of equity shares, secured or unsecured debentures, bonds or any other securities whether convertible or exchangeable into equity share or not, or any other equity related instrument of the Company or a combination of the foregoing including but not limited to a combination of equity shares with bonds and/or any other securities whether convertible or exchangeable into equity shares or not (hereinafter referred to as "Securities") whether rupee denominated or denominated in foreign currency, to any eligible person, including to Domestic / Foreign Investors / Institutional Investors/Foreign Institutional Investors, non-resident Indians, Indian public, Individuals, Companies / Corporate Bodies (whether incorporated in India or abroad), Mutual Funds, Banks, Insurance Companies, Pension Funds, Venture Capital Funds, Financial Institutions, Trusts, Qualified Institutional Buyers within the meaning of Chapter VIII of the SEBI ICDR Regulations, stabilizing agents or other persons or entities, whether shareholders of the Company or not, through a public issue and/or on a private placement basis and/or qualified institutional placement within the meaning of Chapter VIII of the SEBI ICDR Regulations and /or preferential issue or through a combination of the foregoing as may be permitted under applicable law from time to time, for an aggregate amount upto Rs.700 Crores (Rupees Seven Hundred Crores only), whether to be listed on any stock exchange in India or outside India, through an offer document and/or prospectus and/or offer letter, and/or Placement Document and /or offering circular, and/or on public and/or private or preferential basis, at such price or prices and on such terms and conditions including security, rate of interest etc, as may be decided by and deemed appropriate by the Board as per applicable law.

RESOLVED FURTHER that in case of a Qualified Institutional Placement pursuant to Chapter VIII of the SEBI ICDR Regulations,

a) the allotment of specified securities shall only be to Qualified Institutional Buyers within the meaning of Chapter VIII and the relevant date for the determination of the price of the equity shares to be issued or issued pursuant to conversion, shall be the date on which the Board decides to open the issue of securities or such other time as may be allowed by SEBI ICDR Regulations from time to time and allotment of specified securities shall be completed within twelve months from the date of this resolution.

b) The Equity Shares or the fresh equity shares allotted on the conversion of the warrants or other convertible instruments shall rank *pari passu* in all respects with the then existing equity shares of the Company.

c) The Securities, if allotted to Qualified Institutional Buyers, shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under Chapter VIII of the SEBI ICDR Regulations except to the extent and in the manner permitted hereunder.

d) The offer, issue and allotment of the Securities, and the fresh equity shares to be issued on conversion of the warrants or other convertible instruments shall be made at such time or times that the Board of Directors or the Committee may in their absolute discretion decide, subject to the SEBI ICDR Regulations and other applicable laws, and the terms agreed between the Board of Directors and the proposed Allottees of the Securities.

RESOLVED FURTHER that in case of an issuance of FCCBs/ADRs/GDRs, the relevant date for the determination of the issue price of the securities offered, shall be determined in accordance with the Issue of Foreign Currency Convertible Bonds and Ordinary shares (through Depository Receipt Mechanism) Scheme, 1993 as may be amended from time to time.

RESOLVED FURTHER that the issue of Securities shall be subject to the following terms and conditions:

(a) The Securities shall be subject to the provisions of Memorandum and Articles of Association of the Company and in accordance with the terms of the issue; and

(b) The number and/or price of the Securities shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate restructuring.

RESOLVED FURTHER that without prejudice to the generality of the foregoing, issue of the securities may be done upon all or any terms or combination of terms in accordance with international practices relating to the payment of interest, additional interest, premium on redemption, prepayment or any other debt service payments and all such terms as are provided customarily in an issue of securities of this nature.

RESOLVED FURTHER that the Company may enter into any arrangement with any agency or body authorized by the Company for the issue off depositary receipts representing the underlying

equity shares issued by the Company in registered or bearer for m with such features and attributes as are prevalent in international capital markets for instruments of this nature and to provide for the tradability of free transferability thereof as per international practices and regulations (including listing on one or more stock exchange(s) inside or outside India) and under the forms and practices prevalent in the international markets."

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid and following resolutions, a Committee of Directors (' Issue Committee') comprising of Mr. Dilip Modi, Chairman, Mr. Kunal Ahooja, CEO & Director Mr. Subramanian Murali, Director be constituted and the Committee be and is hereby authorized to do all such acts and deeds as may be required including the powers to accept any change(s) or modification(s) as may be suggested by the appropriate authorities or advisors., in its absolute discretion, deem necessary or desirable, and to settle any question, difficulty or doubt that may arise in regard to the offer, issue and allotment of the securities.

RESOLVED FURTHER THAT any two members of the Committee shall constitute the quorum of the Committee meeting and that resolutions passed by circulation by the committee shall require approval of the majority of the members of the Committee.

RESOLVED FURTHER THAT any Director and / or the Company Secretary be and are hereby severally authorized to take all steps and do all acts and things (including signing documents, delegating persons, etc.) for this purpose in order to give full and complete effect to this resolution."

The above result was announced by the undersigned on Saturday, 1st May, 2010 at 5:00 PM.

Place: Noida
Date: 1st May 2010

Dilip Modi
Managing Director