

**Spice Mobility Limited**

CIN No.-L72900UP1986PLC008448

S Global Knowledge Park, 19A & 19B, Sector 125,

Noida - 201301, UP, India, India, | Tel: +91 120 3355131

www.spicemobility.in | complianceofficer@smobility.in

spice

Date:27.09.2017

**BSE Limited**

Phiroze Jeejeebhoy Towers,

Dalal Street , Mumbai – 400 001

**Scrip Id : 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: Disclosures of the Voting Result as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Scrutinizer's Report**

Dear Sir,

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the members of the Company in the 29<sup>th</sup> Annual General Meeting (AGM) of the Company held on Tuesday, the 26<sup>th</sup> September, 2017 have accorded their approval with requisite majority, by way of Poll/e-voting to the Resolutions set out in the Notice dated 8<sup>th</sup> August, 2017 convening the said AGM.

In this regard, please find enclosed herewith the following:

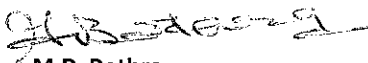
- i. The voting result in the Format prescribed under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as **Annexure- 1.**
- ii. Copy of the scrutinizer's report as **Annexure -2.**

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: As above

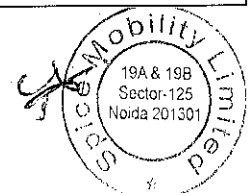
**SPICE MOBILITY LIMITED**  
**Detail pursuant to Regulation 44 of the Listing SEBI (Listing Obligations and Disclosure Requirements)**  
**Regulations, 2015**

<b>Date of the AGM</b>	26 <sup>th</sup> September, 2017
<b>Total number of shareholders on record date</b> (Record date being the Cut – off date for reckoning the voting rights of shareholders i.e. 19 <sup>th</sup> September, 2017)	24,054
<b>No. of shareholders present in the meeting either in person or through proxy:</b> Promoter and Promoter Group: Public:	1 429
<b>No. of shareholders attended the meeting through Video Conferencing:</b> Promoter and Promoter Group: Public:	N.A.

**Agenda – wise disclosure**

<b>Item No. 1</b> To receive, consider and adopt:
i. the Audited Financial Statement for the financial year ended 31 <sup>st</sup> March, 2017 along with the Board of Directors' and Auditors' Report thereon.
ii. the Audited Consolidated Financial Statement of the Company for the financial year ended 31 <sup>st</sup> March, 2017 and the Auditors' Report thereon.

Resolution required: (Ordinary/Special)							Ordinary	
Whether promoter/promoter group are interested in the agenda/resolution?							No	
Category	Mode of Voting	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	E - Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll	169447570	169447570	100%	169447570	Nil	100%	Nil
	Postal Ballot (if applicable)	Not Applicable						
	Total	169447570	169447570	100%	169447570	Nil	100%	Nil
Public Institutions	E - Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll	545	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot (if applicable)	Not Applicable						
	Total	545	Nil	Nil	Nil	Nil	Nil	Nil
Public-Non Institutions	E - Voting	58415867	2327	0.004%	2327	Nil	100%	Nil
	Poll		28866207	49.415%	28866207	Nil	100%	Nil
	Postal Ballot (if applicable)	Not Applicable						



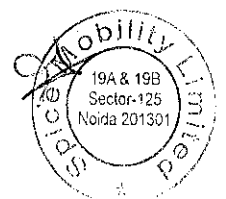
	applicable)							
	Total	58415867	28868534	49.419%	28868534	Nil	100%	Nil
Total		227863982	198316104	87.033%	198316104	Nil	100%	Nil

**Item No. 2** To consider and appoint a Director in place of Mr. Subramanian Murali (DIN: 00041261) who retires by rotation and being eligible, offers himself for re-appointment.

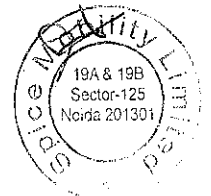
Resolution required: (Ordinary/Special)							Ordinary	
Whether promoter/promoter group are interested in the agenda/resolution?							No	
Category	Mode of Voting	No. of shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes 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 and Promoter Group	E - Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll	169447570	169447570	100%	169447570	Nil	100%	Nil
	Postal Ballot (if applicable)	Not Applicable						
	Total	169447570	169447570	100%	169447570	Nil	100%	Nil
Public Institutions	E - Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll	545	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot (if applicable)	Not Applicable						
	Total	545	Nil	Nil	Nil	Nil	Nil	Nil
Public-Non Institutions	E - Voting	58415867	2227	0.004%	1977	250	88.774%	11.226
	Poll		28866207	49.415%	28866207	Nil	100%	Nil
	Postal Ballot (if applicable)	Not Applicable						
	Total	58415867	28868434	49.419%	28868184	250	99.999%	0.000%
Total		227863982	198316004	87.033%	198315754	250	99.999%	0.000%

**Item No. 3** To Appointment of Statutory Auditors M/s. B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022), as the Statutory Auditors of the Company and to fix their remuneration.

Resolution required: (Ordinary/Special)							Ordinary	
Whether promoter/promoter group are interested in the agenda/resolution?							No	
Category	Mode of Voting	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



<b>Promoter and Promoter Group</b>	<b>E - Voting</b>	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	<b>Poll</b>	169447570	169447570	100%	169447570	Nil	100%	Nil
	<b>Postal Ballot (if applicable)</b>	Not Applicable						
	<b>Total</b>	169447570	169447570	100%	169447570	Nil	100%	Nil
<b>Public Institutions</b>	<b>E - Voting</b>	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	<b>Poll</b>	545	Nil	Nil	Nil	Nil	Nil	Nil
	<b>Postal Ballot (if applicable)</b>	Not Applicable						
	<b>Total</b>	545	Nil	Nil	Nil	Nil	Nil	Nil
<b>Public-Non Institutions</b>	<b>E - Voting</b>	58415867	2227	0.004%	2227	Nil	100%	Nil
	<b>Poll</b>		28866207	49.415%	28866207	Nil	100%	Nil
	<b>Postal Ballot (if applicable)</b>	Not Applicable						
	<b>Total</b>	58415867	28868434	49.419%	28868434	Nil	100%	Nil
<b>Total</b>	227863982	198316004	87.033%	198316004	Nil	100%	Nil	



**SANJAY GROVER & ASSOCIATES**  
**COMPANY SECRETARIES**

B-88, 1<sup>st</sup> Floor, Defence Colony, New Delhi - 110 024  
Tel.: (011) 4679 0900, Fax: (011) 4679 0012  
e-mail: contact@cssanjaygrover.in  
Website: www.cssanjaygrover.in

**Consolidated Scrutinizer's Report**

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 read with Rule 21 of the Companies (Management and Administration) Rules, 2014]

To,

THE CHAIRMAN

**SPICE MOBILITY LIMITED**

(CIN: L72900UP1986PLC008448)

S Global Knowledge Park,

19A & 19B, Sector 125,

NOIDA, UP-201301

Dear Sir,

I, Neeraj Arora, Partner of M/s Sanjay Grover & Associates, Practicing Company Secretaries, having office at B-88, First Floor, Defence Colony, New Delhi-110024, was appointed as Scrutinizer for the purpose of scrutinizing the voting process of 29<sup>th</sup> Annual General Meeting (AGM) of the Company, i.e. remote e-voting and voting through ballot paper (Poll) pursuant to provisions of Section 108 of the Companies Act, 2013 read with amended Rule 20 read with Rule 21 of the Companies (Management and Administration) Rules, 2014, on the resolutions mentioned in AGM Notice dated August 08, 2017 for 29<sup>th</sup> AGM of the Members of the Company held on Tuesday, September 26, 2017 at 10:15 A.M. at Expo Centre, A-11, Sector - 62, NH-24, Noida - 201301.



I submit my report as under:-

1. The remote e-voting period commenced on Saturday, September 23, 2017 at 9:00 A.M. and ended on Monday, September 25, 2017 at 05:00 P.M., via e-voting platform on the designated website of National Securities Depository Limited (NSDL) viz. <https://www.evoting.nsdl.com>
2. The Members of the Company as on the "cut off" date i.e. Tuesday, September 19, 2017 were entitled to avail the facility of remote e-voting as well as poll at the AGM on the proposed resolutions (item no. 1 to 3) as set out in the AGM Notice dated August 08, 2017.
3. The total paid up Equity Share Capital of the Company as on Tuesday, September 19, 2017 is Rs. 68,35,91,946/- (Rupees Sixty Eight Crore Thirty Five Lakh Ninety One Thousand Nine Hundred Forty Six Only) divided into 22,78,63,982 (Twenty Two Crore Seventy Eight Lakh Sixty Three Thousand Nine Hundred Eighty Two Only) equity shares of Rs. 3/- (Rupees Three Only) each.
4. The Chairman ordered for poll at the AGM as per Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014.
5. 4 (Four) ballot boxes were kept for polling and the ballot boxes were locked in my presence.
6. After completion of Poll at the AGM the ballot boxes were opened in my presence and ballots were diligently scrutinized. Thereafter, ballots were reconciled with the records maintained by the Registrar and Transfer Agents and the Authorizations/ Proxies lodged with the Company. A detailed register was maintained containing the particulars of the members who participated in poll at the AGM.
7. The ballots, which were incomplete and/or which were otherwise found defective and/or if signature of any member did not match with records were treated as invalid and were kept separately.
8. Thereafter, the votes cast through remote e-voting were unblocked, after completion of poll at the AGM, in the presence of two witnesses, Ms. Suruchi Jassi R/o House No. 30, Sector-1, Gole Market, D.I.Z Area, New Delhi-110001 and Mr. Piyush Garg R/o D-36, 1<sup>st</sup> Floor,



Durga Puri Chowk, Shahdara, New Delhi-110093 who were not in the employment of the company. They have signed below confirming their presence at the time of unblocking of e-votes.

Suruchi Jassi

Piyush Garg

9. The details of the members who participated in e-voting were also entered in a register.

10. The consolidated summary of results of remote e-voting and poll at AGM are as under :

- a. **Resolution No. 1:-** Adoption of Financial Statements and Reports of Board of Directors and Auditors thereon and Consolidated Financial Statements of the Company and Auditors Report thereon.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-votes	Total	
Assent	19,83,13,777	2,327	19,83,16,104	100
Dissent	0	0	0	0.0000
Total	19,83,13,777	2,327	19,83,16,104	100

Therefore, the resolution No. 1 has been approved with requisite majority. Details of Poll at AGM & remote e-voting are given in **Annexure- A.**



- b. **Resolution No. 2** :- Re-appointment of Mr. Subramanian Murali (DIN: 00041261) as a Director who retires by rotation and being eligible, offers himself for the re-appointment.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-votes	Total	
Assent	19,83,13,777	1,977	19,83,15,754	99.9999
Dissent	0	250	250	0.0001
Total	19,83,13,777	2,227	19,83,16,004	100

Therefore, the resolution No. 2 has been approved with requisite majority. Details of Poll at AGM & remote e-voting are given in **Annexure B**.

- c. **Resolution No. 3**:- Appointment of Statutory Auditors i.e. M/s. B S R & Co. LLP, Chartered Accountants (Firm Registration No.101248WW-100022), as the Statutory Auditors of the Company and to fix their Remuneration.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-votes	Total	
Assent	19,83,13,777	2,227	19,83,16,004	100
Dissent	0	0	0	0.0000
Total	19,83,13,777	2,227	19,83,16,004	100

Therefore, the resolution No. 3 has been approved with requisite majority. Details of Poll at AGM & remote e-voting are given in **Annexure C**.



11. The registers, ballot papers and all other related documents shall remain in the safe custody of the Scrutinizer until the Chairman considers, approves and signs the minutes and thereafter, the Scrutinizer shall hand over these documents to the company.

Thanking you,

For SANJAY GROVER & ASSOCIATES  
COMPANY SECRETARIES



Neeraj Arora

Scrutinizer

CP No.: 16186

September 27, 2017

New Delhi

Countersigned by



Chairman

September 27, 2017

New Delhi

Details of poll at AGM & remote e-voting for Resolution No.-1 are as under :

**A1. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total votes received	170	19,83,15,024	59,49,45,072
b) Less: Invalid Votes	23	1,247	3,741
c) Net Valid votes cast	147	19,83,13,777	59,49,41,331
d) Votes with assent for the Resolution	147	19,83,13,777	59,49,41,331
e) Votes with dissent for the Resolution	0	0	0

**A2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
(a) Net Valid Votes	18	2,327	6,981
(b) Votes with Assent	18	2,327	6,981
(c) Votes with dissent	0	0	0

**Annexure – B**

Details of Poll at AGM & remote e-voting for Resolution No.- 2 are as under :

**B1. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total votes received	170	19,83,15,024	59,49,45,072
b) Less: Invalid Votes	23	1,247	3,741
c) Net Valid votes cast	147	19,83,13,777	59,49,41,331
d) Votes with assent for the Resolution	147	19,83,13,777	59,49,41,331
e) Votes with dissent for the Resolution	0	0	0

**B2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
(a) Net Valid Votes	17	2,227	6,681
(b) Votes with Assent	16	1,977	5,931
(c) Votes with dissent	1	250	750

**Annexure – C**

Details of Poll at AGM & remote e-voting for Resolution No.- 3 are as under :

**C1. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total votes received	170	19,83,15,024	59,49,45,072
b) Less: Invalid Votes	23	1,247	3,741
c) Net Valid votes cast	147	19,83,13,777	59,49,41,331
d) Votes with assent for the Resolution	147	19,83,13,777	59,49,41,331
e) Votes with dissent for the Resolution	0	0	0

**C2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
(a) Net Valid Votes	17	2,227	6,681
(b) Votes with Assent	17	2,227	6,681
(c) Votes with dissent	0	0	0