

Date: 22.12.2017

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: Minutes of Postal Ballot Proceedings held on 22nd December, 2017

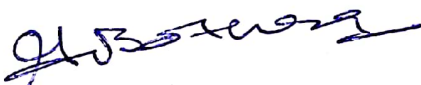
Dear Sir(s),

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith a copy of the minutes of the proceedings held on 22nd December, 2017, in relation to the declaration of the results of Postal Ballot conducted for seeking approval of Members for shifting the Registered Office of the Company from the State of Uttar Pradesh to National Capital Territory (NCT) of Delhi as stated in the Postal Ballot Notice dated 14th November, 2017.

You are requested to kindly take the above on record and oblige.

Thanking you.

Yours faithfully,
For **Spice Mobility Limited**



M.R. Bothra
Vice President - Corporate Affairs
& Company Secretary

Encl: a/a

SPICE MOBILITY LIMITED

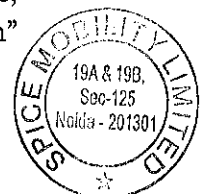
MINUTES OF THE PROCEEDINGS HELD ON FRIDAY, DECEMBER 22, 2017 AT 5.15 P.M. AT S GLOBAL KNOWLEDGE PARK, 19A & 19B, SECTOR -125, NOIDA - 201 301 RELATING TO DECLARATION OF THE RESULTS OF POSTAL BALLOT CONDUCTED BY SPICE MOBILITY LIMITED PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 ON THE RESOLUTION AS SET OUT IN THE NOTICE DATED NOVEMBER 14, 2017.

The Board of Directors of the Company at its meeting held on Friday, the 3rd November, 2017 has, subject to the approval of the members and such other approvals, as may be necessary, approved the shifting of Registered Office of the Company from the State of Uttar Pradesh to National Capital Territory (NCT) of Delhi.

The Board of Directors in its meeting also appointed Mr. Sanjay Grover, FCS, Company Secretary in whole time practice (Membership No. FCS 4223) as Scrutinizer for conducting the Postal Ballot Process in a fair and transparent manner for seeking the approval of members. As required under the Companies Act, 2013 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had offered remote e-voting facility as an alternate to its Members to enable them to cast their votes electronically instead of voting through physical ballot.

The dispatch of Postal Ballot Notice, Postal Ballot Forms along with the self addressed postage prepaid envelope, pursuant to Section 110 of the Companies Act, 2013 read with the provisions of the Companies (Management and Administration) Rules, 2014 as amended from time to time, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard - 2 on "General Meetings" for passing the Resolution as set out in the said Postal Ballot Notice to the Members of the Company whose names appeared in the Register of Members as on 10th November, 2017, was completed on Monday, the 20th November, 2017, through e-mail to the members whose e-mail ids were available with the Company/ the Depositories or through permitted physical mode.

Newspaper advertisement containing the requisite particulars as required under Rule 22 of the Companies (Management and Administration) Rules, 2014, was published in "Business Standard" English edition and "Veer Arjun" Hindi edition on Wednesday, the November 22, 2017.



The Members were requested to return the Postal Ballot Form duly completed with their assent (for) or dissent (against), in the attached self addressed postage pre-paid envelope, so as to reach the Scrutinizer or cast their votes through remote e-voting, on or before the close of working hours i.e. by 5:00 P.M. on Wednesday, the 20th December, 2017.

After due scrutiny of all the Postal Ballot Forms and e-voting exercised at the designated website of NSDL viz. www.evoting.nsdl.com, received up to the 5:00 P.M. on 20th December, 2017 (being the last date fixed for the receipt of the Postal Ballot Form(s) and e-voting by the Members), Mr. Sanjay Grover, scrutinizer, submitted his Report on 22nd December, 2017. The summary of result of Postal Ballot/ E-voting as per the said Scrutinizer's Report is as under:

1. Shifting of Registered Office of the Company from the State of Uttar Pradesh to National Capital Territory (NCT) of Delhi.

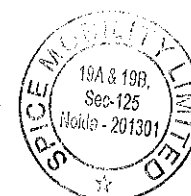
Summary of the voting exercised by the Shareholders (remote e-voting and physical mode both):

Particulars	No. of Share Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
A) Total votes received	87	19,83,01,177	59,49,03,531	87.0261
B) Less: Invalid votes	1	200	600	0.0001
C) Total valid Votes	86	19,83,00,977	59,49,02,931	87.0261
D) Total Assent	82	19,82,94,220	59,48,82,660	87.0231
E) Total Dissent	4	6,757	20,271	0.0030

Consolidated summary of the postal ballot (remote e-voting and physical mode both):

Particulars	Total Valid Votes	Votes with Assent	Votes with Dissent
No. of Votes	19,83,00,977	19,82,94,220	6,757
% of Total Valid Votes	100	99.9966	0.0034

Therefore, the above mentioned Special Resolution has been passed with requisite majority.



Declaration of Results:

Mr. Dilip Modi, Chairman of the Company, after receiving the Scrutinizer's Report as referred above, announced that the following Special Resolution as set out in the Postal Ballot Notice dated November 14, 2017, would be deemed to have passed with requisite majority on December 20, 2017, being the last date of receipt of Postal Ballot Forms and e-voting, from the members of the Company and directed that the resolution be recorded in the Minutes Book recording the proceedings of general meeting of the Company.

The Special Resolution duly approved by the members was as under:

Item No. 1: Special Resolution for shifting of Registered Office of the Company from the State of Uttar Pradesh to National Capital Territory (NCT) of Delhi.

"Resolved that pursuant to the provisions of Sections 12, 13, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with Rule 30 of Companies (Incorporation) Rules, 2014 (including any statutory modification(s), or re-enactment thereof for the time being in force) and subject to the approval of the Central Government (power delegated to Regional Director) and/or any other authority(ies) as may be prescribed from time to time and subject also to such permission, sanction or approval as may be required under the provisions of the said Act or under any other law for the time being in force or any statutory modification(s) or amendment(s) thereof, the consent of the members of the Company be and is hereby accorded for shifting the registered office of the Company from the State of Uttar Pradesh to National Capital Territory (NCT) of Delhi and that Clause II of the Memorandum of Association of the Company be substituted by the following Clause:

II. The Registered Office of the Company will be situated in the National Capital Territory (NCT) of Delhi.

Resolved further that the Board of Directors (which expression shall include a Committee of directors duly authorized by the Board in this behalf) be and is hereby authorised to sign and execute Affidavit, Declaration, Power of Attorney, Vakalatnama and all such documents or writings and to file the application and other related deeds and documents with the Central Government (power delegated to Regional Director) and/or any other authority(ies) and to do all such acts, deeds, matters and things as are necessary or expedient in the matter on behalf of the Company and to settle all questions, difficulties and doubts that may arise for giving effect to the above resolution.



Resolved further that the Board be and is hereby authorised to delegate all or any of the power(s) conferred on it by or under this Resolution to any Committee of directors or to any director(s) or any other officer(s) or authorized signatory(ies) of the Company as it may consider appropriate and necessary in connection with any matter relating to this resolution."

Date of Entry: 22-12-2017
Date of Signing: 22-12-2017
Place: Noida

Sd/-
Dilip Modi
(CHAIRMAN)

