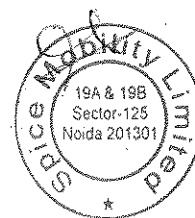


**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE  
PURSUANT TO CLAUSE 49 (X B) OF THE LISTING AGREEMENT**

**NAME OF THE COMPANY** : **SPICE MOBILITY LIMITED**  
(Formerly S Mobility Limited)

**QUARTER ENDED ON** : **30<sup>th</sup> June, 2015**

<b>S. NO.</b>	<b>PARTICULARS</b>	<b>CLAUSE OF LISTING AGREEMENT</b>	<b>COMPLIANCE STATUS (YES/NO/N.A.)</b>	<b>REMARKS</b>
<b>II.</b>	<b>Board of Directors</b>	<b>49 (II)</b>		
(A)	Composition of Board	49 (II A)	Yes	-
(B)	Independent Directors	49 (II B)	Yes	-
(C)	Non-executive Directors' compensation & disclosures	49 (II C)	Yes	-
(D)	Other provisions as to Board and Committees	49 (II D)	Yes	-
(E)	Code of Conduct	49 (II E)	Yes	-
(F)	Whistle Blower Policy	49 (II F)	Yes	-
<b>III.</b>	<b>Audit Committee</b>	<b>49 (III)</b>		
(A)	Qualified & Independent Audit Committee	49 (III A)	Yes	-
(B)	Meeting of Audit Committee	49 (III B)	Yes	-
(C)	Powers of Audit Committee	49 (III C)	Yes	-
(D)	Role of Audit Committee	49 (III D)	Yes	-
(E)	Review of Information by Audit Committee	49 (III E)	Yes	-
<b>IV.</b>	<b>Nomination and Remuneration Committee</b>	<b>49 (IV)</b>	Yes	-
<b>V.</b>	<b>Subsidiary Companies</b>	<b>49 (V)</b>	Yes	-
<b>VI.</b>	<b>Risk Management</b>	<b>49 (VI)</b>	Yes	Clause 49(VI C, D & E) are not applicable to the Company

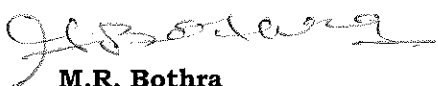


<b>VII.</b>	<b>Related Transactions</b>	<b>Party</b>	<b>49 (VII)</b>	Yes	-
<b>VIII.</b>	<b>Disclosures</b>		<b>49 (VIII)</b>		
(A)	Related transactions	party	49 (VIII A)	Yes	There is no material transactions with the Related Parties during the quarter ended June 30 <sup>th</sup> , 2015.
(B)	Disclosure of Accounting Treatment		49 (VIII B)	N.A	-
(C)	Remuneration of Directors	of	49 (VIII C)	Yes	Will be disclosed in Annual Report.
(D)	Management		49 (VIII D)	Yes	Will be included in Annual Report.
(E)	Shareholders		49 (VIII E)	Yes	Will be disclosed in Annual Report.
(F)	Proceeds from public issues, right issues, preferential issues, etc.		49 (VIII F)	N.A	-
<b>IX.</b>	<b>CEO/CFO Certification</b>		<b>49 (IX)</b>	Yes	Will be included in the Annual Report.
<b>X.</b>	<b>Report on Corporate Governance</b>		<b>49 (X)</b>	Yes	Will be included in the Annual Report.
<b>XI.</b>	<b>Compliance</b>		<b>49 (XI)</b>	Yes	Will be included in the Annual Report.

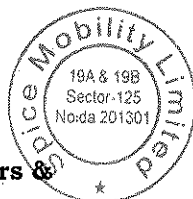
**Note for S. No. VIII to XI:**

The Details/Certificates/Reports regarding compliances for the Financial Year ended 31<sup>st</sup> March 2015, in accordance with the clause 49 of the Listing Agreement, will be disclosed/ included in the Annual Report for the financial year ended as on that date.

**For SPICE MOBILITY LIMITED**



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



Date: 14<sup>th</sup> July, 2015  
Place: Noida