

### General information about company

Scrip code	517214
NSE Symbol	SPICEMOBI
MSEI Symbol	
ISIN	INE927C01020
Name of the entity	Spice Mobility Limited
Date of start of financial year	01-04-2018
Date of end of financial year	31-03-2019
Reporting Quarter	Yearly
Date of Report	31-03-2019
Risk management committee	Not Applicable

### Annexure I

#### Annexure I to be submitted by listed entity on quarterly basis

#### I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Wether the listed entity has a Regular Chairperson

Yes

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Dilip Modi	ABNPM2471R	00029062	Executive Director	Chairperson related to Promoter		30-11-2015			2	0	0		
2	Mr	Subramanian Murali	AAKPS7520H	00041261	Non-Executive - Non Independent Director	Not Applicable		07-05-2015			1	4	1		
3	Mr	Shrenik Mahendra Khasgiwala	AAHPK0057C	08136159	Non-Executive - Non Independent Director	Not Applicable		17-05-2018			1	0	0		
4	Mr	Hanif Mohamed Dahya	ZZZZZ9999Z	01068575	Non-Executive - Independent Director	Not Applicable		26-08-2013	07-02-2019	66	1	1	0	Textual Information(2)	

#### Annexure I to be submitted by listed entity on quarterly basis

#### I. Composition of Board of Directors

**Disclosure of notes on composition of board of directors explanatory**

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
5	Mr	Suman Ghose Hazra	ACEPG5341G	00012223	Non-Executive - Independent Director	Not Applicable		07-05-2015		47	1	4	1		
6	Mr	Umang Das	AAFPD3635B	00027912	Non-Executive - Independent Director	Not Applicable		07-05-2015		47	1	2	0		
7	Mrs	Rashmi Aggarwal	ABPPS8037H	07181938	Non-Executive - Independent Director	Not Applicable		02-11-2018		5	3	4	0		

**Text Block**

Textual Information(1)	NRI Director
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**Audit Committee Details**

Whether the Audit Committee has a Regular Chairperson

Yes

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00012223	Suman Ghose Hazra	Non-Executive - Independent Director	Chairperson	07-05-2015		Textual Information(1)
2	01068575	Hanif Mohamed Dahya	Non-Executive - Independent Director	Member	13-08-2015	07-02-2019	
3	00027912	Umang Das	Non-Executive - Independent Director	Member	07-05-2015		
4	00041261	Subramanian Murali	Non-Executive - Non Independent Director	Member	07-05-2015		

**Sr Text Block**

Textual Information(1)	Appointed as Chairman of the Committee w.e.f. 13.08.2015
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**Nomination and remuneration committee**

Whether the Nomination and remuneration committee has a Regular Chairperson

Yes

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00027912	Umang Das	Non-Executive - Independent Director	Chairperson	07-05-2015		

2	00012223	Suman Ghose Hazra	Non-Executive - Independent Director	Member	07-05-2015		
3	00041261	Subramanian Murali	Non-Executive - Non Independent Director	Member	07-05-2015		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00041261	Subramanian Murali	Non-Executive - Non Independent Director	Chairperson	07-05-2015		Textual Information(1)
2	00012223	Suman Ghose Hazra	Non-Executive - Independent Director	Member	07-05-2015		
3	07181938	Rashmi Aggarwal	Non-Executive - Independent Director	Member	05-02-2019		

Sr Text Block	
Textual Information(1)	Appointed as Chairman of the Committee 30.11.2015

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00029062	Dilip Modi	Executive Director	Chairperson	08-05-2014		
2	00027912	Umang Das	Non-Executive - Independent Director	Member	07-05-2015		
3	00041261	Subramanian Murali	Non-Executive - Non Independent Director	Member	07-05-2015		

Other Committee							
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks	

Annexure 1				
Annexure 1				
III. Meeting of Board of Directors				
Disclosure of notes on meeting of board of directors explanatory				
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date
1	05-10-2018			
2	02-11-2018		27	
3	07-12-2018		34	
4		05-02-2019	59	

### Annexure 1

#### IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee	Reason for not providing date
1	Audit Committee	05-02-2019	Yes	3	07-12-2018	59		
2	Audit Committee		Yes		01-11-2018			There was only one meeting of Audit Committee during this quarter
3	Audit Committee		Yes		05-10-2018			There was only one meeting of Audit Committee during this quarter
4	Nomination and remuneration committee	05-02-2019	Yes	3	07-12-2018	59		
5	Nomination and remuneration committee		Yes		01-11-2018			There was only one meeting of Nomination and Remuneration Committee during this quarter
6	Stakeholders Relationship Committee	14-01-2019	Yes	2	26-11-2018	48		

### Annexure 1

#### IV. Meeting of Committees

Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee	Reason for not providing date
7	Stakeholders Relationship Committee	13-03-2019	Yes	3				There was only one meeting of Stakeholders Relationship Meeting during the previous quarter

### Annexure 1

#### V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	

2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
Disclosure of notes of material transaction with related party			Textual Information(1)

<b>Text Block</b>	
Textual Information(1)	There was no material transaction with related parties during the quarter under review.

<b>Annexure 1</b>		
<b>VI. Affirmations</b>		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)

<b>Annexure 1</b>		
Sr	Subject	Compliance status
1	Name of signatory	M R Bothra
2	Designation	Company Secretary and Compliance Officer

<b>Text Block</b>	
Textual Information(1)	This report will be placed before the Board of Directors in its next meeting.

<b>Annexure II</b>				
<b>Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)</b>				
<b>I. Disclosure on website in terms of Listing Regulations</b>				
Sr	Item	Compliance status	If status is "No" details of non-	Web address

		(Yes/No/NA)	compliance may be given here.	
1	Details of business	Yes		www.spicemobility.in
2	Terms and conditions of appointment of independent directors	Yes		www.spicemobility.in
3	Composition of various committees of board of directors	Yes		www.spicemobility.in
4	Code of conduct of board of directors and senior management personnel	Yes		www.spicemobility.in
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.spicemobility.in
6	Criteria of making payments to non-executive directors	NA		
7	Policy on dealing with related party transactions	Yes		www.spicemobility.in
8	Policy for determining 'material' subsidiaries	Yes		www.spicemobility.in
9	Details of familiarization programmes imparted to independent directors	Yes		www.spicemobility.in

## Annexure II

**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

### I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.spicemobility.in
11	email address for grievance redressal and other relevant details	Yes		www.spicemobility.in
12	Financial results	Yes		www.spicemobility.in
13	Shareholding pattern	Yes		www.spicemobility.in
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	NA		

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	

10	Risk Assessment & Management	17(9)	Yes	
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## Annexure II

II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	Yes	

## Annexure II

II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided		Textual Information(1)	

## Text Block

Textual Information(1)	Regulation 17(8) and 17(10) will be complied subsequent to the Financial year end,
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## Annexure II

1	Name of signatory	M R Bothra
2	Designation	Company Secretary and Compliance Officer

**Annexure II****III. Affirmations**

<b>Sr</b>	<b>Particulars</b>	<b>Compliance status (Yes/No/NA)</b>
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

**Annexure II**

1	Name of signatory	M R Bothra
2	Designation	Company Secretary and Compliance Officer

**Signatory Details**

Name of signatory	M R Bothra
Designation of person	Company Secretary and Compliance Officer
Place	Noida
Date	13-04-2019