

DECLARATION OF THE RESULTS OF POSTAL BALLOT

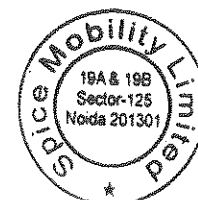
The result of the voting conducted through Postal Ballot/E-voting pursuant to section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 on the following matter is given below:

ORDINARY RESOLUTION FOR SALE OF STAKE IN KIMAAN EXPORTS PRIVATE LIMITED, A WHOLLY OWNED SUBSIDIARY COMPANY, TO SPICE DIGITAL LIMITED, ANOTHER SUBSIDIARY OF THE COMPANY.

Particulars	Resolution for Sale of Stake in Kimaan Exports Private Limited		
	No. of Postal ballot Forms/ E-voting confirmation	No. of Equity Shares	Total in percentage
Total Paid- up capital	-	22,78,63,982	100%
No. of Postal Ballot Forms/E-voting confirmations received	51	21,66,42,677	95.0754% (Of Total Paid-up Capital)
Number of invalid Postal Ballot Forms Received	1	100	0.0000% (Of Total Paid-up Capital)
Number of valid Postal Ballot Forms/ E-voting confirmations received	50	21,66,42,577	95.0753% (Of Total Paid-up Capital)
Votes in favour of Resolution	38	21,66,39,663	99.9987% (Of Total Valid Votes)
Votes against the Resolution	12	2,914	0.0013% (Of Total Valid Votes)

ORDINARY RESOLUTION FOR MATERIAL RELATED PARTY TRANSACTIONS WITH HOTSPOT SALES & SOLUTIONS PRIVATE LIMITED.

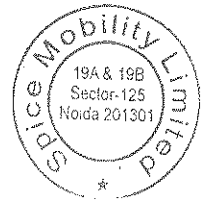
Particulars	Resolution for Material Related Party Transactions		
	No. of Postal ballot Forms/ E-voting confirmation	No. of Equity Shares	Total in percentage
Total Paid- up capital	-	22,78,63,982	100%
No. of Postal Ballot Forms/E-voting confirmations received	51	21,66,42,677	95.0754% (Of Total Paid-up Capital)
Number of invalid Postal Ballot Forms Received	3	16,94,48,070	74.3637% (Of Total Paid-up Capital)
Number of valid Postal Ballot Forms/ E-voting confirmations received	48	4,71,94,607	20.7117% (Of Total Paid-up Capital)
Votes in favour of Resolution	37	4,71,91,558	99.9935% (Of Total Valid Votes)
Votes against the Resolution	11	3,049	0.0065% (Of Total Valid Votes)



Accordingly, the Ordinary resolutions as set out in the Notice dated 4th April, 2017 have been approved by the shareholders with the requisite majority as required under Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.

Place: Noida
Date : May 13, 2017


Dilip Modi
Chairman



SANJAY GROVER & ASSOCIATES

COMPANY SECRETARIES

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Consolidated Scrutinizer Report

To,
The Chairman
SPICE MOBILITY LIMITED
CIN: L72900UP1986PLC008448
S Global Knowledge Park 19A & 19B,
Sector 125, NOIDA U.P- 201301

Report on Result of Postal Ballot/E-Voting

Dear Sir,

In terms of the provisions of Sections 108 and 110 of the Companies Act, 2013 (the "Act") read with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard-2 on "General Meetings" issued by the Institute of the Company Secretaries of India and other applicable laws and regulations (including any statutory modifications or re-enactment thereof for the time being in force), I have been appointed as Scrutinizer by the Board of Directors of **SPICE MOBILITY LIMITED** ('the Company') in its meeting held on March 16, 2017 to conduct the Postal Ballot/ E-Voting process in a fair and transparent manner in respect of the following resolutions:

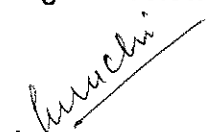
S.No.	Type of Resolution	Particulars
1.	Ordinary Resolution	Approval for sale of stake in Kimaan Exports Private Limited, a wholly owned subsidiary company, to Spice Digital Limited, another subsidiary of the company.
2.	Ordinary Resolution	Approval for Material Related Party Transactions with Hotspot Sales & Solutions Private Limited.



I submit my report as under:

1. The Company completed dispatch of Postal Ballot Notices and forms on Tuesday, April 11, 2016 to its Members, whose names appeared in the Register of Members as on Friday, March 31, 2017.
 - a) through e-mail to the members whose e-mail addresses were registered with the Company/ the Depositories, and
 - b) through physical mode, along with a self-addressed postage prepaid business reply envelope to the other members (whose e-mail addresses were not registered with the Company/ the Depositories).
2. The Company published an advertisement regarding dispatch of postal ballot forms, notices etc. in English Daily "Business Standard" and in Hindi Daily "Veer Arjun" on Thursday, April 13, 2017.
3. The shareholders of the Company had an option to vote either through the postal ballot forms or through the e-voting facility. Shareholders who opted for e-voting facility have cast their votes on the designated website of National Securities Depository Limited ("NSDL") e-voting platform viz. www.evoting.nsdl.com.
4. The postal ballot forms received by post/courier were kept under my safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such postal ballot forms. The e-voting was maintained by NSDL in electronic registry.
5. I monitored the process of electronic voting through the scrutinizer's secured link provided by NSDL on its designated website i.e. www.evoting.nsdl.com.
6. The e-votes were unblocked on Thursday, May 11, 2017 after 5.00 P.M. in the presence of two witnesses, Mr. Vimal Kumar, R/o D-109, Shakarpur, New Delhi – 110092 and Ms. Suruchi Jassi, R/o 80/301, Sector-1, Gole Market, R.K. Ashram Marg, New Delhi - 110001, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence;


Vimal Kumar


Suruchi Jassi



7. The particulars of all postal ballot forms received from the members as well as e-voting report generated from electronic registry of NSDL have been entered in a separate Register maintained for that purpose.
8. All postal ballot forms received and e-votes cast up to 5:00 P.M. on Thursday, May 11, 2017 i.e. the last date and time fixed by the Company for casting votes through postal ballot forms or e- voting, were considered and none of the envelopes containing postal ballot forms received after 5:00 P.M. on Thursday, May 11, 2017 were considered for the purpose of this report.
9. The postal ballot forms and electronic ballots were matched with the Register of Members/ beneficiary data of the Company as on Friday, March 31, 2017 i.e. the cut off date for the purpose as provided by the RTA. It is further submitted that there was no mismatch of the shareholding as mentioned in the postal ballot forms and RTA records. Further, if any shareholder voted for lesser number of shares than those held by him, the votes polled were considered for the purpose of this report.
10. There were 427 (Four Hundred Twenty Seven) envelopes containing postal ballot form(s) which were returned undelivered and these envelopes were not opened and they are separately kept.
11. The shareholders exercised their voting either by e-voting or physical mode. There was no shareholder who opted for both the facilities.
12. The total issued and paid up Equity Share Capital of the Company as on Friday, March 31, 2017 was 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) equity shares of Rs. 3/- (Rupees Three only) each.



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13. A summary of the postal ballots/ e-voting areas under:

- I. Approval for sale of stake in Kimaan Exports Private Limited, a wholly owned subsidiary company, to Spice Digital Limited, another subsidiary of the company.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	e-Votes	Postal-Ballot	Total	
Assent	8,206	21,66,31,457	21,66,39,663	99.9987
Dissent	2,914	0	2,914	0.0013
Total	11,120	21,66,31,457	21,66,42,577	100.0000

The detailed break up of voting through e-voting and voting through postal ballot forms in respect of the above Resolution is attached to this report and marked as 'Annexure A'.

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

- II. Approval for Material Related Party Transactions with Hotspot Sales & Solutions Private Limited.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	e-Votes	Postal Ballot	Total	
Assent	7,671	4,71,83,887	4,71,91,558	99.9935
Dissent	3,049	0	3,049	0.0065
Total	10,720	4,71,83,887	4,71,94,607	100.0000

The detailed break up of voting through e-voting and voting through postal ballot forms in respect of the above Resolution is attached to this report and marked as 'Annexure B'.

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

14. The Resolutions shall be deemed to have been passed on May 11, 2017 being the last date of receipt of Postal Ballot forms from the members of the Company.



SANJAY GROVER & ASSOCIATES

15. I will hand over the postal ballot forms and other related papers/registers and records to the Company after signing of minutes by the Chairman of the Company.
16. You may accordingly declare the result of the voting by Postal Ballot.

**FOR SANJAY GROVER & ASSOCIATES
COMPANY SECRETARIES**



May 13, 2017
New Delhi

Sanjay Grover
Scrutinizer
C.P. No.:3850

COUNTERSIGNED BY

Chairman
May 13, 2017

A1. VOTING THROUGH E-VOTING:				
Particulars	No. of share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
(a) Net Votes Received	41	11,120	33,360	0.0049
(b) Less: Invalid Votes	0	0	0	0.0000
(a) Net valid votes	41	11,120	33,360	0.0049
(b) Votes with assent	29	8,206	24,618	0.0036
(c) Votes with dissent	12	2,914	8,742	0.0013

A2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:				
Particulars	No. of share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
(a) Total votes received	10	21,66,31,557	64,98,94,671	95.0706
(b) Less: invalid votes	1	100	300	0.0000
(c) Net valid votes	9	21,66,31,457	64,98,94,371	95.0706
(d) Votes with assent	9	21,66,31,457	64,98,94,371	95.0706
(e) Votes with dissent	0	0	0	0.0000



B1. VOTING THROUGH E-VOTING:				
Particulars	No. of share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
(a) Net Votes Received	41	11,120	33,360	0.0049
(b) Invalid Votes*	1	400	1200	0.0002
(c) Net valid votes	40	10,720	32,160	0.0047
(d) Votes with assent	29	7,671	23,013	0.0034
(e) Votes with dissent	11	3,049	9,147	0.0013

B2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:				
Particulars	No. of share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
(a) Total votes received	10	21,66,31,557	94,98,94,671	95.0706
(b) Less: Invalid votes*	2	16,94,47,670	50,83,43,010	74.3635
(c) Net valid votes	8	4,71,83,887	14,15,51,661	20.7071
(d) Votes with assent	8	4,71,83,887	14,15,51,661	20.7071
(e) Votes with dissent	0	0	0	0.0000

*In compliance of provisions of Regulation 23(4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, votes of related parties on the resolution considered invalid.

