

**Spice Mobility Limited**

CIN No. L72900DL1986PLC330369

Regd. Office: 622, 6th Floor, DLF Tower A, Jasola Distt Centre,

New Delhi - 110025. | Tel: 011 41251965

www.spicemobility.in | complianceofficer@smobility.in

**spice****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:

**SPECIAL RESOLUTION FOR CHANGE OF NAME OF THE COMPANY FROM "SPICE MOBILITY LIMITED" TO "DIGISPICE TECHNOLOGIES LIMITED" AND CONSEQUENT AMENDMENT TO MEMORANDUM AND ARTICLES OF ASSOCIATION AND OTHER DOCUMENTS OF THE COMPANY**

Particulars	Resolution for Change of Name of the Company from "Spice Mobility Limited" to "DiGiSPICE Technologies Limited" and consequent amendment to Memorandum and Articles of Association and other documents of the Company.		
	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	55	19,65,30,340	86.2490% (Of Total Paid-up Capital)
Number of invalid Postal Ballot Forms Received	-	-	-
Number of valid Postal Ballot Forms/ E-voting confirmations received	55	19,65,30,340	86.2490% (Of Total Paid-up Capital)
Votes in favour of Resolution	54	19,65,29,140	99.9994% (Of Total Valid Votes)
Votes against the Resolution	1	1,200	0.0006% (Of Total Valid Votes)

Accordingly, the Special resolution as set out in the Notice dated 17<sup>th</sup> June, 2019 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: New Delhi

Date : 20<sup>th</sup> July, 2019
  
**Dilip Modi**  
 Chairman

# SANJAY GROVER & ASSOCIATES

## COMPANY SECRETARIES

B-88, 1<sup>ST</sup> Floor, Defence Colony, New Delhi - 110 024  
Tel. : (011) 4679 0000, Fax : (011) 4679 0012  
e-mail : [contact@cssanjaygrover.in](mailto:contact@cssanjaygrover.in)  
website : [www.cssanjaygrover.in](http://www.cssanjaygrover.in)

### Scrutinizer Report

To,

The Chairman

**SPICE MOBILITY LIMITED**

CIN: L72900DL1986PLC330369

622, 6th Floor, DLF Tower A,

Jasola Distt. Centre, New Delhi- 110025

Dear Sir,

I, Sanjay Grover, Managing Partner of M/s Sanjay Grover & Associates, Practicing Company Secretaries firm having office at B-88, First Floor, Defence Colony, New Delhi- 110024, was appointed as Scrutinizer by the Board of Directors of **SPICE MOBILITY LIMITED** ('the Company') in their meeting held on May 21, 2019 for the purpose of scrutinizing the e-voting process and postal ballot process in a fair and transparent manner under 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 modification(s) or re-enactment(s) thereof for the time being in force) in respect of the following resolution as mentioned in the Notice of Postal Ballot dated June 17, 2019:



S.No.	Type of Resolution	Particulars
1.	Special Resolution	Approval for change of Name of the Company from "Spice Mobility Limited" to "DiGiSPICE Technologies Limited" and consequent amendment to Memorandum and Articles of Association and other documents of the Company.

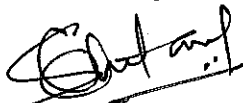
**I submit my report as under:**

1. The Company completed dispatch of Postal Ballot Notice and forms on Tuesday, June 18, 2019 to its Members, whose names appeared in the Register of Members as on Friday, June 07, 2019 ("cut- off date") in the following manner:
  - a) through e-mail to the members whose e-mail addresses were registered with the Company/ Depositories and
  - b) through physical mode, along with a self-addressed postage prepaid businessreply envelope to the other members whose e-mail addresses were not registered with the Company/ Depositories.
2. The Company published advertisements regarding dispatch of Postal Ballot Forms, Notice etc. in English language "Financial Express" and in Hindi language "Jansatta on Friday, June 21, 2019.
3. The Shareholders of the Company holding shares as on Friday, June 07, 2019 were entitled to vote on the resolution as contained in the Notice and had an option to vote either through the postal ballot form 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](http://www.evoting.nsdl.com).
4. The physical postal ballot forms received by post/courier/by hand were kept under my safe custody. The e-voting was maintained by NSDL in electronic registry.

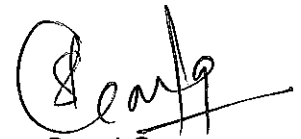


5. The electronic voting process was monitored by me through the scrutinizer's secured link provided by NSDL on its designated website i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

6. The e-voting was unblocked on Thursday, July 18, 2019 after 5:00 P.M. in the presence of two witnesses, Ms. Shubhi Khetan and Ms. Sonal Garg who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence:



Shubhi Khetan



Sonal Garg

7. The particulars of all postal ballot forms received from the members in physical form(s) 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 05:00 P.M. on Thursday, July 18, 2019 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 form(s) received after 05:00 P.M. on Thursday, July 18, 2019 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, June 07, 2019 i.e. the cut-off date for the purpose as provided by the Registrar and Share Transfer Agent ('RTA') of the Company. It is further submitted that there was no mismatch of the shareholding as mentioned in the postal ballot forms and RTA records.

10. There were 270 (Two Hundred and Seventy) envelopes containing Postal Ballot form(s)/ Notice(s) which were returned undelivered. These envelopes were not opened and were kept separately.



11. The Members exercised their voting either by e-voting or postal ballot forms. 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, June 07, 2019 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.
13. A consolidated summary of the postal ballots/ e-voting are as under:

**Resolution No. 1- Approval for change of Name of the Company from “Spice Mobility Limited” to “DiGiSPICE Technologies Limited” and consequent amendment to Memorandum and Articles of Association and other documents of the Company:**

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	e-Votes	Postal Ballot	Total	
Assent	13,080	19,65,16,060	19,65,29,140	99.9994
Dissent	1,200	0	1,200	0.0006
Total	14,280	19,65,16,060	19,65,30,340	100

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

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

14. The resolution shall be deemed to have been passed on Thursday, July 18, 2019, being the last date of receipt of Postal Ballot forms from the members of the Company.



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.
16. You may accordingly declare the result of the voting by Postal Ballot.

Thanking You,

**FOR SANJAY GROVER & ASSOCIATES  
COMPANY SECRETARIES**



**Sanjay Grover**  
Scrutinizer  
C.P. No.:3850

Date : July 20, 2019  
Place: New Delhi



**COUNTERSIGNED BY**



**Chairman**  
Spice Mobility Limited

**Annexure-A**

A detailed summary of the voting through e-voting and postal ballot forms is given herein below:

<b>A1. VOTING THROUGH E-VOTING:</b>			
<b>Particulars</b>	<b>No. of Shareholders</b>	<b>No. of Equity Shares</b>	<b>Paid-up value of the Equity Shares (In Rs.)</b>
a) Total votes received	36	14,280	42,840
b) Less: Invalid votes	0	0	0
c) Net Valid votes cast	36	14,280	42,840
d) Votes with assent for the resolution	35	13,080	39,240
e) Votes with dissent for the resolution	1	1,200	3,600

<b>A2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:</b>			
<b>Particulars</b>	<b>No. of Shareholders</b>	<b>No. of Equity Shares</b>	<b>Paid-up value of the Equity Shares (In Rs.)</b>
a) Total votes received	19	19,65,16,060	58,95,48,180
b) Less: Invalid votes	0	0	0
c) Net Valid votes cast	19	19,65,16,060	58,95,48,180
d) Votes with assent for the resolution	19	19,65,16,060	58,95,48,180
e) Votes with dissent for the resolution	0	0	0

