



S Mobile Limited

S Global Knowledge Park

19 A & 19 B, Sector 125,

Noida - 201301

Tel.: +91 - 120 - 3355131

www.spice-mobile.com

June 21, 2013

To,
✓ **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: SMOBILITY

Sub: Board Resolution approving the Buy-back of Equity Shares of the Company

Dear Sir(s),

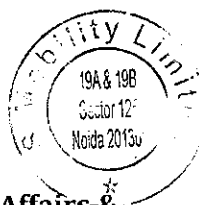
In pursuance to Regulation 5A of the SEBI (Buy Back of Securities) Regulations, 1998, please find enclosed herewith copy of the resolution passed by the Board of Directors of the Company at its meeting held on 19th June, 2013, approving the Buy-Back of Equity Shares of the Company.

You are requested to kindly take the above on record and acknowledge receipt of the same.

Thanking you.

Yours faithfully,
For **S Mobile Limited**

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



Encl: As above



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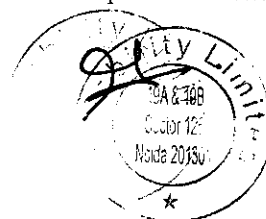
**CERTIFIED TRUE COPY OF THE RESOLUTIONS PASSED BY THE BOARD OF DIRECTORS
OF THE COMPANY IN THEIR MEETING HELD ON 19th JUNE, 2013**

“RESOLVED THAT in accordance with the provisions contained in Article 65A of the Articles of Association of the Company and subject to the provisions of Sections 77A, 77AA, 77B and other applicable provisions, if any, of the Companies Act, 1956 (“the Act”) and the provisions contained in the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 (“Buy Back Regulations”), including any statutory modification(s) and amendments thereto, for the time being in force, and subject to other applicable Laws, approvals as may be necessary, from statutory authorities including Securities and Exchange Board of India (SEBI), Stock Exchanges, Reserve Bank of India etc., and further subject to such conditions as may be prescribed or imposed while granting such approvals which may be agreed to by the Board of Directors of the Company (herein referred to as “the Board” which term shall be deemed to include any Committee constituted by the Board for the purpose), the consent of the Board of Directors of the Company be and is hereby accorded to purchase the Company’s own fully paid equity shares of the face value of Rs.3/- each (“the Buy Back”) from open market through stock exchange mechanism at a price not exceeding Rs. 75/- per equity share (“Maximum Buy-back Price”) for an aggregate amount not exceeding Rs. 60 crores (exclusive of brokerage and other charges, if any) (“Maximum Buy-Back Size”), being 9.94% of the paid up equity share capital and free reserves of the Company as at 30th June 2012 .

RESOLVED FURTHER THAT the maximum number of shares to be bought back by the Company shall be 1,10,00,000 (One crore and Ten lacs) Equity Shares (“Maximum Buy Back Shares”) being 4.62% of the outstanding Equity Shares as at March 31, 2013 and the minimum number of shares to be bought back shall be 27,50,000 (Twenty seven lacs and Fifty Thousand) equity Shares (“Minimum Buy Back Shares”) which is 25% of the Maximum Buy Back Shares.

RESOLVED FURTHER THAT the Buy-back be funded out of the Company’s current surplus and/or cash balances and/or internal accruals and that the Buy-back be implemented through the methodology of “Open market purchases through Stock Exchanges” using the electronic trading facilities of the BSE Limited (“BSE”) and the National Stock Exchange of India Limited (“NSE”), in such manner as may be prescribed under the Act and/or the Buy-back Regulations and on such terms and conditions as the Board may from time to time in its absolute discretion deem fit.

RESOLVED FURTHER THAT M/s. MAS Services Limited, Registrar & Share Transfer Agent of the Company be and is hereby nominated as the Investor Service Centre for compliance with



the Buy back Regulations and to redress the grievances of the investors and Mr. M. R. Bothra, Vice-President Corporate Affairs & Company Secretary of the Company be and is hereby appointed as the Compliance Officer for the purpose of Buy-back in accordance with the requirements prescribed under Regulation 19(3) of the Buyback Regulations.

RESOLVED FURTHER THAT as required under the provision of sections 77A (6) of the Act, a draft of the declaration of solvency prepared in the prescribed form and placed before this meeting, be and is hereby approved for filing with the Registrar of Companies and SEBI and such authorities as may be required in this connection and Ms Preeti Malhotra and Mr. Subroto Chattopadhyay, Directors of the Company be and are hereby authorized to sign the same on behalf of the Board.

RESOLVED FURTHER THAT as required under clause (x) of Part A of Schedule II to Buy Back Regulations, the Board hereby confirms that it has made full inquiry into the affairs and prospects of the Company and that it has formed the opinion-

- a) that immediately following the date on which the meeting of the Board of Directors is convened, there will be no grounds on which the Company could be found unable to pay its debts;
- b) as regards its prospects for the year immediately following the date of the Board Meeting that having regard to their intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will in the view of the Board of Directors be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the aforesaid date of the meeting; and
- c) in forming their opinion for the above purposes, the directors have taken into account the liabilities as if the Company were being wound up under the provisions of the Companies Act, 1956 (including prospective and contingent liabilities).

RESOLVED FURTHER THAT the Board do obtain the Report from M/s S. R. Batliboi & Co. LLP, Statutory Auditors of the Company, as required under the Buyback Regulations for the purpose of insertion in Public Announcement.

RESOLVED FURTHER THAT the Board hereby confirms with reference to the Buyback process:

- i. that the Company shall not purchase equity shares under Buyback from the promoters and persons in control of the Company.
- ii. that as per the provisions of Section 77A(8) of the Act, the Company will not issue fresh equity shares within a period of six months after the completion of the Buyback except that it may issue equity shares by way of bonus shares or shares issued in discharge of any subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures.
- iii. that the Company will not buy back shares from any person through negotiated deals, whether on or off the Stock Exchanges or through spot transactions or through any other private arrangements in the implementation of Buy-back.

- iv. that there are no defaults subsisting in repayment of deposits, redemption of debentures or preference shares or repayment of term loan to any financial institutions or banks.
- v. that the debt equity ratio of the company after Buyback will be well within the limit of 2:1 as prescribed under the Act.

RESOLVED FURTHER THAT the draft of the Public Announcement required to be made by the Company in accordance with the Buy Back Regulations, as placed at the Meeting be and is hereby approved and Ms. Preeti Malhotra and Mr. Subroto Chattopadhyay, Directors of the Company and Mr. M. R. Bothra, Vice-President Corporate Affairs & Company Secretary of the Company be and are hereby authorized to sign the same on behalf of the Board.

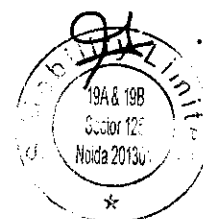
RESOLVED FURTHER THAT the Board reserves the right to close the Buyback at any time, provided that the Minimum Buy Back Shares has been bought back, even if the maximum Buy back Size has not been reached, by giving appropriate notice of such date and completing all formalities in this regard as per relevant Laws and Regulations.

RESOLVED FURTHER THAT Buy-back shall in any case be closed at the end of 12 months from the date of passing of this resolution i.e. by 18th June, 2014.

RESOLVED FURTHER THAT subject to the Company purchasing minimum buyback shares, nothing contained herein shall create any obligation on the part of the Company or the Board to Buy-back any Equity Shares or confer any right on the part of any shareholder or beneficial owner to offer any Equity Shares for Buy-back, even if the maximum limit of Buy-back has not been reached, and / or impair any power of the Company or the Board of Directors to terminate any process in relation to the Buy-back, if so permissible by law.

RESOLVED FURTHER THAT Ms. Preeti Malhotra, Director and Mr. M. R. Bothra, Vice-President Corporate Affairs & Company Secretary of the Company be and are hereby jointly and/or severally authorized to take all necessary actions and to do all such acts, deeds and things as may be required, from time to time, for and in connection with the Buy-Back Process, including any or all of the following:

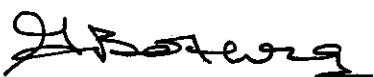
1. Appointment of Merchant Bankers, Brokers, Registrar, Advertising Agency, other Advisors, Consultants or Representatives;
2. Initiating all necessary actions for preparation, finalisation and issue of Public Announcement;
3. Making applications to the appropriate authorities for their requisite approvals;
4. Opening a separate Depository account in the name & style of **"S MOBILITY LIMITED - BUY-BACK OF EQUITY SHARES ACCOUNT"** for the purpose of the Buyback;
5. Filing of Public Announcement and the Certificates for Declaration of Solvency, Certificate of Extinguishment of Shares and physical destruction of Shares Certificate and all other documents required to be filled in connection with the Buyback with SEBI/ Stock Exchanges / Registrar of Companies and other appropriate authorities;
6. To settle all such questions, difficulties or doubts that may arise in relation to the implementation of the Buy-back;



7. To delegate all or any of the authorities conferred as above to any officer(s)/ Authorized Representative(s) of the company to give effect to the aforesaid resolution or to accept any change(s) or modification(s) as may be suggested by the appropriate authorities or Advisors;
8. To execute any document / sign any paper/ affidavits etc. jointly or severally in connection with the execution / furtherance of the process of Buy-back of Shares of the Company.
9. To affix Common Seal of the Company, if required, on such documents in conformity with the Articles of Association of the Company.

RESOLVED FURTHER THAT certified true copy of this resolution be submitted, wherever required, under the signatures of any Directors or Mr. M. R. Bothra, Vice-President-Corporate Affairs & Company Secretary of the Company."

For **S Mobility Limited**



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

