



spice
switch up!

Spice Mobility Limited
(Formerly S Mobility Limited)
CIN No - L72900UP1986PLC008448
S Global Knowledge Park, 19A & 19B,
Sector 125, Noida - 201301, UP, India.
Tel: +91 120 3355131
www.spice-mobile.com
customercare@smobility.in

December 23, 2014

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001
Scrip Id : 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- SPICEMOBI

Sub: Compliance under Clause 35A of the Listing Agreement

Dear Sir,

Pursuant to the Listing Agreement, we wish to inform you that the members of the Company have accorded their approval with requisite majority, by way of Poll/e-voting to the Resolutions set out in the Notice of the 26th Annual General Meeting of the Company held on 22nd December, 2014.

In this regard, please find enclosed herewith the following:

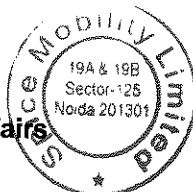
- i. The voting result in the Format prescribed under Clause 35A of the Listing agreement as **Annexure- A.**
- ii. Copy of the scrutinizer's report as **Annexure –B.**

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

Thanking You,

Yours faithfully,
For **Spice Mobility Limited**

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



Encl: As above

SPICE MOBILITY LIMITED
Details pursuant to Clause 35A of the Listing Agreement

Date of the AGM	22 nd December, 2014
Total number of shareholders on record date (Record date being the Cut-off date for reckoning the voting rights of shareholders i.e. 21 st November, 2014)	23,580
No. of shareholders present in the meeting either in person or through proxy	
Promoters and Promoter Group	1
Public	689
No. of Shareholders attended the meeting through Video Conferencing	N.A.
Promoters and Promoter Group	
Public	

Details of Agenda:

1. Adoption of Audited Financial Statements for the financial year ended 30th June 2014, along with the Directors' Report and Auditors' Report thereon.
2. Confirmation of the payment of Interim Dividend on Equity Shares.
3. Re-appointment of Mr. Dilip Modi, as Director of the company.
4. Appointment of M/s S. R. Batliboi & Co. LLP, Chartered Accountants (Firm Regn No. 301003E), as Statutory Auditors of the company to hold the office from the conclusion of this meeting until conclusion of the next AGM of the Company and to fix their remuneration.
5. Appointment of Mr. Subroto Chattopadhyay as Independent Director of the Company.
6. Appointment of Mr. Kashi Nath Memani as Independent Director of the Company.
7. Appointment of Mr. Saurabh Srivastava as Independent Director of the Company.
8. Appointment of Mr. Rajul Garg as Independent Director of the Company.
9. Appointment of Mr. Hanif Mohamed Dahya as Independent Director of the Company.
10. Approval for payment of commission not exceeding 1% per annum of the net profits of the company in aggregate to the Independent Directors of the Company.

Resolution required : (Ordinary/Special)

Mode of voting : (Shew-of-hands/Poll/Postal ballot/E-voting)

Result of Poll/ Postal-Ballot/ E-voting

Resolution No. 1 : Adoption of Audited Financial Statements for the financial year ended 30 th June 2014, along with the Directors' Report and Auditors' Report thereon.							
Promoter/ Public	No. of Shares held	No. of votes polled	% of Votes Polled on outstandi ng shares	No. of Votes – in favour	No. of Votes – Again st	% of votes in favour on Votes Polled	% of votes against on Votes Polled
	(1)	(2)	(3) = [(2)/(1)*10 0]	(4)	(5)	(6) = [(4)/(2)]*1 00	(7) = [(5)/(2)]* 100



Promoter and Promoter group	169447570	169447570	100.000	169447570	0	100.000	0
Public Institutional Shareholders	1202027	31118	2.589	31118	0	100.000	0
Public Others	57214385	49428422	86.392	49428422	0	100.000	0
Total	227863982	218907110	96.069	218907110	0	100.000	0

Resolution No. 2 : Confirmation of the payment of Interim Dividend on Equity Shares.

Promoter/ Public	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstandi ng shares (3) = [(2)/(1)*10 0]	No. of Votes – in favour (4)	No. of Votes – Again st (5)	% of votes in favour on Votes Polled (6) = [(4)/(2)]*1 00	% of votes against on Votes Polled (7) = [(5)/(2)]* 100
Promoter and Promoter group	169447570	169447570	100.000	169447570	0	100.000	0
Public Institutional Shareholders	1202027	31118	2.589	31118	0	100.000	0
Public Others	57214385	49428422	86.392	49428422	0	100.000	0
Total	227863982	218907110	96.069	218907110	0	100.000	0

Resolution No. 3 : Re-appointment of Mr. Dilip Modi, as Director of the company

Promoter/ Public	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstandi ng shares (3) = [(2)/(1)*10 0]	No. of Votes – in favour (4)	No. of Votes – Again st (5)	% of votes in favour on Votes Polled (6) = [(4)/(2)]*1 00	% of votes against on Votes Polled (7) = [(5)/(2)]* 100
Promoter and Promoter group	169447570	169447570	100.000	169447570	0	100.000	0
Public Institutional Shareholders	1202027	31118	2.589	31118	0	100.000	0
Public Others	57214385	49428022	86.391	49428022	0	100.000	0
Total	227863982	218906710	96.069	218906710	0	100.000	0



Resolution No. 4: Appointment of M/s S. R. Batliboi & Co. LLP, Chartered Accountants (Firm Regn No. 301003E), as Statutory Auditors of the company to hold the office from the conclusion of this meeting until conclusion of the next AGM of the Company and to fix their remuneration

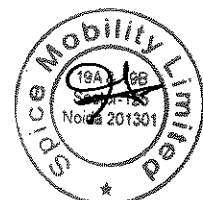
Promoter/ Public	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstandi ng shares (3) = [(2)/(1)*10 0]	No. of Votes – in favour (4)	No. of Votes – Again st (5)	% of votes in favour on Votes Polled (6) = [(4)/(2)]*1 00	% of votes against on Votes Polled (7) = [(5)/(2)]* 100
Promoter and Promoter group	169447570	169447570	100.000	169447570	0	100.000	0
Public – Institutional Shareholders	1202027	31118	2.589	31118	0	100.000	0
Public – Others	57214385	49428022	86.391	49428022	0	100.000	0
Total	227863982	218906710	96.069	218906710	0	100.000	0

Resolution No. 5: Appointment of Mr. Subroto Chattopadhyay as Independent Director of the Company.

Promoter/ Public	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstandi ng shares (3) = [(2)/(1)*10 0]	No. of Votes – in favour (4)	No. of Votes – Again st (5)	% of votes in favour on Votes Polled (6) = [(4)/(2)]*1 00	% of votes against on Votes Polled (7) = [(5)/(2)]* 100
Promoter and Promoter group	169447570	169447570	100.000	169447570	0	100.000	0
Public – Institutional Shareholders	1202027	31118	2.589	31118	0	100.000	0
Public – Others	57214385	49427922	86.391	49427722	200	99.9996	0.0004
Total	227863982	218906610	96.069	218906410	200	100.000	0.0001

Resolution No. 6: Appointment of Mr. Kashi Nath Memani as Independent Director of the Company.

Promoter/ Public	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstandi ng shares (3) = [(2)/(1)*10 0]	No. of Votes – in favour (4)	No. of Votes – Again st (5)	% of votes in favour on Votes Polled (6) = [(4)/(2)]*1 00	% of votes against on Votes Polled (7) = [(5)/(2)]* 100
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Promoter and Promoter group	169447570	169447570	100.000	169447570	0	100.000	0
Public Institutional Shareholders	1202027	31118	2.589	31118	0	100.000	0
Public Others	57214385	49427922	86.391	49427722	200	99.9996	0.0004
Total	227863982	218906610	96.069	218906410	200	100.000	0.0001

Resolution No. 7: Appointment of Mr. Saurabh Srivastava as Independent Director of the Company.

Promoter/ Public	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstandi ng shares (3) = [(2)/(1)*10 0]	No. of Votes – in favour (4)	No. of Votes – Again st (5)	% of votes in favour on Votes Polled (6) = [(4)/(2)]*1 00	% of votes against on Votes Polled (7) = [(5)/(2)]* 100
Promoter and Promoter group	169447570	169447570	100.000	169447570	0	100.000	0
Public Institutional Shareholders	1202027	31118	2.589	0	31118	0.000	100.000
Public Others	57214385	49427922	86.391	49427922	0	100.000	0
Total	227863982	218906610	96.069	218875492	31118	99.986	0.0142

Resolution No. 8: Appointment of Mr. Rajul Garg as Independent Director of the Company.

Promoter/ Public	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstandi ng shares (3) = [(2)/(1)*10 0]	No. of Votes – in favour (4)	No. of Votes – Again st (5)	% of votes in favour on Votes Polled (6) = [(4)/(2)]*1 00	% of votes against on Votes Polled (7) = [(5)/(2)]* 100
Promoter and Promoter group	169447570	169447570	100.000	169447570	0	100.000	0
Public Institutional Shareholders	1202027	31118	2.589	31118	0	100.000	0
Public Others	57214385	49427922	86.391	49427722	200	99.9996	0.0004
Total	227863982	218906610	96.069	218906410	200	100.000	0.0001



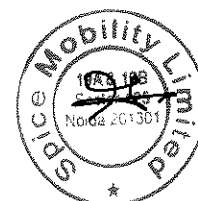
Resolution No. 9: Appointment of Mr. Hanif Mohamed Dahya as Independent Director of the Company.

Promoter/ Public	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstandi ng shares (3) = [(2)/(1)*10 0]	No. of Votes – in favour (4)	No. of Votes – Again st (5)	% of votes in favour on Votes Polled (6) = [(4)/(2)]*1 00	% of votes against on Votes Polled (7) = [(5)/(2)]* 100
Promoter and Promoter group	169447570	169447570	100.000	169447570	0	100.000	0
Public – Institutional Shareholders	1202027	31118	2.589	31118	0	100.000	0
Public – Others	57214385	49427922	86.391	49427722	200	99.9996	0.0004
Total	227863982	218906610	96.069	218906410	200	100.000	0.0001

Resolution No. 10: Approval for payment of commission not exceeding 1% per annum of the net profits of the company in aggregate to the Independent Directors of the Company.

Promoter/ Public	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstandi ng shares (3) = [(2)/(1)*10 0]	No. of Votes – in favour (4)	No. of Votes – Again st (5)	% of votes in favour on Votes Polled (6) = [(4)/(2)]*1 00	% of votes against on Votes Polled (7) = [(5)/(2)]* 100
Promoter and Promoter group	169447570	169447570	100.000	169447570	0	100.000	0
Public – Institutional Shareholders	1202027	31118	2.589	31118	0	100.000	0
Public – Others	57214385	49428422	86.392	49428022	400	99.9992	0.0008
Total	227863982	218907110	96.069	218906710	400	100.000	0.0002

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SANJAY GROVER & ASSOCIATES

COMPANY SECRETARIES

B-88, 1st Floor, Defence Colony, New Delhi - 110 024
Tel. : (011) 4679 0000, Fax : (011) 4679 0012
e-mail : sanjaygrover7@gmail.com

Combined Report of Scrutinizer

To
The Chairman
Spice Mobility Limited
S Global Knowledge Park,
19A & 19B, Sector-125,
Noida, Uttar Pradesh-201301

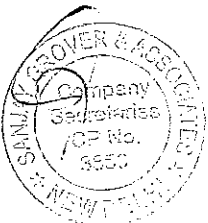
Subject: 26th Annual General Meeting of the Equity Shareholders of Spice Mobility Limited, held on 22nd day of December, 2014 at 10:00 a.m. at Expo Centre A-11, Sector-62, NH-24, Noida-201301 (U.P.)

Dear Sir,

I, Sanjay Grover, FCS, Company Secretary in Whole Time Practice (Membership No. FCS 4223) having office at B-88, First Floor, Defence Colony, New Delhi 110024, appointed as the Scrutinizer for the purpose of e-voting & poll taken on the below mentioned resolutions, at the 26th Annual General Meeting of the Equity Shareholders of Spice Mobility Limited ("The Company") held on 22nd December, 2014 at 10:00 a.m., submit my combined report on e-voting & Poll as under:

Resolution 1: To receive, consider and adopt the Audited Financial Statements of the Company for the year ended June 30, 2014 along with the Directors' and Auditors' reports thereon. (Ordinary Resolution)

Particulars	Number of Votes contained in			Percentage
	e-Votes	Poll	Total	
Assent	32,798	218,874,312	218,907,110	100.0000
Dissent	-	-	-	0.0000
Total	32,798	218,874,312	218,907,110	100.0000



**Resolution 2: To confirm the payment of Interim Dividend on Equity Shares.
(Ordinary Resolution)**

Particulars	Number of Votes contained in			Percentage
	e-Votes	Poll	Total	
Assent	32,798	218,874,312	218,907,110	100.0000
Dissent	-	-	-	0.0000
Total	32,798	218,874,312	218,907,110	100.0000

Resolution 3: To appoint a Director in place of Mr. Dilip Modi who retires by rotation and, being eligible, offers himself for re-appointment. (Ordinary Resolution)

Particulars	Number of Votes contained in			Percentage
	e-Votes	Poll	Total	
Assent	32,398	218,874,312	218,906,710	100.0000
Dissent	-	-	-	0.0000
Total	32,398	218,874,312	218,906,710	100.0000

Resolution 4: To consider and appoint M/s S.R. Batliboi & Co. LLP, Chartered Accountants (Firm Regn. No. 301003E) as Statutory Auditors and to fix their remuneration. (Ordinary Resolution)

Particulars	Number of Votes contained in			Percentage
	e-Votes	Poll	Total	
Assent	32,398	218,874,312	218,906,710	100.0000
Dissent	-	-	-	0.0000
Total	32,398	218,874,312	218,906,710	100.0000

Resolution 5: To appoint Mr. Subroto Chattopadhyay as an Independent Director of the Company. (Ordinary Resolution)

Particulars	Number of Votes contained in			Percentage
	e-Votes	Poll	Total	
Assent	32,098	218,874,312	218,906,410	99.9999
Dissent	200	-	200	0.0001
Total	32,298	218,874,312	218,906,610	100.0000



Resolution 6: To appoint Mr. Kashi Nath Memani as an Independent Director of the Company. (Ordinary Resolution)

Particulars	Number of Votes contained in			Percentage
	e-Votes	Poll	Total	
Assent	32,098	218,874,312	218,906,410	99.9999
Dissent	200	-	200	0.0001
Total	32,298	218,874,312	218,906,610	100.0000

Resolution 7: To appoint Mr. Saurabh Srivastava as an Independent Director of the Company. (Ordinary Resolution)

Particulars	Number of Votes contained in			Percentage
	e-Votes	Poll	Total	
Assent	1,180	218,874,312	218,875,492	99.9858
Dissent	31,118	-	31,118	0.0142
Total	32,298	218,874,312	218,906,610	100.0000

Resolution 8: To appoint Mr. Rajul Garg as an Independent Director of the Company. (Ordinary Resolution)

Particulars	Number of Votes contained in			Percentage
	e-Votes	Poll	Total	
Assent	32,098	218,874,312	218,906,410	99.9999
Dissent	200	-	200	0.0001
Total	32,298	218,874,312	218,906,610	100.0000

Resolution 9: To appoint Mr. Hanif Mohamed Dahya as an Independent Director of the Company. (Ordinary Resolution)

Particulars	Number of Votes contained in			Percentage
	e-Votes	Poll	Total	
Assent	32,098	218,874,312	218,906,410	99.9999
Dissent	200	-	200	0.0001
Total	32,298	218,874,312	218,906,610	100.0000

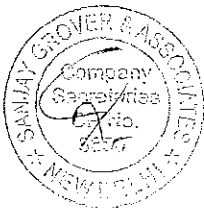


Resolution 10: To approve the payment of commission not exceeding 1% of the net profits of the Company to the Independent Directors of the Company. (Ordinary Resolution)

Particulars	Number of Votes contained in			Percentage
	e-Votes	Poll	Total	
Assent	32,398	218,874,312	218,906,710	99.9998
Dissent	400	-	400	0.0002
Total	32,798	218,874,312	218,907,110	100.0000

Thank you,

Yours faithfully,



Place: New Delhi

Date: December 23, 2014

For SANJAY GROVER & ASSOCIATES

Sanjay Grover
Scrutinizer
C P No 3850