

SPICE MOBILES LIMITED

MINUTES OF THE PROCEEDINGS HELD ON 28th MAY 2010 AT 10 A.M. AT D-1, SECTOR 3, NOIDA – 201 301, U.P., RELATING TO DECLARATION OF THE RESULT OF POSTAL BALLOT CONDUCTED PURSUANT TO SECTION 192A OF THE COMPANIES ACT, 1956 ON THE RESOLUTIONS AS SET OUT IN THE NOTICE DATED 16TH APRIL, 2010.

The Board of Directors vide resolution passed on 16th April, 2010 appointed Mr. Sanjay Grover, Practising Company Secretary as Scrutinizer for conducting the Postal Ballot voting process in a fair and transparent manner.

The Postal Ballot Notice dated 16th April, 2010, issued pursuant to Section 192A of the Companies Act, 1956 for passing the resolution as mentioned in the said Notice by Postal Ballot, was dispatched to the Members of the Company by 23rd April, 2010.

The Members were requested to return the Postal Ballot Form duly completed with the assent (for) or dissent (against), in the attached self addressed postage pre-paid envelope, so as to reach the Scrutinizer on or before the close of working hours (1730 Hrs.) on 22nd May, 2010.

After due scrutiny of all the Postal Ballot Forms received by Mr. Sanjay Grover, up to the close of working hours (1730 hours) on 22nd May, 2010 (being last date fixed for the return of the Postal Ballot forms duly filled in by the Members), Mr. Sanjay Grover, submitted his report as under:

Date considered for dispatch of Postal Ballot to Members with Notice by UPC	17 th April, 2010
Last date upto which ballot papers received by Company have been considered	22 nd May, 2010

Particulars	Resolution for change of name of Company
Total number of ballot papers received	275
Invalid ballots	18
Number of valid ballot papers	257

Summary of result of Postal Ballot in respect of Notice dated 16th April, 2010

Number of valid postal ballot forms received	257
Votes in favour of the Resolution	47513102
% ge of Votes in favour of the Resolution	99.994%
Votes against the Resolution	2753
% ge of Votes against the Resolution as mentioned at Item no. 1 above	0.006%

Proceedings:

In absence of Chairman, Ms. Preeti Malhotra, Executive Director of the Company, after receiving the Scrutinizer's Report as above announced the following result of the Postal Ballot:

The Executive Director stated that the Special Resolution has been approved by the Members with the requisite majority and directed that the resolutions(s) be recorded in the Minute Book recording the proceedings of general meetings of the Members.

The resolutions duly approved by the Members are as under:

Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 16, 21 and other applicable provisions, if any of the Companies Act, 1956 (including any statutory modification or re-enactments thereof for the time being in force), and subject to the approval of the Central Government (Power delegated to “Registrar of Companies”), the consent of the members of the Company be and is hereby accorded to change the name of the Company from “SPICE MOBILES LIMITED” to “SPICE MOBILITY LIMITED” and the existing clause I of the Memorandum of Association of the Company be substituted by the following clause-

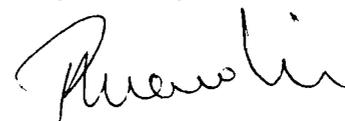
“I. The name of the Company is Spice Mobility Limited.”

RESOLVED FURTHER THAT consequent to the aforesaid change, the name “Spice Mobiles Limited” wherever appearing in the Memorandum and Articles of Association of the Company be substituted by “SPICE MOBILITY LIMITED”.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and expedient to give effect to the aforesaid Resolution.”

The above result was announced by the undersigned on Friday, 28th May, 2010 at 10:00 AM.

Place: Noida
Date: 28th May 2010



Preeti Malhotra
Executive Director