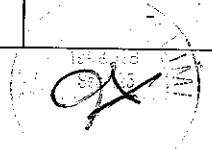


**Quarterly Compliance Report on Corporate Governance**  
**(pursuant to Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

1. Name of Listed Entity – Spice Mobility Limited
2. Quarter ending – 30<sup>th</sup> September, 2017

**I. Composition of Board of Directors**

Title (Mr. / Ms)	Name of the Director	PAN <sup>S</sup> & DIN	Category(Chairperson /Executive/Non-Executive/independent/ Nominee) &	Date of Appointment in the current term /cessation on	Tenure*	No of Directorship in listed entities including this listed entity  (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity  (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity  (Refer Regulation 26(1) of Listing Regulations)
Mr.	Dilip Modi	PAN: ABNPM2471R DIN: 00029062	Chairperson - Executive Director	30.11.2015	N.A	2	-	-
Mr.	Subramanian Murali	PAN: AAKPS7520H DIN: 00041261	Non - Executive Director	07.05.2015	N.A	1	4	1
Ms.	Preeti Malhotra	PAN: AIYPM6834C DIN: 00189958	Non - Executive Director	13.02.2013	N.A	2	1	1
Mr.	Hanif Mohamed Dahya	PAN: Not Applicable DIN: 01068575	Independent Director	26.08.2013	49 months	1	1	-
Mr.	Suman Ghose Hazra	PAN: ACEPG5341G DIN: 00012223	Independent Director	07.05.2015	29 Months	1	4	1
Mr.	Umang Das	PAN: AAFPD3635B DIN: 00027912	Independent Director	07.05.2015	29 Months	1	3	-



§ PAN number of any director would not be displayed on the website of Stock Exchange.

&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

\* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

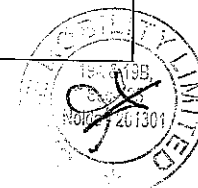
## II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) &
1. Audit Committee	Mr. Suman Ghose Hazra	Chairperson - Independent Director
	Mr. Hanif Mohamed Dahya	Independent Director
	Mr. Umang Das	Independent Director
	Mr. Subramanian Murali	Non – Executive Director
2. Nomination & Remuneration Committee	Mr. Umang Das	Chairperson - Independent Director
	Mr. Suman Ghose Hazra	Independent Director
	Mr. Subramanian Murali	Non – Executive Director
3. Risk Management Committee (if applicable)	Not Applicable	
4. Stakeholders Relationship Committee	Mr. Subramanian Murali	Chairperson - Non – Executive Director
	Mr. Suman Ghose Hazra	Independent Director
5. Corporate Social Responsibility Committee	Mr. Dilip Modi	Chairperson – Executive Director
	Mr. Umang Das	Independent Director
	Mr. Subramanian Murali	Non – Executive Director

&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen.

## III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
19 <sup>th</sup> May, 2017	8 <sup>th</sup> August, 2017	80 days

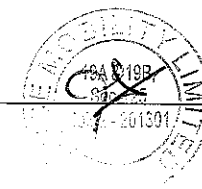


**IV. Meeting of Committees**

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
<b>Audit Committee</b>			
8 <sup>th</sup> August, 2017	Yes, Out of 4 members 3 members were present in the meeting	11 <sup>th</sup> May, 2017	80 days
		19 <sup>th</sup> May, 2017	
<b>Nomination and Remuneration Committee</b>			
8 <sup>th</sup> August, 2017	Yes, All the members were present in the meeting	-	-
<b>Stakeholders Relationship Committee</b>			
31 <sup>st</sup> July, 2017	Yes, All the members were present in the meeting	21 <sup>st</sup> April, 2017	-
		19 <sup>th</sup> May, 2017	
<b>Corporate Social Responsibility Committee</b>			
8 <sup>th</sup> August, 2017	Yes, All the members were present in the meeting	-	-
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			

**V. Related Party Transactions**

Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
<b>Note</b>	
<p>1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2. If status is "No" details of non-compliance may be given here.</p>	

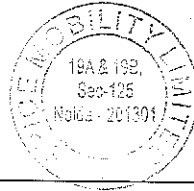


**VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee
  - b. Nomination & remuneration committee
  - c. Stakeholders relationship committee
  - d. Risk management committee (applicable to the top 100 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: ***This report will be placed before the Board of Directors in its next meeting.***



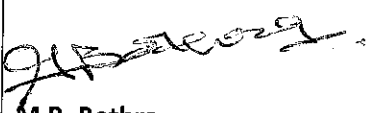
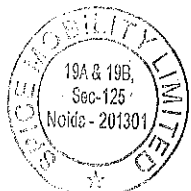
**M.R. Bothra**  
**Vice President – Corporate Affairs & Company Secretary**



**Note:**

Information at Table I and II above need to be necessarily given in 1<sup>st</sup> quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement “same as previous quarter” may be given.

**Corporate Governance Report at the end of 6 months after the end of financial year 31<sup>st</sup> March, 2017**

<b>I. Affirmation</b>		
<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA) <small>refer note below</small></b>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website.	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting.	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting.	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report.	34(3) read with para C of Schedule V	Yes
<p><b>Note</b></p> <p>1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2. If status is "No" details of non-compliance may be given here.</p> <p>3. If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<p>  <b>M.R. Bothra</b>  <b>Vice President – Corporate Affairs &amp; Company Secretary</b></p> <p style="text-align: right;"></p>		