



## S MOBILITY LIMITED

Regd. Office: S Global Knowledge Park, 19A & 19B, Sector-125, Noida, District Gautam Budh Nagar, U.P.  
Tel .No. :+91 120 3355131, Email: complianceofficer@smobility.in

### POSTAL BALLOT NOTICE (Pursuant to Section 192A of the Companies Act, 1956)

Dear Member(s),

Notice is hereby given that pursuant to the provisions of Section 192A of the Companies Act, 1956 (hereinafter referred to as "the Act") read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 (hereinafter referred to as the 'Rules') the Company hereby seeks your approval through Postal Ballot for alteration in the Articles of Association of the Company. The Resolution and the relevant Explanatory Statement pursuant to Section 173(2) of the Act setting out the material facts and the reasons for the proposed Resolution are appended herewith along with a Postal Ballot Form for your consideration.

The Company has, in compliance with Rule 6(b) of the aforesaid Rules, appointed Mr. Sanjay Grover, FCA, FCS, Company Secretary in whole time practice, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Postal Ballot Form sent herewith and return the Form duly completed in the attached self addressed postage prepaid envelope so as to reach the Scrutinizer on or before close of the working hours i.e. by 6 P.M. on Wednesday, 8<sup>th</sup> May, 2013. The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny. The result of the Postal Ballot will be announced by the Chairman or in his absence by any Director of the Company on Monday, 13<sup>th</sup> May, 2013 at 10:15 A.M. at the Registered Office of the Company and the Resolution will be taken as passed effectively on the date of announcement of result by the Chairman. The result of the Postal Ballot will also be posted on the website of the Company ([www.spice-mobile.com](http://www.spice-mobile.com)) besides communication to National Stock Exchange of India Limited and BSE Limited where the shares of the Company are listed.

The Company is pleased to offer **e-voting facility** as an alternate to its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. In case you desire to exercise your vote by using e-voting facility then you are required to carefully follow the instructions as given for e-voting printed on the Postal Ballot Form.

**To consider, and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

**"RESOLVED THAT** pursuant to Section 31 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force), the relevant provisions of Memorandum and Articles of Association of the Company and subject to such approvals and permissions, if any, the consent of the Company be and is hereby accorded for alteration of the Articles of Association of the Company, as stated hereunder:

(i) The following Article be inserted as Article No. 46A after the existing Article No. 46:-

#### Article No. 46A

Right of Nomination	Subject to the provisions of Section 109A of the Act every holder of shares in or debentures of the Company may, at any time, nominate a person to whom his shares in or debentures of the Company shall vest in the event of his death.
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(ii) The following Article be inserted as Article No. 65A after the existing Article No. 65:-

#### Article No. 65A

Buy Back of Shares or other specified Securities	Notwithstanding anything contrary contained in these Articles and in pursuance of Sections 77A, 77AA and 77B of the Companies Act, 1956, the Company and the Board of Directors shall have authority to buy-back its own shares or other specified securities as the Board of Directors may consider appropriate subject to such approvals and sanctions as may be necessary and subject to such limits, restrictions, terms and conditions, etc. as may be prescribed under the provisions of the Companies Act, 1956 and Regulations & Rules as applicable from time to time including the amendment(s), if any, thereto.
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(iii) The following Article be inserted as Article No. 95A after the existing Article No. 95:-

#### Article No. 95A

Participation through Electronic Mode-Shareholders' Meetings	Notwithstanding anything contrary contained in these Articles, the Company may provide Video Conference Facility, Electronic Postal Ballot Voting, and/or any other permissible electronic or communication facility to enable the Shareholder(s) of the Company to participate in General Meeting(s) and / or vote on matters requiring approval of the Shareholder(s) of the Company. Provided that such participation and/or voting by the Shareholder(s) at General Meeting(s) through Video Conference facility and/or Postal Ballot process, e-mail or approved electronic platforms and/or use of any other permissible electronic or communication facility shall be subject to the Regulations, Rules and Guidelines issued / laid down by the Regulatory / Statutory Authorities from time to time in this regard and the approvals received in this manner shall be deemed to have been duly received at a general meeting convened for the purpose.
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(iv) The following Article be inserted as Article No. 118A after the existing Article No. 118:-

**Article No. 118A**

Participation through Electronic Mode – Board / Committee Meetings	Notwithstanding anything contrary contained in these Articles, the Director(s) of the Company may participate in Meeting(s) of the Board and / or Committees thereof, through Video Conference facility and/or any other permissible electronic or communication facility. Provided that such participation by the Director(s) at Meeting(s) of the Board and Committees thereof, through Video Conference facility and/or use of any other permissible electronic or communication facilities shall be subject to the Rules, Guidelines and Permissions issued / laid down by the Regulatory / Statutory Authorities in this regard from time to time and meeting(s) so conducted and attended by the Directors in the prescribed manner shall be deemed to have been conducted and attended as if the same has been at a duly convened meeting of the Board or Committee, as the case may be.
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(v) The following proviso be inserted in the existing **Article No. 119** titled as 'Quorum':-

Provided that subject to the applicable Legal or Regulatory provisions from time to time including the amendment(s), if any, thereto, participation by a Director in the Meeting(s) of Directors and / or Committees thereof through Video Conference or any other permissible electronic or communication facility, as permitted by applicable laws from time to time, shall be counted for the purpose of quorum.
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(vi) The following Article be inserted as Article No. 181 after the existing Article No. 180:-

**Article No. 181**

Service of Documents in Electronic Mode	Notwithstanding anything contrary contained in the Articles of Association of the Company, any document required to be served on the members of the Company may be served by the Company by such electronic mode of communication as may be permitted under applicable laws from time to time and such documents shall be deemed to have been served to the members in the manner provided and permitted by law.
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**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of Directors of the Company or a Committee thereof, be and is hereby authorized to take such steps and actions and give such directions as may in its absolute discretion deem necessary and to settle any question, difficulty or matter that may arise in this regard."

**By Order of the Board of Directors  
For S MOBILITY LIMITED**

**Place: Noida  
Date: 25<sup>th</sup> March, 2013**

**M R Bothra  
General Manager – Corporate Affairs &  
Company Secretary**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.**

The Ministry of Corporate Affairs ("MCA") has introduced various measures by issuing different Circulars towards green initiative in Corporate Governance by allowing paperless compliances by the Companies. MCA has permitted to participate in the Board Meetings and Shareholders Meetings through Video Conference. It has also permitted to effect service of documents through electronic mode. All these measures are subject to the compliance of various conditions prescribed in the governing Circulars issued from time to time. Section 109A of the Companies Act, 1956 empowers the holder of shares and debentures to nominate a person to whom the shares or debentures shall vest in the event of his death.

It is not mandatorily required to have the relevant provisions in the Articles of Association (AOA) of the Company in respect of participation through electronic mode in the meetings of the Shareholders/Board/Committees; service of documents in Electronic Mode and nomination by shareholders. However, as a measure of good governance practice, the Board of Directors of the Company has decided to insert requisite provisions in the AOA of the Company for the said matters.

Pursuant to the provisions contained in Section 77A of the Companies Act, 1956, a company can buy back its own shares and other specified securities subject to a condition that AOA of the company authorizes to do so. The existing AOA of your Company does not contain any provision relating to buy-back of shares of the Company. The Board has also decided to include the enabling provisions for buy back of shares in the AOA of the Company.

As per the provisions of Section 31 of the Companies Act, 1956, alteration in AOA is required to be approved by members by way of a Special Resolution. Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 does not mandatorily stipulate alteration in AOA for the aforesaid purposes through Postal Ballot process. However, with a view to facilitate wider participation of Members, the Company is seeking members' approval by way of Postal Ballot which can also be exercised through e-voting as detailed in the instructions for Postal Ballot.

The Board of Directors of the Company recommends the Resolution for your approval as Special Resolution.

None of the Directors is interested or concerned in the Resolution except to the extent of their shareholding in the Company.

The Memorandum and Articles of Association of the Company are open for inspection at the Registered Office of the company between 11:00 A.M. and 1:00 P.M. on all working days except Saturdays, Sundays and public holidays up to the date of declaration of result of the Postal Ballot.

**By Order of the Board of Directors  
For S MOBILITY LIMITED**

**Place: Noida  
Date: 25<sup>th</sup> March, 2013**

**M R Bothra  
General Manager – Corporate Affairs &  
Company Secretary**



# S MOBILITY LIMITED

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## POSTAL BALLOT FORM

Sr. No.

(1) Name & Registered Address of the Sole/ First named Member

(2) Name(s) of the Joint Member(s), if any

(3) Registered Folio No./ DP ID No. & Client ID No.\*  
\*(Applicable to members holding shares in Dematerialized form)

(4) No. of Shares held

(5) I/We hereby exercise my / our vote in respect of the Special Resolution to be passed through postal ballot for the business stated in the Notice dated 25<sup>th</sup> March, 2013 of the Company by recording my / our assent or dissent to the said Resolution, by placing the tick (✓) mark at the appropriate box below: -

Description of the Resolution	No. of Shares for which vote cast	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
Special Resolution under Section 31 of the Companies Act, 1956			

Place :

Date :

(Signature of the Member)

## ELECTRONIC VOTING PARTICULARS

EVEN	USER ID	PASSWORD

**Note:** Please read carefully the instructions printed overleaf before exercising the vote.

# INSTRUCTIONS

1. A Member desiring to exercise vote by Postal Ballot should complete the Postal Ballot Form in all respects and send it to the Scrutinizer in the attached self-addressed postage pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. The Members residing outside India should stamp the envelope appropriately. The envelope containing Postal Ballot Form, if sent by courier or by Registered Post at the expense of the Member will also be accepted. The Postal Ballot Form may also be deposited personally at the address provided on the envelope.
2. The self-addressed postage pre-paid envelope bears the postal address of the Scrutinizer appointed by the Board of Directors of the Company.
3. The Postal Ballot Form duly completed and signed (as per specimen signature registered with the Company) should be sent to the Scrutinizer appointed by the Company at the registered office of the Company on or before the close of the working hours i.e. by 6 P. M. on Wednesday, 8<sup>th</sup> May, 2013.
4. Postal Ballot(s) received after this date will be treated as if the reply from the Member has not been received and the same will not be considered.
5. In case shares are jointly held, this form should be completed and signed by the first named Member and in his/her absence, by the next named Member.
6. In case of shares held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/Authority Letter together with attested specimen signature(s) of the authorized signatory/ies, giving requisite authority to the person voting on the Postal Ballot Form.
7. The voting rights shall be reckoned on the paid up value of Equity Shares registered in the name of Shareholders as on 31<sup>st</sup> March, 2013.
8. Members are requested not to send any paper (other than the resolution/authority letter/copy of nomination/power of attorney as mentioned in instruction No. 6 above) along with the Postal Ballot Form in the enclosed business reply self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer.
9. A tick (✓) mark should be placed in the relevant box signifying assent / dissent for the resolution, as the case may be, before mailing the Postal Ballot Form.
10. A Member, including the Member who has opted to receive the documents electronically may seek duplicate Postal Ballot Form from the Registered office of the Company. However, the duly filled in and signed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified in instruction No. 3.
11. The vote in this Postal Ballot cannot be exercised through proxy.
12. There will be only one Postal Ballot Form for every Folio/ Client ID.
13. Incomplete, unsigned, improperly or incorrectly tick marked Postal Ballot Form will be rejected.
14. The Scrutinizer's decision on the validity or otherwise of the Postal Ballot will be final.
15. A Member can opt only one mode for voting i.e. either by Physical Ballot or e-voting. In case you are opting for e-voting, then do not vote by Physical Ballot and also vice versa. However, in case member(s) cast their vote both by Physical Ballot and e-voting, then the voting done through physical Ballot shall prevail and voting done by e- voting will be treated as invalid.

## **Process and Manner for members opting for e-voting is as under:-**

### **(A) In case of Members receiving e-mail from NSDL:**

- (i) Open e-mail and open PDF file viz. "SML e-Voting.pdf" with your Client ID or Folio No. as password containing your user ID and Password for e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
- (iii) Click on Shareholder – Login.
- (iv) Put user ID and Password as initial password noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of e-Voting opens. Click on e-Voting : Active Voting Cycles.
- (vii) Select EVEN of S Mobility Limited.
- (viii) Now you are ready for e-Voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail: [sanjaygrover7@gmail.com](mailto:sanjaygrover7@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

### **(B) In case of Members receiving Postal Ballot Form by Post :**

- (i) Initial password is provided at the bottom of the Postal Ballot Form.
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (x) as mentioned in (A) above, to cast vote.

**(C)** If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for casting your vote.

**(D)** In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting User Manual for Shareholders, available at the downloads section of [www.evoting.nsd.com](http://www.evoting.nsd.com).