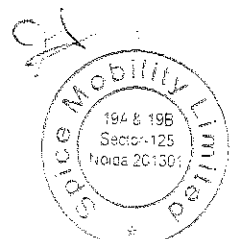


**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE
PURSUANT TO CLAUSE 49 (X B) OF THE LISTING AGREEMENT**

NAME OF THE COMPANY : **SPICE MOBILITY LIMITED**
(Formerly S Mobility Limited)

QUARTER ENDED ON : **31st March, 2015**

S. NO.	PARTICULARS	CLAUSE OF LISTING AGREEMENT	COMPLIANCE STATUS (YES/NO/ N.A.)	REMARKS
II.	Board of Directors	49 (II)		
(A)	Composition of Board	49 (II A)	Yes	-
(B)	Independent Directors	49 (II B)	Yes	-
(C)	Non-executive Directors' compensation & disclosures	49 (II C)	Yes	-
(D)	Other provisions as to Board and Committees	49 (II D)	Yes	-
(E)	Code of Conduct	49 (II E)	Yes	-
(F)	Whistle Blower Policy	49 (II F)	Yes	-
III.	Audit Committee	49 (III)		
(A)	Qualified & Independent Audit Committee	49 (III A)	Yes	-
(B)	Meeting of Audit Committee	49 (III B)	Yes	-
(C)	Powers of Audit Committee	49 (III C)	Yes	-
(D)	Role of Audit Committee	49 (III D)	Yes	-
(E)	Review of Information by Audit Committee	49 (III E)	Yes	-
IV.	Nomination and Remuneration Committee	49 (IV)	Yes	-
V.	Subsidiary Companies	49 (V)	Yes	-
VI.	Risk Management	49 (VI)	Yes	Clause 49(VI C, D & E) are not applicable to the Company



VII.	Related Transactions	Party	49 (VII)	Yes	-
VIII	Disclosures		49 (VIII)		
(A)	Related transactions	party	49 (VIII A)	Yes	There is no material transactions with the Related Parties during the quarter ended March 31, 2015.
(B)	Disclosure of Accounting Treatment		49 (VIII B)	N.A	-
(C)	Remuneration of Directors	of	49 (VIII C)	Yes	Will be disclosed in Annual Report.
(D)	Management		49 (VIII D)	Yes	Will be included in Annual Report.
(E)	Shareholders		49 (VIII E)	Yes	Will be disclosed in Annual Report.
(F)	Proceeds from public issues, right issues, preferential issues, etc.		49 (VIII F)	N.A	-
IX.	CEO/CFO Certification		49 (IX)	Yes	Will be included in the Annual Report.
X.	Report on Corporate Governance		49 (X)	Yes	Will be included in the Annual Report.
XI.	Compliance		49 (XI)	Yes	Will be included in the Annual Report.

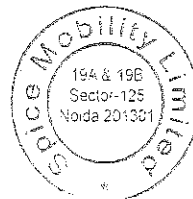
Note for S. No. VIII to XI:

The Details/Certificates/Reports regarding compliances for the Financial Year ended 30th June, 2014, in accordance with the then clause 49 of the Listing Agreement, have been disclosed/ included in the Annual Report for the financial year ended as on that date and for the financial year 2014-15 the relevant Details/Certificates/Reports would be disclosed/included in the Annual Report of this financial year.

For SPICE MOBILITY LIMITED

M.R. Bothra

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



Date: 14th April, 2015
Place: Noida