

Spice Mobility Limited

CIN No. L72900UP1986PLC008448

S Global Knowledge Park, 19A & 19B, Sector 125,

Noida - 201301, UP, India, India, | Tel: +91 120 3355131

www.spicemobility.in | complianceofficer@smobility.in

spice**DECLARATION OF THE RESULTS OF POSTAL BALLOT**


The result of the voting conducted through Postal Ballot/E-voting pursuant to section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 on the following matter is given below:

SPECIAL RESOLUTION FOR SHIFTING THE REGISTERED OFFICE OF THE COMPANY FROM THE STATE OF UTTAR PRADESH TO NATIONAL CAPITAL TERRITORY (NCT) OF DELHI

Particulars	Resolution for shifting the Registered Office of the Company from the State of Uttar Pradesh to National Capital Territory (NCT) of Delhi		
	No. of Postal ballot Forms/ E-voting confirmation	No. of Equity Shares	Total in percentage
Total Paid- up capital	-	22,78,63,982	100%
No. of Postal Ballot Forms/E-voting confirmations received	87	19,83,01,177	87.0261% (Of Total Paid-up Capital)
Number of invalid Postal Ballot Forms Received	1	200	0.0001% (Of Total Paid-up Capital)
Number of valid Postal Ballot Forms/ E-voting confirmations received	86	19,83,00,977	87.0261% (Of Total Paid-up Capital)
Votes in favour of Resolution	82	19,82,94,220	87.0231% (Of Total Valid Votes)
Votes against the Resolution	4	6,757	0.0030% (Of Total Valid Votes)

Accordingly, the Special resolution as set out in the Notice dated 14th November, 2017 has been approved by the shareholders with the requisite majority as required under Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.

Place: Noida

Date : 22nd December, 2017


Dilip Modi
Chairman

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 : contact@cssanjaygrover.in

website : www.cssanjaygrover.in

Scrutinizer Report

To,

The Chairman

SPICE MOBILITY LIMITED

CIN: L72900UP1986PLC008448

S Global Knowledge Park 19A & 19B,

Sector-125, NOIDA, U.P- 201301

Dear Sir,

In terms of the provisions of Sections 108 and 110 of the Companies Act, 2013 (the "Act") read with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, Secretarial Standard-2 on "General Meetings" issued by the Institute of the Company Secretaries of India and approved by the Central Government and other applicable laws and regulations (including any statutory modification or re-enactment thereof for the time being in force), I have been appointed as Scrutinizer by the Board of Directors of **SPICE MOBILITY LIMITED** ('the Company') in their meeting held on November 03, 2017 to conduct the Postal Ballot/ e-Voting process in a fair and transparent manner in respect of the following resolutions:

S.No.	Type of Resolution	Particulars
1.	Special Resolution	Approval for shifting of Registered Office of the Company from the State of Uttar Pradesh to National Capital Territory (NCT) of Delhi



I submit my report as under:

1. The Company completed dispatch of Postal Ballot Notice and forms on November 20, 2017 to its Members, whose names appeared in the Register of Members as on Friday, November 10, 2017, in the following manner:
 - a) through e-mail to the members whose e-mail addresses were registered with the Company/ the Depositories; and
 - b) through physical mode, along with a self-addressed postage prepaid business reply envelope to the other members (whose e-mail addresses were not registered with the Company/ the Depositories).
2. The Company published an advertisement regarding dispatch of postal ballot forms, notices etc. in English Daily "Financial Express" and in Hindi Daily "Jansatta" on Wednesday, November 22, 2017.
3. The shareholders of the Company had an option to vote either through the postal ballot form or through the e-voting facility. Shareholders who opted for e-voting facility have cast their votes on the designated website of National Securities Depository Limited ("NSDL") e- voting platform viz. www.evoting.nsdl.com.
4. The postal ballot forms received by post/ courier were kept under my safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such postal ballot forms. The e-voting was maintained by NSDL in electronic registry.
5. I monitored the process of electronic voting through the scrutinizer's secured link provided by NSDL on its designated website i.e. www.evoting.nsdl.com.
6. The e-votes were unblocked on Wednesday, December 20, 2017 after 05.00 P.M. in the presence of two witnesses, Ms. Suruchi Jassi, R/o 80/301, Sector-1, Gole Market, D.I.Z Area, New Delhi-110001 and Mr. Sukhvir Bhardwaj, R/o 62, Ballawagarh, Faridabad-121004, who are not in the employment of the Company.



They have signed below in confirmation of the votes being unblocked in their presence :


Suruchi Jassi


Sukhvinder Bhardwaj

7. The particulars of all postal ballot forms received from the members as well as e-voting report generated from electronic registry of NSDL have been entered in a separate Register maintained for that purpose.
8. All postal ballot forms received and e-votes cast up to 05:00 P.M. on Wednesday, December 20, 2017 i.e. the last date and time fixed by the Company for casting votes through postal ballot forms or e-voting were considered and none of the envelopes containing postal ballot forms received after 05:00 P.M. on Wednesday, December 20, 2017 were considered for the purpose of this report.
9. The postal ballot forms and electronic ballots were matched with the Register of members/ beneficiary data of the Company as on Friday, November 10, 2017 i.e. the cut-off date for the purpose as provided by the Registrar and Share Transfer Agent ('RTA') of the Company. It is further submitted that there was no mismatch of the shareholding as mentioned in the postal ballot forms and RTA records.
10. There were 1,677 (One Thousand Six Hundred and Seventy Seven) envelopes containing postal ballot form(s) which were returned undelivered and these envelopes were not opened and they were separately kept.
11. The shareholders exercised their voting either by e-voting or physical mode. There was no shareholder who opted for both the facilities.
12. The total issued and paid up Equity Share Capital of the Company as on Friday, November 10, 2017 was Rs. 68,35,91,946/- (Rupees Sixty Eight Crore Thirty Five Lakh Ninety One Thousand Nine Hundred Forty Six Only) divided into 22,78,63,982



(Twenty Two Crore Seventy Eight Lakh Sixty Three Thousand Nine Hundred Eighty Two) Equity Shares of Rs. 3/- (Rupees Three Only) each.

13. A summary of the postal ballots/ e-voting are as under:

Approval for shifting of Registered Office of the Company from the State of Uttar Pradesh to National Capital Territory (NCT) of Delhi

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	e-Votes	Postal-Ballot	Total	
Assent	85,591	19,82,08,629	19,82,94,220	99.9966
Dissent	6,757	0	6,757	00.0034
Total	92,348	19,82,08,629	19,83,00,977	100.0000

The detailed break up of voting through e-voting and voting through postal ballot forms in respect of the above Resolution is attached to this report and marked as 'Annexure A'.

Therefore, the above-mentioned Special Resolution has been passed with requisite majority.

14. The resolution shall be deemed to have been passed on Wednesday, December 20, 2017 being the last date of receipt of Postal Ballot forms from the members of the Company.

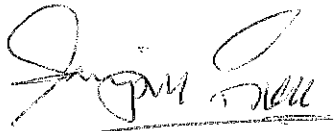
15. I will hand over the postal ballot forms and other related papers/registers and records to the Company after signing of minutes by the Chairman of the Company.



16. You may accordingly declare the result of the voting by Postal Ballot.

**FOR SANJAY GROVER & ASSOCIATES
COMPANY SECRETARIES**

COUNTERSIGNED BY



Sanjay Grover
Scrutinizer
C.P. No.:3850



December 22, 2017
New Delhi



Chairman

Annexure-A

A detailed summary of the Postal ballot result is given herein below:

A1. VOTING THROUGH E-VOTING:				
Particulars	No. of share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
(a) Net Votes Received	40	92,348	2,77,044	0.0405
(b) Less: Invalid Votes	0	0	0	0
(a) Net Valid Votes	40	92,348	2,77,044	0.0405
(b) Votes with assent	36	85,591	2,56,773	0.0376
(c) Votes with dissent	4	6,757	20,271	0.0030

A2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:				
Particulars	No. of share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
(a) Total votes received	47	19,82,08,829	59,46,26,487	86.9856
(b) Less: Invalid Votes	1	200	600	00.0001
(c) Net Valid Votes	46	19,82,08,629	59,46,25,887	86.9855
(d) Votes with assent	46	19,82,08,629	59,46,25,887	86.9855
(e) Votes with dissent	0	0	0	0

