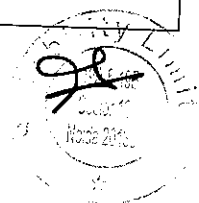


**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE  
PURSUANT TO CLAUSE 49 VI (ii) OF THE LISTING AGREEMENT**

**NAME OF THE COMPANY** : **S MOBILITY LIMITED**  
**QUARTER ENDED ON** : **31<sup>st</sup> December, 2013**

S.NO.	PARTICULARS	CLAUSE OF LISTING AGREEMENT	COMPLIANCE STATUS (YES/NO)	REMARKS
<b>I.</b>	<b>Board of Directors</b>	<b>49 (I)</b>		
(A)	Composition of Board	49 (I A)	Yes	
(B)	Non-executive Directors' compensation & disclosures	49 (I B)	Yes	-
(C)	Other provisions as to Board and Committees	49 (I C)	Yes	-
(D)	Code of Conduct	49 (I D)	Yes	Available on the website of the Company.
<b>II.</b>	<b>Audit Committee</b>	<b>49 (II)</b>		
(A)	Qualified & Independent Audit Committee	49 (II A)	Yes	-
(B)	Meeting of Audit Committee	49 (II B)	Yes	-
(C)	Powers of Audit Committee	49 (II C)	Yes	-
(D)	Role of Audit Committee	49 (II D)	Yes	-
(E)	Review of Information by Audit Committee	49 (II E)	Yes	-
<b>III.</b>	<b>Subsidiary Companies</b>	<b>49 (III)</b>	Yes	-
<b>IV.</b>	<b>Disclosures</b>	<b>49 (IV)</b>		

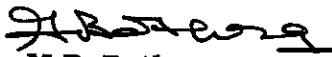


(A)	Basis of related party transactions	49 (IV A)	Yes	-
(B)	Disclosure of Accounting Treatment	49 (IV B)	N.A	-
(C)	Board Disclosures	49 (IV C)	Yes	-
(D)	Proceeds from public issues, right issues, preferential issues, etc.	49 (IV D)	N.A	-
(E)	Remuneration of Directors	49 (IV E)	Yes	Will be disclosed in Annual Report.
(F)	Management	49 (IV F)	Yes	Will be included in Annual Report.
(G)	Shareholders	49 (IV G)	Yes	Will be disclosed in Annual Report.
V.	<b>CEO/CFO Certification</b>	<b>49 (V)</b>	Yes	Will be included in the Annual Report.
VI.	<b>Report on Corporate Governance</b>	<b>49 (VI)</b>	Yes	Will be included in the Annual Report.
VII.	<b>Compliance</b>	<b>49 (VII)</b>	Yes	Will be included in the Annual Report.

**Notes:**

The Registrar of Companies, Uttar Pradesh, has vide its order dated 21/11/2013 granted extension of time for holding Annual General Meeting of the Company for the financial year ended June 30, 2013 by a period of two (2) months i.e. upto February 28, 2014. The Details/Certificates/Reports regarding compliances for the Financial Year ended 30<sup>th</sup> June, 2013 will be disclosed/ included in the Annual Report for the financial year ended as on that date.

**For S MOBILITY LIMITED**



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



Date: 13<sup>th</sup> January, 2014  
Place: Noida