



## 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](mailto: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 sale/transfer of Mobile Handset business of the Company to Spice Retail Limited, a wholly owned subsidiary of the Company, under Section 293 (1) (a) of the Act. 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 Monday, 24<sup>th</sup> June, 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 Thursday, 27<sup>th</sup> June, 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 reverse of the Postal Ballot Form.

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

**"RESOLVED THAT** pursuant to the provisions of Section 293(1)(a) read with Section 192A of the Companies Act, 1956 and the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactments thereof for the time being in force) and subject to the provisions of the Memorandum and Articles of Association of the Company, Listing Agreement entered into with the Stock Exchange(s) and subject to such approvals, consents, permissions and sanctions as may be necessary from concerned statutory authorities and such terms and conditions as may be imposed by them, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as "Board", which shall be deemed to include any Committee constituted by the Board or any person(s) for the time being authorized by the Board to exercise the powers conferred on the Board by this resolution) to transfer, sell, assign, deliver or otherwise dispose off the Company's whole or part of the undertaking(s) pertaining to mobile handset business of the Company, along with all the employees, assets and liabilities relating to this business including all licenses, permits, sanctions, consents, approvals etc. as a going concern or otherwise to Spice Retail Limited, a wholly owned subsidiary of the Company, by way of slump sale at book value, to be paid either in cash and/or by issue of its Equity and/or Preference Shares at par or at a premium with effect from such date and on such terms and conditions as may be decided and agreed to by the Board in the best interest of the Company.

**RESOLVED FURTHER THAT** the "Board" be and is hereby authorized to take all such steps and to do all such acts, deeds and things as may be necessary for obtaining approvals, statutory or contractual or otherwise in relation to and for the purpose of giving effect to the above resolution and to negotiate, finalize, settle any question, difficulty or matter arising out of and/or incidental thereto and to enter into and sign and execute, file, submit and withdraw, any or all such deeds, applications, forms, documents, agreements, indemnities, warranties, undertakings and writings that may be required on behalf of the Company for the purpose of implementation of this resolution and to take such steps and actions and give such directions as may be in its absolute discretion deem necessary in this regard."

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

**Place : Noida  
Date : 13<sup>th</sup> May, 2013**

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

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

The members of the Company had earlier granted their approval for sale/transfer of mobile handset business of the Company to S Mobile Devices Limited (SMDL), a Wholly Owned Subsidiary of the Company. However, at a later stage, the Board of Directors of the Company ("Board"), after review of the business synergies which exist between Device and Retail business, decided not to transfer the said business to SMDL. The Board in its meeting held on 13<sup>th</sup> May, 2013 has, subject to approval of members and other approvals as may be necessary, decided to sell or transfer the undertaking(s) pertaining to mobile handset business of the Company to Spice Retail Limited, a Wholly Owned Subsidiary of the Company, by way of slump sale at book value.

Mobile Handset business of the Company promises tremendous growth and potential. The Board of Directors of your Company is of the opinion that transferring the Mobile Handset Business of the Company to Spice Retail Limited, which is in the retail distribution of multi brand mobile handsets and accessories ("Retail Business") will enable the Company to synergise and consolidate its business of distribution of mobile handsets of Spice Brand with "Retail Business" of Spice Retail Limited in a single entity leading to cost efficiencies and also increased revenues and profitability. Since the business is proposed to be transferred to a wholly owned subsidiary of the Company, through consolidation of Accounts of Spice Retail Limited, the value creation by this step will continue to accrue to the Company.

As per Section 293(1) (a) of the Companies Act, 1956 read with Section 192A of the Companies Act, 1956 and the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, the sale/transfer/disposing off undertaking(s) of the Company is required to be approved by way of postal ballot. As required under the relevant provisions of the Listing Agreement, the voting rights can also be exercised through e-voting facility as detailed in the instructions on the reverse to the Postal Ballot Form.

All documents referred to in the accompanying Notice and Explanatory Statement 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.

The Board of Directors is of the opinion that the aforesaid Resolution is in the best interest of the Company and hence, recommends the above resolution for your approval as an ordinary resolution.

Except Mr. Dilip Kumar Modi, Ms. Preeti Malhotra and Mr. Subroto Chattopadhyay who are also on the Board of Spice Retail Limited, none of the Directors is in any way, concerned or interested, in the proposed resolution.

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

**Place : Noida  
Date : 13<sup>th</sup> May, 2013**

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

# 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 Monday, 24<sup>th</sup> June, 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 17<sup>th</sup> May, 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 at 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).**



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 Tel. No. : +91 120 3355131, Email: complianceofficer@smobility.in

## 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 Ordinary Resolution to be passed through postal ballot for the business stated in the Notice dated 13<sup>th</sup> May, 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) |
|---|-----------------------------------|-------------------------------------|--|
| Ordinary Resolution under Section 293 (1)(a) 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.