

**Spice Mobility Limited**

CIN No.-L72900DL1986PLC330369

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# spice

April 13, 2018

**BSE Limited**

Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai – 400 001

**Scrip Id : 517214**

**National Stock Exchange of India Limited**

Exchange Plaza, Plot no.C/1, G Block  
Bandra – Kurla Complex, Bandra (E)  
Mumbai – 400 051

**Scrip Code- SPICEMOBI**

**Sub: Compliance Report on Corporate Governance for the quarter and financial year ended March 31, 2018**

Dear Sir,

Pursuant to Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Compliance Report on Corporate Governance for the quarter and financial year ended as on 31<sup>st</sup> March, 2018.

We further inform that there was no material transaction with related parties during the quarter under review.

You are requested to kindly take the above on record and acknowledge the receipt of the same.

Thanking You,

Yours faithfully,  
For **Spice Mobility Limited**



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



Encl: a/a

**Quarterly Compliance Report on Corporate Governance**  
**(pursuant to Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

1. Name of Listed Entity – Spice Mobility Limited
2. Quarter ending – 31<sup>st</sup> March, 2018

**I. Composition of Board of Directors**

Title (Mr. / Ms)	Name of the Director	PAN <sup>s</sup> & DIN	Category(Chairperson /Executive/Non-Executive/independent/ Nominee)&	Date of Appointment in the current term /cessation on	Tenure*	No of Directorship in listed entities including this listed entity  (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity  (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity  (Refer Regulation 26(1) of Listing Regulations)
Mr.	Dilip Modi	PAN: ABNPM2471R DIN: 00029062	Chairperson - Executive Director	30.11.2015	N.A	2	-	-
Mr.	Subramanian Murali	PAN: AAKPS7520H DIN: 00041261	Non - Executive Director	07.05.2015	N.A	1	4	1
Ms.	Preeti Malhotra	PAN: AIYPM6834C DIN: 00189958	Non - Executive Director	13.02.2013/ 21.02.2018	N.A	2	1	1
Mr.	Hanif Mohamed Dahya	PAN: Not Applicable DIN: 01068575	Independent Director	26.08.2013	55 months	1	1	-
Mr.	Suman Ghose Hazra	PAN: ACEPG5341G DIN: 00012223	Independent Director	07.05.2015	35 Months	1	4	1
Mr.	Umang Das	PAN: AAFPD3635B DIN: 00027912	Independent Director	07.05.2015	35 Months	1	2	



§ PAN number of any director would not be displayed on the website of Stock Exchange.

&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

\* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

## II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) &
1. Audit Committee	Mr. Suman Ghose Hazra	Chairperson - Independent Director
	Mr. Hanif Mohamed Dahya	Independent Director
	Mr. Umang Das	Independent Director
	Mr. Subramanian Murali	Non – Executive Director
2. Nomination & Remuneration Committee	Mr. Umang Das	Chairperson - Independent Director
	Mr. Suman Ghose Hazra	Independent Director
	Mr. Subramanian Murali	Non – Executive Director
3. Risk Management Committee (if applicable)	Not Applicable	
4. Stakeholders Relationship Committee	Mr. Subramanian Murali	Chairperson - Non – Executive Director
	Mr. Suman Ghose Hazra	Independent Director

&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen.

## III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
3 <sup>rd</sup> November, 2017	14 <sup>th</sup> February, 2018	53 days
22 <sup>nd</sup> December, 2017		



**IV. Meeting of Committees**

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
<b>Audit Committee</b>			
13 <sup>th</sup> February, 2018	Yes, Out of 4 members 3 members were present in the meeting	2 <sup>nd</sup> November, 2017	52 days
		22 <sup>nd</sup> December, 2017	
<b>Nomination and Remuneration Committee</b>			
-	-	22 <sup>nd</sup> December, 2017	-
<b>Stakeholders Relationship Committee</b>			
14 <sup>th</sup> February, 2018	Yes, All the members were present in the meeting	2 <sup>nd</sup> November, 2017	-
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			

**V. Related Party Transactions**

Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
<b>Note</b>	
<p>1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2. If status is "No" details of non-compliance may be given here.</p>	



## VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015: **After resignation of Ms. Preeti Malhotra w.e.f. 21<sup>st</sup> February, 2018, the Company does not have woman director. The vacancy will be filed by the Board within the period allowed under the Companies Act, 2013.**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee
  - b. Nomination & remuneration committee
  - c. Stakeholders relationship committee
  - d. Risk management committee (applicable to the top 100 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations,2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: ***This report will be placed before the Board of Directors in its next meeting.***



M.R. Bothra

Vice President – Corporate Affairs & Company Secretary

### Note:

Information at Table I and II above need to be necessarily given in 1<sup>st</sup> quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement “same as previous quarter” may be given.



**Corporate Governance Report at the end of the financial year ended on 31<sup>st</sup> March, 2018**

**I. Disclosure on website in terms of Listing Regulations**

<i>Item</i>	<i>Compliance status (Yes/No/NA) refer note below</i>
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	NA
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	NA
New name and the old name of the listed entity	NA

**II. Annual Affirmations**

<i>Particulars</i>	<i>Regulation Number</i>	<i>Compliance status (Yes/No/NA) refer note below</i>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes*
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes **
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes **
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes



Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

\* After resignation of Ms. Preeti Malhotra w.e.f.21<sup>st</sup> February, 2018, the Company does not have woman director. The vacancy will be filed by the Board within the period allowed under the Companies Act, 2013.

\*\*Will be complied with subsequent to the financial year end.

**Note:**

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

**III. Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

*M.R. Bothra*

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

