



### 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 SML EMPLOYEES STOCK OPTION PLAN - 2018

Particulars	Resolution for SML Employees Stock Option Plan - 2018		
	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	71	19,69,68,472	86.4412% (Of Total Paid-up Capital)
Number of invalid Postal Ballot Forms Received	3	38,670	0.0170% (Of Total Paid-up Capital)
Number of valid Postal Ballot Forms/ E-voting confirmations received	68	19,69,29,802	86.4243% (Of Total Paid-up Capital)
Votes in favour of Resolution	62	19,69,28,386	99.9993% (Of Total Valid Votes)
Votes against the Resolution	6	1,416	0.0007% (Of Total Valid Votes)

#### SPECIAL RESOLUTION FOR GRANT OF OPTIONS TO THE EMPLOYEES OF THE HOLDING AND SUBSIDIARY COMPANY(IES) UNDER SML EMPLOYEES STOCK OPTION PLAN - 2018.

Particulars	Resolution for grant of options to the employees of the holding and subsidiary company (ies) under SML Employees Stock Option Plan - 2018.		
	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	69	19,69,64,367	86.4394% (Of Total Paid-up Capital)
Number of invalid Postal Ballot Forms Received	3	38,670	0.0170% (Of Total Paid-up Capital)
Number of valid Postal Ballot Forms/ E-voting confirmations received	66	19,69,25,697	86.4225% (Of Total Paid-up Capital)
Votes in favour of Resolution	60	19,69,24,281	99.9993% (Of Total Valid Votes)
Votes against the Resolution	6	1,416	0.0007% (Of Total Valid Votes)

**SPECIAL RESOLUTION FOR GRANT OF OPTIONS EQUAL TO OR EXCEEDING 1% OF THE ISSUED CAPITAL OF THE COMPANY UNDER SML EMPLOYEES STOCK OPTION PLAN - 2018.**

Particulars	Resolution for grant of options equal to or exceeding 1% of the issued capital of the Company under SML Employees Stock Option Plan - 2018.		
	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	71	19,69,68,472	86.4412% (Of Total Paid-up Capital)
Number of invalid Postal Ballot Forms Received	3	38,670	0.0170% (Of Total Paid-up Capital)
Number of valid Postal Ballot Forms/ E-voting confirmations received	68	19,69,29,802	86.4243% (Of Total Paid-up Capital)
Votes in favour of Resolution	60	19,69,27,384	99.9988% (Of Total Valid Votes)
Votes against the Resolution	8	2,418	0.0012% (Of Total Valid Votes)

**SPECIAL RESOLUTION FOR SALE OF ENTIRE STAKE IN OMNIVENTURES PRIVATE LIMITED, A WHOLLY OWNED SUBSIDIARY COMPANY.**

Particulars	Resolution for sale of entire stake in Omniventures Private Limited, a wholly owned subsidiary company.		
	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	71	19,69,68,472	86.4412% (Of Total Paid-up Capital)
Number of invalid Postal Ballot Forms Received	3	38,670	0.0170% (Of Total Paid-up Capital)
Number of valid Postal Ballot Forms/ E-voting confirmations received	68	19,69,29,802	86.4243% (Of Total Paid-up Capital)
Votes in favour of Resolution	65	19,69,29,681	99.9999% (Of Total Valid Votes)
Votes against the Resolution	3	121	0.0000% (Of Total Valid Votes)

Accordingly, the Special resolutions as set out in the Notice dated 28<sup>th</sup> December, 2017 have 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 : 12<sup>th</sup> February, 2018

  
Dilip Modi  
Chairman

# SANJAY GROVER & ASSOCIATES

## COMPANY SECRETARIES

B-88, 1<sup>ST</sup> 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) Regulations, 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 Friday the 22<sup>nd</sup> December, 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 of SML Employees Stock Option Plan – 2018.



2.	<b>Special Resolution</b>	Approval for grant of options to the employees of the holding and subsidiary company (ies) under SML Employees Stock Option Plan – 2018.
3.	<b>Special Resolution</b>	Approval for grant of options equal to or exceeding 1% of the issued capital of the Company under SML Employees Stock Option Plan – 2018.
4.	<b>Special Resolution</b>	Approval for sale of entire stake in Omniventures Private Limited, a wholly owned subsidiary company.

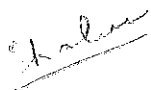
I submit my report as under:

1. The Company completed dispatch of Postal Ballot Notice and forms on Friday the 12<sup>th</sup> January, 2018 to its Members, whose names appeared in the Register of Members as on Friday, January 05, 2018 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 Edition "Financial Express" and in Hindi Edition "Jansatta" on Monday, January 15, 2018.
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](http://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](http://www.evoting.nsdl.com).
6. The e-votes were unblocked on Sunday, February 11, 2018 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 Ms. Shalinee Jaiswal, Ganga Girls P.G. Gali No. 4, Shakarpur, New Delhi, 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

  
Shalinee Jaiswal

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. Sunday the 11<sup>th</sup> February, 2018 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 form(s) received after 05:00 P.M. on Sunday, February 11, 2018 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, January 05, 2018 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 593 (Five Hundred Ninety Three) 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, January 05, 2018 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 areas under:

**I. Approval of SML Employees Stock Option Plan – 2018.**

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	e-Votes	Postal Ballot	Total	
Assent	39,453	19,68,88,933	19,69,28,386	99.9993
Dissent	1,416	0	1,416	0.0007
Total	40,869	19,68,88,933	19,69,29,802	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.



II. Approval for grant of options to the employees of the holding and subsidiary company(ies) under SML Employees Stock Option Plan – 2018.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	e-Votes	Postal Ballot	Total	
Assent	35,348	19,68,88,933	19,69,24,281	99.9993
Dissent	1,416	0	1,416	0.0007
Total	36,764	19,68,88,933	19,69,25,697	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 B'.

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

III. Approval for grant of options equal to or exceeding 1% of the issued capital of the Company under SML Employees Stock Option Plan – 2018.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	e-Votes	Postal Ballot	Total	
Assent	38,451	19,68,88,933	19,69,27,384	99.9988
Dissent	2,418	0	2,418	0.0012
Total	40,869	19,68,88,933	19,69,29,802	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 C'.

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

IV. Approval for sale of entire stake in Omniventures Private Limited, a wholly owned subsidiary company.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	e-Votes	Postal-Ballot	Total	
Assent	40,748	19,68,88,933	19,69,29,681	99.9999
Dissent	121	0	121	0.0000
Total	40,869	19,68,88,933	19,69,29,802	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 D'.

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

14. The resolution shall be deemed to have been passed on Sunday, February 11, 2018, being the last date of receipt of Postal Ballot forms from the members of the Company.

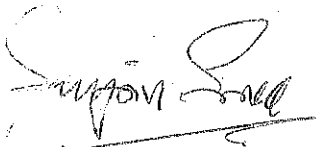




15. I will hand over the postal ballot forms and other related papers/registers and records to the Company after signing of minutes by the Chairman of the Company.
16. You may accordingly declare the result of the voting by Postal Ballot.

**FOR SANJAY GROVER & ASSOCIATES  
COMPANY SECRETARIES**

**COUNTERSIGNED BY**



Sanjay Grover  
Scrutinizer  
C.P. No.: 3850

February 12, 2018  
New Delhi



**Chairman**

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

<b>A1. VOTING THROUGH E-VOTING:</b>				
<b>Particulars</b>	<b>No. of share-Holders</b>	<b>No. of Equity Shares</b>	<b>Paid-up value of the Equity Shares (In Rs.)</b>	<b>% of Total Paid-up Equity Capital (Approx.)</b>
(a) Net Votes Received	49	40,869	1,22,607	0.0179
(b) Less: Invalid Votes	0	0	0	0
(a) Net Valid Votes	49	40,869	1,22,607	0.0179
(b) Votes with assent	43	39,453	1,18,359	0.0173
(c) Votes with dissent	6	1,416	4,248	0.0006

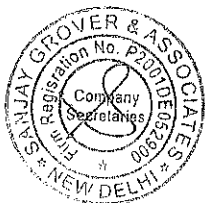
<b>A2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:</b>				
<b>Particulars</b>	<b>No. of share-Holders</b>	<b>No. of Equity Shares</b>	<b>Paid-up value of the Equity Shares (In Rs.)</b>	<b>% of Total Paid-up Equity Capital (Approx.)</b>
(a) Total votes received	22	19,69,27,603	59,07,82,809	86.4233
(b) Less: Invalid Votes	3	38,670	1,16,010	0.0170
(c) Net Valid Votes	19	19,68,88,933	59,06,66,799	86.4063
(d) Votes with assent	19	19,68,88,933	59,06,66,799	86.4063
(e) Votes with dissent	0	0	0	0



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

<b>B1. VOTING THROUGH E-VOTING:</b>				
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	47	36,764	1,10,292	0.0161
(b) Less: Invalid Votes	0	0	0	0
(a) Net Valid Votes	47	36,764	1,10,292	0.0161
(b) Votes with assent	41	35,348	1,06,044	0.0155
(c) Votes with dissent	6	1,416	4,248	0.0006

<b>B2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:</b>				
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	22	19,69,27,603	59,07,82,809	86.4233
(b) Less: Invalid Votes	3	38,670	1,16,010	0.0170
(c) Net Valid Votes	19	19,68,88,933	59,06,66,799	86.4063
(d) Votes with assent	19	19,68,88,933	59,06,66,799	86.4063
(e) Votes with dissent	0	0	0	0



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

<b>C1. VOTING THROUGH E-VOTING:</b>				
<b>Particulars</b>	<b>No. of share-Holders</b>	<b>No. of Equity Shares</b>	<b>Paid-up value of the Equity Shares (In Rs.)</b>	<b>% of Total Paid-up Equity Capital (Approx.)</b>
(a) Net Votes Received	49	40,869	1,22,607	0.0179
(b) Less: Invalid Votes	0	0	0	0
(a) Net Valid Votes	49	40,869	1,22,607	0.0179
(b) Votes with assent	41	38,451	1,15,353	0.0169
(c) Votes with dissent	8	2,418	7,254	0.0011

<b>C2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:</b>				
<b>Particulars</b>	<b>No. of share-Holders</b>	<b>No. of Equity Shares</b>	<b>Paid-up value of the Equity Shares (In Rs.)</b>	<b>% of Total Paid-up Equity Capital (Approx.)</b>
(a) Total votes received	22	19,69,27,603	59,07,82,809	86.4233
(b) Less: Invalid Votes	3	38,670	1,16,010	0.0170
(c) Net Valid Votes	19	19,68,88,933	59,06,66,799	86.4063
(d) Votes with assent	19	19,68,88,933	59,06,66,799	86.4063
(e) Votes with dissent	0	0	0	0



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

<b>D1. VOTING THROUGH E-VOTING:</b>				
<b>Particulars</b>	<b>No. of share-Holders</b>	<b>No. of Equity Shares</b>	<b>Paid-up value of the Equity Shares (In Rs.)</b>	<b>% of Total Paid-up Equity Capital (Approx.)</b>
(a) Net Votes Received	49	40,869	1,22,607	0.0179
(b) Less: Invalid Votes	0	0	0	0
(a) Net Valid Votes	49	40,869	1,22,607	0.0179
(b) Votes with assent	46	40,748	1,22,244	0.0179
(c) Votes with dissent	3	121	363	0.0001

<b>D2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:</b>				
<b>Particulars</b>	<b>No. of share-Holders</b>	<b>No. of Equity Shares</b>	<b>Paid-up value of the Equity Shares (In Rs.)</b>	<b>% of Total Paid-up Equity Capital (Approx.)</b>
(a) Total votes received	22	19,69,27,603	59,07,82,809	86.4233
(b) Less: Invalid Votes	3	38,670	1,16,010	0.0170
(c) Net Valid Votes	19	19,68,88,933	59,06,66,799	86.4063
(d) Votes with assent	19	19,68,88,933	59,06,66,799	86.4063
(e) Votes with dissent	0	0	0	0

