

SPICE MOBILITY LIMITED

Regd. Office: 622, 6th Floor, DLF Tower A, Jasola Distt. Centre, New Delhi -110025,

Corporate Office: Spice Global Knowledge Park, 19A & 19B, Sector-125, Noida,
District Gautam Budh Nagar, U.P.- 201301

Tel. No. : 011 - 41251965, **Email:** complianceofficer@smobility.in

CIN: L72900DL1986PLC330369, **Website:** www.spicemobility.in

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s),

Notice is hereby given that pursuant to the provisions of Section 110 of the Companies Act, 2013 (hereinafter referred to as 'the Act') read with the Companies (Management and Administration) Rules, 2014 (hereinafter referred to as 'the Rules') (including any statutory modification(s) or amendment(s) thereto) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations'), the Company hereby seeks your approval through Postal Ballot for Change in name of the Company from "Spice Mobility Limited" to "**DiGiSPICE Technologies Limited**" and accordingly amend Clause I of the Memorandum and Articles of Association of the Company as detailed in the Resolution. The proposed Resolution and the relevant Statement pursuant to Section 102 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 22(5) of the Rules, appointed Mr. Sanjay Grover, FCS, Company Secretary in whole-time practice (Membership No. FCS 4223), as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to read carefully the instructions printed on the Postal Ballot Notice sent herewith and return the Postal Ballot Form duly completed in the attached self addressed postage prepaid envelope so as to reach the Scrutinizer not later than 5:00 P.M. on Thursday, the 18th July, 2019. The Scrutinizer will submit his report to the Chairman of the Company or to any person authorized by him after completion of the scrutiny of the Postal Ballot Forms (including remote e-voting). The result of the Postal Ballot will be announced by the Chairman or in his absence by a person authorized by him on Saturday, the 20th July, 2019 at 5:15 P.M. at the Registered Office of the Company and the resolution will be deemed to have been passed w.e.f. 18th July, 2019 i.e. the last date for receipt of duly completed Postal Ballot Forms, if approved by the requisite majority. The Notice of the Postal Ballot has been placed on the website of the Company and the result of the Postal Ballot along with the Scrutinizer's Report will also be placed on the website of the Company (www.spicemobility.in) besides communication to BSE Limited and National Stock Exchange of India Limited where the equity shares of the Company are presently listed and National Securities Depository Ltd. (NSDL).

In compliance with Regulation 44 of the 'Listing Regulations' and the provisions of Section 110 of 'the Act' read with 'the Rules', the Company is pleased to offer remote **e-voting facility** as an alternate to its

members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. Remote e-voting is optional. In case you desire to exercise your vote by using remote e-voting facility, you are required to carefully follow the instructions printed in the Postal Ballot Notice for remote e-voting.

All documents referred to in the accompanying Notice and Statement are open for inspection at the Registered Office of the Company on all working days except Saturdays, Sundays and public holidays during normal business hours up to the date of declaration of result of the Postal Ballot.

Approval for Change of Name of the Company from "Spice Mobility Limited" to "DiGiSPICE Technologies Limited" and consequent amendment to Memorandum and Articles of Association and other documents of the Company

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

"Resolved that pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and other applicable Rules, if any, including any statutory modification(s) or amendment(s) thereto for the time being in force and subject to the approval of the Central Government, Stock Exchanges and such other approvals as may be required, the consent of the members of the Company be and is hereby accorded to change the name of the Company from "Spice Mobility Limited" to "DiGiSPICE Technologies Limited" and the existing Clause I of the Memorandum of Association of the Company be substituted by the following clause-

"I. The name of the Company is DiGiSPICE Technologies Limited."

Resolved further that consequent to the aforesaid change, the name "Spice Mobility Limited" wherever appearing in the Memorandum and Articles of Association and other documents and places be substituted by "DiGiSPICE Technologies Limited".

Resolved further that the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and expedient to give effect to the aforesaid Resolution".

By Order of the Board of Directors

For **SPICE MOBILITY LIMITED**

M R Bothra

Place: Noida

Vice President–Corporate Affairs &

Date: 17th June, 2019

Company Secretary

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The statement setting out the material facts relating to the resolution is given below:

The Company through its subsidiaries was primarily engaged in the Business of Digital Technology Services, Financial Technology Services, value added telecom services and retail of mobile handsets and related products. Over the last few years, digital technology and apps have gained prominence in terms of business potential and growth and mobile handsets have become only a mode to access these digital technology services. Therefore, to keep pace with these changing business dynamics, the Company's focus is now predominantly on digital platforms and services.

The services business has been at the forefront of technological innovations and has evolved as a key digital transformation player in terms of technological advancements as well as development of digital products & solutions.

The service business of the Company, which was earlier carried out through Spice Digital Limited (SDL), a subsidiary of the Company, can be broadly classified into two categories (a) **Digital Technology Services Business (DTS)** - Telco Support Solutions, Mobility Software Solutions, Mobile Advertising, Social Networking, USSD Service and other related services and (b) **FinTech Business** - Under the brand name "**Spice Money**", Cash Deposit, Cash Withdrawals, Bill Payments etc. as per the licenses issued under the Pre-paid Instrument, Bharat Bill Payment System, Aadhaar Enabled Payment Systems etc.

In order to streamline the business structure and align it with the future growth prospects, the DTS Business of SDL has been demerged into the Company through a Comprehensive Scheme of Arrangement and is now being carried out directly by the Company.

The Company has launched its digital initiatives in the last 12 months under the "DiGiSPICE" brand and moving towards making it a leading Next GEN digital services and product Company. Accordingly, to reflect properly the new business of the Company in the name, it is proposed to change the name of the Company to **DiGiSPICE Technologies Limited**.

The Company has received the approval from the Registrar of Companies, Ministry of Corporate Affairs confirming the availability of the new name and as required under Regulation 45 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has also obtained In – principle approval from the BSE Limited and National Stock Exchange of India Limited, where the security of the Company are listed.

The Companies Act, 2013 requires the Company to obtain the approval of members by way of Special Resolution for the alteration of the Memorandum of Association of the Company in respect of change of name and consequential alteration in the Articles of Association.

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 a special resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives, is any way concerned or interested in this resolution.

By Order of the Board of Directors

For **SPICE MOBILITY LIMITED**

M R Bothra

Place: Noida

Vice President–Corporate Affairs &

Date: 17th June, 2019

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 attached 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 voting period commences at 9:00 A.M. on Wednesday, the 19th June, 2019 and ends at 5:00 P.M. on Thursday, the 18th July, 2019. 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 Corporate Office of the Company on or before the close of the working hours i.e. by 5:00 P.M. on Thursday, the 18th July, 2019.
4. Postal Ballot(s) form received after 5:00 P.M. of the last date i.e. the 18th July, 2019 will be treated as if the reply from the member has not been received and the same will not be considered. Likewise, the remote e-voting module shall be disabled by NSDL for e-voting after that time.
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 Postal Ballot Notice is being sent to all the members whose names appear in the Register of Members/Records of depositories as on cut off date i.e. 7th June, 2019. The voting rights shall be reckoned on the paid up value of equity shares registered in the name of members as on Friday, the 7th June, 2019.
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. Postal Ballot Form bearing tick (✓) mark in both the columns will render the same invalid.
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 time and 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. In case of any queries or grievances relating to remote e-voting, please contact at evoting@nsdl.co.in and relating to voting by way of physical ballot, please contact at complianceofficer@smobility.in
16. A member can opt only one mode for voting i.e. either by Physical Ballot or remote e-voting. In case you are opting for remote e-voting, then do not vote by Physical Ballot and vice versa. However, in case member(s) cast their vote both by Physical Ballot and remote e-voting, then the voting done through remote e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.

Process and Manner for members opting for remote e-voting on NSDL e-Voting system consists of two steps as details hereunder:

Step 1 : Log-in to NSDL e-Voting system

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details will be as per details given below:
 - a) **For Members who hold shares in demat account with NSDL:** 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****).
 - b) **For Members who hold shares in demat account with CDSL:** 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****).
 - c) **For Members holding shares in Physical Form:** EVEN Number followed by Folio Number registered with the company (For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***).
5. Your password details are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c. How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a. Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2 : Cast your vote electronically on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the Company.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to contact@cssanjaygrover.in with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. 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 download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

SPICE MOBILITY LIMITED

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Tel. No. : 011 - 41251965, **Email:** complianceofficer@smobility.in

CIN: L72900DL1986PLC330369, **Website:** www.spicemobility.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. Number of share(s) held :
5. I/We hereby exercise my / our vote in respect of the Special Resolution to be passed through postal ballot for the business stated in the Notice dated 17th June, 2019 of the Company by recording my / our assent or dissent to the said Resolution, by placing the tick (✓) mark at the appropriate box below: -

Sl. No.	Description of the Special Resolution	No. of share(s) for which Vote cast	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	Approval for Change of Name of the Company from "Spice Mobility Limited" to "DIGISPICE Technologies Limited" and consequent amendment to Memorandum and Articles of Association and other documents of the Company.			

Place:

Date: _____ (Signature of the Member)

ELECTRONIC VOTING PARTICULARS

EVEN (ELECTRONIC VOTING EVENT NUMBER)	USER ID	PASSWORD

Notes:

1. Please read carefully the instructions printed in the Postal Ballot Notice before exercising the vote.
2. If the voting rights are exercised electronically, there is no need to use this Form.