

Spice Mobility Limited

CIN No. L72900DL1986PLC330369

Regd. Office: 622, 6th Floor, DLF Tower A, Jasola Distt Centre,

New Delhi - 110025. | Tel: 011 41251965

www.spicemobility.in | complianceofficer@smobility.in

spice

June 1, 2019

BSE Limited

Phiroze Jeejeebhoy Towers

Dalal Street, Mumbai - 400 001

Scrip Code: 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: Update on Comprehensive Scheme of Arrangement between Spice Mobility Limited and Spice Digital Limited and Spice IOT Solutions Private Limited and Mobisoc Technology Private Limited and Spice Labs Private Limited and their respective shareholders and creditors under Sections 230 - 232 and other applicable provisions of the Companies Act, 2013 by National Company Law Tribunal ("Scheme of Arrangement").

Dear Sir,

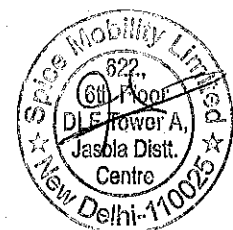
In continuation to our letter dated 17th May, 2019 regarding approval of the Scheme of Arrangement by the Hon'ble National Company Law Tribunal, New Delhi, Principle Bench, we are pleased to attach herewith a copy of the Order dated 20th May, 2019 as received from NCLT. We wish to inform you that the Scheme has become effective on 1st June, 2019 on filing of the prescribed Form with the Registrar of Companies.

As per the terms of the aforesaid Scheme of Arrangement, DTS Business Undertaking of Spice Digital Limited has been demerged into Spice Mobility Limited. Spice IOT Solutions Private Limited, Mobisoc Technology Private Limited and Spice Labs Private Limited, the subsidiary companies have got amalgamated with Spice Mobility Limited.

Consequently, the following two step - down subsidiary companies, which were earlier subsidiaries of Spice Digital Limited, have become direct subsidiaries of Spice Mobility Limited:

1. S Global Services Pte. Limited, Singapore (SGS)
2. Spice Digital Bangladesh Limited

All subsidiary companies of SGS will continue to remain step down subsidiary companies through SGS.

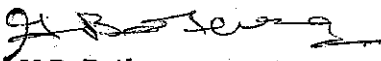


This is to further inform you that Spice Digital Limited and Spice Labs Private Limited have fixed 31st May, 2019 as the record date for determination of the shareholders for payment of consideration as envisaged in the Scheme. Accordingly, the Company would proceed to allot shares to the shareholders of Spice Digital Limited and Spice Labs Private Limited who are entitled to receive the shares of Spice Mobility Limited as per the said Scheme.

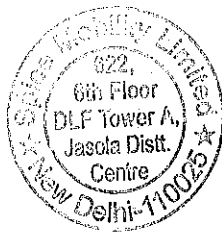
You are requested to kindly take the aforesaid information on record.

Thanking you.

Yours faithfully,
For Spice Mobility Limited



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



Encl: a/a

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IN THE NATIONAL COMPANY LAW TRIBUNAL, NEW DELHI
PRINCIPAL BENCH

ITEM No. 11
[CAA-158(PB)/2018]

IN THE MATTER OF:
Spice Mobility Ltd. and Spice Digital Ltd.

.... Applicant/petitioner
DD/DE/AD/CA/Officer
National Company Law Tribunal
New Delhi

Order under Section 230-232

Order delivered on 20.05.2019

Coram:
CHIEF JUSTICE (RTD.) M. M. KUMAR
HON'BLE PRESIDENT

SH. S. K. MOHAPATRA
HON'BLE MEMBER (TECHNICAL)

PRESENT:
For the Petitioner: Mr. Sanjay Grover, PCS & Ms. Apurva Jain, Adv.

ORDER

CA-950(PB)/2019

Application is allowed as prayed. Correction be carried out.
Amended order be issued.

CA-950(PB)/2019 stands disposed of.

Sd-

(M.M.KUMAR)
PRESIDENT

Sd/-

(S. K. MOHAPATRA)
MEMBER (TECHNICAL)

20.05.2019
Ritu Sharma



**THE NATIONAL COMPANY LAW TRIBUNAL
PRINCIPAL BENCH,
AT NEW DELHI**

COMPANY PETITION NO. CAA-158 (PB)/ 2018

Under Section 230 to 232 and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016

In the matter of

Comprehensive Scheme of Arrangement

between

Spice Digital Limited

Transferor Company No. 1

AND

Spice IOT Solutions Private Limited

Transferor Company No.2

AND

Mobisoc Technology Private Limited

Transferor Company No.3

AND

Spice Labs Private Limited

Transferor Company No.4

WITH

Spice Mobility Limited

Transferee Company

Judgment delivered on: 15.05.2019

Corrected on: 20.05.2019

CORAM:

CHIEF JUSTICE (RTD.) M.M. KUMAR, HON'BLE PRESIDENT

Mr. S. K. MOHAPATRA, HON'BLE MEMBER (T)



Present:

For Petitioners: Mr. Saurabh Kalia, Mr. Palash Agarwal, Advocate

For ITD : Mr. Puneet Rai, Advocate for ITD

For RD : Mr. C. Balooni, Company Prosecutor,

ORDER

S. K. Mohapatra, Member

1. This Joint application has been filed by the Petitioner Companies under Sections 230 to 232 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and the National Company Law Tribunal Rules, 2016, for the purpose of the approval of the Comprehensive Scheme of Arrangement as contemplated between all the petitioner companies. The copy of the Scheme of Arrangement (hereinafter referred as the "Scheme") has been placed on record.
2. The "Transferor Company no.1", M/s Spice Digital Limited was incorporated on 04.04.2000 under the provisions of companies Act 1956, having its registered office situated at 622, 6th Floor, DLF Tower A, Jasola District Centre, New Delhi - 110025.
3. The "Transferor Company no.2", M/s Spice IOT Solutions Private Limited was incorporated on 29.10.2016 under the provisions of companies Act 2013, having its



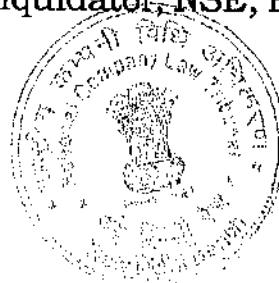
- registered office situated at 622, 6th Floor, DLF Tower A, Jasola District Centre, New Delhi - 110025.
4. The "Transferor Company no.3", M/s Mobisoc Technology Private Limited was incorporated on 12.08.2006 under the provisions of companies Act 1956, having its registered office situated at 622, 6th Floor, DLF Tower A, Jasola District Centre, New Delhi - 110025.
 5. The "Transferor Company no.4", M/s Spice Labs Private Limited was incorporated on 25.05.2009 under the provisions of companies Act 1956, having its registered office situated at 622, 6th Floor, DLF Tower A, Jasola District Centre, New Delhi - 110025.
 6. The "Transferee Company", M/s Spice Mobility Limited was incorporated on 23.12.1986 under the companies Act, 1956, having its registered office situated at 622, 6th Floor, DLF Tower A, Jasola District Centre, New Delhi - 110025.
 7. A perusal of the petition discloses that initially the First Motion application seeking dispensation from convening the meetings of Shareholders and Creditors of the petitioner companies was filed before this Bench vide CA (CAA) No. 123 (PB)/ 2018 and based on such joint application moved under



Sections 230-232 of the Companies Act, 2013, the meetings of Secured Creditors and Unsecured Creditors of all the Petitioner Companies and meetings of equity shareholders of all the transferor companies were dispensed with, vide order dated 10.08.2018 passed by this Bench. In respect of equity shareholders of transferee company directions were issued to convene their meeting vide order dated 10.08.2018.

8. Thereafter, on 15.10.2018, the meeting of the equity shareholders of the transferee company was duly convened in compliance of order dated 10.08.2018 and the Comprehensive Scheme of Arrangement was unanimously approved by the members present and voting in the meeting. The report of the Chairperson and the Scrutinizer has been placed on record.

9. Subsequently, on 30.10.2018 the Petitioners were directed to carry out publication in the newspapers 'Business Standard' English Delhi edition as well as in 'Business Standard' Hindi Delhi edition. In addition to the public notice, notices were directed to be served on the Regional Director (Northern Region), Registrar of Companies, NCT of Delhi and Haryana, Official Liquidator, NSE, BSE, SEBI, RBI,



the Income Tax Department and to the other relevant sectoral regulators.

10. It is seen from the records that the Petitioners have filed an affidavit dated 04.12.2018 affirming compliance of the order passed by the Tribunal dated 30.10.2018. A perusal of the affidavit discloses that the petitioners have affected the newspaper publication as directed in one issue of the 'Business Standard' English edition on 30.11.2018 as well as in 'Business Standard' Hindi edition again on 30.11.2018 in relation to the date of hearing of the petition.

11. Additionally, it is also confirmed in the same affidavit that copies of petition have been duly served to the Registrar of Companies, Regional Director, Northern Region, Official Liquidator, NSE, BSE, SEBI, RBI and Income Tax Department in compliance of the order and in proof of the same acknowledgement made by the respective offices have also been placed on record.

12. The Regional Director has filed its representation dated 20.12.2018 in which no objection against the Scheme has been raised by the Regional Director/ Registrar of Companies. It is stated in the report that all the petitioner



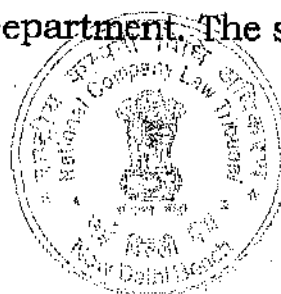
companies have filed their updated annual returns and balance sheet up to the year ending 31.03.2017 and there is no prosecution or technical scrutiny has been initiated/pending against the petitioner companies.

13. It is further submitted by the Regional Director that in reference to Clause 29 of the Scheme the transferee company should comply with the provisions of Section 232 (3) (B) (i) read with Section 233 (11) of the Companies Act, 2013.

14. In response to the aforesaid observation the transferee company has filed an undertaking vide affidavit dated 10.12.2018 affirming that the transferee company will comply with the provisions of Section 232 (3) (B) (i) read with Section 233 (11) of the Companies Act, 2013. Additionally, it is submitted in the affidavit that applicable fee and charges, if any, on increase of authorized share capital of the transferee company after approval of the Scheme shall be paid by the transferee company in accordance with law. The observation raised by the Regional Director thus stands satisfied.



15. The Official Liquidator has filed its report dated 27.11.2018 wherein no specific objection has been raised against the approval of the Scheme. It is submitted in the report that the official liquidator has not received any complaint against the proposed Scheme from any person/party interested in the Scheme in any manner and that the affairs of all the transferor companies do not appear to have been conducted in a manner prejudicial to the interest of its members or to public interest.
16. The Department of Income Tax has also filed its report in respect of all the petitioner companies dated 30.01.2019 wherein some objections have been raised by the department against sanctioning of the Scheme.
17. The petitioner companies have filed their respective response to the objections raised by the Department of Income Tax, on 25.02.2019.
18. It is seen from the case records that at the time of final hearing on 18.03.2019, Ld. Counsel for the Department of Income Tax has submitted that the department is satisfied with the response filed by all the petitioner companies to the objections of the Income Tax Department. The same fact has



been duly recorded in the order dated 18.03.2019. Ld. Counsels on behalf of the Regional Director and Official Liquidator have also not raised any objection against the Scheme.

19. However, in order to protect the interest of the Revenue it is clarified that there shall be no limitation on the power of the Income tax Department for recovery of pending Income Tax dues, including imposition of penalties etc. as provided in law.

20. It is submitted in the petition that the equity shares of the transferee company are listed on the National Stock Exchange (NSE) and Bombay Stock Exchange (BSE) and the petitioner transferee company has obtained a No Objection Letter dated 08.06.2018 from NSE and No Objection letter dated 11.06.2018 from BSE in terms of Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

21. In the joint petition it has also been affirmed that no proceeding for inspection, inquiry or investigation under the provisions of the Companies Act, 2013 or under provisions of Companies Act, 1956 is pending against the Petitioner



Companies. It is stated that the appointed date as provided in the Scheme shall be April 1st, 2017.

22. Certificates of respective Statutory auditors of all the petitioner companies have been placed on record to the effect that Accounting Treatment proposed in the Scheme of Amalgamation is in conformity with the Accounting Standard notified by the Central Government as specified under the provisions of Section 133 of the Companies Act, 2013.

23. The shareholders of the applicant companies are the best Judges of their interest, fully conversant with market trends, and therefore, their decision should not be interfered with by Tribunal for the reason that it is not a part of judicial function to examine entrepreneurial activities and their commercial decisions. It is well settled that the Tribunal evaluating the Scheme of which sanction is sought under Section 230-232 of the Companies Act of 2013 will not ordinarily interfere with the corporate decisions of companies approved by shareholders and creditors.

24. In the case of Hindustan Lever Employees Union Vs. Hindustan Lever Limited (1995) 5 SCC 491 the three Judges Bench of Hon'ble Supreme Court held that:



'A company court does not exercise appellate jurisdiction over a scheme and its jurisdiction is limited to ascertaining fairness, justness and reasonableness of the Scheme and to ensure that neither any law has been violated or public interest compromised in the process.'

25. Right to apply for the sanction of the Scheme has been statutorily provided under Section 230-234 of the Companies Act, 2013 and therefore, it is open to the applicant companies to avail the benefits extended by statutory provisions and the Rules.

26. It has also been affirmed in the petition that the Scheme is in the interest of all the transferor companies and the transferee company including their shareholders, creditors, employees and all concerned.

27. In view of the foregoing, upon considering the approval accorded by the members and creditors of all the Petitioner companies to the proposed Scheme, and the affidavits filed by the Regional Director, Northern Region, Ministry of Corporate Affairs and the report of official liquidator, and no



objections letters from NSE and BSE; there appears to be no impediment in sanctioning the present Scheme.

28. Consequently, sanction is hereby granted to the Scheme under Section 230 to 232 of the Companies Act, 2013.

29. The Petitioners shall however remain bound to comply with the statutory requirements in accordance with law.

30. Notwithstanding the above, if there is any deficiency found or, violation committed qua any enactment, statutory rule or regulation, the sanction granted by this court to the scheme will not come in the way of action being taken, albeit, in accordance with law, against the concerned persons, directors and officials of the petitioners.

31. While approving the Scheme as above, we further clarify that this order should not be construed as an order in any way granting exemption from payment of stamp duty, taxes or any other charges, if any, and payment in accordance with law or in respect to any permission/compliance with any other requirement which may be specifically required under any law.



32.

THIS TRIBUNAL DO FURTHER ORDER

**A. In respect of Transferor Company No. 1 and
Transferee Company:**

- i. *That all the property, rights and powers of transferor company no.1 in respect of demerged undertaking, be transferred without further act or deed, to the transferee company and accordingly the same shall pursuant to Section 232 of the Companies Act, 2013, be transferred to and vest in the transferee company.*
- ii. *That all the liabilities and duties of transferor company no.1 in respect of demerged undertaking, be transferred without further act or deed, to the transferee company and accordingly the same shall, pursuant to Section 232 of the Act, be transferred to and become the liabilities and duties of the transferee company; and*



iii. That all proceedings now pending by or against transferor company no.1 in respect of demerged undertaking, be continued by or against the transferee company; and

iv. That all the employees of transferor company no.1 in respect of demerged undertaking, if any, on the date immediately preceding the date on which the scheme takes effect, i.e. the effective date shall become the employees of the transferee company on such date without any break or interruption in service and upon terms and condition not less favorable than those subsisting in transferor company no.1 on the said date.

v. That the transferor company no.1 and the transferee company shall within thirty days from the date of the receipt of this order cause a certified copy of this order to be delivered to the Registrar of Company for registration and on such certified copy being



so delivered the Registrar of Company shall place all documents relating to the transferor company no.1 in respect of the demerged undertaking with the file kept by him in relation to the transferee company; and

B. In respect of Transferor Company No. 2,3, and 4 and Transferee Company:

vi. That the Transferor Company No. 2, 3 and 4 shall stand dissolved without following the process of winding-up; and

vii. That all the property, rights and powers of the Transferor Company No. 2, 3 and 4, be transferred without further act or deed, to the transferee company and accordingly the same shall pursuant to Section 232 of the Companies Act, 2013, be transferred to and vest in the transferee company.

viii. That all the liabilities and duties of the Transferor Company No. 2, 3 and 4, be transferred without further act or deed, to the transferee company and accordingly the same shall, pursuant to Section 232



of the Act, be transferred to and become the liabilities and duties of the transferee company; and

ix. *That all proceedings now pending by or against the Transferor Company No. 2, 3 and 4, be continued by or against the transferee company; and*

x. *That all the employees of the Transferor Company No. 2, 3 and 4, in service, on the date immediately preceding the date on which the scheme takes effect, i.e. the effective date shall become the employees of the transferee company on such date without any break or interruption in service and upon terms and condition not less favorable than those subsisting in the concerned Transferor Companies on the said date.*

xi. *That the transferee company shall within thirty days of the date of the receipt of this order cause a certified copy of this order to be delivered to the Registrar of Companies for registration and on such certified copy being so delivered the Transferor Company No. 2, 3 and 4 shall be dissolved and the Registrar of Companies shall place all documents*



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Date of Presentation 22/5/19

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relating to the Transferor Company No. 2, 3 and 4 & 0

registered with him on the file kept by him in relation

to the transferee company and the files relating to the

Transferor Company No. 2, 3, 4 and the transferee

company shall be consolidated accordingly; and

NATIONAL COMPANY LAW TRIBUNAL
New Delhi

xii. That any person interested shall be at liberty to apply to the Tribunal in the above matter for any directions that may be necessary.

The petition stands disposed of in the above terms.

Let copy of the order be served to the parties.

Sd/-

(M.M. KUMAR)

PRESIDENT



Sd/-

(S.K. MOHAPATRA)

MEMBER (T)

Sd/-
22/5/19

सहायक पंजीयक
ASSISTANT REGISTRAR
राष्ट्रीय कम्पनी विधि अधिकरण
NATIONAL COMPANY LAW TRIBUNAL
C.G.O. COMPLEX, NEW DELHI-110003

SHAMMY