

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

Date:16.10.2018

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: Summary of proceedings, Disclosures of the Voting Results and Scrutinizer's Report of the National Company Law Tribunal convened meeting of Equity Shareholders of the Company

Dear Sir,

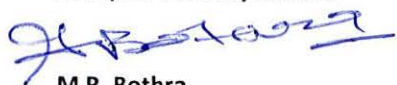
Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the members of the Company in the National Company Law Tribunal convened meeting of Equity Shareholders of the Company held on Monday, the 15th October, 2018 have accorded their approval with requisite majority by way of Postal Ballot/ Remote e-voting/voting through Ballot Paper at the venue, to the Resolution set out in the Notice dated 5th September, 2018 convening the said meeting.

In this regard, please find enclosed herewith the following:

- i. Summary of the proceedings of National Company Law Tribunal convened meeting of Equity Shareholders of the Company held on 15th October, 2018 ("**Annexure – 1**") as required under Regulation 30 of Listing Regulation.
- ii. The voting result in the Format prescribed under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Annexure – 2**").
- iii. Copy of the scrutinizer's report as ("**Annexure – 3**").

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: As above

Sub: Summary of the Proceedings of the National Company Law Tribunal convened meeting of Equity Shareholders of the Company held on 15th October, 2018

Pursuant to Order dated August 10, 2018 passed by the Hon'ble National Company Law Tribunal ("NCLT") a meeting of Equity Shareholders of the Company was held on Monday, the 15th October, 2018 at Air Force Auditorium, Subroto Park, New Delhi - 110010 on Monday, 15th day of October, 2018 at 11:00 A.M. for the purpose of considering and if thought fit, approving with or without modification(s), the Comprehensive Scheme of Arrangement between Spice Mobility Limited and Spice Digital Limited and Spice IOT Solutions Limited and Mobisoc Technology Private Limited and Spice Labs Private Limited and their respective shareholders and creditors ("Scheme").

Mr. Kunwar Jai Singh, the Chairperson of the meeting appointed by the Hon'ble NCLT, took the Chair and welcomed the shareholders and after ascertaining the requisite quorum being present, called the meeting to order.

Mr. M.R. Bothra, Vice President – Corporate Affairs & Company Secretary of the Company, informed the members present in the meeting that the Company had provided voting facility by way of Postal Ballot or alternatively by way of E-Voting facility to enable the members to cast their vote electronically. For this purpose, necessary arrangements were made with National Securities Depository Limited ("NSDL") to facilitate e-voting. He also explained the procedures of voting on resolution through ballot paper (Poll).

The members could cast their votes by using electronic voting system from a place other than the venue of the meeting i.e. through remote e - voting or through Postal Ballot. It was further explained that the members who were present at the venue in the NCLT convened meeting and had not voted through Postal Ballot/electronically can cast their votes through physical ballot.

The business as set out in the Notice dated 5th September, 2018 relating to consideration and approval of the Comprehensive Scheme of Arrangement between Spice Mobility Limited and Spice Digital Limited and Spice IOT Solutions Limited and Mobisoc Technology Private Limited and Spice Labs Private Limited and their respective shareholders and creditors was transacted at the meeting.

Mr. Gopal Prasad Agrawal, the Scrutinizer, appointed by the Hon'ble NCLT, took charge of ballot boxes and conducted the polling process as required under the applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

As per the Scrutinizer's Report dated 15th October, 2018, the Resolution as set out in the Notice of the said Meeting has been passed by the Members of the Company with requisite majority.



SPICE MOBILITY LIMITED
Detail pursuant to Regulation 44 of the Listing SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015

Date of the National Company Law Tribunal convened meeting of Equity Shareholders of the Company	15 th October, 2018
Total number of shareholders on record date (Record date being the Cut – off date for reckoning the voting rights of shareholders i.e. 31 st August, 2018)	19,384
No. of shareholders present in the meeting either in person or through proxy: Promoter and Promoter Group: Public:	1 399
No. of shareholders attended the meeting through Video Conferencing: Promoter and Promoter Group: Public:	N.A.

Approval of 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

Resolution required: Majority in value of the public Equity shareholders present in the meeting.								
Whether promoter/promoter group are interested in the agenda/resolution?							No	
Category	Mode of Voting	No. of shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	E - Voting	169447570	Nil	Nil	Nil	Nil	Nil	Nil
	Poll		169447570	100%	169447570	Nil	100%	Nil
	Postal Ballot							
	Total		169447570	169447570	100%	169447570	Nil	100%
Public Institutions	E - Voting	2070	Nil	Nil	Nil	Nil	Nil	Nil
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot							
	Total		2070	Nil	Nil	Nil	Nil	Nil
Public-Non Institutions	E - Voting	58414342	35546	0.0609%	34349	1197	96.6325%	3.3675%
	Poll		26074171	44.6366%	26073717	454	99.9983%	0.0017%
	Postal Ballot		105	0.0002%	105	Nil	100%	Nil
	Total		58414342	26109822	49.6976%	26108171	1651	99.9937%
Total		227863982	195557392	85.8220%	195555741	1651	99.9992%	0.0008%



SCRUTINIZER'S REPORT

To,

Mr. Kunwar Jai Singh,

**Chairperson appointed by the Hon'ble National Company Law Tribunal (NCLT),
New Delhi**

**For the NCLT convened meeting of the Equity Shareholders of
Spice Mobility Limited (CIN: L72900DL1986PLC330369)**

Hon'ble Chairperson,

Sub: Consolidated Scrutinizer's Report on the results of voting by way of Postal Ballot, Remote e-voting and Ballot Paper at the venue of NCLT convened meeting of the Equity Shareholders of the Spice Mobility Limited held on Monday, October 15, 2018 at 11:00 AM at Air force Auditorium, Subroto Park, New Delhi-110010 conducted as per the directions issued by Hon'ble National Company Law Tribunal, New Delhi vide its order dated August 10, 2018 in C.A. (CAA) - 123(PB)/2018.

I, Gopal Prasad Agrawal, Practicing Chartered Accountant having office at 4145/21, 2nd Floor, Imami Market, Gali Shahtara, Chawri Bazar, Delhi - 110006, was appointed as Scrutinizer for the purpose of scrutinizing the voting process i.e. voting through Postal Ballot, Remote e-voting and Ballot paper at the venue of NCLT convened meeting, on the resolution mentioned in the Notice dated September 5, 2018 for the meeting of **Equity Shareholders of the Spice Mobility Limited** ("the Company") as per the directions issued by Hon'ble National Company Law Tribunal, New Delhi ("the Tribunal" or "NCLT") vide its order dated August 10, 2018 in C.A. (CAA)-123(PB)/2018 ("the NCLT order")

I submit my report as under:-

1. In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 108, 109 and 110 of the Act read with Rule 20 and 22 of the Companies

Eswar

Kunwar

(Management and Administration) Rules, 2014, as amended upto date, the Secretarial Standard-2 on General Meeting and as per the directions issued by the Tribunal in NCLT order, the Company provided equity shareholders with the facility to cast their vote by way of postal ballot or by way of remote e-voting or by way of ballot paper at the venue of NCLT convened meeting.

2. As per the Notice dated 5th September, 2018 served to the equity shareholders of the Company, the equity shareholders of the Company holding equity shares as on the "cut-off date" i.e. August 31, 2018, were entitled to vote on the resolution mentioned in the Notice of NCLT convened meeting and accordingly, their voting rights have been reckoned in proportion to their shares in the total amount of paid-up equity share capital of the Company i.e. one vote for one equity share held as on cut-off date.
3. The voting period for remote e-voting and postal ballot commenced on Saturday, September 15, 2018 at 09:00 A.M. and ended on Sunday, October 14, 2018 at 05:00 P.M. The e-voting platform has been provided by National Securities Depository Limited ("NSDL").
4. At the NCLT convened meeting, voting through ballot paper was conducted under the supervision of Hon'ble Chairperson appointed by the Tribunal. Four (4) ballot boxes were kept for voting at the meeting and all the empty ballot boxes were locked in my presence. After the completion of voting at the NCLT convened meeting, the ballot boxes were opened in my presence and polling papers were diligently scrutinized.
5. Thereafter, ballot papers and postal ballots were reconciled with the records maintained by M/s. MAS Services Limited, the Registrar and Transfer Agents of the Company and authorizations etc. lodged with the Company. The polling papers which have been treated as Invalid were kept separately.
6. Thereafter, the votes cast through remote e-voting were unblocked after the completion of voting at NCLT convened meeting in the presence of two witnesses, Mr. Prashant Kishani and Mr. Neeraj Arora, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Prashant

Mr. Prashant Kishani

Neeraj Arora

Mr. Neeraj Arora

7. The compliances in relation to dispatch of notices of NCLT convened meeting to the equity shareholders and other compliances related to applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Companies Act, 2013 and Rules made there under, the Secretarial Standard-2 on General Meeting and the directions mentioned in the NCLT order are the responsibility of the management of the Company.
8. **The summary of voting by equity shareholders through Remote e-voting, Postal Ballot and through ballot Paper at the venue of NCLT convened meeting is as under:-**

Resolution- Approval of 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.

Summary of consolidated voting through Remote e-voting, Postal Ballot and through Ballot Paper at the meeting:-

Particulars	Number of Valid Votes						Percentage (%)	
	Through Remote e-voting (Public)	Through Postal Ballot (Public)	Through Ballot Paper		Total		Promoter	Public
			Promoter	Public	Promoter	Public		
Assent	34349	105	169447570	26073717	169447570	26108171	100	99.9934
Dissent	1197	Nil	Nil	454	Nil	1651	Nil	0.0066
Total	35546	105	169447570	26074171	169447570	26109896	100	100

Prashant

Neeraj Arora

Details of bifurcation of aforesaid voting are given below:-

A1. Voting through remote e-voting (Public)

Particulars	No. of voters	No. of Equity Shares	Percentage (%)	
			In number	In value
a) Total votes cast	46	35546	100	100
b) Less: Invalid votes	Nil	Nil	Nil	Nil
c) Net valid votes cast	46	35546	100	100
d) Votes with assent	40	34349	86.9565	96.6325
e) Votes with dissent	6	1197	13.0434	3.3674

A2. Voting through Postal Ballot (Public)

Particulars	No. of voters	No. of Equity Shares	Percentage (%)	
			In number	In value
a) Total votes cast	5	105	100	100
b) Less: Invalid votes	Nil	Nil	Nil	Nil
c) Net valid votes cast	5	105	100	100
d) Votes with assent	5	105	100	100
e) Votes with dissent	Nil	Nil	Nil	Nil

A3. Voting through Ballot Paper at the meeting:

400 shareholders attended the meeting.

Particulars	No. of voters		No. of Equity Shares		Percentage (%)			
	Promoter	Public	Promoter	Public	Promoter (present and voting)		Public (present and voting)	
					In No.	In Value	In No.	In Value
a) Total votes cast	1	265	169447570	26075722	100	100	100	100
b) Less: Invalid votes	Nil	65	Nil	1551	Nil	Nil	24.5283	0.0007

Garashae
Kawal

c) Net valid votes cast	1	200	169447570	26074171	100	100	75.4717	99.9940
d) Votes with assent	1	196	169447570	26073717	100	100	98.0000	99.9982
e) Votes with dissent	Nil	4	Nil	454	Nil	Nil	2.0000	0.0018

Based on the above, the above resolution has been passed by equity shareholders with the requisite majority in number and value.

9. The Postal Ballots, Ballot Papers and other relevant records relating to voting have been handed over to the Hon'ble Chairperson of the meeting.

Thanking you,

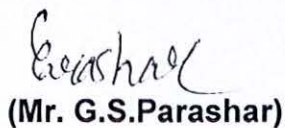


**Gopal Prasad Agrawal
Chartered Accountant
Membership No. 055561
Scrutinizer appointed for the NCLT
convened meeting**

Place: New Delhi

Date: 15/10/2018

Countersigned by Alternate Chairman



(Mr. G.S. Parashar)