



S MOBILITY LIMITED

Regd. Office: S Global Knowledge Park, 19A & 19B, Sector-125, Noida,
District Gautam Budh Nagar, U.P.-201301, Tel. No. :+91 120 3355131,
Email: complianceofficer@smobility.in, Website: www.spice-mobile.com, CIN: L72900UP1986PLC008448

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) the Company hereby seeks your approval through Postal Ballot for change in name of the Company, consent to the Board of Directors for borrowings and creation of charges etc. as detailed in the respective resolutions. The Resolutions and the relevant Statement pursuant to section 102 of the Act setting out the material facts and the reasons for the proposed resolutions are appended herewith along with a Postal Ballot Form for your consideration.

The Company has, in compliance with Rule 22(5) of the aforesaid Rules, appointed Mr. Sanjay Grover, FCS, Company Secretary in whole time practice as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Postal Ballot Form sent herewith and return the Form duly completed in the attached self addressed postage prepaid envelope so as to reach the Scrutinizer on or before the close of the working hours i.e. by 6 P.M. on Monday, the 7th July, 2014. The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny. The result of the Postal Ballot will be announced by the Chairman or in his absence by any Director of the Company on Thursday, the 10th July, 2014 at 11:15 A. M. at the Registered Office of the Company and the resolutions will be taken as passed effectively on the date of announcement of result by the Chairman. 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 posted on the website of the Company (www.spice-mobile.com) besides communication to National Stock Exchange of India Limited and BSE Limited where the equity shares of the Company are listed.

The Company is pleased to offer **e-voting facility** as an alternate to its members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. In case you desire to exercise your vote by using e-voting facility then you are required to carefully follow the instructions as given for e-voting printed on the reverse of the Postal Ballot Form.

All documents referred to in the accompanying Notice and Statement are open for inspection at the Registered Office of the Company between 11:00 A.M. and 1:00 P.M. on all working days except Saturdays, Sundays and public holidays up to the date of declaration of result of the Postal Ballot.

1. Change in the Name 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 13 and other applicable provisions, if any of the Companies Act, 2013 and the Rules made thereunder including any statutory modification(s) or amendment(s) thereto for the time being in force and subject to the approval of the Registrar of Companies, Uttar Pradesh, the consent of the members of the Company be and is hereby accorded to change the name of the Company from "S MOBILITY LIMITED" to "SPICE MOBILITY 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 Spice Mobility Limited."

RESOLVED FURTHER THAT consequent to the aforesaid change, the name "S Mobility Limited" wherever appearing in the Memorandum and Articles of Association of the Company be substituted by "Spice Mobility 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."

2. Authorisation for borrowings under Section 180 (1) (c) of the Companies Act, 2013

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

"RESOLVED THAT pursuant to section 180 (1) (c) of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto for the time being in force) and in supersession of all earlier resolutions passed by the Company in this regard, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which expression shall include a Committee of Directors duly authorized in this behalf) to borrow and raise such sum or sums of money (ies), with or without security, from time to time as may be required for the purpose of business of the Company notwithstanding that the money (ies) to be borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of the paid-up share capital and free reserves of the Company, provided that the aggregate of such excess borrowing(s) shall not exceed Rs. 250 crores at any point of time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things and to execute such deeds, documents or writings as are necessary or expedient, on behalf of the Company for giving effect to the above resolution.”

3. Authorisation for creation of charge etc. under Section 180 (1) (a) of the Companies Act, 2013

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

“**RESOLVED THAT** pursuant to section 180 (1) (a) of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto for the time being in force) and in supersession of all earlier resolutions passed by the Company in this regard, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which expression shall include a Committee of Directors duly authorized in this behalf) to create charge, hypothecation, mortgage on any movable and/ or immovable properties of the Company where ever situated, both present and future, and on the whole or substantially the whole of the undertaking or the undertakings of the Company in favour of any Bank(s), Financial Institution(s), Company(ies) or other Organisation(s) or Institution(s) or Trustee(s) or any other person(s) (hereinafter collectively referred to as the ‘Lenders’) on such terms and conditions as the Board may think fit in the best interest of the Company and as agreed between the Board and Lenders, in order to secure the loans advanced/to be advanced by such lenders to the Company together with interest at the agreed rates, compound/additional interest, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other money(ies) payable by the Company in respect of the said borrowings.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things and to execute such deeds, documents or writings as are necessary or expedient, on behalf of the Company for giving effect to the above resolution.”

**By Order of the Board of Directors
For S MOBILITY LIMITED**

**Place: Noida
Date: 26th May, 2014**

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

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The statement setting out the material facts relating to each of the resolutions is given below:

Item No. 1

The Company is engaged in the business of trading and distribution of mobile handsets of “Spice” Brand through its subsidiaries. Spice is the registered trademark of the Company. In order to further strengthen the “Spice” brand visibility in the minds of the consumers, it is proposed to change the name of the Company to “Spice Mobility Limited”.

The Company has received the approval from the Registrar of Companies, Uttar Pradesh confirming the availability of the new name. 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 or Key Managerial Personnel or their relatives is concerned or interested in the proposed resolution.

Item Nos. 2 and 3

The Company has been authorized by the members of the Company to borrow monies under section 293 (1) (d) and to create mortgage/charge on all or any of the movable/ immovable properties of the Company under section 293 (1) (a) of the erstwhile Companies Act, 1956.

As per the provisions of section 180 of the Companies Act, 2013 which was notified on 12th September, 2013 read with the clarification thereon issued by Government of India, Ministry of Corporate Affairs vide General Circular no. 04/2014 dated 25th March, 2014, the resolution(s) passed under section 293 of the Companies Act, 1956 prior to 12.9.2013 with reference to borrowings (subject to the limits prescribed) and/or creation of security on assets of the Company will be regarded as sufficient compliance of the requirements of section 180 of the Companies Act, 2013 for a period of one year from the date of notification of the said section.

As per the provisions of the Companies Act, 1956, consent of the members was required by way of an ordinary resolution for both borrowing and creation of security. However, the provision contained in section 180 of the Companies Act, 2013 requires the consent of members by way of a Special Resolution. Hence, in order to be in compliance with the relevant provisions on borrowings and creation of security under the Companies Act, 2013, consent of the members is being sought by way of special resolutions.

The Board of Directors is of the opinion that the aforesaid resolutions are in the best interest of the Company and hence, recommends the above resolutions for your approval as special resolutions.

None of the Directors or Key Managerial Personnel or their relatives is concerned or interested in the proposed resolutions.

**By Order of the Board of Directors
For S MOBILITY LIMITED**

**Place: Noida
Date: 26th May, 2014**

**M R Bothra
Vice President – Corporate Affairs &
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 on 8th June, 2014 and ends on 7th July, 2014. 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 registered office of the Company on or before the close of the working hours i.e. by 6 P.M. on Monday, the 7th July, 2014.
4. Postal Ballot(s) received after this date will be treated as if the reply from the member has not been received and the same will not be considered.
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 voting rights shall be reckoned on the paid up value of Equity Shares registered in the name of Shareholders as on Friday, the 23rd May, 2014.
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. A member can opt only one mode for voting i.e. either by Physical Ballot or e-voting. In case you are opting for 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 e-voting, then the voting done through physical Ballot shall prevail and voting done by e- voting will be treated as invalid.

Process and Manner for members opting for e-voting is as under:-

(A) In case of Members receiving e-mail from NSDL:

- (i) Open e-mail and open PDF file viz. "SML e-Voting.pdf" with your Client ID or Folio No. as password containing your user ID and Password for e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder – Login.
- (iv) Put user ID and Password as initial password noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of e-Voting opens. Click on e-Voting : Active Voting Cycles.
- (vii) Select EVEN of S Mobility Limited.
- (viii) Now you are ready for e-Voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail: sanjaygrover7@gmail.com with a copy marked to evoting@nsdl.co.in.

(B) In case of Members receiving Postal Ballot Form by Post :

- (i) Initial password is provided at the bottom of the Postal Ballot Form.
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (x) as mentioned in (A) above, to cast vote.

(C) If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for casting your vote.

(D) The e-voting period commences on 8th June, 2014 and ends on 7th July, 2014 (6 P.M). The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

(E) 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 downloads section of www.evoting.nsdl.com.



S MOBILITY LIMITED

Regd. Office: S Global Knowledge Park, 19A & 19B, Sector-125, Noida,
District Gautam Budh Nagar, U.P.-201301, Tel. No. :+91 120 3355131,

Email: complianceofficer@smobility.in, Website: www.spice-mobile.com, CIN: L72900UP1986PLC008448

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 Shares held

(5) I/We hereby exercise my / our vote in respect of the Special Resolutions to be passed through postal ballot for the business stated in the Notice dated 26th May, 2014 of the Company by recording my / our assent or dissent to the said Resolutions, by placing the tick (✓) mark at the appropriate box below: -

Item No.	Description of the Resolutions	No. of Shares for which vote cast	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	Special Resolution for change in name of the Company to 'Spice Mobility Limited' under Section 13 of the Companies Act, 2013			
2.	Special Resolution for authorization for borrowings under Section 180 (1) (c) of the Companies Act, 2013			
3.	Special Resolution for authorization for creation of charge etc. under Section 180 (1) (a) of the Companies Act, 2013			

Place :

Date :

(Signature of the Member)

ELECTRONIC VOTING PARTICULARS

EVEN (ELECTRONIC VOTING EVENT NUMBER)	USER ID	PASSWORD

Note: Please read carefully the instructions printed overleaf before exercising the vote.