

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

May 30, 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: Submission of Annual Secretarial Compliance Report for the year ended March 31, 2019

Dear Sir,

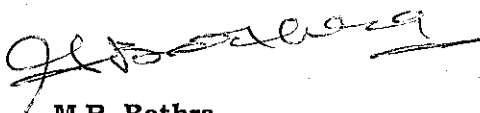
Pursuant to the SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, please find enclosed the copy of Annual Secretarial Compliance Report issued by M/s. Jitendra Kumar & Associates, Company Secretaries, for the financial year ended March 31, 2019.

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

Thanking you.

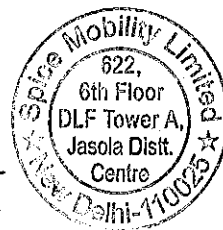
Yours faithfully,

For **Spice Mobility Limited**



M.R. Bothra

**Vice President - Corporate Affairs
& Company Secretary**



Annual Secretarial Compliance Report of Spice Mobility Limited
for the year ended 31st March 2019

I **Titendra Kumar, Proprietor of Titendra Kumar & Associates, Practicing Company Secretary** having office at B-52, G.F., West Guru Angad Nagar, Laxmi Nagar, Delhi-110092 have examined:

- (a) all the documents and records made available to us and explanation provided by "Spice Mobility Limited" ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **31st March 2019** ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading)

- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars/ guidelines issued thereunder;

And based on the above examination, we hereby report that, during the review period:

- (a) The entity is listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE).
- (b) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.
- (c) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- (d) No action is taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder except in the following one case as detailed below:

S. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any
1.	BSE Limited	Non – Submission of Annual Report for the Year ended 31 st March, 2018 in pursuance to the Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").	BSE Limited imposed a fine of Rs. 1,24,000/- (Rs. One Lakh Twenty Four Thousand Only) on Company.	The 30 th Annual General Meeting ("AGM") of the Company for the Financial year 2017-18 was held on 14 th November, 2018 and in pursuance to the Regulation 34 of the Listing Regulations, the Annual Report was submitted by the Company to BSE Limited and National Stock Exchange of India Limited ("NSE") on 16 th November, 2018 i.e. within 2 days of the AGM and the same is reflected on NSE portal since then. The same is also available on the website of the Company. The Company has made a representation to the BSE Limited on the matter and response from them is awaited.

- (e) Since, this is the first report, no action was required to be taken by the Listed Entity to comply with the observations made in the previous reports.

For Jitendra Kumar & Associates
Company Secretaries

Jitendra Kumar
Jitendra Kumar
Company Secretary
Membership No. 8409
C.P. No. 9230



Place: New Delhi
Date: 30.05.2019