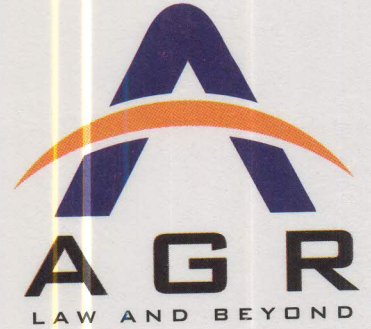




Hyderabad, September 30, 2015

To
The Board of Directors
SPHERE GLOBAL SERVICES LIMITED
A-52, Road No 70, Journalist Colony,
Jubilee Hills, Hyderabad -500033
Telangana

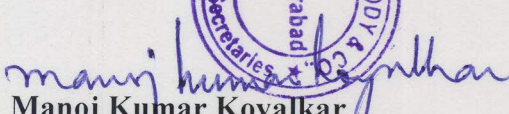
Sir,

Sub: Submission of Scrutinizer's Report with regard to the resolutions passed by the Company through Postal Ballot and Remote E-Voting pursuant to the provisions of Sections 110 and 108 of the Companies Act, 2013 ('the Act') read with Rule 22 and 20 of the Companies (Management and Administration) Rules, 2014

With reference to the captioned subject, please find enclosed the postal ballot results along with Postal Ballot Register, Postal Ballot Forms, Envelopes containing Postal Ballot Forms received on or before the closing of working hours on September 29th, 2015. (cut-off date for receiving the duly completed Postal Ballot Forms).

Kindly acknowledge a copy towards the receipt of the above.

Thanking You.

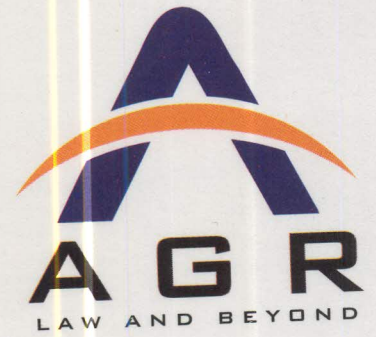

Manoj Kumar Koyalkar
Company Secretary in Practice
Membership No.: 19445
CP No.: 10004



AGR Reddy & Co.

Company Secretaries, Suite #202, Pavani Annexe,
Banjara Hills, Road #2, Hyderabad-500 034, Tel : +91-040-23541900.
E-mail: mail@agrlaws.com, URL: www.agrlaws.com

SCRUTINIZER'S REPORT



To
The Director
SPHERE GLOBAL SERVICES LIMITED
A-52, Road No 70, Journalist Colony,
Jubilee Hills, Hyderabad -500033
Telangana

Dear Sir,

The Board of Directors of your Company at its meeting held on August 05th, 2015 has appointed me as a Scrutinizer for conducting the Postal Ballot voting process including voting by electronic means.

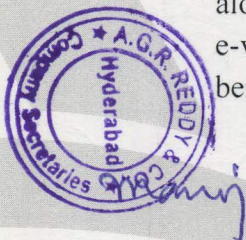
The management of the Company is responsible to ensure compliance with the requirements of the relevant provisions of:

- (a) The Companies Act, 2013 and the Rules made thereunder; and
- (b) The Listing Agreement(s) with the Stock Exchange, relating to Postal Ballot voting including voting by electronic means.

My responsibility as a scrutinizer is restricted to make a Scrutinizer's report of the votes casted by the members for the resolution contained in the Notice dated August 05th, 2015, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorized agency engaged by the Company to provide Remote e-voting facilities for e-voting and scrutiny of the physical ballot received till the time fixed for closing of the voting process i.e. closing of workings hours on September 29th, 2015.

I submit my report as under:

- i. The Company has completed on 28.08.2015, the dispatch of all Postal Ballot Forms along with postage prepaid bookpost, including voting by electronic means (Remote e-voting), to its members whose name(s) appeared on the Register of Members/list of beneficiaries as on August 21st, 2015.



AGR Reddy & Co.
Company Secretaries, Suite #202, Pavani Annexe,
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After the aforesaid scrutiny of the Postal Ballot Forms and taking into account the Remote e-voting results, I report that the Ordinary and Special Resolutions as contained in the said Notice have been passed with requisite majority as required under the provisions of the Companies Act, 2013.

You may accordingly declare the result of the voting of Postal Ballot

Thanking You,



Manoj Kumar Koyalkar
Manoj Kumar Koyalkar

Company Secretary in Practice

Membership No.: 19445

CP No.: 10004

Encl.Annexure-I

- ii. After the time fixed for closing of the Remote e-voting on September 29th, 2015, a final electronic report of the Remote e-voting was generated by me by accessing the data available to me from the website www.evotingindia.com of Central Depository Services (India) Limited, the Authorised Agency to provide e-voting facility. Data regarding the e-votes was diligently scrutinized.
- iii. All physical postal ballots received till the time fixed for closing of the Postal Ballot on September 29th, 2015 were diligently scrutinized and reconciled with the records maintained by the Company through Venture Capital and Corporate Investments Private Limited, the Registrar and Share Transfer Agents of the Company and the authorizations lodged with the Company.
- iv. Particulars of all the Postal Ballot forms received from the Members have been entered in a register separately maintained for the purpose.
- v. The Postal Ballot forms were kept under safe custody in a separate ballot box before commencing the scrutiny of such postal ballot forms.
- vi. The Ballot box was opened on September 30th, 2015 after closing of working hours, in my presence.
- vii. All Postal Ballot forms received up to the closing of working hours on September 29th, 2015, the last date and time fixed by the Company for receipt of the forms were considered for my scrutiny.
- viii. No envelopes containing postal ballot forms were received after the closing of working hours on September 29th, 2015.
- ix. No envelopes containing postal ballot forms were returned undelivered.
- x. I did not find any defaced or mutilated ballot paper.

A summary of the postal ballot voting including voting by electronic means in respect of passing of the resolution contained in the Notice dated 05.08.2015 through Postal Ballot is enclosed as Annexure-I to this report.

I have handed over the Postal Ballot forms and other related papers/registers and records for safe custody to the Director authorized by the Board to supervise the Postal Ballot process.



Annexure-I
Summary of Postal Ballot and E-Voting

Resolution	Mode	Ballots Received	Total Votes Received	Favour			Against			Invalid		Voting Result
				Bal lots	Votes	% of favour valid votes of Total valid votes received	Ballots	Votes	% of against valid votes to Total valid votes Received	Bal lots	Votes	
Special Resolution for Power To Mortgage /Create Charge On The Assets Of The Company	E-Voting	51	18,52,469	49	18,52,288	99.99	2	181	0.009	-	-	Approved by Requisite Majority
	Physical Ballot	29	2,27,75,312	29	2,20,74,886	96.92	-	-	-	4	7,00,426	
Special Resolution for alteration of Object of clause of Memorandum of Association	E-Voting	51	18,52,469	49	18,52,288	99.99	2	181	0.009	-	-	Approved by Requisite Majority
	Physical Ballot	29	2,27,75,312	29	2,20,74,886	96.92	-	-	-	4	7,00,426	
Special Resolution To Make Loans Or Investments And To Give Guarantees Or To Provide Security In Connection With A Loan Made Under Section 186 Of The Companies Act, 2013	E-Voting	51	18,52,469	49	18,52,288	99.99	2	181	0.009	-	-	Approved by Requisite Majority
	Physical Ballot	29	2,27,75,312	29	2,20,74,886	96.92	--	--	--	4	7,00,426	

for AGR Reddy & Co.

Company Secretary

Manoj Kumar Kalyankar
Manoj Kumar Kalyankar
Membership No: 19445
CP No.: 10004