

POSTAL BALLOT NOTICE
(Pursuant to the Provisions of Section 110 of the Companies Act, 2013 read with
Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Members,

Sub: Passing of Resolutions by Postal Ballot

Notice is hereby given that the following resolution is proposed to be passed as Special Resolution through Postal Ballot in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014. The Company proposes the resolution for approval of the Members as a Special Resolution. Accordingly, the Special Resolution along with the Explanatory Statement is being sent to you with the Postal Ballot Form and self addressed postage pre-paid envelope for your consent. The postage on the enclosed self-addressed postage pre-paid envelope shall be borne and paid by the Company.

Pursuant to the provisions of section 102 of the Companies Act, 2013, the explanatory Statement pertaining to the aforesaid resolution setting out all material facts and the reasons for which resolution is being proposed is annexed herewith.

You are requested to read carefully the instructions printed on the enclosed Postal Ballot Form and return the form duly completed, in the attached self addressed postage pre-paid envelope, so as to reach the Scrutinizer at the address of the Scrutinizer on or before the close of working hours (05.00 P.M.) on 29.01.2016. You have the option to vote either by Postal Ballot or through Remote e-voting, the detailed procedure for which is set out in the Postal Ballot Form.

The Scrutinizer will submit his report to the Chairman, after the completion of the scrutiny. The result of the postal ballot and Remote e-voting will be declared by the Chairman on receipt of the report from the Scrutinizer.

The results shall also be announced to the Stock Exchange(s), on company's website and through newspaper advertisement. The resolutions, if approved, will be passed effectively on the date of declaration of results. Central Depository Systems Limited (CDSL) is engaged by the Company for facilitating Remote e-voting. Results will also be displayed on its website.

SPECIAL BUSINESS

1. RE –CLASSIFICATION OF PROMOTERS

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

"RESOLVED THAT pursuant to Regulation 31A and other relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Rules made there under, the approval of the Company be and is hereby accorded for re-classification of "Mr. Sudish S Rambotla" and "M/s. Ravikaanth Portfolio Services Private Limited", the existing promoters of the company from promoter category and to Non promoter category.

RESOLVED FURTHER THAT that the promoters seeking re-classification along with its promoter group entities and person acting in concert do/ will not:

1. have any special rights through formal or informal agreements.
2. hold more than ten per cent of the paid up capital of the Company.
3. act as a Key Managerial person for a period of more than three years from the date of Shareholders approval.

On meeting of the above conditions Mr. Sudish S Rambotla and M/s. Ravikaanth Portfolio Services Private Limited shall cease to be the promoters of the company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

Notes :

1. Explanatory Statement and reasons for the proposed special businesses pursuant to Section 102 the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 is given hereunder.
2. The notice is being sent through registered post to all the Members whose names would appear in the Register of Members/ Record of Depositories as on 18.12.2015.
3. The Board of Directors of the company have appointed Mr. Tapasvital Deora, M/s. Tapasvital Deora & Associates, Practising Company Secretaries, Hyderabad as the scrutinizer for conducting the postal ballot process in a fair and transparent manner and to receive and scrutinize the completed ballot papers from the members. After completion of his scrutiny, he will submit his report to the Company.
4. The resolutions will be taken as passed effectively on the date of announcement of the result by a director or Company Secretary of the Company, If the result of the postal ballot indicates that the requisite majority of the shareholders had assented to the resolutions.
5. The postal ballot form and the self addressed postage pre-paid envelope are enclosed for use of members. Shareholders are requested to carefully read the instructions printed on the backside of the postal ballot form before exercising their vote.
6. Voting through electronic means:
 - A. In compliance with provisions of Section 108 of the Act, and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide facility to the members to exercise their right to vote at Postal Ballot by electronic means as an alternate mechanism. For this purpose, the Company has entered into an agreement with CDSL for facilitating Remote e-Voting in order to enable the Members to cast their votes electronically instead of dispatching postal ballot form. Please note that Remote e-Voting is optional. The instructions for Remote e-voting are as under:
 - i. The remote e-voting period begins at 9.00 A.M. on 31.12.2015 and ends at 29.01.2016 at 5.00 P.M During this period shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e. 18.12.2015 (End of Day) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - ii. The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
 - iii. Click on the "Shareholders" tab.
 - iv. Now select the "Sphere Global Services Limited" from the drop down menu and click on "SUBMIT".
 - v. Now enter your User-ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - vi. Next enter the Image Verification as displayed and Click on Login
 - vii. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - viii. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) - Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. - In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg: If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. - The respective sequence number will be printed on the address sticker of the annual report cover sent to the shareholders
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank Details field as mentioned in instruction (v).

ix. After entering these details appropriately, click on "SUBMIT" tab.

x. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this notice.

- xii. Click on EVSN of Sphere Global Services Limited
- xiii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the resolution and option NO implies that you dissent to the resolution.
- xiv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xvi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xviii. If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix. Note for Institutional Shareholders
- o Institutional shareholders (i.e. other than Individuals, HUF, NRI, etc.) are required to log on to <https://www.evoting.com> and register themselves as Corporates.
 - o A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - o After receiving the login details they have to create compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - o The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - o A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xx. In case you have any queries or issues regarding, you may refer the Frequently Asked Questions ("FAQ's") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com
1. Mr. Tapasvital Deora of M/s. Tapasvital Deora & Associates, Practising Company Secretaries having office at No. 310, 5th Floor, Liberty Plaza, Himayat Nagar, Hyderabad, Telangana - 500 029 has been appointed as the Scrutinizer to scrutinize the e-voting process and physical postal ballot, in a fair and transparent manner.
 2. The Scrutinizers shall within a period not exceeding three working days from the conclusion of the remote e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
 3. Shareholders who have registered their e-mail IDs with their Depository Participants are being sent Notice of Postal Ballot by e-mail and Shareholders who have not registered their e-mail id will receive Notice of Postal Ballot along with Postal Ballot Form.
 4. Kindly note that the Shareholders can opt only one mode of voting, i.e., either by Physical Ballot or Remote e-voting. If members are opting for Remote e-voting, then do not vote by Physical Ballot also and vice versa. However, in case Shareholders cast their vote by Physical Ballot and Remote e-voting, then voting done through valid Physical Ballot shall prevail and voting done by Remote e-voting will be treated as invalid.
 5. Shareholders exercising their vote by physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self addressed business reply envelope to the Scrutinizer so as to reach the Scrutinizer on or before the close of working hours on 29.01.2016 (5.00 pm).
 6. Please note that all postal ballot forms received after 29.01.2016 (5.00 pm) will be strictly treated as if the reply from the member has not been received.
 7. Shareholders who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form sent along with the email or down load from the link <https://www.evotingindia.com> or from the website of the Company www.sphereglobal.in or seek duplicate Postal Ballot Form from CIL Securities Limited, Registrar and Share Transfer Agents of the Company, fill in the details and send the same to the Scrutinizer.
 8. In case, shares are jointly held, the postal ballot form should be completed and signed (as per the specimen signature registered with the company) by the first named Member and in his/her absence, by the next named Member.
 9. 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 duly authorized signatory/ ies, giving requisite authority to the person voting on the Postal Ballot Form.
 10. 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.
 11. The vote in this Postal Ballot cannot be exercised through proxy.
 12. The Scrutinizer's decision on the validity or otherwise of the Postal Ballot / Remote e-voting will be final.
 13. The Results of Remote e-voting and postal ballot form shall be aggregated and declared by Director or by any other person duly authorised in this regard. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.sphereglobal.in within two (2) days of passing of the resolutions and communicated to the Stock Exchanges.
 14. Documents in respect of details of letters from promoters mentioned above will be available for inspection during the 10 a.m. to 12.00 noon on all working days on all working days of the Company (except Saturdays, Sundays and any Public Holidays) up to 29.01.2016
 15. As required by Rule 22 of the Companies (Management and Administration) Rules, 2014, details of dispatch of Notice and Postal Ballot Form to the Shareholders will be published in at least one English language and one vernacular language newspaper circulating in Hyderabad, Telangana.

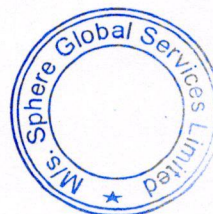
Explanatory Statement

ITEM NO. 1

Members may note that the promoters are to be reclassified as Non - Promoters and as such Mr. Sudish S Rambotla and M/s Ravikaanth Portfolio Services Private Ltd will not be promoters of the Company upon the passing of this resolution as duly agreed by them in their letters addressed to the company for reclassifying them as Non Promoters. They do not hold any interest in the company.

The Directors recommend the resolution set out at item No. 1 for your approval as Special Resolution.

None of the Directors, Key Managerial personnel, and or relatives of the Company are interested or concerned in the said resolution except to the extent of their respective shareholding in the Company.



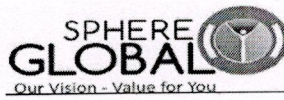
By Order of the Board
For Sphere Global Services Limited

Akshita Surana
Akshita Surana

Company Secretary & Compliance Officer

Place: Hyderabad

Date: 18.12.2015



SPHERE GLOBAL SERVICES LIMITED
Cin: L72300TG1990PLC011129

Registered Office: A52, Road No. 70, Journalist Colony, Jubilee Hills, Hyderabad, Telangana-500033
Tel: ++91 40 23552283 Fax :+91 40 23552284 Email :cs@sphereglobal.in Website: www.sphereglobal.in

POSTAL BALLOT FORM

1.	Name(s) of shareholder(s) (including Joint holders, if any) (in Block Letters)	
2.	Registered address of the sole/first named shareholder	
3.	Registered folio No./DP ID No./Client ID No.* (* Applicable to investors holding Shares in dematerialized form)	
4.	Number of shares held	

I / We hereby exercise my / our vote in respect of the Resolution to be passed through postal ballot for the business stated in the notice of the Company by sending my / our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate boxes below.

S.no	Description	No. of Shares held	I/ We assent to the resolution	I/ We dissent to the resolution
1	RE-CLASSIFICATION OF PROMOTERS			

Place: Hyderabad

Date:

(Signature of the Member/Beneficial Owner)

Note : Please read the instructions printed below carefully before exercising your vote. Last date for receipt of Postal Ballot Form duly filled in and signed by the Scrutinizer is 29.01.2016

INSTRUCTIONS:

- Shareholders desiring to exercise their vote by postal ballot should complete this Postal Ballot Form and send it to the Company in attached self-addressed stamped envelope.
- However, envelopes containing postal ballots, if sent by courier or personal hand delivery at the expenses of the registered shareholder will also be accepted. Voting through any other form or photocopy of the Postal Ballot form will not be considered valid.
- The self-addressed stamped envelope bears the address of the scrutinizer appointed by the Board of Directors of the Company i.e., Mr. Tapasvital Deora
- This form should be completed and signed by the shareholder only. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the company or furnished by NSDL/CDSL) by the first named shareholder and in his absence, by the next named shareholder.
- The notice is being sent by mode prescribed by the postal department to all the members, whose names would appear in the Register of Members as on 18.12.2015
- The consents must be accorded by recording the assent in the "Assent Column" and dissent in the "Dissent Column" by placing a tick mark (✓) in the appropriate columns.
- There will be only one Postal Ballot Form for every Folio/Client ID irrespective of the number of join Member(s). Members are entitled to cast their votes differently i.e., all the votes either in favour or against or partly in favour or against. However, the number of votes cast must not exceed the number of shares held by the Members.
- Incomplete and unsigned Postal Ballot Forms will be rejected.
- Duly completed Postal Ballot Forms including duplicate, if any should reach the company not later than 5.00 p.m. on 29.01.2016. All Postal Ballot Forms received after this date will be strictly treated as if the reply from the shareholder(s) has not been received.
- In case of shares held by Companies, Trust, Societies, etc, the duly completed Postal Ballot Form should be accompanied by certified true copy of the Board Resolution/Authority together with attested specimen signature(s) of duly authorized signatory(ies). Postal Ballot Form signed by the holder of power of attorney for and on behalf of a Member of the Company must be accompanied by the copy of Power of Attorney duly certified by Magistrate, Notary Public or Special Executive Magistrate or a similar authority holding a Public Office and authorized to use the seal of his office. If the same is already registered with the Company, please quote the Registration Number beneath the signature.
- Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders as on 18.12.2015
- Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed stamped envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the scrutinizer.
- Votes will be considered invalid on the following grounds :
 - If the Member's signature does not tally
 - If the Member has marked all his shares both in favor and also against the Special Resolution
 - If the postal ballot is unsigned
 - If the ballot paper is received torn or defaced or mutilated to an extent that is difficult for the scrutinizer to identify the Member or the number of votes or as to the whether the votes are in favour or against or if the signature could not be checked or on one or more of the above grounds.
- The Scrutinizer's decision on the validity of a Postal Ballot will be final.