

# SPHERE GLOBAL SERVICES LIMITED

(Formerly known as: Color (Chips) India Limited)



October 1, 2015

|                                                                                                                                                                                                                                                                                                                                                                             |                                                                                                                                                                                                                                                                             |
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| To,<br><br>BSE LIMITED<br>Phiroze Jeejeebhoy Towers<br>Dalal Street ,Mumbai – 400001<br>Tel:022-22721233/34<br>Fax: 022-22722131/1072/2037/2061/41<br>Email: <a href="mailto:corp.relations@bseindia.com">corp.relations@bseindia.com</a><br><a href="mailto:corp.compliance@bseindia.com">corp.compliance@bseindia.com</a><br><br>Scrip Code: 532172 Security ID:SPHEREGSL | To,<br><br>The National Stock Exchange Limited,<br>Exchange Plaza, Bandra Kurla Complex,<br>Bandra (East), Mumbai: 400051<br>Tel: 022-26598235/36/452<br>Fax: 022-26598237/38<br>Email: <a href="mailto:cmlist@nse.co.in">cmlist@nse.co.in</a><br><br>Scrip Code: COLORCHIP |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

Sub: 25<sup>th</sup> Annual General Meeting -Results

Ref: Scrip code 532172(BSE), COLORCHIP (NSE)

Dear Sir/Madam

This is to inform you that the 25<sup>th</sup> Annual General Meeting (AGM) of the Company concluded on 30<sup>th</sup> September, 2015 at ICWAI Bhavan, Beside Dena Bank, Sanath Nagar, Hyderabad, Telangana 500018.

The Company provided remote e-voting facility to the members on all the resolutions proposed to be considered at the AGM from September 27, 2015 (09:00 am) to September 29, 2015 (05:00pm). Further members and proxy holders, who attended the AGM, were provided facility to vote through Ballot Paper.

The results of voting through Ballot Paper at the AGM and Remote e-voting opted by the members on the resolutions from Item no's – 1 to 13 of the Notice of AGM are duly passed.

The scrutinizer report for the same has been annexed.

This is for your information and record.

Thanking You,

for SPHERE GLOBAL SERVICES LIMITED

  
Akshita Surana

Company Secretary & Compliance Officer

M.No: A32571



Enclosures:

Scrutinizer Report- AGM

**Report of Scrutinizer on Remote e-Voting Process & Vote by Poll at 25<sup>th</sup> Annual General Meeting**

[Pursuant to section 108 and 109 of Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amended Rules, 2015 and Rule 21 of the Companies (Management and Administration) Rules, 2014 and amendment thereof]

To

The Chairman

**SPHERE GLOBAL SERVICES LIMITED**

A-52, Road No 70,

Journalist Colony, Jubilee Hills,

Hyderabad -500033

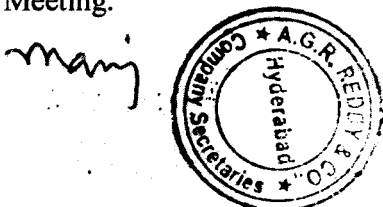
Sir,

**Sub: Scrutinizer's Report on Remote e-Voting Process & Vote by Poll conducted pursuant to the provisions of Section 108 and 109 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Amended Rules, 2015 and Rule 21 of Companies (Management and Administration) Rules, 2014 for 25<sup>th</sup> Annual General Meeting**

The Board of Directors of Sphere Global Services Limited ('the Company') at its meeting held on 5<sup>th</sup> August, 2015, decided to provide to the members of the company, a facility to exercise their voting rights on the resolutions as set out in the notice of 25<sup>th</sup> Annual General Meeting to be held on 30<sup>th</sup> September, 2015 by way of electronic means as required under provisions of section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of Companies (Management and Administration) Amended Rules, 2015 ('the Rules').

I, Manoj Kumar Koyalkar, Practicing Company Secretary, bearing Membership No. 19445 has been appointed as the Scrutinizer by the Board of Directors at their meeting held on 5<sup>th</sup> August, 2015 as required Section 108 of the Act, read with Rule 20 of the Rules, for the purpose of scrutinizing the Remote e-voting process and Voting by Poll in a fair and transparent manner and ascertaining the requisites majority for passing of resolution as contained in the notice convening the 25<sup>th</sup> Annual General Meeting of the Company to be held on 30<sup>th</sup> September, 2015.

The management of the company is responsible to ensure the compliance with the requirements of the Act and Rules relating to voting through electronic means and voting by poll on the resolutions contained in the Notice and I shall make a Scrutinizer's Report of the Votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the Remote e-voting system provided by CDSL, the authorized agency to provide remote e-voting facilities, engaged by the Company and based on the voting by Poll at the Annual General Meeting.



**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

The notice dated 5<sup>th</sup> August, 2015 convening the 25<sup>th</sup> Annual General Meeting of the Company to be held on 30<sup>th</sup> September, 2015 along with the statement setting out the material facts under section 102 of the Act were sent to members of the company.

The members of the company holding shares as on the cut-off date i.e., 21<sup>st</sup> September, 2015 were entitled to vote on the resolutions proposed as set out in the notice of Annual General Meeting.

In this regard, I submit my report as under:

1. The Remote e-voting period remained open from Sunday, 27<sup>th</sup> September, 2015 at 09:00 A.M. to Tuesday, 29<sup>th</sup> September, 2015 at 05:00 P.M.
2. After the end of the Annual General Meeting, I have unblocked the electronic votes in the presence of two witnesses not in the employment of the company.
3. The details containing list of shareholders who vote for or against each of the resolutions that were put to vote were downloaded from the Remote e-voting website of CDSL ([www.evotingindia.com](http://www.evotingindia.com))
4. Pursuant to clause 35B of the Listing Agreement entered by the company, the company has also provided facility of voting through the physical ballot form to those members who do not have access to the remote e-voting facility. The physical ballot forms received by the Company were kept in my safe custody. My report includes the results of voting through the physical ballot forms in addition to votes casted through remote e-voting website of CDSL by the eligible shareholders.
5. I have scrutinized the votes casted through electronic means and also through physical ballot forms for the purpose of this report.
6. The particulars of all the electronic votes casted by the members through remote e-voting process and votes casted by the members through physical ballot forms have been recorded in a register separately maintained for the purpose.
7. The result of the voting is as per annexure attached herewith.
8. The Register, all other papers and relevant records relating to voting shall remain in my custody until the Chairman considers, approves and signs the minutes of aforesaid Annual General Meeting and the same are handed over to the Director for safe custody.

**Recommendation:**

All the resolutions having secured requisites majority of votes, the respective resolutions may be considered to have been passed. The Chairman of the Company may accordingly declare the result of voting.

Thanking You,  
for AGR Reddy & Co.

Company Secretaries

*Manoj Kumar Koyalkar*  
Manoj Kumar Koyalkar

Membership No: 19445

CP No: 10004



Hyderabad, 30<sup>th</sup> September, 2015

# Annexure of the Scrutinizer's Report

## Results of Remote e-voting conducted for the 25<sup>th</sup> Annual General Meeting of SPHERE GLOBAL SERVICES LIMITED

| Reso. No./ Item No. | Heading of the Resolution                                                                                                           | Type of Resolution | Valid votes                       |                     |                  |                                   |                     |                  | Invalid Votes                        |                     |
|---------------------|-------------------------------------------------------------------------------------------------------------------------------------|--------------------|-----------------------------------|---------------------|------------------|-----------------------------------|---------------------|------------------|--------------------------------------|---------------------|
|                     |                                                                                                                                     |                    | Voting in Favour (Assent)         |                     |                  | Voted Against (Dissent)           |                     |                  |                                      |                     |
|                     |                                                                                                                                     |                    | No. of Members voting (in person) | No. of votes casted | % of valid votes | No. of Members voting (in person) | No. of votes casted | % of valid votes | Number of members voting (in person) | No. of votes casted |
|                     |                                                                                                                                     |                    |                                   |                     |                  |                                   |                     |                  |                                      |                     |
| 1.                  | Adoption of Audited financial statements for the year ended 31 <sup>st</sup> March, 2015 along with Directors' and Auditors' Report | Ordinary           | 5                                 | 4,23,362            | 99.96            | 2                                 | 181                 | 0.04             | 0                                    | 0                   |
| 2.                  | Re-appointment of Mr. Ramakrishna Bhaskar (DIN: 01620392), who retires by rotation as                                               | Ordinary           | 5                                 | 4,23,362            | 99.96            | 2                                 | 181                 | 0.04             | 0                                    | 0                   |





|     |                                                                                            |         |   |          |       |   |     |      |   |
|-----|--------------------------------------------------------------------------------------------|---------|---|----------|-------|---|-----|------|---|
|     | as Whole Time Director of the company                                                      |         |   |          |       |   |     |      |   |
| 9.  | Board of Directors to make investment in excess of the prescribed limits                   | Special | 5 | 4,23,362 | 99.96 | 2 | 181 | 0.04 | 0 |
| 10. | Issue shares under ESOP's                                                                  | Special | 5 | 4,23,362 | 99.96 | 2 | 181 | 0.04 | 0 |
| 11. | Ratification of resolution passed at the Extra-Ordinary General Meeting held on 15.06.2015 | Special | 5 | 4,23,362 | 99.96 | 2 | 181 | 0.04 | 0 |
| 12. | To increase the borrowing powers of the company                                            | Special | 5 | 4,23,362 | 99.96 | 2 | 181 | 0.04 | 0 |
| 13. | Adoption of Amended Articles of Association                                                | Special | 5 | 4,23,362 | 99.96 | 2 | 181 | 0.04 | 0 |

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Annexure of the Scrutinizer's Report

Results of Poll conducted at 25<sup>th</sup> Annual General Meeting of SPHERE GLOBAL SERVICES LIMITED

| Reso. No./ Item No. | Heading of the Resolution                                                                                                           | Type of Resolution | Valid votes                                |                     |                  |                                            |                     |                  | Invalid Votes                                 |                     |
|---------------------|-------------------------------------------------------------------------------------------------------------------------------------|--------------------|--------------------------------------------|---------------------|------------------|--------------------------------------------|---------------------|------------------|-----------------------------------------------|---------------------|
|                     |                                                                                                                                     |                    | Voting in Favour ( Assent)                 |                     |                  | Voted Against (Dissent)                    |                     |                  |                                               |                     |
|                     |                                                                                                                                     |                    | No. of Members voting (in person or proxy) | No. of votes casted | % of valid votes | No. of Members voting (in person or proxy) | No. of votes casted | % of valid votes | Number of members voting (in person or proxy) | No. of votes casted |
| 1.                  | Adoption of Audited financial statements for the year ended 31 <sup>st</sup> March, 2015 along with Directors' and Auditors' Report | Ordinary           | 33                                         | 1,03,89,327         | 99.99%           | 0                                          | 0                   | 0                | 1                                             | 80                  |
| 2.                  | Re-appointment of Mr. Ramakrishna Bhaskar (DIN: 01620392), who retires by rotation as Director                                      | Ordinary           | 33                                         | 1,03,89,327         | 99.99%           | 0                                          | 0                   | 0                | 1                                             | 80                  |
| 3.                  | Ratifying the                                                                                                                       | Ordinary           | 33                                         | 1,03,89,327         | 99.99%           | 0                                          | 0                   | 0                | 1                                             | 80                  |



|    |                                                                                                    |          |    |             |        |   |   |   |   |    |
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|    | appointment of M/s. Niranjan and Narayan, Statutory Auditors                                       |          |    |             |        |   |   |   |   |    |
| 4. | Appointment of Mrs. Suneeta Vishnupanthulu (DIN: 01550771), as Independent Director of the Company | Ordinary | 33 | 1,03,89,327 | 99.99% | 0 | 0 | 0 | 1 | 80 |
| 5. | Appointment of Mr. S Sudhakiran Reddy (DIN: 01436242) as Independent Director of the Company       | Ordinary | 33 | 1,03,89,327 | 99.99% | 0 | 0 | 0 | 1 | 80 |
| 6. | Appointment of Mr. S Sudhakiran Reddy (DIN: 01436242) as the Managing Director of the company      | Special  | 33 | 1,03,89,327 | 99.99% | 0 | 0 | 0 | 1 | 80 |
| 7. | Pay remuneration to Mr.Ramakrishna Bhaskar(DIN: 01620392) as Whole Time Director of the company    | Special  | 33 | 1,03,89,327 | 99.99% | 0 | 0 | 0 | 1 | 80 |
| 8  | Pay remuneration to Mr. Prakash Tripathi as Whole Time Director of the                             | Special  | 33 | 1,03,89,327 | 99.99% | 0 | 0 | 0 | 1 | 80 |



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**Annexure of the Scrutinizer's Report**  
**Consolidated Results of Remote e-voting and Poll conducted at 25<sup>th</sup> Annual General Meeting of SPHERE GLOBAL SERVICES LIMITED**

| Valid votes         |                                                                                                                                     |                    |                                            |                     |                  |                                            |                     |                  |   | Invalid Votes |  |
|---------------------|-------------------------------------------------------------------------------------------------------------------------------------|--------------------|--------------------------------------------|---------------------|------------------|--------------------------------------------|---------------------|------------------|---|---------------|--|
| Reso. No./ Item No. | Heading of the Resolution                                                                                                           | Type of Resolution | Voting in Favour ( Assent)                 |                     |                  | Voted Against (Dissent)                    |                     |                  |   |               |  |
|                     |                                                                                                                                     |                    | No. of Members voting (in person or proxy) | No. of votes casted | % of valid votes | No. of Members voting (in person or proxy) | No. of votes casted | % of valid votes |   |               |  |
| 1.                  | Adoption of Audited financial statements for the year ended 31 <sup>st</sup> March, 2015 along with Directors' and Auditors' Report | Ordinary           | 38                                         | 1,08,12,689         | 99.99            | 2                                          | 181                 | 0.01             | 1 | 80            |  |
| 2.                  | Re-appointment of Mr. Ramakrishna Bhaskar (DIN: 01620392),who retires by rotation as Director                                       | Ordinary           | 38                                         | 1,08,12,689         | 99.99            | 2                                          | 181                 | 0.01             | 1 | 80            |  |
| 3.                  | Ratifying the appointment of M/s. Niranjana and                                                                                     | Ordinary           | 38                                         | 1,08,12,689         | 99.99            | 2                                          | 181                 | 0.01             | 1 | 80            |  |



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|    |                                                                                                    |          |    |             |       |   |     |      |   |    |  |
|----|----------------------------------------------------------------------------------------------------|----------|----|-------------|-------|---|-----|------|---|----|--|
|    | Narayan, Statutory Auditors                                                                        |          |    |             |       |   |     |      |   |    |  |
| 4. | Appointment of Mrs. Suneeta Vishnupanthulu (DIN: 01550771), as Independent Director of the Company | Ordinary | 38 | 1,08,12,689 | 99.99 | 2 | 181 | 0.01 | 1 | 80 |  |
| 5. | Appointment of Mr. S Sudhakiran Reddy (DIN: 01436242) as Director of the Company                   | Ordinary | 38 | 1,08,12,689 | 99.99 | 2 | 181 | 0.01 | 1 | 80 |  |
| 6. | Appointment of Mr. S Sudhakiran Reddy (DIN: 01436242) as the Managing Director of the company      | Special  | 38 | 1,08,12,689 | 99.99 | 2 | 181 | 0.01 | 1 | 80 |  |
| 7. | Pay remuneration to Mr. Ramakrishna Bhaskar(DIN: 01620392) as Whole Time Director of the company   | Special  | 38 | 1,08,12,689 | 99.99 | 2 | 181 | 0.01 | 1 | 80 |  |
| 8  | Pay remuneration to Mr. Prakash Tripathi as Whole Time Director of the company                     | Special  | 38 | 1,08,12,689 | 99.99 | 2 | 181 | 0.01 | 1 | 80 |  |
| 9. | Board of Directors                                                                                 | Special  | 38 | 1,08,12,689 | 99.99 | 2 | 181 | 0.01 | 1 | 80 |  |



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|     |                                                                                            |         |    |             |       |   |     |      |   |    |
|-----|--------------------------------------------------------------------------------------------|---------|----|-------------|-------|---|-----|------|---|----|
|     | to make investment in excess of the prescribed limits                                      |         |    |             |       |   |     |      |   |    |
| 10. | Issue shares under ESOP's                                                                  | Special | 38 | 1,08,12,689 | 99.99 | 2 | 181 | 0.01 | 1 | 80 |
| 11. | Ratification of resolution passed at the Extra-Ordinary General Meeting held on 15.06.2015 | Special | 38 | 1,08,12,689 | 99.99 | 2 | 181 | 0.01 | 1 | 80 |
| 12. | To increase in the borrowing powers of the company                                         | Special | 38 | 1,08,12,689 | 99.99 | 2 | 181 | 0.01 | 1 | 80 |
| 13. | Adoption of Amended Articles of Association                                                | Special | 38 | 1,08,12,689 | 99.99 | 2 | 181 | 0.01 | 1 | 80 |



ending