



TAPASVILAL DEORA & ASSOCIATES

Practising Company Secretaries

#3-6-365, Office No. 310, 5th Floor, Liberty Plaza,
Himayat Nagar, Hyderabad, A.P. – 500 029

☎ +91 99662 99213; +91 99855 75464

FORM No. MGT-13

REPORT OF SCRUTINIZER

[Pursuant to Section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014]

To

The Chairman

of the Extraordinary General Meeting of the Equity Shareholders of M/s. Sphere Global Services Limited (CIN: L36999TG1990PLC011129), held on Monday, 15th June, at 11:00 A.M. at the Registered Office of the Company at Plot No. A-52, Road No. 70, Journalist Colony, Jubilee Hills, Hyderabad – 500 033, T.S.

CONSOLIDATED RESULT OF REMOTE E-VOTING AND VOTING BY POLL

Dear Sir,

I, Tapasvilal Deora, Practising Company Secretary, have been appointed as the Scrutinizer for the purpose of remote e-voting and voting by poll to be carried out by the Company pursuant to Section 108 of Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, in respect of the Resolution mentioned in this report, at the Extraordinary General Meeting of the Equity Shareholders of Sphere Global Services Limited (CIN: L36999TG1990PLC011129), held on Monday, 15th June, 2015 at 11:00 A.M. at the Registered Office of the Company at Plot No. A-52, Road No. 70, Journalist Colony, Jubilee Hills, Hyderabad – 500 033, T.S.

The management of the Company is responsible to ensure the compliances of the Companies Act, 2013 and Rules thereof on the resolution contained in the Notice of



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the Extra Ordinary General Meeting. My responsibilities as Scrutinizer is restricted to make a Scrutinizers report of the votes cast "For" or "Against" the resolution stated in the Notice.

Report on scrutiny:

1. The Company has availed e-voting facility offered by Central Depository Services Limited ("CDSL") for providing remote e-voting facility to the members of the Company.
2. The members holding shares as on 5th June, 2015 were entitled to vote on the proposed resolution as set out in the Notice of the Extra Ordinary General Meeting of the Company.
3. The remote e-voting period remained open from 12th June, 2015 at 10:00 A.M. and concluded at 14th June, 2015 at 05:00 P.M.
4. The remote e-voting was blocked at the end of the voting period i.e. 14th June, 2015 at 05:00 P.M.
5. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.
6. Immediately after the Extra-Ordinary General Meeting, the ballot box kept for voting was opened by me in the presence of two witnesses, Mr. Zoheb Sayani and Ms. Pushkarini Gopishetti, who are not in the employment of the Company.
7. On Monday, 15th June, 2015, after counting the votes cast at the meeting, the votes cast through remote e-voting process were unblocked by me in the presence of two witnesses, Mr. Zoheb Sayani and Ms. Pushkarini Gopishetty.
8. No poll papers were found incomplete and/ or otherwise found defective.



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Consolidated report on result of voting through electronic means and voting by poll is as under:

Item No. 1: To consider and approve issue of Share Warrants

As a Special Resolution

(i) Voted in favour of the Resolution:

Mode of voting	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast (Rounded off)
Voting by Poll	42	1,39,53,110	100
Remote e-voting	0	0	0

(ii) Votes against the Resolution:

Mode of voting	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast (Rounded off)
Voting by Poll	0	0	0
Remote e-voting	0	0	0

(iii) Invalid Votes:

Mode of voting	Number of members (in person or by proxy) whose votes were declared invalid	Number of Votes cast by them
Voting by Poll	0	0
Remote e-voting	0	0



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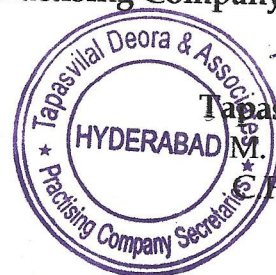
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9. The Poll papers and all other relevant records were sealed and handed over to the Chairman for safe keeping.

Thanking you,

Yours faithfully,
For Tapasvilal Deora & Associates
Practising Company Secretaries



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Tapasvilal Deora
M. No.: A32529
P. No.: 13087

Date: 16th June, 2015

Place: Hyderabad

Witnesses:

1. Zoheb Sayani : *Zoheb*
2. Pushkarini Gopishetti : *Pushkarini*