



September 01, 2017

To, BSE LIMITED Phiroze Jeejeebhoy Towers Dalal Street ,Mumbai - 400001 Tel:022-22721233/34 Fax: 022-22722131/1072/2037/2061/41 Email: corp.relations@bseindia.com corp.compliance@bseindia.com Scrip Code: 532172 Security ID:SPHEREGSL	To, THE NATIONAL STOCK EXCHANGE LIMITED, Exchange Plaza, BandraKurla Complex, Bandra (East), Mumbai: 400051 Tel: 022-26598235/36/452 Fax: 022-26598237/38 Email: cm1ist@nse.co.in Scrip Code: SPHEREGSL
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Sub: Scrutinizers report and consolidated agenda wise disclosure of voting results
Ref: Scrip code 532172(BSE), SPHEREGSL (NSE)

Dear Sir/Madam

This is to inform that the 27th Annual General Meeting of the Company was held on Wednesday, 30th August, 2017 at 09.00 a.m. at ICWAI Bhavan, Beside Dena Bank, Sanath Nagar, Hyderabad, Telangana 500018.

In this regard, please find enclosed the following:

- 1) Scrutinizers Report by Mr. Goverdhan Chandak, Practising Company Secretary.
- 2) Consolidated agenda wise disclosure of voting results for items of business transacted at the AGM.

All the resolutions in the notice of AGM were passed as required by provisions of the Act.

This is for your information and for dissemination to general public.

This is for the information and records of the Exchange.

Please acknowledge the receipt of the same.

Thanking you.
Yours faithfully,

For Sphere Global Services Limited


Akshita Surana
Company Secretary & Compliance Officer



**Details of Voting Results of Poll & Remote E-voting pursuant to Regulation 44(3) of SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015**

Voting Results

Date of AGM/EGM/ Declaration of Results	30 th August, 2017
Total Number of shareholders as on record date (21.07.2017)	10377
No: of Shareholders present in the meeting either in person or through proxy : Promoters and Promoters Group: Public:	0 47
No: of shareholders attended the meeting through video conferencing Promoters and Promoters Group Public	Not Applicable

AGENDA- WISE DISCLOSURE

Item No. 1: To receive, consider and adopt the financial statements as at March 31, 2017 along with the Reports of the Auditors and Directors thereon.

Resolution required			Ordinary				
Whether promoter/ promoter group are interested in the agenda/ resolution			No				
	No. of Shares held	No. of votes polled	% of Votes Polled on outstandin g shares	No. of Votes in Favor	No. of Votes Against	% of Votes in Favor on votes polled	% of Votes against on votes polled
	1	2	3 3 = {2 / 1} *100	4	5	6 6 = {4 / 2} *100	7 7 = {5 / 2} *100
Promoter and Promoter Group							
e-voting	9707404	90,44,901	93.17	90,44,901	0	100	0
Poll		0	0	0	0	0	0
Sub Total	9707404	90,44,901	93.17	90,44,901	0	100	0
Public Institutions							
e-voting	0	0	0	0	0	0	0
Poll		0	0	0	0	0	0
Sub Total	0	0	0	0	0	0	0
Public - Non Institutions							
e-voting	8361468	860595	10.29	860595	0	100	0
Poll		16444	0.19	16442	0	100	0
Sub Total	8361468	877039	10.48	877037	0	100	0
GRAND TOTAL	1,80,68,872	9921940	54.91	9921938	0	100	0



Item No. 2: To approve final dividend @5% i.e, Rs. 0.50 per equity share for the year ended 31st March,2017

Resolution required			Ordinary				
Whether promoter/ promoter group are interested in the agenda/ resolution			No				
	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in Favor	No. of Votes Against	% of Votes in Favor on votes polled	% of Votes against on votes polled
	1	2	3	4	5	6	7
			$3 = \{2 / 1\} * 100$			$6 = \{4 / 2\} * 100$	$7 = \{5 / 2\} * 100$
Promoter and Promoter Group							
e-voting	9707404	90,44,901	93.17	90,44,901	0	100	0
Poll		0	0	0	0	0	0
Sub Total	9707404	90,44,901	93.17	90,44,901	0	100	0
Public Institutions							
e-voting	0	0	0	0	0	0	0
Poll		0	0	0	0	0	0
Sub Total	0	0	0	0	0	0	0
Public - Non Institutions							
e-voting	8361468	860595	10.29	860595	0	100	0
Poll		16444	0.19	16442	0	100	0
Sub Total	8361468	877039	10.48	877037	0	100	0
GRAND TOTAL	1,80,68,872	9921940	54.91	9921938	0	100	0



Item No. 3: To appoint a Mr. Sudha Kiran Reddy who retires by rotation and being eligible offers himself for re-appointment.

Resolution required			Ordinary				
Whether promoter/ promoter group are interested in the agenda/ resolution			No				
	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in Favor	No. of Votes Against	% of Votes in Favor on votes polled	% of Votes against on votes polled
	1	2	3	4	5	6	7
			$3 = \{2 / 1\} * 100$			$6 = \{4 / 2\} * 100$	$7 = \{5 / 2\} * 100$
Promoter and Promoter Group							
e-voting	9707404	90,44,901	93.17	90,44,901	0	100	0
Poll		0	0	0	0	0	0
Sub Total	9707404	90,44,901	93.17	90,44,901	0	100	0
Public Institutions							
e-voting	0	0	0	0	0	0	0
Poll		0	0	0	0	0	0
Sub Total	0	0	0	0	0	0	0
Public - Non Institutions							
e-voting	8361468	860595	10.29	860595	0	100	0
Poll		16444	0.19	16442	0	100	0
Sub Total	8361468	877039	10.48	877037	0	100	0
GRAND TOTAL	1,80,68,872	9921940	54.91	9921938	0	100	0



Item No. 4: To ratify the re-appointment of M/s. Niranjana and Narayan, Chartered Accountants (Firm Registration No. 005899S) as approved by Members at the 24th Annual General Meeting as Statutory Auditors of the company, to hold office until the conclusion of 28th Annual General Meeting, and to fix their remuneration for the financial year ending March 31, 2017.

Resolution required			Ordinary				
Whether promoter/ promoter group are interested in the agenda/ resolution			No				
	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in Favor	No. of Votes Against	% of Votes in Favor on votes polled	% of Votes against on votes polled
	1	2	3 $3 = \{2 / 1\} * 100$	4	5	6 $6 = \{4 / 2\} * 100$	7 $7 = \{5 / 2\} * 100$
Promoter and Promoter Group							
e-voting	9707404	90,44,901	93.17	90,44,901	0	100	0
Poll		0	0	0	0	0	0
Sub Total	9707404	90,44,901	93.17	90,44,901	0	100	0
Public Institutions							
e-voting	0	0	0	0	0	0	0
Poll		0	0	0	0	0	0
Sub Total	0	0	0	0	0	0	0
Public - Non Institutions							
e-voting	8361468	860595	10.29	860595	0	100	0
Poll		16444	0.19	16442	0	100	0
Sub Total	8361468	877039	10.48	877037	0	100	0
GRAND TOTAL	1,80,68,872	9921940	54.91	9921938	0	100	0



Item No. 5: To Approve the scheme of amalgamation between Sphere Global Services Limited (transferee company) and Adroit Infotech Limited (transferor company) and their respective shareholders and creditors

Resolution required			Special				
Whether promoter/ promoter group are interested in the agenda/ resolution			No				
	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in Favor	No. of Votes Against	% of Votes in Favor on votes polled	% of Votes against on votes polled
	1	2	3	4	5	6	7
			$3 = \{2 / 1\} * 100$			$6 = \{4 / 2\} * 100$	$7 = \{5 / 2\} * 100$
Promoter and Promoter Group							
e-voting	9707404	90,44,901	93.17	90,44,901	0	100	0
Poll		0	0	0	0	0	0
Sub Total	9707404	90,44,901	93.17	90,44,901	0	100	0
Public Institutions							
e-voting	0	0	0	0	0	0	0
Poll		0	0	0	0	0	0
Sub Total	0	0	0	0	0	0	0
Public - Non Institutions							
e-voting	8361468	860593	10.29	860593	0	100	0
Poll		16444	0.19	16442	0	100	0
Sub Total	8361468	877037	10.48	877035	0	100	0
GRAND TOTAL	1,80,68,872	9921938	54.91	9921936	0	100	0



Item No. 6: To appoint Mr. Seetha Rama Rao Thunuguntla as Independent Director

Resolution required			Special				
Whether promoter/ promoter group are interested in the agenda/ resolution			No				
	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in Favor	No. of Votes Against	% of Votes in Favor on votes polled	% of Votes against on votes polled
	1	2	3 $3 = \{2 / 1\} * 100$	4	5	6 $6 = \{4 / 2\} * 100$	7 $7 = \{5 / 2\} * 100$
Promoter and Promoter Group							
e-voting	9707404	90,44,901	93.17	90,44,901	0	100	0
Poll		0	0	0	0	0	0
Sub Total	9707404	90,44,901	93.17	90,44,901	0	100	0
Public Institutions							
e-voting	0	0	0	0	0	0	0
Poll		0	0	0	0	0	0
Sub Total	0	0	0	0	0	0	0
Public - Non Institutions							
e-voting	8361468	860595	10.29	860593	2	100	0
Poll		16444	0.19	16442	0	100	0
Sub Total	8361468	877039	10.48	877035	2	100	0
GRAND TOTAL	1,80,68,872	9921940	54.91	9921936	2	100	0



Item No. 7: To appoint Patlola Venkata Lakshma Reddy as Independent Director

Resolution required			Special				
Whether promoter/ promoter group are interested in the agenda/ resolution			No				
	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in Favor	No. of Votes Against	% of Votes in Favor on votes polled	% of Votes against on votes polled
	1	2	3	4	5	6	7
			$3 = \{2 / 1\} * 100$			$6 = \{4 / 2\} * 100$	$7 = \{5 / 2\} * 100$
Promoter and Promoter Group							
e-voting	9707404	90,44,901	93.17	90,44,901	0	100	0
Poll		0	0	0	0	0	0
Sub Total	9707404	90,44,901	93.17	90,44,901	0	100	0
Public Institutions							
e-voting	0	0	0	0	0	0	0
Poll		0	0	0	0	0	0
Sub Total	0	0	0	0	0	0	0
Public - Non Institutions							
e-voting	8361468	860595	10.29	860593	2	100	0
Poll		16444	0.19	16442	0	100	0
Sub Total	8361468	877039	10.48	877035	2	100	0
GRAND TOTAL	1,80,68,872	9921940	54.91	9921936	2	100	0



Item No. 8: To Approve the ESOPS Scheme 2017

Resolution required			Special				
Whether promoter/ promoter group are interested in the agenda/ resolution			No				
	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in Favor	No. of Votes Against	% of Votes in Favor on votes polled	% of Votes against on votes polled
	1	2	3	4	5	6	7
			$3 = \{2 / 1\} * 100$			$6 = \{4 / 2\} * 100$	$7 = \{5 / 2\} * 100$
Promoter and Promoter Group							
e-voting	9707404	90,44,901	93.17	90,44,901	0	100	0
Poll		0	0	0	0	0	0
Sub Total	9707404	90,44,901	93.17	90,44,901	0	100	0
Public Institutions							
e-voting	0	0	0	0	0	0	0
Poll		0	0	0	0	0	0
Sub Total	0	0	0	0	0	0	0
Public - Non Institutions							
e-voting	8361468	860595	10.29	860595	0	100	0
Poll		16444	0.19	16442	0	100	0
Sub Total	8361468	877039	10.48	877037	0	100	0
GRAND TOTAL	1,80,68,872	9921940	54.91	9921938	0	100	0



Item No. 9: To approve the further Issuance of Securities

Resolution required			Special				
Whether promoter/ promoter group are interested in the agenda/ resolution			No				
	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in Favor	No. of Votes Against	% of Votes in Favor on votes polled	% of Votes against on votes polled
	1	2	3	4	5	6	7
			$3 = \{2 / 1\} * 100$			$6 = \{4 / 2\} * 100$	$7 = \{5 / 2\} * 100$
Promoter and Promoter Group							
e-voting	9707404	90,44,901	93.17	90,44,901	0	100	0
Poll		0	0	0	0	0	0
Sub Total	9707404	90,44,901	93.17	90,44,901	0	100	0
Public Institutions							
e-voting	0	0	0	0	0	0	0
Poll		0	0	0	0	0	0
Sub Total	0	0	0	0	0	0	0
Public - Non Institutions							
e-voting	8361468	860595	10.29	860593	2	100	0
Poll		16444	0.19	16442	0	100	0
Sub Total	8361468	877039	10.48	877035	2	100	0
GRAND TOTAL	1,80,68,872	9921940	54.91	9921936	2	100	0

*Promoter Group has casted their votes through E-Voting.

For Sphere Global Services Limited

[Signature]
Company Secretary



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 27th Annual General Meeting of the Equity Shareholders of M/s. Sphere Global Services Limited (CIN: L72300TG1990PLC011129), held on Wednesday, August 30, 2017 at 9:00 A.M. at ICWAI Bhavan, Beside Dena Bank, Sanath Nagar, Hyderabad, Telangana 500018.

CONSOLIDATED RESULT OF REMOTE E-VOTING AND VOTING BY POLL

Dear Sir,

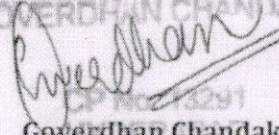
I, Goverdhan Chandak, Practising Company Secretary, have been appointed as the Scrutinizer for the purpose of remote e-voting and voting by poll to be carried out by the Company pursuant to Section 108 of Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, in respect of the resolutions for business transacted at the 27th Annual General Meeting of the equity shareholders of M/s. Sphere Global Services Limited (CIN: L72300TG1990PLC011129), held on Wednesday, August 30, 2017 at 9:00 A.M. at ICWAI Bhavan, Beside Dena Bank, Sanath Nagar, Hyderabad, Telangana 500018.

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 the

27th Annual 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.



1. The Company has availed e-voting facility offered by M/s. Central Depository Services Limited ("CDSL") for providing remote e-voting facility to the members of the Company.
2. The members holding shares as on August 23, 2017 were entitled to vote on the resolutions as set out in the notice of the 27th Annual General Meeting of the Company.
3. The remote e-voting period remained open from Sunday, 27.08.2017 at 9:00 am and ended on Tuesday, 29.08.2017 at 5:00 p.m.
4. The remote e-voting was blocked at the end of the voting period i.e., Tuesday, 29.08.2017 at 5:00 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 27th Annual General Meeting, the ballot box kept for voting was opened by me in the presence of two witnesses, Mr. Rama and Mr. Prakash, who are not in the employment of the Company and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company.
7. On Wednesday, August 30, 2017, 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. Rama and Mr. Prakash.
8. 2 poll papers were found defective.

9. The Poll papers and all other relevant records were sealed and handed over to the Chairman for safe keeping.
10. The consolidated results of e-voting and voting by poll is enclosed as Annexure-1.

for Goverdhan Chandak
Practising Company Secretaries
GOVERDHAN CHANDAK

Goverdhan Chandak
M. No.: 36019
C.P. No.: 13291

August 30, 2017
Hyderabad

Witnesses:

1. Rama : 
2. Prakash : 

Annexure 1

Item No.	Resolution	Type of resolution	Mode	Number of Members Voting (Person / Proxy/ Evoting)	Total Votes	Favour				Against				Invalid	
						Number of Members Voting (Person / Proxy/ Evoting)	Number of Votes cast by them	% of total number of valid votes cast	Number of Members Voting (Person / Proxy/ Evoting)	Number of Votes cast by them	% of total number of valid votes cast	Number of Members Voting (Person / Proxy/ Evoting)	Number of Votes cast by them		
1	To receive and adopt financials (a) the Audited financial statements of the Company for the financial year ended March 31, 2017, the Reports of the Board of Directors and Auditors thereon; (b) the Audited Consolidated financial statements.	Ordinary	Evoting	23	9905496	23	9,905,496	100.00	0	0	0.00	0	0		
			Poll	47	16,444	45	16,442	100.00	0	0	0.00	2	2		
			Total	70	9,921,940	68	9,921,938		0	0	0.00	2	2		
2	To approve final dividend @5% i.e. Rs. 0.50 per equity share for the year ended 31st March,2017	Ordinary	Evoting	23	9,905,496	23	9,905,496	100.00	0	0	0.00	0	0		
			Poll	47	16,444	45	16,442	100.00	0	0	0.00	2	2		
			Total	70	9,921,940	68	9,921,938		0	0	0.00	2	2		
3	To appoint Mr. Sudha Kiran Reddy who retires by rotation and being eligible offers himself for re-appointment	Ordinary	Evoting	23	9,905,496	23	9,905,496	100.00	0	0	0.00	0	0		
			Poll	47	16,444	45	16,442	100.00	0	0	0.00	2	2		
			Total	70	9,921,940	68	9,921,938		0	0	0.00	2	2		
4	To ratify the re-appointment of M/s Niranjani and Narayan, Chartered Accountants (Firm Registration No. 60158995) as approved by Members at the 24th Annual General Meeting as Statutory Auditors of the company, to hold office until	Ordinary	Evoting	23	9,905,496	23	9,905,496	100.00	0	0	0.00	0	0		
			Poll	47	16,444	45	16,442	100.00	0	0	0.00	2	2		
			Total	70	9,921,940	68	9,921,938		0	0	0.00	2	2		
5	Approval of the scheme of amalgamation between sphere global services limited (transferor company) and adroit infotech limited (transferee company) and their respective shareholders and creditors	Ordinary	Evoting	22	9905494	22	9905494	100.00	0	0	0.00	0	0		
			Poll	47	16,444	45	16,442	100.00	0	0	0.00	2	2		
			Total	69	9,921,938	67	9,921,936		0	0	0.00	2	2		
6	Approval of appointment of Mr. Soetha Rama Rao Thunuguntla as Independent Director	Ordinary	Evoting	23	9905496	22	9905494	100.00	1	2	0.00	0	0		
			Poll	47	16,444	45	16,442	100.00	0	0	0.00	2	2		
			Total	70	9,921,940	67	9,921,936		1	2	0.00	2	2		
7	Approval of appointment of Pabala Venkata Lakshma as Independent Director	Special	Evoting	23	9905496	22	9905494	100.00	1	2	0.00	0	0		
			Poll	47	16,444	45	16,442	100.00	0	0	0.00	2	2		
			Total	70	9,921,940	67	9,921,936		1	2	0.00	2	2		
8	Appointment of ESOPs Scheme 2017	Special	Evoting	23	9905496	22	9905494	100.00	1	2	0.00	0	0		
			Poll	47	16,444	45	16,442	100.00	0	0	0.00	2	2		
			Total	70	9,921,940	68	9,921,938		0	0	0.00	2	2		
9	Approval for further Issuance of Securities	Special	Evoting	23	9905496	22	9905494	100.00	1	2	0.00	0	0		
			Poll	47	16,444	45	16,442	100.00	0	0	0.00	2	2		
			Total	70	9,921,940	67	9,921,936		1	2	0.00	2	2		

GOVERNOR CHANDRA

CHANDRA