

Date: 04.06.2018

<p>TO,</p> <p>BSE LIMITED PHIROZE JEEJEEBHAY TOWERS DALAL STREET ,MUMBAI - 400001 TEL:022-22721233/34 FAX: 022- 22722131/1072/2037/2061/41 EMAIL: <u>CORP.RELATIONS@BSEINDIA.COM</u> <u>CORP.COMPLIANCE@BSEINDIA.COM</u></p> <p>SCRIP CODE: 532172 SECURITY ID:SPHEREGSL</p>	<p>TO,</p> <p>THE NATIONAL STOCK EXCHANGE LIMITED, EXCHANGE PLAZA, BANDRAKURLA COMPLEX, BANDRA (EAST), MUMBAI: 400051 TEL: 022-26598235/36/452 FAX: 022-26598237/38 EMAIL: <u>CMLIST@NSE.CO.IN</u></p> <p>SCRIP CODE: SPHEREGSL</p>
---	--

Dear 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, pursuant to regulation 44(3) of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 and notice of postal ballot dated 11th April, 2018, please find enclosed herewith the voting results of the postal ballot (including remote e-voting) conducted by the company for seeking approval of members of the company for issue of convertible warrants on preferential basis, to promoters and non-promoters of the company, along with the scrutinizer's report issued by the scrutinizer.

Based on the scrutinizer's report, we would like to inform that the special resolutions as set out in the notice of postal ballot dated 11th April, 2018 has been duly approved by the members of the company with requisite majority.

Kindly acknowledge a copy towards the receipt of the above. Thanking you.

For Adroit Infotech Limited
(Formerly: Sphere Global Services Limited)


Akshita Surana
Company Secretary & Compliance Officer



Plot # 7A, MLA Colony, Road # 12, Banjara Hills, Hyderabad, Telangana, India - 500034.
Phone : +91-40 23552284/85/86 Fax : +91-40 23552283 | Web : www.adroitinfotech.com

AGENDA- WISE DISCLOSURE

Item No. 1: Issue Of Convertible Warrants On Preferential Basis.

Resolution required			Special				
Whether promoter/ promoter group are interested in the agenda/ resolution			No				
	No. of Shares held	No. of votes casted through postal ballot	% of Votes casted through postal ballot on outstanding shares	No. of Votes in Favor	No. of Votes Against	% of Votes in Favor of Votes casted through postal ballot	% of Votes against of Votes casted through postal ballot
	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	4528479	46.65	4528479	0	100	0
Voting through ballot papers		5178925	53.35	5178925	0	100	0
Sub Total	9707404	9707404	100	9707404	0	100	0
Public Institutions							
e-voting	0	0	0	0	0	0	0
Voting through ballot papers		0	0	0	0	0	0
Sub Total	0	0	0	0	0	0	0
Public - Non Institutions							
e-voting	475074	462673	97.39	462673	451	0	0.09
Voting through ballot papers		11950	2.52	11950	0	100	0
Sub Total	475074	475074	99.91	11950	451	100	0.09
GRAND TOTAL	10182478	10182478	99.91	10182478	451	100	0.09



SCRUTINIZER'S REPORT

To
The Chairman
M/s. ADROIT INFOTECH LIMITED
Plot No. 7A, Road No.12 Banjara Hills, Hyderabad
Telangana-500034

Dear Sir,

The Board of Directors of your Company at its meeting held on 11.04.2018 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 scrutnizer is restricted to make a Scrutinizer's report of the votes casted by the members for the resolution contained in the Notice dated April 11th, 2018, 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. till 5:00 P.M. on June 03, 2018.

I submit my report as under:

- i. The Company has completed on 03.05.2018 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 27.04.2018
- ii. After the time fixed for closing of the Remote e-voting on Saturday, 05th May, 2018 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

6-6-412/5, 2nd Floor, Behind CGO Towers, Gandhi Nagar, Secunderabad - 500003, T.S.
Mobile : 9704645445, E-mail : pipalwa7@gmail.com



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 Sunday, 03rd Jun, 2018 at 5.00 P.M 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 June 3rd, 2018 after closing of working hours, in my presence.
- vii. All Postal Ballot forms received up to the closing of working hours on June 3rd, 2018 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 June 3rd, 2018.
- 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 11.04.2018 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.

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,



Ashok

Ashok Kumar Pipalwa
Practising Company Secretary
M. No.: A37314
C.P. No.: 17814

Encl. Annexure-I

Annexure-I

Summary of Postal Ballot and E-Voting through CDSL Portal

Item No. 1: ISSUE OF CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS

(i) Voted in favour of the Resolution:

Mode of voting	Number of members who voted	Number of Votes cast by them	% of total number of valid votes cast
Physical	22	5190875	50.97
Remote e-voting	15	4991603	49.02
Total	37	10182478	99.99

(ii) Votes against the Resolution:

Mode of voting	Number of members who voted	Number of Votes cast by them	% of total number of valid votes cast
Physical	0	0	0.01
Remote e-voting	5	451	0.01
Total	5	451	0.01

Abhis



(iii) Invalid Votes:

Mode of voting	Number of members whose votes were declared invalid	Number of Votes cast by them
Physical	0	0
e-voting	0	0
Total	0	0



Ashok

Ashok Kumar Pipalwa
Practicing Company Secretary
M. No.: A37314
C.P. No.: 17814

Hyderabad,
April 04, 2018