



## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

Notice is hereby given that Extraordinary General Meeting of Members of Sphere Global Services Limited will be held on Friday, March 25, 2016 at 11 A.M. at the Registered Office of the Company at Plot No. A-52, Road No. 70, Journalist Colony, Jubilee Hills, Hyderabad – 500 033, Telangana, for consideration of the following special business:

### **SPECIAL BUSINESS:**

#### **1. Reclassification of Authorised Share Capital and Consequent Alteration of Memorandum of Association and Article of Association**

To consider and, if thought fit to pass, with or without modification(s) the following Resolution for reclassification of authorised capital of company as a Special Resolution:

**“RESOLVED THAT** pursuant to Sections 13, 14, 61 and all other applicable provisions, if any, under the Companies Act, 2013, the existing Authorised Share Capital of the Company of Rs. 393,150,000/- (Rupees Thirty Nine Crores Thirty One Lakhs Fifty Thousand) divided into 3,93,15,000/- (Three Crores Ninety Three Lakhs Fifteen Thousand) Equity Shares of Rs. 10/- (Rupees ten only) each be and is hereby reclassified into

- (i) 3,00,00,000 (Three Crores) Equity Shares of Rs. 10/- (Rupees ten only) each aggregating to Rs. 30,00,00,000 (Thirty Crores only) and
- (ii) 93,15,000 (Ninety Three Lakhs Fifteen Thousand) Compulsory Convertible Preference Shares of Rs. 10/- (Rupees ten only) each aggregating to Rs. 9,31,50,000/- (Rupees Nine Crores Thirty One Lakhs Fifty Thousand),

total aggregating to Rs. 393,150,000/- (Rupees Thirty Nine Crores Thirty One Lakhs Fifty Thousand) .”

**“RESOLVED FURTHER THAT** the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V is as under:

V. The Authorised Share Capital of the Company is Rs. 39,31,50,000 (Rupees Thirty Nine Crores thirty one lakhs fifty thousand only) divided into 3,00,00,000 (Thirty Crores only) Equity Shares of Rs. 10/- (Rupees ten only) each and 93,15,000 (Ninety Three Lakhs Fifteen Thousand) Non-Cumulative Convertible Preference shares of Rs. 10/- (Rupees ten only) each.

**“RESOLVED FURTHER THAT** consequent upon the reclassification in the Share Capital, the Articles of Association stands Amended as per Clause V of the Memorandum of Association.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any of the Directors of the Company or the Company Secretary be and is hereby authorised severally to take all such steps and actions and give such directions as they may in their absolute discretion deem necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by authority of this resolution.”

#### **2. To issue Non- Cumulative Compulsorily Convertible Preference Shares on preferential basis.**

To consider and, if thought fit to pass, with or without modification(s) the following Resolution for reclassification of authorised capital of company as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013, the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the “SEBI Regulations”), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (the “SEBI Takeover Regulations”) the provisions of the Foreign Exchange Management Act, 1999, as amended, and rules and regulations made thereunder, including the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, as amended, if applicable, any other applicable law or laws, rules and regulations (including any amendment thereto or re-enactment thereof for the time being in force) and enabling provisions in the Memorandum and Articles of Association of the Company and Listing Agreements, entered into by the Company with the Stock Exchanges where the shares of the Company are listed, and subject to the approval of, if applicable, the Government of India, the Reserve Bank of India, the Securities and Exchange Board of India and/or all other authorities, institutions or bodies, within or outside India, and subject to such conditions as may be prescribed by any of them while granting such approval, and which may be agreed by the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee(s), which the Board may have constituted or may constitute to exercise the powers conferred on the Board by this resolution), consent of the



Company be and is hereby accorded to create, offer, issue and allot 45,00,000 (Forty Five Lakhs) Non Cumulative Compulsory Convertible Preference Shares of face value of Rs. 10/- each ("NCCCPS") to Non-Promoter as mentioned below in explanatory statement ("Proposed Allottee") on a preferential basis ,by way of swap of shares determined in accordance with valuation report to Y VijayaLatha at such time or times, in one or more tranches and on such terms and conditions and in such manner, as the Board may think fit in its absolute discretion.

**"RESOLVED FURTHER THAT** aforesaid issue of NCCCPS shall be subject to the following terms and conditions:

**a) Terms of conversion:**

The holders of the NCCCPS shall have an option to apply for and be allotted one Equity Share of face value of Rs. 10 of the Company per NCCCPS, at any time after the date of allotment but on or before the expiry of 18 months from the date of allotment. If the NCCCPS are not converted into Equity Shares at the option of the Proposed Allottee within 18 months from the date of the allotment, the NCCCPS shall compulsorily be converted into Equity Shares at the end of the 18 month from the date of allotment of the NCCCPS.

c) The NCCCPS and Equity Shares (upon conversion of NCCCPS) to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company. The Equity Shares arising on conversion of NCCCPS shall rank *paripassu* inter se with the then existing Equity Shares of the Company in all respects, including dividend.

d) The NCCCPS and Equity Shares (upon conversion of NCCCPS) allotted will be subject to the applicable lock-in and transfer restrictions stipulated under Regulations 78 and 79 of the SEBI ICDR Regulations."

**"RESOLVED FURTHER THAT** as per SEBI (ICDR) Regulations the "Relevant Date" for the purpose of determining the issue price, being 30 days prior to the date of the Extraordinary General Meeting, is 24 February, 2016."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to give effect to the above resolutions and to do all such acts, deeds and things necessary or incidental that it may, in its absolute discretion, deem necessary or desirable in regard to the offer, issue and allotment of the NCCCPS and Equity Shares (upon conversion of the NCCCPS), to resolve and settle any questions, difficulties or doubts that may arise in regard to such offer, issue and allotment of NCCCPS and Equity Shares (upon conversion of the NCCCPS)."

**"RESOLVED FURTHER THAT** the Equity Shares proposed to be allotted to the Proposed Allottees upon conversion of the NCCCPS, be listed on the BSE Limited and the National Stock Exchange of India Limited, and that the Board be and is hereby authorised to make the necessary applications and to take all other steps as may be necessary for the listing of the Equity Shares proposed to be allotted to the Proposed Allottees upon conversion of the NCCCPS and for the admission of such Equity Shares with the depositories, viz. NSDL& CDSL, and for the credit of such Equity Shares allotted upon conversion of the NCCCPS to the Proposed Allottee's dematerialised securities account."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers conferred by this resolution on it, to any Committee of Directors, any other Director(s) or officer(s) of the Company to give effect to the aforesaid resolution."

**"RESOLVED FURTHER THAT** the Directors be and are hereby severally authorized to do all such other acts, deeds and things and sign and execute and file such papers and documents as may be necessary to give effect to this resolution and for matter connected therewith or incidental thereto."

By order of the Board  
For Sphere Global Services Limited

Sd/-  
Akshita Surana  
Company Secretary & Compliance Officer

Date: 26.02.2016

Place: Hyderabad

**Registered Office:**

Plot No. A-52, Journalist Colony,  
Jubilee Hills,  
Hyderabad-500033, Telangana



**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF.THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxies in order to be effective must be filled with the company at its Registered Office not later than forty-eight hours before the commencement of the meeting.**
2. **A person shall not act as a proxy for more than 50 members and holding in aggregate not more than ten percent (10%) of the total voting share capital of the Company. However, a single person may act as a proxy for a member holding more than ten percent(10%) of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person.**
3. An Explanatory Statement under Section 102 of the Companies Act, 2013 is annexed herewith and forms part of this notice.
4. Members/Proxies should fill in the Attendance slip for attending the meeting and bring their attendance slip to the meeting and handover the same at the entrance of the meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
6. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
7. In support of the Green initiative in the Corporate Governance, the Company has decided to send documents like notice convening the General Meetings, Financial Statements, Directors Report and Auditors Report etc. to the email address registered by the members with their depositories. We request members to update their email address with their depository participant to ensure that the notice and other documents reach them on their preferred email address. Members who have not registered their email ids with Depository Participants may register their email ids with their respective Depository Participant.
8. Members holding shares in physical form are requested to intimate the change if any, in their registered address to the Company quoting their registered folio or email at **cs@sphereglobal.in**. If the shares are held on Demat form, intimation regarding the change of address if any, has to be informed to the concerned depository participant where the shareholder is maintaining demat account.
9. In accordance with the provisions of section 108 of the Companies Act, 2013 read with the Companies(Management and Administration) Rules,2014 the business may be transacted through electronic voting system and the Company is providing facility for voting by electronic means(“Remote E-Voting”) to its members. The company has engaged the services of Central Depository Services Limited(“CDSL”) to providerevoting facilities and enabling the members to cast their vote in a secure manner.
10. **The instructions for shareholders voting electronically are as under:**
  - (i) The voting period begins on 22<sup>nd</sup> Day of March,2016 at 09:00 a.m and ends on 24<sup>th</sup>Day of March, 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, may cast their vote electronically. The cut-off date for eligibility for remote e-voting is 17/03/2016.The Remote e-voting module shall be disabled by CDSL for voting thereafter.
  - (ii) The Company has appointed Mr. Manoj Kumar Koyalkar, of M/s. AGR Reddy & Co., Practicing Company Secretaries (Certificate of Practice:10004), as ‘scrutinizer’ for conducting and scrutinizing the remote e-voting process in a fair and transparent manner.
  - (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - (iv) Click on Shareholders.
  - (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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>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.</li> <li>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.</li> </ul>
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	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>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 (iv).</li> </ul>

- (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 the EVSN for the relevant <Company Name> on which you choose to vote.
- (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 Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a 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.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - 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 e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
11. The log in ID and password for remote e-voting along with process, manner and instructions for remote e-voting is being sent to the members who have not registered their email IDs with the Company along with physical copy of notice. Those members who have registered their email IDs with the Company their respective Depository Participants are being forwarded the login ID and password for remote e-Voting along with process, manner and instructions by email.
12. The Scrutinizer shall immediately after the conclusion of voting at the General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses who are not in the employment of the Company and within a period not exceeding three (3) days from the conclusion of the meeting make a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or person authorized by the Chairman for counter signature.



13. The Results shall be declared either by the Chairman or by an authorized person of the Chairman and the resolution will be deemed to have been passed on the EGM date subject to receipt of the requisite number of votes in favour of the Resolution(s).
14. Immediately after declaration of results, the same shall be placed along with the Scrutinizer's Report on the Company's website and communicated to the Stock Exchanges where the shares of the Company are listed for placing the same on their website.

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013**

The following Statement, as required under Section 102 of the Companies Act, 2013, sets out all material facts relating to the items of Special Business mentioned in the accompanying Notice:

#### **Item No. 1:**

The Authorised Share Capital of the Company is Rs. 393,150,000/- (Rupees Thirty Nine Crores Thirty One Lakhs Fifty Thousand) divided into 3,93,15,000/- (Three Crores Ninety Three Lakhs Fifteen Thousand) Equity Shares of Rs. 10/- (Rupees ten only) each.

The resolution set out in Item No. 1 seeks to alter the capital clause of Memorandum of Association in order to re-classify the existing Authorised Share Capital of Rs. 393,150,000/- (Rupees Thirty Nine Crores Thirty One Lakhs Fifty Thousand) comprising of 3,93,15,000/- (Three Crores Ninety Three Lakhs Fifteen Thousand) Equity Shares of Rs. 10/- (Rupees ten only) each into 3,00,00,000 (Three Crores) Equity Shares of Rs. 10/- (Rupees ten only) each and Rs. 9,31,50,000/- (Rupees Nine Crore Thirty One Lakhs Fifty Thousand) divided into 93,15,000 (Ninety Three Lakhs Fifteen Thousand) Non Cumulative Compulsory Convertible Preference shares of Rs. 10/- (Rupees ten only) each.

Resolution set out in Item No. 2 is relating to issue of NCCCPS on preferential basis, therefore, it is necessary to amend the capital clause of the Memorandum of Association. Pursuant to the provisions of the Companies Act, 2013, the Company is required to obtain approval of its shareholders to carry out alteration in the Memorandum of Association of the Company.

The Directors accordingly recommend the resolution at set out in Item No. 1 for your approval as a Special resolution.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice except to the extent of their individual shareholding in the Company.

A copy of the Memorandum of Association of the Company together with the proposed alteration is available for inspection at registered office of the Company between 11:00 a.m. and 5:30 p.m. on all working days up to the date of the Extraordinary General Meeting.

#### **Item No. 2:**

**Mrs. Y VijayaLatha is the shareholder in M/s MYTECSOFT INC., an American Corporation and M/s MY-TEC SOFTWARE PVT LTD providing SAP implementation services together called as ("MYTEC GROUP") .**

The Board of Directors of the Company on 26.02.2016 has proposed to issue NCCCPS on preferential basis to **Ms. Vijaya, Shareholder** ("Proposed Allottee"), in the following manner:

- 45,00,000 (Forty Five Lakhs only) NCCCPS of face value of Rs. 10/- each in lieu of shares of **MYTEC GROUP**.

The relevant details / disclosures of the proposed issue are given below:

1. The NCCCPS and Equity Shares (upon conversion of NCCCPS) allotted will be subject to the applicable lock-in and transfer restrictions stipulated under Regulations 78 and 79 of the SEBI (ICDR) Regulations.
2. The Equity Shares (equity shares upon conversion of NCCCPS) shall rank *paripassu* inter se and with the then existing equity shares of the Company in all respects, including dividend.

The following details of the proposed preferential issue of are disclosed in accordance with the provisions of the Act and the ICDR Regulations, as amended from time to time:

#### **a) The objects of the preferential issue:**

Mytec Group has demonstrated strong growth and profitability since its inception, which will boost the revenues of SGSL significantly. We anticipate that this acquisition will increase workforce, widen geographic presence with clients spread across various continents and provide stable cash flow which will smooth out the seasonality inherent in our existing business by providing now both Onsite and Offshore Services. We view Mytec Group as a good fit to our long term vision as we actively seek accretive M&A opportunities to accelerate our growth and earning power."

The object(s) of the issue through preferential allotment is to augment the resources of the Company for general corporate purposes and purposes permitted by applicable laws.

#### **b) Proposal of the promoters, directors or key management personnel of the Company to subscribe to the offer:**

None of the promoters, directors or key management personnel of the Company are subscribing to this offer.

**c) Relevant Date:**

The Relevant Date for the purpose of determining the pricing of shares arising out of NCCCPS in accordance with Chapter VII of SEBI (ICDR) Regulations, 2009 is 24.02.2016 (i.e. 30 days prior to the date of Extraordinary general meeting of the members i.e, 25.03.2016).

Pricing (No. Swap Shares): The Swap of Shares is determined in terms of valuation of assets of TriTelAGmbH subject to Regulation 76 SEBI (ICDR) Regulations. Further, the Company undertakes to re-compute the same, if at all required, in terms of the provisions of these regulations where it is required to do so.

**d) Shareholding Pattern before and after the Preferential Issue:**

The Shareholding pattern giving the present position as also considering full allotment of NCCCPS to Promoters and/or Non-Promoter Group and equity shares arising out of the conversion thereof, as per Resolution of the Notice is given below:

Name of the Shareholders	Pre issue shareholding		Preferential Issue	Post Issue Shareholding	
	No. of Shares held	% of Shares	No. of Share	No. of shares held	% of Shares
<b>(A) Promoters' Shareholding</b>					
Promoter & Promoter Group					
(1) Indian					
(a) Individuals / HUF	700004	4.01	--	700004	3.19
(b) Central Govt. / State Govt.	--	--	--	--	--
(c) Bodies Corporate	11260873	64.46	--	11260873	51.26
(d) Financial Institutions / banks	--	--	--	--	--
(e) Any Other (Specify)	--	--	--	--	--
<b>Sub Total (A) (1)</b>	<b>11960877</b>	<b>68.47</b>	<b>--</b>	<b>11960877</b>	<b>54.45</b>
(2) Foreign			--		
(a) Individuals (Non-Residents Individuals/ Foreign Individuals)	--	--	--	--	--
(b) Bodies Corporate	--	--	--	--	--
(c) Institutions	--	--	--	--	--
(d) Any Other (Specify)	--	--	--	--	--
<b>Sub Total(A)(2)</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>
<b>Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)</b>	<b>1,19,60,877</b>	<b>68.47</b>		<b>1,19,60,877</b>	<b>54.45</b>
(B) Public shareholding	--	--	--	--	--
(1) Institutions	--	--	--	--	--
(a) Mutual Funds/ UTI	--	--	--	--	--
(b) Financial Institutions / Banks	--	--	--	--	--
(c) Central Government/ State Government(s)	--	--	--	--	--
(d) Venture Capital Funds	--	--	--	--	--
(e) Insurance Companies	--	--	--	--	--
(f) Foreign Institutional Investors	--	--	--	--	--
(g) Foreign Venture Capital Investors	--	--	--	--	--
(h) Foreign Bodies Corp	7308	0.04	--	7308	0.03
<b>Sub-Total (B)(1)</b>	<b>7308</b>	<b>0.04</b>	<b>--</b>	<b>7308</b>	<b>0.03</b>
B 2 Non-institutions					
(a) Bodies Corporate	1171806	6.71	--	11,71,806	5.33
(b) Individuals					
(i) Individuals -i. Individual shareholders holding nominal share capital up to Rs 2 lakh	1907249	10.92	45,00,000	6407249	29.16
(ii) Individual shareholders holding nominal share capital in excess of Rs. 2 lakh.	2063421	11.81		2063421	9.39
(d) Others	358211	1.60		358211	1.63
<b>Sub-Total (B)(2)</b>	<b>5500687</b>	<b>31.49</b>			
<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>55,07,995</b>	<b>31.53</b>			
<b>TOTAL (A)+(B)</b>	<b>1,74,68,872</b>	<b>100</b>		<b>21968872</b>	<b>100</b>



**Presumption** Post Shareholding pattern has been prepared on the assumption (i) the entire NCCCPS shall be converted into equity shares, in one or more tranches. This may, however, vary depending upon any other corporate action in between.

(ii) Post shareholding pattern may be changed on conversion of 10,00,000 warrants have been issued by the company which can be converted into equity shares .

**e) Proposed time within which the allotment shall be completed:**

In terms of Regulation 74(1) of ICDR Regulations, NCCCPS shall be allotted within a period of 15 days from the date of approval of the members to the preferential issue, provided that where the said allotment is pending on account of pendency of any approval for such allotment by any regulatory authority, the allotment shall be completed within a period of 15 days from the date of such approval.

**f) Identity of the natural persons who are ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees; the percentage of post preferential issue that may be held by them and change in control, if any, in the Company, consequent to the preferential issue is as follows:  
any, in the Company consequent to the preferential issue, is as follows:**

Name of the proposed allottee	Category	Pre issue shareholding		Number of Equity NCCCPS proposed to be allotted	Post Issue Share holding after conversion of the NCCCPS
Ms.Vijaya Y .Latha	Promoter	--	--	45,00,000	45,00,000

**Note:** (i) Post Shareholding pattern has been prepared on the assumption that the entire NCCCPS shall be converted into equity shares, in one or more tranches. This may, however, vary depending upon any other corporate action in between.

(ii) The post issue paid-up capital of the Company is subject to alterations on account of exercise of options granted under existing ESOP Schemes of the Company, if any conversion of warrants as well as under any new ESOP / ESPS Schemes and consequently the post-issue shareholding percentage of the Proposed Allottee(s) mentioned above may also stand altered.

**g) Lock in:**

NCCCPS and Equity Shares (upon conversion of NCCCPS) allotted will be subject to applicable lock-in and transfer restrictions stipulated under Regulations 78 and 79 of the SEBI Regulations. The entire pre preferential allotment shareholding of the Proposed Allottee, if any, shall be locked-in from the relevant date up to a period of six months from the date of the trading approval .

**h) Auditor's Certificate:**

A copy of the Company's Statutory Auditors certifying that the issue is being made in accordance with the requirements of the SEBI(ICDR) Regulations, 2009 shall be placed before the Shareholders at the Extraordinary General Meeting of the Company and the same shall be open for inspection at the registered office of the Company between 11:00 a.m. and 5:30 p.m. on all working days till the date of the Extraordinary General Meeting.

**i). Consequential Changes in the Voting Rights**

Voting rights will change in tandem with the shareholding pattern. However, there shall not be any change in the management control of the Company.

**j) Change in Management/ Control**

The issue of NCCCPS and their conversion into equivalent number of equity shares will not result in any change in the management or control of the Company.

**(k) Number of persons to whom allotment on preferential basis has been made in terms of number of securities as well as price:**

Post 01<sup>st</sup> April,2015 and up to the date of this Notice, the following preferential allotments have been made:

Date of allotment	No. of Securities allotted	Issue Price	No. of allottee(s)	Type of Security
29.06.2015	10,00,000	Rs.10 @premium of Rs. 40/-	3	Warrants

As it is proposed to issue and allot the aforesaid securities on preferential basis, special resolution is required to be passed by members pursuant to the provisions of Section 62 of the Companies Act, 2013 and Chapter VII of the SEBI (ICDR) Regulations, 2009.

The Directors accordingly recommend the resolution at set out in Item No. 2 for your approval as a Special resolution.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice except to the extent of their individual shareholding in the Company.

By order of the Board  
for Sphere Global Services Limited

Sd/-  
Akshita Surana  
Company Secretary & Compliance Officer

Date: 26.02.2016  
Place: Hyderabad

**Registered Office:**  
Plot No. A-52, Journalist Colony,  
Jubilee Hills,  
Hyderabad-500033, Telangana



**Sphere Global Services Limited**

Registered Office at : Plot No. A-52, Journalist Colony, Jubilee Hills, Hyderabad-500033, Telangana

**Form No. MGT-11**

**Proxy form**

**[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]**

Name of the Member(s)		
Registered Address		
E-mail Id	Folio No /Client ID	DP ID

I/We, being the member(s) of \_\_\_\_\_ shares of the above named company. Hereby appoint

Name :	E-mail Id:
Address:	
Signature , or failing him	

Name :	E-mail Id:
Address:	
Signature , or failing him	

Name :	E-mail Id:
Address:	
Signature , or failing him	

as my/ our proxy to attend and vote( on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the company, to be held on Friday 25<sup>th</sup> March,2016 at 11.00 A.M. . at Plot No. A-52, Road No. 70, Journalist Colony, Jubilee Hills, Hyderabad – 500 033,Telangana and at any adjournment thereof in respect of such resolutions as are indicated below:

**Resolution No.**

Sl. No.	Resolution(S)	Vote	
		For	Against
1.	<b>Reclassification of Authorised Share Capital and Consequent Alteration of Memorandum of Association and Article of Association</b>		
2.	<b>1. To issue Non- Cumulative Compulsorily Convertible Preference Shares on preferential basis.</b>		

\* Applicable for investors holding shares in Electronic form.

Signed this \_\_\_\_ day of \_\_\_\_ 20 \_\_\_\_

Affix Revenue  
Stamps

Signature of Shareholder    Signature of Proxy holder

Signature of the shareholder across  
Revenue Stamp

Note:

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- 2) The proxy need not be a member of the company





**Sphere Global Services Limited**

**Registered Office at :Plot No. A-52, Journalist Colony, Jubilee Hills, Hyderabad-500033, Telangana**

**ATTENDANCE SLIP**

*Extraordinary General Meeting on **Friday, 25<sup>th</sup> March, 2016** at 11.00 A.M. at Plot No. A-52, Road No. 70, Journalist Colony, Jubilee Hills, Hyderabad – 500 033, Telangana*

Full name of the members attending \_\_\_\_\_

(In block capitals)

Ledger Folio No./Client ID No. \_\_\_\_\_ No. of shares held: \_\_\_\_\_

Name of Proxy \_\_\_\_\_

(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the Extraordinary General Meeting of **Sphere Global Services Limited** held at. at Plot No. A-52, Road No. 70, Journalist Colony, Jubilee Hills, Hyderabad – 500 033, Telangana, on Friday, 25<sup>th</sup> March, 2016

(Member's /Proxy's Signature)

**Note:**

- 1) Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.
- 2) The Proxy, to be effective should be deposited at the Registered Office of the Company not less than FORTY EIGHT HOURS before the commencement of the meeting.
- 3) A Proxy need not be a member of the Company.
- 4) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- 5) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.



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SPHERE GLOBAL SERVICES LIMITED  
A-52, Road No. 70, Journalist Colony, Jubilee Hills,  
Hyderabad, Telangana- 500033, India