



SPHERE GLOBAL SERVICES LIMITED

25th

ANNUAL REPORT

2014 - 2015

Contents

Page No.

1. Corporate Information	1
2. Notice of Shareholder	2
3. Directors Report	18
4. Report on Corporate Governance	40
5. Management Discussion and Analysis	51
6. Independent Auditors Report on the Standalone Financial Statements	53
7. Balance Sheet	57
8. Statement of Profit and Loss	58
9. Notes to Financial Statements	59
10. Cash Flow Statement	68
11. Independent Auditors Report on the Consolidated Financial Statements	69
12. Consolidated Balance Sheet	72
13. Consolidated Statement of Profit and Loss	73
14. Consolidated Cash Flow Statements	74
15. Attendance Slip and Proxy Form	76

Board of Directors

S. Sudhakaran Reddy	(DIN 01436242) - Managing Director
Prakash Tripathi	(DIN 06926812) -Director
Ramakrishna Bhaskar	(DIN 01620392) -Director & CFO
Sunder Raj Nyaypathi	(DIN 01679215) -Independent Director
SRS Srivastava	(DIN 06558343) -Independent Director
Suneetha Vishnupanthulu	(DIN 01550771) -Independent Director

Key Managerial Person

S Sudhakaran Reddy
(Managing Director)

Prakash Tripathi
(Whole Time Director)

Ramakrishna Bhaskar
(Whole time Director and CFO)

Akshita Surana
(Company Secretary & Compliance Officer)

BOARD COMMITTEES

AUDIT:

Sunder Raj Nyaypathi	-Chairman
SRS Srivastava	-Member
S Sudha Kiran Reddy	-Member

Nomination & Remuneration:

Sunder Raj Nyaypathi	-Chairman
SRS Srivastav	-Member
Suneeta Vishnupanthulu	-Member

Stakeholders and Relationship:

Sunder Raj Nyaypati	-Chairman
Ramakrishna Bhaskar	-Member
Prakash Tripathi	-Member

Statutory Auditors

Niranjan & Narayan
103- Surabhi Nest, 3-6-361/16,
Street No.20, Himayathnagar,
Hyderabad, Andhra Pradesh

Registered and Corporate Office

A-52, Road No 70,
Journalist Colony, Jubilee Hills,
Hyderabad -500033
Tel: +91-40-2355 2284/85/86
Fax: +91-40-2355 2283
E mail : cs@sphereglobal.in
Website: www.sphereglobal.in
Cin : L36999TG1990PLC011129
ISIN : INE737B01033

Bankers:

HDFC BANK

Registrar and Share Transfer Agents:

Venture Capital and Corporate Investments Pvt. Ltd.
12-10-167, Bharat Nagar
Hyderabad, 500018,
Phone : +91 040-23818475/23818476/23868023
Fax : +91 040-23868024
E mail: info@vccilindia.com

NOTICE

NOTICE is hereby given that the 25th Annual General Meeting (AGM) of the Members of **SPHERE GLOBAL SERVICES LIMITED (the Company)** will be held on Wednesday, 30th September, 2015 at **02.00 p.m** at ICWAI Bhavan, Beside Dena Bank, Sanath Nagar, Hyderabad, Telangana 500018 to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt:
 - a) the Audited financial statements of the company for the financial year ended 31st March 2015, the Reports of the Board of Directors and Auditors thereon.
 - b) the audited consolidated financial statements of the company for the financial year ended 31st March, 2015.
2. To appoint a Director in place of Mr. Ramakrishna Bhaskar (DIN: 01620392), who retires by rotation, and being eligible offers himself for re-appointment.
3. To ratify the 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 for a period of 3 years until the conclusion of 27th Annual General Meeting, (subject to ratification at every AGM) and to fix their remuneration for the financial year ending March 31, 2016

SPECIAL BUSINESS

4. APPOINTMENT OF MRS. SUNEETA VISHNUPANTHULU AS INDEPENDENT DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mrs. Suneeta Vishnupanthulu (DIN: 01550771), who was appointed as an Additional Director with effect from 24/03/2015 on the Board of the Company in terms of Section 149, 152, 160 and 161 of the Companies Act, 2013 and Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 along with requisite deposit, proposing her candidature for the office of Independent Director, be and is hereby appointed as an Independent director of the company, to hold office as such for a period of 5 (five) consecutive years, with effect from the date of appointment of additional director and that she shall not be liable to retire by rotation.”

5. TO APPOINT MR. S SUDHAKIRAN REDDY AS DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. S Sudhakiran Reddy (DIN: 01436242) who was appointed as an Additional Director of the Company with effect from 03rd October, 2014 on the Board of the Company in terms of Section 149, 152, 160 and 161 of the Companies Act, 2013 and Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom a notice has been received from a member in writing, under section 160 of the Companies Act, 2013 along with requisite deposit, proposing his candidature for the office of director, be and is hereby appointed as Director of the Company.”

6. TO APPOINT MR. S SUDHAKIRAN REDDY AS MANAGING DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 read with Schedule V and all other applicable provisions, if any of the Companies Act, 2013 including any statutory modifications or re-enactments thereof and subject to such consents and approvals from any authorities, as may be necessary, from time to time, the company hereby approves the appointment of and remuneration payable to Mr. S Sudhakiran Reddy (DIN: 01436242) as Managing Director of the Company for a period of three years w.e.f. 14.10.2014 as per the terms and conditions as stated in the explanatory statement to this

resolution, with liberty to the Board of Directors (hereinafter referred to as the “the Board” which term shall be deemed to include any committee which the Board may constitute to exercise powers, including the powers conferred by this resolution) to alter and vary the terms and conditions of appointment and/or remuneration as may be agreed to between the Board and Mr. S Sudhakiran Reddy, subject to the provisions of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the remuneration as stated in the explanatory statement to this resolution, shall be paid and allowed as minimum remuneration to Mr. S Sudhakiran Reddy during the continuance of his tenure as Managing Director, notwithstanding the absence or inadequacy of profits in any financial year

“RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7. TO PAY REMUNERATION TO MR. RAMAKRISHNA BHASKAR AS WHOLE TIME DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 197, 198,203 read with Schedule V and all other applicable provisions, if any of the Companies Act, 2013 including any statutory modifications or re-enactments thereof consent of the members be and is hereby accorded for payment of remuneration to Mr. Ramakrishna Bhaskar, Whole –time Director not exceeding Rs. 24,00,000 p.a w.e.f 1st October,2015

“RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any year during his tenure, Mr. Ramakrishna Bhaskar be paid minimum remuneration as provided in Schedule V of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

8. TO PAY REMUNERATION TO MR. PRAKASH TRIPATHI AS WHOLE TIME DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 197, 198,203 read with Schedule V and all other applicable provisions, if any of the Companies Act, 2013 including any statutory modifications or re-enactments thereof consent of the members be and is hereby accorded for payment of remuneration to Mr. Prakash Tripathi , Whole –time Director not exceeding Rs. 24,00,000 p.a. 1st October,2015

“RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any year during his tenure, Mr. Prakash Tripathi be paid minimum remuneration as provided in Schedule V of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

9. BOARD OF DIRECTORS TO MAKE INVESTMENT IN EXCESS OF THE PRESCRIBED LIMITS

To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof) and enabling provisions in the Memorandum of Association and Articles of Association of the company and subject to such approvals, consents, permissions as may be necessary in this regard, consent of the company be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board” which expression shall also include a committee thereof) to (a) give any loan to any person or other body corporate (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate (i) upto an aggregate amount not exceeding Rs. 100 Crores or (ii) 60% of the aggregate of the paid-up share capital and free reserves and securities premium account; or (iii) 100% of its free reserves and securities premium account, whichever is higher, on such terms and conditions, as the Board may think fit.”

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts and deeds as may be required to give effect to the above resolution from time to time."

10. TO ISSUE SHARES UNDER ESOPS SCHEME

To consider and, if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:

"RESOLVED THAT in accordance with the provisions contained in the Memorandum and articles of Association and pursuant to the provisions of section 62, and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the provisions contained in the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("the Regulations") and such other applicable laws (including any statutory modifications or re-enactment of the Act or the Regulations, for the time being in force) and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed by the Board of Directors of the Company herein after referred to as "the Board" which terms shall be deemed to include any committees thereof, including the Nomination and Remuneration Committee which the Board might constitute (hereinafter referred to as "the Committee") to exercise its powers, including the powers conferred by this resolution), consent of the members of the company be and is hereby accorded to the Board, to introduce, offer, issue, and allot up to 10,00,000 Equity Shares, from time to time in one or more tranches to of for the benefit of employees who are in permanent employment of the company and its Subsidiaries whether working in India or out of India, including directors of the company, as may from time to time be allowed to be eligible for the benefits under the provisions of applicable laws and Regulations prevailing from time to time (all such persons are hereinafter collectively referred to as "Employees") under a Scheme titled "SGSL Employees Stock Option Scheme-2015", (hereinafter referred to as the "SGSL ESOP'S -2015"), on such terms and conditions as may be fixed or determined by the nomination and remuneration committee in accordance with the provisions of the law or Regulations issued by the relevant authority.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make any modifications, change(s), variations(s), alteration(s) or revision(s) in the terms and conditions of "SGSL ESOP'S -2015" from time to time including, but not limited to, amendment(s) with respect to vesting period and schedule, exercise price, exercise period, eligibility criteria or to suspend, withdraw, terminate or revise "SGSL ESOP'S -2015"

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division of the Company and others, the Board / Nomination and Remuneration Committee is authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and as permitted under applicable laws, so as to ensure that fair and equitable benefits under the Scheme are passed on to the Employee.

RESOLVED FURTHER THAT all the new equity shares to be issued and allotted as aforesaid shall rank pari passu including dividend inter se with the then existing equity shares of the Company in all respects.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the Securities allotted under "SGSL ESOP'S -2015" on the Stock Exchanges as per the provisions of the Listing Agreements with the Stock Exchanges concerned, the Guidelines and other applicable laws and regulations.

RESOLVED FURTHER THAT in case the Equity Shares of the Company are either sub-divided or consolidated, then the number of Shares to be allotted and the exercise price payable by the Option grantees under the Plan shall automatically stand reduced or augmented, as the case may be, in the same proportion as the present face value of Rs. 10 per Equity Share shall bear to the revised face value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees.

RESOLVED FURTHER THAT for the purpose of giving effect to any creation, offer; issue, allotment of securities, the Board be and is hereby authorized on behalf of the Company to evolve, decide upon and bring in to effect the Scheme and make any modifications, changes, variations, alterations or revisions in the said Scheme from time to time in its sole discretion in conformity with the provisions of the Act, the Memorandum and Articles of Association of the Company and any other applicable laws or to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any powers conferred herein to Nomination and Remuneration Committee or such other Committee, with power to further delegate to any Executives/Officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc., as may be necessary in this regard”.

11. RATIFICATION OF RESOLUTION PASSED AT THE EXTRA-ORDINARY GENERAL MEETING HELD ON 15.06.2015

To consider and, if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution

RESOLVED THAT the members do and hereby ratify the below resolution passed at the Extra –Ordinary General Meeting held on 15.06.2015 as required by the Bombay Stock Exchange at the time of granting of the In-Principle Approval.

FURTHER RESOVED THAT pursuant to Section 62(1)(c), Section 42 and other applicable provisions, if any of the Companies Act,2013 and rules framed there under (including any statutory modification or re-enactment thereof, for the time being in force) and enabling provisions in the Memorandum & Articles of Association of the Company and the Listing agreement entered into by the Company with the Stock Exchange where the shares of the Company are listed and subject to approvals, consents, permissions and /or sanctions of any other authorities/institutions and subject to such conditions as may be prescribed by any of them while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of directors (herein referred to as the “BOARD” which terms shall be deemed to include any committee which the Board may have constituted or herein after constitute to exercise its powers including the powers conferred by this resolution),the Board be and is hereby authorized to create, offer, issue, allot and deliver in one or more tranches upto 10,00,000(Ten Lakh) warrants on a preferential basis to persons mentioned in the explanatory statement entitling the holder of each warrant to apply for and obtain the allotment of one equity share against each warrant(herein referred to as “Warrants”), in such manner and at such price, terms and conditions as may be determined by the Board in accordance with the provisions of Chapter VII of the SEBI(ICDR)Regulations.

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

The proposed allottees of Warrants shall, on the date of allotment of Warrants, pay an amount equivalent to at least 25% of the exercise price determined in compliance with the provisions of the SEBI (ICDR) Regulations, 2009.

The balance 75% of the exercise price shall be payable on or before the conversion of said Warrants into Equity Shares, within a maximum permissible period of 18 months from the allotment thereof.

The proposed allottees of Warrants will be entitled to apply for and obtain allotment of one equity share of face value of Rs. 10(Rupees Ten) each issued at a premium of Rs. 40 (Rupees 40) of the Company against each Warrant at any time after the date of allotment but on or before the expiry of 18 (Eighteen) months from the date of allotment thereof, in one or more tranches.

Warrants and/ or the equity shares to be allotted upon conversion shall be under lock in for such periods as may be prescribed by the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.

Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in as provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under.

RESOLVED FURTHER THAT the “Relevant Date” in relation to the issue of warrants in accordance with the SEBI(ICDR) Regulations would be May 15, 2015 being the date 30 days prior to the date of passing of this resolution.

RESOLVED FURTHER THAT the resultant equity shares to be allotted on conversion of warrants in terms of this resolution shall rank pari- passu in all respects with the then equity shares of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all such actions and do all such deeds, matters and things as it may ,in its absolute discretion, deem necessary, desirable or expedient to the issue or allotment of such warrants and listing thereof with the Stock Exchange as appropriate and to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment, utilization of issue proceeds and to do all such acts, deeds and things in connection therewith and incidental thereto as the Board at its absolute discretion deem fit, without being required to seek any further consent or approval of the Members or

otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the board be and is hereby authorized to delegate all or any of the powers herein conferred to any Directors/Officers of the Company to give effect to the aforesaid resolution.

12. TO INCREASE IN THE BORROWING POWERS OF THE COMPANY

To consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution) for borrowing from time to time, any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not at any time exceed the limit of Rs.100 crores.”

“RESOLVED FURTHER that the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required.

13. ADOPTION OF AMENDED ARTICLES OF ASSOCIATION

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of section 14 and all other applicable provisions of the Companies Act, 2013 and the Rules made there under including any statutory modifications(s) or re-enactment thereof, for the time being in force, the draft form of the revised Articles of Association submitted to this meeting, be and are hereby approved and adopted in substitution and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the any one of the Directors and the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to this resolution.”

By Order of the Board of Directors
for **SPHERE GLOBAL SERVICES LIMITED**
(formerly known as Color Chips (India) Limited)

sd/-
Akshita Surana
Company Secretary & Compliance Officer
Membership Number: A32571

Registered Office:

Plot No. A-52, Road no.70 Journalist Colony,
Jubilee Hills -500033,
Hyderabad, Telangana,
Tel: +91-40-2355 2284/85/86
Fax: +91-40-2355 2283
CIN: L36999TG1990PLC011129
Website: www.sphereglobal.in
Email: cs@sphereglobal.in

Date: 05.08.2015

Place: Hyderabad

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to Remote e-voting are given in this Notice under Note No. 29. The Company will also send communication relating to Remote e-voting which inter alia would contain details about User ID and password along with a copy of this Notice to the members, separately.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days’ written notice is given to the Company.
4. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. Shareholders are requested to bring their copy of annual report to the Meeting. In accordance with the provisions of the Companies Act, 2013 & SEBI Guidelines, only abridged standalone and consolidated annual accounts for the financial year ended March 31, 2015 are circulated. Any member desirous of having a copy of detailed accounts may apply to the Company and copies thereof will be available for reference at the venue of the Meeting.
6. Members are requested to bring their attendance slip along with their copy of Annual Report to the meeting. 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.
7. Brief details of Directors seeking re-appointment / appointment at the Annual General Meeting scheduled to be held on 30th September, 2015 (Pursuant to Clause 49 of the Listing Agreement) forms part of the notice.
8. The Register of Members and Share Transfer Books will remain closed from 23rd September, 2015 to 30th September, 2015 (both days inclusive).
9. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
10. The members who have not surrendered their old share certificates (Issued by the then M/s. Color (chips) India Limited, now known as Sphere Global Services Limited, under the change of name) are requested to surrender their old share certificates to M/s. Sphere Global Services Limited at their registered office : A-52, Road no. 70, Journalist Colony, Jubilee Hills, Hyderabad- 500033 obtain their new share certificates of this Company.
11. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease in portfolio management. Members may contact the Company or Registrar and Share Transfer Agent of the Company, for assistance in this regard.
12. No Dividend on equity shares as recommended by the Board of Directors for the financial year ended March 31, 2015.

13. a) The members who are holding shares in physical form are requested to intimate any change in their address with pin code immediately either to the Company or to the Registrar & Share Transfer Agent.
b) The members who are holding shares in demat form are requested to intimate any change in their address with pin code immediately to their Depository Participants.
14. Non-Resident Indian Members are requested to inform M/s. Venture Capital and Corporate Investments Private Limited, immediately of:
 - a) Change in their residential status on return to India for permanent settlement.
 - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
15. The Securities and Exchange Board of India (SEBI) vide circular ref no. MRD/DoP/CIR-05/2007 dated April 27, 2007, made PAN the sole identification number for all participants transacting in the securities market, irrespective of the amount of transaction. In continuation of the aforesaid circular, it is hereby clarified that for securities market transactions and off market/private transactions involving transfer of shares of listed companies in physical form, it shall be mandatory for the transferee(s) to furnish a copy of their PAN card to the Company / RTAs for registration of such transfer of shares.
16. The Ministry of Corporate Affairs, Government of India (vide its circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' by allowing paperless compliances and recognizing delivery of Notices / Documents / Annual Reports, etc., to the shareholders through electronic medium. In view of the above the Company will send Notices / Documents / Annual Reports, etc., to the shareholders through email, wherever the email addresses are available; and through other modes of services where email addresses have not been registered. Accordingly, members are requested to support this initiative by registering their email addresses in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with the Company's Registrar and Transfer Agent, M/s. Venture Capital and Corporate Investments Private Limited
17. Pursuant to Section 108 of Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended and Clause 35B of the Listing Agreement, the Company is pleased to provide facility to the members to exercise their right to vote at the 25TH AGM by electronic means and the business shall be transacted through Remote e-voting services provided by Central Depository Services Limited ("CDSL").
18. The facility for voting through ballot / polling paper shall be made available at the AGM, to all the members attending the AGM, who have not opted evoting facility. Further, the members who have opted Remote evoting facility may also attend the AGM but shall not be entitled to cast their vote again at the AGM.
19. The Board of Directors of the company has appointed Mr. Manoj Kumar Koyalkar M/s AGR Reddy & Co., Practising Company Secretaries, Hyderabad as Scrutinizer for conducting the Remote e-voting process for the Annual General Meeting in a fair and transparent manner.
20. The login ID and password for Remote e-voting is being sent to the members who have not registered their e-mail IDs with the Company / their respective Depository Participants along with physical copy of the Notice. Those members who have registered their e-mail IDs with the Company / their respective Depository Participants are being forwarded the login ID and password for Remote e-voting by e-mail.
21. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 21st September, 2015. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, only shall be entitled to avail the facility of Remote e-voting / Poll.
22. Any person who become members of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. 21st September, 2015, may obtain the User ID and password for Remote e-voting by sending email intimating DP ID and Client ID / Folio No. at www.evotingindia.com or can vote through ballot paper to be downloaded from the Company's website www.sphereglobal.in
23. The Remote e-voting facility will be available during the following period:
Commencement of Remote e-voting: From 9.00 a.m. (IST) on September 27, 2015
End of Remote e-voting: Up to 5.00 p.m. (IST) on September, 29th, 2015

24. The Remote e-voting will not be allowed beyond the aforesaid date and time and the Remote e-voting module shall be disabled by CDSL upon expiry of aforesaid period.
25. The Scrutinizer, after scrutinising the votes cast at the meeting (Poll) and through Remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.sphereglobal.in and on the website of CDSL at www.evotingindia.com. The results shall simultaneously be communicated to the Stock Exchanges.
26. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. September, 30th 2015.
27. Instructions and other information relating to Remote e-voting:
- (i) The voting period begins on 27th September, 2015 at 09:00 a.m and ends on 29th day of September, 2015 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 21.09.2015, may cast their vote electronically. The Remote e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the Remote e-voting website www.evotingindia.com.
 - (iii) Click on Shareholders.
 - (iv) 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.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) 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. 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.</p>
DOB	<p>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.</p>
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. 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).</p>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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 Remote 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.

- (x) For Members holding shares in physical form, the details can be used only for Remote e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) 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.
- (xviii) 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 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.

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 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.

- (xix) In case you have any queries or issues regarding Remote e-voting, you may refer the Frequently Asked Questions (“FAQs”) and Remote e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
 1. 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.
 2. The Company has appointed Mr. Manoj Kumar Koyalkar, Company Secretary in Practice as “Scrutinizer” for conducting the Remote e-voting process for the Extra-ordinary General Meeting in a fair and transparent manner.

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

The following Explanatory Statements, as required under Section 102 of the Companies Act, 2013, set out all material facts relating to the business under Item Nos. 4, 5, 6, 7, 8, 9, 10, 11, 12, 13 of the accompanying Notice dated 05.08.2015

ITEM NO. 4

Mrs. Suneeta Vishnupanthulu, was appointed as an Additional Director of the Company with effect from 24.03.2015 in accordance with the provisions of sections 149, 152, 160 and 161 of the Companies Act, 2013 and Articles of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013 the above director holds office up to the date of the ensuing Annual General Meeting. In this regard the Company has received request in writing from a member of the company proposing Mrs. Suneeta Vishnupanthulu candidature for appointment as Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013. The Board feels that presence of Mrs. Suneeta Vishnupanthulu on the Board is desirable and would be beneficial to the company and hence recommends resolution No. 4 for adoption.

None of the Directors or KMP or relatives of Directors and KMP, except Mrs. Suneeta Vishnupanthulu, are in any way, concerned with or interested, financially or otherwise, in the resolution at Item No. 4 of the accompanying notice.

The Board recommends the resolution at Item No. 4 to be passed as an ordinary resolution.

ITEM NO. 5

Mr. S Sudhakiran Reddy, was appointed as an Additional Director of the Company with effect from May 30, 2015 by the Board of Directors under Section 161, 149 (1) of the Act.

In terms of Section 161(1) of the Act, Mr. S Sudhakiran Reddy holds office only upto the date of the forthcoming AGM but is eligible for appointment as a Director. A notice under Section 160(1) of the Act has been received from a member signifying his intention to propose Mr. S Sudhakiran Reddy as a Director.

The Directors are of the view that the appointment of Mr. S Sudhakiran Reddy, as Director will be beneficial to the operations of the Company and hence said resolution being placed before the members for their approval.

Except Mr. S Sudhakiran Reddy, none of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in this resolution.

ITEM NO. 6

Members may note that Mr. S Sudhakiran Reddy, was appointed as an Managing Director of the Company with effect from 14th October, 2014

In compliance with provisions of Section 196, 197, 198 and 203 of Companies Act, 2013, the appointment and remuneration of Managing director to be approved by the members of the company .

A brief profile of the appointee is given below:

A distinguished Chartered Accountant representing a coalition of specialized skills in corporate finance advisory, tax consultancy with demonstrated skills in implementation of ERP Software (SAP) in countries across two continents. A strong believer in adding value and optimizing the benefits accruing to stakeholders. Expert in managing risk and creating value for money by leveraging talent and technology. Possessing a broad vision and experience of over 20 years, he has been actively involved with many products and services companies, to help them develop and grow.

Terms and conditions of appointment of appointee:

- A. The appointment of Managing Director is for a period of 3 years w.e.f. 14.10.2014
- B. Nature of Duties: MD shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may

be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the Company and the business of one or more of its associated companies and / or subsidiaries, including performing duties as assigned to the MD from time to time by serving on the Boards of such associated companies and / or subsidiaries or any other executive body or any committee of such company

- C. Remuneration: Basic salary of Rs. 24 lacs per annum.
- D: Benefits, Perquisites and Allowances, Commission : NIL
- E: Notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of the CEO & MD, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Salary, Benefits, Perquisites and Allowances and Commission subject to further approvals as required under Schedule V of the Companies Act, 2013, or any modification(s) thereto.
- F: Other terms of Appointment include clauses pertaining to adherence with the Sphere Global Code of Conduct, non-solicitation and maintenance of confidentiality.

Except Mr. S Sudhakiran Reddy, none of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in this resolution.

Your directors recommend the above resolution to be passed as special resolution.

ITEM NO. 7

Members may note that Mr. Ramkrishna Bhaskar was appointed as director of the company w.e.f 26.07.2014 and in the view of increase in roles and responsibilities of Mr. Ramkrishna Bhaskar, the remuneration to be paid be and is hereby increased.

- A. brief profile of the appointee is given below:
An astute & result oriented Executive with around 20 yrs of extensive experience in business operations. Handled diversified manufacturing Domains in areas of Operations and Sales. Expertise in devising marketing activities to ameliorate the business growth and create integrated strategies to develop and grow. A proactive executive with a passion to deliver, is exceptionally quick to identify, focus and execute priorities that are pivotal for the enterprise. With an eye for detail & meticulous planning, drives overall performance through comprehensive process and structure simplification. Excellent skills in communication & presentation with proven abilities in leading motivated teams towards achieving organizational goals.
- B. Remuneration: Basic salary of Rs. 24 lacs per annum.
- C: Benefits, Perquisites and Allowances, Commission : NIL
- D: Notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of the WTD, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Salary, Benefits, Perquisites and Allowances and Commission subject to further approvals as required under Schedule V of the Companies Act, 2013, or any modification(s) thereto.
- E: Other terms of Appointment include clauses pertaining to adherence with the Sphere Global Code of Conduct, non-solicitation and maintenance of confidentiality.

Except Mr. Ramkrishna Bhaskar, none of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in this resolution.

Your directors recommend the above resolution to be passed as special resolution.

ITEM NO.8

Members may note that Mr. Prakash Tripathi was appointed as director of the company w.e.f 14.08.2014 and in the view of increase in roles and responsibilities of Mr. Prakash Tripathi, the remuneration to be paid be and is hereby increased.

A. Brief profile of the appointee is given below:

Is continuously creating great Sales and Service in IT and telecom corporations, by continuously achieving excellence through individual insights that connect with end consumer. His mission is to inspire, innovate and integrate a creative consciousness, through the use of available technology and evolved business decisions Builds a visible, vibrant and a reliable brand. Well known figure in Indian IT Industry for starting and building green field operations and start-ups. Nurtures a culture of positive discussion and empathy. Possess 2 decade of transnational experience in telecom, SAP , Oracle , IM and Cloud offerings, sales and delivery operations.

B. Remuneration: Basic salary of Rs. 24 lacs per annum.

C: Benefits, Perquisites and Allowances, Commission : NIL

D: Notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of the WTD, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Salary, Benefits, Perquisites and Allowances and Commission subject to further approvals as required under Schedule V of the Companies Act, 2013, or any modification(s) thereto.

E: Other terms of Appointment include clauses pertaining to adherence with the Sphere Global Code of Conduct, non-solicitation and maintenance of confidentiality.

Except Mr.Prakash Tripathi, none of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in this resolution.

Your directors recommend the above resolution to be passed as special resolution.

ITEM NO 9:

It is proposed to invest a sum not exceeding ` Rs.100 Crores which would be about 75% of the issue of the equity shares as visualised at present. The foreign collaborator will subscribe not exceeding 25% of the initial equity issue.

Since, the proposed investment will be in excess of the prescribed limits, approval of the shareholders is required to the said investment.

Your directors commend the resolution for acceptance by the members. None of the directors is interested in this resolution.

ITEM NO:10 ESOPS

The human resource plays a vital role in the growth and success of an organization. The Board has identified the need to reward the employees and to enable them to participate in the future growth and financial success of the Company, has proposed to offer the employees an option to acquire the equity shares of the Company under Employees Stock Option Scheme (ESOP'S) formulated in accordance with Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("the Regulations"). The Board has reserved an appropriate number of equity shares under the ESOP'S to be allotted against the stock options to be granted to the employees of the Company. The Board has duly approved the ESOP'S Scheme at its meeting held on 05.08.2015.

The Company has constituted a Nomination and Remuneration /Compensation Committee to administer the Stock Option Scheme of the Company.

The salient features of the ``SGSL ESOP'S -2015'' are as under

1. Brief Description of the Scheme(s):

This proposed Scheme called the ``SGSL Employees Stock Option Scheme-2015 ``SGSL ESOP'S -2015'' is intended to reward the Eligible Employees of the Company and its Subsidiary Companies in India and abroad, for their performance and to motivate them to contribute to the growth and profitability of the Company.

The Company in terms of the said Regulations contemplates to enable the implementation of SGSL ESOP- 2015 by dealing in/acquiring Equity Shares directly from the Company ("Primary Shares").

2. Total number of Options to be granted:

Such number of Options would be available for grant to the eligible employees of the Company and eligible employees of the Subsidiary Company(ies) under SGSL ESOP 2015, not exceeding more than 10 Lakh (Ten lakhs only) Equity Shares in the Company of face value of Rs. 10/- each fully paid-up.

Vested Options lapsed due to non-exercise and/or unvested Options that get cancelled due to resignation/ termination of the employees or otherwise, would be available for being re-granted at a future date.

The Board is authorized to re-grant such lapsed / cancelled Options as per the provisions of SGSL ESOP 2015-16, within overall ceiling. The SEBI (Share Based Employee Benefit) Regulations require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division, and others, a fair and reasonable adjustment needs to be made to the Options granted. Accordingly, if any additional Equity Shares are required to be issued pursuant to any corporate action, the above ceiling of Equity Shares shall be deemed to increase in proportion of such additional Equity Shares issued subject to compliance of the SEBI (Share Based Employee Benefit) Regulations.

3. Identification of classes of employees entitled to participate in SGSL ESOP 2015

Following classes of employees are **entitled** to participate

- Permanent employees of the Company working in India or out of India;
- Directors of the Company; and
- Permanent employees and Directors of the Subsidiary Company(ies).

Following persons are **not eligible**:

- an Independent Director within the meaning of the Companies Act, 2013.
- an employee who is a Promoter or belongs to the Promoter Group;
- a Director who either by himself or through his relatives or through any Body corporate, directly or indirectly holds more than 10% of the outstanding Equity Shares of the Company; and

4. Requirements of vesting and period of vesting:

The Options granted shall vest so long as an employee continues to be in the employment of the Company or the Subsidiary Company as the case may be. The Compensation Committee may, at its discretion, lay down certain performance metrics on the achievement of which such Options would vest, the detailed terms and conditions relating to such performance-based vesting, and the proportion in which Options granted would vest subject to the minimum vesting period of 1 (one) year.

5. Maximum period within which the Options shall be vested:

Options granted under SGSL ESOP-2015-would vest subject to maximum period of 5 (five) years from the date of grant of such Options.

6. Exercise price or pricing formula:

(i) Exercise Price.

Exercise price per Options shall be equal to the Market price on the date of grant of Options or upto 25% of the discount to the Market Price on the date of grant, as decided by the Compensation Committee.

(ii) Market price

Market price under the SEBI (Share Based Employee Benefit) Regulations means the latest available closing price on the stock exchange on which the equity shares of the company are listed on the date immediately prior to the Relevant Date. If such shares are listed on more than one stock exchange, then the closing price on the stock exchange having higher trade volume shall be considered as the market price.

(iii) Relevant Date

under the SEBI (Share Based Employee Benefit) Regulations means:

- In the case of grant, the date of the meeting of the Compensation Committee on which the Grant is made; or
- In the case of exercise, the date on which the notice of exercise is given to the Company by the employee.

7. Exercise period and the process of Exercise:

The Vested Options shall be allowed for exercise on and from the date of vesting. The vested Options need to be exercised within a maximum period of 1year from the date of vesting of such Options.

The Vested Options shall be exercisable by the employees by a written application to the Company expressing his/ her desire to exercise such Options in such manner and on such format as may be prescribed by the Compensation Committee from time to time. The Options shall lapse if not exercised within the specified exercise period.

8. Appraisal process for determining the eligibility of employees under SGSL ESOP -2015:

The appraisal process for determining the eligibility of the employees will be decided by Compensation Committee from time to time.

The employees would be granted Options under the SGSL ESOP- 2015 based on various parameters such as performance rating, period of service, rank or designation and such other parameters as may be decided by the Compensation Committee from time to time.

9. Maximum number of Options to be issued per employee and in aggregate:

The number of Options that may be granted to any specific employee of the Company or of its Subsidiary Company under the Plan , in any financial year and in aggregate under the SGSL ESOP -2015 shall be less than 1% of the issued Equity Share Capital (excluding outstanding warrants and conversions) of the Company.”

10. Maximum Quantum of benefits to be provided per employee under the SGSL ESOP -2015

The Maximum quantum of benefits underlying the Options issued to an eligible employee shall depend upon the Market Price of the shares as on the date of sale of shares arising out of Exercise of Options.

11. Source of Shares

The Scheme contemplates new Issue of Shares by the Company (“Primary Shares”).

12. The amount of loan provided for implementation of the Scheme by the Company to the Trust, its tenure, utilisation, repayment terms etc.

Company is implementing SGSL ESOP- 2015 directly and no loan is provided for the purpose of ESOP.

13. Maximum percentage of Secondary Acquisition (subject to limits specified under the Regulations) that can be made by the Trust for the purchase of the scheme

The Company is implementing ESOP by dealing in/acquiring Equity Shares directly from the Company (“Primary Shares”).

14. Accounting and Disclosure Policies:

The Company shall follow the ‘Guidance Note on Accounting for Employee Share-based Payments’ and/or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India from time to time, including the disclosure requirements prescribed therein.

15. Method of Option Valuation:

To calculate the employee compensation cost, the Company shall use the Intrinsic Value method for valuation of the Options granted. The difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options and the impact of this difference on profits and on Earnings per Share (EPS) of the company shall also be disclosed in the Boards’ report.

16. The Nomination and Remuneration/Compensation Committee shall be vest with all the powers as per the SEBI Regulations applicable to the ESOP’S.

Consent of the members is being sought pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and rules framed there under and as per Regulation 6 of the SEBI Share Based Employee Benefit Regulations.

The Company shall comply with all necessary disclosures as may be prescribed under the Companies Act, 2013 (including rules thereof), SEBI (Share Based Employee Benefits) Regulations, 2014, and any other law as may be applicable and amended from time to time.

The options to be granted / shares to be issued under the Scheme shall not be treated as an offer or invitation made to public for subscription in the securities of the Company.

The Directors recommend the Resolution in the best interest of the Company for your approval.

None of the Directors of the Company is, in any way, concerned or interested in the resolutions, except to the extent of their shareholding in the Company and to the extent of the options / shares that may be offered to them under the Scheme.

ITEM NO.11

Members may note that at the time of granting in-principal approval, the Bombay stock exchange required the resolution passed at the EGM held on 15.06.2015 to be ratified at the next general meeting since the price method to be based on volume weighted average market price instead of Volume weighted average price. The correct pricing has been arrived and a certificate for the same has been obtained. The same is available at the registered office of the company. Hence the director(s) commend this resolution to be ratified at this annual general meeting

None of the Directors of the Company is, in any way, concerned or interested in the resolutions, except to the extent of their shareholding in the Company and to the extent of the options / shares that may be offered to them under the Scheme.

ITEM NO:12

Members may note that the financial assistance from financial institutions and/or Banks or such other lenders has to be secured by way of charge on all the movable and immovable properties of the Company, present and future. It is necessary for the members to pass a special resolution under section 180(1)(a) and 180(1)(c) of the Companies Act, 2013 to enable the Board of Directors to exercise the borrowing powers which, in aggregate, may exceed the paid-up capital and free reserves of the Company and to create charge on moveable / immovable properties of the Company in favor of the lenders.

The Directors commend the resolution(s) set out at item No. 12 for your approval as Special Resolution .

None of the directors, manager, Key Managerial personnel, and their relatives of the Company is interested or concerned in the said resolution except to the extent of their respective shareholding in the company.

ITEM NO:13

The Articles of Association ("AoA") of the Company as presently in force are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Companies Act, 2013 ("the Act"). Substantive sections of the Act which deals with the general working of companies stand notified. With the coming into force of the Act several regulations of the existing AoA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles.

The new AoA to be substituted in place of the existing AoA are based on Table 'F' of the Act which sets out the model articles of association for a company limited by shares. A copy of the proposed set of new AoA of the Company would be available for inspection at the Registered Office of the Company during the business hours on any working day, up to the date of the Annual General Meeting and during the Annual General Meeting. None of the directors or KMP or relatives of Directors and KMP are in any way concerned with or interested financially or otherwise in the resolution at item no. 15 of the accompanying notice. The Board recommends the Resolution at Item No. 13 to be passed as special resolution.

Registered Office :

Plot No. A-52, Journalist Colony,
Jubilee Hills -500033,
SPHERE GLOBAL SERVICE LIMITED
Hyderabad, Telangana,
Tel: +91-40-2355 2284/85/86
Fax: +91-40-2355 2283
CIN: L36999TG1990PLC011129
Website: www.sphereglobal.in
Email: cs@sphereglobal.in

By Order of the Board
for **SPHERE GLOBAL SERVICES LIMITED**
(formerly known as Color Chips (India) Limited)

sd/-

Akshita Surana
Company Secretary & Compliance Officer
Membership Number: A3257

Date: 05.08.2015

Place: Hyderabad

Details of the Directors proposed to be appointed / re appointed at the AGM Scheduled to be held on September 30, 2015, (Pursuant to Clause 49 (VIII)(E) of the Listing Agreement) is given below:

Name of the Director	Mrs.Suneeta Vishnupanthulu	Mr. S Sudhakiran Reddy	Mr.Ramakrishna Bhaskar
Qualification	M.com from Osmania University	Chartered Accountant	M.com from Osmania University and Diploma in Management from Laussane
Expertise in specific functional areas	An entrepreneur with about 2 decade of experience into Business Process Outsourcing. Posses rich banking and financial knowledge. A lady with vision with strong focus on innovation and Process Outsourcing.	A distinguished Chartered Accountant representing a coalition of specialized skills in corporate finance advisory, tax consultancy with demonstrated skills in implementation of ERP Software (SAP) in countries across two continents. A strong believer in adding value and optimizing the benefits accruing to stakeholders. Expert in managing risk and creating value for money by leveraging talent and technology. Possessing a broad vision and experience of over 20 years, he has been actively involved with many products and services companies, to help them develop and grow.	An astute & result oriented Executive with around 20 yrs of extensive experience in business operations. Handled diversified manufacturing Domains in areas of Operations and Sales. Expertise in devising marketing activities to ameliorate the business growth and create integrated strategies to develop and grow. A proactive executive with a passion to deliver, is exceptionally quick to identify, focus and execute priorities that are pivotal for the enterprise. With an eye for detail & meticulous planning, drives overall performance through comprehensive process and structure simplification. Excellent skills in communication & presentation with proven abilities in leading motivated teams towards achieving organizational goals.
Date of appointment on the Board of the Company	24.03.2015	03.10.2014	18.05.2015
Details of shares held in company as on 31.03.2015	NIL	2473 Equity Shares	Nil
List of other companies in which directorships are held as on 31.03.2015			
Chairman /member of the committees of other companies in which he/she is a Director as on 31.03.2015	Nil	Nil	Nil
Category	Independent Director	Managing Director	WTD & CFO
Relationship with other Directors	Nil	Nil	Nil

There are no inter-se relationships between the Board Members.

DIRECTOR'S REPORT

To,
The Members,

Your Directors have pleasure in presenting their 25th Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2015.

1. Financial summary or highlights/Performance of the Company

The Board's Report shall be prepared based on the stand alone financial statements of the company.

Particulars	Consolidated		Standalone	
	2014-15	2013-14 (9 months)	2014-15	2013-14 (9 months)
Total Income	192,404,702	4,45,000	96,619,410	445,000
Profit Before Interest, Depreciation & Tax	18,398,654	-473,956	7,161,110	-473,956
Profit Before Tax	5,677,821	-145,521	-3,556,680	-1,458,521
Profit After Tax	1,326,919	-1,458,521	-5,626,886	-1,458,521
Dividend percentage (%)	Nil	Nil	Nil	Nil

Brief description of the Company's working during the year/State of Company's affair

The company has suffered a loss of -3,556,680/- During the year 2014-15 which was -1,458,521/- during the last financial year 2013-14.

Companies which have become or ceased to be its Subsidiaries, joint ventures or associate companies during the year:

Adroit InfoTech Private Limited became subsidiary of the company on 07.11.2014

Consolidated Financial Results

Consolidated Financial Statements incorporating the operations of the Company, its subsidiaries is appended. As required under the provisions of the Act, a statement showing the salient features of the financial statements of the subsidiaries, associates and joint ventures is forming part of this Annual Report.

The financial statements of the subsidiary companies will be made available to the members of the Company and its subsidiary companies on request and will also be kept for inspection in the Registered Office of the Company.

Material Changes and Commitments, if any, affecting the financial position of the company

The Company has made acquisition of a Pune based IT Company namely ADROIT InfoTech Private Limited. There are no other Material Changes and Commitments affecting the financial position of the Company which occurred between the end of the financial year to which the financial statements relate and the date of this Report. Further the company has now entered into IT and ITES business.

Consolidated Financial Statements (CFS)

In accordance with the Companies Act, 2013 ("the Act") and Accounting Standard (AS) - 21 on Consolidated Financial Statements read with AS - 23 on Accounting for Investments in Associates and AS - 27 on Financial Reporting of Interests in Joint Ventures, the audited consolidated financial statement is provided in the Annual Report.

The CFS should therefore be read in conjunction with the directors' reports, financial notes, cash flow statements and the individual auditor reports of the subsidiaries.

Share Capital

The Authorised Share Capital of the company is Rs. 39,31,50,000/- divided into 39315000 equity shares of Rs.10/- (Rupees Ten) each. The Issued, Subscribed and Paid up Capital of the Company is Rs. 174,688,720./- divided into 1,74,68,872 equity shares of Rs.10/- (Rupees Ten) each.

The Company has made preferential issue of 10,00,000 warrants pursuant to the special resolution passed at the Extraordinary general meeting held on 15.06.2015. Company has received in-principle approval from the Bombay stock exchange in respect of 10,00,000 warrants. However, the Bombay stock exchange required calculation of minimum price of warrants as per ICDR Regulations and the same to be disclosed at the general meeting of the company. Members to take note of same.

Directors and Key Managerial Personnel

Board of directors is duly constituted.

Mr. Ramakrishna Bhaskar Director retires by rotation at the forthcoming Annual General Meeting and being eligible, offer himself for reappointment.

Ms. Suneeta Vishnupanthulu was appointed as additional director w.e.f 24.03.2015

Mr. S. Sudha Kiran Reddy to be appointed as Managing director of the company for a period of 3 years w.e.f. 30.09.2015.

Key Managerial Personnel:

- (i) Mr. S. Sudha Kiran Reddy was appointed as Managing director w.e.f 03.10.2014
- (ii) Dr.GSR Somayaji resigned as Company Secretary w.e.f 30.06.2015 and Ms. Akshita Surana was appointed as Company Secretary w.e.f.01.07.2015
- (iii) Mr. Rama Krishna Bhaskar , director of the company was appointed as Chief Financial Officer of the company w.e.f 18.06.2015

All independent directors have given declaration that they meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013 and clause 49 of listing agreement.

Directors' Responsibility Statement

Pursuant to Section 134(5) of the Companies Act, 2013, Directors of your Company hereby state and confirm that:

- i. in the preparation of the annual accounts for the financial year ended 31st March 2015, the applicable accounting standards had been followed along with proper explanation relating to material departures.
- ii. That the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the company for the year under review.
- iii. That the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. That the Directors have prepared the accounts for the financial year ended 31st March 2015 on a 'going concern' basis.
- v. That the Directors laid down internal financial controls for the Company and such internal financial controls are adequate and operating effectively; and
- vi. That the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and Compliance Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

Meetings Of The Board

The Board of Directors duly met 10 times on 30.05.2014, 26.07.2014, 07.08.2014, 14.08.2014, 24.09.2015, 30.09.2014, 14.10.2014, 07.11.2014, 09.02.2015, 24.03.2015 in respect of which meetings, proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.

Constitution and Composition of Audit Committee

In Compliance with the provisions of Companies Act, 2013, Audit Committee has been constituted. The Composition of the Audit committee is as follows:

Sunder Raj - Non Executive Independent Director - Chairman

S Sudha Kiran Reddy - Managing Director - Member

SRS Srivastav - Non-Executive Independent Director - Member

Particulars of Employees

Details in respect of remuneration paid to employees as required under Section 197 (12) of the Companies Act, 2013, read with Rule 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended forms part of this report. In terms of Section 136 of the Companies Act, 2013 the same is open for inspection at the Registered Office of the Company.

Copies of this statement may be obtained by the members by writing to the Company Secretary at the Registered Office of the Company

The ratio of the remuneration of each Director to the median employee's remuneration and other details in terms of Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are enclosed in Annexure A and forms part of this Report

Remuneration Policy

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

Risk management policy

A statement indicating development and implementation of a risk management policy for the Company including identification therein of elements of risk, if any, this in the opinion of the Board may threaten the existence of the company.

Statutory Auditors:

M/s. Niranjan and Narayan, Chartered Accountants (Firm Registration No. 0058995) to be appointed for a period of 3 years subject to ratification by members at every consequent Annual General Meeting.

Therefore, ratification of appointment of Statutory Auditors for financial year 2015-2016 is being sought from the members of the Company at the ensuing AGM.

Secretarial Audit Report

In terms of Section 204 of the Act and Rules made there under, Mr. Manoj Kumar Koyalkar M/s. AGR Reddy & Co, Practicing Company Secretary has been appointed Secretarial Auditors of the Company. The report of the Secretarial Auditors is enclosed as **Annexure B** to this report.

Reply to Secretarial Audit Report

The Secretarial Auditors' Report does not contain any qualification. The report is self-explanatory and do not call for any further comments.

Internal Audit & Controls

The Company has adequate system of internal control to safeguard and protect from loss, unauthorized use or disposition of its assets.

All the transactions are properly authorized, recorded and reported to the Management. The Company is following all the applicable Accounting Standards for properly maintaining the books of accounts and reporting financial statements. The internal auditor of the company checks and verifies the internal control and monitors them in accordance with policy adopted by the company. The Company continues to ensure proper and adequate systems and procedures commensurate with its size and nature of its business.

Extract of Annual Return:

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in **MGT 9** as a part of this Annual Report as Annexure C

Particulars of loans, guarantees or investments under section 186

Details of loans, guarantees or investments are provided in notes to accounts of Auditor's Report.

Corporate Governance

The Company is committed to maintain the high standards of corporate governance and adhere to the corporate governance requirements set out by SEBI. As per Clause 49 of the Listing Agreement with the Stock Exchanges, a separate section on corporate governance practices followed by the Company, together with a certificate from the Company's Auditor confirming compliance forms an integral part of this Annual Report in Annexure E.

Management Discussion and Analysis

Management Discussion and Analysis Report, pursuant to Clause 49 of the Listing Agreement, forms part of this report and the same is forming part of this report.

Conservation of Energy & Technology absorption

Information on conservation of Energy, Technology absorption, Foreign Exchange earnings and outgo required to be disclosed under Section 134 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 are as follows:

We firmly believe that technology is the genesis of innovative business practices, which in turn enable the organization to carry out business effectively and efficiently. Even though the Information Technology industry is technology intensive, we believe that there is an increasing need to mechanize the processes involved in order to minimize costs and increase efficiency. We intend to make investments in innovative techniques for this regard. Energy: The Company is in the business of development of Information Technology and does not require large quantities of energy. However, wherever possible energy saving efforts are made.

Listing With Stock Exchanges:

1. The Company is listed on BSE and NSE (NSE Revocation is under process)
2. The Company confirms that it has paid the Annual Listing Fees for the year 2015-2016 to BSE and NSE where the Company's Shares are listed.

General

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Issue of equity shares with differential rights as to dividend, voting or otherwise.
2. Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
3. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
4. During the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.
5. There were no material changes commitments affecting the financial position of the Company between the end of financial year (March 31, 2015) and the date of the report (August 05, 2015), save and except provided in the report.
6. During the year under review, your Company did not accept any public deposits.
7. During the year under review, your company has not declared any dividend neither has transferred any amount to reserves.
8. Non-applicability of Corporate Social Responsibility under Section 135 of the Companies Act, 2013.
9. There were no Related Party Transactions entered during the financial year under review **Annexure-D**
10. There were no qualifications mentioned by the Auditors in their report.
11. The policies, as framed by the company is available on the web link as provided hereunder:
<http://www.sphereglobal.in/policies-our-company.html>
12. There were no Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows.

Acknowledgements

Your Directors wish to place on record their appreciation of the contribution made by the employees at all levels, to the continued growth and prosperity of your Company.

Your Directors also wish to place on record their appreciation of business constituents, banks and other financial institutions and shareholders, of the Company for their continued support.

By Order of the Board
For **SPHERE GLOBAL SERVICES LIMITED**
(Formerly known as Color Chips (India) Limited)

S. Sudhakaran Reddy	Ramakrishna Bhaskar
Managing Director	Director & CFO
DIN: 01436242	DIN: 01620392

Date : 05.08.2015
Place : Hyderabad

Annexure A

Statement of particulars as per Rule 5 of Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014.

(i) The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year:

Si.No.	Name of the Director	Ratio of the remuneration to the median remuneration of the employees
1.	Mr. S Sudhakiran Reddy	1:30000
2.	Mr. Nyayapathi Sunder Raj	1:30000
3.	Mr. Sai Ramakrishna Srivastav Sadasivuni	1:30000
4.	Mr. Prakash Tripathi	1:30000
5.	Mr. Rama Krishna Bhaskar	1:30000
6.	Mrs. Suneeta Vishnupanthulu	1:30000

(ii) The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager in the financial year

Si.No.	Name of the KMP	Percentage increase in remuneration
1.	Mr. S. Sudhakiran Reddy	NIL
2.	Mr. Rama Krishna Bhaskar	NIL
3.	Mr. Somayaji	NIL

(iii) The percentage increase in the median remuneration of employees in the financial year NIL.

(iv) The number of permanent employees on the rolls of Company ; 9 employees

(v) The explanation on the relationship between average increase in remuneration and Company performance

Si.No.	Average increase in remuneration	Company performance
1.	NIL	NA

(vi) Variations in the market capitalization of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer

Si.No.	Particular	As at March 31, 2015	As at March 31, 2014
1.	Market Capitalisation	620,144,956	101,668,835
2.	Price Earning Ratio	-110.94	-68.75

Market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer:

The Company made an Initial Public Offer in the year 2000 at a price of ` 10/- per equity share (at par). As on 31st March, 2015 the Market Quotation for the Company's Equity Shares of 10/- each (Closing Price) is 35.45

(vii) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.

Average percentile increase in the salaries of the employees other than the managerial personnel in the last financial year is Nil and there has been no increase in the managerial remuneration during the last financial year.

(viii) Comparison of the remuneration of each of the Key Managerial Personnel against the performance of the Company

Si.No.	Name	Remuneration of Key Managerial Personnel (Incl.Commission) Rs.	Performance of the Company for the year ended 31st March, 2015
1.	Mr.S Sudhakiran Reddy, Managing Director	1/- p.m	NA
2.	Mr.Somayaji, Company Secretary (Resigned w.e.f 30.6.2015)	30000/- p.m	NA
3.	Mr.Rama Krishna Bhaskar Whole time director Chief Financial Officer (w.e.f : 18.06.2015)	1/- p.m	NA

(ix) The key parameters for any variable component of remuneration availed by the directors: NA

(x) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year. -N.A.-

(xi) The Remuneration paid to Key Managerial Personnel is as per the Remuneration Policy of the Company.

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs.)

Si.No.	Particulars	Details
1.	Name of the subsidiary	Adroit InfoTech Private Limited
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	INR
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	INR
4.	Share capital	10,00,000/-
5.	Reserves & surplus	1,67,23,307/-
6.	Total assets	5,37,80,927/-
7.	Total Liabilities	3,60,57,620/-
8.	Investments	NIL
9.	Turnover	9,57,85,292/-
10.	Profit before taxation	35,66,030/-
11.	Provision for taxation	23,05,800/-
12.	Profit after taxation	12,85,334/-
13.	Proposed Dividend	NIL
14.	% of shareholding	100%

Notes: The following information shall be furnished at the end of the statement:

- Names of subsidiaries which are yet to commence operations
- Names of subsidiaries which have been liquidated or sold during the year.

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of associates/Joint Ventures	Not Applicable		
1. Latest audited Balance Sheet Date	-	-	-
2. Shares of Associate/Joint Ventures held by the company on the year end No. Amount of Investment in Associates/Joint Venture Extend of Holding%	-	-	-
3. Description of how there is significant influence	-	-	-
4. Reason why the associate/joint venture is not consolidated	-	-	-
5. Net worth attributable to shareholding as per latest audited Balance Sheet	-	-	-
6. Profit/Loss for the year	-	-	-
i. Considered in Consolidation	-	-	-
ii. Not Considered in Consolidation	-	-	-

- Names of associates or joint ventures which are yet to commence operations.
- Names of associates or joint ventures which have been liquidated or sold during the year.

Note: This Form is to be certified in the same manner in which the Balance Sheet is to be certified.

Annexure B

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2015

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]

To
The Members,
SPHERE GLOBAL SERVICES LIMITED,
Plot No. A-52, Journalist Colony,
Jubilee Hills,
Hyderabad-500033, Telangana

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by SPHERE GLOBAL SERVICES LIMITED (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has during the audit period covering the financial year ended on March 31, 2015, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2015 according to the provisions of:

- (1) The Companies Act, 2013 (the "Act") and the rules made there under and other applicable provisions of the Companies Act, 1956 which are still in force;
- (2) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (3) The Depositories Act, 1996 and the Regulations and Bye-laws framed under that Act;
- (4) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act')
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- (5) Employees Provident Fund and Miscellaneous Provisions Act, 1952;
- (6) I have also examined compliance with the applicable clauses of the following:
 - (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
 - (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange and National Stock Exchange;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**For AGR Reddy & Co.
Company Secretaries**

Place : Hyderabad
Date : 03rd August, 2015

**Manoj Kumar Koyalkar
M. Number: 19445
C P Number: 10004**

*This report is to be read with our letter of even date which is annexed as 'Annexure A' and forms an integral part of this report.

'ANNEXURE A'

To
The Members,
SPHERE GLOBAL SERVICES LIMITED,
Plot No. A-52, Journalist Colony,
Jubilee Hills,
Hyderabad-500033, Telangana

My report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For **AGR Reddy & Co.**
Company Secretaries

Place : Hyderabad
Date : 03rd August, 2015

Manoj Kumar Koyalkar
M. Number: 19445
C P Number: 10004

Annexure C

MGT-9 Extract of Annual Return
FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
as on financial year ended on March 31st, 2015

[Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014]

REGISTRATION & OTHER DETAILS:

CIN	L36999TG1990PLC011129
Registration Date	19.03.1990
Name of the Company	SPHERE GLOBAL SERVICES LIMITED (formerly known as Color Chips (India) Limited)
Category/Sub-category of the Company	Category - Company Limited by Shares Sub-Category - Indian Non-Government Company
Address of the Registered office & contact details	Plot No. A-52, Journalist Colony, Jubilee Hills -500033, Hyderabad, Telangana Phone No.: +91-40-2355 2284/85/86 Fax No.: +91-40-2355 2283 E-mail Id: cs@sphereglobal.in Website: www.sphereglobal.in /
Whether listed company	Yes
Name, Address & contact details of the Registrar & Transfer Agent, if any.	Venture Capital and Corporate Investments Private Ltd 12-10-167, Bharat Nagar, Hyderabad-500018 Ph: 040-23818475/476 Fax: 040-23868024 Ph. No: 040 – 40144967

PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S.No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Information Technology	620	100

PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S No.	Name and Address of the Company	CIN/GLN	Holding/ subsidiary/ Associate	% of shares held	Applicable Section
1	Adroit infotech private limited	U72200PN2000PTC015633	Wholly owned Subsidiary	100	2

SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

Category-wise Share Holding

ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	CCAPL (SGIL)	10478899	59.99	NILL	9278895	53.12	NIL	NIL
2	RAVIKAANTH PORTFOLIO SERVICES PRIVATE LIMITED	1310055	7.50	NIL	1310055	7.50	NIL	NIL
3	COLOR CHIPS NEW MEDIA LTD	1264106	7.24	NIL	564106	3.23	NIL	NIL
4	R SUDHISH	NIL	NIL	NIL	700004	4.01	NIL	NIL
5	SOFTPOINT TECHNOLOGIES PVT. LTDNIL	NIL	NIL	NIL	700000	4.00	NIL	NIL
	Total	13053060	74.72		12553060	71.86		

iii) Change in Promoters' Shareholding (please specify, if there is no change)

S No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1.	At the beginning of the year	13053060	74.72%	13053060	74.72%
2.	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	500000	0.028%		
	At the end of the year	12553060	71.87%	12553060	71.87%

iv) Shareholding Pattern of top ten Shareholders:
(Other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1.	CYBERTOONS ENTERTAINMENT PVT.LTD				
	At the beginning of the year	01.04.2014 1158757	6.63%	1158757	6.63%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	0	0	0	0
	At the end of the year (or on the date of separation, if separated during the year)	1158757	6.63%	1158757	6.63%
2.	SITA SISTA				
	At the beginning of the year	0	0	0	0
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	06.02.2015 TRANSFER 100000	0.57%	100000	0.57%
	At the end of the year (or on the date of separation, if separated during the year)	100000	0.57%	100000	0.57%
3.	M. VIJAY KUMAR				
	At the beginning of the year	0	0	0	0
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	15.08.2014 TRANSFER 100000	0.57%	100000	0.57%
	At the end of the year (or on the date of separation, if separated during the year)	100000	0.57%	100000	0.57%

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
4.	JASBINDER KAUR CHADHA				
	At the beginning of the year	0	0	0	0
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	31.12.2014 TRANSFER	100000 0.57%	100000	0.57%
	At the end of the year (or on the date of separation, if separated during the year)	100000	0.57%	100000	0.57%
5.	MUKESH KUMAR. MEENA				
	At the beginning of the year	0	0	0	0
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	06.03.2015 TRANSFER	100000 0.57%	100000	0.57%
	At the end of the year (or on the date of separation, if separated during the year)	100000	0.57%	100000	0.57%
6.	SREE LAKSHMI RAMABHOTLA				
	At the beginning of the year	0	0	0	0
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	30.09.2014 TRANSFER	300000 0.01%	300000	0.01%
	At the end of the year (or on the date of separation, if separated during the year)	300000	0.01%	300000	0.01%

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
7.	MOHAMMED QAYYUM				
	At the beginning of the year	0	0	0	0
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	27.03.2015 TRANSFER	297842 1.70%	297842	1.70%
	At the end of the year (or on the date of separation, if separated during the year)	297842	1.70%	297842	1.70%
8.	VIJAY KUMAR MAISTRY				
	At the beginning of the year	0	0	0	0
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	15.08.2014 TRANSFER	200000 1.14%	200000	1.14%
	At the end of the year (or on the date of separation, if separated during the year)	200000	1.14%	200000	1.14%
9.	G SRINIVASULU				
	At the beginning of the year	1197842	6.86%	1197842	6.86%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	31.12.2014 TRANSFER	(300000) 1.71%	897842	5.13%
		16.01.2015 TRANSFER	(100000) 0.57%	797842	4.56%
		06.02.2015 TRANSFER	(100000) 0.57%	697842	4.00%
		27.03.2015 (297842)	1.70%	400000	2.28%
	At the end of the year (or on the date of separation, if separated during the year)	400000	2.28%	400000	2.28%

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
10.	RIDDHIMA KAUR CHADHA				
	At the beginning of the year	0	0.0%	0	0
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	31.12.2014 100000 TRANSFER	0.57%	100000	0.57%
	At the end of the year (or on the date of separation, if separated during the year)	100000	0.57%	100000	0.57%

V) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1.	Mr. S Sudhakiran Reddy				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	05.09.2014	NIL	NIL	NIL
	At the end of the year	2473	NIL	NIL	NIL
2.	Mr. Nyayapathi Sunder Raj				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	NIL	NIL	NIL	NIL
	At the end of the year	NIL	NIL	NIL	NIL
3.	Mr. Sai Ramakrishna Srivastav Sadasivuni				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	NIL	NIL	NIL	NIL
	At the end of the year	NIL	NIL	NIL	NIL
4.	Mr. Prakash Tripathi				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	NIL	NIL	NIL	NIL
	At the end of the year	NIL	NIL	NIL	NIL

V) Shareholding of Directors and Key Managerial Personnel:

5.	Mr. Rama Krishna Bhaskar				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	NIL	NIL	NIL	NIL
	At the end of the year	NIL	NIL	NIL	NIL
6.	Ms. Suneeta Vishnupanthulu				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	NIL	NIL	NIL	NIL
	At the end of the year	NIL	NIL	NIL	NIL
7.	Mr. Somayaji				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	NIL	NIL	NIL	NIL
	At the end of the year	NIL	NIL	NIL	NIL

VI. INDEBTEDNESS - Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	NIL	NIL	NIL	NIL
I) Principal Amount	NIL	NIL	NIL	NIL
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i+ii+iii)	NIL	NIL	NIL	NIL

Change in Indebtedness at the beginning of the financial year	NIL	NIL	NIL	NIL
* During the year	NIL	39,182,643/-	NIL	39,182,643/-
* Reduction	NIL	NIL	NIL	NIL
Net Change	NIL	NIL	NIL	NIL
Indebtedness at the end of the financial year				
i) Principal Amount	NIL	39,180,643/-	NIL	39,182,643/-
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i+ii+iii)	NIL	39,180,643/-	NIL	39,182,643/-

VII. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

SN	Particulars of Remuneration	MD	WTD	WTD
		Mr. S Sudhakaran Reddy Managing Director	Mr. Ramakrishna Bhaskar Executive Director	Mr. Prakash Tripathi Executive Director
1	Gross salary	1/- p.m	1/- p.m	1/- p.m
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1/- p.m	1/- p.m	1/- p.m
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	NIL	NIL	NIL
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of profit - others, specify	-	-	-
5	Others, please specify	-	-	-
	Total (A)	NIL	NIL	NIL
	Ceiling as per the Act	30,00,000	30,00,000	30,00,000

B. Remuneration to other Directors

	Particulars of Remuneration	Name of Directors			Total (Rs.)
		Mr. Nyayapathi Sunder Raj	Mr. Sai Ramakrishna Srivastav Sadasivuni	Ms. Suneeta Vishnupanthulu	
1	Independent Directors	NIL	NIL	NIL	NIL
	Fee for attending board committee meetings	NIL	NIL	NIL	NIL
	Commission	NIL	NIL	NIL	NIL
	Others, please specify	NIL	NIL	NIL	NIL
	Total (1)	NIL	NIL	NIL	NIL
2.	Other Non-Executive Directors	NIL	NIL	NIL	NIL
	Fee for attending board committee meetings	NIL	NIL	NIL	NIL
	Commission	NIL	NIL	NIL	NIL
	Others, please specify	NIL	NIL	NIL	NIL
	Total (2)	NIL	NIL	NIL	NIL
	Total (B)=(1+2)	NIL	NIL	NIL	NIL
	Total Managerial Remuneration	NIL	NIL	NIL	NIL
	Overall Ceiling as per the Act in Rs.	--	--	--	--

C . Remuneration To Key Managerial Personnel Other Than MD/MANAGER/WTD

	Particulars of Remuneration	Key Managerial Personnel			Total (Rs.)
			Mr.Somayaji	Mr. Rama Krishna Bhaskar	
		–	CS (Resigned w.e.f. 30.06.2015)	CFO (appointed w.e.f. 18.06.2015)	
		CEO			
1	Gross salary	NIL	3,60,000	NIL	3,60,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	–	3,60,000	–	--
	b) Value of perquisites u/s 17(2) Income-tax Act, 1961	–	–	–	--
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	–	–	–	–
2	Stock Option	–	–	–	--
3	Sweat Equity	–	–	–	--
4	Commission	–	–	–	--
	- as % of profit	–	–	–	–
	others, specify	–	–	–	--
5	Others, please specify	–	–	–	–
	Total	–	3,60,000	–	--

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	NOT APPLICABLE				
Punishment					
Compounding					
B. DIRECTORS					
Penalty	NOT APPLICABLE				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	NOT APPLICABLE				
Punishment					
Compounding					

Annexure D

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1.Details of contracts or arrangements or transactions not at Arm's length basis.

S.N.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	NIL
b)	Nature of contracts/arrangements/transaction	NIL
c)	Duration of the contracts/arrangements/transaction	NIL
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	NIL
e)	Justification for entering into such contracts or arrangements or transactions'	NIL
f)	Date of approval by the Board	NIL
g)	Amount paid as advances, if any	NIL
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	NIL

2. Details of contracts or arrangements or transactions at Arm's length basis.

S.N.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	NIL
b)	Nature of contracts/arrangements/transaction	NIL
c)	Duration of the contracts/arrangements/transaction	NIL
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	NIL
e)	Date of approval by the Board	NIL
f)	Amount paid as advances, if any	NIL

Annexure E

REPORT ON CORPORATE GOVERNANCE Company's Philosophy On Code Of Governance:

Your Company firmly believes in transparency in its dealings and lays emphasis on integrity and regulatory compliance. The Company considers good corporate governance a prerequisite for meeting the needs and aspirations of its shareholders.

Size and composition of the Board

Board of Directors comprised of 6 Directors out of which three (3) are Non Executive directors and Three (3) are Executive Directors. Out of which Three (3) are Independent Directors. The Composition of the Board is in conformity with the listing requirements.

None of the Directors on the Company's Board is a Member of more than 10 Committees and Chairman of more than 5 Committees across all the Companies in which he is a Director. All the Directors have made necessary disclosures regarding Committee positions held by them in other Companies and do not hold the office of Director in more than 10 public companies. The Directors of the company are not related inter se.

The Managing Director / CEO has certified to the Board in accordance with Clause 49 (V) of the Listing Agreement pertaining to CEO certification for the Financial Year ended March 31, 2015.

A.Attendance of each Director at the Board Meetings and the last AGM held on 20.09.2014

Name of the Director	Category	Attendance Particulars		No. of Directorship and other committee Membership/Chairmanship			No. of shares held in the Company as on 31.03.2015
		Board Meeting	Last AGM	Directorship in public limited companies	Committee Membership	Chairmanship	
Mr. S Sudhakiran Reddy	Managing Director	4	NA	NIL	NIL	NIL	2,473
Mr. Nyayapathi Sunder Raj	Director (Non – Executive Independent)	8	Yes	NIL	NIL	NIL	NIL
Mr. Sai Ramakrishna Srivastav Sadasivuni	Director (Non – Executive Independent)	8	Yes	NIL	NIL	NIL	NIL
Mr. Prakash Tripathi	Director (Non-Executive)	6	Yes	NIL	NIL	NIL	NIL
Mr. Rama Krishna Bhaskar	Director & Chief Financial Officer	8	Yes	NIL	NIL	NIL	NIL
Mrs. Suneeta Vishnupanthulu	Additional Director (Independent)	1	NA	NIL	NIL	NIL	NIL

BOARD MEETINGS AND ATTENDENCE:

Ten (10) Board Meetings were held during the year and the gap between two meetings did not exceed four months.

The dates on which the Board Meetings were held are as follows:

S.No	Date of Meeting Board	No. of Directors Present	S.No	Date of Meeting Board	No. of Directors Present
1.	30.05.2014	6	6.	30.09.2014	4
2.	26.07.2014	6	7.	14.10.2014	5
3.	07.08.2014	7	8.	07.11.2014	5
4.	14.08.2014	6	9.	09.02.2015 and	5
5.	24.09.2014	6	10.	24.03.2015	5

The company has formulated a policy to familiarise the independent directors with the company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc., through various programmes. The details of such familiarisation programmes are disclosed in the website of the company.

Code of Conduct for Board members and Senior Management

The Board of Directors has laid down the code of conduct for all the Board members and members of the Senior Management of the Company. Additionally all independent directors of the company shall be bound by duties of independent directors as set out in the Companies Act, 2013 read with the Schedules and Rules there under.

All the Board members and Senior Management personnel have affirmed compliance with the code of conduct. The Code of Conduct is available on the website of the company.

I. BOARD COMMITTEES

The terms of reference of Board Committees are determined by the Board from time to time. Presently the Company has four committees i.e Audit Committee, Nomination, Remuneration Committee, Stakeholders Relationship Committee and risk management committee. All the decisions pertaining to the constitution of the Committees, appointment of members, and fixing of terms of reference for committee members are taken by the Board of Directors. Details on the role and composition of these committees, including the number of meetings held during the financial year and the related attendance, are provided below:

AUDIT COMMITTEE

The audit committee was reconstituted in accordance with the provisions of Companies Act, 2013 and clause 49 of listing agreement. The major tasks performed by the audit committee may be grouped under the following heads:

- i. The Audit Committee of the Company is entrusted with the responsibility to supervise the Company's internal controls and financial reporting process. The Committee acts as a link between the Management, Auditors and the Board of Directors of the Company and has full access to the financial information.
- ii. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible and ensuring timely submission to statutory authorities.
- iii. Reviewing the Management Discussion & Analysis of financial and operational performance.
- iv. Reviewing with the management, the quarterly financial statements and annual financial statements and auditor's report thereon before submission to the board for approval.
- v. Review the adequacy and effectiveness of the company's system and internal control.
- vi. Evaluation of internal financial controls and risk management systems.
- vii. To review the functioning of the Whistle Blower mechanism.

Composition of Audit Committee

Mr. Sunder Raj Nyayapati - Non Executive Independent Director - Chairman

Mr. SRS Srivastav - Non-Executive Independent Director - Member

Mr. S. Sudha Kiran Reddy - Managing Director - Member

Nomination and Remuneration Committee

The terms of reference of the committee are as follows:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of Independent Directors and the Board;
3. Devising a policy on Board diversity;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

The remuneration policy as adopted by the company envisages payment of remuneration according to qualification, experience and performance at different levels of the organization.

Composition of Nomination and Remuneration Committee

Sunder Raj Nyayapati	- Non Executive Independent Director	- Chairman
Suneeta Vishnupanthulu	- Woman & Independent Director	- Member
SRS Srivastav	- Non-Executive Independent Director	- Member

Stakeholders Relationship Committee

The Company has a Stakeholders Relationship Committee (SRC) of Directors to look into the Redressal of complaints of investors such as transfer or credit of shares, non-receipt of dividend/notices/annual reports, etc.

Composition of Stakeholders Relationship Committee

Sunder Raj Nyayapati	- Non Executive Independent Director	- Chairman
Ramakrishna Bhaskar	- Director - Member	
Prakash Tripathi	- Director – Member	

Name, designation and address of the Compliance Officer:

Ms. Akshita Surana
 Company Secretary and Compliance Officer
Sphere Global Services Limited
 Plot No. A-52, Journalist Colony, Jubilee Hills -500033, Hyderabad, Telangana.
 Ph: +91 040 23552284/85/86
 E-Mail: cs@sphereglobal.in

- During the year the Company received 3 complaints from the investors and all of them were resolved satisfactorily. There were no transfers pending at the close of the financial year.

Details of Director's seeking appointment or re-appointment

The details in respect Director's seeking appointment or re-appointment are provided in the notice of AGM.

General Body Meeting

The details of last three Annual General Meeting of the Company held are given below:

Financial Year	Location of the Meeting	Date	Time
2011-12	Hotel one Place, P.R.R Estate 2-22-298 , Behind KPHB Bustop Hyderabad-5000072	03.11.2012	12.00P.M
2012-13	Plot No.91 Road No 7B , women Housing Co-operative society, Jubilee Hills Hyderabad	30.12.2013	9.00 A.M
2013-14	Plot No.91 Road No 7B , women Housing Co-operative society, Jubilee Hills Hyderabad	20.09.2014	9.00 A.M

An Extra – ordinary general meeting was held on 15.06.2015 for passing of special resolution for issue of 10,00,000 preferential allotment of warrants

Disclosures

The company has always ensured fair code of conduct and maintained transparency. There were no instances of non-compliance by the company, penalties, strictures imposed on the company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

In accordance with requirement of Companies Act as well as listing agreement a vigil mechanism has been adopted by the board of directors and accordingly a whistle blower policy has been formulated with a view to provide a mechanism for employees of the company to approach Internal Auditor or Chairman of the Audit Committee of the Company to report any grievance. A link to such policy is also provided in the website of the company.

Compliances , rules & regulations as laid down by various statutory authorities has always been observed by the company since such change over both in letter as well as in spirit.

All transactions entered into with Related Parties as defined under Clause 49 of the Listing Agreement during the financial year were in the ordinary course of business and on an arms length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company. Suitable disclosure as required by the Accounting Standards (AS18) has been made in the notes to the Financial Statements.

Compliance with Accounting Standards

In the preparation of the financial statements, the Company has followed the Accounting Standards notified pursuant the relevant provision of the Companies Act, 2013 read with applicable Accounting Standards, issued by the Ministry of Corporate Affairs. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements

Prevention of Insider Trading

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company.

Means of Communication:

The un-audited quarterly results and audited results for the year are generally published in one English newspaper (Business Standard) and at least one vernacular newspaper (Vishalandhra) shortly after its submission to the Stock Exchanges. The results are also displayed on the Company's web-site i.e.

<http://www.sphereglobal.in>

General Shareholder Information

- a. Annual General Meeting
Day, date, time and venue
- Wednesday, 30th September, 2015 at 02:00 PM at ICWAI
Bhavan, Beside Dena Bank, Sanath Nagar, Hyderabad, Telangana 500018
- b. Book closure dates
- From 23.09.2015 to 30.09.2015 (both days inclusive) for the purpose of Annual General Meeting.
- c. Tentative Calendar of events for the financial year April, 2015 – March, 2016 is as under: Un-audited Financial Results for
- First Quarter 30.06.2015-by 2nd Week of August 2015
-Second Quarter 30.09.2015-by 2nd Week of November 2015
-Third Quarter 31.12.2015-by 2nd week of February 2016
-Fourth Quarter 31.03.2016-by 4th week of May 2016
- d. Financial Year
- From April 1, 2014 to March 31, 2015
- e. Listing of equity shares is at
- Bomay Stock Exchange Limited.
Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001.
- National Stock exchange Limited*
Exchange Plaza, Bandra kurla complex, Bandra (East), Mumbai-400051
- Listing fees for the year have been paid to all the above Stock Exchanges
- *The company is under the process of revocation on the NSE.
- f. Stock Code
- 532172 (BSE)
COLOR CHIPS (NSE)
- g. Registrar & Share Transfer Agents
- Venture Capital and Corporate Investments Private Ltd
12-10-167, Bharat Nagar, Hyderabad-500018
Ph: 040-23818475/476 Ph : 040 – 40144967 Fax : 040-23868024
- h. Share Transfer System
- Share transfer requests, which are received in physical form are processed and the share certificates returned within a period of 15 (fifteen) days from the date of receipt, subject to the documents being in order and complete in all respects. Pursuant to Clause 47 (c) of the Listing Agreement with the Stock Exchanges, certificates, on half-yearly basis, have been issued for due compliance of share transfer formalities by the Company.
- i. Location
- Registered Office:
CIN: L36999TG1990PLC011129
Plot No. A-52, Journalist Colony, Jubilee Hills -500033, Hyderabad, Telangana.
Ph: +91 040 23552284/85/86
E-Mail: cs@sphereglobal.in Website: <http://www.sphereglobal.in>
- Subsidiary Office :
Adroit Infotech Private Limited (CIN : U72200PN2000PTC015633)
Reg. Off: Office no.502, 5th Floor, P4,Pentagon, Magarpatta City,
Hadpsar,Pune, Maharashtra INDIA 411013 (www.adroitinfotech.com)
- j. Dematerialisation of shares and Liquidity
- 1,51,72,926 equity shares of the shareholding have been dematerialized as on March 31, 2015.
- k. Query on the Annual Report
- Akshita Surana, Company Secretary & Compliance Officer
Plot No. A-52, Journalist Colony, Jubilee Hills -500033, Hyderabad, Telangana
Telephone No: 040-23552283/84/85 E-mail:cs@sphereglobal.in

COMPLIANCE WITH CLAUSE 49 MANDATORY REQUIREMENTS

The Company complied with all the applicable mandatory requirements of Clause 49 of the listing agreement and is also submitting a quarterly compliance report duly certified by compliance officer of the company to the stock exchanges within the time frame prescribed under regulations.

The Company has also complied with all the other requirements of the Listing Agreement with the Stock Exchange as well as the regulations and guidelines of SEBI.

MARKET PRICE DATA

High and low during each month from April 01, 2014 to March 31, 2015

During the financial year the equity shares of the Company are traded on Bombay Stock Exchange Limited. The shares are suspended from trading in NSE with effect from September 13, 2007 due to penal provisions.

BSE Trading:

Month	High Price	Low Price	No: of shares traded
Jan-14	9.55	7.14	13813
Feb-14	7.61	6.33	7382
Mar-14	8.82	5.78	40955
Apr-14	9.17	5.77	36546
May-14	10	8.1	54769
Jun-14	12.23	9	48511
Jul-14	22.51	11.21	107521
Aug-14	27.1	18.25	108431
Sep-14	26.85	17	89713
Oct-14	38.15	24.5	111335
Nov-14	37.4	26.7	271741
Dec-14	41.2	30.1	560770
Jan-15	40.4	32.75	1156089
Feb-15	51.75	33.5	1089776
Mar-15	44.05	31.1	1031010
Apr-15	46.9	34.6	13813
May-15	51.7	38.45	7382

Distribution of shareholding as on 31st March 2015:

Shares	Holders		Shares	
	Number	% To Total	No Of Shares	% To Total
Upto - 500	10692	95.29	780904	4.47
501 - 1000	279	2.49	212663	1.22
1001 - 2000	122	1.09	177429	1.02
2001 - 3000	44	0.39	111421	0.64
3001 - 4000	11	0.1	38820	0.22
4001 - 5000	10	0.09	44440	0.25
5001 - 10000	20	0.18	139847	0.8
10001 and above	43	0.38	15963348	91.38
Total	11221	100	17468872	100

(1) (a) Statement Showing Shareholding Pattern

Name of the Company: SHERE GLOBAL SERVICES LIMITED
 Scrip Code 532172, Name of the Scrip SHEREGSL, Class of Security : NSE, BSE SPHERE GLOBAL SERVICES LIMITED, Equity As on : 31.03. 2015

Partly paid-up shares:-	No. of partly paid-up shares	As a % of total no. of partly paid-up Shares	As a % of total no. of shares of the company
Held by promoter/promoter group	0	0	0
Held by public	0	0	0
Total	0	0	0
Outstanding convertible securities:-	No. of outstanding securities	As a % of total no. of outstanding convertible securities	As a % of total no. of shares of the company, assuming full conversion of the convertible securities
Held by promoter/promoter group	0	0	0
Held by public	0	0	0
Total	0	0	0
Warrants:-	No. of warrants	As a % of total no. of warrants	As a % of total no. of shares of the company, assuming full conversion of Warrants
Held by promoter/promoter group	0	0.00	0.00
Held by public	0	0.00	0.00
Total	0	0.00	0.00
Total paid-up capital of the company, assuming full conversion of warrants and convertible securities			17468872

Category Code	Category of Shareholder	Number of Share Holders	Total Number of Shares	Number of Shares held in Dematerialized Form	Total Shareholding as a percentage of total Number of Shares		Shares Pledged or otherwise encumbered	
					As a Percentage of (A+B) (VI)	As a Percentage of (A+B+C) (VII)	Number of Shares (VIII)	As a Percentage (IX) = (VIII)/(IV)*100
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)
A	Promoter and Promoter Group							
(1)	Indian							
(a)	Individuals/Hindu Undivided Family	1	700004	700004	4.01	4.01	0	0.00
(b)	Central Government /State Government (s)	0	0	0	-	-	0	-
(c)	Bodies Corporate	3	11853056	11853056	67.86	67.86	0	-
(d)	Financial Institutions / Banks	0	0	0	-	-	0	-
(e)	Any other(PAC)	0	0	0	-	-	0	0.00
(f)	Others	0	0	0	0	0	0	0
	Sub-Total (A)(1)	4	11853056	11853060	71.87	71.87	0	0.00
(2)	Foreign							
(a)	Individuals (Non Resident Individuals Foreign Individuals)	0	0	0	-	-	0	-
(b)	Bodies Corporate	0	0	0	-	-	0	-
(c)	Institutions	0	0	0	-	-	0	-
(d)	Qualified Foreign Investor	0	0	0	-	-	0	-
(e)	Any Other	0	0	0	-	-	0	-
	Sub-Total (A)(2)	0	0	0	-	-	0	-
	Total Shareholding of Promoter and Promoter Group A=(A)(1) + (A)(2)	4	11853060	11853060	67.85	67.85	0	0
B	Public Shareholding							
(1)	Institutions							
(a)	Mutual Funds/UTI	0	0	0	-	-	0	-
(b)	Financial Institutions/Banks	0	0	0	-	-	0	-
(c)	Central Government/State Government	0	0	0	-	-	0	-
(d)	Venture Capital Funds	0	0	0	-	-	0	-
(e)	Insurance Companies	0	0	0	-	-	0	-
(f)	Foreign Institutional Investors	0	0	0	-	-	0	-
(g)	Foreign Venture Capital Investors	0	0	0	-	-	0	-
(h)	Qualified Foreign Investor	0	0	0	-	-	0	-
(i)	Any Other	0	0	0	-	-	0	-
	Sub-Total (B)(1)	0	0	0	-	-	0	-
(2)	Non-institutions							
(a)	Bodies Corporate	261	1297913	132932	7.43	7.43	0	-
(b)	Individuals							
	i Individual Shareholders holding nominal share capital upto Rs. 1	10846	1384616	1351513	7.93	7.93	0	-
	ii Individual Shareholders holding nominal share capital in excess of Rs. 1 Lakh	30	2128244	1030402	12.18	12.18	0	-
(c)	Qualified Foreign Investor-Corporate	0	0	0	-	-	0	-
(d)	CLEARING MEMBER	45	44329	44329	0.25	0.25	0	-
(e)	TRUST	1	3841	3841	0.02	0.02	0	-
(f)	Non Resident Individuals	34	56869	56849	0.33	0.33	0	-
(g)	Foreign Bodies Corp	0	0	0	-	-	0	-
(h)	Foreign Nation	0	0	0	-	-	0	-
(i)	FPI - Individual	0	0	0	-	-	0	-
(j)	FPI - Corporate	0	0	0	-	-	0	-
	Sub-Total (B)(2)	11217	4915812	2619866	28.14	28.14	0	-
	Total Public Shareholding							
	B=(B)(1)+(B)(2)	11217	5615812	3319866	32.15	32.15	0	-
	Total (A)+(B)	11221	17468872	15172926	100.00	100.00	0	-
(C)	Shares held by Custodians and against which Depository Receipts have been issued							
(1)	Promoter and Prmoter Group	0	0	0	0	0	0	0
(2)	Public	0	0	0	0	0	0	0
	GRAND TOTAL (A) + (B) + (C)	11221	17468872	15172926	100.00	100.00	0	0

Dematerialization of Shares:

The equity shares of the Company are in compulsory Demat segment. The Company has already entered into necessary agreements with NSDL and CDSL for Demat facility. As on 31st March 2015, 1,51,72,926 equity shares are in Demat form representing 86.86% of total equity share capital of the Company

Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity:

The Company has not issued any GDRs / ADRs / Warrants / any convertible instruments.

Plant Locations:

The Company does not have any plant locations; however the Company has its IT centre at Plot No. A-52, Road No.70, Journalist Colony, Jubilee Hills -500033, Hyderabad, Telangana

Address for Investors Correspondence:

Shareholders may address their communications/suggestions/grievances/ queries pertaining to share transfer/Demat including physical transfer requests and Demat requisition forms, to the Company's Registrar and Share Transfer Agents and/or to the Company at the following address:

Registered Office

Plot No. A-52, Road No.70, Journalist Colony,
Jubilee Hills -500033, Hyderabad,
Telangana
Ph No: +91-40-2355 2284/85/86
Fax: +91-40-2355 2283
CIN: L36999TG1990PLC011129
Website: www.sphereglobal.in
Email: cs@sphereglobal.in

Registrar and Transfer Agent

M/s. Venture Capital and Corporate Investments Private Ltd
12-10-167, Bharat Nagar,
Hyderabad-500018.
Ph: 040-23818475/476;
Fax: 040-23868024.

CEO/MD Certification:

As required by the revised clause 49 (V) of the Listing Agreement, the certificate from MD was placed before the Board of Directors at their meeting held on August 5th, 2015.

Compliance Certificate of the Auditors:

The Statutory Auditor has certified that the company has complied with the conditions of the Corporate Governance as stipulated in clause 49 of the listing agreement and the same forms part of the Annual Report. The Certificate from the statutory auditor will be sent to the stock exchange along with the Annual Report of the Company.

TO WHOMSOEVER IT MAY CONCERN

I, Mr. S Sudhakaran Reddy, the Managing Director of the Company, do hereby declare that all the Board Members and Senior Management personnel of the Company have affirmed their compliance on an annual basis with the Code of Conduct as laid down by the Company pursuant to the requirements of Clause 49 of the Listing Agreements with the Stock Exchanges.

S Sudhakaran Reddy
Managing Director
DIN: 01436242

**CERTIFICATION BY MANAGING DIRECTOR UNDER CLAUSE 49 V
OF THE LISTING AGREEMENT**

**The Board of Directors,
Sphere Global Services Limited**

We have reviewed the financial statements and the cash flow statement of Sphere Global Services Limited for the year ended March 31, 2015 and to the best of our knowledge and belief:

- (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take for rectifying these deficiencies.
- (d) We have indicated to the Auditors and the Audit Committee:
 - (I) significant changes in internal control over financial reporting during the year;
 - (ii) significant changes in accounting policies made during the year and the same have been disclosed in the notes to the financial statements; and
 - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting

Date: 05.08.2015
Place: Hyderabad

S. Sudhakiran Reddy
Managing Director
DIN: 01436242

Certificate of compliance from Auditors as stipulated under Clause 49 of Listing Agreement with the Stock Exchanges in India

Certificate

To
The Members of Sphere Global Services Limited

We have examined the compliance of conditions of Corporate Governance by Sphere Global Services Limited (“the Company”) for the year ended on March 31, 2015, as stipulated in Clause 49 of the Listing Agreement of the Company with stock exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For Niranjana and Narayan,
Chartered Accountants,
Firm Regn. No: 005899S

Sd/-
P. Venumadhava Rao
Partner
(Membership No:202785)

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

MANAGEMENT DISCUSSION & ANALYSIS REPORT:

1. INDUSTRY OVERVIEW:

India's IT and related services with exponential growth are a unique export led success story which has put India on the global Map. While India has achieved a brand identity in this sector, other developing countries are trying to emulate India's example.

While the global slowdown, increasing competition from new countries and raising protectionist measures in the wake of job losses in developed countries have slightly dimmed the prospects for exports of IT and related services, a great opportunity is waiting in India's domestic market with increasing technology adoption within the Government sector and the Small and Medium business (SMB) sector, The 12th Five year plan aims to harness the potential of the software and services sector to contribute to the country's development and growth, particularly in terms of investment, exports, employment generation and contribution to GDP and retain India's leadership position as global IT- BPO destination, consolidate and grow in both mature and emerging markets.

2. BUSINESS

2.1 OVERVIEW

Sphere Global Services Limited is a global software services company providing consulting, IT/ITES (SAP) Application maintenance services, Analytics and Hana, Mobility, Managed infrastructure

2.2 STRATEGY:

The Company's strategy is to support longer term growth is to continually extend the core IT services business by expanding its geographic reach, industry coverage and service capabilities and by deepening existing client relationships, building or acquiring emerging businesses and adopting or creating new business models and business solutions become strategic partner capable of reliably delivering innovative solutions.

3. OUTLOOK, RISKS AND CONCERNS.

3.1 OUTLOOK:

In order to meet the changing market realities, your Company has been following the philosophy of providing the highest quality products and services at the competitive prices

All endeavors are made to achieve possible cost reduction in every area of operations.

Your Company's philosophy to provide high class quality products i.e. value for money to consumers that would greatly benefit in the long run. In the otherwise increasing cost arena, every expense, whether capital or revenue is minutely reviewed to achieve all possible savings.

There are many challenges faced by nearly every industry in today's global marketplace The uncertainties in the global market, business model redundancy, supply side risks and financial risks are the major threats faced by IT industry.

The Company believes in building and maintaining deep customer relationships and become a trusted business partner to global enterprises.

3.2 RISKS AND CONCERNS:

The Company has been initiating various risk management programmes to combat strategic, operational and financial as well as compliance-related risks across various levels of the organisation. It includes risk assessment and mitigation at the company level, business / functional unit level, relationship level and project level. The risk management process is continuously improved and adapted to the changing global risk scenario. The agility of the risk management process is monitored and reviewed for appropriateness with the changing risk landscape. The process of continuous evaluation of risks includes taking stock of the risk landscape on an event driven as well as quarterly basis.

4. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has a proper and adequate system of internal control to ensure all the assets are safeguarded and protected against loss from unauthorized use or disposition and the transactions are authorized, regarded and reported correctly.

The internal control is supplemented by an extensive program of internal audits, review by management and procedures. The internal control is designed to ensure that the financial and other records are reliable for preparing financial statements and other data, and for maintaining accountability of assets.

The Company's Internal Audit Department is regularly carrying out the Audit in all areas. Additionally the Audit committee is reviewing all Audit Reports with significant control, all issues raised by internal and external auditing regularly, reports on the business development, all the past and the future plans are given to the Board of Directors, Internal Auditor's reports are regularly circulated to all the senior management to comply with the findings.

Normal forcible risks of the Company's Assets are adequately covered by comprehensive insurances.

5. DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE - STANDALONE.

During the year under review, your company has earned revenue of Rs 966.19 lacs and Loss of 35.56 lacs and consolidated revenue of Rs. 1,924 lacs and profit of Rs. 56 lacs.

6. MATERIAL DEVELOPMENTS IN HUMAN RESOURCES.

During the year under review, the Company has undertaken extensive steps in optimizing the manpower at all locations. Employee/employer relations were cordial throughout the year. Measures for safety of the employees, training and development continued to receive top priorities.

CAUTIONARY STATEMENT

Certain statements made in the management discussion and analysis report relating to the Company's objectives, projections, outlook, expectations, estimates and others may constitute 'forward looking statements' within the meaning of applicable laws and regulations. Actual results may differ from such expectations, projections and so on whether express or implied. Several factors could make significant difference to the Company's operations. These include climatic conditions and economic conditions affecting demand and supply, government regulations and taxation, natural calamities and so on over which the Company does not have any direct control.

Independent Auditor's Report

To the Members of
Sphere Global Services Limited

Report on the Financial Statements

We have audited the accompanying financial statements of **Sphere Global Services Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Management and Board of Directors of the Company are responsible for the matters stated in section 134(5) of the Companies Act, 2013("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India including Accounting Standards referred to in section 133 of the Act, read with rule 7 of companies (Accounts) Rules, 2014. This responsibility includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; design, implementation and maintenance of adequate internal financial controls, that are operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amount and disclosures in the financial statements. The procedures selected depend on the auditor's judgment including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion whether the Company has in place an adequate internal Financial control system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31 March 2015 and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) order, 2015("the order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the order.
2. As required by Section 143(3) of the Act, We further report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c. The Balance Sheet, the Statement of Profit and Loss, and the cash Flow Statement dealt with by this report are in agreement with the books of account;
 - d. In our opinion, the aforesaid standalone financial statements comply with the accounting standards referred to in Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014;
 - e. On the basis of the written representations received from the directors as on March 31, 2015, taken on record by the board of directors, none of the directors is disqualified as on March 31, 2015 from being appointed as a director in terms of Section 164(2) of the Act.
 - f. In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014::
 - i. The Company has, in accordance with the generally accepted accounting practice, disclosed the impact of pending litigations on its financial position in its financial statements – Also Refer Note 29 to the financial statements
 - ii. The Company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise
 - iii. There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of delay in transferring such sums does not arise

For Niranjana and Narayan
Chartered Accountant
(FRN:005899S)

Sd/-

P. Venumadhava Rao
Partner
(M.No202785)

Place: Hyderabad

Date : 05-08-2015

Annexure to the Independent Auditors Report

The Annexure referred to in our report to the members of Sphere Global Services Limited ("The Company") for the year ended 31st March 2015. We report that:

- i. In respect of the fixed assets of the Company:
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) Fixed assets have been physically verified by the management at reasonable intervals, According to the information and explanations given to us no material discrepancies were noticed on such verification.
- ii. In respect of the inventory of the Company:
 - (a) Physical verification of inventory has been conducted at reasonable intervals by the management of the Company.
 - (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
 - (c) The Company is proper in maintaining proper records of inventory and no material discrepancies were noticed on physical verification.
- iii. In respect of loans, secured or unsecured, granted or taken by the company to / from companies, firms or other parties covered in the register maintained under Section 189 of the Act:
 - a) The company has given loans to subsidiaries. In respect of the said loans, the outstanding amount as at the year-end is 30.00 lakhs.
 - b) In our opinion and according to the information and explanations given to us, the rate of interest and other terms and conditions of the loans given by the company, are not prima facie prejudicial to the interest of the company.
 - c) The company has not taken any loans during the year from companies, firms or other parties covered in the register 189 of the companies act, 2013.
- iv. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business. In our opinion, and according to the information and explanations given to us, there is no continuing failure to correct major weaknesses in internal control system.
- v. In our opinion and according to the information and explanations given to us, the Company has not accepted deposits. Therefore, the provisions of the clause (v) of paragraph 3 of the Order are not applicable to the Company.
- vi. Provisions of the company's (cost accounting records) rules, 2014 prescribed by the central government under section 148 & 469 of the companies act, 2013 are not applicable.
- vii. According to the information and explanations given to us, in respect of statutory dues:
 - (a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities and there were no arrears of outstanding statutory dues as at the last day of the financial year concerned for a period of more than six months from the date they became payable.
 - (b) There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund.
- viii. The Company's Commercial accumulated losses at the end of the financial year are less than fifty per cent of its net worth.

The Company has not incurred cash losses during the financial year covered by our audit but incurred cash loss in the immediately preceding financial year.

- ix. In our opinion and on verification of records, the company has not defaulted in repayment of dues to its bankers and financial institutions.
- x. In our opinion and according to the explanations given to us and based on the information available, no loans and advances have been granted by the company on the basis of security by way of pledge of shares, debentures and other securities.
- xi. In our opinion, the term loans have been applied for the purpose for which they were raised.
- xii. To the best of our knowledge and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by management.

For Niranjana and Narayan
Chartered Accountant
(FRN:005899S)

Place: Hyderabad
Date : 05-08-2015

Sd/-
P.Venumadhava Rao
Partner
(M.No202785)

SPHERE GLOBAL SERVICES LIMITED (Formerly Color Chips (India) Limited) Plot No. A-52, Journalist Colony , Jubilee Hills , Hyderabad - 500033			
Balance Sheet as at 31ST March 2015			
Particulars	Notes	As at March 31,2015	As at March 31,2014
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2	174,688,720	174,688,720
(b) Reserves and Surplus	3	22,905,800	15,153,706
(2) Share Application money pending allotment			
(3) Non-Current Liabilities			
(a) Long-Term Borrowings	4	39,182,643	-
(b) Deferred Tax Liabilities (Net)			
(4) Current Liabilities			
(a) Short-Term Borrowings			
(b) Trade Payables	5	439,552	1,384,492
(c) Other Current Liabilities	6	3,999,736	893,000
(d) Short-Term Provisions	7	146,803	-
Total Equity & Liabilities		195,551,655	161,812,506
II. ASSETS			
(1) Non-Current Assets			
(a) Fixed Assets			
(i) Tangible assets	8	428,296	22,313,311
(ii) Intangible assets		29,004,163	-
(b) Deferred tax assets (Net)		1,270,378	3,340,584
(b) Long term loans and advances	9	721,000	156,000
(2) Current Assets			
(a) Inventories	10	44,620,566	98,876,583
(b) Current Investment	11	1,000,000	-
(c) Trade Receivables	12	96,897,536	15,192,429
(d) Cash and cash equivalents	13	276,002	2,552,563
(e) Short-term loans and advances	14	21,333,714	19,381,036
Total Assets		195,551,655	161,812,506
SIGNIFICANT ACCOUNT POLICIES & NOTES TO ACCOUNTS			
1			
<i>The Notes referred to above, forms an integral part of these financial statements</i>			
For Niranjana & Narayan Chartered Accountants (FRN:005899S)	Sd/- S.Sudha Kiran Reddy Managing Director (DIN:01436242)	Sd/- Ramakrishna Bhaskar Director & CFO (DIN:01620392)	
P Venumadhava Rao Partner M.No. 202785 Place : Hyderabad Date:05.08.2015	Sd/- Akshita Surana Company Secretary & Compliance Officer		

SPHERE GLOBAL SERVICES LIMITED (Formerly Color Chips (India) Limited) A-52, Road No. 70, Journalist Colony, Jubilee Hills, Hyderabad - 500033				
Profit & Loss Statement For The Period Ended On 31st March 2015				
Sr. No	Particulars	Notes	As at March 31,2015	As at March 31,2014
I	Revenue from operations	15	96,599,831	445,000
II	Other Income	16	19,579	-
III	III. Total Revenue (I +II)		96,619,410	445,000
IV	Expenses:			
	Cost of materials consumed	17	54,256,017	-
	Direct / Production Expenses			
	Employee Benefit Expense	18	10,498,808	587,300
	Depreciation and Amortization Expense	19	10,717,790	984,565
	Other Administrative Expenses	20	19,035,004	331,656
	Total Expenses (IV)		94,507,619	1,903,521
V	Profit before exceptional and extraordinary items and tax	(III - IV)	2,111,791	1,458,521
VI	Extraordinary Items	21	5,668,471	-
VII	Profit before tax (V - VI)		- 3,556,680	- 1,458,521
VIII	Tax expense:			
	(1) Current tax		-	-
	(2) Deferred tax		2,070,206	-
IX	Profit(Loss) from the period from continuing operations	(VII-VIII)	- 5,626,886	- 1,458,521
X	Earning per equity share:			
	(1) Basic		(0.32)	(0.08)
	(2) Diluted		(0.32)	(0.08)
The Notes referred to above, forms an integral part of these financial statements				
For Niranjana & Narayan Chartered Accountants (FRN:005899S)		Sd/- S.Sudha Kiran Reddy Managing Director (DIN:01436242)	Sd/- Ramakrishna Bhaskar Director & CFO (DIN:01620392)	
P Venumadhava Rao Partner M.No. 202785 Place : Hyderabad Date:05.08.2015		Sd/- Akshita Surana Company Secretary & Compliance Officer		

SPHERE GLOBAL SERVICES LIMITED

Notes Forming Integral Part of the Balance Sheet as at 31ST MARCH 2015

Note : 2 Share Capital

Sr. No	Particulars	As at 31st March 2015		As at 31st March 2014	
		Number	Rs.	Number	Rs.
	Authorized Equity Shares of Rs. 10/- each.	39,315,000	393,150,000	39,315,000	393,150,000
	Issued Equity Shares of Rs. 10/- each.	17,468,872	174,688,720	17,468,872	174,688,720
	Subscribed & Paid Up Equity Shares of Rs. 10/- each.	17,468,872	174,688,720	17,468,872	174,688,720
	Less:- Calls In Arrears	-	-	-	-
		17,468,872	174,688,720	17,468,872	174,688,720
	Subscribed but not fully Paid Up Equity Shares not fully Paid Up	-	-	-	-
	Total	17,468,872	174,688,720	17,468,872	174,688,720

Reconciliation of number of shares outstanding for the period

Particulars	As at 31st March 2015		As at 31st March 2014	
	Number	Rs.	Number	Rs.
shares outstanding at beginning of the year	-	-	23,962,050	239,620,500
shares Issued during the year	-	-	15,096,445	150,964,450
shares bought back/Reduced during year	-	-	21,589,623	215,896,230
shares outstanding at end of the year	17,468,872	174,688,720	17,468,872	174,688,720

Details of share holders holding more than 5% of shares.

Particulars	As at 31st March 2015		As at 31st March 2014	
	Number	% of holding	Number	% of holding
Color Chips Animation Park Limited	9,278,895	53%	10,478,899	60%
Ravikaanth Portfolio services Private Limited	1,310,055	7%	1,310,055	8%
G.Srinivasulu	400,000	2%	1,197,842	7%
Millitoons Animations Private Limited	564,106	3%	1,264,106	7%
Cybertoons Entertainments Private Limited	1,158,757	7%	1,158,757	7%

Note : 3 Reserve & Surplus

Sr. No	Particulars	As at 31st March 2015	As at 31st March 2014
	General Reserve		
	Opening Balance	-	1,570,500
	Less:- Transfer to Profit & Loss Account	-	1,570,500
	Closing Balance	-	-
	Share Premium		
	Opening Balance	-	732,600
	Less:- Transfer to Profit & Loss Account	-	732,600
	Closing Balance	-	-
	Surplus (Profit & Loss Account)		
	Balance brought forward from previous year	- 15,153,706	-
	Add:- Net Profit / (Net Loss) for the current year	- 5,626,886	- 1,458,521
	Add:- Transfer from Reserves	-	-
	Add:- Transfer from Share Capital	-	-
	Less:- Increase in Liabilities	- 1,937,212	-
	Less:- Assets Written off	- 187,996	-
	Less:- Transfer to Reserves	-	-
	Total	- 22,905,800	- 15,153,706

SPHERE GLOBAL SERVICES LIMITED
Notes Forming Integral Part of the Balance Sheet as at 31ST MARCH 2015
Note : 4 Long Term Borrowings

Sr. No	Particulars	As at 31st March 2015	As at 31st March 2014
	From Associated Companies		
	Unsecured Loans	-	150,964,446
	Less:- Converted into Equity by issue of 15096445 Equity Shares of Rs.10/- each.	-	- 150,964,446
	Unsecured and considered good	39,182,643	-
	Total	39,182,643	-

Note : 5 Trades Payable

Sr. No	Particulars	As at 31st March 2015	As at 31st March 2014
	From Associated Companies		
	Trade Payables	439,552	1,384,492
	Balance c/d	439,552	1,384,492
Sr. No	Particulars	Current Year	Previous Year
	Balance b/d	439,552	1,384,492
1	Sundry Creditors for Services:	-	-
	Sundry Creditors for Material	-	-
	Total	439,552	1,384,492

Note : 6 Other Current Liabilities

Sr. No	Particulars	As at 31st March 2015	As at 31st March 2014
	Others - Unsecured	373,329	873,000
	Salaries Payable	3,393,523	-
	TDS Payable	181,704	-
	Audit Fee Payable	51,180	20,000
	Total	3,999,736	893,000

Note : 7 Short Term Provisions

Sr. No	Particulars	Current Year	Previous Year
	Short Term Provisions		
	Electricity & Power Charges Payable	19,073	-
	Rent Payable	126,000	-
	Water Charges Payable	1,730	-
	Total in	146,803	-

NOTE NO: 6

Fixed Assets for the year 2014-15

SL NO	DESCRIPTION	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		VALUE AT THE BEGINNING	ADDITION DURING THE YEAR	DELETION DURING THE YEAR	VALUE AT THE END	VALUE AT THE BEGINNING	ADDITION DURING THE YEAR	DELETION DURING THE YEAR	VALUE AT THE END	VALUE AS ON 31-03-2015	VALUE AS ON 31-03-2014
1	TANGIBLE ASSETS										
	Computers	11,587,565	71,001	-	11,658,566	1,117,726	10,514,683	-	11,632,409	26,157	10,469,839
	Furniture & Fixtures	2,960,813	317,076	2,960,813	317,076	319,086	82,129	991,191	-	234,947	2,641,727
	Electrical Equipment	9,565,875	46,420	9,565,875	46,420	778,976	12,017	1,927,451	-	34,403	8,786,899
	Office Equipment	-	241,750	-	241,750	-	108,961	-	108,961	132,789	-
	Plant & Machinery	451,622	-	451,622	-	36,777	-	86,204	-	-	414,845
	TOTALS	24,565,875	676,247	12,978,310	12,263,812	2,252,565	10,717,790	3,004,847	11,741,371	428,296	22,313,310
2	INTANGIBLE ASSETS										
	Computer Software	-	11,301	7,138	4,163	-	-	-	-	4,163	-
	Goodwill	-	29,000,000	-	29,000,000	-	-	-	-	29,000,000	-
	TOTALS	-	29,011,301	7,138	29,004,163	-	-	-	-	29,004,163	-
	Previous Year (2013-14)	24,565,875.00	-	-	24,565,875.00	1,267,999.00	984,565.00	-	2,252,565.00	22,313,311.00	23,297,876.00

DETAILS ABOUT DELETIONS TO FIXED ASSETS

7,712,943

- a) In accordance with the provisions of Schedule II of the Companies Act, 2013. In case of fixed assets which have acquired prior to 1st April, 2014, the carrying value (net of residual value) is depreciated over the remaining useful life as determined effective on 1st April, 2014.
- b) Furniture & Fixtures have been sold on 24-03-2015 and Depreciation have been provided up to the date of sale as per Schedule II of Companies Act, 2013 and residual value has been added to depreciation.
- c) Electrical Equipment having book value of Rs.57,11,484/- have been sold on 30-06-2015 and Depreciation have been provided up to the date of sale as per Schedule II of Companies Act, 2013 and residual value has been added to depreciation.
- d) Electrical Equipment having book value of Rs.30,75,415/- have been sold on 31-03-2015 and Depreciation have been provided up to the date of sale as per Schedule II of Companies Act, 2013 and residual value has been added to depreciation.
- e) Plant & Machinery have been sold on 31-03-2015 and Depreciation have been provided up to the date of sale as per Schedule II of Companies Act, 2013 and residual value has been added to depreciation.

SPHERE GLOBAL SERVICES LIMITED

Notes Forming Integral Part of the Balance Sheet as at 31ST MARCH 2015

Note : 9 Long Term Loans and Advances

Sr. No	Particulars	Current Year	Previous Year
	Security Deposits		
	- Electricity Deposit	150,000	150,000
	- Sales Tax Deposit	6,000	6,000
	- Rent Deposit	540,000	-
	- Other Deposit	25,000	-
	Total	721,000	156,000

Note : 10 Inventories

Sr. No	Particulars	Current Year	Previous Year
1	Stock-in-Trade	44,620,566	98,876,583
	Total	44,620,566	98,876,583

Note : 11 Investments

Sr. No	Particulars	Current Year	Previous Year
	Adroit Infotech Pvt Ltd	1,000,000	
	Total	1,000,000	-

Note : 12 Trade Receivables

Sr. No	Particulars	Current Year	Previous Year
	Trade receivables outstanding for a period less than six months from the date they are due for payment		
	- Unsecured, considered good	59,854,096	-
	Less:- Provision for doubtful debts	-	-
	Trade receivables outstanding for a period less than six months from the date they are due for payment	59,854,096	-
	- Unsecured, considered good	37,043,440	15,192,429
	- Unsecured, considered doubtful	-	-
	Less:- Provision for doubtful debts	-	-
		37,043,440	15,192,429
	Total	96,897,536	15,192,429

SPHERE GLOBAL SERVICES LIMITED

Notes Forming Integral Part of the Balance Sheet as at 31ST MARCH 2015

Note : 13 Cash & Cash Equivalent

Sr. No	Particulars	Current Year	Previous Year
1	Cash-in-Hand		
	Cash Balance	217,738	2,552,563
	Sub Total (A)	217,738	2,552,563
2	Bank Balance		
	This includes Bank deposits with more than 12 months maturity cheques, drafts on hand		
	- Axis Bank.	7,035	-
	- HDFC Bank	65,299	-
	Sub Total (B)	58,264	-
	Total [A + B]	276,002	2,552,563

Note :14 Short Terms Loans and Advances

Sr. No	Particulars	Current Year	Previous Year
	Trade Advances		
	Trade Advances	-	17,445,856
	Total (a)	-	17,445,856
	From Associated Companies		
	- Adroit Infotech Pvt Ltd	3,000,000	-
	- Kamptos Technologies Pvt Ltd	1,066,673	-
	- Millitoons Entertainment Ltd	17,445,856	-
	Total (b)	19,379,183	-
	Other Short Terms Loans and Advances		
	- Sales Tax Recovery	1,019,082	1,019,082
	- ESI Recovery	416,098	416,098
	- Investment Subsidy Receivable	500,000	500,000
	- Salary Advance	19,351	-
	Total (c)	1,954,531	1,935,180
	Total (a + b + c)	21,333,714	19,381,036

SPHERE GLOBAL SERVICES LIMITED

Notes Forming Integral Part of the Provisional Balance Sheet as at 31ST MARCH 2015

Note : 15 Revenue from Operations

Sr. No	Particulars	As at 31st March 2015	As at 31st March 2014
	Sales of Rights	59,800,000	445,000
	Export Services	36,413,431	-
	Services	386,400	-
	Total	96,599,831	445,000

Note : 16 Other Income

Sr. No	Particulars	As at 31st March 2015	As at 31st March 2014
	Discount Received	19,579	-
	Total	19,579	-

Note : 17 Cost of Material Consumed

Sr. No	Particulars	As at 31st March 2015	As at 31st March 2014
Stock of Animation & Feature Film IP Rights & Comics			
1	Opening Stock	98,876,583	98,876,583
	Add:- PURCHASES OF RAW MATERIALS AND STORES		-
	Sub-total	98,876,583	98,876,583
2	Closing Stock	44,620,566	98,876,583
	Total	54,256,017	-

Note : 18 Employment Benefit Expenses

Sr. No	Particulars	As at 31st March 2015	As at 31st March 2014
1	Salaries, Bonus, PF & ESIC	10,498,808	587,300
	Total	10,498,808	587,300

Note : 19 Depreciation & Amortised Cost

Sr. No	Particulars	As at 31st March 2015	As at 31st March 2014
1	Depreciation	10,717,790	984,565
	Total	10,717,790	984,565

SPHERE GLOBAL SERVICES LIMITED

Notes Forming Integral Part of the Provisional Balance Sheet as at 31ST MARCH 2015

Note : 20 Other Administrative Expenses

Sr. No	Particulars	As at 31st March 2015	As at 31st March 2014
1	Advertisement Expenditure	41,986	-
2	Audit Fee	50,000	20,000
3	Bank Charges	10,041	6,238
4	Boarding & Lodging	229,180	
5	Bonus	165,000	
6	Books & Periodicals	3,741	
7	Buisness Promotion Expenses	95,131	33,703
8	Commission Expenses	12,744,480	
9	Consultancy Fee	23,000	
10	Conveyance Expenses	141,827	
11	Employee Conveyance Exp.	6,040	
12	Employee Telephone Exp.	2,100	
13	E Voting Charges	11,991	
14	Fuel & Diesel	147,976	
15	General Expenditure	301	
16	Hire Charges	1,000	
17	House Keeping Service Charges	31,950	
18	Internet Charges	263,055	-
19	Misc. Expenses	44,626	-
20	Office Expenses	794,700	-
21	Office Maintenance	144,863	134,000
22	Office Rent	1,104,000	-
23	PF Interest & Penalties	183	-
24	Pooja Items	2,546	
25	Postage & Courier Chages	94,191	
26	POWER	107,938	
27	Printing & Stationary	112,105	
28	Professoanl Consultants Fee	825,000	
29	Professional Fees	112,000	
30	Rates & Taxes	397,873	
31	Reimbursement of Expenses	6,855	
32	Repair & Maintenance-Building	107,622	
33	Repair & Maintenance Expenses	230,431	
34	Repair & Maintenance-Plant & Mach.	46,954	
35	ROC Compliance & Filing Fee	175,060	
36	RTA Charges	66,541	45,000
37	Server Domain Charges	12,241	
38	Staff Welfare Expenses	157,778	
39	Telephone Expenses	133,950	8,837
40	Transportation Expenses	52,585	
41	Travelling Expenses	320,338	83,878
42	Water Bottles Usage	5,825	
43	Website Designing	10,000	
		19,035,004	331,656

Note : 21 Extra ordinary Items

Sr. No	Particulars	As at 31st March 2015	As at 31st March 2014
1	Loss on sale of assets	5,668,471	-
	Total	5,668,471	-

I. Significant accounting policies

1.1 Basis of preparation of financial statements

These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('the Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

1.2 Use of estimates

The preparation of the financial statements in conformity with GAAP requires the Management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent liabilities as at the date of the financial statements and reported amounts of income and expenses during the period. Examples of such estimates include computation of percentage of completion which requires the Company to estimate the efforts or costs expended to date as a proportion of the total efforts or costs to be expended, provisions for doubtful debts, future obligations under employee retirement benefit plans, income taxes, post-sales customer support and the useful lives of fixed tangible assets and intangible assets. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as the Management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial Statements.

1.3 Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, Investing and financing activities of the Company are segregated.

1.4 Revenue recognition

Company generally follows the mercantile system of accounting and recognizes incomes and expenses on accrual basis, including Provisions or adjustments for committed obligations and amounts demined as payable of receivable during the year.

1.5 Tangible assets

Tangible assets are stated at cost, less accumulated depreciation and impairment, if any. Direct costs are capitalized until such assets are ready for use.

1.6 Intangible assets

Intangible assets are recorded at the consideration paid for acquisition of such assets and are carried at cost less accumulated amortization and impairment.

1.7 Depreciation and amortization

Depreciation on tangible assets is provided on the written down value method over the useful lives of assets estimated by the Management. Depreciation for assets purchased / sold during a period is proportionately charged. Intangible assets are amortized over their respective individual estimated useful lives on a Written down Value basis, commencing from the date the asset is available to the Company for its use. The Management estimates the useful lives for the other fixed As Follows:

Tangible Asset	Actual Useful life
Computers	3 years
Motor Vehicles	15 years
Electrical equipment	10 years
Furniture	10 years
Office equipment	5 years

Intangible Asset	Actual Useful life
Software	3 years

Depreciation and amortization methods, useful life and residual values are reviewed periodically, including at each financial year end.

1.8 Investments

Trade investments are the investments made to enhance the Company's business interests. Investments are either classified as current or long-term based on Management's intention. Current investments are carried at the lower of cost and fair value of investment.

1.9 Foreign currency transactions

Foreign-currency denominated monetary assets and liabilities are translated at exchange rates in effect at the Balance Sheet date. The gains or losses resulting from such translations are included in the Statement of Profit and Loss. Revenue, expense and cash-flow items denominated in foreign currencies are translated using the exchange rate in effect on the date of the transaction. Transaction gains or losses realized upon settlement of foreign currency transactions are included in determining net profit for the period in which the transaction is settled.

1.10 Employee Benefits

There is no Employee in the Company Receiving Employee Benefit in the Financial Year 2014-15

1.11 Cash and cash equivalents

Cash and cash equivalents comprise cash and cash on deposit with banks and corporations.

1.12 Earnings per share

Basic earnings per share are computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period.

1.13 Related party transaction

As per AS-18 the Related Parties and Related Party Transactions are given below:

Name Of the Related Party	S.No	Nature Of Relationship	Amount	Nature of Amount
Adroit Infotech Limited	1.	Subsidiary Company	30,00,000/-	Unsecured Loan
Sudha Kiran Reddy	2.	Managing Director	3,22,85,595/-	Received as Unsecured loan During the year

1.14 Taxes on Income

Income Tax expense Comprises Current Tax and Deferred tax charge or credit. Provision for current Tax is made on the basis of the assessable income at the tax rate applicable to the relevant assessment year.

SPHERE GLOBAL SERVICES LIMITED			
Plot No. A-52, Journalist Colony , Jubilee Hills , Hyderabad - 500033			
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015			
	PARTICULARS	31st March,2015	31st March,2014
A	<u>CASH FLOW FROM OPERATING ACTIVITIES</u>		
	Net profit /Loss before tax and extra-ordinary items	2,111,791	(1,458,521)
	Adjustments For :		
	Loss on sales of assets	5,668,471	-
	Depreciation	10,717,790	984,565
	Interest - Income	(19,579)	-
	Interest - Expenditure	263,055	-
	Operating Profit /Loss Before working Capital Charges	18,741,528	(473,956)
	Adjustments For :		
	Increase/ (Decrease) in Long Term Provisions	39,182,643	-
	increase/ Decrease in Short Tem Provisions	146,803	-
	increase/ Decrease in Other Current Liabilities	2,161,796	-
	increase/ Decrease in Trade receivables	(81,705,107)	-
	increase/ Decrease in Inventories	54,256,017	-
	increase/ Decrease in Long Term Loans and advances	(565,000)	-
	increase/ Decrease in Short Term Loans and advances	(1,952,678)	-
	increase/ Decrease in Other Current Assets	-	-
	Cash Generated from operations	30,266,003	(473,956)
	Interest Paid	(263,055)	-
	Direct Taxes	-	-
	Cash Flow before Extra-ordinary Items	30,002,948	(473,956)
	Extra-ordinary / Prior period Items		
	Prior Period Expenses	(5,668,471)	-
	Net Cash Flow from operating Activities	24,334,477	(473,956)
B	<u>CASH FLOW FROM INVESTING ACTIVITIES</u>		
	Loans to Companies	-	-
	Purchase of Fixed Assets	(29,687,548)	-
	Decrease in Capital work in progress	-	-
	Decrease/ (Increase) in Investment	(1,000,000)	-
	Sale of Fixed Assets (Gross Value)	4,056,931	-
	Interest Received	19,579	-
	Net Cash Flow From Investing Activities	(26,611,038)	-
C	<u>CASH FLOW FROM FINANCING ACTIVITIES</u>		
	Proceeds from Issue of share capital (net of Share Issue Expenses)	-	-
	Proceeds received / (Repayment) of Share Application Money	-	-
	Proceeds from/repayment of Long Term Borrowings	-	-
	Transfer to Investor Protection Fund	-	-
	Dividend	-	-
	Net Cash Flows from Financing Activities	-	-
	Net Increase / Decrease in Cash + Cash equivalents	(2,276,561)	(473,956)
	Opening Balance	2,552,563	3,026,520
	Closing Balance	276,002	2,552,563
	For Niranjana & Narayan Chartered Accountants (FRN:005899S)	Sd/- S.Sudha Kiran Reddy Managing Director (DIN:01436242)	Sd/- Ramakrishna Bhaskar Director & CFO (DIN:01620392)
	P Venumadhava Rao Partner M.No. 202785 Place : Hyderabad Date:	Sd/- Akshita Surana Company Secretary & Compliance Officer	

INDEPENDENT AUDITOR'S REPORT- Consolidated

To The Members of

SPHERE GLOBAL SERVICES LIMITED

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of SPHERE GLOBAL SERVICES LIMITED (hereinafter referred to as “the Holding Company”) and its subsidiaries (the Holding Company and its subsidiaries together referred to as “the Group”) its associates and jointly controlled entities comprising of the Consolidated Balance Sheet as at 31st March, 2015, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (herein after referred to as “the consolidated financial statements”).

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (herein after referred to as “the Act”) that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its Associates and Jointly controlled entities in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group and of its associates and jointly controlled entities are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit

also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, its associates and jointly controlled entities as at

31st March, 2015, and their consolidated profit/loss and their consolidated cash flows for the year ended on That dates our opinion is not modified in respect of this matter

Other Matters

We did not audit the financial statements of the subsidiaries, Whose financial statements reflect total assets of Rs.537.82 lakhs as at 31stMarch, 2015, total revenues of Rs.957.85 lakhs and net cash flows amounting to Rs.0.73 lakhs for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group share of net Profit of Rs.13.26 lakhs for the year ended 31stMarch,2015, as considered in the consolidated financial statements, in respect of subsidiary, whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our reporting terms of sub-sections(3)and (11) of Section143of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the reports of the other auditors.

(b) Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section143 of the Act, based on the comments in the auditors' reports of the Holding company and subsidiary companies, we give in the Annexure a statement on the matters specified in paragraphs3and4oftheOrder,to the extent applicable.

2. As required by Section143 (3) of the Act, we report, to the extent applicable, that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

(b)In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.

(c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

(d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

(e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2015 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies, none of the directors of the Group companies is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164(2) of the Act.

(f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

The Company has, in accordance with the generally accepted accounting practice, disclosed the impact of pending litigations on its financial position in its financial statements – Also Refer Note 29 to the financial statements.

ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise

iii. There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of delay in transferring such sums does not arise

For Niranjana and Narayan
Chartered Accountant
(FRN:005899S)

Place: Hyderabad
Date : 05-08-2015

Sd/-
P.Venumadhava Rao
Partner
(M.No202785)

SPHERE GLOBAL SERVICES LIMITED
(Formerly Color Chips (India) Limited)
Plot No. A-52, Journalist Colony , Jubilee Hills , Hyderabad - 500033

Consolidated Balance Sheet as at 31ST March 2015

Particulars	As at March 31,2015	As at March 31,2014
I. EQUITY AND LIABILITIES		
(1) Shareholder's Funds		
(a) Share Capital	174,688,720	174,688,720
(b) Reserves and Surplus	6,182,493	15,153,706
(2) Share Application money pending allotment		
(3) Non-Current Liabilities		
(a) Long-Term Borrowings	39,628,980	
(b) Deferred Tax Liabilities (Net)	393,738	
(c) Other Long Term Liabilities	750,000	
(d) Long Term Provisions	8,508,659	
(4) Current Liabilities		
(a) Short-Term Borrowings	4,441,567	
(b) Trade Payables	3,566,055	1,384,492
(c) Other Current Liabilities	8,261,203	893,000
(d) Short-Term Provisions	11,276,153	-
Total Equity & Liabilities	245,332,582	161,812,506
II. ASSETS		
(1) Non-Current Assets		
(a) Fixed Assets		
(i) Tangible assets	2,208,937	22,313,311
(ii) Intangible assets	1,586,682	-
(b) Good Will on Consolidation	29,000,000	
(c) Deferred tax assets (Net)	1,270,378	3,340,584
(d) Long term loans and advances	2,344,146	156,000
(2) Current Assets		
(a) Inventories	44,620,566	98,876,583
(b) Current Investment	-	-
(c) Trade Receivables	122,167,580	15,192,429
(d) Cash and cash equivalents	3,686,276	2,552,563
(e) Short-term loans and advances	38,448,016	19,381,036
Total Assets	245,332,582	161,812,506

Note: For the financial Year 2013-14 Company did not have any Subsidiaries and like wise no Consolidaton has been made

For Niranjana & Narayan
Chartered Accountants
(FRN:0058995)

Sd/-
S.Sudha Kiran Reddy
Managing Director
(DIN:01436242)

Sd/-
Ramakrishna Bhaskar
Director & CFO
(DIN:01620392)

P Venumadhava Rao
Partner
M.No. 202785
Place : Hyderabad
Date:05.08.2015

Sd/-
Akshita Surana
Company Secretary & Compliance Officer

SPHERE GLOBAL SERVICES LIMITED
(Formerly Color Chips (India) Limited)
A-52, Road No. 70, Journalist Colony, Jubilee Hills, Hyderabad - 500033

Consolidated Profit & Loss Statement For The Period Ended On 31st March 2015

Sr. No	Particulars	As at March 31,2015	As at March 31,2014
I	Revenue from operations	190,977,477	445,000
II	Other Income	1,427,225	-
III	III. Total Revenue (I +II)	192,404,702	445,000
IV	Expenses:		
	Cost of materials consumed	61,736,416	-
	Direct / Production Expenses		
	Employee Benefit Expense	70,687,166	587,300
	Depreciation and Amortization Expense	11,830,523	984,565
	Other Administrative Expenses	35,913,994	331,656
	Finance Costs	890,310	
	Total Expenses (IV)	181,058,410	1,903,521
V	Profit before exceptional and extraordinary items and tax	11,346,292	-
VI	Extraordinary Items	5,668,471	-
VII	Profit before tax (V - VI)	5,677,821	-
VIII	Tax expense:		
	(1) Current tax	2,305,800	-
	(2) Deferred tax	2,045,102	-
IX	Profit(Loss) from the period from continuing operations	1,326,919	-
X	Earning per equity share:		
	(1) Basic	0.08	(0.08)
	(2) Diluted	0.08	(0.08)

Note: For the financial Year 2013-14 Company did not have any Sussidiaries and like wise no Consolidaton has been made for that year.

For Niranjana & Narayan Chartered Accountants (FRN:005899S) P Venumadhava Rao Partner M.No. 202785 Place : Hyderabad Date:05.08.2015	Sd/- S.SudhaKiran Reddy Managing Director (DIN:01436242) Sd/- Akshita Surana Company Secretary & Compliance Officer
Sd/- Ramakrishna Bhaskar Director & CFO (DIN:01620392)	

SPHERE GLOBAL SERVICES LIMITED
 Plot No. A-52, Journalist Colony , Jubilee Hills , Hyderabad - 500033

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

	PARTICULARS	31st March,2015	31st March,2014
A	CASH FLOW FROM OPERATING ACTIVITIES		
	Net profit /Loss before tax and extra-ordinary items	3,397,125	(1,458,521)
	Adjustments For :		
	Loss on sales of assets	5,668,471	-
	Depreciation	11,830,523	984,565
	Interest - Income	(19,579)	-
	Interest - Expenditure	263,055	-
	Operating Profit /Loss Before working Capital Charges	21,139,595	(473,956)
	Adjustments For :		
	Increase/ (Decrease) in Long Term Provisions	41,195,250	-
	Increase/ Decrease in Short Term Provisions	146,803	-
	increase/ Decrease in Other Current Liabilities	(9,573,135)	-
	Increase/ Decrease in Trade receivables	(87,327,140)	-
	increase/ Decrease in Inventories	54,256,017	-
	increase/ Decrease in Long Term Loans and advances	(727,596)	-
	increase/ Decrease in Short Term Loans and advances	(1,952,678)	-
	increase/ Decrease in trade payables	1,177,652	-
	increase/ Decrease in deposit	12,264,581	-
	Cash Generated from operations	30,599,349	(473,956)
	Interest Paid	(263,055)	-
	Direct Taxes	(25,104)	-
	Cash Flow before Extra-ordinary Items	30,311,190	(473,956)
	Extra-ordinary / Prior period Items		
	Prior Period Expenses	(5,668,471)	-
	Net Cash Flow from operating Activities	24,642,719	(473,956)
B	CASH FLOW FROM INVESTING ACTIVITIES		
	Loans to Companies	-	-
	Purchase of Fixed Assets	(29,922,048)	-
	Decrease in Capital work in progress	-	-
	Decrease/ (Increase) in Investment	(1,000,000)	-
	Sale of Fixed Assets (Gross Value)	4,056,931	-
	Interest Received	19,579	-
	Net Cash Flow From Investing Activities	(26,845,538)	-
C	CASH FLOW FROM FINANCING ACTIVITIES		
	Proceeds from Issue of share capital (net of Share Issue Expenses)	-	-
	Proceeds received / (Repayment) of Share Application Money	-	-
	Proceeds from/repayment of Long Term Borrowings	-	-
	Transfer to Investor Protection Fund	-	-
	Dividend	-	-
	Net Cash Flows from Financing Activities	-	-
	Net Increase / Decrease in Cash + Cash equivalents	(2,202,819)	(473,956)
	Opening Balance	5,889,095	3,026,520
	Closing Balance	3,686,276	2,552,563

 For Niranjana & Narayan
 Chartered Accountants
 (FRN:0058995)

 P Venumadhava Rao
 Partner
 M.No. 202785
 Place : Hyderabad
 Date:

 Sd/-
 S.Sudha Kiran Reddy
 Managing Director
 (DIN:01436242)

 Sd/-
 Ramakrishna Bhaskar
 Director & CFO
 (DIN:01620392)

 Sd/-
 Akshita Surana
 Company Secretary & Compliance Officer

ATTENDANCE SLIP

SPHERE GLOBAL SERVICES LIMITED

(formerly known as Color Chips (India) Limited)

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

Tel: +91-40-2355 2284/85/86 Fax: +91-40-2355 2283 Email: cs@sphereglobal.in, website : www.sphereglobal.in

Please fill attendance slip and hand it over at the entrance of the meeting hall. Joint shareholders may obtain slip at the venue of the meeting.

25th Annual General Meeting on _____

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 25th Annual General Meeting of the **SPHERE GLOBAL SERVICES LIMITED** at Annual General Meeting on Wednesday 30th September, 2015 at 2.p.m at ICWAI Bhavan, Beside Dena Bank, Sanath Nagar, Hyderabad, Telangana 500018,

(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.

PROXY FORM**SPHERE GLOBAL SERVICES LIMITED**

(formerly known as Color Chips (India) Limited)

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

Tel: +91-40-2355 2284/85/86 Fax: +91-40-2355 2283 Email: cs@sphereglobal.in, website : www.sphereglobal.in**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 25th Annual General Meeting of the company, to be held on the Wednesday , 30th September 2015 at 2:00 p.m. at ICWAI Bhavan, Beside Dena Bank, Sanath Nagar, Hyderabad, Telangana 500018 of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

Sl. No.	Resolution(S)	Vote	
		For	Against
1.	TO CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2015, THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON AND THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015.		
2.	TO APPOINT A DIRECTOR IN PLACE OF MR. RAMAKRISHNA BHASKAR (DIN: 01620392), WHO RETIRES BY ROTATION, AND BEING ELIGIBLE OFFERS HIMSELF FOR REAPPOINTMENT.		
3.	APPOINTMENT OF M/S.NIRANJAN AND NARAYAN, CHARTERED ACCOUNTANTS, AS STATUTORY AUDITORS OF THE COMPANY		
4.	APPOINTMENT OF MS. SUNEETA VISHNUPANTHULU AS INDEPENDENT DIRECTOR OF THE COMPANY		
5.	TO APPOINT MR. S. SUDHAKIRAN REDDY AS DIRECTOR OF THE COMPANY.		
6.	TO APPOINT MR. MR. S. SUDHAKIRAN REDDY AS MANAGING DIRECTOR OF THE COMPANY		
7.	TO PAY REMUNERATION TO MR.RAMAKRISHNA BHASKAR AS WHOLE TIME DIRECTOR OF THE COMPANY		
8.	TO PAY REMUNERATION TO MR. PRAKASH TRIPATHI AS WHOLE TIME DIRECTOR OF THE COMPANY		
9.	BOARD OF DIRECTORS TO MAKE INVESTMENT IN EXCESS OF THE PRESCRIBED LIMITS		
10.	TO ISSUE SHARES UNDER ESOPS SCHEME		
11.	RATIFICATION OF RESOLUTION PASSED AT THE EXTRA-ORDINARY GENERAL MEETING HELD ON 15.06.2015		
12.	INCREASE IN THE BORROWING POWERS OF THE COMPANY		
13.	ADOPTION OF AMENDED ARTICLES OF ASSOCIATION		

* Applicable for investors holding shares in Electronic form.

Affix Revenue Stamps

Signed this ____ day of ____ 20 ____

Signature of Shareholder across Revenue Stamp

Signature of Proxy holder

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

FORM FOR REGISTRATION OF EMAIL ADDRESS FOR RECEIVING DOCUMENTS / NOTICES BY ELECTRONIC MODE

To
Venture Capital And Corporate Investments Private Limited
12-10-167,
Bharat Nagar
Hyderabad, 500018

Company: SPHERE GLOBAL SERVICES LIMITED
(Formerly known as Color Chips (India) Limited)

I agree to receive all documents / notices including the Annual Report from the Company in electronic mode. Please register my email address given below in your records for sending communication through email.

Name of Sole / First Holder : _____

DP ID / Client ID / Regd. Folio No. : _____

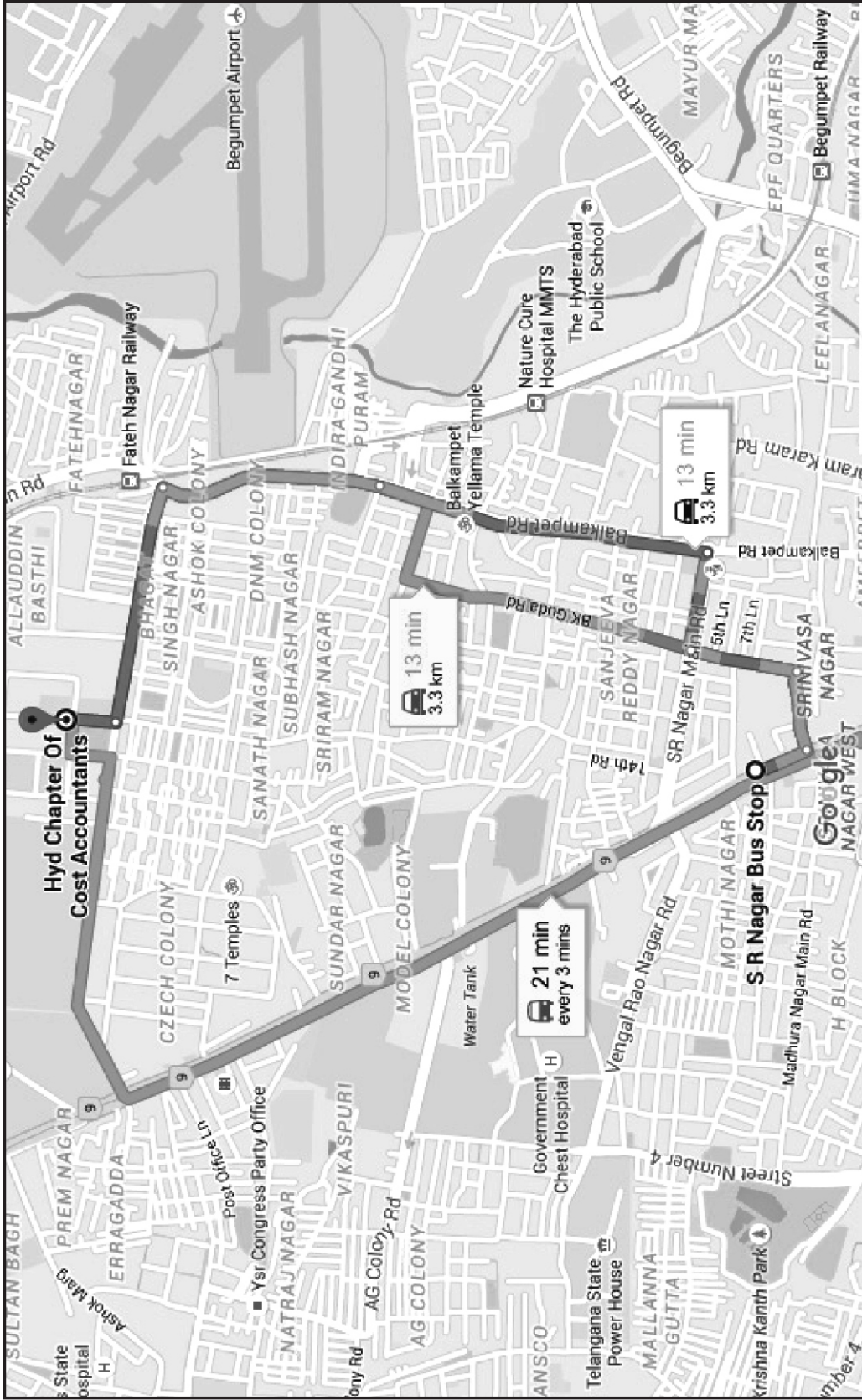
PAN No. : _____

E-mail Address : _____

Date:

Place:

(Signature of Member)



BOOK - POST



www.sphereglobal.in

TO

IF UNDELIVERED PLEASE RETURN TO:



SPHERE GLOBAL SERVICES LIMITED

Registered Office :

A-52, Road No 70, Journalist Colony, Jubilee Hills, Hyderabad -500033

Tel: +91-40-2355 2284/85/86 Fax: +91-40-2355 2283

CIN : L36999TG1990PLC011129

E mail : cs@sphereglobal.in Website: www.sphereglobal.in