

Hyderabad, September 30, 2015

To
The Board of Directors
SPHERE GLOBAL SERVICES LIMITED
A-52, Road No 70, Journalist Colony,
Jubilee Hills, Hyderabad -500033
Telangana



Sir,

Sub: Submission of Scrutinizer's Report with regard to the resolutions passed by the Company through Postal Ballot and Remote E-Voting pursuant to the provisions of Sections 110 and 108 of the Companies Act, 2013 ('the Act') read with Rule 22 and 20 of the Companies (Management and Administration) Rules, 2014

With reference to the captioned subject, please find enclosed the postal ballot results along with Postal Ballot Register, Postal Ballot Forms, Envelopes containing Postal Ballot Forms received on or before the closing of workings hours on September 29th, 2015. (cut-off date for receiving the duly completed Postal Ballot Forms).

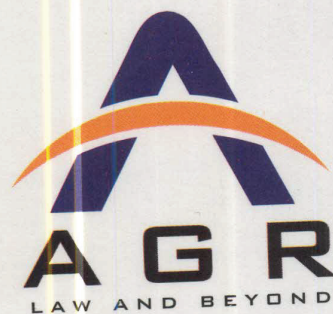
Kindly acknowledge a copy towards the receipt of the above,

Thanking You.



Manoj Kumar Koyalkar
Company Secretary in Practice
Membership No.: 19445
CP No.: 10004

AGR Reddy & Co.
Company Secretaries, Suite #202, Pavani Annexe,
Banjara Hills, Road #2, Hyderabad-500 034, Tel : +91-040-23541900.
E-mail: mail@agrlaws.com, URL: www.agrlaws.com

SCRUTINIZER'S REPORT



To
The Director
SPHERE GLOBAL SERVICES LIMITED
A-52, Road No 70, Journalist Colony,
Jubilee Hills, Hyderabad -500033
Telangana

Dear Sir,

The Board of Directors of your Company at its meeting held on August 05th, 2015 has appointed me as a Scrutinizer for conducting the Postal Ballot voting process including voting by electronic means.

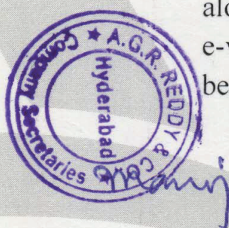
The management of the Company is responsible to ensure compliance with the requirements of the relevant provisions of:

- (a) The Companies Act, 2013 and the Rules made thereunder; and
- (b) The Listing Agreement(s) with the Stock Exchange, relating to Postal Ballot voting including voting by electronic means.

My responsibility as a scrutinizer is restricted to make a Scrutinizer's report of the votes casted by the members for the resolution contained in the Notice dated August 05th, 2015, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorized agency engaged by the Company to provide Remote e-voting facilities for e-voting and scrutiny of the physical ballot received till the time fixed for closing of the voting process i.e. closing of workings hours on September 29th, 2015.

I submit my report as under:

- i. The Company has completed on 28.08.2015, the dispatch of all Postal Ballot Forms along with postage prepaid bookpost, including voting by electronic means (Remote e-voting), to its members whose name(s) appeared on the Register of Members/list of beneficiaries as on August 21st, 2015.



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After the aforesaid scrutiny of the Postal Ballot Forms and taking into account the Remote e-voting results, I report that the Ordinary and Special Resolutions as contained in the said Notice have been passed with requisite majority as required under the provisions of the Companies Act, 2013.

You may accordingly declare the result of the voting of Postal Ballot

Thanking You,



Manoj Kumar Koyalkar

Manoj Kumar Koyalkar
Company Secretary in Practice
Membership No.: 19445
CP No.: 10004

Encl.Annexure-I

- ii. After the time fixed for closing of the Remote e-voting on September 29th, 2015, a final electronic report of the Remote e-voting was generated by me by accessing the data available to me from the website www.evotingindia.com of Central Depository Services (India) Limited, the Authorised Agency to provide e-voting facility. Data regarding the e-votes was diligently scrutinized.
- iii. All physical postal ballots received till the time fixed for closing of the Postal Ballot on September 29th, 2015 were diligently scrutinized and reconciled with the records maintained by the Company through Venture Capital and Corporate Investments Private Limited, the Registrar and Share Transfer Agents of the Company and the authorizations lodged with the Company.
- iv. Particulars of all the Postal Ballot forms received from the Members have been entered in a register separately maintained for the purpose.
- v. The Postal Ballot forms were kept under safe custody in a separate ballot box before commencing the scrutiny of such postal ballot forms.
- vi. The Ballot box was opened on September 30th, 2015 after closing of working hours, in my presence.
- vii. All Postal Ballot forms received up to the closing of working hours on September 29th, 2015, the last date and time fixed by the Company for receipt of the forms were considered for my scrutiny.
- viii. No envelopes containing postal ballot forms were received after the closing of working hours on September 29th, 2015.
- ix. No envelopes containing postal ballot forms were returned undelivered.
- x. I did not find any defaced or mutilated ballot paper.

A summary of the postal ballot voting including voting by electronic means in respect of passing of the resolution contained in the Notice dated 05.08.2015 through Postal Ballot is enclosed as Annexure-I to this report.

I have handed over the Postal Ballot forms and other related papers/registers and records for safe custody to the Director authorized by the Board to supervise the Postal Ballot process.

Manj



A.G.R. REDDY & CO.
Hyderabad
Secretaries

Annexure-I
Summary of Postal Ballot and E-Voting

Resolution	Mode	Ballots Received	Total Votes Received	Favour			Against			Invalid		Voting Result
				Bal lots	Votes	% of favour valid votes of Total valid votes received	Ballots	Votes	% of against valid votes to Total valid votes Received	Bal lots	Votes	
Special Resolution for Power To Mortgage /Create Charge On The Assets Of The Company	E-Voting	51	18,52,469	49	18,52,288	99.99	2	181	0.009	-	-	Approved by Requisite Majority
	Physical Ballot	29	2,27,75,312	29	2,20,74,886	96.92	-	-	-	4	7,00,426	
Special Resolution for alteration of Object clause of Memorandum of Association	E-Voting	51	18,52,469	49	18,52,288	99.99	2	181	0.009	-	-	Approved by Requisite Majority
	Physical Ballot	29	2,27,75,312	29	2,20,74,886	96.92	-	-	-	4	7,00,426	
Special Resolution To Make Loans Or Investments And To Give Guarantees Or To Provide Security In Connection With A Loan Made Under Section 186 Of The Companies Act, 2013	E-Voting	51	18,52,469	49	18,52,288	99.99	2	181	0.009	-	-	Approved by Requisite Majority
	Physical Ballot	29	2,27,75,312	29	2,20,74,886	96.92	--	--	--	4	7,00,426	

for AGR Reddy & Co.

Company Secretary


Manoj Kumar Kovalkar
Membership Since: 19445
CP No.: 10004



POSTAL BALLOT NOTICE
(Pursuant to the Provisions of Section 110 of the Companies Act, 2013 read with
Rule 22 of the Companies (Management and Administration) Rules, 2014

Dear Members,

Sub: Passing of Resolutions by Postal Ballot

Notice is further hereby given that the following resolutions are proposed to be passed as Special Resolutions through Postal Ballot in accordance with the provisions of Section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014. The Company proposes the same for approval of the Members. Accordingly, a draft of the Special Resolution along with the Explanatory Statement is being sent to you with the Postal Ballot Form and self addressed postage pre-paid envelope for your consideration and doing the needful.

Pursuant to the provisions of section 102 of the Companies Act, 2013, the explanatory Statement pertaining to the aforesaid resolutions setting out all material facts and the reasons for which resolution is being proposed is annexed herewith.

You are requested to read carefully the instructions printed on the enclosed Postal Ballot Form and return the form duly completed, in the attached self addressed postage pre-paid bookpost, so as to reach the Scrutinizer at the address of the Scrutinizer i.e. on or before the close of working hours (05.00 P.M.) on 29.09.2015. You have the option to vote either by Postal Ballot or through Remote e-voting, the detailed procedure for which is set out in the Postal Ballot Form.

The Scrutinizer will submit his report to the Chairman, after the completion of the scrutiny. The result of the postal ballot and Remote e-voting will be declared by the Chairman on receipt of the report from the Scrutinizer.

The results shall also be announced to the Stock Exchange(s), on company's website and through newspaper advertisement. The resolutions, if approved, will be passed effectively on the date of declaration of results. Central Depository Systems Limited (CDSL), engaged by the Company for facilitating Remote e-voting, will also display these Results on its website.

SPECIAL BUSINESS

1. POWER TO MORTGAGE /CREATE CHARGE ON THE ASSETS OF THE COMPANY

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 180(1)(a) and other provisions, if any, of the Companies Act 2013, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to mortgage or charge all or any part of immovable or movable properties of the company, where so ever situated, both present and future, whole or part of the undertakings of the Company of any nature and kind whatsoever and/or creating a floating charge in all or any immovable properties of the Company together with the powers to takeover the management of the business and concern of the Company, in certain events, to or in favour of banks, financial institutions any other lenders to secure the amount borrowed/to be borrowed by the Company from time to time for the due payment of the principal monies together with the interest and other charges payable by the company in respect of such borrowings, provided however that the total amount so borrowed and remaining outstanding at any particular time which will be secured by such charge/mortgage shall not exceed an amount of Rs. 100 Crore."

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

2. ALTERATION OF MAIN OBJECT CLAUSE OF MOA

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

“RESOLVED THAT subject to the provisions of Section 13 of the Companies Act, 2013 read with rules thereunder and confirmation of the Registrar of Companies, Clause (A) 1-5 of the memorandum of association of the company be and is hereby deleted and replaced as follows:

(A) THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ARE:

1. To carry on the business of Software designing, development, customisation, implementation, maintenance, testing and benchmarking, designing, developing and dealing in computer software and solutions, and to import, export, sell, purchase, distribute, host (in data centres or over the web) or otherwise deal in own and third party computer software packages, programs and solutions, and to provide internet / web based applications, services and solutions, provide or take up Information technology related assignments on sub-contracting basis, offering services on-site/ offsite or through development centres using owned /hired or third party infrastructure and equipment, providing recruitment and HR related services, providing and taking personnel / consultants/ human resources to / from other organizations, providing solutions/ Packages/ services through applications services provider mode via internet or otherwise, to undertake IT enabled services like SAP, ERP, CRM, call Centre Management, Medical and legal transcription, data processing, Back office processing, Accounting, HR and payroll processing, Insurance claims processing, credit card processing, loans and letters of credit processing, cheque processing, data warehousing and database management, to carry on the business of manufacturing, dealing and maintenance of computer hardware, computer systems and assemble data processors, program designs and to buy, sell or otherwise deal in such hardware and software packages and all types of tabulating machine, accounting machines, calculators, computerised telecommunication systems and network, their components, spare parts, equipments and devices and to carry on the business of establishing, running and managing institutions, school, and academics for imparting education in computer technology, offering equipment, solutions and services for Networking and network management, data centre management and in providing consultancy services in all above mentioned areas.

2. To develop, provide, undertake, design, import, export, distribute and deal in Systems and application software for microprocessor based information systems, off shore software development projects, internet service provider, and solutions in all areas of application including those in Emerging niche segments like Internet and Intranet website applications solutions software enterprise, resource planning, e-commerce, value added products and other business applications either for its own use for sale in India or for export outside India and to design and develop such systems and application software for and on behalf of manufacturers owners and users of computer, telecom, digital, electronic equipments in India or elsewhere in the world.

3. To manufacture, sell, export, import all kinds of electric & electronic components capable of being used in Electrical & mechanical and electronic Industries including Computers telecommunications to carry our software research and development, to design and develop system software, application software and any other software in India and abroad to start Integrated services Digital Local Network (ISDLAN) dial for data Centres technology parks, wide area network Internet, user net, cyber café services in India and abroad.

4. To carry on the business of providing Logistics Services, material management, transportation, warehousing distribution and marketing of goods and to provide storage and protection of goods against rain, fire and other natural or manmade calamities and to act as representative, Agent, Sub Agent, Commission Agent of Indian and foreign Companies, Firms, persons, states and other bodies Corporates and to represent them before the different authorities Corporates and bodies and to act as their Sales, purchase representatives and to render services to them for transporting warehousing, distributing, and maintaining all types of goods and Equipments in good conditions supplied by the Principals, to carry on Agency business including that of freight agents, steamer agents, chartering agents, clearing and forwarding agents, commission agents and bunkering agents and to work as Ship Broker and Charterers. To establish, organize, manage, run, charter, conduct, contract, develop, handle, own, operate and to do business as fleet carriers, transporters, in all its branches on land, air, water, & space, for transporting goods, in all modes including bulk and containers, articles, or things or heavy and over dimensional cargo, on all routes and lines on National and International level subject to law in force through all sorts of carries like trucks, lorries, trawlers, dumpers, coaches, tankers, tractors, haulers, jeeps, trailers, motor buses, omnibuses, motor taxis, railways, tramways, aircrafts, hovercrafts, rockers, space shuttles, ships, vessels, boats, barges and so on whether propelled by petrol, diesel, electricity, steam oil, atomic power or any other form of power. To establish, organize, manage, run, charter, conduct, contract, develop, handle, own operate material Handling equipments and to carry on the business of clearing and forwarding agents, courier and cargo handlers,

handling and haulage contractors, warehousemen, common carriers by land, rail, water and air, container agents, to handle goods and passengers within the country and outside and to carry on the business of tour and travel operators and to act as customs agents, wharfingers, landing agents, stevedores and longshoremen.

3. **TO MAKE LOANS OR INVESTMENTS AND TO GIVE GUARANTEES OR TO PROVIDE SECURITY IN CONNECTION WITH A LOAN MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

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

"RESOLVED THAT pursuant to Section 186 and all other applicable provisions, if any, of the Companies Act, 2013, read with the relevant Rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors including any Committee thereof (hereinafter referred to as "the Board") to (i) give any loans to any person or other body corporate, or (ii) give any guarantees or to provide security in connection with a loan to any other body corporate or person, or (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding sixty percent of company's paid up capital and its free reserves and securities premium account or one hundred percent of its free reserves and securities premium account whichever is more as the Board of Directors may think fit, provided that the total loans or investments made, guarantees given, and securities provided shall not any time exceed Rs. 500 Crores over and above the paid up capital of the Company and its free reserves."

" RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such actions and to give all such directions as may be necessary or desirable and also to settle any question or difficulty that may arise in regard to the proposed investments or loans or guarantees or securities and to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection therewith."

Notes :

1. Explanatory Statement and reasons for the proposed special businesses pursuant to Section 102 the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 are given hereunder
2. The notice is being sent through courier due to all the Members whose names would appear in the Register of Members/ Record of Depositories as on 21.08.2015.
3. The Board of Directors of the company has appointed Mr. Manoj Kumar Koyalkar of M/s. AGR Reddy & Co., Company Secretaries, Hyderabad as scrutinizer for conducting the postal ballot process in a fair and transparent manner and to receive and scrutinize the completed ballot papers from the members. After completion of his scrutiny the scrutinizer will submit the report to the Director of the company.
4. The resolutions will be taken as passed effectively on the date of announcement of the result by a director of the company if the result of the postal ballot indicates that the requisite majority of the shareholders had assented to the resolutions.
5. The postal ballot form and the self addressed business reply envelope are enclosed for use of members. Shareholders are requested to carefully read the instructions printed on the backside of the postal ballot form before exercising their vote.
6. Voting through electronic means:
 - A. In compliance with provisions of Section 108 of the Act, and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide facility to the members to exercise their right to vote at Postal Ballot by electronic means as an alternate mechanism. For this purpose, the Company has entered into an agreement with CDSL for facilitating Remote e-Voting in order to enable the Members to cast their votes electronically instead of dispatching postal ballot form. Please note that Remote e-Voting is optional. The instructions for Remote e-voting are as under:
 - i. The remote e-voting period begins at 9.00 A.M. on 31.08.2015 and ends at 29th 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, i.e. 21.08.2015 (End of Day) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - ii. The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.

- iii. Click on the “Shareholders” tab.
- iv. Now select the “Manor Estates and Industries Limited” from the drop down menu and click on “SUBMIT”.
- v. Now enter your User-ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vi. Next enter the Image Verification as displayed and Click on Login
- vii. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- viii. If you are a first time user follow the steps given below:

	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)</p> <ul style="list-style-type: none"> • 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. • The respective sequence number will be printed on the address sticker of the annual report cover sent to the shareholders
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.</p> <ul style="list-style-type: none"> • 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 (v).

- ix. After entering these details appropriately, click on “SUBMIT” tab.
- x. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this notice.
- xii. Click on EVSN of Manor Estates and Industries Limited
 - xiii. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the resolution and option NO implies that you dissent to the resolution.
 - xiv. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
 - xv. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

- xvi. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xviii. If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix. Note for Institutional Shareholders
- o Institutional shareholders (i.e. other than Individuals, HUF, NRI, etc.) are required to log on to <https://www.evoting.com> and register themselves as Corporates.
 - o A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - o After receiving the login details they have to create 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.
 - o 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.
 - o A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xx. In case you have any queries or issues regarding, you may refer the Frequently Asked Questions (“FAQ’s”) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com
7. Mr.Manoj Kumar Koyalkar of M/s AGR Reddy & Co., Company Secretaries, Flat No.202, Pavani Annex, Road No.2, Banjara Hills, Hyderabad-500 034, Telangana, has been appointed as the Scrutinizer to scrutinize the e-voting process and physical postal ballot, in a fair and transparent manner.
 8. The Scrutinizers shall within a period not exceeding three working days from the conclusion of the remote e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
 9. Shareholders who have registered their e-mail IDs with their Depository Participants are being sent Notice of Postal Ballot by e-mail and Shareholders who have not registered their e-mail id will receive Notice of Postal Ballot along with Postal Ballot Form.
 10. Kindly note that the Shareholders can opt only one mode of voting, i.e., either by Physical Ballot or Remote e-voting. If members are opting for Remote e-voting, then do not vote by Physical Ballot also and vice versa. However, in case Shareholders cast their vote by Physical Ballot and Remote e-voting, then voting done through valid Physical Ballot shall prevail and voting done by Remote e-voting will be treated as invalid.
 11. Shareholders exercising their vote by physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self addressed business reply envelope to the Scrutinizer so as to reach the Scrutinizer on or before the close of working hours on 29th September, 2015 (5.00 pm).
 12. Please note that all postal ballot forms received after 29th September, 2015 (5.00 pm) will be strictly treated as if the reply from the member has not been received.
 13. Shareholders who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form sent along with the email or down load from the link <https://www.evotingindia.com> or from the website of the Company www.sphereglobal.in or seek duplicate Postal Ballot Form from CIL Securities Limited, Registrar and Share Transfer Agents of the Company, fill in the details and send the same to the Scrutinizer.
 14. In case, shares are jointly held, the postal ballot form should be completed and signed (as per the specimen signature registered with the company) by the first named Member and in his/her absence, by the next named Member.
 15. In case of shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/ Authority letter together with attested specimen signature(s) of the duly authorized signatory/ ies, giving requisite authority to the person voting on the Postal Ballot Form.
 16. A tick (√) mark should be placed in the relevant box signifying assent / dissent for the resolution, as the case may be, before mailing the Postal Ballot Form.
 17. The vote in this Postal Ballot cannot be exercised through proxy.
 18. The Scrutinizer’s decision on the validity or otherwise of the Postal Ballot / Remote e-voting will be final.
 19. The Results of Remote e-voting and postal ballot form shall be aggregated and declared by Director or by any other person duly authorised in this regard. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.sphereglobal.in within two (2) days of passing of the resolutions and communicated to the Stock Exchanges.

20. Documents in respect of details of assets mentioned above will be available for inspection during the 10 a.m. to 12.00 noon on all working days on all working days of the Company (except Saturdays, Sundays and any Public Holidays) up to 30th September,2015
21. As required by Rule 22 of the Companies (Management and Administration) Rules, 2014, details of dispatch of Notice and Postal Ballot Form to the Shareholders will be published in at least one English language and one vernacular language newspaper circulating in Hyderabad, Telangana.

Explanatory Statement

ITEM NO. 1

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) 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 / immoveable properties of the Company in favor of the lenders.

The Directors commend the resolution set out at item No. 1 for your approval as Special Resolution.

None of the Directors, Key Managerial personnel, and or relatives of the Company are interested or concerned in the said resolution except to the extent of their respective shareholding in the Company.

ITEM NO: 2

In order to diversify into certain new business ventures, your directors are considering various proposals for diversifying the company's activities into other activities like Logistics and related activities etc.

The alteration in the Objects Clause of the memorandum of association as set out in the resolution is to facilitate diversification. This will enable the company to carry on its business economically and efficiently and the proposed activities can be, under the existing circumstances, conveniently and advantageously combined with the present activities of the company. This will also enlarge the area of operations of the company.

Pursuant to section 13 of the Act, the Directors commend the resolution set out at item No. 1 for your approval as Special Resolution.

None of the Directors, Key Managerial personnel, and or relatives of the Company are interested or concerned in the said resolution except to the extent of their respective shareholding in the Company.

ITEM NO. 3

As per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a Company can make any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of i) Sixty per cent of the aggregate of the paid-up capital and free reserves and securities premium account or, ii) Hundred per cent of its free reserves and securities premium account, whichever is more, if special resolution is passed by the members of the Company. As a measure of achieving greater financial flexibility and to enable optimal financing structure, this permission is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 to give powers to the Board of Directors or any duly constituted committee thereof, for making further investment, providing loans or give guarantee or provide security in connection with loans to subsidiary companies (including overseas subsidiaries) for an amount not exceeding 500 crore.

The investment(s), loan(s), guarantee(s) and security (ies), as the case may be, will be made in accordance with the applicable provisions of the Companies Act,2013 and relevant rules made there under. These investments are proposed to be made out of own/ surplus funds/internal accruals and or any other sources including borrowings, if necessary, to achieve long term strategic and business objectives. The Board accordingly recommends to pass the Special resolution through postal ballot.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution except as members

POSTAL BALLOT FORM

1.	Name(s) of shareholder(s) (including joint holders, if any) (in Block Letters)	
2.	Registered address of the sole/first named shareholder	
3.	Registered folio No./DP ID No./Client ID No.* (* Applicable to investors holding Shares in dematerialized form)	
4.	Number of shares held	

I / We hereby exercise my / our vote in respect of the Resolution to be passed through postal ballot for the business stated in the notice of the Company by sending my / our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate boxes below.

S.no	Description	No. of Shares held	I / We assent to the resolution	I / We dissent to the resolution
1	POWER TO MORTGAGE /CREATE CHARGE ON THE ASSETS OF THE COMPANY			
2	ALTERATION OF MAIN OBJECT CLAUSE OF MOA			
3	TO MAKE LOANS OR INVESTMENTS AND TO GIVE GUARANTEES OR TO PROVIDE SECURITY IN CONNECTION WITH A LOAN MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013			

Place: Hyderabad
Date:

(Signature of the Member/Beneficial Owner)

***Note :** Please read the instructions printed below carefully before exercising your vote. Last date for receipt of Postal Ballot Form duly filled in and signed by the Scrutinizer is 29.09.2015*

INSTRUCTIONS:

1. Shareholders desiring to exercise their vote by postal ballot should complete this Postal Ballot Form and send it to the Company in attached self-addressed stamped envelope.
2. However, envelopes containing postal ballots, if sent by courier or personal hand delivery at the expenses of the registered shareholder will also be accepted. Voting through any other form or photocopy of the Postal Ballot form will not be considered valid.
3. The self-addressed stamped envelope bears the address of the scrutinizer appointed by the Board of Directors of the Company i.e., Mr. Manoj Kumar Koyalkar
4. This form should be completed and signed by the shareholder only. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the company or furnished by NSDL/CDSL) by the first named shareholder and in his absence, by the next named shareholder.
5. The notice is being sent by mode prescribed by the postal department to all the members, whose names would appear in the Register of Members as on 21.08.2015
6. The consents must be accorded by recording the assent in the "Assent Column" and dissent in the "Dissent Column" by placing a **tick mark (✓)** in the appropriate columns.
7. There will be only one Postal Ballot Form for every Folio/Client ID irrespective of the number of joint Member(s). Members are entitled to cast their votes differently i.e., all the votes either in favour or against or partly in favour or against. However, the number of votes cast must not exceed the number of shares held by the Members.
8. Incomplete and unsigned Postal Ballot Forms will be rejected.
9. Duly completed Postal Ballot Forms including duplicate, if any should reach the company not later than 5.00 p.m. on 29.09.2015. All Postal Ballot Forms received after this date will be strictly treated as if the reply from the shareholder(s) has not been received.
10. In case of shares held by Companies, Trust, Societies, etc, the duly completed Postal Ballot Form should be accompanied by certified true copy of the Board Resolution/Authority together with attested specimen signature(s) of duly authorized signatory(ies). Postal Ballot Form signed by the holder of power of attorney for and on behalf of a Member of the Company must be accompanied by the copy of Power of Attorney duly certified by Magistrate, Notary Public or Special Executive Magistrate or a similar authority holding a Public Office and authorized to use the seal of his office. If the same is already registered with the Company, please quote the Registration Number beneath the signature.
11. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders as on 21.08.2015
12. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed stamped envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the scrutinizer.
13. Votes will be considered invalid on the following grounds :
 - (i) If the Member's signature does not tally
 - (ii) If the Member has marked all his shares both in favor and also against the Special Resolution
 - (iii) If the postal ballot is unsigned
 - (iv) If the ballot paper is received torn or defaced or mutilated to an extent that is difficult for the scrutinizer to identify the Member or the number of votes or as to the whether the votes are in favour or against or if the signature could not be checked or on one or more of the above grounds.
14. The Scrutinizer's decision on the validity of a Postal Ballot will be final.