

Date: 29.05.2024

To,
The Bombay Stock Exchange Ltd
Corporate Relationship Dept,
1st Floor, New Trading Ring,
Rotunda Building, P. J. Towers,
Dalal Street, Fort, Mumbai – 400 001

Dear Sir/Madam,

Scrip Code: 531370

Sub: Submission of Annual Secretarial Compliance Report for the year ended March 31, 2024 as per Regulation 24A of SEBI (LODR) Regulations, 2015

Pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019; please find enclosed herewith Annual Secretarial Compliance Certificate issued by M/s. Pankaj Trivedi & Co., Practicing Company Secretaries for the financial year ended on March 31, 2024 under Regulation 24A of Securities Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015.

We request you to kindly take the same on record.

For Sparc Electrex Limited

Shobith Ganesh Hegde
(Whole Time Director)
DIN: 02211021
Place: Mumbai



Encl: a/a

Secretarial Compliance Report of Sparc Electrex Limited

For the year ended March 31, 2024

(Under Regulation 24A of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015)

To,

Sparc Electrex Limited

1202, 12th Floor, Esperanza Building,

Next to Bank of Baroda, Linking Road, Bandra (W),

Mumbai - 400050, Maharashtra, India

I, Pankaj Trivedi have examined:

1. All the documents and records made available to me and explanation provided by **M/s. Sparc Electrex Limited**. ("the listed entity"),
2. The filings/ submissions made by the listed entity to the stock exchanges,
3. Website of the listed entity,
4. Any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended **31st March, 2024** ("Review Period") in respect of compliance with the provisions of :
 - (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
 - (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

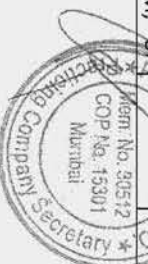
- (i) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (ii) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (iii) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (iv) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable for the year under review.**
- (v) Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021; **Not Applicable for the year under review.**
- (vi) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (vii) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and circulars/ guidelines issued thereunder.
- (viii) Securities and Exchange Board of India (Depositories and Participant Regulation), 2018 and circulars / guidelines issued thereunder.



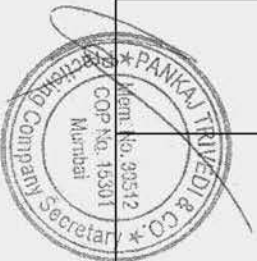
and based on the above examination, I hereby report that, during the review period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action (Advisory/ Clarification /Fine/Show Cause Notice /Warning, etc.)	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Pursuant to BSE Notice No. 20230127-37 Notice Date 27th Jan 2023, all Listed Companies required to file also prior intimation of calling Board meeting in XBRL mode under Regn 29 of the SEBI (LODR) Regn, 2015 within 24 hours of submission of the PDF-filing.	BSE Notice No. 20230127-37 Notice Date 27th Jan 2023	Delay of 1 day in filing of XBRL Intimation of Board meeting, of which pdf intimation calling meeting was given by the Company to the exchange on 18.03.2024 and XBRL intimation was filed on 20.03.2024.	None	No Action taken by any authority	Delay of 1 day in filing of XBRL Intimation of Board meeting, of which pdf intimation calling meeting was given by the Company to the exchange on 18.03.2024 and XBRL intimation was filed on 20.03.2024.	No fine has been levied	Such delay in XBRL filing is non-compliance on the part of the Company of BSE Notice No. 20230127-37 Notice Date 27th Jan 2023. The Company should take utmost care in all further reporting's.	The management submitted that the mentioned delay was purely unintentional and was due to oversight. The Company has made all other intimation calling Board meeting in pdf and XBRL on same day and in timely manner during the year. Further the Company will ensure no such delay for any future submission on this.	-
2	Pursuant to BSE Notice No. 20230331-87 dated 31 st	BSE Notice No. 20230331-87 dated	Delay of 2 day in filing of XBRL Intimation of Calling EOGM, of	None	No Action taken by any authority	Delay of 2 day in filing of XBRL Intimation of Calling EOGM, of	No fine has been levied	Such delay in XBRL filing is non-compliance on	The management submitted that the mandate of this XBRL filing is	-



3	Pursuant to BSE Notice No. 20230127-37 Notice Date 27th Jan 2023, all Listed Companies required to make reporting in XBRL mode within 24 hours of the PDF filing	Pursuant to BSE Notice No. 20230127-37 Notice Date 27th Jan 2023	The Company has not made XBRL filing in connection with the allotment of security made by the Company during the year under issue in case of Right issue of partly paid-up shares and further conversation in case of	None	No Action taken by any authority	The Company has not made XBRL filing in connection with the allotment of security made by the Company during the year under issue in case of partly paid-up shares and further in case	No fine has been levied	Such non-filing in XBRL forms is the non-compliance on part of the Company of BSE Notice No. 20230127-37 Notice Date 27th Jan 2023. The Company should take	The management submitted that the mentioned delay was purely unintentional and was due to unawareness of fact of XBRL reporting in such cases. However Company has made all necessary reporting in pdf filing mode	-
	March 2023, readwith Regn 30 of SEBI (LODR), Regn, 2015, w.e.f. April 01, 2023 the listed entity is required to also submit the Notices of Shareholders Meeting in XBRL mode within 24 hours of submission of the said PDF filing.	31 st March 2023, readwith Regn 30 of SEBI (LODR), Regn, 2015,	which pdf intimation calling EOGM was given by the Company to the exchange on 31.03.2023 and XBRL intimation was filed on 03.04.2023.			which pdf intimation calling EOGM was given by the Company to the exchange on 31.03.2023 and XBRL intimation was filed on 03.04.2023.		part of the Company BSE Notice No. 20230331-87 dated 31 st March 2023. As informed by the management this circular was mandated XBRL reporting w.e.f. 01.04.2023. However Co. had completed dispatch of notice for the EOGM on before 31.03.2023. The Company has made XBRL reporting for this voluntarily.	applicable w.e.f. 01.04.2023, so any meeting called on or after 01.04.2023, in that case the Company has to follow such circular. In our case we had completed all formalities including dispatch of EGM notice on 31.03.2023. However the Company has made reporting in good faith and for good corporate governance and management does not consider it's a delay for this particular case.	



w.r.t issue, allotment of Securities or change in capital structure of the Company.	these partly paid up shares into fully paid-up upon calling and payments of call money.	conversation of these partly paid up shares into fully paid-up upon calling and payments of call money.	utmost care in all further reporting's.	including Listing and Trading approval and such approval has been granted by the exchange. The Company will ensure all such XBR reporting for future references and reporting.
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

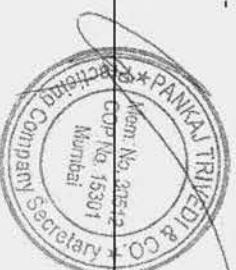
Sr. No.	Compliance (Regulations/ circulars/ guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations /Remarks of the Practicing Company Secretary	Management Response	Remarks
-	Not Applicable	-	-	-	-	-	-	-	-	-

Additional affirmations to be given by Practicing Company Secretarial Compliance Report (ASCR) pursuant to BSE & NSE wide Notice no. 20230316-14 and Circular Reference No. NSE/CML/2023/21 dated March 16, 2023 are provided below:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/Remarks by PCS*
1	Secretarial Standard The compliances of listed entities are in accordance with the Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI).	Yes	The Company has generally complied with Secretarial Standards with respect to Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company secretaries of India, except in case of Submission of Scrutinizer Report and voting result for Extra-Ordinary General Meeting held on 17.06.2023 and the Company has submitted the Scrutinizer Report on 20.06.2023. The reason for such delay was mainly due



		<p>to non-operation of the website of the ICSI for few days, due to which the Scrutinizer was could not able to generate the UDIN required for issue of the Report. The Scrutinizer generated the UDIN on 20.06.2023 and on same day he submitted his report to the Company and the Company has submitted the same along with voting results to the exchange on 20.06.2023</p>
<p>2</p> <p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI. 	<p>Yes</p>	<p>-</p>
<p>3</p> <p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website. • Timely dissemination of the documents/ information under a separate section on the website. • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website. 	<p>Yes</p>	<p>The Company has maintained fully functional website at https://sparselectrex.com/ (Subject to occurrences of the technical glitches in access to some data after the date of this report).</p>
<p>4</p> <p><u>Disqualification of Director:</u></p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013.</p>	<p>Yes</p>	<p>-</p>
<p>5</p> <p><u>To examine details related to Subsidiaries of listed entities:</u></p> <p>(a) Identification of material subsidiary companies. (b) Requirements with respect to disclosure of material as well as other subsidiaries.</p>	<p>N/A</p>	<p>The Company does not have subsidiary.</p>
<p>6</p> <p><u>Preservation of Documents:</u></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	<p>Yes</p>	<p>-</p>
<p>7</p> <p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.</p>	<p>Yes</p>	<p>-</p>



8	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/ rejected by the Audit committee	Yes	The Company has obtained prior approval of Audit Committee for all Related Party transactions and also secured the approval of the members of the Company.
9	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 alongwith Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	-
10	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	The Company has an Insider Trading Software installed at its registered office, in which necessary entries pertains of UPSI were recorded during the year under review.
11	Actions taken by SEBI or Stock Exchange(s), if any: No Actions taken against the listed entity/it's promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	Yes	As informed to me, No action is taken during the year under review.
12	Additional Non-compliances, if any: No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	Yes	No such Additional Non-compliances has been observed for relevant SEBI circulars / guidance notes, etc for the reporting period.

Compliances related to resignation of Statutory Auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/Remarks by PCS*
1	Compliances with the following conditions while appointing/re-appointing an auditor <ul style="list-style-type: none"> If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued 	Not Applicable	There is no instance of resignation of Statutory Auditors from the Company during the reporting period.



	<p>the limited review/ audit report for such quarter; or</p> <ul style="list-style-type: none"> • If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or • If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year. 		
2	<p><u>Other conditions relating to resignation of statutory auditor</u></p> <p><u>(i) Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</u></p> <ul style="list-style-type: none"> • In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings. • In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable. • The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor. 	Not Applicable	There is no instance of resignation of Statutory Auditors from the Company and the Company does not have any Material Subsidiaries. Hence, disclosures in such respect are not applicable to the Company during reporting period



<p>(ii) Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>		<p>There is no instance of resignation of Statutory Auditors from the Company and the Company does not have any Material Subsidiaries. Hence, disclosures in such respect are not applicable to the Company during the reporting period.</p>
<p>3 The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18th October, 2019.</p>	<p>Not Applicable</p>	

Assumptions & Limitation of scope and Review:

- 1) Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the Listed Entity.
- 2) Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
- 3) We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the Listed Entity.
- 4) This Report solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the Listed Entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For Pankaj Trivedi & Co.,
(Practicing Companies Secretaries)
ACS No.: 30512 | C P No.: 15301
Peer Review: 1648/2022


Pankaj Trivedi
(Proprietor)

UDIN: A030512F000486880

Place: Mumbai

Date: 29/05/2024

