

# SPARC SYSTEMS LIMITED



#16, Ground Floor, Lovely, Sector 2, Airoli West, Navi Mumbai - 400 708.  
Tel. : 91-22-2779 2473 / 2779 2478 / 2779 2481 • Fax : 91-22-2779 2481  
E-mail : sparc@mtnl.net.in • Website : www.sparcsys.com

**Date: 27<sup>th</sup> September, 2020**

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

Dear Madam/Sir,

**Scrip Code: 531370**

**Sub: Submission of Scrutinizer Report for 31st AGM held on 27th September, 2020**

Pursuant to Regulation 44(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015), we herewith submit Scrutinizers report for remote e-voting process of 31st Annual General Meeting (AGM) held on 27th September, 2020 through Video-Conferencing/ other Audio Visual means in accordance with the Circular(s) issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India and business (es) mentioned in the Notice dated 25th August, 2020 convening the AGM.

We are requested to take this on record.

**Yours faithfully,**  
**For Sparc Systems Limited**

A handwritten signature in black ink, appearing to read "Punit Neb", written over a light blue horizontal line.

**Punit Neb**  
**(Whole Time Director)**  
**DIN: 01026300**

**Encl: a/a**

**CC To,**  
**The Manager**  
**Central Depository Services (India) Ltd,**  
16<sup>th</sup> Floor, P. J. Tower, Dalal Street,  
Fort, Mumbai -400 001

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Date of AGM	27th September, 2020
Record date Cut Off date	21st September, 2020
Total number of Shareholders on record date:	2334
No. of shareholders present in the meeting either in person or through proxy*: (Based on shareholders registering attendance)	
(a) Promoter & Promoter group	0
(b)Public	0
No. of shareholders attended the meeting through Video Conferencing:	
(a) Promoter & Promoter group	3
(b)Public	15
No. of resolution passed in the meeting	4

## Agenda - Wise disclosure

Resolution required: (Ordinary)			Resolution No. 1 : Consideration and adoption of the Audited Standalone and Consolidated Financial Statements consisting of the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss and Cash Flow Statement for the year ended together with the reports of the Board of Directors and the Auditors thereon					
Weather Promoter / Promoter group are interested in the agenda/ Resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		1	2	$(3)=[(2)/(1)] * 100$	4	5	$(6)=[(4)/(2)] * 100$	$(7)=[(5)/(2)] * 100$
Promoter & Promoter group	E-Voting	1198300	1198300	100.00	1198300	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>1198300</b>	<b>1198300</b>	<b>100.00</b>	<b>1198300</b>	<b>0</b>	<b>100.00</b>
Public - Institutional Holders	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
Public - Non Institutions	E-Voting	3690700	450517	12.21	450507	10	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>3690700</b>	<b>450517</b>	<b>12.21</b>	<b>450507</b>	<b>10</b>	<b>100</b>
<b>Total</b>		<b>4889000</b>	<b>1648817</b>	<b>33.73</b>	<b>1648807</b>	<b>10</b>	<b>100</b>	<b>0.00</b>

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Resolution required: (Ordinary)			Resolution No. 2 : To appoint a Director in place of Ms. Punit Neb (DIN: 01206300) who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible offers herself for re-appointment.					
Weather Promoter / Promoter group are interested in the agenda/ Resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		1	2	(3)=[(2)/(1)] *100	4	5	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter & Promoter group	E-Voting	1198300	1198300	100.00	1198300	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>1198300</b>	<b>1198300</b>	<b>100.00</b>	<b>1198300</b>	<b>0</b>	<b>100.00</b>
Public - Institutional Holders	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
Public - Non Institutions	E-Voting	3690700	450517	12.21	450507	10	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>3690700</b>	<b>450517</b>	<b>12.21</b>	<b>450507</b>	<b>10</b>	<b>100</b>
<b>Total</b>		<b>4889000</b>	<b>1648817</b>	<b>33.73</b>	<b>1648807</b>	<b>10</b>	<b>100</b>	<b>0.00</b>

Resolution required: (Ordinary)			Resolution No. 3 : Appointment of Statutory Auditors upon completion of terms of existing Auditors and fix their remuneration.					
Weather Promoter / Promoter group are interested in the agenda/ Resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		1	2	(3)=[(2)/(1)] *100	4	5	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter & Promoter group	E-Voting	1198300	1198300	100.00	1198300	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>1198300</b>	<b>1198300</b>	<b>100.00</b>	<b>1198300</b>	<b>0</b>	<b>100.00</b>
Public - Institutional Holders	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>

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Public - Non Institutions	E-Voting	3690700	450517	12.21	450507	10	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>3690700</b>	<b>450517</b>	<b>12.21</b>	<b>450507</b>	<b>10</b>	<b>100</b>
<b>Total</b>		<b>4889000</b>	<b>1648817</b>	<b>33.73</b>	<b>1648807</b>	<b>10</b>	<b>100</b>	<b>0.00</b>

Resolution required: (Ordinary)			Resolution No. 4 : To appoint Mr. Ravikumar Byrapatna Channappa (DIN: 06595061) as an Independent Director of the Company.					
Weather Promoter / Promoter group are interested in the agenda/ Resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		1	2	(3)=[(2)/(1)] *100	4	5	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter & Promoter group	E-Voting	1198300	1198300	100.00	1198300	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>1198300</b>	<b>1198300</b>	<b>100.00</b>	<b>1198300</b>	<b>0</b>	<b>100.00</b>
Public - Institutional Holders	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
Public - Non Institutions	E-Voting	3690700	450517	12.21	450507	10	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>3690700</b>	<b>450517</b>	<b>12.21</b>	<b>450507</b>	<b>10</b>	<b>100</b>
<b>Total</b>		<b>4889000</b>	<b>1648817</b>	<b>33.73</b>	<b>1648807</b>	<b>10</b>	<b>100</b>	<b>0.00</b>

Kindly take the record of the same.

**Yours faithfully,  
For Sparc Systems Limited**

**Punit Neb  
(Whole Time Director)  
DIN: 01026300**

**CC To,  
The Manager  
Central Depository Services (India) Ltd  
16<sup>th</sup> Floor, P. J. Tower, Dalal Street,  
Fort, Mumbai -400 001**

**Dated: 27<sup>th</sup> September, 2020**

**To,**  
**The Chairman**  
**Sparc Systems Limited**  
Plot No.11, Survey No 118/1-2,  
Village Pundhe, Taluka Shahpur,  
Thane – 421301

### **SCRUTINIZER'S REPORT**

**[Pursuant to Section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]**

Dear Sir,

I, Pankaj Trivedi, Company Secretary in Practice (Membership No. 15301), Proprietor of M/s. Pankaj Trivedi & Co., have been appointed as the scrutinizer of M/s. Sparc Systems Limited ("the Company") in their Board meeting held on 25<sup>th</sup> August, 2020 for the remote e-voting as well as the e-voting by Members during the 31<sup>st</sup> Annual General Meeting ("AGM") scheduled on Sunday, 27<sup>th</sup> September, 2020 at 11:00 a.m. held through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), where following items were transacted:

<b>Resolution No.</b>	<b>Type of Resolution</b>	<b>Particulars</b>
1	Ordinary Resolution	To receive consider and adopt the Annual Standalone and Consolidated Financial Statements consisting of the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and Explanatory Notes annexed to, and forming part of, any of the above documents together with the reports of the Board of Directors and the Auditors thereon.
2	Ordinary Resolution	To appoint a Director in place of Ms. Punit Neb (DIN: 01206300) who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible offers herself for re-appointment.
3	Ordinary Resolution	Appointment of Statutory Auditors upon completion of terms of existing Auditors and fix their remuneration.
4	Ordinary Resolution	To appoint Mr. Ravikumar Byrapatna Channappa (DIN: 06595061) as an Independent Director of the Company.

I submit report as under:

1. The Company held the 31<sup>st</sup> AGM on September 27<sup>th</sup>, 2020 through video conferencing at 11:24 a.m. IST in accordance with the provisions of Companies Act, 2013 (the Act) read with the General Circular numbers 20/2020, 14/2020, 17/2020 dated May 5, 2020, April 13, 2020 and April 8, 2020 respectively issued by the Ministry of Corporate Affairs.
2. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting at the AGM by the shareholders on the resolutions set out in the Notice of the 28<sup>th</sup> Annual General Meeting of the Company is the responsibility of the management.

My responsibility as a Scrutinizer was to ensure that the e-voting process is conducted in a fair and transparent manner and submit Scrutinizer's Report to the Chairman on the above mentioned resolutions in connection with total votes cast in favour or against if any, based on the reports generated from the electronic voting system.

3. The Company has informed that on the basis of Register of members, it has completed dispatch of Notice of AGM and Annual Report on Saturday, 5<sup>th</sup> September, 2020 by E-mail (who had registered their email ids). This is in compliance with the MCA Circular number 20/ 2020 dated May 5, 2020 read with Circular 14/2020 dated April 8, 2020 and Circular number 17/ 2020 dated April 13, 2020 & SEBI Circular No. SEBI/ HO/ CFD/ CMD 1/ CIR/ Pf 2020/ 79 dated May 12, 2020.
4. The Company had published on 8<sup>th</sup> September, 2020 in Active Times (English Daily) and 9<sup>th</sup> September, 2020 in Mumbai Mitr (Marathi Regional Daily), an advertisement about the dispatch Notice.
5. Voting rights were reckoned as on Monday, 21<sup>st</sup> September, 2020 being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and voting at the AGM.
6. The voting facility for both for e-voting prior to AGM (remote e-voting) and electronic voting during the AGM (e-voting) was provided by Central Depository Limited (CDSL).
7. Remote e-voting platform was open from 9.00 a.m. on Thursday, September 24, 2020 till 5.00 p.m. on Saturday, September 26, 2020 and members were required to cast their votes electronically conveying their assent or dissent in respect of the Resolutions on the remote e-voting platform provided by Central Depository Services (India) Limited.
8. The facility to vote through electronic voting system as stated in point 6 above had been provided to facilitate voting for those Members who were present during the Meeting through VC/OAVM and had not cast their votes through Remote e-voting.
9. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of Central Depository Services (India) Limited (<https://www.evotingindia.com/>)
10. I observed that total 27 members had cast their votes through remote e-voting and no member had cast their votes at the AGM.
11. Consolidated Result with respect to the items on the agenda as set out in the Notice of the AGM is as under

## **THE CONSOLIDATED RESULT FOR VOTES CAST:**

Resolution No.1: To receive consider and adopt the Annual Standalone and Consolidated Financial Statements consisting of the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and Explanatory Notes annexed to, and forming part of, any of the above documents together with the reports of the Board of Directors and the Auditors thereon. (Ordinary Resolution)

Means of Voting	Number of members voted	No. of Total Votes	Number of Votes cast in "Favour" of resolution	% of total number of votes cast in Favour	Number of votes cast "Against" the resolution	% of total number of votes cast Against	Total number of votes declared invalid	% of total number of invalid votes
Remote E-Voting	27	16,48,817	16,48,807	100%	10	0.00%	0	0.00%
Voting at AGM	-	-	-	0.00%	-	0.00%	-	0.00%
<b>Total</b>		<b>16,48,817</b>	<b>16,48,807</b>	<b>100%</b>	<b>10</b>	<b>0.00%</b>	<b>0</b>	<b>0.00%</b>

Resolution No.2: To appoint a Director in place of Ms. Punit Neb (DIN: 01206300) who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible offers herself for re-appointment. (Ordinary Resolution)

Means of Voting	Number of members voted	No. of Total Votes	Number of Votes cast in "Favour" of resolution	% of total number of votes cast in Favour	Number of votes cast "Against" the resolution	% of total number of votes cast Against	Total number of votes declared invalid	% of total number of invalid votes
Remote E-Voting	27	16,48,817	16,48,807	100%	10	0.00%	0	0.00%
Voting at AGM	-	-	-	0.00%	-	0.00%	-	0.00%
<b>Total</b>		<b>16,48,817</b>	<b>16,48,807</b>	<b>100%</b>	<b>10</b>	<b>0.00%</b>	<b>0</b>	<b>0.00%</b>

