



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

Dear Member(s),

Notice is hereby given to the Members of Sparc Systems Limited ('the Company'), pursuant to Section 108 and Section 110 of the Companies Act, 2013 ('the Act') read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014, as amended ('Management Rules') read with General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 39/2020 dated 31st December, 2020 read with other relevant circulars, including General Circular No. 10/2021 dated June 23, 2021, issued by the Ministry of Corporate Affairs ('MCA Circulars'), and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations'), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable provisions of the Act, the time being in force and as amended from time to time, that the Resolutions as set out in this Notice are proposed for consideration by the Members of the Company for passing by means of Postal Ballot by voting through electronic means only ('remote e-voting').

The Board of Directors at its meeting held on Tuesday, 19th October, 2021, has appointed Mr. Pankaj Trivedi (ACS No. 30512, COP No. 15301), Practicing Company Secretary, as a Scrutinizer for conducting the Postal Ballot (E-voting process) in a fair and transparent manner.

This notice is being sent to all members / beneficiaries, whose names appear in the Register of Members/Record of Depositories as on Cut-off-date/Specified date Friday, 22nd October, 2021.

The proposed Resolutions and explanatory statement stating material facts, as required under Section 102 of the Companies Act 2013, are annexed herewith for consideration of the members. Pursuant to Section 108 of the Companies Act, 2013 and other applicable provisions of the Act, read with Companies (Management and Administration) Rules, 2014 and in compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, the Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide e-voting facility to the members of the Company. Accordingly, the Company is providing e-voting facility for voting electronically on the resolutions proposed in this Postal Ballot Notice. Members are requested to read carefully the related notes to this Postal Ballot Notice and instructions given thereunder for e-voting.

The e-voting will commence on Sunday, 31st October, 2021 (9.00 a.m. IST) and end on Monday, 29th November, 2021 (5.00 p.m. IST).

In accordance with the MCA Circulars, members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically. Members are requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast their vote electronically not later than Monday, 29th November, 2021 (the last day to cast vote electronically) to be eligible for being considered.

The Scrutinizer shall submit his report to the Chairman or in his absence, to any other person authorised by him, after the completion of the scrutiny of the postal ballots (e-voting). The results of the Voting by Postal Ballot through electronic means will be announced by the Chairman of the Company or in his absence, by any other person authorized by him, on or before 1st December, 2021 at #16, Ground Floor, Lovely Sector 2, Airoli West, Navi Mumbai - 400708. The said results will be posted on the Company's website viz. www.sparcsys.com besides communicating to the Stock Exchange where the Company's shares are listed.

SPECIAL BUSINESSES:

1. Appointment of Mr. Shobith Ganesh Hegde (DIN: 02211021) as Whole Time Director of the Company and to fix remuneration and to consider and pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, the approval of the Members be and is hereby accorded for the appointment of Mr. Shobith Ganesh Hegde (DIN: 02211021), as Whole-Time Director of the Company for a period of 3 (three) consecutive years as per the following terms.

1. Term of Appointment: The term of Appointment of Mr. Shobith Ganesh Hegde as Whole-Time Director shall be for a period of 3 years i.e. with effect from October 19, 2021 till October 18, 2024. Though he shall be liable to retire by rotation whilst he continues to hold office of Whole-Time Director; however, his re-appointment on retirement by rotation will not break his length of service as Whole-Time Director.
2. Remuneration: Mr. Shobith Ganesh Hegde is entitled to receive a monthly remuneration upto Rs. 1,50,000/- with such increments as the Board may decide from time to time, subject however to a ceiling of Rs.3,00,000/- (Rupees Three lakhs only) per month (Inclusive of following perquisites)
 - i) Companies Contribution to Provident Fund;
 - ii) Gratuity as per rules of the Company;

- iii) Provision for use of Company Car for official duties;
- iv) Business Travel Expenses in India or Abroad.
- v) Rent free accommodation / Re-imburement of house rent.
- vi) Electricity and Telephone charges as per bill of his residence;
- vii) Reimbursement of medical expenses incurred for self and family.
- viii) Payment of Club fees/admission fees for two clubs.

“RESOLVED FURTHER THAT the remuneration and perquisites as aforesaid, in any financial year shall be subject to modification, as may be deemed fit by the Board from time to time and subject to the limits under Sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 or any statutory modifications or re-enactments thereof for the time being in force, or otherwise as may be permissible at law.”

“RESOLVED FURTHER THAT Notwithstanding anything to the contrary herein contained where in any financial year, during the currency of the tenure of Mr. Shobith Ganesh Hegde as Whole Time Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary, perquisites and allowances as specified above as minimum remuneration, subject to the limits and conditions prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time.”

“RESOLVED FURTHER THAT the Board of Director or the Chief Financial Officer or the Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendments(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution.”

2. Payment of remuneration to Executive Directors and to consider and pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to Section 197 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for payment of remuneration to the Executive Directors who are Promoters or members of Promoter Group as under

- (a) Annual remuneration to an Executive Director who is a Promoter or member of Promoter Group, exceeding `5 Crores or 2.5 per cent (2.5%) of the net profits of the Company computed in accordance with Section 198 of the Companies Act, 2013 (“Net Profit”), whichever is higher; or
- (b) Aggregate annual remuneration to all Executive Directors who are Promoters or members of Promoter Group, where there is more than one such Executive Director, exceeding 5 per cent (5%) of the Net Profit;

“RESOLVED FURTHER THAT the approval hereinabove granted for payment of remuneration to Executive Directors who are Promoters or members of Promoter Group (“such Executive Directors”) shall be effective for the Financial Year commencing from April 1, 2021 and for subsequent years till the expiry of respective term of such Executive Directors,”

“RESOLVED FURTHER THAT pursuant to the provisions of Section 197 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for payment of remuneration to the Whole Time Directors including Executive Director exceeding ten per cent of the Net Profits of the Company in any financial year;

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as it may deem necessary and authorize executives of the Company for the purpose of giving effect to the above Resolution.”

3. To increase the Authorised Share Capital of the Company and to consider and pass the following resolution as an ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification (s) and reenactment (s) thereof for the time being in force) and the rules framed thereunder, consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from the present `6,00,00,000/- (Rupees Six Crores only) divided into 60,00,000 (Sixty Lakhs) Equity Shares of ` 10/- (Rupee Ten) each to `20,00,00,000/- (Rupees Twenty Crores only) divided into 2,00,00,000 (Two Crores) Equity Shares of ` 10/- (Rupee Ten) each.”

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

V. The Authorised Share Capital of the Company is `20,00,00,000/- (Rupees Twenty Crores only) divided into 2,00,00,000 (Two Crores) Equity Shares of ` 10/- (Rupee Ten) each.

“RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary or such other person as authorized by the Board, be and are hereby authorized severally to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

4. To shift the registered office of the Company outside the limit of same city/town/village and to consider and pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 12(5)(a) and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014, or any other law for the time being in force (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), the Board of Directors (“the Board”) be and is hereby authorized to shift the Registered office of the Company from “Plot No. 11, Survey No. 118- 1&2, Village Pundhe, Taluka Shahapur, At Post Athgaon – 421301, Maharashtra, India to 1202, 12th Floor, Esperanza Building, Next to Bank of Baroda, Linking Road, Bandra (West), Mumbai – 400050, Maharashtra, India” within the state of Maharashtra, from such date as may be determined by the Board.”

“RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary or such other person as authorized by the Board to file necessary E-forms & documents to Registrar of Companies – Mumbai and other concerned departments and to take all such necessary actions and do all such things as may be required in this regard.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters, and things as may be required to give effect to the above resolution from time to time.”

“RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to above or contemplated in the foregoing resolutions are hereby approved ratified and confirmed in all respects.”

5. To adopt revised Articles of Association of the Company and to consider and pass the following resolution as an ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to the necessary approvals as may be necessary, the existing Articles of Association of the Company be and is hereby replaced with a new set of Articles of Association, and the new set of Articles of Association be and is hereby approved and adopted as the Articles of Association of the Company in place of and in substitution of the existing Articles of Association of the Company with effect from the date of this Postal Ballot meeting of the Company.

“RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary or such other person as authorized by the Board, be and are hereby authorized severally to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. Change the Name of the Company and to consider and pass the following resolution as a Special Resolution

“RESOLVED THAT pursuant to the provisions of Section 4, 5, 13 and 14 and other applicable provisions, if any, of the Companies Act, 2013 and the applicable rules made thereunder (including any statutory modification(s) or re-enactment (s) thereof, for the time being in force), and any other applicable law(s), rule(s), regulation(s), guideline(s), the provisions of the Memorandum and Articles of Association of the Company and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and subject to the approval of the Central Government and / or any other authority as may be necessary, consent of the members be and is hereby accorded for change of name of the Company from “Sparc Systems Limited” to “Sparc Electrex Limited”.

“RESOLVED FURTHER THAT upon issuance of the fresh certificate of incorporation by the Registrar of Companies consequent upon change of name, the old name “Sparc Systems Limited” as appearing in Name Clause of the Memorandum of Association of the Company and wherever appearing in the Articles of Association of the Company and other documents and places be substituted with the new name “Sparc Electrex Limited”.

“RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby severally authorised to sign, execute and file necessary application, forms, deeds, documents and writings as may be necessary for and on behalf of the Company and to settle and finalize all issues that may arise in this regard and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to this resolution and to delegate all or any of the powers conferred herein as they may be deemed fit.

7. Change of Object Clause of the Memorandum of Association of the Company and to consider and pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 13 of the Companies Act, 2013 (“the Act”) including any modification or re-enactment thereof and other applicable provisions thereof the Main Object clause of the Memorandum of Association of the Company be and is hereby altered and amended as follows:

The existing entire Main Objects of Clause III (A) of the Memorandum of Association of the Company be titled as (THE OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE) be altered by replacing the same with the following new Clause III(A) as under:

“To carry on the business of manufacturing, designing, processing, buying, selling, trading, importing, exporting, exchanging, assembling, repairing, and to act as indenting agents and as sales agents of all kinds of metal and metal products, electro mechanical tools, machinery and mechanical appliances, electrical equipment and parts thereof, engineering goods and parts and accessories thereof, iron and steel, base metal, ferrous and non-ferrous metals, alloys, alloy steels, special and stainless steels,

shafts, bars, rods, flats, pipes, squares, sponge iron, pre-reduced billets, billets, Aluminium ingots, and metal scraps, rubber and rubber scrap, manufacturing, converting, processing and fabricating all types of electrical wires, enamelled wires, cables, conductors, pipes, utensils wires, nails wire ropes, wire products, screw expanded metal, hinges, plates, strip, hoops, round circles, angles and manufacturer of any other engineering products and importers of and dealers in all such and allied merchandise, and all kinds of tools with self-contained electric or non-electric or battery operated motors, power tools, garden tools, agricultural tools and implements and forestry tools and equipment, agricultural, horticultural or forestry machinery for soil preparation or cultivation; lawn or sports-ground rollers, harvesting or threshing machinery, other agricultural, horticultural, forestry and wood working tools, chain saws, stone cutting tools, tools for working in the hand, pneumatic, hydraulic or with self-contained electric or non-electric motor, diamond blades, tct saws, drill bits, motors and their parts, armatures, carbon and carbon brushes, plastic injection moulds and dies, die casting dies, general machinery and tools of all kinds, accessories, spare parts, plastics and plastic articles thereof, rubber and rubber articles thereof, wood and articles thereof, machinery and mechanical appliances and electrical equipment and their parts and accessories, bearings of all kinds and sizes, wet grinders, grinders of all types, hand pumps and parts thereof, power driven pumps, centrifugal pumps (horizontal and vertical), deep tube-well turbine pumps, submersible pumps, axial flow and mixed flow vertical pumps, solar water heater and system, electrically operated vehicles, including two and three wheeled electric vehicles, bicycles, scooters, charger or charging station for electrically operated vehicles, Scientific and technical instruments, apparatus, equipment, accessories, parts, components, spares, tools, mock ups and modules iron, machinery parts, tools and implements of all kinds cast iron and steels and metal goods, textile machineries and accessories, jute mills machineries, mining machineries, iron and steel industries, cement, paper, fertilizer, chemicals, refractories and power plant machineries and equipment, and accessories, earth cutting and moving machineries bull-dozers, dumpers, dredgers, shovels, road rollers, electro-medical appliances and instruments, electrical machineries and equipment, oil and flour mill machineries and accessories firefighting machineries and equipment, structural materials, pulleys, chain pulleys, blocks, cranes, fork lifters, conveying equipment, boilers, furnaces, chimneys, accessories, precision instruments and tools, drilling and grinding machineries, press, shears, foundry machineries, forging machineries, marbles, granite, all kinds of minerals and mineral products, all types of stone and all kinds of all kinds of agricultural and forest produce.”

“RESOLVED FURTHER THAT any of the Directors of the Company and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

8. Adoption of Object clause of Memorandum of Association as per provisions of Companies Act, 2013 and to consider and pass, the following resolution as a Special Resolution:

“RESOLVED FURTHER THAT pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the Table A of the Schedule I of the Act, consent of the members be and is hereby accorded for alteration in the Memorandum of Association of the Company, by merging appropriate and relevant objects of the Memorandum of Association, mentioned under Clause III (C) – ‘Other Objects’ with Clause III (B) – ‘Objects Incidental or Ancillary to the attainment of the Main Objects’ and consequently changing the object numbering as may be appropriate.

“RESOLVED FURTHER THAT in accordance with the Table A of the Schedule I of the Act, the Clause III (B) of the Memorandum of Association of the Company, be renamed as under:

Clause III (B) – MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) are:

“RESOLVED FURTHER THAT the existing Clause III C – Other objects of the Memorandum of Association of the Company be and is hereby deleted in its entirety.”

“RESOLVED FURTHER THAT necessary revision in numbering the clauses of the Memorandum of Association shall be carried out and adopt new set of the Memorandum of Association of the Company in accordance with the Schedule I of the Companies Act, 2013.”

“RESOLVED FURTHER THAT any of the Directors of the Company and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

9. Authorization under Section 186 of the Companies Act, 2013 and to consider and pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, consent of the shareholders of the Company be and is hereby accorded to (a) give any loan to any person(s) or other body corporate(s); (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s); and (c) acquire by way of subscription, purchase or otherwise, securities of any

other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs.25,00,00,000 (Rupees Twenty Five Crores Only) outstanding at any time, notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

“RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary or such other person as authorized by the Board, be and are hereby authorized severally to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

10. Authorization under Section 180 of the Companies, Act, 2013 and to consider and pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors to borrow money, as and when required, from, any Bank and/ or other Financial Institution and/or foreign lender and/or any body corporate/ entity/ entities and/or authority/authorities, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding a sum of Rs.25,00,00,000 (Rupees Twenty Five Crores Only), notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves.

“RESOLVED FURTHER THAT pursuant to Section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, consent of the shareholders of the company be and is hereby accorded, to the Board of Directors of the Company to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed a sum of Rs.25,00,00,000 (Rupees Twenty Five Crores Only).

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

11. Approval for Related Party Transactions and to consider and pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Company’s policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with M/s. Electrex International Private Limited., a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, the value of which either singly or all taken together may exceed ten percent of annual consolidated turnover as per audited financial statements of the Company, during the current financial year 2021-22, and also during each of subsequent ten financial year(s) i.e. 2022-23 and 2031-32, relating to leasing / renting of the Office Premises located at 1202, 12th Floor, Esperanza Building, Next to Bank of Baroda, Linking Road, Bandra (West), Mumbai – 400050, on such terms and conditions as the Board of Directors may deem fit, up to a maximum value of `2,00,000 (Rupees Two Lakh Only) per month and relating to sale, purchase, supply of any goods including raw materials, stores and consumables, semi-finished goods, finished goods, etc., carrying out/availing job work, availing/rendering of marketing / business transfer and other services leasing of factory / office premises / godowns / facilities / reimbursement / recovery of cost or other obligations or any other transaction, for an amount not exceeding in aggregate `10 Crores (Rupees Ten Crores) per financial year, on such terms and conditions as may be decided by the Board.”

FURTHER RESOLVED THAT the Board of Directors or a Committee thereof or any of their delegate(s) be and is hereby authorised to take such steps as may be necessary for obtaining approvals, statutory or contractual, in relation to the above and to approve aforesaid agreement(s)/contract(s)/arrangement(s)/ transactions and further to do all such acts, deeds, matters and things and finalise the terms and conditions and to sign, execute all such documents, instruments in writing on an ongoing basis as may be required in its/their absolute discretion pursuant to the above Resolution as may be considered necessary or incidental thereto.”

For and on behalf of the Board

Sd/-

J. T. D’souza

Managing Director

DIN: 00958844

Mumbai, October 28, 2021

Notes:

1. The Explanatory Statements and reasons for the proposed Ordinary Resolutions pursuant to Section 102 read with Section 110 of the Act setting out material facts are appended herein below.
2. The Company has appointed Mr. Pankaj Trivedi (ACS No. 30512, COP No. 15301), Practicing Company Secretary, to act as the Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner.
3. In compliance with the MCA Circulars, the Notice is being sent by electronic mode alone to those Members whose on Friday, 22nd October, 2021, and whose e-mail IDs are registered with the Company / Depositories. For Members who have not registered their e-mail IDs, please follow the instructions given under Note No.12.
4. As per the MCA Circulars and on account of the threats posed by the COVID-19 pandemic, physical copies of the Notice, postal ballot forms and pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only.
5. In compliance with provisions of Section 108 and Section 110 and other applicable provisions, of the Act read with the Management Rules, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting to enable the Members to cast their votes electronically.
6. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.sparcsys.com, websites of the Stock Exchanges i.e. BSE Limited (BSE) at www.bseindia.com and www.nseindia.com and on the website of CDSL.
7. All the material documents referred to Explanatory Statements, shall be available for inspection through electronic mode, basis the request being sent on both these id i.e. sparc@mtnl.net.in and punitneb@gmail.com.
8. The Notice is being sent to all the Members, whose names appear in the Register of Members / List of on Friday, October 22, 2021, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.
9. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, October 22, 2021, being the cut-off date fixed for the purpose.
10. The voting period will commence from Sunday, 31st October, 2021 (9.00 a.m. IST) and end on Monday, 29th November, 2021 (5.00 p.m. IST). The e-voting module shall be disabled by CDSL for voting thereafter.
11. During the voting period, members can login to CDSL's-voting platform any number of times till they have voted on all the resolutions. Once the vote on resolutions cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
12. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company's RTA M/s. Universal Capital Securities Pvt Ltd at info@uniseq.in or to the Company at sparc@mtnl.net.in and punitneb@gmail.com along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialised mode are requested to register registering the e-mail address, Members may write to the Company's RTA M/s. Universal Capital Securities Pvt Ltd at info@uniseq.in or to the Company at sparc@mtnl.net.in and punitneb@gmail.com.
13. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny and the results of the e-voting by Postal Ballot will be announced on or before 1st December, 2021 at Corporate office at #16, Ground Floor, Lovely Sector 2, Airoli West, Navi Mumbai – 400708. The Resolutions, if passed by requisite majority shall be deemed to have been passed on Monday, 29th November, 2021, being the last date specified by the Company for E-voting.
14. The declared results along with the report of the scrutinizer shall be forwarded to the BSE and shall be uploaded on the website of the Company i.e. www.sparcsys.com, website of CDSL i.e. <https://cdslindia.com>.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on 31.10.2021 and ends on 29.11.2021 During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 22.10.2021 of may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that participation by the public non-institutional shareholders/retail shareholders is at negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> Users of who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi. After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/ NSDL/ KARVY/ LINK INTIME as per information provided by Issuer/Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly. If the user is not registered for Easi / Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress during or before the AGM.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual	You can also login using the login credentials of your demat account through your Depository Participant

Shareholders (holding securities in demat mode) login through their Depository Participants	registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important Note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(iv) Login method for e-voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The Shareholders should log on to the e-voting website www.evotingindia.com
- 2) Click on "Shareholders" module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ol style="list-style-type: none"> i. Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ol style="list-style-type: none"> i. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <SPARC SYSTEMS LTD> on which you choose to vote.
- (ix) 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.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) 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.

- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a Demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) **Additional Facility for Non- Individual Shareholders and Custodians- For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - 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 linked in the login 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.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; punitneb@gmail.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

For and on behalf of the Board

Sd/-

J. T. D'souza

Managing Director

DIN: 00958844

Mumbai, October 28, 2021

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

Item No.1: Appointment of Mr. Shobith Ganesh Hegde (DIN: 02211021) as Whole Time Director of the Company and to fix remuneration

The Board on the recommendation of the Nomination & Remuneration Committee at its meeting held on 19th October, 2021, approved the appointment of Mr. Shobith Ganesh Hegde (DIN: 02211021), as Whole Time Director and KMP of the Company for a period of 3 years, with effect from 19th October, 2021, subject to approval of shareholders.

Pursuant to Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013, (the Act) the Companies (Appointment and Qualification of Directors), Rules, 2014, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force, the appointment of Mr. Shobith Hegde, requires approval of the Members by way of special resolution.

Mr. Shobith Ganesh Hegde (DIN: 02211021), is a son of Mrs. Shobha Anant Hegde, the Acquirer and new promoter of the Company. Mr. Shobith Ganesh Hegde, has completed his graduation from St. Andrews College in Mumbai. He also holds a degree of Masters of Business Administration (MBA) University of Kingston (UK) & Bachelors of Business Administration (BBA) University of Greenwich (UK).

Mr. Shobith Hegde carries experience in various Engineering Industries & Trade. He had worked in Punj Lloyd Limited, a diversified international conglomerate in Engineering, Infrastructure, Pipelines, EPC as Senior Manager in-charge of New Projects from October 2015 till 2019.

Apart above Mr. Shobith possesses working experience with governmental bodies as follows:

- Senior Manager in the Defense Manufacturing business.
- Part of a 4 member team overseeing up-gradation of weapons.
- Project Manager for the up gradation of 428 nos of ZU-23 Air Defence Guns for the Ministry of Defence, Govt. of India.
- Project Manager for Homeland Security Business – 160 Crore project for the installation of X-Ray based Full Body Truck Scanners (FBTS).
- Program Manager for the up-gradation of the 130mm gun.
- Program Manager for the development of the MAST Giraffe radar system for SAAB (Sweden).
- Responsible for working on government vendor registrations such as HAL, OFB, BHEL etc.
- Responsible for working on client proposals – presentations, commercials and bid management.

Electrex International Private Limited March 2011 – August 2015

- Worked as the head of Marketing, and supported the wider sales team.
- Oversaw strategic account planning, business development, sales forecasting, marketing and pricing.
- Performed consumer research and facilitated new-product introduction process.
- Managed the development of packaging and product manuals.
- Managed all aspects of new product launches to dealers.
- Travelled to China and Taiwan for factory visits to initiate development of new products.
- Implemented procurement strategies and policies, and forecasted procurement needs.
- Sourced local and foreign suppliers for various products/spare parts.
- Managed supplier and buyer relations.

He has travelled extensively in U.S, Europe, China, Taiwan etc. for business and is well versed with international and domestic trade and industry.

Mr. Shobith Hegde is young, well qualified and experienced and his appointment as a Whole Time Director will help the Company to plan, enter and grow in new business areas. His strong administrative and organizational skills will help the company in managing its new and growing business.

The terms and conditions of the appointment and remuneration payable to Mr. Shobith Hegde are provided in the resolution referred in Item No. 1.

The Company has received from Mr. Shobith Hegde (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified in accordance with sub-section (2) of Section 164 of the Act.

Both the Nomination and Remuneration Committee and the Board were of the opinion, after evaluation of his qualifications, experience and other attributes, that his induction on the Board would be of immense benefit to the Company and it is desirable to avail her services as a Director to strengthen the management of the Company.

Except Mrs. Shobha Anant Hegde and Mr. Shobith Hegde, none of the Directors and Key Managerial Personnel of the Company and their relatives, is in any way, concerned or interested in the said resolution.

The Board of Directors of the Company, therefore, recommends passing of the resolution as set out in Item No. 1 of the Notice above by way of ordinary resolution.

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT (IN PURSUANCE OF REGULATION 36(3) OF THE LODR REGULATION, 2015)

Name of the Director	Mr. Shobith Ganesh Hegde
Date of Birth	26-12-1967
Academic Qualifications	Commerce Graduate from St. Andrews College in Mumbai, Masters of Business Administration (MBA) University of Kingston (UK) & Bachelors of Business Administration (BBA) University of Greenwich (UK).
Experience and Expertise	Mr. Shobith Hegde carries experience in various Engineering Industries & Trade. He had worked in Punj Lloyd Limited, a diversified international conglomerate in Engineering, Infrastructure, Pipelines, EPC as Senior Manager in-charge of New Projects. In detail already given above.
Date of first appointment on Board	19.10.2021
Directorship in other companies	1) Electrex International Pvt Ltd 2) Electrex Power Tools Pvt Ltd 3) Anshoit Engineers Pvt Ltd
No. of Membership(s)/ Chairmanship(s) of Board Committees in other companies	NIL
No. of Shares held in the Company	Nil
DIN	02211021
Relation with other Directors or Key Managerial Personnel	Son of Mrs. Shobha Anant Hegde (Acquirer)
Number of Board Meeting attended during the financial year	N.A.
Remuneration and other terms & conditions of appointment/re-appointment	As stated at Item No.1 of this Notice.
Remuneration paid/payable for the Financial Year 2021-22	As stated at Item No.1 of this Notice.

Item No.2: Payment of remuneration to Executive Directors As required under Regulation 17 (6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As required under Regulation 17 (6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the fees or compensation payable to Executive Directors who are promoters or members of the promoter group of the listed entity, shall be subject to the approval of the shareholders by special resolution in general meeting, if –

- Annual remuneration payable to such executive director exceeds Rs. 5 Crore or 2.5 per cent (2.5%) of the net profits of the listed entity, whichever is higher; or
- Where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent (5%) of the net profits of the listed entity. Further, the approval of the shareholders under the said Regulations shall be valid only till the expiry of the term of such director.

In view of the above and in order to have a flexibility for payment of annual remuneration to the Executive Director(s) who are Promoter(s) or Member(s) of Promoter Group in excess of the limits as mentioned in Regulation 17 (6)(e) of the Listing Regulations from Financial Year 2021-22 and for subsequent years, till the expiry of respective term of such Executive Directors, it is necessary to obtain the approval of shareholders by way of Special Resolution.

Further, section 197 and other applicable provisions of the Companies Act, 2013 provide that aggregate annual remuneration to all the Whole-Time Directors including Managing Director exceeding ten per cent of the Net Profits of the Company in any financial year shall require approval of shareholders by means of a special resolution.

In view of the above and in order to have a flexibility for payment of annual remuneration in excess of ten per cent of the net profits of the Company in any financial year, to the Whole-time Directors including Managing Director, it is necessary to obtain the approval of shareholders by way of Special Resolution.

The Board recommends the Special Resolution set out at Item No. 2 of the Notice for approval by the Members.

Except Mrs. Shobha Anant Hegde and Mr. Shobhith Hegde, none of the Directors and Key Managerial Personnel of the Company and their relatives, is in any way, concerned or interested in the said resolution.

Item No.3: To increase the Authorised Share Capital of the Company.

The Authorised Share Capital of the Company is '6,00,00,000/- (Rupees Six Crores only) divided into 60,00,000 (Sixty Lakhs) Equity Shares of `10/- (Rupees Ten) each .

In order support growth plans of the Company and to maintain the regulatory solvency margin and to avoid any delay in raising fund in near future and during any unforeseen exigencies on account of breach of Authorised Capital limit, it is proposed to raise the limit upto

which the Company can issue further equity, by enhancing the Authorised Capital to `20,00,00,000/- (Rupees Twenty Crores only) divided into 2,00,00,000 (Two Crores) Equity Shares of `10/- (Rupees Ten) each.

Pursuant to section 61 of the Companies Act, 2013, the proposed increase in Authorised Capital and the consequential changes in Clause V of the Memorandum will require the approval of the Members of the Company.

The resolution is therefore proposed at Item No. 3 of the Notice to increase the Authorised Share Capital of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives are in anyway concerned or interested in this resolution.

The Directors recommend the resolution at Item No.3 of the accompanying Notice for the approval of the Members of the Company as ordinary resolution.

Item No.4: To shift the registered office of the Company outside the limit of same city/town/village i.e. from the city of Navi Mumbai to city of Mumbai.

Presently, the Company's registered office is located at Navi Mumbai, in the State of Maharashtra. The Board of Directors of the Company at their meeting held on 19th October, 2021 has decided to shift the Registered office from "Plot No. 11 Survey No 118/1-2, Village Pundhe at Post Athgaon, Thane - 421301, Maharashtra, India to 1202, 12th Floor, Esperanza Building, Next to Bank of Baroda, Linking Road, Bandra (West), Mumbai – 400050, Maharashtra, India (under jurisdiction of Hill Road Police Station, Bandra West) to carry on the business of the Company more economically and efficiently and with better operational convenience.

The Members are requested to consider and approve resolution set out in the Notice at Item No.4 as Special Resolution.

None of the Directors, Key managerial personnel of the Company or their relatives is concerned or interested in the said resolution.

Item No.5: To adopt revised Articles of Association of the Company.

The Articles of Association of the Company as currently in force was adopted when the Company was incorporated under the Companies Act, 1956 and further amendments were adopted from time to time, over the past several years under the provisions of Companies Act, 1956.

In view of substantive changes affected in corporate laws consequent to the notification of the Companies Act, 2013 (including amendments thereto), it is proposed to adopt a new set of Articles of Association to align the provisions contained in the Articles with the provisions of the Companies Act, 2013 including the Rules framed thereunder and also to incorporate few other minor changes thereto.

The Articles of Association of the Company as on date and the draft of the revised Articles of Association along with the proposed amendments are available for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, between 11.00 a.m. and 1.00 p.m. upto the date of last date of E-voting and also on the website of the Company www.sparcsys.com.

The Amendment shall be effective upon the registration of the resolution with the Registrar of the Companies. The proposed change in Articles requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 4,5,13 and 14 of the Companies Act, 2013.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in anyway concerned or interested in this resolution except to the extent of the rights or powers provided if any under the revised Articles of Association to them or their relatives.

Your Directors recommend the passing of the resolution in Item No. 5 of the Notice as a Special Resolution.

Item No.6: Change the Name of the Company.

The members are aware that the name Sparc Systems Limited was adopted in the year 1994 upon conversion of Company from Private to Public when the Company was primarily involved in the business of electronic goods and equipments. Now your company has expanded its business to various new segments i.e Steel, Aluminium and metals, Industrial and Engineering Items, Power Tolls, etc and also expecting to expand its business line in various other fields in future. The management has opined that the existing name is not suitable with the business your company does and to be done in future and to re-brand as part of Corporate re-branding which would make the name of the Company simple, sharp and focused.

As per Section 13 Rule 8(b)(ii) the name of the Company should be in consonance with principal objects of the Company as set out in Memorandum of Association.

Thus, it is desired to change the name of the company from Sparc Systems Limited to Sparc Electrex Limited.

The Electrex is an existing brand of an acquirer of the Company and it also symbolize the business activities pertaining to electrical equipments and power tools.

The members of the Company may kindly be informed that, the Board of Directors of the Company at their meeting held on October 19, 2021 has decided to change the name of the Company from Sparc Systems Limited to Sparc Electrex Limited.

The Board is of the opinion that the new name of the Company i.e. Sparc Electrex Limited reflects the major source of revenue of the Company i.e through Steel and Metal segment.

As per the provisions of Sections 13 of the Companies Act, 2013, approval of the shareholders is required to be accorded for changing the name of the Company & consequent alteration in the Memorandum of Association and Articles of Association by way of passing a Special Resolution.

None of the Directors and Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board of Directors of the Company accordingly commends the special resolution as set out in Item No. 6 of this Notice for your approval.

Item No.7: Change of Object Clause of the Memorandum of Association of the Company.

Your Board has to consider from time to time proposals for diversification into areas which would be profitable for the Company as part of diversification Plans. For this purpose, the object Clause of the Company, which is presently restricted in scope, requires to be comprehensive so as to cover a wide range of activities to enable your Company to consider embarking upon new projects and activities.

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 enlarge the area of operations and 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.

The Board at its meeting held on October 19h, 2021 has approved alteration of the MOA of the Company and the Board now seek Members' approval for the same.

The "Main Object" clause of the Memorandum of Association of the Company is being amended by entire deletion of Clause III (A) and with insertion of New Clause III (A).

Further in keeping with the amendments as introduced by the Companies Act 2013 the Main Objects clause of the Memorandum of Association of the Company, Clause III(A) is accordingly to be titled as THE OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE'.

The draft Copy of the Memorandum of Association of the Company is available for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, between 11.00 a.m. and 1.00 p.m. upto the date of last date of E-voting and also on the website of the Company www.sparcsys.com. The Amendment shall be effective upon the registration of the resolution with the Registrar of the Companies. The proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution.

The Board recommends the Special Resolution set forth in Item No. 7 of the Notice for approval of the Members.

Item No.8: Adoption of Object clause of Memorandum of Association as per provisions of Companies Act, 2013.

Adoption of Memorandum of Association as per provisions of Companies Act, 2013 The Companies Act, 2013, has prescribed a new format of Memorandum of Association ("MOA") for public companies limited by shares. Accordingly, with a view to align the existing MOA of the Company with Table A of the Schedule I of the Act and in accordance with Section 4 and 13 of the Act, it is proposed to alter the MOA of the Company by merging appropriate and relevant Objects under Clause III (C) – 'Other Objects' with Clause III (B) – 'Objects Incidental or Ancillary to the attainment of the Main Objects' and also to rename Clause III (B) of the Object Cause as MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE: and numbering appropriately. This will result in the existing clause III (C) – Other objects of the Memorandum of Association of the Company to be deleted in its entirety.

The Board at its meeting held on October 19th, 2021 has approved alteration of the MOA of the Company and the Board now seek Members' approval for the same.

The draft Copy of the Memorandum of Association of the Company is available for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, between 11.00 a.m. and 1.00 p.m. upto the date of last date of E-voting and also on the website of the Company www.sparcsys.com. The Amendment shall be effective upon the registration of the resolution with the Registrar of the Companies. The proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution.

The Board recommends the Special Resolution set forth in Item No. 8 of the Notice for approval of the Members.

Item No.9: Authorization under Section 186 of the Companies Act, 2013.

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate as and when required.

Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of Members by special resolution passed at the general meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs.25 Crores, as proposed in the Notice.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No.9 for approval by the members of the Company.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item no. 6 of the accompanying notice.

The Board recommends the resolution at Item no.9 to be passed as Special Resolution.

Item No.10: Authorization under Section 180 of the Companies, Act, 2013.

Keeping in view the Company's long term strategic and business objectives, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company. Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company. In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company. Further, Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No.10 for approval by the members of the Company.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item no. 10 of the accompanying notice.

The Board recommends the resolution at Item no.10 to be passed as Special Resolution.

Item No.11: Approval for Related Party Transactions.

Section 188 of the Act and the applicable Rules framed thereunder provide that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

M/s. Electrex International Private Limited, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, and is a company owned and controlled by Ms. Shobha Anant Hegde, Promoter. Accordingly, transaction(s) entered into with M/s. Electrex International Private Limited comes within the meaning of Related Party transaction(s) in terms of provisions of the Act, applicable Rules framed thereunder read with the Listing Regulations.

Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with M/s. Electrex International Private Limited in the financial year 2021-22 and henceforth.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transaction(s) with M/s. Electrex International Private Limited are as follows:

Sl.	Particulars	Remarks
1	Name of the Related Party	M/s. Electrex International Private Limited
2	Name of the Director or KMP who is related	Ms. Shobha Anant Hegde and Mr. Shobhith Hegde
3	Nature of Relationship	Entity controlled by Ms. Shobha Anant Hegde and Mr. Shobhith Anant Hegde
4	Nature, material terms, monetary value and particulars of the contract or arrangement	Leasing / Renting of the Office Premises located at 1202, 12th Floor, Esperanza Building, Next to Bank of Baroda, Linking Road, Bandra (West), Mumbai – 400050, on such terms and conditions as the Board of Directors may deem fit, up to a maximum value of `2,00,000/- (Rupees Two Lakh Only) per month and relating to sale, purchase,

supply of any goods including raw materials, stores and consumables, semi-finished goods, finished goods, etc., carrying out/availing job work, availing/rendering of marketing / business transfer and other services leasing of factory / office premises / godowns / facilities / reimbursement / recovery of cost or other obligations or any other transaction, for an amount not exceeding in aggregate `10 Crores (Rupees Ten Crores) per financial year.

5 Any other information relevant or important for the members to take a decision on the proposed resolution -

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, other than as mentioned above is concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends passing of the resolution as set out at item no. 11 of this Notice as an Ordinary Resolution.

For and on behalf of the Board

Sd/-

J. T. D'souza

Managing Director

DIN: 00958844

Mumbai, October 28, 2021