

# 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

September 30, 2018

REF: BSE/2018-2019/16

To

The General Manager  
Department of Corporate Services  
BSE Limited  
Ground Floor. P J Towers  
Dalal Street, Mumbai - 400001

**SCRIP CODE: 531370**  
**ISIN: INE960B01015**

**SUB: Voting results pertaining to AGM held on September 29, 2018**

Dear Sir / Madam,

Pursuant to Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) in respect of the Annual General Meeting of the members of the Company held on Saturday, September 29, 2018 at 10.00 am, please find enclosed the following

1. Disclosure of voting results
2. Consolidated report issued by the Scrutinizer Mr. Rajesh Soni, Chartered Accountant

Kindly acknowledge receipt.

Thanking you.

Yours truly,  
For Sparc Systems Ltd.

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

Punit Neb  
Director  
DIN 01026300

**Voting Results pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**29th Annual General Meeting of Sparc Systems Ltd held on September 29, 2018**

Date of AGM	September 29, 2018		
Total no. of shareholders on record as on the record date September 22, 2018	2371		
No. of shareholders presents in meeting either in person or through proxy			
Shareholders	In Person	Proxy	Total
Promoter & Promoter Group	4	NIL	4
Public	11	NIL	11
Total	15	NIL	15
No. of Shareholders attend the meeting through Video Conferencing	NIL(Facility Not offered)		
In case of Poll/Postal ballot/E-voting	Attached detailed report alongwith scrutinisers report		

J.T. D'SOUZA



**Agenda wise Disclosure:**

**Resolution No. 1:**

To receive, consider and adopt the Financial Statements of the Company for the year ended March 31, 2018 including the Audited Balance Sheet as at March 31, 2018 and the Statement of Profit & Loss Account and Cash Flow for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

Resolution Required (Ordinary / Special)					Ordinary			
Whether 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	1,350,500	1,324,800	98.10	1,324,800	NIL	100	NIL
	Poll		25,700	1.90	25,700	NIL	100	NIL
	Postal Ballot		NA	NA	NA	NA	NA	NA
Public Institutional Holders	E-voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Poll		NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot		NA	NA	NA	NA	NA	NA
Public - Other	E-voting	3,538,500	200	0.01	200	NIL	0.01	NIL
	Poll		143,050	4.04	143,050	NIL	4.04	NIL
	Postal Ballot		NA	NA	NA	NA	NA	NA
<b>TOTAL</b>		<b>4,889,000</b>	<b>1,493,750</b>	<b>30.55</b>	<b>1,493,750</b>	<b>NIL</b>	<b>100</b>	<b>NIL</b>

J.T. D'SOUZA



**Resolution No. 2:**

To appoint a Director in place of Ms. Punit Neb (DIN 01026300), who retires by rotation and being eligible, offers herself for re-appointment.

Resolution Required (Ordinary / Special)					Ordinary			
Whether Promoter / Promoter Group are interested in the Agenda / Resolution					Yes			
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	1,350,500	1,324,800	98.10	1,324,800	NIL	100	NIL
	Poll		25,700	1.90	25,700	NIL	100	NIL
	Postal Ballot		NA	NA	NA	NA	NA	NA
Public Institutional Holders	E-voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Poll		NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot		NA	NA	NA	NA	NA	NA
Public - Other	E-voting	3,538,500	200	0.01	200	NIL	0.01	NIL
	Poll		143,050	4.04	143,050	NIL	4.04	NIL
	Postal Ballot		NA	NA	NA	NA	NA	NA
<b>TOTAL</b>		<b>4,889,000</b>	<b>1,493,750</b>	<b>30.55</b>	<b>1,493,750</b>	<b>NIL</b>	<b>100</b>	<b>NIL</b>

J.T. Desouza



**Resolution No. 3:**

To re-appoint Mr. Jude Terrence D'souza (DIN 00958844) as Managing Director of the Company for a period of 3 years with effect from December 1, 2018.

Resolution Required (Ordinary / Special)					Ordinary			
Whether Promoter / Promoter Group are interested in the Agenda / Resolution					Yes			
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	1,350,500	1,324,800	98.10	1,324,800	NIL	100	NIL
	Poll		25,700	1.90	25,700	NIL	100	NIL
	Postal Ballot		NA	NA	NA	NA	NA	NA
Public Institutional Holders	E-voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Poll		NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot		NA	NA	NA	NA	NA	NA
Public - Other	E-voting	3,538,500	200	0.01	200	NIL	0.01	NIL
	Poll		143,050	4.04	143,050	NIL	4.04	NIL
	Postal Ballot		NA	NA	NA	NA	NA	NA
<b>TOTAL</b>		<b>4,889,000</b>	<b>1,493,750</b>	<b>30.55</b>	<b>1,493,750</b>	<b>NIL</b>	<b>100</b>	<b>NIL</b>

J.T. D'SOUZA



**Resolution No. 4:**

Re-appoint Ms. Punit Neb (DIN 01026300) as Whole Time Director of the Company for a period of 3 years with effect from December 1, 2018.

Resolution Required (Ordinary / Special)					Ordinary			
Whether Promoter / Promoter Group are interested in the Agenda / Resolution					Yes			
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	1,350,500	1,324,800	98.10	1,324,800	NIL	100	NIL
	Poll		25,700	1.90	25,700	NIL	100	NIL
	Postal Ballot		NA	NA	NA	NA	NA	NA
Public Institutional Holders	E-voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Poll		NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot		NA	NA	NA	NA	NA	NA
Public - Other	E-voting	3,538,500	200	0.01	200	NIL	0.01	NIL
	Poll		143,050	4.04	143,050	NIL	4.04	NIL
	Postal Ballot		NA	NA	NA	NA	NA	NA
<b>TOTAL</b>		<b>4,889,000</b>	<b>1,493,750</b>	<b>30.55</b>	<b>1,493,750</b>	<b>NIL</b>	<b>100</b>	<b>NIL</b>

J. T. Desouza





# R. SONI & CO.

CHARTERED ACCOUNTANTS

1509, Ghanshyam Enclave, New Link Road, Near Lalji Pada Police Chowki,  
Kandivali (West), Mumbai - 400 067.

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## **CONSOLIDATED SCRUTINIZER'S REPORT**

[Pursuant to the provision 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2014

29<sup>th</sup> September, 2018

To,

The Chairman  
Sparc Systems Ltd.  
Plot No. 11, Survey No. 118 / 1 - 2,  
Village Pundhe, Taluka Shahapur ,  
At Post Athgaon, District Thane - 421601

Dear Sir,

Sub: Consolidated Scrutinizer's report on e-voting conducted pursuant to the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and voting through polling paper at the 29<sup>th</sup> Annual General Meeting of the Equity Shareholders of Sparc Systems Limited held on Saturday, 29<sup>th</sup> September, 2018, at the Registered Office of the Company at Plot No. 11, Survey No. 118 / 1 - 2, Village Pundhe, Taluka Shahapur, At Post Athgaon, District Thane - 421601, Maharashtra at 10.00 a.m.

I, Rajesh Soni, Chartered Accountant in whole time practice, appointed as Scrutinizer by the Board of Directors of the Company pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of Scrutinizing the e-voting process (remote e-voting) in respect of the below mentioned resolutions and votes casted by ballot by shareholders of the Company present at the meeting in respect of resolution proposed at 29<sup>th</sup> the Annual General Meeting ("AGM") of the members of the Company to be held on Saturday, 29<sup>th</sup> September, 2018 at Plot No. 11, Survey No. 118 / 1 - 2, Village Pundhe, Taluka Shahapur, At Post Athgaon, District Thane - 421601 and I submit my report as under :



1. The Compliance with the provisions of Companies Act 2013 and rules made thereunder relating to remote e-voting and voting by use of ballot paper by the shareholders present at the meeting on the resolutions proposed in the notice of the Annual General Meeting dated 31<sup>st</sup> August, 2018 of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and ballot paper is conducted in a fair and transparent manner and submit the consolidated Scrutinizer's report of the total votes cast in favour of or against, if any, each of the resolutions to the Chairman of the Company based on the report generated electronically and by voting through ballot paper.
2. As per the notice of 29<sup>th</sup> Annual General Meeting of the shareholders of the Company and the "Advertisement " published pursuant to Rule 20 (4) (v) of the Companies [(Management and Administration)Rules 2014] (Amendment Rules ,2015) on 7<sup>th</sup> September, 2018, the remote e-voting opened at 9.00 a.m on 26<sup>th</sup> September 2018 and remained open until 28<sup>th</sup> September 2018 till 5.00 p.m.
3. The Shareholders holding the Equity Shares of the Company as on 22nd September 2018 viz. the "cut-off date", were entitled to vote on resolutions stated in the notice of the 29<sup>th</sup> Annual General Meeting of the Company.
4. After the declaration of voting by use of ballot paper by the Chairman at the meeting, ballot box was locked and kept for voting duly marked by identification mark placed on them. The ballot box subsequently, on close of voting hours, was opened in the presence of two witnesses, who are not the employees of the Company and ballot paper received were serially numbered, sorted, signatures verified and were scrutinized and initialed by the scrutinizer. The ballot papers were reconciled with the records maintained by the Company / Registrar / Transfer Agents (R&TA) of the Company and Authorizations/proxies lodged with the Company.
5. The ballot papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
6. The votes on remote e-voting were unblocked in the presence of two witnesses who are not the employees of the Company at around 7:20 p.m. after conclusion of counting of votes cast through ballot paper by the shareholders present at the AGM and the e-voting results/list of Equity shareholders who were voted for and against were downloaded from the e-voting website of Central Depository Services Limited (CDSL) ([www.evotingindia.com](http://www.evotingindia.com)).





7. Thereafter both the votes were consolidated for the purpose of preparing this Scrutinizer's Report.
8. The total votes cast in favor or against for all the resolutions proposed in the notice of the AGM are as under:



**Resolution No. 1. Ordinary Resolution**

Adoption of the audited Financial Statements of the Company for the year ended March 31, 2018 including the Audited Balance Sheet as at March 31, 2018 and the Statement of Profit and Loss Account and Cash Flow for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

**(i) Voted in favour of the Resolution :**

Mode of Voting	Number of Members voted	Number of Votes cast by them	% of total number of valid vote cast
Remote e-voting	5	13,25,000	88.70%
Votes cast by Polling Paper	13	1,68,750	11.30%
<b>Total</b>	<b>18</b>	<b>14,93,750</b>	<b>100.00%</b>

**(ii) Voted against the Resolution :**

Mode of Voting	Number of Members voted	Number of Votes cast by them	% of total number of valid vote cast
Remote e-voting	NIL	NIL	NIL
Votes cast by Polling Paper	NIL	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**(iii) Invalid Votes :**

Total Number of Members whose votes were declared invalid	Total Number of Votes cast by them
NIL	NIL

Summary of the total valid votes for Resolution No. 1

Particulars	Number of Votes cast by them	% to total number of valid votes cast
Votes in Favour	14,93,750	100.00%
Votes Against	NIL	0%
<b>Total</b>	<b>14,93,750</b>	<b>100.00%</b>



**Resolution No. 2. Ordinary Resolution**

Re-appointment of Ms. Punit Neb (DIN 01026300), as director of the company liable to retire by rotation.

(i) **Voted in favour of the Resolution :**

Mode of Voting	Number of Members voted	Number of Votes cast by them	% of total number of valid vote cast
Remote e-voting	5	13,25,000	88.70%
Votes cast by Polling Paper	13	1,68,750	11.30%
<b>Total</b>	<b>18</b>	<b>14,93,750</b>	<b>100.00%</b>

(ii) **Voted against the Resolution :**

Mode of Voting	Number of Members voted	Number of Votes cast by them	% of total number of valid vote cast
Remote e-voting	NIL	NIL	NIL
Votes cast by Polling Paper	NIL	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

(iii) **Invalid Votes :**

Total Number of Members whose votes were declared invalid	Total Number of Votes cast by them
NIL	NIL

Summary of the total valid votes for Resolution No. 2

Particulars	Number of Votes cast by them	% to total number of valid votes cast
Votes in Favour	14,93,750	100.00%
Votes Against	NIL	0%
<b>Total</b>	<b>14,93,750</b>	<b>100.00%</b>



**Resolution No. 3. Ordinary Resolution**

Re-appoint Mr. Jude Terrence D'souza (DIN 00958844) as Managing Director of the Company for a period of 3 years with effect from December 1, 2018.

(i) **Voted in favour of the Resolution :**

Mode of Voting	Number of Members voted	Number of Votes cast by them	% of total number of valid vote cast
Remote e-voting	5	13,25,000	88.70%
Votes cast by Polling Paper	13	1,68,750	11.30%
<b>Total</b>	<b>18</b>	<b>14,93,750</b>	<b>100.00%</b>

(ii) **Voted against the Resolution :**

Mode of Voting	Number of Members voted	Number of Votes cast by them	% of total number of valid vote cast
Remote e-voting	NIL	NIL	NIL
Votes cast by Polling Paper	NIL	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

(iii) **Invalid Votes :**

Total Number of Members whose votes were declared invalid	Total Number of Votes cast by them
NIL	NIL

Summary of the total valid votes for Resolution No. 3

Particulars	Number of Votes cast by them	% to total number of valid votes cast
Votes in Favour	14,93,750	100.00%
Votes Against	NIL	0%
<b>Total</b>	<b>14,93,750</b>	<b>100.00%</b>



**Resolution No. 4. Ordinary Resolution**

Re-appoint Ms. Punit Neb (DIN 01026300) as Whole Time Director of the Company for a period of 3 years with effect from December 1, 2018.

(i) **Voted in favour of the Resolution :**

Mode of Voting	Number of Members voted	Number of Votes cast by them	% of total number of valid vote cast
Remote e-voting	5	13,25,000	88.70%
Votes cast by Polling Paper	13	1,68,750	11.30%
<b>Total</b>	<b>18</b>	<b>14,93,750</b>	<b>100.00%</b>

(ii) **Voted against the Resolution :**

Mode of Voting	Number of Members voted	Number of Votes cast by them	% of total number of valid vote cast
Remote e-voting	NIL	NIL	NIL
Votes cast by Polling Paper	NIL	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

(iii) **Invalid Votes :**

Total Number of Members whose votes were declared invalid	Total Number of Votes cast by them
NIL	NIL

Summary of the total valid votes for Resolution No. 4

Particulars	Number of Votes cast by them	% to total number of valid votes cast
Votes in Favour	14,93,750	100.00%
Votes Against	NIL	0%
<b>Total</b>	<b>14,93,750</b>	<b>100.00%</b>



9. All relevant records of voting will remain in my custody until the Chairman considers, approves and sign the minutes of the AGM and the same shall be handover thereafter to the Chairman for safe custody.

Kindly take the above on record.

Thanking you.

**Signature:**



**Name: Rajesh Soni**

**Chartered Accountant**

**Mno.: 133240**

**Place: Mumbai**

**Date: 29<sup>th</sup> September, 2018**



**Witness:**

1

 Khushboo

2

 ANKIT