# SPARC SYSTEMS LIMITED

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


**Date: 7th January, 2022**

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

| | |
|---|---|
| **BSE Scrip ID / Code:** | **SPARCSYS / 531370** |
| **Subject:** | **Voting Results of Postal Ballot** |
| **Reference:** | **Regulation 44(3) of SEBI (Listing Requirements) Regulations, 2015** |

**Dear Madam/Sir,**

In connection with the Result of Postal Ballot submitted to the exchange today at 06.50 IST, the stakeholders are requested to read the date 7th December, 2022 as 7th January, 2022.

Kindly acknowledge the Receipt.

Thanking You
Yours Faithfully
**For Sparc Systems Limited**

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

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| **Subject:** | **Voting Results of Postal Ballot** |
| **Reference:** | **Regulation 44(3) of SEBI (Listing Requirements) Regulations, 2015** |

**Dear Madam/Sir,**

Pursuant to Regulation 44(3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to inform you that the resolutions mentioned in the Postal Ballot notice dated November 30th, 2021 has been passed by the members of the Company with requisite majority. The approval is deemed to have been received on the last date of receipt of postal ballot i.e 7th January, 2022.

Further, Pursuant to the provisions of the Section 108 and 110 of the Companies Act, 2013 and Rule 20(4)(xii) and Rule 22 of the Companies (Management and Administration) Rules, 2014, Report of the Scrutinizer dated 7th January, 2022 is also enclosed herewith.

Kindly acknowledge the Receipt.

Thanking You
Yours Faithfully
**For Sparc Systems Limited**

SPARC SYSTEMS LTD. MUMBAI

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

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**Regulation 44(3) of the SESI (listing Obligations and Disclosures Requirements) Regulations, 2015**

| | |
|---|---|
| **Date of Postal Ballot** | **7th January, 2022** |
| **Record date Cut Off date** | **3rd December, 2021** |
| **Total number of Shareholders on record date:** | **2278** |
| **No. of shareholders present in the meeting either in person or through proxy*: (Based on shareholders registering attendance)** | **Not Applicable** |
| **(a) Promoter & Promoter group** | **-** |
| **(b) Public** | **-** |
| **No. of shareholders attended the meeting through Video Conferencing:** | **Not Applicable** |
| **(a) Promoter & Promoter group** | **-** |
| **(b) Public** | **-** |
| **No. of resolution passed in the meeting** | **3** |

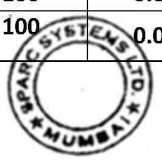
## Agenda - Wise disclosure

| **Resolution required: (Special)** | | | **Resolution No. 1 - Appointment of Mr. Suresh Vishwanathan (DIN: 02310679), as an Executive Director of the Company and to fix remuneration as Special Resolution** | | | | | |
|---|---|---|---|---|---|---|---|---|
| **Weather Promoter / Promoter group are interested in the agenda/ Resolution?** | | | **No** | | | | | |
| **Category** | **Mode of Voting** | **No. of Shares held** | **No. of Votes polled** | **% of votes polled on outstanding shares** | **No. of votes in favour** | **No. of votes against** | **% of votes in favour on votes polled** | **% of votes against on votes polled** |
| | | **1** | **2** | **(3)=[(2)/(1)] *100** | **4** | **5** | **(6)=[(4)/(2) *100** | **(7)=[(5)/(2)] *100** |
| Promoter & Promoter group | E-Voting | 1800955 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | **Total** | **1800955** | **0** | **0.00** | **0** | **0** | **0.00** | **0.00** |
| Public - Institutional Holders | E-Voting | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | **Total** | **0** | **0** | **0.00** | **0** | **0** | **0.00** | **0.00** |
| Public - Non Institutions | E-Voting | 3088045 | 82,487 | 2.67 | 82,487 | 0 | 100 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | **Total** | **3088045** | **82,487** | **2.67** | **82,487** | **0** | **100** | **0.00** |
| **Total** | | **4889000** | **82,487** | **1.69** | **82,487** | **0** | **100** | **0.00** |

SPARC SYSTEMS LTD. MUMBAI

| Resolution required: (Ordinary) | | | Resolution No. 2 - Approve the request for reclassification of a shareholder from the 'Promoter Group' to the 'Public' Category as Ordinary Resolution | | | | | |
|---|---|---|---|---|---|---|---|---|
| Weather Promoter / Promoter group are interested in the 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 | 1800955 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | **Total** | **1800955** | **0** | **0.00** | **0** | **0** | **0.00** | **0.00** |
| Public - Institutional Holders | E-Voting | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | **Total** | **0** | **0** | **0.00** | **0** | **0** | **0.00** | **0.00** |
| Public - Non Institutions | E-Voting | 3088045 | 82,487 | 2.67 | 82,487 | 0 | 100 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | **Total** | **3088045** | **82,487** | **2.67** | **82,487** | **0** | **100** | **0.00** |
| **Total** | | **4889000** | **82,487** | **1.69** | **82,487** | **0** | **100** | **0.00** |

| Resolution required: (Special) | | | Resolution No. 3 - Approval to deliver document through a particular mode as may be sought by the member as Special Resolution | | | | | |
|---|---|---|---|---|---|---|---|---|
| Weather Promoter / Promoter group are interested in the 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 | 1800955 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | **Total** | **1800955** | **0** | **0.00** | **0** | **0** | **0.00** | **0.00** |
| Public - Institutional Holders | E-Voting | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | **Total** | **0** | **0** | **0.00** | **0** | **0** | **0.00** | **0.00** |
| Public - Non Institutions | E-Voting | 3088045 | 82,487 | 2.67 | 82,487 | 0 | 100 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | **Total** | **3088045** | **82,487** | **2.67** | **82,487** | **0** | **100** | **0.00** |
| **Total** | | **4889000** | **82,487** | **1.69** | **82,487** | **0** | **100** | **0.00** |



Note: In above tables the Promoter and Promoter group category includes the 4,75,217 shares held by M/s. Epson Finance And Investments Private Limited ("EPSON"). However as per the condition of Share Purchase Agreement dated May 31, 2021, upon completion of the Open Offer, Epson has been reclassified as public category shareholder subject to the compliances of the provisions of Regulation 31A of SEBI (LODR) Regulations. In order to comply with the provision of provisions of Regulation 31A of SEBI (LODR) Regulations, 2015 shares held by EPSON are being counted in Promoter and Promoter group category and necessary application will be made to the BSE/SEBI under regulation 31A of SEBI (LODR) Regulations, 2015 to complete the process of reclassification.

Kindly take the record of the same.

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

**Shobith Hegde**
**Whole Time Director**
**DIN: 02211021**
**Place: Mumbai**
**Date: 07.12.2022**

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

Pankaj Trivedi
B.Com, CS, LLB
Mob: 9224174118
Email: pankajtrivedicsllb@gmail.com

**PANKAJ TRIVEDI & Co.**
**Practicing Company Secretaries**
**A/601, Maitri Residency, Liberty Garden Road No.1, Opp. Trimurti Tower, Malad (West), Mumbai – 400064**

**Dated: 7th January, 2022**

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

**Scrutinizer's Report on Postal Ballot process conducted through electronic votingsystem in accordance with the provisions of Section 108 and Section 110 and otherapplicable provisions, if any of the Companies Act. 2013 read with Rule 20 and Rule22 of Companies (Management and Administration) Rules, 2014**

Dear Sir,

I, Pankaj Trivedi, Company Secretary in Practice (Membership No. 30512), Proprietor of M/s. Pankaj Trivedi & Co., have been appointed as the scrutinizer of M/s. Sparc Systems Limited ("the Company") in their Board meeting held onNovember30, 2021for the purpose for the purpose of conducting the postal ballot in respect ofthe Resolutions mentioned in the Notice of Postal Ballotdated 30th November,2021.

I submit my report as under:

1. As per the General Circular General Circular Nos. 14/2020 dated 8thApril,2020,17/2020 dated 13thApril,2020, 22/2020 dated 15thJune,2020, 33/2020 dated28thSeptember,2020, 39/2020 dated 31stDecember, 2020 and 10/2021 dated23rdJune,2021 issued by the Ministry of Corporate Affairs ('MCA Circulars'), andRegulation 44 of the Securities and Exchange Board of India (Listing Obligations andDisclosure Requirements) Regulations, 2015, and on account of threat posed byCOVID- 19 pandemic situation, the Company has sent the Postal Ballot Notice dated30th November,2021on Tuesday, 07th December,2021 by email only to the memberswho have registered their e-mail address with the Company / Depositories.

2. As per the MCA Circulars and on account of the threats posed by the COVID-19pandemic, physical copies of the Notice, postal ballot forms and pre-paid BusinessReply Envelopes were not dispatched to Members for this Postal Ballot. Accordingly,the communication of the assent or dissent of the members had taken place throughthe remote e-voting system only.

3. The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of (i) the Companies Act, 2013 and the rules made thereunder including circulars mentioned in point 1 above and (ii) the Securities and Exchange Board of India (LODR) Regulations, 2015 with the Stock Exchanges, relating to postal ballot including voting by electronic means.

4. My responsibility as Scrutinizer is restricted to prepare a Scrutinizer's Report for the votes cast by members "In Favour" or "Against" the resolution(s) contained in the Notice, based on the report generated from E-Voting system of Central Depository Services (India) Limited, the authorised agency engaged by the Company to provide e-voting facilities till the time fixed for closing of the voting process.

PANKAJ TRIVEDI & CO. ★ Mem. No. 30512 COP No. 15301 Mumbai ★ Practicing Company Secretary

5. The Members of the Company holding equity shares, as on the "cut-off date" i.e. Friday, 3rd December, 2021 were entitled to vote on the proposed resolutions as set out in the Notice of Postal Ballot dated 30th November,2021, through remote e-voting only.

6. The Company has published an advertisement on 8th December, 2021 in "Active Times" an English Newspaper and in "The Global Times" a vernacular (Marathi) newspaper regarding completion of dispatch of Notice of Postal Ballot dated and also specifying therein the matters prescribed in the Rules with regard to e-voting.

7. The Company has appointed Central Depository Services (India) Limited (hereinafter referred to as "CDSL") for facilitating e-voting to enable the Members to cast their votes electronically. The remote e- Voting facility was kept open from Thursday, 9th December, 2021 (09.00AM-IST) to Friday, 7th January, 2022 (05:00 PM-IST). The e-Voting facility was blocked forthwith thereafter.

8. The votes cast by the members electronically were unblocked after 05.00 PM on 7thJanuary, 2022in the presence of two witnesses not in the employment of theCompany. The report of the members' e-voting was downloaded thereafter.

9. The electronic votes recorded from Thursday, 9th December, 2021 (09.00AM-IST) to Friday, 7th January, 2022 (05:00 PM-IST), being the last date and time fixed by theCompany for remote e-Voting as available in the CDSL website have beenconsidered in my scrutiny.

10. The Postal Ballot electronic votes were duly scrutinized and the shareholding was matched /confirmed with the Register of members of the Company as on Friday, 3rd December, 2021, (Cut-off date) provided by M/s. Universal Capital Securities Pvt Ltd, the Registrar and Share Transfer Agent of the Company.

11. The soft copy of list of equity shareholders who voted "FOR" and "AGAINST" and those whose votes were declared Invalid/Abstain/Less Voted for resolution are shared with the Company vide email dated 7th January, 2022.

12. The summary of remote e-Voting received for the following resolutions are as under:

PANKAJ TRIVEDI & CO. Mem. No. 30512 COP No. 15301 Mumbai Practicing Company Secretary

## 13. The result of votes cast through E-voting is as under:

**Resolution 1: Appointment of Mr. Suresh Vishwanathan (DIN: 02310679), as an Executive Director of the Company and to fix remuneration - Special Resolution:**

| Number of members voted through E-voting system | No. of Total Votes Cast | Number of Votes cast in "Favour" of resolution | % of total number of votes cast in Favour | Number of votes cast "Against" the resolution | % of total number of votes cast Against | Total number of votes declared invalid | % of total number of invalid votes |
|---|---|---|---|---|---|---|---|
| 9 | 82,487 | 82,487 | 100% | 0 | 0.00% | 0 | 0.00% |

**Resolution 2: To approve the request for reclassification of a shareholder from the 'Promoter Group' to the 'Public' Category- OrdinaryResolution:**

| Number of members voted through E-voting system | No. of Total Votes Cast | Number of Votes cast in "Favour" of resolution | % of total number of votes cast in Favour | Number of votes cast "Against" the resolution | % of total number of votes cast Against | Total number of votes declared invalid | % of total number of invalid votes |
|---|---|---|---|---|---|---|---|
| 9 | 82,487 | 82,487 | 100% | 0 | 0.00% | 0 | 0.00% |

**Resolution 3: Approval to deliver document through a particular mode as may be sought by the member- Special Resolution:**

| Number of members voted through E-voting system | No. of Total Votes Cast | Number of Votes cast in "Favour" of resolution | % of total number of votes cast in Favour | Number of votes cast "Against" the resolution | % of total number of votes cast Against | Total number of votes declared invalid | % of total number of invalid votes |
|---|---|---|---|---|---|---|---|
| 9 | 82,487 | 82,487 | 100% | 0 | 0.00% | 0 | 0.00% |

PANKAJ TRIVEDI & CO. Mem. No. 30512 COP No. 15301 Mumbai Practicing Company Secretary

Since majority votes were casted in favour of the resolutions. (i.e votes cast in favour of the resolutions are not less than threetimesthe number of votes cast againstresolutions)I, report that resolution no.1 to 3as set out in the notice of Postal Ballot has been passed with requisite majority.

The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Postal Ballot Meeting and the same are handed over to Mr. Shobith Hegde (Whole Time Directorand Authorised Person) for safe keeping.

Kindly acknowledge the receipt.

Thanking You,
Yours Truly,
**For Pankaj Trivedi & Co.,**
**UDIN: A030512C002092715**

PANKAJ TRIVEDI & CO. Mem. No. 30512 COP No. 15301 Mumbai Practicing Company Secretary

**Pankaj Trivedi**
**(Proprietor)**
**COP No. 15301**

**Place: Mumbai**
**Date: 07/01/2022**