SPARC ELECTREX LIMITED

37th Annual General Meeting

Annual Report 2025-26

Regd. Off: B-307, Hind Saurashtra Indl. Estate, Sir M. V. Road, Nr. Mittal Estate, J B Nagar, Marol, Andheri (East), Mumbai - 400059, MH, India
CIN: L31100MH1989PLC053467 | Tel.: 9819001811 | www.sparcelectrex.in | Email: sparcelectrex@gmail.com

BOARD OF DIRECTORS

NAME	DESIGNATION
Mr. Shobith Ganesh Hegde	Managing Director and Chief Financial Officer
Mr. Ravikumar Byrapatna Channappa	Executive Director
Mr. Suresh Vishwanathan	Executive Director *(Resigned w.e.f. 24.04.2026)*
Mr. Niraj Hareshbhai Variava	Independent Director *(Resigned w.e.f. 07.06.2026)*
Mr. Ashok Chhaganbhai Patel	Independent Director *(Ceased w.e.f. 16.08.2026)*
Mrs. Sushmita Swarup Lunkad	Independent Director *(Resigned w.e.f. 05.08.2026)*
Ms. Asha Shravan Kumar Khedia	Independent Director *(Appointed w.e.f. 06.06.2026)*
Mr. Jayantilal Raghunathram Suthar	Independent Director *(Appointed w.e.f. 06.06.2026)*
Mr. Rohit Bhatia	Independent Director *(Appointed w.e.f. 06.06.2026)*
Ms. Niki Singh	Company Secretary & Compliance Officer

BANKERS

ICICI Bank - Bandra Branch

STATUTORY AUDITORS

M/s. Motilal & Associates LLP
Charted Accountants,
Mumbai

LISTING OF EQUITY SHARES

BOMBAY STOCK EXCHANGE
Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001
Tel: 91-22-22721233/4, 91-22-66545695

REGISTAR & TRANSFER AGENT

MUFG Intime India Private Limited
C-101, First Floor, 247 Park, Lal Bahadur Shastri Marg,
Vikhroli (West), Mumbai - 400083
Phone No +91 022 49186000
Fax +91 022- 49186060
Email: mangesh.sawant@in.mpms.mufg.com
Website: www.in.mpms.mufg.com

REGISTERED OFFICE

B-307, Hind Saurashtra Industrial Estate,
Sir M. V. Road, Nr. Mittal Estate, J B Nagar, Marol,
Andheri (East), Mumbai – 400059, MH, India
Phone No: +91 9819001811
Email id: sparcelectrex@gmail.com
Website: www.sparcelectrex.in

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NOTICE IS HEREBY GIVEN THAT THE 37TH ANNUAL GENERAL MEETING OF THE MEMBERS OF SPARC ELECTREX LIMITED (CIN: L31100MH1989PLC053467) WILL BE HELD ON WEDNESDAY, 30TH SEPTEMBER, 2026 AT 01.30 P.M. (IST) VIA TWO-WAY VIDEO CONFERENCING ("VC") FACILITY/OTHER AUDIO-VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESSES (DEEMED VENUE IS REGISTERED OFFICE).

ORDINARY BUSINESSES:

Item No. 1: Adoption of Audited Standalone Financial Statements: (Ordinary Resolution)

To receive, consider and adopt the Audited Standalone Financial Statements of the Company consisting of the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement for the financial year ended **March 31, 2026** together with the Reports of the Board of Directors and Auditors thereon.

Item No. 2: To appoint a Director in place of Mr. Ravikumar Byrapatna Channappa (DIN: 06595061) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment: (Ordinary Resolution)

"**RESOLVED THAT** Mr. Ravikumar Byrapatna Channappa (DIN: 06595061), who retires by rotation at this Annual General Meeting and being eligible, offered himself for re-appointment, be and is hereby appointed as a Director of the Company."

"RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the Company be and are hereby severally authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution."

REGISTERED OFFICE:
Sparc Electrex Limited
CIN: L31100MH1989PLC053467
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Sir M. V. Road, Nr. Mittal Estate, J B Nagar,
Marol, Andheri (East), Mumbai - 400059
☎: 9819001811| ✉: sparcelectrex@gmail.com | www.sparcelectrex.in

For and on behalf of the Board

Sd/-
Shobith Ganesh Hegde
(Managing Director)
DIN: 02211021
Mumbai, August 14, 2026

IMPORTANT COMMUNICATION TO MEMBERS – GREEN INITIATIVE IN CORPORATE GOVERNANCE

The Ministry of Corporate Affairs (MCA) has taken a Green Initiative in Corporate Governance by allowing paperless compliances by the Companies and has issued a Circular stating that service of all documents including Annual Reports can be sent by e-mail to its Members. Your Company believes that this is a remarkable and environment friendly initiative by MCA and requests all Members to support in this noble cause. The Company has already embarked on this initiative and proposes to send documents including Annual Reports in electronic form to the Members on the email addresses provided by them to the R&T Agent/the Depositories. The Members who hold shares in physical form are requested to intimate/update their email addresses with the Company/R&T Agent while Members holding shares in Demat form can intimate/update their email addresses with their respective Depository Participants. Members are requested to further note that they are entitled to receive, free of cost, a printed copy of the Annual Report of the Company.

Notes:

1. Pursuant to General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 02/2022 and 10/2022 dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 13th January, 2021, 5th May, 2022, 28th December, 2022 including General Circular No. 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 respectively issued by the Ministry of Corporate Affairs ("MCA") (collectively referred to as **"MCA Circulars"**) read with Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11 and SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated 12th May, 2020, 15th January, 2021, 13th May, 2022, Circular No. SEBI/HO/ CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 including Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 07th October, 2023 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-/P/CIR/2024/133, dated October 3, 2024, respectively issued by the Securities and Exchange Board of India (collectively referred to as **"SEBI Circulars"**) companies are allowed to hold Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the registered office of the Company.

2. The Explanatory Statement pursuant to Section 102 of the Act is not required and not annexed hereto.

3. The additional details of the Director retiring by rotation, pursuant to Regulation 36(3) of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations") and pursuant to the Secretarial Standards issued by the Institute of Company Secretaries of India, is annexed as Annexure I and forms part of this Notice.

4. Notice of the AGM along with the Integrated Annual Report for Financial Year ("F.Y.") 2025-26 is being sent by electronic mode to those Members whose e-mail IDs are registered with the Company or National Securities Depository Limited ("**NSDL**") / Central Depository Services (India) Limited ("**CDSL**"), collectively ("**Depositories**"). [SEBI Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 7, 2023, October 3, 2024, collectively referred as **"SEBI Circulars"**].

   The Notice and Integrated Annual Report FY 2025-26 is available on the following websites (a) Company - https://www.sparcelectrex.in/annual-return (b) BSE Limited - www.bseindia.com (c) CDSL - https://www.evotingindia.com/

5. In compliance with the applicable provisions of the Companies Act, 2013 ('the Act'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and above mentioned MCA and SEBI Circulars, this AGM of the Company is being held through VC/ OAVM. Shareholders attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

6. Pursuant to the provisions of the Companies Act, 2013 ("the Act"), a Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this Meeting will be held through VC/OAVM, in accordance with the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Meeting and hence the Proxy Form, Attendance Slip and route map of AGM are not annexed to this Notice.

7. Institutional shareholders/Corporate shareholders (i.e. other than individuals, HUFs, NRIs, etc.) are required to send a scanned copy (PDF/JPG Format) of their respective Board or Governing Body Resolution/Authorization etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-voting. The said Resolution / Authorization letter shall be sent to the Scrutinizer by e-mail on its registered e-mail ID to pankajtrivedicsllb@gmail.com with a copy marked to sparcelectrex@gmail.com and www.evotingindia.com. Alternatively Institutional shareholders / Corporate shareholders can also upload their Board Resolution / Power of Attorney / Authority Letter, etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-voting" tab in their login.

8. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on **Wednesday, September 23, 2026** (Cut-off date) will be entitled to vote during the AGM.

9. Notice is also given under Section 91 of the Act read with Regulation 42 of the SEBI Listing Regulations that the Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company will remain closed from **Wednesday, 23rd September, 2026** to **Wednesday, 30th September, 2026** (both days inclusive).

10. Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (LODR) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020 and other circulars in this behalf, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited **("CDSL")** for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

11. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis. The detailed instructions for joining the Meeting through VC/OAVM forms part of this notes.

12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form shall provide their PAN details to the Company/Registrars and Transfer Agent, M/s MUFG Intime India Private Limited.

13. In line with the MCA Circulars, the Notice calling the AGM along with Annual Report 2025-26 is being sent only through electronic mode to those members whose e-mail address is registered with the Company or the Depository Participant(s) as on Cut-off date i.e. **August 28th, 2026**. Members may note that the Notice of AGM along with Annual Report has also been uploaded on the website of the Company at https://www.sparcelectrex.in/annual-return and website of BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-voting facility and e-voting system during the AGM) at www.evotingindia.com. Members (Physical / Demat) who have not registered their email addresses with the Company can get the same registered with the Company by requesting to our Registrar and Share Transfer Agent ("RTA") i.e. MUFG Intime India Private Limited at mangesh.sawant@in.mpms.mufg.com and to the Company at sparcelectrex@gmail.com.

14. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Shareholders in respect of the shares held by them. Shareholders who have not yet registered their nomination are requested to register the same

by submitting Form No. SH-13. The form can be downloaded from the Company's website at https://sparcelectrex.in or from the website of the RTA at https://web.in.mpms.mufg.com/KYC-downloads.html. The Shareholders are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the Registrar and Transfer Agents ("RTA"), MUFG Intime India Private Limited, in case the shares are held in physical form.

15. The Securities and Exchange Board of India ("SEBI") has made it mandatory for all companies to use the bank account details furnished by the Depositories for any payment (including dividend) through Electronic Clearing Service ("ECS") to investors. In the absence of ECS facility, companies shall mandatorily print the bank account details of the investors on such payment instruments. Members are encouraged to avail ECS facility and requested to update bank account details in the prescribed form to their respective Depository Participant(s) and/or the Company's R&T Agents.

16. Members who have not registered their e-mail ID so far are requested to register the same for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company in electronic form.

17. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail ID, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their respective Depository Participant(s) in case the shares are held in electronic form and to the Company's R&T Agents in case the shares are held in physical form.

18. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed dividend account; exchange of securities certificate; sub-division of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, available on the website of the Company's Registrar and Transfer Agents, MUFG Intime India Private Limited at https://web.in.mpms.mufg.com/client-downloads.html under General Tab. It may be noted that any service request can be processed only after the folio is KYC Compliant.

19. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or MUFG Intime India Private Limited, for assistance in this regard.

20. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

21. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Company's Registrar and Transfer Agents, for consolidation into a single folio.

22. The Members are requested to notify promptly any change in their address to the Company or their depository participant, as the case may be.

23. Members are encouraged to submit their questions in advance with regard to the financial statements or any other matter to be placed at the 37th Annual General Meeting, from their registered e-mail address, mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the Company's e-mail address at sparcelectrex@gmail.com before 6.00 p.m. (IST) on 23rd September, 2026. Queries that remain unanswered at the AGM will be appropriately responded by the Company at the earliest post the conclusion of the AGM.

24. Members who would like to express their views/ask questions as a speaker at the Meeting may preregister themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at sparcelectrex@gmail.com between Monday, 21st September, 2026 (9.00 a.m. IST) and Saturday, 26th September, 2026 (05.00 p.m. IST). Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

25. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. **Wednesday, 23rd September, 2026 ("Cut-off date")** only shall be entitled to avail the facility of remote e-voting or voting at the Meeting, as the case may be, in proportion to the shares held by them as on the Cut-off date. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.

26. The remote e-voting facility will be available during the following voting period:

    Commencement of remote E-voting: From 09.00 a.m. (IST) on **Sunday, September 27, 2026**
    End of remote e-voting: Upto 05.00 p.m. (IST) on **Tuesday, September 29, 2026**.

27. The facility for remote e-voting shall be provided at the Meeting. Members attending the Meeting who have not cast their vote earlier by remote e-voting shall be entitled to vote at the Meeting. A Member can participate in the Meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the Meeting.

28. Mr. Pankaj Trivedi, Practicing Company Secretary (Certificate of Practice No. 15301), Proprietor of M/s. Pankaj Trivedi & Co., has been appointed by the Board on 14.08.2026 as the Scrutinizer for 37th AGM to scrutinize the e-voting process in a fair and transparent manner.

29. Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at www.evotingindia.com. However, if he/she is already registered user for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

30. In case all the joint holders are attending the Meeting, the Member whose name appears as first holder in the order of names as per Register of Members of the Company will be entitled to vote at the Meeting.

31. The facility of voting will be provided at the Meeting for the Members attending the Meeting and who have not cast their vote earlier by remote e-voting.

32. Once the Member has casted his/her vote on the resolution(s), he/she will not be allowed to modify his/her vote or to cast the vote again.

33. During the AGM remote e-voting module will be enabled for e-voting and the same will be open for 15 minutes after conclusion of the meeting.

34. The results on above resolutions shall be declared not later than two working days from the conclusion of the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favor of the resolutions.

35. The results of voting declared along with Scrutinizer's Report(s) will be published on the website of the Company www.sparcelectrex.in and on the website of CDSL at www.evotingindia.com and the same shall also be simultaneously communicated to the BSE Limited.

36. Instructions for e-voting and attending the Annual General Meeting is annexed and forms part of this Notice.

37. Considering the Meeting would be held through VC/ OAVM, the proxy form, attendance slip and route map for the venue is not annexed to the Notice. The deemed venue for the AGM shall be the Registered Office of the Company.

CDSL E-VOTING SYSTEM – FOR E-VOTING AND JOINING VIRTUAL MEETINGS.

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 including General Circular No. 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020, September 25, 202, September 19, 2024 and September 22, 2025 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.sparcelectrex.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM/EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

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 **Sunday, September 27, 2026** from **09.00 a.m. (IST)** and ends on **Tuesday, September 29, 2026** up to **05.00 p.m. (IST).** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Record Date> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) 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 the participation by the public non-institutional shareholders/retail shareholders is at a 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.

(iv) 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 Depository**	1) Users who have opted for CDSL 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 users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option.

	4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	1) 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. 2) 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 3) 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 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 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.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant 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 website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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 toll free No. 1800 21 09911
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.com or call at : 022 - 4886 7000 and 022 - 2499 7000

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

(v) 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) 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. 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.

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) 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.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant <**SPARC ELECTREX LTD**> on which you choose to vote.

(x) 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.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) 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.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) 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.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) **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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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 mandatory 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; sparcelectrex@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.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.

4. Shareholders are encouraged to join the Meeting through Laptops / iPad for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at sparcelectrex@gmail.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number dsparcelectrex@gmail.com. These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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 AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free No. 1800 21 09911.

   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 toll free No. 1800 21 09911.

REGISTERED OFFICE
Sparc Electrex Limited
CIN: L31100MH1989PLC053467
B-307, Hind Saurashtra Industrial Estate,
Sir M. V. Road, Nr. Mittal Estate, J B Nagar,
Marol, Andheri (East), Mumbai - 400059
☎: 9819001811| ✉: sparcelectrex@gmail.com | www.sparcelectrex.in

For and on behalf of the Board

Sd/-
Shobith Ganesh Hegde
(Managing Director)
DIN: 02211021
Mumbai, August 14, 2026

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING (IN PURSUANCE OF REGULATION 36(3) OF THE LODR REGULATION, 2015)

Name of the Director	**Mr. Ravikumar Byrapatna Channappa**
DIN	06595061
Nationality	Indian
Date of Birth	22/07/1971
Age	55 years
Academic Qualifications	Diploma in Mechanical Engineering
Experience and Expertise	Mr. Ravikumar Byrapatna Channappa holds Diploma in Mechanical Engineering, and he carries an experience of more than 30 years in the field of Project Management, R&D, Manufacturing, Factory management, administration and organizational skills.
Date of first appointment on the Board	27/06/2020
Directorship in other Companies	1) Hegde Power Tools Limited
No. of Membership(s)/ Chairmanship(s) of Board Committees in other Companies	None
Membership in Committees in Sparc	None
Name of the listed entities for which the person has resigned in the past three years	None
No. of Shares held in the Company (a) Own (b) For other persons on a beneficial basis	Nil
Disclosure of relationship between Directors inter-se or between the Director and the manager and other key managerial personnel of the company	None
Number of Board Meeting attended during the financial year	4 out of 4
Remuneration and other terms & conditions of appointment / re-appointment	He is entitle to receive remuneration of Rs. 1,00,000/- per month or such other amount as may be decided by the Board from time to time. Other terms and conditions of his appointment as Executive Director of the Company, remains the same as approved by the resolution passed by the members through Postal Ballot as on 22nd April, 2022.
Remuneration paid/payable for the Financial Year 2025-26	Nil

REGISTERED OFFICE
Sparc Electrex Limited
CIN: L31100MH1989PLC053467
B-307, Hind Saurashtra Industrial Estate,
Sir M. V. Road, Nr. Mittal Estate, J B Nagar,
Marol, Andheri (East), Mumbai - 400059
☎: 9819001811| ✉: sparcelectrex@gmail.com | www.sparcelectrex.in

For and on behalf of the Board

Sd/-
Shobith Ganesh Hegde
(Managing Director)
DIN: 02211021
Mumbai, August 14, 2026

DIRECTOR'S REPORT

To,
The Members
Sparc Electrex Limited
CIN: L31100MH1989PLC053467
Mumbai

The Directors are pleased to present the 37th Annual Report of the Company along with the Audited Financial Statements for the financial year ended March 31, 2026.

FINANCIAL PERFORMANCE:

Summary of the Company's financial performance for F.Y. 2025-26 as compared with previous financial year is given below:

(Amounts in Lakhs)

Particulars	F.Y. 2025-26	F.Y. 2024-25
Revenue from Operation	28.29	366.10
Revenue from other Income	44.78	-
Total Revenue	**73.07**	**366.10**
Profit / (Loss) before Dep. & Int.	(438.85)	(140.99)
Depreciation	0.01	0.01
Interest	7.32	11.04
Operating expenses other than Dep & Interest	511.92	507.09
Profit / (Loss) after Depreciation & Interest and before Tax	**(446.18)**	**(152.04)**
Less: Exceptional Items	-	-
Profit / (Loss) after Exceptional Items	-	-
Less: Provision for Taxation	-	-
Less: Provision for Tax (deferred)	-	-
Less: Short / (Excess) provision for tax of earlier years	-	-
Profit / (Loss) after Tax	**(446.18)**	**(152.04)**

REVIEW OF OPERATIONS:

During the financial year 2025-26, the Company recorded total revenue from operations of ₹28.29 lakhs as compared to ₹366.10 lakhs in the previous financial year, representing a decline of approximately 92.27%.

The revenue from Trading of Steel Items stood at ₹0.20 lakhs as compared to ₹133.98 lakhs in the previous year. Further, the revenue from Manufacturing of Electronic Equipments stood at ₹28.09 lakhs as compared to ₹232.12 lakhs in the previous year. The substantial decline in revenue was mainly attributable to lower business activity in both the steel trading and electronic equipment manufacturing segments during the year under review.

During FY 2025-26, the Company also earned ₹44.78 lakhs as profit on sale of fixed assets, which contributed to the Company's other income. Accordingly, the total revenue, including other income, amounted to ₹73.07 lakhs during the year as compared to ₹366.10 lakhs in the previous year.

The Company incurred operating expenses of ₹511.92 lakhs during FY 2025-26 as compared to ₹507.09 lakhs in the previous year. Consequently, the Company reported a loss before and after tax of ₹446.18 lakhs during the year under review as against a loss of ₹152.04 lakhs in the previous year. The increase in loss was primarily attributable to the substantial decline in revenue during the year while the operating expenses remained at a comparable level.

In view of the significant reduction in turnover and the comparatively high operating cost base, the management is undertaking a detailed review of its business operations with a view to rationalising costs, improving capacity utilisation and concentrating resources on commercially viable and profitable business opportunities.

DIVIDEND:

Pursuant to the financial performance of the Company, which resulted in a net loss for the financial year 2025-26, the Board of Directors has determined not to recommend a dividend.

The Company confirms that the provisions of Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are not applicable. This determination is based on the Company's market capitalization as of March 31 of the preceding financial year, which does not place it among the top 1,000 listed entities. Consequently, the Company is not obligated to formulate a Dividend Distribution Policy.

DEPOSITS:

During the year under review, your Company has neither invited nor accepted any fixed deposits from the public within the meaning of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

AMOUNT TRANSFERRED TO RESERVES:

The Board of Directors of the Company has not transferred any amount to the General Reserves for the F.Y. 2025-26.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:

Your Company did not have any funds lying unpaid or unclaimed of any previous years. Therefore, there are no funds which are required to be transferred to Investor Education and Protection Fund (IEPF).

DIRECTORS' RESPONSIBILITY STATEMENT:

In accordance with the provisions of Section 134 (3) (c) of the Companies Act, 2013, and based on the information provided by management, the Directors of the Company to the best of their knowledge hereby state and confirm that:

a. In the preparation of the annual accounts for the financial year ended 31st March, 2026 the applicable accounting standards have been followed along with proper explanation relating to material departures.

b. Accounting policies selected were applied consistently. Reasonable and prudent judgments and estimates were made so as to give a true and fair view of the state of affairs of the Company as at the end of March 31, 2026 and of the profit of the Company for the year ended as on that date.

c. Proper and sufficient care have been taken to the best of their knowledge and ability for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

d. The Annual Accounts of the Company have been prepared on an on-going concern basis.

e. That they have laid down internal financial controls commensurate with the size of the Company and that such financial controls were adequate and were operating effectively.

f. That they have devised proper system to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

The composition of the Board of Directors of the Company is in accordance with the provisions of Section 149 of the Act and Regulation 17 of the SEBI Listing Regulations, with an appropriate combination of Executive, Non-Executive and Independent Directors.

The Board of Directors provides strategic direction and supervision to an organization. The Company's Board consists of learned professionals and experienced individuals from different fields.

Presently, the Company has a balanced mix of Executive and Non-Executive Independent Directors. As on March 31, 2026, the Board comprises of 6 Directors out of which 3 are Executive Directors and 3 are Non-Executive Independent Directors, including one Woman Director. Mr. Shobith Ganesh Hegde is the regular Executive Chairman of the Board. The composition of the Board of Directors has been briefly shown in the below mentioned table:

Sr. No.	Name	Designation	DIN	Date of Appointment	Date of Cessation
1	Mr. Shobith Ganesh Hegde	Managing Director & CFO	02211021	19/10/2021	-
2	Mr. Suresh Vishwanathan	Executive Director	02310679	30/11/2021	24/04/2026
3	Mr. Ravikumar Byrapatna Channappa	Executive Director	06595061	27/06/2020	-
4	Mr. Niraj Hareshbhai Variava	Independent Director	09197068	08/06/2021	07/06/2026
5	Mr. Ashok Chhaganbhai Patel	Independent Director	08024669	22/04/2022	16/08/2026
6	Mrs. Sushmita Swarup Lunkad	Independent Woman Director	09044848	22/04/2022	05/08/2026
7	Ashish Mishra	CS & Compliance Officer	-	29/05/2024	24/01/2026

Further, following appointments / re-appointments / change in designations / resignations, etc has been taken place on Board in the office of Directors and KMPs of the Company during the year and till the date of this report, upon recommendation of Nomination and Remuneration Committee during the year under review.

Re-appointment/appointment of Directors:

In terms of Section 152 of the Companies Act, 2013 Mr. Ravikumar Byrapatna Channappa (DIN: 06595061), Executive Director,

holding longest position amongst the other Directors, retires by rotation and is eligible for re-appointment. The Members' approval is being sought at the ensuing AGM for this re-appointment.

Additional information and brief profile as stipulated under Listing Regulations and Secretarial Standards-2 on General Meetings with respect to Directors seeking re-appointment is annexed to the Notice of AGM.

Based on the recommendation of the Nomination & Remuneration Committee ('NRC') the Board of Directors of the Company have made an appointments of Ms. Asha Shravan Kumar Khedia (DIN: 11743210), Mr. Jayantilal Raghunathram Suthar (DIN: 07265227) and Mr. Rohit Bhatia (DIN: 10942375) as an Independent Directors of the Company w.e.f. June 06, 2026 for their respective 1st term of five years. Further in terms of Regulation 17(1C) of the Listing Regulations, 2015, as amended., the appointment of the Independent Directors of the Company was recommended by the Board of Directors to the Members for their approval vide Postal Ballot Notice dated 05 August 2026 seeking approval of the Members for the appointment of the respective Independent Directors.

The Company has received necessary disclosures and confirmations from concerned Director(s) in connection with the re-appointment. The information of Directors, seeking re-appointment, pursuant to Secretarial Standards-2 on General Meetings and Regulation 36(3) of the Listing Regulations and Companies Act, 2013 is annexed to the Notice of the Annual General Meeting.

During the year under review, there is no change in the composition of Audit Committee, Nomination and remuneration committee, Stakeholders Relationship Committee and Right Issue Committee of the Company.

Cessation of Director:

Mr. Suresh Vishwanathan (DIN: 02310679) Executive Director of the Company had resigned from the Board w.e.f. April 24, 2026 owning to his preoccupations.

Mr. Niraj Hareshbhai Variava (DIN: 09197068), Independent Director of the Company had resigned from the Board w.e.f. June 07, 2026 due to completion of his present tenure of 5 years as an Independent Director of Company and Ms. Sushmita Swarup Lunkad (DIN: 09044848), stepped down from my position of Independent Director of the Company w.e.f. August 05, 2026 due to her professional and personal preoccupations and commitments. Both the Directors had confirmed that there were no material reasons for their respective resignation other than mentioned in their resignation letters.

Mr. Ashok Chhaganbhai Patel (DIN: 08024669), ceased to the Independent Director on Board w.e.f. August 16, 2026 due to his unexpected demise because of sudden cardiac attack.

Independent Directors:

The Independent Non-Executive Directors of the Company have affirmed that they continue to meet all the requirements specified under Regulation 16(1)(b) of the SEBI LODR Regulation, 2015 and Section 149(6) of the Companies Act, 2013 in respect of their position as an "Independent Director" of Sparc Electrex Limited.

In terms of Regulation 25(8) of SEBI Listing Regulations, they have confirmed that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence.

In the opinion of the Board, there has been no change in the circumstances which may affect their status as Independent Directors of the Company and the Board is satisfied of the integrity, expertise, and experience (including proficiency in terms of Section 150(1) of the Act and applicable rules thereunder) of all Independent Directors on the Board. Further, in terms of Section 150 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended, Independent Directors of the Company have included their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs.

During the year under review, the Company did not have any pecuniary relationship or transactions with any of its Directors, other than payment of remuneration and payment of sitting fees and reimbursement of expenses incurred by them for the purpose of attending meetings of the Company.

Composition, Constitution and Change in Key Managerial Personnel during the year:

In terms of Section 203 of the Act, the Company has the following Key Managerial Personnel (KMP'S) as on the year ended March 31, 2026:

Sr. No.	Name	Designation
1	Mr. Shobith Ganesh Hegde	Managing Director & Chief Financial Officer

The Company Secretary and Compliance Office of the Company, Mr. Ashish Mishra had resigned w.e.f. January 24, 2026 for better prospect and opportunity.

The details of composition of Board and KMP is available on the website of the Company at https://www.sparcelectrex.in/CompanyManagement.

Independent Directors' Meeting:

A separate meeting of the Independent Directors was held on March 14, 2026 without the presence of Executive Directors or Non-Independent Directors and members of the management.

Familiarization Programme for Independent Directors:

The Company has taken up the initiative to familiarize the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc.

In pursuit of this, the Company provides the Independent Directors an insight into the Company and updates them on developments in the corporate and industry scenario including those pertaining to statutes/legislation and on matters affecting the Company, to enable them to take well informed decision and discharge their duties and responsibilities in an efficient manner and to contribute significantly towards the growth of the Company.

The details of the familiarization programme, programs imparted to the Independent Directors are also available on the website of the Company at https://www.sparcelectrex.in/familiarisation-program pursuant to the provisions of Regulation 25(7) and 46 of the Listing Regulations.

Governance Guidelines:

The Company has adopted Governance Guidelines on Board Effectiveness. The said Guidelines covers aspects related to composition and role of the Board, Chairman and Directors, Board diversity, definition of independence, Director's term, retirement age and Committees of the Board. It also includes aspects relating to nomination, appointment, induction and development of Directors, Director remuneration, subsidiary oversight, Code of Conduct, Board effectiveness review and mandates of Board Committees.

ANNUAL EVALUATION OF BOARD PERFORMANCE AND PERFORMANCE OF ITS COMMITTEES AND INDIVIDUAL DIRECTORS, ETC:

As required under the Act and Listing Regulations, the Board has carried out formal annual evaluation of the performance of the Board, its Committees and of individual Directors. The performance of the Board was evaluated by the Board after seeking inputs from all the Directors on the basis of criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the Committees was evaluated by the board after seeking inputs from the Committee members on the basis of criteria such as the composition of Committees, effectiveness of Committee meetings, etc.

The above criteria are broadly based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India on 5th January 2017.

In a separate meeting of Independent Directors held on March 14, 2026, performance of non-Independent Directors, the Board as a whole and the Chairman of the Company was evaluated, considering the views of Managing Director and non-Executive Directors.

The Board and the NRC reviewed the performance of individual Directors on the basis of criteria such as the contribution of the individual Director to the Board and Committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

In the Board meeting that followed the meeting of the Independent Directors and meeting of Nomination and Remuneration Committee, the performance of the Board, its Committees, and individual Directors was also discussed.

Performance evaluation of Independent Directors was done by the entire Board, excluding the Independent Director being evaluated.

Based on inputs received from the Board members, it emerged that the Board had a good mix of competency, experience, qualifications and diversity. Each Board member contributed in his/her own manner to the collective wisdom of the Board, keeping in mind his/her own background and experience. There was active participation, and adequate time was given for discussing strategy. Overall, the Board was functioning very well in a cohesive and interactive manner.

Board Meetings held during the Financial Year 2025-26:

During the year ended 31st March 2026, total 4 (four) Meetings of the Board of Directors were held. The details of the Board meeting held and the participation of the Directors thereat is enumerated as under.

Sr. No.	Date of the Board Meetings	Board Strength	No. of Directors Present	No. of Independent Directors Present	% of Attendance
1	30.05.2025	6	6	3	100%
2	14.08.2025	6	6	3	100%
3	14.11.2025	6	6	3	100%
4	18.02.2026	6	6	3	100%

Committees of the Board:

The Committees of the Board focus on certain specific areas and make informed decisions in line with the delegated authority. The following substantive Committees constituted by the Board function according to their respective roles and defined scope:

- Audit Committee (AC)
- Nominations, HR and Remuneration Committee (NRC)
- Stakeholders Relationship Committee (SRC)
- Right Issue Committee (RIC)

Details of composition, terms of reference and number of meetings held for respective Committees are given in the Report on Corporate Governance which forms part of the Annual Report. Further, during the year under review, all recommendations made by the Audit Committee have been accepted by the Board.

The Company has adopted a Code of Conduct for its Non-Executive Directors including a code of conduct for Independent Directors which suitably incorporates the duties of Independent Directors as laid down in the Act. The above codes can be accessed on the Company's website at https://www.sparcelectrex.in/_files/ugd/99e541_450b8f269f28402eb93375a3acaf3fc1.pdf.

In terms of the Listing Regulations, all Directors and Senior Management Personnel have affirmed compliance with their respective codes. The Managing Director has also confirmed and certified the same. The certificate in this regard is provided at the end of the Report on Corporate Governance.

Remuneration Policy for the Directors, Key Managerial Personnel and other Employees:

In terms of the provisions of Section 178(3) of the Act and Regulation 19 read with Part D of Schedule II to the Listing Regulations, the NRC is responsible for formulating the criteria for determining qualification, positive attributes and independence of a Director. The NRC is also responsible for recommending to the Board a policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees. In line with this requirement the Remuneration Policy for Directors, Key Managerial Personnel and other employees of the Company is available on the websites of the Company at https://www.sparcelectrex.in/_files/ugd/99e541_18143d55634f4a2da0426c8885a00b0b.pdf.

Particulars of Employees and Remuneration:

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013, read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are given in **Annexure - III** to the Board Report.

During the period under review, none of the employees has received remuneration exceeding the limit as stated in rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

There have been no other material changes or commitments affecting the financial position of the Company between the end of the financial year under review, i.e. 31st March, 2026, and the date of this Report, which would have a material impact on the financial position of the Company, except as follows.

Write–off and provision of Inventory, Trade receivables and Creditors

The Company has written off an inventory of ₹231.47 lakhs and provision for stock of ₹75 lakhs were created and Trade receivables of ₹48.16 lakhs written back and Trade creditors of ₹99.09 lakhs written off based on management's assessment.

Disposal / Sale of Factory premise:

The Company had sold a factory out-let carrying cost of ₹106.23 lakhs, located at B-305, B-307, Hind Saurashtra Industrial Estate, Andheri (East), Mumbai – 400059 and realised profit of ₹44.78 lakhs.

Penalties from the exchange:

The BSE has imposed following fines / interest on the Company during the year, which the company has not remitted to the exchange as on date of this report viz:

- Fine of Rs.18,000/- (plus GST) vide its email dated 13.02.2026 towards delay in submission of Shareholding Pattern under Regulation 31 of SEBI (LODR), Regulations, 2015 for quarter ended December, 2025.
- Fine of Rs.10,000/- (plus GST) vide its email dated 17.03.2026 towards delay in submission of Unaudited Financial Results (UFR) for quarter ended December, 2026 under Regulation 33 of SEBI (LODR), Regulations, 2015.
- Fine of Rs.1,10,000/- (plus GST) vide its email dated 30.06.2026 towards delay in submission of Audited Financial Results (AFR) for quarter and year ended March, 2026 under Regulation 33 of SEBI (LODR), Regulations, 2015.
- Fine of Rs.44,000/- (plus GST) vide its email dated 08.07.2026 towards delay in submission of Secretarial Compliance Report for year ended March, 2026 under Regulation 24A of SEBI (LODR), Regulations, 2015.
- The Company has paid an Interest of Rs.41,915/- on arrear / late in payment of Listing fee.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

Your Company follows the practice of undertaking related party transactions only in the ordinary and normal course of business and at arm's length basis as part of its philosophy of adhering to highest ethical standards, transparency and accountability. In line with the provisions of the Companies Act, 2013 and the Listing Regulations, the Company has formulated a Policy on Related Party Transactions. The Policy can be accessed on the Company's website at https://www.sparcelectrex.in/_files/ugd/99e541_4f61f611dee6468e839bd3ad364a6729.pdf.

During the year under review, all related party transactions entered into by the Company, were approved by the Audit Committee and were at arm's length and in the ordinary course of business. Prior omnibus approval is obtained for related party transactions which are of repetitive nature and entered in the ordinary course of business and on an arm's length basis. Further, the Company has taken prior approval for all the material related party transaction with an aggregate value exceeding Rs. 1,000 crore or 10% of the annual consolidated turnover of the Company, as per the latest audited balance sheet, whichever is lower.

The transactions with the related parties as per requirements of Indian Accounting Standard 24 are disclosed in Note 28 to the financial statements in the Annual Report. Particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Act, in the prescribed Form AOC-2, is attached as **Annexure - II** to the Board's Report. The details of transaction(s) of the Company with entities belonging to the promoter/promoter group which hold(s) more than 10% shareholding in the Company as required under para-A of Schedule V of the Listing Regulations are provided as part of the financial statements.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

The prescribed particulars of conservation of energy, technology absorption and foreign exchange earnings and outgo, in terms of the Section 134 (3) (m) of the Companies Act, 2013, read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is attached as **"Annexure - IV & V"** which forms part of the Board's report.

EXTRACT OF ANNUAL RETURN:

Pursuant to provisions of Section 92(3) of the Companies Act, 2013 ('the Act') and rule 12(1) of the Companies (Management and Administration) Rules, 2014, the Extract of the Annual Return for the financial year ended March 31, 2026 is displayed on the website of the Company at https://www.sparcelectrex.in/annualreturn.

CORPORATE GOVERNANCE REPORT:

The Company believes in adhering to the best Corporate Governance practices and emphasizes on fair and transparent governance and disclosure practices which helps the Company to follow the path of its vision and mission. It strongly believes in developing best corporate governance policies and procedures based on principles of fair and transparent disclosures, equity, accountability and responsibility. The Corporate Governance Report is presented in a separate section forming part of this Annual Report.

A Report on Corporate Governance along with a Certificate from Auditors M/s Madhuri J. Bohra & Associates (COP NO: 20329), Practicing Company Secretaries, regarding compliance with the conditions of Corporate Governance as stipulated under Regulation 34(3), Schedule V of SEBI (LODR) Regulations, 2015 with Stock Exchange read with the relevant provisions of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 forms part of this Report.

MANAGEMENT DISCUSSION AND ANALYSIS:

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Management Discussion and Analysis Report providing a detailed overview of your Company's performance, industry trends, business and risks involved is presented in a separate section forming part of this Annual Report.

As required under the provisions of the Listing Regulations, the Audit Committee of the Company has reviewed the Management Discussion and Analysis report of the Company for the year ended 31st March, 2026.

AUDIT AND AUDITORS:

Statutory Auditor:

Upon completion of their first term, and pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Board of Directors, based on the recommendation of the Audit Committee, has proposed the re-appointment of M/s. Motilal & Associates LLP, Chartered Accountants, as the Statutory Auditors of the Company for a second term of five consecutive years, to hold office from the conclusion of the 36th Annual General Meeting until the conclusion of the 41st Annual General Meeting, subject to the approval of the Members at the ensuing Annual General Meeting.

The Statutory Auditors have furnished their consent and eligibility certificate confirming that their re-appointment, if approved by the Members, shall be in accordance with the applicable provisions of the Companies Act, 2013 and the rules made thereunder.

Auditors' Report:

The Standalone Financial Statements of the Company for the financial year ended March 31, 2026 have been prepared in accordance with applicable Indian Accounting Standards (Ind-As) notified under Section 133 of the Act. The Statutory Auditors' Report issued by the Auditors for F.Y. 2025-26 carries the modified opinion of the Auditors, which have been address below with the explanation from Management of the Company in terms of Section 134 (1) of the Companies Act, 2013.

Sr. No.	Reservation / Observations / Remarks / Qualification / Emphasis of matter drawn by Statutory Auditor	Reply by the Management
1	The Company has written off Rs. 231.47 lakhs inventory and has created a Provision of Stock of Rs. 75 lakhs and no valuation reports have been provided for such write offs.	The Board and Management believe that the write-off of inventory, debtors, and creditor balances has been carried out in good faith, based on the information and records available, and reflects a prudent assessment of the realizable value of assets and obligations of the Company. The management remains committed to improving documentation and control processes to address the observations raised by the Statutory Auditors.
2	Rs. 48.16 Lakhs Trade Receivables and Rs. 99.09 Lakhs Trade Creditors have been written back & written-off respectively without providing adequate reasons and/or legal remedies by the Company for writing off such amounts. No balance confirmations from debtors and/or creditors have been provided confirming such write-offs as well.	

During the year under review, the Statutory Auditors had not reported any matter under Section 143 (12) of the Act, therefore no detail is required to be disclosed under Section 134 (3) (ca) of the Act.

Secretarial Auditor:

In terms of Section 204 of the Act and Rules made thereunder, the Secretarial Audit was carried out by M/s. Madhuri J. Bohra & Associates (COP No: 20329 | (Peer Review No. 4209/2023), Company Secretary in Practice for the Financial Year 2025-2026. The Report given by the Secretarial Auditors is annexed as Annexure - A to this Report.

In terms of the provisions of the Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 issued by Securities and Exchange Board of India (SEBI), M/s Madhuri J. Bohra & Associates (COP No: 20329), Practicing Company Secretaries have also issued the Annual Secretarial Compliance Report (under Regulation 24A of the Listing Regulation) for the financial year ended 31st March, 2026. Secretarial Auditor in their reports issued for the year has reported few items as qualification, reservation or adverse remarks. The Annual Secretarial Compliance Report under Regulation 24A of the Listing Regulations, 2015 for the F.Y. ended 31st March, 2026 is available at https://www.sparcelectrex.in/stock-exchange-compliances.

The present term of Secretarial Auditors of the Company has been confirmed by the members of the Company at the 36th Annual General Meeting held on September 30, 2025 for a period of 5 years from F.Y. 2025-26 to F.Y. 2029-30. The Secretarial Auditors have confirmed that the firm hold valid certificate issued by the Peer Review Board of the ICSI. The Board/ Audit Committee reviews the independence and objectivity of the Secretarial Auditors and the effectiveness of the Audit process.

During the year under review, the Secretarial Auditors had not reported any matter under Section 143 (12) of the Act, therefore no detail is required to be disclosed under Section 134 (3) (ca) of the Act.

Explanation or Comments on Qualifications, Reservations or Adverse Remarks or Disclaimers made by the Secretarial Auditor in their Report:

M/s Madhuri J. Bohra & Associates (COP NO: 20329), Practicing Company Secretaries, in their Secretarial Audit Report for financial year 2025-26 have drawn the attention of the Board about the few reservation, non-compliances or observations, which have been marked as qualification in her report. In connection with the same management herewith give the explanation cum justification item wise as below.

Sr. No.	Reservation, Non-compliances / Observations / Remarks / Qualification made by the Secretarial Auditors	Reply by the Management
1	As per the Invoice raised by the BSE towards Annual Listing Fees (ALF) for F.Y. 2026-27, the Company has not remitted an Arrear in Annual Listing Fees of '32,500/- pertains to F.Y. 2024-25.	The outstanding amount of ₹32,500/- was not included in the BSE AFL invoice for F.Y. 2025–26 and has instead been billed in the AFL invoice for F.Y. 2026–27. The Company shall seek clarification from the Exchange and take necessary steps to resolve the matter accordingly.
2	Pursuant to Regulation 31(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company was required to submit its Shareholding Pattern for the quarter ended December, 2025 to the Stock Exchange(s) within the prescribed timeline, i.e. on or before 21 January 2026. However, the Company submitted the aforesaid Shareholding Pattern on 30 January 2026, resulting in a delay of 9 days in complying with the prescribed timeline.	The delay in filing the Shareholding Pattern was due to the late receipt of requisite information / data from the RTA. The Company promptly filed the SHP upon receipt of the information. The penalty of ₹18,000/- levied by the Exchange shall be paid shortly. The Company shall take necessary measures to ensure timely compliance and avoid recurrence of such delays.
3	Pursuant to Regulation 76(1) of the SEBI (Depositories and Participants) Regulations, 2018, the Company was required to	The delay in submission of the Reconciliation of Share Capital Audit Report was due to non-receipt of

	submit the Reconciliation of Share Capital Audit Report for the quarter ended December, 2025 in the prescribed PDF and XBRL formats on or before 30 January 2026. However, the Company submitted the said Report on 27 March 2026, resulting in a delay of 56 days in complying with the prescribed regulatory timeline.	requisite data from the RTA. Upon receipt of the data, the Company promptly submitted the report. The Company shall take necessary measures to ensure timely submission of such reports and avoid recurrence of any delay.
4	Pursuant to Regulation 33(3) of the SEBI (LODR) Regulations, 2015, the Company was required to submit its Unaudited Financial Results along with the Limited Review Report thereon for the quarter ended December, 2025, in the prescribed PDF and XBRL formats, within 45 days of quarter ended i.e. on or before 14 February 2026. However, the Company submitted the aforesaid Unaudited Financial Results in PDF and XBRL along with the Limited Review Report on 18th February, 2026, resulting in a delay of 4 days in complying with the prescribed regulatory timeline.	The delay in submission of the Unaudited Financial Results along with the Limited Review Report was due to unavoidable circumstances. The Company shall remit the penalty of ₹10,000/- levied by the Exchange shortly and shall take necessary measures to ensure timely submission of financial results in future.
5	As per Regulation 33(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company was required to submit its Standalone Audited Financial Results (AFR) along with the Audit Report thereon for the quarter and financial year ended March 31, 2026, to the Stock Exchange(s) on or before May 30, 2026. Additionally, under Regulation 23(9) of the SEBI (LODR) Regulations, 2015, the Company was required to submit the disclosures of Related Party Transactions for the half year ended March 31, 2026, along with the financial results. However, as on the date of this report, the Company has not submitted the Standalone Audited Financial Results along with the Audit Report thereon and the Related Party Transactions disclosure resulting in non-compliance with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	The delay in submission of the Standalone Audited Financial Results along with the Audit Report and Statement of Related Party Transactions was due to additional time required for reconciliation of inter-branch accounts and obtaining balance confirmations from multiple locations. The Company shall take necessary measures to ensure timely submission of such financial results and disclosures in future.
6	Pursuant to Regulation 24A(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circulars issued in this regard, the Company was required to submit its Annual Secretarial Compliance Report (ASCR) for the financial year ended March 31, 2025, to the Stock Exchange(s) in both PDF and XBRL formats within sixty (60) days from the end of the financial year, i.e., on or before May 30, 2025. However, the Company submitted the said Annual Secretarial Compliance Report on May 31, 2025, resulting in a delay of 1 (one) day in complying with the prescribed regulatory timeline.	The delay of 1 day in submission of Annual Secretarial Compliance Report (SCR) for the financial year ended 31.03.2025 was unintentional. The Company ensures the utmost diligence will be exercised to ensure no such delay occurs in future reporting by the Company.
7	Pursuant to Regulation 32(1) of the SEBI (LODR) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/162/2019 dated December 24, 2019, the Company was required to submit the Statement of Deviation(s) or Variation(s) for the quarter ended December 31, 2025, to the Stock Exchange(s) (BSE & NSE) along with the declaration of financial results within 45 days from the end of the quarter, i.e., on or before February 14, 2026. However, the Company submitted the Statement of Deviation(s) or Variation(s) under the XBRL utility for Integrated Filing – Financial on February 18, 2026, resulting in a delay of 4 (four) days.	The four-day delay in submission of the Statement of Deviation(s) / Variation(s) was due to the delay in submission of the Unaudited Financial Results. The Company shall take necessary measures to ensure timely submission of such statements and avoid recurrence of such delays.
8	As on date of this report the Company has not yet filed its Annual Report for the financial year 2024–25 in XBRL format with the exchange.	The non-filing of the Annual Report in XBRL format was inadvertent and unintentional. The Company shall take necessary measures to ensure timely compliance with applicable filing requirements and avoid recurrence of such instances.
9	Pursuant to Regulation 30(6) read with Para A of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended by SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024, the Company was required to disclose the outcome of its Board Meeting held on November 14, 2025 (which concluded at 05:55 p.m.), inter alia considering the Unaudited Financial Results for the quarter and half year ended September 30, 2025, to the Stock Exchange(s) within 3 (three) hours of closure of the meeting,	The delay of approximately one hour in submission of the outcome of the Board Meeting dated 14.11.2025 was due to a power outage in the building and was beyond the control of the Company. The Company shall take necessary measures to ensure timely regulatory filings and avoid recurrence of such delays.

	i.e., latest by 08:55 p.m. on the same day. However, the outcome of the said Board Meeting was submitted to the Stock Exchange(s) at 09:54:50 p.m. on November 14, 2025, resulting in a delay of approximately 1 (one) hour beyond the prescribed timeline.	
10	Discrepancy has been noted in disclosure made by the Promoter Mrs. Shobha Hegde under Regn 29(2) of SEBI (SAST), Regulations, 2011 and Regn 7(2) of SEBI (PIT), Regulations, 2015, who had sold 1,15,328 quantity of equity shares of the Company on 10.12.2025. However, in the disclosure submitted to the Company and BSE on 11.12.2025, the quantity of shares was incorrectly reported as 1,15,000 resulting in a discrepancy of 328 equity shares.	The discrepancy in the disclosures made under Regulation 29(2) of the SEBI (SAST) Regulations, 2011 and Regulation 7(2) of the SEBI (PIT) Regulations, 2015 was inadvertent and due to a bona fide human error. The Promoter shall submit revised disclosures with the correct particulars at the earliest.
11	As on the date of this Report, the Annual Return Form MGT-7 and Financial Statement Form AOC-4 (XBRL) filings pertaining to the financial year ended 31 March 2025, are pending for filing with the Ministry of Corporate Affairs resulting delay in reporting beyond the prescribed statutory timelines mentioned under Section 137 and 92 of the Companies Act, 2013.	The filing of Form MGT-7 and Form AOC-4 (XBRL) for F.Y. 2024–25 is pending. The Company shall complete the pending filings at the earliest and ensure timely compliance in future.

Internal Auditor:

The Internal and operational audit is entrusted to M/s. Rajesh H. Gupta & Co., (FRN 133884W), Chartered Accountant, Mumbai. The main thrust of internal audit is to test and review controls, appraisal of risks and business processes, besides benchmarking controls with best practices in the industry.

Your Company has an effective internal control and risk-mitigation system, which are constantly assessed and strengthened with new/revised standard operating procedures. The Company's internal control system is commensurate with its size, scale and complexities of its operations. The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of the internal control systems and suggests improvements to strengthen the same.

The Audit Committee of the Board of Directors, Statutory Auditors and the Key Managerial Personnel are periodically apprised of the internal audit findings and corrective actions taken. Audit plays a key role in providing assurance to the Board of Directors. Significant audit observations and corrective actions taken by the management are presented to the Audit Committee of the Board. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee.

Internal Audit and Adequacy of Internal Controls:

The Company has an Internal Control System commensurate with the size, scale and complexity of its operations. The scope of the Internal Audit is decided by the Audit Committee and the Board. To maintain its objectivity and independence, the Board has appointed an Internal Auditor, which reports to the Audit Committee of the Board on a periodic basis.

The Internal Auditor monitors and evaluates the efficacy and adequacy of Internal control Systems in the Company, its compliance with operating systems, accounting procedures and policies for various functions of the Company. Based on the report of Internal Auditor, management undertakes corrective action wherever required and thereby strengthens the control further.

The Company has policies and procedures in place for ensuring proper and efficient conduct of its business, safeguarding of assets, prevention and detection of frauds and errors, accuracy and completeness of accounting records and timely preparation of reliable financial information.

Cost Audit:

The provisions of Section 148 under the Companies Act, 2013 are not applicable to the Company.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:

During the financial year ended 31st March, 2026, the Company did not grant any loan or provide any guarantee or made any investment as per the provisions of Section 186 of the Companies Act, 2013.

SUBSIDIARY, JOINT VENTURE OR ASSOCIATE COMPANIES:

The Company does not have any Subsidiary, Join Venture or Associate Companies as on March 31, 2026.

The Company has formulated a policy on the identification of material subsidiaries in line with regulation 16(c) of SEBI (Listing obligation and disclosure requirement) 2015 and same is also available on the Company's website at https://www.sparcelectrex.in/_files/ugd/99e541_e53bb10477504c1a9405f8ce87d62de7.pdf.

NAMES OF COMPANIES WHICH HAVE BECOME OR CEASED TO BE ITS SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES DURING THE YEAR:

There was no such Company which have become or ceased to be Subsidiaries, Joint Ventures or Associate Company during the financial year 2025-26.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:

During the year under review, there were no significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations in future.

REPORTING OF FRAUDS BY AUDITORS:

During the year under review, the Statutory Auditors, Internal Auditors and the Secretarial Auditors have not reported any instances of frauds committed in the Company by its officers or employees of Audit Committee under Section 143(12) of the Companies Act, 2013, details of which needs to be mentioned in this Report.

CHANGE IN NATURE OF BUSINESS, IF ANY:

There was no change in the nature of business of the Company during the financial year ended 2025-26.

MANAGEMENT:

There is no change in Management of the Company during the year under review.

CORPORATE SOCIAL RESPONSIBILITY AND SUSTAINABILITY:

The provisions for Corporate Social Responsibility ("CSR") under Section 135(1) of the Companies Act, 2013, are not applicable to the Company for the current financial year.

SUSPENSE ESCROW DEMAT ACCOUNT/UNCLAIMED SHARES ACCOUNT:

The Company has opened a Suspense Escrow Demat Account with Phillip Capital (India) Private Limited pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/6 dated January 25, 2022.

As per the circular for dematerialisation of securities, if the demat request is not received by RTA within 120 days from the date of issuance of Letter of Confirmation ("LOC"), then the RTA shall move such securities to a physical folio named as "Suspense Escrow Account" and issue a consolidated LOC to the Company on monthly basis for the said securities moved to this account. The Company shall then dematerialise these securities in "Suspense Escrow Demat Account" within 7 days of receipt of such LOC from RTA. When any shareholder claims, the Company will transfer the same to his/her demat account by following the procedure as prescribed under the regulations.

In terms of Regulation 39 of the Listing Regulations, the Company reports the following details in respect of equity shares lying in the Demat Suspense Account/Unclaimed shares as on March 31, 2026:

Particulars	No. of Shareholders	No. of Equity shares
Aggregate Number of Shareholders and the outstanding shares in the Suspense Account lying as on April 1, 2025	Nil	Nil
Less: Number of Shareholders who approached the Company for transfer of shares from suspense account	Nil	Nil
Aggregate number of Shareholders and the outstanding shares in the suspense account lying as on March 31, 2026	Nil	Nil

During the year, there was no movement of shares in the suspense account. The shares if held in suspense account shall remain frozen till the rightful owners of such shares claim the shares.

RISK MANAGEMENT:

Your Company recognizes that risk is an integral part of business and is committed to managing the risks in a proactive and efficient manner.

Pursuant to section 134(3) (n) of the Companies Act, 2013 and as per provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, the Company has adhered to the principles of sound risk management and has a Risk Management Policy in place.

Periodic assessments to identify and evaluate the risk areas are carried out and Management is briefed on the risks in advance to enable the company to control risk through a properly defined plan. The risks are classified as financial risks, operational risks,

business risk, legal risk and market risks. The risks are taken into account while preparing the annual business plan for the year. The Board is also periodically informed of the business risks and actions are taken to manage and mitigate them.

During the period under review, the Company has not identified any element of risk which may threaten the existence of the Company.

COMPLIANCE WITH MANDATORY AND NON-MANDATORY REQUIREMENTS OF THE LISTING REGULATIONS:

The Company has implemented all mandatory requirements of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. In addition to this, the Company has also adopted certain discretionary requirements of Listing Regulations in the manner as stated under the appropriate headings detailed below:

- **Reporting of Internal Auditor:**

  Internal Auditors are invited to the meetings of Audit Committee to make presentation to the Committee on their observations and suggestions during the course of their Internal Audit. The Internal Auditor reports directly to the Audit Committee.

- **Modified Opinion(s) in Audit Report:**

  The Statutory Auditors' Report issued by the Auditors for F.Y. 2025-26 carries the modified opinion of the Auditors, which have been addressed above with the explanation from Management of the Company in terms of Section 134 (1) of the Companies Act, 2013.

- **Certificate on Non-Disqualification of Directors:**

  A certificate from M/s. Madhuri J. Bohra & Associates (COP No: 20329), Practicing Company Secretary, certifying that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as a Director by the Securities and Exchange Board of India/Ministry of Corporate Affairs or any such statutory authority forms part of this report.

- **Compliance with Corporate Governance Provisions of Listing Regulations:**

  A Report on Corporate Governance along with a Certificate from Secretarial Auditors M/s. Madhuri J. Bohra & Associates (COP No: 20329), regarding compliance with the conditions of Corporate Governance as stipulated under Regulation 34(3), Schedule V of SEBI (LODR) Regulations, 2015 with Stock Exchange read with the relevant provisions of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 forms part of this Report.

POSTAL BALLOT AND EXTRA ORDINARY GENERAL MEETING:

No Extra Ordinary General Meeting was held during the year under review. Further no Special Resolution was passed through Postal Ballot. The Company has been seeking the approval of the members by Postal Ballot towards notice dated August 05, 2026 towards 1) Appointment of Ms. Asha Shravan Kumar Khedia (DIN: 11743210) as an Independent Women Director of the Company for the first term of 5 consecutive years; 2) Appointment of Mr. Jayantilal Raghunathram Suthar (DIN: 07265227) as an Independent Director of the Company for the first term of 5 consecutive years; and 3) Appointment of Mr. Rohit Bhatia (DIN: 10942375) as an Independent Director of the Company for the first term of 5 consecutive years.

Further if required, Special Resolutions shall be passed by Postal Ballot during the financial year 2026-27, in accordance with the prescribed procedure.

SHARE CAPITAL / CAPITAL STRUCTURE:

The Authorised share capital of the Company is Comprises of 2,00,00,000 equity shares of Rs.10/- each amount to '2,000 lakhs. The paid-up capital of the Capital of the Company is '1,240.64 lakhs comprising of 1,00,23,225 fully paid-up equity shares of Rs.10/- each and 95,32,775 partly paid-up equity shares of Rs.2.50/- each (having Face Value of Rs.10/- each). Both the fully paid up and partly paid-up shares were listed on BSE in different ISINs (Fully Paid-up - INE960B01015 and Partly Paid-up IN9960B01013). The trading in partly paid-up ISIN has been suspended by the exchange upon announcing first and final call money by the Company and outstanding party paid up shares on which call money has not been received are pending for forfeiture.

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT:

As the Company is not among top 1000 Companies by Market Capitalisation on Stock Exchanges, the disclosure of Report under of Regulation 34(2) of the Listing Regulations is not applicable to the Company for the year under review.

CONVERTIBLE INSTRUMENTS:

The Company has not issued any Global Depository Receipts (GDRs) / American Depository Receipts (ADRs) / warrants or any convertible instrument, which are likely to have impact on the Company's Equity.

CREDIT RATINGS:

During the year under review, the Company has not borrowed any money and hence, disclosure pertaining to utilization of borrowed funds and Credit Rating is not applicable.

DETAILS OF UTILISATION OF FUNDS:

Following is the details of utilization of Fund as required under Regulation 32(7A) of the Listing Regulations, 2015 –

Particulars	Details
Name of Listed Entity	Sparc Electrex Limited
Mode of Raising Fund	Right Issue
Date of Raising Funds	24-04-2023
Amount to be raised Raised*	27.87 Crores
Amount Raised	14.28 Crores
Monitoring Agency	Not Applicable
Monitoring Agency Name, if applicable	Not Applicable
Is there a Deviation / Variation in use of funds raised	No
If yes, whether the same is pursuant to change in terms of a contract or objects, which was approved by the Unit holders	Not Applicable
If Yes, Date of Unit holders Approval	Not Applicable
Explanation for the Deviation / Variation	Not Applicable
Comments of the Audit Committee after review	None
Comments of the auditors, if any	None

Below are objects for which funds have been raised in the Right Issue and details of deviation, if any, in the following table:

(Rs. In Lakhs)

Original Object	Modified Object, if any	Original Allocation	Modified Allocation, if any	Funds Utilised	Amount of Deviation/Variation according to applicable object	Remarks, if any
To adjust unsecured loan given by one of our promoters namely Electrex International Pvt Ltd Limited, against the entitlement of Promoters and any members of Promoter's Group	Nil	216.05	Nil	216.05	Nil	Nil
To meet Working Capital requirements	Nil	2250.00	Nil	1,212.26	Nil	Nil
To meet issue related expenses	Nil	72.73	Nil			Nil
General Corporate Purposes	Nil	248.00	Nil			Nil
Total	**Nil**	**2786.78**	**Nil**	**1,428.31**	**Nil**	**Nil**

VIGIL MECHANISM/WHISTLE BLOWER POLICY:

The Company has established a vigil mechanism to provide appropriate avenues to the Directors and employees to bring to the attention of the Management, the concerns about behaviour of employees that raise concerns including fraud by using the mechanism provided in the Whistle Blower Policy. The Whistle Blower Policy is hosted on company's website https://www.sparcelectrex.in/_files/ugd/99e541_f20ce2a1552b4d30962774be984e7a16.pdf.

POLICY FOR PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE:

The Prevention, Prohibition and Redressal of Sexual Harassment of Women at Workplace Act, 2013 provides for protection against sexual harassment of women at workplace and for the prevention and redressal of complaints of sexual harassment and for matters connected therewith or incidental thereto. The Company has framed a Policy on Prevention of Sexual Harassment at Workplace as per the provisions of this Act which is available on the website of the Company https://www.sparcelectrex.in/_files/ugd/99e541_f20ce2a1552b4d30962774be984e7a16.pdf. During the year under review, no cases were reported under the said policy during the financial year 2025-26.

CODE FOR PREVENTION OF INSIDER TRADING:

In terms of the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted a comprehensive Code of Conduct to regulate, monitor and report trading by insiders. The said Code lays down the practices and procedures for fair disclosure of unpublished price sensitive information. All the Board Members and the Senior Management personnel have confirmed compliance with the Code. This Code is available on the Company's website at https://www.sparcelectrex.in/_files/ugd/99e541_194a373de92e4afeaf010800d278c9dc.pdf.

Pursuant to Regulation 26(5) of the SEBI Listing Regulations, the Senior Management has made periodical disclosures to the Board relating to all material financial and commercial transactions, where they had (or were deemed to have had) personal interest that might have been in potential conflict with the interest of the Company. The same was Nil.

POLICY FOR PRESERVATION OF DOCUMENTS:

Pursuant to the requirements under Regulation 9 of the Listing Regulations, the Board has formulated and approved a Document Retention Policy prescribing the manner of retaining the Company's documents and the time period up to which certain documents are to be retained. The company has adopted a policy for preservation of documents and the same is available on the company's website at https://www.sparcelectrex.in/_files/ugd/99e541_a94246eecf824163a3a4b16b5a4d6604.pdf.

CODE OF CONDUCT:

The Board and all senior management personnel of the Company are required to abide by the Code of Conduct as laid down by the Board ensuring minimum standards of Business and ethical Conduct. It also includes the Code for Independent Directors as envisaged in Schedule IV of the Companies Act, 2013. This Code outlines fundamental ethical considerations as well as specific considerations that need to be maintained for professional conduct. This Code has been displayed on the Company's website at https://www.sparcelectrex.in/_files/ugd/99e541_6541d93ab3214a2b809f86ef7d78d94c.pdf.

A declaration by the Managing Director confirming that all the Directors and senior management personnel of the Company have affirmed compliance with Company's Code of Conduct for the financial year ended March 31, 2026 is annexed at the end of this report.

DETAILS OF NON-COMPLIANCE BY THE COMPANY, PENALTIES AND STRICTURES IMPOSED ON THE COMPANY BY STOCK EXCHANGES OR SEBI, OR ANY OTHER STATUTORY AUTHORITIES, ON ANY MATTER RELATED TO CAPITAL MARKETS DURING THE LAST THREE YEARS:

During the year under review, the Company has complied with the requirements of regulatory authorities (except those outlined by the Secretarial Auditors in their Report forming part of this Annual Report as Annexure – A) and No penalties / strictures were imposed on the Company by Stock Exchanges / SEBI or any other statutory authority on any matter related to the capital market.

However, the BSE has imposed following fines / interest on the Company during the year, which the company has not remitted to the exchange as on date of this report viz:

- Fine of Rs.18,000/- (plus GST) vide its email dated 13.02.2026 towards delay in submission of Shareholding Pattern under Regulation 31 of SEBI (LODR), Regulations, 2015 for quarter ended December, 2025.

- Fine of Rs.10,000/- (plus GST) vide its email dated 17.03.2026 towards delay in submission of Unaudited Financial Results (UFR) for quarter ended December, 2026 under Regulation 33 of SEBI (LODR), Regulations, 2015.

- The Company has paid an Interest of Rs.41,915/- on arrear / late in payment of Listing fee.

LISTING OF SHARES:

The equity shares of the Company continue to be listed and traded on the BSE Limited. The Annual Listing fee for the year 2026-27 has been paid to the Stock Exchange. Except arrear of some listing fees for F.Y. 2024-25. There was no suspension on shares of the Company during the year.

SHIFTING OF REGISTERED OFFICE OF THE COMPANY:

Your Company has shifted its registered office from its existing place 1202, 12th Floor, Esperanza Building, Next To Bank of Baroda, 198, Linking Road, Bandra (West), Mumbai - 400050, Maharashtra, India to B-307, Hind Saurashtra Industrial Estate, Sir M. V. Road, Nr. Mittal Estate, J B Nagar, Marol, Andheri (East), Mumbai - 400059, Maharashtra, India within the local limits of same city w.e.f. 5th August, 2026 in compliance of the requirements of pursuant to the provisions of Sections 12 of the Companies Act, 2013.

ENVIRONMENT AND SAFETY:

The Company is aware of the importance of environmentally clean and safe operations. The Company conducts it business operations in such a manner, so as to ensure safety of all concerned, compliances, environmental regulations and preservation of natural resources.

DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF:

No such valuation has been done during the financial year 2025-26.

COMPLIANCE WITH SECRETARIAL STANDARDS:

The Board of Directors affirms that the Company has complied with the applicable mandatory Secretarial Standards issued by the Institute of Company Secretaries of India.

CEO AND CFO CERTIFICATION:

The Chief Executive Officer and Chief Financial Officer Certification as required under Regulation 17(8) read with Part B of Schedule II of the SEBI(LODR) Regulation, 2015 have been appended to this report.

GENERAL:

Your Directors state that no disclosure or reporting is required in respect of the following matters as there were no transactions on these matters during the year under review:

- Issue of equity shares with differential rights as to dividend, voting or otherwise;
- Employees' Stock Options Schemes referred to in this Report;
- Issue of shares (including sweat equity shares) to employees of the Company under any scheme save and except;
- The Company is not required to formulate a Dividend distribution policy under Regulation 43A of Listing Regulations.
- The Whole Time Directors of the Company receive any remuneration or commission from any of its subsidiaries;
- There was no instance of one-time settlement with any Bank or Financial Institution.
- During the year under review, there was no application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 by or against the Company;

BANK AND FINANCIAL INSTITUTIONS:

Directors are thankful to their bankers for their continued support to the company.

ACKNOWLEDGMENTS:

Your Directors convey their sincere thanks to the Government, Banks, Shareholders and customers for their continued support extended to the company at all times.

The Directors further express their deep appreciation to all employees for commendable teamwork, high degree of professionalism and enthusiastic effort displayed by them during the year.

REGISTERED OFFICE:
SPARC ELECTREX LIMITED
CIN: L31100MH1989PLC053467
B-307, Hind Saurashtra Industrial Estate,
Sir M. V. Road, Nr. Mittal Estate, J B Nagar,
Marol, Andheri (East), Mumbai - 400059
☎: 9819001811| ✉: sparcelectrex@gmail.com
Website: www.sparcelectrex.in

For and on behalf of the Board of Sparc Electrex Ltd

Sd/-
Shobith G. Hegde
(Managing Director)
DIN: 02211021
Mumbai, August 14, 2026

Sd/-
Ravikumar B. Channappa
(Director)
DIN: 06595061
Mumbai, August 14, 2026

ANNEXURE - I

FORM NO. MR-3
SECRETARIAL AUDIT REPORT

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members of
M/s. Sparc Electrex Limited
1202, 12th Floor, Esperanza Building,
Next to Bank of Baroda, 198, Linking Road,
Bandra (West), Mumbai - 400050, MH, India

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good Corporate Governance Practices by **M/s. Sparc Electrex Limited** bearing CIN: L31100MH1989PLC053467 (hereinafter called "the Company"). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and return is filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **31st March, 2026**, has complied with the statutory provisions listed hereunder and also that the Company has proper Board- processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers; minutes' books, forms and returns filed and other records maintained by Company for the financial year ended on **31st March, 2026** according to the provisions of:

1. The Companies Act, 2013 ('the Act') and the Rules made there under;

2. The Securities Contracts (Regulation) Act, 1956 and the Rules made there under;

3. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Overseas Direct Investment and External Commercial Borrowings;

5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992:

   (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended;

   (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended;

   (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended;

   (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; and amendments from time to time ***(Not applicable to the Company during the Audit Period);***

   (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 ***(Not applicable to the Company during the Audit Period);***

   (f) The Securities and Exchange Board of India (Registrars to an issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; as amended ***(Not applicable to the Company during the Audit period);***

   (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, as amended ***(Not applicable to the Company during the Audit period);***

   (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018, as amended, ***(Not applicable to the Company during the Audit Period);***

   (i) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

I have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India; and

(ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, As amended.

Further, the Company operates in Manufacturing of Electronic Equipments (Power Tools) and Trading in Steel items, apart from General Laws as applicable to all Industries, Environment, Pollution and safety related compliances, there are no specific laws applicable to the Company, which require approvals or compliances under any Act or Regulations.

I have relied on the representations made by the Company, its officers and reports of Auditors for systems and mechanism framed by the Company for compliances under other acts, Laws and regulations applicable to the Company.

I further report that the Compliance by the Company of the following has not been reviewed in this Audit:

(a) Applicable financial laws, like direct, indirect tax laws and Goods and Service Tax, Maintenance of financial records, etc., since the same has been subject to review by statutory financial auditor and other designated professionals.

(b) As informed by the Company the Industry specific laws/ general laws as applicable to the Company has been complied with. The management has also represented and confirmed that all the laws, rules, regulations, orders, standards and guidelines as are specifically applicable to the Company relating to Industry/Labour etc., have been complied with.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to following observations or non-compliances:

1. As per the Invoice raised by the BSE towards Annual Listing Fees (ALF) for F.Y. 2026-27, the Company has not remitted an Arrear in Annual Listing Fees of '32,500/- pertains to F.Y. 2024-25.

2. Pursuant to Regulation 31(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company was required to submit its Shareholding Pattern for the quarter ended December, 2025 to the Stock Exchange(s) within the prescribed timeline, i.e. on or before 21 January 2026. However, the Company submitted the aforesaid Shareholding Pattern on 30 January 2026, resulting in a delay of 9 days in complying with the prescribed timeline.

3. Pursuant to Regulation 76(1) of the SEBI (Depositories and Participants) Regulations, 2018, the Company was required to submit the Reconciliation of Share Capital Audit Report for the quarter ended December, 2025 in the prescribed PDF and XBRL formats on or before 30 January 2026. However, the Company submitted the said Report on 27 March 2026, resulting in a delay of 56 days in complying with the prescribed regulatory timeline.

4. Pursuant to Regulation 33(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company was required to submit its Unaudited Financial Results along with the Limited Review Report thereon for the quarter ended December, 2025, in the prescribed PDF and XBRL formats, within 45 days of quarter ended i.e. on or before 14 February 2026. However, the Company submitted the aforesaid Unaudited Financial Results in PDF and XBRL along with the Limited Review Report on 18th February, 2026, resulting in a delay of 4 days in complying with the prescribed regulatory timeline.

5. As per Regulation 33(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company was required to submit its Standalone Audited Financial Results (AFR) along with the Audit Report thereon for the quarter and financial year ended March 31, 2026, to the Stock Exchange(s) on or before May 30, 2026. Additionally, under Regulation 23(9) of the SEBI (LODR) Regulations, 2015, the Company was required to submit the disclosures of Related Party Transactions for the half year ended March 31, 2026, along with the financial results. However, as on the date of this report, the Company has not submitted the Standalone Audited Financial Results along with the Audit Report thereon and the Related Party Transactions disclosure resulting in non-compliance with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

6. Pursuant to Regulation 24A(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circulars issued in this regard, the Company was required to submit its Annual Secretarial Compliance Report (ASCR) for the financial year ended March 31, 2025, to the Stock Exchange(s) in both PDF and XBRL formats within sixty (60) days from the end of the financial year, i.e., on or before May 30, 2025. However, the Company submitted the said Annual Secretarial Compliance Report on May 31, 2025, resulting in a delay of 1 (one) day in complying with the prescribed regulatory timeline.

7. Pursuant to Regulation 32(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/162/2019 dated December 24, 2019, the Company was required to submit the Statement of Deviation(s) or Variation(s) for the quarter ended December 31, 2025, to the Stock Exchange(s) (BSE & NSE) along with the declaration of financial results within 45 days from the end of the quarter, i.e., on or before February 14, 2026. However, the Company submitted the Statement of Deviation(s) or Variation(s) under the XBRL utility for Integrated Filing – Financial on February 18, 2026, resulting in a delay of 4 (four) days.

8. As on date of this report the Company has not yet filed its Annual Report for the financial year 2024–25 in XBRL format with the exchange.

9. Pursuant to Regulation 30(6) read with Para A of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended by SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024, the Company was required to disclose the outcome of its Board Meeting held on November 14, 2025 (which concluded at 05:55 p.m.), inter alia considering the Unaudited Financial Results for the quarter and half year ended September 30, 2025, to the Stock Exchange(s) within 3 (three) hours of closure of the meeting, i.e., latest by 08:55 p.m. on the same day. However, the outcome of the said Board Meeting was submitted to the Stock Exchange(s) at 09:54:50 p.m. on November 14, 2025, resulting in a delay of approximately 1 (one) hour beyond the prescribed timeline.

10. Discrepancy has been noted in disclosure made by the Promoter Mrs. Shobha Hegde under Regn 29(2) of SEBI (SAST), Regulations, 2011 and Regn 7(2) of SEBI (PIT), Regulations, 2015, who had sold 1,15,328 quantity of equity shares of the Company on 10.12.2025. However, in the disclosure submitted to the Company and BSE on 11.12.2025, the quantity of shares was incorrectly reported as 1,15,000 resulting in a discrepancy of 328 equity shares.

11. As on the date of this Report, the Annual Return Form MGT-7 and Financial Statement Form AOC-4 (XBRL) filings pertaining to the financial year ended 31 March 2025, are pending for filing with the Ministry of Corporate Affairs resulting delay in reporting beyond the prescribed statutory timelines mentioned under Section 137 and 92 of the Companies Act, 2013..

I further report that:

(i) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes made in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

(ii) Adequate notice is given to all directors to schedule the Board and Committee Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

(iii) All decisions at the Board and/or committee Meetings are carried out unanimously as represented by the management and recorded in minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

(iv) There are adequate systems and processes in the Company, commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that, as informed, the Company has responded appropriately to notices/queries received from various statutory/regulatory authorities including initiating actions for corrective measures if any, wherever found necessary.

I further report that, during the audit period the following specific transactions/actions took place in the Company, which are considered as a major events or having a major bearing on the Company affairs in pursuance of above applicable acts, rules and regulations etc.

1) During the year the Company the Board of Directors of the Company, at its meeting held on 30th May, 2025, noted that the holders of 95,32,775 partly paid-up Rights Equity Shares had failed to pay the outstanding balance call money due on the said shares. Accordingly, the Board, after taking into consideration the non-payment of the balance call money within the stipulated period, approved and decided to forfeit the said 95,32,775 partly paid-up Rights Equity Shares, together with the amount already paid thereon, in accordance with the provisions of the Articles of Association of the Company and applicable laws. However as on date of this report the Company has not made requisite application for forfeiture of shares to the exchange.

2) The Company had sold a factory out-let carrying cost of ₹106.23 lakhs, located at B-305, B-307, Hind Saurashtra Industrial Estate, Andheri (East), Mumbai – 400059 and realised profit of ₹44.78 lakhs.

3) The Company Secretary cum Compliance Officer Mr. Ashish Mishra (ACS: 63677) had resigned w.e.f. January 24, 2026.

4) The BSE has imposed following fines / interest on the Company during the year, which the company has not remitted to the exchange as on date of this report viz:

   - Fine of Rs.18,000/- (plus GST) vide its email dated 13.02.2026 towards delay in submission of Shareholding Pattern under Regulation 31 of SEBI (LODR), Regulations, 2015 for quarter ended December, 2025.
   - Fine of Rs.10,000/- (plus GST) vide its email dated 17.03.2026 towards delay in submission of Unaudited Financial Results (UFR) for quarter ended December, 2026 under Regulation 33 of SEBI (LODR), Regulations, 2015.
   - The Company has paid an Interest of Rs.41,915/- on arrear / late in payment of Listing fee

5) Termination of the Exclusive Trademark License Agreement dated 26th June, 2023 with Hyundai Corporation Holdings Co. Ltd., Korea, for use of the "HYUNDAI" trademark and brand in India, which was intended to enhance the market positioning and pricing of the Company's products alongside other established MNC brands.

6) The Company's website, www.sparcelectrex.com, was compromised and became inaccessible due to a cyber-attack. As of the date of this Report, the Company has launched a new website at www.sparcelectrex.in.

I further report that during the audit period, there were no instances of:

- Redemption/buy-back of securities.
- Issue of Bonus shares / payment of dividend
- Merger/ amalgamation/ reconstruction etc.
- Foreign technical collaborations.

I further report that, my audit was subjected only to verifying adequacy of systems and procedures that are in place for ensuring proper compliances on the part of the Company and we are not responsible for any lapses in those compliances on the part of the Company.

Note:

1. This report is to be read with our letter of even date which is annexed as **"Annexure – A"** and forms an integral part if this report.

For Madhuri J. Bohra & Associates,
(Practicing Company Secretaries)
UDIN: L31100MH1989PLC053467
PR No: 4209/2023

Sd/-
Madhuri J. Bohra
(Proprietor)
CP No. 20329
Place: Mumbai
Dated: August 14, 2026

ANNEXURE – A to ANNEXURE - I
TO THE SECRETARIAL AUDIT REPORT

To
The Members of
M/s. Sparc Electrex Limited
1202, 12th Floor, Esperanza Building,
Next to Bank of Baroda, 198, Linking Road,
Bandra (West), Mumbai - 400050, MH, India

Our report of even date is to be read along with this letter.

Management's Responsibility:

1) It is the Responsibility of Management of the Company to maintain Secretarial records, device proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditor's Responsibility:

2) I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in Secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for our opinion.

3) I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.

4) Where ever required, I have obtained the Management representation about compliance of laws, rules and regulations and happenings of events etc.

5) The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.

Disclaimer:

6) The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Madhuri J. Bohra & Associates,
(Practicing Company Secretaries)
UDIN: L31100MH1989PLC053467
PR No: 4209/2023

Sd/-
Madhuri J. Bohra
(Proprietor)
CP No. 20329
Place: Mumbai
Dated: August 14, 2026

ANNEXURE - II

FORM – AOC-2
RELATED PARTY TRANSACTION:

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

This Form pertains to the disclosure of particulars of contracts/ arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis:

Sr. No.	Particulars	Remarks
(a)	Name(s) of the related party and nature of relationship	NIL
(b)	Nature of contracts/arrangements/transactions	NIL
(c)	Duration of the contracts / arrangements/transactions	NIL
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	NIL
(e)	Justification for entering into such contracts or arrangements or transactions	NIL
(f)	Date(s) of approval by the Board	NIL
(g)	Amount paid as advances, if any	NIL
(h)	Date on which the special resolution was passed in general meeting as required under first proviso to Section 188	NIL

2. Details of material contracts or arrangement or transactions at arm's length basis: (Rupees in lakhs)

Sr. No.	Name (s) of the related parties	Nature of relationship	Nature of contracts/ arrangements/ transaction	Duration of the contracts/ arrangements / transaction	Salient terms of the contracts or arrangements or transaction including the value, if any	Date of approval by the Board	Amount paid as advances, if any
1	Electrex International Pvt Ltd	Promoter Group	Sale of goods and services charges received by the Co.	2025-26	2.39	30.05.2025	-
			Purchase of Goods, Material and Services by the Co.	2025-26	49.54	30.05.2025	-
2	Electrex Sale & Service	Promoters Group	Advance taken by Co. for supply of Goods / materials	2025-26	9.78	30.05.2025	-
			Sale of goods and services charges received by the Co.	2025-26	5.51	30.05.2025	-
3	Mount Abu Holdings Private Limited	Promoters Group	Unsecured Loan taken by the Company	2025-26	0.83	30.05.2025	-
4	Shobith Hegde	Managing Director	Unsecured Loan taken by the Company	2025-26	1.95	30.05.2025	-
5	Arya Hegde	Director's Relative	Unsecured Loan taken / (Repaid) by the Company	2025-26	6.55 (4.70)	30.05.2025	-
6	Adya Hegde	Director's Relative	Unsecured Loan taken by the Company	2025-26	7.00	30.05.2025	-
7	Ravi Kumar	Director	Unsecured Loan taken / (Repaid) by the Company	2025-26	1.62 (5.26)	30.05.2025	-
8	Ashish Mishra	Company Secretary	Salary paid to Company Secretary.	2025-26	1.10	30.05.2025	-

REGISTERED OFFICE:
SPARC ELECTREX LIMITED
CIN: L31100MH1989PLC053467
B-307, Hind Saurashtra Industrial Estate,
Sir M. V. Road, Nr. Mittal Estate, J B Nagar,
Marol, Andheri (East), Mumbai - 400059
☎: 9819001811| ✉: sparcelectrex@gmail.com
Website: www.sparcelectrex.in

For and on behalf of the Board of Sparc Electrex Ltd

Sd/-
Shobith G. Hegde
(Managing Director)
DIN: 02211021
Mumbai, August 14, 2026

Sd/-
Ravikumar B. Channappa
(Director)
DIN: 06595061
Mumbai, August 14, 2026

ANNEXURE-III

Details of the Remuneration as required under Section 197(12) of the Companies Act, 2013, read with Rule 5 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014:

In terms of provision of Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the disclosures as required i.e the percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2025-26, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2025-26 and the comparison of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Sr. No.	Name of the Directors/KMPs	Remuneration Received (Amt in lakhs)	% Increase in the year ended 2025-26	Ratio of remuneration of each Director to median remuneration of employees
1	Mr. Shobith Hegde (Managing Director and CFO)	-	Nil	Nil
2	Mr. Suresh Vishwanathan (Executive Director)	-	Nil	Nil
3	Mr. Ravikumar Channappa (Executive Director)	-	Nil	Nil
4	Mr. Ashok Chhaganbhai Patel (Independent Director)	-	Nil	Nil
5	Mrs. Sushmita Swarup Lunkad (Independent Director)	-	Nil	Nil
6	Mr. Niraj Hareshbhai Variava (Independent Director)	-	Nil	Nil
7	Ashish Mishra (CS & Compliance Officer)	1.10	N.A.	1

- The Company had total 3 employees during the year under review.
- The median remuneration of employees of the Company during the financial year 2025-26 was '1.10 lakhs
- In the financial year 2025-26, there was an increase of NIL% in the median remuneration of employees.
- As on March 31, 2026, there were no permanent employees who were on the roll of the Company except KMPs and Directors.
- The PAT (Profit / (loss) after tax) is ('446.18) lakhs against ('152.04) lakhs in previous year which was almost (1.93) times higher and negative. The Company has not paid any remuneration to any of its Director and there was Nil % of increase in payment of remuneration to its Directors. The KMP remuneration comprises of payments made to Company Secretary during F.Y. 2025-26;
- Comparison of Remuneration of the Key Managerial Personnel(s) against the performance of the Company (i.e. Remuneration of KMP for the year was '1.10 lakhs as compared to '1.98 lakhs in previous year) The overall total remuneration of the Key Managerial Personnel(s) has been reduced by 44.44% during financial year 2025-26.

None of the employee has received remuneration exceeding the limit as stated in rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. In terms of the provisions of Section 197(12) of the Act, there are no employees of the Company drawing remuneration in excess of the limits set out in the said provision.

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(Director)
DIN: 06595061
Mumbai, August 14, 2026

ANNEXURE – IV & V

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS & OUTGO:

A. Conversion of energy

i. The Steps taken or impact on conservation of energy: NIL
ii. The Steps taken by the company for utilizing alternate source of energy: NIL
iii. The Capital investment on energy conversation equipment: NIL
iv. The Electronic Industry is a low power consumption industry. Therefore, the cost of electricity purchased and generated through genset is very low and efforts are made to minimize the use of energy.

B. Technology absorption:

i. The efforts made towards technology absorption: NIL
ii. The benefits derived like product improvement, cost reduction, product development or import substation: NIL
iii. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year): N.A.
iv. The details of technology imported: N.A.
v. The year of import: N.A.
vi. Whether the technology has been fully absorbed: N.A.
vii. If not fully absorbed, areas where absorption has not taken place, and the reasons thereof: N.A.
viii. The expenditure incurred on Research and Development: NIL

C. Foreign exchange Earnings and Outgo:

i. Foreign Exchange earns in terms of Actual inflows during the year: NIL
ii. Foreign Exchange outgo in terms of Actual Outflows during the year: NIL

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(Director)
DIN: 06595061
Mumbai, August 14, 2026

REPORT ON CORPORATE GOVERNANCE

Your Directors presents here the Company's Report on Corporate Governance for the year ended **March 31, 2026**, in terms of Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (The "Listing Regulations") Regulations, 2015.

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

The Corporate Governance framework of the Company is based on an effective Independent Board of Directors, separation of the supervisory role of the Board of Directors from the executive management team and constitution of the committees of the Board of Directors, as required under applicable laws. The Company strongly believes in ensuring and implementing good Corporate Governance with a view to sustain and improve, with each passing day, the Company's efficiency, effectiveness and social responsibility. The basic philosophy of Corporate Governance in our organization emphasizes on highest levels of transparency, accountability, awareness and equity in all respect of its operations. As a listed company, we are in compliance with the applicable provisions of the Listing Regulations, as amended, pertaining to Corporate Governance. The Board of Directors of the Company have ultimate responsibility for the management, general affairs, direction, performance and long-term success of business as a whole.

The Company has adopted a Code of Conduct for its employees including the Managing Director / Whole Time Director and the Executive Directors. In addition, the Company has adopted a Code of Conduct for its non-executive directors which includes Code of Conduct for Independent Directors which suitably incorporates the duties of Independent Directors as laid down in the Companies Act, 2013 ("Act"). The Company's corporate governance philosophy has been further strengthened through the Sparc Electrex Limited, Code of Conduct for Prevention of Insider Trading and the Code of Corporate Disclosure Practices ("Insider Trading Code").

The Company has established procedures and systems to be fully compliant with the requirements stipulated by the Securities and Exchange Board of India (SEBI) from time to time under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 "Listing Regulations". The provisions of Listing Regulations have been implemented in a manner so as to achieve the objectives of Corporate Governance.

RIGHTS OF THE SHAREHOLDERS:

The Company believes in protecting the rights of the shareholders. It ensures adequate and timely disclosure of all information to the shareholders in compliance with the applicable laws. Shareholders are furnished with sufficient and timely information concerning the general meetings, issues to be discussed there at and rules regarding holding and conducting the general meetings. All shareholders are treated equitably.

ROLE OF THE STAKEHOLDERS:

The Company recognizes the rights of the stakeholders who are provided opportunity to obtain effective redressal for violation of their rights. Keeping the same in view, the Company has laid down an effective whistle blower policy enabling stakeholders, including employees to freely communicate their concerns about illegal or unethical practices.

BOARD OF DIRECTORS:

The Board of Directors of the Company is entrusted with the implementation of the activities of the Company in an effective and efficient manner as well as it is bestowed with the ultimate responsibility of the Management. The Board of Directors of the Company, being at the core of its Corporate Governance Practice, have the ultimate responsibility for the management, direction, performance, long-term success of the business as a whole and protection of the interests of all its stakeholders.

The Board of the Company consists of a mix of Executive as well as Non-Executive Directors with Women Directors present on its Board and 50% of the Board Members consisting of Independent Directors. The composition of the Board is in conformity with Regulation 17 and Regulation 17A of the Listing Regulations read with Section 149 of the Act. The composition of the Board satisfies the requirements of Regulation 17 of the Listing Regulations read with Schedule II Part A and Section 149 of the Act.

As on 31st March, 2026, the Company's Board of Directors comprised of 6 (Six) Directors of which 3 are Non- Executive Independent Directors, including Woman Director and other 3 are Executive Director including one Managing Director Mr. Shobith Hegde.

The Board has received confirmation from the Non- Executive and Independent Directors that they qualify to be considered as independent as per the definition of 'Independent Director' stipulated in Regulation 16(1)(b) of the Listing Regulations and Section 149(6) of the Companies Act, 2013 (hereinafter called "the Act"). In terms of Regulation 25(8) of Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties

The number of directorships and committee Chairmanships/Memberships held by the Directors in other public listed companies as on March 31, 2026 are given below.

COMPOSITION OF BOARD AS ON 31ST MARCH, 2026:

Sr. No.	Name of Directors	Designation	No. of Other Directorship in Listed Public Cos.	No. of equity shares held in Company	Member/ Chairperson of the committee(s)	
					Member	Chairman
1	Mr. Shobith Ganesh Hegde	Managing Director & CFO	-	4	-	-
2	Mr. Suresh Vishwanathan	Executive Director	-	-	-	-
3	Mr. Ravikumar Channappa	Executive Director	-	-	-	-
4	Mr. Niraj Hareshbhai Variava	Independent Director	-	-	2	-
5	Mr. Ashok Chhaganbhai Patel	Independent Director	1	-	4	4
6	Mrs. Sushmita Swarup Lunkad	Independent Directors	1	-	4	-

Directorships mentioned as above do not include directorships of Private Limited Companies, Companies under Section 8 of the Act and of companies incorporated outside India.

Positions in only the Audit Committee and Stakeholders' Relationship Committee are considered for the purpose of reckoning the number of Chairmanships and Memberships held by the Directors.

None of the Non-Executive Independent Directors has any material pecuniary relationship or transactions with the Company, other than the commission and sitting fees received by them for attending the meetings of the Board and its Committee(s) and professional fees received by the firm in which a Director is a partner.

- ✓ None of the Directors hold directorships in more than twenty Companies of which Directorship in Public Companies does not exceed ten in line with the provisions of Section 165 of the Act.
- ✓ None of the Directors hold membership of more than ten Committees of Board, nor, is a Chairman of more than five Committees across Board of all listed entities.
- ✓ No Director holds Directorship in more than seven listed entities.
- ✓ None of the Independent Director holds the position of the Independent Director in more than seven listed companies as required under the Listing Regulations.
- ✓ None of the Director has been appointed as an Alternate Director for Independent Director.
- ✓ The information provided above pertains to the following committees in accordance with the provisions of Regulation 26(1) (b) of the Listing Regulations: (i) Audit Committee; and (ii) Stakeholders Relationship Committee.
- ✓ The Committee Membership and Chairmanship above excludes Membership and Chairmanship in Private Companies, Foreign Companies and Section 8 Companies.
- ✓ None of the Independent Directors are related with each other.

GOVERNANCE STRUCTURE:

The Corporate Governance Structure at Sparc Electrex Limited (SEL) is as under:-

Board of Directors: The Board is entrusted with the ultimate responsibility of the management, directions and performance of the Company. As its primary role is fiduciary in nature, the Board provides leadership, strategic guidance, objective and independent view to the Company's management while discharging its responsibilities, thus ensuring that the management adheres to ethics, transparency and disclosure.

Committees of the Board: The Board has constituted the following committees viz. Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee. Each of said Committee has been managed to operate within a given framework.

The Chairman and Managing Director:

Shobith Ganesh Hegde is the Chairman and Managing Director of the Company. His primary role is to provide leadership to the Board in achieving goals of the Company. He is responsible for transforming the Company into a successful organization. He is responsible, inter-alia, for the working of the Board and for ensuring that all relevant issues are placed before the Board and that all Directors are encouraged to provide their expert guidance on the relevant issues raised in the meetings of the Board. He is also responsible for formulating the corporate strategy along with other members of the Board of Directors. His role, inter alia, includes:

- ✓ Provide leadership to the Board and preside over all Board and General Meetings.
- ✓ Achieve goals in accordance with Company's overall vision.
- ✓ Ensure that Board decisions are aligned with Company`s strategic policy.
- ✓ Ensure to place all relevant matters before the Board and encourage healthy participation by all Directors to enable them to provide their expert guidance.
- ✓ Monitor the core management team.

Non-Executive Directors (including Independent Directors) play a critical role in balancing the functioning of the Board by providing independent judgments on various issues raised in the Board Meetings like formulation of business strategies, monitoring of performances, etc. Their role, inter- alia, includes:

- ✓ Impart balance to the Board by providing independent judgment.
- ✓ Provide feedback on Company's strategy and performance.
- ✓ Provide effective feedback and recommendations for further improvements.

Disclosure of relationships between Directors inter-se:

None of the Directors are related with each other.

Board Diversity:

The Company recognizes and embraces the importance of a diverse board in its success. The Company believes that a truly diverse board will leverage differences in thought, perspective, knowledge, skill, regional and industry experience, cultural and geographical background, age, ethnicity, race and gender, which will help the Company to retain its competitive advantage. The Board has adopted the Board Diversity Policy which sets out the approach to diversity of the Board of Directors. The same is available on the website of the Company: https://www.sparcelectrex.in/_files/ugd/99e541_422a4e9fea3c4e89b8b9444606288939.pdf

Number of Shares and Convertible Instruments held by Non-Executive Directors:

None of the Non-Executive Directors holds any shareholding in the Company.

Board meetings:

The Company holds at least four Board meetings in a year, one in each quarter, inter-alia, to review the financial results of the Company. The Company also holds additional Board Meetings to address its specific requirements, as and when required. All the decisions and urgent matters approved by way of circular resolutions are placed and noted at the subsequent Board meeting.

The Company circulates the agenda along with comprehensive notes well in advance before each meeting which, inter-alia, includes the following:

- ✓ Quarterly/Half Yearly/Annual financial results of the Company.
- ✓ Minutes of various committees of the Board.
- ✓ Regulatory notices/judgment/order being material in nature.
- ✓ Approvals on the sale of investments/assets of material nature etc.

During the financial year 2025-26, 4 (Four) Board Meetings were held. The maximum gap between two Board meetings was less than one hundred and twenty days. The Board Meetings were held on 30.05.2025, 14.08.2025, 14.11.2025 and 18.02.2026.

The details of the attendance of the Board of Directors at the Board Meetings and the last Annual General Meeting (AGM) are as detailed herein below:

Sr. No.	Name of Directors	No. of Board Meetings held	Entitlement to attend	No. of Board Meetings attended	Whether Last AGM attended
1	Mr. Shobith Ganesh Hegde	4	4	4	Yes
2	Mr. Suresh Vishwanathan	4	4	4	Yes
3	Mr. Ravikumar Channappa	4	4	4	Yes
4	Mr. Niraj Hareshbhai Variava	4	4	4	Yes
5	Mr. Ashok Chhaganbhai Patel	4	4	4	Yes
6	Mrs. Sushmita Swarup Lunkad	4	4	4	Yes

Evaluation of Board of Directors:

In line with the statutory requirements enshrined under the Companies Act, 2013 and the Listing Regulations, the Board carried out a performance evaluation of itself, its Committees, the Chairman and each of the other Directors.

The performance evaluation was carried out on the basis of framework approved by the Nomination and Remuneration Committee. The Board sought the feedback of Directors on various parameters including:

- ✓ Degree of fulfilment of key responsibilities towards stakeholders (by way of monitoring corporate governance practices, adherence to the Code of Conduct, contribution at meetings and inputs regarding the growth and performance of the Company in the long-term strategic planning, decision-making, action-oriented, external knowledge etc);
- ✓ Structure, composition, quality and clarity in role of the Board and Committees;
- ✓ Extent of co-ordination and cohesiveness between the Board and its Committees;
- ✓ Effectiveness of the deliberations and process management;
- ✓ Board/Committee culture and dynamics; and
- ✓ Quality of relationship between Board Members and the Management.

Based on the suggestive parameters approved by the Nomination and Remuneration Committee, the following evaluations were carried out:

- ✓ Review of performance of the Non- Independent Directors and Board as a whole by Independent Directors.
- ✓ Review of the performance of the Chairperson by the Independent Directors.
- ✓ Review of Board as a whole by all the Members of the Board.
- ✓ Review of all Board Committees by all the Members of the Board.
- ✓ Review of Individual Directors by rest of the Board Members except the Director being evaluated.

Manner of Board Evaluation:

The Nomination and Remuneration Committee approved a framework in the form of a questionnaire for annual evaluation of the Board, Board Committees and Individual Directors. During the year, Board Evaluation cycle was completed by the Company internally which included the evaluation of the Board as a whole, Board Committees and of the Directors.

The performance of the Directors was evaluated after seeking inputs from all the Directors other than the one who is being evaluated and the performance of the Committees was evaluated after seeking the inputs of committee members on the criteria such as understanding the terms of reference, committee composition, independence, contributions to Board decisions, etc. The evaluation was also based on the criteria such as Director's knowledge, understanding and commitment of their role, Company's vision and mission, market potential, qualification, skill and experience, openness in communication, etc. The above criteria are as provided by the Guidance Note on the Board Evaluation issued by the Securities and Exchange Board of India.

In a separate meeting of Independent Directors, performance of Non-Independent Directors and the Board as a whole was evaluated. The Independent Directors in the said meeting also evaluated the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties. Additionally, the Chairman of the Board was also evaluated on key aspects of his role, taking into account the views of Executive Directors and Non-Independent Directors in the aforesaid meeting.

The Performance evaluation of Independent Directors was done by the entire board, excluding the Independent Director being evaluated. The evaluations were then discussed in the Board Meeting, the meeting of the Independent Directors and at Nomination and Remuneration Committee.

The Board evaluation report is then submitted to the Chairman of the Board and the Chairman of Nomination and Remuneration Committee. The Chairman of the Board discussed the outcome of evaluation of the individual Directors separately with them in detail. The evaluation report contains an executive summary of findings and several key recommendations from the evaluation process. The report of the Board evaluation was adopted by the Nomination and Remuneration Committee and the Board.

In the evaluation of the Board and its Committees, the following major observations/suggestions emerged:

- ✓ There should be a strong focus on compliance and governance, good engagement on key business issues, and increasing focus on the core business;
- ✓ The Board needed to consider talent across various functions including management, technical and operational for strategizing the company to the next level.
- ✓ The Board should ensure that the Company follows a policy of zero tolerance for all ethical violations or misconducts and an increased focus on safety is essential and should be emphasized across the Company;
- ✓ The Board also noted that given the changing external environment the Company should be prepared for any likely disruption.
- ✓ The Board agreed that the organization was focused in the right direction of creating a 'purpose-driven' organisation.
- ✓ The need for having better understanding of competitive landscape in a dynamic business environment and importance of being updated in the emerging technology areas relevant for the Company.

Terms and conditions for Appointment of Independent Directors:

Independent Directors fulfil the conditions of independence specified in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations. Formal Letter of appointment has been given to Independent Directors at the time of their appointment / reappointment. The terms and conditions of appointment / re-appointment of Independent Directors has been disclosed on the website of the Company at https://www.sparcelectrex.in/_files/ugd/99e541_cbbfb108868149a4a84bba1e6b07556f.pdf.

Declaration of Independence:

The Independent Non-Executive Directors of the Company have affirmed that they continue to meet all the requirements specified under Regulation 16(1)(b) of the SEBI LODR Regulation, 2015 and Section 149(6) of the Companies Act, 2013 in respect of their position as an "Independent Director" of Sparc Electrex Limited.

In terms of Regulation 25(8) of SEBI Listing Regulations, they have confirmed that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence.

The Independent Directors of the Company have confirmed that they have enrolled themselves in the Independent Directors' Databank maintained with the Indian Institute of Corporate Affairs ('IICA') in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended.

During the year under review, the Company did not have any pecuniary relationship or transactions with any of its Directors, other than payment of remuneration and payment of sitting fees and reimbursement of expenses incurred by them for the purpose of attending meetings of the Company.

The Board is of the opinion that the Independent Directors of the Company possess requisite qualifications, experience and expertise and that they hold the highest standards of integrity.

Separate Meeting Of Independent Director:

As stipulated in the Code for Independent Directors under Schedule IV of the Companies Act, 2013 and Regulation 25(3) of the Listing Regulations, a separate meeting of the Independent Directors of the Company was held on 14th March, 2026 without the attendance of Executive Directors and members of Management and all Independent Directors attended the meeting. At the Meeting, they:

- ✓ Reviewed the performance of non-independent directors and the Board of Directors as a whole;
- ✓ Reviewed the performance of the chairperson of the listed entity, taking into account the views of executive directors and Non-executive Directors.
- ✓ Assessed the quality, quantity and timeliness of flow of information between the management of the Company and the Board of Directors that is necessary for the Board of Directors to effectively and reasonably perform their duties.

Familiarization Programme for Independent Directors:

Your Company follows a structured orientation and familiarization programme for Independent Directors which includes familiarizing through reports/codes/internal policies/presentations to enable them to understand their roles and responsibilities, nature of the industry in which the Company operates, business model of the Company, its strategic and operating plans. Further, during the year, presentations were also made from time to time at the Board and its committee meetings, on regular intervals, covering the business and financial performance of the Company, business outlook, budget, expansion plans, succession plans etc. The Details of program for familiarization of Independent directors of the company is accessible on Company's website at https://www.sparcelectrex.in/familiarisation-program.

Information Placed Before The Board:

The Company provides the information as set out in Regulation 17 read with Part "A" of Schedule II of Listing Regulations and such other information as required to the Board and the Board Committees to the extent it is applicable and relevant. Such information is submitted either as part of the agenda papers in advance of the respective meetings or by way of presentations and discussions during the meeting.

Board-Skills / Expertise / Competencies:

The Board of Directors based on the recommendations of the Nomination and Remuneration Committee, identified the following core skills / expertise / competencies of Directors as required in the context of business of the Company for its effective functioning:

Sr. No.	Skills / Expertise / Competencies
1	Leadership qualities
2	Industry knowledge and experience
3	Understanding of relevant laws, rules and regulations
4	Financial expertise and management
5	Risk management
6	General administration and Organizational skills
7	Strategic Planning, Brand Building and Innovation
8	Business Development, Business Strategy & Transformation

A Chart / Matrix Setting Out the Skills / Expertise and Competencies of the Board of Directors:

The Directors of the Company possess diverse knowledge and requisite skills, expertise, and competencies to effectively discharge adequate technical, financial, legal, and administrative skills in guiding the management. In terms of Para C (2), Schedule V to the SEBI Listing Regulations, the Board of Directors has identified the core skills / expertise / competencies which are desirable for the effective functioning of the Company and its sector. Accordingly, the details of such skills possessed by the Directors being members of the Board as on 31st March, 2026 are as under:

Sr. No.	Skills / Expertise / Competencies	Mr. Shobith Hegde	Mr. Suresh Vishwanathan	Mr. Niraj Variava	Mr. Ravikumar Channappa	Mr. Ashok Patel	Ms. Sushmita Lunkad
1	Leadership qualities	Expert	Expert	Good	Expert	Good	Good
2	Industry knowledge and experience	Expert	Expert	Good	Good	Good	Proficient
3	Understanding of relevant laws, rules and regulations	Expert	Expert	Expert	Proficient	Expert	Expert

4	Financial expertise and management	Expert	Expert	Expert	Good	Proficient	Proficient
5	Risk management	Expert	Expert	Good	Good	Good	Good
6	General administration and Organizational skills	Expert	Expert	Expert	Expert	Expert	Expert
7	Strategic Planning, Brand Building and Innovation	Expert	Expert	Good	Expert	Good	Good
8	Business Development, Business Strategy & Transformation	Expert	Expert	Good	Expert	Good	Good

Board Procedure - Information Flow to the Board Members:

Information is provided to the Board Members on a continuous basis for their review, inputs and approval from time to time. More specifically, we present our annual Strategic Plan and Operating Plans of our business to the Board for their review, inputs and approval. Likewise, our quarterly financial results and annual financial results are first presented to the Audit Committee and subsequently to the Board of Directors for their approval. In addition, specific cases of fund raising, important managerial decisions, material positive/ negative developments and statutory matters are presented to the respective Committees of the Board and later with the recommendation of Committees to the Board for their approval.

As a system, in most cases, information to Directors is submitted along with the agenda papers well in advance of the Board meeting. Inputs and feedback of Board Members are taken and considered while preparation of agenda and documents for the Board meeting. The Board periodically reviews Compliance Reports in respect of various laws and regulations applicable to the Company.

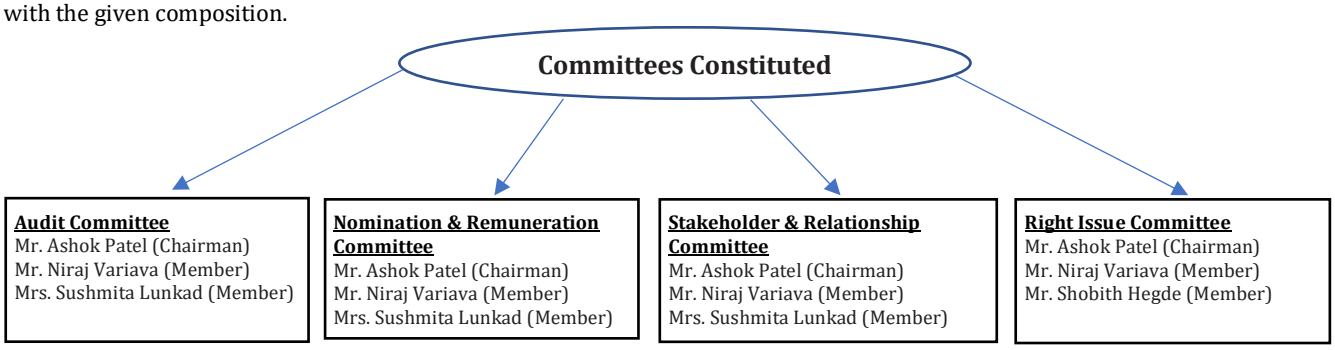
CODE OF CONDUCT:

The Company has framed and adopted a Code of Conduct, which is applicable to all the Directors and Senior Management in terms of Regulation 17(5)(a) of SEBI (LODR) Regulations, 2015. The said code, lays the general principles designed to guide all directors and members of the senior management in making ethical decisions. All the Directors and members of the senior management have confirmed their adherence to the provisions of the said code.

COMMITTEES OF THE BOARD:

In terms of the Companies Act 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors have constituted Board Committees to deal with specific areas and activities which concern the Company and requires a closer review. The Board Committees are formed with approval of the Board and function under their respective Charters, which defines the scope, powers and composition of the Committee. These Committees play an important role in the overall Management of day-to-day affairs and governance of the Company. The Board Committees meet at regular intervals and take necessary steps to perform its duties entrusted by the Board. The Minutes of the Committee Meetings are placed before the Board for noting.

The Company has Four Board Level Committees. As on year ended 31.03.2026 the Company has following Committees of Board with the given composition.



AUDIT COMMITTEE:

Composition, Name of Members and Chairperson:

Your Company has a duly constituted Audit Committee and its composition is in line with the requirements of the Act and Listing Regulations.

The Audit Committee during the year 2025-26 comprised of three members. All are Independent Directors including the Chairman. All members of the Audit Committee are financially literate and possess accounting and related financial management expertise. The Company Secretary acts as the Secretary to the Committee.

During the year under review, the Audit Committee met Four (4) times on (i) May 30, 2025 (ii) August 14, 2025 (iii) November 14, 2025 and on (iv) February 18, 2026 with necessary quorum being present at all the meetings and the time gap between any two meetings did not exceed one hundred and twenty days.

The constitution of Committee as on March 31, 2026 and details of attendance of members is as under:

Name of Members	Category	Designation	No. of Meetings Held	Entitlement to Attend	No. of Meetings Attended
Mr. Ashok Patel	Independent Director	Chairperson	4	4	4
Mr. Niraj Variava	Independent Director	Member	4	4	4
Mrs. Sushmita Lunkad	Independent Director	Member	4	4	4

Notes:

During the year under review, there is no change in the composition of the Audit Committee.
During the year under review, all recommendation made by the committee were accepted by the Board.
The Chairman of the Audit Committee was present at the Annual General Meeting of the Company held on September 30, 2025.

Statutory Auditors as well as Internal Auditors are invited and attend meetings of the Audit Committee and periodic presentations are also made to the Audit Committee on various issues.

The Role of the Audit Committee:

The powers, role and terms of reference of the Audit Committee covers the areas as contemplated under Regulation 18 of the Listing Regulations and Section 177 of the Act as applicable along with other terms as referred by the Board.

- Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  i) matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
  ii) changes, if any, in accounting policies and practices and reasons for the same;
  iii) major accounting entries involving estimates based on the exercise of judgment by management;
  iv) significant adjustments made in the financial statements arising out of audit findings;
  v) compliance with listing and other legal requirements relating to financial statements;
  vi) disclosure of any related party transactions;
  vii) modified opinion(s) in the draft audit report
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a [public issue or rights issue or preferential issue or qualified institutions placement], and making appropriate recommendations to the board to take up steps in this matter;
- Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the listed entity with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the listed entity, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- To review the functioning of the whistle blower mechanism;
- Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- Carrying out any other function as is mentioned in the terms of reference of the audit committee.
- Reviewing the utilization of loans and/ or advances from/investment by the holding Company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
- Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

The audit committee shall mandatorily review the following information:

- Management discussion and analysis of financial condition and results of operations;
- Management letters / letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses; and
- The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- Statement of deviations:
  i) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
  ii) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

In fulfilling the above role, the Audit Committee has powers to investigate any activity within its terms of reference, to seek information from employees and to obtain outside legal and professional advice.

Vigil Mechanism / Whistle Blower Policy:

In compliance with Section 177 (9) of the Companies Act, 2013 and pursuant to the Listing Regulations, the Board of Directors of the Company have adopted the Vigil Mechanism/Whistle blower Policy for directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. This policy also provides for adequate safeguards against victimization of director(s)/employee(s) who avail of the mechanism and also provides for direct access to the Chairperson of the Audit Committee.

The Company is committed to adhering to the highest standards of ethical, moral and legal conduct of business operations. The Whistle Blower Policy is hosted on the Company's website at: https://www.sparcelectrex.in/_files/ugd/99e541_f20ce2a1552b4d30962774be984e7a16.pdf.

During the financial year 2025-26, no cases or complaints under this mechanism were reported in the Company.

NOMINATION AND REMUNERATION COMMITTEE:

Composition, Name of Members and Chairperson:

Your Company has a duly constituted Nomination and Remuneration Committee and its composition is in line with the requirements of the Act and Listing Regulations.

The Nomination and Remuneration Committee during the year 2025-26 comprised of three members. All are Independent Directors including the Chairman. The Company Secretary acts as the Secretary to the Committee.

During the year under review, the Nomination and Remuneration Committee met One (1) time on August 14, 2025 with necessary quorum being present at the meeting.

The constitution of Committee as on March 31, 2026 and details of attendance of members is as under:

Name of Members	Category	Designation	No. of Meetings Held	Entitlement to Attend	No. of Meetings Attended
Mr. Ashok Patel	Independent Director	Chairperson	1	1	1
Mr. Niraj Variava	Independent Director	Member	1	1	1
Mrs. Sushmita Lunkad	Independent Director	Member	1	1	1

Notes:
During the year under review, there is no change in the composition of the Nomination and Remuneration Committee.
During the year under review, the recommendations made by the committee were accepted by the Board.
The Chairman of the Nomination and Remuneration Committee was present at the Annual General Meeting of the Company held on September 30, 2025.

The Role of the Nomination and Remuneration Committee:

The terms of reference of the Committee inter-alia includes:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees.

- For every appointment of an Independent Director, the N&R Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an Independent Director. The person recommended to the Board for appointment as an Independent Director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

a) use the services of an external agencies, if required;
b) consider candidates from a wide range of backgrounds, having due regard to diversity; and
c) consider the time commitments of the candidates.

- Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors;

- Devising a policy on diversity of Board of Directors;

- Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors, their appointment and removal.

- Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.

- Recommend to the Board, all remuneration, in whatever form, payable to Senior Management.

Policy for Selection and Appointment of Directors and their Remuneration:

The Board has, in accordance with the provisions of sub-section (3) of Section 178 of the Companies Act, 2013, formulated the policy setting out the criteria for determining the qualifications, positive attributes, independence of a Director and policy relating to remuneration for Directors, KMPs and other employees. This policy is hosted on Company's website: https://www.sparcelectrex.in/_files/ugd/99e541_18143d55634f4a2da0426c8885a00b0b.pdf.

Major criteria defined in the policy framed for appointment of and payment of remuneration to the Directors of the Company, are as under:

Selection of Directors and Key Managerial Personnel:

In case of Executive Directors and Key Managerial Personnel, the selection can be made in either of the ways given below:
- By way of recruitment from outside
- From within the Company hierarchy; or
- Upon recommendation by the Chairman or other Directors.

The appointment may be made either to fill up a vacancy caused by retirement, resignation, death or removal of an existing Executive Director or it may be a fresh appointment.

In case of Non-Executive Directors, the selection can be made in either of the ways given below:
- By way of selection from the data bank of Independent Directors maintained by the Government.
- Upon recommendation by Chairman or other Directors.

Qualifications, experience and positive attributes of Directors/KMPs:

While appointing a Director or a KMP, it shall always be ensured that the candidate possesses appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations or other disciplines related to the Company's business.

Board diversity and Independence of Directors:

While making the appointment of directors, the following principles shall be observed by the Board, as far as practicable:

- There shall be a proper mix of Executive and Non-Executive Directors and Independent and Non-Independent Directors on the Board. The Company shall always be in compliance with the provisions of Section 149 of the Companies Act, 2013 in this regard.
- There shall be a workable mix of directors drawn from various disciplines like technical, finance, commercial, legal, etc.
- While appointing a director to fill in a casual vacancy caused by death, resignation etc. of a director, an effort shall be made, as far as possible, to appoint such a person in his place who has the relevant experience in the fields or disciplines in which the outgoing director had with relevant expertise as requisite to the business of the Company.
- No preference on the basis of gender, religion or cast shall be given while considering the appointment of Directors.
- While appointing independent directors, the criteria for the independent directors, as laid down in Section 149 (6) of the Companies Act, 2013 shall be followed.

Remuneration of Directors:

- Remuneration to Directors is based on various factors like the Company's size, economic and financial position, Directors' participation in Board and Committee Meetings and after benchmarking with peer companies. Based on the same and performance evaluation of the concerned director, NRC recommends to the Board, that remuneration be payable to the Directors.

- The remuneration paid to Managing Director and Executive Director(s) includes base salary and variable compensation while remuneration to Independent Directors is based on various factors like committee position, chairmanship, attendance, and participation and performance evaluation.

Criteria of Making Payments to Non-Executive Directors:

The Non-Executive Directors are entitled to receive remuneration only by way of sitting fees for participation in the Board/Committee meetings within the overall limits prescribed under the Companies Act, 2013 and reimbursement of expenses for participation in Board/Committee meetings. Independent Directors are not entitled to participate in the stock option schemes of the Company.

No other form of remuneration is paid to Non-Executive Directors either by way of commission or otherwise.

In terms of Regulation 46 of the SEBI Listing Regulations, the criteria for payment to Non-Executive Directors is available on the website of the Company: https://www.sparcelectrex.in/_files/ugd/99e541_508734d0b3df430db6e709828696cf4a.pdf.

Remuneration paid to Directors during the period ended 31st March, 2026:

Name of Directors	Salary	Commission	Sitting Fees	Contribution to Various Funds	Total (Rs. Lacs)
Mr. Shobith Ganesh Hegde	-	-	-	-	-
Mr. Suresh Vishwanathan	-	-	-	-	-
Mr. Ravikumar Channappa	-	-	-	-	-
Mr. Niraj Hareshbhai Variava	-	-	-	-	-
Mr. Ashok Chhaganbhai Patel	-	-	-	-	-
Mrs. Sushmita Swarup Lunkad	-	-	-	-	-

Employee Stock Option Scheme:

The Company does not have any stock option scheme.

STAKEHOLDERS RELATIONSHIP COMMITTEE:

Composition, Name of Members and Chairperson:

Your Company has a duly constituted Stakeholders Relationship Committee and its composition is in line with the requirements of the Act and Listing Regulations.

The Stakeholders Relationship Committee during the year 2025-26 comprised of three members. All are Independent Directors including the Chairman. The Company Secretary acts as the Secretary to the Committee.

During the year under review, the Stakeholders Relationship Committee met Two (2) times on May 30, 2025 and August 14, 2025 with necessary quorum being present at the meeting.

The constitution of Committee as on March 31, 2026 and details of attendance of members is as under:

Name of Members	Category	Designation	No. of Meetings Held	Entitlement to Attend	No. of Meetings Attended
Mr. Ashok Patel	Independent Director	Chairperson	2	2	2
Mr. Niraj Variava	Independent Director	Member	2	2	2
Mrs. Sushmita Lunkad	Independent Director	Member	2	2	2

Notes:
During the year under review, there is no change in the composition of the Nomination and Remuneration Committee.

The Chairman of the Stakeholders Relationship Committee was present at the Annual General Meeting of the Company held on September 30, 2025.

The Role of the Stakeholders Relationship Committee:

Pursuant to the provisions of Section 178 of the Act and Regulation 20 of the Listing Regulations, the Board of Directors has duly constituted the Stakeholder Relationship Committee. The terms of reference of this Committee include as laid down under the provisions of Section 178 of the Act and Regulation 20(4) read with Schedule II Part D Para B of the Listing Regulations.

- Resolving the grievances of the security-holders of the listed entity, including complaints related to transfer / transmission of Shares, non-receipt of Annual Report, non-receipt of declared Dividends, issue of new / Duplicate Certificates, General Meetings etc.
- Review of measures taken for effective exercise of voting rights by Shareholders.

- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of Unclaimed Dividends and ensuring timely receipt of Dividend Warrants / Annual Reports / statutory notices by the Shareholders of the Company.
- All other matters incidental or related to shares of the Company.

Investors' Grievance Redressal:

During F.Y. 2025-26 the following complaints were received and resolved to the satisfaction of shareholders.

Complaints as on April 1, 2025	Received during the year	Resolved during the year	Complaints Pending as on March 31, 2026
Nil	Nil	Nil	Nil

Details of the Compliance Officer designated for handling the investor grievances:

Name: Ms. Niki Singh (Company Secretary and Compliance Officer)
Address: B-307, Hind Saurashtra Indl. Estate, Sir M. V. Road, Nr. Mittal Estate, J B Nagar, Marol, Andheri (East), Mumbai - 400059
Tel: 9819001811 | www.sparcelectrex.in
Email: spacrelectrex@gmail.com

RIGHT ISSUE COMMITTEE:

Composition, Name of Members and Chairperson:

The Board of Directors of the Company constituted Right Issue Committee to decide on various matters concerning the Right Issue of the Company.

The Right Issue Committee during the year 2025-26 comprised of three members, the Chairman being an Independent Director. The Company Secretary acts as the Secretary to the Committee.

During the year under review no meeting of Right Issue Committee was called and conducted.

The constitution of Committee as on March 31, 2026 and details of attendance of members is as under:

Name of Members	Category	Designation	No. of Meetings Held	Entitlement to Attend	No. of Meetings Attended
Mr. Ashok Patel	Independent Director	Chairperson	0	0	0
Mr. Niraj Variava	Independent Director	Member	0	0	0
Mr. Shobith Hegde	Executive Director	Member	0	0	0

SENIOR MANAGEMENT PERSONNEL:

The particulars of the Senior Management, along with any changes thereto since the close of the previous financial year, are as follows:

Sr. No.	Name of Senior Management personnel	Category
1	Mr. Shobith Ganesh Hegde	Managing Director & CFO
2	Mr. Suresh Vishwanathan *	Executive Director
3	Mr. Ravikumar Byrapatna Channappa	Executive Director

Note: * Resigned w.e.f. 24.04.2026

DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Sr. No.	Name	Designation	DIN	Date of Appointment	Date of Cessation
1	Mr. Shobith Ganesh Hegde	Managing Director & CFO	02211021	19/10/2021	-
2	Mr. Suresh Vishwanathan	Executive Director	02310679	30/11/2021	24/04/2026
3	Mr. Ravikumar Byrapatna Channappa	Executive Director	06595061	27/06/2020	-
4	Mr. Niraj Hareshbhai Variava	Independent Director	09197068	08/06/2021	07/06/2026
5	Mr. Ashok Chhaganbhai Patel	Independent Director	08024669	22/04/2022	16/08/2026
6	Mrs. Sushmita Swarup Lunkad	Independent Woman Director	09044848	22/04/2022	05/08/2026
7	Ashish Mishra	CS & Compliance Officer	-	29/05/2024	24/01/2026

There was no change in the Management of the Company during the year under review.

RISK MANAGEMENT COMMITTEE:

The provisions of Regulations 21 of the Listing Regulations are not applicable to the Company.

SECRETARIAL STANDARDS:

During the year under review the Company has complied with all applicable Secretarial Standards issued by Institute of Company Secretaries of India.

NOTICE AND AGENDA:

All the meetings are conducted as per well designed and structured agenda. All the Notices and agenda items are backed by necessary supporting information and documents (except for the unpublished price sensitive information, which is circulated in the meeting) to enable the Board to take informed decisions. Agenda also includes minutes of the last meetings of all the Board and Committees for the information of the Board. Agenda papers are circulated seven days prior to the Board / Committee Meetings.

MINUTES OF THE MEETING:

The draft Minutes of the proceedings of the Meetings are circulated amongst the Members of the Board / Committees generally within 15 days of respective meetings. The Comments and suggestions, if any, received from the Directors are incorporated in the Minutes, in consultation with the Chairman. The Minutes are confirmed by the Members and signed by the Chairman of such meeting at any time before the next meeting is held or by the Chairman of the next Board / Committee Meetings. All Minutes of the Committee Meetings are placed before the Board Meeting for perusal and noting.

POST MEETING MECHANISM:

The important decisions taken at the Board/Committee meetings are communicated to the concerned department/s and/or division.

DETAILS OF APPLICATION MADE OR PROCEEDING PENDING UNDER INSOLVENCY AND BANKRUPTCY CODE, 2016

During the year under review, there was no application made or proceedings pending in the name of the company under the Insolvency Bankruptcy Code, 2016.

RECONCILIATION OF SHARE CAPITAL AUDIT:

A quarterly audit was conducted by M/s. Pankaj Trivedi & Co., Practicing Company Secretary, Mumbai, for reconciling the issued and listed capital of the Company with the aggregate number of equity shares held by investors in physical form and in the depositories i.e. National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL). The Audit Report confirms that the total issued/paid-up share capital is in agreement with the total number of shares in physical form and the total number of Dematerialized shares held with NSDL and CDSL and the said certificates were placed before the Board of Directors and were submitted to the stock exchange within the prescribed time limit.

MANDATORY TRANSFER OF SHARES TO DEMAT ACCOUNT OF INVESTORS EDUCATION AND PROTECTION FUND AUTHORITY (IEPFA) IN CASE OF UNPAID/ UNCLAIMED DIVIDEND ON SHARES FOR A CONSECUTIVE PERIOD OF SEVEN YEARS:

Pursuant to Sections 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), dividend, if not claimed for a period of seven years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to IEPF. Upon transfer of such shares, all benefits (like bonus, etc.), if any, accruing on such shares shall also be credited to such Demat Account and the voting rights on such shares shall remain frozen till the rightful owner claims the shares.

Further, all the shares in respect of which dividend has remained unclaimed for seven consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF Authority. The said requirement does not apply to shares in respect of which there is a specific order of Court, Tribunal or Statutory Authority, restraining any transfer of the shares.

The details of unclaimed dividends and shares transferred to IEPF during FY 2025-26 are as follows:

Sr. No.	Year	Date of Declaration	Dividend per Share (In Rs.)	Face Value of Equity share (In Rs.)	Due Date for Transfer	Amount of Unpaid Dividend as on 31st March, 2026 (In Rs.)
1	N.A.	-	-	-	-	-

As per Section 124(6) of the Act, all shares in respect of which dividend has not been paid or claimed for seven (7) consecutive years or more shall be transferred by the Company to Investor Education and Protection Fund (IEPF) of the Central Government. During the year under review, NIL equity shares of `10/- each were transferred to IEPF. (The Company has not paid any dividend in last 10 years).

CEO AND CFO CERTIFICATION:

As required by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the CEO and CFO certification is provided in this Annual Report.

DISCLOSURE AS PER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company is committed to provide all its employees an environment free of gender-based discrimination. In furtherance of this commitment, the Company strives to provide all its employees with equal opportunity and conditions of employment, free from gender-based coercion, intimidation or exploitation. The Company is dedicated to ensure enactment, observance and adherence to guidelines and best practices that prevent and prosecute commission of acts of sexual harassment.

a. Number of complaints brought forward from the financial year 2024-25 - NIL
b. Number of complaints filed during the financial year 2025-26 - NIL
c. Number of complaints disposed of during the financial year 2025-26 - NIL
d. Number of complaints pending as on end of the financial year 2025-26 - NIL

MANAGEMENT DISCLOSURES:

The Senior Management personnel have made disclosures to the Board relating to all material financial and commercial transactions, if any, where they may have personal interest that may have a potential conflict with the interest of the Company at large. Based on the disclosures received, none of the Senior Management personnel has entered into any such transactions during the year.

DETAILS OF COMPLIANCE WITH MANDATORY REQUIREMENTS AND ADOPTION OF THE NON-MANDATORY REQUIREMENT UNDER THIS CLAUSE

The Company has complied with all the mandatory requirements of Regulation 27 and Schedule V of the Listing Regulations. The Company has adopted following non-mandatory requirements of Regulation 27 and Part E of Schedule II of the Listing Regulations to the extent possible: The discretionary requirements as stipulated in Part E of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, have been adopted to the extent and in the manner as stated under the appropriate headings in the Report on Corporate Governance.

Details of compliance with discretionary requirements All mandatory requirements of the SEBI Listing Regulations have been complied with by the Company. The status of compliance with the discretionary requirements, as stated under Part E of Schedule II to the SEBI Listing Regulations are as under:

The Board:
(i) A non-executive chairperson may be entitled to maintain a chairperson's office at the listed entity's expense and also allowed reimbursement of expenses incurred in performance of his/her duties - Not Applicable since the Company has an Executive Chairman.

(ii) The listed entities ranked from 1001 to 2000 as per the list prepared by recognized stock exchanges in terms of sub-regulation (2) of regulation 3 shall endeavour to have atleast one woman independent director on its board of directors. – The Company has a Woman Independent Director on its Board.

Shareholders Rights:
A half-yearly declaration of financial performance including summary of the significant events in last six-months, may be sent to each household of shareholders – The Company will endeavour to send half yearly communication to the shareholders.

Reporting of Internal Auditor:
The internal auditor may report directly to the audit committee. - The Internal Auditor directly reports to Audit Committee.

Independent Directors:
The independent directors of top 2000 listed entities as per market capitalization shall endeavour to hold at least two meetings in a financial year, without the presence of Non-Independent Directors and members of the management and all the independent directors shall endeavour to be present at such meetings.

As per the list declared by BSE Limited and National Stock Exchange of India Limited as on December 31, 2025, Your Company is not among the top 1,000 listed entities. Hence the Independent Directors of the Company have held 1 meeting during the financial year 2025-26.

Risk Management:
Listed entities ranked from 1001 to 2000 in the list prepared by recognized stock exchanges in terms of sub-regulation (2) of regulation 3 may constitute a risk management committee with the composition, roles and responsibilities specified in regulation 21. – As per the list declared by BSE Limited and National Stock Exchange of India Limited as on December 31, 2025, Your Company is not among the top 1,000 listed entities. Hence the requirements pertaining to Risk Management Committee is not applicable to the Company during the year under review.

Disclosure of commodity price risks and commodity hedging activities: Market Driven

Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A):

The Company has not raised any fund through Preferential Allotment or Qualified Institutions Placement as specified under regulation 32 (7A) of the SEBI Listing Regulations, during the financial year ended March 31, 2026. However, the Company can refer page 22 of this report.

RECOMMENDATIONS BY THE COMMITTEES:

The Board has accepted all recommendations made by its Committees during the financial year under review.

DISCLOSURE OF THE COMPLIANCE WITH CORPORATE GOVERNANCE:

The Company has complied with the Regulations 17 to 27 and clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 of the Listing Regulations during the financial year 2025-26, whenever applicable. Regulation 21 of the Listing Regulations is not applicable to the Company.

NON-COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE REPORT OF SUB-PARAS (2) TO (10) OF PARA C OF CORPORATE GOVERNANCE REPORT OF SCHEDULE V ANNUAL REPORT OF SEBI LISTING REGULATIONS: NONE

DETAILS OF NON-COMPLIANCE BY THE COMPANY, PENALTIES AND STRICTURES IMPOSED ON THE COMPANY BY STOCK EXCHANGES OR SEBI, OR ANY STATUTORY AUTHORITIES, ON ANY MATTER RELATED TO CAPITAL MARKETS DURING LAST THREE YEARS:

No such instance of non-compliance by the Company, imposing penalties and strictures on the Company by Stock Exchanges or SEBI, or any Statutory Authorities, on any matter related to Capital Markets during last three years:

However, the BSE has imposed following fines / interest on the Company during the year, which are pending for payment.

- Fine of Rs.18,000/- (plus GST) vide its email dated 13.02.2026 towards delay in submission of Shareholding Pattern under Regulation 31 of SEBI (LODR), Regulations, 2015 for quarter ended December, 2025.
- Fine of Rs.10,000/- (plus GST) vide its email dated 17.03.2026 towards delay in submission of Unaudited Financial Results (UFR) for quarter ended December, 2026 under Regulation 33 of SEBI (LODR), Regulations, 2015.
- The Company has paid an Interest of Rs.41,915/- on arrear / late in payment of Listing fee.

CERTIFICATE FROM PRACTISING COMPANY SECRETARY:

A certificate as on March 31, 2026 received from M/s. Madhuri J. Bohra & Associates (Membership No A54739 / COP No. 20329) Company Secretaries in Practice, Mumbai is attached in this report stating that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of the Company by the SEBI / Ministry of Corporate Affairs or any such Statutory Authority.

DISCLOSURE BY LISTED ENTITY AND ITS SUBSIDIARIES OF 'LOANS AND ADVANCES IN THE NATURE OF LOANS TO FIRMS / COMPANIES IN WHICH DIRECTORS ARE INTERESTED BY NAME AND AMOUNT:

The Company has not granted any loans and advances in the nature of loans to firms / companies in which directors are interested. The pursuant to provisions of Section 186 of the Act, read with Companies (Meetings of Board and its Powers) Rules, 2014, the particulars of loans given, guarantees provided and investments made by the Company during the Financial year 2025-26 are disclosed in the notes to Financial Statements which forms part of this report.

DECLARATION ON COMPLIANCE FOR CODE OF CONDUCT:

A certificate from the Managing Director and the Chief Financial Officer on the financial statements and other matters of the Company as provided in Regulation 17(8) and Part B of Schedule II of the Listing Regulations for the financial year ended 31st March, 2026 was placed before the Board at its meeting held on 22nd May, 2026 and the same is also annexed to this Report.

The Board has formulated and adopted Code of Conduct and Ethics for the Board of Directors and Senior Management. The said code has been hosted on the website of the company viz. https://dcl.net.in/pdf/policies/code_dir2.pdf
A confirmation from the Managing Director of the Company regarding compliance with the Code of Conduct and Ethics by all the Directors and Senior Management Personnel is annexed and forms part of this Report.

COMPLIANCE OF THE REQUIREMENTS OF CORPORATE GOVERNANCE REPORT:

The Company has obtained a Certificate from the Statutory Auditors regarding Compliance of Corporate Governance as stipulated in Schedule V of Listing Regulations, which is annexed herewith and forming part of Annual Report.

DISCLOSURE OF ACCOUNTING TREATMENT:

The Company in the preparation of financial statements has followed the treatment laid down in the Indian Accounting Standards (IND-AS) prescribed by the Institute of Chartered Accountants of India.

DETAILS OF MATERIAL SUBSIDIARIES OF THE LISTED ENTITY; INCLUDING THE DATE AND PLACE OF INCORPORATION AND THE NAME AND DATE OF APPOINTMENT OF THE STATUTORY AUDITORS OF SUCH SUBSIDIARIES:

As on March 31, 2026 the Company does not have any Material Subsidiary.

GENERAL SHAREHOLDER INFORMATION:

A. GENERAL BODY MEETING:

a) Location, date and time of the Annual General Meetings held during the last three years are given below:

Financial Year	Type of Meeting	Mode and Venue	Day, Date & Time	Special Resolutions Passed
2024-25	36th AGM	Through Video Conferencing/ Other Audio-Visual Means (Deemed Venue: Registered Office)	Monday, 30th September, 2025 at 11:30 A.M.	None
2023-2024	35th AGM		Monday, 30th September, 2024 at 11:30 A.M.	None
2022-2023	34th AGM		Thursday, 28th September, 2023 at 03.00 p.m.	None

b) No Extra Ordinary General Meeting was held during the year:

c) Postal Ballot held during last three years: No postal ballot was conducted during the year under review.

However, during last 3 years following resolutions were passed through Postal Ballots.

(i) Postal Ballot held on May 28, 2022:

1	Considered and approved Sell of Land/ Plot and Factory Building owned by the Company- Special Resolution
2	Recommendation for approval by members of Company for revision of remuneration of Mr. Shobith Ganesh Hegde (02211021) as Whole Time Director and CFO of the Company- Special Resolution
3	Considered and approved Appointment of Mr. Ashok Patel (08024669) as an Independent Director of the Company- Special Resolution
4	Considered and approved Appointment of Ms. Sushmita Swarup Lunkad (09044848) as an Independent Director of the Company- Special Resolution
5	Considered and approved Change in the Designation of Mr. Ravikumar Byrapatna Channappa (06595061) From Non-Executive Director to Executive Director of the Company- Special Resolution
6	Considered and approved giving Authorization to Board of Directors to Advance any Loan, give any Guarantee or to provide any Security to all such person specified under Section 185 of the Companies Act, 2013 up to an Aggregate Limit of Rs. 25 Crores- Special Resolution
7	Approval of Related Party Transactions with M/s Electrex International Private Limited- Ordinary Resolution
8	Approval of Related Party Transactions with Mrs. Shobha Anant Hegde- Ordinary Resolution
9	Approval of Related Party Transactions with M/s. Electrex Sales & Services- Ordinary Resolution
10	Approval of Related Party Transactions with M/s. Electrex Power Tools Private Limited- Ordinary Resolution

Resolution No.	No. of members voted	Total No. Shares voted	Votes In favour		Votes Against		Invalid Votes	
			Members	Votes	Members	Votes	Members	Votes
1	13	2,40,294	12	2,40,292	1	2	-	-
2	13	2,40,294	12	2,40,292	1	2	-	-
3	15	15,66,032	14	15,66,030	1	2	-	-
4	15	15,66,032	14	15,66,030	1	2	-	-
5	15	15,66,032	14	15,66,030	1	2	-	-
6	15	15,66,032	14	15,66,030	1	2	-	-
7	13	2,40,294	12	2,40,292	1	2	-	-
8	13	2,40,294	12	2,40,292	1	2	-	-
9	13	2,40,294	12	2,40,292	1	2	-	-
10	13	2,40,294	12	2,40,292	1	2	-	-

The Board had appointed Mr. Pankaj Trivedi (ICSI Mem No. ACS 15301), Practicing Company Secretary of Pankaj Trivedi & Co. as scrutinizer in its meeting held on April 22, 2022 for conducting aforesaid postal ballots in a fair and transparent manner.

In compliance with provisions of Sections 108, 110 and other applicable provisions of the Act, read with (i) Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended; (ii) Regulation 44 of the Listing Regulations, as

amended from time to time and read with (iii) General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 20/2020 dated 5th May, 2020, General Circular No.22/2020 dated 15th June, 2020, General Circular No. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020, General Circular No. 10/2021 dated 23rd June, 2021 and General Circular No. 20/2021 dated 8th December, 2021, issued by the Ministry of Corporate Affairs ('MCA Circulars'), and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated 15th January 2021 issued by SEBI, the Company provided only remote e-Voting facility to its Equity Shareholders to enable them to cast their votes electronically instead of submitting the Postal Ballot form.

The Company had engaged the services of Central Depository Services (India) Limited (CDSL) for facilitating remote e-Voting to enable the Members to cast their votes electronically.
In terms of the MCA and SEBI Circulars, the Company sent the Postal Ballot Notice and Notice of Extra Ordinary General Meeting as stated above in electronic form only to those Equity Shareholders whose names appeared in the Register of Members/ List of Beneficial Owners as received from NSDL and Central Depository Services (India) Limited (CDSL) and whose email addresses were available with the Company / Depositories / the Depository Participants / the Company's Registrar and Share Transfer Agent as on the cut-off date.

Voting rights were reckoned on the paid-up value of the shares registered in the names of the Members as on the respective cut-off dates. Members who desired to exercise their votes by electronic mode were requested to vote before close of business hours on the last date of e-Voting.

d) Details of the meeting convened in pursuance of the order passed by the National Company Law Tribunal (NCLT):
Not applicable

B. 37TH ANNUAL GENERAL MEETING FOR F.Y. 2025-26:

Day, Date & Time	Venue	Financial Year	Book Closure Dates
Wednesday, 30th September, 2026 at 01:30 p.m. IST	Through Video Conferencing / Other Audio Visual Means (Deemed Venue: Registered Office)	2025-26	Wednesday, 23rd September, 2026 to Wednesday, 30th September, 2026 (both days inclusive)

C. TENTATIVE FINANCIAL CALENDAR (F.Y. 2026-27)

Particulars	Period
Financial Year	April 1, 2026 to March 31, 2027
For consideration of Unaudited/Audited Financial Results	
Results for quarter ending June 30, 2026	On or before August 14, 2026
Results for quarter ending September 30, 2026	On or before November 14, 2026
Results for quarter ending December 31, 2026	On or before February 14, 2027
Results for quarter ending March 31, 2027	On or before May 30, 2027
AGM for the year ending March 31, 2027	On or before September 30, 2027

D. LISTING ON STOCK EXCHANGE

Name of Stock Exchange where Equity Shares are Listed	Bombay Stock Exchange
Address of Stock Exchange	P.J. Towers, Dalal Street, Fort, Mumbai - 400001
Scrip Code	531370
ISIN Number	INE960B01015

The Equity Shares of the Company continue to be listed and traded on the BSE Limited. The Annual Listing fee for the year 2026-27 has been paid to the Stock Exchange. There was no suspension on shares of the Company during the year.

E. REGISTRAR AND SHARE TRANSFER AGENT (RTA):

MUFG Intime India Private Limited
C-101, First Floor, 247 Park, Lal Bahadur Shastri Marg,
Vikhroli (West), Mumbai – 400083, Maharashtra, India
Phone No +91 022 49186000 | Fax +91 022- 49186060
Email: mangesh.sawant@in.mpms.mufg.com | Website: www.in.mpms.mufg.com

F. USEFUL INFORMATION FOR SHAREHOLDERS:

- **Share Transfer System**

  The Board of Directors have delegated the power of dealing with the transfer, transmission of shares and other matters like consolidation of share certificates, issue of duplicate share certificates, dematerialization/rematerialization of shares, to Registrar & Share Transfer Agents (R&T Agent) of the Company. All the matters are dealt by and processed by the R&T Agent regularly and is approved by the Stakeholders Relationship Committee of the Company or the authorized signatories of the Company.

In terms of Regulation 40(1) of the SEBI Listing Regulations, as amended from time to time, transfer, transmission and transposition of securities shall be effected only in dematerialized form.

Shareholders may please note that the SEBI by its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2022/8 dated 25th January, 2022 has mandated listed companies to issue securities in demat form only while processing service requests viz. issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates / folios; transmission and transposition.

The Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR – 4 (Form for various service requests), format of which is available on the weblink of the Company at https://sparcelectrex.com/wp-content/uploads/2022/07/Form-ISR-4.pdf and on the website of the Company's RTA, MUFG Intime India Private Limited at https://web.in.mpms.mufg.com/client-downloads.html.

After processing the service request, a letter of confirmation will be issued which shall be valid for a period of 120 days, within which the shareholder shall make a request to the Depository Participant for dematerializing those shares. In case of failure to make such request, those shares shall be credited in the Suspense Escrow Demat account held by the Company, for which shareholders can submit necessary documents to claim.

In case of any query(ies) or issue(s) regarding process of the service request(s), shareholder / claimant can contact RTA (Telephone: +91 2249186000) or write e-mail at mangesh.sawant@in.mpms.mufg.com.

Shareholders holding equity shares of the Company in physical form are requested to kindly get their equity shares converted into demat / electronic form to get inherent benefits of dematerialisation and also considering that physical transfer of equity shares / issuance of equity shares in physical form have been disallowed by SEBI.

Holding securities in dematerialized form is beneficial to the investors in the following manner:

- ✓ A safe and convenient way to hold securities;
- ✓ Elimination of risk(s) associated with physical certificates such as bad delivery, fake securities, delays, thefts, etc.;
- ✓ Immediate transfer of securities;
- ✓ No stamp duty on electronic transfer of securities;
- ✓ Reduction in transaction cost;
- ✓ Reduction in paperwork involved in transfer of securities;
- ✓ No odd lot problem, even one share can be traded;
- ✓ Availability of nomination facility;
- ✓ Ease in effecting change of address / bank account details as change with Depository Participants (DPs) gets registered with all companies in which investor holds securities electronically;
- ✓ Easier transmission of securities as the same is done by DPs for all securities in demat account;
- ✓ Automatic credit in to demat account of shares, arising out of bonus / split / consolidation / merger / etc.;
- ✓ Convenient method of consolidation of folios/accounts;
- ✓ Holding investments in Equity, Debt Instruments, Government securities, Mutual Fund Units etc. in a single account;
- ✓ Ease of pledging of securities; and
- ✓ Ease in monitoring of portfolio.

- **Common and Simplified Norms for Investor Service Request**

As an on-going measure to enhance ease of doing business for investors in the securities market, SEBI, by Circular Nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated 3rd November, 2021; SEBI/HO/ MIRSD/MIRSD_RTAMB/P/ CIR/2021/687 dated 14th December, 2021 and SEBI/HO/MIRSD/MIRSDPoD-1/P/CIR/2023/37 16th March, 2023 has prescribed common and simplified norms for processing investor's service request by Registrar and Transfer Agents ("RTA") and norms for furnishing PAN, KYC details and Nomination. Shareholders are requested to go through the communication available on the weblink of the Company at https://www.sparcelectrex.in/smart-odr-and-kyc-details relating to the same. The Company has also sent out intimations to shareholders in this regard.

- **Nomination**

As per the provisions of Section 72 of the Act, facility for making nomination(s) is available to Individuals holding shares in the Company. Shareholders holding shares in physical form may obtain a nomination form (Form SH-13), from the Company's RTA viz. MUFG Intime India Private Limited or download the same from the Company's website through the weblink at https://www.sparcelectrex.in/smart-odr-and-kyc-details. Shareholders holding shares in demat mode should file their nomination with their Depository Participant ("DPs") for availing this facility.

- **Permanent Account Number**

It is mandatory for all holders of physical shares to furnish PAN, nomination, contact details, bank A/c details and specimen signature for their corresponding folio numbers. Shareholders holding shares in electronic form are, therefore, requested to submit the PAN with their DPs with whom they are maintaining their demat accounts. Shareholders holding shares in physical form are requested to submit their PAN details to the Company or its RTA.

- **Intimate/ Update Contact Details**

  Shareholders are requested to intimate / update changes, if any, pertaining to their PAN, postal address, e-mail address, telephone / mobile numbers, with necessary documentary evidence, to the Company or its RTA, in Form ISR-1, if shares are held in physical mode or to their DP, if the holding is in electronic mode. The said form ISR-1 for change / update of details, form ISR-2 for banker's attestation of signature in case of major mismatch and form ISR-3 for declaration for opting out of nomination are available for download from the weblink at https://www.sparcelectrex.in/smart-odr-and-kyc-details.

- **Dividend Payment:**

  No dividend has been declared or paid by the Company during the year. Also, no dividend was declared or paid in the last 10 years.

- **Transfer of Unclaimed/ Unpaid Dividend / Share Certificate to Investor Education and Protection Fund ('the IEPF'):**

  Pursuant to the provisions of Section 124(5) of the Companies Act, 2013, if the dividend which is transferred to the Unpaid Dividend Account of the Company remains unpaid or unclaimed for a period of seven years from the date of such transfer then such unclaimed or unpaid dividend shall be transferred by the company along with interest accrued, if any to the Investor Education and Protection Fund ('the IEPF'), a fund established under sub-section (1) of section 125.

  Mandatory Transfer of Shares to Demat Account of Investors Education and Protection Fund Authority (IEPFA) in case of unpaid/ unclaimed dividend on shares for a consecutive period of seven years.

  In terms of the provisions of Section 124 of the Act, provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and other applicable provisions, all unpaid or unclaimed dividends are required to be transferred by the Company to the Investor Education and Protection Fund ("IEPF") established by the Central Government, after completion of seven years from the date the dividend is transferred to unpaid/unclaimed account. Further, according to the Rules, the shares in respect of which dividend has not been paid or claimed by the members for seven consecutive years or more shall also be transferred to the demat account created by the IEPF Authority.

  The Company was not required to transfer any funds or shares to the Investor Education and Protection Fund for the year under review.

G. DEMATERIALIZATION OF SHARES

The Company's shares are compulsorily traded in dematerialized form and are available for trading on both the depositories, viz, National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL). Percentages of Shares held in physical and dematerialized form as on 31st March, 2026 are as follows:

Mode	No. of Shares fully paid up shares	% Shares
Physical Form	8,39,100	8.37%
With NSDL	32,93,354	32.86%
With CDSL	58,90,771	58.77%
Total	**1,00,23,225**	**100%**

Mode	No. of Shares partly paid up shares	% Shares
Physical Form	-	0.00%
With NSDL	71,58,379	75.09%
With CDSL	23,74,396	24.91%
Total	**95,32,775**	**100%**

H. MARKET PRICE DATA:

The monthly 'high' and 'low' closing prices of the shares traded during the financials year 2025-26 on BSE is given below:

Month	High Price	Low Price	Close Price	No. of Shares	BSE Sensex High	BSE Sensex Low
Apr-24	8.84	7.22	8.00	4,06,137	80,661.31	71,425.01
May-24	9.37	7.29	8.14	2,81,699	82,718.14	78,968.34
Jun-24	7.98	5.99	6.83	3,21,607	84,099.53	80,354.59
Jul-24	8.42	5.93	6.04	3,17,935	83,935.01	80,575.45
Aug-24	7.22	5.50	6.64	3,39,982	82,231.17	79,741.76
Sep-24	6.66	5.95	6.21	1,90,802	83,141.21	79,818.38
Oct-24	6.91	5.90	6.41	5,90,559	85,290.06	80,159.90
Nov-24	6.80	5.32	5.47	3,60,580	86,055.86	82,670.95
Dec-24	6.20	4.65	5.04	7,27,027	86,159.02	84,150.19
Jan-25	5.48	4.21	4.90	1,75,251	85,883.50	81,088.59
Feb-25	5.74	4.30	4.75	1,76,103	85,871.73	79,899.42
Mar-25	5.20	3.00	3.55	2,71,060	80,632.55	71,774.13

I. SHAREHOLDING PATTERN OF THE COMPANY AS ON 31ST MARCH, 2026

Category	No. of Fully paid-up Shares held	No. of partly paid-up Shares held	% of Shareholding
A. Promoter's Holding			
1. Promoters			
- Indian Promoters	1,60,044	50,27,214	26.53%
- Foreign Promoters	0	0	0.00%
2. Persons acting in concert	0	0	0.00%
Sub – Total (A)	**1,60,044**	**50,27,214**	**26.53%**
B. Non-Promoter's Holding			
3. Institutional Investors	0	0	0.00%
a) Mutual Funds and UTI	40,400	0	0.21%
b) Banks, Financial Institutions, Insurance Cos.	0	0	0.00%
c) Central/State Govt. Institutions / Non-Government Institutions)	0	0	0.00%
C. FII's	0	0	0.00%
Sub – Total (B)	**40,400**	**0**	**0.21%**
4. Other Non - Institutional Investors			
a) Indian Corporate Bodies	2,05,355	21,08,852	11.83%
b) LLPs	1,47,136	0	0.75%
c) HUF	3,40,805	2,800	1.76%
d) Indian Public	87,90,085	23,92,909	57.19%
e) NRI's	3,35,881	1,000	1.72%
f) Clearing Members	1,600	0	0.01%
g) Others	600	0	0.00%
Sub-Total (C)	**98,63,181**	**45,05,561**	**73.26%**
Grand Total (A+B+C)	**1,00,23,225**	**95,32,775**	**100.00%**

J. DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH, 2026

No. of Shares held	No. of Shareholders	% to total Shareholders	Total Shares	% to total Shares
Up to 500	6,856	74.77%	8,48,924	8.47%
501 – 1000	1,046	11.41%	9,10,645	9.09%
1001-2000	533	5.81%	8,48,128	8.46%
2001-3000	202	2.20%	5,21,096	5.20%
3001-4000	128	1.40%	4,61,206	4.60%
4001-5000	97	1.06%	4,61,084	4.60%
5001-10000	148	1.61%	1,1,09,887	11.07%
10,000 and above	159	1.73%	48,62,255	48.51%
TOTAL	**9,169**	**100%**	**1,00,23,225**	**100%**

K. MEANS OF COMMUNICATION:

The quarterly, half-yearly and annual Financial Results of the Company are forwarded to BSE Limited immediately upon its approval by the Board of Directors and are simultaneously published in national and regional newspapers. In accordance with the Listing Agreement requirements, data pertaining to Shareholding Pattern, Quarterly Financial Results and other details are forwarded to the Stock Exchange. During the year under review, no presentation was made to the institutional investors or analysts.

Intimation to Stock Exchange - Your Company believes that all the stakeholders should have access to adequate information about the Company. All information, which could have a material bearing on the share prices, is released at the earliest to the BSE in accordance with the requirements of listing agreement.

Newspapers Publications - The Financial Results and other Communications of the Company were normally published in English and Marathi daily widely circulated in the state of Maharashtra.

Company's Website - The Financial Results was also displayed on the Company's website www.sparcelectrex.in. The Company also keeps on updating its website with other relevant information, as and when required. The company did not make any official news releases nor made any presentations to the institutional investors or analysts, during the period under review.

Annual Report- Annual Report containing, inter alia, the Standalone Financial Statements, Directors' Report, Auditors' Report and other important information is circulated to members of the Company prior to the AGM. The Report on

Management Discussion and Analysis forms part of the Annual Report. The Annual Report of the Company is also available on the website of the Company in a user friendly and downloadable format.

L. DISCLOSURES:

- The Company has not accepted any fixed deposits during the year under review and accordingly, no amount on account of principal or interest on deposits from public and/or Members were outstanding as at March 31, 2026.
- There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and the Company's operations in future.
- During the year under review, the Company has not issued any Debentures.
- No material changes have taken place that could have an impact on the financial position of the Company from the date of closure of financial year under review till the date of signing of Accounts.
- There is no change in the nature of business of the Company.
- Maintenance of cost records and requirement of cost Audit as prescribed under the provisions of Section 148(1) of the Act are not applicable to the business activities carried out by the Company.
- There are no shares in the demat suspense account/ unclaimed suspense account at the beginning and at the end of the financial year.
- The Company has adopted the Code of Ethics and Business principles for the members of Board and senior management personnel.
- The Company has adopted a Code of Conduct for Prevention of Insider Trading ("the Code") in accordance with the requirements of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and its subsequent amendment. The code expressly lays down the guidelines and the procedure to be followed and disclosures to be made, while dealing with shares of the Company and cautioning them on the consequences of non-compliance thereof. Further, it is affirmed that no personnel have been denied access to the Audit Committee. Employees can report to the Management concerned regarding unethical behaviour, act or suspected fraud or violation of the Company's Code of Conduct Policy.
- The Company has ensured that the person who is being appointed as an Independent Director has the requisite qualifications and experience which would be of use to the Company and which in the opinion of the Company would enable him to contribute effectively to the Company in his capacity as an Independent Director.

M. CAUTIONARY STATEMENT:

Certain statements in this report concerning our future growth prospects are forward-looking statements, which involve a number of risks, and uncertainties that could cause actual results to differ materially from those in such forward-looking statements due to risks or uncertainties associated with our expectations with respect to, but not limited to, our ability to successfully implement our strategy and our growth and expansion plans, technological changes, our exposure to market risks, general economic and political conditions in India which have an impact on our business activities or investments, changes in the laws and regulations that apply to the industry in which the Company operates.

N. ACKNOWLEDGEMENT:

Your Board of Directors would like to express its gratitude and its appreciation for the continued valuable support and cooperation provided to your Company by its Members, and in particular the customers, regulatory authorities and its banks and financial institutions. Your Directors would also like to place on record its sincere appreciation for the efforts put in by the Management and the employees of the Company.

REGISTERED OFFICE:
SPARC ELECTREX LIMITED
CIN: L31100MH1989PLC053467
B-307, Hind Saurashtra Industrial Estate,
Sir M. V. Road, Nr. Mittal Estate, J B Nagar,
Marol, Andheri (East), Mumbai - 400059
☎: 9819001811| ✉: sparcelectrex@gmail.com
Website: www.sparcelectrex.in

For and on behalf of the Board of Sparc Electrex Ltd

Sd/-
Shobith G. Hegde
(Managing Director)
DIN: 02211021
Mumbai, August 14, 2026

Sd/-
Ravikumar B. Channappa
(Director)
DIN: 06595061
Mumbai, August 14, 2026

ANNEXURE –VI

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To
The Members of
M/s. Sparc Electrex Limited
1202, 12th Floor, Esperanza Building,
Next to Bank of Baroda, 198, Linking Road,
Bandra (West), Mumbai - 400050, MH, India

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **M/s. Sparc Electrex Limited** (CIN L31100MH1989PLC053467) presently having its registered office at B-307, Hind Saurashtra Industrial Estate, Sir M. V. Road, Nr. Mittal Estate, J B Nagar, Marol, Andheri (East), Mumbai - 400059, Maharashtra, India and (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in as considered necessary and explanations furnished to me by the Company & its officer, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on **31st March, 2026** have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	DIN	Name of Director(s)	Date of Appointment in Company	Date of Resignation / Cessation in Company
1	02211021	Shobith Ganesh Hegde	19/10/2021	-
2	02310679	Suresh Vishwanathan	30/11/2021	24/04/2026
3	06595061	Ravikumar Byrapatna Channappa	27/06/2020	-
4	08024669	Ashok Chhaganbhai Patel	22/04/2022	16/08/2026
5	09044848	Sushmita Swarup Lunkad	22/04/2022	05/08/2026
6	09197068	Niraj Hareshbhai Variava	08/06/2021	07/06/2026

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification.

This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

This Certificate has been issued at the request of the Company to make disclosure in its Corporate Governance Report for the Financial Year ended **31st March 2026**.

For Madhuri J. Bohra & Associates,
(Practicing Company Secretaries)
UDIN: A054739H001119374
PR No: 4209/2023

Sd/-
Madhuri J. Bohra
(Proprietor)
CP No. 20329
Place: Mumbai
Dated: August 14, 2026

MANAGEMENT DISSCUSSION AND ANALYSIS REPORT

ANNUAL OVERVIEW, OUTLOOK:

Your Company was originally incorporated under the provisions of The Companies Act, 1956 as 'Sparc Systems Private Limited' on September 14, 1989, with the Registrar of Companies, Maharashtra. In the Financial Year 1994, the Company was converted from Private Limited Company into a Public Limited Company vide Extra-Ordinary General Meeting held on December 03, 1994, and in pursuance of which the private word had been deleted from the name of our Company, effecting the name change to 'Sparc Systems Limited', and a fresh certificate of incorporation consequent upon change of name was granted by the Registrar of Companies, Maharashtra on January 18, 1994. Sparc Systems Limited was engaged in the business of Software and Hardware Electronic Security Solutions. Its Equity Shares got listed on January 22, 1996, with BSE.

Your Directors are pleased to present the Management Discussion and Analysis Report for the year ended **31st March, 2026.**

The Company is engaged principally in the manufacturing and trading of electric power tools, garden tools, cordless tools and related products, as well as metals and metal products. The business is operated through two segments, namely Manufacturing of Electrical Tools & Service and Trading.

During FY 2025-26, the operating environment remained challenging for the Company. The Company's sales declined materially, while fixed and operating costs remained significant, resulting in a substantial loss for the year. The Company has continued to review its product portfolio, cost structure, working-capital requirements and market strategy with a view to restoring sustainable operating performance.

A significant development during the year was the termination of the Trademark License Agreement with Hyundai Corporation Holdings Co. Ltd., Korea for use of the HYUNDAI trademark, which was intimated to BSE on 2 April 2025. Accordingly, the Company's future product and branding strategy is being evaluated with greater emphasis on its own product portfolio, customer relationships, distribution capabilities and prudent cost management.

The Company also faced liquidity and operational constraints during the year owning to the fact that Company's bank account(s) were frozen by the Income Tax Department on 24th November 2025 in connection with outstanding income-tax demands. Management continues to take appropriate steps to address such matters and improve liquidity and operational stability.

INDUSTRY STRUCTURE AND DEVELOPMENT:

The power tools industry is a dynamic and evolving sector, driven by technological advancements, increasing industrialization, infrastructure development, construction activity and growing demand for efficient and portable tools. In India, the industry is supported by the expansion of manufacturing, construction, automotive, engineering, infrastructure and do-it-yourself (DIY) applications.

The industry is broadly segmented based on the mode of operation into corded electric tools and cordless electric tools, and based on tool type into drilling and fastening tools, sawing and cutting tools, material removal tools, demolition tools, wrenches and other specialized solutions. The increasing adoption of cordless tools, supported by improvements in battery technology, portability and ease of use, is an important trend within the industry.

The global power tools market is dominated by a few major international players, such as Stanley Black & Decker, Robert Bosch GmbH, Makita Corporation, and Techtronic Industries (TTI). These companies compete on brand reputation, product innovation, and extensive distribution networks. In India, both international and domestic players are active, with global giants establishing a strong presence.

In India, the market comprises both multinational and domestic manufacturers and distributors. The growing focus on infrastructure development, manufacturing capacity, construction activity and industrial automation is expected to support demand for power tools. At the same time, manufacturers are increasingly focusing on cordless solutions, improved ergonomics, product durability and application-specific tools to cater to evolving customer requirements.

Overall, the Indian power tools industry presents opportunities for growth, supported by increasing mechanization, rising demand for efficient tools and the gradual shift from conventional hand tools towards technologically advanced power tools.

GLOBAL ECONOMIC ENVIRONMENT:

The global economy during FY 2025-26 continued to operate amid elevated geopolitical tensions, trade-policy uncertainty, changing tariff regimes, financial-market volatility and uneven growth across major economies. The International Monetary Fund's July 2026 World Economic Outlook Update projected global growth of 3.0% in calendar year 2026 and 3.4% in 2027, while noting that the outlook remained uneven and sensitive to geopolitical and financial-market developments.

The global outlook has direct relevance to manufacturing and engineering businesses because changes in commodity prices, freight costs, exchange rates, tariffs and supply-chain conditions can affect input costs and availability. For power-tool businesses, the pace of industrial investment, construction activity, automotive production and consumer spending also influences demand.

The Company therefore continues to monitor international developments, procurement costs, customer demand and competitive pricing closely and intends to maintain flexibility in sourcing, inventory and product positioning.

INDIAN ECONOMIC ENVIRONMENT:

The power-tools industry comprises corded and cordless electric tools and a broad range of applications including drilling and fastening, sawing and cutting, grinding and material removal, demolition, and related accessories. The market is characterised by rapid technological change, strong brand competition, evolving distribution channels and increasing demand for convenient, portable and efficient tools.

Independent market research published by Grand View Research estimated India's power-tools market at approximately US$1.73 billion in 2025 and projected it to reach approximately US$4.97 billion by 2033, implying a CAGR of about 14.4% for 2026-2033. The same source identified drills as the largest and fastest-growing product segment in its India outlook. These figures represent external market estimates and should not be interpreted as Company-specific forecasts.

The industry continues to move toward cordless platforms, lithium-ion battery systems, brushless motors, improved ergonomics, higher energy efficiency and digitally enabled tools. E-commerce and specialized online marketplaces are also broadening customer access, while professional users continue to emphasize durability, service support, spare availability and total cost of ownership.

INDUSTRY OPPORTUNITIES AND CHALLENGES:

- **Infrastructure and construction activity:** Continued investment in roads, railways, buildings, power, logistics and urban infrastructure can support demand for professional power tools.
- **Industrial and automotive demand:** Manufacturing, engineering, automotive and maintenance activities provide recurring applications for drilling, cutting, grinding, fastening and material-removal tools.
- **Cordless technology:** The shift toward battery-operated tools creates opportunities for new product categories, improved mobility and higher-value product offerings.
- **E-commerce and wider distribution:** Digital channels can expand reach beyond traditional markets and improve access to customers in smaller cities and towns.
- **Import dependence and cost pressure:** Dependence on imported components and finished goods can expose the industry to foreign-exchange movements, freight costs, tariffs and supply disruptions.
- **Intense competition:** International brands, domestic manufacturers and low-cost products create pricing pressure and make product differentiation, service and quality increasingly important.
- **Technology and sustainability:** Battery safety, recycling, energy efficiency, product life-cycle management and compliance with evolving environmental requirements are becoming increasingly important.

OUTLOOK ON OPPORTUNITIES AND CHALLANGES:

The Management believes that the Indian power-tools market continues to offer long-term opportunities because of infrastructure development, industrialization, growth in repair and maintenance activity and increasing adoption of power tools by professional as well as semi-professional users. However, the Company's near-term focus is expected to remain on rebuilding sales, rationalizing the product mix, controlling operating costs and improving working-capital discipline.

Following the termination of the HYUNDAI trademark arrangement in April 2025, the Company has an opportunity to reassess its product and branding strategy. A more focused portfolio, disciplined procurement, stronger customer engagement, effective after-sales support and selective use of digital distribution can support the Company's efforts to improve competitiveness.

The Management will continue to evaluate opportunities based on expected margins, capital requirements, working-capital intensity and execution capability rather than pursuing growth at the expense of financial discipline.

Several trends are shaping the development of the power tools industry, particularly in India:

Technological Advancements:

- **Cordless Dominance:** The shift towards cordless tools is a defining trend. Innovations in lithium-ion batteries and brushless motors are enhancing tool efficiency, power, and runtime, making cordless tools the preferred choice for both professionals and DIY enthusiasts.

- **Smart and Connected Tools:** Manufacturers are integrating IoT (Internet of Things) and Bluetooth connectivity into their tools. This enables features like tool tracking, performance diagnostics, and app-based management, improving efficiency and security for businesses.

- **Ergonomics and Safety:** There is a growing focus on designing lightweight, ergonomic tools to reduce user fatigue and improve safety, which is a key consideration for professional users.

Growth Drivers:

- **Infrastructure Boom:** Rapid infrastructure development in emerging economies like India is the most significant driver. Large-scale government projects in roads, railways, and urban development are creating a massive demand for a wide range of power tools.
- **Rise of the Industrial Sector:** The expansion of manufacturing, automotive, and other industrial sectors is fueling the need for high-quality power tools for assembly, production, and maintenance.
- **DIY and Home Renovation:** The increasing trend of home improvement projects, especially post-pandemic, has expanded the consumer base beyond professionals. This segment is particularly driving sales of compact and cordless tools.
- **E-commerce Expansion:** The growing reach of e-commerce platforms is making power tools more accessible to a wider customer base, including those in smaller towns and cities.

Challenges and Opportunities (with an Indian context):

- **Cost Competitiveness:** India faces a cost disadvantage compared to countries like China, primarily due to higher raw material costs and import duties on key components.
- **Dependence on Imports:** The Indian power tools market is heavily reliant on imports for high-value components, which can affect production costs and supply chain stability.
- **Export Potential:** Despite these challenges, reports from NITI Aayog highlight India's immense potential to become a global leader in tools manufacturing. A strategic roadmap is being developed to address structural gaps, promote R&D, and create "plug-and-play" industrial clusters to boost exports and generate jobs.
- **Sustainability:** Manufacturers are increasingly focusing on sustainability by using eco-friendly materials and designing tools that are easier to repair, aligning with a growing global trend.

OUTLOOK ON THREATS, RISKS AND CONCERNS:

The power tool industry, while experiencing growth, faces a multifaceted landscape of threats, risks, and concerns that require strategic attention from manufacturers, distributors, and stakeholders. These can be broadly categorized as follows:

Economic and Market Volatility:

- **Raw Material Price Fluctuations:** The prices of key raw materials like steel, aluminum, copper, and rare earth metals (e.g., Neodymium for motor magnets) are subject to significant global volatility. This can directly impact production costs, squeeze profit margins, or force price increases that affect demand.
- **Global Economic Slowdown/Recession:** A general economic downturn can lead to reduced consumer spending on non-essential items (affecting DIY segment) and a slowdown in construction and manufacturing, thereby decreasing demand from industrial sectors.
- **Geopolitical Uncertainties and Trade Policies:** Geopolitical tensions, trade wars, and protectionist policies can disrupt global supply chains, increase import/export costs, and create market access challenges.
- **Intensifying Competition and Pricing Pressure:** The market is highly competitive with both established global players and emerging local manufacturers. This often leads to intense pricing pressure, particularly in commoditized product segments.
- **Supply Chain Disruptions:** Events like pandemics, natural disasters, or logistical issues can severely impact the availability of components and finished goods, leading to production delays and lost sales.

Technological and Innovation Risks:

- **Pace of Technological Change:** The rapid evolution of battery technology, motor efficiency, and smart features (IoT integration) means companies must continuously invest in R&D to stay competitive. Falling behind on innovation can lead to obsolescence.
- **Cyber Security Threats for Smart Tools:** As power tools become more connected and "smart," they become potential targets for cyber-attacks. Risks include data breaches, unauthorized access, operational disruptions, and reputational damage if connected tools are compromised.
- **Obsolescence of Older Technologies:** The swift shift towards cordless and battery-powered tools, alongside advancements in battery management systems, can render older corded or less efficient models obsolete, requiring strategic inventory management and phase-out plans.

Regulatory and Compliance Concerns:

- Stringent Environmental Regulations: Growing global emphasis on sustainability leads to stricter regulations on emissions (for engine-powered tools), battery disposal, recyclability, and the use of hazardous materials. Compliance can involve significant investment in new product development and waste management.

- Product Safety Standards: Power tools are subject to rigorous safety standards worldwide. Non-compliance can lead to product recalls, fines, legal liabilities, and damage to brand reputation. Manufacturers must stay abreast of evolving standards in different regions.

- Battery Regulations: New regulations concerning battery design, removability, recyclability, and chemical content (especially for Lithium-ion batteries) are emerging, which can impact product design and manufacturing processes.

- Trade Policies and Tariffs: Changes in trade policies and the imposition of tariffs on imported components or finished goods can significantly affect costs and market competitiveness.

Operational and Business Risks:

- Talent Shortage and Skills Gap: A lack of skilled labor for manufacturing, R&D, and specialized technical roles can hinder growth and innovation.

- Sustainability Challenges (ESG): Beyond regulations, there's increasing pressure from consumers and investors for sustainable practices. The disposal of Lithium-ion and Ni-Cd batteries is a major concern due to their toxic components and the need for robust recycling infrastructure.

- Quality Control and Product Defects: Ensuring consistent quality across a wide range of products is crucial. Product defects can lead to safety incidents, costly recalls, and severe reputational damage.

- Intellectual Property Protection: Protecting proprietary designs and technologies from infringement, especially in competitive global markets, is an ongoing concern.

Emerging Threats:

- **AI-Driven Fraud and Counterfeiting:** While not directly impacting product manufacturing, the increasing sophistication of AI can be leveraged by bad actors for sophisticated counterfeiting operations, or for bypassing quality control and safety standards in counterfeit products, posing a significant risk to consumer safety and brand integrity.

- **Shifting Consumer Behavior:** Rapid changes in consumer preferences, such as the demand for personalized products, subscription models, or the increased reliance on online sales channels, require businesses to be agile and adapt their sales and marketing strategies.

Addressing these threats and risks requires a proactive approach, including robust supply chain management, continuous innovation, strong R&D investment, a keen eye on regulatory developments, and a commitment to sustainability and product safety.

INTERNAL CONTROL SYSTEMS AND ADEQUACY:

The Company has an Internal Control System commensurate with the size, scale and complexity of its operations. The scope of the Internal Audit is decided by the Audit Committee and the Board. To maintain its objectivity and independence, the Board has appointed an Internal Auditor, which reports to the Audit Committee of the Board on a periodic basis.

The Internal Auditor monitors and evaluates the efficacy and adequacy of Internal control Systems in the Company, its compliance with operating systems, accounting procedures and policies for various functions of the Company. Based on the report of Internal Auditor, management undertakes corrective action wherever required and thereby strengthens the control further.

The Company has policies and procedures in place for ensuring proper and efficient conduct of its business, safeguarding of assets, prevention and detection of frauds and errors, accuracy and completeness of accounting records and timely preparation of reliable financial information.

SEGMENT-WISE PERFORMANCE:

The Company operates in two segments which comprises of Manufacturing of Electrical Tools & Service and Trading. During the year, the revenue from operations amounted Rs. 28.29 lakhs. The revenue from Trading of Steel Items stood at ₹0.20 lakhs as compared to ₹133.98 lakhs in the previous year. Further, the revenue from Manufacturing of Electronic Equipments stood at ₹28.09 lakhs as compared to ₹232.12 lakhs in the previous year. The substantial decline in revenue was mainly attributable to lower business activity in both the steel trading and electronic equipment manufacturing segments during the year under review.

FINANCIAL PERFORMANCE:

Summary of the Company's financial performance for F.Y. 2025-26 as compared with previous financial year is given below:

(Amounts in Lakhs)

Particulars	F.Y. 2025-26	F.Y. 2024-25
Revenue from Operation	28.29	366.10
Revenue from other Income	44.78	-
Total Revenue	**73.07**	**366.10**
Profit / (Loss) before Tax	(446.18)	(152.04)
Less: Provision for Taxation	-	-
Less: Provision for Tax (deferred)	-	-
Less: Short / (Excess) provision for tax of earlier years	-	-
Profit / (Loss) after Tax	**(446.18)**	**(152.04)**

During the financial year the total revenue from the operation of the Company was '28.29 lakhs as compared to '366.10 lakhs in previous year, which was almost 92% down in comparison with previous year. The total operating expenses for the year '519.25 lakhs in comparison to '518.14 lakhs in previous year. Due to lower revenue generation the company has incurred loss of ('446.18) lakhs as compared to profit of '9.78 lakhs in previous year.

The deterioration in profitability was primarily attributable to the sharp fall in sales and the Company's inability to absorb its operating cost base at the reduced level of activity. The Management's immediate priorities are therefore restoration of sales volumes, product and customer rationalisation, cost control, improved working-capital management and resolution of outstanding statutory/liquidity matters.

The management of the Company is very optimistic regarding performance of the Company in future and are taking effective steps to improve the performance of the Company through growth in revenue, managing cost, strategic marketing, increasing brand awareness and brand equity through advertisement campaign.

PERFORMANCE OF THE BOARD AND COMMITTEES:

During the year under review, the performance of the Board & Committees and Individual Director(s) based on the below parameters was satisfactory:

a) Most of the Directors attended the Board meeting;
b) The remunerations if payable to executive Directors are strictly as per the company and industry policy.
c) The Independent Directors are entitled to receive sitting fees. However no sitting fees were paid during the year.
d) The Independent Directors contributed in the Board and committee deliberation and business and operation of the company.
e) Risk Management Policy was implemented at all critical levels and monitored by the Internal Auditor, who reports to the Board and Audit committee.

HUMAN RESOURCES:

Your Company firmly believes that its human resources are the key enablers for the growth of the Company and are an important asset. Hence, the success of the Company is closely aligned to the goals of the human resources of the Company. Employee relations during the period under review continued to be healthy, cordial and harmonious at all levels and your Company is committed to maintain good relations with the employees

KEY FINANCIAL RATIOS:

In accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, the Company is required to give details of significant changes (changes of 25% or more as compared to immediately previous financial year) in financial ratios are as follows:

Sr. No.	Ratios	F.Y. 2025-26	F.Y. 2024-25	% Change	Numerator	Denominator	Remark
1	Current Ratio	9.75	4.70	107.41%	Sum of Current Assets	Sum of CURRENT Liabilities	Turnover Decrease
2	Debt-Equity Ratio	0.01	0.01	6.27%	Sum of Borrowings	Sum of Shareholders Fund	Turnover Decrease
3	Debt Service Coverage Ratio	(0.00)	(0.00)	211.26%	Profit after tax but before Depreciation and interest	Sum of Interest & repayment of Debt as per Cash Flow	Turnover Decrease
4	Return on Equity Ratio	(2.27)	(0.77)	193.46%	Profit after tax	Sum of Shareholders Fund	Turnover Decrease

5	Inventory Turnover Ratio	1.78	1.21	46.36%	Turnover	Sum of Inventory	Turnover Decrease
6	Trade Receivables Turnover Ratio	0.03	0.39	-93.42%	Turnover	Sum of Trade Receivables	Turnover Decrease
7	Trade Payables Turnover Ratio	1.19	1.40	-14.55%	Purchase	Sum of Trade Payable	Turnover Decrease
8	Net Capital Turnover Ratio	0.02	0.21	-89.55%	Turnover	Sum of Shareholders Fund	Turnover Decrease
9	Net Profit Ratio	(15.77)	(0.42)	3697.35%	Profit after tax	Turnover	Turnover Decrease
10	Return on Capital Employed	(0.35)	(0.09)	296.77%	EBIT	Sum of Shareholders Fund and Sum of Borrowings	Turnover Decrease
11	Return on Investment	(0.35)	(0.09)	296.75%	Profit after tax	Sum of Shareholders Fund and Sum of Long-Term Borrowings	Turnover Decrease

CAUTIONARY STATEMENT:

The above Management Discussion and Analysis contains certain forward-looking statements within the meaning of applicable security laws and regulations. These pertain to the Company's future business prospects and business profitability, which are subject to a number of risks and uncertainties and the actual results could materially differ from those in such forward-looking statements. The risks and uncertainties relating to these statements include, but are not limited to, risks and uncertainties, regarding a fluctuation in earnings, our ability to manage growth, competition, economic growth in India, ability to attract and retain highly skilled professionals, time and cost over runs on contracts, government policies and actions with respect to investments, fiscal deficits, regulation etc. In accordance with the Code of Corporate Governance approved by the Securities and Exchange Board of India, shareholders and readers are cautioned that in the case of data and information external to the Company, no representation is made on its accuracy or comprehensiveness though the same are based on sources thought to be reliable. The Company does not undertake to make any announcement in case any of these forward-looking statements become materially incorrect in future or update any forward-looking statements made from time to time on behalf of the Company.

REGISTERED OFFICE:
SPARC ELECTREX LIMITED
CIN: L31100MH1989PLC053467
B-307, Hind Saurashtra Industrial Estate,
Sir M. V. Road, Nr. Mittal Estate, J B Nagar,
Marol, Andheri (East), Mumbai - 400059
☎: 9819001811| ✉: sparcelectrex@gmail.com
Website: www.sparcelectrex.in

For and on behalf of the Board of Sparc Electrex Ltd

Sd/-
Shobith G. Hegde
(Managing Director)
DIN: 02211021
Mumbai, August 14, 2026

Sd/-
Ravikumar B. Channappa
(Director)
DIN: 06595061
Mumbai, August 14, 2026

CERTIFICATE ON COMPLIANCE WITH THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 BY SPARC ELECTREX LIMITED TO CORPORATE GOVERNANCE REQUIREMENTS

To
The Members of
Sparc Electrex Limited

I have examined compliance by M/s. Sparc Electrex Limited ("the Company") with the requirements as specified in regulations 17 to 27, clauses (b) to (i) and (t) of sub-regulation (2) of regulation 46 and para C, D, and E of Schedule V, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") relating to Corporate Governance requirements for the year ended on 31st March 2026.

In my opinion and to the best of my information and according to the explanations given to me and the representations made by the Directors and the management, I certify that the Company has complied with the conditions of Corporate Governance (except to the extent anything reported in my MR-3 Report, issued to the Company for the year ended 31.03.2026) as stipulated in the Listing Regulations, 2015, as amended.

The compliance of conditions of Corporate Governance is the responsibility of the management of the Company. My examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance under the Listing Regulations. The examination is neither an audit nor an expression of opinion on the financial statements of the Company or the Corporate Governance Report of the Company.

I further state that such compliance is neither an assurance to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

This report is addressed to and provided to the Members of the Company solely for the purpose of enabling it to comply with its obligations under the Listing Regulations with reference to compliance with the relevant regulations of Corporate Governance and should not be used by any other person or for any other purpose. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing. I have no responsibility to update this report for events and circumstances occurring after the date of this report.

For Madhuri J. Bohra & Associates,
(Practicing Company Secretaries)
UDIN: A054739H001377665
PR No: 4209/2023

Sd/-
Madhuri J. Bohra
(Proprietor)
CP No. 20329
Place: Mumbai
Dated: September 04, 2026

CEO/CFO CERTIFICATION

Compliance Certificate under Regulation 17(8) of SEBI (LODR) Regulation, 2015

I, Shobith G. Hegde, Managing Director and Chief Financial Officer of Company, have reviewed the financial statements and the cash flow statement for the year ended March 31, 2026 and that to the best of our knowledge and belief:

(a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
(b) These statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.

We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

We have indicated to the Auditors and the Audit Committee

(a) Significant changes in internal control over financial reporting during the year;
(b) Significant changes in accounting policies during the year and that the same have been disclosed in the Notes to the financial statements; and
(c) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

For and on behalf of the Board

Sd/-
Shobith Hegde
(Managing Director & CFO)
(DIN- 02211021)
Place: Mumbai
Date: 20th June, 2026

CERTIFICATE FOR ADHERENCE TO THE CODE OF CONDUCT

(PURSUANT TO REGULATION 17(8) OF SEBI (LODR) REGULATIONS, 2015]

Declaration by the Director

In accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, of the listing agreement with the stock exchange, I hereby confirm that, all the Directors and senior management personnel of the Company to whom the code of conduct is applicable have affirmed the compliance of the said code during the financial year ended March 31, 2026.

For and on behalf of the Board

Sd/-
Shobith Hegde
(Managing Director & CFO)
(DIN- 02211021)
Place: Mumbai
Date: 20th June, 2026

INDEPENDENT AUDITOR'S REPORT

To The Members of
Sparc Electrex Limited
(Formerly Known as Sparc Systems Limited)

Report on the Audit of the Financial Statements

Qualified Opinion

We have audited the financial statements of **Sparc Electrex Limited (Formerly Known as Sparc Systems Limited) ("the Company"),** which comprise the balance sheet as at **31st March 2026**, the statement of Profit and Loss, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis for Qualified Opinion paragraph below, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act, (Ind AS) and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2026, and profit, changes in equity and its cash flows for the year ended on that date.

Basis for Qualified Opinion

1. As stated in Expenses (Cost of Material Consumed and Changes in Inventories of Finished goods, Work in progress and Stock in trade) of the Financial Statements, the Company has written off a Rs. 231.47 Lakhs of inventory and has written down through obsolescence Provision amounted to Rs. 75 Lakhs during the year. However, the management has not provided any valuation reports or other supporting documents to substantiate the basis for such write-offs. In the absence of sufficient appropriate audit evidence regarding the valuation and recoverability of such inventory, we are unable to comment on the appropriateness of such write-offs and any consequential adjustments that may be required to the financial statements in this regard.

2. Attention is invited for Trade Receivables in Financial Statements, which explains the write back of Rs. 48.16 lakhs relating to trade receivables during the year. The Company has not provided adequate reasons, supporting documentation, or evidence of legal remedies undertaken for such write offs. Further, balance confirmations from the respective debtors confirming such balances and write-offs have not been provided to us.

3. Attention is invited for Trade Payables in Financial Statements, which explains the write off of Rs. 99.09 lakhs relating to trade payables during the year. The Company has not provided adequate reasons, supporting documentation, or evidence undertaken for such write-offs. Further, balance confirmations from the respective creditors confirming such balances and write-offs have not been provided to us.

4. In the absence of sufficient appropriate audit evidence regarding the validity, recoverability/payability, and completeness of such balances written off, we are unable to determine whether such write-offs are appropriate and whether any further adjustments are required to the financial statements in this regard.

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143 (10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our Qualified opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, we do not provide a separate opinion on these matters.

We have determined that there are no Key audit matters to communicate in this report.

Other Matters

The Company had undertaken a Rights Issue on 14th March, 2023, which closed on 12th April, 2023. Pursuant to the issue, equity shares were allotted with a face value of ₹10 each and a share premium of ₹9 per share. These shares were issued as partly paid-up, with ₹2.50 paid towards face value and ₹2.25 towards securities premium. Despite two reminder notices, the balance call money comprising ₹7.50 towards face value and ₹6.75 towards securities premium per share remained unpaid.

Accordingly, a second and final forfeiture notice was issued on 14th February, 2024, requiring payment of the outstanding amount by 29th February, 2024. Despite the reminder, 95,32,775 equity shares were not fully paid up and hence, were to be forfeited. As of 31st March, 2026, the process forfeiture of these shares had not been completed.

Information other than Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the Director's Report, Management Discussion and Analysis and Business Responsibility Report but does not include the financial statements and our auditor's report thereon. The other information is expected to be made available to us after the date of this auditor's report.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work performed, we conclude that there is a material misstatement of this other information, we are required to report the fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

That Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to

draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Financial Statements may be influenced. We consider quantitative materiality and qualitative factors (i) in planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Financial Statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 **("the Order")**, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in **"Annexure A"** a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143(3) of the Act, we report that:

   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   (b) Except for the effects of the matter described in the Basis for Qualified Opinion paragraph above, in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

   (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

   (d) Except for the effects of the matter described in the Basis for Qualified Opinion paragraph above, in our opinion, the aforesaid financial statements comply with the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015 as amended.

   (e) On the basis of the written representations received from the directors as on 31st March, 2026 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2026 from being appointed as a director in terms of Section 164 (2) of the Act.

   (f) The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2(b) above on reporting under Section 143(3)(b) and paragraph 2(i)(vi) below on reporting under Rule 11(g);

   (g) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

   (h) With respect to the other matters to be included in the Auditor's Report in accordance with requirements of Section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with provision of Section 197 of the Act.

   (i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, Except for the effects of the matter described in the Basis for Qualified Opinion paragraph above, in our opinion and to the best of our information and according to the explanations given to us:

      i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

iv.

a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

c) Based on such audit procedures that were considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub clause (a) and (b) contain any material misstatement.

v. During the year, the Company has not declared any dividend.

vi. Based on our examination carried out in accordance with the Implementation Guidance on Reporting on Audit Trail under Rule 11(g) of the Companies (Audit and Auditors) Rules,2014 issued by the Institute of Chartered Accountants of India, which included test checks, we report that the company uses an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has not been operated throughout the year for all relevant transactions recorded in the software.

   a) Further, during the course of our audit we were unable to check instance of the audit trail feature being tampered with. Our examination of the audit trail was in the context of an audit of financial statements carried out in accordance with the Standard of Auditing and only to the extent required by Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

   b) We have not carried out any audit or examination of the audit trail beyond the matters required by the aforesaid Rule 11(g) nor have we carried out any standalone audit or examination of the audit trail.

For Motilal & Associates LLP
(A member firm of M A R C K S Network)
Chartered Accountants
ICAI FRN: 106584W/W100751
UDIN: 26179547SVKPXU7367

Sd/-
Rishabh Jain
(Partner)
ICAI MRN: 179547
Place: Mumbai
Date: 23rd June, 2026

ANNEXURE A TO THE AUDITORS' REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of **SPARC ELECTREX LIMITED (Formerly Known as Sparc Systems Limited) of even date)**

Report on the Companies (Auditor's Report) Order, 2020, issued in terms of Section 143(11) of the Companies Act, 2013 ("the Act") of **SPARC ELECTREX LIMITED (Formerly Known as Sparc Systems Limited) ("the Company").**

(i) In respect of the Company's fixed assets:

a)

A. The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment;

B. The Company does not have any intangible assets and hence reporting under Clause 3(i)(a) of the Order is not Applicable.

b) According to information and explanations given to us and in our opinion, the Company has not carried out physical verification of the Property Plant & Equipment in accordance with a regular programme of verification at reasonable intervals.

c) The Company does not own any Immovable property. Accordingly, Clause 3(i)(c) of the order is not applicable to the Company.

d) The Company does not make any revaluation of PPE during the year. Accordingly, Clause 3(i)(d) of the Order is not applicable to the Company.

e) No proceeding has been initiated or pending against Company for holding any Benami Property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder, Accordingly, Clause 3(i)(e) of the Order is not applicable to the Company.

(ii)

a) In addition to the effects of matter described in Basis of Qualified Opinion mentioned in the Independent Auditors Report, the Company has not carried out physical verification of Inventory at reasonable interval by management and coverage and procedure of such verification by management is not appropriate.

b) During the period no working capital limits had been sanctioned to the Company in excess of 5 crore rupees, in aggregate, from Bank and Financial institutions on the basis of security of current assets. Accordingly, the provisions of the Clause 3(ii)(b) of the Order are not applicable to the Company and hence not commented upon.

(iii)

a) During the year the company has not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(a) of the Order is not applicable to the Company and hence not commented upon.

b) During the year the company has not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured. Accordingly, the requirement to report on clause 3(iii)(b) of the Order is not applicable to the Company and hence not commented upon.

c) During the year the company has not granted any loans or advances in the nature of loans. Accordingly, the requirement to report on clause 3(iii)(c) of the Order is not applicable to the Company and hence not commented upon.

d) During the year the company has not granted any loans or advances which are overdue for period more than 90 days. Accordingly, the requirement to report on clause 3(iii)(d) of the Order is not applicable to the Company and hence not commented upon.

e) During the year the company has not granted any loans or advances in the nature of loans which have fallen due during the year. Accordingly, the requirement to report on clause 3(iii)(e) of the Order is not applicable to the Company and hence not commented upon.

f) During the year the company has not granted any loans or advances in the nature of loans which are repayable on demand or without specifying any terms or period of repayment. Accordingly, the requirement to report on clause 3(iii)(f) of the Order is not applicable to the Company and hence not commented upon.

(iv)

a) According to information and explanations given to us and in our opinion, the Company has not advanced loans to Directors/Company in which the director is interested to which the provisions of Section 185 of the Companies Act, 2013 apply and hence not commented upon.

b) According to the information and explanation given to us and in our opinion, the Company has not made investment and given guarantee / provided security which falls under the purview of section 186 of the Companies Act, 2013 and hence not commented upon.

(v) According to the information and explanations given to us, the Company has not accepted deposits during the year and does not have any unclaimed deposits as at 31st March, 2026 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.

(vi) As per the information and explanation given to us, the maintenance of cost records specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, is not applicable to the Company and hence not commented upon.

(vii)

a) The Company is regular in depositing undisputed statutory dues including Income-tax, Goods & Service Tax, Cess and any other material statutory dues applicable to it with the appropriate authorities.

There were no undisputed amounts payable in respect of Taxes and cess and any other material statutory dues in arrears, as at 31st March, 2026 for a period of more than six months from the date they became payable, except the following:

Name of the Statute	Nature of Dues	Amount (in Rs.)	Period to which demand relates	Date of demand	Date of Payment
Income Tax Act, 1961	Outstanding demand u/s 143(1)a	47.75 /-	AY 2023 – 24	21-May-24	Unpaid till date
Income Tax Act, 1961	Outstanding demand u/s 143(1)a	6.71 /-	AY 2022-23	07-Aug-24	Unpaid till date
Income Tax Act, 1961	Interest on Payments default u/s 201	0.17 /-	FY 2023-24	Various Dates	Unpaid till date
Income Tax Act, 1961	Interest on Payments default u/s 201	0.08 /-	FY 2021 - 22	Various Dates	Unpaid till date
Income Tax Act, 1961	Late Filing fee u/s 234E	0.25 /-	FY 2023-24	Various Dates	Unpaid till date
Income Tax Act, 1961	Late Filing fee u/s 234E	0.73 /-	FY 2021 – 22	Various Dates	Unpaid till date
Professional Tax Act, 1975 Maharashtra	Non-payment of Professional Tax	0.09 /-	FY 2022-23	Various Dates	Unpaid till date
Goods & Service Tax	Excess ITC availed in GSTR3B /GSTR9 (ASMT 10)	59.12 /-	FY 2023-24	22/01/2026	Unpaid till date (No reply filed by the company)

b) The Company does not have any disputed statutory dues outstanding for more than six months.

(viii) No transactions have been recorded in the books of account which has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961), Accordingly, clause 3(viii) of the Order is not applicable to the Company.

(ix)

a) The Company has defaulted in repayment of loan from Capital India Finance Ltd. and in the payment of interest thereon.

Nature of Borrowings Including Debt Securities	Name of Lender	Month / Period	Amount Not paid On Due Date (EMI Amount)	Whether Principal or Interest	No of days delay or Unpaid	Remarks, if any
Loan	Capital India Finance Ltd	April-25	1.47 /-	Both	51 Days	Delay in payment
Loan	Capital India Finance Ltd	May-25	1.47 /-	Both	51 Days	Delay in payment
Loan	Capital India Finance Ltd	June-25	1.47 /-	Both	67 days	Delay in payment
Loan	Capital India Finance Ltd	July-25	1.47 /-	Both	82 days	Delay in payment
Loan	Capital India Finance Ltd	August-25	1.47 /-	Both	82 days	Delay in payment

b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.

c) During the year the company has not availed any term loans. Accordingly, reporting under clause 3(ix)(d) of the Order in not applicable to Company.

d) On an overall examination of the financial statements of the Company, no funds were raised on short term basis have been utilized for long term purpose. Accordingly reporting under clause 3 (ix)(d) of the Order is not applicable to the Company.

e) The Company does not have any subsidiary, associate or joint venture. Accordingly, the requirement to report on clause 3(ix)(e) of the Order is not applicable to the Company and hence not commented upon.

f) The Company does not have any subsidiary, associate or joint venture. Accordingly, the requirement to report on Clause 3(ix)(f) of the Order is not applicable to the Company.

(x)

a) According to the information and explanations given to us, the Company has not raised any money by way of Initial Public Offer or Further Public Offer (including debt instruments) during the year. Accordingly, paragraph 3(x)(a) of the Order is not applicable to the Company and hence, not commented upon.

b) According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year Accordingly, paragraph 3(x)(b) of the Order is not applicable to the Company and hence, not commented upon.

(xi)

a) To the best of our knowledge and according to the information and explanations given to us, no material fraud by the Company or on the Company has been noticed or reported during the year.

b) Since, no material fraud by the Company or on the Company has been noticed or reported during the year, therefore, no reporting under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government;

c) According to the information and explanations given to us, the Company has not received any whistle-blower complaints, hence, the provisions of the clause 3 (xi)(c) of the Order are not applicable to the Company.

(xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Consequently, provisions of clause 3(xii) of the Order are not applicable to the Company and hence, not commented upon.

(xiii) In our opinion and according to the information and explanations given to us, transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details of related party transactions have been disclosed in the Financial Statements, as required by the applicable Indian Accounting Standards.

(xiv)

a) According to the information and explanations given to us, the Company does not have an appropriate Internal Audit System commensurate with the size and nature of its business;

b) The Internal Auditor of the company has resigned in the current year and thus reports of the Internal Auditors were not provided to the Statutory Auditor and therefore we cannot comment upon the same.

(xv) According to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or persons connected with him and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

(xvi)

a) According to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, paragraph 3(xvi)(a) of the Order is not applicable to the Company and hence, not commented upon.

b) The company has not conducted any Non-Banking Financial activities during the reporting year and hence, the provisions of the clause 3 (xvi)(b) of the Order is not applicable to the Company.

c) The company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, provisions of clause 3(xvi)(c) of the Order is not applicable to the Company and hence, not commented upon.

d) Since the company is not a Core Investment Company (CIC), the provisions of clause 3(xvi)(d) of the Order is not applicable to the Company and hence, not commented upon.

(xvii) The Company has incurred Cash Losses of Rs. 483.63 /- lakhs during the year and Rs. 140.99 /- lakhs in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year under review.

(xix) On the basis of the Financial Ratios, Ageing, Expected dates of realization of Financial Assets and Payment of Financial Liabilities, Other information accompanying the Financial Statements, the Auditor's Knowledge of the Board of Directors and Management Plans, we are of the opinion that no material uncertainty exists as on the date of the Audit Report that Company is capable of meeting its liabilities existing at the date of Balance Sheet as and when they fall due within a period of one year from the Balance Sheet date.

(xx) Since, the provisions of Corporate Social Responsibility under section 135 of the Companies Act, 2013 are not applicable to the Company; there is no reporting requirement under clause 3(xx) of the Order.

(xxi) Since, there are no Group Companies, there is no requirement for preparing Consolidated Financial Statements and reports thereon. Accordingly, the provisions of clause 3(xxi) of the Order are not applicable to the Company and hence not commented upon.

For Motilal & Associates LLP
(A member firm of M A R C K S Network)
Chartered Accountants
ICAI FRN: 106584W/W100751
UDIN: 26179547SVKPXU7367

Sd/-
Rishabh Jain
(Partner)
ICAI MRN: 179547
Place: Mumbai
Date: 23rd June, 2026

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2(g) under Report on Other Legal and Regulatory Requirements section of our report to the members of Sparc Electrex Limited (Formerly Known as Sparc Systems Limited) of even date)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Sparc Electrex Limited (Formerly Known as Sparc Systems Limited) ("the Company") as of 31st March, 2026 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

Except for the effects of the matter described in the Basis for Qualified Opinion paragraph in Independent Auditors Report, in our opinion, to the best of our information and according to the explanation given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2026, based on the internal control over financial reporting

criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Motilal & Associates LLP
(A member firm of M A R C K S Network)
Chartered Accountants
ICAI FRN: 106584W/W100751
UDIN: 26179547SVKPXU7367

Sd/-
Rishabh Jain
(Partner)
ICAI MRN: 179547
Place: Mumbai
Date: 23rd June, 2026

SPARC ELECTREX LIMITED

CIN: L31100MH1989PLC053467

BALANCE SHEET AS AT MARCH 31, 2026

(Amount in Lakhs)

Particulars	Note No.	As at March 31, 2026	As at March 31, 2025
ASSETS			
A) Non-current assets			
a) Property, Plant and Equipment	2	3.58	109.83
b) Capital Work in-Progress		-	-
c) Financial Assets		-	-
d) Deferred Tax Assets (Net)	3	-	-
e) Other Non - current Asset	4	190.00	190.00
Total Non -current assets		**193.58**	**299.83**
B) Current assets			
a) Inventories	5	15.93	301.70
b) Financial Assets		-	-
i) Investment		-	-
ii) Trade receivables	6	1,108.87	943.89
iii) Cash and cash equivalents	7	24.77	91.61
iv) Other Bank Balances		-	-
v) Loan		-	-
vi) Others Financial Assets	8	27.87	27.90
c) Current Tax Assets (net)	9	9.33	7.82
d) Other current assets	10	7.03	522.30
Total Current assets		**1,193.80**	**1,895.21**
Non-Current Assets Classified as Held for Sale	2(a)	**-**	**-**
Total Assets		**1,387.38**	**2,195.04**
EQUITY AND LIABILITIES			
EQUITY			
a) Equity Share Capital	11	1,963.55	1,963.55
b) Other Equity	12	659.85	1,106.03
c) Call Money Pending for Received		(1,358.42)	(1,358.42)
Total Equity		**1,264.98**	**1,711.16**
LIABILITIES			
A) Non-current liabilities			
a) Long Term Borrowings	13	-	80.83
b) Provisions		-	-
c) Deferred Tax Liabilities (Net)	3	-	-
d) Other non-current liabilities		-	-
Total Non-current liabilities		**-**	**80.83**
B) Current liabilities			
a) Financial Liabilities			
i) Short Term Borrowings	14	11.95	15.22
ii) Trade payables	15	42.93	248.07
iii) Other financial liabilities	16	63.36	82.66
b) Other Current Liabilities	17	4.16	57.11
Total Current liabilities		**122.41**	**403.05**
Total Equity and Liabilities		**1,387.38**	**2,195.04**

The accompanying notes 1 to 45 are an integral part of the Standalone Financial Statements

In terms of our report of even date
For Motilal & Associates LLP
(Formerly Motilal & Associates)
Chartered Accountants
FRN: 106584W/W100751

Sd/-
CA. Rishabh M Jain
(Partner)
Mem No. 179547

Place: Mumbai
Date: June 23, 2026

For and on behalf of the Board of Directors
Sparc Electrex Limited

Sd/-
Shobhit G Hegde
(MD & CFO)
DIN: 02211021

Sd/-
Ravikumar Channappa
(Director)
DIN: 06595061

Sd/-
Niki Singh
(Company Secretary, Mem No. A76031)

SPARC ELECTREX LIMITED

CIN: L31100MH1989PLC053467

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED MARCH 31, 2026

(Amount in Lakhs)

Particulars	Note No.	For the Year Ended March 31, 2026	For the Year Ended March 31, 2025
Continuing Operations			
Income			
Revenue From Operations	18	28.29	366.10
Other Income and Other Gains/(Losses)	19	44.78	-
Total Revenue		**73.07**	**366.10**
Expenditure			
Cost of Material Consumed	20	132.31	137.22
Change in Inventory	21	153.47	(140.74)
Purchases for Trading Items	22	51.29	346.85
Employee benefits expenses	23	5.96	7.71
Depreciation and amortization expenses	24	0.01	0.01
Finance costs	25	7.32	11.04
Other expenses	26	168.89	156.06
Total expenses		**519.25**	**518.14**
Profit / (Loss) before exceptional items and tax		**(446.18)**	**(152.04)**
Exceptional items:		-	-
Tax expense:			
(1) Current tax		-	-
(2) Deferred tax		-	-
(3) MAT Credit Entitlement /(utilizations)		-	-
(4) Short / (Excess) provision for tax of earlier years		-	-
Total tax expenses		**-**	**-**
Profit / (Loss) for the year after tax		**(446.18)**	**(152.04)**
Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
- Remeasurements of net defined benefit Plans (net of tax)		-	-
- Items that will be reclassified to profit or loss		-	-
- Items that may be reclassified to profit or loss		-	-
Other Comprehensive Income for the Year		**-**	**-**
Total Comprehensive Income for the year		**(446.18)**	**(152.04)**
Earnings per equity share: (in Rs)			
Equity shares of Par value of Rs. 10 /-each			
Basic	27	(4.45)	(1.52)
Diluted	27	(2.28)	(0.78)

The accompanying notes 1 to 45 are an integral part of the Standalone Financial Statements

In terms of our report of even date
For Motilal & Associates LLP
(Formerly Motilal & Associates)
Chartered Accountants
FRN: 106584W/W100751

Sd/-
CA. Rishabh M Jain
(Partner)
Mem No. 179547

Place: Mumbai
Date: June 23, 2026

For and on behalf of the Board of Directors
Sparc Electrex Limited

Sd/-
Shobhit G Hegde
(MD & CFO)
DIN: 02211021

Sd/-
Ravikumar Channappa
(Director)
DIN: 06595061

Sd/-
Niki Singh
(Company Secretary, Mem No. A76031)

SPARC ELECTREX LIMITED

CIN: L31100MH1989PLC053467

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2026

(Amount in Lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
Operating activities		
Profit Before Tax	(446.18)	(152.04)
Adjustments to reconcile profit before tax to net cash inflow		
Depreciation and amortization	0.01	0.01
Interest income	-	-
Interest Paid	7.32	11.04
Profit on sale of fixed assets	(44.78)	-
	(483.63)	**(140.99)**
Working capital adjustments :-		
(Increase) / Decrease in Trade and Other Receivables	(164.99)	5.98
(Increase) / Decrease in Inventories	285.77	(3.53)
(Increase) / Decrease in Other Current Assets	515.27	(277.68)
(Increase) / Decrease in Other Financial Assets	0.03	-
(Increase) / Decrease in Other Non-Current Assets	-	-
Increase / (Decrease) in Trade and Other Payables	(205.14)	101.26
Increase / (Decrease) in Other Financial Liabilities	(19.30)	4.48
Increase / (Decrease) in Other Current Liabilities	(52.94)	21.07
Increase / (Decrease) in Current Tax Asset	(1.51)	-
Cash generated from operations	**(126.43)**	**(289.41)**
Direct taxes paid (Net off Refund)	**-**	**-**
Net cash flow from operating activities	**(126.43)**	**(289.41)**
Investing activities		
Purchase of Property, Plant and Equipment	-	-
Sale of Property	151.00	-
Interest received	-	-
Net cash flow used in investing activities	**151.00**	**-**
Financing activities		
Proceeds from Borrowings (Net)	(84.09)	(3.80)
Received against Eq. Share Capital Issued	-	236.79
Interest paid	(7.32)	(11.04)
Net cash flow from financing activities	**(91.41)**	**221.95**
Increase in cash and cash equivalents	**(66.84)**	**(67.46)**
Cash and cash equivalents at the beginning of the year	91.61	159.07
Cash and cash equivalents at the end of the year	**24.77**	**91.61**

Particulars	For the Year Ended 31.03.2026	For the Year Ended 31.03.2025
Cash in Hand	22.38	75.31
Bank Balances		
- In Current Accounts	2.39	16.30
	24.77	**91.61**

In terms of our report of even date
For Motilal & Associates LLP
(Formerly Motilal & Associates)
Chartered Accountants
FRN: 106584W/W100751

Sd/-
CA. Rishabh M Jain
(Partner)
Mem No. 179547

Place: Mumbai
Date: June 23, 2026

For and on behalf of the Board of Directors
Sparc Electrex Limited

Sd/-
Shobhit G Hegde
(MD & CFO)
DIN: 02211021

Sd/-
Ravikumar Channappa
(Director)
DIN: 06595061

Sd/-
Niki Singh
(Company Secretary, Mem No. A76031)

ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

Note 1

A. CORPORATE INFORMATION:

SPARC ELECTREX LIMITED (Formally Known as Sparc Systems Limited) ('the Company') is in business of Manufacturing of Electronic Equipments Power Tools and Trading. The Company is a public limited company incorporated in India and has its registered office at Mumbai, Maharashtra, India. The Company has its primary listing in BSE Ltd.

B. SIGNIFICANT ACCOUNTING POLICIES:

1 Basis of preparation and presentation

These financial statements have been prepared in accordance with Indian Accounting standards (hereinafter referred to as the 'Ind-AS') notified by the Ministry of Corporate Affairs under section 133 of the Companies Act, 2013 (Act) read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 (as amended) and the relevant provisions of the Act.

Accordingly, the Company has prepared these Financial Statements which comprise the Balance Sheet as at 31 March, 2026, the Statement of Profit and Loss for the year ended 31 March 2026. the Statement of Cash Flows for the year ended 31 March 2026 and the Statement of Changes in Equity for the year ended as on that date, and accounting policies and other explanatory information (together hereinafter referred to as "financial statements).

These Financial Statements were approved by the Board of Directors and authorised for issue on, **June 2026.**

The financial statements have been prepared on an accrual system, based on the principle of going concern and under the historical cost convention, unless otherwise stated.

The Financial Statements have been presented in Indian Rupees (INR), which is the Company's functional currency. All financial information presented in INR has been rounded off to the nearest rupee, unless otherwise stated.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

C. USE OF ESTIMATES:

The preparation of the financial statements, in conformity with the Ind AS, requires the management to make estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities and disclosure of contingent liabilities the date of financial statements and the results of operation during the reported period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates which are recognised in the period in which they are determined.

(i) Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

(ii) Deferred tax assets

In assessing the realisability of deferred income assets, management considers whether some portion or all of the deferred income tax assets will not be realized. The ultimate realization of deferred income tax assets is dependent upon the generation of future taxable income during the periods in which the temporary differences become deductible. Management considers the scheduled reversals of deferred income tax liabilities, projected future taxable income, and tax planning strategies in making this assessment. Based on the level of historical taxable income and projections future taxable income over the periods in which the deferred income assets are deductible, management believes that the Company will not recognize Deferred tax asset since it is not probable that taxable profit will be available in future against which the deductible temporary difference can be utilised.

(iii) Provisions

Provisions and liabilities are recognised in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash flow can be reliably estimated. The timing of recognition and quantification of the liability require application of judgement to the existing facts and circumstances which can be subject to change. The carrying amounts of provisions and liabilities are reviewed regularly and revised to take account of changing the facts and circumstances.

D. PROPERTY, PLANT AND EQUIPMENT

(i) Tangible Assets

Property, Plant and Equipment are stated at cost of acquisition including attributable interest and finance costs, if any, till the date of acquisition/ installation of the assets less accumulated depreciation and accumulated impairment losses, if any. Subsequent expenditure relating to Property, Plant and Equipment is capitalised only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance costs are charged to the Statement of Profit and Loss as incurred. The cost and related accumulated depreciation are eliminated from the financial statements, either on disposal or when retired from active use and the resultant gain or loss are recognised in the Statement of Profit and Loss.

Capital work-in-progress, representing expenditure incurred in respect of assets under development and not ready for their intended use, are carried at cost. Cost includes related acquisition expenses, construction cost, related borrowing cost and other direct expenditure.

(ii) Intangible Assets

Intangible assets includes software which are not integral part of the hardware are stated at cost less accumulated amortisation. Intangible assets under development represents expenditure incurred in respect of software under development and are carried at cost.

Assets acquired but not ready for use are classified under Capital work-in-progress or intangible assets under development, as the case may be.

E. DEPRECIATION AND AMORTISATION:

The depreciation on Fixed Assets is provided on straight line method, in accordance with the Schedule II to the Companies Act, 2013. The depreciation on Assets added during the year has been provided on pro-rata basis with reference to the date on which the assets were put to use. No depreciation has been provided on the fixed assets, which have not been put to use during the year end.

F. FINANCIAL INSTRUMENTS:

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(i) Financial Assets

Initial Recognition

In the case of financial assets not recorded at fair value through profit or loss (FVPL), financial assets are recognised initially at fair value plus transaction costs that are directly attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent Measurement

For purposes of subsequent measurement, financial assets are classified in following categories:

Financial Assets at Amortised Cost (AC)

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business model with an objective to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Interest income from these financial assets is included in finance income using the effective interest rate ("EIR") method. Impairment gains or losses arising on these assets are recognised in the Statement of Profit and Loss.

Financial Assets Measured at Fair Value

Financial assets are measured at fair value through OCI if these financial assets are held within a business model with an objective to hold these assets in order to collect contractual cash flows or to sell these financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in the Statement of Profit and Loss.

Financial asset not measured at amortised cost or at fair value through OCI is carried at FVTPL.

G. IMPAIRMENT OF FINANCIAL ASSETS:

In accordance with Ind AS 109, the Company applies the Expected Credit Loss ("ECL") model for measurement and recognition of impairment loss on financial assets and credit risk exposures.

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. Simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECL at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

ECL is the difference between all contractual cash flows that are due to the group in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL impairment loss allowance (or reversal) recognised during the period is recognised as income/ expense in the Statement of Profit and Loss.

H. DE-RECOGNITION OF FINANCIAL ASSETS:

The Company de-recognises a financial asset only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all risks and rewards of ownership of the asset to another entity.

If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognizes its retained interest in the assets and an associated liability for amounts it may have to pay.

If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

b) Equity Instruments and Financial Liabilities

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments which are issued for cash are recorded at the proceeds received, net of direct issue costs. Equity instruments which are issued for consideration other than cash are recorded at fair value of the equity instrument.

I. FINANCIAL LIABILITIES:

(i) Initial Recognition

Financial liabilities are classified, at initial recognition, as financial liabilities at FVPL, loans and borrowings and payables as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

(ii) Subsequent Measurement

The measurement of financial liabilities depends on their classification, as described below.

Financial liabilities at FVPL

Financial liabilities at FVPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as at FVPL. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Gains or losses on liabilities held for trading are recognised in the Statement of Profit and Loss.

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation. Amortisation is recognised as finance income in the Statement of Profit and Loss.

Financial liabilities at amortised cost

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognised over the term of the borrowings in the Statement of Profit and Loss.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Profit and Loss.

(iii) De-recognition of Financial Liabilities

Financial liabilities are de-recognised when the obligation specified in the contract is discharged, cancelled or expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as de-recognition of the original liability and recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

(iv) Offsetting Financial Instruments

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis to realise the assets and settle the liabilities simultaneously.

J. IMPAIRMENT OF NON-FINANCIAL ASSETS:

As at each Balance Sheet date, the Company assesses whether there is an indication that a non-financial asset may be impaired and also whether there is an indication of reversal of impairment loss recognised in the previous periods. If any indication exists, or when annual impairment testing for an asset is required, the Company determines the recoverable amount and impairment loss is recognised when the carrying amount of an asset exceeds its recoverable amount.

Recoverable amount is determined:

- In case of an individual asset, at the higher of the assets' fair value less cost to sell and value in use; and
- In case of cash generating unit (a group of assets that generates identified, independent cash flows), at the higher of cash generating unit's fair value less cost to sell and value in use.

In assessing value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specified to the asset. In determining fair value less cost to sell, recent market transactions are taken into account. If no such transaction can be identified, an appropriate valuation model is used.

Impairment losses of continuing operations, including impairment on inventories, are recognised in the Statement of Profit and Loss, except for properties previously revalued with the revaluation taken to OCI. For such properties, the impairment is recognised in OCI up to the amount of any previous revaluation.

When the Company considers that there are no realistic prospects of recovery of the asset, the relevant amounts are written off. If the amount of impairment loss subsequently decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, then the previously recognised impairment loss is reversed through the Statement of Profit and Loss.

K. TRADE RECEIVABLES:

A receivable is classified as a 'trade receivable' if it is in respect of the amount due on account of goods sold or services rendered in the normal course of business. Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the EIR method, less provision for impairment.

L. TRADE PAYABLES:

A payable is classified as a 'trade payable' if it is in respect of the amount due on account of goods purchased or services received in the normal course of business. These amounts represent liabilities for goods and services provided to the Company prior to the end of the financial year which are unpaid. These amounts are unsecured and are usually settled as per the payment terms stated in the contract. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the EIR method.

M. EARNINGS PER SHARE:

Basic earnings per share is computed by dividing the net profit or loss for the period attributable to the equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other

than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources.

Diluted earnings per share is computed by dividing the net profit or loss for the period attributable to the equity shareholders of the Company and weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares).

N. CASH AND CASH EQUIVALENTS:

Cash and cash equivalents in the Balance Sheet comprises of cash at banks and on hand and short-term deposits with an original maturity of three month or less, which are subject to an insignificant risk of changes in value.

O. BORROWING COSTS:

Borrowing costs consist of interest and other costs that the Company incurs in connection with the borrowing of funds. Also, the EIR amortisation is included in finance costs.

Borrowing costs relating to acquisition, construction or production of a qualifying asset which takes substantial period of time to get ready for its intended use are added to the cost of such asset to the extent they relate to the period till such assets are ready to be put to use. All other borrowing costs are expensed in the Statement of Profit and Loss in the period in which they occur.

P. REVENUE RECOGNITION:

i) Revenue is recognized when all significant risks and rewards of ownership of the goods are passed on to the buyer and no significant uncertainty exists as to its realization or collection.
ii) Revenue from sale of good is recognized on delivery of the products, when all significant contractual obligation have been satisfied, the property in the goods is transferred for a price, significant risks, reward and no effective control.
iii) Interest Income is recognized on a time proportion basis by reference to the principal outstanding and at the interest rate applicable.

Q. FOREIGN CURRENCY TRANSACTIONS:

a. Initial Recognition

Foreign currency transactions are initially recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction. However, for practical reasons, the Company uses a monthly average rate if the average rate approximate the actual rate at the date of the transactions.

b. Conversion

Monetary assets and liabilities denominated in foreign currencies are reported using the closing rate at the reporting date. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

c. Treatment of Exchange Difference

Exchange differences arising on settlement/ restatement of short-term foreign currency monetary assets and liabilities of the Company are recognised as income or expense in the Statement of Profit and Loss except those arising from investment in Non-Integral operations.

R. INVENTORIES:

Inventories are valued at cost or net realizable value whichever is lower. Cost of property under construction held as inventory includes cost of purchases, construction cost, and other cost incurred in bringing the properties to their present location and condition

S. PROVISIONS AND CONTINGENT LIABILITIES AND ASSETS:

A provision is recognised when the Company has a present obligation (legal or constructive) as a result of past events and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, in respect of which a reliable estimate can be made of the amount of obligation. Provisions (excluding gratuity and compensated absences) are determined based on management's estimate required to settle the obligation at the Balance Sheet date. In case the time value of money is material, provisions are discounted using a current pre-tax rate that reflects the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost. These are reviewed at each Balance Sheet date and adjusted to reflect the current management estimates.

Contingent liabilities are disclosed in respect of possible obligations that arise from past events, whose existence would be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the

Company. A contingent liability also arises, in rare cases, where a liability cannot be recognised because it cannot be measured reliably.

Contingent asset is not recognised unless it becomes virtually certain that a flow of economic benefits will arise.

T. EMPLOYEE BENEFITS:

i) Defined Contribution Plan

Contributions to defined contribution schemes such as provident fund, employees' state insurance, labour welfare are charged as an expense based on the amount of contribution required to be made as and when services are rendered by the employees. The above benefits are classified as Defined Contribution Schemes as the Company has no further obligations beyond the monthly contributions.

ii) Defined Benefit Plan

The Company also provides for gratuity which is a defined benefit plan, the liabilities of which are determined based on valuations, as at the balance sheet date, made by an independent actuary using the projected unit credit method. Re-measurement, comprising of actuarial gains and losses, in respect of gratuity are recognised in the OCI, in the period in which they occur. Re-measurement recognised in OCI are not reclassified to the Statement of Profit and Loss in subsequent periods. Past service cost is recognised in the Statement of Profit and Loss in the year of plan amendment or curtailment. The classification of the Company's obligation into current and non-current is as per the actuarial valuation report.

iii) Leave entitlement and compensated absences

Accumulated leave which is expected to be utilised within next twelve months, is treated as short-term employee benefit. Leave entitlement, other than short term compensated absences, are provided based on actuarial valuation, similar to that of gratuity benefit. Re-measurement, comprising of actuarial gains and losses, in respect of leave entitlement are recognised in the Statement of Profit and Loss in the period in which they occur.

iv) Short-term Benefits

Short-term employee benefits such as salaries, wages, performance incentives etc. are recognised as expenses at the undiscounted amounts in the Statement of Profit and Loss of the period in which the related service is rendered. Expenses on non-accumulating compensated absences are recognised in the period in which the absences occur.

v) Termination benefits

Termination benefits are recognised as an expense as and when incurred.

U. ACCOUNTING FOR TAXES OF INCOME:

i) Current Taxes

Current income tax is recognised based on the estimated tax liability computed after taking credit for allowances and exemptions in accordance with the Income Tax Act, 1961. Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

ii) Deferred Taxes

Deferred tax is determined by applying the Balance Sheet approach. Deferred tax assets and liabilities are recognised for all deductible temporary differences between the financial statements' carrying amount of existing assets and liabilities and their respective tax base. Deferred tax assets and liabilities are measured using the enacted tax rates or tax rates that are substantively enacted at the Balance Sheet date. The effect on deferred tax assets and liabilities of a change in tax rates is recognised in the period that includes the enactment date. Deferred tax assets are only recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised. Such assets are reviewed at each Balance Sheet date to reassess realisation.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

iii) Minimum Alternative Tax

The Company has obtaining the Section 115BAA as per Income Tax hence, MAT is not applicable. The company has also reversed all the MAT credit of Previous Years as Expenses / Income as obtained tax regime under Section 115BAA of Income Tax Act.

SPARC ELECTREX LIMITED

CIN: L31100MH1989PLC053467

NOTES FORMING PART TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2026

(Amount in Lakhs)

Note 2: Property, Plant & Equipment

Particulars	Factory Building	Plant & Machinery	Furniture & Fixtures	Dies and Molds	Computer	Total
Year Ended March 31, 2026						
Gross Carrying Amount						
Opening Gross Carrying Amount	106.23	67.45	5.32	9.68	0.44	**189.10**
Additions	-	-	-	-		**-**
Disposals	(106.23)	-	-	-	-	**(106.23)**
Transfers/ Reclassified	-	-	-	-	-	**-**
Closing Gross Carrying Amount	**-**	**67.45**	**5.32**	**9.68**	**0.44**	**82.87**
Accumulated Depreciation & Impairment						
Opening Accumulated Depreciation	-	64.19	5.05	9.62	0.41	**79.28**
Depreciation charge during the year	-	0.01	-	-	-	**0.01**
Disposals	-	-	-	-	-	**-**
Transfers/Reclassified	-	-	-	-	-	**-**
Closing Accumulated Depreciation & Impairment	**-**	64.20	**5.05**	**9.62**	**0.41**	**79.29**
Net Carrying Amount	**-**	**3.24**	**0.27**	**0.05**	**0.02**	**3.58**

Particulars	Factory Building	Plant & Machinery	Furniture & Fixtures	Dies and Molds	Computer	Total
Year Ended March 31, 2025						
Gross Carrying Amount						
Opening Gross Carrying Amount	106.23	67.45	5.32	9.68	0.44	**189.10**
Additions	-	-	-	-		**-**
Disposals	-	-	-	-	-	**-**
Transfers/ Reclassified	-	-	-	-	-	**-**
Closing Gross Carrying Amount	**106.23**	**67.45**	**5.32**	**9.68**	**0.44**	**189.10**
Accumulated Depreciation & Impairment						
Opening Accumulated Depreciation	-	64.18	5.05	9.62	0.41	**79.27**
Depreciation charge during the year	-	0.01	-	-	-	**0.01**
Disposals	-	-	-	-	-	**-**
Transfers/Reclassified	-	-	-	-	-	**-**
Closing Accumulated Depreciation & Impairment	**-**	64.19	**5.05**	**9.62**	**0.41**	**79.28**
Net Carrying Amount	**106.23**	**3.25**	**0.27**	**0.05**	**0.02**	**109.83**

Note 3: Deferred Tax Assets (Net)	As at March 31, 2026	As at March 31, 2025
Deferred Tax Asset	-	-
Total Deferred Tax Assets	**-**	**-**

Note 4: Other Non-Current Assets	As at March 31, 2026	As at March 31, 2025
Capital Advances	385.00	385.00
Provision for Foreseeable Losses	(195.00)	(195.00)
Total Deferred Tax Assets	**190.00**	**190.00**

Note 5: Inventories	As at March 31, 2026	As at March 31, 2025
Raw materials and consumable items	15.93	148.24
Finished Goods - Trading Item	-	153.47
Total	**15.93**	**301.70**

Note 6: Trade Receivables	As at March 31, 2026	As at March 31, 2025
Overdue for a period exceeding six months		
Unsecured Considered Good	1,108.87	997.09
Others		
Trade Receivables (Unsecured and Considered Good) #	-	54.05
Less : Provision for Bad debts / ECL Provision		(107.25)
Total Deferred Tax Assets	**1,108.87**	**943.89**

includes Rs. 357.30 lakhs/- (Previous year Rs.306.26 lakhs) to related party M/s Electrex International Private Limited

Ageing of Trade Receivables - As on 31-03-2026:

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 years	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade Receivables- considered goods	13.82	150.66	236.39	708.00	-	**1,108.87**
Undisputed Trade Receivables- considered doubtful	-	-	-	-	-	-
Disputed Trade Receivables- considered goods	-	-	-	-	-	-
Disputed Trade Receivables- considered doubtful	-	-	-	-	-	-

Ageing of Trade Receivables - As on 31-03-2025:

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 years	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade Receivables- considered goods	54.05	193.18	712.41	91.51	-	**1,015.14**
Undisputed Trade Receivables- considered doubtful	-	-	-	-	-	-
Disputed Trade Receivables- considered goods	-	-	-	-	-	-
Disputed Trade Receivables- considered doubtful	-	-	-	-	-	-

Note 7: Cash & Cash Equivalents	As at March 31, 2026	As at March 31, 2025
Balance with Banks		
- Current Accounts	2.39	16.30
Cash on Hand	22.38	75.31
Other Bank Balances		
- In Deposit Accounts	-	-
Total Cash & Cash Equivalents	**24.77**	**91.61**

Note 8: Other Current Financial Assets	As at March 31, 2026	As at March 31, 2025
Deposits	27.87	27.90
Total	**27.87**	**27.90**

Note 9: Current Tax Assets (Net)	As at March 31, 2026	As at March 31, 2025
Advance Tax & TDS (Net of Provisions)	9.33	7.82
Total	**9.33**	**7.82**

Note 10: Other Current Assets	As at March 31, 2026	As at March 31, 2025
Unsecured, considered good		
- Advances given	-	38.50
Provision for Foreseeable Losses	-	(0.55)
Balance with Government Authorities	7.03	8.63
Advances to Creditors	-	475.72
Total	**7.03**	**522.30**

Note 11: Equity Share Capital	As at March 31, 2026	As at March 31, 2025
Authorised Capital		
2,00,00,000 Eq. Shares of Rs 10/- each	2,000.00	2,000.00
Total	**2,000.00**	**2,000.00**
Issued & Subscribed Capital		
1,95,56,000 Equity Shares of Rs 10/- each fully paid up	1,955.60	1,955.60
	1,955.60	**1,955.60**
Paid Up Capital		
1,00,23,225 Equity Shares of Rs. 10/- each Fully Paid-up	1,002.32	1,002.32
95,32,775 Equity Shares of Rs. 10/- each Partly Paid-up	953.28	953.28
Add: Forfeited Equity Shares	7.95	7.95
Total	**1,963.55**	**1,963.55**

a) Terms / rights attached to equity shares

The Company has only one class of equity shares having a par value of Rs. 10/- per share. Each holder of equity share is entitled to one vote per share.

In the event of liquidation of the Company, the holder of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

b) Reconciliation of the equity shares outstanding at the beginning and at the end of the reporting period:

Particulars	Equity Shares As on March 31, 2026		Equity Shares As on March 31, 2025	
	Number	Rs. In Lakhs	Number	Rs. In Lakhs
Shares outstanding at the beginning of the year	1,95,56,000	1,955.60	1,95,56,000	1,955.60
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	**1,95,56,000**	**1,955.60**	**1,95,56,000**	**1,955.60**

Particulars	Equity Shares As on March 31, 2026		Equity Shares As on March 31, 2025	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Shobhit G. Hegde	4	0.00%	4	0.00%
Shobha Anant Hegde	4,88,728	2.50%	6,04,060	3.09%
Electrex International Private Limited	46,98,526	24.03%	46,98,526	24.03%

** including partly paid-up shares*

c) Details of Shareholders holding more than 5% shares in the Company:

Particulars	Equity Shares As on March 31, 2026		Equity Shares As on March 31, 2025	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Ator Advisers Private Limited	14,98,819	7.66%	14,98,819	7.66%
Electrex International Private Limited	46,98,526	24.03%	46,98,526	24.03%

** including partly paid-up shares*

Note 12: Other Equity	As at March 31, 2026	As at March 31, 2025
Retained Earnings	659.85	1,106.03
Closing Balance	**659.85**	**1,106.03**
i) Security Premium	1,320.03	1,320.03
ii) Retained Earnings		
Balance as at the beginning of the year	(214.00)	(61.95)
Add/Less: Profit / (Loss) for the current year	(446.18)	(152.04)
Net surplus in the statement of profit and loss account	**(660.18)**	**(214.00)**

Nature and Purpose of Reserves:

Retained Earnings: Retained Earnings represents surplus/accumulated earnings of the Company and are available for distribution to shareholders.

Note 13: Long term Borrowings	As at March 31, 2026	As at March 31, 2025
Secured		
Loan against Property*	-	80.83
Total	**-**	**80.83**

* *Hypothecation against the Immovable Property (Andheri Gala)*

Note 14: Short term Borrowings	As at March 31, 2026	As at March 31, 2025
Unsecured		
- Inter Corporate Loan	4.03	4.70
- Loan from Directors / Relatives	7.92	5.05
- Current Maturity of Borrowing	-	5.46
Total	**11.95**	**15.22**

Note 15: Trade Payables	As at March 31, 2026	As at March 31, 2025
Due to Micro, Small & Medium enterprises	-	-
Others	42.93	248.07
Total	**42.93**	**248.07**

Ageing of Trade Payable as on 31.03.2026

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Particulars					
1) MSME	-	-	-	-	**-**
2) Others	5.03	24.50	4.22	9.18	**42.93**
3) Disputed dues- MSME	-	-	-	-	**-**
4) Disputed dues- Others	-	-	-	-	**-**
Total	**5.03**	**24.50**	**4.22**	**9.18**	**42.93**

Ageing of Trade Payable as on 31.03.2025

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Particulars					
1) MSME	-	-	-	-	**-**
2) Others	97.27	44.11	97.86	8.83	**248.07**
3) Disputed dues- MSME	-	-	-	-	**-**
4) Disputed dues- Others	-	-	-	-	**-**
Total	**97.27**	**44.11**	**97.86**	**8.83**	**248.07**

* The Information regarding Micro enterprises and Small enterprises has been determined to the extent such parties have been identified on the basis of information available with the company. This has been relied upon by the auditors. Interest paid during the year Rs. Nil (Previous year Rs. Nil).

Note 16: Other Financial Liabilities	As at March 31, 2026	As at March 31, 2025
Statutory Dues	10.96	9.75
Creditors for Expenses	4.18	24.69
Provision for Income Tax	48.22	48.22
Total	**63.36**	**82.66**

Note 17: Other Current Liabilities	As at March 31, 2026	As at March 31, 2025
Statutory Dues Payable	-	-
Advance from Customers	**4.16**	57.10
Total	**4.16**	**57.10**

Note 18: Revenue from Operations	For the year ended March 31, 2026	For the year ended March 31, 2025
Trading for Steel Items	0.20	133.98
Manufacturing Turnover - Electronic Equipments	28.09	232.12
Total Revenue from Operations	**28.29**	**366.10**

Note 19: Other Income and Other Gains/(Losses)	For the year ended March 31, 2026	For the year ended March 31, 2025
Interest Income on Deposits/Advances/ Loan	-	-
Profit on Sale of Fixed Assets	44.78	-
Provisions for Bad Advances (Write Back / Net)	-	-
Total	**44.78**	**-**

Note 20: Cost of Material Consumed	For the year ended March 31, 2026	For the year ended March 31, 2025
Opening Stock - Raw Material	148.24	285.45
Add : Purchase of Electronic Equipment's	-	-
Closing Stock - Raw Material	(15.93)	(148.24)
Total	**132.31**	**137.22**

Note 21: Change in Inventory	For the year ended March 31, 2026	For the year ended March 31, 2025
Closing Stock		
- Finished Goods - Trading	-	153.47
Opening Stock		
- Finished Goods - Trading	153.47	12.73
Total	**153.47**	**(140.74)**

Note 22: Purchases	For the year ended March 31, 2026	For the year ended March 31, 2025
Purchase	51.29	346.85
Total	**51.29**	**346.85**

Note 23: Employee Benefit Expense	For the year ended March 31, 2026	For the year ended March 31, 2025
Salary & Stipend	5.92	7.62
Staff welfare	0.04	0.09
Total	**5.96**	**7.71**

Note 24: Depreciation and amortization expenses	For the year ended March 31, 2026	For the year ended March 31, 2025
Depreciation on Property, Plant and Equipment	0.01	0.01
Total	**0.01**	**0.01**

Note 25: Finance Cost	For the year ended March 31, 2026	For the year ended March 31, 2025
Interest on loan	7.32	11.04
Total	**7.32**	**11.04**

Note 24: Other Expenses	For the year ended March 31, 2026	For the year ended March 31, 2025
Advertisement	0.70	1.18
Audit Fees	2.00	2.00
Bank Charges	0.23	0.78
Courier & Postage Charges	-	0.01
Listing & Custodian fees	4.59	5.76
Office & Misc. Expenses	2.38	1.33
Professional Fees	2.94	16.36
Rent, Rates & Taxes	3.44	7.63
Telephone Expenses	0.26	0.37
ECL Provision for Advances	42.00	-
Penalty / Late Filing Fees	-	0.25
Written Off	109.18	-
Custom Clearance Expenses	-	9.34
Forex Gain / Loss	-	0.72
Provision for Bad Debts	-	107.25
Transportation Charges	1.18	3.08
Total	**168.89**	**156.06**

Details of Payment to Auditors	For the year ended March 31, 2026	For the year ended March 31, 2025
For Statutory Audit Fees	2.00	2.00
Total Payment to Auditors	**2.00**	**2.00**

Note 27: Earning Per Share	For the year ended March 31, 2026	For the year ended March 31, 2025
Weighted average no. of shares outstanding during the period	100.23	100.23
Weighted average no. of Potential Equity shares outstanding during the year	100.23	100.23
Total no. of Potential Equity Share for calculating Diluted Earning Per share	195.56	195.56
Net Profit \ (Loss) after tax available for equity shareholders	(446.18)	(152.04)
Basic Earning per share (in Rs.)	(4.45)	(1.52)
Diluted Earnings per share (in Rs.)	(2.28)	(0.78)

Basics Earnings Per Share and Diluted Earnings Per Share are same as the Company has no Dilutive Potential Equity Shares.

Note 28: Disclosure regarding Related Party

Disclosure in accordance with Ind AS 24 – Related Party Disclosures during the year

i) Nature and Relationship of Related Parties

a) Directors, Key Management Personnel & Relatives of KMP

Names	Designation
Mr. Shobhit Ganesh Hegde	Managing Director & CFO
Mr. Suresh Vishwanathan	Executive Director
Mr. Ravikumar Channappa	Executive Director
Mr. Niraj Hareshbhai Variava	Independent Director
Mr. Ashok Chhaganbhai Patel	Independent Director
Ms. Sushmita Swarup Lunkad	Independent Director
Mr. Ashish Mishra *(Resigned on 24 Jan 2026)*	Company Secretary
Ms. Niki Singh *(Joined on 24.04.2026)*	Company Secretary

b) Entities in which Directors & Relatives of Directors holding Control and / or Joint Control		
Sr. No.	**Director's Name**	**Entity's Name**
1	Mr. Shobhit Ganesh Hegde	Electrex International Private Limited
2	Mr. Shobhit Ganesh Hegde	Electrex Power Tools Private Limited
3	Mr. Shobhit Ganesh Hegde	Anshoit Engineers Private Limited
4	Mr. Shobhit Ganesh Hegde	Mount Abu Holdings Private Limited
5	Suresh Vishwanathan	Ace Power Tools Private Limited
6	Mr. Shobhit Ganesh Hegde	Electrex Sale & Service

ii) Transactions with Related Parties during the year **(Amt in Lakhs)**

Relationship			
Particulars	**Nature of Transaction**	**March 31, 2026**	**March 31, 2025**
Ashish Mishra	CS Remuneration	1.10	1.98
Electrex International Pvt Ltd	Service Charge Income / Sales	2.39	186.76
Electrex International Pvt Ltd	Purchases	0.45	117.42
Electrex International Pvt Ltd	Others	49.09	-
Arya Hegde	Loan Taken	6.55	-
Arya Hegde	Loan Repaid	4.70	-
Ravi Kumar Channappa	Loan Taken	1.62	3.43
Ravi Kumar Channappa	Loan Repaid	5.26	3.63
Shobith Hegde	Loan Taken	1.95	-
Electrex Sale & Service	Advance for Goods	9.78	0.10
Electrex Sale & Service	Service Charge Income / Sales	5.51	1.00
Mount Abu Holdings Private Limited	Loan Taken	0.83	1.20
Adya Hegde	Loan Taken	-	2.95
Adya Hegde	Loan Repaid	7.00	-

iii) Closing Outstanding Balances of Related Parties **(Amt in Lakhs)**

Particulars	Nature	March 31, 2026	March 31, 2025
Electrex International Pvt Ltd	Sundry Debtors	357.30	306.26
Ace Power Tools Pvt Ltd	Unsecured Loan payable	2.00	2.00
Arya Hegde	Unsecured Loan payable	1.85	-
Adya Hegde	Loan Given	-	2.95
Adya Hegde	Unsecured Loan payable	4.05	-
Ravi Kumar Channappa	Unsecured Loan payable	(0.77)	2.86
Electrex Sale & Service	Advance for Goods	4.17	-
Electrex Sale & Service	Sundry Debtors	-	0.11
Shobith Hegde	Loan Taken	2.80	0.85
Mount Abu Holdings Private Limited	Unsecured Loan payable	2.03	1.20

Related Parties as disclosed by Management and relied upon by auditors.

Note 29: Segment Reporting

Sr. No.	Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
1	**Segment revenue**		
	(a) Manufacturing of Electrical Tools & Service	28.09	232.12
	(b) Trading	0.20	133.98
	Total Income	**28.29**	**366.10**
2	**Segment results profit / (loss) before tax and interest**		
	(a) Manufacturing of Electrical Tools & Service	(155.51)	19.46
	(b) Trading	(153.27)	3.31
	Total	**(308.78)**	**22.77**
	Less : Finance Cost	7.32	11.04
	Less : Other Un-allocable expenses	174.86	163.77
	Total	**(490.96)**	**(152.04)**
	Add: Other Un-allocable income	44.78	-
	Loss before exceptional items and tax	-	-
	Add/(less): Exceptional items- income/(expenses)	-	-
	Total profit/(loss) before tax	**(446.18)**	**(152.04)**
3	**Segment Assets**		
	(a) Manufacturing of Electrical Tools & Service	373.23	269.95
	(b) Trading	751.58	975.65
	Total Segment Assets	**1,124.80**	**1,245.60**
	Un-allocable Assets	262.57	949.44
	Total Assets	**1,387.38**	**2,195.04**
4	**Segment Liabilities**		
	(a) Manufacturing of Electrical Tools & Service	33.85	158.76
	(b) Trading	9.07	89.31
	Total Segment Liability	**42.92**	**248.07**
	Un-allocable Liability	79.48	235.81
	Total Liability	**122.40**	**483.88**
5	**Capital Employed**	**1,264.98**	**1,711.16**

Note: The Company operates in two segments as defined by IND AS 108.

Note 30: Financial instruments – Fair values and risk management

A. Accounting classification and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

(Rs. in Lakhs)

31st March, 2026	Carrying amount				Fair value			
	Mandatorily at FVTPL	FVTOCI – designated as such	Amortized Cost	Total	Level 1	Level 2	Level 3	Total
Financial assets								
Other Financial Assets	-	-	27.87	27.87	-	27.87	-	**27.87**
Trade receivables	-	-	1,108.87	1,108.87	-	1,108.87	-	**1,108.87**
Cash and cash equivalents	-	-	24.77	24.77	-	24.77	-	**24.77**
Total	**-**	**-**	**1,161.51**	**1,161.51**	-	**1,161.51**	-	**1,161.51**
Financial liabilities								
Borrowing	-	-	11.95	11.95	-	11.95	-	**11.95**
Trade Payables	-	-	42.93	42.93	-	42.93	-	**42.93**
Other Financial Liabilities	-	-	63.36	63.36	-	63.36	-	**63.36**
Total	**-**	**-**	**118.25**	**118.25**	-	**118.25**	-	**118.25**

31st March, 2025	Carrying amount				Fair value			
	Mandatorily at FVTPL	FVTOCI – designated as such	Amortized Cost	Total	Level 1	Level 2	Level 3	Total
Financial assets								
Other Financial Assets	-	-	27.90	27.90	-	27.90	-	**27.90**
Trade receivables	-	-	943.89	943.89	-	943.89	-	**943.89**
Cash and cash equivalents	-	-	91.61	91.61	-	91.61	-	**91.61**
Total	**-**	**-**	**1063.39**	**1063.39**	-	**1063.39**	-	**1063.39**
Financial liabilities								
Borrowing	-	-	96.04	96.04	-	96.04	-	**96.04**
Trade Payables	-	-	248.07	248.07	-	248.07	-	**248.07**
Other Financial Liabilities	-	-	82.66	82.66	-	82.66	-	**82.66**
Total	**-**	**-**	**426.77**	**426.77**	-	**426.77**	-	**426.77**

B. Measurement of fair values

Valuation techniques and significant unobservable inputs

The Fair Value of the Financial Assets & Liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following tables show the valuation techniques used in measuring Level 2 and Level 3 fair values, for financial instruments measured at fair value in the statement of financial position, as well as the significant unobservable inputs used.

Financial instruments measured at fair value

Type	Valuation Technique	Significant unobservable inputs	Inter-relationship between significant unobservable inputs and FVM
Mutual Funds	The fair values of investments in Mutual fund units is based on the net asset value ("NAV") as stated by the issuers of these mutual fund units in the published statements as at Balance Sheet date. NAV represents the price at which the issuer will issue further units of mutual fund and the price at which issuers will redeem such units from the investors.	Not applicable	Not applicable
Non-current financial assets and liabilities measured at amortized cost	Discounted cash flows: The valuation model considers the present value of expected receipt/payment discounted using appropriate discounting rates.	Not applicable	Not applicable

I. Fair value hierarchy

The fair values of the financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are
(a) Recognised and measured at fair value and,
(b) Measured at amortised cost and for which fair values are disclosed in the financial statements.

To provide an indication about the reliability of the inputs used in determining fair value, the company has classified its financial instruments into the three levels prescribed under the Indian accounting standard. An explanation of each level is as follows:

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. For example, listed equity instruments that have quoted market price.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in level 3.

II. Valuation techniques used to determine fair value

Significant valuation techniques used to value financial instruments include:

- The fair value of forward foreign exchange contracts is determined using forward exchange rates at the balance sheet date.
- Use of quoted market price or dealer quotes for similar instruments
- Using discounted cash flow analysis.

The fair values computed above for assets measured at amortised cost are based on discounted cash flows using a current borrowing rate. They are classified as level 2 fair values in the fair value hierarchy due to the use of unobservable inputs.

C. Financial Risk Management

C.i. Risk management framework

A wide range of risks may affect the Company's business and operational / financial performance. The risks that could have significant influence on the Company are market risk, credit risk and liquidity risk. The Company's Board of Directors reviews and sets out policies for managing these risks and monitors suitable actions taken by management to minimise potential adverse effects of such risks on the company's operational and financial performance.

C.ii. Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's trade and other receivables, cash and cash equivalents and other bank balances. To manage this, the Company periodically assesses financial reliability of customers, taking into account the financial condition, current economic trends and analysis of historical bad debts and ageing of accounts receivable. The maximum exposure to credit risk in case of all the financial instruments covered below is restricted to their respective carrying amount.

(a) Trade and other receivables from customers

Credit risk in respect of trade and other receivables is managed through credit approvals, establishing credit limits and monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in the credit risk on an on-going basis through each reporting period. To assess whether there is a significant increase in credit risk the Company compares the risk of default occurring on assets as at the reporting date with the risk of default as at the date of initial recognition. It considers reasonable and supportive forwarding-looking information such as:

i) Actual or expected significant adverse changes in business
ii) Actual or expected significant changes in the operating results of the counterparty
iii) Financial or economic conditions that are expected to cause a significant change to the counterparties ability to meet its obligation
iv) Significant changes in the value of the collateral supporting the obligation or in the quality of third party guarantees or credit enhancements

Financial assets are written off when there is a no reasonable expectations of recovery, such as a debtor failing to engage in a repayment plan with the Company. When loans or receivables have been written off, the Company continues to engage in enforcement activity to attempt to recover the receivable due, when recoverable are made, these are recognised as income in the statement of profit and loss.

The Company measures the expected credit loss of trade receivables and loan from individual customers based on historical trend, industry practices and the business environment in which the entity operates. Loss rates are based on actual credit loss experience and past trends. Based on the historical data, loss on collection of receivables is not material hence no additional provision considered.

Ageing of Accounts receivables: (Amt in Lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025
Neither Past due nor impaired	-	54.05
Past due but not impaired	-	-
Past due more than 180 days	1,108.87	997.09
Total	**1,108.87**	**1,051.14**

Financial Assets are considered to be of good quality and there is no significant increase in credit risk

(b) Cash and cash equivalents and Other Bank Balances

The Company held cash and cash equivalents and other bank balances of Rs. 24.77 Lakhs at 31st March, 2026. (Rs. 91.61 Lakhs at 31st March, 2025). The cash and cash equivalents are held with bank with good credit ratings and financial institution counterparties with good market standing. Also, Company invests its short-term surplus funds in bank fixed deposit, which carry no / low mark to market risks for short duration therefore does not expose the Company to credit risk.

C.iii. Liquidity risk

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at a reasonable price. For the Company, liquidity risk arises from obligations on account of financial liabilities – trade payables and borrowings.

Liquidity risk management

The Company's approach to managing liquidity is to ensure that it will have sufficient funds to meet its liabilities when due without incurring unacceptable losses. In doing this, management considers both normal and stressed conditions. A material and sustained shortfall in our cash flow could undermine the Company's credit rating and impair investor confidence.

The Company maintained a cautious funding strategy, with a positive cash balance throughout the year ended 31st March, 2026 and 31st March, 2025. This was the result of cash delivery from the business. Cash flow from operating activities provides the funds to service the financing of financial liabilities on a day-to-day basis. The Company's treasury department regularly monitors the rolling forecasts to ensure it has sufficient cash on-going basis to meet operational needs. Any short-term surplus cash generated by the operating entities, over and above the amount required for working capital management and other operational requirements, are retained as cash and cash equivalents (to the extent required).

Maturities of non – derivative financial liabilities (Amt in Lakhs)

Particulars	As at 31 March 2026		As at 31 March 2025	
	Less than 1 year	More than 1 year	Less than 1 year	More than 1 year
Financial Liabilities - Current				
i. Current Borrowings *	11.95	-	15.22	80.82
ii. Trade payables	5.03	37.90	97.27	150.80
Total	**16.98**	**37.90**	**112.49**	**231.62**

C.iv. Market risk

Market Risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk and other price risk.

C.iv.a Currency risk

The Company is exposed to currency risk on account of its operating and financing activities. The functional currency of the Company is Indian Rupee. Our exposures are mainly denominated in U.S. dollars. The USD exchange rate has changed substantially in recent periods and may continue to fluctuate substantially in the future. The Company's business model incorporates assumptions on currency risks and ensures any exposure is covered through the normal business operations. This intent has been achieved in all years presented. The Company has put in place a Financial Risk Management Policy to Identify the most effective and efficient ways of managing the currency risks.

C.iv.b Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk through the impact of rate changes on interest-bearing liabilities and assets. The Company manages its interest rate risk by monitoring the movements in the market interest rates closely.

Note 31: Ratios

Sr. No.	Ratios	F.Y. 2025-26	F.Y. 2024-25	% Change	Numerator	Denominator	Remark
1	Current Ratio	9.75	4.70	107.41%	Sum of Current Assets	Sum of CURRENT Liabilities	Turnover Decrease
2	Debt-Equity Ratio	0.01	0.01	6.27%	Sum of Borrowings	Sum of Shareholders Fund	Turnover Decrease
3	Debt Service Coverage Ratio	(0.00)	(0.00)	211.26%	Profit after tax but before Depreciation and interest	Sum of Interest & repayment of Debt as per Cash Flow	Turnover Decrease
4	Return on Equity Ratio	(2.27)	(0.77)	193.46%	Profit after tax	Sum of Shareholders Fund	Turnover Decrease
5	Inventory Turnover Ratio	1.78	1.21	46.36%	Turnover	Sum of Inventory	Turnover Decrease
6	Trade Receivables Turnover Ratio	0.03	0.39	-93.42%	Turnover	Sum of Trade Receivables	Turnover Decrease
7	Trade Payables Turnover Ratio	1.19	1.40	-14.55%	Purchase	Sum of Trade Payable	Turnover Decrease
8	Net Capital Turnover Ratio	0.02	0.21	-89.55%	Turnover	Sum of Shareholders Fund	Turnover Decrease
9	Net Profit Ratio	(15.77)	(0.42)	3697.35%	Profit after tax	Turnover	Turnover Decrease
10	Return on Capital Employed	(0.35)	(0.09)	296.77%	EBIT	Sum of Shareholders Fund and Sum of Borrowings	Turnover Decrease
11	Return on Investment	(0.35)	(0.09)	296.75%	Profit after tax	Sum of Shareholders Fund and Sum of Long-Term Borrowings	Turnover Decrease

Note 32: Capital Management

The company's objectives when managing capital are to

- Safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- Maintain an optimal capital structure to reduce the cost of capital.

The capital structure of the Company is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day-today needs. We consider the amount of capital in proportion to risk and manage the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets.

The management monitors the return on capital as well as the level of dividends to shareholders. The Company will take appropriate steps in order to maintain, or if necessary, adjust, its capital structure.

Note 33: Contingent Liability- NIL

Note 34:

In case where, no availability of information about the amount dues to small/micro undertaking, we are unable to comment that the interest if any is due to such undertaking or not.

Note 35:

Estimated Amount of contracts remaining to be executed on Capital Account and not provided for (Net of Advances) : NIL.

Note 36:

As certified by the Management there is no obligation in respect of gratuity and leave encashment during the year. The same is relied upon by the Director.

Note 37:

Un-hedged foreign currency exposure:

The Company is dealing only local business during the year, hence, no foreign currency Receivable / Payable during the Year.

Note 38:

Balances are relied upon as per books of accounts wherever the confirmations from debtors /creditors /Loans /Advances are not available. Debtors and Creditors Balances are subject to Confirmation. Debtors & Creditors Balances are as per Management Representation and relied upon by the Auditors.

Note 39:

In the opinion of the management, the current assets, loans and advances have the values on realization in the ordinary course of business at least equal to the amounts at which they are stated in the balance sheet except the trade receivables and loans and advances which falls under management's policy for bad and doubtful debts as taken in the previous years.

Note 40:

The company done not fulfil the prescribed profit limit i.e. >5 Cr or turnover >1000 Cr or net worth >500 Cr., hence, the CSR is not applicable to the company. A CSR expense incurred by the Company is Nil.

Note 41:

Quarterly returns or statements of Current Assets filed by the company with banks are not applicable as the Company does not have any banking facility during the year.

Note 42:

Previous year figures have been regrouped and rearranged wherever necessary to confirm with the current year presentation.

Note 43:

The Company has not made any transaction with the struck off companies during the previous Year.

Note 44:

The Company has not had any Virtual Currency / Crypto Currency during the previous Year.

Note 45:

a) To the best of our knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

b) To the best of our knowledge and belief, no funds have been received by the company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

In terms of our report of even date
For Motilal & Associates LLP
(Formerly Motilal & Associates)
Chartered Accountants
FRN: 106584W/W100751

Sd/-
CA. Rishabh M Jain
(Partner)
Mem No. 179547
Place: Mumbai
Date: June 23, 2026

For and on behalf of the Board of Directors
Sparc Electrex Limited

Sd/-
Shobhit G Hegde
(MD & CFO)
DIN: 02211021

Sd/-
Ravikumar Channappa
(Director)
DIN: 06595061

Sd/-
Niki Singh
(Company Secretary, Mem No. A76031)