Disclosure under
Regulation 46 of SEBI (LODR)

SPARC ELECTREX LIMITED

(Formerly known as Sparc Systems Limited)
CIN: L31100MH1989PLC053467

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Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (Reg. 8)

SHAMROCK INDUSTRIAL COMPANY LIMITED

CIN: L24239MH1991PLC062298

CODE OF PRACTICE AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

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CODE OF PRACTICE AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

1. Introduction

Pursuant to Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time (hereinafter referred to as "**PIT Regulations**"), the Board of Directors of a company, whose securities are listed on a stock exchange, is required to formulate and publish on its official website, a Code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information (UPSI). Accordingly, Shamrock Industrial Company Limited (hereinafter referred to as the "**Company**") has framed the Code of practices and procedures for fair disclosure of UPSI (hereinafter referred to as "**Code**").

2. Objective

This Code intends to formulate a stated framework and policy for fair disclosure of events and occurrences that could probably have impact in the price discovery, in the market for securities of the Company. Principles such as, equality of access to information, publication of policies such as those on dividend, inorganic growth pursuits, calls and meetings with analysts, publication of transcripts of such calls and meetings, and such other events. This Code and every amendment thereto shall be promptly intimated to the stock exchanges where the securities are listed to promote transparency amongst the investors.

3. Applicability

This Code shall be applicable to all the persons of the Company who could possess Unpublished Price Sensitive Information relating to the Company.

4. Definitions:

The definitions of some of the key terms used in this Code are given below. Terms not defined herein shall have the meaning assigned to them under the PIT Regulations.

4.1. "**Connected person**" means,-

(i) any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the company or holds any position including a professional or business relationship between himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.

(ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established, -

a) an immediate relative of connected persons specified in clause (i); or
b) a holding company or associate company or subsidiary company; or
c) an intermediary as specified in section 12 of the Act or an employee or director thereof; or
d) an investment company, trustee company, asset management company or an employee or director thereof; or
e) an official of a stock exchange or of clearing house or corporation; or
f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
g) a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
h) an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
i) a banker of the company; or
j) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than ten per cent. of the holding or interest;

NOTE: It is intended that a connected person is one who has a connection with the company that is expected to put him in possession of unpublished price sensitive information. Immediate relatives and other categories of persons specified above are also presumed to be connected persons but such a presumption is a deeming legal fiction and is rebuttable. This definition is also intended to bring into its ambit persons who may not seemingly occupy any position in a company but are in regular touch with the company and its officers and are involved in the know of the company's operations. It is intended to bring within its ambit those who would have access to or could access unpublished price sensitive information about any company or class of companies by virtue of any connection that would put them in possession of unpublished price sensitive information.

4.2. "**Generally available information**"[1] means information that is accessible to the public on a non-discriminatory basis and shall not include unverified event or information reported in print or electronic media;

4.3. "**Insider**" means any person who is:
a) a Connected Person; or
b) in possession of or having access to unpublished price sensitive information;

4.4. "**Unpublished Price Sensitive Information**" or "**UPSI**" means any information, relating to the Company or its Securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the Securities and shall, ordinarily including but not restricted to, information relating to the following: a) financial results;
b) dividends;
c) change in capital structure;
d) mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions; and
e) changes in key managerial personnel.

[1] Amended w.e.f August 13, 2024. Prior to this amendment, Clause 4.2 read as follows:
"**Generally available information**" means information that is accessible to the public on a non- discriminatory basis.

5. Principles of fair disclosure of Unpublished Price Sensitive Information

5.1. Preservation of UPSI:

5.1.1. No insider shall communicate, provide, or allow access to any UPSI relating to the Company or its securities listed or proposed to be listed, to any person including other insiders, except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

5.2. Chief Investor Relations Officer:

The Company Secretary and Compliance Officer of Company appointed for the purpose of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall be designated as Chief Investor Relations Officer (the "**CIRO**"). The CIRO shall be responsible for timely, adequate, uniform and universal dissemination of information and disclosure of UPSI to avoid selective disclosure. The CIRO shall also be responsible for educating employees on disclosure policies and procedures.

5.3. Need to know:

The UPSI shall be handled on a 'need to know' basis. Such information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.

5.4. Dissemination of UPSI:

5.4.1. UPSI may be communicated, provided, or allowed access to any employee or to third parties, if such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

5.4.2. Prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.

5.4.3. The Company shall typically not respond to speculative media articles or enquiries regarding any activities of the Company and shall provide appropriate and fair response to queries from regulatory authorities on news reports or verification of market rumors.

5.4.4. Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.

5.4.5. Develop best practices to make transcripts or records of proceedings of meeting with analysts and other investor relations conferences may be made available on the official website to ensure official confirmation and documentation of disclosures made.

6. Determination of Legitimate Purpose

6.1. Meaning of Legitimate Purpose:

The term 'legitimate purpose' include sharing of UPSI in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibition of this Code or the PIT Regulations.

6.2. Recipient of UPSI pursuant to legitimate purpose to be deemed Insider:

Any person in receipt of UPSI pursuant to a legitimate purpose shall be considered as an "Insider" for purposes of this Code and due notice shall be given to such persons to maintain confidentiality of such UPSI in compliance with this Code.

6.3. Illustrations of legitimate purpose:

In following cases, which are illustrative in nature, sharing of UPSI would be considered as legitimate purpose:

6.3.1. Statutory or Government Requirement:

For inspection, audit, investigation, inquiry or request for information by regulatory, statutory or governmental authorities or any other administrative body recognized by law; Example: Any call for information or query received from Government Authorities, Central Government, Securities and Exchange Board of India, Stock Exchanges etc.

6.3.2. Legal Requirement:

As part of compliance with applicable laws, regulations, rules and requirements or under any proceedings or pursuant to any order of courts or tribunals; Example: Court of Law, National Company Law Tribunal, National Company Law Appellate Tribunal, Quasi-judicial authority, Other Appellate Tribunals, Arbitration Proceedings, etc.

6.3.3. Contractual Requirement:

Arising out of any contractual obligations or arrangement entered by Company set forth in any contract, agreement, arrangement, settlement, understanding or undertaking. Example: Due diligence for any kind of restructuring, namely mergers & acquisitions, joint venture agreements, share purchase agreements, franchisee agreement, etc.

6.3.4. Auditing Purpose:

For audit by statutory, internal, concurrent, secretarial, management auditors or any other auditor as per the scope of audit.

6.3.5. Corporate restructuring

Sharing of UPSI with parties during transactions such as takeovers, mergers and acquisitions involving trading in securities, change of control to assess potential investment, sharing of information with service providers with whom the Company has a contractual relationship where such service providers require access to UPSI in order to discharge their commercial obligations provided that such sharing has not been carried out to evade or circumvent the prohibitions under PIT Regulations.

Note: The list is for illustration purpose only and is indicative in nature, this shall not be considered as exhaustive.

7. Disclosures

This Code and every amendment thereto shall be promptly intimated to the stock exchanges where Company's securities are listed or proposed to be listed and shall be published on Company's official website.

8. Review of this Code

This Code shall be reviewed annually. In case there are any regulatory changes requiring modifications to this Code, the Code shall be reviewed and amended accordingly. However, the amended regulatory requirements will supersede this Code till the time it is suitably amended.

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Code of Conduct for Directors and Senior Management

SPARC ELECTREX LIMITED

(Formerly known as Sparc Systems Limited)

CIN: L31100MH1989PLC053467

Code of Conduct for Directors and Senior Management

Code of Conduct for Directors and Senior Management

Preamble:

All Directors and Senior Management must act within the bounds of the authority conferred upon them and with a duty to make and enact informed decisions and policies in the best interest of the Company and its Stakeholders.

With a view to maintain the high standard the following rules / code of conduct is laid down by the Board which should be observed in all activities of the Board. The compliance officer for the purposes of the code will be available to answer questions and to help Directors and senior management to comply with the code.

1) Integrity -

All Directors and Senior Management shall act in the fiduciary capacity while conducting their activities on behalf of the company. They should also act with utmost honesty, integrity and fairness. They will act in good faith, responsibly, with due care, competence and diligence, without allowing their independent judgment to be subordinated. All their acts will be in the best interest of the company.

2) Compliance –

All the Directors and the Senior Management are required to comply with all applicable laws, rules and regulations. In order to assist the company in promoting lawful and ethical behavior, Directors and Senior Management must report any possible violation of law, rules, regulations or the code of conduct, to the Compliance Officer.

3) Conflict of Interest -

Directors on the Board of the Company and the Senior Management shall not engage in any business relationship or activity, which may be in conflict with the interest of the Company or its subsidiaries / associates.

Following are the circumstances which will amount to conflict of interest.

a) Directors / Senior Management should not engage in any activity / employment that interferes with the performance or responsibility to the company or is otherwise in conflict with or prejudicial to the company.

b) Directors / Senior Management and their immediate family members should not invest in a company, customer, supplier, or competitor and generally refrain from investments that compromise their responsibility to the company.

c) Directors / Senior Management should avoid conducting business with the Company either directly or through a relative or through a firm / company in which he/she or a relative / related party is associated in any significant manner.

If such related party transaction is required to be entered into, it must be fully disclosed to the Board or to the CFO of the company in advance, to enable him to seek appropriate approvals of the Board.

The Board thereafter shall comply with all the applicable provisions of the Companies Act, 2013/ SEBI Regulations and Listing Agreement Clauses.

4) Other Directorships –

It is necessary that all the Directors as well as Senior Management must report / disclose their Directorships in other corporates to the Board on an annual basis. It is felt that serving on the Board of Directors of a competitor is not in the interest of the company and hence the approval of Board is essential.

5) Confidentiality and Trade Secrets -

Any information concerning the company's business, its customers, suppliers etc., which is not in the public domain and to which the Director has access or possesses such information, must be considered confidential and held in confidence, unless authorized to disclose so or when disclosure is required under the laws of the country. No Director shall provide any information either formally or informally, to the press or any other publicity media, unless specially authorized.

6) Insider Trading -

Any Director of the Company and Senior Management shall not derive benefit or assist others to derive benefit by giving investment advice from the access to and possession of information about the company, not in public domain and which therefore constitutes insider information. All Directors and members of Senior Management will comply with Insider Trading Regulations as issued by SEBI and the Code of Insider Trading of the Company.

7) Gifts & Donations -

No Director of the Company or Senior Management shall receive or offer, directly or indirectly, any gifts, remuneration, hospitality, illegal payments and comparable benefits which are intended (or perceived to be intended) to obtain business favour or decisions for the conduct of business. Nominal gifts of commemorative nature, for special events may be accepted.

8) Protection of Assets -

Directors and Senior Management must protect the company's assets and information and no member of Board and Senior Management will use these for personal use, unless approved by the Board.

9) Reporting Concerns -

All the events such as bribery, corruption and sexual harassment must be reported to the Board immediately.

10) Whistle Blower Policy -

The Board has put in place a Whistle Blower Policy and anybody having any concern/matters which he /she thinks worth reportable to the management of the Company, is free to approach the Chairman of the Audit Committee and can report his/her concern to him in suitable manner either verbally or in writing. The Chairman of the Audit Committee will take suitable action in the matter if he so thinks fit and proper. However the person reporting the concern shall be fully protected/safeguarded against all kinds of threats and probable victimization from any quarter.

11) Duties of Directors-

The Directors of the Company shall comply with the provisions of section 166 of the Companies Act, 2013.

They will discharge their duties as a director of the Company as laid down under the provisions of the Companies Act, 2013 and that :

I. Subject to the provisions of the Companies Act, 2013, they will act in accordance with the Company's Articles of Association.

II. They will act in good faith, in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interest of the Company, its employees, the shareholders, the community and for the protection of environment.

III. They will discharge their duties with due and reasonable care, skill and diligence and shall exercise independent judgment.

IV. They will not involve themselves in a situation in which they may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.

V. They shall not achieve or attempt to achieve any undue gain or advantage either to themselves or to their relatives, partners or associates.

VI. They shall not assign their office as Director and any assignments so made shall be void.

12) Code for Independent Directors -

The Independent Directors shall also comply with the requirements of the Code as prescribed under Schedule IV to the Companies Act,2013 :

a) That they will follow "Code of Independent Directors" as laid down vide Schedule IV to the Companies Act, 2013 and conduct themselves and perform their Roles and Duties as laid down in the above referred schedule.

b) That Independent Directors shall bring in the independent judgment on Board's deliberations especially on strategy, performance, risk management, resources, key appointments and standards of conduct.

c) That they will assess performance of Board as a whole, its Chairperson and Management.

d) That they will constructively and actively participate in the Board and / or Committee deliberations.

e) That they will safeguard the interest of all stakeholders, particularly the minority shareholders.

f) That Independent Directors shall satisfy themselves about the integrity of financial information, and that the financial controls and the systems of risk management are robust and defensible.

g) That Independent Directors will determine appropriate levels of remuneration for Executive Directors, key managerial personnel and senior management and shall

have a prime role in appointment and recommend the removal of Executive Directors, key managerial personnel and senior management when circumstances warrant.

h) Keep themselves well informed about the company and the external environment in which it operates.

i) Acting within the authority they shall assist in protecting the legitimate interests of the Company, shareholders and its employees.

13) Duties of Independent Directors:

The Independent Directors shall:

(1) Undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;

(2) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the Company;

(3) strive to attend all Meetings of the Board of Directors and of the Board Committees of which he / she is a member;

(4) participate constructively and actively in the Committees of the Board in which they are Chairpersons or Members;

(5) strive to attend the General Meetings of the Company;

(6) where they have concerns about the running of the Company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board Meeting;

(7) keep themselves well informed about the Company and the external environment in which it operates;

(8) not to unfairly obstruct the functioning of an otherwise proper Board or

Committee of the Board;

(9) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the Company;

(10) ascertain and ensure that the Company has an adequate and functional Vigil Mechanism
/ Whistle Blower Policy and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;

(11) report concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy;

(12) acting within his/her authority, assist in protecting the legitimate interests of the Company, Shareholders and its Employees;

(13) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

14) Periodic Review -

Once every year and upon revision of this code, every Director must acknowledge and execute an understanding of this Code and an agreement to comply. New Directors will sign such a deed at the time when their Directorship begins.

14) Disclosure -

The directors of Company shall make all the required disclosures from time to time to the Board as per provisions of relevant applicable laws and regulations.

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Policy for Determining Material Subsidiaries & Related Party Transactions

SPARC ELECTREX LIMITED

(Formerly known as Sparc Systems Limited)

CIN: L31100MH1989PLC053467

POLICY FOR DETERMINING MATERIAL SUBSIDIARIES

(Revised on 01st February, 2019)

INTRODUCTION:

This policy has been prepared in accordance with the requirements of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 to be effective from April 01, 2019.

It is intended to ensure governance as well as disclosure on material subsidiary companies. The Board will also have the powers to amend this policy or substitute this policy with a new policy as and when deemed fit.

DEFINITIONS:

"Audit Committee or Committee" means Audit Committee constituted by the Board of Directors of the Company, from time to time under the provisions of SEBI LODR, 2015, or the Companies Act, 2013.

"Board of Directors or Board" means the Board of Directors of **SPARC SYSTEMS LIMITED** as constituted from time to time.

"Company" means **SPARC SYSTEMS LIMITED**

"Independent Director" means a Director of the Company, not being a whole time Director who is neither a promoter nor belongs to the promoter group of the Company and who satisfies other criteria for independence as laid down under Schedule IV of the Companies Act, 2013 and the SEBI's LODR, 2015 entered into with the stock exchanges.

"Policy" means Policy on **Material Subsidiary**.

"Material Subsidiary" a subsidiary shall be considered material if the investment of the Company in the subsidiary exceeds TEN percent of its consolidated net worth as per the audited balance sheet of the previous financial year or if the subsidiary has generated TEN percent of the consolidated income of the company during the previous financial year.

"Significant Transaction or Arrangement" shall mean any individual transaction or arrangement that exceeds or is likely to exceed 10% of the total revenues or total expenses or total assets or total liabilities, as the case may be of the unlisted material subsidiary for the immediately preceding accounting year.

"Subsidiary" shall be as defined under the Companies Act, 2013 and the Rules made there under.

"Unlisted Subsidiary" means Subsidiary whose securities are not listed on any recognized Stock Exchanges

SPARC ELECTREX LIMITED

(Formerly known as Sparc Systems Limited)

CIN: L31100MH1989PLC053467

POLICY FOR DETERMINING MATERIAL SUBSIDIARIES

(Revised on 01st February, 2019)

CRITERIA:

A subsidiary shall be considered **Material** if any of the following conditions is satisfied:

a) A subsidiary will be material subsidiary if the following conditions are satisfied:

i) if the investment of the Company in the subsidiary exceeds TEN percent of its consolidated net worth as per the audited balance sheet of the previous financial year; or

ii) if the subsidiary has generated TEN percent of the consolidated income of the company during the previous financial year.

b) "Material non listed Indian subsidiary" shall mean an unlisted subsidiary, incorporated in India whose income or net worth (i.e. paid up capital and free reserves) exceeds 10% of the consolidated income or net worth respectively, of the listed holding company and its subsidiaries in the immediately preceding accounting year.

c) One of the independent directors of the holding company shall be a director on the Board of Directors of a material non-listed Indian subsidiary company.

GOVERNANCE FRAMEWORK:

1. One Independent Director of the Company shall be a Director on the Board of the unlisted material subsidiary, incorporated in India.

2. The Audit Committee of the Board of the Company shall review the financial statements, in particular, the investments made by the unlisted subsidiary Company on an annual basis.

3. The minutes of the Unlisted Subsidiary Companies shall be placed before the Board of the Company.

4. The Management shall periodically bring to the attention of the Board of Directors of the Company, a statement of all Significant Transactions and Arrangements entered into by the unlisted subsidiary Company.

5. The minutes of the Board meetings of the unlisted subsidiary company shall be placed at the Board meeting of the company.

SPARC ELECTREX LIMITED

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CIN: L31100MH1989PLC053467

POLICY FOR DETERMINING MATERIAL SUBSIDIARIES

(Revised on 01st February, 2019)

DISPOSAL OF MATERIAL SUBSIDIARY

The Company shall not:

- dispose of the shares in its material subsidiary which would reduce its shareholding (either on its own or together with other subsidiaries) to less than 50% or cease the exercise of control over the subsidiary without passing a special resolution in its General Meeting, except in cases where divestment is made under a scheme of arrangement duly approved by a Court/Tribunal.

- sell, dispose off and lease assets amounting to more than twenty percent of the assets of the material subsidiary on an aggregate basis during a financial year without prior approval of shareholders by way of special resolution, unless the sale / disposal / lease is made under a scheme of arrangement duly approved by a Court/Tribunal.

DISCLOSURE OF THE POLICY:

This Policy shall be uploaded on the Company's website for public information and a web link for the same shall also be provided in the Annual Report of the Company.

REVIEW:

The Board will review this policy and make such revisions as may be required or deemed necessary from time to time by reason of any changes in applicable statutory provisions

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Policy on Nomination and Remuneration of Directors, KMPs and Senior Management

SPARC ELECTREX LIMITED

(Formerly Known as Sparc Systems Limited)

CIN: L31100MH1989PLC053467

POLICY ON NOMINATION AND REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

(Revised on 01st February, 2019)

FOREWORD

A transparent, fair and reasonable process for selection of directors, key managerial personnel and senior management and appropriate remuneration at all levels of the Company is required to ensure that Shareholders remain informed and confident in the management of the Company. The Company also understands the importance of attracting and maintaining high quality individuals for managing its affairs from directors level right through to support staff.

In pursuance of the Company's policy to consider human resources as its invaluable assets, to pay equitable remuneration to all Directors, Key Managerial Personnel (KMP) and Senior employees of the Company, to harmonize the aspirations of human resources consistent with the goals of the Company and in terms of the provisions of the Companies Act, 2013 and the listing agreement as amended from time to time this policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Committee and approved by the Board of Directors.

REGULATORY BACKGROUND

As per revised clause 49 of listing agreement and section 178 of the Companies Act, 2013 the Board of Directors of every listed company shall constitute a Nomination and Remuneration Committee and the role of the committee shall, *inter-alia*, include the following:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other senior management employees;

2. Formulation of criterion for evaluation Directors performance on the Board and also the performance of the Board as a whole.

3. Devising a policy on Board diversity;

4. 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 their appointment and removal. The company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.

Section 178 (4) of the Companies Act, 2013 stipulates that while formulating the policy the Committee shall ensure that —

a) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;

b) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

c) Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals:

In view of the above, a policy is formulated and established for nomination and remuneration of Directors, key managerial personnel and senior management of the Company.

1. PURPOSE

This Policy on nomination and remuneration (the "Policy") describes the process through which candidates for possible inclusion in the Company's recommended slate of director, key managerial personnel and senior management (the "Candidates") are selected. The Policy is established and administered by the Nomination and Remuneration Committee (the "Committee") of **Sparc Electrex Limited** (the "Company").

The policy will provide guidance and restrictions for the appointment and compensation of Directors, Key Managerial Personnel and other Senior Management Personnel.

The key objectives of the Committee would be:

i. To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management Personnel,

ii. To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board and

iii. To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management Personnel.

2. DEFINITIONS

The definitions of some of the key terms used in this Policy are given below.

a) **"Board"** refers to collective body of board of directors of the Company.

b) **"Director"** means a director as defined under section 2(34) of the act except nominee director and director appointed by small shareholders.

c) **"Key Managerial Personnel"** means a person appointed pursuant to section 203 of the act.

Key Managerial Personnel means –
i. Chief Executive Office or the Managing Director or the Manager,
ii. Whole Time Director,
iii. Chief Financial Officer,
iv. Company Secretary and
v. Such other officer as may be prescribed

d) **"Nomination and Remuneration Committee"** means a committee formed pursuant to section 178 of the act.

e) **"Senior Management"** includes all personnel just below one level of board of directors of the Company and whose reporting is directly to the executive directors of the Company.

Personnel of the Company, who are part of its core management team excluding the Board of Directors. This would also include all members of management one level below the chief executive officer / managing director / whole time director and shall specifically include company secretary and chief financial officer.

f) **"The Act"** means Companies Act, 2013.

g) **"The Company"** means **Sparc Electrex Limited** incorporated under Companies act 1956

PART A – NOMINATION POLICY

3. BOARD MEMBERSHIP CRITERIA

The Committee is responsible for, among other things for identifying individuals qualified to become members of the Company's Board of Directors (the "Board") and recommending to the Board, the nominees to stand for election as directors. The Nomination Committee shall take into account all of the following criteria while determining the qualifications of any candidate for director:

Integrity and Judgment: Directors should have the highest level of integrity, ethical character and the ability to exercise sound business judgment on a broad range of issues consistent with the Company's values.

Qualification & Knowledge: Directors should be financially literate and have a sound understanding of business strategy, corporate governance and board operations.

Diversity: Directors should be capable of representing the multi-cultural nature of our global corporation with consideration being given to a diverse board in terms of gender and ethnic membership. In addition, the Committee shall take into account diversity in professional experience, skills and background.

Independence: Directors who are not current or former management should meet the spirit as well as the letter of the applicable independence standards. In addition, all Directors should be independent in their thought and judgment so that they represent the long-term interests of all shareholders of the Company.

Experience and Accomplishments: Directors should have significant experience and proven Superior performance in professional endeavors whether this experience is in business, government, and academia or with non-profit organizations.

Board Interaction: Directors should value board and team performance over individual performance, demonstrate respect for others and facilitate superior board performance. Directors should be willing and able to devote the time required to become familiar with Company's business and to be actively involved in the Board and its decision-making.

Skills: Directors should have expertise in one or more of the areas such as accounting and finance, technology, management, international business, compensation, legal, HR, corporate governance, strategy, industry knowledge and general business matters.

4. IDENTIFICATION OF CANDIDATES FOR BOARD MEMBERSHIP

A. Internal Process for Identifying Candidates.

The Committee has two primary methods for identifying Candidates. First, the Committee may solicit ideas for possible Candidates from a number of sources including present members of the Board; senior level Company executives; individuals personally known to the members of the Board; and research, including database and Internet searches.

B. External Process for Identifying Candidates.

Second, the Committee may from time to time retain at the Company's expense one or more search firms to identify Candidates (and to approve any such firms' fees and other retention terms). If the Committee retains one or more search firms, such search firms may be asked to identify possible Candidates who meet the qualifications expressed in this Policy, to interview and screen such candidates (including conducting appropriate background and reference checks), to act as a liaison among the Board, the Committee and each Candidate during the screening and evaluation process, and thereafter to be available for consultation as needed by the Committee.

5. RECOMMENDATION OF CANDIDATE

The Committee will consider all Candidates identified through the processes described above, and will evaluate each of them, based on the criteria set forth above and if thought fit, will recommend their appointment to the Board.

6. CRITERIA FOR APPOINTMENT OF SENIOR MANAGEMENT AND KEY MANAGERIAL PERSONNEL

The Committee is also responsible for identifying individuals qualified to occupy position of key managerial personnel and in the senior management of the Company and selecting, or recommending to the Board their appointment. The Nomination Committee shall take into account all of the following criteria when determining the qualifications of any candidate in senior management position:

Integrity and Judgment: Candidate should have the highest level of integrity, ethical character and the ability to exercise sound business judgment on a broad range of issues consistent with the Company's values.

Qualification & Knowledge: Candidate should have expert knowledge in his field of work and should have industry knowledge and general business matters.

Independence: The candidate should be independent in his thought and judgment so that he represents the long-term interests of the Company.

Experience and Accomplishments: The candidate should have significant experience and proven superior performance in his professional endeavors

7. IDENTIFICATION OF CANDIDATES FOR SENIOR MANAGEMENT AND KEY MANAGERIAL PERSONNEL ROLE

A. Internal Process for Identifying Candidates

The Committee may solicit ideas for possible Candidates from a number of sources including present members of the Board; senior level Company executives; individuals personally known to the members of the Board; and research, including database and Internet searches.

B. Identification through Human Resource Department

The Committee may instruct human resource department to search through its available resources/network an appropriate candidate for the required position in senior management.

C. External Process for Identifying Candidates

The Committee may from time to time retain at the Company's expense one or more search firms to identify Candidates (and to approve any such firms' fees and other retention terms). If the Committee retains one or more search firms, such search firms may be asked to identify possible Candidates who meet the qualifications expressed in this Policy, to interview and screen such candidates (including conducting appropriate background and reference checks), to act as a liaison among the Board, the Committee and each Candidate during the screening and evaluation process, and thereafter to be available for consultation as needed by the Committee.

8. RECOMMENDATION

The Committee shall consider all Candidates identified through the processes described above, and shall evaluate each of them, based on the criteria set forth above and if thought fit, will recommend their appointment to the Board.

PART B – REMUNERATION POLICY

9. EXECUTIVE DIRECTOR REMUNERATION

Main principles

The Remuneration and Nomination Committee's reward policy reflects its obligation to align executive directors' remuneration with shareholders' interests and to engage appropriately qualified executive talent for the benefit of the group. The nomination and remuneration committee shall consider following criteria before recommending the remuneration of executive directors:

Ø Reward reflects the competitive global market in which the company operates.

Ø Individual reward should be linked to performance criteria.
Ø Executives should be rewarded for both financial and non-financial performance.

Elements of Remuneration

The executive directors' total remuneration consists of the following:

Ø Salary - each executive director receives a fixed sum payable monthly in cash.
Ø Perquisites and allowances, if deem fit by remuneration committee
Ø other benefits - executive directors are eligible to participate in superannuation schemes and such other benefits as may be prescribed the nomination and remuneration committee.

Overall Director Remuneration

Overall managerial remuneration shall not exceed 11% of net profit of the Company for a particular financial year. No remuneration (except sitting fees) shall be paid to any director of the company unless it is recommended to the board by remuneration committee of the Company and other applicable statutory provisions are complied with.

10. NON-EXECUTIVE DIRECTOR REMUNERATION

No remuneration shall be paid to non-executive directors except sitting fees in the manner and as per the terms as approved by board of directors of the Company. The Nomination and remuneration Committee, if deem fit, may recommend to the board remuneration to non-executive directors not exceeding 1% of net profit of the Company.

11. FORMS OF REMUNERATION

Fixed Remuneration

The Board in consultation with the Nomination & Remuneration Committee will from time to time determine the fixed remuneration level for all Directors, key managerial personnel and senior management. For other employees, respective department heads, under an intimation to Human Resource Department, are allowed to fix such remuneration as they deem fit. Such remuneration levels will be determined according to industry standards, relevant laws and regulations, labour market conditions and scale of Company's business relating to the position. The fixed remuneration will reflect the core performance requirements and expectations of the Company.

Performance based Remuneration

In addition to fixed remuneration, the Company may implement a system of bonuses and incentives designed to create a strong relationship between performance and remuneration. Performance based remuneration will be linked to specific performance targets which will disclosed to relevant employees regularly.

12. EMPLOYEE ENTITLEMENTS

The Company will comply with all legal and industrial obligations in determining the appropriate entitlement to long service, annual, personal and parental leave.

13. ROLE OF THE NOMINATION AND REMUNERATION COMMITTEE:

The Committee will perform based on the following:

To identify the persons, who are qualified to become Directors of the Company or who may be appointed in Senior Management,

To recommend to the Board, appointment and removal of the Director[s] and evaluation of each Director's performance,
To formulate criteria for determining qualifications, positive attributes and independence of a Director,

To review on annual basis the compensation to the Non-Executive Directors, Key Managerial Personnel and Senior Management Personnel and recommend to the Board the remuneration and incentive payable to each of them,

Ensure that level and composition of remuneration is reasonable and sufficient, its relationship with performance is clear and meets appropriate performance benchmarks,

To develop and review the succession plan for the Board.

Membership, Chairman and Secretary:

The Committee shall consist of a minimum 3 Non–Executive Directors, majority of them shall be Independent Directors,

The presence of minimum two members of the Committee shall constitute a valid quorum,

The Chairman of the Committee shall always be an Independent Director,

In the absence of the Chairman, the members of the Committee present at the meeting shall choose one amongst them to be the Chairman for that meeting,

The Company Secretary of the Company shall act as the Secretary to the Committee.

Duties for Nominations:
The duties of the Committee in relation to nomination matters include:

Ensuring that there is an appropriate induction in place for new Directors and members of Senior Management Personnel and reviewing its effectiveness,

Ensuring that on appointment to the Board, Non–Executive Directors receive a formal letter of appointment in accordance with the provisions of Companies Act, 2013 and the Listing Agreement,

Determining the appropriate size, diversity and composition of the Board, iv. Selecting new Directors for appointment on the Board in a transparent manner,

Reviewing succession of the Board and Senior Management Personnel on regular interval,

Reviewing the performance of the Board and Senior Management Personnel to achieve the Company's business goals.

Duties for Remuneration:

The duties of the Committee in relation to remuneration matters shall include: i. To ensure that the remuneration is reasonably and sufficiently paid in order to attract, retain and motivate the Board members, based on the performance of the Company and such other factors as the Committee shall deem appropriate,

To review and recommend the remuneration of Key Managerial / Senior Management Personnel maintaining a balance between fixed and incentive pay based on the working of the Company,

To recommend to the Board, all remuneration, in whatever form, payable to senior management

14. REVIEW

The Nomination & Remuneration Committee is responsible for the monitoring, implementation and review of this policy. The Nomination & Remuneration Committee will provide recommendations to the Board as to how to effectively structure and facilitate a remuneration strategy, which will meet the needs of the Company.

This Policy is intended to provide a set of flexible guidelines for the effective functioning of the Company's nominations process for directors, KMPs and senior management. The Committee intends to review this Policy at least annually and anticipates that modifications may be necessary from time to time as the Company's needs and circumstances evolve, and as applicable legal or listing agreement change. The Committee may modify or amend this Policy at any time without advance notice.

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Policy on Related Party Transactions

Sparc Electrex Limited

(Formerly known as Sparc Systems Limited)

POLICY ON RELATED PARTY TRANSACTIONS
(Revised on 01st February, 2019 & 1st April, 2022)
Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as amended from time to time

1. SCOPE AND PURPOSE OF THE POLICY

Related party transactions can present a potential or actual conflict of interest which may be against the best interest of the company and its shareholders. Considering the requirements for approval of related party transactions as prescribed under the Companies Act, 2013 ("Act") read with the Rules framed there under and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Regulation 23") and as amended from time to time, **Sparc Systems Limited** (Company) has formulated guidelines for identification of related parties and the proper conduct and documentation of all related party transactions.

Also, Regulation 23(1) of the SEBI Listing Regulations requires the company to formulate a policy on materiality of related party transactions and dealing with related party transactions.

In the light of the above, the Company has framed this Policy on Related Party Transactions ("Policy"). This Policy has been adopted by the Board of Directors of the Company based on recommendations of the Audit Committee. Going forward, the Audit Committee will review and amend the Policy, as and when required, subject to adoption by the Board.

2. OBJECTIVE OF THE POLICY

The objective of this Policy is to set out (a) the materiality thresholds for related party transactions and; (b) the manner of dealing with the transactions between the Company and its related parties based on the Act, Regulation 23 of the SEBI Listing Regulations and any other laws and regulations as may be applicable to the Company.

3. DEFINITIONS

"Act" means the Companies Act, 2013

"SEBI Listing Regulations" means SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended

"Regulation 23" means the Regulation no. 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as amended from time to time

"Arm's Length Transaction" means a transaction between two related parties that is conducted as if they were unrelated, so that there is no conflict of interest

"Ordinary course of business" means the usual transactions, customs and practices undertaken by the Company to conduct its business operations and activities and includes all such activities which the company can undertake as per Memorandum & Articles of Association. The Board and Audit Committee may lay down the principles for determining ordinary course of business in accordance with the statutory requirements and other industry practices and guidelines.

"Company" means **Sparc Systems Limited**

"Relative" with reference to a Director or KMP means persons as defined in Section 2(77) of the

Act and rules prescribed thereunder

"Related Party" have the meaning as defined in Section 2(76) of Companies Act, 2013 and Regulation 2(1) (zb) of the Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, as amended.

"Related Party Transaction" have the meaning as defined under Regulation 2(1)(zc) of the Securities and Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, as amended, transfer of resources, services or obligations between a listed entity and a related party, regardless of whether price is charged and a transaction with a related party shall be construed to include a single transaction or a group of transactions in a contract, including but not limited to the following –

a. sale, purchase or supply of any goods or materials;
b. selling or otherwise disposing of, or buying, property of any kind;
c. leasing of property of any kind;
d. availing or rendering of any services;
e. appointment of any agent for purchase or sale of goods, materials, services or property;
f. appointment to any office or place of profit in the company
g. underwriting the subscription of any securities or derivatives thereof, of the company

"Material Related Party Transaction" means a transaction with a Related Party if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year exceeds 10% (ten percent) of the annual consolidated turnover of the Company as per the last audited financial statements of the Company. In case of payment to a Related Party for brand usage or royalty the materiality threshold will be 2% (two percent) of the annual consolidated turnover of the Company as per the last audited financial statements of the Company "

"Promoter" and "promoter group" shall have the meaning assigned to them in clauses (za) and (zb) of sub-section (1) of regulation 2 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

"Key Managerial Personnel" shall include –
Chief Executive Officer;
Managing Director;
Whole-time Directors;
Company Secretary;
Chief Financial Officer

Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable law or regulation and as amended from time to time.

"Material Modifications" in relation to a Related Party Transaction approved by the Audit Committee or a material related party transaction approved by the Shareholders, as the case may be, material modifications means any variation having an impact on the monetary limits already approved by the Audit Committee or Shareholders, as the case may be, exceeding 20% of transactions, in each case, over and above the approved limits.

4. MATERIALITY THRESHOLDS

Regulation 23 of the SEBI Listing Regulations requires a company to provide materiality thresholds for transactions beyond which approval of the shareholders through resolution will be required. None of the related parties of a company shall vote to approve on such resolution irrespective of whether the entity is a related party to the particular transaction or not (RP's can cast only negative vote to reject the shareholders resolution on material RPT).

Related Party Transaction policy on materiality and its threshold limits shall be reviewed by the Board of Directors of the Company once in every three years and updated accordingly.

5. MANNER OF DEALING WITH RELATED PARTY TRANSACTION

Identification of Related Parties

The Company has formulated guidelines for identification and updating the list of related parties as prescribed under Section 2(76) of the Act read with the Rules framed there under and Regulation 2(1)(zb) of the SEBI Listing Regulations.

Identification of Related Party Transactions

The Company has formulated guidelines for identification of related party transactions in accordance with Section 188 read with Section 177 of the Act and Regulation 2(1)(zc) of the SEBI Listing Regulations. The Company has also formulated guidelines for determining whether the transaction is in the ordinary course of business and at arm's length basis and for this purpose, the Company will seek external expert opinion, if necessary.

PROCEDURE FOR APPROVAL OF RELATED PARTY TRANSACTION

Approval of the Audit Committee

A. All related party transactions require prior approval of the Audit Committee. However, the Company may obtain omnibus approval from the Audit Committee for such transactions, subject to compliances with the following conditions:

a. The Audit Committee shall, after obtaining approval of the Board of Directors, specify the criteria for granting the omnibus approval in line with the Policy and such approval which shall include the following namely:

   i Maximum value of the transaction, in aggregate, which can be allowed under the omnibus route in a year;
   ii The maximum value per transaction which can be allowed;
   iii extent and manner of disclosures to be made to the audit committee at the time of seeking omnibus approval
   iv review, at such intervals as the Audit Committee may deem fit, related party transaction entered into by the company pursuant to each omnibus approval made;
   v transactions which cannot be subject to the omnibus approval by the Audit Committee

b. The Audit Committee shall consider the following factors while specifying the criteria for making omnibus approval, namely:- repetitiveness of the transactions (in past or in future); and justification for the need of omnibus approval

c. The Audit Committee shall satisfy itself regarding the need for such omnibus approval for transactions of repetitive nature and that such approval is in the interest of the company;

d. The omnibus approval shall provide details of (i) the name/s of the related party, nature of transaction, period of transaction, maximum aggregated value of the particular type of transaction that can be entered into, (ii) basis of arriving at the indicative base price / current contracted price and the formula for variation in the price if any and (iii) such other conditions as the Audit Committee may deem fit.

e. Provided that where the need for related party transactions cannot be foreseen and aforesaid details are not available, Audit Committee may grant omnibus approval for such transactions subject to their value not exceeding rupees 1 crore per transaction.

f. The Audit Committee shall review, at least on a quarterly basis, the aggregated value and other details of related party transactions transacted into by the company pursuant to the omnibus approval given;

g. Such omnibus approval shall be valid for a period not exceeding one financial year and shall require fresh approval after expiry of such financial year.

h. Omnibus approval shall not be made for transactions in respect of selling or disposing of the undertaking of the company.

i. Any other conditions as the Audit Committee may deem fit

B. In compliance to the approval of the Board of Directors, the Audit Committee of the Company has specified following criteria for granting omnibus approval:

a. The maximum value of the transactions, in aggregate, which can be allowed under omnibus route in a year will be 30% of the annual consolidated turnover of the company as per last its audited financial statements.

b. The maximum value per transaction which can be approved under omnibus route will be the same as per the materiality threshold as defined in Clause 4 of the Policy.

c. While assessing a proposal put up before the Audit Committee / Board for approval, the Audit Committee / Board may review the following documents / seek the following information from the management in order to determine if the transaction is in the ordinary course of business and at arm's length or not:

i Nature of the transaction i.e. details of goods or property to be acquired / transferred or services to be rendered / availed (including transfer of resources) – including description of functions to be performed, risks to be assumed and assets to be employed under the proposed transaction;

ii Key terms (such as price and other commercial terms contemplated under the arrangement) of the proposed transaction, including value and quantum;

iii Key covenants (non-commercial) as per the draft of the proposed agreement / contract to be entered into for such transaction;

iv Special terms covered / to be covered in separate letters or undertakings or any other special or sub arrangement forming part of a composite transaction;

v Benchmarking information that may have a bearing on the arm's length basis analysis, such as:

1. market analysis, research report, industry trends, business strategies, financial forecasts, etc.;

2. third party comparable, valuation reports, price publications including stock exchange and commodity market quotations;
3. management assessment of pricing terms and business justification for the proposed transaction;
4. Comparative analysis, if any, of other such transaction entered into by the company.

d. The Audit Committee shall review, at least on a quarterly basis, the details of related party transactions entered by the company pursuant to each omnibus approval given.

e. Transaction of following nature will not be subject to the omnibus approval of the Audit Committee:

1. Transactions which are not at arm's length or not in the ordinary course of business
2. Transactions which are not repetitive in nature
3. Transactions exceeding materiality thresholds as laid down in Clause 4 of the Policy
4. Transactions in respect of selling or disposing of the undertaking of the company
5. Financial Transactions eg. Loan to related parties, Inter Corporate Deposits, subscriptions to bond, debenture or preference shares issued by the related parties, corporate guarantee given/received from related parties
6. Any other transaction the Audit Committee may deem not fit for omnibus approval

Approval of the Board of Directors of the Company

As per the provisions of Section 188 of the Act, all kinds of transactions specified under the said Section and which are not in the ordinary course of business or not at arm's length basis, are placed before the Board for its approval.

In addition to the above, the following kinds of transactions with related parties are also placed before the Board for its approval:

a) Transactions which may be in the ordinary course of business and at arm's length basis, but which are as per the policy determined by the Board from time to time (i.e. value threshold and/or other parameters) require Board approval in addition to Audit Committee approval;
b) Transactions in respect of which the Audit Committee is unable to determine whether or not they are in the ordinary course of business and/or at arm's length basis and decides to refer the same to the Board for approval;
c) Transactions which are in the ordinary course of business and at arm's length basis, but which as per Audit Committee requires Board approval
d) Transactions meeting the materiality thresholds laid down in Clause 4 of the Policy, which are intended to be placed before the shareholders for approval

Approval of the Shareholders of the Company

All the transactions with related parties exceeding the materiality thresholds, laid down in Clause 4 of the Policy, are placed before the shareholders for approval.

For this purpose, none of the related parties of the Company shall vote to approve on such shareholders' resolution irrespective of whether the entity is a related party to the particular transaction or not. (RP's can cast only negative vote to reject the shareholders resolution on material RPT).

In addition to the above, all kinds of transactions specified under Section 188 of the Act which

(a) are not at Arm's Length or not in the ordinary course of business; and (b) exceed the thresholds laid down in Companies (Meetings of Board and its Powers) Rules, 2014 are placed before the shareholders for its approval.

However, the requirement of shareholders' approval for Material Related Party Transactions shall not be applicable for the following cases:

- Transactions in respect of a resolution plan approved under section 31 of the Insolvency and Bankruptcy Code (IBC) 2016, subject to the event being disclosed to recognize stock exchange within one day of the resolution plan being approved.
- transactions entered into between the company and its wholly owned subsidiary whose accounts are consolidated with the company and placed before the shareholders at the general meeting for approval

6. DISCLOSURES

The Company shall disclose, in the Board's report, transactions prescribed in Section 188(1) of the Act with related parties, which are not in ordinary course of business or not at arm's length basis along with the justification for entering into such transaction.

The Company shall submit within 30 days from the date of publication of its standalone and consolidated financial results for the half year, disclosures of related party transactions on a consolidated basis, in the format specified in the relevant accounting standards for annual results to the stock exchanges and publish the same on its website.

In addition to the above, the Company shall also provide details of all related party transactions exceeding the materiality threshold (laid down in Clause 4 of the Policy above) on a quarterly basis to the stock exchanges.

7. RELATED PARTY TRANSACTIONS NOT APPROVED UNDER THIS POLICY

In the event the Company becomes aware of a transaction with a related party that has not been approved in accordance with this Policy prior to its consummation, the matter shall be reviewed by the Audit Committee. The Audit Committee shall consider all the relevant facts and circumstances regarding the related party transaction, and shall evaluate all options available to the Company, including ratification, revision or termination of the related party transaction. The Audit Committee shall also examine the facts and circumstances pertaining to the failure of reporting such related party transaction to the Audit Committee under this Policy and failure of the internal control systems, and shall take any such action it deems appropriate.

In any case, where the Audit Committee determines not to ratify a related party transaction that has been commenced without approval, the Audit Committee, as appropriate, may direct additional actions including, but not limited to, discontinuation of the transaction or seeking the approval of the shareholders, payment of compensation by the defaulting person (as may be decided by the Audit Committee) to the related party or the Company as the case may be, etc. In connection with any review/approval of a related party transaction, the Audit Committee has authority to modify or waive any procedural requirements of this Policy.

8. REVIEW OF THE POLICY

The adequacy of this Policy shall be reviewed and reassessed by the Committee periodically and appropriate recommendations shall be made to the Board to update the Charter based on the changes that may be brought about due to any regulatory amendments or otherwise.

9. COMPLIANCE RESPONSIBILITY

Compliance of this Policy shall be the responsibility of the Finance Head and the Company Secretary of the Company who shall have the power to ask for any information or clarifications from the management in this regard.

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Policy 6 of 10

Policy for Determination of materiality of Events or Information

SHAMROCK INDUSTRIAL COMPANY LIMITED

CIN: L24239MH1991PLC062298

POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS OR INFORMATION

1. LEGAL FRAMEWORK

This Policy has been formulated in accordance with the current guidelines laid down by Securities Exchange Board of India under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("LODR Regulations")**, with respect to disclosure of material events and information.

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, issued on September 2, 2015, the Board of Directors approved the "Policy for Determination of Materiality of Events or Information" in the Board Meeting held on June 08, 2023. This Policy has been updated based on the amendments made to Regulation 30 and Schedule III of the LODR Regulations, by way of the SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2023 ("LODR Amendments") and the SEBI Circular No. SEBI/HO/CFD/CFD-PoD1/P/CIR/2023/123, dated July 13, 2023 ("SEBI Disclosure Circular").

The Board shall review, and if found required, may amend this Policy from time to time.

2. OBJECTIVE

The objective of this Policy is to assist the employees of the Company in identifying potential material events or information in an objective manner that may originate at the ground level which can be promptly escalated and reported to the authorised Key Managerial Personnel or other officers of the Company, as specified in this Policy, for determining the materiality of the said event or information and for making necessary disclosure to the BSE Limited and the National Stock Exchange of India Limited (collectively, the **"Stock Exchanges"**). All provisions of Regulation 30 read with Schedule III of the LODR Regulations shall hereby be deemed to be incorporated in this Policy, by reference.

3. INTRODUCTION

In this Policy, unless the context otherwise requires:

a) **"Act"** means the Companies Act, 2013 and the rules framed thereunder, as amended from time to time.

b) "**Board of Directors"** or **"Board"**) means the Board of Directors of the Company.

c) **"Company"** means Shamrock Industrial Company Limited.

d) **"Key Managerial Personnel" means key managerial personnel as defined under sub-section (51) of section 2 of the Companies Act, 2013.**

e) **"LODR Regulations"** means the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

f) **"Net Worth"** shall have the meaning assigned to it in Section 2(57) of the Act;

g) **"Policy"** means this policy, as amended from time to time.

h) **"SEBI"** means the Securities and Exchange Board of India.

i) **"Rules"** means the rules made under the Act.

j) **"Stock Exchange(s)"** means BSE Limited and the National Stock Exchange of India Limited, where the equity shares of the Company are listed.

k) **"Turnover"** shall have the meaning assigned to it in Section 2(91) of the Act;

All other words and expressions used but not defined in this Policy, shall have the same meaning as assigned to it under the LODR Regulations, the Act, the SEBI Act, 1992 **("SEBI Act")** and the Securities Contracts (Regulation) Act, 1956 **("SCRA").**

4. EVENTS WHICH ARE DEEMED TO BE MATERIAL EVENTS

The Company shall disclose all such events which are specified in Para A of Part A of Schedule III of the LODR Regulations (as applicable from time to time) ("Para A Events") without any application of the guidelines for materiality as specified in sub-regulation (2) of Regulation 30 of the LODR Regulations. Details to be provided to the Stock Exchanges while disclosing Para A Events shall be in compliance with the requirements of the SEBI Disclosure Circular.

5. EVENTS WHICH ARE DEPENDENT ON APPLICATION OF GUIDELINES FOR MATERIALITY

The Company shall disclose all such material events or information pertaining to itself or to its subsidiary (ies), specified in Para B of Part A of Schedule III of the LODR Regulations ("Para B Events") subject to application of guidelines for materiality, as set out under the LODR Regulations.

GUIDELINES FOR DETERMINING MATERIALITY OF EVENTS OR INFORMATION:

Quantitative criteria would be calculated based on audited consolidated financial statements and would mean the omission of an event/ information whose value involved or the expected impact in terms of value, exceeds the lower of the following:

(a) 2% (two per cent) of consolidated turnover, as per the last audited consolidated financial statements of the Company; or

(b) 2% (two per cent) of consolidated net worth as per the last audited consolidated financial statements of the Company (except in case the arithmetic value of the net worth is negative)); or

(c) 5% (five percent) of average of absolute value of consolidated profit or loss after tax for last 3 years, as per the last 3 (three) audited consolidated financial statements of the Company.

In terms of the SEBI Disclosure Circular, if the average of absolute value of profit or loss is required to be considered by disregarding the 'sign' (positive or negative) that denotes such value as the said value / figure is required only for determining the threshold for 'materiality' of the event and not for any commercial consideration.

The details to be provided to the Stock Exchanges while disclosing Para B Events shall be in compliance with the requirements of the SEBI Disclosure Circular.

For the avoidance of doubt, it is clarified that if the objective materiality threshold is not met, an event or information may be treated as being material if in the opinion of the Board of the Company, the event or information is considered material.

Qualitative criteria would mean an event/ information:

a) the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or

b) the omission of an event or information is likely to result in significant market reaction if the said omission came to light at a later date; or

c) any other event/information may be treated as being material if in the opinion of the Board of directors of Company, the event / information is considered material.

6. GUIDELINES ON OCCURRENCE OF AN EVENT / INFORMATION & ITS TIMELY DISCLOSURE

A) The occurrence of material events/information could be either emanating from within or outside the listed entity by the Company's own accord or for reasons not in the hands of the Company. It can be categorized as under:

a. depends upon the stage of discussion, negotiation or approval; and

b. in case of natural calamities disrupting operations etc., it would depend upon the timing when the company became aware of the event/information.

In respect of the events under 7(a), the events/information can be said to have occurred upon receipt of approval of the Board of Directors, e.g. further issue of capital by rights issuance and in certain events/information after receipt of approval of both i.e. Board of Directors and Shareholders.

However, considering the price sensitivity involved, for certain events e.g. decision on declaration of dividends etc., disclosure shall be made on receipt of approval of the event by the Board of Directors, pending Shareholder's approval. Approvals other than final approvals, such as in-principle approvals, exploratory approvals etc. will not require disclosure under this Code.

In respect of the events under 7(b), the events/information can be said to have occurred when the Company becomes aware of the events/information, or as soon as, an officer of the entity has, or ought to have reasonably come into possession of the information in the course of

the performance of his duties. The term 'officer' shall have the same meaning as defined under the Act and shall also include Promoter of the Company.

7. AUTHORIZE KEY MANAGERIAL PERSONNEL (KMP) FOR THE PURPOSE OF DETERMINING MATERIALITY OF AN EVENT OR INFORMATION AND FOR THE PURPOSE OF MAKING DISCLOSURES TO STOCK EXCHANGE

A) Disclosure Committee comprising of the following KMPs and officers of the Company are hereby authorized or the purpose of determining materiality of an event or information, evaluating whether an event/ information requires Stock Exchange disclosures, and for the purpose of making disclosures to the Stock Exchanges within the applicable timelines **("Authorized Person(s)")**:

i. Managing Director
ii. Chief Financial Officer
iii. Company Secretary and Compliance Officer
iv. Global General Counsel

The Disclosure Committee may be contacted on the below mentioned address:

Disclosure Committee:
Shamrock Industrial Company Limited
83-E, Hansraj Pragji Building, Off. Dr. E Moses Road, Worli, Mumbai, Maharashtra, India, 400018
E-Mail ID: cs@shamrockindia.com

The materiality of events/ information outlined above are indicative in nature. There may be a likelihood of some unforeseen events emerging due to the prevailing business scenario from time to time. Hence, the relevant Authorized Person(s) should exercise his/her own independent judgement while assessing the materiality of events associated with the Company. The Disclosure

Committee may also, as a collective, consult the Chairman or any other Director of the Company while assessing the materiality of an event or information, and for evaluating whether the event/ information requires a Stock Exchange Disclosure.

Details of the above referred KMPs and officers shall be also disclosed to the Stock Exchange(s) and as well as on the Company's website.

8. DISCLOSURE

8.1 All events/information identified as material in line with the regulation and under this Policy shall be disclosed as soon as reasonably possible and in any case not later than the following:

i. For all material events/ information for which decision is taken in a Board meeting within 30 (thirty) minutes from the closure of the board meeting;

ii. For all material events/ information emanating from within the Company within 12 (twelve) hours from the occurrence of the event or information;

iii. For all material events/ information relating to the Company but emanating from outside the Company within 24 (twenty four) hours from the occurrence of the event or information.

a) In case the disclosure is made after the stipulated timeline, the Company shall provide an explanation for the delay along with the disclosure.

b) The Company shall disclose all further material developments with respect to the disclosures referred to in this Policy on a regular basis, till the event is resolved / closed, with relevant explanations.

9. AMENDMENTS

The Board may subject to the applicable laws amend any provision(s) or substitute any of the provision(s) with the new provision(s) or replace the Policy entirely with a new Policy. However, no such amendment or modification shall be inconsistent with the applicable provisions of any law for the time being in force, and this Policy does not, and shall not, in any manner dilute any of the requirements set out under Regulation 30 read with Schedule III of the LODR Regulations.

10. SCOPE AND LIMITATION

In the event of any conflict between the provisions of this Policy and the LODR Regulations, as amended from time to time, the LODR Regulations shall prevail over this Policy and the part(s) so repugnant shall be deemed to sever from the Policy and the rest of the Policy shall remain in force.

11. DISSEMINATION OF POLICY

This Policy shall be hosted on the website of the Company. https://shamrockindustrial.wordpress.com/

Policy for Inquiry in Case of Leak or Suspected Leak of UPSI

SHAMROCK INDUSTRIAL COMPANY LIMITED

CIN: L24239MH1991PLC062298

Policy for Inquiry in Case of Leak or Suspected Leak of Unpublished Price Sensitive Information (UPSI)

I. Background

Pursuant to Regulation 9A(5) of the Securities and Exchange Board of India (Prohibition of Insider Trading)
Regulations, 2015, as amended (the "**Insider Trading Regulations**"), this policy has been formulated by Shamrock Industrial Company Limited (the "**Company**") to establish the procedure for inquiry in case of a leak, or suspected leak, of UPSI (*as defined hereinafter*) (the "**Policy**").

The Board of Directors of the Company (the "**Board**") acknowledges the contours of an inquiry into any leak or suspected leak of UPSI would have to be customised according to the facts or circumstances of each case. Therefore, it is not possible to prescribe a standard operating procedure to be followed while conducting an inquiry into every case of a leak or suspected leak of UPSI. Further, the Board acknowledges the importance of keeping the procedure dynamic, to ensure that an inquiry appropriately covers all relevant aspects of a case.

In view of the above, this Policy sets out the broad principles to be followed for the purpose examining any leak or suspected leak of UPSI.

II. Definitions

(i) **Compliance Officer** shall mean the person designated as the Compliance Officer of the Company in accordance with Regulation 6(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any amendments thereto.

(ii) **Incident** shall mean any incident of leak(s) or suspected leak(s) of UPSI.

(iii) **Inquiry Committee** shall mean the committee constituted to investigate instances, allegations or suspicions of a leak of UPSI in accordance with the principles laid down in this Policy. Further, it shall comprise of Group Chief Financial Officer (CFO), Chief Financial Officer (CFO), Group General Counsel and Company Secretary or such other members as the Managing Director may deem appropriate. The members of the Committee may elect one amongst themselves to be the Chairperson of the committee.

(iv) **Stakeholders** shall include but not limited to all employees of the Company, statutory auditors, internal auditors and consultants.

(v) **Stock Exchanges** shall mean the relevant stock exchanges where the securities of the Company are listed.

(vi) **Unpublished Price Sensitive Information ("UPSI")** shall mean any information, relating to the Company or its securities, directly or indirectly, that is not generally available and which upon becoming generally available, is likely to materially affect the price of the securities of the Company and shall, ordinarily including but not be restricted to, information relating to the following: a) financial results;

b) dividends/ bonus;

c) changes in capital structure;
d) mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such similar other transactions;
e) changes in key managerial personnel; and
f) any other information that may be considered relevant by the CEO/ CFO or Compliance Officer.

III. Intimation to Stock Exchanges and SEBI

The Compliance Officer shall inform the Stock Exchanges and the Securities and Exchange Board of India (the "SEBI") about the Incident.

IV. Duties of Inquiry Committee

The Inquiry Committee shall be responsible for the following:

- Conducting an inquiry into any Incident to ascertain the materiality of the information and/or the complaint received in this regard. The Inquiry Committee can also take cognizance of any such matter *suo-moto*.
- The Inquiry Committee shall conduct an investigation in accordance with the procedure set out below.
- The Inquiry Committee shall submit its observations to the Managing Director .

V. Procedure for Inquiry

(i) Upon becoming aware of any leak/ allegation/ suspicion of an Incident pertaining to UPSI, including by way: (a) communication from regulatory authorities; (b) a written complaint or an e-mail from whistle-blower; or (c) internal monitoring mechanisms, the Inquiry Committee shall evaluate and determine if the matter merits inquiry. It is clarified that market rumours, inferences based on media reports or observations made by analysts etc. will not necessarily trigger a preliminary enquiry, and the Inquiry Committee shall have the discretion to decide if a preliminary enquiry is required to be undertaken in each case.

(ii) In the event the Inquiry Committee decides that the matter warrants an inquiry, it shall undertake an initial assessment to analyse the accuracy of the allegation/ suspicion of the Incident by taking necessary steps, including the following:

- assessing the source of the complaint/ allegation/ suspicion;
- assessing the nature of the Incident in order to determine the scope of inquiry, the parties who had access to the UPSI and the manner in which it could have been leaked; and

- conducting interviews with the complainant, in case his/ her identity is known, and other relevant persons.

(iii) On the basis of the outcome of the initial assessment, the Inquiry Committee shall determine whether: (a) the alleged/ suspected Incident is frivolous, and requires no further action; or (b) the matter requires further diligence and inquiry.

(iv) The Inquiry Committee shall conduct a detailed inquiry and take all necessary steps, including the following:

- identifying the medium through which the leaked UPSI was disclosed/ communicated;
- conducting a confidential investigation into the activities of the persons that handled or had the knowledge of the UPSI in question, in an un-intrusive manner, including by reviewing the relevant documents, audit trails, and by conducting interviews, if necessary;
- appointing external advisors/ consultants/ professionals to assist the inquiry;
- re-assessing the internal controls and measures implemented by the Company for identifying deficiencies, if any, in such controls and measures, and recommending improvements to the same.

(v) The Inquiry Committee will ensure that the details in relation to the inquiry, including the initial assessment, shall be shared within and outside the Company strictly on a 'need to know' basis. In cases where the inquiry has been initiated based on a complaint from a whistle-blower, the Inquiry Committee will keep the identity of the whistle-blower confidential.

(vi) In the conduct of inquiry, the Inquiry Committee shall have due regard to the principles of natural justice, and will provide an opportunity of being heard and making submissions etc., to the persons against whom the allegations of the Incident have been levelled. The Inquiry Committee will be required to duly consider the same while arriving at its conclusions.

(vii) Upon conclusion of the inquiry:

- the Inquiry Committee shall intimate to the Managing Director who shall further intimate to Board of its findings, along with a summary of the procedures followed and the action taken;
- if the Inquiry Committee is of the opinion that a leak has occurred and in the event the Inquiry Committee has identified the person(s) responsible for or involved in the leak, it will take appropriate action, take disciplinary and penal action and any other steps it deems fit and necessary such as dismissal, wage freeze, suspension, recovery and disqualification from future participation in the employee stock options scheme (if any) etc.;

- It is clarified that any action taken by the Securities and Exchange Board of India for violation of the Insider Trading Regulations and any other applicable laws shall not preclude the Inquiry Committee from taking any disciplinary, penal or other action.

(viii) The Inquiry Committee shall strive to conclude the inquiry within thirty (30) days from its commencement and can be extended if the circumstances so warrant.

(ix) The Company shall also inform the SEBI about the outcome of the inquiry and the steps taken in this regard.

(x) All stakeholders shall cooperate with the investigation into an Incident. Failure to cooperate with the investigation shall attract disciplinary action.

(xi) All the documentation in relation to the investigation shall be documented as per the applicable provisions of law in relation to retention of documents.

VI. Complaint Mechanism

A person can report a leak or a suspected leak of UPSI to the following:

(i) Chairman of the Audit Committee;

(ii) Company Secretary of the Company at the Registered Office of the Company;

(iii) General Counsel

(iv) A person can also report:

a. By e-mail at cs@shamrockindia.com
b. By letter, marked "Private and Confidential" and to the Registered office of the Company

VII. General

In case of any subsequent changes in the provisions of the Insider Trading Regulations or any other applicable regulations ("**Regulations**") which render any of the clauses/ provisions in this Policy inconsistent with the Regulations, the provisions of the Regulations shall prevail.

Further, this Policy shall not in any way preclude any referrals, complaints, measures, actions, etc., which can be instituted or which are available under the existing Vigil Mechanism and Whistle-blower Policy of the Company.

VIII. Amendments

The Policy may be reviewed and amended periodically as and when required by the Board to ensure that it meets the objectives of the Insider Trading Regulations and the needs of the Company and remains effective.

Policy on Preservation and Archival of Documents

SHAMROCK INDUSTRIAL COMPANY LIMITED

CIN: L24239MH1991PLC062298

POLICY ON PRESERVATION AND ARCHIVAL OF DOCUMENTS

1. BACKGROUND

The Securities and Exchange Board of India vide its notification dated September 2, 2015 issued the SEBI Listing Regulations inter alia mandate listed entities to frame Policy(s) for preservation and archiving of Documents.

Further, Regulation 30(8) of the SEBI Listing Regulations refers to an archival Policy as per which, all events or information which has been disclosed to stock exchange(s) under Regulation 30 of the SEBI Listing Regulations, shall be hosted on the website of the Company for a minimum period of five years and thereafter as per the archival Policy of the Company.

The purpose of this Document is to formulate a Policy for preservation of Documents in accordance with Regulation 9 of the SEBI Listing Regulations to provide a framework for their adequate protection and preservation as per applicable laws, and for archival of the disclosures made on the website for information and events communicated to the stock exchanges under Regulation 30 of the SEBI Listing Regulations.

2. SCOPE AND APPLICABILITY

All Documents of the Company shall be maintained in compliance with the requirements of the applicable laws, including the SEBI Listing Regulations. Preservation and Archival of the Documents shall be as per the Policy.

3. DEFINITIONS

a. **Applicable laws** mean the SEBI Listing Regulations and the applicable provisions of Companies, 2013, as amended along with the rules framed thereunder.
b. **Authorized Person means** the officer(s) of the Company who is/are generally expected to observe the compliance of requirements of applicable law shall be the person(s) responsible to preserve the Documents.
c. **Board** means Board of Directors of the Company as constituted from time to time.
d. **Company** means Shamrock Industrial Company Limited.
e. **Company Secretary and Compliance Officer** means the Company Secretary and Compliance Officer appointed by the Board.
f. **Document/s** includes all papers, Documents, agreements, filings, forms, memos, correspondences, emails, records, files, books, etc., of the Company in physical or electronic forms.

g. **Policy** means this Policy on Preservation and Archival of Documents formulated by the Company.
h. **SEBI Listing Regulations** means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.

4. CLASSIFICATION OF DOCUMENTS

For the purpose of the Policy, the Documents of the Company are classified as follows:

a. The list of Documents which shall be permanently preserved is given in Annexure A to this Policy. The Company shall permanently preserve these Documents subject to the modifications, amendments, additions, deletions or any changes made therein from time to time. Provided that all such modifications, amendments, additions or deletions in the Documents shall also be preserved permanently by the Company.
b. The list of Documents which shall be preserved for a period not less than 8 years after completion of the relevant transaction is given in Annexure B to this Policy. The said Documents shall be preserved subject to the modifications, amendments, additions, deletions or any changes made therein from time to time. Provided that all such modifications, amendments, additions or deletions in the Documents shall also be preserved for the said period.

5. MODES OF PRESERVATION

The Authorized Person shall:

a. preserve the Documents either in physical form or electronic form;
b. preserve the Documents in such a manner to ensure that there is no tampering, alteration, destruction or anything which endangers the content, authenticity, utility or accessibility of the Documents;
c. ensure that the preserved Documents are accessible at all reasonable times;
d. control access for preserved Documents, to ensure integrity and confidentiality of the Documents and prohibit unauthorised access;
e. make appropriate provisions for back up of all preserved Documents, both physically and electronically.

6. DESTRUCTION OF DOCUMENTS

After the expiry of the retention period, the Authorized Person may destroy the preserved Documents in such a mode as deemed fit. The Chief Executive Officer and Managing Director of the Company shall approve the destruction of such Documents. The Authorized Person shall maintain a register of disposal of records, with details of Documents destroyed in the format prescribed in the guidance manual. This applies to both physical and electronic Documents.

7. ARCHIVAL POLICY

a. The Company will host all the relevant disclosures of information and events communicated to the stock exchanges under Regulation 30 of the SEBI Listing Regulations on the website of the Company under the section entitled ["Investor Relations"] for a period of five years and thereafter the same shall be archived for retrieval for such period as decided by the Chief Executive Officer and Managing Director of the Company. (Refer Annexure C)
b. Subsequently, anyone intending to review archived information and events communicated to the stock exchanges may write to the Company Secretary and Compliance Officer of the Company.
c. This Policy will be periodically reviewed and amended based on any changes in the laws, rules and regulations applicable to the Company from time to time or changes in internal processes.
d. Adoption of this Policy shall be communicated to the stock exchange(s) where the Company's equity shares are listed. This Policy shall also be disclosed on the website of the Company.

8. AMENDMENT

Any change in the Policy shall be approved by the Board. The Board shall have the right to withdraw and/or amend any part of this Policy or the entire Policy, at any time, as it deems fit, or from time to time, and the decision of the Board in this respect shall be final and binding. Any subsequent amendment/modification in the Act or the rules framed thereunder or the SEBI Listing Regulations and/or any other laws in this regard shall automatically apply to this Policy.

9. COMPLIANCE

The Authorized person shall be responsible for supervision of the Policy. Any queries regarding the Policy shall be referred to the Authorized Person, who is in charge of administering, enforcing and updating the Policy.

10. INTERPRETATION

In any circumstance where the terms of this Policy are inconsistent with any existing or newly enacted law, rule, regulation or standard governing the Company, the said law, rule, regulation or standard will take precedence over this Policy.

Policy 9 of 10

Terms and Conditions for Appointment of Independent Directors

SPARC ELECTREX LIMITED

(Formerly Known as Sparc Systems Limited)

Sparc Electrex Limited
Terms and Conditions of appointment of Independent Directors

I. Appointment

The appointment as an Independent Director (ID) on the Board will be effective from, ***<Date of Appointment>***, for a period of ***<Terms and Tenor of Appointment>.***

As Independent Directors, they will not be liable to retire by rotation.

Reappointment at the end of the Term shall be based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Board and the shareholders. The reappointment would be considered by the Board based on the outcome of the performance evaluation process and the directors continuing to meet the independence criteria.

The directors may be requested to be a member / Chairman of any one or more Committees of the Board which may be constituted from time to time.

II. Role, Duties and Responsibilities

a) As members of the Board, they along with the other Directors will be collectively responsible for meeting the objectives of the Board which include:

- Requirements under the Companies Act, 2013
- Accountability under the Director's Responsibility Statement.

b) They shall abide by the 'Code For Independent Directors' as outlined in Schedule IV to section 149(8) of the 2013 Act, and duties of directors as provided in the 2013 Act (including Section 166).

c) They are particularly requested to provide guidance in their area of expertise.

III. Remuneration and Reimbursement of Expenses

ID will be paid such remuneration by way of sitting fees for attending meetings of the Board and its Committees as may be decided by the Board from time to time in compliance with applicable law. Further, ID will also be paid remuneration by way of profit related commission. The remuneration shall be subject to applicable taxes and the Company may withhold there from any amounts as are required to be withheld pursuant to applicable law.

In addition to the remuneration described above the Company will, for the period of appointment, reimburse ID for travel, hotel and other incidental expenses incurred by him/her in the performance of his/her role and duties.

IV. Time Commitment

They agree to devote such time as is prudent and necessary for the proper performance of their role, duties and responsibilities as an Independent Director.

V. Training and Development

The Company may, if required, conduct formal training program for its Independent Directors.

The Company may, as may be required, support Directors to continually update their skills and knowledge and improve their familiarity with the company and its business. The Company will fund/arrange for training on all matters which are common to the whole Board.

VI. Performance Appraisal / Evaluation Process

As members of the Board, their performance as well as the performance of the entire Board and its Committees will be evaluated annually. Evaluation of each director shall be done by all the other directors. The criteria for evaluation shall be disclosed in the Company's Annual Report. However, the actual evaluation process shall remain confidential and shall be a constructive mechanism to improve the effectiveness of the Board / Committee.

VII. Disclosures, other directorships and business interests

During the Term, they agree to promptly notify the Company of any change in their directorships, and provide such other disclosures and information as may be required under the applicable laws. They also agree that upon becoming aware of any potential conflict of interest with their position as Independent Directors of the Company, they shall promptly disclose the same to the Chairman and the Company Secretary.

During their Term, they agree to promptly provide a declaration under Section 149(7) of the 2013 Act, upon any change in circumstances which may affect their status as an Independent Director.

VIII. Changes of personal details

During the Term, they shall promptly intimate the Company Secretary and the Registrar of Companies in the prescribed manner, of any change in address or other contact and personal details provided to the Company.

IX. Disengagement

They may resign from the directorship of the Company by giving a notice in writing to the Company stating the reasons for resignation. The resignation shall take effect from the date on which the notice is received by the Company or the date, if any, specified by them in the notice, whichever is later.

Their directorship on the Board of the Company shall cease in accordance with law. The Company may disengage Independent Directors prior to completion of Term (subject to compliance of relevant provisions of the 2013 Act) upon

- Violation of any provision of the Code of Conduct as applicable to NEDs.
- Upon the director failing to meet the criteria for independence as envisaged in Section 149(6) of the 2013 Act.

Whistleblower Policy

SPARC ELECTREX LIMITED

(Formerly known as Sparc Systems limited)

CIN: L31100MH1989PLC053467

WHISTLEBLOWER POLICY

1. Purpose of this policy

As a Public Limited Listed Company, **Sparc Electrex Limited** (the "Company" or "Sparc ") is committed to the integrity of its financial information which is relied upon by its shareholders, the financial markets and other stakeholders. In accordance with the provisions of Section 177 (9) of the Companies Act 2013 and Regulation 22 of Securities Exchange of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 as may be amended from time to time and principles of good corporate governance, the Audit Committee of the Company is committed to adopting procedures to receive and address any concern or complaint regarding questionable accounting or auditing matters, internal accounting controls, disclosure matters, reporting of fraudulent financial information to our shareholders, any government entity or the financial markets or any other company matters involving fraud, Personnel misconduct, illegality or health and safety and environmental issues which cannot be resolved through normal management channels and also instances of Leak of unpublished price sensitive information.

Personnel of the Company may use the procedures set out in this Whistleblower Policy (the "Policy") to submit confidential and/or anonymous complaints. This Policy allows for disclosure by any personnel, of such matters internally, without fear of reprisal, discrimination or adverse employment consequences, and also permits the Company to address such disclosures or complaints by taking appropriate action, including, but not limited to, disciplining or terminating the employment. The Company **Sparc** not tolerate any retaliation against any Personnel for reporting in good faith any inquiry or Concern

The purpose of this policy is to provide a framework to promote responsible and secure whistle blowing. It protects any personnel wishing to raise a concern about serious irregularities and also instances of leak of unpublished price sensitive information within the Company. The policy neither releases Personnel from their duty of confidentiality in the course of their work, nor is it a route for taking up a grievance about a personal situation.

2. Definitions

"**Audit Committee**" means the Audit Committee constituted by the Board of Directors of the company in accordance with the Provisions of the Companies Act, 1956/2013, read with Regulation 18 of the Listing Regulations "Personnel" means any employee, director and/or officer / Designated Personnel of the Company

"**Protected Disclosure**" means any communication made in good faith that discloses or demonstrates information or reportable matter that may evidence unethical or improper activity or instance of leak of unpublished price sensitive information.

"**Questionable Accounting or Auditing Matters**" include, without limitation, the following:

a) Fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company;

b) Fraud or deliberate error in the recording and maintaining of financial records of the Company;

c) deficiencies in or non-compliance with the company‘s internal accounting controls;

d) Misrepresentation or false statement to or by a senior officer or accountant regarding a matter contained in the financial records, financial reports or audit reports of the company; or

e) Deviation from full and fair reporting of the company's financial condition.

f) Any misrepresentation, non-disclosure and/ or hiding of material facts, and frauds, which an Personnel was bound to disclose to his seniors either in the ordinary course of his employment obligations or as a special incident coming to his notice/knowledge.

g) Non-observance of due diligence, care and caution while discharging his liability causing financial and non-financial losses/damages to the company, including but not limited to risks of litigations/claims against the company.

h) Failure to disclose/prevent mistakes in the Functions like, Material Purchase, Projects Site Execution Works, Non-renewal of permits, licenses and permissions.

i) Failure to renew and/or seek renewal of bank guarantees promptly.

j) Failure to deduct and pay taxes, Provident Fund and ESIC Contributions, other statutory payments,

k) Failure by the officials, Personnel, suppliers, contractors, consultants, subcontractors, internal and external auditors and directors, of their duty of care, caution, honesty,

prudence either knowingly or unknowingly or deliberate dereliction of their duties in their respective capacities, while being associated with the Company.

”leak of Unpublished Price Sensitive information"

"**Unpublished Price Sensitive Information**" means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: —

(i) Financial results
(ii) Dividends;
(iii) Change in capital structure
(iv)Mergers, demergers, acquisitions, delistings, disposals and expansion of business
(v) Changes in key managerial personnel

"**Reportable Matters**" means Questionable Accounting or Auditing matters (defined above) and leak of Unpublished Price Sensitive information and / or any other company matters involving abuse of authority, breach of **Sparc** Code of Conduct, non- observance of prudent business practices, neglect/non observance of diligence while discharging one’s duties/contractual obligations, fraud, bribery, corruption, Personnel misconduct, illegality, health and safety, environmental issues, wastage/ misappropriation of company funds/assets and any other unethical or inappropriate conduct.

”Subject" means a person against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.

"**whistleblower**" is defined as any Personnel (defined above) who has or had access to data, events or information about an actual, suspected or anticipated Reportable matters, within the organization and whether anonymously or not, makes or attempts to make a deliberate, voluntary and protected disclosure or complaint of organizational malpractice, non observance of prudent practices, deliberate neglect of observance of principles of prudent practices by any other officer, consultant, contractor, supplier of the Company

3. Reporting Responsibility

Personnel **Sparc** often be the first to come across, the instances of impropriety and the facts relating to mis-statements in the Company's financial statements or leak of Unpublished price sensitive information and other wrongdoings, and reportable matters of concern as stated herein above. All personnel have an obligation to report any of the Reportable Matters of which they are or become aware of, to the Company. However, due to various reasons, which include indifference to the issues, inherent fear of reprisal or plain non-clarity on the issues, such instances may go unreported. This Policy is therefore intended to encourage and enable Personnel to raise concerns/alarms within the company, prior to seeking resolution outside the company

The company shuns all kinds of malpractices, impropriety, statutory none compliances or wrongdoings or instance of leak of unpublished price sensitive information. This Policy ensures that Personnel are empowered to pro-actively bring to the notice of appropriate internal authorities, such instances, without fear of reprisal, discrimination or adverse consequences on their employments.

This Policy is not, however, intended to question financial or business decisions taken by the Company that are not Reportable Matters nor should it be used as a means to reconsider any matters which have already been addressed, through disciplinary or other internal procedures of the company. Further, this policy is not intended to cover career-related or other personal grievances.

The Whistleblower's role is that of a reporting party. Whistleblowers are not investigators or finders of facts; neither can they determine the appropriate corrective or remedial action that may be warranted. They are an agency to bring out/report something which they feel is a reportable matter.

4. False complaints

While this policy is intended to protect genuine Whistleblowers from any unfair treatment, as a result of their disclosure, misuse of this protection by making false, frivolous and bogus complaints with mala fide intentions is strictly prohibited.

Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistle Blower knowing it to be false or bogus or with a mala fide intention, However, while deciding upon whether an allegation is genuine or otherwise, the internal authorities DCL consider all aspects of allegation including but not necessarily, giving a personal hearing to the Personnel

5. Reporting mechanisms

Personnel should raise Protected Disclosures / Reportable Matters with someone who is in a position to address them appropriately in most cases, a personnel's supervisor or manager is in the best position to address an area or concern. Supervisors or managers to whom Protected Disclosures/Reportable Matters are raised are required to report the same immediately to the Company Secretary or Chairman of the Audit Committee.

Notwithstanding the aforesaid, personnel can lodge a complaint in one of the following ways:

(i) by contacting the Chairman of the Audit Committee, Ms. Kajal Jain,
Email: sparc@mtnl.net.in
Phone: 022-27792481

(ii) by contacting the Company Secretary or any member of the Audit Committee;

(iii)by sending a complaint letter in a sealed envelope marked "Private and Confidential" to the Company Secretary.

A complaint may be made anonymously. However, if a complaint is made anonymously, the complainant must provide detailed descriptions of the complaint and must provide the basis of making the assertions/allegations therein.

Although a Whistleblower is not required to furnish any more information than what he/she wishes to disclose, it is essential for the company to have all critical information in order to enable the company to effectively evaluate and investigate the complaint. It is difficult for the company to proceed with an investigation on a complaint, particularly an anonymous complaint, which does not contain all the critical information such as the specific charge. The complaint or disclosure must therefore provide as much details and be as specific as possible, including names and dates, in order to facilitate the investigation.

To the extent possible, the complaint or disclosure must include the following:

1. The Personnel, and/or outside party or parties involved;
2. The sector of the company where it happened (division, office/Project Site)
3. When did it happen; a date or a period of time;
4. Type of concern (what happened):
   a) Financial reporting;
   b) Legal matter;
   c) Management action;
   d) Personnel misconduct; and/or
   e) Health and safety and environmental issues
   f) Contractor, sub-contractor, consultant, internal auditor, auditor, any other person involved;
   g) Leak of Unpublished Price Sensitive Information.
5. Submit proof or identify where proof can be found, if possible;
6. Whom to contact for more information, if possible; and/or
7. Prior efforts to address the problem, if any.

6. Investigations

Upon receipt of a complaint, the Company Secretary Sparc make an assessment thereof and place an appropriate complaint before the Audit Committee. The Audit Committee shall address all concerns or complaints regarding Protected Disclosures/Reportable Matters, which are placed before them, and ensure resolution of the same.

The decision to conduct an investigation taken by the Audit Committee is by itself not an accusation and is to be treated as a neutral fact-finding process. The outcome of the investigation may not support the conclusion of the Whistle Blower that an improper or unethical act was committed.

The identity of a Subject and the Whistle Blower Sparc be kept confidential to the extent possible given the legitimate needs of law and the investigation.

The Company Secretary may, in consultation with the Audit Committee either direct the complaint to the departmental Head, best placed to address it (while retaining the authority to oversee the investigation), or lead the investigation in person to ensure prompt and appropriate investigation and resolution of the matter complained.

All information disclosed during the course of the investigation DCL remain confidential, except as necessary or appropriate to conduct the investigation and take any remedial action, in accordance with any applicable laws and regulations, The company reserves the right to refer any concerns or complaints regarding Protected Disclosures/Reportable Matters to appropriate external regulatory authorities All personnel have a duty to cooperate in the investigation of complaints reported as mentioned hereinabove. Depending on the nature of the complaint, any concerned personnel, at the outset of formal investigations, may be informed of the allegations against him/her and be provided an opportunity to reply to such allegations.

Personnel shall be subject to strict disciplinary action up to and including immediate dismissal from the employment, if they fail to cooperate in an investigation or deliberately provide false information during an investigation.

If, at the conclusion of its investigation, the company determines that a violation has occurred or the allegations are substantiated, the company Sparc take effective remedial action commensurate with the severity of the offence.

This may include disciplinary action against the concerned personnel. The company may also take reasonable and necessary measures to prevent any further violations, which

may have resulted in a complaint so made. In some situations, the company may be under a legal obligation to refer matters to appropriate external regulatory authorities.

7. Non-retaliation

No personnel who, in good faith, makes a disclosure or lodges a complaint in accordance with this policy shall suffer reprisal, discrimination or adverse consequences on his/her employment/assignment/relationship with the Company.

Accordingly, the company strictly prohibits discrimination, retaliation or harassment of any kind, against a Whistleblower who, based on his/her reasonable belief that one or more Reportable Matters has occurred or are occurring, or is/are likely to occur, reports that information. Any personnel who retaliates against a Whistleblower who has raised a Reportable Matter in good faith, Sparc be subject to strict disciplinary action up to and including immediate termination of employment, If any personnel who makes a disclosure or complaint in good faith, believes that he/she is being subjected to discrimination, retaliation or harassment for having made a report under this policy, he/she must immediately report those facts to his/her supervisor or manager or the Company Secretary. If, for any reason, he/she does not feel comfortable discussing the matter with these persons, he/she should bring the matter to the attention of the Chairman of Audit Committee. It is imperative that such personnel brings the matter to the company‘s attention promptly so that any concern of reprisal, discrimination or adverse employment consequences can be investigated and addressed promptly and appropriately.

8. Document retention

The Company shall maintain documentation of all complaints or reports, subject to this policy. The documentation shall include any written submissions provided by the complainant, any other company documents identified in the complaint or by the company as relevant to the complaint, a summary of the date and manner in which the complaint was received by the Company and any response by the Company to the complainant. All such documentation shall be retained by the company for a minimum of six (6) years from the date of receipt of the complaint. Confidentiality Sparc be maintained to the extent reasonably practicable depending on the requirements and nature of the investigation, as indicated above.

9. Additional enforcement information

In addition to the Company's internal complaint procedure, personnel should also be aware that certain central, local and state law enforcement agencies and regulatory authorities are authorized to review questionable accounting or auditing matters or potentially fraudulent reports of financial information.

Nothing in this policy is intended to prevent any personnel from reporting information to the appropriate agency when the personnel has reasonable cause to believe that the violation of a central, local or state statute or regulation has occurred. However, the whistle blower is required to approach the Company and its management at appropriate level and in appropriate manner, with such reportable matter, before approaching to the outside statutory authorities, so as to help all the stake holders to take a comprehensive view of the reportable matter and to help/guide the whistle blower to get his/her concerns redressed.

10. Modification

The Board of Directors of Company on recommendations of Audit Committee may modify this Policy unilaterally at any time without notice. Modification may be necessary, among other reasons, to maintain compliance with local, state and central regulations including SEBI and Stock Exchange Regulations and/or accommodate organizational changes within the Company.

11. Conclusion

The **Sparc Electrex Limited** Code of Conduct as well as the Company's policies and practices have been developed as a guide to our legal and ethical responsibilities to achieve and maintain the highest business standards. Conduct that violates the Company's policies is viewed as unacceptable by the Company. Certain violations of the company's policies and practices could even subject the Company and any individual Personnel involved to civil and criminal penalties.

Before issues escalate to such a level, personnel are encouraged to report any violations covered hereinabove, or reprisal, discrimination or adverse employment consequences related to such reports.

For any queries/concerns regarding the **Sparc Electrex Limited**

Whistleblower Policy, contact to:

Shobith Ganesh Hegde
Mumbai Office
Phone No: 9819001811
Email: sparcelectrex@gmail.com

12. FAQs related to the Whistle blower Policy

What is the "Whistleblower Policy"?

This Whistleblower Policy has been put in place to comply with the requirements of provisions of SEBI (Listing Obligations 8L Disclosure Requirements, Regulation), 2015 as amended and the Companies Act, 2013 with a View to encourage the reporting of concerns on any questionable accounting or auditing matters, any other company matters involving, leak of unpublished price sensitive information, fraud, bribery, corruption, Personnel misconduct, illegality or health and safety and environmental issues, including, without limitation, the following:

a) fraud or deliberate errors in the preparation, evaluation, review or audit of any financial statement of the Company;
b) fraud or deliberate error in the recording and maintaining of financial records of the Company;
c) deficiencies in or non-compliance with the Company's internal accounting controls;
d) misrepresentation or false statement to or by a senior officer or accountant, regarding a matter contained in the financial records, financial reports or audit reports of the Company; or
e) deviation from full and fair reporting of the Company‘s financial condition;
fl Leak of Unpublished Price Sensitive Information.

How can these concerns be expressed?

An Personnel can report any of the issues covered under this Policy to his/her supervisor, or manager. Complaints can also be directed to the Company Secretary or directly to the Audit Committee of DCL. A letter can be sent to the Company Secretary in an envelope marked as "Private and Confidential".

Does this Policy protect Complainants?

Yes, the Policy provides protection to all personnel from reprisal, discrimination or any other adverse employment consequences, as a result of their reporting any concerns specified under this Policy.

Which concerns are not covered under this Policy?

(i) frivolous and bogus complaints;
(ii) business and financial decisions taken by the Company that do not involve wrongdoing or illegality;
(iii)Any matter already addressed pursuant to disciplinary or other procedures of the Company.
(iv) Career related or other personal grievances.

Can anonymous complaints be sent?

Yes. The Whistleblower has the option of sending anonymous complaints if for any reason he/she wishes to be unidentified. However, for any action to be initiated on such complaints they have to be detailed in their description and provide the basis of making the assertion therein.

Who investigates these concerns?

While the Audit Committee is ultimately responsible for ensuring that all concerns or complaints falling within the scope of this Policy are addressed, the Company Secretary is primarily responsible for investigation and/or coordination with relevant investigators of all complaints.

What are the options available when a Personnel feels discriminated as a result of disclosure under this Policy?

The personnel should promptly report the facts related to any discrimination, retaliation or harassment for having made a report under this Policy to his/her supervisor, or manager, or the Company Secretary. If, for any reason, he/she does not feel comfortable discussing the matter with these persons, he/she should bring the matter to the attention of the Audit Committee.