SPARC SYSTEMS LIMITED

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

September 29, 2017

REF: BSE/2017-2018/24

To

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

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

SUB: **Voting results pertaining to AGM held on September 29, 2017**

Dear Sir / Madam,

Pursuant to Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) in respect of the 28th Annual General Meeting of the members of the Company held on Friday, September 29, 2017 at 10.00 am, please find enclosed the following

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

Kindly acknowledge receipt.

Thanking you.

Yours truly,
For Sparc Systems Ltd.

Punit Neb
Director
DIN 01026300

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

28th Annual General Meeting of Sparc Systems Ltd held on September 29, 2017

Date of AGM	**September 29, 2017**		
Total no. of shareholders on record as on the record date September 22, 2017	**2389**		
No. of shareholders presents in meeting either in person or through proxy			
Shareholders	**In Person**	**Proxy**	**Total**
Promoter & Promoter Group	4	NIL	4
Public	12	NIL	12
Total	16	NIL	16
No. of Shareholders attend the meeting through Video Conferencing	NIL/Facility not offered		
In case of Poll/Postal ballot/E-voting	Attached detailed report along with scrutinisers report		

Agenda wise Disclosure:

Resolution No. 1:

To receive, consider and adopt the Financial Statements of the Company for the year ended March 31, 2017 including the Audited Balance Sheet as at March 31, 2017 and the Statement of Profit & Loss Account and Cash Flow for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

Resolution Required (Ordinary / Special)					Ordinary			
Whether Promoter / Promoter Group are interested in the Agenda / Resolution					No			
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5) / (2)]*100
Promoter & Promoter Group	E-voting	1,349,500	91,900	6.81	91,900	NIL	100	NIL
	Poll		10,900	0.81	10,900	NIL	100	NIL
	Postal Ballot		NA	NA	NA	NA	NA	NA
Public Institutional Holders	E-voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Poll		NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot		NA	NA	NA	NA	NA	NA
Public - Other	E-voting	3,539,500	200	0.01	0	200	0	0.01
	Poll		186,250	5.26	186,250	NIL	5.26	NIL
	Postal Ballot		NA	NA	NA	NA	NA	NA
TOTAL		4,889,000	289,250	5.92	289,050	200	99.93	0.07

J.T.D

Resolution No. 2:

To appoint a Director in place of Mr. J. T. D'souza (DIN 00958844), who retires by rotation and being eligible, offers himself for re-appointment.

Resolution Required (Ordinary / Special)					Ordinary			
Whether Promoter / Promoter Group are interested in the Agenda / Resolution					Yes			
Category	**Mode of Voting**	**No. of Shares held**	**No. of Votes Polled**	**% of Votes polled on Outstanding Shares**	**No. of Votes in Favour**	**No. of Votes Against**	**% of Votes in favour on votes polled**	**% of Votes against on votes polled**
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5) / (2)]*100
Promoter & Promoter Group	E-voting	1,349,500	91,900	6.81	91,900	NIL	100	NIL
	Poll		10,900	0.81	10,900	NIL	100	NIL
	Postal Ballot		NA	NA	NA	NA	NA	NA
Public Institutional Holders	E-voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Poll		NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot		NA	NA	NA	NA	NA	NA
Public - Other	E-voting	3,539,500	200	0.01	0	200	0	0.01
	Poll		186,250	5.26	186,250	NIL	5.26	NIL
	Postal Ballot		NA	NA	NA	NA	NA	NA
TOTAL		**4,889,000**	**289,250**	**5.92**	**289,050**	**200**	**99.93**	**0.07**

J.T.D.

Resolution No. 3:

Re-appointment of M/s. R Soni & Co., Chartered Accountants, Mumbai (ICAI Registration Number 130349W), as Auditors of the Company till the conclusion of the 29th Annual General Meeting.

Resolution Required (Ordinary / Special)					Ordinary			
Whether Promoter / Promoter Group are interested in the Agenda / Resolution					No			
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes polled on Outstanding	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on votes polled	% of Votes against on votes polled

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R. SONI & CO.

CHARTERED ACCOUNTANTS

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

CONSOLIDATED SCRUTINIZER'S REPORT

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

29th September, 2017

To,

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

Dear Sir,

Sub: Consolidated Scrutinizer's report on e-voting conducted pursuant to the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and voting through polling paper at the 27th Annual General Meeting of the Equity Shareholders of Sparc Systems Limited held on Friday, 29th September, 2017, at the registered office of the Company at at Plot No. 11, Survey No. 118 / 1 - 2, Village Pundhe, Taluka Shahapur, At Post Athgaon, District Thane – 421601 at 10.00 a.m.

I, Rajesh Soni, Chartered Accountant in whole time practice, appointed as Scrutinizer by the Board of Directors of the Company pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of Scrutinizing the e-voting process (remote e-voting) in respect of the below mentioned resolutions and votes cast by Ballot by shareholders of the Company present at the meeting in respect of resolution proposed at 28th the Annual General Meeting ("AGM")of the members of the Company to be held on on Friday, 29th September, 2017 at the registered office of the Company at Plot No. 11, Survey No. 118 / 1 - 2, Village Pundhe, Taluka Shahapur, At Post Athgaon, District Thane – 421601 and I submit my report as under:

1. The compliance with the provisions of Companies Act 2013 and rules made thereunder relating to remote e-voting and voting by use of ballot paper by the shareholders present at the meeting on the resolutions proposed in the notice of the Annual General Meeting dated 30th August, 2017 of the Company is the

R. SONI & CO. MUMBAI CHARTERED ACCOUNTANTS

responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and ballot paper is conducted in a fair and transparent manner and submit the consolidated Scrutinizer's report of the total votes cast in favour of or against, if any, each of the resolutions to the Chairman of the Company based on the report generated electronically and by voting through ballot paper.

2. As per the notice of 28th Annual General Meeting of the Shareholders of the Company and the "Advertisement" published pursuant to Rule 20 (4) (v) of the Companies [(Management and Administration) Rules 2014] (Amendment Rules, 2015) on 8th September, 2017 in the Absolute India and Mumbai Mitra, the remote e-voting opened at 9.00 a.m on 26th September, 2017 and remained open until 28th September, 2017 till 5.00 p.m.

3. The Shareholders holding the Equity Sahres of the Comapny as on 22nd September, 2017 viz. the "cut-off date", were entitled to vote on resolutions stated in the notice of the 28th Annual General Meeting of the Company.

4. After the declaration of voting by use of ballot paper by the Chairman at the meeting, ballot box was locked and kept for voting duly marked by identification mark placed on them. The ballot box subsequently, on close of voting hours, was opened in the presence of two witnesses, who are not the employees of the Company and ballot paper received were serially numbered, sorted, signatures verified and were scrutinized and initialed by the scrutinizer. The ballot papers were reconciled with the records maintained by the Company / Registrar/Transfer Agents (R&TA) of the Company and authorizations / proxies lodged with the Company.

5. The ballot papers, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.

6. The votes on remote e-voting were unblocked in the presence of two witnesses who are not the employees of the Company at around 12.10pm. after conclusion of counting of votes cast through ballot paper by the shareholders present at the AGM and the e-voting results / list of Equity shareholders who have voted for and against were downloaded from the e-voting website of Central Depository Services Limited (CDSL) (www.evotingindia.com).

7. Thereafter both the votes were consolidated for the purpose of preparing this Scrutinizer's Report.

R. SONI & CO MUMBAI CHARTERED ACCOUNTANTS

8. The total votes cast in favor or against for all the resolutions proposed in the notice of the AGM are as under:

Resolution No. 1. Ordinary Resolution

Adoption of the audited Financial Statements of the Company for the year ended March 31, 2017 including the Audited Balance Sheet as at March 31, 2017 and the Statement of Profit and Loss Account and Cash Flow for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

- Voted in favour of the Resolution:

Mode of Voting	Number of Members voted	Number of Votes cast by them	% of total number of valid vote cast
Remote e-voting	5	91,900	31.76%
Votes cast by Polling Paper	16	197,250	68.17%
Total	21	289,150	99.93%

- Voted against the Resolution:

Mode of Voting	Number of Members voted	Number of Votes cast by them	% of total number of valid vote cast
Remote e-voting	1	200	0.07%
Votes cast by Polling Paper	NIL	NIL	NIL
Total	1	200	0.07%

- Invalid Votes:

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

R. SONI & CO. MUMBAI CHARTERED ACCOUNTANTS

Summary of the total valid votes for Resolution No. 1

Particulars	Number of Votes cast by them	% to total number of valid votes cast
Votes in Favour	289,150	99.93%
Votes Against	200	0.07%
Total	289,350	100.00%

Resolution No. 2. Ordinary Resolution

Re-appointment of Mr. J. T. D'souza (DIN 00958844), as Director of the Company liable to retire by rotation

(i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voted	Number of Votes cast by them	% of total number of valid vote cast
Remote e-voting	5	91,900	31.76%
Votes cast by Polling Paper	16	197,250	68.17%
Total	21	289,150	99.93%

(ii) Voted against the Resolution:

Mode of Voting	Number of Members voted	Number of Votes cast by them	% of total number of valid vote cast
Remote e-voting	1	200	0.07%
Votes cast by Polling Paper	NIL	NIL	NIL
Total	1	200	0.07%

(iii) Invalid Votes:

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

Summary of the total valid votes for Resolution No. 2

Particulars	Number of Votes cast by them	% to total number of valid votes cast

Votes in Favour	289,150	99.93%
Votes Against	200	0.07%
Total	289,350	100.00%

Resolution No. 3. Ordinary Resolution

Re-appointment of M/s. R Soni and Co., Chartered Accountants, Mumbai ICAI Registration Number 130349W, as the Statutory Auditors and authorized the Board to fix their remuneration.

(i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voted	Number of Votes cast by them	% of total number of valid vote cast
Remote e-voting	5	91,900	31.76%
Votes cast by Polling Paper	16	197,250	68.17%
Total	21	289,150	99.93%

(ii) Voted against the Resolution:

Mode of Voting	Number of Members voted	Number of Votes cast by them	% of total number of valid vote cast
Remote e-voting	1	200	0.07%
Votes cast by Polling Paper	NIL	NIL	NIL
Total	1	200	0.07%

(iii) Invalid Votes:

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

Summary of the total valid votes for Resolution No. 3

Particulars	Number of Votes cast by them	% to total number of valid votes cast

R. SONI & CO. MUMBAI CHARTERED ACCOUNTANTS

Votes in Favour	289,150	99.93%
Votes Against	200	0.07%
Total	289,350	100.00%

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

Kindly take the above on record.

Thanking you.

Signature:

Name: Rajesh Soni

Chartered Accountant

Mno.: 133240

Place: Mumbai

Date: 29th September, 2017

Witness:

1

2