

RAJESH SONI
CHARTERED ACCOUNTANT

46 MULJI JETHA BUILDING, 2ND FLOOR,, ABOVE BANK OF BARODA, 185 /187 PRINCESS STREET,
MUMBAI – 400 002
Phone No: +912222001656 Email : carrsoni@gmail.com

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, 2015 and Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

30th September, 2015

To,

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

Sub: 26th Annual General Meeting of the Equity Shareholders of Sparc Systems Limited held on Wednesday, 30th September, 2015, 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 at 10.00 a.m.

Dear Sir,

I, Rajesh Soni, Chartered Accountant in whole time practice, appointed as Scrutinizer by the Board of Directors of the Company in terms of the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014 and revised Clause 35B of the Listing Agreement, for the purpose of Scrutinizing the e-voting process (remote e-voting) and votes casted by Ballot at the Annual General Meeting ("AGM")

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronics means and vote cast by ballot on resolutions contained in Notice of Annual General Meeting dated 13th August, 2015. My responsibility as a Scrutinizer's Report of votes cast "in Favour" or "Against" the resolutions stated above, based on the Reports generated from voting by electronic means provided by Central Depository Service (India) Limited ("CDSL") the Authorised Agency engaged by the Company for providing voting by electronic means and information available/ downloaded from CDSL website www.evotingindia.com and based on Scrutiny of Ballot Forms cast after AGM and verified based on the data provided by Universal Capital Securities Private Limited, Registrar and Share Transfer Agents of the Company.

I have issued a separate Scrutinizer Reports dated 30th September, 2015 on Remote E-voting and Voting by Ballot on the resolutions contained in Notice of Annual General Meeting dated 13th August, 2015.

Further, to the above, I hereby submit Consolidated Scrutiny Report of E-voting process (remote e-voting) and votes casted by Ballot at AGM:

1. The Company on Saturday, 5th September, 2015 completed the dispatch of Annual Reports along with Notice of AGM to all shareholders of the Company and all other persons who are entitled to receive the same through permitted mode. The Company fixed Thursday, 24th September, 2015, as the cut-off date / entitlement date for identifying the shareholders entitled to participate for e-voting process (remote e-voting) and votes to be casted by Ballot at AGM.
2. The remote e-voting facility remained open from Saturday, 26th September, 2015 at 9.00 a.m to Tuesday, 29th September, 2015 till 5.00 p.m, both days are inclusive. The remote e-voting facility was not allowed beyond 5.00 p.m on Tuesday, 29th September, 2015



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3. The Chairman of the AGM, at the end of discussion on the resolution allowed voting by Ballot as provided in clauses (a) to (h) of sub-rule (1) of Rule 21 of Companies (Management and Administration) Rules, 2014, for all those members who were present at the Annual General Meeting and had not casted their vote by availing the remote e-voting facility.
4. After the conclusion of voting at the AGM, Votes casted by Ballot at the AGM were counted, thereafter votes casted through remote e-voting votes were unblocked in the presence of Mr. Rohit Holani and Mr. Kailash Charan, who are not in the employment of the Company, in the manner provided in the Rules.
5. The Members who had casted their votes by remote e-voting and participated in the meeting even after exercising their right to vote through remote e-voting were not allowed to cast vote again at the Meeting.
6. In terms of the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014, I have maintained the Register electronically.
7. The details of voting through e-voting process (remote e-voting) and votes cast by Ballot at the AGM is as under:

Particulars	Particulars
Total Number of Shareholders as on Thursday, 24 th September, 2015, the cut-off date / entitlement date for identifying the shareholders entitled to participate for e-voting process (remote e-voting) and voting by Ballot at AGM	2,426
Total Number of Outstanding Shares as on Thursday, 24 th September, 2015	48,89,000

Total Voting

Mode of Voting	Number of Members voted	Number of Votes cast by them	% to total outstanding shares
Votes cast by Ballot	15	1438250	29.42
e-voting process (remote e-voting)	5	62735	1.28
Total	20	1500985	30.70

Valid Voting

Mode of Voting	Number of Members voted	Number of Votes cast by them	% to total outstanding shares
Votes cast by Ballot	15	1438,250	29.42
e-voting process (remote e-voting)	5	62735	1.28
Total	20	1500985	30.70

Invalid Voting

Mode of Voting	Number of Members voted	Number of Votes cast by them	% to total outstanding shares
Votes cast by Ballot	NIL	NIL	NIL
e-voting process (remote e-voting)	NIL	NIL	NIL
Total	NIL	NIL	NIL



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Further, to the above, I hereby submit Consolidated Scrutiny Report of Voting through electronics means and voting by Ballot as under:

Agenda Item no. 1

Ordinary Resolution:	To consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2015 including the Audited Balance Sheet as at March 31, 2015 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.						
Mode of Voting	Total number of votes cast	Votes in favour of the resolution		Votes in against of the resolution		Invalid Votes	No. of Members abstained from voting & No. of shares held by them
		Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast		
Remote E-Voting	62735	62535	99.68	200	0.32	NIL	NIL
Voting by Ballot	1438250	1438250	100	NIL	NIL	NIL	NIL
Total	1500985	1500785	99.99	200	0.01	NIL	NIL

Agenda Item no. 2

Ordinary Resolution:	To re-appoint Mr. J T D'souza (DIN: 00958844) as Director of the Company retiring by rotation.						
Mode of Voting	Total number of votes cast	Votes in favour of the resolution		Votes in against of the resolution		Invalid Votes	No. of Members abstained from voting & No. of shares held by them
		Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast		
Remote E-Voting	62735	62535	99.68	200	0.32	NIL	NIL
Voting by Ballot	1438250	1438250	100	NIL	NIL	NIL	NIL
Total	1500985	1500785	99.99	200	0.01	NIL	NIL

Agenda Item no. 3

Ordinary Resolution:	To ratify the appointment of M/s. R Soni & Co., Chartered Accountants, Mumbai (ICAI Registration Number 130349W), as the Statutory Auditors and fix their remuneration.						
Mode of Voting	Total number of votes cast	Votes in favour of the resolution		Votes in against of the resolution		Invalid Votes	No. of Members abstained from voting & No. of shares held by them
		Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast		
Remote E-Voting	62735	62535	99.68	200	0.32	NIL	NIL
Voting by Ballot	1438250	1438250	100	NIL	NIL	NIL	NIL
Total	1500985	1500785	99.99	200	0.01	NIL	NIL



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Agenda Item no. 4

Ordinary Resolution:	To appoint of Mr. Ashok Jain (DIN: 03013476) as an Independent Director.						
Mode of Voting	Total number of votes cast	Votes in favour of the resolution		Votes in against of the resolution		Invalid Votes	No. of Members abstained from voting & No. of shares held by them
		Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast		
Remote E-Voting	62735	62535	99.68	200	0.32	NIL	NIL
Voting by Ballot	1438250	1438250	100	NIL	NIL	NIL	NIL
Total	1500985	1500785	99.99	200	0.01	NIL	NIL

Agenda Item no. 5

Ordinary Resolution:	To re-appoint Mr. Jude Terrence D'souza (DIN: 00958844) as Chairman & Managing Director.						
Mode of Voting	Total number of votes cast	Votes in favour of the resolution		Votes in against of the resolution		Invalid Votes	No. of Members abstained from voting & No. of shares held by them
		Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast		
Remote E-Voting	62735	62535	99.68	200	0.32	NIL	NIL
Voting by Ballot	1409950	1409950	100	NIL	NIL	NIL	1 Member - 28300 Shares
Total	1472685	1472485	99.99	200	0.01	NIL	1 Member - 28300 Shares

Agenda Item no. 6

Ordinary Resolution:	To re-appoint Ms. Punit Neb (DIN: 01026300) as a Whole-time Director.						
Voting	Total number of votes cast	Votes in favour of the resolution		Votes in against of the resolution		Invalid Votes	No. of Members abstained from voting & No. of shares held by them
		Nos.	% of total number of valid votes cast	No s.	% of total number of valid votes cast		
Remote E-Voting	62735	62535	99.68	200	0.32	NIL	NIL
Voting by Ballot	1409950	1409950	100	NIL	NIL	NIL	1 Member - 28300 Shares
Total	1472685	1472485	99.99	200	0.01	NIL	1 Member - 28300 Shares

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The electronic data and all other relevant records relating to the voting by ballot are under my safe custody and will be handed over to the Chairman and Managing Director / Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Signature:



Name: Rajesh Soni

Chartered Accountant

M No.: 133240

Place: Mumbai

Date: 30th September, 2015