



# R. SONI & CO.

## CHARTERED ACCOUNTANTS

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

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### 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

29<sup>th</sup> 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 27<sup>th</sup> Annual General Meeting of the Equity Shareholders of Sparc Systems Limited held on Friday, 29<sup>th</sup> 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 28<sup>th</sup> the Annual General Meeting ("AGM") of the members of the Company to be held on on Friday, 29<sup>th</sup> 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 30<sup>th</sup> August, 2017 of the Company is the

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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 28<sup>th</sup> 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 8<sup>th</sup> September, 2017 in the Absolute India and Mumbai Mitra, the remote e-voting opened at 9.00 a.m on 26<sup>th</sup> September, 2017 and remained open until 28<sup>th</sup> September, 2017 till 5.00 p.m.
3. The Shareholders holding the Equity Shares of the Company as on 22nd September, 2017 viz. the "cut-off date", were entitled to vote on resolutions stated in the notice of the 28<sup>th</sup> 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](http://www.evotingindia.com)).
7. Thereafter both the votes were consolidated for the purpose of preparing this Scrutinizer's Report.



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%
<b>Total</b>	<b>21</b>	<b>289,150</b>	<b>99.93%</b>

**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
<b>Total</b>	<b>1</b>	<b>200</b>	<b>0.07%</b>

**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. 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
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Votes in Favour	289,150	99.93%
Votes Against	200	0.07%
<b>Total</b>	<b>289,350</b>	<b>100.00%</b>

**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%
<b>Total</b>	<b>21</b>	<b>289,150</b>	<b>99.93%</b>

(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
<b>Total</b>	<b>1</b>	<b>200</b>	<b>0.07%</b>

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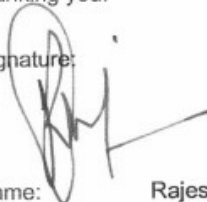
Votes in Favour	289,150	99.93%
Votes Against	200	0.07%
Total	289,350	100.00%

- o. 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: 29<sup>th</sup> September, 2017

Witness:

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