

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given to the Members of Sparc Systems Limited ('the Company'), pursuant to Section 108 and Section 110 of the Companies Act, 2013 ('the Act') read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014, as amended ('Management Rules') read with General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 39/2020 dated 31st December, 2020 read with other relevant circulars, including General Circular No. 10/2021 dated June 23, 2021, issued by the Ministry of Corporate Affairs ('MCA Circulars'), and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations'), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable provisions of the Act, the time being in force and as amended from time to time, that the Resolutions as set out in this Notice are proposed for consideration by the Members of the Company for passing by means of Postal Ballot by voting through electronic means only ('remote e-voting').

The Board of Directors at its meeting held on Tuesday, 30th November, 2021, has appointed Mr. Pankaj Trivedi (ACS No. 30512, COP No. 15301), Practicing Company Secretary, as a Scrutinizer for conducting the Postal Ballot (E-voting process) in a fair and transparent manner.

This notice is being sent to all members / beneficiaries, whose names appear in the Register of Members/Record of Depositories as on Cut-off-date/Specified date Friday, 3rd December, 2021.

The proposed Resolutions and explanatory statement stating material facts, as required under Section 102 of the Companies Act 2013, are annexed herewith for consideration of the members. Pursuant to Section 108 of the Companies Act, 2013 and other applicable provisions of the Act, read with Companies (Management and Administration) Rules, 2014 and in compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, the Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide e-voting facility to the members of the Company. Accordingly, the Company is providing e-voting facility for voting electronically on the resolutions proposed in this Postal Ballot Notice. Members are requested to read carefully the related notes to this Postal Ballot Notice and instructions given thereunder for e-voting.

The e-voting will commence on Thursday, 9th December, 2021 (9.00 a.m. IST) and end on Friday, 7th January, 2022 (5.00 p.m. IST).

In accordance with the MCA Circulars, members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically. Members are requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast their vote electronically not later than Friday, 7th January, 2022 (the last day to cast vote electronically) to be eligible for being considered.

The Scrutinizer shall submit his report to the Chairman/Whole Time Director or in his absence, to any other person authorised by him, after the completion of the scrutiny of the postal ballots (e-voting). The results of the Voting by Postal Ballot through electronic means will be announced by the Chairman/Whole Time Director of the Company or in his absence, by any other person authorized by him, on or before Sunday, 9th January, 2022 at 1202, 12th Floor, Esperanza Building, Next to Bank of Baroda, Linking Road, Bandra (West), Mumbai – 400050, Maharashtra, India. The said results will be posted on the Company's website viz. www.sparcsys.com besides communicating to the Stock Exchange where the Company's shares are listed.

SPECIAL BUSINESSES:

- Appointment of Mr. Suresh Vishwanathan (DIN: 02310679), as an Executive Director of the Company and to fix remuneration and to consider and pass the following resolution as a Special Resolution:**

"RESOLVED THAT Mr. Suresh Vishwanathan (DIN: 02310679), who was appointed as an Additional Director of the Company w.e.f. 30th November, 2021 by the Board of Directors and who holds office upto the date of this General Meeting/Postal Ballot in terms of Section 161 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Article of the Article of Association of the Company and pursuant to the recommendation of Nomination & Remuneration Committee and the Board of Directors and being eligible, offer himself for appointment, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member signifying his intention to propose Mr. Suresh Vishwanathan's candidature for the office of the Director, be and is hereby appointed as an Executive Director of the Company whose office is liable to retire by rotation at a remuneration up to Rs.1,50,000 per month with such increments as the Board may decide from time to time, subject to overall ceiling of Rs.3,00,000/- (Rupees Three lakhs only) per month (Inclusive of all perquisites), which shall be paid to him as a minimum remuneration pursuant to provisions of

sections 196, 197 read with Schedule V and rules issued thereunder and such other applicable provisions, if any, of the Companies Act 2013 and SEBI (Listing Regulations) 2015, as amended from time to time.”

“RESOLVED FURTHER THAT the Board of Director or the Chief Financial Officer or the Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendments(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution.”

2. To approve the request for reclassification of a shareholder from the ‘Promoter Group’ to the ‘Public’ Category and to consider and if thought fit, to approve the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (including any statutory modification or re-enactment thereof) (Listing Regulations), and subject to permission of the Stock Exchanges on which the Company’s securities are listed (Stock Exchanges) and such other permissions and approvals that may be required for the purpose, the approval of the members of the Company be and is hereby accorded for re-classification of status of the following persons from “Promoters & Promoter Group” category to “Public” category (hereinafter referred to as the ‘Outgoing Persons’) based on the views of the Board of Directors upon requests received from the said promoter group members and requisite compliance related information contained in the explanatory statement pertaining to this resolution:

Name of applicants classified under Promoter/Promoter Group Category seeking reclassification as “Public” shareholder	No. of shares held	% of Shareholding
Jude Terrence D’Souza	-	-
Punit Manmohan Singh Neb	-	-
Epson Finance & Investment Pvt Ltd	4,75,217	9.72%
Anand Raj Jain	-	-
Renu Anandraj Jain	-	-
Satta Securities Pvt Ltd	-	-

“RESOLVED FURTHER THAT in supersession of any provision etc., their special rights, if any, with respect to the Company through formal or informal arrangements including through any shareholders agreements, if any, stand withdrawn/terminated and be null and void, with immediate effect.”

“RESOLVED FURTHER THAT, in view of the Company being compliant with conditions specified in Regulation 31A(3)(c) of Listing Regulations, the Board of Directors and Company Secretary of the Company, be and are hereby severally authorized to make an application to the Stock Exchanges for its permission for re-classification of status of the said promoters & promoter group members to public shareholders category, and to sign and submit such applications, confirmations, undertakings and such other documents as may be required by the Stock Exchanges or any other regulatory body, in relation to such application and to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution including settling of any questions, difficulties or doubts that may arise in this regard without requiring to secure any further consent or approval of the members of the Company or of the Board.”

“RESOLVED FURTHER THAT, upon receipt of permission from the said Stock Exchanges, the said Promoters & Promoter Group members (aforementioned Outgoing Persons) be classified and treated as members of public for the purposes of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, Listing Regulations, SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, SEBI (Prohibition of Insider Trading) Regulations, 2015 and other concerned rules and regulations and , that the Company shall affect such re-classification in the statement of shareholding pattern of the Company to be filed under Regulation 31 of the Listing Regulations from the immediate succeeding quarter and in all other disclosures as may be required under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions for the time being in force.”

“RESOLVED FURTHER THAT any one of the Directors and Company Secretary of the Company, be and are hereby jointly and severally authorised to intimate Stock Exchanges post members' approval, and to submit a reclassification application to the Stock Exchanges within the permitted time, and to execute all such forms, documents, instruments, papers and writings etc., on behalf of the Company, as may be required from time to time, to do and to perform all such acts, deeds and things as may be necessary to give effect to this resolution and to settle any question, difficulty or doubt, that may arise in giving effect to aforementioned resolution.”

3. Approval to deliver document through a particular mode as may be sought by the member and to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution

“RESOLVED THAT pursuant to the provisions of Section 20 of the Companies Act, 2013 and relevant rules framed thereunder and other applicable provisions, if any, whereby, a document may be served on any member by the Company by sending it to him/her by post, by registered post, by speed post, by electronic mode, or any other modes as may be prescribed, consent of the members be and is hereby accorded to charge from the member such fees in advance equivalent to estimated actual expenses of delivery of the documents delivered through registered post or speed post or by courier service or such other mode of delivery of documents pursuant to any request by the shareholder for delivery of documents, through a particular mode of service mentioned above provided such request along with requisite fees has been duly received by the Company at least 10 days in advance of dispatch of documents by the Company to the shareholder.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper or desirable to give effect to the resolution.”

For Sparc Systems Limited



Shobith Hegde
(Whole Time Director)

DIN: 02211021

Mumbai, November 30th, 2021



Notes:

1. The Explanatory Statements and reasons for the proposed Ordinary Resolutions pursuant to Section 102 read with Section 110 of the Act setting out material facts are appended herein below.
2. The Company has appointed Mr. Pankaj Trivedi (ACS No. 30512, COP No. 15301), Practicing Company Secretary, to act as the Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner.
3. In compliance with the MCA Circulars, the Notice is being sent by electronic mode alone to those Members whose on Friday, 3rd December, 2021, and whose e-mail IDs are registered with the Company / Depositories. For Members who have not registered their e-mail IDs, please follow the instructions given under Note No.12.
4. As per the MCA Circulars and on account of the threats posed by the COVID-19 pandemic, physical copies of the Notice, postal ballot forms and pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only.
5. In compliance with provisions of Section 108 and Section 110 and other applicable provisions, of the Act read with the Management Rules, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting to enable the Members to cast their votes electronically.
6. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.sparcsys.com, websites of the Stock Exchanges i.e. BSE Limited (BSE) at www.bseindia.com and www.nseindia.com and on the website of CDSL.
7. All the material documents referred to Explanatory Statements, shall be available for inspection through electronic mode, basis the request being sent on both these id i.e. sparc@mtnl.net.in and punitneb@gmail.com.
8. The Notice is being sent to all the Members, whose names appear in the Register of Members / List of on Friday, 3rd December, 2021, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.
9. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, 3rd December, 2021, being the cut-off date fixed for the purpose.
10. The voting period will commence from Thursday, 9th December, 2021 (09.00 a.m. IST) and end on Friday, 7th January, 2022 (05.00 p.m. IST). The e-voting module shall be disabled by CDSL for voting thereafter.
11. During the voting period, members can login to CDSL's voting platform any number of times till they have voted on all the resolutions. Once the vote on resolutions cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.

12. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company's RTA M/s. Universal Capital Securities Pvt Ltd at info@unisec.in or to the Company at sparc@mtnl.net.in and punitneb@gmail.com along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialised mode are requested to register registering the e-mail address, Members may write to the Company's RTA M/s. Universal Capital Securities Pvt Ltd at info@unisec.in or to the Company at sparc@mtnl.net.in and punitneb@gmail.com.
13. The Scrutinizer will submit his report to the Chairman / Whole Time Director after completion of the scrutiny and the results of the e-voting by Postal Ballot will be announced on or before 9th January, 2022 at 1202, 12th Floor, Esperanza Building, Next to Bank of Baroda, Linking Road, Bandra (West), Mumbai – 400050, Maharashtra, India. The Resolutions, if passed by requisite majority shall be deemed to have been passed on Friday, 7th January, 2022, being the last date specified by the Company for E-voting.
14. The declared results along with the report of the scrutinizer shall be forwarded to the BSE and shall be uploaded on the website of the Company i.e. www.sparcsys.com, website of CDSL i.e. <https://cdslindia.com>.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

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

- (i) The voting period begins on Thursday, 9th December, 2021 (09.00 a.m. IST) and end on Friday, 7th January, 2022 (05.00 p.m. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 03.12.2021 of may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that participation by the public non-institutional shareholders/retail shareholders is at negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) Users of who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi.



	<p>2) After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/ NSDL/ KARVY/ LINK INTIME as per information provided by Issuer/Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly.</p> <p>3) If the user is not registered for Easi / Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/ EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress during or before the AGM/Postal Ballot.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important Note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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

(iv) Login method for e-voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The Shareholders should log on to the e-voting website www.evotingindia.com
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ol style="list-style-type: none"> i. Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ol style="list-style-type: none"> i. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in Demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <SPARC SYSTEMS LTD> on which you choose to vote.
- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a Demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) **Additional Facility for Non- Individual Shareholders and Custodians- For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; punitneb@gmail.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.


PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES :

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding Postal Ballot & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

For Sparc Systems Limited


Shobith Hegde
(Whole Time Director)
DIN: 02211021
Mumbai, November 30th, 2021



STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

Item No.1: Appointment of Mr. Suresh Vishwanathan (DIN: 02310679), as an Executive Director of the Company and to fix remuneration

The Board on the recommendation of the Nomination & Remuneration Committee at its meeting held on 30th November, 2021, approved the appointment of Mr. Suresh Vishwanathan (DIN: 02310679), as an Additional Executive Director of the Company under Section 161(1) of the Act and pursuant to provisions of Articles of Association with effect from 30th November, 2021, subject to approval of shareholders. In terms of Section 161(1) of the Act, Mr. Suresh Vishwanathan holds office only upto the date of the forthcoming general meeting / postal ballot and is eligible for appointment as a Director. The Company has received a Notice under Section 160(1) of the Act from a Member signifying his intention to propose Mr. Vishwanathan's appointment as a Director.

Mr. Suresh Vishwanathan is an Economics Graduate and CAIIB (I). Suresh Vishwanathan is a Banker and Finance Professional with over four decades of experience in a Nationalized Bank and in the NBFC domain. He was also involved in a lot of rehabilitation of sick units during his tenure here. He subsequently headed three Branches which were medium sized. In 1991 he left the State Bank Group and joined the NBFC World.

After a brief stint with the Ispat and Bharat Forge group he joined L&T Finance as Head of Corporate Finance. During his tenure here he introduced a lot of new products and was the pioneer in IPO Financing Loans against shares for Promoters Motor Vehicle Financing. In Corporate Financing he introduced operating lease and the bluest of blue companies were his clients. He also did a lot

of Securitization of Assets during his tenure here. The total size of the book under his supervision increased from Rs 200 Crores in 1996 (when he joined LTF) to Rs 4000 Crores in 2008 when he left the Company. He left the Company as a Vice President.

Subsequent to his leaving LTF he did financial consultancy in a Coal Company in a Logistics Company and lastly with Sakthi Finance Ltd. He also has been syndicating both Debt and Equity to various corporates in the Country.

His experience apart from Finance includes manufacturing too as he managed a power tool unit for about three years.

At present he is also Director in following Companies.

1) ACE POWER TOOLS PRIVATE LIMITED

Mr. Suresh Vishwanathan (DIN: 02310679), well qualified and experienced and his appointment as Director will help the Company to plan, enter and grow in new business areas. His strong administrative and organizational skills will help the company in managing its new and growing business.

Brief resume of Mr. Vishwanathan, nature of his expertise in specific functional areas, names of companies in which he holds directorships and memberships / chairmanships of Board Committees and shareholding etc. as stipulated under the Listing Regulations, are provided as an Annexure to this notice.

The principal terms and conditions of appointment of Mr. Vishwanathan is as follows:

1. Term of Appointment: The appointment of Mr. Suresh Vishwanathan (DIN: 02310679), as Executive Director is w.e.f. 30th November, 2021 and shall be liable to retire by rotation.
2. Remuneration: Mr. Suresh Vishwanathan is entitle to receive a monthly remuneration upto Rs. 1,50,000/- with such increments as the Board may decide from time to time, subject however to a ceiling of Rs.3,00,000/- (Rupees Three lakhs only) per month (Inclusive of following perquisites)
 - i) Companies Contribution to Provident Fund;
 - ii) Gratuity as per rules of the Company;
 - iii) Entitled for leave with full pay or encashment thereof as per the rules of the Company.
 - iv) Provision for use of Company Car for official duties:
 - v) Business Travel Expenses in India or Abroad.
 - vi) Conveyance facilities with suitable vehicle, All the repairs, maintenance and running expenses including driver's salary.
 - vii) Rent free accommodation / Re-imbusement of house rent.
 - viii) Electricity and Telephone charges as per bill of his residence;
 - ix) Reimbursement of medical expenses incurred for self and family.
 - x) Payment of Club fees/admission fees for two clubs.

Mr. Suresh Vishwanathan is well qualified and experienced and his appointment will help the Company to plan, enter and grow in new business areas. His expertise and skills will help the company in managing its new and growing business.

The Company has received from Mr. Suresh Vishwanathan (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified in accordance with sub-section (2) of Section 164 of the Act.

Both the Nomination and Remuneration Committee and the Board were of the opinion, after evaluation of his qualifications, experience and other attributes, that his induction on the Board would be of immense benefit to the Company and it is desirable to avail his services as a Director to strengthen the management of the Company.

The Board of Directors of the Company, therefore, recommends passing of the resolution as set out in Item No. 1 of the Notice above by way of Special resolution.

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT (IN PURSUANCE OF REGULATION 36(3) OF THE LODR REGULATION, 2015)

Name of the Director	Mr. Suresh Vishwanathan
Date of Birth	02/08/1956
Academic Qualifications	Economics Graduate and CAIIB (I)
Experience and Expertise	Suresh Vishwanathan is a Banker and Finance Professional with over four decades of experience in a Nationalized Bank and in the NBFC domain. He was also involved in a lot of rehabilitation of sick units during his tenure here. He subsequently headed three

	Branches which were medium sized. In 1991 he left the State Bank Group and joined the NBFC World.
Date of first appointment on Board	30.11.2021
Directorship in other companies	1) Ace Power Tools Private Limited
No. of Membership(s)/ Chairmanship(s) of Board Committees in other companies	NIL
No. of Shares held in the Company	Nil
DIN	02310679
Relation with other Directors or Key Managerial Personnel	N.A.
Number of Board Meeting attended during the financial year	N.A.
Remuneration and other terms & conditions of appointment/re-appointment	As stated at Item No.1 of this Notice.
Remuneration paid/payable for the Financial Year 2021-22	As stated at Item No.1 of this Notice.

Item No.2: To approve the request for reclassification of a shareholder from the ‘Promoter Group’ to the ‘Public’ Category

Pursuant to Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) read with Circular CIR/CFD/CMD/13/2015 dated November 30, 2015, the Company is required to file with the Stock Exchanges on quarterly basis a shareholding pattern, inter alia, including shareholding of promoters and promoter group members in the Company. The “promoter and promoter group” is determined (a) in accordance with definition of these terms in SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2018, (SEBI ICDR) and (b) based on the requirement that in case of transmission, succession, inheritance and gift of shares held by a promoter/person belonging to the promoter group, the recipient of such shares shall be classified as promoter/person belonging to the promoter group, as the case may be, as contained in Regulation 31A(6)(a) of Listing Regulations.

However, Regulation 31A of Listing Regulations provides for re-classification of status of promoter/promoter group persons as public on fulfillment of certain conditions including approval of such request by the members of the Company through ordinary resolution and grant of permission for such re-classification by Stock Exchanges on application by the listed entity.

In light of the provisions of the said Regulation 31A, the Company has received request from the following members of the Promoters & Promoter Group of the Company seeking re-classification of their status from ‘Promoters & Promoter Group’ category to ‘Public Category’ (the said promoter group members or the applicants).

Name of applicants classified under Promoter/Promoter Group Category seeking reclassification as “Public” shareholder	No. of shares held	% of Shareholding
Jude Terrence D'Souza	-	-
Punit Manmohan Singh Neb	-	-
Epson Finance & Investment Pvt Ltd	4,75,217	9.72%
Anand Raj Jain	-	-
Renu Anandraj Jain	-	-
Satta Securities Pvt Ltd	-	-

Views of the Board of Directors:

The Board has analyzed the above requests and rationale given by the said Promoters & Promoter Group members in support of their request. The rationale given by them is briefly summarized as under:

The Out-going persons, Promoter were ceased to be Director of the Company and are not a part of the management of the Company. None of the applicants exercise control, directly or indirectly, over affairs of the Company. Further, they neither have representation on the Board nor they have such a right. Their individual shareholding in the Company along with respective persons related to them [who fall under Regulation 2(1)(pp)(ii) of SEBI ICDR] does not exceed ten percent of the total voting rights in the Company.

Some of them have been included in the promoter group because of receipt of Company’s shares consequent to transfer / transmission of shares from one of the Promoter Group members. They fulfill all the conditions specified in Regulation 31A(3)(b) of the Listing Regulations.

On the basis of the request received by the Company and pursuant to the provisions of Regulation 31A(3)(b) of Listing Regulations, all applicants seeking re-classification confirm that they don't:

- i. Together, hold more than 10% of the voting rights of the Company.
- ii. Exercise control over the affairs of the Company directly or indirectly.
- iii. Have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements.
- iv. be represented on the board of directors (including not having a nominee director) of the Company
- v. Act as a Key Managerial person in the Company.
- vi. Be a 'willful defaulter' as per the Reserve Bank of India Guidelines.
- vii. Be a fugitive economic offender.

Further, they have confirmed that subsequent to reclassification, they would continue to comply to comply with the requirements as mentioned in Regulation 31A(4) of Listing Regulations.

At its meeting held on 30th November, 2021, the Board of Directors of the Company noted that –

- a. The Company is in compliance with requirements of minimum public shareholding as required under Regulation 38 of the Listing Regulations;
- b. The trading in equity shares of the Company have not been suspended by the stock exchanges where equity shares of the Company are listed;
- c. The Company does not have outstanding dues to the SEBI, stock exchanges or the depositories.

Accordingly, the Board is of the view that re-classification of status of the said members of promoter group to public shall not in any way affect the management and control of the Company.

In light of the above, your Board considered the request for re-classification of status to public received from the said promoter group members / applicants as fit and proper and accordingly is of the view that they could be re-classified as 'Public', subject to approval of the members and permission from the Stock Exchanges.

Accordingly, Board of Directors recommends these requests to the members for approval and commends the resolution set out under item No. 2 for approval of the members.

The Company is also compliant with the conditions specified in Regulation 31A(3)(c) of Listing Regulations and accordingly is competent to make an application to the Stock Exchanges for their permission for re-classification of status of the said promoter group members to public category shareholders.

None of Director or Key Managerial Personnel or their relatives is concerned or interested in the said resolution.

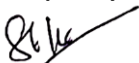
Relevant document(s) referred to in respect of the above item is/are open for inspection by the Members, at the Registered Office of the Company, on all working days during 2:30 PM to 4:30 PM from the date of dispatch of Notice up to the last date of e-voting through Postal Ballot/E-voting i.e. Friday, 7th January, 2022.

Item No.3: Approval to deliver document through a particular mode as may be sought by the member

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by registered post, by speed post, by electronic mode, or any other modes as may be prescribed. Further a member may request the delivery of document through any other mode by paying such fees as maybe determined by the members in General Meeting/Postal Ballot.

Accordingly, the Board recommends the passing of the Special Resolution at Item No. 3 of the accompanying Notice for member's approval. None of the Directors and the Key Managerial Personnel of the Company and their respective relatives are concerned or interested in the passing of the above resolution.

For Sparc Systems Limited


Shobith Hegde
(Whole Time Director)
DIN: 02211021
Mumbai, November 30th, 2021

