



SPARC SYSTEMS LIMITED

ANNUAL REPORT 2011 - 2012

Sparc Systems Ltd.

BOARD OF DIRECTORS

Mr. J. T. D'souza	Chairman & Managing Director
Mr. Anand Raj Jain	Director
Ms. Punit Neb	Whole-time Director
Mr. Santosh Shetty	Director
Mr. Amit Bothra	Director
Mr. Bharat Jain	Director

BANKERS

Union Bank of India
Indian Overseas Bank

AUDITORS

M/s R Soni & Co.
Chartered Accountants, Mumbai

REGISTERED OFFICE & WORKS

Plot No. 11
Survey No. 118 / 1 - 2
Village Pundhe
Taluka Shahapur
At Post Athgaon, District Thane – 421301
Phone 9820166973
Fax 27792481

CORPORATE OFFICE

#16-17 Ground Floor,
Lovely, Sector 2,
Airoli, Navi Mumbai - 400708
Phone 27792473 / 27792478 / 27792481
Fax 27792481
Email sparc@mtnl.net.in
Website www.sparcsys.com

REGISTRAR AND SHARE TRANSFER AGENTS

Universal Capital Securities Pvt. Ltd.

(Formerly known as Mondkar Computers Pvt Ltd.)

21 Shakil Niwas
Mahakali Caves Road
Andheri (E) Mumbai – 400093
Phone 28207201 / 28207203-05 / 2825 7641
Fax 28207207
Email info@unisec.in
Website www.unisec.in

Notice

NOTICE is hereby given that Annual General Meeting of the Members of Sparc Systems Limited will be held on Saturday, September 29, 2012 at 10.00 am, 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 - 421301, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2012 and the Profit and Loss Account for the year ended on that date and the Reports of Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Santosh Shetty, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Bharat Jain, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors and to fix their remuneration.

For and on behalf of the Board

J. T. D'souza
Chairman & Managing Director
Mumbai, May 29, 2012

NOTES:

- i. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN HIS PLACE AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
- ii. Proxies in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- iii. The Register of Members and Share Transfer Books of the Company will remain closed from 25.09.2012 to 29.09.2012, inclusive of both days.
- iv. Members seeking any information with regard to Accounts are requested to write to the Company at an early date so as to enable the Company to keep the information ready.

v. Members are requested to:

- a. Notify immediately any change in their address to the Company's Share Transfer Agents;
- b. Bring their copy of the Annual Report and the Attendance Slip with them at the Annual General Meeting.

vi. Additional details in terms of Clause 49 of Listing agreement in respect of Directors seeking appointment / re-appointment are as below.

Disclosure pursuant to Clause 49 of the Listing agreement

Disclosure of Directors seeking appointment / re-appointment at the Annual General Meeting

Director seeking re-appointment

Mr. Santosh Shetty, aged 39 years, is an Engineer and Masters in Marketing Management from Mumbai University. He has about 18 years of experience in Marketing and Sales. His area of specialization are OEM and B-2-B market segments. He is also experienced in setting up of Dealer / Distributor Network. Mr. Santosh Shetty does not hold any Directorship as well as Committee positions in any other company.

Director seeking re-appointment

Mr. Bharat Jain, aged 41 years, is on the Company's Board since March 30, 2009. Mr. Jain has about 20 years of experience as Accountant and Auditor. His areas of expertise encompass Accounting, Auditing and Financial Planning. Mr. Bharat Jain does not hold any Directorship as well as Committee positions in any other company.

For and on behalf of the Board

J. T. D'souza
Chairman & Managing Director
Mumbai, May 29, 2012

Directors' Report

The Directors present the Annual Report together with the Audited Statement of Accounts of the Company for the year ended March 31, 2012.

Financial Highlights

	Rs. In lacs	
	2011 - 2012	2010 - 2011
Profit before Depreciation	2.64	2.58
<u>Less</u> Depreciation	(5.83)	(5.83)
Profit (Loss) after Depreciation	(3.18)	(3.25)
<u>Less</u> Provision for Taxation – Current Year	(0.25)	(0.18)
<u>Less</u> Provision for Taxation – Earlier Year	NIL	(0.18)
<u>Add</u> Excess Provision – Earlier Year W/B	NIL	0.02
<u>Add</u> Deferred Tax Assets / Liabilities	1.27	1.61
Profit (Loss) after Tax	(2.17)	(1.98)
<u>Add</u> Balance Profit brought forward from previous year	(1.95)	0.03
Surplus carried to Balance Sheet	(4.12)	(1.95)

Operations

During the year, income of the Company was Rs. 6.37 lacs as compared to Rs. 10.01 lacs during the previous year. The Company has incurred a net loss amounting Rs. 2.17 lacs as compared to a net loss of Rs. 1.98 lacs during the previous year.

The Management intends to continue to pursue Software and Hardware Solutions for Office Automation, Electronic Security Systems, Embedded and Internet Appliances. The Telematic range of products have been expanded and the Company has launched Server room monitoring equipment. The Company continues to add several new clients covering different industry segments which are expected to generate revenues. The Company's Vehicle Asset Tracking and Delivery Systems have been well received. Sales of the same are expected to pick-up in synchronisation with the recovery in the gems & jewelry segment. The Company's Biometric Security products are being pushed hard in the market. The Company's existing systems and components like Video Conference, Security Systems, Firewalls, Access Control Systems etc are spreading into the market.

Dividend

The Directors do not recommend declaration of any dividend for the year.

Fixed Deposits

The Company has not invited or accepted any Public Deposits during the year.

Particulars of Employees

Particulars of employees under Section 217(2A) of the Companies Act, 1956 read with The Companies (Particulars of Employees) Rules, 1975 as amended have not been furnished, as there was no employee in the aforesaid category.

Statutory Information

Information in accordance with the provisions of section 217(1) (e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, requiring disclosure of particulars regarding Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo are given in Annexure 'A' forming part of this Report.

Directors

Mr. Santosh Shetty and Mr. Bharat Jain, Directors of the Company retire by rotation from the Board of Directors and being eligible, offer themselves for re-appointment.

Related Parties

A statement of Related Party transactions pursuant to Accounting Standard 18 forms a part of notes to accounts.

Directors' Responsibility Statement

Pursuant to Section 217(2AA) of the Companies Act, 2000, the Directors confirm that:

1. In the preparation of the Annual Accounts, the applicable accounting standards have been followed with proper explanation relating to material departures;

2. Appropriate accounting policies have been selected and applied consistently, and have made judgements and estimates that are reasonable and prudent so as to give a true & fair view of the state of affairs of the Company as at March 31, 2012 and of the loss of the Company for the year;
3. Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company & for preventing & detecting fraud & other irregularities;
4. The Annual Accounts have been prepared on a going concern basis.

Corporate Governance Report

Pursuant to Clause 49 of the Listing Agreement, a Report on Corporate Governance, together with a certificate from Statutory Auditors is given in Annexure 'B' forming part of this Report.

Management Discussion and Analysis Report

Pursuant to Clause 49 of the Listing Agreement, a Management Analysis Report, giving segment wise performance and outlook, is given in Annexure 'C' forming part of this Report.

Secretarial Compliance Report

Pursuant to Section 383A(1) of the Companies Act, 1956, a copy of the Compliance Certificate issued by a Practicing Company Secretary for the year ended March 31, 2012 is attached herewith, forming part of this Report.

Listing and Dematerealisation of Shares

The Equity Capital of the Company is listed on Bombay Stock Exchange Ltd., Ahmedabad Stock Exchange, and Bangalore Stock Exchange. The Company has paid the listing fees for the year 2012-2013 to Bombay Stock Exchange Ltd.

Auditors

M/s. R Soni & Co., Chartered Accountants, the Auditors of the Company, retire at the conclusion of this Annual Meeting and are eligible for re-appointment. Members are requested to appoint Auditors and fix their remuneration. The Directors take this opportunity to acknowledge with gratitude the valuable services rendered by M/s. R Soni & Co.

Auditors' Remarks

The observations made by the Auditors for the year under review are self-explanatory and need no further comments from the Directors.

OTS with Maharashtra State Financial Corporation [MSFC]

The Company had entered into a One-Time-Settlement [OTS] with Maharashtra State Financial Corporation [MSFC]. The Company has paid the complete amount as per terms of the OTS and is awaiting relevant documents from MSFC.

Acknowledgments

The Directors acknowledge with gratitude the co-operation and assistance extended to the Company by Shareholders, Employees, Customers, Bankers, Auditors, Maharashtra State Financial Corporation and Vendors.

For and on behalf of the Board

J. T. D'souza

Chairman & Managing Director

Mumbai, May 29, 2012

Annexure 'A' to the Directors' Report

Particulars with respect to Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

A. Conservation of Energy

The Electronic Industry is a low power consumption industry; therefore the cost of electricity purchased and generated through genset is very low in comparison to other industries. Although the consumption of energy is low, efforts are being made at all levels to minimise the use of energy. In view of the multi-product and multi-stage nature of production, it is not possible to furnish data relating to consumption per unit of production.

B. Technology Absorption

Not Applicable

C. Foreign Exchange Earnings and Outgo – NIL

Annexure 'B' Corporate Governance Report

The primary objective of the Corporate Governance is to create and adhere to a corporate culture of transparency and openness. The Company believes in attainment of highest levels of transparency in all facets of its operations and has always focused on good corporate governance.

1. Board of Directors

The Board comprises of the following members. During the year, the Board met seven times. Details of attendance at Board Meetings and last AGM are as below

Name	Category Position	Last AGM Attended	No. of meetings attended
J. T. D'souza	Chairman & Managing Director	Yes	4
Punit Neb	Whole-time Director	Yes	5
Anand Raj Jain	Non-Executive Director	Yes	5
Santosh Shetty	Non-Executive Director / Independent	Yes	2
Amit Bothra	Non-Executive Director / Independent	Yes	3
Bharat Jain	Non-Executive Director / Independent	Yes	4

2. Number of Board Meetings held and dates thereof

During the year, five Board Meetings were held. The meetings were held on May 31, 2011, August 13, 2011, November 15, 2011, February 14, 2012 and March 30, 2012.

3. Code of Conduct

The Board of Directors has laid down a Code of Conduct for all Board Members and members of Senior Management who have affirmed their compliance therewith. The said code is also posted on the Company's website www.sparcsys.com/investors.htm.

4. Other Directorships and Membership of Committees (as of date)

Name	Other Directorships
Mr. J. T. D'souza	--
Ms. Punit Neb	--
Mr. Anand Raj Jain	Avenue 2 Revenue Media Pvt. Ltd., Satta Securities Pvt. Ltd., Sindhu Valley Technologies Ltd.
Mr. Santosh Shetty	--
Mr. Amit Bothra	Texplast Industries Limited
Mr. Bharat Jain	--

5. None of the Directors of the Company holds Directorship in more than 15 Companies or is a member of more than 10 Committees or Chairman of more than 5 Committees across all such Companies.

6. Relationship Between Directors

Mr. J. T. D'souza, Chairman & Managing Director, and Ms. Punit Neb, Whole-time Director, being spouses are related to each other.

7. Audit Committee

The Audit Committee of the Company has Mr. Santosh Shetty, Mr. Anand Raj Jain and Mr. Amit Bothra as members of the Committee. All Committee Members are Non Executive Directors, out of which Mr. Santosh Shetty & Mr. Amit Bothra are Independent Directors. The Audit Committee constitution meets with the requirements under Section 292A of the Companies Act, 1956. During the year, the Committee met 4 times. The terms of reference of the Audit Committee are as contained in the Clause 49 of the Listing Agreement. Mr. Amit Bothra, Independent Director is the Chairman of this Committee.

During the year ended March 31, 2012, 4 meetings of the Audit Committee were held on May 31, 2011, August 13, 2011, November 15, 2011, February 14, 2012.

8. Remuneration Committee

The Remuneration Committee of the Company consists of Mr. Bharat Jain, Mr. Anand Raj Jain and Ms. Punit Neb, as committee members. During the year, Mr. Bharat Jain, Independent Director has been appointed as Chairman of this Committee. The Remuneration Committee has been constituted to review the remuneration package of the Directors and recommend suitable revision to the Board in accordance with the Companies Act, 1956.

Remuneration paid to Mr. J. T. D'souza, Managing Director is Rs. 75,000/- as salary. Remuneration paid to Ms. Punit Neb, Whole-time Director is Rs. 75,000/- as salary. There was one meeting of the Remuneration Committee during the financial year 2011 - 2012.

Details of Equity Shares held by Directors is as below

Name	No. of Equity Shares held
Mr. J. T. D'souza	51200
Ms. Punit Neb	27300
Mr. Anand Raj Jain	1000
Mr. Santosh Shetty	Nil
Mr. Amit Bothra	Nil
Mr. Bharat Jain	Nil

9. Shareholders' / Investors' Grievance Committee

The Board of Directors have constituted a Shareholders' / Investors' Grievance Committee. The Committee has been constituted, inter-alia to consider rematerialisation of Equity Shares, transfer of shares, transposition of names, consolidation of shares, issue of duplicate Equity Shares and redressal of shareholders' complaints. Mr. Santosh Shetty, Mr. Amit Bothra and Ms. Punit Neb are Members of this Committee. Ms. Punit Neb is the Chairman of this Committee.

During the year under review, the Registrar and Share Transfer Agents of the Company have not received any complaint from members directly or through the Stock Exchanges.

10. Subsidiary Companies

The Company does not have any subsidiary companies.

11. Notes on Director's appointment and re-appointment

Relevant details form part of the Directors' Report.

12. Disclosures on non compliances, related party transactions, if any

The Company has complied with the requirement of regulatory authorities on Capital Markets and no penalties/strictures have been imposed against the Company in the last three years.

Related party transactions have been disclosed in Item No. 4 of the "Notes to Accounts."

13. Management Discussion and Analysis Report

The Management Discussion and Analysis Report is appended as Annexure 'C'.

14. CEO/CFO Certification

As required under Clause 49 of the Listing Agreement, a certificate duly signed by the Finance Controller was placed at the meeting of Board of Directors held on May 29, 2012.

15. Cautionary Statement

Statements in the Management Discussion & Analysis describing the Company's objectives, projections and expectations maybe "forward looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make difference to the Company's operations include economic conditions affecting demand / supply & price conditions in the markets in which the Company operates, changes in Government regulations, tax laws, litigation, exchange rate fluctuations, interest, other cost and certain presumptions on which estimates are based and other incidental factors.

Shareholder Information

1. Annual General Meeting

A. Date & Time	September 29, 2012 at 10.00 am
B. Venue of AGM	Plot No. 11, Survey No. 118-1 & 2, Village Pundhe, Taluka Shahapur, At Post Athgaon, District Thane - 421301
C. Dates of Book Closures	September 25, 2012 to September 29, 2012 (Inclusive of both days)
D. Special Resolutions	No Special Resolution was passed at last AGM
E. Financial Calendar	1 st April to 31 st March

During last year, no resolutions were put through postal ballot and neither during the current year any resolution is proposed to be conducted through postal ballot.

2. Financial Reporting for 2012 – 2013

Event	Period
1. Unaudited Financial Results for quarter ending June 30, 2012	On or before August 14, 2012
2. Unaudited Financial Results for quarter ending September 30, 2012	On or before November 14, 2012
3. Unaudited Financial Results for quarter ending December 31, 2012	On or before February 14, 2013
4. Audited Financial Results for the year ending March 31, 2013	On or before May 30, 2013
5. Annual General Meeting for the year ended March 31, 2013	End of September 2013

3. Date of Book Closure and Annual General Meeting in last three years

Financial Year	Date of Book Closure		AGM Date & Time	Venue
	From	To		
2008 - 2009	Sep 24, 2009	Sep 30, 2009	Sep 30, 2009 10.00 am	Plot No. 11, Survey No. 118-1 & 2, Village Pundhe, Taluka Shahapur, At Post Athgaon, District Thane - 421301
2009 - 2010	Sep 27, 2010	Sep 30, 2010	Sep 30, 2010 10.00 am	Plot No. 11, Survey No. 118-1 & 2, Village Pundhe, Taluka Shahapur, At Post Athgaon, District Thane - 421301
2010 - 2011	Sep 27, 2011	Sep 30, 2011	Sep 30, 2011 10.00 am	Plot No. 11, Survey No. 118-1 & 2, Village Pundhe, Taluka Shahapur, At Post Athgaon, District Thane - 421301

4. Details of Extra-ordinary General Meeting in last three years

Year	Date	Location
2009	November 30, 2009	Plot No. 11, Survey No. 118-1 & 2, Village Pundhe, Taluka Shahapur, At Post Athgaon, District Thane - 421301

5. Shareholding Pattern as on March 31, 2012

Category	No. of Shares held	% of holding
A. Promoter's Holding		
Promoter & Promoter Group	1,366,100	27.94
Sub-Total	1,366,100	27.94
B. Non-Promoters Holding		
Mutual Funds and UTI	40,800	0.83
Sub-Total	40,800	0.83
C. Others		
Private Corporate Bodies	889,932	18.20
Indian Public	2,287,302	46.78
NRIs/OCBs	297,302	6.08
Any other (please specify)	7,564	0.15
Sub-Total	3,482,100	71.22
GRAND TOTAL	4,889,000	100.00
Total Foreign Shareholding	297,302	6.08

6. Share Transfer System

Trading in Equity Shares of the Company is permitted only in dematerialised form. Equity Shares lodged for transfer in physical form are in-warded, scrutinized, verified, transferred and dispatched between 10 to 15 days from the date of receipt, if the documents are in order in all respects. Documents having deficiency are rejected & dispatched back to transferee citing reason for rejection. Where requests for dematerialisation are received simultaneously, the same are also processed separately.

7. Distribution of Shareholding as of March 31, 2012

Number of Shares	Shareholders		Share holdings		Share Amount	
	Number	%	Holdings	%	Rs.	%
Up to 500	1,496	59.739	428,435	8.763	4,284,350.00	8.763
501- 1000	674	27.025	618,165	12.644	6,181,650.00	12.644
1001-2000	180	6.993	291,968	5.972	2,919,680.00	5.972
2001-3000	45	1.896	119,010	2.434	1,190,100.00	2.434
3001-4000	20	0.711	70,865	1.449	708,650.00	1.449
4001-5000	25	0.948	116,097	2.375	1,160,970.00	2.375
5001-10000	30	1.146	229,134	4.687	2,291,340.00	4.687
10001 & above	38	1.541	3,015,326	61.733	30,153,260.00	61.733
Total	2,508	100	4,889,000	100	48,890,000.00	100.000

8. Market Price Data

	Bombay Stock Exchange Limited				
	OPEN (Rs.)	HIGH (Rs.)	LOW (Rs.)	CLOSE (Rs.)	VOLUME (Nos.)
April 2011	3.26	3.65	2.95	3.47	15,203
May 2011	3.31	3.75	2.90	3.09	20,756
June 2011	3.09	3.24	2.68	3.24	4,818
July 2011	3.38	3.75	2.98	3.09	8,754
August 2011	3.11	3.28	2.82	3.28	2,801
September 2011	3.12	3.28	2.70	2.91	17,301
October 2011	2.99	3.38	2.71	3.38	2,126
November 2011	3.50	3.54	3.50	3.52	1,228
December 2011	3.35	3.35	3.04	3.18	2,733
January 2012	3.03	3.04	2.89	2.89	32,011
February 2012	3.00	2.76	2.76	3.48	4,473
March 2012	3.65	5.19	3.65	4.35	14,787

9. Outstanding GDRs /ADRs or any convertible instruments, conversion date and likely impact on equity

Not Applicable

10. Dematerialization of Shares and Liquidity

All Equity Shares of the Company are under compulsory dematerialisation for delivery on transfer. As at March 31, 2012, the number of Equity Shares of the Company in dematerialised form stood at **2534400** out of the total 4889000 Equity Shares issued by the Company.

11. Stock Exchanges on which Company's Equity Shares are listed

The Company's Equity Shares are listed on the Stock Exchanges at Mumbai, Ahemdabad, and Bangalore

Stock Scrip Code

531370

International Securities Identification Number (ISIN)

INE960B01015

The Company has paid listing fees for the year 2012-2013 to Bombay Stock Exchange Ltd.

12. Registrars and Share Transfer Agents

Universal Capital Securities Pvt. Ltd.
(Formerly known as Mondkar Computers Pvt Ltd.)