



SPARC SYSTEMS LIMITED

ANNUAL REPORT 2013 – 2014

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Sparc Systems Ltd.

BOARD OF DIRECTORS

J. T. D'souza	Chairman & Managing Director
Anand Raj Jain	Director
Ms. Punit Neb	Whole-time Director
Santosh Shetty	Director
Amit Bothra	Director
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 9820700310
Fax 27792481

CORPORATE OFFICE

#16 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

IMPORTANT COMMUNICATION TO MEMBERS

As you may be aware, Ministry of Corporate Affairs has taken a 'Green Initiative in Corporate Governance' vide Circulars 17/2011 and 8/2011 dated April 21, 2011 & April 29, 2011, whereby companies are permitted to send Notices / Documents including Annual Report comprising Balance Sheet, Statement of Profit & Loss, Directors' Report, Auditors' Report etc to its members in electronic mode. To support this green initiative in full measure, members are requested to register their email address or changes if any, with the concerned Depository Participant. Members who hold shares in physical form are requested to register their email address with the Company's Share Transfer Agent, Universal Capital Securities Pvt. Ltd. by sending an email to info@unisec.in

Notice

NOTICE is hereby given that the twenty-fifth Annual General Meeting of the Members of Sparc Systems Limited will be held on Tuesday, September 30, 2014 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 Financial Statements of the Company for the year ended March 31, 2014 including the audited Balance Sheet as at March 31, 2014 and the statement of Profit & Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Anand Raj Jain (DIN 00904322), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors of the Company and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s. R Soni & Co., Chartered Accountants, Mumbai (ICAI Registration Number 130349W) be and are hereby re-appointed as the Statutory Auditors of the Company, to hold office for a period of three years commencing from the conclusion of this Annual General Meeting until the conclusion of the 28th [third consecutive] Annual General Meeting of the Company (subject to ratification of the appointment by the members at every Annual General Meeting held after this Annual General Meeting) on such remuneration as may be decided by the Board of Directors of the Company.”

SPECIAL BUSINESS

4. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 160 and any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules made thereunder, read with Schedule IV of the Act (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) and Clause 49 of the Listing Agreement (as amended from time to time) entered with the Stock Exchanges where shares of the Company are listed, Mr. Amit Bothra (DIN 01269396), Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Companies Act, 2013 and whose period of office was liable to determination by retirement of Directors by rotation under the provisions of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member, proposing his candidature for the office of the Director, be and is hereby appointed as Non-Executive Independent Director of the Company under the Act, to hold office for a term of five consecutive years, from the conclusion of this Annual General Meeting, not liable to retire by rotation.”

5. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 160 and any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules made thereunder, read with Schedule IV of the Act (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) and Clause 49 of the Listing Agreement (as amended from time to time) entered with the Stock Exchanges where shares of the Company are listed, Mr. Santosh Shetty (DIN 03043071), Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Companies Act, 2013 and whose period of office was liable to determination by retirement of Directors by rotation under the provisions of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member, proposing his candidature for the office of the Director, be and is hereby appointed as Non-Executive Independent Director of the Company under the Act, to hold office for a term of five consecutive years, from the conclusion of this Annual General Meeting, not liable to retire by rotation.”

6. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 160 and any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules made thereunder, read with Schedule IV of the Act (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) and Clause 49 of the Listing Agreement (as amended from time to time) entered with the Stock Exchanges where shares of the Company are listed, Mr. Bharat Jain (DIN 03031672), Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Companies Act, 2013 and whose period of office was liable to determination by retirement of Directors by rotation under the provisions of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member, proposing his candidature for the office of the Director, be and is hereby appointed as Non-Executive Independent Director of the Company under the Act, to hold office for a term of five consecutive years, from the conclusion of this Annual General Meeting, not liable to retire by rotation.”

7. 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 152 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the period of office of Mr. J. T. D'souza (DIN 00958844), Managing Director of the Company, who is a non retiring Director in terms of the erstwhile provisions of the Company Act, 1956 shall henceforth be liable to determination by retirement of Directors by rotation.”

8. 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 152 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the period of office of Ms. Punit Neb (DIN 01026300), Whole-time Director of the Company, who is a non retiring Director in terms of the erstwhile provisions of the Company Act, 1956 shall henceforth be liable to determination by retirement of Directors by rotation.”

9. To consider and if thought fit, to pass with or without modifications(s), the following resolution as a Special Resolution

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

For and on behalf of the Board

J. T. D'souza
Chairman & Managing Director
DIN 00958844
Mumbai, May 30, 2014

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXY(S) TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY (S) NEED NOT BE A MEMBER OF THE COMPANY. PROXY FORM MUST REACH THE COMPANY'S REGISTERED OFFICE ATLEAST 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING.**
2. Explanatory Statement pursuant to section 102(1) of the Companies Act, setting out the material facts in respect of the business under item Nos. 5 to 9 set out above and the details under clause 49 of the Listing Agreement with Stock Exchange in respect of Director's proposed to be appointed/ re-appointed at the Annual General Meeting, is annexed hereto.

3. The Register of Members and Share Transfer Books of the Company will remain closed from September 26, 2014 to September 30, 2014, inclusive of both days.
4. The Members are requested to intimate to the Registrar & Share Transfer Agent of the Company – **Universal Capital Securities Pvt. Ltd. (Formerly known as Mondkar Computers Pvt Ltd.)** 21 Shakil Niwas, Mahakali Caves Road, Andheri (E) Mumbai – 400093, immediately of any changes, if any, in their Registered Address. Members are requested to address the correspondence relating to the share registry both in physical and electronic mode to the said Registrar & Share Transfer Agents.
5. Notice is being sent to all the Members, whose names appear in the Register of Members / Record of Depositories as on August 22, 2014. Members who have registered their e-mail id with the Company, notice is sent electronically by e-mail and to the remaining Members notice is sent by post.
6. Mr. Rajesh Soni of M/s. R Soni & Co., Chartered Accounts has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

7. Voting Through Electronic Form (E-Voting)

In Compliance with the provisions of section 108 of the Companies Act, 2013, read with rule 20 of Companies (Management and Administration) Rules, 2014, and clause 35B of the Equity Listing Agreement with Bombay Stock Exchange ("BSE"), the Company is pleased to offer E-Voting facility for the Members to enable them to cast their votes electronically. Members have option either to vote at the Annual General Meeting or cast their vote electronically. If a member has opted for E-Voting, then he \ she should not vote at the Annual General Meeting and vice-versa. However in case Member cast their vote both via physical voting in Annual General Meeting and E-voting, then voting through E-voting will prevail. For the purpose of E-Voting, the Company has signed an agreement with Central Depository Services (India) Limited ("CDSL") for facilitating E-Voting. It is hereby clarified that it is not mandatory for a member to vote using the e-voting facility, and a member may avail of the facility at his/her/it discretion.

The instructions for members for voting electronically are as under:-

- a. The e-voting period begins on Wednesday, September 24, 2014 at 9.00 am and ends on Thursday, September 25, 2014 at 6.00 pm. During this period shareholder's of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of August 22, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- b. Open the web browser during the voting period and log on to the e-voting website www.evotingindia.com
- c. Click on "Shareholders" tab.
- d. Select the Electronic Voting Sequence Number related to Sparc Systems Ltd. from the drop down menu and click on "SUBMIT"
- e. Enter your User ID
 1. For CDSL: 16 digits beneficiary ID
 2. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 3. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- f. Enter the Image Verification as displayed and Click on Login.
- g. First time users follow the steps mentioned below:

	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter either of DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

- h. Enter above details appropriately, click on "SUBMIT" tab.
- i. Members holding shares in physical form will then reach directly the Company selection screen. However, Members 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.
- j. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- k. Click on the EVSN related to Sparc Systems Ltd. to vote.
- l. 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.
- m. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- n. 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.
- o. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- p. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- q. If Demat account holder has forgotten the changed password then, enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- r. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- s. A copy of this notice is available on the web-site of the Company.
- t. The Scrutinizer shall within period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's report of the votes cast in favor or against, if any, forthwith to the Chairman.
- u. The result declared along with the Scrutinizer's Report will be placed on the Company's website www.sparcsys.com and on the website of CDSL within two (2) days of passing the resolution.
- v. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The Statement pursuant to Section 102(1) of the Companies Act, 2013 for item Nos. 5 to 11 of the accompanying notice is as under

Item No. 4

Pursuant to provisions of the Companies Act, 2013, an Independent Director can hold office for two consecutive terms of five years and pursuant to provisions of Revised (proposed) Clause 49 of the Listing Agreement, an independent director shall hold office for a term up to five consecutive years on the Board of a Company and shall be eligible for re-appointment for another term of up to five consecutive years on passing of an ordinary resolution by the Company.

A person who has already served as an independent director for five years or more in a Company shall be eligible for appointment, on completion of his present term, for one more term of up to five years only and can be re-appointment as independent director in the Company only after the expiration of three years of ceasing to be an independent director in the Company.

In order to comply with these provisions it is proposed to seek shareholders approval for appointment of Mr. Amit Bothra as Non-Executive Independent Director of the Company, for one term of consecutive five years from the conclusion of this Annual General Meeting. Mr. Amit Bothra was appointed as Directors of the Company at Annual General Meeting of the Company held on September, 2006.

Further, the Company has duly received declarations from Mr. Amit Bothra that he meets with the criteria of Independence as provided under Section 149(6) of the Companies Act, 2013 and Revised (proposed) Clause 49 of the Listing Agreement and in the opinion of the Board he is independent of the management.

Brief profile of Mr. Amit Bothra, as required under Clause 49 of the Listing Agreement entered with the Stock Exchanges, is forming a part of this Notice.

None of the Directors, Key Managerial Personnel and their relatives except Mr. Amit Bothra is in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

The Board recommends the Ordinary Resolution set out in the Notice for approval by the members.

Item No. 5

Pursuant to provisions of the Companies Act, 2013, an Independent Director can hold office for two consecutive terms of five years and pursuant to provisions of Revised (proposed) Clause 49 of the Listing Agreement, an independent director shall hold office for a term up to five consecutive years on the Board of a Company and shall be eligible for re-appointment for another term of up to five consecutive years on passing of an ordinary resolution by the Company.

A person who has already served as an independent director for five years or more in a Company shall be eligible for appointment, on completion of his present term, for one more term of up to five years only and can be re-appointment as independent director in the Company only after the expiration of three years of ceasing to be an independent director in the Company.

In order to comply with these provisions it is proposed to seek shareholders approval for appointment of Mr. Santosh Shetty as Non-Executive Independent Director of the Company, for one term of consecutive five years from the conclusion of this Annual General Meeting. Mr. Santosh Shetty was appointed as Directors of the Company at Annual General Meeting of the Company held on October, 2003.

Further, the Company has duly received declarations from Mr. Santosh Shetty that he meets with the criteria of Independence as provided under Section 149(6) of the Companies Act, 2013 and Revised (proposed) Clause 49 of the Listing Agreement and in the opinion of the Board he is independent of the management.

Brief profile of Mr. Santosh Shetty, as required under Clause 49 of the Listing Agreement entered with the Stock Exchanges, is forming a part of this Notice.

None of the Directors, Key Managerial Personnel and their relatives except Mr. Santosh Shetty is in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

The Board recommends the Ordinary Resolution set out in the Notice for approval by the members.

Item No. 6

Pursuant to provisions of the Companies Act, 2013, an Independent Director can hold office for two consecutive terms of five years and pursuant to provisions of Revised (proposed) Clause 49 of the Listing Agreement, an independent director shall hold office for a term up to five consecutive years on the Board of a Company and shall be eligible for re-appointment for another term of up to five consecutive years on passing of an ordinary resolution by the Company.

A person who has already served as an independent director for five years or more in a Company shall be eligible for appointment, on completion of his present term, for one more term of up to five years only and can be re-appointment as independent director in the Company only after the expiration of three years of ceasing to be an independent director in the Company.

In order to comply with these provisions it is proposed to seek shareholders approval for appointment of Mr. Bharat Jain as Non-Executive Independent Director of the Company, for one term of consecutive five years from the conclusion of this Annual General Meeting. Mr. Bharat Jain was appointed as Directors of the Company at Annual General Meeting of the Company held on March, 2009.

Further, the Company has duly received declarations from Mr. Bharat Jain that he meets with the criteria of Independence as provided under Section 149(6) of the Companies Act, 2013 and Revised (proposed) Clause 49 of the Listing Agreement and in the opinion of the Board he is independent of the management.

Brief profile of Mr. Bharat Jain, as required under Clause 49 of the Listing Agreement entered with the Stock Exchanges, is forming a part of this Notice.

None of the Directors, Key Managerial Personnel and their relatives except Mr. Bharat Jain is in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

The Board recommends the Ordinary Resolution set out in the Notice for approval by the members.

Item No. 7

Mr. J. T. D'souza (DIN 00958844), Managing Director of the Company was re-appointed pursuant to provisions of Sections 198, 269, 316, 309 & 310 read with Schedule XIII to the Companies Act, 1956, by the shareholders in the Extra-ordinary General Meeting held on 30th November, 2012 for a period of 3 years with effect from December 1, 2012.

The period of office of Mr. J. T. D'souza being the Managing Director is not liable to determination by retirement of directors by rotation in terms of the erstwhile provisions of the Companies Act, 1956. The Board of Directors of the Company at present consists of 6 members, with 3 of them being Independent Directors, 1 being Non-executive and the remaining 2 being Managing/ Whole-time Directors.

The provisions of Section 152 of the Companies Act, 2013 provide that not less than two-thirds of the total number of directors of a public company shall be persons whose period of office is liable to determination by retirement of directors by rotation, where the term "total number of directors" does not include Independent Directors whether appointed under the Companies Act, 2013 or any other law for the time being in force.

In the light of above-referred provisions of the Companies Act, 2013 it is desirable that the period of office of Managing Directors is made liable to determination by retirement of directors by rotation.

As the prevailing re-appointment of Mr. J. T. D'souza has been approved by the Shareholders as a Special Resolution, The Board of Directors recommends the resolution as set out in Item No. 7 of the accompanying Notice concerning his period of office as a Special Resolution.

Except Mr. J. T. D'souza and Ms. Punit Neb, no other Director and Key Managerial Personnel of the Company and their relatives, is concerned or interested in the Resolution.

Item No. 8

Ms. Punit Neb (DIN 01026300) Whole-time Director (WTD) of the Company was re-appointed pursuant to provisions of Sections 198, 269, 316, 309 & 310 read with Schedule XIII to the Companies Act, 1956, by the shareholders in the Extra-ordinary General Meeting held 30th November, 2012 for a period of 3 years with effect from December 1, 2012.

The period of office of Ms. Punit Neb being the Whole-time Director is not liable to determination by retirement of directors by rotation in terms of the erstwhile provisions of the Companies Act, 1956. The Board of Directors of the Company at present consists of 6 members, with 3 of them being Independent Directors, 1 being Non-executive and the remaining 2 being Managing / Whole-time Directors.

The provisions of Section 152 of the Companies Act, 2013 provide that not less than two-thirds of the total number of directors of a public company shall be persons whose period of office is liable to determination by retirement of directors by rotation, where the term "total number of directors" does not include Independent Directors whether appointed under the Companies Act, 2013 or any other law for the time being in force.

In the light of above-referred provisions of the Companies Act, 2013 it is desirable that the period of office of Executive Directors is made liable to determination by retirement of directors by rotation.

As the prevailing re-appointment of Ms. Punit Neb has been approved by the Shareholders as a Special Resolution, The Board of Directors recommends the resolution as set out in Item No. 8 of the accompanying Notice concerning his period of office as a Special Resolution.

Except Ms. Punit Neb and Mr. J. T. D'souza, no other Director and Key Managerial Personnel of the Company and their relatives, is concerned or interested in the Resolution.

Item No. 9

The existing Articles of Association adopted by the Company are largely based on the provisions of the Companies Act, 1956, the large part of which stand repealed consequent to enactment of the Companies Act, 2013, which has been brought into force by April 1, 2014 to a large extent. The existing Articles of Association contain reference to and has adopted many provisions of the Companies Act, 1956 and the rules made there under. Many of these provisions are no more in conformity with the provisions of the Companies Act, 2013 and various rules made there under. In view of this, it is proposed to alter the existing Articles of Association to align the same with the new provisions, which will require or warrant modification, substitution, deletion and additions to the existing Articles of Association. It is therefore proposed to alter Articles of Association. In view of this, the Directors commend to the members for approval the resolution set out under item no. 9.

The draft text of proposed alteration to the Articles of Association as referred in item no. of the notice is open for inspection by the Members at the Registered Office of the Company on all working days (i.e. except Saturday, Sunday & other holidays) during working hours up to the date of the Annual General Meeting.

None of the Directors and key managerial personnel of the Company and their relatives are concerned or interested in the resolution set out under item no 9.

For and on behalf of the Board

J. T. D'souza
Chairman & Managing Director
DIN 00958844
Mumbai, May 30, 2014

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

Particulars	J. T. D'souza	Punit Neb	Anand Raj Jain
DIN	00958844	01026300	00904322
Nationality	Indian	Indian	Indian
Date of Birth	August 28, 1959	December 26, 1967	July 01, 1962
Date of Appointment	September 14, 1989	July 6, 1991	October 20, 1994
Qualifications	Radio Officer	B. E., Master of Marketing Management	B. Com., C. A.
Expertise in specific functional areas	Techno-commercial and business development	Technology design & development	Auditing, Accounting, Financial Planning & Taxation
Directorships held in other companies (excluding foreign companies)	NIL	NIL	Avenue 2 Revenue Media Pvt. Ltd. Satta Securities Pvt. Ltd. Sindhu Valley Technologies Ltd. Parfait Finance & Investment Pvt. Ltd.
Memberships / Chairmanships of Board Committees of other companies (includes only Audit Committee / Shareholders' Investors' Grievance Committee)	NIL	NIL	NIL
Number of shares held in the Company	51200	28300	1000

Particulars	Amit Bothra	Santosh Shetty	Bharat Jain
DIN	01269396	03043071	03031672
Nationality	Indian	Indian	Indian
Date of Birth	April 16, 1980	July 5, 1973	July 01, 1971
Date of Appointment	December 31, 2005	October 1, 2002	March 30, 2009
Qualifications	B. Com., M. Com., C. A.	B. E., Masters of Marketing Management	B. Com.
Expertise in specific functional areas	Accounting, Financial Planning & Indirect Taxation	Marketing & Sales	Accounting
Directorships held in other companies (excluding foreign companies)	NIL	NIL	NIL
Memberships / Chairmanships of Board Committees of other companies (includes only Audit Committee / Shareholders' Investors' Grievance Committee)	NIL	NIL	NIL
Number of shares held in the Company	NIL	NIL	NIL