



SPARC SYSTEMS LIMITED

**ANNUAL REPORT
2018 - 2019**

Sparc Systems Limited

BOARD OF DIRECTORS

Mr. J. T. D'souza	Managing Director
Ms. Punit Neb	Whole Time Director & CFO
Mr. Santosh Shetty	Independent Director
Mr. Ashok Jain	Independent Director [Upto March 30, 2019]
Ms. Kajal Jain	Independent Director [Appointed on March 30, 2019]
Ms. Deepika Singh	Company Secretary [Appointed w.e.f. January 18, 2019]

BANKERS

Union Bank of India

AUDITORS

M/s R Soni & Company
Chartered Accountants, Mumbai

REGISTERED OFFICE & WORKS

Plot No. 11
Survey No. 118 / 1 - 2
Village Pundhe
Taluka Shahapur
At Post Athgaon, District Thane – 421601
Phone +91 9820700310
Fax +9122 27792481

CORPORATE OFFICE

#16 Ground Floor
Lovely, Sector 2
Airoli, Navi Mumbai - 400708
Phone +9122 27792473 / 27792478 / 27792481
Fax +9122 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 +9122 28207203-05 / 2825 7641
Fax +91 22 28207207
Email info@unisec.in
Website www.unisec.in

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Notice

Notice is hereby given that the 30th Annual General Meeting of the Members of Sparc Systems Limited will be held on Monday, September 30, 2019 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 - 421601, 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, 2019 including the Audited Balance Sheet as at March 31, 2019 and the Statement of Profit & Loss Account and Cash Flow for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

2. To appoint a Director in place of Mr. Jude Terrence D'souza (DIN 00958844), Managing Director, who retires by rotation and being eligible, offers himself for re-appointment and for the said purpose to consider and if thought fit, to pass the following resolution with or without modification(s) as an Ordinary Resolution.

"RESOLVED THAT Mr. Jude Terrence D'souza (DIN 00958844), Managing Director of the Company, who retires by rotation be and is hereby re-appointed as Director of the Company liable to retire by rotation".

SPECIAL BUSINESS

3. To re-appoint Mr. Santosh Shetty as an Independent Director and in this regard, 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 Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Santosh Shetty (DIN 03043071), who was appointed as an Independent Director and who holds office as an Independent Director up to this AGM 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 Director, being eligible, be and is hereby re-appointed as an Independent Director, not liable to retire by rotation and to hold office for

a second term of 5 (five) consecutive years, i.e., up to September 30, 2024;

RESOLVED FURTHER THAT the Board of Directors 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."

4. To appoint Ms. Kajal Jain as an Independent Director 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 Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Kajal Jain (DIN 08129655), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director, not liable to retire by rotation and to hold office for a term up to March 29, 2024;

RESOLVED FURTHER THAT the Board of Directors 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
Managing Director
DIN 00958844
Mumbai, August 31, 2019

NOTES:

- a. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), in respect of the business as set out in Item No. 3 & 4 above and the relevant details of the Directors seeking re-appointment under Item No. 3 & 4 above as required by Regulations 26(4) and 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and as required under Secretarial Standards - 2 on General Meetings issued by The Institute of Company Secretaries of India, are annexed hereto.
- b. A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the Company. The instrument appointing the proxy, in order to be effective, should be deposited, duly completed and signed, at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting. A proxy form is attached herewith. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The proxy holder shall prove his identity at the time of attending the Meeting.
- c. Pursuant to SS-2 i.e. Secretarial Standard on General Meetings as issued by the Institute of Company Secretaries of India, the route map for reaching the Meeting venue is given on page no. 42 of this Annual Report. Further, the Company has uploaded the above route map on its website at www.sparcsys.com.
- d. The Register of Members and Share Transfer Books of the Company will remain closed from September 24, 2019 to September 30, 2019, inclusive of both days for the purpose of Annual General Meeting.
- e. 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.
- f. The shares of Company are under compulsory demat trading. Members holding shares in physical form are requested to convert their shares in their own interest.
- g. Notice is being sent to all the Members, whose names appear in the Register of Members / Record of Depositories as on August 23, 2019. 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 the permitted mode. To

- support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with RTA / Depositories.
- h. In terms of the provisions of Section 152 of the Act Mr. Jude Terrence D'souza (DIN 00958844), Managing Director, retires by rotation at the Meeting. Nomination and Remuneration Committee and the Board of Directors of the Company recommend his re-appointment.
 - i. Mr. J T D'souza & Ms. Punit Neb are interested in the Ordinary Resolution set out at Item No. 2 of the Notice with regard to the re-appointment. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item No. 2 of the Notice.
 - j. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting held on September 29, 2017.
 - k. Details of Directors retiring by rotation / seeking re-appointment at the ensuing Meeting are annexed herewith.
 - l. Members / Proxies / Authorised Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s) and copies of Annual Report. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
 - m. Relevant documents referred to in the Notice are open for inspection by the members at the Registered Office of the Company on all working days (i.e. except Saturdays, Sundays and Public Holidays) during business hours up to the date of the Meeting. The aforesaid documents will be also available for inspection by members at the Meeting.
 - n. Mr. Rajesh Soni of M/s. R Soni & Company, Chartered Accountant has been appointed as Scrutinizer for conducting the voting by Ballot at the Meeting and remote e-voting process in a fair and transparent manner.
 - o. Remote E-Voting Through Electronic Form (Remote 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 Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is pleased to offer remote E-Voting facility for the Members to enable them to cast their votes electronically. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Members who have not cast their votes by remote e-voting can exercise their voting rights at the AGM. The Company will provide polling papers at the AGM venue. The Members who have casted their votes by remote e-voting may participate in the Meeting even after exercising their right to vote through remote e-voting but they shall not be allowed to cast vote again at the Meeting.
For the purpose of E-Voting, the Company has signed an agreement with Central Depository Services (India) Limited ("CDSL") for facilitating E-Voting. The Company is also providing facility for voting by Ballot at the Annual General Meeting apart from providing remote e-voting facility for all those members who are present at the general meeting but have not casted their votes by availing the remote e-voting facility.

1. Instructions for members for voting electronically are as under

- i. The Remote e-voting period begins on Friday September 27, 2019 at 9.00 am and ends on Sunday September 29, 2019 at 5.00 pm. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Monday September 23, 2019, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL after 5:00 PM (IST) on September 29, 2019.

- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. The shareholders should log on to the e-voting website www.evotingindia.com.
- iv. Click on Shareholders.
- v. Now Enter your User ID
- vi.
 - a. For CDSL: 16 digits beneficiary ID
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vii. Next enter the Image Verification as displayed and Click on Login.
- viii. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

If you are a first time user follow the steps given below:

For Members holding shares in Demat Form & 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 8 digits of the sequence number which is mentioned in address label as sr no affixed on Annual Report, in the PAN field. In case the sequence 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 sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details	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.
OR Date of Birth (DOB)	<ul style="list-style-type: none"> 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 as mentioned in instruction (v).

- ix. After entering these details appropriately, click on "SUBMIT" tab.
- x. Members holding shares in physical form will then directly reach 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.
- xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii. Click on the EVSN for the relevant Sparc Systems Limited on which you choose to vote.
- xiii. 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.
- xiv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- xv. 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.
- xvi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xviii. 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.
- xix. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

SHAREHOLDER INSTRUCTIONS FOR E-VOTING

xx. Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- 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.

xxi. 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.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

2. The Scrutinizer shall, immediately after the conclusion of voting at the Meeting, first count the votes casted by Ballot at the Meeting, thereafter unblock the votes casted through remote e-voting in the manner provided in the Rules and make, not later than 48 hours of conclusion of the Meeting, consolidated Scrutinizer's Report of remote e-voting and voting by Ballot at the Meeting, of the total votes casted in favour or against, if any, to the Chairman of the Meeting and the Chairman or a person as may be authorized by him in writing shall declare the result of the voting forthwith and all the resolutions as mentioned in the Notice of the Meeting shall be deemed to be passed on the date of the Meeting.
3. The results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company at www.sparcsys.com and on the website of CDSL at www.cdslindia.com, immediately after the results are declared by the Chairman.
4. Any person who becomes a member of the Company after the date of this Notice of the Meeting and holding shares as on the cut-off date i.e. Monday, September 23, 2019, may obtain the User ID and Password by sending an email request to sparc@mtnl.net.in. Members may also call on +912227792473 / 78 / 81 or send a request to Ms. Punit Neb, Whole Time Director, by writing to her at Sparc Systems Ltd., #16 Ground Floor, Lovely, Sector 2, Airoli, Navi Mumbai – 400708.
5. 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.
6. Members are requested to register their email address and changes therein from time to time for shares held in physical form & bring their copy of the Annual Report to the Meeting.

For and on behalf of the Board

J. T. D'souza
Managing Director
DIN 00958844
Mumbai, August 31, 2019

Explanatory Statement Pursuant to Section 102(1) of the Companies Act, 2013 ("the Act")

The following statement sets out all material facts relating to the Special Business mentioned in the Notice:

Item No. 3

At the Annual General Meeting held on September 30, 2014, the members of the Company had appointed Mr. Santosh Shetty (DIN 03043071), as an Independent Director of the Company, to hold office for a term of five consecutive years, from the conclusion of the 25th Annual General Meeting ("first term").

The Nomination and Remuneration Committee (the 'NR Committee') of the Board of Directors, on the basis of the report of performance evaluation, has recommended re-appointment of Mr. Santosh Shetty as an Independent Director, for a second term of 5 (five) consecutive years, on the Board of the Company.

The Board, based on the performance evaluation and as per the recommendation of the NR Committee, considers that, given his background and experience and contributions made by him during his tenure, the continued association of Mr. Santosh Shetty would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director.

Accordingly, it is proposed to re-appoint Mr. Santosh Shetty as an Independent Director of the Company, not liable to retire by rotation, for

a second term of 5 (five) consecutive years on the Board of the Company.

Mr. Santosh Shetty is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013 ("the Act"), and has given his consent to act as a director.

The Company has also received declaration from Mr. Santosh Shetty that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, Mr. Santosh Shetty fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Santosh Shetty is independent of the management.

Details of Mr. Santosh Shetty are provided in the "Annexure" to the Notice, pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by

the Board, reimbursement of expenses for participating in the Board and other meetings.

Copy of draft letter of appointment of Mr. Santosh Shetty setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

Mr. Santosh Shetty is interested in the resolution set out at Item No. 3 of the Notice with regard to his re-appointment.

Relatives of Mr. Santosh Shetty may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

The Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the members.

Item No. 4

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act"), and the Articles of Association of the Company, Ms. Kajal Jain (DIN 08129655) as an Additional Director, to hold office as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from March 30, 2019.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of the members. Ms. Kajal Jain is not disqualified from being appointed as a director in terms of Section 164 of the Act and has given her consent to act as a director.

The Company has also received declaration from Ms. Kajal Jain that she meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)

Regulations, 2015 ("Listing Regulations"). In the opinion of the Board, Ms. Kajal Jain fulfills the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Ms. Kajal Jain is independent of the management and possesses appropriate skills, experience and knowledge.

Details of Ms. Kajal Jain are provided in the Annexure to the Notice, pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS- 2"), issued by the Institute of Company Secretaries of India. She shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.

Copy of the letter of appointment of Ms. Kajal Jain setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

Ms. Kajal Jain is interested in the resolution set out at Item No. 4 of the Notice with regard to her appointment. Relatives of Ms. Kajal Jain may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the members.

For and on behalf of the Board

J. T. D'souza
Managing Director
DIN 00958844
Mumbai, August 31, 2019

Annexure

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

Name of Director	Mr. J. T. D'souza
DIN	00958844
Nationality	Indian
Date of Birth	August 28, 1959
Date of Appointment	September 14, 1989
Qualifications	Radio Officer
Expertise in specific functional areas	Techno-commercial & business development
Directorships held in other companies (excluding foreign companies)	Epson Finance & Investments Pvt. Ltd. (Unlisted Company)
Memberships / Chairmanships of Board Committees of other companies	None
Number of shares held in the Company	4,49,400
Number of Board Meetings attended during the F.Y. 2018 – 2019	7 out of 7
Chairman / Member of the Committee of the Company	None
Details of Remuneration	As mentioned in the Explanatory Statement to the Notice dated August 31, 2018
Relationship with other Directors	Spouse of Ms. Punit Neb
Terms and conditions of appointment or reappointment	Appointed as the Managing Director of the Company in AGM held on Sep 29, 2018 for a period of 3 years w.e.f. Dec 1, 2018

Name of Director	Mr. Santosh Shetty	Ms. Kajal Jain
DIN	03043071	08129655
Nationality	Indian	Indian
Date of Birth	July 5, 1973	June 27, 1977
Date of Appointment	October 1, 2002	March 30, 2019
Qualifications	B. E. Masters of Marketing Management	Commerce Graduate, Mumbai University
Expertise in specific functional areas	Marketing & Sales	Business development
Directorships held in other companies (excluding foreign companies)	NIL	Tiaan Ayurvedic & Herbs Ltd. Sindu Valley Technologies Ltd. Mega Bucks Capital Pvt. Ltd. (Unlisted Company)
Memberships / Chairmanships of Board Committees of other companies	NIL	None
Number of shares held in the Company	NIL	None
Number of Board Meetings attended during the F.Y. 2018 – 2019	6 out of 7	1 out of 1
Chairman / Member of the Committee of the Company	Audit Committee Nomination and Remuneration Committee Stakeholders Relationship Committee	Audit Committee Nomination and Remuneration Committee Stakeholders Relationship Committee
Details of Remuneration	As mentioned in the Explanatory Statement to the Notice dated August 31, 2019	As mentioned in the Explanatory Statement to the Notice dated August 31, 2019
Relationship with other Directors	None	None
Terms and conditions of appointment or reappointment	As per the resolution at Item No. 3 of the Notice convening this Meeting read with explanatory statement thereto, Mr. Santosh Shetty is proposed to be re-appointed as an Independent Director	As per the resolution at Item No. 4 of the Notice convening this Meeting read with explanatory statement thereto, Ms. Kajal Jain is proposed to be appointed as an Independent Director

Directors' Report

To,

**The Members
Sparc Systems Limited**

The Directors present the Annual Report together with the Audited Statement of Accounts of the Company for the year ended March 31, 2019.

Financial summary of the Company is as below

Particulars	Year ended March 31, 2019 Rs.	Year ended March 31, 2018 Rs.
Total Revenue	2,384,784	1,971,020
Total Expenses	1,292,912	2,162,549
Profit / (Loss) Before Exceptional, Extraordinary & Prior Period Item	1,091,873	(191,529)
Prior-Period Expenses	-	-
Profit / (Loss) Before Tax	1,091,873	(191,529)
Tax Expenses		
Less: Current Tax	210,111	-
Add: Deferred Tax	(210,111)	-
Profit / (Loss) For The Year After Tax	1,091,873	(191,529)
Balance of Profit brought forward	(16,259,285)	(16,067,756)
Surplus / (Deficit) carried to Balance Sheet	(16,259,285)	(16,259,285)

RESULTS OF OPERATIONS AND THE STATE OF COMPANY'S AFFAIRS

The Company's line of business involves Software and Hardware Electronic Security Solutions.

The Company has reported a gross income of Rs. 23.84 lakhs for the current year as compared to Rs. 19.71 lakhs in the previous year. The Company has incurred a net profit amounting Rs. 10.92 lakhs in the current year as compared to a loss amounting Rs. 1.92 lakhs in the previous year.

The Management intends to continue to pursue its product lines. The Company continues to leverage its exiting technologies and continues to add several new clients covering different industry segments. With the huge surge in Internet of Things [IoT] and connected embedded devices, the Company sees a potential for all its technologies which have been specifically catering to embedded connected solutions.

Due to the various reforms undertaken by the Government, the economy is expected to do well over next several years and the industry expects that markets in India will do well and the Directors are also optimistic about Company's business and hopeful of a better performance in next year.

CHANGE IN THE NATURE OF BUSINESS

There is no change in the nature of the business of the Company.

DIVIDEND

No dividend was declared for the current financial year.

TRANSFER TO RESERVES

The Company has not transferred any amount to reserves.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

The Company was not required to transfer any amount to unclaimed dividend to investor education and protection fund.

INDIAN ACCOUNTING STANDARDS (IND AS)

The financial results of the Company have been prepared in accordance with Indian Accounting standards (Ind AS) as notified by Ministry of Corporate Affairs pursuant to Section 133 of Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standard) rules, 2015, Companies (Indian Accounting Standards) amendment rules 2016 and in terms of regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and SEBI circular dated 05th July, 2016. The Company has for the first time adopted Ind AS for the financial year commencing from April 1, 2017 with a transition date of April 1, 2016.

MATERIAL CHANGES BETWEEN THE DATE OF THE BOARD REPORT AND END OF FINANCIAL YEAR

There have been no material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

During the year under review there has been no such significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

STATUTORY AUDITOR

M/s. R Soni & Company, Chartered Accountants, were appointed as auditors of the Company for a period of three consecutive year at the Annual General Meeting held on September 29, 2017. They have confirmed that are not disqualified from continuing as Auditors of the Company.

EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS IN THEIR REPORT

There was no qualifications, reservations or adverse remarks made by the Auditors in their report.

SECRETARIAL AUDITORS

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Rules made thereunder, Ms. Madhuri Bohra, Practicing Company Secretary (Mem. No.: A54739 CP. No.: 20329), Mumbai, has been appointed to conduct a Secretarial Audit of the Company's secretarial and related records for the year ended March 31, 2019. The practicing Company Secretary has submitted her report on the Secretarial Audit conducted by her which is annexed to this report.

EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE SECRETARIAL AUDITOR IN THEIR REPORT

The Board has noted that pursuant to the provisions of Section 203 of The Companies Act, 2013, the Company was required to appoint Whole-time Company Secretary. The Company has appointed Ms. Deepika Singh as Company Secretary & Compliance Officer of the Company w.e.f. January 18, 2019.

DETAILS OF DIRECTORS OR KEY MANAGERIAL PERSONNEL

In accordance with the provisions of the Act and the Articles of Association of the Company, Mr. J. T. D'souza (DIN 00958844), Managing Director of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible has offered himself for re-appointment.

During the year under review Mr. Ashok Jain (DIN 03013476) has resigned from the post of Director w.e.f March 30 2019. The Board of Directors acknowledge with gratitude the services rendered by him.

On March 30, 2019, Ms. Kajal Jain (DIN 08129655) was appointed as an Additional Independent Director on the Board of the Company. In accordance with the requirements of Section 149 and 152 of the Companies Act, 2013 and pursuant to the provision of the Listing Agreement, her continuation as an Independent Director on the Board of the Company will have to be approved by the Members of the Company.

Ms. Deepika Singh has been appointed as Company Secretary of the Company w.e.f. January 18, 2019.

Ms. Punit Neb (DIN 01026300), has been appointed as Chief Financial Officer w.e.f. May 29, 2019.

All Directors and Senior Management Personnel have affirmed compliance with the code of conduct approved and adopted by the Board of Directors.

BOARD EVALUATION

Pursuant to provisions of the Companies Act, 2013, Rules thereunder, the Board has carried out evaluation of its own performance and that of its Committees and individual Directors.

DECLARATION BY INDEPENDENT DIRECTORS

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed in Section 149(6) of the Companies Act, 2013. The Company has also provided suitable training to the Independent Directors.

DEPOSITS

The Company has not invited / accepted any deposits from the public during the year ended March 31, 2019. There were no unclaimed or unpaid deposits as on March 31, 2019.

CORPORATE SOCIAL RESPONSIBILITY

The Company is not required to constitute a Corporate Social Responsibility Committee as it does not fall within purview of Section 135(1) of the Companies Act, 2013.

NUMBER OF BOARD MEETINGS

During the year under review, the Board met 7 times on May 29, 2018, August 14, 2018, August 31, 2018, November 14, 2018, January 17, 2019, February 14, 2019 and March 30, 2019. The maximum interval between any two meetings did not exceed 120 days.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under section 134(3)(C) of the Companies Act, 2013 with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- i. In the preparation of the annual accounts for the financial year ended March 31, 2019, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii. The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2019 and of the profit and loss of the Company for that period;
- iii. The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. The Directors had prepared the annual accounts on a going concern basis; and
- v. They have laid down internal financial controls in the Company that are adequate and are operating effectively; and
- vi. The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

NOMINATION AND REMUNERATION COMMITTEE AND ITS POLICY

The Nomination and Remuneration Committee, constituted by the Board of Directors pursuant to Section 178 of the Companies Act, 2013.

The committee is responsible to identify persons who are qualified to become directors or senior management employees and recommend to the Board their appointment / removal, oversee and administer executive compensation etc. The Company has formulated the remuneration policy. The details of this policy are available on the Company's website www.sparcsys.com.

The terms of reference of this committee:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration of the Directors, Key Managerial Personnel and other employees;
- Recommending remuneration payable to Managing Director and other Directors as and when necessity arises.

Composition

The Nomination and Remuneration Committee comprises of Mr. Santosh Shetty, * Mr. Ashok Jain (Up-to March 30, 2019), ** Ms. Kajal Jain (w.e.f. March 30, 2019) and Ms. Punit Neb. Mr. Santosh Shetty, Independent Director is the Chairman of this Committee.

* Mr. Ashok Jain has resigned from the post of director w.e.f. March 30, 2019.

** In place of Mr. Ashok Jain, w.e.f. March 30, 2019, Ms. Kajal Jain has been appointed as member of the committee.

Meeting

There was three meetings of the Remuneration Committee during the year under review.

STAKEHOLDERS RELATIONSHIP COMMITTEE COMPOSITION & MEETINGS OF COMMITTEE**Terms of the Committee**

- To scrutinize and approve registration of transfer of shares/warrants issued or to be issued.
- The Shareholders' and Investors' complaints on matters relating to transfer of shares, non receipt of annual report, non-receipt of dividends and matters related thereto.
- To exercise all power conferred on the Board of Directors under Articles of Association.
- Attending to investors' queries and complaints regarding transfer, dividend, annual reports, etc.
- Attending to complaints of Investor routed by SEBI / Stock Exchanges / RBI.

Details of Pending Investor Grievances and Compliance Officer:

There were no investor grievances pending for redressal as the end of the financial year and all the queries from the stakeholders were attended to promptly. Further there were no pending transfers for the year under review.

Details of the Compliance Officer designated for handling of the investor grievances:

Name: Ms. Deepika Singh

Address: Sparc Systems Ltd., #16 Ground Floor, Lovely, Sector 2, Airoli, Navi Mumbai – 400708

Email ID: sparc@mtnl.net.in

Composition & Meeting

The Nomination and Remuneration Committee comprises of of two Independent Non-Executive Directors namely Mr. Santosh Shetty and * Mr. Ashok Jain (Up-to March 30, 2019), ** Ms. Kajal Jain (w.e.f. March 30, 2019) and one Executive Director namely Ms. Punit Neb. Mr. Santosh Shetty is the Chairman and Ms. Kajal Jain & Ms. Punit Neb are members.

* Mr. Ashok Jain has resigned from the post of director w.e.f. March 30, 2019.

** In place of Mr. Ashok Jain, w.e.f. March 30, 2019, Ms. Kajal Jain has been appointed as member of the committee.

During the year under review, five meetings of the Stakeholders Relationship Committee was held which were attended by all the members of the committee.

Investor Grievance Redressal

During the year under review, no complaints have been received.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

During the year under review, the Company has not advanced any loans, nor given any guarantees nor made any investments.

PARTICULARS OF EMPLOYEES

None of the employee has received remuneration exceeding the limit as stated in rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

EXTRACT OF THE ANNUAL RETURN IN FORM MGT – 9

Pursuant to section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014 is annexed and forms a part of this report.

RELATED PARTY TRANSACTIONS

Details of contract or arrangement with related party of the Company in the prescribed Form AOC-2 is annexed and forms a part of this report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule, 8 of The Companies (Accounts) Rules, 2014, is annexed and forms a part of this report.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have any Subsidiary, Joint Venture or Associate Company as on March 31, 2019.