



SPS International Ltd.

(Where delivering quality is way of life)

CIN No. : L74140HR1993PLC031900

Plot No. F 6 & 7, 1st Floor, FIT
Sector-57, Faridabad - 121004 (Haryana)
Website : Website : www.spsintl.co.in

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24th March, 2022

**To,
The Listing Department,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400 001
(Scrip Code- 530177)**

Subject: Scrutinizer Report and result of e-voting through Postal Ballot of SPS International Limited.

Dear Sir/ Madam,

We inform that Pursuant to the Provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended from time to time, the Company concluded the e- voting through Postal Ballot as set out in the notice of Postal Ballot dated Monday, 21st February, 2022.

The e- voting through Postal Ballot was commenced on Tuesday, 22nd February, 2022 at 10:00 A.M.(IST) and concluded on Wednesday, 23rd March, 2022 at 05:00 P.M. (IST) to transact the business as set out in the notice of Postal Ballot dated Monday, 21st February, 2022. We hereby informed that members of the Company have duly passed all the Special Resolutions with Requisite Majority.

Pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirement) Regulations, 2015, we are submitting herewith the details of the voting results and Scrutinizer's Report in this behalf for your record.

We request you to kindly take this in your records.

Yours Sincerely

For and on the behalf of board

SPS International Limited

**Surendra Kumar Jain
(Chairman cum Managing Director)**

DIN: 00088064

**Address: Plot No. F 6-7, FIT, Sector -57
Faridabad, Haryana- 121004**





P.C.JAIN & CO
Company Secretaries

2382, Sector-16,
Phone: 0129-4043338
+91 9811087881
Faridabad-121002 (NCR)
Mail id: fcspcjain@gmail.com
URL: www.cspcjain.com

Scrutinizer's Report

To,
The Chairman
SPS International Limited
Plot No. F 6-7 FIT, Sector 57,
Faridabad-121004

Subject: Passing of Resolution(s) of Postal Ballot through remote e-voting and voting electronically of SPS International Limited, pursuant to section 110 and 108 of Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, Secretarial Standards issued by the Institute of Company Secretaries of India on General Meetings ("SS-2") and General circulars issued by the Ministry of Corporate Affairs ("MCA") vide its General Circulars No. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020 and No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021 and No. 20/2021 dated December 8, 2021 (collectively referred to as "MCA Circulars").

Dear Sir,

We, **M/s. P C Jain & Co, Company Secretaries**, having our Registered office at #2382, Sector-16, Faridabad-121002, Haryana have been appointed as Scrutinizer of **SPS International Limited** ("the Company") having its registered office at Plot No. F 6-7, FIT, Sector 57, Faridabad Haryana 121004, for the purpose of scrutinizing the Postal Ballot through e-voting process in a fair and transparent manner carried out as per the provisions of Section 108 & 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the Notice of Postal Ballot dated 21st February, 2022.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the said Notice. Our responsibility as a Scrutinizer only for the postal ballot through e-voting is restricted to make a Scrutiny of the Votes cast "in favour" or "against" the resolutions stated in the notice, based on the reports generated

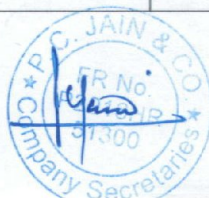


from the e-voting system provided by Central Depository Services (India) Limited (CDSL), at its portal i.e. <https://www.evotingindia.com/login> the authorized agency to provide e-voting facilities, engaged by the Company.

We submit our report as under:-

1. The company had appointed Central Depository Services (India) Limited ("CDSL") as the Service Provider for the purpose of extending the facility of Remote E-voting to the Members of the Company and for voting electronically at the meeting.
2. Beetal Financial & Computer Services Private Limited is the Registrar and Transfer Agent ('RTA') of the Company.
3. The e-voting period commenced from Tuesday, 22nd February, 2022, at 10.00 a.m. (IST) and ended on Wednesday, 23rd March, 2022 at 5.00 p.m. (IST).
4. The shareholders holding shares as on the "cut off" date i.e. 21st February, 2022 were entitled to vote on e-Voting through Postal Ballot on the resolutions no. 1 to 5 (as set out in Notice of the Postal Ballot).
5. The voting pattern was un-locked on Wednesday, the 23rd March, 2022 after 5:00 pm in the presence of 2 witnesses, CS Purvika Jain (A-47373) and Ms. Arti who are not in the employment of the Company. Thereafter, the details containing inter alia, list of Equity Shareholders, who voted "for" or "against" were downloaded from the e-voting website of Central Depository Services (India) Limited (CDSL) www.evotingindia.com
6. A report on e-voting through Postal Ballot conducted is given below:

Name of the Company	SPS International Limited (CIN No: L74140HR1993PCL031900)
Total number of shareholders as on Record date	2652 Number of Shareholders as on cut-off date i.e. 21st February, 2022
No. of shareholders present in the meeting either in person or through proxy:- (i) Promoters and Promoter Group: (ii) Public:	NA NA
No. of Shareholders attended the meeting through Video Conferencing :- (i) Promoters and Promoter Group (ii) Public:	NA NA



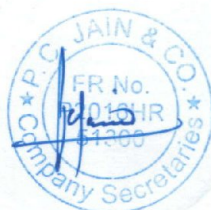
Resolution No.	1		
Resolution required: (Ordinary/Special)	SPECIAL RESOLUTION- To Approve for Issuance of 10,12,000 Equity Shares on Preferential basis.		
Whether promoter/promoter group are interested in the agenda/resolution?	NO		
Category	Mode of Voting	No. Of Shares held	No. of E-votes casted
Promoter and Promoter Group	E-voting	1416078	1416078
	Poll	-	-
	Postal Ballot(if applicable)	-	-
Public- Institutions	E-voting	-	-
	Poll	-	-
	Postal Ballot(if applicable)	-	-
Public - Non Institutions	E-voting	126268	126268
	Poll	-	-
	Postal Ballot(if applicable)	-	-
Total		1542346	1542346

Resolution No.	2		
Resolution required: (Ordinary/Special)	SPECIAL RESOLUTION- To Approve for Alteration in Clause III (Object Clause) & Clause IV (Liability Clause) of the Memorandum of Association as per the Companies Act, 2013		
Whether promoter/promoter group are interested in the agenda/resolution?	NO		
Category	Mode of Voting	No. Of Shares held	No. of E-votes casted
Promoter and Promoter Group	E-voting	1416078	1416078
	Poll	-	-
	Postal Ballot(if applicable)	-	-
Public- Institutions	E-voting	-	-
	Poll	-	-
	Postal Ballot(if applicable)	-	-
Public - Non Institutions	E-voting	126268	126268
	Poll	-	-
	Postal Ballot(if applicable)	-	-
Total		1542346	1542346



Resolution No.	3		
Resolution required: (Ordinary/Special)	SPECIAL RESOLUTION- To Approve for Adoption of New Set of the Articles of Association.		
Whether promoter/promoter group are interested in the agenda/resolution?	NO		
Category	Mode of Voting	No. Of Shares held	No. of E-votes casted
Promoter and Promoter Group	E-voting	1416078	1416078
	Poll	-	-
	Postal Ballot(if applicable)	-	-
Public- Institutions	E-voting	-	-
	Poll	-	-
	Postal Ballot(if applicable)	-	-
Public - Non Institutions	E-voting	126268	126268
	Poll	-	-
	Postal Ballot(if applicable)	-	-
	Total	1542346	1542346

Resolution No.	4		
Resolution required: (Ordinary/Special)	SPECIAL RESOLUTION- To Approve for Borrowing Powers under section 180 (C) of the Companies Act 2013:		
Whether promoter/promoter group are interested in the agenda/resolution?	NO		
Category	Mode of Voting	No. Of Shares held	No. of E-votes casted
Promoter and Promoter Group	E-voting	1416078	1416078
	Poll	-	-
	Postal Ballot(if applicable)	-	-
Public- Institutions	E-voting	-	-
	Poll	-	-
	Postal Ballot(if applicable)	-	-
Public - Non Institutions	E-voting	126268	126268
	Poll	-	-
	Postal Ballot(if applicable)	-	-
	Total	1542346	1542346



Resolution No.	5		
Resolution required: (Ordinary/Special)	SPECIAL RESOLUTION- To Approve for Change of Name:		
Whether promoter/promoter group are interested in the agenda/resolution?	NO		
Category	Mode of Voting	No. Of Shares held	No. of E-votes casted
Promoter and Promoter Group	E-voting	1416078	1416078
	Poll	-	-
	Postal Ballot(if applicable)	-	-
Public- Institutions	E-voting	-	-
	Poll	-	-
	Postal Ballot(if applicable)	-	-
Public - Non Institutions	E-voting	126268	126268
	Poll	-	-
	Postal Ballot(if applicable)	-	-
	Total	1542346	1542346

7. The result of E-Voting through Postal ballot is as under:-

Resolution No. 1 – Special Resolution:

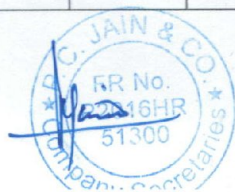
To Approve for Issuance of 10,12,000 Equity Shares on Preferential basis.

Particulars	Remote e-voting		Voting at the AGM		Total		Percent age (%)Votes
	Number	Votes	Number	Votes	Number	Votes	
Assent	25	1542136	0	0	25	1542136	99.99
Dissent	11	210	0	0	11	210	00.01
Total	36	1542346	0	0	36	1542346	100.00

Resolution No. 2 – Special Resolution:

To Approve for Alteration in Clause III (Object Clause) & Clause IV (Liability Clause) of the Memorandum of Association as per the Companies Act, 2013.

Particulars	Remote e-voting		Voting at the AGM		Total		Percent age (%)Votes
	Number	Votes	Number	Votes	Number	Votes	
Assent	25	1542136	0	0	25	1542136	99.99



Dissent	11	210	0	0	11	210	00.01
Total	36	1542346	0	0	36	1542346	100.00

Resolution No. 3 – Special Resolution:

To Approve for Adoption of New Set of the Articles of Association.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%) Votes
	Number	Votes	Number	Votes	Number	Votes	
Assent	25	1542136	0	0	25	1542136	99.99
Dissent	11	210	0	0	11	210	00.01
Total	36	1542346	0	0	36	1542346	100.00

Resolution No. 4 – Special Resolution:

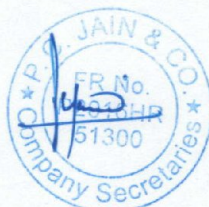
To Approve for Borrowing Powers under section 180(C) of the Companies Act 2013.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%) Votes
	Number	Votes	Number	Votes	Number	Votes	
Assent	25	1542136	0	0	25	1542136	99.99
Dissent	11	210	0	0	11	210	00.01
Total	36	1542346	0	0	36	1542346	100.00

Resolution No.5 – Special Resolution:

To Approve for Change of Name.

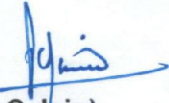
Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%) Votes
	Number	Votes	Number	Votes	Number	Votes	
Assent	25	1542136	0	0	25	1542136	99.99
Dissent	11	210	0	0	11	210	00.01
Total	36	1542346	0	0	36	1542346	100.00



CONCLUSION: All the **SPECIAL RESOLUTIONS** as per the Notice of Postal Ballot through e-voting have been **APPROVED WITH REQUISITE MAJORITY**.

Thanking you,

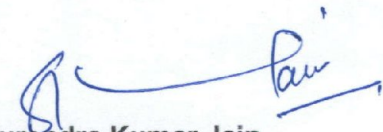
Yours Sincerely,
For P C JAIN & Co.
(FRN: P2016HR051300)
Company Secretaries


(P.C. Jain)
PARTNER
CP No. 3349
M.No. F-4103




Countersigned By:





Surendra Kumar Jain
Chairman cum Managing Director
(DIN: 00088064)
SPS International Limited

Witness 1


Name: CS Purvika Jain
M.No. (A-47373)
Address:
House No-2382, Sector-16
Faridabad-121002, Haryana

Witness 2


Name: Arti
Address:
House No 289, Sector-52
Jawahar Colony
Faridabad-121005

Place: Faridabad
Date: 24th March, 2022
UDIN: F004103C003074368