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P.C. JAIN & Co.

Company Secretaries

(Corporate Law & Insolvency Resolution Advisor)

To,

The Board of Directors
SPS International Limited
CIN : L74140HR1993PLC031900
Plot No. F 6-7, FIT, Sector 57,
Faridabad, HR 121004 IN

Subject : Proposed Preferential Issue of upto 10,12,000 Equity Shares of face value of Rs. 10/- each by SPS International Limited ("the Company") in terms of Chapter V of the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 ("ICDR Regulations").

Dear Sirs / Madam,

In connection with the proposed preferential issue of up to 10,12,000 (Ten Lakh Twelve Thousand) Equity Shares to persons belonging to Non-Promoter Category and would belong to Promoter and Promoter Group post completion of Takeover Open Offer, for cash, at an issue price of Rs. 10/- (Rupees Ten Only) per Equity shares which is a price higher than the minimum price determined in accordance with the provisions of Chapter V of ICDR Regulations, for an aggregate amount of up to Rs. 1,01,20,000/- (Rupees One Crore One Lakh and Twenty Thousand Only) by the Company, as approved by the Board of Directors of the Company in their meeting held on Friday, February 18, 2022, subject to approval of shareholders of the Company and consent, exemptions and approvals of Securities and Exchange Board of India, BSE Limited and any other regulatory authority, and in terms of requirements of sub-para 2 of para 163 of Part III of Chapter V of the ICDR Regulations, we hereby certify that the proposed preferential issue is being in accordance with the applicable provisions of ICDR Regulations, to the preferential issue.

For P.C. Jain & Co.
Company Secretaries
(FRN: P2016HR051300)



(P C Jain)

Managing Partner
CP No. 3349
M. No: FCS 4103

Place: Faridabad
Date: 21st February, 2022
UDIN: F004103C002647909

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