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SPS International Ltd.

(Where delivering quality is way of life)



A-111&112, 1st Floor, DDA Sheds,
Okhla Industrial Area, Phase-II, New Delhi-110020
Tel. : (91-11) 4719 0190 Telefax : (91-11) 4719 0150
Website : www.spsintl.co.in
CIN No. L74140HR1993PLC031900

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SPS/SKJ/2015-2016/A-38
Dated, 1st October, 2015

Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai-400 001

Dear Sir,

SUB : AGM PROCEEDINGS

We wish to inform you that the 22nd Annual General Meeting of the Company was held on 30/09/2015 at Plot No. 93-B, DLF Industrial Estate, Phase-I, Faridabad.

In compliance with the requirements of clause 35A of the listing agreement with the Stock Exchange, we hereby furnish the relevant information as per Annexure enclosed.

The report of the Scrutinizer's Sh. Harbans Gondi, Company Secretary is enclosed.

We wish to inform you that all the resolutions were passed with requisite majority.

This is for your information and record.

Thanking you
Yours faithfully

S.K. Jain
(Chairman and Managing Director)



Annexure
(Pursuant to Clause 35A of the Listing Agreement)

Date of the AGM: *September 30, 2015*
Total number of shareholders on record date: *2459*

No. of Shareholders present in the meeting either in person or through proxy:

Promoters and Promoter Group: *6*
Public: *24*

No. of Shareholders attended the meeting through Video Conferencing

Promoters and Promoter Group: *NIL*
Public: *NIL*

The e-voting period remained open *from 10AM on September 26, 2015 to 5PM on September 29, 2015*

The members of the company as on the cut-off date i.e. *September 23, 2015 were entitled to vote on the resolutions*

Mode of voting: *E-voting and Poll*
Resolution required: *Ordinary*

Detail of the Agenda:

For SPS International Limited


Chairman & Mg. Director

(1) To consider and adopt the audited Balance Sheet as at 31st March, 2015 and the Profit and Loss Account of the Company as on that date together with the Reports of Directors and Auditors thereon.

In case of Poll:

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)	% of Votes against on votes polled (7)
Promoter and Promoter Group	1373580	-	-	-	-	-	-
Public – Institutional holders	-	-	-	-	-	-	-
Public-Others	1852320	6750	-	6750	-	100	-
Total	3225900	6750	-	6750	-	100	-

In case of E-Voting:

Promoter/Public	No. of shares held (1)	No. of votes (2)	% of Votes on outstanding shares (3)	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes (6)	% of Votes against on votes (7)
Promoter and Promoter Group	1373580	1373580	-	1373580	-	100	-
Public – Institutional holders	-	-	-	-	-	-	-
Public-Others	1852320	2000	-	2000	-	100	-
Total	3225900	1375580	-	1375580	-	100	-

- (2) To appoint a Director in place of Sh. Madhur Jain, who retires by rotation and being eligible offers himself for re-appointment.

In case of Poll:

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)	% of Votes against on votes polled (7)
Promoter and Promoter Group	1373580	-	-	-	-	-	-
Public – Institutional holders	-	-	-	-	-	-	-
Public-Others	1852320	6750	-	6750	-	100	-
Total	3225900	6750	-	6750	-	100	-

In case of E-Voting:

Promoter/Public	No. of shares held (1)	No. of votes (2)	% of Votes on outstanding shares (3)	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes (6)	% of Votes against on votes (7)
Promoter and Promoter Group	1373580	1373580	-	1373580	-	100	-
Public – Institutional holders	-	-	-	-	-	-	-
Public-Others	1852320	2000	-	2000	-	100	-
Total	3225900	1375580	-	1375580	-	100	-

(3) To appoint M/s. Sudhir Chaudhary & Associates, Chartered Accountants (Registration No. 015222N), as Statutory Auditors of the Company from the conclusion of the ensuing Annual General Meeting until the conclusion of the Annual General Meeting for the financial year 2016-17 and to fix their remuneration

In case of Poll:

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)	% of Votes against on votes polled (7)
Promoter and Promoter Group	1373580	-	-	-	-	-	-
Public – Institutional holders	-	-	-	-	-	-	-
Public-Others	1852320	6750	-	6750	-	100	-
Total	3225900	6750	-	6750	-	100	-

In case of E-Voting:

Promoter/Public	No. of shares held (1)	No. of votes (2)	% of Votes on outstanding shares (3)	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes (6)	% of Votes against on votes (7)
Promoter and Promoter Group	1373580	1373580	-	1373580	-	100	-
Public – Institutional holders	-	-	-	-	-	-	-
Public-Others	1852320	2000	-	2000	-	100	-
Total	3225900	1375580	-	1375580	-	100	-

(4) To consider the appointment of Smt. Shikha Jain as Director.

In case of Poll:

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)	% of Votes against on votes polled (7)
Promoter and Promoter Group	1373580	-	-	-	-	-	-
Public – Institutional holders	-	-	-	-	-	-	-
Public-Others	1852320	6750	-	6750	-	100	-
Total	3225900	6750	-	6750	-	100	-

In case of E-Voting:

Promoter/Public	No. of shares held (1)	No. of votes (2)	% of Votes on outstanding shares (3)	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes (6)	% of Votes against on votes (7)
Promoter and Promoter Group	1373580	1373580	-	1373580	-	100	-
Public – Institutional holders	-	-	-	-	-	-	-
Public-Others	1852320	2000	-	2000	-	100	-
Total	3225900	1375580	-	1375580	-	100	-

(5) To consider the appointment of Smt. Shikha Jain as a Whole Time Director.

In case of Poll:

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)	% of Votes against on votes polled (7)
Promoter and Promoter Group	1373580	-	-	-	-	-	-
Public – Institutional holders	-	-	-	-	-	-	-
Public-Others	1852320	6750	-	6750	-	100	-
Total	3225900	6750	-	6750	-	100	-

In case of E-Voting:

Promoter/Public	No. of shares held (1)	No. of votes (2)	% of Votes on outstanding shares (3)	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes (6)	% of Votes against on votes (7)
Promoter and Promoter Group	1373580	1373580	-	1373580	-	100	-
Public – Institutional holders	-	-	-	-	-	-	-
Public-Others	1852320	2000	-	2000	-	100	-
Total	3225900	1375580	-	1375580	-	100	-

(6) To consider appointment of Sh. Shreyans Kumar Patni as an Independent Director.

In case of Poll:

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)	% of Votes against on votes polled (7)
Promoter and Promoter Group	1373580	-	-	-	-	-	-
Public – Institutional holders	-	-	-	-	-	-	-
Public-Others	1852320	6750	-	6750	-	100	-
Total	3225900	6750	-	6750	-	100	-

In case of E-Voting:

Promoter/Public	No. of shares held (1)	No. of votes (2)	% of Votes on outstanding shares (3)	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes (6)	% of Votes against on votes (7)
Promoter and Promoter Group	1373580	1373580	-	1373580	-	100	-
Public – Institutional holders	-	-	-	-	-	-	-
Public-Others	1852320	2000	-	2000	-	100	-
Total	3225900	1375580	-	1375580	-	100	-

(7) To consider appointment of Sh. Vipin Gupta as an Independent Director.

In case of Poll:

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)	% of Votes against on votes polled (7)
Promoter and Promoter Group	1373580	-	-	-	-	-	-
Public – Institutional holders	-	-	-	-	-	-	-
Public-Others	1852320	6750	-	6750	-	100	-
Total	3225900	6750	-	6750	-	100	-

In case of E-Voting:

Promoter/Public	No. of shares held (1)	No. of votes (2)	% of Votes on outstanding shares (3)	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes (6)	% of Votes against on votes (7)
Promoter and Promoter Group	1373580	1373580	-	1373580	-	100	-
Public – Institutional holders	-	-	-	-	-	-	-
Public-Others	1852320	2000	-	2000	-	100	-
Total	3225900	1375580	-	1375580	-	100	-

(8) To Consider Appointment of Shri Sh. Ramesh Chand Jain as an Independent Director.

In case of Poll:

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)	% of Votes against on votes polled (7)
Promoter and Promoter Group	1373580	-	-	-	-	-	-
Public – Institutional holders	-	-	-	-	-	-	-
Public-Others	1852320	6750	-	6750	-	100	-
Total	3225900	6750	-	6750	-	100	-

In case of E-Voting:

Promoter/Public	No. of shares held (1)	No. of votes (2)	% of Votes on outstanding shares (3)	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes (6)	% of Votes against on votes (7)
Promoter and Promoter Group	1373580	1373580	-	1373580	-	100	-
Public – Institutional holders	-	-	-	-	-	-	-
Public-Others	1852320	2000	-	2000	-	100	-
Total	3225900	1375580	-	1375580	-	100	-

SPS International Ltd.

For SPS International Limited

 Chairman & Mgt. Director



Harbans Gondi
M.Com., F.C.S.
Company Secretary

1190, Sector - 7D,
Faridabad - 121006
NCR, INDIA
Telephone +91(129) 4064873
Mobile +91 9811817452
hgondi@hotmail.com

Ref. No.

HG/SPS/5/2015

Date

01.10.2015

SCRUTINIZER'S REPORT ON VOTING FOR
SPS INTERNATIONAL LIMITED

To,
The Chairman of
SPS International Limited

Subject: Result in respect of voting through electronic process and poll

Dear Sir,

I, Harbans Gondi, a Company Secretary in Whole Time Practice (Membership No. 2548, Certificate in Practice No. 8248), has been appointed as a Scrutinizer by the Board of Directors of the Company on August 14, 2015 for the purpose of scrutinizing the e-voting process for AGM held on 30th September, 2015 and for ascertaining the result of votes casted through e-voting and poll.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to e-voting on the resolutions contained in the notice to the Annual General Meeting of the Company. My responsibility as scrutinizer for the e-voting process is restricted to make Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated in the AGM notice, based on the reports generated from the e-voting system provided by the Central Depository Services Limited (CDSL), the authorised agency to provide e-voting facilities, engaged by the Company.

Further to the above, I submit my report on the results of the voting as under:

- i) The e-voting period remained open from 10AM on September 26, 2015 to 5PM on September 29, 2015
- ii) The members of the company as on the cut off date i.e. September 23, 2015 were entitled to vote on the resolutions.
- iii) The votes cast were unblocked by me on September 30, 2015
- iv) The details of members who voted for/against each of the resolutions that were put to vote is as under:

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C S HARBANS GONDI
Practising Company Secretary
Office No. 1190, Sector 7D, Faridabad - 121006

Item No. 1 - *To consider and adopt the audited Balance Sheet as at 31st March, 2015 and the Profit and Loss Account of the Company as on that date together with the Reports of Directors and Auditors thereon.*

Assent/Dissent	No. of members who voted through E-voting system	No. of votes cast by them	% of total no. of valid votes	Remarks
Assent	16	1375580	100	The resolution is passed with requisite majority
Dissent	NIL	NIL	NIL	
Assent/Dissent	No. of members who voted through Poll	No. of votes cast by them	% of total no. of valid votes	
Assent	15	6750	100	
Dissent	NIL	NIL	NIL	

Item No. 2 - *To appoint a Director in place of Sh. Madhur Jain, who retires by rotation and being eligible offers himself for re-appointment.*

Assent/Dissent	No. of members who voted through E-voting system	No. of votes cast by them	% of total no. of valid votes	Remarks
Assent	16	1375580	100	The resolution is passed with requisite majority
Dissent	NIL	NIL	NIL	
Assent/Dissent	No. of members who voted through Poll	No. of votes cast by them	% of total no. of valid votes	
Assent	15	6750	100	
Dissent	NIL	NIL	NIL	

Item No. 3 - *To appoint M/s. Sudhir Chaudhary & Associates, Chartered Accountants (Registration No. 015222N), as Statutory Auditors of the Company from the conclusion of the ensuing Annual General Meeting until the conclusion of the Annual General Meeting for the financial year 2016-17 and to fix their remuneration*

Assent/Dissent	No. of members who voted through E-voting system	No. of votes cast by them	% of total no. of valid votes	Remarks
Assent	16	1375580	100	The resolution is passed with requisite majority
Dissent	NIL	NIL	NIL	
Assent/Dissent	No. of members who voted through Poll	No. of votes cast by them	% of total no. of valid votes	
Assent	15	6750	100	
Dissent	NIL	NIL	NIL	

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C S HARBANS GONDI
Practising Company Secretary
CP No. 0240, FCS Year 2004

Item No. 4 - To consider the appointment of Smt. Shikha Jain as Director.				
Assent/Dissent	No. of members who voted through E-voting system	No. of votes cast by them	% of total no. of valid votes	Remarks
Assent	16	1375580	100	The resolution is passed with requisite majority
Dissent	NIL	NIL	NIL	
Assent/Dissent	No. of members who voted through Poll	No. of votes cast by them	% of total no. of valid votes	
Assent	15	6750	100	
Dissent	NIL	NIL	NIL	

Item No. 5 - To consider the appointment of Smt. Shikha Jain as a Whole Time Director.				
Assent/Dissent	No. of members who voted through E-voting system	No. of votes cast by them	% of total no. of valid votes	Remarks
Assent	16	1375580	100	The resolution is passed with requisite majority
Dissent	NIL	NIL	NIL	
Assent/Dissent	No. of members who voted through Poll	No. of votes cast by them	% of total no. of valid votes	
Assent	15	6750	100	
Dissent	NIL	NIL	NIL	

Item No. 6 - To consider appointment of Sh. Shreyans Kumar Patni as an Independent Director.				
Assent/Dissent	No. of members who voted through E-voting system	No. of votes cast by them	% of total no. of valid votes	Remarks
Assent	16	1375580	100	The resolution is passed with requisite majority
Dissent	NIL	NIL	NIL	
Assent/Dissent	No. of members who voted through Poll	No. of votes cast by them	% of total no. of valid votes	
Assent	15	6750	100	
Dissent	NIL	NIL	NIL	

Item No. 7 - To consider appointment of Sh. Vipin Gupta as an Independent Director.				
Assent/Dissent	No. of members who voted through E-voting system	No. of votes cast by them	% of total no. of valid votes	Remarks
Assent	16	1375580	100	The resolution is
Dissent	NIL	NIL	NIL	
	No. of members	No. of votes	% of total no.	

Handwritten Signature

C S HARBANS GONDI
 Director, Company Secretary
 CF No. 1240, PCB No. 1240

Assent/Dissent	who voted through Poll	cast by them	of valid votes	passed with requisite majority
Assent	15	6750	100	
Dissent	NIL	NIL	NIL	

Item No. 8 - <i>To Consider Appointment of Shri Sh. Ramesh Chand Jain as an Independent Director.</i>				
Assent/Dissent	No. of members who voted through E-voting system	No. of votes cast by them	% of total no. of valid votes	Remarks
Assent	16	1375580	100	
Dissent	NIL	NIL	NIL	
Assent/Dissent	No. of members who voted through Poll	No. of votes cast by them	% of total no. of valid votes	The resolution is passed with requisite majority
Assent	15	6750	100	
Dissent	NIL	NIL	NIL	

All the resolutions stands passed under e-voting process with the requisite majority.

Further, the meeting was held on Wednesday, the 30th day of September, 2015 at 11.00 A.M. at Plot No. 93-B, DLF Industrial Estate, Phase-I, Faridabad, India and was attended by 30 members / proxies. All the resolutions were duly put to vote and passed by show off hands.

Thanking You,

H. Gondhi

Harbans Gondhi
 (Scrutinizer & Company Secretary in Practice)
 Membership No. – 2548, CP No. – 8248

C S HARBANS GONDI
 Practising Company Secretary
 C. No. 2548, CP No. 8248

LIST OF SHAREHOLDERS VOTED THROUGH E-VOTING

S.NO.	CLIENT ID/ FOLIO NO.	NAME	SHARES
1	10207	SETHU NAIR	100
2	14636	ANOOP DAWAR (Jointly with H R Dawar and Darshna Dawar)	100
3	12264	RADHA CHARAN	100
4	13894	DARSHNA DEVI	100
5	13897	H R DAWAR	100
6	14634	H R DAWAR (Jointly with Anoop)	100
7	IN30011810482757	ANKUR JAIN	387146
8	IN30011810572592	SARLA JAIN	13200
9	IN30011810572605	SURENDRA KUMAR JAIN	72000
10	IN30011811336724	SHIKHA JAIN	1600
11	IN30011811336822	MADHUR JAIN	388146
12	12241	SETHU NAIR	100
13	IN30018312584344	SURYA GUPTA	1100
14	IN30112716824695	JAYESH KUMAR KAPADI	100
15	IN30210510659632	SPS INFRATECH PRIVATE LIMITED	511488
16	12263	SETHU NAIR	100

LIST OF SHAREHOLDERS VOTED THROUGH POLL

S.No.	Client ID	Name of the Shareholder	No. of Shares
1	IN30155720940317	Veena Ghai	200
2	0013083	Manju Pathak	100
3	0013081	Y.K. Pathak	100
4	0013093	Sadhna Khanna	100
5	0011990	Seema Arora	100
6	0011991	Davinder Arora	100
7	0014780	Rozy Chaudhary	500

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8	0013852	Manju Gupta	2200
9	0013076	Raj Rani Garg	100
10	0000003	Sajan Kumar Jain	2500
11	0013082	Rajeev Pathak	100
12	0012265	Radhacharan	100
13	0010208	Sethu Nair	100
14	IN30267930166378	Vipin Kumar Gupta	350
15	0000009	Chameli Devi	100

11/11/20

Harbans Gondi
(Scrutinizer & Company Secretary in Practice)
Membership No. – 2548, CP No. – 8248

C S HARBANS GONDI
Practicing Company Secretary
CP No. 8248, 208, New Delhi