



ISO: 9001:2008

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

**SPS International Ltd.**

*(Where delivering quality is way of life)*

CIN No. L74140HR1993PLC031900



Designers, Printers & Suppliers for OMR/ICR forms,  
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**SPS/SKJ/2016-2017/A-40**  
**Dated, 30<sup>th</sup> September, 2016**

To  
Department of Listing Compliance,  
BSE Limited  
Phiroze Jeejeebhoy Tower,  
Dalal Street, Mumbai - 400001

**Sub: Submission of Voting Results & Scrutinizer's Report of the 23<sup>rd</sup> Annual General Meeting held on 30<sup>th</sup> September, 2016**

Dear Sir,

Pursuant to the provisions of Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulation, 2015, we are enclosing herewith

(i) the details regarding the voting results of the 23<sup>rd</sup> Annual General Meeting of the Members of the Company held on Friday, 30<sup>th</sup> September, 2016 at 2.00 p.m. at Plot No. 93-B, DLF Industrial Estate, Phase-I, Faridabad, Haryana, India with regard to the resolutions passed by the members as set out in the 23<sup>rd</sup> Notice dated 31.08.2016 convening the 23<sup>rd</sup> Annual General Meeting of the Company and

(ii) the Scrutinizer's Report.

Kindly take note of the same for the record of the Stock Exchange in compliance with the Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulation, 2015.

Thanking You,

Your's Faithfully  
For SPS International Limited

Surendra Kumar Jain  
Chairman and Managing Director





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**ANNEXURE -1**

**SPS INTERNATIONAL LIMITED**

Details of Voting Results of the 23<sup>rd</sup> Annual General Meeting held on 30.09.2016 at 2.00 pm at Plot No. 93-B, DLF Industrial Estate, Phase-I, Faridabad, Haryana, India

<b>Date of the AGM</b>	30.09.2016
<b>Total number of shareholders on record date</b>	2449
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
<b>Promoters and Promoter Group</b>	6
<b>Public</b>	24
<b>No of shareholders attended the meeting through Video Conferencing</b>	NIL
<b>Promoters and Promoter Group</b>	
<b>Public</b>	

**Agenda-wise disclosure (Disclosed separately for each agenda item)**

<b>Resolution required : (Ordinary/ Special)</b>	<b>Ordinary Resolution</b> 1. To consider and adopt the audited Financial Statements for the Financial Year ended on 31 <sup>st</sup> March, 2016, the Reports of Board of Directors' and Auditor's thereon;							
<b>Whether promoter/ promoter group are interested in the agenda / resolution</b>	No							
<b>Category</b>	<b>Mode of</b>	<b>No. of</b>	<b>No of</b>	<b>% of Votes</b>	<b>No. of</b>	<b>No. of</b>	<b>% of Votes in</b>	<b>% of votes</b>



	Voting	shares held	votes polled	Polled on outstanding shares	Votes- in favour	votes- Against	favour on votes polled	against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter And Promoter group	E-voting	13,73,580	13,73,580	100	13,73,580	0	100	0
	Poll	0	0	0	0	0	0	0
	Postal ballot(if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	13,73,580	13,73,580	100	13,73,580	0	100	0
Public Institution	E-voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal ballot(if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	0	0	0	0	0	0	0
Public Non Institutions	E-voting	86,606	86,606	100	86,606	0	100	0
	Poll	1,650	1,650	100	1,650	0	100	0
	Postal ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	88,256	88,256	100	88,256	0	100	0
<b>Total</b>		<b>14,61,836</b>	<b>14,61,836</b>	<b>100</b>	<b>14,61,836</b>	<b>0</b>	<b>100</b>	<b>0</b>

Resolution required : (Ordinary/ Special)	<b>Ordinary Resolution</b> 2. To appoint a Director in place of Smt. Shikha Jain (DIN - 03457584), who retires by rotation and being eligible offers herself for re-appointment.
Whether promoter/ promoter group are interested in the agenda / resolution	Smt. Shikha Jain is part of promoter group



Category	Mode of Voting	No. of shares held	No of votes polled	% of Votes Polled on outstanding shares	No. of Votes- in favour	No. of votes- Against	% of Votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	$(3)=[(2)/(1)]*100$	(4)	(5)	$(6)=[(4)/(2)]*100$	$(7)=[(5)/(2)]*100$
Promoter And Promoter group	E-voting	13,73,580	13,73,580	100	13,73,580	0	100	0
	Poll	0	0	0	0	0	0	0
	Postal ballot(if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	13,73,580	13,73,580	100	13,73,580	0	100	0
Public Institution	E-voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal ballot(if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	0	0	0	0	0	0	0
Public Non Institutions	E-voting	86,606	86,606	100	86,606	0	100	0
	Poll	1,650	1,650	100	1,650	0	100	0
	Postal ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	88,256	88,256	100	88,256	0	100	0
<b>Total</b>		<b>14,61,836</b>	<b>14,61,836</b>	<b>100</b>	<b>14,61,836</b>	<b>0</b>	<b>100</b>	<b>0</b>



Resolution required : (Ordinary/ Special)					<b>Ordinary Resolution</b> 3. To ratify the appointment of M/s. Sudhir Chaudhary & Associates, Chartered Accountants (Registration No. 015222N), as Statutory Auditors of the Company for the Financial Year 2016-17 and to fix their remuneration.			
Whether promoter/ promoter group are interested in the agenda / resolution					No			
Category	Mode of Voting	No. of shares held	No of votes polled	% of Votes Polled on outstanding shares	No. of Votes- in favour	No. of votes- Against	% of Votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter And Promoter group	E-voting	13,73,580	13,73,580	100	13,73,580	0	100	0
	Poll	0	0	0	0	0	0	0
	Postal ballot(if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	13,73,580	13,73,580	100	13,73,580	0	100	0
	Public Institution	E-voting	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal ballot(if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	0	0	0	0	0	0	0
Public	E-voting	86,606	86,606	100	86,606	0	100	0
Non	Poll	1,650	1,650	100	1,650	0	100	0
Institutions	Postal ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.



	Total	88,256	88,256	100	88,256	0	100	0
<b>Total</b>		<b>14,61,836</b>	<b>14,61,836</b>	<b>100</b>	<b>14,61,836</b>	<b>0</b>	<b>100</b>	<b>0</b>

Resolution required : (Ordinary/ Special)	<b>Ordinary Resolution</b> 4. To appoint Sh. Madhur Jain (DIN: 01526237) as a Whole- Time Director of the Company for a period of 5 years w.e.f. 14 <sup>th</sup> January, 2016
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Whether promoter/ promoter group are interested in the agenda / resolution	Sh. Madhur Jain is part of promoter group
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Category	Mode of Voting	No. of shares held	No of votes polled	% of Votes Polled on outstanding shares	No. of Votes- in favour	No. of votes- Against	% of Votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter And Promoter group	E-voting	13,73,580	13,73,580	100	13,73,580	0	100	0
	Poll	0	0	0	0	0	0	0
	Postal ballot(if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	13,73,580	13,73,580	100	13,73,580	0	100	0
Public Institution	E-voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal ballot(if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	0	0	0	0	0	0	0
Public	E-voting	86,606	86,606	100	86,606	0	100	0



Non	Poll	1,650	1,650	100	1,650	0	100	0
Institutions	Postal ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	88,256	88,256	100	88,256	0	100	0
<b>Total</b>		<b>14,61,836</b>	<b>14,61,836</b>	<b>100</b>	<b>14,61,836</b>	<b>0</b>	<b>100</b>	<b>0</b>



For SPS International Limited

Surendra Kumar Jain  
Chairman and Managing 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/5/2016

Date 01.10.2016

**Report of Scrutinizer**

[Pursuant to rule Section 108 & 109 of the Companies Act, 2013 and Rule 20 & 21(2) of the Companies (Management and Administration) Rules, 2014]

01.10.2016

To,

**Mr. Surendra Kumar Jain,**  
**Chairman of the 23<sup>rd</sup> Annual General Meeting of**  
**SPS International Limited**

held on Friday, 30<sup>th</sup> September, 2016 at 2.00 p.m. at . at Plot No. 93-B, DLF Industrial Estate,  
Phase-I, Faridabad, Haryana, India

**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 of Practice No. 8248), has been appointed as a Scrutinizer by the Board of Directors of the Company in their meeting on August 31, 2016 for the purpose of scrutinizing the e-voting process for AGM held on 30<sup>th</sup> September, 2016 and for ascertaining the result of votes cast 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:

(a) In case of e-voting:

- i) The e-voting period remained open from 10.00 a.m. on September 27, 2016 to 5.00 p.m. on September 29, 2016.



*H. Gondi*  
**HARBANS GONDI**  
M. Com., F.C.S.  
Company Secretary  
GT Road, Faridabad - 121006

- ii) The members of the company as on the cut off date i.e. September 23, 2016 were entitled to vote on the resolutions.
- iii) The votes cast were unblocked by me on September 30, 2016.
- (b) In case of Poll at AGM:
- i) After the time fixed for closing of the poll by the Chairman, Two ballot boxes kept for polling were duly locked in my presence with due identification marks placed on it.
- ii) The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations lodged with the Company.
- iii) We did not find any poll papers invalid.

The details of members who voted for/against each of the resolutions that were put to vote is as under:

Item No. 1 - To consider and adopt the audited Balance Sheet as at 31st March, 2016 and the Profit and Loss Account of the Company and the Cash Flow Statement on that date together with the Reports of Directors' and Auditor's thereon.				
(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	34	14,60,186	100	The resolution is passed with requisite majority
Dissent	NIL	NIL	NIL	
(ii) Assent/Dissent	No. of members who voted through Poll	No. of votes cast by them	% of total no. of valid votes	
Assent	3	1,650	100	
Dissent	NIL	NIL	NIL	
(iii) Assent/Dissent	No. of members (in person or by proxy) whose votes were declared invalid	No. of votes cast by them	% of total no. in of valid votes	
	NIL	NIL	NIL	

Item No. 2 - To appoint a Director in place of Smt. Shikha Jain (DIN - 03457584), who retires by rotation and being eligible offers herself for re-appointment.

(i) Assent/Dissent	No. of members who voted	No. of votes cast by them	% of total no. of valid votes	Remarks



*(Handwritten Signature)*  
**C S HARBANS GONDI**  
 Practising Company Secretary  
 21, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 50, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 62, 63, 64, 65, 66, 67, 68, 69, 70, 71, 72, 73, 74, 75, 76, 77, 78, 79, 80, 81, 82, 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100

	through E-voting system			
Assent	34	14,60,186	100	The resolution is passed with requisite majority
Dissent	NIL	NIL	NIL	
(ii) Assent/Dissent	No. of members who voted through Poll	No. of votes cast by them	% of total no. of valid votes	
Assent	3	1,650	100	
Dissent	NIL	NIL	NIL	
(iii) Assent/Dissent	No. of members (in person or by proxy) whose votes were declared invalid	No. of votes cast by them	% of total no. in of valid votes	
	NIL	NIL	NIL	

Item No. 3 – To ratify the appointment of 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

(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	34	14,60,186	100	The resolution is passed with requisite majority
Dissent	NIL	NIL	NIL	
(ii) Assent/Dissent	No. of members who voted through Poll	No. of votes cast by them	% of total no. of valid votes	
Assent	3	1,650	100	
Dissent	NIL	NIL	NIL	
(iii) Assent/Dissent	No. of members (in person or by proxy) whose votes were declared invalid	No. of votes cast by them	% of total no. in of valid votes	
	NIL	NIL	NIL	

Item No. 4 - To consider the appointment of Sh. Madhur Jain as Whole-Time Director of the Company for a period of 5 years w.e.f 14 January, 2016

(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	34	14,60,186	100	



*Mmadh*  
 C. C. HARBANS GONDI  
 Practising Company Secretary  
 101, 102, 103, 104, 105, 106, 107, 108, 109, 110, 111, 112, 113, 114, 115, 116, 117, 118, 119, 120, 121, 122, 123, 124, 125, 126, 127, 128, 129, 130, 131, 132, 133, 134, 135, 136, 137, 138, 139, 140, 141, 142, 143, 144, 145, 146, 147, 148, 149, 150, 151, 152, 153, 154, 155, 156, 157, 158, 159, 160, 161, 162, 163, 164, 165, 166, 167, 168, 169, 170, 171, 172, 173, 174, 175, 176, 177, 178, 179, 180, 181, 182, 183, 184, 185, 186, 187, 188, 189, 190, 191, 192, 193, 194, 195, 196, 197, 198, 199, 200

Dissent	NIL	NIL	NIL	The resolution is passed with requisite majority
(ii) Assent/Dissent	No. of members who voted through Poll	No. of votes cast by them	% of total no. of valid votes	
Assent	3	1,650	100	
Dissent	NIL	NIL	NIL	
(iii) Assent/Dissent	No. of members (in person or by proxy) whose votes were declared invalid	No. of votes cast by them	% of total no. in of valid votes	
	NIL	NIL	NIL	

All the resolutions stands passed with the requisite majority.

Further, the 23rd annual general meeting of SPS International Limited held on Friday, the 30<sup>th</sup> day of September, 2016 at 02.00 p.m. at Plot No. 93-B, DLF Industrial Estate, Phase-I, Faridabad, Haryana, India was attended by 30 members. Apart from e-voting process, all the resolutions were duly put to vote by poll at the annual general meeting and were passed by requisite majority.

Thanking You,

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

C S HARBANS GONDI  
 Practising Company Secretary  
 C-10, Sector-14, Faridabad-121008



For SPS International Limited

*[Signature]*  
 Chairman & Mg. Director

## Annexure 1

## LIST OF SHAREHOLDERS VOTED THROUGH E-VOTING

S.NO.	CLIENT ID/ FOLIO NO.	NAME	SHARES
1	0000003	Sajan Kumar Jain	2,500
2	0000009	Chameli Devi	100
3	0010206	Radhacharan	100
4	0010207	Sethu Nair	100
5	0010208	Sethu Nair	100
6	0013083	Manju Pathak	100
7	0013081	Y.K. Pathak	100
8	0013082	Rajiv Pathak	100
9	0013084	K.D. Pathak	100
10	0013093	Sadhna Khanna	100
11	0011990	Seema Arora	100
12	0011991	Davinder Arora	100
13	0014780	Rozy Chaudhary	500
14	0001037	Manju Gupta	1,700
15	0013076	Raj Rani Garg	100
16	IN300118 10572592	Sarla Jain	13,200
17	IN300118 10572605	Surendra Kumar Jain	72,000
18	IN302105 10659632	SPS Infratech Pvt Ltd	5,11,488
19	IN300118 11336724	Shikha Jain	1,600
20	IN300118 11336822	Madhur Jain	3,88,146
21	IN300118 10482757	Ankur Jain	3,87,146
22	0012263	Sethu Nair	100
23	0012264	Radhacharan	100
24	0012265	Radhacharan	100
25	0014634	H R Dawar	100
26	0014636	Anoop Dawar	100
27	0000025	Curefast Remedies Limited	10,000



*Handwritten signature/initials*

*Handwritten signature/initials*

C S HARBANS GONDI  
 Proprietor, SPS International Ltd.  
 Regd. Office: 2000

28	0000035	Ashok Mahajan	25,000
29	0000103	Manju Mahajan	5,000
30	0013897	HR Dawar	100
31	1201980000181797	Vipul Rajendrabhai Gandhi	40,000
32	IN30011810449827	Praveen Kumar	1
33	IN30039414752520	Parmod Kumar Jain	5
34	IN30112716824695	Jayesh Kumar Kapadi	100

**LIST OF SHAREHOLDERS VOTED THROUGH POLL AT THE AGM**

S.No.	Client ID	Name of the Shareholder	No. of Shares
1	IN30155720940317	Veena Ghai	200
2	IN30267930166378	Vipin Kumar Gupta	350
3	IN30018312584344	Surya Gupta	1100

C S HARBANS GONDI  
 Practising Company Secretary  
 C.A. No. 12548, CP No. 8248

*H. M. G.*  
 CS Harbans Gondi  
 (Scrutinizer & Company Secretary in Practice)  
 Membership No. – 2548, CP No. – 8248



SPS International Limited

*[Signature]*  
 Chairman & Mg. Director