



SPS International Ltd.

(Where delivering quality is way of life)

CIN No. L74140HR1993PLC031900

197, Sector - 68, IMT
Faridabad - 121004 (HR)
Website : www.spsintl.co.in

Designers, Printers & Suppliers for OMR/ICR forms,
MCQ Answer Sheets, Examination Answer Booklets,
Scanning of OMR Sheets and processing of result.

October 24, 2018

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

**Sub: Submission of Voting Results & Scrutinizer Report of 1/2018-19 Extraordinary
General Meeting of SPS International Limited held on October 22, 2018**

Dear Sir,

Pursuant to applicable provisions of Companies Act 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the 1/2018-19 Extraordinary General Meeting of SPS International Limited held on Monday, October 22, 2018 at 11:00 A.M at Plot No. 197, Sector 68, I.M.T., Faridabad, Haryana-121004.

All the proposed resolutions as set out in the EGM Notice were passed with the requisite majority. In this regard, we enclose herewith:

- i. Details regarding the Voting Results as required under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- ii. Scrutinizer Report on remote e-voting and poll conducted at the EGM pursuant to sec 108 of the Companies Act, 2013 read with rules made thereunder.

You are requested to kindly take the same into your records and oblige.

Thanking you.

For **SPS INTERNATIONAL LIMITED**


KOMAL JAIN
(Company Secretary)

M. NO.: 50993

Address: Plot No. 197, Sector 68, I.M.T.,
Faridabad, Haryana-121004

Encl: as above



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Voting Results

(Pursuant to regulation 44(3) of the SEBI(Listing Obligations and Disclosure Requirements)Regulations,2015)

Name of the Company	SPS International Limited
Date and Time of the AGM	22 nd October, 2018, 11:00 A.M.
Total number of shareholders on record date	2454
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	6
Public:	22
No. of shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	0
Public:	0

- To appoint M/s D R S V and CO LLP, Chartered Accountants [FRN: 006993N], Faridabad as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Neha Pandey & Co., Chartered Accountants, Faridabad from the conclusion of this Extraordinary General Meeting to the conclusion of the Annual General Meeting to be held in year 2019 i.e. for the financial year 2018-19:

Resolution Required: (Ordinary/Special)				Ordinary Resolution				
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	1400281	0	0	0	0	0	0
	Poll		1400281	100	1400281	0	100	0
	Sub- Total	1400281	1400281	100	1400281	0	100	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Sub- Total	0	0	0	0	0	0	0
Public-Non Institutions	E-Voting	1825619	10606	0.58	10606	0	100	0
	Poll		3573	0.19	3573	0	100	0
	Sub- Total		14179	0.78	14179	0	100	0
TOTAL		3225900	1414460	43.85	1414460	0	100	0



(Contd.....2/-)

OFFICE : A-112, 1ST FLOOR, DDA SHEDS, OKHLA INDUSTRIAL AREA, PHASE - II, NEW DELHI - 110020
WORKS : 111, SECTOR - 68, IMT FARIDABAD - 121004 (HR)

Note: The total Members present at the meeting were 28, out of which 23 members casted their votes by poll and 01 member had attended the meeting but have not casted their votes, as have already casted their votes by electronic means and 05 no. of votes are invalid as their names are not appearing in the register of members as at record date.

CONCLUSION: All the **ORDINARY RESOLUTIONS** as per the Notice convening the Annual General Meeting have been **CARRIED WITH REQUISITE MAJORITY.**

For **SPS INTERNATIONAL LIMITED**



Surendra Kumar Jain
(Managing Director)

DIN: 0088064

**Address: Plot No. 197, Sector 68, I.M.T.,
Faridabad, Haryana-121004**





GROVER AHUJA & ASSOCIATES

Company Secretaries

Form MGT-13

Consolidated Scrutinizer's Report

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

To
The Chairman
SPS International Limited
Plot No. 197, Sector-68, I.M.T.,
Faridabad, Haryana- 121004

Subject: Report on the resolution(s) passed through poll conducted at 1/2018-19 Extraordinary General Meeting ("EGM") and remote E-Voting of SPS International Limited held on 22nd October, 2018 at 11:00 A.M at the registered office of the Company.

Dear Sir,

I, Jayanti Sharma, Practicing Company Secretary on behalf of M/s Grover Ahuja and Associates, has been appointed as the Scrutinizer by the Board of Directors of SPS International Limited vide resolution dated 25th September, 2018 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the e-Voting process held between 19th October, 2018, commenced from 9:00 A.M. to 21st October, 2018 till 5:00 P.M. and to act as the scrutinizer for the ballot conducted at the meeting.

The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of (i) the Companies Act, 2013 and the Rules made there under and (ii) the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to voting including voting by electronic means and (iii) Secretarial Standard-2 issued by ICSI.

My responsibility as a Scrutinizer is restricted to making a Scrutinizer's report of the votes cast by the members for the resolutions contained in the Notice dated 25th September, 2018, based on the reports generated from the e-Voting system provided by Central Depository Services Limited (CDSL), the authorized agency engaged by the Company to provide e-Voting facilities and scrutiny of the ballot process held at the EGM of the Company.

E-Voting facility was offered to only those members whose name was in the register of members on the cut-off date (i.e. 15th October, 2018) as mentioned in the Notice and Publication in the newspaper. The e-votes casted were unblocked on Monday, 22nd October, 2018 in the presence of 2 witnesses, who were not in the employment of the Company. They have signed below in confirmation of the e-votes being unblocked in their presence.

Head Off: D-176, Lower Ground Floor, Defence Colony, New Delhi-110024,

Ph: 011- 41633301, 011-46772201-07

Branch Off.: 119, First Floor, Deepshikha Building, Rajendra Place, Delhi-110008

Mumbai Office: 63, Rajgir Chambers, 7th Floor, Shaheed Bhagat Singh Marg,


Opp. Old Customs House, Mumbai- 400001

Web Site: www.groverahuja.com;

Email: info@groverahuja.in



Signature: 
Name: Karan Dhingra

Signature: 
Name: Akshay Gupta

On the basis of the data downloaded from official website of CDSL for the purpose of e-Voting and the votes counted in the ballot process conducted at the EGM, I submit herewith the combined report on e-Voting together with that of the Ballot as under:

Item No. 1: Ordinary Resolution

To appoint M/s D R S V and CO LLP, Chartered Accountants [FRN: 006993N], Faridabad as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Neha Pandey & Co., Chartered Accountants, Faridabad from the conclusion of this Extraordinary General Meeting to the conclusion of the Annual General Meeting to be held in year 2019 i.e. for the financial year 2018-19:

i. Voted in favour of the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
48	1414460	100

ii. Voted against the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
0	0	0

iii. Invalid votes:

Number of members voted	Number of votes casted by them
5	196

***Note: Out of the 53 members who have casted their vote, 25 members casted their votes by electronic means, 23 were those members have casted their valid votes through poll and 5 were those members who have casted their votes on poll and their votes were Invalid.**

All the Resolutions stand passed under e-Voting and Ballot with the requisite majority.

The combined result of the votes (electronic and physical) is annexed as **Annexure** with this report.

I further report that the Chairman or any other person as authorized may declare and confirm the above results of e-Voting as well as Ballot Process. The results of the e-Voting and voting at EGM shall be communicated to the stock exchange by the Company where its shares are presently listed.

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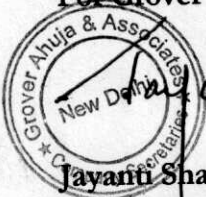


I further report that Rule No. 20 and 21 of the Companies (Management and Administration) Rules, 2014, have been duly complied with. The polling papers and other relevant records relating to e-Voting and Ballot will be handed over to the Chairman for safe keeping after the Chairman approves and signs the minutes of the meeting.

I pay my sincere thanks to the management of the Company for giving me the opportunity to act the scrutinizer for the purpose of e-Voting and Ballot Process.

Thanking You.
Yours faithfully,

For Grover Ahuja and Associates



Jayanti Sharma
Jayanti Sharma
(Company Secretary)
COP No: 12794
Membership No: 22180

Date: 23rd October, 2018
Place: New Delhi

Combined Results of the Votes (Electronic & Physical)

1. Appointment of M/s D R S V and CO LLP, Chartered Accountants [FRN: 006993N], Faridabad as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Neha Pandey & Co., Chartered Accountants, Faridabad from the conclusion of this Extraordinary General Meeting to the conclusion of the Annual General Meeting to be held in year 2019 i.e. for the financial year 2018-19:

Resolution Required: (Ordinary/Special)		Ordinary Resolution						
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 (3) = [(2)/(1)]*100	No. of Votes in favour	No. of Votes - against	% of Votes favour on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1400281	0	0	0	0	0	0
	Poll		1400281	100	1400281	0	100	0
	Sub- Total	1400281	1400281	100	1400281	0	100	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Sub- Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	1825619	10606	0.58	10606	0	100	0
	Poll		3573	0.19	3573	0	100	0
	Sub- Total		14179	0.78	14179	0	100	0
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Note: The total Members present at the meeting were 28, out of which 23 members casted their votes by poll and 01 member had attended the meeting but have not casted their votes, as have already casted their votes by electronic means and 05 no. of votes are invalid as their names are not appearing in the register of members as at record date.

CONCLUSION: All the **ORDINARY RESOLUTIONS** as per the Notice convening the Extra Ordinary General Meeting have been **CARRIED WITH REQUISITE MAJORITY.**

