



**GA & ASSOCIATES**

**Company Secretaries LLP**

**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,

Faridabad, Haryana-121004

**Subject:** Report on the resolution(s) passed through poll conducted at 26<sup>th</sup> Annual General Meeting ("AGM") and remote E-Voting of SPS International Limited held on 30<sup>th</sup> September, 2019 at 12:00 P.M at the Registered Office of the Company.

**Dear Sir,**

I, **Akanksha Chhabra**, Partner on behalf of **GA & Associates, Company Secretaries LLP** has been appointed as the Scrutinizer by the Board of Directors of **SPS International Limited** vide resolution dated 05<sup>th</sup> September, 2019 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 27<sup>th</sup> September, 2019, commenced from 9:00 A.M. to 29<sup>th</sup> September, 2019 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.

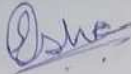
My responsibility as a Scrutinizer is restricted to making a Scrutinizer's report of the votes casted by the members for the resolutions contained in the Notice dated 05<sup>th</sup> September, 2019, based on the reports generated from the e-Voting system provided by Central Depository Services (India) Ltd. (CDSL), the authorized agency engaged by the Company to provide e-Voting facilities and scrutiny of the ballot process held at the AGM 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. 23<sup>rd</sup> September, 2019) as mentioned in the Notice and Publication in the newspaper.

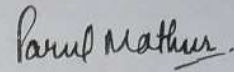
For GA & Associates Company Secretaries LLP

Partner

The e-votes casted were unblocked on Monday, 30<sup>th</sup> September, 2019 in the presence of 2 witnesses, Ms. Esha Bhatnagar and Ms. Parul Mathur, who were not in the employment of the Company. They have signed below in confirmation of the e-votes being unblocked in their presence.

Signature: 

Name: Ms. Esha Bhatnagar

Signature: 

Name: Parul Mathur

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 AGM, I submit herewith the combined report on e-Voting together with that of the Ballot as under:

**Item No. 1: Ordinary Resolution**

**Approval and Adoption of Audited Financial Statements as on 31<sup>st</sup> March, 2019 along with reports of the Board of Directors and Auditors thereon:**

i. Voted **in favour** of the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
35	1657935	100

Note: Out of 35 members who voted, 20 members voted through e-voting and 15 members voted through Ballot Process.

ii. Voted **against** the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
2	200	100

Note: Both of the 2 members voted through e-voting.

iii. **Invalid** votes:

Number of members voted	Number of votes casted by them
0	0

**Item No. 2: Ordinary Resolution**

**Re-Appointment of M/s D R S V and CO LLP, Chartered Accountants [FRN: 006993N] as the Statutory Auditor of the Company:**

i. Voted **in favour** of the resolution:

For GA & Associates Company Secretaries LLP



Partner

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
35	1657935	100

Note: Out of 35 members who voted, 20 members voted through e-voting and 15 members voted through Ballot Process.

ii. Voted **against** the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
2	200	100

Note: Both of the 2 members voted through e-voting.

iii. **Invalid** votes:

Number of members voted	Number of votes casted by them
0	0

**Item No. 3: Ordinary Resolution**

**Re-appointment of Ms. Monal Gupta (DIN: 01062286) as an Independent Director of the company, who was appointed as Additional Director in the board meeting held on 1st April 2019:**

i. Voted **in favour** of the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
35	1657935	100

Note: Out of 35 members who voted, 20 members voted through e-voting and 15 members voted through Ballot Process.

ii. Voted **against** the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
2	200	100

Note: Both of the 2 members voted through e-voting.

iii. **Invalid** votes:

For GA & Associates Company Secretaries LLP



Partner

Number of members voted	Number of votes casted by them
0	0

**Item No. 4: Ordinary Resolution**

**Re-appointment of Mr. Ankur Jain (DIN: 00088666) as Director of the company, who was appointed as Additional Director in the board meeting held on 1st April 2019.**

i. Voted **in favour** of the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
35	1657935	100

Note: Out of 35 members who voted, 20 members voted through e-voting and 15 members voted through Ballot Process.

ii. Voted **against** the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
2	200	100

Note: Both of the 2 members voted through e-voting.

iii. **Invalid** votes:

Number of members voted	Number of votes casted by them
0	0

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 1** 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 AGM shall be communicated to the stock exchange by the Company where its shares are presently listed.

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.

For GA & Associates Company Secretaries LLP



Partner

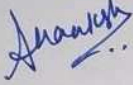
I pay my sincere thanks to the management of the Company for giving me the opportunity to act the scrutinizer for the purpose of e-Voting and Ballot Process.

Thanking You.

Yours faithfully,

For **GA & Associates Company Secretaries LLP**

For GA & Associates Company Secretaries LLP



Partner

**Akanksha Chhabra**

(Partner)

COP No: 22174

Membership No: A34992

**Date:** 30<sup>th</sup> September, 2019

**Place:** New Delhi



Combined Results of the Votes casted through remote e-Voting and Ballot papers:

Name of the Company	SPS International Limited
Date and Time of the AGM	30 <sup>th</sup> September, 2019, 12:00 P.M.
Total number of shareholders on record date (Cut-off date - 23rd September, 2019)	2474
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	5
Public:	15
No. of shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	0
Public:	0

1. To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended 31st March, 2019 and the Reports of the Board of Directors and Auditors thereon:

Resolution Required: (Ordinary/Special)	Ordinary Resolution							
	No							
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)	$\frac{(3)}{[(2)/(1)]*10}$ 0	(4)	(5)	$\frac{(6)}{[(4)/(2)]*10}$ 0	$\frac{(7)}{[(5)/(2)]*10}$ 100

For GA & Associates Company Secretaries LLP

Partner



Public-Institutions TOTAL	Non	E-Voting		1310344	234259	12.94	234059	200	99.91	0.09
		Poll	Sub- Total							
				8520		0.47	8520	0	100	0
				1810344	242779	13.41	242579	200	99.91	0.09
				3225900	1658135	51.40	1657935	200	99.99	0.01

\*There are NIL invalid and abstained votes.

3. To Re-appoint Ms. Monal Gupta (DIN: 01062286) as an Independent Director of the company, who was appointed as Additional Director in the board meeting held on 1st April 2019:

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	1415356	1415356	99.98	1415356	0	100	0		
	Poll	1415556	0	0	0	0	0	0		
	Sub- Total	1415556	1415356	99.98	1415356	0	100	0		
Public- Institutions	E-Voting	0	0	0	0	0	0	0		
	Poll	0	0	0	0	0	0	0		
	Sub- Total	0	0	0	0	0	0	0		
Public- Institutions Non	E-Voting	1810344	234259	12.94	234059	200	99.91	0.09		
	Poll	8520	8520	0.47	8520	0	100	0		
	Sub- Total	1810344	242779	13.41	242579	200	99.91	0.09		
TOTAL		3225900	1658135	51.40	1657935	200	99.99	0.01		

\*There are NIL invalid and abstained votes.

For GA & Associates Company Secretaries LLP

Partner

4. To Re-appoint Mr. Ankur Jain (DIN: 00088666) as Director of the company, who was appointed as Additional Director in the board meeting held on 1st April 2019:

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) = $\frac{(2)}{(1)} \times 100$	(4)	(5)	(6) = $\frac{(4)}{(2)} \times 100$	(7) = $\frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	E-Voting	1415356	1415356	99.98	1415356	0	100	0
	Poll	1415556	0	0	0	0	0	0
	<b>Sub- Total</b>	<b>1415556</b>	<b>1415356</b>	<b>99.98</b>	<b>1415356</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	<b>Sub- Total</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public- Institutions Non	E-Voting	1810344	234259	12.94	234059	200	99.91	0.09
	Poll	8520	8520	0.47	8520	0	100	0
	<b>Sub- Total</b>	<b>1810344</b>	<b>242779</b>	<b>13.41</b>	<b>242579</b>	<b>200</b>	<b>99.91</b>	<b>0.09</b>
<b>TOTAL</b>		<b>3225900</b>	<b>1658135</b>	<b>51.40</b>	<b>1657935</b>	<b>200</b>	<b>99.99</b>	<b>0.01</b>

\*There are NIL invalid and abstained votes.

For GA & Associates Company Secretaries LLP

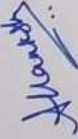


Partner

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

**For GA & Associates, Company Secretaries LLP**

For GA & Associates Company Secretaries LLP



**Akanksha Chhabra**  
(Partner)

Partner

**COP No: 22174**

**Membership No: A34992**

**Date: 30<sup>th</sup> September, 2019**

**Place: New Delhi**