

General information about company	
Scrip code	530177
NSE Symbol	
MSEI Symbol	
ISIN	INE758B01013
Name of the entity	SPS INTERNATIONAL LIMITED
Date of start of financial year	01-04-2018
Date of end of financial year	31-03-2019
Reporting Quarter	Yearly
Date of Report	31-03-2019
Risk management committee	Not Applicable

Annexure I															
Annexure I to be submitted by listed entity on quarterly basis															
I. Composition of Board of Directors															
Disclosure of notes on composition of board of directors explanatory															
Wether the listed entity has a Regular Chairperson															
												Yes			
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Surendra Kumar Jain	ABBPG4389B	00088064	Executive Director	Chairperson	MD	01-02-2017		60	1	1	0		
2	Mr	Shreyans Kumar Patni	AEHPP7770D	00118269	Non-Executive - Independent Director	Not Applicable		30-09-2015		60	1	2	2		
3	Mr	Vipin Kumar Gupta	ABAPG8602K	00301676	Non-Executive - Independent Director	Not Applicable		30-09-2015		60	1	2	0		
4	Mr	Madhur Jain	AHDPJ2651G	01526237	Executive Director	Not Applicable		14-01-2016		60	1	0	0		

Annexure I to be submitted by listed entity on quarterly basis															
I. Composition of Board of Directors															
Disclosure of notes on composition of board of directors explanatory															

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
5	Mr	Ramesh Chand Jain	AAOPJ4947P	03208226	Non-Executive - Independent Director	Not Applicable		30-09-2015		60	1	2	0		
6	Mrs	Shikha Jain	AIGPJ2795R	03457584	Non-Executive - Non Independent Director	Not Applicable		24-08-2017		60	1	0	0		

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00118269	Shreyans Kumar Patni	Non-Executive - Independent Director	Chairperson	30-09-2015		
2	03208226	Ramesh Chand Jain	Non-Executive - Independent Director	Member	30-09-2015		
3	00301676	Vipin Kumar Gupta	Non-Executive - Independent Director	Member	30-09-2015		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00118269	Shreyans Kumar Patni	Non-Executive - Independent Director	Chairperson	30-09-2015		
2	03208226	Ramesh Chand Jain	Non-Executive - Independent Director	Member	30-09-2015		
3	00301676	Vipin Kumar Gupta	Non-Executive - Independent Director	Member	30-09-2015		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00118269	Shreyans Kumar Patni	Non-Executive - Independent Director	Chairperson	30-09-2015		
2	03208226	Ramesh Chand Jain	Non-Executive - Independent Director	Member	30-09-2015		

3	00301676	Vipin Kumar Gupta	Non-Executive - Independent Director	Member	30-09-2015		
4	00088064	Surendra Kumar Jain	Executive Director	Member	01-02-2017		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson						No	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson						No	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1	03457584	Shikha Jain	Internal Complaints Committee	Non-Executive - Non Independent Director	Chairperson	
2	99999999	Komal Jain	Internal Complaints Committee	Member	Member	
3	03208226	Ramesh Chand Jain	Internal Complaints Committee	Non-Executive - Independent Director	Member	
4	00118269	Shreyans Kumar Patni	Internal Complaints Committee	Non-Executive - Independent Director	Member	

Annexure 1				
Annexure 1				
III. Meeting of Board of Directors				
Disclosure of notes on meeting of board of directors explanatory				
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date
1	26-10-2018			
2		12-02-2019	108	
3		19-03-2019	34	
4		27-03-2019	7	
5		30-03-2019	2	

Annexure 1								
IV. Meeting of Committees								
Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting of the committee in the	Whether requirement of Quorum met	Requirement of Quorum met	Date(s) of meeting of the committee in the	Maximum gap between any two consecutive meetings	Name of other committee	Reason for not providing date

		relevant quarter	(Yes/No)		previous quarter	(in number of days)		
1	Audit Committee	12-02-2019	Yes	3	26-10-2018	108		
2	Nomination and remuneration committee	12-03-2019	Yes	3	15-10-2018	147		
3	Stakeholders Relationship Committee	14-01-2019	Yes	4	06-11-2018	68		
4	Other Committee	30-03-2019	Yes	4			Internal Complaints Committee	The Internal Complaints Committee meeting needs to be convened as and when the committee is in receipt of any complaints as per Sexual Harrasment of Women at workplace(Prevention, Prohibition and Redresal)Act, 2013. However our company's committee was convened to review the policies framed by the company in relation to the said Act.

Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	

Annexure 1

VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure I		
Sr	Subject	Compliance status
1	Name of signatory	Surendra Kumar Jain
2	Designation	Managing Director

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.spsintl.co.in
2	Terms and conditions of appointment of independent directors	Yes		www.spsintl.co.in
3	Composition of various committees of board of directors	Yes		www.spsintl.co.in
4	Code of conduct of board of directors and senior management personnel	Yes		www.spsintl.co.in
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.spsintl.co.in
6	Criteria of making payments to non-executive directors	Yes		www.spsintl.co.in
7	Policy on dealing with related party transactions	Yes		www.spsintl.co.in
8	Policy for determining 'material' subsidiaries	Yes		www.spsintl.co.in
9	Details of familiarization programmes imparted to independent directors	Yes		www.spsintl.co.in

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.spsintl.co.in
11	email address for grievance redressal and other relevant details	Yes		www.spsintl.co.in
12	Financial results	Yes		www.spsintl.co.in
13	Shareholding pattern	Yes		www.spsintl.co.in
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	NA		

Annexure II				
II. Annual Affirmations				

For SPS International Limited

 Chairman & Mg. Director

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	NA	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA	
20	Approval for material related party transactions	23(4)	NA	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	

27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

Annexure II		
1	Name of signatory	Surendra Kumar Jain
2	Designation	Managing Director

Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	

Annexure II		
1	Name of signatory	Surendra Kumar Jain
2	Designation	Managing Director

Signatory Details	
Name of signatory	Surendra Kumar Jain
Designation of person	Managing Director
Place	Faridabad
Date	11-04-2019

For SPS International Limited


Chairman & Mg. Director