



SPS INTERNATIONAL LIMITED

CIN: L74140HR1993PLC031900

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NOTICE OF POSTAL BALLOT THROUGH E-VOTING

Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 & 22 of The Companies (Management & Administration) Rules, 2014

**To,
Dear Member(s),**

NOTICE is hereby given pursuant to and in compliance with the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules 2014, (including any amendment(s), statutory modifications or re-enactments thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Secretarial Standards issued by the Institute of Company Secretaries of India on General Meetings ("SS-2") and circulars issued by the Ministry of Corporate Affairs ("MCA") vide its General Circulars No. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020 and No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021 and No. 20/2021 dated December 8, 2021 (collectively referred to as "MCA Circulars"). The resolution appended below is proposed to be passed by the Members of the Company through postal ballot by remote e-voting process ("E-voting").

Due to difficulty in dispatch of the Notice along with the Explanatory Statement and Postal Ballot Form by post or courier, on account of threat posed by COVID-19 pandemic situation and as permitted under the MCA Circulars, the Company is sending the Notice in electronic form only. In compliance with Sections 108 and 110 of the Act read with the rules framed there under and the MCA Circulars, the Company has extended only the remote e-voting facility for its members, to enable them to cast their votes electronically instead of submitting the postal ballot form. The instructions for remote e-voting are appended to the Notice.

The Explanatory Statement pursuant to Section 102 of the Act setting out the material facts and related particulars pertaining to the aforesaid Special Businesses is annexed to this Postal Ballot Notice for your consideration.

Members are requested to carefully read the instructions forming part of Postal Ballot Notice and communicate their Assent or Dissent for the below mentioned Special Business before 05:00 P.M. on Wednesday, March 23, 2022. Assent or Dissent of the members on the resolutions mentioned in the Notice would only be taken through the remote e-voting system as per the MCA Circulars.

The Board of Directors of the Company has appointed Mr. P.C. Jain, having Membership Number F-4103, COP No. 3349, Practicing Company Secretary, Partner of M/s P.C. Jain & Co, Company Secretaries to act as the Scrutinizer for conducting the Postal Ballot (remote e-voting) process in a fair and transparent manner.

In compliance with the provisions of Section 108, 110 and other applicable provisions of the Act, read with the Rule 20 and 22 of the said Rules and Regulation 44 Listing Regulations, the Company is providing e-voting facility to all the Members of the Company. For this purpose, the Company has engaged the services of National Securities Depository Limited to enable the Members to cast their votes electronically.

Upon completion of the e-voting process, the Scrutinizer will submit his report to the Chairman of the Company and the result of the Postal Ballot will be announced within 2 (Two) working days from the last day of E-voting and the same shall also be simultaneously communicated to the Stock Exchange.

The said result along with the Scrutinizer's Report will be uploaded on the Company's website www.spsintl.co.in and on the website of National Securities Depository Limited e-voting website www.evotingindia.com and will be communicated to the stock exchange where the equity shares of the Company is listed.

SPECIAL BUSINESSES

Item No. 1: Approval for Issuance of 10,12,000 Equity Shares on Preferential basis:

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "**Companies Act**") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under {including any statutory modification(s) thereto or re-enactment thereof for the time being in force}, enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreement entered into with BSE Limited where the shares of the Company are listed ("**Stock Exchange**"), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India ("**SEBI**"), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), as amended, the Foreign Exchange Management Act, 1999 as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Reserve Bank of India, Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, Stock Exchange, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis, **upto 10,12,000 (Ten Lakh and Twelve Thousand Only) Equity Shares** of face value of Rs.10/- (Rupees Ten Only) each fully paid up, for cash, at an issue price of **Rs. 10/-** (Rupees Ten Only) per Equity Share, determined in accordance with

the provisions of Chapter V of SEBI ICDR Regulations, for an aggregate amount of **upto Rs. 1,01,20,000/- (Rupees One Crore One Lakh and Twenty Thousand Only)**, on such further terms and conditions as may be finalized by the Board of Directors, to the below mentioned persons (“Proposed Allottees”):

S. No.	Name of the proposed allottee	Category	No. of Equity Shares
1.	VK Global Digital Private Limited	Currently: Non-Promoter Post Open Offer: Promoter & Promoter Group	4,00,000
2.	VK Global Publication Private Limited	Currently: Non-Promoter Post Open Offer: Promoter & Promoter Group	4,00,000
3.	Mrs. Mughda Jain	Currently: Non-Promoter Post Open Offer: Promoter & Promoter Group	2,12,000
	Total		10,12,000

RESOLVED FURTHER THAT the 'Relevant Date', as per the provisions of Chapter V of the SEBI ICDR Regulations for the purpose of determining the minimum issue price of the Equity Shares proposed to be allotted to the above mentioned allottees is Monday, February 21, 2022 i.e., being the date, which is 30 days prior to the last date of voting (i.e., Wednesday, March 23, 2022).

RESOLVED FURTHER THAT the Equity Shares to be issued to the Proposed Equity Allottee(s) in the preferential issue shall be listed on the Stock Exchange where the existing Equity Shares are listed.

RESOLVED FURTHER THAT the Board or any committee thereof, be and is hereby authorized to make an offer to the Proposed Equity Allottee (s) through private placement offer letter in Form PAS-4 as prescribed under the Companies Act after passing of this shareholders' resolution with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchange, receipt of the consideration as aforesaid and within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT the aforesaid issue of Equity Shares on a preferential issue basis, shall be subject to the following terms and conditions apart from other conditions as specified in the explanatory statement under Section 102 of the Companies Act annexed hereto:

- a) The Equity Shares to be allotted to the Proposed Allottees shall be under lock-in for such period as may be prescribed by the SEBI ICDR Regulations, 2018;
- b) The Equity Shares so allotted to the Proposed Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations, 2018 except to the extent and in the manner permitted thereunder;
- c) Allotment shall only be made in dematerialized form;
- d) The allotment of Equity Shares is proposed to be completed within a maximum period of 15 days from the date of passing this resolution, provided that where the allotment is pending on account of pendency of any approval by any regulatory authority, or the Central Government then, the allotment shall be completed within 15 days from the date of receipt of such approval;

- e) The Equity Shares proposed to be issued shall rank *pari-passu* with the existing Equity Shares of the Company in all respects and that the Equity Shares so allotted shall be entitled to the dividend declared, if any, including other corporate benefits, if any, for which the book closure or the record date falls subsequent to the allotment of Equity Shares.
- f) The issue and allotment of Equity Shares shall be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted shall rank *pari-passu* in all respects including as to dividend, with the existing fully paid-up Equity Shares of Rs.10/- (Rupees Ten Only) each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors of the Company and Company Secretary & Compliance Officer of the Company be and are hereby authorized severally on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient, including without limitation to make application to Stock Exchange for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Equity Shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.

RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the Board of Directors/Committee(s) of the Board and Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to execute and deliver any and all other documents, papers and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the preferential issue; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.”

Item No.2 Approval for Alteration in Clause III (Object Clause) & Clause IV (Liability Clause) of the Memorandum of Association as per the Companies Act,2013

To consider and fit thought fit pass, with or without modification, the following resolution as **Special Resolution**:

“**RESOLVED THAT** pursuant to the provision of Section 4 and 13 of the Companies Act 2013 read with the Companies (Incorporation) Rules 2014 including any statutory modification(s) and re-enactment(s) thereof for the time being in force, provisions of the uniform listing agreement entered into with BSE Limited where the shares of the Company are listed (“**Stock Exchange**”), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“**SEBI**”), as amended, subject to such approvals, consent, sanctions and permissions from any appropriate authority(ies) as may be necessary, and in pursuant to Table A of the Schedule I of the Act, consent of the members be and is hereby accorded for the alteration in the Memorandum of Association of the company in the following manner:

- (i) By substituting the under mentioned new heading of the clause III (A) in place of the existing main objects in the following manner:

Clause III (A)- The main objects to be perused by the company on its incorporation are:

1. To manufacture, install, buy, sell, import, export, alter and carry on business of processing including making of Positives and Negatives, Plate making, designing, scanning, composing, Processing, Drafting, printing including digital printing and Publishing all type of material including books, boxes, stationery, papers, films, packaging material using all types of computers and processing machines in India and abroad.
2. To carry on the business as manufacturers of folding carton, rigid boxes, corrugated boxes, lamination of film and delimitation process, printers, importers, exporter, dealers, processors, stockiest, agents, contractors, distributors, buyers, sellers, stationers, lithographers, stereotypes, electrotypers, photographic printers, art printers, graphic designers photo lithographers, chromolithographers, numerical printers, rotogravure, gravure printers, designers, and dealers of all type of papers & films including printing paper, Photographic paper, recording papers, thermal sensitive papers in the sheets as well in rolls of all specifications in width and diameters, process equipments and raw material for the above.
3. To manufacture, design, develop, assemble, buy, sell, distribute, export, import, assemble, remodel, install, repair convert, overhaul, maintain and improve and otherwise deal in all type of goods, packing product, things, articles, merchandise including but not limited to electronic, electric, digital multi-media, equipment, components, devices, apparatus and all types of machines used in or in connection with printing, packaging, paper and chemical industries etc.
4. To establish, provide, perform all kind of services including consultancy services in the field of education, training, skill development, career, information technology, system engineering, related technical and commercial consultancy services, artificial intelligence, e-services (including all types of internet based / web enable services), product support and technical help, customer relationship management, software and application development, back office transaction processing and business support, data management etc.

(ii) By substituting the existing sub-clauses of Clause III (B) from 01 to 11 by the new clauses from 01 to 26 as mentioned hereunder-

Clause III (B)- Matters which are necessary for the furtherance of the objects specified in clause III (A) are:-

1. To buy, sell, manufacture, repair, alter, improve, exchange, let out on hire, import, export and deal in all factories, works, plant, machinery, tools, utensils, appliances, apparatus, products, materials, substances, articles and things capable of being used in any business which this Company is competent to carry on or required by any customers of or persons having dealings with the Company or commonly dealt in by persons engaged in any such business or which may seem capable of being profitably dealt with in connection therewith and to manufacture, experiment with, render marketable and deal in all products of residual and by-products incidental to or obtained in any of the business carried on by the Company.
2. To acquire, build, construct, alter, maintain, enlarge, pull down, remove or replace and to work, manage and control any buildings, offices, factories, mills, shops, machinery, engines, roadways, tramways, sidings, reservoirs, watercourses, electric works and other works and conveniences which may seem calculated directly or indirectly to advance the interests of the Company, and to join with any other person or company in doing any of these things.
3. To open retail stores for selling the goods manufactured by the Company and similar goods of other manufacturers which the Company may purchase and deal in, as principals or as agents, distributors or as commission agents.
4. To purchase, take on lease or tenancy or in exchange, hire, take options over or otherwise acquire for any estate or interest whatsoever and to hold, develop, work, cultivate, deal with and turn to account concessions, grants, decrees, licences, privileges, claims, options, leases, property, real or personal or rights or powers of any kind which may appear to be necessary or convenient for any business of the Company and to purchase, charter, hire, build or otherwise acquire vehicles of any or every sort or description for use on or under land or water or in the air and to employ the same in the carriage of merchandise of all kinds or passengers.
5. To acquire from any person, firm or body corporate or un-incorporate, whether in India or elsewhere, technical information, knowhow, processes, engineering, manufacturing and operating data, plans, layouts and blue prints useful for the design, erection and operation of plant required for any of the businesses of the Company and to acquire any grant or licence and other rights and benefits in the foregoing matters and things.
6. To sell, exchange, mortgage, let on lease, royalty or tribute, grant licences, easements, options and other rights over and in any other manner deal with or dispose off the whole or any part of the undertaking, property, assets, rights and effects of the Company for such consideration as may be thought fit and in particular for stocks, shares, whether fully or partly paid up, or securities of any other company.
7. To pay for any rights or property acquired by the Company and to remunerate any person, firm or body corporate rendering services to the Company either by cash payment or by allotment to him or them of shares or securities of the Company as paid up in full or in part or otherwise.
8. To invest any moneys of the Company in such investments (other than shares or stock in the company) as may be thought proper and to hold, sell or otherwise deal with such investments.

9. To receive money on deposit or loan and borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of convertible loan stocks, debentures, or debenture stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the Company (both present and future), including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other persons or company of any obligation undertaken by the Company or any other person or company as the case may be.
10. To guarantee the performance of any contract or obligations of and the payment of money of or dividends and interest on any stock, shares or securities of any company, corporation, firm or person in any case in which such guarantee may be considered likely directly or indirectly to further the object of the Company or the interest of its shareholders.
11. To subscribe for, underwrite, acquire, hold, sell and otherwise deal in shares, stock, debentures, debenture stock, bonds, mortgages, obligations and securities of any kind issued or guaranteed by any company (body corporate or undertaking) of whatever nature and wherever's constituted or carrying on business and shares, stock, debentures, debenture- stock, bonds, mortgages, obligations and other securities issued or guaranteed by any government, sovereign ruler, commissioners, trust, municipal local or other authority or body of whatever nature, whether in India or elsewhere.
12. To draw, make, accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities.
13. To apply for, purchase or otherwise acquire and protect, prolong and renew in any part of the world any patents, patent right, brevets d' invention, trademarks, designs, licenses, protections, concessions and the like conferring any exclusive or non-exclusive or limited right to their use or any secret or other information as to any invention, process or privilege which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop or grant licenses or privileges in respect of or otherwise turn to account, the property, rights and information so acquired and to carry on any business in any way connected therewith.
14. To expend money in experimenting on and testing and in improving or seeking to improve any patents, rights, inventions, discoveries, processes or information of the Company or which the Company may acquire or propose to acquire.
15. To establish, provide, maintain and conduct research and other laboratories, training colleges, schools and other institutions for the training, education and instruction of students and others who may desire to avail themselves of the same and to provide for the delivery and holding of lectures, demonstrations, exhibitions, classes, meetings and conferences in connection therewith.
16. To acquire and undertake all or a part of the business, property and liabilities of any person or company carrying on or proposing to carry on any business which this Company is authorized to carry on or possessed of property suitable for the purposes of the Company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.
17. To procure the registration or recognition of the Company in or under the laws of any place outside India.

18. To form, incorporate or promote any company or companies whether in India or elsewhere, having amongst its or their objects the acquisition of all or any of the assets or control, management or development of the Company or any other objects or object which in the opinion of the Company could or might directly or indirectly assist the Company in the management of its business or the development of its properties or otherwise prove advantageous to the Company and to pay all or any of the costs and expenses incurred in connection with any such promotion or incorporation and to remunerate any person or company in any manner it shall think fit for services rendered or to be rendered in obtaining subscriptions for or placing or assisting to place or to obtain subscriptions for or for guaranteeing the subscription of or the placing of any shares in the capital of the Company or any bonds, debentures, obligations or securities of the Company or any stock, shares, bonds, debentures, obligations or securities of any other company held or owned by the Company or in which the Company may have an interest or in or about the formation or promotion of the Company or the conduct of its business or in or about the promotion or formation of any other company in which the Company may have an interest.
19. Subject to the provisions of the Companies Act, 2013, to amalgamate or to enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint-adventure or reciprocal concession or for limiting competition with any person or persons or company or companies carrying on or engaged in, or about to carry on or engage in, or being authorised to carry on or engage in, any business or transaction which the Company is authorised to carry on or engage in or which is capable of being conducted so as directly or indirectly to benefit the Company.
20. To enter into any arrangements and to take all necessary or proper steps with Governments or with other authorities supreme, national, local, municipal or otherwise of any place in which the Company may have interests and to carry on any negotiations or operations for the purpose of directly or indirectly carrying out the objects of the Company or effecting any modification in the constitution of the Company or furthering the interests of its members and to oppose any such steps taken by any other company, firm or person which may be considered likely directly or indirectly to prejudice the interests of the Company or its members and to promote or assist the promotion, whether directly or indirectly, of any legislation which may appear to be in the interests of the Company and to oppose and resist, whether directly or indirectly, any legislation which may seem disadvantageous to the Company and to obtain from any such Government authority or any company any charters, contracts, decrees, rights, grants, loans, privileges or concessions which the Company may think it desirable to obtain and carry out, exercise and comply with any such arrangements, charters, contracts, decrees, rights, privileges or concessions.
21. To engage, employ, suspend and dismiss executives, engineers, agents, managers, superintendents, assistants, clerks, consultants, advisors, contractors, brokers and other servants and labourers and to remunerate any such person at such rate as shall be thought fit to grant bonus, compensation, pension or gratuity to any such person or to his widow or children and generally to provide for the welfare of all employees.
22. For the purpose of or in connection with any issue of shares, debentures or other securities of the company, to employ any person, firm or company as brokers, commission agents, financial consultants, under-writers and managers to the issue and to provide for the remuneration of such person for their services by payment in cash whether by way of commission or otherwise or by the issue of shares, debentures or other securities of the company or by the granting of options to take the same or in any manner allowed by law.

23. To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibitions or subject to the provisions of the Companies Act, 1956 for political purposes.
24. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension, provident or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or of any Company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company, or who are or were at any time Directors or Officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and also establish and subsidize and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, and make payments to or towards the insurance of any such person as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.
25. To carry on any other business whether manufacturing or otherwise that may seem to the Company capable of being conveniently carried on in connection with the above objects or calculated directly or indirectly to enhance the value of or render profitable any of the company's property or rights or which it may be advisable to undertake with a view to improving, developing, rendering valuable or turning to account any property, real or personal belonging to the company or in which the company may be interested and to do all or any of the above things, either as principals, agents, trustees, contractors or otherwise and either alone or in conjunction with others, and either by or through agents, sub-contractors trustee or otherwise.
26. To do all such other things as may be deemed incidental or conducive to the attainment of the above main objects or any of them.

(iii) In clause III (C) – Other Objects

By deleting the clause III (C) and thereby deleting all sub-clause of clause III (C).”

(iv) In clause IV- Liability of Members

By substituting the under mentioned new clause as Clause No IV in place of existing clause in the following manner-

“IV. The Liability of the members is Limited and this liability is limited to the amount unpaid, if any, on the shares held by them.”

Item No 3- Approval for Adoption of New Set of the Articles of Association

To consider and fit thought fit pass, with or without modification, the following resolution as **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of section 14 with other applicable provisions of the Companies Act 2013 read with the Companies (Incorporation) Rules 2014 including any statutory modification(s) and re-enactment(s) thereof for the time being in force, provisions of the uniform listing agreement entered into with BSE Limited where the shares of the Company are listed (“**Stock Exchange**”), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“**SEBI**”), as amended, subject to such approvals, consents, sanctions and permissions from any appropriate authority (ies) as may be necessary, the consent of the members be and is hereby accorded to adopt and approve the new set of Article of Association and replace the existing Articles of Association to new Articles.”

Item No. 4- Approval for Borrowing Powers under section 180 (C) of the Companies Act 2013

To consider and fit thought fit pass, with or without modification, the following resolution as **Special Resolution**:

“RESOLVED THAT in supersession of resolution (s) passed by the members in their general meeting earlier, pursuant to the provision of section 180 (1) (c) and other applicable provision of the Companies Act, 2013, including any statutory modification (s) and re-enactment(s) thereof for the time being in force, subject to Article number 61 of Articles of Association of the Company, provisions of the uniform listing agreement entered into with BSE Limited where the shares of the Company are listed (**“Stock Exchange”**), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (**“SEBI”**), as amended and subject to such approvals, consents, sanctions and permissions from any appropriate authority (ies) as may be necessary , the consent of the members be and is hereby given to borrow money with or without security upto Rs.50,00,00,000/- (Rs. Fifty Crore only) from bank / financial institutions and any other person / corporate on such terms and conditions as the board of directors may think fit, where the moneys if already borrowed by the company (apart from temporary loans obtained or to be obtained from the company’s bankers in the ordinary course of its business) may exceed the aggregate of the paid up capital of the company , free reserves and securities premium account of the company (reserves not set apart for any specific purpose), subject to condition that total amount of money / moneys so borrowed by the board shall not at any time exceed the limit of Rs. 50,00,00,000/- (Rs. Fifty Crore only).”

Item No. 5- Approval for Change of Name

To consider and fit thought fit pass, with or without modification, the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the approval of the Central Government under section 13 of the Companies Act,2013 and rules made thereunder, if any, and such other approvals as may be necessary, including any statutory modification(s), and re-enactment(s) thereof for the time being in force, subject to Articles number 157 of Articles of Association of the Company and subject to such approvals, consents, sanctions and permissions from any appropriate authority(ies) as may be necessary, the consent of the members be and is hereby accorded to change the name of the company **from “SPS International Limited” to “VK Global Limited”** or such other name as may be available with from the office of Registrar, Central Registration Centre, Ministry of Corporate Affairs.

***By order of the Board of Directors
For SPS International Limited***

**Place: Faridabad
Date: February 21, 2022**

**Saurabh Gupta
Company Secretary & Compliance Officer**

NOTES:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts concerning above item of business to be transacted is annexed hereto.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members / list of beneficial owners as received from National Securities Depository Limited ('NSDL') / Central Depository Services (India) Limited ('CDSL') on 18th February, 2022.
3. Members whose names appear on the Register of Members / List of Beneficial Owners as on 18th February, 2022, will be considered for the purpose of voting. A person who is not a member as on 18th February, 2022 i.e. the 'cut-off date' for reckoning voting rights should treat this Notice for information purpose only.
4. Members may note that the Postal Ballot Notice will be available on the Company's website www.spsintl.co.in website of the Stock Exchange i.e., BSE Limited at www.bseindia.com and on the website of National Securities Depository Limited ('NSDL') at <https://www.evoting.nsdl.com/>, the e-Voting Service Provider (ESP).
5. The Board of Directors of the Company has appointed Mr. P.C. Jain, having Membership Number F-4103, COP No. 3349, Practicing Company Secretary, Partner of M/s P.C. Jain & Co, Company Secretaries to act as the Scrutinizer for conducting the Postal Ballot (remote e-voting) process in a fair and transparent manner.
6. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 ('SEBI Circular'), the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by NSDL, on all the resolutions set forth in this Notice.
7. Members may vote on the postal ballot from Tuesday, February 22, 2022 to Wednesday, March 23, 2022. In terms of the requirements of SEBI Circular, the e-voting period begins at 10.00 A.M. (IST) on February 22, 2022 and ends at 5.00 P.M. (IST) on March 23, 2022. Thereafter, the e-voting module shall be disabled by NSDL.
8. Pursuant to SEBI Circular, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
9. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
10. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member as on February 22, 2022 Members can vote for their entire voting rights as per their discretion.
11. Members can mail their request on cs@spsintl.co.in for inspection of documents on all working days, except Saturdays, between 11:00 A.M. and 1:00 P. M. upto March 23, 2022.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1) Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2) After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c. How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a. Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - b. [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to jaskansal@yahoo.co.in with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Soni Singh Assistant Manager at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Corp.compliance@calcomindia.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Corp.compliance@calcomindia.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)

As required under Section 102 of the Companies Act, 2013 (including any re-enactment(s) made thereunder, if any, for the time being in force) (hereinafter referred to as the “**Companies Act**”), the following explanatory statements sets out all material facts relating to the business mentioned under Items no. 1 of the accompanying Notice:

ITEM NO. 1

The Special Resolution contained in Item No. 1 of the notice, have been proposed pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013, to issue and allot up to 10,12,000 Equity shares of face value of Rs. 10/- each at an issue price of Rs. 10/- each, aggregating up to Rs. 1,01,20,000/-.

The proposed Preferential Issue is to be issued to the persons belonging Non-Promoter Category which will fall into promoter category post completion of the open offer process as per the provisions of SEBI (Substantial Acquisition of Shares & Takeover) Regulations, 2011 (“Takeover Regulations”). The preferential issue shall be made in terms of Chapter V of the SEBI ICDR Regulations, 2018 and applicable provisions of Companies Act, 2013. The said proposal has been considered and approved by the Board in their meeting held on Friday, February 18, 2022.

The approval of the members is accordingly being sought by way of a ‘Special Resolution’ under Sections 42, and 62(1)(c) of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI ICDR Regulations.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of the SEBI (ICDR), Regulations are set forth below:

I. Objects of the Preferential Issue

The Company, upon change in control, would require infusion of funds to augment the long-term funding needs of the Company viz., to support the expansion of business and for general corporate purposes and working capital requirements. Accordingly in order to finance the said fund requirement, the Company proposes to issue and allot Equity Shares on Preferential basis.

II. Particulars of the offer including the maximum number of specified securities to be issued:

Preferential Issue of up to 10,12,000 Equity shares of face value of Rs.10/- each to the proposed allottees at an issue price of Rs. 10/- each, in terms of Chapter V of SEBI ICDR Regulations and applicable provisions of Companies Act, 2013 aggregating up to Rs. 1,01,20,000/-.

III. The intent of the promoters, directors or key management personnel of the issuer to subscribe to the offer.

None of the existing promoters, directors or key managerial personnel of the Company intends to subscribe to any of Equity Shares proposed to be issued.

The proposed Preferential allotment is to be made to VK Global Digital Private Limited, VK Global Publication Private Limited and Mrs. Mughda Jain who presently are non-promoters, however, post the completion of the Preferential Issue and the Open Offer, they shall be classified into Promoter & Promoter Group of the Company.

The Board of Directors of the Company have approved the preferential allotment to VK Global Digital Private Limited, VK Global Publication Private Limited and Ms. Mughda Jain (who presently do not belong to the promoter & promoter group) in their meeting held on Friday, February 18, 2022. Apart from this, Mr. Rahul Jain, Ms. Madhuri Jain, Mr. Nikhil Jain, Mr. Namit Jain, Mr. Rohit Jain and Ms. Anshumala Jain (hereinafter collectively along with the proposed allottees referred to as “Acquirers”) has entered into a Share Purchase Agreement (“SPA”) with Mr. Ankur Jain, Mr. Madhur Jain, Ms. Sarla Jain, Ms. Shikha Jain, Mr. Surendra Kumar Jain, SK Jain HUF and SPS Infratech Private Limited (“Current Promoters”) for acquisition of 14,16,078 Equity Shares representing 43.90% of the present paid up equity share capital of the Company. Pursuant to the SPA and the proposed preferential allotment, the Acquirers have triggered the obligation to make an Open Offer in terms of Regulation 3(1) and Regulation 4 of Securities and Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 and have already made a Public Announcement, dated February 18, 2022, for acquisition of 11,01,854 Equity Shares from the shareholders of “SPS International Limited”. **Post completion of the Open Offer, the proposed allottees along with other Acquirers would be classified in the Promoter & Promoter Group Category of the Company.**

IV. The Shareholding Pattern of the issuer before and after the preferential issue.

The shareholding pattern of the Company before and after the proposed preferential issue to promoters is likely to be as follows:

Category	Pre issue Shareholding Structure		Equity Shares to be allotted pursuant to Item No. 1 of this Notice	#Post Issue Shareholding (Post SPA and Preferential Allotment)		#Post Issue Shareholding (##Upon completion of open offer and transfer of shares pursuant to open offer)	
	No. of Shares	%age		No. of Shares	% age	No. of Shares	% age
(A) Promoter Shareholding							
(1) Indian							
(a) Individuals & HUF	8,63,192	26.76	2,12,000	10,75,192	25.37	24,75,658	58.42
(b)Bodies Corporate	5,52,886	17.14	8,00,000	13,52,886	31.92	10,54,274	24.88
Sub Total (A)(1)	14,16,078	43.90	10,12,000	24,28,078	57.29	35,29,932	83.29
(2) Foreign promoters	0	0	0	0	0	0	0
Total Promoter shareholding A=A1 +A2	14,16,078	43.90	10,12,000	24,28,078	57.29	35,29,932	83.29

(B) Public Shareholding							
B1) Institutional Investors	0	0	0	0	0	0	0
B2) Central Govt./Stat Govt./POI	0	0	0	0	0	0	0
B3) Non-Institutional Investors	0	0	0	0	0	0	0
Individuals	15,67,859	48.60	0	15,69,806	37.04	11,01,854*	16.71*
Body Corporate	1,22,958	3.81	0	1,26,840	2.99		
Others (Including LLP&NRI)	1,19,005	3.69	0	1,13,176	2.67		
Total Public Shareholding B=B1+B2+B3	18,09,822	56.10	0	18,09,822	42.71		
C)Non Promoter - Non Public	0	0	0	0	0	0	0
Grand Total (A+B+C)	32,25,900	100.00	10,12,000	42,37,900	100.00	42,37,900	100.00

*Assuming full acceptance of Open Offer Shares offered to the public shareholders of the Company.

(#) In the post issue shareholding, the proposed allottees along with other Acquirers, have been included in the promoter & promoter group category. The post shareholding may change depending upon the number of shares tendered by the existing Public Shareholders in the Open Offer.

(##) These include the shares transferred to the Acquirers pursuant to the Share Purchase Agreement dated Friday, February 18, 2022 and the shares accepted in the Takeover open offer made by the proposed allottees along with other acquirers.

Notes:

- (1) The pre-issue shareholding pattern is as on February 18, 2022-
- (2) Post shareholding structure may change depending upon any other corporate action in between.

V. Proposed time limit within which the allotment shall be complete:

In terms of Regulation 170 of the SEBI ICDR Regulations, preferential allotment of said Equity Shares will be completed within a period of 15 (fifteen) days from the last date of competing offer as per Takeovers Regulation or date of receipt of all statutory approvals required for the completion of an open offer under the Takeover Regulation.

VI. The identity of the natural persons who are the ultimate beneficial owners of the securities proposed to be allotted and/or who ultimately control the proposed allottee(s):

S. N.	Name of the proposed allottees	Name of ultimate beneficial owners
1.	VK Global Digital Private Limited	Mr. Rohit Jain
2.	VK Global Publication Private Limited	Mr. Rahul Jain
3.	Ms. Mughda Jain	Not Applicable, being allottee is a natural persons

VII. The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue”

S. N.	Name	Pre issue Shareholding Structure		No. of Equity Shares To be Allotted	Post Equity Shareholding (Refer Note)	
		No. of Shares	%		No. of Shares	%*
1	VK Global Digital Private Limited	-	-	4,00,000	4,00,000	9.44
2	VK Global Publication Private Limited	-	-	4,00,000	4,00,000	9.44
3	Mughda Jain	-	-	2,12,000	2,12,000	5.00

The post holding may vary depending upon any other corporate action in between.

(*) These percentages has been calculated on the basis of acquisition of shares post SPA and Preferential Allotment i.e. INR 4,23,79,000 comprising of 42,37,900 Equity Shares of Rs. 10/- each.

There will be a change in the control of the Company, since post preferential allotment of Equity Shares to VK Global Digital Private Limited, VK Global Publication Private Limited and Ms. Mughda Jain along with other Acquirers shall acquire and exercise control to the extent of 57.29% in the Company. Further, they have already made a Public Announcement, dated Friday, February 18, 2022, for acquisition of 11,01,854 Equity Shares from the shareholders of the Company, in terms of the provisions of Regulation 3(1) and Regulation 4 of Takeover Regulations.

VIII. Lock-in Period:

- The Equity Shares to be allotted shall be subject to lock-in in accordance with Chapter V of the SEBI ICDR Regulations.
- The entire pre-preferential allotment shareholding, if any, of the Proposed Allottees, shall be locked-in as per Chapter V of the SEBI ICDR Regulations.

IX. Issue price and Relevant Date:

In terms of Regulation 161 of SEBI (ICDR) Regulations, 2018 the Relevant Date has been reckoned as Monday, February 21, 2022 for the purpose of computation of issue price of Equity Shares.

In compliance with Regulation 166A of the SEBI ICDR Regulations as the preferential issue to the proposed allottees, is more than five per cent of the post issue fully diluted share capital of the Company and there would be subsequent change in control in the Company, thus the minimum issue price per Equity share is higher of the price determined through following methods was considered:

- The Equity Shares of the Company are listed on BSE Limited (“BSE”) and are infrequently traded as per provisions of ICDR Regulations. Thus, the price is determined in compliance with Regulation 165 of SEBI ICDR Regulations for Preferential Issue taking into account valuation parameters including book value, comparable trading multiples and such other parameters as are customary for valuation of shares. A certificate from Mr. Ajay Kumar Sivach, Registered Valuer or Financial Assets (Registration No. IBBI/RV/05/2019/11412), the Independent Valuer confirming the minimum price

for preferential issue as per Chapter V of SEBI (ICDR) Regulations along with the calculation thereof has been obtained and is available on the Company's website at www.spsintl.co.in.

2. The fair value of each equity share determined through Valuation certificate of Mr. Ajay Kumar Sivach, Registered Valuer or Financial Assets (Registration No. IBBI/RV/05/2019/11412) i.e., Rs. 9.84/- per Equity Share. Since there is a change in control, pursuant to the Preferential Offer, the Valuation Report also considers the control premium of Rs. 0.16 per Equity Share over and above the fair value.
3. Method of determination of price as per the Articles of Association of the Company - Not applicable as the Articles of Association of the Company are silent on the determination of a floor price/ minimum price of the shares issued on preferential basis.

The pricing of the Equity Shares to be allotted on preferential basis is Rs. 10/- (Rupees Ten Only) each to the proposed allottees, which is higher than above mentioned prices.

X. Undertakings:

- None of the Company, its Directors or Promoters are categorized as wilful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- None of its Directors or Promoters is fugitive economic offenders as defined under the SEBI ICDR Regulations.
- As the equity shares have been listed on a recognized Stock Exchange for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) is not applicable.
- None of the allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.

XI. Disclosures specified in Schedule VI of ICDR Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or fraudulent borrower: Not Applicable

XII. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

Names of the allottees	Current Status	Status after the proposed allotment
VK Global Digital Private Limited	Non-Promoter	Promoter & Promoter Group
VK Global Publication Private Limited	Non-Promoter	Promoter & Promoter Group
Mrs. Mughda Jain	Non-Promoter	Promoter & Promoter Group

XIII. Practicing Company Secretary's Certificate:

The certificate from M/s. P.C. Jain & Co (Firm Regn. No. P2016HR051300), Practicing Company Secretaries, certifying that the preferential issue of Shares is being made in accordance with requirements of Chapter V of SEBI ICDR Regulations has been obtained

considering the said preferential issue. The copy of said certificate shall be available for inspection by the members and the same may be accessed on the Company's website at the link: <https://www.spsintl.co.in>.

XIV. Recommendations and Voting Pattern of the committee of Independent directors of the Company

The committee of Independent Directors comprising of Mr. Shreyans Kumar Patni and Mr. Ramesh Chand Jain in their meeting held on Monday, February 21, 2022 has considered the proposal to make the preferential allotment of 10,12,000 Equity Shares to the proposed allottees. The committee has considered that the Issue price of Rs.10/- has been determined taking in consideration the Valuation report provided by Mr. Ajay Kumar Sivach, Registered Valuer or Financial Assets (Registration No. IBBI/RV/05/2019/11412), the Independent Valuer confirming the minimum price for preferential issue as per Chapter V of SEBI (ICDR) Regulations who have taken into consideration the relevant valuation parameters and provided justification for their assessments. The offer price also includes a control premium of Rs. 0.16/- as there would be change in control pursuant to the proposed preferential allotment and upon completion of the Open Offer. Thus, the committee is of the view that the Issue price and the proposed preferential allotment is fair and reasonable. The voting pattern of the said Committee meeting is as follows:

S. No.	Name of the Independent Directors	Assent	Dissent
1.	Mr. Shreyans Kumar Patni	✓	-
2.	Mr. Ramesh Chand Jain	✓	-

XV. Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is/ are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 1 of this Notice except to the extent of their respective shareholding entitlements in the Company, if any.

The Board of Directors recommends the resolutions as set out in Item No. 1 of this notice for the issue of Equity Shares on a preferential basis, to the proposed allottees by way of Special Resolution.

Item No 2

SPS International Limited was originally incorporated on 18th January 1993 with the name of SPS Data Products Limited under the Companies Act 1956. Subsequently, the name of the company was change to SPS International Limited on 22nd May 1995 under section 21 of the Companies Act 1956 read with Government of India, Department of Company Affairs Notification No G.S.R. 507(E) dated 24-6-1985 by Registrar of Companies, NCT of Delhi & Haryana, New Delhi vide letter no 21/05-31900/719/719 dated 22-05-1995. Therefore, the existing Memorandum of Association of the company contains reference to specific sections of the Companies Act 1956 which is no longer in force.

Now, with a view to align the existing Memorandum of Association of the company with Table A of Schedule I and in accordance with the section 4 and 13 of the Companies Act 2013, it is proposed to alter the Clause III (object clause) and Clause IV (Liability Clause) of the Memorandum of Association of the company subject to the confirmation by the shareholders.

Pursuant to applicable provision of the Companies Act 2013, none of the directors of the company and their relatives is concerned or interested directly or indirectly, financially or otherwise in the resolution.

The copy of new set of Memorandum of Association of the company is available for inspection for members on any working day, during business hours at the registered office of the Company.

The Board recommends the resolution for the approval of the shareholders as a special resolution.

Item No 3

The existing Articles of Association are based on the Companies Act 1956 which are no longer in force, therefore the new set of Articles of Association to be substituted in place of existing Articles of Association as per the requirement of Table F of Schedule I of the Companies Act, 2013. The modification in articles has been carried out to give effect to the provision of Companies Act 2013. The proposed alteration is subject to the confirmation by the shareholders.

Pursuant to applicable provision of the Companies Act 2013, none of the directors of the company and their relatives is concerned or interested directly or indirectly, financially or otherwise in the resolution.

The copy of new set of Article of Association of the company is available for inspection for members on any working day, during business hours at the registered office of the Company.

The Board recommends the resolution for the approval of the shareholders as a special resolution.

Item No:4

As you are aware that existing business of the company has been deeply impacted due to covid-19 pandemic and uncertain market scenario. The company is poised to start a viable and sustainable business in near future. To augment the fund requirement, the company may require to borrow money with or without security upto Rs.50,00,00,000/- (Rs. Fifty Crore only) from bank / financial institutions and any other person / corporate on such terms and conditions as the board of directors may think fit, where the moneys if already borrowed by the company (apart from temporary loans obtained or to be obtained from the company's bankers in the ordinary course of its business) may exceed the aggregate of the paid up capital of the company, free reserves and securities premium account of the company (reserves not set apart for any specific purpose), subject to condition that total amount of money / moneys so borrowed by the board shall not at any time exceed the limit of Rs. 50,00,00,000/- (Rs. Fifty Crore only).

Pursuant to the provision of section 180 (c) and other applicable provision of the Companies Act 2013, If total borrowing exceeds the aggregate of the paid up capital of the company, free reserves and securities premium account of the company (reserves not set apart for any specific purpose), it requires the approval of the shareholders by way of special resolution.

Pursuant to applicable provision of the Companies Act 2013, none of the directors of the company and their relatives is concerned or interested, financially or otherwise in the resolution.

The Board recommends the resolution for the approval of the shareholders as a special resolution.

Item No 5

The Board of Directors of your company deliberated in its meeting held on 18th February, 2022 regarding change of name of the company. It was confirmed that new management / promoters are likely to take over the controlling stake and business operations of the company through open offer route subject to the SEBI regulations compliance / approval. The new promoter belongs to a reputed

and well established group called- “**VK Global Group**”. The “VK Global Group” also operates in similar line of business such as Publication, Printing, and Packaging etc. The said group would like to formulate a long term sustainable business strategy post take over so that it could help the company to have long term growth and enhancement of stakeholder’s value.

In order to achieve the long term goal and business objectives, VK Global Group would like to take the advantage of its goodwill and leadership in the market by using its name “VK Global” in the new name of the company to have identification & reorganization within the fold of its group. Therefore, the Board of Directors has decided to change the name of the company from “SPS International Limited” to “VK Global Limited” or such other name as may be made available by the Ministry of Corporate Affairs.

In terms of Section 13 & 14 of the Companies Act, 2013 and rules made thereunder, approval of the shareholders is required by way of special resolution for change of name of the company.

Pursuant to applicable provision of the Companies Act 2013, none of the directors of the company and their relatives is concerned or interested directly or indirectly, financially or otherwise in the resolution.

The Board recommends the resolution for the approval of the shareholders as a special resolution.

By order of the Board of Directors
For SPS International Limited

Place: Faridabad
Date: February 21, 2022

Saurabh Gupta
Company Secretary & Compliance Officer