

| 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 | 01-04-2019 |
| Date of end of financial year | 31-03-2020 |
| Reporting Quarter | Half Yearly |
| Date of Report | 30-09-2019 |
| Risk management committee | Not Applicable |
| Market Capitalisation as per immediate previous Financial Year | Any other |

For SPS International Limited


Chairman & Mg. Director

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 | | | | | | | | | | | | | |
|--|----------|--------------------------------------|-------------------------|-------------------------|---------------|-----------------------------|------------------------|-------------------|--------------------------------|--|---|---|--|
| Whether the listed entity has a Regular Chairperson | | | | | | | | | | | | | |
| Yes | | | | | | | | | | | | | |
| Whether Chairperson is related to MD or CEO | | | | | | | | | | | | | |
| Yes | | | | | | | | | | | | | |
| PAN | DIN | Category 1 of directors | Category 2 of directors | Category 3 of directors | Date of Birth | Initial Date of appointment | Date of Re-appointment | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations) | No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(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) |
| ABBPG4389B | 00088064 | Executive Director | Chairperson | MD | 16-05-1956 | 18-01-1993 | 01-02-2017 | | 60 | 1 | 0 | 1 | 0 |
| AEHPP7770D | 00118269 | Non-Executive - Independent Director | Not Applicable | | 16-01-1947 | 30-09-2015 | 30-09-2015 | | 60 | 1 | 1 | 2 | 2 |
| AHDPI2651G | 01526237 | Executive Director | Not Applicable | | 18-07-1988 | 14-01-2011 | 14-01-2016 | | 60 | 1 | 0 | 0 | 0 |
| AAOPI4947P | 03208226 | Non-Executive - Independent Director | Not Applicable | | 26-03-1957 | 30-09-2015 | 30-09-2015 | | 60 | 1 | 1 | 2 | 0 |

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

| Sr | Title (Mr / Ms) | Name of the Director | PAN | DIN | Category 1 of directors | Category 2 of directors | Category 3 of directors | Date of Birth | Initial Date of appointment | Date of Re-appointment | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations) | No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(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) | No pre 1 |
|----|-----------------|----------------------|------------|----------|--------------------------------------|-------------------------|-------------------------|---------------|-----------------------------|------------------------|-------------------|--------------------------------|--|---|---|--|----------|
| 5 | Mr | Ankur Jain | AECPJ1210P | 00088666 | Executive Director | Not Applicable | | 22-04-1984 | 01-04-2019 | | | 60 | 1 | 0 | 0 | 0 | |
| 6 | Mrs | Monal Gupta | AEQPG5400E | 01062286 | Non-Executive - Independent Director | Not Applicable | | 12-12-1973 | 01-04-2019 | | | 60 | 1 | 1 | 2 | 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 | 01062286 | Monal Gupta | Non-Executive - Independent Director | Member | 01-04-2019 | | |

| 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 | 01062286 | Monal Gupta | Non-Executive - Independent Director | Member | 01-04-2019 | | |

| 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 | 00088064 | Surendra Kumar Jain | Executive Director | Member | 01-02-2017 | | |
| 4 | 01062286 | Monal Gupta | Non-Executive - Independent Director | Member | 01-04-2019 | | |

| Risk Management Committee | | | | | | | |
|---|------------|---------------------------|-------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Risk Management Committee has a Regular Chairperson | | | | | | | |
| 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 | 01062286 | Monal Gupta | Non-Executive - Independent Director | Member | Chairperson | |
| 2 | 99999999 | Komal Jain | Internal Complaints Committee | Member | Member | |
| 3 | 03208226 | Ramesh Chand Jain | Non-Executive - Independent Director | Non-Executive - Independent Director | Member | |
| 4 | 00118269 | Shreyans Kumar Patni | Non-Executive - Independent Director | 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 | | | | Notes for not providing Date | Whether requirement of Quorum met (Yes/No) | Number of Directors present* | No. of Independent Directors attending the meeting* |
| 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) | | | | |
| 1 | 01-04-2019 | | | | Yes | 6 | 3 |
| 2 | 16-04-2019 | | 14 | | Yes | 6 | 3 |
| 3 | 29-05-2019 | | 42 | | Yes | 6 | 3 |
| 4 | 11-06-2019 | | 12 | | Yes | 6 | 3 |
| 5 | | 16-07-2019 | 34 | | Yes | 6 | 3 |
| 6 | | 31-07-2019 | 14 | | Yes | 6 | 3 |
| 7 | | 05-09-2019 | 35 | | Yes | 6 | 3 |
| 8 | | 17-09-2019 | 11 | | Yes | 6 | 3 |

| Annexure 1 | | | | | | | | |
|--|---------------------------------------|---|---|-------------------------|-------------------------------|--|------------------------------|---|
| IV. Meeting of Committees | | | | | | | | |
| Disclosure of notes on meeting of committees explanatory | | | | | | | Number of Directors present* | No. of Independent Directors attending the meeting* |
| Sr | Name of Committee | Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order) | Maximum gap between any two consecutive (in number of days) | Name of other committee | Reason for not providing date | Whether requirement of Quorum met (Yes/No) | | |
| 1 | Nomination and remuneration committee | 01-04-2019 | | | | Yes | 3 | 3 |
| 2 | Stakeholders Relationship Committee | 17-04-2019 | | | | Yes | 4 | 3 |
| 3 | Audit Committee | 29-05-2019 | | | | Yes | 3 | 3 |
| 4 | Stakeholders Relationship Committee | 11-06-2019 | | | | Yes | 4 | 3 |
| 5 | Nomination and remuneration committee | 16-07-2019 | | | | Yes | 3 | 3 |
| 6 | Stakeholders Relationship Committee | 17-07-2019 | | | | Yes | 4 | 3 |

| Annexure 1 | | | | | | | | |
|---------------------------|---------------------------------------|---|---|-------------------------|-------------------------------|--|------------------------------|---|
| IV. Meeting of Committees | | | | | | | | |
| Sr | Name of Committee | Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order) | Maximum gap between any two consecutive (in number of days) | Name of other committee | Reason for not providing date | Whether requirement of Quorum met (Yes/No) | Number of Directors present* | No. of Independent Directors attending the meeting* |
| 7 | Audit Committee | 31-07-2019 | | | | Yes | 3 | 3 |
| 8 | Nomination and remuneration committee | 17-09-2019 | | | | Yes | 3 | 3 |

| 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 | NA | |
| 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 500 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 |

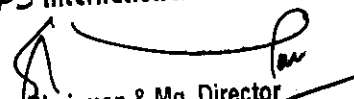
| Annexure 1 | | |
|-------------------|-------------------|--------------------------|
| Sr | Subject | Compliance status |
| 1 | Name of signatory | Surendra Kumar Jain |
| 2 | Designation | Managing Director |

| Annexure III | | | | |
|--------------------------------------|--|--------------------------------------|-------------------------------|--|
| III. Affirmations | | | | |
| Sr | Particulars | Regulation Number | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
| 1 | Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website | 46(2) | Yes | |
| 2 | Presence of Chairperson of Audit Committee at the Annual General Meeting | 18(1)(d) | No | Due to some prior commitments Mr. Shreyans Kumar Patni had expressed his inability to attend Annual General Meeting. |
| 3 | Presence of Chairperson of the nomination and remuneration committee at the annual general meeting | 19(3) | No | Due to some prior commitments Mr. Shreyans Kumar Patni had expressed his inability to attend Annual General Meeting. |
| 4 | Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting | 20(3) | No | Due to some prior commitments Mr. Shreyans Kumar Patni had expressed his inability to attend Annual General Meeting. |
| 5 | Whether "Corporate Governance Report" disclosed in Annual Report | 34(3) read with para C of Schedule V | Yes | |
| Any other information to be provided | | | | |

| Annexure III | | |
|---------------------|-------------------|---------------------|
| 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 | 10-10-2019 |

For SPS International Limited


Chairman & Mg. Director