



**SPS INTERNATIONAL LIMITED**  
**CIN: L74140HR1993PLC031900**

**Registered Office: 15/1, Ground Floor, Main Mathura Road, Faridabad, Haryana-121003**

**Email: [info@spsintl.co.in](mailto:info@spsintl.co.in); Website: [www.spsintl.co.in](http://www.spsintl.co.in);**

**Phones: 0129-7117719**

Date: 12.09.2022

**To,**  
**The BSE Limited,**  
**Department of Corporate Services,**  
**Phiroze Jeejeebhoy Towers,**  
**Dalal Street, Mumbai-400001**  
**(Script Code: 530177)**

**Subject: Voting results of 29<sup>th</sup> Annual General Meeting (AGM) along with Scrutinizer's Report**

Dear Sir/Madam,

In compliance to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, please find herewith voting results of 29<sup>th</sup> AGM of SPS International Limited held on 10<sup>th</sup> September, 2022 at 03:00 PM (IST) through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) along with consolidated Scrutinizer's Report.

It is to inform that all resolutions set out in notice of 29<sup>th</sup> AGM were duly approved by shareholders with requisite majority. The voting results along with consolidated Scrutinizer's Report is also being uploaded on the website of the Company i.e. [www.spsintl.co.in](http://www.spsintl.co.in) and website of e-voting service provider i.e. Central Depository Services (India) Limited [www.evotingindia.com](http://www.evotingindia.com).

We hope that you would find the as above in order. Kindly acknowledge the receipt of above information and take the same on records.

The aforesaid information is also available on the website of the Company at [www.spsintl.co.in](http://www.spsintl.co.in)

This is for your information and records.

**Thanking You,**

**For SPS International Limited**

SAURABH GUPTA  
Digitally signed by  
SAURABH GUPTA  
Date: 2022.09.12  
17:03:15 +05'30'

**Saurabh Gupta**  
**(Company Secretary & Compliance officer)**  
**M No.: A36879**

**General information about company**

Scrip code	530177
NSE Symbol	
MSEI Symbol	
ISIN	INE758B01013
Name of the company	SPS International Limited
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	10-09-2022
Start time of the meeting	03:01 PM
End time of the meeting	03:26 PM

**Scrutinizer Details**

Name of the Scrutinizer	P.C. Jain
Firms Name	P.C. Jain & Co.
Qualification	CS
Membership Number	4103
Date of Board Meeting in which appointed	30-07-2022
Date of Issuance of Report to the company	12-09-2022

### Voting results

Record date	03-09-2022
Total number of shareholders on record date	2509
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	6
b) Public	18
No. of resolution passed in the meeting	8
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2022, together with the reports of the Board of Directors & Auditor's thereon.					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2097886	2097886	100	2097886	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2097886	2097886	100	2097886	0	100
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	128385	128385	100	128176	209	99.8372	0.1628
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		128385	128385	100	128176	209	99.8372
Total		2226271	2226271	100	2226062	209	99.9906	0.0094
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

<b>Text Block</b>	
Textual Information(1)	Passed with requisite majority

**Details of Invalid Votes**

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(2)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			To appoint M/s Jain Jain & Associates (FRN: 009094N), Chartered Accountants as Statutory Auditors in a casual vacancy raised due to resignation of existing Statutory Auditors M/s DSRV & Co. LLP, Chartered Accountants (FRN: 006993N) and fix their remuneration.					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2097886	2097886	100	2097886	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	2097886	2097886	100	2097886	0	100	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public-Non Institutions	E-Voting	128385	128385	100	128176	209	99.8372	0.1628
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	128385	128385	100	128176	209	99.8372	0.1628
Total		2226271	2226271	100	2226062	209	99.9906	0.0094
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

<b>Text Block</b>	
Textual Information(1)	Passed with requisite majority

**Details of Invalid Votes**

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint a director in place of Mr. Rohit Jain (DIN: 0042319) who retires by rotation and being eligible, offer himself for reappointment.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2097886	2097886	100	2097886	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2097886	2097886	100	2097886	0	100
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	128385	128385	100	128176	209	99.8372	0.1628
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		128385	128385	100	128176	209	99.8372
Total		2226271	2226271	100	2226062	209	99.9906	0.0094
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

<b>Text Block</b>	
Textual Information(1)	Passed with requisite majority

**Details of Invalid Votes**

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To consider and approve the appointment of Mr. Rahul Jain (DIN: 00442109) as an "Executive Chairman cum Managing Director"				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2097886	2097886	100	2097886	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2097886	2097886	100	2097886	0	100
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	128385	128385	100	128176	209	99.8372	0.1628
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		128385	128385	100	128176	209	99.8372
Total		2226271	2226271	100	2226062	209	99.9906	0.0094
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

<b>Text Block</b>	
Textual Information(1)	Passed with requisite majority

**Details of Invalid Votes**

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To consider and approve the appointment of Mr. Rohit Jain (DIN: 00442319) as a Non-Executive Director (Non Independent)				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2097886	2097886	100	2097886	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2097886	2097886	100	2097886	0	100
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	128385	128385	100	128176	209	99.8372	0.1628
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		128385	128385	100	128176	209	99.8372
Total		2226271	2226271	100	2226062	209	99.9906	0.0094
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

<b>Text Block</b>	
Textual Information(1)	Passed with requisite majority

**Details of Invalid Votes**

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(6)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To consider and approve the appointment of Mr. Amit Kumar Jain (DIN: 09586092) as an Independent Director (Non-Executive) of the company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2097886	2097886	100	2097886	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2097886	2097886	100	2097886	0	100
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	128385	128385	100	128176	209	99.8372	0.1628
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		128385	128385	100	128176	209	99.8372
Total		2226271	2226271	100	2226062	209	99.9906	0.0094
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

<b>Text Block</b>	
Textual Information(1)	Passed with requisite majority

<b>Details of Invalid Votes</b>	
<b>Category</b>	<b>No. of Votes</b>
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(7)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To consider and approve the appointment of Mrs. Kiran Arora (DIN: 00335638) as an Independent Women Director (Non-Executive)				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2097886	2097886	100	2097886	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2097886	2097886	100	2097886	0	100
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	128385	128385	100	128176	209	99.8372	0.1628
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		128385	128385	100	128176	209	99.8372
Total		2226271	2226271	100	2226062	209	99.9906	0.0094
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

<b>Text Block</b>	
Textual Information(1)	Passed with requisite majority

**Details of Invalid Votes**

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(8)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To consider and approve the Material Related Party Transaction				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	128385	128385	100	128176	209	99.8372	0.1628
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		128385	128385	100	128176	209	99.8372
Total		128385	128385	100	128176	209	99.8372	0.1628
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

<b>Text Block</b>	
Textual Information(1)	Passed with requisite majority

**Details of Invalid Votes**

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	





On Path of  
**Professional  
Excellence**  
since 2000

**P.C. JAIN & Co.**

**Company Secretaries**

(Corporate Law & Insolvency Resolution Advisor)

Combined Scrutinizer's Report

To,  
The Chairman  
SPS International Limited  
Plot No. 15/1, Ground Floor  
Main Mathura Road  
Faridabad  
Haryana-121003

**Subject: Passing of Resolution(s) through remote e-voting and voting electronically at the 29<sup>th</sup> Annual General Meeting ("AGM") of SPS International Limited held through Video Conferencing ("VC") or Other Audio Visual Means ("OVAM") on 10<sup>th</sup> September, 2022, pursuant to section 108 of Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the General Circulars dated 8<sup>th</sup> April, 2020; 13<sup>th</sup> April, 2020; 5<sup>th</sup> May, 2020; as well as Circular dated 13<sup>th</sup> January, 2021, issued by the Ministry of Corporate Affairs ("MCA") and Circular Number SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January, 2021 and Circular Number 2/2022 dated 05<sup>th</sup> May, 2022 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as "the Circulars"), in continuation of SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020, commonly referred to as "MCA & SEBI CIRCULARS".**

The Board of Directors of SPS International Limited (hereinafter referred to as the "**Company**") has appointed us as the Scrutinizer for the remote e-voting process as well as to scrutinize the electronic voting conducted at the Annual General Meeting ("AGM") pursuant to Section 108 of the Companies Act, 2013 ("Act") read with rule 20 of the companies (Management and Administration) as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as amended by the "**MCA AND SEBI CIRCULARS**" issued in this connection both by the MCA and SEBI, providing relaxation for the manner in which AGM shall be held and conducted. The MCA & SEBI CIRCULARS provides for relaxation in the manner in which the AGM will be held including the manner of sending the notices and Annual Reports to the Shareholder and the manner of voting at the meeting, which was necessitated on Account of the Outbreak of COVID-19 (CORONAVIRUS) pandemic. We are familiar and well versed with the concept of electronic voting System as prescribed under the said Rules and the relaxations as provided in the MCA & SEBI CIRCULARS.

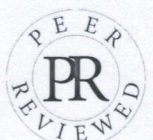
As mentioned in the Notice, the proceeding of the AGM will be deemed to be conducted at the registered office of the Company.

**Report on Scrutiny:**

- The company had appointed Central Depository Services (India) Limited ("CDSL") as the Service Provider for the purpose of extending the facility of Remote E-voting to the Members of the Company and for voting electronically at the meeting.

Head Office: #2382, Sector-16, Faridabad (NCR)-121002, India | +91 9953008338| 0129-4043338  
Branch Office: #1515, LGF, DLF City IV, Opposite Galleria Market, Gurugram-122009, India | +91 9811087881

corporatelegal@cspcjain.com  
www.cspcjain.com



- ii. Beetal Financial & Computer Services Private Limited is the Registrar and Transfer Agent ('RTA') of the Company.
- iii. The Service Provider had provided a system for recording the votes of the Members electronically through remote e-voting as well as at the meeting on all the items of the business sought to be transacted in the 29<sup>th</sup> AGM of the Company, which was held on Saturday, 10<sup>th</sup> September, 2022.
- iv. The Service Provider had set up electronic voting facility on their website <https://www.evotingindia.com/login>. The Company had uploaded all the items of the business to be transacted at the AGM on the website of the Company and also its Service Provider and also on the websites of Stock Exchange viz. BSE Limited to facilitate their Members to cast their vote through Remote e-voting.
- v. The Management of the Company is responsible for ensuring compliance with the requirements of the Act and Rules thereunder and SEBI Listing Regulations.
- vi. Our responsibility as the Scrutinizer of the voting process (through e-voting), was restricted to scrutinize and e-voting process, in a fair and transparent manner and to prepare a Scrutinizer's Report of the votes cast in favour and against the resolution in respect of business items stated in the Notice, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited ("CDSL"), the service provider.
- vii. As provided in the **MCA & SEBI CIRCULARS**, the Company had advertised in the newspapers, asking member who have not registered their email IDs with the Company or Beetal Financial & Computer Services Private Limited is the Registrar and Transfer Agent or with the respective Depository Participant(s) viz. Central Depository Services (India) Limited ("CDSL") to do so and to the extent, details were provided by the shareholders were considered for sending the Notice of the AGM and Annual Report 2021-22.
- viii. The service provider had sent the Notice of the AGM along with Annual Report 2021-22 and e-voting details by email to the Members, whose email IDs were made available by the Depositories or were registered with the Company/ Beetal Financial & Computer Services Private Limited Share Transfer Agent. For those Members who's email IDs were not available/registered, the Notice of the AGM along with Annual Report 2021-22 could not be sent. The Notice sent through email contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and as provided in the **MCA & SEBI CIRCULARS**.
- ix. The Company completed the dispatch of Notice of AGM and Annual Report 2021-22 by email to the Members on 10<sup>th</sup> August, 2022.



- x. The cut-off date for the purposes of identifying the Members who will be entitled to vote on the resolutions placed for approval of the Members was **Saturday, 03<sup>rd</sup> September, 2022.**
- xi. As prescribed in the aforesaid Rules, the Remote e-voting was kept open for three days from Wednesday, 07<sup>th</sup> September, 2022 at 9:00 a.m. to Friday, 09<sup>th</sup> September, 2022 at 5:00 p.m.
- xii. As prescribed in clause IV of the Circular dated 5<sup>th</sup> May, 2020 issued by MCA, which is forming part of the MCA & SEBI CIRCULARS, the Company has released an advertisement prior to sending Notice of AGM to the Members which was published in English in 'Financial Express' and in Hindi in 'Jansatta' having wide circulation.
- xiii. The votes for remote e-Voting as well as e-voting at 29<sup>th</sup> Annual General Meeting were unlocked on Saturday, 10<sup>th</sup> September, 2022 after the conclusion of AGM in the presence of two witnesses; Mr. Kunal Gupta and Ms. Arti Singh who are not in the employment of the company.
- xiv. Thereafter, we as scrutinizer duly compiled details of the Remote E-Voting carried out by the Members and the electronic voting done at the AGM, the details of which are as follows:

<b>Name of the Company</b>	SPS International Limited
<b>Date of the AGM</b>	10 <sup>th</sup> September, 2022
<b>Total number of shareholders on Record date</b>	2509
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	NIL
• Promoters and Promoter Group:	NIL
• Public:	NIL
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	24
<b>Promoters and Promoter Group:</b>	6
<b>Public:</b>	18



<b>Resolution No.</b>	1		
Resolution required: (Ordinary/Special)	<b>ORDINARY RESOLUTION-</b> To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2022, together with the reports of the Board of Directors & Auditor's thereon.		
Whether promoter/promoter group are interested in the agenda/resolution?	NO		
<b>Category</b>	<b>Mode of Voting</b>	<b>No. Of Shares held</b>	<b>No. of E-votes casted</b>
Promoter and Promoter Group	E-voting	2097886	2097886
	Poll	-	-
	Postal Ballot(if applicable)	-	-
Public- Institutions	E-voting	-	-
	Poll	-	-
	Postal Ballot(if applicable)	-	-
Public - Non Institutions	E-voting	128385	128385
	Poll	-	-
	Postal Ballot(if applicable)	-	-
	<b>Total</b>	2226271	2226271

<b>Resolution No.</b>	2		
Resolution required: (Ordinary/Special)	<b>ORDINARY RESOLUTION-</b> To Appoint M/s. Jain Jain and Associates (FRN:009094N), Chartered Accountants as Statutory Auditors in a casual vacancy raised due to resignation of existing Statutory Auditors M/s. DSRV & Co. LLP, Chartered Accountants (FRN: 006993N) and fix their remuneration.		
Whether promoter/promoter group are interested in the agenda/resolution?	NO		
<b>Category</b>	<b>Mode of Voting</b>	<b>No. Of Shares held</b>	<b>No. of E-votes casted</b>
Promoter and Promoter Group	E-voting	2097886	2097886
	Poll	-	-
	Postal Ballot(if applicable)	-	-
Public- Institutions	E-voting	-	-
	Poll	-	-
	Postal Ballot(if applicable)	-	-



Public- Non Institutions	E-voting	128385	128385
	Poll	-	-
	Postal Ballot(if applicable)	-	-
	<b>Total</b>	<b>2226271</b>	<b>2226271</b>

<b>Resolution No.</b>	3		
Resolution required: (Ordinary/Special)	<b>ORDINARY RESOLUTION– To appoint a Director in place of Mr. Rohit Jain (DIN: 00442319) who retires by rotation and being eligible, offer himself for re-appointment</b>		
Whether promoter/promoter group are interested in the agenda/resolution?	<b>NO</b>		
<b>Category</b>	<b>Mode of Voting</b>	<b>No. Of Shares held</b>	<b>No. of E-votes casted</b>
Promoter and Promoter Group	E-voting	2097886	2097886
	Poll	-	-
	Postal Ballot(if applicable)	-	-
Public- Institutions	E-voting	-	-
	Poll	-	-
	Postal Ballot(if applicable)	-	-
Public- Non Institutions	E-voting	128385	128385
	Poll	-	-
	Postal Ballot(if applicable)	-	-
	<b>Total</b>	<b>2226271</b>	<b>2226271</b>



<b>Resolution No.</b>	4		
Resolution required: (Ordinary/Special)	<b>SPECIAL RESOLUTION–</b> To consider and approve the appointment of Mr. Rahul Jain (DIN :00442109) as an “Executive Chairman cum Managing Director”.		
Whether promoter/promoter group are interested in the agenda/resolution?	NO		
<b>Category</b>	<b>Mode of Voting</b>	<b>No. Of Shares held</b>	<b>No. of E-votes casted</b>
Promoter and Promoter Group	E-voting	2097886	2097886
	Poll	-	-
	Postal Ballot(if applicable)	-	-
Public- Institutions	E-voting	-	-
	Poll	-	-
	Postal Ballot(if applicable)	-	-
Public- Non Institutions	E-voting	128385	128385
	Poll	-	-
	Postal Ballot(if applicable)	-	-
	<b>Total</b>	2226271	2226271

<b>Resolution No.</b>	5		
Resolution required: (Ordinary/Special)	<b>ORDINARY RESOLUTION</b> To consider and approve the appointment of Mr. Rohit Jain (DIN: 00442319) as a Non- Executive Director (Non-Independent):		
Whether promoter/promoter group are interested in the agenda/resolution?	NO		
<b>Category</b>	<b>Mode of Voting</b>	<b>No. Of Shares held</b>	<b>No. of E-votes casted</b>
Promoter and Promoter Group	E-voting	2097886	2097886
	Poll	-	-
	Postal Ballot(if applicable)	-	-
Public- Institutions	E-voting	-	-
	Poll	-	-
	Postal Ballot(if applicable)	-	-



Public- Non Institutions	E-voting	128385	128385
	Poll	-	-
	Postal Ballot(if applicable)	-	-
<b>Total</b>		<b>2226271</b>	<b>2226271</b>

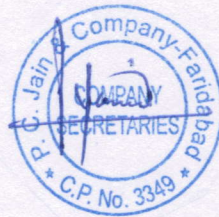
<b>Resolution No.</b>	6		
Resolution required: (Ordinary/Special)	<b>SPECIAL RESOLUTION-- To consider and approve the appointment of Mr. Amit kumar Jain (DIN: 09586092) as an Independent Director (Non-Executive) of the company</b>		
Whether promoter/promoter group are interested in the agenda/resolution?	NO		
<b>Category</b>	<b>Mode of Voting</b>	<b>No. Of Shares held</b>	<b>No. of E-votes casted</b>
Promoter and Promoter Group	E-voting	2097886	2097886
	Poll	-	-
	Postal Ballot(if applicable)	-	-
Public- Institutions	E-voting	-	-
	Poll	-	-
	Postal Ballot(if applicable)	-	-
Public- Non Institutions	E-voting	128385	128385
	Poll	-	-
	Postal Ballot(if applicable)	-	-
<b>Total</b>		<b>2226271</b>	<b>2226271</b>

<b>Resolution No.</b>	7		
Resolution required: (Ordinary/Special)	<b>SPECIAL RESOLUTION-- To consider and approve the appointment of Mrs. Kiran Arora (DIN: 00335638) as an Independent Women Director (Non- Executive)</b>		
Whether promoter/promoter group are interested in the agenda/resolution?	NO		
<b>Category</b>	<b>Mode of Voting</b>	<b>No. Of Shares held</b>	<b>No. of E-votes casted</b>
Promoter and Promoter Group	E-voting	2097886	2097886
	Poll	-	-
	Postal Ballot(if applicable)	-	-



	applicable)		
Public- Institutions	E-voting	-	-
	Poll	-	-
	Postal Ballot(if applicable)	-	-
Public- Non Institutions	E-voting	128385	128385
	Poll	-	-
	Postal Ballot(if applicable)	-	-
<b>Total</b>		2226271	2226271

<b>Resolution No.</b>	8		
Resolution required: (Ordinary/Special)	<b>ORDINARY RESOLUTION– To Consider And Approve The Material Related Party Transaction</b>		
Whether promoter/promoter group are interested in the agenda/resolution?	<b>YES</b>		
<b>Category</b>	<b>Mode of Voting</b>	<b>No. Of Shares held</b>	<b>No. of E-votes casted</b>
Promoter and Promoter Group	E-voting	-	-
	Poll	-	-
	Postal Ballot(if applicable)	-	-
Public- Institutions	E-voting	-	-
	Poll	-	-
	Postal Ballot(if applicable)	-	-
Public- Non Institutions	E-voting	128385	128385
	Poll	-	-
	Postal Ballot(if applicable)	-	-
<b>Total</b>		128385	128385



**CONSOLIDATED RESULTS**

**1) Item No. 1 of the Notice (As an Ordinary Resolution)**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2022, the Reports of the Board of Directors and Auditors thereon:-

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%) Votes
	Number of Shareholder	Votes	Number of Shareholder	Votes	Number of Shareholder	Votes	
Assent	28	2150325	06	75737	34	2226062	99.99
Dissent	10	209	00	00	10	209	0.01
Total	38	2150534	06	75737	44	2226271	100.00

**2) Item No. 2 of the Notice (As an Ordinary Resolution)**

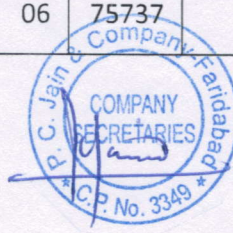
To Appoint M/s. Jain Jain and Associates (FRN:009094N), Chartered Accountants as Statutory Auditors in a casual vacancy raised due to resignation of existing Statutory Auditors M/s. DSRV & Co. LLP, Chartered Accountants (FRN: 006993N) and fix their remuneration.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%) Votes
	Number of Shareholder	Votes	Number of Shareholder	Votes	Number of Shareholder	Votes	
Assent	28	2150325	06	75737	34	2226062	99.99
Dissent	10	209	00	00	10	209	0.01
Total	38	2150534	06	75737	44	2226271	100.00

**3) Item No. 3 of the Notice (As an Ordinary Resolution)**

To appoint a Director in place of Mr. Rohit Jain (DIN: 00442319) who retires by rotation and being eligible, offer himself for re-appointment.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%) Votes
	Number of Shareholder	Votes	Number of Shareholder	Votes	Number of Shareholder	Votes	
Assent	28	2150325	06	75737	34	2226062	99.99
Dissent	10	209	00	00	10	209	0.01
Total	38	2150534	06	75737	44	2226271	100.00



4) Item No. 4 of the Notice (As a Special Resolution)

To consider and approve the appointment of Mr. Rahul Jain (DIN: 00442109) as an "Executive Chairman cum Managing Director".

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%) Votes
	Number of Shareholder	Votes	Number of Shareholder	Votes	Number of Shareholder	Votes	
Assent	28	2150325	06	75737	34	2226062	99.99
Dissent	10	209	00	00	10	209	0.01
<b>Total</b>	<b>38</b>	<b>2150534</b>	<b>06</b>	<b>75737</b>	<b>44</b>	<b>2226271</b>	<b>100.00</b>

5) Item No. 5 of the Notice (As an Ordinary Resolution)

To consider and approve the appointment of Mr. Rohit Jain (DIN: 00442319) as a Non-Executive Director (Non-Independent):

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%) Votes
	Number of Shareholder	Votes	Number of Shareholder	Votes	Number of Shareholder	Votes	
Assent	28	2150325	06	75737	34	2226062	99.99
Dissent	10	209	00	00	10	209	0.01
<b>Total</b>	<b>38</b>	<b>2150534</b>	<b>06</b>	<b>75737</b>	<b>44</b>	<b>2226271</b>	<b>100.00</b>

6) Item No. 6 of the Notice (As a Special Resolution)

To consider and approve the appointment of Mr. Amit Kumar Jain (DIN: 09586092) as an Independent Director (Non-Executive) of the Company:

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%) Votes
	Number of Shareholder	Votes	Number of Shareholder	Votes	Number of Shareholder	Votes	
Assent	28	2150325	06	75737	34	2226062	99.99
Dissent	10	209	00	00	10	209	0.01
<b>Total</b>	<b>38</b>	<b>2150534</b>	<b>06</b>	<b>75737</b>	<b>44</b>	<b>2226271</b>	<b>100.00</b>



7) Item No. 7 of the Notice (As a Special Resolution)

To consider and approve the appointment of Mrs. Kiran Arora (DIN: 00335638) as an Independent Women Director (Non-Executive) of the Company:

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%) Votes
	Number of Shareholder	Votes	Number of Shareholder	Votes	Number of Shareholder	Votes	
Assent	28	2150325	06	75737	34	2226062	99.99
Dissent	10	209	00	00	10	209	0.01
<b>Total</b>	<b>38</b>	<b>2150534</b>	<b>06</b>	<b>75737</b>	<b>44</b>	<b>2226271</b>	<b>100.00</b>

8) Item No. 8 of the Notice (As an Ordinary Resolution)

To Consider and approve the Material Related Party Transaction

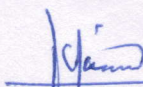
Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%) Votes
	Number of Shareholder	Votes	Number of Shareholder	Votes	Number of Shareholder	Votes	
Assent	21	52439	06	75737	27	128176	99.84
Dissent	10	209	00	00	10	209	0.16
<b>Total</b>	<b>31</b>	<b>52648</b>	<b>06</b>	<b>75737</b>	<b>37</b>	<b>128385</b>	<b>100.00</b>



Based on the aforesaid result we report that the Ordinary Resolutions/ Special Resolutions as set out in the Notice of the 29<sup>th</sup> AGM held on 10<sup>th</sup> September, 2022 have been passed with the requisite majority.

Thanking you,

Yours Sincerely,  
For P C JAIN & Co.  
(FRN: P2016HR051300)  
Company Secretaries

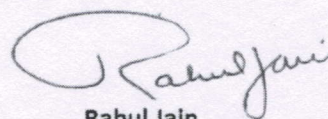
  
(P C Jain)

Managing Partner

CP No. 3349  
M.No. F-4103



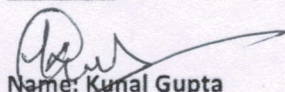
Countersigned By:



Rahul Jain  
(DIN: 00442109)

Chairman and Managing Director  
SPS International Limited

Witness 1



Name: Kunal Gupta

Address:

House No-77, Adarsh Nagar  
Ballabgarh-121004, Haryana

Witness 2



Name: Arti Singh

Address:

House No. 289  
Sector-52,  
Faridabad -121005

Place: Faridabad

Date: 12-09-2022

UDIN: F004103D000958078