



SPS INTERNATIONAL LIMITED

CIN: L74140HR1993PLC031900

Registered Office: Plot No. F 6-7, FIT, Sector 57, Faridabad, Haryana - 121004, India

Email: info@spsintl.co.in; Website: www.spsintl.co.in;

Phones: 9810018920

Date: 25th June, 2022

To,
BSE Limited,
Listing Department
1st Floor, New Trading Ring,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Scrip Code: 530177 ISIN: INE758B01013

Sub: Intimation regarding Board approval seeking reclassification by “Public Shareholder” category to persons belonging to “Promoters and promoter group” category of SPS International Limited under Regulation 31A(5) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations, 2015”).

Dear Sir/Madam,

The Board of Directors of the Company in its meeting held on 24th June, 2022 considered and accepted request dated 24th June, 2022 as received from Mr. Rahul Jain, Mrs. Madhuri Jain, Mr. Nikhil Jain, Mr. Namit Jain, Mr. Rohit Jain and Mrs. Anshumala Jain (“ **New Promoters**” / “**Acquirers**”) of the Company seeking re-classification from the ‘**Public**’ category to ‘**Promoters and Promoter Group**’ category in pursuance to Regulation 31A(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to the SPA, the public announcement made for an open offer under Regulations 3(1) and 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“**SAST Regulations**”) clearly specify in para 3.2.12 that- “**Pursuant to the open offer acquirers will be classified into promoter and promoter group of the target company and all the seller will be classified into Public Category in pursuance to SEBI (LODR) Regulation, 2015.**”

In terms of sub-regulation (5) of Regulation 31A of the SEBI (LODR) Regulation, 2015, the open offer has been made in accordance with the provisions of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers), Regulations, 2011 and the fact regarding reclassification has been mentioned at Para No. 3.2.12 of open offer document.

Please find attached herewith the request letter dated 24th June, 2022 as received from the above-mentioned Public shareholders (**“New Promoters” / “Acquirers”**) for seeking re-classification from **“Public”** category to **“Promoter and Promoter Group”** category under Regulation 31A(5) of SEBI (LODR), Regulations, 2015.

In view of above, It may kindly be noted that on request of the abovementioned **“New Promoters” / “Acquirers”**, the Board of Directors has accepted and approved their request for re-classification from **“Public”** category to **“Promoter and Promoter Group”** category under Regulation 31A(5) of SEBI (LODR), Regulation, 2015.

This is for your information and records.

For SPS International Limited

SAURAB Digitally signed by
SAURABH GUPTA
H GUPTA Date: 2022.06.25
15:23:43 +05'30'

Saurabh Gupta
Company Secretary and Compliance Officer
M No. A36879

Encl: As stated

RAHUL JAIN

H.No. 798, Sector-15, Escorts Nagar, Faridabad, Haryana 121007

PHONE: (91) 9810162797 | EMAIL: rahul@vkpublications.com

Date: 24th June, 2022

To,
The Board of Directors
SPS International Limited
F-6 & 7, FIT, Sector-57
Faridabad-121004

Scrip Code: 530177

Subject: Request Letter seeking reclassification of Public Shareholder as persons belonging to Promoter & promoter group of SPS International Limited ("the Company") under Regulation 31A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations, 2015").

Dear Sir/Madam,

With reference to the captioned subject, it may please be noted that, on February 18, 2022, Shri Ankur Jain, Shri Madhur Jain, Smt. Sarla Jain, Smt. Shikha Jain, Shri. Surendra Kumar Jain, SK Jain HUF, SPS Infratech private Limited ("**Outgoing Promoters**"/"**Sellers**") of the Company entered into a Share Purchase Agreement ('SPA') with Mr. Rahul Jain, Mrs. Madhuri Jain, Mr. Nikhil Jain, Mr. Namit Jain, Mr. Rohit Jain and Mrs. Anshumala Jain ("**New Promoters**" / "**Acquirers**") pursuant to which we agreed to acquire 14,16,078 equity shares representing 43.90% of paid-up capital of the company and control over the affairs of the Company:-

Pursuant to the SPA, we made a public announcement for an open offer under Regulations 3(1) and 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("**SAST Regulations**").

Further, the Outgoing promoters have transferred the 14,16,078 equity shares held by them in the Company to us pursuant to the terms of the SPA. As on date, Outgoing Promoters do not hold any equity shares in the Company either directly or indirectly and have no control over the affairs of the Company in any way. They are not engaged in the management or day to day affairs of the Company and also do not have any right either to appoint any Director of the Company or an ability to control the management or

policy decisions of the Company in any manner whatsoever including by virtue of our shareholding.

Also, the fact regarding reclassification has been mentioned in the Letter of Offer sent to the shareholders of the Company pursuant to the Open Offer at Para No. 3.2.12. The relevant clause can be read as- ***“Pursuant to the open offer acquirers will be classified into promoter and promoter group of the target company and all the seller will be classified into Public Category in pursuance to SEBI (LODR) Regulation, 2015.”***

Thus, in light of foregoing, we request you to consider our request for reclassification from ‘Public’ category to ‘Promoters and Promoter Group’ category and accord your approval thereof.

Thanking You
Yours Truly

For & On behalf of New promoters


Rahul Jain