



SPS International Ltd.

(Where delivering quality is way of life)

CIN No. : L74140HR1993PLC031900

Plot No. F 6 & 7, 1st Floor, FIT
Sector-57, Faridabad - 121004 (Haryana)
Website : Website : www.spsintl.co.in

Designers, Printers & Suppliers for OMR/ICR forms
MCQ Answer Sheets, Examination Answer Booklets,
scanning of OMR Sheets and processing of result.

Date: February 18, 2022

To
Secretary
Listing Department
BSE Limited
Department of Corporate Services
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001

Scrip Code: 530177

Sub: Outcome of the Meeting of Board of Directors of SPS International Limited (“the Company”) in accordance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

Dear Sir/Madam

With reference to the above captioned subject and in terms of the provisions of Regulation 30 of Listing Regulations, we wish to inform your good office that the Board of Directors of the Company, at their meeting held today i.e., Friday, February 18, 2022 at F-6 & 7, FIT, Sector-57, Faridabad-121004 at 4.00 pm. have, *inter alia* transacted the following businesses:

- I. Considered and Approved the Issue and allotment of upto 10,12,000 Equity Shares of face value of Rs. 10/- each to persons belonging to Non-Promoter Category, on preferential basis, at such issue price as may be determined by the Board/the Committee in accordance with provisions of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended and applicable provisions of Companies Act, 2013 and rules made thereunder for cash, subject to shareholders’ approval. The names of the proposed allottees are mentioned below:

S. No.	Name of the Proposed Allottees	Category
1.	VK Global Digital Private Limited	Currently: Non-Promoter Post Open Offer: Promoter & Promoter Group
2.	VK Global Publication Private Limited	Currently: Non-Promoter Post Open Offer: Promoter & Promoter Group
3.	Ms. Mughda Jain	Currently: Non-Promoter Post Open Offer: Promoter & Promoter Group

Details as required under Regulation 30 of the Listing Regulations read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 with respect to the Preferential Allotment is enclosed as **Annexure A**.





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- II. Further, the Board has also taken note of the Share Purchase Agreement (“SPA”) entered into by 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”) who agreed to sell 14,16,078 Equity Shares representing 43.90% of the present paid up equity share capital of the Company to 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”). Pursuant to the SPA and the preferential allotment approved by the Board today, the Acquirers have triggered the obligation to make 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.
- III. Formulation of a Preferential Issue Committee to finalise/ approve all the relevant documents, as may be deemed necessary.
- IV. Approved the draft of Postal Ballot notice for shareholders’ approval and authorized the Board of Directors/ the Committee of the Company to finalize the same, upon determination of the Issue Price as per the provisions of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

The meeting of the Board of Directors commenced at 4.00 P.M. and concluded at 4.45 P.M.

You are requested to kindly take the same on your records.

Thanking you,

Yours faithfully,
For SPS International Limited


Surendra Kumar Jain
Managing Director
DIN: 00088064



Encl: As above



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Annexure – A

**Details on Preferential Allotment in terms of SEBI Circular No. CIR/CFD/CMD/4/2015 dated
September 9, 2015**

S. No.	Particulars	Disclosures
1.	Type of securities proposed to be issued	Equity Shares
2.	Type of issuance	Preferential Allotment
3.	Total number of securities proposed to be issued or total amount for which the securities will be issued	Upto 10,12,000 Equity Shares of face value of Rs. 10/- each to persons belonging to Non-Promoter Category at such issue price as may be determined by the Board in accordance with the provisions of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.
4.	Name and number of the Investor(s)	1) VK Global Digital Private Limited 2) VK Global Publication Private Limited 3) Ms. Mughda Jain
5.	Issue price	At such issue price as may be determined by the Board in accordance with the provisions of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.
6.	Tenure/ Conversion	Not Applicable
7.	Nature of Consideration	Cash

Yours faithfully,
For SPS International Limited


Surendra Kumar Jain
Managing Director
DIN: 00088064



Date: February 18, 2022
Place: Faridabad