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A-112, 1st Floor, DDA Sheds,  
Okhla Industrial Area, Phase-II, New Delhi-110020  
Tel. : (91-11) 4719 0190 Telefax : (91-11) 4719 0150  
Website : www.spsintl.co.in

**SPS International Ltd.**

*(Where delivering quality is way of life)*

CIN No. L74140HR1993PLC031900



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

27<sup>th</sup> July, 2018

To,  
**BSE Limited**  
Department of Corporate Services  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai-400 001  
(Scrip Code: 530177)

**Sub: Submission of Voting Results & Scrutinizer Report of 25<sup>th</sup> Annual General Meeting of SPS International Limited held on July 25, 2018**

Dear Sir,

Pursuant to applicable provisions of Companies Act 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the 25<sup>th</sup> AGM of SPS International Limited ("**the Company**") was held on Wednesday, July 25, 2018 at 11:00 A.M. at 93-B DLF Industrial Estate Phase-I, Faridabad-121003.

All the proposed resolutions as set out in the AGM Notice were passed with the requisite majority. In this regard, we enclose herewith:

- i. Details regarding the Voting Results as required under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- ii. Scrutinizer Report on remote e-voting and poll conducted at the AGM pursuant to sec 108 of the Companies Act, 2013 read with rules made thereunder.

You are requested to kindly take the same into your records and oblige.

Thanking you.

For SPS International Limited

  
Komal Jain  
(Company Secretary)

Address: 93-B DLF Industrial Estate, Phase-I,  
Faridabad, Haryana-121003

Encl: as above

REGD. OFFICE & WORKS : 93-B, DLF INDUSTRIAL ESTATE PHASE-I, FARIDABAD - 121003 (HARYANA)



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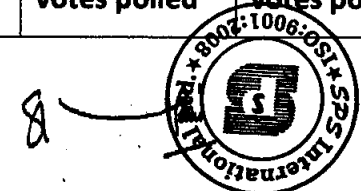
**Voting Results**

**(Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

<b>Name of the Company</b>	SPS International Limited
<b>Date and Time of the AGM</b>	25 <sup>th</sup> July, 2018, 11:00 A.M.
<b>Total number of shareholders on record date (Cut-off date - 18<sup>th</sup> July, 2018)</b>	2439
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
Promoters and Promoter Group:	6
Public:	30
<b>No. of shareholders attended the meeting through Video Conferencing:</b>	
Promoters and Promoter Group:	0
Public:	0

1. Approval and Adoption of Audited Financial Statements as on 31<sup>st</sup> March, 2018 along with reports of the Board of Directors and Auditors thereon:

Resolution Required: (Ordinary/Special)				Ordinary Resolution				
Whether promoter/ promoter group/ are interested in the agenda/ resolution:				No				
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



REGD. OFFICE & WORKS : 93-B, DLF INDUSTRIAL ESTATE PHASE-I, FARIDABAD - 121003 (HARYANA)



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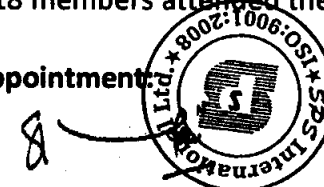
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		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1394274	1392674	99.89	1392674	0	100	0
	Poll		1600	0.11	1600	0	100	0
	Sub-Total	1394274	1394274	100	1394274	0	100	0
Public- Institutions	E-Voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Sub-Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	1831626	3910	0.21	3910	0	100	0
	Poll		6622	0.36	6622	0	100	0
	Sub-Total		10532	0.57	10532	0	100	0
<b>TOTAL</b>		<b>3225900</b>	<b>1404806</b>	<b>43.54</b>	<b>1404806</b>	<b>0</b>	<b>100</b>	<b>0</b>

\*There are NIL invalid and abstained votes.

**Note:** The total Members present at the meeting were 36, out of which 18 members casted their votes by poll and 18 members attended the meeting but have not casted their votes, as have already casted their votes by electronic means.

2. Appointment Ms. Shikha Jain (DIN: 03457584) who retires by rotation and being eligible, offers himself for re-appointment.



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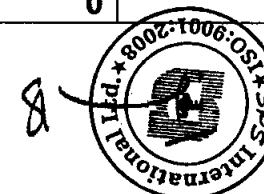


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Resolution Required: (Ordinary/Special)				Ordinary Resolution				
Whether promoter/ promoter group/ are interested in the agenda/ resolution:				No				
Category	Mode of voting	No. of shares held	No. of votes polled*	% of votes polled on outstanding 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	1394274	1392674	99.86	1392674	0	100	0
	Poll		0	0	0	0	0	0
	<b>Sub- Total</b>	<b>1394274</b>	<b>1392674</b>	<b>99.86</b>	<b>1392674</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	<b>Sub- Total</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	E-Voting	1831626	3910	0.21	3910	0	100	0
	Poll		6622	0.36	6622	0	100	0
	<b>Sub- Total</b>	<b>1831626</b>	<b>10532</b>	<b>0.57</b>	<b>10532</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>TOTAL</b>		<b>3225900</b>	<b>1403206</b>	<b>43.49</b>	<b>1403206</b>	<b>0</b>	<b>100</b>	<b>0</b>

\*There are NIL invalid and abstained votes.



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Scanning of OMR Sheets and processing of result.

**Note:** The total Members present at the meeting were 36, out of which 17 members casted their votes by poll, (Ms. Shikha Jain being the Interested member have not casted vote) and 18 members attended the meeting but have not casted their votes, as have already casted their votes by electronic means.

**CONCLUSION:** All the **ORDINARY RESOLUTIONS** as per the Notice convening the Annual General Meeting have been **CARRIED WITH REQUISITE MAJORITY**.

For SPS International Limited

**Surendra Kumar Jain**  
**(Managing Director)**

DIN: 00088064

Address: 93-B DLF Industrial Estate, Phase-I,  
Faridabad, Haryana-121003



**Date:** 27<sup>th</sup> July, 2018

**Place:** Haryana

**REGD. OFFICE & WORKS : 93-B, DLF INDUSTRIAL ESTATE PHASE-I, FARIDABAD - 121003 (HARYANA)**



**GROVER AHUJA & ASSOCIATES**  
Company Secretaries

Form MGT-13

Consolidated Scrutinizer's Report

[Pursuant to Section 108 & 109 of the Companies Act 2013 and Rule 20 & Rule 21 of the Companies (Management and Administration) Rules, 2014]

To

The Chairman

SPS International Limited

93-B DLF Industrial Estate, Phase-I

Faridabad, Haryana- 121003

Subject: Report on the resolution(s) passed through poll conducted at 25<sup>th</sup> Annual General Meeting ("AGM") and remote E-Voting of SPS International Limited held on 25<sup>th</sup> July, 2018 at 11:00 A.M at the registered office of the Company.

Dear Sir,

I, **Jayanti Sharma**, Practicing Company Secretary on behalf of **M/s Grover Ahuja and Associates**, has been appointed as the Scrutinizer by the Board of Directors of **SPS International Limited** vide resolution dated 30<sup>th</sup> June, 2018 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the e-Voting process held between 22<sup>nd</sup> July, 2018, commenced from 9:00 A.M. to 24<sup>th</sup> July, 2018 till 5:00 P.M. and to act as the scrutinizer for the ballot conducted at the meeting.

The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of (i) the Companies Act, 2013 and the Rules made there under and (ii) the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to voting including voting by electronic means and (iii) Secretarial Standard-2 issued by ICSI.

My responsibility as a Scrutinizer is restricted to making a Scrutinizer's report of the votes cast by the members for the resolutions contained in the Notice dated 30th June, 2018, based on the reports generated from the e-Voting system provided by Central Depository Services Limited (CDSL), the authorized agency engaged by the Company to provide e-Voting facilities and scrutiny of the ballot process held at the AGM of the Company.

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Ph: 011- 41633301, 011-46772201-07

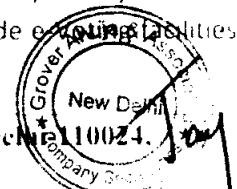
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Opp. Old Customs House, Mumbai- 400001

Web Site: [www.groverahuja.com](http://www.groverahuja.com);

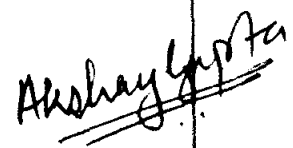
Email: [info@groverahuja.in](mailto:info@groverahuja.in)



E-Voting facility was offered to only those members whose name was in the register of members on the cut-off date (i.e. 18<sup>th</sup> July, 2018) as mentioned in the Notice and Publication in the newspaper.

The e-votes casted were unblocked on Wednesday, 25<sup>th</sup> July, 2018 in the presence of 2 witnesses, (Chiranjivi Ramuka) and (Akshay Gupta), who were not in the employment of the Company. They have signed below in confirmation of the e-votes being unblocked in their presence.

Signature:   
Name: Chiranjivi Ramuka

Signature:   
Name: Akshay Gupta

On the basis of the data downloaded from official website of CDSL for the purpose of e-Voting and the votes counted in the ballot process conducted at the AGM, I submit herewith the combined report on e-Voting together with that of the Ballot as under:

#### Item No. 1: Ordinary Resolution

Approval and Adoption of Audited Financial Statements as on 31<sup>st</sup> March, 2018 along with reports of the Board of Directors and Auditors thereon:

i. Voted in favour of the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
40*	1404806	100

ii. Voted against the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
0	0	0

iii. Invalid votes:

Number of members voted	Number of votes casted by them
0	0

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Email: [info@groverahuja.in](mailto:info@groverahuja.in)



**\*Note: Out of the 40 members who have casted their vote, 22 members casted their votes by electronic means and 18 members have casted their votes through poll.**

**Item No. 2: Ordinary Resolution**

Appointment of Ms. Shikha Jain (DIN: 03457584) who retires by rotation and being eligible offers herself for re-appointment:

i. Voted in favour of the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
39*	1403206	100

ii. Voted against the resolution:

Number of members voted	Number of votes casted by them	% of total number of valid votes cast
0	0	0

iii. Invalid votes:

Number of members voted	Number of votes casted by them
0	0

**\*Note: Out of the 39 members who have casted their vote, 22 members casted their votes by electronic means and 17 members have casted their votes through poll.**

All the Resolutions stand passed under e-Voting and Ballot with the requisite majority.

The combined result of the votes (electronic and physical) is annexed as **Annexure-1** with this report.

I further report that the Chairman or any other person as authorized may declare and confirm the above results of e-Voting as well as Ballot Process. The results of the e-Voting and voting at AGM shall be communicated to the stock exchange by the Company where its shares are presently listed.

I further report that Rule No. 20 and 21 of the Companies (Management and Administration) Rules, 2014, have been duly complied with. The polling papers and other relevant documents

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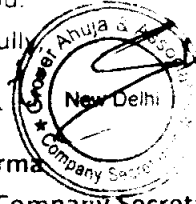


relating to e-Voting and Ballot will be handed over to the Chairman for safe keeping after the Chairman approves and signs the minutes of the meeting.

I pay my sincere thanks to the management of the Company for giving me the opportunity to act the scrutinizer for the purpose of e-Voting and Ballot Process.

Thanking You.

Yours faithfully

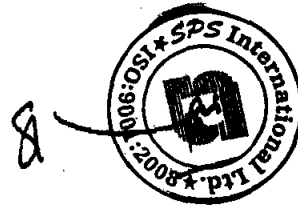
**Jayanti Sharma**  
(Practicing Company Secretary)

COP No: 12794

Membership No: 22180

Date: 26<sup>th</sup> July, 2018

Place: New Delhi



**Head Off: D-176, Lower Ground Floor, Defence Colony, New Delhi-110024,**

**Ph: 011- 41633301, 011-46772201-07**

**Branch Off: 119, First Floor, Deepshikha Building, Rajendra Place, Delhi-110008**

**Mumbai Office: 63, Rajgir Chambers, 7th Floor, Shaheed Bhagat Singh Marg, Opp. Old  
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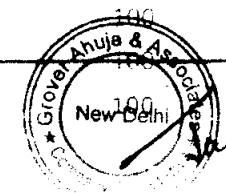
**Email: [info@groverahuja.in](mailto:info@groverahuja.in)**

**Combined Results of the Votes casted through remote e-Voting and Ballot papers:**

Name of the Company	SPS International Limited
Date and Time of the AGM	25 <sup>th</sup> July, 2018, 11:00 A.M.
Total number of shareholders on record date (Cut-off date - 18 <sup>th</sup> July, 2018)	2439
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	6
Public:	30
No. of shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	0
Public:	0

1. Approval and Adoption of Audited Financial Statements as on 31<sup>st</sup> March, 2018 along with reports of the Board of Directors and Auditors thereon:

Resolution Required: (Ordinary/Special)		Ordinary Resolution						
Whether promoter/ promoter group/ are interested in the agenda/ resolution:		No						
Category	Mode of voting	No. of shares held (1)	No. of votes polled* (2)	% of votes polled on outstanding shares (3)= [(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	e-voting	1394274	1394274	99.89	1394274	0	100	0
	Ballot		1000	0.11	1000	0	100	0
	Sub Total	1394274	1394274	100	1394274	0	100	0

**Grover Ahuja & Associates**

Company Secretaries

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Public- Institutions	E-Voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	<b>Sub- Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	E-Voting		3910	0.21	3910	0	100	0
	Poll	1831626	6622	0.36	6622	0	100	0
	<b>Sub- Total</b>		<b>10532</b>	<b>0.57</b>	<b>10532</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>TOTAL</b>		<b>3225900</b>	<b>1404806</b>	<b>43.54</b>	<b>1404806</b>	<b>0</b>	<b>100</b>	<b>0</b>

\*There are NIL invalid and abstained votes.

**Note:** The total Members present at the meeting were 36, out of which 18 members casted their votes by poll and 18 members attended the meeting but have not casted their votes, as have already casted their votes by electronic means.

2. Appointment Ms. Shikha Jain (DIN: 03457584) who retires by rotation and being eligible, offers himself for re-appointment:

Resolution Required: (Ordinary/Special)

Ordinary Resolution

Whether promoter/ promoter group/ are interested in the agenda/ resolution:

No

Category	Mode 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	1394274	1392674	99.86	1392674	0	100	0
	Poll		0	0	0	0	0	0
	<b>Sub- Total</b>	<b>1394274</b>	<b>1392674</b>	<b>99.86</b>	<b>1392674</b>	<b>0</b>	<b>100</b>	<b>0</b>

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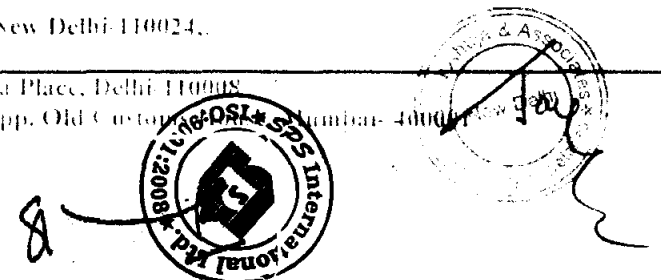
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Company Secretaries


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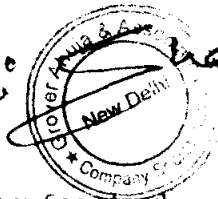
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	<b>Sub- Total</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	E-Voting		3910	0.21	3910	0	100	0
	Poll	1831626	6622	0.36	6622	0	100	0
	<b>Sub- Total</b>		<b>10532</b>	<b>0.57</b>	<b>10532</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>TOTAL</b>		<b>3225900</b>	<b>1403206</b>	<b>43.49</b>	<b>1403206</b>	<b>0</b>	<b>100</b>	<b>0</b>

\* There are NIL invalid and abstained votes.

**Note:** The total Members present at the meeting were 36, out of which 17 members casted their votes by poll, (Ms. Shikha Jain being the Interested member have not casted vote) and 18 members attended the meeting but have not casted their votes, as have already casted their votes by electronic means.

**CONCLUSION:** All the **ORDINARY RESOLUTIONS** as per the Notice convening the Annual General Meeting have been **CARRIED WITH REQUISITE MAJORITY.**

  
 Jayanti Sharma  
 (Practicing Company Secretary)  
 COP No: 12794  
 Membership No: 22180



Date: 26<sup>th</sup> July, 2018

Place: New Delhi

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