



SPS INTERNATIONAL LIMITED

CIN: L74140HR1993PLC031900

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

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

Phones: 0129-7117719

Date: 30-08-2024

**To,
The BSE Limited,
The Listing Department
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400001**

Script Code: 530177

ISIN: INE758B01013

Subject: Notice of the 31st Annual General Meeting (“AGM”)

Dear Sir/Madam,

This is to inform you that the 31st Annual General Meeting of the Company is scheduled to be held on Tuesday 24th September 2024 at 04:00 (IST) PM through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) at the deemed venue, at the Registered Office of the company at 15/1, Ground Floor, Main Mathura Road, Faridabad -121003, Haryana.

In accordance with the relevant circular issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India, the Notice of the 31st AGM of the Company for the Financial Year ended 31st March 2024, being sent to the members of the Company by emails whose email addresses are registered with Company/Depository Participant(s). The Notice is also hosted on the website of the Company i.e. www.spsintl.co.in.

Pursuant to Regulation 30 read with Part-A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Notice of the 31st Annual General Meeting.

Please take note of the above information on record.

**Thanking You,
For SPS International Limited**

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



SPS International Ltd.
CIN: L74140HR1993PLC031900



31st Annual **REPORT**

2023-2024

www.spsintl.co.in

31st Annual Report 2023-2024



COMPANY INFORMATION

Chairman-cum- Managing Director:
Rahul Jain

Non-Executive Director:
Rohit Jain

Independent Directors:
CA Amit Jain
Kiran Arora

Chief Financial Officer:
Ashish Jain

Company Secretary & Compliance Officer:
CS Saurabh Gupta

Statutory Auditors:
M/s. Jain Jain & Associates
Chartered Accountants
(FRN: 009094N)
New Delhi-110026

Secretarial Auditors:
M/s. P.C. Jain & Co
Company Secretaries
(FRN: P2016HR051300)
Faridabad-121002

Registrar and Transfer Agent
Beetal Financial & Computer
Services Private Limited
99, Beetal House, 3rd Floor,
Behind Local Shopping Center
Madangiri, New Delhi-110062

Bankers:
HDFC Bank Limited

Equity Share Listed at:
Bombay Stock Exchange
Scrip Code: 530177
ISIN- INE758B01013

Registered Office
SPS International Limited
CIN: L74140HR1993PLC031900
Plot No. 15/1, Ground Floor.
Main Mathura Road
Faridabad, Haryana-121003
Mail id: info@spsintl.co.in
Website: www.spsintl.co.in

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NOTICE

NOTICE IS HEREBY GIVEN THAT THE 31st ANNUAL GENERAL MEETING OF THE MEMBERS OF SPS INTERNATIONAL LIMITED (CIN: L74140HR1993PLC031900) WILL BE HELD ON TUESDAY 24TH DAY OF SEPTEMBER 2024 AT 04:00 P.M. (IST) THROUGH VIDEO-CONFERENCING (“VC”) OR OTHER AUDIO VISUAL MEANS (“OAVM”), AT THE DEEMED VENUE AT THE REGISTERED OFFICE OF THE COMPANY AT 15/1, GROUND FLOOR, MAIN MATHURA ROAD, FARIDABAD-121003, HARYANA TO TRANSACT THE FOLLOWING BUSINESSES-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2024, and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Rahul Jain (DIN: 00442109), Managing Director who retires by rotation and is eligible, offer himself for re-appointment.

SPECIAL BUSINESS:

3. TO CONSIDER AND APPROVE THE MATERIAL RELATED PARTY TRANSACTION:-

To consider and, if thought fit, to pass with or without modification(s), the following resolution as **ORDINARY RESOLUTION**:

“**RESOLVED THAT** pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the rules framed there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary and in terms of Regulation 2 (1) (zc), 23 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“LODR Regulations”), as amended from time to time and company’s policy on related party transaction and based on the omnibus approval granted by the Audit Committee and the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution), approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into/ continue with the existing Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) falling within the definition of ‘Related Party Transaction’ under Regulation 2(1)(zc) of the Listing Regulations read with the definition of ‘Related Party’ under



Regulation 2(1)(zb) of the Listing Regulations in the course of business with related parties ie, **VK Global Digital Private Limited , VK Global Publications Private Limited and Future Kids Publications Pvt. Ltd for an amount not exceeding to Rs. 2,00,00,000/- (Rs. Two Crore only) each aggregating to Rs. 6,00,00,000/- (Rs. Six Crore Only) during the financial year 2024-25** and notwithstanding that such transactions may exceed the limits as prescribed under the LODR Regulations or such other threshold limits as may be specified by the Act and / or the Listing Regulations from time to time, up to such extent and on such terms and conditions as specified in the table forming part of the Explanatory Statement annexed to this notice and on such terms and conditions as may be agreed between the Company and the concerned related party, provided however, that the said contracts/ arrangements/ agreements/ transactions with the related parties shall be carried out at an arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/ arrangements/ agreements/ transactions, settle all queries, difficulties, doubts that may arise in this regard, as they may in their sole and absolute discretion deem fit or expedient, file requisite forms with regulatory authorities and to do or cause to be done all such acts, deeds, matters and things as may be necessary and appropriate and to delegate all or any of its powers herein conferred to any person(s), to give effect to this resolution.”

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

4. TO CONSIDER AND APPROVE OFFER, ISSUE & ALLOTMENT OF EQUITY SHARES ON A PREFERENTIAL BASIS:-

To consider and, if thought fit, to pass with or without modification(s), the following resolution as **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (**the “Act”**), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**the “SEBI ICDR Regulations”**) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**the “SEBI Listing Regulations”**), as amended from time to time, the listing agreements entered into by the Company with BSE Limited (‘BSE’) (the “Stock Exchange”) on which the Equity Shares of the Company having face value of Rs. 10/- (Rupee Ten Only) each (**“Equity Shares”**) are listed, and



subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs (“MCA”), the Securities and Exchange Board of India (“SEBI”) and/ or any other competent authorities (hereinafter referred to as “Applicable Regulatory Authorities”) from time to time to the extent applicable and the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent and approval of the Members of the Company (“Members”) be and is hereby accorded to the Board to create, issue, offer and allot at an appropriate time, 5,50,000 (Five Lacs Fifty Thousand only) fully paid up Equity shares of the Company having a face value of Rs. 10 /- (Rupees Ten Only) each at a price of Rs. 18.50/- (Eighteen Rupees Fifty Paise Only) per Equity share including a premium of Rs. 8.50/- per Equity Share (‘Preferential Allotment Price’) as per the valuation report obtained from Independent Certified Valuer and which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations (hereinafter referred to as the “Floor Price”) aggregating to not exceeding Rs. 1,01,75,000/- (Rupees One Crore One Lakh Seventy Five Thousand only) to the Proposed Allottees (which are listed below), who belong to the Promoter Group, for consideration in cash, on a preferential issue basis (“Preferential Allotment”) on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws-

S. No.	Name of the proposed allottee	Category	No. Of Equity Shares Of Rs.10/- each FV
1.	VK Global Digital Private Limited (CIN: U22100DL2014PTC266084)	Promoter Group	275000
2.	VK Global Publications Private Limited (CIN: U22100DL2014PTC266084)	Promoter Group	275000
Total: (Five Lacs Fifty Thousand Only)			550000

“RESOLVED FURTHER THAT, in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for determining the price for the Preferential Issue of the Equity Shares is 20th August 2024 i.e., the date 30 days prior to the date of the Annual General Meeting (“Relevant Date”) on which this special resolution is proposed to be passed.

“RESOLVED FURTHER THAT, without prejudice to the generality of the above resolution, the issue of the Equity Shares under the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:



- a) The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchange subject to receipt of necessary regulatory permissions and approvals as the case maybe;
- b) The Equity Shares allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations;
- c) The Equity Shares to be issued and allotted shall be fully paid up and ranking pari-passu with the existing Equity Shares of the Company in all respects from the date of allotment thereof, be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and to the requirements of all applicable laws.
- d) The Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions;
- e) The Equity Shares so offered and issued to the Proposed Allottees, are being issued for consideration in cash;
- f) The Equity Shares so offered, issued and allotted shall not exceed the number of Equity Shares as approved herein above.

Without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.”

“RESOLVED FURTHER THAT, the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.”

“RESOLVED FURTHER THAT, subject to the receipt of such approvals as may be required under applicable law consent of the Members of the Company be and is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4, to the Proposed Allottees in accordance with the provisions of the Act, after passing of this resolution with a stipulation that the



allotment would be made only upon receipt of In-principle approvals from the Stock Exchange i.e. BSE Limited within the timelines prescribed under the applicable laws.”

“RESOLVED FURTHER THAT the monies received by the Company from the Subscriber for application of the Equity Shares pursuant to this private placement shall be kept by the Company in a separate bank account opened by the Company with HDFC Bank Limited and shall be utilized by the Company in accordance with Section 42 of the Companies Act, 2013.”

“RESOLVED FURTHER THAT, the Company hereby takes note of the certificate from the Practicing Company Secretary certifying that the above issue of the Equity Shares is being made in accordance with the ICDR Regulations.”

“RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, any Member of the Board or any committee thereof or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchange as appropriate and utilization of proceeds of the issue, filing of requisite documents with the Registrar of Companies, Depositories and/ or such other authorities as may be necessary and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.”

“RESOLVED FURTHER THAT, any Member of the Board and/ or Company Secretary of the Company be and are hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s) or any Officer(s) of the Company including making necessary filings with the Stock Exchange and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint Consultants, Professional Advisors and Legal Advisors to give effect to the aforesaid resolution.”

“RESOLVED FURTHER THAT, all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”



5. TO CONSIDER AND APPROVE THE CHANGE OF NAME OF THE COMPANY AND CONSEQUENTIAL ALTERATION TO MOA AND AOA OF THE COMPANY:

To consider and, if thought fit, to pass with or without modification(s), the following resolution as **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Sections 12, 13, 14 read with 15 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Management & Administration) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, any other applicable law(s), regulation(s), policy(ies) or guideline(s), the provisions of the Memorandum and Articles of Association of the company and the listing agreement entered into by the company with the BSE Limited (the "Stock Exchange") and subject to the approval of the Registrar of Companies, (the "ROC") and other regulatory authorities, as may be applicable, consent of the members of the company be and is hereby accorded to change the name of the Company from **“SPS INTERNATIONAL LIMITED”** to **“VK GLOBAL INDUSTRIES LIMITED”** or any other name as may be made available by the Registrar of Companies, Ministry of Corporate Affairs.

“RESOLVED FURTHER THAT the Name Clause being Clause I in the Memorandum of Association of the Company be altered accordingly and substituted by the following clause:

1. The Name of the Company is **“VK GLOBAL INDUSTRIES LIMITED”**

“RESOLVED FURTHER THAT the Name in the Articles of Association of the Company be altered accordingly and substituted with new name of the Company **“VK GLOBAL INDUSTRIES LIMITED”**

“RESOLVED FURTHER THAT, the Board of Directors of the Company, be and is hereby severally authorized to do all such acts, deeds and actions as it may, in its absolute discretion, consider necessary, expedient, usual, proper or incidental for giving effect to this Resolution along with the filling of necessary E-forms with the concerned Registrar of Companies, and to settle questions, remove any difficulty or doubt that may arise from time to time and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions or sanctions which may be necessary or desirable, as it may think fit;

“RESOLVED FURTHER THAT Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors or to any Director or Directors or any officer(s) or employees of the company or any other person as it may consider appropriate to give effect to this resolution.”



6. TO ALTER AND ADOPT NEW OBJECT CLAUSE III OF THE MEMORANDUM OF ASSOCIATION:

To consider and, if thought fit, to pass with or without modification(s), the following resolution as **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and as per provisions of the uniform listing agreement entered into with BSE Limited where the shares of the Company are listed (**“Stock Exchange”**), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (**“SEBI”**), as amended, subject to such approvals, consent, sanctions and permissions from any appropriate authority(ies) as may be necessary, and in pursuant to Table A of the Schedule I of the Act, consent of the members be and is hereby accorded for alteration, substitution, consolidation and addition in the Objects Clause (Clause III) of Memorandum of Association of the Company.

“RESOLVED FURTHER THAT the existing Clause III (A) and Clause III (B) containing the “Main Objects” sub-clause no. 1 to 4 and “Matters that are necessary for the furtherance of the objects specified in Clause III (A)” sub-clause no. 1 to 26 be and is hereby stands deleted and replaced by New Clause III (A) and Clause III (B) containing the “Main Objects” sub-clause no. 1 to 5 and “Matters that are necessary for furtherance of the objects specified in Clause III (A)” sub-clause no. 1 to 31 respectively in the following manner:-

(i) By substituting the under-mentioned new heading of clause III (A) in place of the existing main objects to be perused by the company on its incorporation in the following manner:

Clause III (A)- THE MAIN OBJECTS TO BE PERUSED BY THE COMPANY ARE:

1. To cultivate, grow, produce, harvest, raise or deal in agricultural produce including hydroponic crops as agriculturists, farmers or gardeners and to set up processing units for import, export, trade, distribution or deal in agricultural produce of all descriptions, like fruits, flower, vegetable, seeds and herbal products and to undertake the activities for its processing, preservation or storage, crop management, harvesting and packaging with the installation for plant, machinery, cold storage, air conditioning, refrigeration and other equipment and to provide consulting and support services.
2. To do import, export, trade, retail and wholesale supply, marketing (including digital marketing), branding, franchise, exclusive brand stores, outlets and stockiest of any agricultural food produce of all descriptions, like Salad Bars, fruits, flower, vegetable, seeds, juice and herbal products including processed food products and other allied goods and material to B2B and B2C market / consumer while adhering to all relevant regulations and guidelines governing such industry.
3. To carry on the business of farming, agriculture and horticulture in all their respective forms and to grow, produce, manufacture, process, prepare, refine, extract, manipulate, hydrolyze, deodorize, bleach, hydrogenate, buy, sell, market or otherwise deal in all kinds of agriculture, horticulture, dairy and farm produce and products including food grains, cereals, milk, seeds, oilseeds, chemical, fertilizer, plants,



flowers, vegetables, fruits, vegetable and edible oils and food products and preparations of any nature or description whatsoever.

4. To manufacture, produce, process, assemble, trade, import, export and deal in all types of industrial products, including but not limited to printing, packaging, publication, agriculture produce and hydroponic farming produce, machinery, chemicals, electronics, paper etc and to participate in any Government's industrial supportive schemes including Made in India Scheme, Production Linked Incentive (PLI) scheme etc to establish an industrial unit in Recognized Food Park, Export Zone, Industrial Zone and hub or any suitable place/location in India.
5. To conduct research and development, awareness, and education activities & set up infrastructure in the field of industrial products, farming, and hydroponic agriculture, including the development of new hydroponic systems, techniques, practices and products, and to own /apply for patents and other intellectual property rights including other tangible and intangible assets for such developments.

(ii) By substituting the existing sub-clauses of Clause III (B) from 01 to 26 with the new clauses from 01 to 31 as mentioned hereunder-

Clause III (B)- Matters which are necessary for the furtherance of the objects specified in clause III (A) are:-

1. To do trading of the agri-commodities whether perishable or non-perishable and also do stocking of the same at their own premises or leased premises and promote & sell their own brand along with farmer produce and trade in all the products required for cultivation, harvesting, production and developments of seeds, vegetable, fruits and herbal items.
2. To collaborate with governmental bodies, non-governmental organizations (NGOs), research institutions, universities and other stakeholders in initiatives aimed at enhancing food security and promoting sustainable agricultural development.
3. To purchase, take on lease or in exchange or otherwise acquire and/or supervise, manage, development and cultivate and farms, agricultural land and any urban and rural property which the company may thing necessary or convenient for the purpose of its business.
4. To render technical services, consultancy services, training, research and resource development activities such as soil and moisture conservation, land and water usage development, watershed development and all other related activities for increase of productivity and promotion of the interests of its members and agriculturalists.
5. To create partnerships with local farmers to integrate hydroponics into traditional farming practices and advocate for policies that support the growth of the hydroponics industry at local, national, and international levels.
6. To implement waste management strategies that minimize the environmental impact associated with nutrient runoff from commercial-scale operations utilizing advanced filtration techniques designed specifically



tailored towards meeting regulatory compliance standards set forth by governing bodies overseeing agricultural practices within jurisdictional boundaries established therein.

7. To explore avenues available through government grants aimed at fostering innovation within agricultural sectors particularly those involving cutting-edge technologies like aeroponics/hydro/aeroponic hybrids etc., thereby enhancing overall productivity levels achieved via implementation thereof across a diverse range of crops cultivated therein.
8. To conduct market analysis identifying trends influencing consumer preferences regarding purchasing decisions made concerning fresh produce sourced locally produced sustainably utilizing environmentally friendly methods.
9. To facilitate networking opportunities connecting entrepreneurs/startups seeking mentorship/guidance experienced professionals working within the industry thereby fostering collaboration between different stakeholders involved across the entire supply chain process from seed to sale ensuring transparency and accountability maintained throughout the entire lifecycle product development process culminating final delivery end-users receiving highest quality goods possible produced sustainably utilizing environmentally friendly methods employed therein.
10. To leverage social media platforms to effectively communicate the message surrounding the importance of adopting sustainable agricultural practices emphasising the role played by modern technologies like Hydro/Aero/Vertical Farming etc., thereby raising awareness amongst the general public regarding the benefits associated with consuming locally sourced fresh produce grown sustainably utilizing environmentally friendly methods.
11. To sublet all or any of the works, and contracts from time to time and upon such terms and conditions as may be thought expedient.
12. To amalgamate with any Company or Companies having similar or semi-similar objects of this Company.
13. To acquire and take over any business or undertaking carried on, upon or in connection with/ without any land or building which the company may desire to acquire as aforesaid or become interested in the whole or any of the assets and liabilities of such business or undertaking and to carry on the same or to dispose or remove or put an end thereto.
14. To invest any money of the company in the equity shares of any company where such investment fulfils the business objects of the Company and to invest any money of the company not immediately required for the purposes of its business in such investments or securities as may be thought expedient including, but not limited to, securities issued and / or guaranteed by Central or State Government, Corporations, Trusts etc.
15. To raise or borrow money from time to time for any of the purposes and objects of the Company by receiving advances of any sum or sums with or without security upon such terms as the Directors may deem expedient and in any particular by taking deposits from or opening current accounts.
16. To lend money to and guarantee the performance of the obligations of and the payment of interest on any stocks, shares and securities of the company, firm or person in any case in which such loan or guarantee may



be considered likely directly or indirectly to further the objects of this company and generally to give any guarantee whatsoever which may be deemed likely, directly or indirectly, to the bank to benefit the Company or its members.

17. To apply for tender, purchase or otherwise acquire any contracts, subcontract, license and concessions for or in relation to the objects or business herein mentioned or any of them and to undertake, execute, carry out, dispose of or otherwise turn to account the same.
18. To apply for, promote and obtain any act, charter, order, regulation, privilege, concession, license or authorization of any Government, State municipality any Authority or any Corporation or Public body that may be empowered to grant for enabling the Company to carry on its objects into effect or for extending any of the powers of the company or for affecting any modification of the Company's constitution or for any other purpose which may seem calculated directly or indirectly to prejudice the Company's interest and to appropriate Company's shares, and assets to defray the necessary cost, charges and expenses thereof.
19. To open current or fixed deposit accounts with any bank, and to deposit and draw money from such accounts and to draw, endorse, discount and execute all types of negotiable instruments.
20. To carry on any branch of business anywhere in India, which this Company is authorized to carry on by means or through the agency of any subsidiary company or companies and to enter into any arrangement with such subsidiary company for taking the profits and bearing the losses of any business or branch so carried on or for finance any such subsidiary, guaranteeing its liabilities or to make any other arrangement which seems desirable with reference to any business or branch so carried on including the power and provision at any time either temporarily or permanently to close any such branch or business.
21. To employ experts to investigate and examine into conditions, value, character and circumstances of any business, concerns and undertakings having similar objects and generally of any assets, property or rights.
22. To take part in the management, supervision, conduct and control of the business or operations of any company or undertaking having similar objects and for that purpose to appoint and remunerate the directors, trustees, accountants or other experts, personnel or agents for any such operations or purpose.
23. To let on lease or license or on hire purchase or to lend any properties belonging to the Company and to finance for the purpose of any article whether made by the Company or not by way of loans or by hire purchase system.
24. To sell, purchase, mortgage, grants, easements and other rights over and in any other manner deal with the undertakings, properties, assets both movable and immovable, rights, effects of the Company or any part thereof and whether real or personal for such consideration as the Company may think fit.
25. To create any depreciation fund, reserve fund, sinking fund, insurance fund or any other special fund whether for depreciation or for repairing, improving, extending or maintaining any of the properties of the Company any other purpose whatsoever conducive to the interest of the Company.



26. To undertake or assist in undertaking programs for employment generation, growth and diversification of agriculture and other food-based industries to increase food production and export of food products in both primary and processed from including fields of Horticulture, Animal Husbandry and other areas related to food.
27. To establish and operate high-end retail outlets, including Salad Bars and speciality stores, dedicated to offering fresh, high-quality hydroponic produce directly to consumers, emphasizing healthy and sustainable food choices.
28. To create a premium brand identity for hydroponic produce by developing and marketing a range of fresh, ready-to-eat salads, juices, and other health-focused products, sourced exclusively from the company's own farms and sold through high-end retail channels and Salad Bars.
29. To refer or agree to refer any claims, demands, disputes or any other questions by or against the Company or in which the Company is interested or concerned and third parties by way of legal suit or arbitration in India or any places outside India and to observe and perform awards made thereon and to do all acts, deeds, matters and thing to carry out or enforce the awards in accordance with the provisions of law relating to court proceedings/arbitration from time to time.
30. To adopt such means of making known the business/activities of the Company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibitions of works of art or interest, by publication of books and periodicals by employing audio-visual media or by granting prizes, rewards and donations.
31. To do all such other things as may be deemed incidental or conducive to the attainment of the above main objects or any of them.

“RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with the Registrar of Companies or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.”

**By the order of Board
For SPS International Limited**

Place: Faridabad

Date: 12/08/2024

**Saurabh Gupta
Company Secretary & Compliance Officer
ACS No: 36879**



NOTES:

1. In continuation to all previous circulars issued by the regulatory authorities, and pursuant to latest circular no. 09/2023 dated September 25, 2023 issued by MCA in this regard, Companies have been permitted to hold their Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM), without the physical presence of members at a common venue. HENCE, THE 31ST AGM OF THE COMPANY IS BEING HELD THROUGH VC/OAVM AND CONSEQUENTLY THE MAP TO REACH THE AGM VENUE IS NOT BEING SENT ALONG WITH THIS NOTICE.
2. The relevant explanatory statement pursuant to Section 102 of the Act read with relevant rules setting out the material facts and reasons in respect of the special business specified under Item Nos. 3, 4, 5 and 6 of this Notice, is annexed herewith.
3. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/ HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM WILL BE HELD THROUGH ELECTRONIC MEANS, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP INCLUDING ROUTE MAP IS NOT ANNEXED TO THIS NOTICE.**
4. Institutional Investors, who are members of the Company and corporate members intending to attend the AGM through VC or OAVM and to vote thereat through remote e-voting are requested to send a certified copy of the Board resolution/ Letter of authorization /Power of Attorney to the Scrutinizer by e-mail at corporatelegal@cspcjain.com with a copy marked to evoting@cdsl.com
5. In line with the aforesaid MCA Circulars and SEBI Circulars, the Notice of AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories.
6. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors,



Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 as amended, and the MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Securities Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by CDSL.
9. The documents referred to in the proposed resolution are open for inspection at the Registered Office of the Company during working hours.
10. Members holding shares in physical form are requested to note that in terms of Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities.

In view of the above and in order to eliminate risks associated with physical transfer of securities, members holding equity shares of the Company in physical form are requested to consider converting their holdings to dematerialized form. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, mobile/ phone numbers, PAN, mandates, nominations and bank details etc., to their Depository Participants (“DPs”) in case shares are held by them in electronic form and to M/s. Beetal Financial & Computer Services Pvt Ltd (RTA) in Form ISR-1, in case shares are held by them in physical form.

11. To support ‘Green Initiative’, the shareholders who have not registered their email-id are requested to register the same with their DPs in case shares are held in dematerialized form and with M/s. Beetal Financial & Computer Services Pvt Ltd (RTA) in case shares are held in physical form, which could help the Company for sending paperless communication in future. The Company has also made available an email-id registration facility to its members through Beetal, for the

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purpose of receiving all the communications including notice of meetings and Annual Report, etc. in electronic mode. Members are requested to access the given link: beetal@rediffmail.com to register their email address.

12. In compliance with the regulatory provisions, the Annual Report of the Company for FY 2023-24 along with the notice of the 31st AGM has been sent electronically only to those shareholders who have registered their e-mail address with their DPs/ RTA/ the Company, as applicable, up to the cut-off date i.e. **23rd August 2024**. The same is also hosted on the Company's website www.spsintl.co.in and also, on the website of the stock exchanges viz., www.bseindia.com. The relevant details are also hosted on the website of the remote e-voting service provider viz CDSL.
13. Members seeking any statutory information or any other matter/ documents/ registers, etc. in connection with the 31st AGM of the Company, may please send a request to the Company via email id: info@spsintl.co.in
14. The voting rights of the members shall be in proportion to their shareholding in the Company as on the cut-off date for e-voting i.e. **17th September, 2024**.
15. Any person/ entity, acquires shares of the Company and becomes a member after sending notice of this AGM and holding shares of the Company as on cut-off date for e-voting i.e. **17th September, 2024**, can refer to this notice and remote e-voting instructions, hosted on the Company's website i.e. www.spsintl.co.in
16. Pursuant to Section 152 and other applicable provisions of the Act, only the Non-Independent Directors would be reckoned for the purpose of retirement by rotation. Accordingly, the Company has determined the name of **Mr. Rahul Jain, (DIN: 00442109)**, as director retiring by rotation, and being eligible, offers himself for re-appointment.
17. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, in respect of directors seeking appointment/ re-appointment at this AGM are annexed to this notice.
18. As per the provisions of Section 72 of the Act, the facility for registration of nomination is available for the members in respect of the shares held by them. Further, member desires to opt out / cancel the nomination and to record a fresh nomination, requested to submit Form ISR-3 (in case of shares are held in physical form) or SH-14 (in case of shares are held in electronic mode).
19. SEBI has mandated that listed companies issue securities in dematerialized form only while processing service requests for the issue of duplicate securities certificates; claims from unclaimed suspense accounts; renewal/ exchange of



securities certificates; endorsements; sub-division/splitting of securities certificates; consolidation of securities certificates/folios; and transmission and transposition. In this regards, members are requested to make request in Form ISR – 4. It may be noted that any service request can be processed only after the folio is KYC Compliant.

20. In order to increase the efficiency of the e-voting process, SEBI vide its Circular SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, had decided to enable e-voting to all the demat account holders by way of a single login credential through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the e-voting service providers, thereby, not only facilitating seamless authentication but also enhancing the ease and convenience of participating in the e-voting process.

21. **CDSL e-Voting System – For e-voting and Joining Virtual meetings.**

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020, Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 02/2022 dated May 05, 2022, as well as Circular No. 10/2022 dated December 28, 2022 and MCA Circular No. 09/2023 dated September 25, 2023 & SEBI Circular dated October 7, 2023. The forthcoming AGM will thus be held through through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 (as amended), and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended); and aforesaid Circulars issued by Regulatory Authorities, the Company is providing facility of remote E-voting to its Members in respect of business to be transacted at the AGM. For this purpose, the Company has engaged the services of Central Depository Services (India) Limited (CDSL), for facilitating voting through electronic means, as the authorized E-voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. **The facility of**



participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint a proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.spsintl.co.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (the agency for providing the Remote e-voting facility and e-voting system during the AGM) i.e. www.evotingindia.com
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020, 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020, MCA Circular No. 02/2021 dated January 13, 2021 MCA Circular No. 21/2021 dated December 14, 2021, MCA Circular No. 02/2022 dated May 05, 2022; MCA Circular No. 10/2022 dated December 28, 2022 and MCA Circular No. 09/2023 dated September 25, 2023.
8. The Board of Directors has appointed M/s. P.C. Jain & Co., Practicing Company Secretaries, Faridabad, (FCS No.: 4103; CP No.: 3349) as the Scrutinizer for conducting the E-voting process in a fair and transparent manner.



9. The remote E-voting Facility will be available during the following voting period after which the portal will be blocked and shall not be available for E-voting. Once any member casts a vote on the resolution, he/she shall not be allowed to change it.

Commencement of Remote E-voting	Saturday, 21/09/2024 ,09:00 A.M.
End of Remote E-voting	Monday, 23/09/2024, 05:00 P.M.

10. The cut-off date (record date) for the purpose of E-voting is, 17th September 2024. The voting rights of members shall be in proportion to their equity shareholding in the paid up equity share capital of the company as of the cut-off date.
11. The results of remote E-voting and E-voting at the Annual General Meeting along with scrutinizers' report shall be communicated within two working days from the conclusion of the 31st AGM of the Company to the Stock Exchange (BSE Limited) and shall also be placed on the website of the Company viz. www.spsintl.co.in .

The INSTRUCTIONS of shareholders for e-voting and joining virtual meetings are as under:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on **Saturday, 21st September, 2024 at 09:00 A.M** and ends on **Monday, 23rd September, 2024 at 05:00 P.M.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **Tuesday, 17th September, 2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions.



However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facilities to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing the ease and convenience of participating in the e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020**, on the e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access the e-voting facility.

Pursuant to above said SEBI Circular, **the** Login method for e-voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:-

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by



	<p>company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p>
	<p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin .The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>

<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL:</p>
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	<p>https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

IMPORTANT NOTE: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in Demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll



free no.: 1800 1020 990, 1800 22 44 30 , : 022 - 4886 7000 and 022 - 2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

<u>For Physical shareholders and other than individual shareholders holding shares in Demat.</u>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.



Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.
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- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that the company opts for e-voting through the CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN of “SPS International Limited”.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.



- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; corporatelegal@cspcjain.com / fcspcjain@gmail.com & info@spsintl.co.in , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meetings & e-Voting on the day of the AGM/EGM is the same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend the meeting will be available where the EVSN of the Company will be displayed after successful login as per the instructions mentioned above for e-voting.



3. Shareholders who have voted through Remote e-voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / iPads for a better experience.
5. Further shareholders will be required to allow Cameras and use the Internet at a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through laptops connecting via Mobile Hotspots may experience Audio/Video loss due to Fluctuations in their respective network. It is therefore recommended to use a Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **15 days prior to the meeting** mentioning their name, demat account number/folio number, email id, mobile number at info@spsintl.co.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **15 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at info@spsintl.co.in. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.



PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. **For Physical shareholders-** please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company (info@spsintl.co.in) /RTA email id (beetalrta@gmail.com)

2. **For Demat shareholders -**, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. **For Individual Demat shareholders** – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting & joining virtual meetings through the Depository.

If you have any queries or issues regarding attending the AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll-free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to **Mr. Rakesh Dalvi, Sr. Manager, (CDSL,)** Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatalal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

**By the order of Board
For SPS International Limited**

**Place: Faridabad
Date: 12/08/2024**

**Saurabh Gupta
Company Secretary & Compliance Officer
ACS No: 36879**



EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item 03

To Approve the Material-Related Party Transaction:

Pursuant to the provisions of Section 2(76), 177, 188 of the Companies Act, 2013 (“the Act”), read with the Companies (Meetings of Board and its Powers) Rules, 2014 (‘Rules’), the Company is required to obtain the consent of the Board of Directors and approval of the members by way of resolution, in case certain transactions with related parties exceeds such sum as is specified in the said Rules. The aforesaid provisions are not applicable in respect of transactions that are in the ordinary course of business and on an arm’s length basis.

However, pursuant to Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), prior approval of the members through a resolution is required for all “material transactions” with related party, even if they are in the ordinary course of business and on arm’s length basis. For this purpose, a Related Party Transaction will be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceed Rs. 1000 crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the listed entity, whichever is lower.

The Company has in place a balanced and structured policy and process for approval of Related Party Transactions. The Policy provides the details required to be provided to the Audit Committee for the purpose of reviewing such transactions and granting their approval for the proposed transactions. A justification for each and every related party transaction is provided to the audit committee which enables them to arrive at the right decisions. Additionally, an update on the actual related party transactions entered during every quarter is provided to the Audit Committee.

At the end of the financial year under review, the Audit Committee of the Company is comprised of only Independent Directors as Members which helps in providing an objective judgment to all transactions proposed for approval. Pursuant to the recommendation of the Audit Committee for omnibus transactions as well as specific transactions in its meeting held on 12th August 2024, the Board of Directors has approved the following related party transactions, subject to the prior approval of the members in the general meeting. Information required under Regulation 23 of SEBI Listing Regulations read with SEBI Circular dated 22nd November 2021 is provided herewith:



Sr. No.	Particulars	Details	Details	Details
1.	Name of the related party	VK Global Digital Private Limited	VK Global Publications Private Limited	Future Kids Publications Pvt. Ltd.
2.	Nature of relationship with the company	Group Company Under the same management	Group Company Under the same management	Group Company Under the same management.
3.	Type of transactions	Sale/ purchase/ supply of all types of papers, Printing & Packaging Materials, design and services lease of industrial property etc.	Sale/ purchase of All types of papers, Books, Publication Materials,	Children's Books sale and purchase. Sale/lease of property and providing services.
4.	Material terms and particulars of proposed transactions	(i) As omnibus approval given by the Audit Committee. (ii) The specific approval for a lease agreement of industrial land for a project with a related party for a period of 5 years on the prevailing market lease rate.	As omnibus approval given by the Audit Committee	As omnibus approval given by the Audit Committee
5.	Tenure of the proposed transactions	For one year for omnibus approval and five years for	For one year	For one year



		specific approval for lease agreement of land for project.		
6.	Percentage of Transaction w.r.t. turnover for the immediately preceding financial year that is represented by the value of proposed transaction	Turnover for the immediate preceding financial year is NIL. Proposed overall value of transaction Rs. 2 cr. per annum.	Turnover for the immediate preceding financial year is NIL. Proposed overall value of transaction Rs. 2 cr. per annum	Turnover for the immediate preceding financial year is NIL. Proposed overall value of transaction Rs. 2 cr. per annum
7.	<p>If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</p> <p>a) Details of financial indebtedness incurred</p> <p>b) Applicable terms including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security the purpose for which the finding will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction</p>	NIL	NIL	NIL



8.	Justification as to why the RPT is in the interest of the Company	To explore & mobilize the new business or services supportive & effectively executed in the company..	To explore & mobilize the new business or services supportive & effectively executed in the company..	To explore & mobilize the new business or services supportive & effectively executed in the company..
9.	Copy of the valuation or other external party report, if any such report has been relied upon	NA	NA	NA

The Audit Committee and Board is periodically provided with all relevant information required under the law, including material terms & conditions etc. as prescribed under the Companies, Act, 2013 and rules framed there under; and in terms of SEBI Listing Regulations; and the Company's Related Party Transaction Policy, concerning the contracts/arrangements/transactions with related parties. The Audit Committee, after reviewing all necessary information, grants its approval and forwards the same to the Board with its recommendations. These are routine business transactions, which were hitherto carried out in accordance with the prescribed procedure of applicable laws/regulations. As in the last financial year, the company had no operation revenue therefore It is anticipated that in coming years, the value of transactions with the aforesaid related parties may exceed the threshold limits prescribed under the SEBI Regulations; hence prior approval of members of the company is sought accordingly for continuance of such transactions.

The proposed transactions shall also be reviewed/ monitored on a periodical basis by the Audit Committee of the Company and shall remain within the proposed limits being placed before the shareholders for approval.

None of the Directors or Key Managerial Personnel (KMP) of the Company and/or their respective relatives except the promoter's director & their relatives is in any way, concerned or interested, directly or indirectly in the proposed resolution.

The Board recommends the Resolution set forth in Item No. 3 of the Notice for approval of the Members.



Item 04

To Approve the Offer, Issue & Allot Equity Shares through Private Placement:

The Board of Directors in its meeting held on 20th August 2024 had approved the proposed preferential issue of 5,50,000 (Five Lacs Fifty Thousand) fully paid-up Equity shares of the Company having a face value of Rs. 10 /- (Rupees Ten Only) each at a price of Rs. 18.50/- (Eighteen Rupees Fifty Paise Only) per Equity share including a premium of Rs. 8.50/- per Equity Share ('Preferential Issue Price') as per the valuation report submitted by the Independent Valuer and which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations (hereinafter referred to as the "Floor Price") aggregating to not exceeding Rs. 1,01,75,000/- (Rupees One Crore One Lakh Seventy Five Thousand only) to the Proposed Allottees, who belong to the Promoter Group, for consideration in cash, on a preferential issue basis.

Pursuant to the above transaction, there would be no change in the management or control or would not result in the transfer of ownership of the Company to the Proposed Allottees.

Necessary information/ details in relation to the Preferential Issue as required under the SEBI ICDR Regulations and the Companies Act, 2013 ("Act") read with the rules issued thereunder, are set forth below:

1. Particulars of the offer including the date of passing of Board resolution:

The Board of Directors at its meeting held on August 20, 2024 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance of up to 5,50,000 (Five Lacs Fifty Thousand) Equity Shares of the face value of Rs. 10/- only per Equity Share, at a price of Rs. 18.50 per Equity Share (Including Premium of Rs. 8.50/-) aggregating up to Rs. 1,01,75,000/- (Rupees One Crore One Lakh Seventy Five Thousand only) to the proposed Promoter Group entities, for cash consideration, by way of a preferential issue on a preferential basis.

2. The Objects of the issue:

The Company proposes to raise an amount aggregating not exceeding Rs. 1,01,75,000/- (Rupees One Crore One Lakh Seventy Five Thousand only) (amounts round off near zero) through the Preferential Issue. The amount proposed to be raised by way of the proposed preferential issue & allotment shall be utilized with an object to setup new business line in the Hydroponic Agriculture Sector. The proposed project envisaged for the setting up of a farm for high-value vegetables, fruits and Agriculture products under protected cultivation environment (with nursery). Under the protected cultivation also these vegetables can be grown either in soil, or in soil less medium using soil coco-peat or Hydroponic System.



The present installed capacity of a Naturally Ventilated Poly House would be 1728 Sqm and a fully automated fan and pad-based poly house for a Nutrient Film Technique (NFT) of 1680 Sqm housed in a single structure. This facility is designed to produce high quality planting material in the automated nursery for vegetables for commercial cultivation of exotic vegetables and sale of seedlings in the market. The NFT system can produce several varieties of leafy vegetables such as lettuces, Basil, Kale, baby spinach, Pokchoi and exotic herbs such as Thyme, Rosemary, Organo etc. The facility is fully automated and the fustigation systems and climate management equipment will be controlled by IOT based control panel integrated with sensors installed in the poly house.

The proposed land for the project has been identified in IMT Faridabad on lease basis. The soil testing has been successfully completed. A qualified and experienced technical team in the Hydroponic sector has been engaged to manage the production, sales & marketing of the produce. The total outlay of the project has been envisaged to Rs. 310 lacs. The company shall utilize the proceeds of Rs. 102 lacs (round off) to be received from issue & allotment of proposed preferential issue and balance amount from the internal available fund with the company for setting up the Hydroponic Agriculture project as stated above. The project is likely to be completed within this financial year 2024-25. Your company shall remain a debt free with such fund arrangement for the new project.

Approval of the members by way of special resolution is required inter alia in terms of Sections 42 and 62(1)(c) of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (collectively, the “CA 2013”) as well as the Securities and Exchange Board of India, as amended (Issue of Capital and Disclosure Requirement) Regulations, 2009 (“ICDR Regulations”).

3. Kinds of securities offered and the price at which security is being offered and the total number of shares or other securities to be issued:

The Company has agreed to issue up to 5,50,000 (Five Lacs Fifty Thousand) equity shares of the Company, having a face value of 10/- (Rupees Ten only) per Equity Share, at a price of Rs. 18.50 per Equity Share (Including Premium of Rs. 8.50/-) aggregating up to Rs. 1,01,75,000/- (Rupees One Crore One Lakh Seventy Five Thousand only) (“Equity Shares”), which is not less than the floor price prescribed under Chapter V of the SEBI ICDR Regulations.

4. Basis on which the price has been arrived at:

The Company is listed on BSE Limited (‘BSE’) (the “Stock Exchange”), and the Equity Shares of the Company are Infrequently traded in accordance with Regulation 165 of the ICDR Regulations. Thus, the price is determined in compliance with Regulation 165 of SEBI ICDR Regulations for Preferential Issue taking into account valuation parameters including book

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value, comparable trading multiples and such other parameters as are customary for the valuation of shares. A certificate from Mr. **Gyaneshwar Sahai**, Registered Valuer or Financial Assets (**Registration No. IBBI/RV/03/2018/10226**), the Independent Valuer confirming the minimum price for preferential issue as per Chapter V of SEBI (ICDR) Regulations along with the calculation thereof has been obtained and is available on the Company's website at www.spsintl.co.in.

5. The price or price band at/within which the allotment is proposed:

The price per Equity share to be issued is fixed at Rs. 18.50/- (Rupees Eighteen and Fifty paise) including Rs.8.50/- as a premium on each share.

6. Relevant Date with reference to which the price has been arrived at:

The "Relevant Date" as per Chapter V of the SEBI ICDR Regulations for the determination of the floor price for Equity Shares to be issued is Tuesday 20th August 2024 i.e., the date 30 days prior to the date of the Annual General Meeting ("AGM").

7. The pre-issue and post-issue shareholding pattern of the Company:

The pre-issue shareholding pattern of the Company as on 30th June, 2024 and the post-issue shareholding pattern (considering full allotment of shares issued on preferential basis) is mentioned herein below:

Sr.	Description	Pre-Issue shareholding		Post issue shareholding	
		No. of shares	% of shares	No. of shares	% of shares
(A)	Promoter and Promoter Group's Shareholding				
1	Indian				
(a)	Individuals/ Hindu Undivided Family	1628078	38.42	1628078	34.00
(b)	Central Government/ State Government(s)	-	-	-	-
(c)	Bodies Corporate	800400	18.89	1350400	28.21
(d)	Financial Institutions/ Banks	-	-	-	-
(e)	Any Others (Specify)	-	-	-	-
	Sub Total(A)(1)	2428478	57.30	2978478	62.21
2	Foreign				
A	Individuals (Non - Residents Individuals/ Foreign Individuals)	-	-	-	-

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B	Bodies Corporate	-	-	-	-
C	Institutions	-	-	-	-
D	Any Others (Specify)	-	-	-	-
	Sub Total(A)(2)	-	-	-	-
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1) +(A)(2)	2428478	57.30	2978478	62.21
(B)	Public shareholding				
1	Institutions				
(a)	Mutual Funds/ UTI	-	-	-	-
(b)	Financial Institutions/ Banks	-	-	-	-
(c)	Central Government/ State Government(s)	-	-	-	-
(d)	Venture Capital Funds	-	-	-	-
(e)	Insurance Companies	-	-	-	-
(f)	Foreign Portfolio Investors	-	-	-	-
(g)	Foreign Institutional Investors	-	-	-	-
(h)	Foreign Venture Capital Investors	-	-	-	-
(i)	Any Other - Foreign Body Corporate	-	-	-	-
	Sub-Total (B)(1)	-	-	-	-
2.	Institutions (Foreign)	-	-	-	-
(a)	Foreign Direct Investment	-	-	-	-
(b)	Foreign Venture Capital Investors	-	-	-	-
(c)	Sovereign Wealth Funds	-	-	-	-
(d)	Foreign Portfolio Investors Category I	-	-	-	-
(e)	Foreign Portfolio Investors Category II	-	-	-	-
(f)	Overseas Depositories (holding DRs) (balancing figure)	-	-	-	-
(g)	Any Other (specify)	-	-	-	-
	Sub-Total (B)(2)	-	-	-	-
3.	Central Government/State Government				
(a)	Central Government / President of India	-	-	-	-
(b)	State Government / Governor	-	-	-	-
(c)	Shareholding by Companies or Bodies Corporate where Central / State Government is a promoter	-	-	-	-
	Sub-Total (B)(3)	-	-	-	-
4.	Non- Institutions				

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(a)	Associate companies / Subsidiaries	-	-	-	-
(b)	Directors and their relatives (excluding independent directors and nominee directors)	-	-	-	-
(c)	Key Managerial Personnel	-	-	-	-
(d)	Relatives of promoters (other than 'immediate relatives' of promoters disclosed under 'Promoter and Promoter Group' category)	-	-	-	-
(e)	Trusts where any person belonging to 'Promoter and Promoter Group' category is 'trustee', 'beneficiary', or 'author of the trust'	-	-	-	-
(f)	Investor Education and Protection Fund (IEPF)	-	-	-	-
(g)	Individual shareholders holding nominal share capital up to Rs. 2 Lakh	1036387	24.46	1036387	21.65
(h)	Individual shareholders holding nominal share capital in excess of Rs. 2 Lakh	531556	12.54	531556	11.10
(i)	Non-Resident Individuals	41385	0.98	41385	0.86
(j)	Foreign Nationals	-	-	-	-
(k)	Foreign Companies	-	-	-	-
(l)	Bodies Corporate	105257	2.48	105257	2.20
(m)	Any Other (specify)	94837	2.24	94837	1.98
	Sub-Total (B)(4)	1809422	42.70	1809422	37.79
	Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)+(B)(4)	1809422	42.70	1809422	37.79
(C)	Non-Promoter - Non-Public				
1	Shares held by Custodian for GDRs & ADRs	-	-	-	-
2	Employee Benefit Trust (under SEBI (SBEB) Reg., 2014)	-	-	-	-
	Sub-Total (C):	-	-	-	-
	GRAND TOTAL (A)+(B)+(C)	4237900	100.00	4787900	100.00

Notes:

1. The post issue shareholding pattern in the above table has been prepared on the basis that the Proposed Allottees would have subscribed to and been allotted all the Equity shares. In the event for any reason, the Proposed Allottees does not or are unable to subscribe to and/ or are not allotted the Equity shares, the shareholding pattern in the above table would undergo corresponding changes.
2. It is further assumed that shareholding of the Company in all other categories will remain unchanged.



3. The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of Equity shares of the Company.

8. Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the Company consequent to the Preferential Issue:

Name of the Proposed Allottee	Category (Promoter/ Non - Promoter)	Permanent Account Number (PAN)	If the allottee is not a natural person, the identity of the natural person who are the ultimate beneficial owner of the shares proposed to be issued, if applicable	No. of securities to be allotted	Allottee is: *QIB/ Non QIB	Post issue % of capital that allottee will hold
VK Global Digital Private Limited	Currently: Promoter Group	AAECV8158M	Mr. Rohit Jain	2,75,000	Non-QIB	14.10
VK Global Publications Private Limited	Currently: Promoter Group	AADCV0986E	Mr. Rahul Jain	2,75,000	Non-QIB	14.10

9. Material terms of raising such securities

The Equity shares being issued shall be ranking pari-passu with the existing Equity shares of the Company. Principal terms of assets charged as securities is not applicable

10. The intention of Promoters, Directors or Key Managerial Personnel to subscribe to the offer:

The Equity Shares shall be offered to the Proposed Allottees only. Except the Proposed allottees, none of the Promoters, Directors or Key Managerial Personnel of the Company intends to subscribe to any of the Equity shares proposed to be issued under the Preferential Allotment.

11. The proposed time within which the allotment shall be completed:

As required under the SEBI ICDR Regulations, the Company shall complete the allotment of the Equity shares on or before the expiry of 15 (Fifteen) days from the date of passing of the special resolution by the Members for issue and allotment of the Equity shares, provided that where the issue and allotment of the shares is pending on account of pendency of any approval or permission for such issue and allotment by any regulatory authority, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals or permissions.



12. The names of the Proposed Allottee and the percentage of post-preferential offer capital that may be held by them:

The Proposed Allottees are as under:

Sr. No.	Name of the Proposed Allottees	No. of Equity shares proposed to be issued	% of post-preferential
1.	VK Global Digital Private Limited (CIN: U22100DL2014PTC266084)	2,75,000	14.10
2.	VK Global Publications Private Limited (CIN: U22100DL2014PTC266084)	2,75,000	14.10
	Total	5,50,000	28.20

13. The change in control, if any, in the Company that would occur consequent to the preferential offer:

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the Equity Shares.

14. The Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

During the Financial Year 2024-25, no preferential allotment of any securities has been made to any person.

15. Lock in period:

- a) The Equity Shares to be allotted on a preferential basis shall be locked-in for such period as specified under Regulations 167 of the SEBI ICDR Regulations.
- b) The entire pre-preferential allotment shareholding, if any, of the Proposed Allottees, shall be locked-in as per Chapter V of the SEBI ICDR Regulations.

16. Listing:

The Company will make an application to the Bombay Stock Exchange at which the existing shares are listed, for listing of the afore mentioned Equity Shares. The above shares, once allotted, shall rank pari passu with the then-existing equity shares of the Company in all respects.



17. The current and proposed status of the allottee post the preferential issues namely, promoter or non-promoter:

The Current and proposed status of the Proposed Allottees post the preferential issue will remain as “Promoter Group”.

18. Practicing Company Secretary Certificate:

A certificate from P.C Jain & Co. (**Firm Regn. No. P2016HR051300**), Practicing Company Secretary, certifying that the preferential issue of Equity Shares is being made in accordance with requirements of ICDR Regulations and is available for inspection at the General Meeting of the members. The same is also available at the website of the Company at www.spsintl.co.in.

19. Recommendations and Voting Pattern of the committee of Independent directors of the Company:

Not applicable

20. Undertaking:

- a. Neither the Company, nor any of its directors and/ or Promoters have been declared as wilful defaulter or a fraudulent borrower as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.
- b. Neither the Company nor any of its directors and/ or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- c. The Company is in compliance with the conditions for continuous listing and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.
- d. As the equity shares have been listed on a recognized Stock Exchange for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBIICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) is not applicable.
- e. The Proposed Allottees have confirmed that they have not sold any equity shares of the Company during the 90 trading days preceding the Relevant Date.

21. Other Disclosures:

- a. During the period from April 01, 2024, until the date of Notice of this AGM, the Company has not made any preferential issue of Equity Shares.



- b. Disclosures specified in Schedule VI of ICDR Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or fraudulent borrower: **No wilful defaulter or fraudulent borrower hence Not Applicable**
- c. Method of determination of price as per the Articles of Association of the Company - Not applicable as the Articles of Association of the Company are silent on the determination of a floor price/ the minimum price of the shares issued on a preferential basis.
- d. The justification for the allotment proposed to be made for consideration other than cash together with the valuation report of the registered valuer is not applicable as the allotment of Equity Shares under the Preferential Issue is for a cash consideration.

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 (**the “Act”**) and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**the “SEBI ICDR Regulations”**) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements Regulations, 2015 (**the “SEBI LODR Regulations”**)), as amended from time to time, approval of shareholders of the Company by way of special resolution is required to issue securities i.e. equity shares by way of the private placement on a preferential basis to the person(s) and/ or entity(ies) belong to Promoter category.

The approval of the Members is being sought to enable the Board to issue and allot the Equity Shares on a preferential basis, to the extent and in the manner as set out in the resolution and the explanatory statement.

Except the proposed allottees, none of the Directors and/ or Key Managerial Personnel of the Company and/ or their relatives are deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

The Board, accordingly, recommends passing of the Special Resolution as set out in Item No. 4 of this Notice, for the approval of the Members.



Item 05

To Approve the Change of Name of the Company and consequential alteration to MOA and AOA of the Company:

SPS International Limited is under the management of well reputed and recognized “**VK Group**” in the Industry. In compliance with the Companies Act, 2013, and applicable regulations of the Securities and Exchange Board of India (SEBI), subject to the approval of the members, the Directors of the Company at the Board meeting held on Tuesday 20th August 2024 approved the proposal to change the name of the Company by the new name “**VK GLOBAL INDUSTRIES LIMITED**” which would give better representation and goodwill in the Market.

The proposed change in the name of the Company has been meticulously evaluated and is deemed necessary to align with the strategic vision and operational objectives. The rationale behind this change is to better reflect our evolving business model, enhance brand recognition, and position ourselves more effectively within our industry.

Therefore, it is proposed to change the Company's name from **SPS INTERNATIONAL LIMITED** to **VK GLOBAL INDUSTRIES LIMITED** which further resembles the major activity of the Company. The Board is of the view that the new name will more aptly reflect the Company’s diversified business activities and its growing aspirations in the Industry. The proposed change in the name of the Company would not result in a change of the legal status or constitution of the Company, nor would it affect any rights or obligations of the Company or its Members/stakeholders. The Board of Directors is of the opinion that the proposed change of name is in the interest of the Company.

The Company has complied with Regulation 45(1) of SEBI (Listing Obligations and Disclosure) Requirements, 2015, to the extent they are applicable. A certificate from a Practicing Chartered Accountant has been obtained and placed before the Board of Directors meeting. Furthermore, the proposed change of name of the Company will be subject to the consent, and approval of members, the stock exchange and The Registrar of Companies, Ministry of Corporate Affairs. As a result of a change in the name, name clause I of the Memorandum of Association and Article of Association will be suitably amended.

Your Directors recommend for the approval of the Special Resolution by the members as set out in Agenda item no 5 in the notice in the interest of the company.

None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, shall be considered to be concerned or interested in the proposed Special Resolutions.



Item 06

To alter and adopt New Object clause III of the Memorandum of Association as per the provisions of the Companies Act, 2013:

Your company had not been in operation since last many years before the change in management /promoters. The management control /promoters of the company changed hands in the financial year 2022-23 and the company came under the control of “VK Global” Group. The new management had committed to the members in the last 30th Annual General Meeting that at an appropriate time, the new management will explore new business opportunities in the company for its revival and growth.

The Board of Directors has explored, evaluated and decided to enter into a Hydroponic Farming Business to produce high-value vegetables and fruits under a protected cultivation environment known as Hydroponic Farming Technology. The details of the project and its impact on the company have been discussed in the Management & Discussion Analysis in this Annual Report.

In order to align the new business with the future requirements of expansion and growth in the Farming Industry and other allied business, the existing Objects Clause-III of the Memorandum of Association of the Company (‘MOA’), is required to be altered and modified by adopting a new set of Object Clause –III of the Memorandum of Association giving the powers to the company to carry out the new business activities. The proposed alteration and adoption of the object clause of the Memorandum of Association has been as set out in the Resolution at item no 06 in the notice. This will enable the Company to start new business operations in alien with the proposed object clause economically and efficiently.

The “Main Object” and “Incidental matters” clauses of the Memorandum of Association of the Company are being amended by the deletion of existing Clause III (A), Clause III (B) and with the insertion of New Clause III (A), Clause III (B). Further in keeping with the amendments as introduced by the Companies Act 2013 the Main Objects clause of the Memorandum of Association of the Company, Clause III (A) is accordingly to be titled as **'THE OBJECTS TO BE PURSUED BY THE COMPANY'**.

The draft copy of the Memorandum of Association of the Company with the proposed alteration is available for inspection at the registered office of the Company on any working day during Business Hours till the date of AGM. The Amendment shall be effective upon the registration of the resolution with the Registrar of the Companies. The proposed change and adoption of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, shall be considered to be concerned or interested in the proposed Special Resolutions.

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The Board recommends the Special Resolution set forth in Item No. 6 of the Notice for approval of the Members.

**By the order of Board
For SPS International Limited**

Place: Faridabad

Date: 12/08/2024

**Saurabh Gupta
Company Secretary & Compliance Officer
ACS No: 36879**