



SPS INTERNATIONAL LIMITED

26TH ANNUAL REPORT

CONTENTS

S. NO.	PARTICULARS	PAGE NO.
1.	Company Information	1-2
2.	Notice of 26 th Annual General Meeting	3-8
3.	Director's Report	9-18
4.	Particulars of contracts/agreements with related party	19-20
5.	Corporate Governance Report	21-30
6.	Secretarial Audit Report	31-34
7.	Extract of Annual Return	35-46
8.	Details of Top Ten Employees of the Company	47
9.	Management Discussion and Analysis Report	48-50
10.	Auditor's Report	51-55
11.	Financial Statements	56-91
12.	Proxy Form	92-93
13.	Attendance Slip	94
14.	Route Map	95

COMPANY INFORMATION

CIN:		L74140HR1993PLC031900	
BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNEL		Mr. Surendra Kumar Jain (Managing Director)	
		Mr. Madhur Jain (Wholetime Director)	
		Mr. Ankur Jain (Wholetime Director)	
		Mr. Shreyans Kumar Patni (Non-Executive Independent Director)	
		Ms. Monal Gupta (Non-Executive & Independent Additional Director)	
		Mr. Ramesh Chand Jain (Non-Executive & Independent Director)	
		Mr. Tanush Jain (Chief Financial Officer)	
		Mr. Rahul Chauhan (Company Secretary)	
BOARD COMMITTEES:			
A. AUDIT COMMITTEE :			
S.NO.	NAME OF MEMBERS	DESIGNATION	CATEGORY
1.	Shreyans Kumar Patni	Chairperson	Non-Executive & Independent Director
2.	Monal Gupta	Member	Non-Executive & Independent Director
3.	Ramesh Chand Jain	Member	Non-Executive & Independent Director
B. NOMINATION AND REMUNERATION COMMITTEE :			
S.NO.	NAME OF MEMBERS	DESIGNATION	CATEGORY
1.	Shreyans Kumar Patni	Chairperson	Non-Executive & Independent Director
2.	Monal Gupta	Member	Non-Executive & Independent Director
3.	Ramesh Chand Jain	Member	Non-Executive & Independent Director

C. SHAREHOLDER'S GRIEVANCE COMMITTEE :

S.NO.	NAME OF MEMBERS	DESIGNATION	CATEGORY
1.	Shreyans Kumar Patni	Chairman	Non-Executive & Independent Director
2.	Ramesh Chand Jain	Member	Non-Executive & Independent Director
3.	Monal Gupta	Member	Non-Executive & Independent Director
4.	Surendra Kumar Jain	Member	Executive Director

D. INTERNAL COMPLAINT COMMITTEE:

S.NO.	NAME OF MEMBERS	DESIGNATION	CATEGORY
1.	Monal Gupta	Chairperson	Non-Executive & Non Independent Director
2.	Rahul Chauhan	Member	Company Secretary
3.	Ramesh Chand Jain	Member	Non-Executive & Independent Director
4.	Shreyans Kumar Patni	Member	Non-Executive & Independent Director

SECRETARIAL AUDITOR :	GA & Associates Company Secretaries LLP D-176, LGF Defence Colony, New Delhi, South Delhi - 110024 Contact No: 011-46772203/04/05
BANKERS:	Corporation Bank Axis Bank HDFC Bank
STATUTORY AUDITORS:	DSRV and CO LLP, Chartered Accountants 2414, Sector-9, Faridabad, Haryana-121006
REGISTERED OFFICE:	Plot No. 197, Sector-68, I.M.T., Faridabad, Haryana-121004
REGISTRAR & SHARES TRANSFER AGENT:	Beetal Financial & Computer Services Private Limited 99 Beetal House 3rd Floor, Madangir, Behind Local Shopping Centre, New Delhi- 110001 Contact No.- 011-29961281-283
ISIN NO.:	INE758B01013
COMPANY WEBSITE:	www.spsintl.co.in
E-MAIL:	radhamony.nair@gmail.com

SPS INTERNATIONAL LIMITED

Regd. Office:-Plot no. 197, I.M.T, Sector-68, Faridabad-121004, Haryana

Email: radhamony.nair@gmail.com; website: www.spsintl.co.in

Contact No.91 9810568630; CIN: L74140HR1993PLC031900

NOTICE OF 26TH ANNUAL GENERAL MEETING

Notice is hereby given that the 26th Annual General Meeting of the members of **SPS International Limited** will be held on Monday, 30th September at 12:00 P.M. at Plot No. 197, Sector-68, I.M.T., Faridabad, Haryana-121004 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended 31st March, 2019 and the Reports of the Board of Directors and Auditors thereon.
2. To consider and approve the re-appointment of Statutory Auditors of the Company to hold office for a period of Five years until the conclusion of the 31st Annual General Meeting and to fix their remuneration and to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, (including any re-enactment or modification thereto), and such other applicable provisions, if any, M/s D R S V and CO LLP, Chartered Accountants [FRN: 006993N], Faridabad, be and is hereby re-appointed as the Statutory Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of the Thirty first Annual General Meeting to be held in the year 2023."

SPECIAL BUSINESS:

1. **To Re-appoint Ms. Monal Gupta (DIN: 01062286) as an Independent Director of the company, who was appointed as Additional Director in the board meeting held on 1st April 2019.**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Ms. Monal Gupta (DIN: 01062286), who was appointed as an Additional Director on April 01, 2019, be and is hereby appointed as an Independent Director of the Company for a period of 5 years."

2. **To Re-appoint Mr. Ankur Jain (DIN: 00088666) as Director of the company, who was appointed as Additional Director in the board meeting held on 1st April 2019.**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Ankur Jain (DIN: 00088666), who was appointed as Additional Director on April 01, 2019, be and is hereby appointed as Director of the Company liable to retire by rotation. "

**For and on behalf of the Board
SPS INTERNATIONAL LIMITED**

Date: 05.09.2019
Place: Faridabad

**Sd/-
Rahul Chauhan
(Company Secretary)**

NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE MEETING) IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED WITH THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE SCHEDULED TIME OF THE MEETING.**

In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than ten percent of the total share capital of the Company.

Proxies submitted on behalf of the Companies, Societies, etc., must be supported by an appropriate Resolution / Authority, as applicable. An incomplete proxy form or proxy form received beyond time limit is liable to be rejected. A proxy form is enclosed.

3. Members/Proxies should bring the Attendance Slip duly filled in for attending the meeting along with their copy of Annual Report. No extra attendance slip and/or Annual Report will be provided at the venue of the Annual General Meeting. Also, Route map to the venue of meeting is enclosed.
4. Corporate Members intending to send their authorized representative(s) are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
5. Proxies shall be made available for inspection during the period beginning twenty-four hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the meeting.
6. Pursuant to Section 91 of the Companies Act, 2013, the register of members and the share transfer books of the Company will remain closed from 24th September, 2019 to 30th September, 2019 (both days inclusive) for the purpose of Annual General Meeting.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ Beetal Financial And Computer Services Private Limited
8. The Company is providing facility of REMOTE E-VOTING and the business may be transacted through such voting. Details instructions are provided in the notice itself.
9. The facility for voting through Ballot paper shall also be made available at the meeting and members attending the meeting who have not casted their vote by remote e-voting shall be able to exercise their right at the meeting.
10. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
11. The ISIN of the Equity Shares of Rs.10/- each is INE758B01013.
12. Electronic copy of the Notice of Annual General Meeting and Annual Report 2018-19 is being sent to all the members whose email IDs are registered with the Company/Depositories for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Notice of Annual General Meeting and Annual Report 2018-19 is being sent in the permitted mode.

13. All the material documents, Resolutions, Memorandum and Articles of Association of the Company etc. are open for inspection to the members during the office hour of all working day till the conclusion of the Annual General Meeting at the registered office of the Company.
14. Members are requested to notify the change in address, if any, to the Company quoting their Folio Numbers, Name and number of share held by them etc.
15. Members are requested to register their e-mail addresses with the Company or depository for receiving communications including Annual Reports, Notices and Circulars etc. by the Company electronically.
16. For security reasons, no article/baggage will be allowed at the venue of the meeting.
17. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID Numbers and those who hold shares in physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting.
18. All documents referred to in accompanying Notice and Explanatory Statement shall be open for inspection by members and shall be available at the registered office of the Company on all working days during business hours from the date of this Notice up to the date of AGM.
19. The persons who have acquired shares and become members of the Company after the dispatch of notice and holding shares as on the cut-off date i.e. 23rd September, 2019, then the member may obtain Login ID and other e-Voting related details from the Company.
20. Only bona fide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.

Additional information on directors recommended for appointment / re-appointment as required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.

Brief Profile:

Ms. Monal Gupta

Ms. Monal Gupta is Commerce Graduate having business experience for approx. 10 years in various businesses and administration.

Name	Ms. Monal Gupta
Age	45 years
Name of the listed companies in which the person also holds	Nil
Directorship and Membership of Committees of the Board	Nil

Mr. Ankur Jain

Mr. Ankur Jain is Commerce Graduate having business experience for approx. 10 years in various businesses and administration.

Name	Mr. Ankur Jain
Age	35 years
Name of the listed companies in which the person also holds	Nil
Directorship and Membership of Committees of the Board	Nil

E-voting Instructions:

Dear Member,

Sub: Voting through electronic means

Pursuant to the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014, SPS International Limited ("the Company") is offering e-Voting facility to its members in respect of the business to be transacted at the Annual General Meeting scheduled to be held on Monday, 30th September, 2019 at 12:00 P.M.

The Company has engaged the services of Central Depository Services Limited (CDSL) as the Authorized Agency to provide e-Voting facilities. The e-Voting particulars are set out below:

The e-Voting facility will be available during the following voting period:

- Commencement of e-Voting: 27th September, 2019 at 9:00 A.M.
- End of e-Voting: 29th September, 2019 till 5:00 P.M.
- The cut-off date for the purpose of e-Voting is 23rd September, 2019.

Please read the instructions printed overleaf before exercising the vote. This Communication forms an internal part of the Notice dated 05th September, 2019 for the Annual General Meeting scheduled to be held on 30th September 2019. The Notice of the Annual General Meeting and this communication will also be available on the website of the Company.

Voting through electronic means

- i. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services Limited (CDSL).
- ii. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- iii. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- iv. The process and manner for remote e-voting are as under:
 1. Click on Shareholders.
 2. 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. Members holding shares in physical form should enter Folio Number registered with the Company.
 3. Next enter the Image Verification as displayed and click on Login.
 4. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

5. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.
	<ul style="list-style-type: none"> In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth(DOB)	<p>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.</p> <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 as mentioned in instrument 4.

- After entering these details appropriately, click on "SUBMIT" tab.
- Members holding shares in physical form will then directly reach the Company selection screen. However, members 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 company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for the relevant company on which you choose to vote.
- 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.
- Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 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.
- Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- Note for Non - Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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.
 - In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- v. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- vi. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- vii. Ms. Akanksha Chhabra (Membership No. A34992) on behalf of M/s. GA & Associates Company Secretaries LLP has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- viii. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of Ballot Paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- ix. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- x. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the stock exchange.

**For and on behalf of the Board
SPS INTERNATIONAL LIMITED**

Date: 05.09.2019
Place: Faridabad

**Sd/-
Rahul Chauhan
(Company Secretary)**