



SPS INTERNATIONAL LIMITED

27TH ANNUAL REPORT

CONTENTS

S. NO.	PARTICULARS	PAGE NO.
1.	Company Information	3-5
2.	Notice of 27 th Annual General Meeting	6-25
3.	Director's Report	26-38
4.	Particulars of contracts/agreements with related party	39-41
5.	Corporate Governance Report	42-54
6.	Secretarial Audit Report	55-58
7.	Extract of Annual Return	59-71
8.	Details of Top Ten Employees of the Company	72-73
9.	Management Discussion and Analysis Report	74-77
10.	Auditor's Report	78-85
11.	Financial Statements	86-137
12.	Proxy Form	138-140
13.	Attendance Slip	141-142
14.	Route Map	143

COMPANY INFORMATION

CIN:	L74140HR1993PLC031900
BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNEL	Mr. Surendra Kumar Jain (Managing Director)
	Mr. Madhur Jain (Wholetime Director) (Resigned w.e.f. 01 st November, 2019)
	Mr. Ankur Jain (Wholetime Director) (Resigned w.e.f. 01 st November, 2019)
	Ms. Radha S Nair (Additional Director) (Appointed w.e.f. 01 st November, 2019)
	Ms. Shikha Jain (Additional Non- Executive Director) (Resigned w.e.f. 28 th February , 2020)
	Mr. Shreyans Kumar Patni (Non-Executive & Independent Director)
	Ms. Monal Gupta (Non-Executive & Independent Director) (Resigned w.e.f. 28 th February, 2020)
	Mr. Ramesh Chand Jain (Non-Executive & Independent Director)
	Ms. Chandni Arora (Additional Non-Executive & Independent Director) (Appointed w.e.f. 15 th July, 2020)
	Mr. Tanush Jain (Chief Financial Officer)
	Ms. Komal Jain (Company Secretary and Compliance Officer) (Resigned w.e.f. 15 th July, 2019) Mr. Rahul Chauhan (Company Secretary and Compliance Officer) (Appointed w.e.f. 16 th July, 2019 and Resigned on 17 th September, 2019) Mr. Gaurav Bajpai (Company Secretary and Compliance Officer) (Appointed w.e.f. 17 th September, 2019)

BOARD COMMITTEES:**A. AUDIT COMMITTEE :**

S.NO.	NAME OF MEMBERS	DESIGNATION	CATEGORY
1.	Shreyans Kumar Patni	Chairperson	Non-Executive & Independent Director
2.	Monal Gupta (Resigned w.e.f. 28 th February, 2020)	Member	Non-Executive & Independent Director
3.	Radha S Nair	Member	Additional Director (Executive and Whole time)
4.	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 (Resigned w.e.f. 28 th February, 2020)	Member	Non-Executive & Independent Director
3.	Chandni Arora	Member	Additional Non-Executive & Independent Director
4.	Ramesh Chand Jain	Member	Non-Executive & Independent Director

C. SHAREHOLDER'S GRIEVANCE COMMITTEE :

S.NO.	NAME OF MEMBERS	DESIGNATION	CATEGORY
1.	Shreyans Kumar Patni	Chairperson	Non-Executive & Independent Director
2.	Ramesh Chand Jain	Member	Non-Executive & Independent Director
3.	Monal Gupta (Resigned w.e.f. 28 th February, 2020)	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 (Resigned w.e.f. 28 th February, 2020)	Chairperson	Non-Executive & Independent Director
2.	Radha S Nair	Chairperson	Additional Director (Executive and Whole time)
3.	Gaurav Bajpai	Member	Company Secretary
4.	Rahul Chauhan (Resigned w.e.f. 17 th September, 2019)	Member	Company Secretary
5.	Komal Jain (Resigned w.e.f. 15 th July, 2019)	Member	Company Secretary
6.	Ramesh Chand Jain	Member	Non-Executive & Independent Director
7.	Shreyans Kumar Patni	Member	Non-Executive & Independent Director
SECRETARIAL AUDITOR :		GA & Associates Company Secretaries LLP A-5, Pota Cabin, Third Floor, Defence Colony, New Delhi - 110024 Contact No: 011-46772203/04/05	
BANKERS:		Corporation Bank	
STATUTORY AUDITORS:		DSRV and CO LLP, Chartered Accountants 2414, Sector-9, Faridabad, Haryana-121006	
REGISTERED OFFICE:		Plot No. F 6-7, FIT, Sector 57, 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	

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

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

Contact No: +91 9810568630; CIN: L74140HR1993PLC031900

NOTICE OF 27TH ANNUAL GENERAL MEETING

Notice is hereby given that the 27th Annual General Meeting of the members of **SPS International Limited** will be held on Wednesday, 30th September, 2020 at 03:00 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 audited Balance Sheet for the financial year ended 31st March, 2020, together with the Profit and Loss Account, Cash Flow Statement for the financial year ended on that date along with schedules appended thereto and the Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Surendra Kumar Jain (DIN: 00088064), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **To re-appoint Ms. Radha S Nair (DIN: 00088213) as a Whole Time Director of the Company, who was appointed as an Additional Director (Executive and Wholetime) in the Board meeting held on 01st November, 2019**

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company and pursuant to Regulation 17 of SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015, Ms. Radha S Nair (DIN: 00088213), who was appointed as an Additional Director (Executive and Whole time) of the Company on 01st November, 2019 and who holds office up to this annual general meeting be and is hereby appointed as a Wholetime Director of the Company, whose period of office shall be liable to be determined through retirement by rotation and who shall hold office for a term of five (5) consecutive years.

4. **To appoint Ms. Chandni Arora (DIN: 08794381) as an Independent Director of the Company in terms of Section 149 of the Companies Act, 2013**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to Regulation 17 of SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015, Ms. Chandni Arora (DIN: 08794381), who was appointed as an

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Additional Non-Executive Independent Director of the Company on 15th July, 2020 be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation in terms of Section 149(4), (10) & (11) and 152(6)(e) of the Companies Act, 2013 to hold office for a term of five(5) consecutive years."

5. Approval For Contribution under the provisions of Section 181 of the Companies Act, 2013

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

"RESOLVED THAT pursuant to the provisions of Section 181 of the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), if any, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors for making a contribution under the provisions of the Section 181 of the Companies Act, 2013 up to a sum of Rs. 25,00,000/- (Rupees Twenty Five Lakhs Only) in such installments as may be thought fit by the Board in its own discretion."

6. Approval for Related Party Transactions

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

"RESOLVED THAT pursuant to the approval of the board, the provisions of Section 188 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Company's policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with any related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for the transactions covered under section 188(1) of Companies Act, 2013, on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of Rs. 100 Crores (Rupees One Hundred Crores only).

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any of the Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

7. To increase the borrowing limit under Section 180(1)(c) of the Companies, Act, 2013

To consider, and if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the approval of the board, the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any

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statutory modifications or re-enactments thereof, the consent of the shareholders of the Company be and is hereby accorded to borrow money, as and when required, from, including without limitation, any Bank and/or other Financial Institution and/or foreign lender and/or any body corporate/ entity/entities and/or authority/authorities, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding a sum of Rs. 100 crores (Rupees One Hundred Crores only) for the Company, notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

8. To take approval to sell or dispose of undertakings under Section 180(1)(a) of the Companies, Act, 2013

To consider, and if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution**:

"RESOLVED FURTHER THAT pursuant to the approval of the board, the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, consent of the shareholders of the company be and is hereby accorded, to sell, dispose of, pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking [as defined under Explanation of section 180(1)(a) of the Companies Act, 2013] of the Company, to the purchaser/third party, on such terms and conditions and with such modifications as the Board may deem fit and appropriate in the interest of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

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9. To approve the limits for the Loans and Investment by the Company in terms of the provisions of Section 186 of the Companies Act, 2013

To consider, and if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the approval of the board, the provisions of Section 186 of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, the approval of the members of the Company be and is hereby accorded to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any body corporate or person and (c) acquire by way of subscription, purchase or otherwise, securities of any body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs. 100 Crores (Rupees One Hundred Crores Only) notwithstanding that such investments, outstanding loans given or to be given and guarantees and securities provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT in case of divestment of the investment, the Directors of the Company be and are hereby authorized to sign the necessary applications, papers, forms, documents etc. for effective implementation of decision of divestment taken by the Company from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Board of Directors of the Company and/or any person authorized by the Board from time to time be and is hereby empowered and authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

For and on behalf of the Board

SPS INTERNATIONAL LIMITED

Sd/-
Gaurav Bajpai
(Company Secretary and Compliance Officer)

Date: 05.09.2020

Place: Faridabad

Registered Office:

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Notes for Members' Attention:

1. In view of the General Circular Nos. 14/2020, 17/2020 and 22/2020 dated April 08, 2020, April 13, 2020 and June 15, 2020, respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated 12th May, 2020 issued by the Securities and Exchange Board of India ("SEBI Circular"), and in view of the non-availability of postal and courier services on account of threat posed by Covid-19 Pandemic situation, the Notice of the 27th Annual General Meeting and other documents are being sent only through electronic mode to those members whose email addresses are registered with the Company/Depositories.

Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 27th AGM and the Annual Report for the financial year 2019-2020 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:-

- A. For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self- attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company at: radhamony.nair@gmail.com
- B. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) OF THE COMPANY MAY APPOINT A PROXY TO ATTEND AND VOTE, IN CASE OF POLL ONLY, INSTEAD OF HIMSELF/ HERSELF.

A Proxy need not be a member of the Company. The instrument appointing proxy should be deposited at the Registered Office of the Company not less than forty-eight hours before commencement of the AGM. Proxies submitted on behalf of companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable. Pursuant to the provisions of Section 105 of the Companies Act, 2013, ("the Act") a person shall not act as a proxy for more than 50 (fifty) members and holding in aggregate not more than 10% (ten percent) of the total share capital of the Company. However, a single person may act as a proxy for a member holding more than 10% (ten percent) of the total share capital of the Company provided that such person shall not act as a proxy for any other person.

3. Corporate Members intending to send their authorised representatives to attend the Annual General Meeting are requested to send a duly certified copy of the Board Resolution authorising their representatives to attend and vote at the forthcoming 27th Annual General Meeting. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall where the AGM is proposed to be held.