



SPS INTERNATIONAL LIMITED

**28TH
ANNUAL
REPORT**

2020-2021



Board of Directors

Chairman cum Managing Director:

Surendra Kumar Jain

Whole Time Director:

Radha S. Nair (upto 31st July 2021)

Independent Director:

Ramesh Chand Jain
Shreyans Kumar Patni

Chief Finance Officer:

Tanush Jain

Company Secretary & Compliance Officer:

Saurabh Gupta (w.e.f. 1st July 2021)

Registered Office:

Plot No: F- 6 & 7, FIT,
Sector-57
Faridabad-121004 (Haryana)
Delhi NCR, India
CIN: L74140HR1993PLC031900
Company Website: www.spsintl.co.in
Mail id: info@spintl.co.in

Registrar & Transfer Agent:

Beetal Financial & Computer Services Pvt Ltd
99, Beetal House, 3rd Floor,
Behind Local Shopping Center,
Madangiri, New Delhi-110001

Statutory Auditors:

DSRV and Co LLP,
Chartered Accountants
Faridabad (Haryana)

Secretarial Auditors:

P.C.Jain & Co
Company Secretaries
Faridabad (Haryana)

Bankers:

HDFC Bank Ltd

Equity Share Listed at:

Bombay Stock Exchange

ISIN No:

INE758B01013

CONTENT

S.No.	PARTICULARS	PAGE NO.
1.	Notice of 28 th Annual General Meeting	3-14
2.	Report of the Board of Directors	15-25
3.	Secretarial Auditor's Report	26-29
4.	Management Discussion and Analysis Report	30-32
5.	Statutory Auditor's Report	33-40
6.	Statement of Balance Sheet	41-41
7.	Statement of Profit & Loss Account	42-42
8.	Notes	43-65
9.	Cash Flow Statement	66-66



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Regd. Office:- Plot No. F- 6 & 7, FIT, Sector 57, Faridabad-121004 (Haryana)
Email: info@spsintl.co.in; website: www.spsintl.co.in
Contact No: +91 9810018920; CIN: L74140HR1993PLC031900

NOTICE OF 28TH ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Eighth Annual General Meeting of the Members of SPS International Limited will be held on Wednesday, 29th September, 2021 at 03:00 P.M., through Video Conferencing (VC) and/or Other Audio Visual Means (OAVM) at the deemed venue, at the Registered Office of the Company at Plot No. F 6-7, FIT, Sector-57, Faridabad, Haryana-121004, to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended as on 31st March, 2021, together with the reports of the Board of Directors & Auditor's thereon.
2. To consider and approve the re-appointment of Mr. Ramesh Chand Jain (DIN: 03208226) as a Director, who retires by rotation and being eligible, offers himself for re-appointment.

For- SPS International Limited

Place: Faridabad
Date: 3rd September, 2021

Sd/-
(Saurabh Gupta)
Company Secretary &
Compliance Officer
ACS No: 36879

NOTES:

1. Pursuant to the General Circular numbers 14/2020, 17/2020 and 20/2020 issued by the Ministry of Corporate Affairs (MCA) and Circular number SEBI/HO/CFD/CMD 1/CIR/P/2020/79 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as "the Circulars"), this year companies are allowed 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, in compliance with these Circulars, the 28th 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 the Notice.
2. **NORMALLY, A MEMBER IS ENTITLED TO ATTEND AND VOTE AT THE AGM, IS ENTITLED/ELIGIBLE TO APPOINT A PROXY, TO ATTEND AND VOTE ON HIS/HER BEHALF AT THE AGM, AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. HOWEVER, AS THE FORTHCOMING AGM IS BEING HELD IN ACCORDANCE WITH THE AFORESAID CIRCULARS THROUGH VC/OAVM, HENCE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE THIS YEAR. ACCORDINLY, FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THE AGM AND HENCE THE ATTENDANCE SLIP AND PROXY FORM ARE NOT ANNEXED WITH THIS NOTICE.**
3. As per section 103 of the Companies Act, 2013, participation of members through VC/OAVM will be considered for ascertaining the quorum at the AGM.
4. Corporate members are requested to send a duly certified copy of the Board Resolution/ Authorisation Letter to the Company or upload the same on VC Portal/ e-voting portal, authorizing their Representatives to attend and vote at the AGM being convened through VC/OAVM.
5. The necessary disclosures required to be made under the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of Director who is proposed to be re/appointed at the forthcoming AGM of the Company, are appearing in the 'Board's Report'; and details of his shareholding are as follows:-

Name of Director	Shares of the company held in his own name	Shares of the company held by relatives	Shares of the company held by /for any other person on a beneficial basis	Aggregate Shareholding in the Company
Mr. Ramesh Chand Jain (DIN 03208226)	NIL	NIL	NIL	NIL

6. The Register of Members and Share Transfer Books of the Company will remain closed from **Thursday, 23rd September, 2021 to Wednesday, 29th September, 2021 (both days inclusive)** in terms of the provisions of Section 91 of the Companies Act, 2013.
7. Members holding shares in physical form are requested to promptly notify the change in their respective address and/or their NECS/bank details to the RTA of the Company.
8. Members holding shares in electronic/dematerialized mode are requested to notify the change, if any, in their respective address and/or their NECS/bank details, to their respective Depository participant (DP) and not to the company or RTA.
9. Members are requested to note that the equity shares of the company are compulsorily traded in dematerialized form. Members are therefore advised to immediately dematerialize their shareholding to avoid any inconvenience in future. Members may kindly note that the SEBI vide amendment in the Regulation 40 of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, has mandated that the transfer of securities would be carried out in dematerialized form only with effect from 1st April, 2019.
10. In order to render better and efficient service, we request you to consolidate the multiple folios existing in the same name and in identical order. Please note that consolidation of folios does not amount of transfer of shares and therefore, no stamp duty will be payable for the same. In case you wish to consolidate your folios, kindly forward your request along with the relevant share certificates to the company or its, RTA, Beetal Financial & Computer Services Private Limited, New Delhi.
11. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market, vide its Circular No. SEBI/HO/MIRSD/DOP1/CIR/2018/73 dated 20th April, 2018. Members holding shares in electronic mode are, therefore, requested to submit PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in the physical form are requested to submit their PAN details to the RTA..
12. Electronic copy of the Annual Report for the year ended 31st March, 2021 along with the Notice of the 28th Annual General Meeting of the Company is being sent to all the members whose email IDs are registered with RTA/Depository Participants. Please be informed that as per the MCA Circular issued in this regard, this year the companies are not under an obligation to send physical copy of the Annual Report for the year 2020-21 to the shareholders.
13. Members wishing to seek further information or clarification on the Financial Statements or operations of the Company at the Meeting are requested to send their queries, at least 15 days before the date of the meeting, addresses to the Company Secretary at the registered office of the company.
14. Members must always mention their Folio or DP-ID & Client ID Number in all correspondence with the Company or the RTA.

15. CDSL e-Voting System-For Remote E-voting and E-voting during AGM

- a. 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, as well as and Circular No. 02/2021 dated January 13, 2021. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- b. 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), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended); and aforesaid Circulars issued by MCA, 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, 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.
- c. The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes 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 at least 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.
- d. 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.
- e. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint 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 state or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

- f. 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 Exchange i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
- g. 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.
- h. In continuation of the Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGM on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA Circular No. 02/2021 dated January 13 2021.
- i. The Board of Directors has appointed M/s P.C. Jain & Co., Company Secretaries, Faridabad, as the Scrutinizer for conducting the E-voting process in fair and transparent manner.
- j. 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 remote E-voting. Once the vote on the resolutions is cast by any member, he/she shall not be allowed to change it subsequently.

Commencement of Remote E-voting	Sunday, 26 th September, 2021, 09:00 A.M.
End of Remote E-voting	Tuesday, 28 th September, 2021, 05:00 P.M.

- k. The cut-off date (record date) for the purpose of E-voting is, Wednesday, 22nd September, 2021. The voting rights of members shall be in proportion to their equity shareholding in the paid up equity share capital of the company as on cut-off date.
- l. The results of remote E-voting and E-voting at the Annual General Meeting along with Scrutinizers' report shall be communicated to the Stock exchange and shall also be placed on the website of the company viz www.spsintl.co.in

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- i. The voting period begins on Sunday the 26th September, 2021 at 09.00 and ends on Tuesday, 28th September, 2021. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd September, 2021, may cast their vote electronically. The remote E-voting module shall be disabled by CDSL for voting thereafter.
- ii. The shareholders, who have already voted prior to the meeting date, would not be entitled to vote at the meeting.
- 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 facility 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 ease and convenience of participating in e-voting process.

- iv. In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on 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 e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 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. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page. 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 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. If the user is not registered for IDeAS e-Services, option to register is

	<p>available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at</p> <p>https://eservices.nsdl.com/SecureWeb/IdaasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: 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>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<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 022- 23058738 and 22-23058542-43.
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 and 1800 22 44 30.

- v. Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form and physical shareholders.

1. The shareholders should log on to the E-voting website www.evotingindia.com
2. Click on Shareholders/ Members module.