



SPS International Ltd.

(Where delivering quality is way of life)

CIN No. : L74140HR1993PLC031900

Plot No. F 6 & 7, 1st Floor, FIT
Sector-57, Faridabad - 121004 (Haryana)
Website : www.spsintl.co.in

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

Date: 03.09.2021

**To,
The Listing Department
The BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400001
(Script Code: 530177)**

ISIN: INE758B01013

**Subject: Submission of Annual Report for the Financial Year 2020-21 including Notice
Convening the 28th Annual General Meeting of SPS International Limited**

Dear Sir/Madam,

In Compliance to Regulation 34(1)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith a copy of the Annual Report for the Financial Year 2020-21, including the Notice convening the 28th Annual General Meeting of the company scheduled to be held on Wednesday, 29th September, 2021 at 03:00 P.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), in accordance with the pursuant to the provisions of the Companies Act, 2013 and MCA General Circular No 02/21 dated January 13, 2021 and may 5, 2020 read with other circulars dated April 8, 2020 and April 13, 2020 and considering the current situation of pandemic.


The Annual Report is also being sent through electronic mode to those members whose e-mail addresses are registered with the Company/ Registrars and Transfer Agent.

The Annual Report is available on the website of the Company At www.spsintl.co.in.

Kindly take the same on your records.

Thanking You,

For SPS International Limited


**Surendra Kumar Jain
(Managing Director)
DIN: 00088064**



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

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SPS INTERNATIONAL LIMITED

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.

3. Now enter your User ID
 - a) For CDSL: 16 digits beneficiary ID
 - b) Members 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:

For Shareholders holding shares in Demat Form other than individual 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"> 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)	<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 instruction (3).

7. After entering these details appropriately, click on "SUBMIT" tab.
8. 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 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.
9. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
10. Click on EVSN of "SPS INTERNATIONAL LIMITED".
11. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same 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.

12. Click on EVSN of "SPS INTERNATIONAL LIMITED".
13. After selecting the resolution you have to decide to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click "OK", else to change your vote, click "CANCEL" and accordingly modify your vote.
14. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take print of the votes cast by clicking on "Click here to print" option on the voting page.
16. 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 and enter the details as prompted by the system.

vi. Facility for Non-individual Shareholders and Custodians-Remote Voting

- 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 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.
- Alternatively Non Individual shareholders are required 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@cspcjin.com, 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/AVM AND E-VOTING DURING THE AGM ARE AS UNDER:

1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote 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/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops/iPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid technical 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 meeting mentioning their name, demat account number/folio number, email id, mobile number at company email id. The shareholders who do not wish to speak during the AGM but have queries may also send their queries in advance, 15 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at the aforesaid company email id. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker in advance, 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 shall 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 E-MAIL ADDRESSES 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 /RTA email id..
2. For Demat shareholders – please provide Demat account details (NSDL-16 digit DPID+CLID), Name, client master or copy of Consolidated Account Statement, PAN



(self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Company / RTA email id.

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 Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

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, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

For- SPS International Limited

Place: Faridabad
Date: 3rd September, 2021

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



BOARD'S REPORT

Dear Members,

Your directors are pleased to present before you, the Twenty- Eighth Annual Report along with Audited Financial Statements of the Company for the Financial Year ended on 31st March, 2021.

FINANCIAL HIGHLIGHTS

The Company's financial performance, for the year ended March 31, 2021 is summarized below:

	(INR in lakhs)	
	For the year ended	
	31/03/2021	31/03/2020
Revenue from operations	194.19	2781.44
Profit before taxation	(166.04)	(43.99)
Tax expenses	0.00	(14.69)
Total comprehensive income for the year	(166.04)	(66.14)
Earnings per share (EPS)	(5.15)	(1.82)

During Financial Year 2020-21, the Covid-19 pandemic developed rapidly into a global crisis, forcing government to enforce lockdowns of all economic activity. For the Company, the focus immediately shifted to ensuring the health and well-being of all employees, and on minimizing disruption to services for all our customers.

However, the operations of the Company remained suspended due to lockdown in the region towards the starting of financial year and were normalized during June 2020, resulting in loss of operations during first quarter in the financial year under review. The business of the company was impacted significantly and business opportunity loss was depended the financial situation due to covid-19 pandemic.

Also, during the current financial year the country is being impacted by the second wave of Covid-19 since April, 2021. Many states have imposed lockdowns and other similar measures in various cities to curb the spread of Covid-19 in their region. This is impacting the overall business scenario. This may impact the year 2021/22 in our planned production and sales.

There were no material changes and commitments affecting the financial position of the Company, which have occurred since the end of the financial year.

DIVIDEND

The Company does not recommend any dividend for the relevant financial year ending on March 31, 2021 and the directors are hopeful for better results in ensuing future.

DIRECTORS

Under the provision of the Section 152 (6) of the Companies Act, 2013, two-third of the total directors are liable to retire by rotation. Accordingly, Mr. Ramesh Chand Jain (DIN: 03208226) shall be retiring by rotation at the forthcoming Annual General Meeting (AGM) and being eligible, offers himself for reappointment.

TRANSFER TO RESERVES

For the year under review, the company has not transferred any amount to Reserve and Surplus.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

During the year under review, the company neither gave any loans or guarantee nor made any investments in terms of provisions of Section 186 of the Companies Act, 2013.

CHANGES IN THE NATURE OF BUSINESS

There is no change in the nature of the business of the Company during the Financial Year 2020/21.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS

There are no significant material orders passed by the Regulators or Courts or Tribunals, which would impact the 'going concern' status of the Company and its future operations. However, members' attention is drawn to the details about Contingent Liabilities and Commitments appearing in the Notes forming part of the Financial Statements.

INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

Details of Internal Financial Controls and its adequacy are included in the Management Discussion and Analysis Report, which forms part of this Report.

PARTICULARS OF CONTRACT OR ARRANGEMENT WITH RELATED PARTIES

As per the provisions of Companies Act, 2013 and Regulation 23 of 'Listing Regulations', the Company has formulated a Policy on Related Party Transaction to ensure transparency in transactions between the Company and the related parties.

During the year under review, there were no material transactions, as defined under the provisions of 'Listing Regulations', between the Company and related parties. All transactions with related parties were carried out in the ordinary course of business at arms' length basis and details of such transactions are mentioned in notes attached to the financial statements, appearing elsewhere in the Annual Report. Further, Form AOC-2 containing the necessary disclosure in this regard is attached as Annexure – I and forms an integral part of this report.

AUDITORS REPORT

The Audit Report does not contain any adverse remark / observations of the statutory auditors, therefore do not call for any further comments.

AUDITORS

- A. Auditors - During the year under review, M/s DSRV & Co. LLP, Chartered Accountants, carried out the Statutory Audit exercise and submitted their report.
- B. Internal Auditors - During the year under review, Mr. Surendra Kumar Jain, Managing Director, who is also a Chartered Accountant, carried out the Internal Audit exercise and submitted their report.
- C. Secretarial Auditors - During the year under review, M/s P.C. Jain & Co., Company Secretaries, carried out the Secretarial Audit and submitted their report.

DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to Sections 134(5), the Board of Directors, to the best of their knowledge and ability, confirm that:

1. in preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
2. the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and are prudent so as to give a true & fair view of the state of affairs of the Company at the end of the Financial Year and of the profits of the Company for the period;
3. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and preventing and detecting fraud and other irregularities;
4. the Directors have prepared the Annual Accounts on a 'going concern' basis;
5. the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating efficiently; and
6. the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

RISK MANAGEMENT

The Board confirms that there exists a structure in the Company to identify, assess, evaluate and mitigate various types of risks w.r.t. the operations of the Company. In view of the Board, none of the elements of any such risk threaten the existence of the Company.

DECLARATION BY INDEPENDENT DIRECTORS

The Company has received necessary declaration from each independent director under Section 149(7) of the Companies Act, 2013, that they meet the criteria of independence laid down in Section 149(6) of Companies Act, 2013 and Regulation 16 of the 'Listing Regulations'.

CORPORATE GOVERNANCE

The Company having its Paid up Capital and Net Worth as on 31st March, 2021 is Rs. 3,22,59,000/- and Rs. 5,38,67,000/- respectively. The Compliance of the Corporate Governance provisions as

17 specified in Regulations 17, 17A, 8, 19, 20, 21, 22, 23, 24, 24A, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 and Para C, D and E of Schedule V shall not be mandatory applicable to the company since its paid up capital is less than Rs.10 Crore and Net Worth of Rs. 25.00 Crore.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

In view of the nature of the activities carried out by the Company, Section 134(3)(m) of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 relating to conservation of energy and technology absorption, are not applicable to the Company. During the year under review, the Company had no earnings and expenditure in foreign exchange.

BUSINESS RESPONSIBILITY REPORT

As the Company is not falling under the top-1000 listed entities, based on market capitalization, as at 31/03/2021, the provisions of regulation 34(2)(f) of the Listing Regulations pertaining to the Business Responsibility Report (BRR), are not applicable.

FIXED DEPOSITS

The Company has neither invited nor accepted any deposits from public during the year under review. Accordingly, there are no unclaimed or unpaid deposits lying with the Company for the year under review.

PARTICULARS OF EMPLOYEES

Particulars required to be disclosed in pursuance of the provisions of Section 197, read with rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are given in Annexure – II.

CORPORATE SOCIAL RESPONSIBILITY

The disclosure as per Rule 9 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 is not applicable as Company is not covered under the criteria mentioned in Section 135(1) of the Companies Act, 2013.

ANNUAL EVALUATION BY THE BOARD

The Board has carried out the annual evaluation of its own performance, of each of its Committee and of all individual Directors, as required under the provisions of Section 134(3)(p) of the Companies Act, 2013 and the applicable provisions of Listing Regulations. The manner in which such performance evaluation exercise was carried out is given below:

The Nomination and Remuneration Committee (NRC) carries out the evaluation process at initial stage, followed by evaluation by Board. The performance evaluation framework is in place to seek the response of each Director on the evaluation of the entire Board and Individual Directors, on defined parameters.

The criteria of evaluation of Board as well as that of its each Committee; and individual Directors, including the Chairman of the Board; as defined by NRC in this regard, includes attendance and contribution of each Director at the meetings or otherwise, independent judgment, adherence to code of conduct and business ethics, monitoring of regulatory compliance, risk management and review of internal control system, etc.

The performance of the Board and Individual Directors was also evaluated by the Board seeking inputs from all Directors on aforesaid parameters. The performance of Committees was evaluated by the Board seeking inputs from concerned Committee Members. A separate meeting of the Independent Directors was also held to review the performance of Non-independent Directors; performance of the Board as a whole and performance of the Chairman of the Company, taking into account the views of executive as well as non-executive Directors.

CORPORATE POLICY

We seek to promote and follow the highest level of ethical standards in our business transactions. The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandated the formulation of certain policies for all listed companies. All the policies are available on the website of the Company.

The Policies are reviewed periodically by the Board and updated on the basis of need and new Compliance.

The Key Policies are as follows:

Name of the Policy	Brief Description
Vigil Mechanism/Whistle Blower Policy	The Company has in place a vigil mechanism in the form of Whistle Blower Policy. It aims at providing avenues for employees to raise complaints and to receive feedback on any action taken and seeks to reassure the employees that they will be protected against victimization and for any whistle blowing conducted by them in good faith. The policy is intended to encourage and enable the employees of the Company to raise serious concerns within the organization rather than overlooking a problem or handling it externally. The Company is committed to the highest possible standard of openness, probity and accountability. It contains safeguards to protect any person who uses the Vigil Mechanism (whistle blower) by raising any concern in good faith. The Company does not tolerate any form of victimization and takes appropriate steps to protect a whistle blower that raises a concern in good faith and treats any retaliation as a serious disciplinary action. The Company protects the identity of the Whistle blower if the Whistle blower so desires, however the whistle blower needs to attain any disciplinary hearing or proceedings as may be required for investigation of the complaint. The mechanism provides for a detailed complaint and investigation process. If circumstances so require, the employee can make a complaint directly to the Chairperson of the Audit Committee. The Company also provides a platform to its employees for having direct access to the Chairperson and Managing Director and Whole-time

	Directors of the Company for raising any concerns. The confidentiality of those reporting violations is maintained and they are not subjected to any discriminatory practice.
Risk Management Policy	The Company has developed and implemented a Risk Management Policy. The details of elements of risk are provided in the Management Discussion and Analysis section of the Annual Report.
Appointment and Remuneration of Directors, KMP and other Employees Policy	The Board on the recommendation of Nomination and Remuneration Committee has framed a policy on Director's Appointment and Remuneration, including criteria for determining qualifications, positive attributes, independence of a director and relating to remuneration for the Directors, Key Managerial Personnel and Other Employees in terms of sub-section (3) of section 178 of the Companies Act, 2013. The Remuneration Policy is available on the Company's website.
Sexual Harassment Policy	As required under the Sexual Harassment of women at Workplace (Prohibition, Prevention and Redressal) Act, 2013, the Company has policy on prevention of Sexual harassment of women at workplace and matters connected therewith.

REPORT UNDER THE PREVENTION OF SEXUAL HARASSMENT ACT, 2013

The Board confirms that no complaints/ cases has been filed / pending with the Company under the Prevention of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 during the financial year 2020-21.

NUMBER OF MEETINGS OF THE BOARD

The Agenda and Notice of the Meetings were circulated well in advance to the respective Directors. During the year under review, 8 (Eight) Board Meetings, 5 (Five) Audit Committee Meetings, 1 (One) Stakeholders Relationship Committee Meetings, 4 (Four) Nomination and Remuneration Committee meeting, 1 (One) Independent Directors Meeting and 1(One) Internal complaint committee were convened and held. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 i.e. the maximum interval between any two meetings did not exceed 120 days.

COMPOSITION OF COMMITTEES OF THE BOARD AS ON 31ST MARCH 2021: AUDIT COMMITTEE:

In compliance with the provisions of Section 177 of the Companies Act, 2013, the primary objective of the audit committee is to monitor and provide an effective supervision of the Management's financial reporting process, to ensure accurately and timely disclosures, with the highest levels of transparency,

integrity and quality of financial reporting. The composition of Audit Committee of the Company is as following:

S. No.	Name of Member	Designation	Category
1.	Smt. Radha S Nair	Member	Executive & Whole Time Director
2.	Shri Shreyans Kumar Patni	Chairman	Non Executive & Independent Director
3.	Shri Ramesh Chand Jain	Member	Non Executive & Independent Director

NOMINATION AND REMUNERATION COMMITTEE:

In compliance with provisions of 178(1) of the Companies Act, 2013, the purpose of the committee is to screen and review individuals qualified to serve as executive directors, non-executive directors and independent directors and to review their remuneration, consistent with criteria approved by the Board, and to recommend, for approval by the Board of the Board. The composition of Nomination and Remuneration Committee of the Company is as following:

S. No.	Name of Member	Designation	Category
1.	Shri Shreyans Kumar Patni	Chairman	Non Executive & Independent Director
2.	Smt. Chandni Arora	Member	Non Executive & Independent Director
3.	Shri Ramesh Chand Jain	Member	Non Executive & Independent Director

SHAREHOLDER'S GRIEVANCE COMMITTEE:

In compliance with provisions of 178(5) of the Companies Act, 2013, the purpose of the committee is to assist the Board and the Company in maintaining healthy relationships with all stakeholders. The composition of Shareholder's Relationship Committee of the Company is as following:

S. No.	Name of Member	Designation	Category
1.	Shri Surendra Kumar Jain	Member	Executive Director
2.	Shri Shreyans Kumar Patni	Chairman	Non Executive & Independent Director
3.	Shri Ramesh Chand Jain	Member	Non Executive & Independent Director

INTERNAL COMPLAINT COMMITTEE:

In compliance with provision of Section 4 (1) of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the purpose of the committee is to address the complaints raised by women employee relating to sexual harassment at workplace. The composition of Internal Complaint Committee of the Company is as following:

S. No.	Name of Member	Designation	Category
1.	Smt. Radha S Nair	Member	Executive & Whole Time Director
2.	Shri Surendra Kumar Jain	Member	Executive Director
3.	Shri Shreyans Kumar Patni	Chairman	Non Executive & Independent Director
4.	Shri Ramesh Chand Jain	Member	Non Executive & Independent Director

SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s P.C. Jain & Co., Company Secretaries to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit is annexed as Annexure – III.

The Secretarial Audit Report does not contain any qualification, observation or other adverse remarks.

FRAUDS REPORTED BY THE AUDITORS

None of the auditors – Statutory, Secretarial or Internal – have reported any incident of fraud to the Audit Committee/Board of Directors, in their respective report, for the periods reviewed by them.

SECRETARIAL STANDARDS

The Company has complied with the applicable Secretarial Standards, as amended from time-to-time.

SUBSIDIARY COMPANIES, JOINT VENTURE OR ASSOCIATE COMPANIES

The Company neither has any subsidiary, joint venture or associate company; nor has any Company become or ceased to be its subsidiary, joint venture or associate company, during the year.

ANNUAL RETURN

As required under the provisions of Section 92(3) read with section 134(3)(a) of the Companies Act, 2013, a copy of the relevant Extract of Annual Return would be made available at company's office website- www.splintl.co.in

PROCEEDINGS PENDING UNDER INSOLVENCY AND BANKRUPTCY CODE, 2016

The Company did not become insolvent; hence there is no application or proceedings pending under Insolvency and Bankruptcy Code, 2016, during the financial year under review.

APPRECIATIONS

The Board wishes to place on record its appreciation for the untiring efforts & contributions of all the employees of the Company and for the trust & support of all other stakeholders associated with the Company. The Board expects to continue to receive the same in future also.

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

**Sd/-
Surendra Kumar Jain
Chairman cum Managing Director
DIN: 00088064**

**Date: 28th July, 2021
Place: Faridabad**

ANNEXURE - I

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis:

There were no contracts or arrangements or transactions entered into by the Company with any related party, during the year ended March 31, 2021, which were not at arm's length basis.

2. Details of material contracts or arrangements or transactions at arm's length basis:

There were no material contracts or arrangements or transactions entered into by the Company with any related party, during the year ended March 31, 2021. However, the particulars of related party transactions carried out in the ordinary course of business at arm's length basis, are appearing at Note No. 45 forming part of the financial statements of this annual report.

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

**Sd/-
Surendra Kumar Jain
Chairman cum Managing Director
DIN: 00088064**

**Date: 28th July , 2021
Place: Faridabad**

Annexure-II

PARTICULARS OF EMPLOYEES

(a) The information as per Section 197 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is as under:

As at 31st March, 2021 there were 8 employees on the rolls of the company. The total remuneration paid to employees for the Financial Year 2020-21 was Rs. 8,56,721/- as compared to Rs. 33,94,732/- in the Financial Year 2019-20 whereas total remuneration paid to Managerial personnel for the Financial year 2020-21 was Rs. 4,54,178/- as compared to Rs. 9,59,101/- in Financial year 2019-20.

The ratio of remuneration of the Whole Time Director, Mrs. Radha S Nair to the median remuneration of the employees of the company was 0.74 times.

There has been **7.85% decrease** in the remuneration of Company Secretary in the financial year 2020-21.

There has been **2.96% decrease** in the median remuneration of employees in the financial year 2020-21.

b) None of the employee as specified in section 197 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 has drawn remuneration not less than as mentioned in rule 5(2) (i), 5(2) (ii) and 5(2) (iii) of the said rules. Therefore the information of top 10 employees in terms of remuneration drawn is not required to be given.

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

Sd/-

Surendra Kumar Jain
Chairman cum Managing Director
DIN: 00088064

Date: 28th July, 2021
Place: Faridabad

ANNEXURE - III

Form No. MR-3
SECRETARIAL AUDIT REPORT

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies [Appointment and Remuneration Personnel] Rules, 2014]

To,
The Members,
SPS International Limited
Plot No. F 6-7 FIT, Sector 57,
Faridabad, Haryana, 121004

We have conducted the secretarial audit of the compliances of applicable statutory provisions and the adherence to good corporate practices by **M/S SPS INTERNATIONAL LIMITED** (hereinafter called as "**the Company**") for the financial year ended on **31st March, 2021** (hereinafter called as the "**period under review**"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2021 has complied with the statutory provisions listed hereunder and also that the Company has proper Board- processes and Compliance-Mechanism in place to the extent, in the manner but subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the period under review, checked the applicability of the provisions of:

- (i) The Companies Act, 2013 (**the Act**) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ("**SCRA**") and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **Not applicable during the period under review.**

- (v). The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (**"SEBI Act"**):-
- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (**Not Applicable during the period under review**).
 - (d) The Securities and Exchange Board of India (Share Based employee Benefits) Guidelines, 2014; (**Not Applicable during the period under review**).
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (**Not Applicable during the period under review**).
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (**Not Applicable during the period under review**).
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (**Not Applicable during the period under review**).
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (**Not Applicable during the period under review**).
 - (i) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015.
- (iv) On the basis of written representation and detail of Industry provided by the company, we confirm that no other laws are specifically applicable to the company except the followings laws:
- a) Payment of Gratuity Act, 1972;
 - b) Employees Provident Fund Act, 1952;
 - c) Payment of Wages Act, 1936;
 - d) Employee State Insurance Act, 1948;
 - e) The Contract Labour (Regulation and Abolition) Act, 1970.

We have also examined compliance with the applicable clauses of the following:

- a. Secretarial Standards issued by The Institute of Company Secretaries of India.
- b. The Listing Agreements entered into by the Company with Stock Exchanges.
- c. During the period under review and as per the explanations and clarifications given to us and the representations made by the management, the Company has complied with the provisions of applicable Acts, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notices were given to all Directors to schedule the Board Meetings. Also, agenda and detailed notes on Agenda were sent to all the Directors at least seven days in advance except one board meeting which was held on shorter notice. Also, a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority of the decision is carried through while the dissenting member's view, if any, are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that the compliance by the Company of applicable financial laws like direct and indirect tax laws and maintenance of financial records and books of accounts has not been reviewed in this Audit since the same have been subject to review by statutory financial audit by other designated professional.

We further report that during the audit period no specific events / actions were taken by the company which has a major bearing on the company's affairs in pursuance of the act, rules regulations guidelines, standards etc.

**For P.C. Jain & Co.
Company Secretaries
(FRN: P2016HR051300)
Sd/-**

**Place: Faridabad
Date: 28th July, 2021
UDIN: F004103C000698830**

**(P C Jain)
Managing Partner
CP No. 3349
M.No. 4103**

Note: This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.



Annexure A'

To,
The Members,
SPS International Limited
Plot No. F 6-7, FIT, Sector 57,
Faridabad, Haryana, 121004

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management Representation Letter about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.

For P.C. Jain & Co.
Company Secretaries
(FRN: P2016HR051300)

Sd/-

(P C Jain)
Managing Partner
CP No. 3349
M.No. 4103

Place: Faridabad
Date: 28th July, 2021
UDIN: F004103C000698830

Management Discussion and Analysis Report

INDUSTRY STRUCTURE AND DEVELOPMENT

The Company is continuing its business of sale/ purchase of Optical Mark Readers, Image Scanners, Insight Scanners, Computers and other allied peripherals and equipments, designing, printing and supply of OMR Answer sheets, Answer booklets, confidential examination materials printing along with other necessary stationery.

The comparison of the sales of the products of the Company over the previous year is as under:

Particulars	Sale Quantity	
	2020-21	2019-20
OMR Sheets (In Lakhs)	20	227
Drawing Sheet (In Lakhs)	1	0
Exercise books (In thousands)	38	60
Printed Answer booklet (In Lakhs)	0	48
Paper Reel (In Number)	149	0

The demand of the products and services of the company has remained steady despite increased competition as also due to switching over all the major examinations to online method of test. The company is planning to undertake restructuring of its product mix to get its optimum advantages.

OPPORTUNITIES AND THREATS

There is always great opportunity for the company due to ever growing number of Educational Institutes, Skilled Development Centers and overall thrust of our Central Government and State Governments to generate and provide more employment. These are the application areas of the products and services of the company. These opportunities are accompanied by threats also due to increasing cases of unfair means being adopted in examinations, recruitment scams, extra ordinary volumes of applicants, a need is arising to switch over the examination system to online method. The biggest user of these services Railway Recruitment Boards have already taken this step in the current year itself. The company at present is not providing any service of online tests. In addition to this as usual the number of competitors are increasing rapidly thereby posing tough competition in rates and forcing the company to continue this business on narrow margins of profits. The Company is finding it very difficult to maintain its market share as also its costs of production, because of ever increasing labour rates, power charges, transportation charges, cost of materials and on the other hand the smart buying tactics of the customers to buy the products of the company on the prices of all inclusive (that means tax, transportation, loading and unloading etc.).

OUTLOOK AND FUTURE PROSPECTS

In view of the Covid-19 pandemic situation globally, the business of OMR sheets, Scanners and Image Scanners has badly affected. The emphasis by the Government on online examination and tuition will have great impact on the performance of the company in future. However, the Company is taking necessary steps to maintain its leadership position by maintaining / increasing its growth in all its business areas including that OMR Sheets, Scanners and Image Scanners. The company has envisaged a massive cost effective program to make its products more competitive while maintaining the quality. The business of the confidential printing due to change in examination pattern and policy by the Government will have impact on future prospects on this business segment. The company is also exploring all possibilities to discontinue the present business line altogether and to enter in new areas of business operations. Suitable decisions will be taken very soon in this respect.

RISKS & CONCERNS

In today's complex business environment, almost every business decision requires executives and managers to balance risk and reward. Effective risk management is therefore critical to an organization's success. Globalization, with increasing integration of markets, newer and more complex products & transactions and an increasingly stringent regulatory framework has exposed organizations to newer risks. As a result, today's operating environment demands a rigorous and integrated approach to risk management. Timely and effective risk management is of prime importance to our continued success. Increased competition and market volatility has enhanced the importance of risk management. The sustainability of the business is derived from the following:

- ❖ Identification of the diverse risks faced by the company.
- ❖ The evolution of appropriate systems and processes to measure and monitor them.
- ❖ Risk management through appropriate mitigation strategies within the policy framework.
- ❖ Monitoring the progress of the implementation of such strategies and subjecting them to periodical audit and review.
- ❖ Reporting these risk mitigation results to the appropriate managerial levels

HUMAN RESOURCES

The Company has a system for continuous development of its employees, whereby the performance and competencies of the individuals are measured. The requirements of the organization are matched with profile of the individuals. In case of any improvement areas, on the job training/ special programmes are being organized. This process has helped in career planning and growth of the employees.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUENCY

The Company has established internal control systems, which provide reasonable assurance with regard to safeguarding of the Companies assets, promoting operational efficiency and ensuring compliance with various statutory provisions. The internal control systems are reviewed at a reasonable period of time by management and statutory auditors. The Report on the internal control systems is also placed before the Audit Committee regularly. The Statutory Auditors also review the findings with the Senior



Management and Audit Committee. The Company is accredited with the ISO 9001- 2008 certification by VINCOTTE.

CAUTIONARY STATEMENT

This report describing the company's activities, projections about future estimates, assumptions with regard to global economic conditions, government policies, etc. may contain "forward looking statements" based on the information available with the company. Forward-looking statements are based on certain assumptions and expectations of future events. These statements are subject to certain risks and uncertainties. The company cannot guarantee that these assumptions and expectations are accurate or will be realized. The actual results may be different from those expressed or implied since the company's operations are affected by the many external and internal factors, which are beyond the control of the management. Hence the company assumes no responsibility in respect of forward-looking statements that may be amended or modified in future on the basis of subsequent developments, information or events.

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

Sd/-

**Surendra Kumar Jain
Chairman cum Managing Director
DIN: 00088064**

**Date: 28th July 2021
Place: Faridabad**

**INDEPENDENT AUDITOR'S REPORT**

To
The Members of
M/s SPS International Limited

Report on the Audit of the Standalone Financial Statements**Opinion**

We have audited the accompanying standalone financial statements of **M/s SPS International Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2021, the Statement of Profit and Loss, the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Standalone Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statement.

Emphasis of Matter Para

We draw attention to **Note 50** of the Standalone Financial Results as regard to the management evaluation of COVID-19 impact on the future performance of the Company. Our opinion is not modified in respect of this matter specified regarding the managements evaluation of COVID-19 impact on the future performance of the company.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with other accounting principles generally accepted in India, including Indian Accounting standards specified in Section 133 of the Act. This responsibility also includes maintenance of



adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error. In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The Board of Directors is responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements Can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain Professional Skepticism throughout the audit. We also:-

- Identify and assess the risk of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate Internal Financial controls with reference to the Financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or Conditions that may cast significant doubt on the company's ability to continue as going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.



- Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Standalone Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Standalone Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in

- Planning the scope of our audit work and in evaluating the results of our work; and
- To evaluate the effect of any identified misstatements in the Standalone Financial Statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit. We also provide those charged with governance with a statement that we have complied with relevant Ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:

- We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- The Balance Sheet, the Statement of Profit and Loss and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
- In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- On the basis of the written representations received from the directors as on March 31, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.
- With respect to the Adequacy of Internal Financial Controls with reference to the Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure A".
- With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the company to its directors during the year is in accordance with the provisions of Section 197 read with Schedule V of the Act.
- With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:



- i. The Company does not have any pending litigations/ has disclosed the impact of pending litigations on its financial position in its standalone financial statements.
 - ii. The Company does not have/ has made provision, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
2. As required by the Companies (Auditors Report) Order 2016 ("the Order") issued by the Central Government in terms of section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified on paragraphs 3 and 4 of the order.

For DSRV AND CO LLP
Chartered Accountants

Dinesh Agrawal
(Partner)
M.No. 08344 DABAD
UDIN:- 21085714AAAACP1526
FRN. 006993N
Place: - Faridabad
Date: 29/06/2021

Annexure - A to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **M/s SPS International Ltd.** ("the Company") as of 31 March 2021 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

(1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;



- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has not established its internal financial controls system over financial reporting, based on criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. Because of this reason, we are unable to obtain sufficient appropriate audit evidence to provide a basis for our opinion whether the company had adequate internal financial controls system over financial reporting and whether such internal financial controls over financial reporting were operating effectively as at 31st March 2021. The disclaimer does not affect our opinion on the financial statement of the company.

For DSRV AND EO LLP
Chartered Accountants


Dinesh Agrawal
(Partner)
M.No. 085714
UDIN:- 21085714AAACP1526
FRN. 006993N
Place: - Faridabad
Date: 29/06/2021

ANNEXURE - B to the Auditors' Report

The Annexure referred to in Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March 2021, we report that:

- 1) (a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the company, the title deeds of immovable properties are held in the name of the company.
- 2) (a) The inventory has been physically verified during the year by management. In our opinion, the frequency of verification is reasonable.

(b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.

(c) The company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records were not material.
- 3) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.
- 4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.
- 5) The Company has not accepted any deposits from the public.
- 6) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.
- 7) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including provident fund, employees state insurance, income-tax, sales-tax, wealth tax, service tax, Goods and Services Tax and duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities. There is no arrears of outstanding statutory dues as at the last day of the financial year concerned for a period of more than six months from the date they became payable.



- (b) According to the information and explanations given to us, there are no material dues of duty of customs, duty of excise, value added tax, cess and any other statutory dues which have not been deposited with the appropriate authorities on account of any dispute.
- 8) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures during the year of audit.
- 9) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
- 10) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- 11) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- 12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of paragraph 3 (xii) of the Order is not applicable.
- 13) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable Indian accounting standards.
- 14) According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares during the year under review.
- 15) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- 16) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934

For DSRV AND CO LLP
Chartered Accountants

Dinesh Agrawal
(Partner)

M.No. 085714

UDIN:- 21085714AAAACP1526

FRN. 006993N

Place: - Faridabad

Date: 29/06/2021

SPS INTERNATIONAL LIMITED
BALANCE SHEET AS AT 31ST MARCH, 2021

S. No.	Particulars	Note No.	Amount (Rs.) as at 31.03.2021	Amount (Rs.) as at 31.03.2020
	ASSETS			
1)	Non-current assets			
	(a) Property, Plant and Equipment	2	12,563,470	18,061,705
	(b) Right of Use Asset		3,032,440	19,608,475
	(c) Intangible assets	3	274,097	507,504
	(d) Financial Assets			
	(i) Investments	4	-	-
	(ii) Trade receivables	5	-	-
	(iii) Loans	6	2,983,000	10,140,133
	(iv) Others	7	-	-
	(v) Other non-current assets		-	-
2)	Current assets			
	(a) Inventories	8	15,512,470	8,450,000
	(b) Financial Assets			
	(i) Investments		-	-
	(ii) Trade receivables	9	13,936,319	15,085,429
	(iii) Cash and cash equivalents	10	5,423,722	16,088,816
	(iv) Bank balances other than (iii) above		-	-
	(v) Loans		-	-
	(vi) Others	11	3,671,592	3,015,100
	(c) Current Tax Assets (Net)	12	3,390,716	7,001,031
	(d) Other current assets	13	20,937	201,825
	Total Assets		64,770,763	98,160,038
	EQUITY AND LIABILITIES			
	Equity			
	(a) Equity Share capital	14	32,259,000	32,259,000
	(b) Other Equity	15	21,607,929	36,212,207
	LIABILITIES			
1)	Non-current liabilities			
	(a) Financial Liabilities			
	(i) Borrowings	16	-	-
	(ii) Trade payables	17	-	-
	(iii) Other financial liabilities (other than those specified in item (i), to be specified)		-	-
	(b) Provisions	18	-	-
	(c) Deferred tax liabilities (Net)	19	2,086,608	2,086,608
	(d) Other non-current liabilities	20	7,344,405	21,477,272
2)	Current liabilities			
	(a) Financial Liabilities			
	(i) Borrowings	21	-	-
	(ii) Trade payables	22	723,789	1,454,947
	(iii) Other financial liabilities (other than those specified in item (i), to be specified)	23	-	-
	(b) Other current liabilities	24	733,135	803,306
	(c) Provisions	25	15,877	213,755
	(d) Current Tax Liabilities (Net)	26	-	1,652,943
	Total Equity and Liabilities		64,770,763	98,160,038

SIGNIFICANT ACCOUNTING POLICIES

"The Schedules referred above form an integral part of the Balance Sheet. This is the Balance sheet referred to in our report of even date."

For DS & Co. Chartered Accountants
Firm's Address: 402, Sector-21C, Faridabad
UDIN: 21065114AAAACPI62G

For and on behalf of Board Of Directors

S.K. Jain
(Chairman & managing Director)
DIN: 00088064
Address: H.No. 402, Sector-21C,
Faridabad

Radha S Nair
(Whole-Time Director)
DIN: 00085213
Address: House No.
1636 Sector 23A
Faridabad

Place: Faridabad
Date: 06.06.2021

Tanush Jain
(Accounts Manager)
C/O, 45 Prampat,
Muzaffar Nagar, U.P.

SPS INTERNATIONAL LIMITED
STATEMENT OF PROFIT & LOSS FOR THE PERIOD ENDED ON 31st MARCH, 2021

S. No.	Particulars	Note No.	Amount (Rs.) as at 31.03.2021	Amount (Rs.) as at 31.03.2020
I	Revenue from Operations	27	17,467,008	262,823,235
II	Other Income	28	1,952,619	15,321,474
III	Total Income (I+II)		19,419,627	278,144,709
IV	Expenses:			
	Cost of materials Consumed	29	23,056,925	141,557,093
	Purchase of Stock in Trade	30	-	-
	Changes in inventories of finished goods, Stock-in-Trade and work-in-progress	31	(7,062,470)	32,734,020
	Employee Benefits Expenses	32	1,951,914	14,148,962
	Financial Costs	33	1,592,954	3,283,923
	Depreciation and Amortization Expenses	34	5,061,960	8,382,949
	Other Expenses	35	11,442,622	82,437,653
V	Total Expenses		36,023,905	282,544,600
VI	Profit Before Tax (III-V)		16,604,278	4,399,891
VII	Tax Expense			
	(1) Current tax		-	1,652,943
	(2) Deferred tax		-	(183,298)
	(3) MAT Credit		-	-
VIII	Profit for the period (VI-VII)		16,604,278	5,869,536
IX	Other Comprehensive Income:			
	A) (i) Items that will not be reclassified to Profit or loss		-	744,693
	(ii) Income Tax relating to items that will be not reclassified to profit or loss		-	-
	B) (i) Items that will be reclassified to Profit or loss		-	-
	(ii) Income Tax relating to items that will be reclassified to profit or loss		-	-
X	Total Comprehensive Income for the period (VIII+IX) (Comprising Profit (Loss) and Other Comprehensive Income for the period)		16,604,278	6,614,229
XI	Earning per equity share:			
	(1) Basic		5.15	1.82
	(2) Diluted		5.15	1.82
	SIGNIFICANT ACCOUNTING POLICIES	1-2		

"The Schedule referred to above form an integral part of the Profit & Loss Statement. This is the Profit & Loss Statement referred to in our report of even date."

For DSR & Co. Chartered Accountants
Dinesh Agrawal (Practitioner)
M.No.: 10000000000000000000
FRN: 00699354

UDIN: 21086714AAAACP1526

Place: Faridabad
Date: 29.06.2021

For and on Behalf of Board Of Directors

S.K. Jain
(Chairman & managing Director)
DIN: 00088064
Address: H.No. 402, Sector-21C,

Radha S Nair
(Whole- Time Director)
DIN: 00088213
Address: House No 1636
Sector 23A Faridabad

Tanush Jain
(Accounts Manager)
CFO, 65 Prempuri,
Muzaffar Nagar, U.P

1 COMPANY OVERVIEW AND SIGNIFICANT ACCOUNTING POLICIES

1.1 CORPORATE OVERVIEW

SPS International Ltd. is a Limited Company domiciled in India and incorporated under the provisions of Companies Act, 1956 on 18th January 1993 which was originally incorporated under the name of SPS Data Products Private Limited with the main object to act as consultant and advisors for all kinds of accounts, Finance, Issue of Shares, Company Secretarial Work and to undertake all the above and allied jobs on assignment. Consequently upon name change it was registered under the name of SPS Data Products Limited on 22nd May 1995. The company was engaged since 1996, in Import & Sale of OMR/Image scanners, service & maintenance, sale of spares. Presently it is carrying its printing facilities for printing of OMR Stationery, Confidential & Examination material required for its business. The company is also engaged in scanning of OMR Answer sheets, data processing & result preparation of various Government and alike institutions.

1.2 BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The Financial statement have been prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention, on the accrual basis except for the certain financial instruments which are measured at fair value, the provisions of Companies Act, 2013 (the act) in the extent notified and guidelines issued by the Securities Exchange Board of India (SEBI). The Ind AS are prescribed under section 133 of the act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

Accounting Policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision of the existing accounting standard requires a change in the accounting policies hereto in use.

As the quarter and year figures are taken from the source and have been rounded off to the nearest digits, the figures already reported for all the quarters during the year might not always add up to the figures reported in this statement.

1.3 USE OF ESTIMATES

The Preparation of the Company's financial statements in conformity with the Ind AS requires the management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. The application of accounting policies that requires critical accounting estimates involving complex and subjective judgments and use of assumptions in these financial statements have been disclosed in the Note No. 14. Accounting estimates could change from period to period. Actual results could differ from these estimates. Appropriate changes in the estimates are made as the management becomes aware of the circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

1.4 CRITICAL ACCOUNTING ESTIMATES

a. Revenue Recognition

Sales are net of sales tax/GST. Revenue from sales is recognized at the point of dispatch to the customers when risk and reward stands. Services are net of service tax/GST. Revenue from services is recognized when services are rendered and related costs are incurred. Interest income is recognized on time proportion basis.

b. Income Taxes

Provision is made for deferred tax for all timing differences arising between taxable income and accounting income at currently enacted or substantially enacted tax rates. Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognized as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company. Deferred tax assets are recognized, only if there is reasonable certainty that they will be realized and are reviewed for the appropriateness of their respective carrying values at each Balance Sheet date.

c. Property, Plant and Equipment

Property, plant and equipment represent a significant proportion of the asset base of the Company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of the Company's assets are determined by the Management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

1.5 Revenue Recognition

a. The company derives its revenue from carrying on printing facilities for printing of OMR Stationery, Confidential & Examination material required for its business. The company is also engaged in scanning of OMR Answer sheets, data processing & result preparation of various Government and alike institutions.

b. Effective from 1st April 2019 Company adopted Ind AS-115 "Revenue from contract with Customers". The following is a summary of new and/or revised significant accounting policies related to revenue recognition

c. Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration we expect to receive in exchange for those products or services.

d. Revenues in excess of invoicing are classified as contract assets (which we refer as unbilled revenues) while invoicing in excess of revenues are classified as contract liabilities (which we refer to as unearned revenues).

e. The Company presents revenue net of Indirect Tax in its Statement of Profit & Loss Account.

f. The company accounts for volume discounts and pricing incentives to customers as a reduction of revenue based on the variable allocation of the discounts/ incentives.

g. Contract modifications are accounted for when additions, deletions or changes are approved either to the contract scope or contract price. The accounting for modifications of contracts involves assessing whether the services added to an existing contract are distinct and whether the pricing is at the standalone selling price. Services added that are not distinct are accounted for on a cumulative catch up basis, while those that are distinct are accounted for prospectively, either as a separate contract, if the additional services are priced at the standalone selling price, or as a termination of the existing contract and creation of a new contract if not priced at the standalone selling price.



1.6 Property, Plant and Equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment, if any. Costs directly attributable to acquisition are capitalized until the property, plant and equipment are ready for use, as intended by the Management. The Company depreciates property, plant and equipment over their estimated useful lives using the straight-line method. Depreciation methods, useful lives and residual values are reviewed periodically, including at each financial year end.

Advances paid towards the acquisition of property, plant and equipment outstanding at each Balance Sheet date is classified as capital advances under other non-current assets and the cost of assets not put to use before such date are disclosed under 'Capital work-in-progress'. Subsequent expenditures relating to property, plant and equipment are capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. Repairs and maintenance costs are recognized in net profit in the Statement of Profit and Loss when incurred. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset and the resultant gain or losses are recognized in the Statement of Profit and Loss. Assets to be disposed of are reported at the lower of the carrying value or the fair value less cost to sell.

1.7 Intangible Assets

Intangible assets are stated at cost less accumulated amortization and impairment. Intangible assets are amortized over their respective individual estimated useful lives on a straight-line basis, from the date that they are available for use. The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, demand, competition, and other economic factors (such as the stability of the industry, and known technological advances), and the level of maintenance expenditures required to obtain the expected future cash flows from the asset. Amortization methods and useful lives are reviewed periodically including at each financial year end.

Research costs are expensed as incurred. Software product development costs are expensed as incurred unless technical and commercial feasibility of the project is demonstrated, future economic benefits are probable, the Company has an intention and ability to complete and use or sell the software and the costs can be measured reliably. The costs which can be capitalized include the cost of material, direct labor, overhead costs that are directly attributable to preparing the asset for its intended use. Research and development costs and software development costs incurred under contractual arrangements with customers are accounted as expenses in the Statement of Profit and Loss.

1.80 Financial Instruments

1.8.1 Initial Recognition

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities that are not at fair value through profit or loss, are added to the fair value on initial recognition. Regular way purchase and sale of financial assets are accounted for at trade date.

1.8.2 Subsequent Measurement

a Non-Derivative Financial Instruments

i) Financial Assets carried at amortized cost

A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows, and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

ii) Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Further, in cases where the Company has made an irrevocable election based on its business model, for its investments which are classified as equity instruments, the subsequent changes in fair value are recognized in other comprehensive income.

iii) Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories is subsequently fair valued through profit or loss.

iv) Financial Liabilities

Financial liabilities are subsequently carried at amortized cost using the effective interest method, except for contingent consideration recognized in a business combination which is subsequently measured at fair value through profit and loss. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

b. Share Capital

Ordinary Shares

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares and share options are recognized as a deduction from equity, net of any tax effects.



1.8.3 Derecognition of Financial Instruments

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognised from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

1.9 Fair value of financial instruments

In determining the fair value of its financial instruments, the Company uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. The methods used to determine fair value include discounted cash flow analysis, available quoted market prices and dealer quotes. All methods of assessing fair value result in general approximation of value, and such value may never actually be realized.

Refer to Note 2.11 for the disclosure on carrying value and fair value of financial assets and liabilities. For financial assets and liabilities maturing within one year from the Balance Sheet date and which are not carried at fair value, the carrying amounts approximate fair value due to the short maturity of these instruments.

1.10 Provision

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that is reasonably estimable, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

1.11 Foreign Currency Functional Currency

The functional currency of the Company is the Indian rupee. These financial statements are presented in Indian rupees.

Transactions and translations

Foreign-currency-denominated monetary assets and liabilities are translated into the relevant functional currency at exchange rates in effect at the Balance Sheet date. The gains or losses resulting from such translations are included in net profit in the Statement of Profit and Loss. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at fair value are translated at the exchange rate prevalent at the date when the fair value was determined. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of the transaction.

Transaction gains or losses realized upon settlement of foreign currency transactions are included in determining net profit for the period in which the transaction is settled. Revenue, expense and cash-flow items denominated in foreign currencies are translated into the relevant functional currencies using the exchange rate in effect on the date of the transaction.

1.12 Earnings per Equity Share

Basic earnings per equity share are computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares outstanding during the period. Diluted earnings per equity share are computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

The number of equity shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any share splits and bonus shares issues including for changes effected prior to the approval of the financial statements by the Board of Directors.

1.13 Income Taxes

Income tax expense comprises current and deferred income tax. Income tax expense is recognized in net profit in the Statement of Profit and Loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in other comprehensive income. Current income tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as income or expense in the period that includes the enactment or the substantive enactment date. A deferred income tax asset is recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized. Deferred income taxes are not provided on the undistributed earnings of subsidiaries and branches where it is expected that the earnings of the subsidiary or branch will not be distributed in the foreseeable future. The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously. Tax benefits of deductions earned on the exercise of employee share options in excess of compensation charged to income are credited to share premium.



1.14 Employee Benefits

1.14.1 Gratuity

The Company provides for gratuity, a defined benefit retirement plan (the Gratuity Plan) covering eligible employees. The Gratuity Plan provides a lump-sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment with the Company.

Liabilities with regard to the Gratuity Plan are determined by actuarial valuation, performed by an independent actuary, at each Balance Sheet date using the projected unit credit method. The Company fully contributes all ascertained liabilities to the SPS International Ltd Employees' Group Gratuity Assurance Scheme (the Trust). Trustees administer contributions made to the Trust and contributions are invested in a scheme with the Life Insurance Corporation of India as permitted by Indian law.

The Company recognizes the net obligation of a defined benefit plan in its Balance Sheet as an asset or liability. Gains and losses through remeasurements of the net defined benefit liability / (asset) are recognized in other comprehensive income. The actual return of the portfolio of plan assets, in excess of the yields computed by applying the discount rate used to measure the defined benefit obligation is recognized in other comprehensive income. The effect of any plan amendments are recognized in net profit in the Statement of Profit and Loss.

1.14.2 Defined Contribution Plans (ESI and EPF)

The Company and its employees both contribute towards the Recognized Provident Fund and Employees State Insurance as a Contribution Towards the Defined Contribution Plans.

1.15 Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

1.16 Other Income

Other income is comprised primarily of interest income, dividend income, gain / loss on investments and exchange gain / loss on forward and options contracts and on translation of other assets and liabilities. Interest income is recognized using the effective interest method. Dividend income is recognized when the right to receive payment is established.



1 Initial Recognition of Leases under Ind as 116:-

The company as a lessee, recognises a Right-of-use asset and a lease liability for its leasing arrangements, if the contract conveys the right to control the use of an identified asset.

The contract conveys the right to control the use of an identified asset, if it involves the use of an identified asset and the company has substantially all of the economic benefits from the use of the asset and has right to direct the use of the identified asset. The cost of the right-of-use asset shall comprise the amount of initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date plus any initial direct cost incurred. Initially the lessee measures Right of Use Asset at Cost.

The company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit (IRR) in the lease if that rate can be readily determined. In case the rate is not easily determined, the company uses the incremental borrowing rate.

2 Exemptions from Applying Ind As 116:-

A Lessee has an option not to apply Ind as 116 with respect to the two types of leases:-

Short Term Leases:- General a Term of 12 Months or Less

Low Value Leases:- Where the value of Underlying Asset is Low

3 Subsequent Measurement of Leases under Ind as 116:-

At every Balance Sheet Date shall be measured similar to Financial Liability as per Ind as 109 (Amortized Cost Basis).

At every Balance Sheet Date Right of Use Asset is measured using the Cost Model (Ind as 16).

4 Expenses to be charged by Lessee in the Profit and Loss Account:-

- Depreciation of the Right of Use Asset
- Interest Expenses on the Lease Liability
- Impairment of Right of Use Asset

5 Re Measurement of Lease Liability:-

Due to Change in Lease Term or Change in Assessment of an option to purchase the asset or Change in Expected guaranteed Residual Value or Change in the Future Lease Payments the Lease Liability, initially recorded need to be re measured.

6 Modification of Lease Liability:-

Lease Modification is change in the scope of the Lease, or the consideration for a lease, that was not part of the original terms and conditions of the lease

7 Sub Leases:-

A Sub Lease is defined as a transaction for which the underlying asset is released by a lessee ("Intermediate Lessor") to a third party and the lease ("Head Lease") between the head lessor and lessee remains in effect. When the head lease is a short term lease, the sublease is classified as an operating lease.



NOTE : 2 PROPERTY, PLANT & EQUIPMENT

The changes in the carrying value of property, plant and equipment for the year ended March 31, 2021 are as follows :

Particulars	Electric Equipment	Office Equipment	Vehicles	Plant & Machinery	Furniture & Fixtures	Computers	Mobile Phone	Total
Gross Carrying value as of April 1, 2020	843,952	4,231,975	4,655,715	17,709,132	850,817	1,786,916	18,981	30,097,488
Additions	-	37,588	-	-	-	-	-	37,588
Deletions	534,986	4,040,362	605,000	-	257,940	-	-	5,438,288
Gross carrying value as of March 31, 2021	308,966	229,201	4,050,715	17,709,132	592,877	1,786,916	18,981	24,696,788
Accumulated Depreciation as of April 1, 2020	492,524	1,638,362	818,616	7,842,750	446,319	792,258	4,954	12,035,783
Depreciation	57,113	654,441	534,954	951,972	54,261	565,857	3,606	2,822,204
Accumulated Depreciation on Deletions	304,130	2,063,602	210,020	-	146,917	-	-	2,724,669
Accumulated Depreciation as of March 31, 2021	245,507	229,201	1,143,590	8,794,722	353,663	1,358,115	8,560	12,133,318
Carrying Value as of March 31, 2021	63,459	-	2,907,165	8,914,410	239,214	428,801	10,421	12,563,470
Carrying Value as of April 1, 2020	351,428	2,593,613	3,837,099	9,866,382	404,498	994,658	14,027	18,061,705



SPS INTERNATIONAL LIMITED

NOTE : 3 Intangible assets

The changes in the carrying value of acquired intangible assets for the year ended March 31, 2021 are as follows :

Particulars	Software & Licenses	Total
Gross Carrying value as of April 1, 2020	958,536	958,536
Additions	53,550	53,550
Deletions	982,143	982,143
Gross carrying value as of March 31, 2021	29,943	29,943
Accumulated Depreciation as of April 1, 2020	451,032	451,032
Depreciation	151,160	151,160
Accumulated Depreciation on Deletions	846,346	846,346
Carrying Value as of March 31, 2021	274,097	274,097
Carrying Value as of April 1, 2020	507,504	507,504

NOTE : 4 Investments

Sr. No.	Particulars	Amount as at 31.03.2021	Amount as at 31.03.2020
1	Non Current Investments (a) Investment in Equity Instruments Solitaire Printotech Ltd. (Unquoted Shares) 2,30,000 shares @ Rs. 10 each, fully paid, shown at Fair Value	-	-
	Total	-	-

NOTE : 5 Trade Recievables (Non Current Assets)

Sr. No	Particulars	Amount as at 31.03.2021	Amount as at 31.03.2020
1	Secured, considered good	-	-
2	Unsecured, Considered Good :	-	-
3	Doubtful	-	-
	Total	-	-



NOTE : 6 Loans

Sr. No.	Particulars	Amount as at 31.03.2021	Amount as at 31.03.2020
1	Non-Current Security Deposit a) Secured, considered good b) Unsecured, Considered Good : c) Doubtful	- 2,963,000 -	- 10,140,153 -
	Total	2,963,000	10,140,153

NOTE : 7 Other Financial Assets

Sr. No.	Particulars	Amount as at 31.03.2021	Amount as at 31.03.2020
1	Non-Current FDR with Corporation Bank	-	-
	Total	-	-

NOTE : 8 Inventories

Sr. No.	Particulars	Amount as at 31.03.2021	Amount as at 31.03.2020
1	Raw Material	15,512,470	4,000,000
2	Work in progress	-	4,450,000
3	Stores and Spares	-	-
4	Loose Tools	-	-
	Total	15,512,470	8,450,000

NOTE : 9 Trade Receivables

Sr. No.	Particulars	Amount as at 31.03.2021	Amount as at 31.03.2020
	Current		
1	Secured, considered good	-	-
2	Unsecured, Considered Good : -Outstanding for the period exceeding six months from the date they are due for payment -Outstanding for the period less than six months from the date they are due for payment	1,033,161 12,905,158	1,544,866 13,540,563
3	Doubtful	-	-
	Total	13,938,319	15,085,429

NOTE : 10 Cash & Cash Equivalents

Sr. No.	Particulars	Amount as at 31.03.2021	Amount as at 31.03.2020
1	Balance with Banks Corporation bank CCSDL Corporation bank Current A/c Axis Bank - Okhla HDFC Bank 03372560003271	- - 5,337,768 85,954	14,096,703 46,406 1,893,806 51,901
2	Cash in Hand	-	-
	Total	5,423,722	16,088,816



NOTE : 11 Others

Sr. No.	Particulars	Amount as at 31.03.2021	Amount as at 31.03.2020
	Current		
1	Balance with Revenue Authorities	3,671,592	3,015,100
	Total	3,671,592	3,015,100

NOTE : 12 Current Tax Assets

Sr. No.	Particulars	Amount as at 31.03.2021	Amount as at 31.03.2020
1	Tax Deducted at Source	2,279,266	6,751,181
(a)	For the Current Year		
(b)	For the Previous Years		
3	Income Tax Recoverable	3,071,450	249,850
2	MAT Credit Entitlement	-	-
3	Tax Collected at Source	-	-
	Total	5,350,716	7,001,031

NOTE : 13 Other Current Assets

Sr. No.	Particulars	Amount as at 31.03.2021	Amount as at 31.03.2020
1	Advances other than Capital Advances		
	a) Secured, considered good	-	-
	b) Unsecured, Considered Good :	937	141,321
	c) Doubtful	-	-
2	Others		
	Advances to Employees	20,000	-
	Other Recoverable	-	60,504
	Provision for Bad Debts	-	-
	Total	20,937	201,825



NOTE : 14 Equity Share Capital

Particulars	Amount as at 31.03.2021	Amount as at 31.03.2020
AUTHORIZED CAPITAL 1000000 (1000000) Equity Shares of Rs. 10/- each.	100,000,000	100,000,000
	100,000,000	100,000,000
ISSUED , SUBSCRIBED & PAID UP CAPITAL 3225900 (3225900) Equity Shares of Rs. 10/- each, Fully Paid	32,259,000	32,259,000
Total in INR	32,259,000	32,259,000

A) Reconciliation of the shares outstanding as at March 31 2021 and March 31 2020

Particulars	Amount as at 31.03.2021		Amount as at 31.03.2020	
Equity Shares of Rs. 10/- each fully paid	No. of shares	Amount of shares	No. of shares	Amount of shares
At the Beginning of the period	3,225,900	32,259,000	3,225,900	32,259,000
Issued During the Year		-	-	-
Outstanding at the end of the period	3,225,900	32,259,000	3,225,900	32,259,000

B) TERMS/RIGHT ATTACHED TO EQUITY SHARES

The company has only one class of equity shares having par value of Rs10/- per share. Each holder of equity shares is entitled one vote per Equity share.

C) DETAILS OF SHAREHOLDERS HOLDING MORE THAN 5% SHARES IN THE COMPANY

Particulars	31st March 2021		31st March, 2020	
Equity Shares of Rs. 10/- each fully paid	No. of shares	Percentage of Holding	No of Shares	Percentage of Holding
SPS Inratech Pvt. Ltd.	552,886	17.14	574,273	17.80
Madhur Jain	366,146	12.03	366,146	12.03
Ankur Jain	387,146	12.00	367,146	12.00



STATEMENT OF CHANGES IN EQUITY

NOTE: -15 Other Equity

Particulars	Equity Share Capital	Equity component of compound financial instruments	Other Equity				Total
			General Reserve	Retained Earnings	Exchange differences on translating the financial statements of a foreign operation	Other items of Other Comprehensive Income (specify nature)	
Balance as at April 1, 2020	32,259,000	-	2,400,000	35,812,207	-	-	70,471,207
Changes in Equity for the year March 31, 2021	-	-	-	-	-	-	-
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-
Restated balance at the beginning of the reporting period	-	-	-	-	-	-	-
Total Comprehensive Income for the year	-	-	-	16,604,278	-	-	16,604,278
Irrecoverable Other Comprehensive Income	-	-	-	-	-	-	-
Dividends	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-	-
Any other change (to be specified)	-	-	-	-	-	-	-
Balance as at March 31, 2021	32,259,000	-	2,400,000	18,207,929	-	-	21,607,929



NOTE : 16 Borrowings

Sr. No	Particulars	Non Current portion		Current maturities	
		Amount as at 31.03.2021	Amount as at 31.03.2020	Amount as at 31.03.2021	Amount as at 31.03.2020
	Non Current				
a)	Term Loans				
	i) from Banks				
	-Secured				
	-HDFC Bank Loan	-	-	-	-
	-Indusland Bank Ltd.	-	-	-	-
	-Unsecured	-	-	-	-
	ii) from other Parties	-	-	-	-
b)	Deferred Payment Liabilities	-	-	-	-
c)	Loans from related Parties	-	-	-	-
d)	Others	-	-	-	-
	Total	-	-	-	-

NOTE : 17 Trade Payables

Sr. No	Particulars	Amount as at 31.03.2021	Amount as at 31.03.2020
	Non Current		
1	-	-	-
	Total	-	-

NOTE : 18 Provisions

Sr. No	Particulars	Amount as at 31.03.2021	Amount as at 31.03.2020
	Non Current		
1	For Employee Benefits	-	-
2	Others	-	-
	Total	-	-

NOTE: 19 Deferred Tax Liabilities (net)

Amount (Rs.)

Sr. No	Particulars	Amount as at 31.03.2021	Amount as at 31.03.2020
	Tax Effect of Items constituting deferred tax assets		
1	On Difference between book balance and tax balance of Fixed Assets	2,693,968	2,693,968
2	For Difference on account of expenses	(607,360)	(607,360)
	Total	2,086,608	2,086,608

NOTE: 20 Other Non Current Liabilities

Amount (Rs.)

Sr. No	Particulars	Amount as at 31.03.2021	Amount as at 31.03.2020
1	Advances	-	-
2	Others	-	-
3	Lease Liability (Refer Note No 47)	7,344,405	21,477,272
	Total	7,344,405	21,477,272

NOTE : 21 Borrowings

Amount (Rs.)

Sr. No	Particulars	Amount as at 31.03.2021	Amount as at 31.03.2020
a)	Loans repayable on demand		
	i) from Banks		
	-Secured	-	-
	-Unsecured		
	Corporation Bank -CC	-	-
	ii) from other Parties	-	-
b)	Loans from related Parties	-	-
c)	Other loans	-	-
	Total	-	-

NOTE : 22



Sr. No	Particulars	Amount as at 31.03.2021	Amount as at 31.03.2020
1	Sundry Creditors for Material/Supplies	338,995	184,523
2	Sundry Creditors for Others	364,794	1,270,426
	Total	723,789	1,454,949

NOTE : 23 Other Financial Liabilities

Sr. No	Particulars	Amount as at 31.03.2021	Amount as at 31.03.2020
1	Current maturities of long term Debts	-	-
2	Current maturities of finance lease obligation	-	-
3	Others	-	-
	Total	-	-

NOTE : 24 Other Current Liabilities

Sr. No	Particulars	Amount as at 31.03.2021	Amount as at 31.03.2020
1	Statutory Remittances	377,401	173,645
2	Liability towards Revenue Expenses	247,392	521,290
3	Advance from customers	-	-
4	Other's Liabilities	-	-
5	Provision For Bad Debts	108,363	108,363
6	Balance Payable at Delhi Branch	-	-
	Total	733,155	803,306

NOTE : 25 Provisions

Sr. No	Particulars	Amount as at 31.03.2021	Amount as at 31.03.2020
1	For Employee Benefits	-	-
	Contribution to Gratuity Fund	8,027	191,205
	Contribution to Provident Fund	7,850	22,590
2	Others	-	-
	Total	15,877	213,795

NOTE: 26 Current Tax liabilities (Net)

Sr. No	Particulars	Amount as at 31.03.2021	Amount as at 31.03.2020
1	Provision for Current Taxation	-	1,652,943
	Total	-	1,652,943



SPS INTERNATIONAL LIMITED

NOTE : 27 Revenue from Operations

Amount (Rs.)

Sr. No	Particulars	Current Year	Previous Year
1	Sale of Products	17,296,462	258,167,419
	(A)	17,296,462	258,167,419
2	Sale of Services	170,546	4,655,816
	(B)	170,546	4,655,816
3	Other Operating Revenues	-	-
	(C)	-	-
		17,467,008	262,823,235
	Total Tax (1+2) (D)	-	-
	Total (A+B+C)	17,467,008	262,823,235

NOTE : 28 Other Income

Amount (Rs.)

Sr. No	Particulars	Current Year	Previous Year
1	Interest Income	13,489	285,417
2	Other Non Operating Income		
	- Local Conveyance reimbursed	-	4,790
	- Loading and boarding Charges reimbursed	-	439,800
	- Misc Receipts	56,020	32,017
	- Travelling Charges	-	396,241
	- Freight Charges reimbursed	1,878,090	11,490,134
	- Provision Written Back	-	-
	- Reimbursement of Expenses	-	-
	- Profit on Sale of Investments	-	-
	- Misc Balances Written Back	-	433,461
	- Profit on Sale of Fixed Assets	5,020	1,239,298
	- Current Liabilities Written Back	-	316
3	Sub Lease Receipts	-	1,000,000
	Total	1,952,619	15,321,474

NOTE : 29 Cost of Material Consumed

Amount (Rs.)

Sr. No	Particulars	Current Year	Previous Year
a)	PURCHASES OF RAW MATERIALS		
	Add:- Purchases during the year	23,056,925	141,557,093
	Consumption during the year (A)	23,056,925	141,557,093
b)	PURCHASES OF CONSUMABLES		
	Purchases during the year	-	-
	Consumption during the year (B)	-	-
	Total of (A+B)	23,056,925	141,557,093



NOTE : 30 Purchase of Traded Goods

Amount (Rs.)

Sr. No	Particulars	Current Year	Previous Year
1	Purchases during the Year	-	-
	Total	-	-

NOTE : 31 Change in Inventories

Amount (Rs.)

Sr. No	Particulars	Current Year	Previous Year
	Inventories at the end of the year		
1	Finished Goods:		
	Paper	15,512,470	4,000,000
	Stores & Spares	-	-
	Packing Materials (Loose Tools)	-	-
2	Work In Progress	-	4,450,000
	TOTAL (A)	15,512,470	8,450,000
	Inventories at the beginning of the year		
1	Finished Goods:		
	Paper	4,000,000	35,200,800
	OMR Readers	-	-
	Stores & Spares	-	155,600
	Packing Materials (Loose Tools)	-	-
2	Work-in-Progress	4,450,000	5,827,620
	TOTAL	8,450,000	41,184,020
	Less: Capitalised During the Year	-	-
	Net Opening Stock (B)	8,450,000	41,184,020
	Net (A-B) (Decrease)	(7,062,470)	32,734,020

NOTE : 32 Employee Benefits Expenses

Amount (Rs.)

Sr. No	Particulars	Current Year	Previous Year
1	Bonus	141,420	274,557
2	Contractor Wages	27,723	5,850,940
3	Contribution to ESI	8,844	27,335
4	Contribution to Provident Fund	59,877	139,681
5	Conveyance Allowance	181,163	276,861
6	Directors Remuneration	286,739	1,968,000
7	Ex - Gratia	48,431	91,974
8	HRA	237,611	379,572
9	Labour Welfare Fund	5,136	6,775
10	Leave Encashments	28,260	110,768
11	Medical Allowances	79,029	73,018
12	Payment/ Provision for Approved Gratuity Fund	58,027	51,191
13	Salaries	703,719	3,224,088
14	Staff Welfare Expenses	65,935	1,674,202
	Total	1,931,914	14,148,962



NOTE:33 Financial Cost

Amount (Rs.)

Sr. No	Particulars	Current Year	Previous Year
1	Interest	214,731	459,057
2	Bank Charges	71,650	341,972
3	Interest on Lease Liability	1,306,573	2,482,894
	Total	1,592,954	3,283,923

NOTE : 34 Depreciation & Amortisation Expenses

Amount (Rs.)

Sr. No	Particulars	Current Year	Previous Year
1	Depreciation & Amortization	2,973,364	3,981,046
2	Depreciation on ROU Asset	2,088,596	4,401,903
	Total	5,061,960	8,382,949

NOTE : 35 Other Expenses

Amount (Rs.)

Sr. No	Particulars	Current Year	Previous Year
1	Advertisement Expenses	47,280	56,768
2	AGM Expenses	-	163,905
3	Auditor's Remuneration	50,000	50,000
4	Bad Debts	390,299	-
5	Director's Meeting Fee	34,500	34,500
6	Director's Travelling & Conveyance	97,967	173,070
7	Donation	660,000	246,511
8	Electricity & Water Charges	220,664	1,462,358
9	Freight & Cartage	1,552,474	10,554,780
10	General expenses	350	1,300
11	Generator Expenses	-	101,134
12	House Keeping Expenses	1,000	28,668
13	Insurance Charges	134,609	275,027
14	Jobwork	143,285	3,691,668
15	Legal & Professional Charges	735,047	4,389,461
16	Membership Expenses	31,000	14,000
17	Packing Material and Charges	-	1,571,346
18	Postage, Courier & Telegram	100	489,180
19	Printing & Stationery	90,729	595,853
20	Printing Charges	826,530	2,637,214
21	Renewal and Subscription Charges	33,050	17,153
22	Rent Plant & Machinery	8,500	159,500
23	Rent, rates & Taxes	1,295,539	7,581,411
24	Repairs and Maintenance	520,027	1,183,737
25	Rounding Off	4,563	6,050
26	Sales Tax Paid	33,237	14,311
27	Scanning / Data Entry Charges	375,546	22,864,207
28	Security Charges	549,521	5,548,148



29	Software expenses	52,200	16,399
30	Telephone, Mobile & Fax Expenses	109,518	306,470
31	Covid expenses	3,966	-
32	Travelling & Conveyance	62,480	1,244,003
33	Vehicle running and maintenance	166,959	582,322
34	Binding Charges	30,600	815,862
35	Other Manpower Services	120,315	1,350,452
36	Pasting Charges	-	882,683
37	Plate Making & Heating Charges	12,000	106,605
38	Variable Data Printing Charges	-	1,101,030
39	Packaging Material	-	79,310
40	Interest on Income Tax Paid	-	222,320
41	Loss on Sale of Assets	1,838,958	11,039,979
42	Fixed Assets Written off	510,238	-
43	Medical expenses	23,518	-
44	GST Expenses	626,845	436,433
45	Gratuity Fund Management Charges	-	6,542
46	Business Promotion Expenses	-	320,339
47	Maintenance Expenses	49,208	15,644
	Total	11,442,622	82,437,653



36. Payment to Auditors

Particulars	Year ended 31.03.2021	Year ended 31.03.2020
Audit Fees	30,000	30,000

37. Earning per Share

Particulars	Year ended 31.03.2021	Year ended 31.03.2020
(A) BASIC Net Profit attributable to Shareholders	16,604,278	5,868,536
Weighted average number of Equity Shares (in No.)	3,225,900	3,225,900
Weighted earnings per share of Rs.10/- each	5.15	1.82
(B) DILUTED	5.15	1.82
Weighted earnings per share of Rs.10/- each	5.15	1.82

38. Information pursuant to provision of Schedule III to the Companies Act, 2013 to the extent applicable:

a) The Company is MSME industry engaged in the business of printing of confidential materials for competitive examinations, OMR Answer sheets along with other necessary stationery. The company is also engaged in Scanning of OMR Answer sheets and preparation of result for its customers. For the purpose of providing services, the company has installed its own hardware comprising of Optical Mark Reading System/ Image Scanners/ Image Scanners and other computers etc. It requires stationery, computer stationery, floppies and tapes for the purpose of storing the data which are not treated as raw material and instead termed as stores. The answer sheets are printed as per requirements, drawing and design of the customers. These OMR Sheets are also purchased from outside. The company does not require any industrial license and the capacity of machines also can not be quantified because of variety of uses of the same. The company uses its own updated software in this process.

39. In the opinion of the management, the value on realisation of current assets, loans and Advances in the ordinary course of business would be less than the amount at which they are stated in the balance Sheet and Provisions for all the known liabilities has been made.

40. As per Indian Accounting Standard 19 "Employee Benefits", the disclosures of employee benefits as defined in the accounting standard are given below:

DEFINED EMPLOYEE BENEFIT SCHEME:

The employee's Gratuity Fund Scheme managed by LIC is a defined plan. The present value of obligation is determined based on actuarial valuation using the projected unit credit method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up final obligation. The obligation for leave encashment is recognized in the same manner as gratuity.

CHANGE IN PRESENT VALUE OF OBLIGATION

S.no	Particulars	As on March 31, 2021	As on March 31, 2020
a)	Present value of obligation as at the beginning	938,269.00	2,047,351.00
b)	Acquisition adjustment	-	-
c)	Interest cost	-	156,812.00
d)	Past service cost	151,205.00	-
e)	Current service cost	8,027.00	81,103.00
f)	Benefits paid	747,064.00	1,703,546.00
g)	Actuarial (Gain)/Loss on obligation	-	386,661.00
h)	Present value of obligation as at the end of period	8,027.00	938,269.00

CHANGE IN FAIR VALUE OF PLAN ASSET

S.no	Particulars	As on March 31, 2021	As on March 31, 2020
a)	Fair value of plan assets at the beginning of the period	747,064.00	2,047,191.00
b)	Difference in Opening Fund	-	-
c)	Actual Return on Plan Assets	-	223,660.00
d)	Employer Contribution	-	633,661.00
e)	Fund Management Charges	-	6,542.00
f)	Benefits paid	747,064.00	1,703,546.00
g)	Fair value of plan assets at the end of the period	-	747,064.00

THE AMOUNTS RECOGNIZED IN BALANCE SHEET AND RELATED ANALYSIS

S.no	Particulars	As on March 31, 2021	As on March 31, 2020
a)	Present value of obligation as at the end of the period	8,027.00	938,269.00
b)	Fair value of plan assets as at the end of the period	-	747,064.00
c)	Unfunded Liability/Provision in Balance Sheet	8,027.00	191,205.00

THE AMOUNTS RECOGNIZED IN THE STATEMENT OF PROFIT AND LOSS ACCOUNT

S.no	Particulars	As on March 31, 2021	As on March 31, 2020
a)	Total Service Cost	8,027.00	143,329.00
b)	Net Interest Cost	-	8,654.00
c)	Expense to be Recognized in the Statement of Profit and Loss Account	8,027.00	151,983.00

THE AMOUNTS RECOGNIZED IN THE OTHER COMPREHENSIVE INCOME

S.no	Particulars	As on March 31, 2021	As on March 31, 2020
a)	Net cumulative unrecognized actuarial gain/(loss) opening	-	-
b)	Actuarial gain / (loss) for the year on PBO	-	386,661.00
c)	Actuarial gain / (loss) for the year on Asset	-	386,272.00
d)	Unrecognized actuarial gain/(loss) for the year	-	766,933.00

41. There were no Employee who was in receipt of remuneration which was in aggregate was not less than Rs. 1,20,00,000/-, if employed throughout the year or Rs. 10,00,000/- p.m. if employed for a part of the year.

42. In opinion of the board of directors, Current Assets and Loans & Advances have a value on realization in the ordinary course of business at least equal to the amount at which they are stated in the balance sheet.

The financial statements have been prepared in accordance with the provision of Companies Act, 2013 considering the remaining useful life of the assets and has written off the carrying amount of the NIL useful life.

The financial statements are subject to the confirmation of the respective parties.

The financial statements are prepared in accordance with the provisions of Ind AS 24 "Related party Disclosures"



IND AS-28 "RELATED PARTY DISCLOSURES"

S.No.	Name of Related Party	Nature of Relationship	Nature of Transaction	Amount Involved (in Rs)
1	Ankur Jain	Relative of Chairman	Reimbursement of travelling expense	39,281
2	SPS Infotech Private Limited	Director of Reporting Entity is Director of the M/s SPS Infotech Private Limited	Payment of Lease Rentals Payment of maintenance charges Payment of electricity & water charges Security deposit for rent	1476000 41,708 61,304 18,64,000
3	Tarun Jain	Chief Financial Officer	Remuneration	231,303
4	Radhika Nair	Whole Time Director	Managerial Remuneration	454,178
5	Sekstone Private Limited	Relative of Director has Substantial Interest in the Entity	Sale of office equipment Purchase of Goods Scanning Services Sale of Goods	1,05,240 1,60,77,257 2,05,000 90,06,400
6	Gaurav Bagai	Company Secretary	Remuneration	239,606
7	Pooja Sharma	Company Secretary	Remuneration	34,975
8	Sa Patel	Independent Director	Meeting Fees	12,000
9	R.C. Jain	Independent Director	Meeting Fees	12,000
10	Minal Gupta	Independent Director	Meeting Fees	10,500

46) Compliance of Ind As-116:-

Disclosures as per Ind As-116 for the Leases recognized as an asset with the Ind As-116:-

Schedule Showing Amortization of Right of Use Asset over the Lease Term:-

Financial Year	Opening Value of Right of Use Asset	Depreciation	Change in Right-of-use asset due to modification in the lease agreement	Closing Value of Right of Use Asset
2020-2021	15,608,475	2,088,297	17,487,440	5,032,436
2021-2022	5,032,436	1,384,103	-	5,448,539
2022-2023	5,448,539	1,384,103	-	2,664,232
2023-2024	2,664,232	1,384,103	-	1,486,129
2024-2025	1,486,129	1,384,103	-	296,026
2025-2026	296,026	296,026	-	-

Schedule Showing Calculation of Lease Liability over the Lease Term

Financial Year	Opening Value of Lease Liability	Rent Payment	Interest	Change in Lease liability due to modification in the lease agreement	Closing Value of Lease Liability
2020-2021	21,477,272	2,952,000	1,306,573	12,487,440	7,344,805
2021-2022	7,344,805	2,641,800	794,934	-	6,397,539
2022-2023	6,397,539	2,143,880	629,975	-	4,503,624
2023-2024	4,503,624	1,751,985	400,625	-	2,751,545
2024-2025	2,751,545	1,763,639	192,472	-	590,129
2025-2026	590,129	596,030	1,902	-	-

i)	Right of use Asset	Opening value of right-of-use asset as on 1st April, 2020	15,608,475
		Depreciation During the Year 2020-2021	2,088,297
		Change in Right-of-use asset due to modification in lease agreement	17,487,440
		Closing Value of Right of Use Asset as on March 31, 2021	5,032,436
ii)	Lease Liability	Opening value of lease liability as on 1st April, 2020	21,477,272
		Rent Paid during the Period	2,952,000
		Interest Charged during the period	1,306,573
		Change in lease liability due to modification in lease agreement	12,487,440
		Closing Value of Lease Liability as on March 31, 2021	7,344,805
iii)	Depreciation	Depreciation of Rs 20,88,296/- on Right of Use Asset was Charged to the Statement of Profit and Loss Account for the period ended March 31.	
iv)	Interest on Lease Liability	Interest on Lease Liability of Rs 1,306,573/- was Charged to the Statement of Profit and Loss Account.	
		Closing Value of Right of Use Asset as on March 31, 2021	5,032,436

47) The tax effects of Significant timing (Temporary) Differences that resulted in Deferred Tax Assets & Liabilities & description of the Financial Statement items that creates these differences are as follows:-

Liabilities	As at 31.03.2021	As at 31.03.2020
Depreciation (As Per Companies Act)	2,975,564	3,981,044
Depreciation (As Per Income Tax Act)	2,771,142	4,740,794
Other Temporary Differences on Expense	-	404,207
Temporary Difference on Account of Recognition of Right of Use Asset	5,032,440	15,608,475
Temporary Difference on Account of Recognition of Lease Liability	7,344,805	21,477,272
Timing Differences	2,514,367.00	794,992.68
Net Deferred Tax Assets/(Deferred Tax Liability)	633,689	885,296

Whereas, As per Indian Accounting Standard 12, "Income Taxes", Deferred tax asset shall be recognised for the unused tax losses carried forward and unused tax credits to the extent it is probable that future taxable profit will be available against which unused tax losses and unused tax credits can be utilised. Since, it is not probable that the company will have taxable profits before the unused tax losses. Thus, the company has not recognised Deferred Tax Asset.

48) In the opinion of the management, the value on realisation of current assets, loans and Advances in the ordinary course of business would not be less than the amount at which they are stated in the Balance Sheet and Provisions for all the known liabilities has been made.

49) As per Ind-38 "Intangible Assets" the value of the Intangible assets are assessed as NIL.

50) Impacts of Covid 19 on the Future Performance of the Company

DISCLOSURE OF MATERIAL IMPACT OF COVID-19 PANDEMIC

Details of Impact of COVID-19 based on certain performance parameters:



SPS INTERNATIONAL LIMITED
G.P Chart F.Y 2020-21

Particulars	31.03.2021	%	31.03.2020	%
Sales				
Manufacturing	17,296,462		258,167,419	
Services	170,546		4,655,816	
Other Operating revenues			-	
	17,467,008		262,823,235	
Increase/Decrease in Stock	7,062,470		32,734,020	
Total	24,529,478	100.00%	230,889,215	100%
Other Incomes	1,952,619	7.96%	15,321,474	6.66%
Total	26,482,097		245,410,689	
Raw Material Consumed	23,056,925	94.00%	141,557,093	61.52%
Bonus	141,420	0.58%	274,557	0.12%
Contractor Wages	27,723	0.11%	5,850,940	2.54%
Contribution to ESI	8,844	0.04%	27,335	0.01%
Contribution to Provident Fund	59,877	0.24%	139,681	0.06%
Ex - Gratia	48,431	0.20%	91,974	0.04%
Labour Welfare Fund	5,136	0.02%	6,775	0.00%
Freight & Cartage	1,552,474	6.33%	10,554,780	4.59%
Electricity & Water Charges	220,664	0.90%	1,462,358	0.64%
Generator Exp.	-	0.00%	101,134	0.04%
Jobwork	143,285	0.58%	3,691,668	1.60%
Security Charges	549,521	2.24%	5,348,148	2.41%
Packing charges	-	0.00%	79,310	0.03%
Scanning & Data Entry Charges	375,546	1.53%	22,864,207	9.94%
Total	26,189,846	106.77%	192,249,960	83.51%
Gross Profit	1,660,368	-6.77%	37,839,255	16.45%
Conveyance Allowance	181,183	0.74%	276,861	0.12%
Directors Remuneration	286,739	1.17%	1,968,000	0.86%
HRA	237,611	0.97%	379,572	0.16%
Leave Encashments	28,260	0.12%	110,768	0.05%
Medical Allowances	79,029	0.32%	73,018	0.03%
Payment/ Provision for Approved Gratuity Fund	58,027	0.24%	51,191	0.02%
Salaries	703,719	2.87%	3,224,088	1.40%
Staff Welfare Expenses	65,935	0.27%	1,674,202	0.73%
Interest	214,731	0.88%	459,057	0.20%
Bank Charges	71,650	0.29%	341,972	0.15%
Depreciation	5,081,980	20.64%	8,382,949	3.64%
Advertisement Expenses	47,280	0.19%	56,768	0.02%
AGM Expenses	-	0.00%	163,905	0.07%
Annual Maintenance	-	0.00%	-	0.00%
Auditor's Remuneration	50,000	0.20%	50,000	0.02%
Bad Debts	390,299	1.59%	-	0.00%
Director's Meeting Fee	34,500	0.14%	34,500	0.01%
Director's Travelling & Conveyance	97,987	0.40%	173,070	0.08%
Discount allowed	-	0.00%	-	0.00%
Donation	660,000	2.69%	246,511	0.11%
General expenses	350	0.00%	1,300	0.00%
House Keeping Expenses	1,000	0.00%	28,668	0.01%
Insurance Charges	134,809	0.55%	275,027	0.12%
Legal & Professional Charges	735,047	3.00%	4,389,461	1.91%
Membership Expenses	31,000	0.13%	14,000	0.01%



SPS INTERNATIONAL LIMITED
G.P Chart F.Y 2020-21

Particulars	31.03.2021	%	31.03.2020	%
Sales				
Manufacturing	17,290,462		258,167,419	
Services	170,546		4,655,816	
Other Operating revenues			-	
	17,467,008		262,823,235	
Increase/Decrease in Stock	7,082,470		- 32,734,020	
Total	24,529,478	100.00%	230,089,215	100%
Other Incomes	1,952,619	7.96%	15,321,474	6.66%
Total	26,482,097		245,410,689	
Raw Material Consumed	23,058,925	94.00%	141,557,093	61.52%
Bonus	141,420	0.58%	274,557	0.12%
Contractor Wages	27,723	0.11%	5,880,940	2.54%
Contribution to ESI	8,844	0.04%	27,335	0.01%
Contribution to Provident Fund	59,877	0.24%	139,681	0.06%
Ex - Gratia	48,431	0.20%	91,974	0.04%
Labour Welfare Fund	5,136	0.02%	6,775	0.00%
Freight & Cartage	1,552,474	6.33%	10,554,780	4.59%
Electricity & Water Charges	220,664	0.90%	1,462,358	0.64%
Generator Exp.	-	0.00%	101,134	0.04%
Jobwork	143,285	0.58%	3,691,668	1.60%
Security Charges	549,521	2.24%	5,548,148	2.41%
Packing charges		0.00%	79,310	
Scanning & Data Entry Charges	375,546	1.53%	22,864,207	9.94%
Total	26,189,846	106.77%	192,249,960	83.51%
Gross Profit	- 1,660,368	-6.77%	37,839,255	16.45%
Conveyance Allowance	161,163	0.74%	276,861	0.12%
Directors Remuneration	266,739	1.17%	1,968,000	0.86%
HRA	237,611	0.97%	379,572	0.16%
Leave Encashments	28,260	0.12%	110,768	0.05%
Medical Allowances	79,029	0.32%	73,018	0.03%
Payment/ Provision for Approved Gratuity Fund	58,027	0.24%	51,191	0.02%
Salaries	703,719	2.87%	3,224,088	1.40%
Staff Welfare Expenses	65,935	0.27%	1,674,202	0.73%
Interest	214,731	0.88%	459,057	0.20%
Bank Charges	71,650	0.29%	341,972	0.15%
Depreciation	5,081,960	20.64%	8,382,949	3.64%
Advertisement Expenses	47,280	0.19%	56,768	0.02%
AGM Expenses	-	0.00%	163,905	0.07%
Annual Maintenance		0.00%		0.00%
Auditor's Remuneration	50,000	0.20%	50,000	0.02%
Bad Debts	390,299	1.59%	-	0.00%
Director's Meeting Fee	34,500	0.14%	34,500	0.01%
Director's Travelling & Conveyance	97,967	0.40%	173,070	0.08%
Discount allowed		0.00%		0.00%
Donation	660,000	2.69%	246,511	0.11%
General expenses	350	0.00%	1,300	0.00%
House Keeping Expenses	1,000	0.00%	28,668	0.01%
Insurance Charges	134,609	0.55%	275,027	0.12%
Legal & Professional Charges	735,047	3.00%	4,389,461	1.91%
Members' Expenses	31,000	0.13%	14,000	0.01%



Packing Charges	-	0.00%	1,571,346	0.68%
Postage, Courier & Telegram	100	0.00%	489,180	0.21%
Printing & Stationery	90,729	0.37%	595,853	0.26%
Printing Charges	826,530	3.37%	2,637,214	1.15%
Renewal and Subscription Charges	33,050	0.13%	17,153	0.01%
Rent Plant & Machinery	8,500	0.03%	159,500	0.07%
Rent, rates & Taxes	1,295,539	5.28%	7,581,411	3.29%
Repairs and Maintenance	520,027	2.12%	1,183,737	0.51%
Rounding Off	4,563	0.02%	6,050	0.00%
Sales Tax Paid	33,237	0.14%	14,311	0.01%
Software expenses	52,200	0.21%	16,399	0.01%
Telephone, Mobile & Fax Expenses	109,518	0.45%	306,470	0.13%
Travelling & Conveyance	62,480	0.25%	1,244,003	0.54%
Covid expense	3,966	0.02%	-	-
Vehicle running and maintenance	166,959	0.68%	582,322	0.25%
Binding Charges	30,600	0.12%	815,862	0.35%
Other Manpower Services	120,315	0.49%	1,350,452	0.59%
Pasting Charges	-	0.00%	882,683	0.38%
Plate Making & Heating Charges	12,000	0.05%	106,605	0.05%
Variable Data Printing Charges	-	0.00%	1,101,030	0.48%
Interest on Income Tax	-	0.00%	222,320	0.10%
Mat Credit Written Off	-	0.00%	-	0.00%
Loss on Sale of Assets	1,838,958	7.50%	11,039,979	4.80%
Fixed asset written off	510,238	2.08%	-	-
Medical expense	23,518	0.10%	-	-
GST Expense	628,845	2.56%	436,433	0.19%
Gratuity Expenses	-	0.00%	6,542	0.00%
Bad Debts Provision as per 109 Ind As	-	0.00%	-	0.00%
Business Promotion Expenses	-	0.00%	320,339	0.14%
Maintenance Expenses	49,208	0.20%	15,644	0.01%
Interest on Lease Liability	1,306,573	5.33%	2,482,894	1.08%
Total	16,896,529	68.88%	57,560,620	25.01%
Net Profit	-	-67.69%	-	-1.91%



SPS INTERNATIONAL LIMITED

Cash Flow Statement for the Year ended 31st March, 2021

Particulars	Amount (Rs.)	Amount (Rs.)
	Year ended 31.03.2021	Year ended 31.03.2020
A. Cash Flow from Operating activities:		
Net profit before Tax & Extraordinary items	(16,604,278)	(4,799,891)
Adjustments for:		
Provision for Gratuity	58,027	37,733
Loss on Sale of Fixed Assets	1,808,958	-
Depreciation	5,061,960	8,382,949
Interest received	(13,489)	(285,417)
Interest Expense	214,731	459,056
Bad Debts Written off	790,299	-
Fixed assets written off	510,238	-
Gratuity paid	191,205	-
Profit on sale of Assets	5,020	-
Misc. Balances Written Off	-	(633,461)
Operating profit before Working Capital Change	(13,428,131)	3,590,971
Adjustments for:		
(Increase) / Decrease in Sundry Debtors	1,147,110	8,664,546
(Increase) / Decrease in Inventories	7,062,470	32,734,020
Increase / (Decrease) in Sundry Creditors	731,158	(26,543,445)
(Increase) / Decrease in Other Current Assets	180,888	429,749
Increase / (Decrease) in Current Liability (Short Term Provisions)	197,878	(337,715)
Increase / (Decrease) in Current Liability (Short Term Borrowings)	-	(15,077,322)
(Increase) / Decrease in Other Financial Assets (Current Assets)	656,492	11,762,963
(Increase) / Decrease in Current Tax Assets	1,650,315	(497,504)
Increase / (Decrease) in Other Current Liability	70,131	(6,135,492)
Cash Generated from Operation	(19,167,967)	8,578,571
Income Taxes paid	1,654,484	6,896,852
Cash flow before extraordinary items	(20,822,451)	1,681,719
Net Cash Generated from Operating activities (A)	(20,822,451)	1,681,719
B. Cash Flow from Investing activities:		
Purchase of Fixed Assets	37,588	(1,853,902)
Purchase of Intangible Assets	53,550	(225,000)
Sale of Fixed Asset	2,849,416	19,826,786
Sale of Investments	-	3,473,000
Interest received	13,489	285,417
Security Deposits	7,157,153	(4,886,835)
Increase in ROU Asset	14,576,035	(24,610,378)
Net Cash Generated from Investing activities (B)	24,504,953	(7,390,912)
C. Cash Flow from Financing activities:		
Proceeds from Long Term Borrowings	-	-
Repayment of Long Term Borrowings	-	(352,382)
Repayment of Financial interest	214,731	(459,056)
Increase in Lease Liability	14,132,867	21,477,272
Net Cash Generated from Financial activities (C)	(14,347,596)	20,665,832
Net increase / (Decrease) in Cash & Cash equivalents	(10,665,094)	14,956,639
Cash & Cash equivalents at beginning of period	16,088,816	1,132,177
Cash & Cash equivalents at end of period	5,423,722	16,088,816

For DSR and O&A

Chartered Accountants

Chartered Accountants

M.No. 0008213

FRN : 0008213

UDIN : 21065714AAAACPI526

Faridabad

Place : Faridabad

Date : 29.06.2021

For and on Behalf of Board Of Directors

S.K. Jain

(Chairman & managing Director)

DIN:- 00088064

Address : H.No. 402, Sector-21C,

Faridabad

Radha S Nair

(Whole-Time Director)

DIN:- 00088213

Address:- House No 1636

Sector 23A Faridabad

Tanush Jain

(Accounts Manager)

CFO,

65 Prempur, Muzaffar Nagar,

U.P.