

**SPS INTERNATIONAL LIMITED**

CIN: L74140HR1993PLC031900

Registered Office: F 6-7, FIT, Sector 57, Faridabad, Haryana – 121004, India  
Tel. No.: +91-9999793000, E-mail ID: cs@spsintl.co.in, Website: www.spsintl.co.in

Recommendations of the Committee of Independent Directors ('IDC') for the Open Offer to the Shareholders of SPS International Limited (hereinafter referred to as 'the Company' / 'Target Company') by Mr. Rahul Jain, Mrs. Madhuri Jain, Mr. Nikhil Jain, Mr. Namit Jain, Mr. Rohit Jain, Mrs. Anshumala Jain, Mrs. Mugdha Jain, VK Global Digital Private Limited and VK Global Publications Private Limited (hereinafter referred to as 'Acquirers') under Regulation 26(7) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ('SEBI (SAST) Regulations, 2011').

1.	Date	May 09, 2022, Monday																						
2.	Name of the Company	SPS International Limited																						
3.	Details of the Offer pertaining to the Company	Open Offer to acquire upto 11,01,854 (Eleven Lakh One Thousand Eight Hundred Fifty Four) Equity Shares representing 26.00% of the Expanded Share Capital of the Target Company at a price of INR 10/- (Indian Rupees Ten only per fully paid-up equity share payable in cash)																						
4.	Name of the Acquirers	1. Mr. Rahul Jain 2. Mrs. Madhuri Jain 3. Mr. Nikhil Jain 4. Mr. Namit Jain 5. Mr. Rohit Jain 6. Mrs. Anshumala Jain 7. Mrs. Mugdha Jain 8. VK Global Digital Private Limited 9. VK Global Publications Private Limited																						
5.	Name of the Manager to the Offer	Corporate Professionals Capital Private Limited																						
6.	Members of the Committee of Independent Directors	1. Mr. Shreyans Kumar Patni – Chairperson 2. Mr. Ramesh Chand Jain – Member																						
7.	IDC Member's relationship with the Company	IDC members are only Independent Directors in the Company.																						
8.	Trading in the Equity shares/other securities of the Company by IDC Members	None of the IDC members hold any shares of the Company and neither have they traded in any equity shares / other securities of the Company during a period of 12 months prior to the date of Public Announcement and since then till date.																						
9.	IDC Member's relationship with the Acquirer	The IDC members do not have any relationship with the Acquirers.																						
10.	Trading in the Equity shares/other securities of the Acquirer by IDC Members	Not Applicable, as seven out of nine Acquirers are individual and rest two entities are private limited companies.																						
11.	Recommendation on the Open offer, as to whether the offer is fair and reasonable	Based on the review of the Public Announcement and the Detailed Public Statement issued by the Manager to the Offer on behalf of the Acquirers, IDC believe that the Open Offer is in accordance with SEBI (SAST) Regulations, 2011 and to that extent is fair and reasonable. The shareholders should independently evaluate the offer and take their own informed decision. They are also advised to seek expert tax opinion before taking their decision in this regard.																						
12.	Summary of reasons for recommendation	<p>Mr. Rahul Jain, Mrs. Madhuri Jain, Mr. Nikhil Jain, Mr. Namit Jain, Mr. Rohit Jain and Mrs. Anshumala Jain have entered into SPA on February 18, 2022 with the Sellers to acquire 14,16,078 (Fourteen Lakh Sixteen Thousand and Seventy Eight) Equity Shares representing 43.90% of the Pre-Issue Paid-up Equity Share Capital of the Target Company at an agreed price of INR 7 (Indian Rupees Seven only) per Equity Share, which has triggered the requirement to make Open Offer under Regulation 3(1) and Regulation 4 of SEBI (SAST) Regulations.</p> <p>Also, the Board of Directors of the Target Company, at its meeting held on February 18, 2022 approved the issuance of 10,12,000 (Ten Lakh Twelve Thousand) Equity Shares, representing 23.88% of the Expanded Share Capital of the Target Company on a preferential basis, to Mrs. Mugdha Jain, VK Global Digital Private Limited and VK Global Publications Private Limited at a price of INR 10 (Indian Rupees Ten only) per Equity Share aggregating to the value of INR 1,01,20,000 (Indian Rupees One Crore One Lakh Twenty Thousand only), to be paid in cash in accordance with the provisions of the Companies Act, 2013 and the rules framed thereunder and also in accordance with Chapter V of SEBI (ICDR) Regulations, 2018 and any other applicable law for the time being in force and further approved by the members of the Target Company vide Special Resolution passed through Postal Ballot on March 23, 2022. The allotment of shares was approved by the Board of Directors of the Company on April 05, 2022. The Equity Shares of the Company are listed and traded on the bourses of BSE and are not frequently traded within the meaning of definition of 'frequently traded shares' under clause (j) of Sub-Regulation (1) of Regulation 2 of the SEBI (SAST) Regulations on BSE. The Offer Price of INR 10 (Indian Rupees Ten only) is justified, in terms of Regulation 8(2) of the SEBI (SAST) Regulations, being the highest of the following:</p> <table border="1"> <thead> <tr> <th>S. No.</th> <th>Particulars</th> <th>Price</th> </tr> </thead> <tbody> <tr> <td>(a)</td> <td>The highest negotiated price per share of the target company for any acquisition under the agreement attracting the obligation to make a public announcement of an open offer</td> <td>INR 7.00/-</td> </tr> <tr> <td>(b)</td> <td>The volume-weighted average price paid or payable for acquisition by the Acquirers along with their persons acting in concert during 52 weeks immediately preceding the date of Public Announcement</td> <td>Not Applicable</td> </tr> <tr> <td>(c)</td> <td>The highest price paid or payable for any acquisition by the Acquirers along with their persons acting in concert during 26 weeks immediately preceding the date of the Public Announcement</td> <td>Not Applicable</td> </tr> <tr> <td>(d)</td> <td>The volume-weighted average market price of shares for a period of sixty trading days immediately preceding the date of the public announcement as traded on the stock exchange where the maximum volume of trading in the shares of the target company are recorded during such period, provided such shares are frequently traded</td> <td>Not Applicable, since the equity shares of the Target Company are not frequently traded</td> </tr> <tr> <td>(e)</td> <td>The Equity Shares are not frequently traded, the price determined by the Acquirer and the Manager to the Offer considering valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies</td> <td>INR 9.84</td> </tr> </tbody> </table> <p><b>Other Parameters</b> <b>Based on the audited financial data for quarter ending on December 31, 2021</b></p> <table border="1"> <tbody> <tr> <td>Value per share as per Net Asset Value Method</td> <td>INR 9.84</td> </tr> <tr> <td>Comparable Trading Multiples Value and Other Valuation Parameters</td> <td>Not Applicable</td> </tr> </tbody> </table> <p>As certified by Mr. Karan Jain having experience of more than 10 years (Membership No.: 529443), Partner of Jain Jain and Associates, Chartered Accountants (UDIN: 22529443AADDKPF3390) having office at 122, Arihant Nagar, Punjab Bagh (West), New Delhi – 110026; Ph. No.: +91-9810114074; +91-11-45235275; Email ID <a href="mailto:cayk122@gmail.com">cayk122@gmail.com</a> vide its certificate dated February 10, 2022.</p> <p>In view of the parameters considered and presented in table above and in the opinion of the Acquirers and Manager to the Offer, the Offer Price of INR 10/- (Indian Rupees Ten Only) per share is justified in terms of Regulation 8 of the SEBI (SAST) Regulations.</p>	S. No.	Particulars	Price	(a)	The highest negotiated price per share of the target company for any acquisition under the agreement attracting the obligation to make a public announcement of an open offer	INR 7.00/-	(b)	The volume-weighted average price paid or payable for acquisition by the Acquirers along with their persons acting in concert during 52 weeks immediately preceding the date of Public Announcement	Not Applicable	(c)	The highest price paid or payable for any acquisition by the Acquirers along with their persons acting in concert during 26 weeks immediately preceding the date of the Public Announcement	Not Applicable	(d)	The volume-weighted average market price of shares for a period of sixty trading days immediately preceding the date of the public announcement as traded on the stock exchange where the maximum volume of trading in the shares of the target company are recorded during such period, provided such shares are frequently traded	Not Applicable, since the equity shares of the Target Company are not frequently traded	(e)	The Equity Shares are not frequently traded, the price determined by the Acquirer and the Manager to the Offer considering valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies	INR 9.84	Value per share as per Net Asset Value Method	INR 9.84	Comparable Trading Multiples Value and Other Valuation Parameters	Not Applicable
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13.	Details of Independent Advisors, if any.	None																						
14.	Any other matter(s) to be highlighted	None																						

"To the best of our knowledge and belief, after making proper enquiry, the information contained in or accompanying this statement is, in all material respect, true and correct and not misleading, whether by omission of any information or otherwise, and includes all the information required to be disclosed by the Company under the Takeover Code."

**For and on behalf of  
The Committee of Independent Directors of  
Sd/-**

**Place: Faridabad, Haryana  
Date: May 10, 2022**

**Shreyans Kumar Patni  
Chairperson – Committee of Independent Directors**