

29th Annual Report of 2014-2015

Supra Pacific Management Consultancy Limited



Directors:

Mr.Kishor A. Shah – Managing Director
Mrs. Jyoti K. Shah – Wholetime Director & CFO
Mr. Pratap Chudsama –Independent Director
Mr. Harish R. Kotian – Independent Director
Mr. T. R. Ramanathan – Independent Director
Mr. Urvish P. Shah – Independent Director

Company Secretary

Mr. Uday A. Sawant
Mumbai.

Auditors:

MEHTA CHOKSHI & SHAH
Chartered Accountants

Bankers:

HDFC Bank Limited
Syndicate Bank

Registrar & Transfer:

M/S. Purva Share Registry (India) Pvt. Ltd

Registered Office:

144, Atlanta,
Nariman Point
Mumbai – 400 021

CIN Number:

L74140MH1986PLC039547

Email ID:

info@suprapacific.com

Website

www.suprapacific.com



**SUPRA PACIFIC
MANAGEMENT CONSULTANCY LIMITED**

CIN NO.:L74140MH1986PLC039547

SUPRA PACIFIC MANAGEMENT CONSULTANCY LIMITED
Registered Office: 144-ATLANTA, NARIMAN POINT, MUMBAI - 400 021
Email Id: info@suprapacific.com, Website: www.suprapacific.com
TEL: 2284 1198\ 28240444

FORM A

| | | |
|----|---|--|
| 1. | Name of the Company: | SUPRA PACIFIC MANAGEMENT CONSULTANCY LTD |
| 2. | Annual financial statements for the year ended | 31st March 2015 |
| 3. | Type of Audit observation | There are neither any emphasis of Matter nor any qualification in an audit report. |
| 4. | Frequency of observation | repetitive |
| 5. | To be signed by- • Mr. Kishor Shah- Managing Director • Mrs. Jyoti Shah- Wholetime Director & CFO • Mr. Vijay Gajaria, Partner M/s. Mehta Chokshi & Shah- Auditor of the company • Mr. Harish Kotian- Audit Committee Chairman | Sd/- Sd/- Sd/- Sd/- |



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NOTICE

Notice is hereby given that 29th Annual General Meeting of the **Supra Pacific Management Consultancy Limited** will be held on Wednesday, the 30th **September, 2015** at 12.00 noon. at its Corporate office of the Company at 402, 4th Floor, Apollo Complex, Dr. R.K. Sing Marg, Andheri (E), Mumbai – 400 069 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Profit & Loss Account for the year ended 31st March 2015 and Balance Sheet as at the date together with the Report of Auditors and Directors thereon.
2. Appointment of Auditor:

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

“RESOLVED that pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s. Mehta Chokshi & Shah, Chartered Accountants (Firm Registration No. 106201W), be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of next AGM of the Company, at such remuneration plus service tax, out-of-pocket, traveling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.

Registered Office:
144, Atlanta, Nariman Point,
Mumbai-400 021.
☎ 28240444

By order of the Board

Sd/-
Kishor A. Shah
Managing Director

Place: Mumbai
Date: 30th May, 2015



SUPRA PACIFIC MANAGEMENT CONSULTANCY LIMITED

CIN NO.:L74140MH1986PLC039547

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE, IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF ON A POLL ONLY & THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. The Register of Members and Transfer Register will be closed from Monday, September 28, 2015 to Wednesday, September 30, 2015 (both days inclusive) for the purpose of the Annual General Meeting of the Company.
3. Proxy in order to be effective must be sent to the Company not less than 48 hours before the meeting.
4. The Members are requested to:
 - (a) Intimate change in their registered address, if any, to the Company's Registrar and Share Transfer Agents, M/s. Purva Share Registry (India) Pvt. Ltd., 9, Shiv Shakti Industries Estate, J.R. Boricha Marg, Lower Parel (E), Mumbai – 400 011 in respect of their holdings in physical form.
 - (b) Notify immediately any change in their registered address to their Depository Participants in respect of their holdings in electronic form.
 - (c) Non-Resident Indian Members are requested to M/s. Purva Share Registry (India) Pvt. Ltd immediately of the change in residential status on return to India for permanent settlement.
 - (d) Register their email address and changes therein from time to time with M/s. Purva Share Registry (India) Pvt. Ltd for shares held in physical form and with their respective Depository Participants for shares held in demat form.
5. Corporate Members intending to send their authorized representatives are requested to send duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the ensuing Annual General Meeting of the Company.
6. In accordance with the provisions of Section 72 of the Companies Act, 2013, members are entitled to make nominations in respect of the Equity Shares held by them, in physical form. Members desirous of making nominations may procure the prescribed form from the Registrar & Share Transfer Agents, M/s. Purva Share Registry (India) Pvt. Ltd and have it duly filled and sent back to them.
7. MCA, Government of India, through its Circulars Nos. 17/2011 dated 21st April, 2011 and 18/2011 dated 29th April, 2011, respectively, has allowed companies to send documents viz. Notices of meetings, Annual Reports and other shareholder communication to their shareholders electronically as part of its Green Initiatives in corporate governance By Order of the Board of Directors, The Company supports the measures in the Green Initiative. Members are also requested to join the Company in this initiative by registering their Email ID with the Company or its RTA. A 'Green Initiative' Form can be downloaded from the Company's website viz. www.mideastportfolio.com to register the email id



8. Electronic copy of the Annual Report for 2014-15 is being sent to all Members whose email Ids are registered with the Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2014-15 is being sent in the permitted mode.

9. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its members the facility to exercise their right to vote at the 29th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL):

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on **Sunday, September 27, 2015 at 10.00 a.m. and ends on Tuesday, September 29, 2015 at 5.00 p.m.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. September 23, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 p.m. on September 29, 2015.
- (ii) Members holding shares in physical or in demat form as **on September 23, 2015** shall only be eligible for e-voting.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:



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

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.



- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

1. General Instructions / information for members for voting on the Resolutions :
 - a) Facility of voting through Poll paper shall be made available at the Meeting. Members attending the Meeting, who have not already casts their vote by remote e-voting, shall be able to exercise their right at the Meeting.
 - b) Members who have cast their vote by remote e-voting may also attend the Meeting, but shall not be entitled to vote again at the AGM.



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- c) The voting rights of shareholders shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the AGM.
- d) Mr. Vijay Kumar Mishra (Membership No.F-5023), Practicing Company Secretary has been appointed by the Board of Directors of the Company as the Scrutinizer to scrutinize the remote e-voting process as well as voting through poll at the Meeting, in a fair and transparent manner.
- e) The results shall be declared not later than forty-eight hours from conclusion of the meeting. The results declared along with the Scrutinizer's Report will be placed on the website of the Company at www.suprapacific.com and the website of CDSL immediately after the result is declared by the Chairman and will simultaneously be forwarded to BSE Limited, where Equity Shares of the Company are listed.

Members may also note that the Notice of the Annual General Meeting and the Annual Report for financial year 2014-2015 will also be available on the Company's website www.suprapacific.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Corporate Office in Mumbai for inspection during normal business hours (10.00 am to 5.00 pm) on all working days up to and including the date of the Annual General Meeting of the Company. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: deepdiamondindialimitd.com.

Registered Office:

144, Atlanta, Nariman Point,
Mumbai – 400 021.
Tel : 28240444

By Order of the Board

**Sd/-
Kishor A. Shah
(Chairman & Managing Director)**

Place: Mumbai

Date: 30th May, 2015



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DIRECTORS' REPORT

DIRECTOR'S REPORT TO THE MEMBERS

Your Directors present herewith the Annual Report of your company together with the Audited Accounts for the year ended 31st March 2015.

Highlights of financial result for the year were as under:

| | 2014-2015 Rs. In Lakhs | 2013-2014 Rs. In Lakhs |
|---|---------------------------|---------------------------|
| Profit from Operations before Other Income & Interest | (3.46) | 2.76 |
| Add: Other Income | 20.37 | 14.69 |
| Operating Profit before Interest | 16.91 | 17.45 |
| Less: Interest | - | - |
| | 16.91 | 17.45 |
| Add: Exceptional Income/(Expenses) | - | - |
| Profit Before Tax | 16.91 | 17.46 |
| Provision for Tax | 6.50 | 2.40 |
| Income Tax Adjusted for earlier year | - | - |
| Profit After Tax | 10.41 | 15.06 |
| Add: Surplus brought forward from Previous Year | - | - |
| Amount Available for appropriation | 10.41 | 15.06 |
| General Reserve No I | - | - |
| Debenture Redemption Reserve A/c | - | - |
| Dividends | - | - |
| Interin Dividend | - | - |



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| | | |
|-------------------------|-------|-------|
| Final (Proposed) | - | - |
| Tax on Dividend | - | - |
| Balance Carried Forward | 10.41 | 15.06 |

OPERATIONS: -

During the year, the Company has earned profit of Rs 16.91 lacs from the operation of the company as against Rs. 17.45 lacs from previous financial year.

The Company is planning to migrate its Listing from Pune Stock Exchange to BSE India limited having nationwide trading terminals and the investors be easily access to trade and deal in Company's equity shares across the country

DIVIDEND: -

Your Directors regret their inability to recommend any dividend for the year under review.

DIRECTORS: -

As per Section 149(4) of Companies Act, 2013 every listed company shall have half of the total number of directors as independent directors. They shall hold office for a term upto five consecutive years on the Board of the Company as per section 149(10).

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 217(2AA) of the Companies (Amendment) Act, 2000 the Directors confirm: -

- i. that in the preparation of the annual accounts for the financial year ended 31st March, 2015, the applicable accounting standards have been followed.
- ii. that the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of financial year and of the profit of the Company for that year under review.
- iii. that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- iv. that the directors have prepared the accounts for the financial year ending 31st March, 2015 on a 'going concern' basis.



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FIXED DEPOSIT: -

Fixed Deposits from the public and the shareholders stood at Rs. Nil at the end of the year.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:-

Particulars under the Companies (Disclosure of particulars in the report of the Board of Directors) Rules, 1988 on the Conservation of Energy. Technologies absorption is not applicable to your Company. The Company is not having Foreign Exchange Earnings.

AUDITORS: -

Members are requested to appoint Auditors for the current year and to authorize the Board of Directors to fix their remuneration. At previous meeting, M/s. Mehta Chokshi & Shah., Chartered Accountant, was appointed as Statutory Auditors of your Company from the conclusion of the previous Annual General Meeting.

AUDITORS OBSRVATIONS:

The Mangement granted loan to Group Companies u/s. 297 and 372A and the same was approved by Audit Committee and will consistently follow the practise in future.

PERSONNEL: -

Information as per section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975 is not given as there was no employee earning monthly salary as specified in aforesaid Section or more during the year.

CORPORATE GOVERNANCE: -

The Company has complied with the requirements regarding Corporate Governance as required under Clause 49 of the Listing Agreement entered into with the Stock Exchanges, where the Company's shares are listed. A report on the Corporate Governance in this regard is made a part of this Annual Report and a Certificate from the Auditors of the Company regarding compliance of the conditions of the Corporate Governance is attached to this report.

SUBSIDIARY COMPANIES

The Company does not have any subsidiary.

CODE OF CONDUCT

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the company. The Code



lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders. The Code gives guidance through examples on the expected behavior from an employee in a given situation and the reporting structure.

All the Board Members and the Senior Management personnel have confirmed compliance with the Code.

PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading insecurities by the Directors and designated employees of the Company. The Code prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code.

All Board Directors and the designated employees have confirmed compliance with the Code.

SECRETARIAL AUDIT

During the year under review, M/s P D Pandya & Associates, Practicing Company Secretary who was appointed as the Secretarial Auditor of the Company has issued the audit report in respect of the secretarial audit of the Company for the financial year ended March 31, 2015. The Secretarial Audit Report which forms a part of the Annual Report is self explanatory and requires no comments.

EXTRACT OF THE ANNUAL RETURN

The details forming part of the extract of the Annual Return in Form MGT-9, as required under Section 92 of the Companies Act, 2013, is included in this Report as Annexure II and forms an integral part of this Report.

PARTICULARS PURSUANT TO SECTION 197(12) AND THE RELEVANT RULES

During the year under review, your Company enjoyed cordial relationship with workers and employees at all levels. The company regards its employees as great asset.

For the particulars of employees as required to be disclosed in the Directors Report in accordance with the Provisions of Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, the Directors state that the company does not have any employee, who

- (i) if employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than 60,00,000/- rupees per annum;
- (ii) if employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than 5,00,000/- rupees per month;



(iii) if employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has an adequate Internal Control System, commensurate with the size, scale and complexity of its operations. The scope of the Internal Audit function outsourced to M/s. Uday Pasad & Associates, Chartered Accountants as of current is well defined in the engagement letter of the Internal Auditor duly approved by the Audit Committee. To maintain its objectivity and independence, the Internal Auditor reports to the Audit Committee.

The Internal Auditor evaluates the adequacy of the internal control system in the Company on the basis of Statement of Operations Procedure, instruction manuals, accounting policy and procedures.

PERFORMANCE EVALUATION OF BOARD, COMMITTEES & INDIVIDUAL DIRECTORS

A formal evaluation of the performance of the Board, its Committees, the Chairman and the individual Directors was carried out for the year 2014-15 led by the Nomination & Remuneration Committee.

As part of the evaluation process, the performance of non-independent Directors, the Chairman and the Board was done by the independent Directors. The performance evaluation of the respective Committees and that of independent and non-independent Directors was done by the Board excluding the Director being evaluated. The Directors expressed satisfaction with the evaluation process.

REMUNERATION POLICY

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has in place a whistleblower policy, to support the Code of conduct of the Company. This policy documents the Company's commitment to maintain an open work environment in which employees, consultants and contractors are able to report instances of unethical or undesirable conduct, actual or suspected fraud or any violation of Company's Code of conduct at a significantly senior level without fear of intimidation or retaliation.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

In accordance with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made there under, the Company formulated an



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internal Policy on Sexual Harassment at Workplace (Prevention, Prohibition and Redressal) during the year under review. An internal Complaint committee has been set up to redress complaints received regarding sexual harassment. All woman employees (permanent, contractual, temporary, trainees) are covered under this policy.

During the year under review there were no complaints received by the Company related to sexual harassment.

CASH FLOW STATEMENT

In conformity with the provision of Clause 32 of the Listing Agreement the cash flow statement for the year ended 31st March 2015 is annexed hereto.

MATERIAL AND SIGNIFICANT ORDERS PASSED BY REGULATORS & COURTS

No significant and material orders have been passed by any regulators or courts or tribunals against the Company impacting the going concern status and Company's operations in future.

ACKNOWLEDGEMENT:-

Our Directors express their sincere appreciation of the co-operation received from shareholders, bankers and other business constituents during the year under review. Our Directors also wish to place on record their deep sense of appreciation for the commitment displayed by all executives, officers and staff resulting in the performance of the Company during the year.

**For and on behalf of the Board of Directors
Of Supra Pacific Management Consultancy Ltd.**

**Sd/-
Kishor A. Shah
Managing Director**

**Sd/-
Jyoti K. Shah
Director & CFO**

**Place: Mumbai
Date: 30th May, 2015**



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Annexure to Directors' Report Secretarial Audit Report - Annexure – I

FOR FINANCIAL YEAR ENDED ON MARCH 31, 2015

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

To,
The Members,
SUPRA PACIFIC MANAGEMENT CONSULTANCY LIMITED

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. SUPRA PACIFIC MANAGEMENT CONSULTANCY LIMITED** (hereinafter called the company). 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 also 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 March 31, 2015 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 and 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 financial year ended on March 31, 2015 according to 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;
- (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;



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- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on October 28, 2014 Not applicable to the Company during the Audit period);
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Company during the Audit period);
- (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;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations,; and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable to the Company during the Audit period).

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India (Not notified hence not applicable to the Company during the Audit period).
- (ii) The Listing Agreement entered into by the Company with BSE Limited.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except to the extent as mentioned below:

- 1) *All listed company have to appoint Key managerial personnel (KMP) under section 203 of Company Act, 2013 but the company in the year under review has not appointed Whole time Company Secretary (CS) who also a Key managerial personnel.*
- 2) *the Company has given guarantee for loans taken by others from banks or financial institutions. We have been informed that the company for whom guarantee has been given is irregular in payments of interest.*



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CIN NO.:L74140MH1986PLC039547

We further report that:

- 1) 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.
- 2) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and 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.
- 3) Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

We further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the other laws applicable to the Company.

We further report that:

- 1) The Directors have disclosed their interest and concerns in contracts and arrangements, shareholdings and directorships in other companies and interests in other entities as and when required and their disclosures have been noted and recorded by the Board;
- 2) The Directors have complied with the disclosure requirements in respect of their eligibility of appointments, their being independent and compliance with the Code of Conduct for Directors and Senior Management Personnel;
- 3) The Company has obtained all necessary approvals under the various provisions of the Act.

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.

**For P.D. Pandya & Associates,
Practicing Company Secretaries.**

**Sd/-
(Paresh D Pandya)
Partner
M. No. A 12123
C P No. 4869**

**Place : Mumbai
Date : 30th May, 2015**



**SUPRA PACIFIC
MANAGEMENT CONSULTANCY LIMITED**

CIN NO.:L74140MH1986PLC039547

SUPRA PACIFIC MANAGEMENT CONSULTANCY LIMITED
Registered Office: 144-ATLANTA, NARIMAN POINT, MUMBAI – 400 021
Email Id: info@suprapacific.com, Website: www.suprapacific.com
TEL: 2284 1198\ 28240444

ANNEXURE II - Form 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 Act including certain arm's length transactions under third proviso thereto:

- 1. Details of material contracts or arrangements or transactions not at arm's length basis:**
Not Applicable
- 2. Details of material contracts or arrangement or transactions at arm's length basis:**
Not Applicable

Registered Office:
144, Atlanta, Nariman Point,
Mumbai- 400 021.
Tel.no.28240444

Place: Mumbai
Date: 30th May, 2015

By order of the Board

Sd/-
Kishor A. Shah
(Chairman & Managing Director)



**SUPRA PACIFIC
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Annexure – III
Form No. MGT – 9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on March 31, 2015

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies
(Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

| | |
|--|--|
| i. Corporate Identity Number (CIN) of the Company | CIN NO: L74140MH1986PLC039547 |
| ii. Registration Date | 11 th April, 1986 |
| iii. Name of the Company | SUPRA PACIFIC MANAGEMENT CONSULTANCY LIMITED |
| iv. Category/Sub-Category of the Company | Public Company limited by shares |
| v. Address of the Registered office and contact details | 144, Atlanta, Narimna Point, Mumbai-400021. Tel: 022-22841198/28240444 |
| vi. Whether listed Company | Yes |
| vii. Name, Address and Contact details of Registrar and Transfer Agent, if any | Purva Share Registry (India) Pvt. Ltd., 9, Shiv Shakti Industries Estate, J.R. Boricha Marg, Lower Parel (E), Mumbai – 400 011.Tel 022 23016761/ 23012517 |



SUPRA PACIFIC MANAGEMENT CONSULTANCY LIMITED

CIN NO.:L74140MH1986PLC039547

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated

| Sr. No. | Name & Description of main products/ services | NIC Code of the Product / Service | % to total turnover of the company |
|---------|--|-----------------------------------|------------------------------------|
| 1 | Loan Syndication, Debt placement, arranging External Commercial Borrowings (ECB) | N.A. | 100 |

III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES

| Sr. No | Name & Address of the Company | CIN/GLN | Holding / Subsidiary/ Associate | % of Shares Held | Applicable Section |
|--------|--|---------------------------------|---------------------------------|------------------|--------------------|
| 1. | Mideast Healthcare Private Ltd, 144, Atlanta, Nariman Point, Mumbai - 400 021 | CIN : U74140MH1993PTC073571 | 1,345,000 | 24.45 % | 2(6) |
| 2. | Mideast Properties Private Limited, 144, Atlanta, Nariman Point, Mumbai - 400021 | CIN : U671220MH1996PTC098702 | 534,900 | 9.72% | 2(6) |
| 3. | Mideast Energy Ltd 144, Atlanta, Nariman Point, Mumbai - 400021 | CIN : U67120MH1994PLC079051 | 444,000 | 8.07% | 2(6) |



**SUPRA PACIFIC
MANAGEMENT CONSULTANCY LIMITED**

CIN NO.:L74140MH1986PLC039547

IV. SHAREHOLDING PATTERN (EQUITY Share Capital Break up as % to total Equity)

| (i) Category of Shareholders as on 31/03/2015 | No. of Shares Held at the beginning of the year | | | | No. of Shares Held at the end of the year | | | | % change during the year |
|---|---|------------------|------------------|------------------|---|------------------|------------------|------------------|--------------------------|
| | Demat | Physical | Total | % of Total Share | Demat | Physical | Total | % of Total Share | |
| A. Promoters | | | | | | | | | |
| 1. Indian | | | | | | | | | |
| a. Individual/ HUF | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| b. Central Govt. or State Govt. | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| c. Bodies Corporate | 0 | 2,323,900 | 2,323,900 | 42.25 | 0 | 2,323,900 | 2,323,900 | 42.25 | 0 |
| d. Bank /FI | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| e. Any other - | | | | | | | | | |
| e-1. Directors Relatives | 0 | 200,000 | 200,000 | 3.64 | 0 | 200,000 | 200,000 | 3.64 | 0 |
| e-2. Directors | 0 | 1,083,600 | 1,083,600 | 19.70 | 0 | 1,083,600 | 1,083,600 | 19.70 | 0 |
| SUB TOTAL (A) (1) | 0 | 3,607,500 | 3,607,500 | 65.58 | 0 | 3,607,500 | 3,607,500 | 65.58 | 0 |
| 2. Foreign | | | | | | | | | |
| a. NRI- Individuals | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| b. Other Individuals | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| c. Bodies Corp. | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| d. Banks/ FI | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| e. Any Other | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| SUB TOTAL (A) (2) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Total Shareholding of Promoter (A)=(A)(1) + (A)(2) | 0 | 3,607,500 | 3,607,500 | 65.58 | 0 | 3,607,500 | 3,607,500 | 65.58 | 0 |



**SUPRA PACIFIC
MANAGEMENT CONSULTANCY LIMITED**

CIN NO.:L74140MH1986PLC039547

| Category of Shareholders as on 31/03/2015 | No. of Shares Held at the beginning of the year | | | | No. of Shares Held at the end of the year | | | | % change during the year |
|--|---|------------------|------------------|------------------|---|------------------|------------------|------------------|--------------------------|
| | Demat | Physical | Total | % of Total Share | Demat | Physical | Total | % of Total Share | |
| B. Public | | | | | | | | | |
| 1. Institutions | | | | | | | | | |
| a. Mutual Funds | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| b. Bank / FI | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| c. Central Govt | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| d. State Govt | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| e. Venture Capital Fund | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| f. Insurance Companies | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| g. FIIS | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| h. Foreign Venture Capital Funds | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| i. Others (specify) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| SUB TOTAL (B) (1) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 2. Non Institutions | | | | | | | | | |
| a. Body Corporates | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| bi. Ind-Hold nominal shr capital upto Rs. 1 Lac | 0 | 618,500 | 618,500 | 11.24 | 0 | 618,500 | 618,500 | 11.24 | 0 |
| bii. Ind-Hold nominal shr capital in excess of Rs. 1 Lac | 0 | 857,200 | 857,200 | 15.58 | 0 | 857,200 | 857,200 | 15.58 | 0 |
| c. Any Other | | | | | | | | | |
| c01. NRIs | 0 | 417,600 | 417,600 | 7.59 | 0 | 417,600 | 417,600 | 7.59 | 0 |
| c02. Directors | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| SUB TOTAL (B) (2) | 0 | 1,893,300 | 1,893,300 | 34.42 | 0 | 1,893,300 | 1,893,300 | 34.42 | 0 |
| Total Shareholding of Public (B)=(B)(1) + (B)(2) | 0 | 1,893,300 | 1,837,940 | 34.42 | 0 | 1,893,300 | 1,837,940 | 34.42 | 0 |
| | | | | 21 | | | | | |



**SUPRA PACIFIC
MANAGEMENT CONSULTANCY LIMITED**

CIN NO.:L74140MH1986PLC039547

| Category of Shareholders as on 31/03/2015 | No. of Shares Held at the beginning of the year | | | | No. of Shares Held at the end of the year | | | | % change during the year |
|---|---|-----------|-----------|------------------|---|-----------|-----------|------------------|--------------------------|
| | Demat | Physical | Total | % of Total Share | Demat | Physical | Total | % of Total Share | |
| C. Shares held by Custodian for GDRs & ADRs | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| SUB TOTAL (C) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Total Shareholding of Public (B)=(B)(1) + (B)(2) | 0 | 5,500,800 | 5,500,800 | 100 | 0 | 5,500,800 | 5,500,800 | 100 | 0 |

(ii) SHAREHOLDING OF PROMOTERS

| Sr. No. | Shareholders Name | Shareholding at the beginning of the year | | | Shareholding at the end of the year | | | % change during the year |
|---------|----------------------------|---|----------------------------------|--|-------------------------------------|----------------------------------|--|--------------------------|
| | | No. of Shares | % of total shares of the company | % of shares pledged encumbered to total shares | No. of Shares | % of total shares of the company | % of shares pledged encumbered to total shares | |
| 1. | KISHOR A SHAH | 683,600 | 12.43 | 0 | 683,600 | 12.43 | 0 | 0 |
| 2. | JYOTI K SHAH | 400,000 | 7.27 | 0 | 400,000 | 7.27 | 0 | 0 |
| 3. | POONAM SHAH | 100,000 | 1.82 | 0 | 100,000 | 1.82 | 0 | 0 |
| 4. | NIDHI SHAH | 100,000 | 1.82 | 0 | 100,000 | 1.82 | 0 | 0 |
| 5. | MIDEAST HEALTHCARE PVT LTD | 1,345,000 | 24.45 | 0 | 1,345,000 | 24.45 | 0 | 0 |
| 6. | MIDEAST PROPERTIES PVT LTD | 534,900 | 9.72 | 0 | 534,900 | 9.72 | 0 | 0 |
| 7. | MIDEAST ENERGY LTD | 444,000 | 8.07 | 0 | 444,000 | 8.07 | 0 | 0 |



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CIN NO.:L74140MH1986PLC039547

(ii) CHANGE IN PROMOTERS SHAREHOLDING AS ON THE FINANCIAL YEAR ENDED ON March 31, 2015

| Particulars | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|---|---|----------------------------------|---|----------------------------------|
| | No. of Shares | % of total shares of the company | No. of Shares | % of total shares of the company |
| At the beginning of the year | 3,607,500 | 65.58 | Not Applicable | |
| Date wise Increase/ Decrease in Promoters shareholding during the year specifying the reasons for increase / decrease (e.g. allotment/ transfer/ bonus/ sweat equity, etc.) | 0 | 0 | | |
| At the end of the year | 3,607,500 | 65.58 | | |

V. SHARE HOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS & HOLDERS OF GDRS & ADRS)

| Sr. No. | Shareholder Name | Shareholding at the beginning of the year | | Shareholding at the end of the year | |
|---------|---------------------|---|----------------------------------|-------------------------------------|----------------------------------|
| | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| 1 | NAILESH M SHAH | 170,000 | 3.09 | 170,000 | 3.09 |
| 2 | CAPT. DHAR | 150,000 | 2.73 | 150,000 | 2.73 |
| 3 | PRATAP CHUDASAMA | 100,000 | 1.82 | 100,000 | 1.82 |
| 4 | BHARAT ASARPOTA | 94,600 | 1.72 | 94,600 | 1.72 |
| 5 | CHANDRAVADAN D SHAH | 60,000 | 1.09 | 60,000 | 1.09 |
| 6 | HASMUKHRAI V SHAH | 60,000 | 1.09 | 60,000 | 1.09 |
| 7 | JAGDISH ASARPOTA | 55,400 | 1.01 | 55,400 | 1.01 |
| 8 | SHYAMKUMAR PARASHAR | 50,000 | 1.01 | 50,000 | 1.01 |
| 9 | USHA SHAH | 48,600 | 0.88 | 48,600 | 0.88 |
| 10 | ILLA SHAH | 48,600 | 0.88 | 48,600 | 0.88 |



**SUPRA PACIFIC
MANAGEMENT CONSULTANCY LIMITED**

CIN NO.:L74140MH1986PLC039547

VI. SHARE HOLDING PATTERN OF DIRECTORS & KEY MANAGERIAL PERSONNEL,

| Sr. No. | Shareholder's Name | Shareholding | | Date | Increase/ Decrease in Shareholding | Reason | Cumulative Shareholding during the year (01/04/14 to 31/03/15) | % of total Shares of the Company |
|---------|--------------------|--|----------------------------------|------|------------------------------------|--------|--|----------------------------------|
| | | No. of Shares of the beginning (01/04/14) end of the year (31/03/15) | % of total Shares of the Company | | | | | |
| 1 | Kishor A Shah | 683,600/ | 12.43 | 0 | 0 | 0 | 0 | 0 |
| | | 683,600 | 12.43 | 0 | 0 | 0 | 0 | 0 |
| 2 | Jyoti K. Shah | 400,000/ | 7.27 | 0 | 0 | 0 | 0 | 0 |
| | | 400,000 | 7.27 | 0 | 0 | 0 | 0 | 0 |
| | Total | 1,083,600/ | 19.70 | 0 | 0 | 0 | 0 | 0 |
| | | 1,083,600 | 19.70 | 0 | 0 | 0 | 0 | 0 |



**SUPRA PACIFIC
MANAGEMENT CONSULTANCY LIMITED**

CIN NO.:L74140MH1986PLC039547

VII. INDEBTEDNESS

| Indebtedness of the Company including interest outstanding/ accrued but not due for payment | | | | |
|--|---|----------------------------|-----------------|-------------------------------|
| | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
| Indebtedness at the beginning of the financial Year | Nil | Nil | Nil | Nil |
| i) Principal Amount | - | - | - | - |
| ii) Interest due but not paid | - | - | - | - |
| iii) Interest accrue but not due | - | - | - | - |
| Total (i+ii+iii) | - | - | - | - |
| Change in Indebtedness during the financial year | - | - | - | - |
| Additions | - | - | - | - |
| Reductions | - | - | - | - |
| Net Change | - | - | - | - |
| Indebtedness at the end of the financial year | - | - | - | - |
| i) Principal Amount | - | - | - | - |
| ii) Interest due but not paid | - | - | - | - |
| iii) Interest accrue but not due | - | - | - | - |
| Total (i+ii+iii) | Nil | Nil | Nil | Nil |



**SUPRA PACIFIC
MANAGEMENT CONSULTANCY LIMITED**

CIN NO.:L74140MH1986PLC039547

VIII. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

| A. Remuneration to Managing Director, Whole Time Director and / or Manager: | | | |
|--|---|---|---------------------------|
| Sr. No. | Particulars of Remuneration | Name of the WTD/ MD/ Manager | Total Amount (Rs.) |
| | | Mr. Kishor A. Shah | |
| 1 | Gross Salary | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961 | 210,000 | 210,000 |
| | (b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961 | - | - |
| | (c) Profits in lieu of salary under | - | - |
| 2 | Stock option | - | - |
| 3 | Sweat Equity | - | - |
| 4 | Commission | - | - |
| | As % of profit | - | - |
| | Others (specify) | - | - |
| 5 | Others, please specify | - | - |
| | Total (A) | 210,000 | 210,000 |
| | Ceiling as per the Act | N.A. | N.A. |



**SUPRA PACIFIC
MANAGEMENT CONSULTANCY LIMITED**

CIN NO.:L74140MH1986PLC039547

| B. Remuneration to Other Directors: | | | | | | | |
|--|--|--------------------------|------------|------------|------------|------------|---------------------------|
| Sr. No. | Particulars of Remuneration | Name of Directors | | | | | Total Amount (Rs.) |
| 1 | Independent Directors | | | | | | |
| | (a) Fee for attending board committee meetings | - | - | - | - | - | - |
| | (b) Commission | - | - | - | - | - | - |
| | (c) Others, please specify | - | - | - | - | - | - |
| | Total (1) | Nil | Nil | Nil | Nil | Nil | Nil |
| 2 | Other Non Executive Directors | - | - | - | - | - | - |
| | (c) Fee for attending board committee meetings | - | - | - | - | - | - |
| | (d) Commission | - | - | - | - | - | - |
| | (c) Others, please specify | - | - | - | - | - | - |
| | Total (2) | Nil | Nil | Nil | Nil | Nil | Nil |

| C. Remuneration to Key Managerial Personnel Other Than MD/ Manager/ WTD: | | | |
|---|---|-------------------------------------|---------------------------|
| Sr. No. | Particulars of Remuneration | Name of the WTD/ MD/ Manager | Total Amount (Rs.) |
| 1 | Gross Salary | | |
| | (c) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961 | Nil | Nil |
| | (d) Value of perquisites u/s 17(2) of the Income Tax Act, 1961 | - | - |
| | (c) Profits in lieu of salary under | - | - |
| 2 | Stock option | - | - |
| 3 | Sweat Equity | - | - |
| 4 | Commission | - | - |
| | As % of profit | - | - |
| | Others (specify) | - | - |
| 5 | Others, please specify | - | - |
| | Total (A) | Nil | Nil |
| | Ceiling as per the Act | N.A. | N.A. |



**SUPRA PACIFIC
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IX. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES

| Type | Section of the Companies Act | Brief Description | Details of Penalty/ Punishment/ Compounding fees imposed | Authority (RD/NCLT/Court) | Appeal made if any (give details) |
|-------------------------------------|------------------------------|-------------------|--|---------------------------|-----------------------------------|
| A. COMPANY | | | | | |
| | | | | | |
| Penalty | | | None | | |
| Punishment | | | | | |
| Compounding | | | | | |
| | | | | | |
| B. DIRECTORS | | | | | |
| | | | | | |
| Penalty | | | None | | |
| Punishment | | | | | |
| Compounding | | | | | |
| | | | | | |
| C. OTHER OFFICERS IN DEFAULT | | | | | |
| | | | | | |
| Penalty | | | None | | |
| Punishment | | | | | |
| Compounding | | | | | |
| | | | | | |

For and on behalf of the Board of Directors

Sd/-
Kishor A. Shah
(Managing Director)

Place: Mumbai
Date: 30th May, 2015



SUPRA PACIFIC MANAGEMENT CONSULTANCY LIMITED

CIN NO.:L74140MH1986PLC039547

SUPRA PACIFIC MANAGEMENT CONSULTANCY LIMITED
Registered Office: 144-ATLANTA, NARIMAN POINT, MUMBAI – 400 021
Email Id: info@suprapacific.com, Website: www.suprapacific.com
TEL: 2284 1198\ 28240444

Report on Corporate Governance of

Company's Philosophy on Corporate Governance

Your Company believes in setting the highest standard in good and ethical corporate governance practices. Your Company is managed by the Managing Director (MD) under the supervision and control of the Board of Directors. The MD is assisted by a team of highly qualified and experienced professionals.

Your company is committed to maintaining the highest standards of corporate governance in its dealings with its various stakeholders. It is an integral part of the Company's core values, which include transparency, integrity, honesty and accountability. Your Company follows the philosophy of working towards the creation of wealth by enhancing the value of stakeholders, meeting the needs of customers and employees and the community at large.

Your Company is in compliance with the conditions of corporate governance stipulated in Clause 49 of the Listing Agreement entered into with the Stock Exchanges.

Your Company has complied with the requirements of the Corporate Governance Code, the disclosure requirements of which are given below:

Board of Directors

Composition:

The Board of Directors has Six members; all are Non- Executive Directors (NEDs) who bring in a wide range of skills and experience to the Board. The Company has a Non-Executive Chairman and more than 1/3rd of the Board of Directors is Independent Directors. The composition of the Board is in conformity with Clause 49 of the Listing Agreement.

None of the Directors on the Board is a Member on more than 10 Committees and Chairman of more than 5 Committees (as specified in Clause 49), across all the companies in which he is a Director. The necessary disclosures regarding Committee positions have been made by the Directors.

The Composition of the Board as on the date of report was as under:

| Name of the Director | Business Relationship | Category of Directorship | No. of other Director Ships | ** No of other Committee Memberships | |
|-------------------------|--------------------------------|--------------------------|-----------------------------|--------------------------------------|--------|
| | | | | Chairman | Member |
| Mr. Kishor A. Shah | Chairman cum Managing Director | Promoter & Exective | 3 | - | - |
| Mrs. Jyoti K. Shah | Director cum CFO | Promoter & Executive | 3 | - | 3 |
| Mr. Pratap D. Chudasama | Director | Independent | - | - | - |
| Mr. Harish kotian | Director | Independent | 1 | 2 | 1 |
| Mr. T. R. Ramanathan | Director | Independent | 1 | -- | - |
| Mr. Urvish P. Shah | Director | Independent | 1 | 2 | 1 |



SUPRA PACIFIC MANAGEMENT CONSULTANCY LIMITED

CIN NO.:L74140MH1986PLC039547

** Represents Memberships/ Chairmanships of Audit Committee, Shareholders' / Investors' Grievance Committee and Remuneration Committee.

Number of Board Meetings attendance at Board Meetings and previous Annual General meeting:

5 Board Meetings were held during the year and the gap between two meetings did not exceed four months.

| Name of the Director | No. of Board Meetings attended during the year | 28 th AGM held on 27 th September, 2014 Attended | Remarks |
|-------------------------|--|--|---------|
| Mr. Kishor A. Shah | 5 | Yes | |
| Mrs. Jyoti K. Shah | 5 | Yes | |
| Mr. Pratap D. Chudasama | Nil | No | |
| Mr. Harish Kotian | 5 | Yes | |
| Mr. T. R. Ramanathan | Nil | No | |
| Mr. Urvish P. Shah | 2 | No | |

Leave of absence was granted by the Board to the Directors who were absent at the respective Board Meeting(s).

Dates of Board Meetings

27th May 2014, 20th June, 2014, 31st July 2014, 31st October 2014 and 31st January 2015.

The information as required under Annexure I to Clause 49 is being made available to the Board.

Committees of Directors

Audit Committee

The Audit Committee was duly constituted and the terms of reference, role and scope were revised in line with those prescribed by Clause 49 of the Listing Agreement with the Stock Exchanges. The Company also complies with the provisions of section 292A of the Companies Act, 1956 pertaining to Audit Committee and its functioning.

The Board delegated the following powers to the Audit Committee:

- To investigate any activity within its terms of reference.
- To seek information from any employee.
- To obtain outside legal or other professional advice.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.

The Board defined the role of the Audit Committee, as under:

- a. Overseeing the Company's financial reporting process and the disclosure of its financial information, to ensure that the financial statement is correct, sufficient and credible;



**SUPRA PACIFIC
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- b. Recommending the appointment/ removal of external auditors, fixing audit fees and approving payments for any other services;
- c. Reviewing with Management the annual financial statements before submission to the Board;
- d. Discussing with external auditors before the audit commences, the nature and scope of audit as well as have post-audit discussions to ascertain any area of concern;
- e. Reviewing the Company's financial and risk management policies;
- f. To look into the reasons for substantial defaults in the payment to the depositors, shareholders (in case of non-payment of declared dividends) and creditors.

The composition of the Audit Committee as on date of report was as under:

| Sr. No. | Name of the Director | Designation | No. of Meetings attended during 2014-2015 | Remarks |
|----------------|-----------------------------|--------------------|--|----------------|
| 1 | Mr. Harish Kotian | Chairman | 4 | |
| 2 | Mr. Urvish Shah | Member | 4 | |
| 3 | Mrs. Jyoti K Shah | Member | 4 | |

All the above Directors are Non- Executive and two Directors are Independent, excluding the Chairman.

The Audit Committee met four times during the year under review.

The Audit Committee invites such of the executives, as it considers appropriate to be present at its meetings. The heads of Internal Audit and Finance attend the meetings. The Statutory Auditors are also invited to the meetings.

Nomination & Remuneration Committee:

The composition of the Remuneration Committee as on date of report was as under:

| Sr. No | Name of the Director | Designation | No. of Meetings attended during 2014- 2015 | Remarks |
|---------------|-----------------------------|--------------------|---|----------------|
| 1 | Mr. Harish Kotian | Chairman | 1 | |
| 2 | Mr. Urvish P. Shah | Member | 1 | |
| 3 | Mrs.Jyoti K. Shah | Member | 1 | |

All the above Directors are Non- Executive and two Directors, including the Chairman, are Independent.



SUPRA PACIFIC MANAGEMENT CONSULTANCY LIMITED

CIN NO.:L74140MH1986PLC039547

Terms of Reference:

The term of reference of the Committee include recommending to the Board of Directors specific remuneration packages for Executive Directors and management staff.

Remuneration Policy:

Non-Executive Directors

None of the Non- Executive Directors (NEDs) are paid any remuneration whether by way of Commission or Sitting Fees.

Executive Directors

The Company pays remuneration by way of salary, perquisites and allowances (fixed component) to the Managing Director. Salary is paid within the range approved by the shareholders. The ceiling on perquisites and allowances as a percentage of salary is fixed by the Board, within the prescribed ceiling; the perquisite package is fixed by the Remuneration Committee.

Remuneration to Directors:

The details of the remuneration paid to the executive Directors are:

| Name | Salary (Rs.) | Commission paid in 2014-2015 | Perquisites (Rs.) | Retirement Benefit (Rs.) | Total (Rs.) |
|-------------------|--------------|------------------------------|-------------------|--------------------------|-------------|
| Mr. Kishor A.Shah | 210,000/- | Nil | Nil | Nil | 210,000/- |

Stakeholders' Grievance Committee

The present composition of the shareholders' / Investors' Grievance Committee is as under:

| Name of the Director | Designation | Category of Directorship |
|----------------------|-------------|-----------------------------|
| Mrs. Jyoti K. | Chairman | Non-Executive & Independent |
| Mr. Urvish P.Shah | Member | Non-Executive & Independent |
| Mr.Harish Kotian | Member | Non-Executive & Independent |

There were no Complaints received during the year under review during the year under review.

General Body Meetings

The last three Annual General Meetings (AGMs) were held as under:

| Financial Year ended | Day & Date | Time | Venue |
|----------------------|----------------------------------|------------|-----------------|
| 26 th AGM | 29 th September, 2012 | 12.00 A.M. | Coporate Office |
| 27 th AGM | 30 th September, 2013 | 12.00 A.M. | Coporate Office |
| 28 th AGM | 27 th September, 2014 | 11.30 A.M. | Coporate Office |



All special resolutions moved at the last AGM were passed unanimously on a show of hands by the shareholders present at the meeting. None of the business required to be transacted at this AGM is proposed to be passed by postal ballot.

Disclosures

Postal Ballot: Nil

Special Resolution: Nil

Whistle Blower Policy

With a view to establish a mechanism for protecting employees reporting unethical behavior, frauds or violation of Company's Code of Conduct, the Board of Directors has adopted a Whistle Blower Policy (a non-mandatory requirement as per clause 49 of the Listing Agreement). No person has been denied access to the Audit Committee.

Policy to prevent sexual harassment at the workplace

The Company is committed to creating and maintaining an atmosphere in which employees can work together, without fear of sexual harassment, exploitation or intimidation. Every employee is made aware that the Company is strongly opposed to sexual harassment and that such behavior is prohibited both by law and by the Mideast Group. To redress complaints of sexual harassment, a Complaint Committee for the Group has been formed, which is headed by Mrs. Jyoti Shah.

Details of Non-compliance:

There has not been any non-compliance of mandatory requirements by the Company and no penalties or strictures were imposed on the Company by the Stock Exchanges, or SEBI, or any statutory authority, on any matter related to capital markets

Means of Communication:

The quarterly results are published in the two newspapers viz. Free Press Journal and Navshakti Official news releases and presentations made to analysts are sent to the Stock Exchanges, where the Company's shares are listed.

Shareholder Information:

i. Annual General Meeting

Date: 30.09.2015

Time: 12.00 noon

Venue: 402,4th Floor Apollo Complex, Dr. R.K. Sing Marg, Andheri (E), Mumbai-400 069.



**SUPRA PACIFIC
MANAGEMENT CONSULTANCY LIMITED**

CIN NO.:L74140MH1986PLC039547

ii. Financial Calendar

Schedule Financial reporting for

| | | |
|-------------------------------|---|---------------------|
| Quarter ending June 30, 2015 | : | End of July 2015 |
| Quarter ending Sept. 30, 2015 | : | End of October 2015 |
| Quarter ending Dec. 31, 2015 | : | End of January 2016 |
| Quarter ending March 31, 2016 | : | End of April 2016 |

| | | |
|---|---|-----------------------|
| Annual General Meeting for the Year ended March 31, 2016 | : | End of September 2016 |
|---|---|-----------------------|

iii. Dates of Book Closure : 28.09.2015 to 30.09.2015 (both days inclusive)

iv. Dividend payment date : No dividend declared.

v. Listing on Stock Exchanges at : The Stock Exchange, Pune

vi. Address for correspondence :

Supra Pacific Management Consultancy Limited

404, 4th Floor, Apollo Complex, Dr. R.K. Sing Marg,
Andheri (East), Mumbai – 400 069.

☎ 28240444



**SUPRA PACIFIC
MANAGEMENT CONSULTANCY LIMITED**

CIN NO.:L74140MH1986PLC039547

SUPRA PACIFIC MANAGEMENT CONSULTANCY LIMITED
Registered Office: 144-ATLANTA, NARIMAN POINT, MUMBAI – 400 021
Email Id: info@suprapacific.com, Website: www.suprapacific.com
TEL: 2284 1198\ 28240444

CEO / CFO CERTIFICATION

The Board of Directors,
**SUPRA PACIFIC MANAGEMENT
CONSULTANCY LIMITED**
144, Atlanta, Nariman point,
Mumbai-400021

We hereby certify that:

- (a) We have reviewed financial statements and the cash flow statement for the year ended 31st March 2015 and that to the best of our knowledge and belief;
 - 1) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
 - 2) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) No transaction is entered into by the company during the year which is fraudulent, illegal or violative of the Company's Code of Conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit Committee:
 - 1) Significant changes in internal control over financial reporting during the year.
 - 2) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - 3) Instances of significant fraud of which we have become aware and the involvement there in, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**For and on behalf of the Board of Directors
Of Supra Pacific Management Consultancy
Ltd.**

**Sd/-
Jyoti Shah
Director & CFO**

**Place: Mumbai
Date: 30th May, 2015**



**SUPRA PACIFIC
MANAGEMENT CONSULTANCY LIMITED**

CIN NO.:L74140MH1986PLC039547

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TEL: 2284 1198\ 28240444

COMPLIANCE CERTIFICATE

To
The Members of
SUPRA PACIFIC MANAGEMENT CONSULTANCY LIMITED

It is hereby certified and examined that as provided in Clause 49 I (D) of the listing agreement with the stock exchanges, the Board members and the Senior Management personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the financial year ended 31st March 2015.

Registered Office :
144, Atlanta,
Nariman Point,
Mumbai - 400 021

Place: Mumbai
Date: 30th May, 2015

For & on behalf of the board of directors
Of Supra Pacific Management Consultancy Ltd

Sd/-
Kishor A. Shah
Managing Director



SUPRA PACIFIC MANAGEMENT CONSULTANCY LIMITED

CIN NO.:L74140MH1986PLC039547

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MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Directors are pleased to present the Management Discussion and Analysis Report for the year ended 31st March, 2015.

The Management Discussion and Analysis have been included in consonance with the Code of Corporate Governance as approved by The Securities and Exchange Board of India (SEBI). Investors are cautioned that these discussions contain certain forward looking statements that involve risk and uncertainties including those risks which are inherent in the Company's growth and strategy. The company undertakes no obligation to publicly update or revise any of the opinions or forward looking statements expressed in this report consequent to new information or developments, events or otherwise.

The management of the company is presenting herein the overview, opportunities and threats, initiatives by the Company and overall strategy of the company and its outlook for the future. This outlook is based on management's own assessment and it may vary due to future economic and other future developments in the country

1. INDUSTRY STRUCTURE AND DEVELOPMENTS

The last year (2014-2015) was successful in capital market and the stock market was on their height. There was good development in Primary market and SME platform. The Company sees the good opportunity and development in coming years.

2. OPPORTUNITY AND THREATS

Opportunities

The Indian money market is "a market for short-term and Long term funds with maturity ranging from overnight to one year and includes financial instruments that are deemed to be close substitutes of money. It is diversified and has evolved through many stages, from the conventional platform of treasury bills and call money to commercial paper, certificates of deposit, repos, FRAs and IRS more recently.

The Indian money market consists of diverse sub-markets, each dealing in a particular type of short-term credit. The money market fulfills the borrowing and investment requirements of providers and users of short-term funds, and balances the demand for and supply of short term funds by providing an equilibrium mechanism.

In Stock Market or Capital Market, the first and foremost thing of strength is its ability to provide high return. SEBI is a regulatory body of Indian stock market which protects the interest of the investors



which is an added benefit of Stock Market. Large number of securities which provides medium for investment and thus people can make money by way of investing wisely in Stock Market. Large numbers of Brokers are there in Market who plays a role of facilitator for investment.

Threats & Concerns

Some of the key trends of the industry that are favorable to the company to exploit these emerging opportunities are:

- Clients are more comfortable with uniform high quality and quick service.
- There are good prospects for expanding further activities in this direction.

Some of the key changes in the industry unfavourable to the company are:

- Heightened competition
- Increasing Compliances
- Attraction and retention of human capital.
- Regulatory changes.

3. SEGMENTWISE PERFORMANCE

Presently your Company is dealing in one segment i.e. financial services.

4. OUTLOOK

The growing economy and ever increasing capital market provides a good scope of expansion of financial service sector. Your Company is very well prepared to grab the opportunities. The management is very optimistic about the future of the Company.

5. RISKS AND CONCERNS

The Company has aligned its policy on risk assessment in line with global approach and risk assessment reports are reviewed on regular intervals. The Company has adopted a focused approach towards risk management in the form of a corporate insurance program which has the goal of optimizing the financing of insurable risks by using a combination of risk retention and risk transfer. The program covers all potential risks relating to business operations of the Company at its various locations.

The Company's business critical software is operated on a server with regular maintenance and back-up of data and is connected with two physically separated servers. The system's parallel architecture overcomes failures and breakdowns. Reliable and permanently updated tools guard against virus attacks. Updated tools are regularly loaded to ensure a virus free environment.

6. INTERNAL CONTROL SYSTEMS

The Company has implemented a comprehensive system of internal controls and risk management systems for achieving operational efficiency, optimal utilisation of resources, credible financial reporting and compliance with local laws. These controls are regularly reviewed by both internal and external agencies for its efficiency and effectiveness. Management information and reporting system for key operational activities form part of overall control mechanism.



SUPRA PACIFIC MANAGEMENT CONSULTANCY LIMITED

CIN NO.:L74140MH1986PLC039547

7. FINANCIAL PERFORMANCE

The Company has achieved a turnover of Rs.24.28 Lacs during the current year as against Rs.23.26 Lacs in previous year. During the current year Company has earned profit of Rs. 16.91 Lacs as against profit of Rs. 17.45 lacs in the previous financial year.

8. HUMAN RESOURCE AND INDUSTRIAL RELATIONS

Your company has been able to employ and retain qualified professionals by offering the challenging work environment and compensation. The Company provides in house training to its employees.

- i. The Management believes in maintaining cordial relations with its employees. The management recognizes the importance of Human Resources and effective steps will be taken to strengthen the same depending on the requirements.
- ii. The Company provided excellent working environment so that the individual staff can reach his/her full potential.
- iii. The Company is poised to take on the challenges and march towards accomplishing its mission with success.
- iv. The Company maintained good Industrial/Business relation in market which enhanced the Creditworthiness of the Company.

9. INSURANCE

The Company has insured its assets and operations against all insurable risks including fire, earthquake, flood, and etc. as part of its overall risk management strategies

10. CAUTIONARY STATEMENT

Statements in this report on management discussion and analysis describing the company's objectives, projections, estimates, expectations and prediction are based on certain assumption and expectation of future events. Actual result could differ materially from those expressed or implied. The Company assumes no responsibility to amend, modify or revise any of the statements on the basis of subsequent developments, information or events.

**For and on behalf of the Board of Directors
Of Supra Pacific Management Consultancy Ltd.**

Sd/-

**Kishor A. Shah
Managing Director**

Place: Mumbai

Date: 30th May, 2015



INDEPENDENT AUDITORS' REPORT

To,

The Members,

SUPRA PACIFIC MANAGEMENT CONSULTANCY LIMITED

1. Report on the Financial Statements

We have audited the accompanying financial statements of SUPRA PACIFIC MANAGEMENT CONSULTANCY LIMITED ("the Company"), which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

2. Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134 (5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

3. Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the



purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

4. Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2015, and its profit and its cash flows for the year ended on that date.

5. Report on Other Legal and Regulatory Requirements

i. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.

ii. As required by section 143 (3) of the Act, we report that:

- a) 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.
- b) 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.
- c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act; and
- f) 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:



SUPRA PACIFIC MANAGEMENT CONSULTANCY LIMITED

CIN NO.:L74140MH1986PLC039547

- i. The Company does not have any pending litigations which would impact its financial position;
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For Mehta Chokshi & Shah
Chartered Accountants
Firm Registration No. 106201W**

**Sd/-
Vijay R Gajaria
Partner
Membership No. 137561**

**Place: Mumbai
Date: 30th May, 2015**



ANNEXURE TO THE AUDITORS' REPORT

(Referred to in paragraph 5 (i) of our report of even date)

- i. (a) The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) All the assets have been physically verified by the management during the year and there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
- ii. The company does not have any inventories and hence paragraph 3 (ii) of the order is not applicable to the company.
- iii. The Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Act and therefore paragraph 3 (iii) of the order is not applicable.
- iv. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the company and the nature of its business for the purchase of fixed assets. During the course of our audit we have not observed any continuing failure to correct major weaknesses in internal control system in respect of the said areas.
- v. The Company has not accepted any deposits and consequently paragraph 3 (v) of the order is not applicable.
- vi. The company does not qualify the prescribed criteria as specified in Companies (Cost Records and Audit) Rules, 2014, and therefore is not required to maintain the cost records as prescribed under Section 148 (1) of the Act. Hence paragraph 3 (vi) of the order is not applicable.
- vii. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, it is observed that the company is generally regular in depositing undisputed dues of including Income Tax and other applicable statutory dues with appropriate authorities. According to information and explanation given to us, no undisputed amounts payable in respect of the said applicable statutory dues were in arrears as at March 31, 2015 for a period more than six months from the date they became payable.

Further as explained to us, the provisions for Provident Fund, Employees State Insurance, Sales Tax, Wealth Tax, Service Tax, Duty of Custom, Duty of Excise, Value Added Tax, Cess are not applicable to the Company during the year.



**SUPRA PACIFIC
MANAGEMENT CONSULTANCY LIMITED**

CIN NO.:L74140MH1986PLC039547

- (b) According to the information and explanations given to us, there are no disputed statutory dues.
- (c) According to the information and explanations given to us, there is no amount required to be transferred to Investor Education and Protection Fund and hence paragraph 3 (vii) (c) of the Order is not applicable.
- viii. The accumulated loss of the Company at the end of the financial year does not exceed fifty percent of its net worth and the Company has not incurred cash losses during the current year as well as during the immediately preceding financial year.
- ix. The company has not borrowed from financial institutions, banks or debenture holders and hence the question of any default in repayment does not arise.
- x. *According to the information and explanations given to us, the Company has given guarantee for loans taken by others from banks or financial institutions. We have been informed that the company for whom guarantee has been given is irregular in payments of interest. Therefore, in our opinion, the guarantee given is prejudicial to the interest of the company.*
- xi. The Company has not availed of any term loan during the year and therefore paragraph 3 (xi) of the order is not applicable.
- xii. Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the year.

**For Mehta Chokshi & Shah
Chartered Accountants
Firm Registration No. 106201W**

**Sd/-
Vijay R Gajaria
Partner
Membership No. 137561**

**Place: Mumbai
Date: 30th May, 2015**



**SUPRA PACIFIC
MANAGEMENT CONSULTANCY LIMITED**

CIN NO.:L74140MH1986PLC039547

Balance Sheet as on 31st March, 2015

(Amount in Rupees)

| Particulars | Note No. | As at 31st March, 2015 | As at 31st March, 2014 |
|-----------------------------------|----------|------------------------|------------------------|
| I. Equity and Liabilities | | | |
| 1. Shareholders' funds | | | |
| Share capital | 3 | 47,906,500 | 47,906,500 |
| Reserves and surplus | 4 | (5,872,229) | (5,523,933) |
| 2. Non-Current Liabilities | | | |
| Other Long Term Liabilities | 5 | - | 2,200,000 |
| 3. Current liabilities | | | |
| Trade payables | 6 | 60,653 | 52,226 |
| Other Current Liabilities | 7 | 2,052,935 | 314,100 |
| Short-Term Provision | 8 | 369,818 | - |
| TOTAL | | 44,517,677 | 44,948,893 |
| II. Assets | | | |
| 1. Non-current assets | | | |
| Fixed assets | | | |
| Tangible assets | 9 | 6,439,871 | 8,016,005 |
| Non-current Investments | 10 | 16,211,000 | 20,756,000 |
| Long-term loans and advances | 11 | 10,492,000 | 14,573,878 |
| 2. Current assets | | | |
| Trade Receivables | 12 | 4,545,000 | 234,540 |
| Cash and cash equivalents | 13 | 4,178,822 | 39,478 |
| Other Current Assets | 14 | 2,650,984 | 1,328,992 |
| TOTAL | | 44,517,677 | 44,948,893 |

Significant Accounting Policies and Notes on Financial Statements

1 to 29

As per our attached report of even date

For Mehta Chokshi & Shah
Chartered Accountants
Firm Registration No. 106201W

For and on Behalf of the Board
Supra Pacific Management Consultancy
Limited

Sd/-
Kishor A Shah
Managing Director

Sd/-
Vijay R Gajaria
Partner
Membership No. 137561

Sd/-
Jyoti K. Shah
Director & CFO

Place :Mumbai
Date : 30th May, 2015

Place :Mumbai
Date : 30th May, 2015



**SUPRA PACIFIC
MANAGEMENT CONSULTANCY LIMITED**

CIN NO.:L74140MH1986PLC039547

Statement of Profit and Loss for the year end 31st March, 2015

(Amount in Rupees)

| Particulars | Note No. | For the year ended 31st March, 2015 | For the year ended 31st March, 2014 |
|--|----------|-------------------------------------|-------------------------------------|
| Income : | | | |
| Income from Operation | | 2,036,741 | 1,468,880 |
| Other Income | 15 | 390,950 | 857,975 |
| Total Income | | 2,427,691 | 2,326,855 |
| Expenditure : | | | |
| Employee benefit expenses | 16 | 210,000 | 210,000 |
| Depreciation and amortization expenses | 9 | 186,736 | 199,240 |
| Other expenses | 17 | 339,854 | 172,063 |
| Total Expenditure | | 736,590 | 581,303 |
| Profit before tax | | 1,691,101 | 1,745,552 |
| Tax expense | | | |
| Current tax | | (650,000) | (240,000) |
| Deffered Tax | | - | - |
| Profit for the year | | 1,041,101 | 1,505,552 |
| Earnings per share: Basic and Diluted [Refer note no. 20] | | 0.19 | 0.27 |

Significant Accounting Policies and Notes on Financial Statements

1 to 29

As per our attached report of even date

**For Mehta Chokshi & Shah
Chartered Accountants
Firm Registration No. 106201W**

**For and on Behalf of the Board
Supra Pacific Management Consultancy
Limited**

**Sd/-
Kishor A Shah
Managing Director**

**Sd/-
Vijay R Gajaria
Partner
Membership No. 137561**

**Sd/-
Jyoti K. Shah
Director & CFO**

**Place :Mumbai
Date : 30th May, 2015**

**Place :Mumbai
Date : 30th May, 2015**



**SUPRA PACIFIC
MANAGEMENT CONSULTANCY LIMITED**

CIN NO.:L74140MH1986PLC039547

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

| | Particulars | 2014-2015 Amount (Rs) | 2013-2014 Amount (Rs) |
|----------|--|--------------------------|--------------------------|
| A | Cash Flow From Operating Activities | | |
| | Net Profit before Taxation and Extra Ordinary Item | 1,691,101 | 1,745,552 |
| | Adjustment For: | | |
| | Rent Income | (390,900) | |
| | Interest Income | - | |
| | Depreciation | 186,736 | 199,240 |
| | Operating Profit Before Working Capital Changes | 1,486,937 | 1,944,792 |
| | Increase/Decrease in: | | |
| | Trade Payable | 8,427 | (97,959) |
| | Other Current Liabilities | (461,165) | 109,224 |
| | Long Term Loans and Advances | 4,081,878 | 349,400 |
| | Trade Receivable | (3,919,560) | 2,765,460 |
| | Other Current Assets | (1,321,992) | (1,321,992) |
| | Cash Generation From Operations | (125,475) | 3,748,925 |
| | Taxes Paid | (280,181) | (137,157) |
| | Cash Flow From Operating Activities | (405,656) | 3,611,768 |
| B | Cash Flow From Investing Activities | | |
| | (Purchase)/Sale of Investments | 4,545,000 | (3,630,000) |
| | Less: Amount Outstanding Receivable | | - |
| | Net Cash From Investing Activities | 4,545,000 | (3,630,000) |
| C | Cash Flow From Financial Activities | | |
| | | - | - |
| | Net Cash Flow In Financing Activities | - | - |
| | Net Increase In Cash and Cash Equivalents (A+B+C) | 4,139,344 | (18,232) |
| | Opening Balance Of Cash and Cash Equivalents | 39,478 | 57,710 |
| | Closing Balance Of Cash and Bank Equivalents | 4,178,822 | 39,478 |
| | Cash and Cash Equivalent Includes: | | |
| | Cash in Hand | 778 | 349 |
| | Balances with Banks | 4,178,044 | 39,129 |
| | Total | 4,178,822 | 39,478 |

For Mehta Chokshi & Shah
Chartered Accountants
Firm Registration No. 106201W

For and on behalf of Board of Director
Supra Pacific Management Consultancy Limited

Sd/-
Vijay R Gajaria
Partner
Membership No. 137561

Sd/-
Kishor A. Shah
Managing Director

Sd/-
Jyoti K. Shah
Director & CFO

Place : Mumbai
Date : 30th May, 2015

Place : Mumbai
Date : 30th May, 2015



1 Company Background

The company is a Public Limited company. Its equity shares are listed on Pune Stock Exchange. The company is engaged in Real Estate / Properties related services for Indian Corporate and NRI clients.

2 Statement of Significant Accounting Policies

2.1 Method of Accounting :

These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified).

2.2 Fixed Assets :

Fixed assets are recorded at cost of acquisition / construction except in case on revaluation of such assets where it is at revalued amount.

2.3 Depreciation :

Depreciation on fixed assets is provided on Straight Line Method basis using the rate and in the manner prescribed in Schedule II to the Companies Act, 2013.

2.4 Revenue Recognition

a) Rent Income:

Lease income from operating lease is recognised in the statement of profit and loss on straight line basis over the lease term.

b) Interest Income:

Interest is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

2.5 Taxes on income

Current tax is determined on the amount of tax payable in respect of taxable income for the year.

The deferred tax charge or credit is recognized using current tax rates. Where there is unabsorbed depreciation or carry forward losses, deferred tax assets are recognized only if there is virtual certainty of realization of such assets. Other deferred tax assets are recognized only to the extent there is reasonable certainty of realization in future. Deferred tax assets / liabilities are reviewed as at each balance sheet date based on developments during the year and available case laws, to reassess realization/liabilities

2.6 Investments

Investments held by the Company are of long term in nature and are stated at cost less provision for diminution in the value is made to recognise a decline other than temporary in the value of the investments.

2.7 Contingent Liabilities

Contingent Liabilities are not provided for in the accounts and if any the same is reflected in notes to accounts.

2.8 Cash and Cash Equivalents

Cash and cash equivalent for the purpose of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

2.9 Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average numbers of equity shares outstanding during the period are adjusted for events including a bonus issue, bonus element in right issue to existing shareholders, share split, and reverse share split. (Consolidation of shares). For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of equity shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares. The period during which, number of dilutive potential equity shares change frequently, weighted average number of shares are computed based on a mean date in the quarter, as impact is immaterial on earning per share.

2.10 Impairment of Assets

Pursuant to Accounting Standard (AS-28) Impairment of Assets, the Company assessed its fixed assets for impairment as at March 31, 2015 and concluded that there has been no significant impaired fixed asset that needs to be recognised in the books of account.



**SUPRA PACIFIC
MANAGEMENT CONSULTANCY LIMITED**

CIN NO.:L74140MH1986PLC039547

3 Share Capital

3.1 Details of Authorised , Issued, Subscribed and Paid up Share Capital

| Particulars | As at 31st March, 2015 | | As at 31st March, 2014 | |
|--|------------------------|---------------|------------------------|---------------|
| | Number | Amount in Rs. | Number | Amount in Rs. |
| Authorised | | | | |
| Equity Shares of Rs. 10/- each | 6,000,000 | 60,000,000 | 6,000,000 | 60,000,000 |
| | 6,000,000 | 60,000,000 | 6,000,000 | 60,000,000 |
| Issued, Subscribed and Paid up | | | | |
| Equity Shares of Rs. 10/- each | 4,080,500 | 40,805,000 | 4,080,500 | 40,805,000 |
| Equity Shares of Rs. 10/- each of Rs.5/- paid up | 1,420,300 | 7,101,500 | 1,420,300 | 7,101,500 |
| | 5,500,800 | 47,906,500 | 5,500,800 | 47,906,500 |

All of the above shares carry equal voting rights and there are no restrictions / preferences attached to any of the above shares.

3.2 Reconciliation of the outstanding number of shares

| Particulars | Equity Shares | | Equity Shares | |
|---|------------------------|---------------|------------------------|---------------|
| | As at 31st March, 2015 | | As at 31st March, 2014 | |
| | Number | Amount in Rs. | Number | Amount in Rs. |
| Shares outstanding at the beginning of the year | 5,500,800 | 47,906,500 | 5,500,800 | 47,906,500 |
| Add: Shares Issued during the year | - | - | - | - |
| Less: Shares bought back during the year | - | - | - | - |
| Shares outstanding at the end of the year | 5,500,800 | 47,906,500 | 5,500,800 | 47,906,500 |

3.3 The details of shareholders holding more than 5% shares

| Name of Shareholder | As at 31st March, 2015 | | As at 31st March, 2014 | |
|------------------------------------|------------------------|--------------|------------------------|--------------|
| | No. of Shares held | % of Holding | No. of Shares held | % of Holding |
| Kishor A Shah | 683,600 | 12.43% | 683,600 | 12.43% |
| Jyoti K. Shah | 400,000 | 7.27% | 400,000 | 7.27% |
| Mideast Healthcare Private Limited | 1,345,000 | 24.45% | 1,345,000 | 24.45% |
| Mideast Properties Private Limited | 534,900 | 9.72% | 534,900 | 9.72% |
| Mideast Energy Limited | 444,000 | 8.07% | 444,000 | 8.07% |



Notes forming part of Financial Statements

4 Reserves and Surplus

| Particulars | As at 31st March, 2015 | As at 31st March, 2014 |
|---|------------------------|------------------------|
| | Amount in Rs. | Amount in Rs. |
| (Deficit) in the Statement of Profit and Loss: | | |
| Opening balance | (5,523,933) | (7,029,485) |
| Less: Adjustment due to revised useful life | (1,389,397) | - |
| Add: Profit for the year | 1,041,101 | 1,505,552 |
| Total | (5,872,229) | (5,523,933) |

5 Other Long Term Liabilities

| Particulars | As at 31st March, 2015 | As at 31st March, 2014 |
|------------------|------------------------|------------------------|
| | Amount in Rs. | Amount in Rs. |
| Security Deposit | - | 2,200,000 |
| Total | - | 2,200,000 |

6 Trade Payables

| Particulars | As at 31st March, 2015 | As at 31st March, 2014 |
|---|------------------------|------------------------|
| | Amount in Rs. | Amount in Rs. |
| -Due to Micro Small and Medium Enterprises (Refer Note No.26) | - | - |
| -Due to others | 60,653 | 52,226 |
| Total | 60,653 | 52,226 |

7 Other Current Liabilities

| Particulars | As at 31st March, 2015 | As at 31st March, 2014 |
|----------------------|------------------------|------------------------|
| | Amount in Rs. | Amount in Rs. |
| Outstanding Expenses | 439,285 | 314,100 |
| Security Deposit | 1,613,650 | - |
| Total | 2,052,935 | 314,100 |

8 Short-Term Provisions

| Particulars | As at 31st March, 2015 | As at 31st March, 2014 |
|--|------------------------|------------------------|
| | Amount in Rs. | Amount in Rs. |
| Provisions for Taxation (Net of Taxes) | 369,818 | - |
| Total | 369,818 | - |



9 Fixed Assets

| Sr. No. | Particulars | GROSS BLOCK | | | DEPRECIATION | | | NET BLOCK | | |
|---------|--------------------------|-----------------------|-------------------------------------|------------------------|-----------------------|---------------------------|-----------------------------------|------------------------|------------------------|------------------------|
| | | As on 1st April, 2014 | Addition/ Deduction During the Year | As on 31st March, 2015 | As on 1st April, 2014 | Depreciation For the Year | Impact Due to Revised Useful Life | As on 31st March, 2015 | As on 31st March, 2015 | As on 31st March, 2014 |
| | Tangible Assets : | | | | | | | | | |
| 1 | Office Equipment | 147,400 | - | 147,400 | 130,732 | - | 9,298 | 140,030 | 7,370 | 16,668 |
| 2 | Furniture & Fixture | 241,689 | - | 241,689 | 240,920 | - | - | 240,920 | 769 | 769 |
| 3 | Computers | 60,200 | - | 60,200 | 60,199 | - | - | 60,199 | 1 | 1 |
| 4 | Office Premises | 11,793,880 | - | 11,793,880 | 3,795,314 | 186,736 | 1,380,099 | 5,362,149 | 6,431,731 | 7,998,566 |
| | Total | 12,243,169 | - | 12,243,169 | 4,227,165 | 186,736 | 1,389,397 | 5,803,298 | 6,439,871 | 8,016,005 |
| | Previous Year | 12,243,169 | - | 12,243,169 | 4,027,925 | 199,240 | | 4,227,165 | 8,016,005 | 8,215,244 |



Notes forming part of Financial Statements

10 Non Current Investments

| Particulars | As at 31st March, 2015 | As at 31st March, 2014 |
|---|------------------------|------------------------|
| | Amount in Rs. | Amount in Rs. |
| INVESTMENT (AT COST) : | | |
| A . QUOTED EQUITY SHARES : | | |
| Trade | | |
| (1)131,000 (Previous Year: 131,000) Equity Shares of Mid East Portfolio Management Ltd (FV:Rs.10/-) | 1,310,000 | 1,310,000 |
| TOTAL | 1,310,000 | 1,310,000 |
| B . UNQUOTED SHARES : | | |
| Trade | | |
| (1) 149,000 (Previous Year: 149,000) 11% Cumulative Preference Shares of Mideast Portfolio Management Ltd (FV:Rs.100/-) | 14,900,000 | 14,900,000 |
| Non Trade | | |
| (1) 100 (Previous Year: 100) Equity Shares of Janakalyan Sahakari Bank Ltd (FV:Rs.10/-) | 1,000 | 1,000 |
| (2) NIL (Previous Year: 91,500) Equity Shares of Terranova Technologies Ltd.(FV:Rs.10/-) | - | 915,000 |
| (3) NIL (Previous Year: Nil) Equity Shares of Ashik Woollen Mills Ltd. (F.V. 30/-) | - | 630,000 |
| (4) NIL (Previous Year: Nil) Equity Shares of Mideast Securities Pvt. Ltd. (F.V. 10/-) | - | 3,000,000 |
| TOTAL | 14,901,000 | 19,446,000 |
| TOTAL (A + B) | 16,211,000 | 20,756,000 |
| AGGREGATE MARKET VALUE OF QUOTED INVESTMENTS | 412,650 | 524,000 |

11 Long-term Loans and Advances

| Particulars | As at 31st March, 2015 | As at 31st March, 2014 |
|---|------------------------|------------------------|
| | Amount in Rs. | Amount in Rs. |
| <u>(Unsecured, Considered good)</u> | | |
| Loan to others | 10,492,000 | 10,492,000 |
| Loan to a Director | - | 3,995,000 |
| Advance Tax and Tax Deducted at Source (net of provision) | - | 86,878 |
| Total | 10,492,000 | 14,573,878 |



Notes forming part of Financial Statements

12 Trade Receivables

| Particulars | As at 31st March, 2015 | As at 31st March, 2014 |
|---|------------------------|------------------------|
| | Amount in Rs. | Amount in Rs. |
| (Unsecured, Considered Good) | | |
| Trade Receivables outstanding for a period exceeding six months | - | - |
| Others | 4,545,000 | 234,540 |
| Total | 4,545,000 | 234,540 |

13 Cash and Cash Equivalents

| Particulars | As at 31st March, 2015 | As at 31st March, 2014 |
|--------------------|------------------------|------------------------|
| | Amount in Rs. | Amount in Rs. |
| Balance with Banks | 4,178,044 | 39,129 |
| Cash in hand | 778 | 349 |
| Total | 4,178,822 | 39,478 |

14 Other Current Assets

| Particulars | As at 31st March, 2015 | As at 31st March, 2014 |
|----------------------------------|------------------------|------------------------|
| | Amount in Rs. | Amount in Rs. |
| Share Allotment Money in Arrears | 7,000 | 7,000 |
| Interest Receivable | 2,643,984 | 1,321,992 |
| Total | 2,650,984 | 1,328,992 |



Notes forming part of Financial Statements

15 Other Income

| Particulars | For the year ended 31st March, 2015 | For the year ended 31st March, 2014 |
|--------------|--|--|
| | Amount in Rs. | Amount in Rs. |
| Other Income | 50 | - |
| Rent Income | 390,900 | 851,325 |
| Total | 390,950 | 857,975 |

16 Employee Benefits Expenses

| Particulars | For the year ended 31st March, 2015 | For the year ended 31st March, 2014 |
|------------------------|--|--|
| | Amount in Rs. | Amount in Rs. |
| Directors Remuneration | 210,000 | 210,000 |
| Total | 210,000 | 210,000 |

17 Other Expenses

| Particulars | For the year ended 31st March, 2015 | For the year ended 31st March, 2014 |
|--|--|--|
| | Amount in Rs. | Amount in Rs. |
| Listing Fees | 11,200 | 11,200 |
| Insurance | 521 | 521 |
| Legal and Professional charges | 4,225 | 6,020 |
| Payment to Auditors | 8,427 | 8,427 |
| Travelling exp | 4,717 | - |
| Maintenance Charges | 93,811 | 53,828 |
| Property Tax | 26,816 | 26,816 |
| Electricity charges | 4,300 | - |
| Postage, Telegram and Telephone Expenses | 3,269 | 2,866 |
| ROC Filing Fees | 6,600 | 6,000 |
| Bank charges | 131 | 115 |
| Interest on delayed payment of Maintenance Charges | 159,500 | 21,880 |
| Miscellaneous Charges | 12,384 | 33,950 |
| Printing and Stationary Charges | - | 440 |
| Demat Charges | 3,953 | - |
| Total | 339,854 | 172,063 |



**SUPRA PACIFIC
MANAGEMENT CONSULTANCY LIMITED**

CIN NO.:L74140MH1986PLC039547

Notes forming part of Financial Statements

18 Corporate Guarantee given against Bank Overdraft facility availed by a group company: Outstanding Amount of Bank Overdraft as at 31.03.2015: Rs.39,32,218/- (Previous Year Rs. 34,24,106/-)

19 Managerial Remuneration:

| | 2014-2015 | 2013-2014 |
|------------------------|----------------|----------------|
| | Rs. | Rs. |
| Directors Remuneration | 210,000 | 210,000 |
| Perquisites | NIL | NIL |
| TOTAL | 210,000 | 210,000 |

20 Payment to Auditors:-

| | 2014-2015 | 2013-2014 |
|-------------------|--------------|--------------|
| | Rs. | Rs. |
| Audit Fees | 7,500 | 7,500 |
| Service Tax | 927 | 927 |
| In other capacity | Nil | Nil |
| TOTAL | 8,427 | 8,427 |

21 Earnings per Share

As per AS-20 "Earning Per Share", the Company's EPS is as under

(Amount in Rupees)

| Particulars | For the year ended 31st March, 2015 | For the year ended 31st March, 2014 |
|---|--|--|
| Net Profit after tax as per Profit & Loss Account | 1,041,101 | 1,505,552 |
| Weighted average number of shares outstanding during the year | 5,500,800 | 5,500,800 |
| Basis and Diluted Earnings Per Share | 0.19 | 0.27 |
| Face Value Per Equity Share | 10 | 10 |



SUPRA PACIFIC MANAGEMENT CONSULTANCY LIMITED

CIN NO.:L74140MH1986PLC039547

22 Taxes on Income:

a. Component of Deferred Tax:

(Amount in Rs.)

| Particulars | Year Ended 31st March,2015 | Year Ended 31st March,2014 |
|---|----------------------------|----------------------------|
| Deferred Tax Assets (DTA) (Related to Fixed assets) | 24,948 | 25,126 |
| Deferred Tax Assets (DTA) related to Loss | 18,931 | 102,843 |
| Net DTA at the end of the year | 43, 879 | 127,969 |
| (Less) Net DTA at the beginning of the year | (127,969) | (358,244) |
| DTA generated/(reversed) during the year | (84,090) | (230,275) |

b. In view of past brought forward unabsorbed depreciation and losses and lack of evidence of future taxable income, the company has thought it prudent not to recognize Deferred Tax Assets in its books.

23 Related Party Disclosures:

23.1 The names of the related parties are as under:

| Name of related parties | Nature of relation |
|---|--------------------------------|
| Mid East Portfolio Management Limited | Associates |
| Mideast Energy Limited | |
| Mideast Retail Pvt Limited | |
| M/s. Kishor A. Shah | |
| <u>Key Management Personnel:</u> | |
| Kishor A. Shah | Chairman cum Managing Director |
| Jyoti K. Shah | Director |
| Pratap Chudasama | Director |
| Urvish Shah | Director |
| Harish Kotian | Director |
| T R Ramanathan | Director |

Above related parties have been identified by the management and relied upon by the auditors



**SUPRA PACIFIC
MANAGEMENT CONSULTANCY LIMITED**

CIN NO.:L74140MH1986PLC039547

23.2 Details of Transactions :

(Amount in Rs.)

| NATURE OF TRANSACTIONS | WITH ASSOCIATES | WITH KEY MANAGEMENT PERSONEL | WITH RELATIVE OF KEY MANAGEMENT PERSONEL |
|--|------------------------|-------------------------------------|---|
| 1. Trade Receivable : | | | |
| Opening Balance | - (374,500) | - (-) | - (-) |
| Credit During the year | - (688,000) | - (-) | - (-) |
| Debit during the year | - (313,500) | - (-) | - (-) |
| Closing Balance | - (-) | - (-) | - (-) |
| 2. Loans given : | | | |
| Opening Balance | - (10,866,500) | 3,995,000 (3,969,900) | - (-) |
| Loans granted during the year | - (100,000) | - (225,200) | - (-) |
| Loans repaid during the year | - (470,500) | 3,995,000 (200,100) | - (-) |
| Less: Adjustment due change in management/shareholding | - (10,496,000) | - (-) | - (-) |
| Closing Balance | - (-) | - (3,995,000) | - (-) |
| 3. Remuneration paid: | - (-) | 210,000 (210,000) | - (-) |
| 4. Interest Income earned: | - (-) | 567,861 (-) | - (-) |

24 Disclosure as per AS-19 are as follows:

- a. The company has leased commercial premises on Operating lease and lease rent of Rs. 390,900/- (P.Y. Rs. 851,325/-) has been credited to statement of profit and loss.
- b. Details of leased asset:

| Particulars | As at 31st March, 2015 | As at 31st March, 2014 |
|-------------------------------|--|--|
| Gross carrying amount | 11,793,880 | 11,793,880 |
| Accumulated Depreciation | 5,362,194 | 3,795,314 |
| Accumulated impairment losses | - | - |
| Net block | 6,431,731 | 7,998,566 |



**SUPRA PACIFIC
MANAGEMENT CONSULTANCY LIMITED**

CIN NO.:L74140MH1986PLC039547

c. The future minimum lease receipts are as under:

| Particulars | For the year ended 31 st March, 2015 | For the year ended 31 st March, 2014 |
|---|--|--|
| Within one Year | Nil | Nil |
| After one year but more than five years | Nil | Nil |
| More than five years | Nil | Nil |

d. There are no exception / restrictive covenants in the lease agreement.

25 **Segment Reporting :**

The Company is engaged in financial activities and all activities of the company revolve around this business and the operations are mainly in India. As such there are no other reportable segments as defined by accounting standard 17 of Segment Reporting issued by the Institute of Chartered Accountants of India.

26 Figures of the previous year have been regrouped and reclassified wherever necessary.

27 Details of dues to Micro, Small and Medium Enterprises as per MSMED Act, 2006:

| Particulars | For the year ended 31 st March, 2015 | For the year ended 31 st March, 2014 |
|---|--|--|
| Principal Amount outstanding to suppliers under MSMED Act, 2006 beyond the appointed date | - | - |
| Interest accrued on the amount due to suppliers under MSMED Act on the above amount | - | - |
| Payment made to suppliers (Other than interest) beyond the appointed date during the year | - | - |
| Interest paid to suppliers under MSMED Act (other than Section 16) | - | - |
| Interest paid to suppliers under MSMED Act (Section 16) | - | - |
| Interest due and payable to suppliers under MSMED Act for payments already made. | - | - |
| Interest accrued and remaining unpaid at the end of the year to suppliers under MSMED. | - | - |
| Total | - | - |



**SUPRA PACIFIC
MANAGEMENT CONSULTANCY LIMITED**

CIN NO.:L74140MH1986PLC039547

28 During the earlier years, the company had granted loans/advances in violation of Section 295 & Section 372A of the erstwhile Companies Act, 1956 and Section 185/186 of the Companies Act, 2013. However, during the year, the borrowers have repaid the entire loans alongwith interest amount. Hence, during the year, there is no violation of Section 185/186 of the Companies Act, 2013.

29 The amount in the Balance Sheet, and statement of Profit and Loss are rounded off the to the nearest rupee.

Signature to Notes (1 to 29)

As per our attached report of even date.

**For Mehta Chokshi & Shah
Chartered Accountants
Firm Registration No. 106201W**

**For and on Behalf of the Board
Supra Pacific Management Consultancy
Limited**

**Sd/-
Vijay R Gajaria
Partner
Membership No. 137561**

**Sd/-
Kishor A Shah
Managing Director**

**Sd/-
Jyoti K. Shah
Director & CFO**

**Place :Mumbai
Date : 30th May, 2015**

**Place :Mumbai
Date : 30th May, 2015**



**SUPRA PACIFIC
MANAGEMENT CONSULTANCY LIMITED**

CIN NO.:L74140MH1986PLC039547

SUPRA PACIFIC MANAGEMENT CONSULTANCY LIMITED
Registered Office: 144-ATLANTA, NARIMAN POINT, MUMBAI – 400 021
Email Id: info@suprapacific.com, Website: www.suprapacific.com
TEL: 2284 1198\ 28240444

ATTENDANCE SLIP

ANNUAL GENERAL MEETING

Regd. Folio No.: No. of Shares held:

* Demat A/c. No.: DPID No:

I CERTIFY THAT I AM A Member/Proxy of the Company.

I/We hereby record my/our presence at the 29th ANNUAL GENERAL MEETING of the Company at 402, 4TH FLOOR, APOLLO COMPLEX, DR. R.K. SING MARG, ANDHERI (E), MUMBAI- 400 069 on Wednesday, the 30th September 2015 AT 12.00 noon.

.....
Member/ Proxy's Name

.....
(Signature of the Member/ Proxy)

Note:

Please complete the Attendance Slip and hand it over at the entrance of the Meeting Place

*Those who hold shares in Demat form must quote their Demat A/c No. and Depository Participant (DP) No.



**SUPRA PACIFIC
MANAGEMENT CONSULTANCY LIMITED**

CIN NO.:L74140MH1986PLC039547

**Form No. MGT- 11
Proxy form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies(Management & Administration)Rules, 2014]

SUPRA PACIFIC MANAGEMENT CONSULTANCY LIMITED
Registered Office: 144-ATLANTA, NARIMAN POINT, MUMBAI – 400 021
Email Id: info@suprapacific.com, Website: www.suprapacific.com
TEL: 2284 1198\ 28240444

Name of the Member (s) :

Registered Address:

Email Id:

Folio No./ Client Id:

DP Id:

I/we, being the member(s) of _____ Shares of Supra Pacific Management Consultancy Limited, hereby appoint

Name: _____ Email ID: _____

Address: _____ Signature: _____

Of failing which

Name: _____ Email ID: _____

Address: _____ Signature: _____

Of failing which

Name: _____ Email ID: _____

Address: _____ Signature: _____



**SUPRA PACIFIC
MANAGEMENT CONSULTANCY LIMITED**

CIN NO.:L74140MH1986PLC039547

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty Ninth Annual General Meeting Of the Company to be held on Wednesday, 30th September 2015 at 12.00 noon at CORPORATE OFFICE OF THE COMPANY AT 402, 4TH FLOOR, APOLLO COMPLEX, DR. R.K. SING MARG, ANDHERI (E), MUMBAI- 400 069 and at any adjournment thereof in respect of such resolutions as are indicated below:

Signed this.....day of, 2015

Signature of Shareholder

Signature of Proxy holder(s)

Affix Rs.
1/-
Revenue
Stamp

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions and Notes please refer to the Notice of the 29th Annual General Meeting.



**SUPRA PACIFIC
MANAGEMENT CONSULTANCY LIMITED**

CIN NO.:L74140MH1986PLC039547

Form No. MGT-12

Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

SUPRA PACIFIC MANAGEMENT CONSULTANCY LIMITED
Registered Office: 144-ATLANTA, NARIMAN POINT, MUMBAI – 400 021
Email Id: info@suprapacific.com, Website: www.suprapacific.com
TEL: 2284 1198\ 28240444

BALLOT PAPER

| Sr. No | Particulars | Details |
|--------|---|---------|
| 1. | Name of the First Named Shareholder (In block letters) | |
| 2. | Postal address | |
| 3. | Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form) | |
| 4. | Class of Share | |

I hereby exercise my vote in respect of Ordinary/ Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

| Ordinary Resolution: | Assent | Dissent |
|---|---------------|----------------|
| 1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31 st March, 2015 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon. | | |
| 2. To ratifies the appointment of Auditors and fixes their remuneration | | |

Place:

Date:

(Signature of the shareholder)