



**SUPRA PACIFIC**

MANAGEMENT CONSULTANCY LIMITED

A Non-Banking Financial Company

(Shares listed at BSE)

CIN: L74140MH1986PLC039547  
Regd. Office: 1/203, Vishal complex, Narsing lane,  
Off S. V. Road, Malad (West), Mumbai - 400064

SPMC/2020-21

Dated: 19.02.2021

BSE Limited Phiroze  
Jeejeebhoy Towers, Dalal  
Street. MUMBAI - 400 001

Dear Sirs,

Sub: Intimation under Regulation 29(1) of the SEBI LODR, 2015  
Ref: Scrip Code 5401 68-Supra Pacific Management Consultancy Limited  
Letter Ref dated 11<sup>th</sup> February, 2021

With reference to the above, we confirm that we have sent Postal Ballot Notice electronically to all the members of the company whose name appear as member/beneficial owners in the records of the depository (CDSL & NSDL) as on the 'Cut-off date' i.e 18.02.2021.

A copy of the Postal Ballot Notice is enclosed herewith for your kind perusal.

The E- Voting will commence on Thursday, 25<sup>th</sup> February, 2021 at 9.00 AM and ends on Friday, 26<sup>th</sup> March, 2021 at 5.PM

A copy of the postal ballot Notice also been uploaded in the website of the company

Kindly take on record the same.

Thanking You

Yours faithfully

For Supra Pacific Management Consultancy Ltd

Dipu George  
Company Secretary





**SUPRA PACIFIC MANAGEMENT CONSULTANCY LIMITED**

**CIN: L74140MH1986PLC039547**

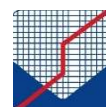
Registered Office: 1/203, Vishal Complex, Narsing Lane Off S.V Road, Malad (West), Mumbai- 400064

**NOTICE OF POSTAL BALLOT**

Notice pursuant to Sections 108 and 110 of the Companies Act, 2013, as amended from time to time, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

Dear Shareholders,

This notice of postal ballot ("**Notice**") is hereby given pursuant to Sections 108 and 110 of the Companies Act, 2013, as amended from time to time (the "**Companies Act**") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time (the "**Management Rules**") including any statutory modification or re-enactment thereof for the time being in force, and other applicable provisions, if any, and the General Circular Nos. 14/2020, 17/2020, 33/2020 and 39/2020, issued by the Ministry of Corporate Affairs, Government of India ("**MCA Circulars**"), seeking approval of the shareholders of Supra Pacific Management Consultancy Limited (the "**Company**") to the proposed special resolution appended below by way of postal ballot (through remote e-voting only). The explanatory statement setting out material facts pursuant to Section 102, 110 and other applicable provisions of the Companies Act and Securities and Exchange Board of India (Issue of Capital and Disclosures Requirement) Regulations, 2018, as amended from time to time from time to time ("**SEBI ICDR Regulations**") is annexed herewith.

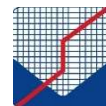


The Board of Directors of the Company ("**Board**") at its meeting held on 11.02.2021 ("**Board Meeting**") has, subject to the approval of the shareholders of the Company by way of a special resolution through postal ballot (by remote e-voting & Postal Ballot) and subject to approvals of statutory, regulatory or governmental authorities as may be required under applicable laws, approved preferential issue of 19,92,890 equity shares of face value INR 10/- (Rupee Ten Only) of the Company ("**Equity Shares**").

An explanatory statement pursuant to Section 102 of the Companies Act and other applicable provisions of the Companies Act and Regulation 163(1) of the SEBI ICDR Regulations ("**Explanatory Statement**"), setting out the material facts and the reasons is appended hereto. Pursuant to Rule 22(5) of the Management Rules, the Company has appointed Mr. Abhilash Nedyalil Abraham, Practicing Company Secretary (M.No. F10876; CP No.14524) as the scrutinizer (the "**Scrutinizer**") for conducting the postal ballot process & remote e-voting in a fair and transparent manner. The Scrutinizer is willing to be appointed and be available for the purpose of ascertaining the requisite majority.

In compliance with Section 108 and 110 of the Companies Act read with Rules 20 and 22 of the Management Rules, Regulation 44 of the SEBI Listing Regulations and MCA Circulars, from time to time, the Company is offering facility of remote e-voting ("**E-voting**"). Shareholders are requested to follow the procedure as stated in the notes and instructions for casting of votes by E-voting. The Company has engaged services of M/s. Central Depository Services (India) Ltd as its agency for providing E-voting facility to shareholders of the Company. Shareholders are requested to carefully read the instructions indicated in this Notice and communicate their assent (for) or dissent (against) through the E-voting only.

The Scrutinizer will submit his report to the Chairman of the Company, or any other person authorized by Board in writing, after completion of scrutiny of postal ballot process in a fair and transparent manner. The results of the postal ballot will be announced on or before 5.00 P.M of 27<sup>th</sup> March,2021 and will be displayed on the website of the Company (i.e., [www.suprapacific.com](http://www.suprapacific.com)) and will be intimated to BSE Limited (the



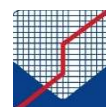
“BSE”) where the Equity Shares of the Company are listed and shall also be intimated to Purva Sharegistry India Private Limited, the registrar and share transfer agents of the Company.

**SPECIAL BUSINESS:**

**1. ISSUE OF 19,92,890 EQUITY SHARES TO PUBLIC (NON- PROMOTER) ON PREFERENTIAL BASIS.**

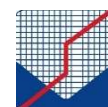
To consider, and if thought fit, to pass with or without modification(s), the following resolutions as **Special Resolutions**:

**“RESOLVED THAT** pursuant to the provisions of Sections 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Companies Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time and the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions of Memorandum of Association and Articles of Association of the Company, provisions of the uniform listing agreement entered into by the Company with the relevant stock exchange where the shares of the Company are listed (“Stock Exchange”), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“SEBI”), as amended including the SEBI (Issue of Capital And Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Government of India and subject to the approvals, consents, permissions and/ or sanctions, as may be required from the Government of India, SEBI, Stock Exchange(s) and any other relevant statutory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/or, modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the “Board” which terms shall be deemed to include any committee duly constituted by the



Board or any committee, which the Board may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the consent of the members of the Company be and is hereby accorded to the Board to issue, offer and allot, on a preferential basis, upto 19,92,890 (Nineteen Lakhs Ninety Two Thousand Eight Hundred and Ninety ) Equity Shares of face value of Rs.10/- (Rupees Ten only) each fully paid up for cash, at an issue price of Rs. 17/- (Rupees Seventeen Only) per Equity Share (which includes a premium of Rs. 7/- per share) determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, 2018 and subsequent amendment thereto, to the below-mentioned Proposed Equity Allottee in the manner as follow;

| <b>Sr No</b> | <b>Name of the Proposed Allottee</b> | <b>Category</b> | <b>No. of Equity Shares</b> |
|--------------|--------------------------------------|-----------------|-----------------------------|
| 1            | SANTHOSH M SUNNY                     | Public          | 58,823                      |
| 2            | MANOJ VR                             | Public          | 58,823                      |
| 3            | CHRISTO GEORGE                       | Public          | 1,17,647                    |
| 4            | VK GOPINATHAN                        | Public          | 1,17,648                    |
| 5            | DAISY THOMAS                         | Public          | 29,412                      |
| 6            | CV PAULSON                           | Public          | 58,824                      |
| 7            | TJL VICTOR                           | Public          | 29,412                      |
| 8            | VARUGHESE A G                        | Public          | 58,823                      |
| 9            | ATHUL MURALI                         | Public          | 88,235                      |
| 10           | MOOSAKUTTY TE                        | Public          | 58,824                      |
| 11           | BOSE PHILIP                          | Public          | 58,824                      |
| 12           | THOMAS EJ                            | Public          | 58,824                      |
| 13           | VIPINLAL PP                          | Public          | 58,824                      |
| 14           | BALAN PP                             | Public          | 58,824                      |
| 15           | BIJULESH KK                          | Public          | 58,824                      |
| 16           | JAYARAJAN KC                         | Public          | 58,824                      |
| 17           | MURALEEDHARAN T K                    | Public          | 58,824                      |
| 18           | BASHEER KUNNUMMAL                    | Public          | 58,824                      |
| 19           | HARIDASAN NC                         | Public          | 1,76,472                    |



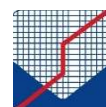
|    |  |        |                  |
|----|--|--------|------------------|
| 20 | ALAVIKUTTY HAJI M                      | Public | 58,824           |
| 21 | SIVARAJAN KUTTAPPAN                    | Public | 1,00,000         |
| 22 | N MURALIDHARAN                         | Public | 58,824           |
| 23 | JP JAMES                               | Public | 62,000           |
| 24 | ALEX SHOBHILA RAJAKUMAR                | Public | 65,000           |
| 25 | SEVINI PRASAD                          | Public | 88,237           |
| 26 | PAHALA VAZHACKAL                       | Public | 88,236           |
| 27 | SUNIL DAMODARAN                        | Public | 60,000           |
| 28 | SARISH MAMAN SUNNY                     | Public | 58823            |
| 29 | ANTONY KP                              | Public | 29,411           |
|    | <b>Total No of shares to be issued</b> |        | <b>19,92,890</b> |

**“RESOLVED FURTHER THAT** the pricing of the Equity Shares to be allotted will be in accordance with the SEBI (ICDR) Regulations with reference to the “Relevant Date - 24.02.2021”, being 30(thirty) days prior to the date on which on which the resolution to approve the preferential issuance and allotment of Equity Shares is deemed to be passed i.e. the last date specified for exercise of voting through remote e-voting process (E-voting).”

**“RESOLVED FURTHER THAT** the new equity shares shall rank pari-passu with the existing Equity shares of the Company in all respects and that the equity shares so allotted during the financial year shall be entitled to the dividend, if any, declared including other corporate benefits, if any, for which the book closure or the Record Date falls subsequent to the allotment of Equity Shares.”

**“RESOLVED FURTHER THAT** the aforesaid equity shares allotted in terms of this resolution shall be subject to lock-in requirements as per the provisions of Chapter V of SEBI (ICDR) Regulations, 2018 and any amendment(s) thereto from time to time.”

**“RESOLVED FURTHER THAT** the aforesaid issue of Equity Shares shall be subject to the following terms and conditions:



- (a) The Proposed Allottee of Equity Shares shall be required to bring in 100% of the consideration, for the Equity Shares to be allotted, on or prior to the date of allotment thereof.
- (b) The consideration for allotment of Equity Shares shall be paid to the Company by the Proposed Equity Allottee from its respective bank accounts.
- (c) The pre-preferential shareholding of the Proposed Equity Allottee and Equity Shares to be allotted shall be under lock in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.
- (d) The Equity Shares so allotted to the Proposed Equity Allottee under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations, 2018 except to the extent and in the manner permitted there under.
- (e) Allotment of Equity Shares shall only be made in dematerialized form

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board/Committee(s) of the Board and the Company Secretary be and are hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchanges, filing of requisite documents with the Registrar of Companies, Depositories and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions/difficulties that may arise in the proposed issue, of the said Equity Shares, including making an offer to the proposed allottee through private placement offer letter, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.”

***By Order of the Board***

***For Supra Pacific Management Consultancy Limited***

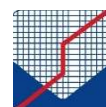
***Dipu George***

***Company Secretary***

***Place: Kochi***

***Date: 11.02.2021***

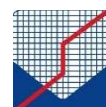
***M.No. ACS. 38716***



## NOTES:

1. The Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 (“the Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014(“the Rules”), as amended, setting out material facts relating to the Resolutions proposed to be passed is annexed hereto.
2. The Postal Ballot Notice is being sent only by email to all the Members, whose names appear on the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (‘NSDL’) and Central Depository Services(India) Limited (‘CDSL’) as on Thursday, 18.02.2021 (the ‘cut-off date’) and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent, Purva Sharegistry (India) Private Limited (“RTA”).
3. Members may note that the aforesaid Postal Ballot Notice has been uploaded on the website of the Company at [www.suprapacific.com](http://www.suprapacific.com) The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The Postal Ballot Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. [www.evotingindia.com](http://www.evotingindia.com).
4. The voting rights of the Members shall be reckoned in proportion to the equity shares held by them on the cut-off date on 18.02.2021. Only those Members holding shares either in physical form or dematerialized form as on the Cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a Member as on the cut-off date should treat this notice for information purpose only.
5. Pursuant to the applicable provisions of the Act and Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company can serve notices, annual reports and other communication through electronic mode to those Members who have registered their e-mail addresses either with the Depository Participant(s) or the Company. Members who have not registered their e-mail addresses, so far, are requested to register their email addresses, in respect of electronic holdings with the Depository through their





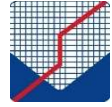
concerned Depository Participants. Members who hold shares in physical form are requested to provide their email addresses to Purva Share Registry (India) Private Limited sending an e-mail on [support@purvashare.com](mailto:support@purvashare.com) or to the Company at its e-mail i.e. [cs@suprapacific.com](mailto:cs@suprapacific.com).

6. Resolutions, if passed by the Members through postal ballot are deemed to have been duly passed on the last date specified for the remote e-voting i.e. 26.03.2021 in terms of Secretarial Standard – 2 on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India. Resolution passed by Members with requisite majority, through postal ballot shall be deemed to have been passed at a general meeting of Members convened on that behalf.
7. A member cannot exercise his vote by proxy on Postal Ballot.
8. In case of any query/grievance in connection with the Postal Ballot including remote e-voting, Members may contact CDSL by email at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or to the Company at [cs@suprapacific.com](mailto:cs@suprapacific.com)
9. The Board has appointed Mr. Abhilash Nediyaalil Abraham, Practicing Company Secretary (FCS 10876; CP 14524), as the Scrutinizer to conduct the Postal Ballot - remote e-voting process in a fair and transparent manner. After completion of scrutiny of the votes, the Scrutinizer will submit his Report to the Chairman, Managing Director or to any other person authorised by the Board of the Company. The results of the voting conducted through postal ballot (through the remote e-voting process) will be announced by the Chairman/any other person authorised by the Board on or before 5.00 p.m. on 27.03.2021. The results along with the Scrutinisers Report shall be placed on the website of the Company and on the website of CDSL and shall also be communicated to BSE Limited.

## **VOTING THROUGH ELECTRONIC MEANS**

**The instructions for members for voting electronically (both for physical shareholders as well as demat holders) are as under:**

- (i) The voting period begins on Thursday, 25<sup>th</sup> February, 2021 at 9.00 A.M. and ends on Friday, 26<sup>th</sup> March, 2021 at 5.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized



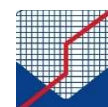
form, as on the cut-off date on Thursday, 18<sup>th</sup> February, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iii) Click on Shareholders.
- (iv) 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

OR

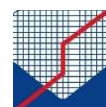
Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below



|  | <b>For Members holding shares in Demat Form and Physical Form</b>   |
|--|---|
| PAN  | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA..</li></ul>                 |
| Dividend Bank Details<br><b>OR</b> Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li></ul> |

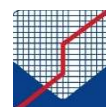
- (viii) After entering these details appropriately, click on "SUBMIT" tab
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However,
- (x) Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily 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 fore-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 "SUPRA PACIFIC MANAGEMENT CONSULTANCY LIMITED" 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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a de mat account holder has forgotten the login 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) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. Them-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar Card) by email to RTA email id [support@purvashare.com](mailto:support@purvashare.com)
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN

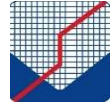


card), AADHAR (self-attested scanned copy of Aadhaar Card) RTA email id. [support@purvashare.com](mailto:support@purvashare.com)

**(xx) Note for Non - Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address [cs@suprapacific.com](mailto:cs@suprapacific.com) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022- 23058738 ) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).



All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

***By Order of the Board***

***For Supra Pacific Management Consultancy Limited***

***Dipu George***

***Company Secretary***

***M.No.ACS 38716***

***Place: Kochi***

***Date: 11.02.2021***



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.**

**ITEM NO. 1**

**ISSUE OF 19,92,890 EQUITY SHARES TO PUBLIC (NON-PROMOTER) ON PREFERENTIAL BASIS.**

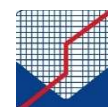
At present, the promoters hold almost 85% of the total shareholding of the Company which is 10 % in excess of the statutory maximum promoters shareholding and the public hold 15% of the total share capital of the company. Hence, in order to achieve the minimum public shareholding requirement as per SEBI (Listing Obligation and Disclosure Requirements) Regulations, the Company is proposing preferential issue of the 19,92,890 equity shares only to the public. Further, the members are requested to note that the Company is also in need of funds to meet working capital requirements and general corporate purposes and therefore it is proposed to issue equity shares on preferential basis Non- Promoters (Public). The said proposal has been considered and approved by the Board of Directors in their meeting held on 11.02.2021.

The special resolution proposed in the item No. 1 of the Notice, have been proposed pursuant to the provisions of Section 42, 62 of the Companies Act, 2013 and chapter V of SEBI ICDR Regulations, 2018.

The offer for the proposed allotments as mentioned above in Items 1 shall be made by way of a common offer letter (PAS-4).

The Information pertaining to the proposed preferential allotment in terms of the Chapter V of SEBI (ICDR) Regulations, 2018 and subsequent amendments there to is as stated below. As per Section 42 and 62 and other applicable provisions if any of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, consent of the shareholders is sought for issuing the equity shares as stated in the resolution on a preferential basis;

Under Regulation 163 of the ICDR Regulations and in terms of the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and



Debentures) Rules, 2014 and Rule 14(1) of the Companies (Prospectus and allotment of Securities) Rules, 2014, the relevant disclosures / details are given below:

**I. Objects of the preferential issue**

The main object of the issue is to achieve the minimum public holding as per SEBI LODR Regulations, 2015. Further, the Company requires infusion of funds to meet working capital requirements and general corporate purposes, to support the future business plans of the Company and such other purpose as the Board may decide.

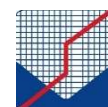
**II. The names of the proposed allottees and % of pre and post preferential issue capital that may be held by them. The proposed allottees are classified as public**

| Sr No | Name of the Proposed Allottee | PAN        | Category | No. of Equity Shares (Pre issue) | % of preferential issue capital | No. of Equity Shares (Post issue) | % of post preferential issue capital |
|-------|-------------------------------|------------|----------|----------------------------------|---------------------------------|-----------------------------------|--------------------------------------|
| 1     | SANTHOSH M SUNNY              | ABEPS3563P | Public   | Nil                              | Nil                             | 58,823                            | 0.78                                 |
| 2     | MANOJ VR                      | AOEPM9417P | Public   | Nil                              | Nil                             | 58,823                            | 0.78                                 |
| 3     | CHRISTO GEORGE                | ABZPG4459P | Public   | Nil                              | Nil                             | 1,17,647                          | 1.57                                 |
| 4     | VK GOPINATHAN                 | ADHPG3961G | Public   | Nil                              | Nil                             | 1,17,648                          | 1.57                                 |
| 5     | DAISY THOMAS                  | BARPD9926N | Public   | Nil                              | Nil                             | 29,412                            | 0.39                                 |
| 6     | CV PAULSON                    | AKDPP9793J | Public   | Nil                              | Nil                             | 58,824                            | 0.78                                 |
| 7     | TJL VICTOR                    | ABPPT4588A | Public   | Nil                              | Nil                             | 29,412                            | 0.39                                 |
| 8     | VARUGHESE A G                 | AGJPV6498A | Public   | 3                                | 0.00005                         | 58,826                            | 0.79                                 |





|    |                               |                |        |     |     |              |      |
|----|-------------------------------|----------------|--------|-----|-----|--------------|------|
| 9  | ATHUL<br>MURALI               | DZWPM7767<br>Q | Public | Nil | Nil | 88,235       | 1.18 |
| 10 | MOOSAKUTTY<br>TE              | AINPM9347H     | Public | Nil | Nil | 58,824       | 0.78 |
| 11 | BOSE PHILIP                   | AZFPP4230M     | Public | Nil | Nil | 58,824       | 0.78 |
| 12 | THOMAS EJ                     | AGPPT4573N     | Public | Nil | Nil | 58,824       | 0.78 |
| 13 | VIPINLAL PP                   | CUTPP2964H     | Public | Nil | Nil | 58,824       | 0.78 |
| 14 | BALAN PP                      | BGYPB1144H     | Public | Nil | Nil | 58,824       | 0.78 |
| 15 | BIJULESH KK                   | ASFPB4898L     | Public | Nil | Nil | 58,824       | 0.78 |
| 16 | JAYARAJAN<br>KC               | ACQPJ0201J     | Public | Nil | Nil | 58,824       | 0.78 |
| 17 | MURALEEDH<br>ARAN T K         | BADPK8840C     | Public | Nil | Nil | 58,824       | 0.78 |
| 18 | BASHEER<br>KUNNUMMAL          | AOPPK3617Q     | Public | Nil | Nil | 58,824       | 0.78 |
| 19 | HARIDASAN<br>NC               | ABXPC0267D     | Public | Nil | Nil | 1,76,47<br>2 | 2.35 |
| 20 | ALAVIKUTTY<br>HAJI M          | BJOPM8635B     | Public | Nil | Nil | 58,824       | 0.78 |
| 21 | SIVARAJAN<br>KUTTAPPAN        | AXJPK5920B     | Public | Nil | Nil | 1,00,00<br>0 | 1.33 |
| 22 | N<br>MURALIDHAR<br>AN         | AKDPN9400C     | Public | Nil | Nil | 58,824       | 0.78 |
| 23 | J P JAMES                     | AHIPJ8584F     | Public | Nil | Nil | 62,000       | 0.83 |
| 24 | ALEX<br>SHOBHILA<br>RAJAKUMAR | ACJPT3650Q     | Public | Nil | Nil | 65,000       | 0.87 |



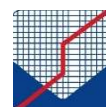
|    |                          |            |        |     |     |        |      |
|----|--------------------------|------------|--------|-----|-----|--------|------|
| 25 | SEVINI<br>PRASAD         | ADCPP2347L | Public | Nil | Nil | 88,237 | 1.18 |
| 26 | PAHALA<br>VAZHACKAL      | ABIPV1295K | Public | Nil | Nil | 88,236 | 1.18 |
| 27 | SUNIL<br>DAMODARAN       | CULPS9290R | Public | Nil | Nil | 60,000 | 0.80 |
| 28 | SARISH<br>MAMAN<br>SUNNY | CIMPS5541N | Public | Nil | Nil | 58823  | 0.78 |
| 29 | ANTONY KP                | AIOPA3397A | Public | Nil | Nil | 29,411 | 0.39 |

### **III. Maximum number of specified securities to be issued**

The Company is proposing to issue upto 19,92,890 equity shares to the proposed allottees in terms of the Chapter V of SEBI (ICDR) Regulations, 2018.

### **IV. Issue Price**

The price per share has been determined in accordance with the provision 165 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended ("ICDR Regulations"). The shares of the company being infrequently traded, the price is determined taking into account valuation parameters including book value, comparable trading multiple etc. as amended ("ICDR Regulations") is obtained. As per Regulation 165 of Chapter V of SEBI (ICDR) Regulations 2018, when the Equity shares are not frequently traded, the price determined by the issuer shall take into account valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such should be done by a Registered Valuer. Valuation report is collected from Registered Valuer Mr. Anil Xavier having Registration No. IBBI/RV/05/2020/12804. As per the valuation report, the value of shares is arrived at Rs. 16.80 per share, as on 31<sup>st</sup> December, 2020. Based on the said valuation report, the price offered per share is Rs. 17 (face value Rs. 10 and Rs.7 as share premium). The said valuation report will be made available in electronic form for perusal/inspection on a specific request received from a member.



The Company hereby undertakes that it will re –compute the price in terms of SEBI Regulations when it is required to do so and further undertake that if the amount payable on account of re-computation of price is not paid within the stipulated time, the shares shall continue to be locked till such time the amount is paid by the allottees.

**V.Intent of the promoters, directors or key managerial personnel of the issuer and proposed allottee to subscribe to the offer:**

None of the promoters or promoters group, directors or key managerial personnel or their relatives intends to participate/ subscribe to the above said issue. The proposed allottees fall under Public categories as mentioned under point No.(II).

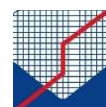
**VI. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, and the percentage of pre and post preferential issue capital that may be held by them.**

Not applicable since the proposed allottees are natural persons.

**VII. Shareholding pattern of the issuer before and after preferential issue**

The shareholding pattern of the company before and after preferential issue is as follows

| Sl No     | Category of Shareholders           | Pre issue Shareholding details |              | Post Issue Shareholding details |              |
|-----------|------------------------------------|--------------------------------|--------------|---------------------------------|--------------|
|           |                                    | No. of Shares                  | % of Shares  | No. of Shares                   | % of Shares  |
| <b>A.</b> | <b>Promoter and Promoter Group</b> |                                |              |                                 |              |
| <b>1</b>  | <b>Indian</b>                      |                                |              |                                 |              |
|           | Individual                         | 1070836                        | 19.47        | 1070836                         | 14.29        |
|           | Body Corporate                     | 3607500                        | 65.58        | 3607500                         | 48.14        |
|           | <b>Sub Total</b>                   | <b>4678336</b>                 | <b>85.05</b> | <b>4678336</b>                  | <b>62.43</b> |
| <b>2</b>  | <b>Foreign promoters</b>           | 0.00                           | 0.00         | 0.00                            | 0.00         |
|           | <b>Sub-total (A)</b>               | <b>4678336</b>                 | <b>85.05</b> | <b>4678336</b>                  | <b>62.43</b> |



|           |  |                |              |                |              |
|-----------|--|----------------|--------------|----------------|--------------|
| <b>B.</b> | <b>Non-promoters' holding</b>                                    |                |              |                |              |
| <b>1</b>  | Institutions Investors   | 0              | 0            | 0              | 0            |
| <b>2</b>  | Non-institution  |                |              |                |              |
|           | Private corporate bodies   | 0.00           | 0.00         | 0.00           | 0.00         |
|           | Directors and relatives  | 0              | 0            | 0              | 0            |
|           | Non Institutions   | 0.00           | 0.00         | 0.00           | 0.00         |
|           | Individuals  | 456964         | 8.31         | 2449854        | 32.69        |
|           | Any others ( Including HUF, trusts, Clearing Members, NRIs etc.) | 365500         | 6.64         | 365500         | 4.88         |
|           | <b>Sub-total (B)</b>   | <b>822464</b>  | <b>14.95</b> | <b>2815354</b> | <b>37.57</b> |
|           | <b>Grand Total (A+B)</b>   | <b>5500800</b> | <b>100</b>   | <b>7493690</b> | <b>100</b>   |

#### **VIII. Time frame within which the preferential issue shall be completed**

In terms of Regulation 170 of the SEBI ICDR Regulations, preferential allotment of Equity Shares will be completed within a period of 15 (fifteen) days from the date of passing of special resolution at item No. 1.

Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, stock exchange(s) or other concerned authorities.

#### **IX. Consequential Changes in the Voting Rights and Change in Management**

As a result of the proposed preferential issue of Equity Shares, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

#### **X. Lock-in Period**

The equity shares to be allotted on preferential basis to persons other than the promoters and promoter group shall be subject to lock-in, in accordance with Regulation 167 of the SEBI ICDR Regulations, 2018 i.e. 1 year from trading approval.



### **XI. Auditor's Certificate**

The certificate from Deloitte Haskins and Sells being the Statutory Auditors of the Company certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations shall be available for inspection at the registered office of the Company during 10:00 A. M. to 5:00 P.M. (office hours) up to the date of declaration of results.

### **XII. Disclosure with regard to the names of issuer, its promoter or any of its directors not appearing in the list of wilful defaulter as issued by RBI.**

The issuer, its promoter or any of its directors is not categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India.

### **XIII. Report of registered valuer**

Report of registered valuer is required for the offer, since the shares of the company is not frequently traded in the listed Stock Exchange. A valuation certificate from Mr. Anil Xavier (M.com, FCMA, FCS Registered Valuer (IBBI) SFA Reg No. IBBI/RV/05/2020/12804 and address 59/243, TMRA-116 Maliyekkal Lane, Thevara, Cochin- 682013). The said valuation report will be made available in electronic form for perusal/inspection on a specific request received from a member.

### **XIV. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

| Sl. No | Type of Security               | No of Securities | Face Value and Price                            | The number of persons to whom allotment on preferential basis |
|--------|--------------------------------|------------------|---|---|
| 1      | Non-Convertible Debenture(NCD) | 50000            | Rs. 1000 per NCD aggregating to Rs.5 Crs        | 42  |
| 2      | Non-Convertible Debenture(NCD) | 71010            | Rs. 1000 per NCD aggregating to Rs. 7.10 Crs    | 64  |
| 3      | Unsecured Subordinated Debt    | 9360             | Rs. 1000 per NCD aggregating to Rs. 93.60 Lakhs | 27  |
|        | Total                          |                  |   | 133   |



#### **XV. Compliances:**

The Company is a newly taken over company and promoters of the company hold 85% of the total share capital. After the completion of this preferential issue of equity shares the shareholding of the promoters is coming to 62.43 % and the public holding will reach 37.57%.

#### **XVI. SEBI Takeover code:**

In the present case none of the proposed allottees would attract SEBI Takeover Code and therefore is not under obligation to give open offer to the public except making certain disclosures to Stock Exchange.

#### **XVII. Approvals:**

The Company will take necessary steps to obtain the required approvals from the Stock Exchange, SEBI, or any other regulatory agency as may be applicable, for the proposed preferential issue of equity shares/convertible equity warrants.

#### **XVIII. Undertakings:**

In terms of SEBI (ICDR) Regulations, 2018 issuer hereby undertakes that:

- a) It shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so.
- b) If the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked in till the time such amount is paid by the allottee.
- c) The Company has not made any preferential allotment of equity shares during the last financial year.

#### **XIX. Holding of shares in demat form, non-disposal of shares by the proposed allottees and lock-in period of shares:**

The entire shareholding of the proposed allottees in the company, if any, is held by them in dematerialized form. The entire pre preferential allotment shareholding of such allottees shall be under lock-in from the relevant date up to a period of six months from the date of trading approval from all the stock exchanges where the securities of the Company are listed. The shareholder who has sold their shares during the six months period prior to the relevant date shall not be eligible for allotment of equity shares on preferential basis. The proposed shareholders have Permanent Account Number.



**XX. Approval under the Companies Act:**

Section 62(1) of the Companies Act, 2013 provides, inter alia, that whenever it is proposed to increase the subscribed capital of a Company by further issue and allotment of shares, such shares shall be first offered to the existing shareholders of the Company in the manner laid down in the said section, unless the shareholders decide otherwise in General Meeting by way of special resolution.

Accordingly, the consent of the shareholders is being sought pursuant to the provisions of section 62(1) of the Companies Act, 2013 and all other applicable provisions, SEBI Guidelines or regulations and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for authorizing the Board to offer, issue and allot equity shares as stated in the resolution, which would result in a further issuance of securities of the Company to the promoters and the others on a preferential allotment basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit.

The Board of Directors recommends the resolutions as set out in item No.1 of this notice for the issue of Equity Shares, on a preferential basis, to the person's way of Special Resolution.

None of the Directors and Key Managerial Personnel (including relatives of directors or key managerial personnel) of the Company is concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding in the Company.

***By Order of the Board***

***For Supra Pacific Management Consultancy Limited***

***Dipu George***

***Company Secretary***

***M. No. ACS 38716***

***Place: Kochi***

***Date: 11.02.2021***



**SUPRA PACIFIC MANAGEMENT CONSULTANCY LIMITED**

**CIN: L74140MH1986PLC039547**

Registered Office: 1/203, Vishal Complex, Narsing Lane Off S.V Road, Malad (West), Mumbai-400064

**POSTAL BALLOT FORM**

|    |  |  |
|----|--|--|
| 1. | Name & Registered Address of the first named Shareholder   |  |
| 2. | Name(s) of the Joint Holder(s), (If any)   |  |
| 3. | Registered Folio Number/ DP ID No. /Client ID No.*<br>"(Applicable to investors holding Shares in dematerialized form) |  |
| 4. | Number of Share(s) held :  |  |
| 5. | EVSN (E-Voting Sequence Number):   |  |

I/We hereby exercise my/our votes in respect of the Special Resolutions set out in the Notice dated 11.02.2021 as set out below to be passed by means of Postal Ballot by sending my/our assent or dissent to the said Resolutions by placing the ("V) mark at the appropriate box below (tick in both boxes for the same resolution, will render the ballot invalid)

| SN | Description   | Type of Resolution | No. of Shares | (For) I/We assent | (Against) I/We dissent |
|----|---|--------------------|---------------|-------------------|------------------------|
| 1  | Issue of 19,92,890 Equity shares to public (non- promoter) on Preferential Basis. | Special            |               |                   |                        |

Place:

Date:

Signature of Shareholder(s)

1. A Shareholder desiring to exercise voting rights by Postal Ballot may complete the Postal Ballot Form and send to the Scrutinizer at Supra Pacific Management Consultancy Ltd, Central Tower, Pillar No: 319, Kalamassery, Kochi, Kerala 682033, to reach on or before 26<sup>th</sup> March, 2021,
2. This Form should be completed and signed by the Member as per the specimen signature(s) registered with the Company/furnished by the Depositories. In case of joint shareholding, this Form should be completed and signed by the first named Member and in his/her absence, by the next named Member.
3. Unsigned, incomplete, improperly or incorrectly tick marked Postal Ballot Forms will be rejected. A form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the member or the votes in favour or against or of the signature cannot be verified.
4. Members can opt only one mode of voting i.e. either by Ballot or through e-voting. In case you are opting for voting by Ballot, then please do not cast your vote by e-voting and vice-versa. In case Members cast their votes both by Postal Ballot and e-voting, the votes cast



through e-voting shall prevail and the votes cast through Postal Ballot shall be considered invalid.

5. In the case of shares held by companies, financial institutions, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution/Authorisation.
6. Voting rights in the Ballot/e-voting cannot be exercised by a proxy. However, corporate and institutional shareholders shall be entitled to vote through their authorised representative with proof of their authorisation, as stated above