

Ref: SPFSL/BSE/SEC/2023-24/55

Date: January 5, 2024

Sub: Postal Ballot Notice

Dear Sir/Madam,

In compliance with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation s, 2015 (SEBI Listing Regulations), we are enclosing herewith a copy of the Postal Ballot Notice seeking approval of the members for the following resolutions by way of remote evoting process:

SI No	Agenda Item:
1	To consider issue create and allot 6244175 equity shares to public (non- promoter) on preferential basis.
2	Reclassification of Mr. Arunkumar CM from promoters/ promoter Group to "Public" Shareholder category.
3	To consider and increase value of Related Party Transaction with Centreal Bazar India Ltd up to ₹ 25.00 Crore (Rupees Twenty Five Crore only).
4	To consider and approve the appointment of Mr. Abidh Abubakkar (DIN 08569590) as an Executive Director of the Company.

The Postal Ballot Notice together with the Explanatory Statement is sent through email on Friday, 5th January, 2024 to all the members of the Company, whose names appear in the Register of Members/Register of Beneficial Owners, as on Friday, December 29, 2023 ("Cut-of-Date"). The Company has engaged the services of CDSL, for the purpose of evoting facility to all the Members.

The e-voting facility will be available during the following period:

- Commencement of e-voting : 09:00 a.m. (IST) on Saturday, January 6, 2024
- End of e- voting : 05:00 p.m. (IST) on Sunday, February 4, 2024.

The Postal Ballot Notice is also available on the website of the Company www.suprapacific.com.

Please take the same on your record.

Thanking you,

Yours faithfully,

For Supra Pacific Financial Services Limited

Leena Yezhuvath
Company Secretary

NOTICE OF POSTAL BALLOT

Notice is hereby given to the Members of Supra Pacific Financial Services Limited (Formerly known as Supra Pacific Management Consultancy Limited) ('the Company'), for seeking consent of Members of the Company for transacting the special business by passing the following resolution through Postal Ballot including Electronic Voting (e-voting) pursuant to Section 110 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Rules made there under, (including any statutory modification(s) or re-enactment(s) thereof, for time being in force) and read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs(MCA):.

Special Business:

1. ISSUE CREATE AND ALLOT 6244175 EQUITY SHARES TO PUBLIC (NON- PROMOTER) ON PREFERENTIAL BASIS.

To consider and, if thought fit, to give your assent or dissent to the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 23, 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable Rules made there under (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) and in accordance with the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended up to date ('SEBI (ICDR) Regulations'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended up to date, as in force and subject to other applicable Rules / Regulations / Guidelines / Notifications / Circulars and clarifications issued thereunder, if any, from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India (SEBI), the Reserve Bank of India and/ or any other competent authorities to the extent applicable, the Listing Agreements entered into by the Company with the Stock Exchanges where the equity shares of the Company are listed and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s) and which may be agreed to by the Board of Directors of the Company (hereinafter called 'the Board' which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution or any person authorised by the Board or its committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot by way of preferential issue, up to 62,44,175 (Sixty two lakh forty four thousand one hundred and seventy five) equity shares of face value of ₹ 10.00

(Rupees ten only) each of the Company ('Equity Shares') at an issue price of ₹ 26.00 (Rupees twenty six only) (including premium of ₹ 16.00 (Rupees sixteen only)) per equity share of the Company or such other price as may be determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, whichever is higher, for an aggregate consideration of ₹ 16,23,48,550.00 (Rupees sixteen crores twenty three lakh forty eight thousand five hundred and fifty only) to the following persons (proposed allottees)

Sr No	Name of the Proposed Allottee(s)	Present holding of Equity shares	Category	Proposed No. of Equity Shares
1	RAJESH NAIR	2407	Public	38461
2	PREETI SURI	0	Public	38461
3	SREEKALA V	0	Public	19230
4	ALI P	0	Public	38461
5	NEETHU SEBASTIAN	0	Public	19230
6	RIJUL DAS V	0	Public	19230
7	IRENE SOSA KURIAKOSE	0	Public	19230
8	SIDHIQ	0	Public	19230
9	SABI V K B	500	Public	19230
10	JAMES M J	0	Public	19230
11	ASHISH THOMAS	0	Public	38461
12	N B MANOJ KUMAR	35000	Public	38461
13	PANKAJAVALLY V K	0	Public	21153
14	LISA LAIBY JOHN	0	Public	21153
15	ANTON PAULSON	0	Public	38461
16	JAYAN.V.S	46978	Public	19230
17	THOBIAS K O	43956	Public	19230
18	BINU ALAPPAT A	50000	Public	30769
19	MEERA JACOB	0	Public	19230
20	V G B THILAKAN	0	Public	19230
21	DR.THANKACHAN A J	0	Public	61538
22	RAJENDRAN K P	0	Public	38461
23	MADHAVADAS M	0	Public	19230
24	SIVARAJAN KUTTAPPAN	98104	Public	19230
25	RAJAN T K	0	Public	23076
26	BOBAN.S	55000	Public	44230
27	George A L	0	Public	28846
28	DAISY THOMAS	0	Public	19230
29	SREEJA R	0	Public	19230

30	LINYMOL ANTONY	17582	Public	19230
31	JOSEPH JOSEPH	0	Public	19230
32	ARAVIND J J	0	Public	38461
33	K P VARGHESE	0	Public	19230
34	SUNIL KUMAR K K	25000	Public	38461
35	VINESH M B	0	Public	19230
36	FREEJO M KAKKASERRY	0	Public	38461
37	JESSY ANTONY	0	Public	38461
38	P G BABU RAJAN	50000	Public	19230
39	JOSHI PAUL K	0	Public	19230
40	RANI RANI	0	Public	25000
41	PRINCE PERUMBILLY PATHROSE	0	Public	19230
42	DEEPA RAJESH	0	Public	38461
43	VALOOPARAMBIL KUTTAN RAGHU	0	Public	38461
44	JAMALU M H	0	Public	38461
45	KUMARI KUTTAN	0	Public	19230
46	MANKARA SANKARAN RADHAKRISHNAN	0	Public	19230
47	JOSEPH T D	0	Public	38461
48	SOFY WILSON	0	Public	19230
49	NANDA KUMAR CHANDRAN	0	Public	38461
50	JAYANAND B	0	Public	19230
51	SOUMYA P S	0	Public	19230
52	ANNAMMA C C	0	Public	23076
53	ABDUL JABBAR VAKKULATHIL	125000	Public	115384
54	JOSE P J	50000	Public	19230
55	K L SWARNNA	50000	Public	19230
56	SUDARSANAN M V	0	Public	38461
57	P A JOHNY	0	Public	19230
58	AMBILY S ANILKUMAR	4395	Public	76923
59	ABRAHAM BABU	697	Public	19230
60	HEMA B	0	Public	19230
61	JAMES C L	0	Public	38461
62	PRINCE N F	0	Public	38461
63	JOS C A	0	Public	19230
64	RAJEEV T	0	Public	23076

65	R P NAIR	0	Public	7692
66	GEORGE P R	50000	Public	11538
67	SARASWATHI K	0	Public	11538
68	BENNI L	0	Public	19230
69	JIYA DILEEP	0	Public	19230
70	V G CHACKO	50000	Public	19230
71	JOSE K T	50000	Public	76923
72	ALEXANDER GEORGE	50000	Public	76923
73	TINA ANTONY	100000	Public	76923
74	DHANU	0	Public	38461
75	VINURAJ	51086	Public	19230
76	MARTIN GEORGE	50000	Public	19230
77	JENIL JOSE	0	Public	19230
78	ANILKUMAR	0	Public	19230
79	JAYARSON	0	Public	19230
80	VINOD K V	0	Public	19230
81	USHA RAJAN	106176	Public	19230
82	SUNNY M GEORGE	13186	Public	11538
83	MARY C KURIAN	0	Public	19230
84	TESSY ANTONY	0	Public	7692
85	GOPAKUMAR V	0	Public	7692
86	CENTREAL CONSULTANCY SERVICES PRIVATE LIMITED	2198012	Public	1923076
87	Sheer Capital Ventures (KAREEPADATH GOPALAKRISHNAN VINESH, KAREEPADATH VINESH MAYA)	3006474	Public	1923076

in such manner and on such terms and conditions as are stipulated in the statement pursuant to section 102 of the Act attached hereto and as may be determined by the Board in its absolute discretion in accordance with the SEBI (ICDR) Regulations and other applicable laws;

“RESOLVED FURTHER THAT the minimum price of the Equity shares issued shall not be less than the price arrived at in accordance with Chapter V of the SEBI (ICDR) Regulations for preferential issue, being the highest of the following:

- The 90 trading Days’ volume weighted average price of the Company’s Equity Shares quoted on the Stock Exchange BSE, being the Stock Exchange in which the shares of the company is listed preceding the “Relevant Date”; or
- The 10 trading Days’ volume weighted average prices of the Company’s Equity Shares

quoted on the Stock Exchange, BSE being the Stock Exchange in which the shares of the company's listed volume has been recorded during the said period) preceding the "Relevant Date"; or

c) The price determined under the valuation report obtained by the Company from an independent registered valuer in terms of Regulation 166A of the SEBI (ICDR) Regulations, a copy whereof is posted on the website of the Company.

"RESOLVED FURTHER THAT in accordance with the provision of Chapter V of the SEBI (ICDR) Regulations, the "Relevant Date" for the purpose of calculating the floor price for the Preferential Issue of Equity shares be and is hereby fixed as January 5, 2024, being the date 30 days prior to the date of passing of the Special Resolution by Members.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Equity Shares under the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

a) The Equity Shares to be allotted shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

b) The Equity Shares shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI (ICDR) Regulations and be listed on the Stock Exchange(s) subject to receipt of necessary permission(s), sanction(s) and approval(s).

c) The Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval(s) or permission(s) from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval or permission.

d) The Equity Shares to be allotted shall be listed on the stock exchanges where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name(s) of the proposed allottee(s) be recorded for the issuance of invitation to subscribe to the Equity Shares and a private placement offer cum Application letter in Form No.PAS-4 together with an application form be issued to the proposed allottee(s) inviting it to subscribe to the Equity Shares.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification(s) to the terms of the issue), entering into contracts,

arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion may deem appropriate, without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any other Director(s) or the Company Secretary or any other officer(s) of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution."

2. Reclassification of Mr. Arunkumar CM from promoters/ promoter Group to "Public" Shareholder category.

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

"RESOLVED THAT pursuant to the provisions of Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to approvals from the BSE Limited ("BSE") and such other approvals as may be necessary, consent of the shareholders/members of the Company be and is hereby accorded for the reclassification of the shareholder, Mr. Arunkumar CM from "Promoters/ Promoter Group" category to "Public" category."

"RESOLVED FURTHER THAT any of the Directors and Company Secretary of the Company, be and are hereby severally authorized to perform all such acts, deeds, matters and things as may be required, to execute all documents as may be required and take all such steps and decisions to give full effect to the aforesaid resolutions."

"RESOLVED FURTHER THAT a copy of the aforesaid resolution certified by any Director or the Company Secretary of the Company be provided to the concerned persons/ authorities as may be necessary."

3. To consider and increase value of Related Party Transaction with Centreal Bazar India Ltd up to ₹ 25.00 Crore (Rupees twenty five Crore only).

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

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 188, if and to the extent applicable, and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject the

provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable Rules made there under (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) consent of the shareholders/members of the Company be and is hereby accorded to enter into below mentioned Material Related Party Transactions with Centreal Bazaar India Limited, on the terms and conditions as decided by the Board of Directors and Audit Committee keeping in view the best interest of the company and agreed by the related party(s).

Name of the related Party	M/s Centreal Bazaar India Limited
Name of the Director who is related, if any	Shri Joby George (DIN: 06429801), Shri Sandeep Babu T (DIN: 08242822), Shri Joly Sebastian (DIN: 10168844), and Shri Anvar K S (DIN: 09763977)
Nature of Relationship	Common Directorship/ Common KMP
Nature, Material terms, monetary value and particulars of the contract or arrangements	Sales/Purchases/Interest received/Rent received/ Corporate Guarantee/ Corporate Guarantee Charges / Lease/ Reimbursement of Expenses / Business Support Services/Inter Corporate Loan/Sale of Fixed Assets/Purchase of Fixed Assets
Tenure	5 years
Value of the proposed Transaction	Rs. 25 Crore
The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction:	NA
Justification for why the proposed transaction is in the interest of the listed entity:	The proposed Transactions shall be carried out on arm's length basis and be consistent with the interests of the Company as well as the stakeholders.
If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	The proposed Transactions involve transaction in relation to loans, however does not involve inter-corporate deposits, advances or investments made or given by the listed entity.
A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the	NA

shareholders	
Any other information relevant or important for the members to take decision on the proposed resolution	Nil

“RESOLVED FURTHER THAT all Executive Directors, Chief Financial Controller and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things; to finalise or vary the terms and conditions of the transactions with the aforesaid party; and to execute or authorize any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary, proper and/or expedient for giving effect to this resolution.”

4. To consider and approve the appointment of Mr. Abidh Abubakkar (DIN 08569590) as an Executive Director of the Company.

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

“**RESOLVED THAT**, pursuant to the provisions of Section 149, 150,152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), Mr. Abidh Abubakkar (DIN 08569590), who was appointed as an Additional Director on 29.11.2023 be and is hereby appointed as an Executive Director of the Company to hold office for a term up to 5 consecutive years commencing from 29.11.2023 and who shall be liable to retire by rotation.”

RESOLVED FURTHER THAT Mr. Joby George (DIN: 06429801), Chairman and Managing Director of the Company be and is hereby authorized to do all acts, deeds, matters, and things as may be deemed necessary and to sign and execute all necessary documents, applications, and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary eform(s) with the Registrar of Companies.”

By Order of the Board
For Supra Pacific Financial Services Limited
Sd/-
Leena Yezhuvath
Company Secretary and Compliance Officer

Date: January 1, 2024
Place: Kochi

NOTES:

1. Statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act"), in respect of the Special Business to be transacted 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 Friday, December 29, 2023 (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 Share Registry (India) Private Limited ("RTA").

3. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI Listing Regulations) and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 ('SEBI Circular'), the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by Central Depository Services Limited (CDSL), on all the resolutions set forth in this Notice.

4. The Postal Ballot Notice along with Postal Ballot Form containing the process and instructions is being sent to all the Members, whose names appear in the Register of Members / list of beneficial owners as received from National Securities Depository Limited ('NSDL') / Central Depository Services (India) Limited ('CDSL') on December 29, 2023.

5. Members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, December 29, 2023, will be considered for the purpose of voting. A person who is not a Member as on Friday, December 29, 2023 i.e. the 'cut-off date for reckoning voting rights should treat this Notice for information purpose only. Members may note that the Postal Ballot Notice will be available on the Company's website www.suprapacific.com, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com, and on the website of CDSL, the e-Voting Service Provider (ESP).

6. The Board of Directors have appointed CS Vivek Kumar (M. No. F9353), Partner, M/s. DV & Associates, Practicing Company Secretaries, as Scrutinizer for conducting voting process in a fair and transparent manner.

7. Members who wish to vote through Physical Form may download the Postal Ballot Form from the link provided in the e-mail or from the link in the website and send the duly completed and signed Postal Ballot Form to the Scrutinizer by post or courier at Shri CS Vivek Kumar (M. No. F9353), Scrutinizer for Postal Ballot, 2nd Floor, Tharayathu, LM Paily Road Jn., Vyttila, Ernakulam, Kerala, India, PIN: 682019 so as to reach on or before 5.00 P.M., Sunday, February 4, 2024.

8. Members may vote on the postal ballot from Saturday, January 6, 2024 to Sunday, February 4, 2024. In terms of the requirements of SEBI Circular, the e-voting period begins

at 09.00 A.M. (IST) on Saturday, January 6, 2024 and ends at 5.00 P.M. (IST) Sunday, February 4, 2024. Thereafter, the e-voting module shall be disabled by CDSL.

9. Pursuant to SEBI Circular, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/Depository Participants (DPs) in order to increase the efficiency of the voting process.

10. Individual demat account holders would be able to cast their vote, thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.

11. Kindly note that the Members can opt for only one mode of voting, i.e. either by physical postal ballot or by e-voting. If you are opting for e-voting, then do not vote by physical postal ballot also and vice versa. In case Members cast their vote by both physical postal ballot and e-voting, it may be noted that vote cast by them by e-voting shall prevail and votes cast through physical postal ballot will be treated as invalid.

12. Members are requested to carefully read the instructions given in the enclosed Postal Ballot Form. Postal Ballot Form duly completed with the Assent (FOR) or Dissent (AGAINST) and signed should be sent directly to the Scrutiniser as per the address mentioned in the Postal Ballot Notice, so as to reach the Scrutiniser not later than 5.00 P.M. on Sunday, February 4, 2024 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member. The Scrutiniser will submit his report after completion of the scrutiny on or before 5.00 P.M. on Sunday, February 4, 2024 and the results of the voting by postal ballot (including voting through electronic means) will be declared on or before Tuesday, February 6, 2024. The results along with the Scrutiniser's report shall be available on Company's website, www.suprapacific.com and shall also be communicated to the Stock Exchanges.

13. The resolution shall be taken as passed on the last date specified by the Company for receipt of duly completed postal ballot form and e-voting.

14. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member as on Friday, December 29, 2023. Members can vote for their entire voting rights as per their discretion.

15. Relevant documents referred to in the accompanying notice are open for inspection by the Members at the Registered Office of the Company on all working days.

VOTING THROUGH ELECTRONIC MEANS

- (i) The voting period begins on Saturday, 06.01.2024 at 9.00 AM and ends on Sunday 04.02.2024. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 29.12.2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to

provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e.

	<p>CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

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

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; 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

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

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

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East),



(Formerly Known as Supra Pacific Management Consultancy Limited)
A Non-Banking Finance Company
(Shares Listed at BSE)

CIN: L74140MH1986PLC039547

Regd. Office: Dreamax Height, Shop No.1, First Floor,
Upadhyay Compound, Jija Mata Road, Near Pump House,
Andheri East, Mumbai, Maharashtra – 400093, India

Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

Place: Kochi
Date: 01.01.2024

By Order of the Board
For Supra Pacific Financial Services Limited
Sd/-
Leena Yezhuvath
Company Secretary
M.No. ACS 61387

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

ITEM NO. 1

ISSUE OF 62,44,175 (SIXTY TWO LAKH FORTY FOUR THOUSAND ONE HUNDRED AND SEVENTY FIVE ONLY) EQUITY SHARES TO PROMOTER AND PUBLIC (NON-PROMOTER) ON PREFERENTIAL BASIS.

The Company requires infusion of funds to meet working capital requirements and general corporate purposes, to support the future business plans of the Company, it is proposed to issue equity shares on preferential basis to Promoter and Non-Promoters (Public). The said proposal has been considered and approved by the Board of Directors in their meeting held on 01.01.2024.

The special resolution proposed in the item No. 1 of the Notice, have been proposed pursuant to the provisions of Section 23, 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 Item 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:

It may be noted that;

1. All equity shares of the Company are already made fully paid up as on date. Further, all equity shares to be allotted by way of preferential issue shall be made fully paid up at the time of the allotment;
2. All equity shares of the Company held by the Proposed Allotees, if any, are in dematerialised form;

3. The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the Company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the SEBI thereunder;
4. The Company has obtained the Permanent Account Numbers of the proposed allottees.
5. The Proposed Allottees have represented and declared to the Company that they have not sold or transferred any equity Shares of the Company during the 90 trading days preceding the relevant date.
6. None of the Promoters and Directors of the Company are fugitive economic offender;
7. The Company do not have any outstanding dues to the Board, the Stock Exchanges or the Depositories.

The Company will make the application for in-principle approval to the Stock Exchange, where its equity shares are listed, on the same day when the notice has been sent in respect of the Postal Ballot seeking shareholders' approval by way of Special Resolution.

In terms of Section 102 of the Companies Act, 2013 ("Act"), this Explanatory Statement sets out all the material facts in respect of aforementioned business. As required under Section 23, 42 and 62(1)(c) of the Act read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 SEBI ICDR Regulations, necessary information or details in respect of the proposed Preferential Issue of Equity Shares are as under:

A. Particulars of the offer including date of passing of Board resolution:

To create, issue, offer and allot up to 62,44,175 (Sixty Two Lakh Forty Four Thousand One Hundred and Seventy Five only) Equity Shares of Rs.10.00 (Rupees ten each) each, on a preferential basis ("Preferential Issue"), to the Proposed Allottees at an issue price of Rupees Rs. 26.00 (Rupees Twenty Six only) per Equity Share including Security Premium of Rupees Rs.16.00 (Rupee Sixteen only) per Equity Share, being the price higher than the price determined in accordance with Chapter V (Preferential Issue) of the SEBI ICDR Regulations and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the relevant provisions of SEBI ICDR Regulations, or other applicable laws in this regard.

The Board of Directors has approved aforementioned Preferential Issue in their meeting held on January 01, 2024.

B. Number of Shares, Kinds of securities offered and the price at which security is being offered:

To create, issue, offer and allot up to 62,44,175 (Sixty Two Lakh Forty Four Thousand One

Hundred and Seventy Five only) Equity Shares of Rs.10.00 each, on a preferential basis ("Preferential Issue"), to the Proposed Allottees at an issue price of Rs. 26.00 per Equity Share including Security Premium of Rs.16.00 (Rupee Sixteen only) per Equity Share, being the price higher than the price determined in accordance with Chapter V (Preferential Issue) of the SEBI ICDR Regulations and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the relevant provisions of SEBI ICDR Regulations, or other applicable laws in this regard.

C. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made along with report of the registered valuer & Pricing of the preferential issue:

The Equity Shares of Company are listed on BSE for a period of more than 90 trading days as on the relevant date i.e. Friday, January 5, 2024 and are frequently traded in accordance with SEBI ICDR Regulations.

The Price of the Equity Shares to be allotted to the Proposed Allottees of the Company shall not be less than the price determined in accordance with the SEBI ICDR Regulations. Currently, SEBI ICDR Regulations provides that the pricing for the issue of securities on preferential basis by a listed Company is to be based on the following parameters:

a) In case of "frequently traded shares (Regulation 164(1) of the SEBI ICDR Regulations:

If the equity shares of the Company have been listed on a recognised stock exchange for a period of 90 trading days or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following;

a. the 90 trading days' volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or

b. the 10 trading days' volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

Provided that if the Articles of Association of the issuer provide for a method of determination which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue.

b) In case of Change in Control or allotment of more than five per cent. (Regulation 166A(1) of the SEBI ICDR Regulations:

Any preferential issue, which may result in a change in control or allotment of more than five per cent. of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price.

Provided that the floor price, in such cases, shall be higher of the floor price determined under sub-regulation (1), (2) or (4) of regulation 164, as the case may be, or the price determined under the valuation report from the independent registered valuer or the price

determined in accordance with the provisions of the Articles of Association of the issuer, if applicable:

Articles of Association of the Company do not provide for any particular method of determination which results in a floor price higher than that determined under SEBI ICDR Regulations.

However, the proposed allotment is more than 5% of the post issue fully diluted Equity Share Capital of the Company, to the Allottee and the Allottees acting in concert, the pricing of the Equity Shares to be allotted shall be the higher of the following parameters:

i. Price determined as per provisions of the Regulation 164(1) of the SEBI ICDR Regulations (in case of frequently traded shares):

Or

ii. Price determined as per provisions of the Regulation 166A(1) of the SEBI ICDR Regulations.

In terms of Regulation 166A(1) of the SEBI ICDR Regulations, the Company has taken Valuation Report dated 20.12.2023 from Mr. Anil Xavier, an Independent Registered Valuer (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) and the copy of the same has been hosted on the website of the Company under Investor Information tab <https://www.suprapacific.com/investor/information>. As per the Valuation Report, the minimum price, in terms of Regulation 164(1) and Regulation 166A(1) of the SEBI ICDR Regulations, at which Equity Shares to be issued is Rupees 25.94 per share. However, the issue price for this Preferential Issue is kept at Rupees 26.00 per Equity Share including Security Premium of Rupees 16 per Equity Share which is higher than the above Floor Price determined in accordance with Regulation 164(1) of SEBI ICDR Regulations and Regulation 166A(1) of SEBI ICDR Regulations.

D. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

The allotment is proposed to be made for cash.

E. The price or price band at/within which the allotment is proposed:

There shall be no price band. All the equity shares under this preferential issue shall be made at an issue price of Rupees 26 (Rupee Twenty Six only) per Equity Share including Security Premium of Rupees 16 (Rupees Sixteen only) per Equity Share, being the price higher than the price determined in accordance with Chapter V (Preferential Issue) of the SEBI ICDR Regulations.

F. Amount which the company intends to raise by way of such Equity Shares:

Rs. 16,23,48,550.00/- (Rupees Sixteen Crore Twenty Three Lakh Forty Eight Thousand Five Hundred and Fifty only)

G. The Objects of the issue through preferential offer:

The total proceeds of the preferential offer are proposed to be used to meet increased working capital requirements such as disbursement of loans and expansion of business of the company, as the Board may from time to time decide in the best interest of the Company.

H. The total number of Equity Shares to be issued:

The total number of Equity Shares proposed to be issued is 62,44,175 (Sixty Two Lakh Forty Four Thousand One Hundred Seventy Five only) Equity Shares of Rupees 10.00 (Rupees ten only) each.

I. The intention of Promoter(s)/Director(s)/Key Managerial Personnel to subscribe to the offer and contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:

None of the Promoters or Key Managerial Personnel intend to subscribe this offer and no contribution is being made by the promoters to subscribe either as part of the offer or separately in furtherance of these objects. None of the Directors intend to subscribe to this offer either as part of the offer or separately in furtherance of these objects.

J. The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to the Public – Non Institutional – Individuals.

K. Shareholding Pattern of the Company before and after the Preferential Issue:

The shareholding pattern before and after the Preferential Issue offer would be as under:

SI No	Category of Shareholders	Pre issue Shareholding details		Post Issue Shareholding details	
		No. of Shares	% of Shares	No. of Shares	% of Shares
A.	Promoter and Promoter Group				
1	Indian				
	Individual	22,18,289	10.81%	22,18,289	8.29%
	Body Corporate	1,27,764	0.62%	1,27,764	0.48%
	Sub Total	23,46,053	11.44%	23,46,053	8.77%
2	Foreign promoters	0	0.00%	0	0.00%

	Sub-total (A)	23,46,053	11.44%	23,46,053	8.77%
B.	Non-promoters' holding				
1	Institutions Investors	0	0	0	0
2	Non-institution				
	Private corporate bodies	21,92,308	11%	21,92,308	8.19%
	Directors and relatives	70,330	0%	70,330	0.26%
	Non-Institutions	0	0%	0	0.00%
	Individuals	1,52,04,235	74%	2,14,48,410	80.16%
	Any others (Including HUF, trusts, Clearing Members, NRIs etc.)	6,98,549	3%	6,98,549	2.61%
	Sub-total (B)	1,81,65,422	89%	2,44,09,597	91.23%
	Grand Total (A+B)	2,05,11,475	100%	2,67,55,650	100.00%

Note:

- 1) *The Pre Issue Shareholding Patterns is as on Thursday, January 4, 2024.*
- 2) *The post issue shareholding pattern in the above table has been prepared on the basis that the proposed allottee(s) will subscribe to all the Equity Shares which they are intent to do so. In the event for any reason, the proposed allottee(s) do not or are unable to subscribe to and/or are not allotted the Equity Shares either in part or full, the shareholding pattern in the above table would undergo corresponding changes.*
- 3) *It is further assumed that shareholding of the Company in all other categories will remain unchanged*
- 4) *The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of equity shares of the Company.*

L. The time frame within which the preferential issue shall be completed:

As required under SEBI ICDR Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 15 days from the date of passing of special resolution by the shareholders according consent for preferential issue or in the event of allotment of equity shares would require any other approvals or permissions from any regulatory authorities including stock exchange where the shares of the Company are listed or the Central Government, within 15 days from the date of receipt of last of such approvals or permissions as the case may be.

M. The 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 percentage of post preferential issue capital that may be held by allottees and change in control, if any, consequent to the preferential issue

Sr No	Name of the Proposed Allottee(s)	PAN	Category	No. of Equity Shares	% of pre preferential issue capital	No. of Equity Shares	% of post preferential issue capital	Ultimate Beneficial Owner
				(Pre issue)		(Post Issue)		
1	RAJESH NAIR	ACNPN7715L	Public	2407	0.012%	40868	0.1527%	self
2	PREETI SURI	AUJPS5637G	Public	0	0.000%	38461	0.1437%	self
3	SREEKALA V	ALDPV4568J	Public	0	0.000%	19230	0.0719%	self
4	ALI P	AKVPA7822M	Public	0	0.000%	38461	0.1437%	self
5	NEETHU SEBASTIAN	AIXPH8358R	Public	0	0.000%	19230	0.0719%	self
6	RIJUL DAS V	BDRPV0761J	Public	0	0.000%	19230	0.0719%	self
7	IRENE SOSA KURIAKOSE	AOPPK2659J	Public	0	0.000%	19230	0.0719%	self
8	SIDHIQ	JCSPS8999M	Public	0	0.000%	19230	0.0719%	self
9	SABI V K B	COIPS4450L	Public	500	0.002%	19730	0.0737%	self
10	JAMES M J	AEOPJ6750L	Public	0	0.000%	19230	0.0719%	self
11	ASHISH THOMAS	AYQPA8805K	Public	0	0.000%	38461	0.1437%	self

12	N B MANOJ KUMAR	BCEPN7415 H	Public	35000	0.171%	73461	0.2746 %	self
13	PANKAJAVALLY V K	AFKPP9871 M	Public	0	0.000%	21153	0.0791 %	self
14	LISA LAIBY JOHN	BTRPJ7188 K	Public	0	0.000%	21153	0.0791 %	self
15	ANTON PAULSON	CSCPA0397 Q	Public	0	0.000%	38461	0.1437 %	self
16	JAYAN.V.S	ACJJP6450C	Public	46978	0.229%	66208	0.2475 %	self
17	THOBIAS K O	AHKPT1923 G	Public	43956	0.214%	63186	0.2362 %	self
18	BINU ALAPPAT A	AFXPA9294 C	Public	50000	0.244%	80769	0.3019 %	self
19	MEERA JACOB	ATCPJ5937 A	Public	0	0.000%	19230	0.0719 %	self
20	V G B THILAKAN	AFJPV5254 M	Public	0	0.000%	19230	0.0719 %	self
21	DR.THANKACHA N A J	ABRPT2549 K	Public	0	0.000%	61538	0.2300 %	self
22	RAJENDRAN K P	AGUPR0945 B	Public	0	0.000%	38461	0.1437 %	self
23	MADHAVADAS M	CENPM4308 E	Public	0	0.000%	19230	0.0719 %	self
24	SIVARAJAN KUTTAPPAN	AXJPK5920 B	Public	98104	0.478%	117334	0.4385 %	self
25	RAJAN T K	CLCPK6853 N	Public	0	0.000%	23076	0.0862 %	self
26	BOBAN.S	BCXPS9276 E	Public	55000	0.268%	99230	0.3709 %	self
27	George A L	ABGPL1846 A	Public	0	0.000%	28846	0.1078 %	self
28	DAISY THOMAS	ANXPT0019 L	Public	0	0.000%	19230	0.0719 %	self
29	SREEJA R	DFKPR9306 N	Public	0	0.000%	19230	0.0719 %	self
30	LINYMOL ANTONY	AESPA6728 B	Public	17582	0.086%	36812	0.1376 %	self
31	JOSEPH JOSEPH	ANIPJ0502B	Public	0	0.000%	19230	0.0719 %	self
32	ARAVIND J J	AWUPJ3946 Q	Public	0	0.000%	38461	0.1437 %	self
33	K P VARGHESE	AEHPK6836 K	Public	0	0.000%	19230	0.0719 %	self
34	SUNIL KUMAR K K	ANTPK8691 H	Public	25000	0.122%	63461	0.2372 %	self

35	VINESH M B	ATOPM5988 Q	Public	0	0.000%	19230	0.0719 %	self
36	FREEJO M KAKKASERRY	AACPF9906 A	Public	0	0.000%	38461	0.1437 %	self
37	JESSY ANTONY	AFXPA9295 D	Public	0	0.000%	38461	0.1437 %	self
38	P G BABU RAJAN	ADNPB6213 A	Public	50000	0.244%	69230	0.2587 %	self
39	JOSHI PAUL K	AJFPJ6184Q	Public	0	0.000%	19230	0.0719 %	self
40	RANI RANI	CNXPR5333 M	Public	0	0.000%	25000	0.0934 %	self
41	PRINCE PERUMBILLY PATHROSE	CEMPP5207 E	Public	0	0.000%	19230	0.0719 %	self
42	DEEPA RAJESH	AVUPD4749 E	Public	0	0.000%	38461	0.1437 %	self
43	VALOOPARAMBI L KUTTAN RAGHU	ANIPR9932 M	Public	0	0.000%	38461	0.1437 %	self
44	JAMALU M H	AKJPJ3365L	Public	0	0.000%	38461	0.1437 %	self
45	KUMARI KUTTAN	BOBPK3492 J	Public	0	0.000%	19230	0.0719 %	self
46	MANKARA SANKARAN RADHAKRISHNA N	AFDPR0533 H	Public	0	0.000%	19230	0.0719 %	self
47	JOSEPH T D	AOHPJ1486 Q	Public	0	0.000%	38461	0.1437 %	self
48	SOFY WILSON	AEAPN1072 P	Public	0	0.000%	19230	0.0719 %	self
49	NANDA KUMAR CHANDRAN	ARCPN4749 G	Public	0	0.000%	38461	0.1437 %	self
50	JAYANAND B	ABRPB5774 G	Public	0	0.000%	19230	0.0719 %	self
51	SOUMYA P S	EEFPS1836 R	Public	0	0.000%	19230	0.0719 %	self
52	ANNAMMA C C	ACRPA2895 G	Public	0	0.000%	23076	0.0862 %	self
53	ABDUL JABBAR VAKKULATHIL	AHAPV0730 H	Public	12500 0	0.609%	240384	0.8984 %	self
54	JOSE P J	ABIPJ7557Q	Public	50000	0.244%	69230	0.2587 %	self

55	K L SWARNNA	AJEPS3768E	Public	50000	0.244%	69230	0.2587 %	self
56	SUDARSANAN M V	AWEPS1513 J	Public	0	0.000%	38461	0.1437 %	self
57	P A JOHNY	ACRPJ0726F	Public	0	0.000%	19230	0.0719 %	self
58	AMBILY S ANILKUMAR	AKBPA1827 C	Public	4395	0.021%	81318	0.3039 %	self
59	ABRAHAM BABU	BEAPA5381 M	Public	697	0.003%	19927	0.0745 %	self
60	HEMA B	AKKPB6284 F	Public	0	0.000%	19230	0.0719 %	self
61	JAMES C L	AIQPC1822 Q	Public	0	0.000%	38461	0.1437 %	self
62	PRINCE N F	AMDPP0636 Q	Public	0	0.000%	38461	0.1437 %	self
63	JOS C A	ACNPJ8455 F	Public	0	0.000%	19230	0.0719 %	self
64	RAJEEV T	ADHPT2435 Q	Public	0	0.000%	23076	0.0862 %	self
65	R P NAIR	AEWPP7511 F	Public	0	0.000%	7692	0.0287 %	self
66	GEORGE P R	ACYPG8704 H	Public	50000	0.244%	61538	0.2300 %	self
67	SARASWATHI K	AKDPK9077 G	Public	0	0.000%	11538	0.0431 %	self
68	BENNI L	ACIPL2233 Q	Public	0	0.000%	19230	0.0719 %	self
69	JIYA DILEEP	APWPJ9736 M	Public	0	0.000%	19230	0.0719 %	self
70	V G CHACKO	ADGPG3754 Q	Public	50000	0.244%	69230	0.2587 %	self
71	JOSE K T	ADEPJ3345 G	Public	50000	0.244%	126923	0.4744 %	self
72	ALEXANDER GEORGE	ACYPG8784 B	Public	50000	0.244%	126923	0.4744 %	self
73	TINA ANTONY	APKPT1776 P	Public	10000 0	0.488%	176923	0.6613 %	self
74	DHANU	ASJPA4686 R	Public	0	0.000%	38461	0.1437 %	self
75	VINURAJ	ADBPV1111 F	Public	51086	0.249%	70316	0.2628 %	self
76	MARTIN GEORGE	BOLPG4138 R	Public	50000	0.244%	69230	0.2587 %	self
77	JENIL JOSE	AFVPJ9784J	Public	0	0.000%	19230	0.0719 %	self

78	ANILKUMAR	AGUPA6036 G	Public	0	0.000%	19230	0.0719 %	self
79	JAYARSON	AIIPJ2613C	Public	0	0.000%	19230	0.0719 %	self
80	VINOD K V	AJHPV9475 E	Public	0	0.000%	19230	0.0719 %	self
81	USHA RAJAN	AJBPR8642 R	Public	10617 6	0.518%	125406	0.4687 %	self
82	SUNNY M GEORGE	CNPPS9607 B	Public	13186	0.064%	24724	0.0924 %	self
83	MARY C KURIAN	ADPPM4027 K	Public	0	0.000%	19230	0.0719 %	self
84	TESSY ANTONY	AEOPA5105 J	Public	0	0.000%	7692	0.0287 %	self
85	GOPAKUMAR V	AHLPV4114 E	Public	0	0.000%	7692	0.0287 %	self
86	CENTREAL CONSULTANCY SERVICES PRIVATE LIMITED	AAJCC2559 C	Public	21980 12	10.716%	412108 8	15.402 7%	Self [Mithun Wales (PAN: AARPW69 17B) and Saji S (PAN: CCTPS479 7M holds 23.31% and 11.70% respectivel y of share capital of proposed allottee.]
87	SHEER CAPITAL VENTURES	ADNFS3090 C	Public	30064 74	14.658%	492955 0	18.424 3%	Kareepada th Gopalakris hnan Vinesh, Kareepada th Vinesh Maya

None of the Proposed Allottees have been allotted any securities of the Company except for the following during the financial year 2023-24.

Si No	Name	No of shares
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1	N B MANOJ KUMAR	35000
2	JAYAN.V.S	25000
3	BINU ALAPPAT A	50000
4	BOBAN.S	55000
5	SUNIL KUMAR K K	25000
6	P G BABU RAJAN	50000
7	ABDUL JABBAR VAKKULATHIL	125000
8	JOSE P J	50000
9	K L SWARNNA	50000
10	GEORGE P R	50000
11	V G CHACKO	50000
12	JOSE K T	50000
13	ALEXANDER GEORGE	50000
14	TINA ANTONY	100000
15	VINURAJ	50000
16	MARTIN GEORGE	50000
17	USHA RAJAN	65000

N. Change in Control, if any, in the Company that would occur consequent to the preferential issue:

There is no change in the management or control of the Company pursuant to the aforesaid issue and allotment of equity shares.

O. Recommendation from the committee of Independent Directors

The Committee reviewed all aspects relating to the preferential issue including pricing, and has voted unanimously in favour and recommended to the board. All the Independent directors were present for the meeting.

P. Principle terms of assets charged as securities:

Not Applicable.

Q. Valuation and justification for the allotment proposed to be made for consideration other than cash:

Not Applicable.

R. Relevant Date:

The relevant date for the purpose of determination of minimum price of Equity Shares to be issued is fixed as Friday, January 5, 2024, being the date thirty day prior to the deemed date of passing of Special Resolution through Postal Ballot, in accordance with the SEBI ICDR Regulations.

S. Undertaking regarding re-computation of price:

The Company undertakes to re-compute the price of the Equity Shares in terms of provision of SEBI ICDR Regulations, where it is required to do so. If the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the Equity Shares shall continue to be locked-in till the time such amount is paid by the Proposed Allottees.

T. Certificate of Practicing Company Secretary:

The Company has obtained the Certificate from Mr. Vivek Kumar, Practicing Company Secretary (M.No. F9353; CP No. 11036), certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations. A copy of said Certificate has been hosted on the website of the Company, <https://suprapacific.com/policies-investors-information/>.

U. Lock in Period:

The Equity Shares to be allotted shall be subject to 'lock-in' as per chapter V of the SEBI ICDR Regulations.

Further, the entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of trading approval.

V. 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:

During the financial year, the Company has not made any allotment of equity shares on preferential basis except for the following persons for a price of Rs. 20.00 (Rupees twenty only) per equity share.

Si No	Name	No of shares
1	N B MANOJ KUMAR	35000
2	JAYAN.V.S	25000
3	BINU ALAPPAT A	50000
4	BOBAN.S	55000
5	SUNIL KUMAR K K	25000
6	P G BABU RAJAN	50000
7	ABDUL JABBAR VAKKULATHIL	125000
8	JOSE P J	50000
9	K L SWARNNA	50000
10	GEORGE P R	50000

11	V G CHACKO	50000
12	JOSE K T	50000
13	ALEXANDER GEORGE	50000
14	TINA ANTONY	100000
15	VINURAJ	50000
16	MARTIN GEORGE	50000
17	USHA RAJAN	65000

W. Listing:

The Company will make an application to BSE Limited at which the existing equity shares of the Company are listed, for listing of the Equity Shares allotted under this Preferential Issue. All the Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend and voting rights.

X. Disclosures specified in Schedule VI, if the issuer or any of its promoters or directors is a wilful defaulter or fugitive economic offender or fraudulent borrower:

The Company, its Promoters and its Directors have not been declared as wilful defaulters or a fraudulent borrower or fugitive economic offender as defined under SEBI ICDR Regulations.

Pursuant to Section 62(1)(c) of the Companies Act, 2013, further equity shares may be issued to persons other than the existing members of the Company as specified in Section 62(1)(a) of the Companies Act, 2013, provided that the members of the Company approve the issue of such equity shares by means of a special resolution.

In terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Companies Act, 2013 only after the approval of its shareholders by way of a special resolution has been obtained. Further in terms of Regulations 160 of SEBI ICDR Regulations, a special resolution needs to be passed by shareholders of a listed company prior to issue of specified securities on preferential basis.

The resolution and the terms stated therein and in the explanatory statement hereinabove shall be subject to the guidelines/ regulations issued/ to be issued by the Government of India or the Securities and Exchange Board of India or the Ministry of Corporate Affairs or any other regulatory/ statutory authorities in that behalf and the Board shall have the absolute authority to modify the terms contained herein or in the said resolution, if required by the aforesaid regulatory/ statutory authorities or in case they do not conform with the SEBI ICDR Regulations including any amendment, modification, variation or re-enactment thereof.

The approval of the members is being sought to enable the Board to issue and allot the equity shares on a preferential/ private placement basis, to the extent and in the manner as set out in the resolution and the explanatory statement.

None of the Directors and/or Key Managerial Personnel of the Company and/ or their relatives is deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

The Board accordingly recommends the resolution set forth at Item no. 1 for approval of the members as a Special Resolution.

2. Reclassification of Mr. Arunkumar C M from Promoters/ Promoter Group to "Public" shareholder category.

Arunkumar CM which is part of the Promoters/ Promoter Group holding 46,948 (Forty six thousand nine hundred and forty eight) equity shares in aggregate, representing 0.23% of the paid-up capital of the Company, had vide letter dated 14-11-2023 requested to reclassify their shareholding to 'Public' category in terms of the Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Regulations").

Arunkumar CM became part of the Promoters/ Promoter Group of the company consequent to the change in management of the Company.

As per Regulation 31A of the Regulations, the Board of Directors is required to analyze the request of the Outgoing Promoter and place the same before the Members in a general meeting for approval along with their views on such requests. Further, such Members approval needs to be obtained not earlier than one month from the date of Board's approval and not later than three months from the date of Board's approval.

Accordingly, Board analyzed the request letter received from the Outgoing Promoter vis-a-vis the requirements under Regulation 31A of the Regulations. Further, Arunkumar CM have confirmed that that he shall satisfy all the conditions specified in subclause (i) to (vii) of clause (b) of sub-regulation (3) of Regulation 31A of Listing Regulations and have also confirmed that he shall continue to comply with the conditions mentioned in Regulation 31A of Listing Regulations post re-classification from 'Promoter/ Promoter Group' to 'Public' category at all times.

The shareholders/members hereby informed that the total Promoters/ Promoter Group holding in the Company is at 10.97%. In the event, the current reclassification is approved by the shareholders/Members of the Company and the Stock Exchanges, the total Promoters/ Promoter Group holding in the company shall be further reduced from 10.97% to 10.74%.

None of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution set out at item No. 2 of the Notice.

The Board of the Directors of the Company considers that this resolution is in the best interests of the Company, its shareholders and therefore recommends the passing of the special resolution as set out in the Notice.

3. To consider and increase value of Related Party Transaction with Centreal Bazar India Ltd up to ₹ 25 Crore (Rupees twenty five crore only).

Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), all material transactions with related parties require prior approval of the shareholders/members of the Company through ordinary resolution. The company has already obtained approval from the members for transaction up to the value of Rs. 10 Crore. The shareholders/members are requested to consider and approve increase of value of the transaction up to 25 Crore. Material Related Party Transaction means any transaction entered either individually or taken together with previous transactions during a financial year, exceeds five percent of the annual consolidated turnover of the company or twenty percent of the net worth of the company, as per the last audited financial statements of the company. The Audit Committee of the Company have approved the following proposed Related Party Transactions with M/s Centreal Bazaar India Limited subject to the approval of the members. Further, the said transactions qualify as material Related Party transactions under the SEBI Listing Regulations, 2015 and accordingly, the members’ approval shall be sought for the same.

The particulars as to the related party transactions are furnished below as per the requirements of the prescribed rules and the grounds for having the transactions.

All related party transactions shall be in the ordinary course of business and at arm’s length and shall not be prejudicial to the interest of either parties.

Name of the related Party	M/s Centreal Bazaar India Limited
Name of the Director who is related, if any	Shri Joby George (DIN: 06429801), Shri Sandeep Babu T (DIN: 08242822), Shri Manoj K (09201589), Shri Joly Sebastian (DIN: 10168844), and Shri Anvar K S (DIN: 09763977)
Nature of Relationship	Common Directorship/ Common KMP
Nature, Material terms, monetary value and particulars of the contract or arrangements	Sales/Purchases/Interest received/Rent received/ Corporate Guarantee/ Corporate Guarantee Charges / Lease/ Reimbursement of Expenses / Business Support Services/Inter Corporate Loan/Sale of Fixed Assets/Purchase of Fixed Assets
Tenure	5 years
Value of the proposed Transaction	Rs. 25 Crore
The percentage of the listed entity’s annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction:	Total annual turnover of the Company for FY 2022-23 was Rs. 1211 Lakh The proposed limit of related party transaction will constitute 206 % of total turnover of the Company for FY 2022-23.
Justification for why the	The proposed Transactions shall be carried out on

proposed transaction is in the interest of the listed entity:	arm's length basis and be consistent with the interests of the Company as well as the stakeholders.
If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	The proposed Transactions involve transaction in relation to loans, however does not involve inter-corporate deposits, advances or investments made or given by the listed entity.
A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	NA
Any other information relevant or important for the members to take decision on the proposed resolution	Nil

Directors as mentioned as related parties above may be deemed to be interested or concerned in the Resolution. None of the other Directors of the Company or their relatives is in any way, financially or otherwise, concerned or interested in the item No. 3 of the notice.

The Board of the Directors of the Company considers that this resolution is in the best interests of the Company, its shareholders and therefore recommends the passing of the special resolution as set out in the Notice.

4. To consider and approve the appointment of Mr. Abidh Abubakkar (DIN 08569590) as Executive Director of the Company.

To bring more experience on the Board, your Board had appointed Mr. Abidh Abubakkar (DIN 08569590) as an Additional Director (Executive Director) with effect from 29.11.2023 for a term of 5 (Five) consecutive years.

Mr. Abidh Abubakkar is a seasoned professional with over 17 years of rich and diverse experience in the financial services sector. He served key roles with MNCs and has a robust skill set and a proven track record, he has excelled in various key areas including Business Development, Strategic Planning, Marketing, Agency Development, Financial Planning, Product Development, and Team Management.

Mr. Abidh Abubakkar also brings a wealth of expertise in Business Development, where he has demonstrated a keen understanding of market dynamics and client needs. His strategic acumen has enabled him to forge and nurture valuable partnerships, driving business growth and expansion. His proficiency in identifying opportunities and building sustainable relationships has been pivotal in achieving business objectives.

The Nomination and Remuneration Committee of the Board of Directors, has recommended the appointment of Mr. Abidh Abubakkar (DIN 08569590) as an Executive Director for a term of 5 (Five) consecutive years on the Board of the Company.

The Board, as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background and vast experience, his association would be very beneficial to the Company and it is desirable to appoint him as Executive Director.

Mr. Abidh Abubakkar (DIN 08569590) is not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given his consent to act as Director of the Company.

The Company has received consent and declaration in writing from Mr. Abidh Abubakkar (DIN 08569590) that he is not disqualified from being appointed as Director in terms of the provision of Section 164 of the Companies Act 2013. The consent and approval of the Shareholders is sought for his appointment in accordance with the provision of the Section 150 of the Act.

A copy of the draft letter of appointment setting out the terms and conditions of the said appointment would be available for inspection at the Registered Office or Corporate Office of the Company during normal business hours on any working day without payment of any fee, by the member.

None of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution set out at item No. 4 of the Notice.

The Board of the Directors of the Company considers that this resolution is in the best interests of the Company, its shareholders and therefore recommends the passing of the special resolution as set out in the Notice.

**By Order of the Board
For Supra Pacific Financial Services Limited**

**Sd/-
Leena Yezhuvath
Company Secretary
M. No. ACS 61387**

**Place: Kochi
Date: 01.01.2024**