



**SUPRA PACIFIC  
MANAGEMENT CONSULTANCY LIMITED**

CIN: L74140MH1986PLC039547

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

Date: 31<sup>st</sup> August, 2019

**To,  
The Manager,  
Corporate Relationship Department,  
BSE Ltd.,  
P. J. Tower, Dalal Street,  
Fort, Mumbai – 400 001.**

**Scrip Code: 540168**

**Sub: Submission of Annual Report for 2018-2019**

**Ref: Regulation 34(1) of SEBI (LODR) Regulations, 2015**

**Dear Sir,**

This is with reference to the above captioned subject; we are hereby submitting the Annual Report for the financial year ended 31<sup>st</sup> March, 2019. This is for the information and records of the Exchange.

Kindly take the same on records.

Thanking you,

Yours Sincerely,

**For Supra Pacific Management Consultancy Limited**



**Managing Director  
(Kishor Amichand Shah)  
Din No: 00015575**

**Encl: As Above**

***33<sup>rd</sup> Annual Report***

***of***

***Supra Pacific Management  
Consultancy Limited***



***2018 - 2019***

Directors:

Mr. Kishor A. Shah	Managing Director
Mrs. Jyoti K. Shah	Wholetime Director & CFO
Mr. Harish R. Kotian	Independent Director
Mr. Sharad Kulkarni	Independent Director
Mr. Nitin Phadke	Independent Director (Resigned as on 20/08/2018)

Auditors:

*AGRAWAL JAIN & GUPTA*  
Chartered Accountants

Company Secretary & Compliance Officer:

Ms. Kavita Ramlakhan Jaiswal

Registrar & Transfer Agent:

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

Bankers:

HDFC Bank Limited  
Indusind Bank Limited

CIN Number:

L74140MH1986PLC039547

Registered Office:

1/203, Vishal Complex, Narsing Lane, Off. S. V. Road,  
Malad (West), Mumbai – 400 064

Email ID:

info@suprapacific.com

Website:

www.suprapacific.com

## **NOTICE**

Notice is hereby given that 33<sup>rd</sup> Annual General Meeting of the **Supra Pacific Management Consultancy Limited** will be held on Friday, the **27<sup>th</sup> September, 2019** at 10.00 a.m. at its Corporate office of the Company at 402, 4<sup>th</sup> Floor, Apollo Complex, Dr. R.K. Singh Marg, Andheri (E), Mumbai – 400 069 to transact the following business:

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Profit & Loss Account for the year ended 31st March 2019 and Balance Sheet as at the date together with the Report of Auditors and Directors thereon.
2. To re-appoint a Director in place of Mr. Kishor A. Shah (DIN: 000015575) who retires by rotation but being eligible, offers himself for re-appointment.
3. Appointment of Auditor:

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

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company hereby re-appoint M/s Agrawal Jain & Gupta Chartered Accountants, Mumbai (Registration No.: 013538C) as Statutory Auditor of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at such remuneration plus service tax as applicable and reimbursement of out-of pocket expenses in connection with the audit as the Board of Directors may fix in this behalf.”

### **SPECIAL BUSINESS:**

4. Increase of borrowing limits :

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

“**RESOLVED THAT** the consent of the Company be and is hereby accorded to the Board of Directors of the Company pursuant to the provisions of Section 180 (1) (c) & (2) of the Companies Act, 2013 to borrow any sum of moneys from time to time, notwithstanding that money or moneys to be borrowed, together with the moneys already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of its business) may exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided however, the total amount so borrowed shall not exceed Rs.6,000,000,000/- (Rupees Six Hundred Crores Only).

“RESOLVED FURTHER THAT the Board of Directors, be and are hereby authorized to do all such acts, deeds, and things as it may in its absolute discretion deemed fit, required or considered necessary or incidental thereto, for the purpose of giving effect to this resolution”

**Registered Office:**

1/203, Vishal Complex,  
Narsing Lane, Off. S.V. Road,  
Malad (West),  
Mumbai – 400 064  
☎ 28240444

By order of the Board

sd/-  
**Kishor A. Shah**  
**Managing Director**  
**(DIN: 000015575)**

**Place: Mumbai**

**Date: 9<sup>th</sup> August, 2019**

**NOTES:**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE, IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF ON A POLL ONLY & THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. The Register of Members and Transfer Register will be closed from Saturday, September 21, 2019 to Friday, September 27, 2019 (both days inclusive) for the purpose of the Annual General Meeting of the Company.
3. Proxy in order to be effective must be sent to the Company not less than 48 hours before the meeting.
4. The Members are requested to:
  - (a) Intimate change in their registered address, if any, to the Company’s Registrar and Share Transfer Agents, M/s. Purva Sharegistry (India) Pvt. Ltd., 9, Shiv Shakti Industries Estate, J.R. Boricha Marg, Lower Parel (E), Mumbai – 400 011 in respect of their holdings in physical form.
  - (b) Notify immediately any change in their registered address to their Depository Participants in respect of their holdings in electronic form.
  - (c) Non-Resident Indian Members are requested to M/s. Purva Sharegistry (India) Pvt. Ltd immediately of the change in residential status on return to India for permanent settlement.
  - (d) Register their email address and changes therein from time to time with M/s. Purva Share gistry (India) Pvt. Ltd for shares held in physical form and with their respective Depository Participants for shares held in demat form.
5. Corporate Members intending to send their authorized representatives are requested to send duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the ensuing Annual General Meeting of the Company.

6. In accordance with the provisions of Section 72 of the Companies Act, 2013, members are entitled to make nominations in respect of the Equity Shares held by them, in physical form. Members desirous of making nominations may procure the prescribed form from the Registrar & Share Transfer Agents, M/s. Purva Shareregistry (India) Pvt. Ltd and have it duly filled and sent back to them.
7. MCA, Government of India, through its Circulars Nos. 17/2011 dated 21st April, 2011 and 18/2011 dated 29<sup>th</sup> April, 2011, respectively, has allowed companies to send documents viz. Notices of meetings, Annual Reports and other shareholder communication to their shareholders electronically as part of its Green Initiatives in corporate governance By Order of the Board of Directors, The Company supports the measures in the Green Initiative. Members are also requested to join the Company in this initiative by registering their Email ID with the Company or its RTA. A 'Green Initiative' Form can be downloaded from the Company's website viz. [www.mideastportfolio.com](http://www.mideastportfolio.com) to register the email id
8. Electronic copy of the Annual Report for 2018-19 is being sent to all Members whose email Ids are registered with the Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2018-19 is being sent in the permitted mode.

**9. Voting through electronic means**

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its members the facility to exercise their right to vote at the 33<sup>rd</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL):

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on **Tuesday, September 24, 2019 at 9.00 a.m. and ends on Thursday, September 26, 2019 at 5.00 p.m.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. September 20, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 p.m. on September 26, 2019.
- (ii) Members holding shares in physical or in demat form as **on September 20, 2019** shall only be eligible for e-voting.
- (iii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iv) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (v) Click on Shareholders.
- (vi) 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.
- (vii) Next enter the Image Verification as displayed and Click on Login.
- (viii) 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.
- (ix) 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	<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"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> 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"> <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>

- (x) After entering these details appropriately, click on "SUBMIT" tab.
- (xi) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xiii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiv) 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.

- (xv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xvi) 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.
- (xvii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xviii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xix) 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.
- (xx) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30<sup>th</sup> June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xxi) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - 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 emailed 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.
- (xxii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
1. General Instructions / information for members for voting on the Resolutions :
- a) Facility of voting through Poll paper shall be made available at the Meeting. Members attending the Meeting, who have not already casts their vote by remote e-voting, shall be able to exercise their right at the Meeting.
  - b) Members who have cast their vote by remote e-voting may also attend the Meeting, but shall not be entitled to vote again at the AGM.
  - c) The voting rights of shareholders shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories



as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the AGM.

- d) Mr. Vijay Kumar Mishra (Membership No.F-5023), Practicing Company Secretary has been appointed by the Board of Directors of the Company as the Scrutinizer to scrutinize the remote e-voting process as well as voting through poll at the Meeting, in a fair and transparent manner.
- e) The results shall be declared not later than forty-eight hours from conclusion of the meeting. The results declared along with the Scrutinizer's Report will be placed on the website of the Company at [www.suprapacific.com](http://www.suprapacific.com) and the website of CDSL immediately after the result is declared by the Chairman and will simultaneously be forwarded to BSE Limited, where Equity Shares of the Company are listed.

Members may also note that the Notice of the Annual General Meeting and the Annual Report for financial year 2018-2019 will also be available on the Company's website [www.suprapacific.com](http://www.suprapacific.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Corporate Office in Mumbai for inspection during normal business hours (10.00 am to 5.00 pm) on all working days up to and including the date of the Annual General Meeting of the Company. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [suprapacific.com](mailto:suprapacific.com).

**Details of Director's seeking appointment/ re-appointment in forthcoming Annual General Meeting in pursuance to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Annexure A

I

Name of Director	Mr. Kishor A. Shah
DIN	00015575
Date of Birth	01/12/1947
Date of Appointment on the Board	11/04/1986
Expertise in specific functional area	Managing Investments and Consulting Services
Qualification	M.Com, I.C.W.A.
Relationship with other directors	Yes – with one director
Directorship in other limited companies	Mid East Portfolio Management Ltd
Membership of Committees in Other Public Limited Companies	Nomination & Remuneration and Stakeholder Relationship Committee
Shareholding of Director in the Company	25,13,600 Equity Shares – 45.70%

**Registered Office:**

1/203, Vishal Complex,  
Narsing Lane, Off. S.V. Road,  
Malad (West),  
Mumbai – 400 064  
☎ 28240444

By order of the Board

sd/-

**Kishor A. Shah**  
**Managing Director**  
**(DIN: 000015575)**

**Place: Mumbai**

**Date: 9<sup>th</sup> August, 2019**

**DIRECTORS' REPORT**

**DIRECTOR'S REPORT TO THE MEMBERS**

Your Directors present herewith the Annual Report of your company together with the Audited Accounts for the year ended 31st March 2019.

Highlights of financial result for the year were as under:

	2018-2019 Rs. In Lakhs	2017-2018 Rs. In Lakhs
Profit from Operations before Other Income & Interest	19.02	16.41
Add: Other Income	19.02	16.41
Operating Profit before Interest	19.02	16.41
Less: Interest	-	-
	19.02	16.41
Add: Exceptional Income/(Expenses)	-	-
Profit Before Tax	19.02	16.41
Provision for Tax	4.94	12.62
Income Tax Adjusted for earlier year	-	-
Profit After Tax	14.07	3.79
Add: Surplus brought forward from Previous Year	-	-
Amount Available for apporpriation	14.07	3.79
General Reserve No I	-	-
Debenture Redemption Reserve A/c	-	-
Dividends	-	-
Interin Dividend	-	-
Final (Proposed)	-	-
Tax on Dividend	-	-
Balance Carried Forward	14.07	3.79

**OPERATIONS:**

During the year, the Company has earned profit of Rs 14.07 lacs from the operation of the company as against Rs. 3.78 lacs from previous financial year.

**DIVIDEND:**

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

**DIRECTORS:**

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

During the year, Mr. Kishor a. shah (DIN: 000015575) retire by rotation but being eligible himself for re-appointment.

**DIRECTORS' RESPONSIBILITY STATEMENT:**

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

- i. that in the preparation of the annual accounts for the financial year ended 31st March, 2019, the applicable accounting standards have been followed.
- ii. that the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of financial year and of the profit of the Company for that year under review.
- iii. that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- iv. that the directors have prepared the accounts for the financial year ending 31st March, 2019 on a 'going concern' basis.
- v. Directors had devised proper systems to ensure compliance with provisions of all applicable laws and that such system were adequate and operating effectively.

**FIXED DEPOSIT:**

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

**NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS:**

The Board of Directors of the Company has done fourteen board meetings during this financial year which is in compliance to the provisions of the Companies Act, 2013.

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

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

**STATUTORY AUDITORS:**

The Board of Directors, at its meeting held on 9th August, 2019, proposed appointment of M/s.Agrawal Jain & Gupta, Chartered Accountants, Mumbai (Registration No.: 013538C) as statutory auditor of the Company, to hold office from the conclusion of 33<sup>rd</sup> AGM of the Company till the conclusion of 34<sup>th</sup> AGM.

**PERSONNEL:**

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

**CORPORATE GOVERNANCE:**

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

**SUBSIDIARY COMPANIES:**

The Company does not have any subsidiary.

**CODE OF CONDUCT:**

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

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

**PREVENTION OF INSIDER TRADING:**

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

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

#### **SECRETARIAL AUDIT & OBERVATIONS:**

During the year under review, M/s VKM & Associates, Practicing Company Secretary who was appointed as the Secretarial Auditor of the Company has issued the audit report in respect of the secretarial audit of the Company for the financial year ended March 31, 2019.

#### **EXTRACT OF THE ANNUAL RETURN:**

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

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

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

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

- (i) if employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than 60,00,000/- rupees per annum;
- (ii) if employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than 5,00,000/- rupees per month;
- (iii) if employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company.

#### **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

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

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

#### **PERFORMANCE EVALUATION OF BOARD, COMMITTEES & INDIVIDUAL DIRECTORS**

A formal evaluation of the performance of the Board, it's Committees, the Chairman and the individual Directors was carried out for the year 2018-19 led by the Nomination & Remuneration Committee.

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

**REMUNERATION POLICY:**

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

**VIGIL MECHANISM / WHISTLE BLOWER POLICY:**

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

**POLICY FOR PREVENTION OF SEXUAL HARASSMENT (POSH) OF WOMEN AT WORKPLACE:**

In accordance with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made there under, the Company formulated an internal Policy on Sexual Harassment at Workplace (Prevention, Prohibition and Redressal) during the year under review. An internal Complaint committee has been set up to redress complaints received regarding sexual harassment. All woman employees (permanent, contractual, temporary, trainees) are covered under this policy.

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

**FAIR PRACTICES CODE:**

The company has adopted the Fair Practices Code in conformity with the Guidelines on Fair Practices Code for NBFCs as contained in the RBI Circular No. DNBS(PD) CC NO.054/03.10.119/2015-16 dated 01.07.2015. This sets minimum Fair Practice standards for the Company to follow when dealing with customers. It provides information to customers and explains how the Company is expected to deal with them on a day to day basis.

**KNOW YOUR CLIENT POLICY:**

Reserve Bank of India (RBI) has issued guidelines on 'Know Your Customer' (KYC) Guidelines - Anti Money Laundering Standards for Non Banking Finance Companies (NBFCs) thereby setting standards for prevention of money laundering activities and corporate practices while dealing with their customers vide Circular Nos.: DNBR (PD) CC No. 051/3.10119/2015-16, dated July 1, 2015. Similarly, KYC guidelines have been issued by NSDL and CDSL on customer identification and proof of address at the time of opening the account and for subsequent changes/modification etc. The Company has adopted all the best practices prescribed by RBI from time to time and shall make appropriate modifications if any necessary to this code to conform to the standards so prescribed.

**INTERNAL FINANCIAL REPORT:**

The Board has adopted policies and procedures for efficient conduct of business. The Audit Committee evaluates the efficacy and adequacy of financial control system in the Company, its

compliance with operating systems, accounting procedures and policies at all locations of the Company and strives to maintain the Standard in Internal Financial Control.

**CASH FLOW STATEMENT:**

In conformity with the provision of Clause 32 of the Listing Agreement the cash flow statement for the year ended 31<sup>st</sup> March 2019 is annexed hereto.

**MATERIAL AND SIGNIFICANT ORDERS PASSED BY REGULATORS & COURTS:**

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

**ACKNOWLEDGEMENT:**

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

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

sd/-  
**Kishor A. Shah**  
Managing Director  
(DIN: 000015575)

sd/-  
**Jyoti K. Shah**  
Director & CFO  
(DIN: 00020912)

**Place: Mumbai**  
**Date: 9<sup>th</sup> August, 2019**



Annexure to Directors' Report  
Annexure – I

**SECRETARIAL AUDIT REPORT**

**FOR FINANCIAL YEAR ENDED ON MARCH 31, 2019**

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

To,  
The Members,  
**SUPRA PACIFIC MANAGEMENT CONSULTANCY LIMITED**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. SUPRA PACIFIC MANAGEMENT CONSULTANCY LIMITED** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2018 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on October 28, 2014 Not applicable to the Company during the Audit period);
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Company during the Audit period);
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations; &
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable to the Company during the Audit period).

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

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

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

1. *More than 25% shares Interse transfer between Promoters without SEBI approval for exemption to make open offer and the Company Submitted the said compliance with SEBI and made Application seeking Condonation for delayed filing and paid applicable fees to SEBI*

We further report that:

- 1) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- 2) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- 3) Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

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

We further report that:

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

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

**For VKM & Associates,  
Practicing Company Secretaries.**

sd/-  
**(Vijay Kumar Mishra)**  
Partner  
M. No. F 5023

**Place: Mumbai**  
**Date: 9<sup>th</sup> August, 2019**

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

**"ANNEXURE A"**

**To,  
The Members,  
SUPRA PACIFIC MANAGEMENT CONSULTANCY LIMITED**

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

1. Maintenance of Secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
5. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For VKM & Associates,  
Practicing Company Secretaries.**

**sd/-  
(Vijay Kumar Mishra)  
Partner  
M. No. F 5023**

**Place: Mumbai  
Date: 9<sup>th</sup> August, 2019**

**Annexure II - Form AOC- 2**

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

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Act including certain arm's length transactions under third proviso thereto:

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

**Registered Office:**

1/203, Vishal Complex,  
Narsing Lane, Off. S.V. Road,  
Malad (West),  
Mumbai – 400 064  
☎ 28240444

By order of the Board

sd/-  
**Kishor A. Shah**  
(Chairman & Managing Director)  
(DIN: 000015575)

**Place: Mumbai**

**Date: 9<sup>th</sup> August, 2019**

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

**EXTRACT OF ANNUAL RETURN**

As on the financial year ended on March 31, 2019

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

**I. REGISTRATION AND OTHER DETAILS**

- |  |  |
|--|--|
| i. Corporate Identity Number (CIN) of the Company                              | CIN NO: L74140MH1986PLC039547  |
| ii. Registration Date  | 11 <sup>th</sup> April, 1986   |
| iii. Name of the Company   | SUPRA PACIFIC MANAGEMENT CONSULTANCY LIMITED   |
| iv. Category/Sub-Category of the Company                                       | Public Company limited by shares   |
| v. Address of the Registered office and contact details                        | 1/203, Vishal Complex,<br>Narsing Lane, Off. S.V. Road,<br>Malad (West), Mumbai – 400 064<br>Tel: 022-28240444/ 28216736                                     |
| vi. Whether listed Company   | Yes  |
| vii. Name, Address and Contact details of Registrar and Transfer Agent, if any | Purva Share Registry (India) Pvt. Ltd.,<br>9, Shiv Shakti Industries Estate, J.R. Boricha Marg, Lower Parel (E), Mumbai – 400 011.Tel 022 23016761/ 23012517 |

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

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

Sr. No.	Name & Description of main products/ services	NIC Code of the Product / Service	% to total turnover of the company
1	Loan Syndication, Debt placement, arranging External Commercial Borrowings (ECB)	N.A.	79.14%

**III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES**

Sr. No.	Name & Address of the Company	CIN/GLN	Associate	% of Shares Held	Applicable Section
	NA	NA	NA	NA	NA

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

**(i) Category of Shareholders:**

(i) Category of Shareholders as on 31/03/2019	No. of Shares Held at the beginning of the year 31/03/2018				No. of Shares Held at the end of the year 31/03/2019				% change during the year
	Demat	Physical	Total	% of Total Share	Demat	Physical	Total	% of Total Share	Demat
<b>A. Promoters</b>									
<b>1. Indian</b>									
a. Individual/ HUF	0	0	0	0	0	0	0	0	0
b. Central Govt. or State Govt.	0	0	0	0	0	0	0	0	0
c. Bodies Corporate	53,900	0	53,900	0.98	53,900	0	53,900	0.98	0
d. Bank /FI	0	0	0	0	0	0	0	0	0
e. Any other -									
e-1. Directors	200,000	0	200,000	3.64	200,000	0	200,000	3.64	0
Relatives									
e-2. Directors	3,353,600	0	3,353,600	60.96	3,353,600	0	3,353,600	60.96	0
<b>SUB TOTAL (A) (1)</b>	<b>3,607,500</b>	<b>0</b>	<b>3,607,500</b>	<b>65.58</b>	<b>3,607,500</b>	<b>0</b>	<b>3,607,500</b>	<b>65.58</b>	<b>0</b>
<b>2. Foreign</b>									
a. NRI- Individuals	0	0	0	0	0	0	0	0	0
b. Other Individuals	0	0	0	0	0	0	0	0	0
c. Bodies Corp.	0	0	0	0	0	0	0	0	0
d. Banks/ FI	0	0	0	0	0	0	0	0	0
e. Any Other	0	0	0	0	0	0	0	0	0
<b>SUB TOTAL (A) (2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total Shareholding of Promoter (A)=(A)(1) + (A)(2)</b>	<b>3,607,500</b>	<b>0</b>	<b>3,607,500</b>	<b>65.58</b>	<b>3,607,500</b>	<b>0</b>	<b>3,607,500</b>	<b>65.58</b>	<b>0</b>

Category of Shareholders as on 31/03/2019	No. of Shares Held at the beginning of the year 31/03/2018				No. of Shares Held at the end of the year 31/03/2019				% change during the year
	Demat	Physical	Total	% of Total Share	Demat	Physical	Total	% of Total Share	Demat
<b>B. Public</b>									
<b>1. Institutions</b>									
a. Mutual Funds	0	0	0	0	0	0	0	0	0
b. Bank / FI	0	0	0	0	0	0	0	0	0
c. Central Govt	0	0	0	0	0	0	0	0	0
d. State Govt	0	0	0	0	0	0	0	0	0
e. Venture Capital Fund	0	0	0	0	0	0	0	0	0
f. Insurance Companies	0	0	0	0	0	0	0	0	0
g. FIIS	0	0	0	0	0	0	0	0	0
h. Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i. Others (specify)	0	0	0	0	0	0	0	0	0
SUB TOTAL (B) (1)	0	0	0	0	0	0	0	0	0
<b>2. Non Institutions</b>									
a. Body Corporates	923,601	0	923,601	16.79	925,601	0	925,601	16.83	0.04
bi. Ind-Hold nominal shr capital upto Rs. 1 Lac	9,249	124,900	134,149	2.44	9,276	124,900	134,176	2.44	0.02
bii. Ind-Hold nominal shr capital in excess of Rs. 1 Lac	141,900	100,000	241,900	4.40	141,900	100,000	241,900	4.40	0.00
c. Any Other									
c01.NRIs	241,640	23,52,000	593,640	10.79	239,350	352,000	591,350	10.75	(0.04)
c02.Hindu Undivided Family	0	0	0	0	273	0	273	0	0
c03.Clearing Members	10	0	10	0.00	0	0	0	0.00	0.00
SUB TOTAL (B) (2)	1,316,400	576,900	1,893,300	34.42	1,316,400	576,900	1,893,300	34.42	0
<b>Total Shareholding of Public (B)=(B)(1) + (B)(2)</b>	<b>1,316,400</b>	<b>576,900</b>	<b>1,893,300</b>	<b>34.42</b>	<b>1,316,400</b>	<b>576,900</b>	<b>1,893,300</b>	<b>34.42</b>	<b>0</b>



Category of Shareholders as on 31/03/2019	No. of Shares Held at the beginning of the year				No. of Shares Held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Share	Demat	Physical	Total	% of Total Share	Demat
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	0	0	0	0	0	0	0	0	0
<b>SUB TOTAL (C)</b>	0	0	0	0	0	0	0	0	0
<b>Grand Total (A+B+C)</b>	<b>4,923,900</b>	<b>576,900</b>	<b>5,500,800</b>	<b>100</b>	<b>4,923,900</b>	<b>576,900</b>	<b>5,500,800</b>	<b>00</b>	<b>0</b>

(ii) Shareholding of Promoters:

Sr. No.		Shareholding at the beginning of the year 31/03/2018		Cumulative Shareholding during the year 31/03/2019		Type
		No. of Shares	% of Total Shares of the company	No. of Shares	% change in share holding during the year	
1	KISHOR A. SHAH	2,513,600	45.7	2,513,600	45.7	
2	JYOTI K. SHAH	840,000	15.27	840,000	15.27	
3	POONAM K. SHAH	100,000	1.82	100,000	1.82	
4	NIDHI K. SHAH	100,000	1.82	100,000	1.82	
5	MIDEAST ENERGY LTD	4,000	0.07	4,000	0.07	
6	MIDEAST RETAIL PRIVATE LIMITED	49,900	0.91	49,900	0.91	

(ii) Change in Promoters Shareholding as on the financial year ended on March 31, 2019:

Sr. No.	Shareholders Name	Shareholding at the beginning of the year 31/03/2018			Shareholding at the end of the year 31/03/2019			% change during the year
		No. of Shares	% of total shares of the company	% of shares pledged encumbered to total shares	No. of Shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1.	KISHOR A SHAH	2,513,600	45.70	0	2,513,600	45.70	0	0
2	JYOTI K SHAH	840,000	15.27	0	840,000	15.27	0	0
3	POONAM SHAH	100,000	1.82	0	100,000	1.82	0	0
4	NIDHI SHAH	100,000	1.82	0	100,000	1.82	0	0
5	MIDEAST ENERGY LTD	4,000	0.07	0	4,000	0.07	0	0
6	MIDEAST RETAIL PVT LTD	49,900	0.91	0	49,900	0.91	0	0

**V. SHARE HOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS & HOLDERS OF GDRs & ADRs)**

SL No.	ShareHolder's Name	ShareHolding at the beginning of the year		Cumulative ShareHolding at the end of the year		Type
		31/03/2018		31/03/2019		
		No of Shares	% of Total Shares of the Company	No. of Shares	% change in share holding during the year	
1	MOLEM INVESTEMENTS AND FINANCE PRIVATE LIMITED	267,600	4.86			
	07-12-2018	2,000	0.04	269,600	4.90	Buy
	31-03-2019			269,600	4.90	
2	MIDEAST PROPERTIES PRIVATE LIMITED	258,600	4.70			
	31-03-2019			258,600	4.70	
3	MIDEAST WINDFARMS PRIVATE LIMITED	223,200	4.06			
	22-06-2018	(200,000)	(3.64)	23200	0.42	Sell
	03-08-2018	200,000	3.64	223,200	4.06	Buy
	31-03-2019			223,200	4.06	
4	MIDEAST HEALTHCARE PRIVATE LIMITED	174,200	3.17			
	31-03-2019			174,200	3.17	
5	CAPT DHAR	150,000	2.73			
	31-03-2019			150,000	2.73	
6	SHARAD SHANTARAM BAILUR	116,000	2.11			
	31-03-2019			116,000	2.11	
7	PRATAP CHUDASAMA	100,000	1.82			
	31-03-2019			100,000	1.82	
8	BHASKAR N JOSHI	91,900	1.67			
	31-03-2019			91,900	1.67	
9	REVATI NIRMAL SANZAGIRI	71,000	1.29			
	31-03-2019			71,000	1.29	
10	NARAYANAN ANANTHAKRISHNAN IYER	50,000	0.91			
	31-03-2019			50,000	0.91	

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

Sr. No.		ShareHolding at the beginning of the year 31/03/2018		Cumulative Shareholding during the year 31/03/2019		Type
		No. of Shares	% of Total Shares of the company	No. of Shares	% change in share holding during the year	
1	KISHOR A. SHAH	2,513,600	45.7	2,513,600	45.7	
2	JYOTI K. SHAH	840,000	15.27	840,000	15.27	
3	HARISH KOTIAN	0	0.00	0	0.00	
4	SHARAD KULKARNI	0	0.00	0	0.00	
5	KAVITA JAISWAL	0	0.00	0	0.00	

**VII. INDEBTEDNESS**

Indebtedness of the Company including interest outstanding/ accrued but not due for payment				
	Secured Loans excluding eposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial Year</b>				
i) Principal Amount	-	135,000.00	-	135,000.00
ii) Interest due but not paid	-	-	-	-
iii) Interest accrue but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	<b>135,000.00</b>	-	<b>135,000.00</b>
Change in Indebtedness during the financial year	-			
Additions	-	1,659,000.00	-	1,659,000.00
Reductions	-	(480,000.00)	-	(480,000.00)
<b>Net Change</b>	-	<b>1,179,000.00</b>	-	<b>1,179,000.00</b>
<b>Indebtedness at the end of the financial year</b>	-	-	-	-
i) Principal Amount	-	1,314,00.00	-	1,314,00.00
ii) Interest due but not paid	-	-	-	-
iii) Interest accrue but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	<b>1,314,00.00</b>	-	<b>1,314,00.00</b>

**VIII. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

<b>A. Remuneration to Managing Director, Whole Time Director and / or Manager:</b>			
Sr. No.	Particulars of Remuneration	Name of the WTD/ MD/ Manager	
		Mr. Kishor A. Shah	
1	<b>Gross Salary</b>		
	(a) Salary as per provisions containe in section 17(1) of the Income Tax Act, 1961	1,40,000/-	1,40,000/-
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-
	(c) Profits in lieu of salary under	-	-
2	Stock option	-	-
3	Sweat Equity	-	-
4	Commission	-	-
	As % of profit	-	-
	Others (specify)	-	-
5	Others, please specify	-	-
	<b>Total (A)</b>	<b>1,40,000/-</b>	<b>1,40,000/-</b>
	<b>Ceiling as per the Act</b>	<b>N.A.</b>	<b>N.A.</b>

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

<b>C. Remuneration to Key Managerial Personnel Other Than MD/ Manager/ WTD:</b>			
Sr. No.	Particulars of Remuneration	Name of the Company Secretary	
		Kavita Jaiswal	
1	<b>Gross Salary</b>		
	(a) Salary as per provisions containe in section 17(1) of the Income Tax Act, 1961	90,000/-	90,000/-

	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-
	(c) Profits in lieu of salary under	-	-
2	Stock option	-	-
3	Sweat Equity	-	-
4	Commission	-	-
	As % of profit	-	-
	Others (specify)	-	-
5	Others, please specify	-	-
	<b>Total (A)</b>	90,000/-	90,000/-
	<b>Ceiling as per the Act</b>	<b>N.A.</b>	<b>N.A.</b>

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

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

For and on behalf of the Board of Directors

sd/-  
Kishor A. Shah  
(Chairman & Managing Director)  
(Din: 00015575)

Place: Mumbai  
Date: 9<sup>th</sup> August, 2019

**Annexure – IV**

**Certificate under Regulation 34(3) of SEBI Listing Regulations**

We have examined the relevant records, registers, forms, and documents of Supra Pacific Management Consultancy Limited (the company), having CIN L74140MH1986PLC039547 and registered office at 1/203, Vishal Complex, Narsing Lane, Malad (West), Mumbai – 400 064, maintained and produced before us, and the records available in public domain, for the year ended 31<sup>st</sup> March, 2019 for the purpose of issuing the certificate under regulation 34(3), read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

Based on our examination of the records, documentation as well as information and explanation furnished to us, including the disclosures from the Directors of the company, which to the best of our knowledge and belief were necessary for the purposes of certification, we hereby certify that in our opinion and according to the best of our information and belief, none of the Directors on the Board of the company have been debarred or disqualified from being appointed or continuing as Director of company.

**For VKM & Associates,  
Practicing Company Secretaries.**

sd/-  
**(Vijay Kumar Mishra)**  
Partner  
M. No. F 5023

Place: Mumbai  
Date: 9<sup>th</sup> August, 2019

## Report on Corporate Governance of

### Company's Philosophy on Corporate Governance

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

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

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

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

#### Board of Directors

##### Composition:

The Board of Directors has four members; three out of four are Non- Executive Directors (NEDs) who bring in a wide range of skills and experience to the Board. The Company has a Executive Chairman and 50% of the Board of Directors is Independent Directors. The composition of the Board is in conformity with Clause 49 of the Listing Agreement.

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

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

Name of the Director	Business Relationship	Category of Directorship	No. of other Director Ships	** No of other Committee Memberships	
				Chairman	Member
Mr. Kishor A. Shah	Chairman cum Managing Director	Promoter & Executive	2	-	2
Mrs. Jyoti K. Shah	Director cum CFO	Promoter	2	-	6
Mr. Harish Kotian	Director	Independent	2	4	4
Mr. Sharad Kulkarni	Director	Independent	2	4	4
Mr. Nitin Phadke	Director	Independent	1	2	2

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



**Number of Board Meetings, attendance at Board Meetings and previous Annual General meeting**

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

<b>Name of the Director</b>	<b>No. of Board Meetings attended during the year</b>	<b>32<sup>nd</sup> AGM held on 27<sup>th</sup> September, 2018 Attended</b>	<b>Remarks</b>
Mr. Kishor A. Shah	9	Yes	
Mrs. Jyoti K. Shah	9	Yes	
Mr. Harish Kotian	9	Yes	
Mr. Sharad Kulkarni	9	No	
Mr. Nitin Phadke	6	No	

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

**Dates of Board Meetings:**

11<sup>th</sup> April 2018, 28<sup>th</sup> May 2018, 20<sup>th</sup> July 2018, 31<sup>st</sup> July 2018, 11<sup>th</sup> August 2018, 20<sup>th</sup> August 2018, 10<sup>th</sup> October 2018, 26<sup>th</sup> October 2018 and 7<sup>th</sup> February 2019.

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

**Committees of Directors:**

**Audit Committee**

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

The Board delegated the following powers to the Audit Committee:

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

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

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

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

Sr. No.	Name of the Director	Designation	No. of Meetings attended during 2018-2019	Remarks
1	Mr. Harish Kotian	Chairman	4	
2	Mr. Sharad Kulkarni	Member	4	
3	Mr. Nitin Phadke	Member	1	
4	Ms. Jyoti K. Shah	Member	3	

All the above Directors are Non- Executive & Independent except Mrs. Jyoti K. Shah.

The Audit Committee met four times during the year under review. The Committee meeting were held on 28<sup>th</sup> May 2018, 11<sup>th</sup> August 2018, 26<sup>th</sup> October 2018 & 2<sup>nd</sup> February 2019.

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

#### **Nomination & Remuneration Committee:**

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

Sr. No	Name of the Director	Designation	No. of Meetings attended during 2018- 2019	Remarks
1	Mr. Sharad Kulkarni	Chairman	4	
2	Mr. Harish Kotian	Member	4	
3	Mr. Nitin Phadke	Member	1	
4	Mrs. Jyoti K. Shah	Member	3	

All the above Directors are Non- Executive & Independent except Mrs. Jyoti K. Shah.

The Nomination & Remuneration Committee met four times during the year under review. The Committee meeting were held on 28<sup>th</sup> May 2018, 11<sup>th</sup> August 2018, 26<sup>th</sup> October 2018 & 2<sup>nd</sup> February 2019.

#### **Terms of Reference:**

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

#### **Remuneration Policy:**

##### **Non-Executive Directors**

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

##### **Executive Directors**

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

**Remuneration to Directors:**

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

Name	Salary (Rs.)	Commission paid in 2018-2019	Perquisites (Rs.)	Retirement Benefit (Rs.)	Total (Rs.)
Mr. Kishor A. Shah	140,000/-	Nil	Nil	Nil	140,000/-

**Stakeholders' Grievance Committee**

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

Name of the Director	Designation	Category of Directorship
Mr. Nitin Phadke	Chairman	Non-Executive & Independent
Mr. Sharad Kulkarni	Chairman	Non-Executive & Independent
Mr. Harish Kotian	Member	Non-Executive & Independent
Mrs. Jyoti K.	Member	Wholtime Director & CFO

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

**Risk Management Committee:**

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

Sr. No	Name of the Director	Designation	No. Of Meetings attended during 2018 -2019	Remarks
1	Mr. Nitin Phadke	Chairman	1	
2	Mrs. Harish Kotian	Chairman	3	
2	Mrs Jyoti K. Shah	Member	4	
3	Mr. Sharad Kulkarni	Member	4	

The Risk Management Committee met four times during the year under review. The Committee meeting were held on 28<sup>th</sup> May 2018, 11<sup>th</sup> August 2018, 26<sup>th</sup> October 2018 & 2<sup>nd</sup> February 2019.

**General Body Meetings**

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

Financial Year ended	Day & Date	Time	Venue
30 <sup>th</sup> AGM	20 <sup>th</sup> September, 2016	12.00 noon	Registered Office
31 <sup>st</sup> AGM	27 <sup>th</sup> September, 2017	12.00 noon	Registered Office
32 <sup>nd</sup> AGM	27 <sup>th</sup> September, 2018	10.00 am	Corporate Office

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

**Disclosures**

Postal Ballot: Nil  
Special Resolution: Nil

### **Whistle Blower Policy**

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

### **Policy to prevent sexual harassment at the workplace**

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

Details of Non-compliance:

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

### **Means of Communication:**

The quarterly results are published in the two newspapers viz. Financial Express and Mumbai Lakshdeep. Official news releases and presentations made to analysts are sent to the Stock Exchanges, where the Company's shares are listed.

### **Shareholder Information:**

#### **i. Annual General Meeting**

Date: 27.09.2019

Time: 10.00 a.m.

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

#### **ii. Financial Calendar**

##### **Schedule Financial reporting for**

Quarter ending June 30, 2019 : Mid of August 2019

Quarter ending Sept. 30, 2019 : End of November 2019

Quarter ending Dec. 31, 2019 : End of February 2020

Quarter ending March 31, 2020 : End of May 2020

Annual General Meeting for the  
Year ended March 31, 2019 : End of September 2019

**iii. Dates of Book Closure** : 21.09.2019 to 27.09.2019 (both days inclusive)

**iv. Dividend payment date** : No dividend declared.

**v. Listing on Stock Exchanges at** : BSE Limited, Mumbai

**vi. Demat ISIN Number in NSDL and CDSL** : INE268T01015

**vii. Stock Market Data :**

(in Rupees)

Year 2018-2019	Bombay Stock Exchange	
	Month's High Price	Month's Low Price
April, 2018	-	-
May, 2018	18.10	16.00
June, 2018	15.95	15.95
July, 2018	-	-
August, 2018	-	-
September, 2018	-	-
October, 2018	15.95	15.95
November, 2018	-	-
December, 2018	16.50	16.50
January, 2019	-	-
February, 2019	-	-
March, 2019	-	-

**viii. Registrar and Share Transfer Agent :**

Purva Share Registry (India) Pvt. Ltd.,  
9, Shiv Shakti Industries Estate,  
J.R. Boricha Marg, Lower Parel (E),  
Mumbai – 400 011.  
Tel 022 23016761/ 23012517

**ix. Share Transfer System :**

Share Transfers are registered and returned within a period of 30 days from the date of receipt, if the documents are clear in all respects. The power to approve transfer of securities has been delegated by the Board to the Shareholders / Investors Grievance and Share Transfer Committee, which meets once in a fortnight. Share transfer requests are processed within an average of 15 days from the date of receipt. Letters are sent to the shareholders after transfer of shares in their names giving an option for dematerialization of shares of the physical shares. Physical shares are dematerialization, share certificates are dispatched by Registered Posts.

**x. (a) Distribution of Shareholding (as on 31.03.2019):**

Share holding of Nominal Value of	For the Year 2018 – 2019			
	No. of Shareholders	% to Total	In Rupees	% to Total
Upto 5,000	1,142	91.36	1,838,860	3.34
5,001 – 10,000	64	5.12	612,000	1.11
10,001 – 20,000	14	1.12	247,190	0.45
20,001 – 30,000	7	0.56	155,000	0.28
30,001 – 40,000	1	0.08	40,000	0.07
40,001 – 50,000	0	0.00	0	0.00
50,001 – 100,000	6	0.48	552,600	1.00
100,001 & above	16	1.28	51,562,350	93.74
	<b>1250</b>	<b>100</b>	<b>55,008,000</b>	<b>100.00</b>

**(b) Categories of Shareholders (as on 31.03.2019)**  
For the period 2018-2019

	<b>Categories</b>	<b>No. of Shares held</b>	<b>% of Shareholders</b>
<b>A</b>	<b>Promoter's holding</b>		
a.	Promoters		
	Indian Promoters	3,607,500	65.58
	Foreign Promoters	-----	-----
b.	Person acting in concert	-----	-----
	Sub-total	3,607,500	65.58
<b>B</b>			
<b>1</b>	<b>Institutional Investors</b>		
a	Mutual Funds and UTI	-----	-----
b	Banking, financial institutions/ Insurance Companies	-----	-----
c	FIIIs	-----	-----
d	Others	-----	-----
<b>2</b>	<b>Non- Institutions</b>		
a	Bodies Corporate	925,601	16.83
b	Indian Public	376,076	6.84
c	NRI	591,350	10.75
d	HUF	273	0.00
	Sub- total	1,893,300	34.42
	<b>Grand Total</b>	<b>5,500,800</b>	<b>100.00</b>

**xi. Dematerialization of shares and Liquidity:**

Over 89.51% of the shares have been dematerialized up to 31<sup>st</sup> March, 2019. There are 4,578,874 and 345,026 shares are demated in the NSDL and CDSL Depository respectively, to whom all company's mailers and Annual Reports are dispatched in addition to registered members. The shares of the Company are listed in Mumbai Stock Exchange and hence facilitate liquidity.

**xii. Address for correspondence:**

**Supra Pacific Management Consultancy Limited**

402, 4<sup>th</sup> Floor, Apollo Complex, Dr. R.K. Sing Marg,  
Andheri (East), Mumbai – 400 069.

☎ 28240444

**CEO / CFO CERTIFICATION**

The Board of Directors,  
**SUPRA PACIFIC MANAGEMENT  
CONSULTANCY LIMITED**  
1/203, Vishal Complex,  
Narsing Lane, Off. S.V. Road,  
Malad (West), Mumbai – 400 064

We hereby certify that:

- (a) We have reviewed financial statements and the cash flow statement for the year ended 31<sup>st</sup> March 2019 and that to the best of our knowledge and belief;
- 1) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
  - 2) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) No transaction is entered into by the company during the year which is fraudulent, illegal or violative of the Company's Code of Conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit Committee:
- 1) Significant changes in internal control over financial reporting during the year.
  - 2) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - 3) Instances of significant fraud of which we have become aware and the involvement there in, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

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

sd/-  
**Jyoti Shah**  
Director & CFO  
(DIN: 00020912)

**Place: Mumbai**  
**Date: 9<sup>th</sup> August, 2019**

**COMPLIANCE CERTIFICATE**

To  
The Members of

**SUPRA PACIFIC MANAGEMENT CONSULTANCY LIMITED**

It is hereby certified and examined that as provided in Clause 49 I (D) of the listing agreement with the stock exchanges, the Board members and the Senior Management personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the financial year ended 31<sup>st</sup> March 2019.

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

**Registered Office:**

1/203, Vishal Complex,  
Narsing Lane, Off. S.V. Road,  
Malad (West),  
Mumbai – 400 064

**Place: Mumbai**  
**Date: 9<sup>th</sup> August, 2019**

sd/-  
**Kishor A. Shah**  
**Managing Director**  
**(DIN: 00015575)**



## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Directors are pleased to present the Management Discussion and Analysis Report for the year ended 31<sup>st</sup> March, 2019.

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

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

### **1. INDUSTRY STRUCTURE AND DEVELOPMENTS**

The last year (2018-2019) was successful in capital market and the stock market was on their height. There was good development in Primary market and SME platform. The Company sees the good opportunity and development in coming years.

### **2. OPPORTUNITY AND THREATS**

#### **Opportunities**

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

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

In Stock Market or Capital Market, the first and foremost thing of strength is its ability to provide high return. SEBI is a regulatory body of Indian stock market which protects the interest of the investors which is an added benefit of Stock Market. Large number of securities which provides medium for investment and thus people can make money by way of investing wisely in Stock Market. Large numbers of Brokers are there in Market who plays a role of facilitator for investment.

#### **Threats & Concerns**

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

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

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

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

### **3. SEGMENTWISE PERFORMANCE**

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

### **4. OUTLOOK**

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

### **5. RISKS AND CONCERNS**

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

The program covers all potential risks relating to business operations of the Company at its various locations.

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

### **6. INTERNAL CONTROL SYSTEMS**

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

### **7. FINANCIAL PERFORMANCE**

The Company has achieved a turnover of Rs.29.94 Lacs during the current year as against Rs.52.69 Lacs in previous year. During the current year Company has earned profit of Rs. 14.07 Lacs as against profit of Rs. 3.78 lacs in the previous financial year.

### **8. HUMAN RESOURCE AND INDUSTRIAL RELATIONS**

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

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

**9. INSURANCE**

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

**10. CAUTIONARY STATEMENT**

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

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

**sd/-  
Kishor A. Shah  
Managing Director  
(DIN: 00015575)**

**Place: Mumbai  
Date: 9<sup>th</sup> August, 2019**

**PRACTISING COMPANY SECRETARY'S CERTIFICATE**  
**ON CORPORATE GOVERNANCE**

To,  
The Members of  
**Supra Pacific Management Consultancy Limited**

We have examined the Compliance of Corporate Governance by Supra Pacific Management Consultancy Limited for the year ended 31<sup>st</sup> March, 2019 as stipulated in Clause 49 of the Listing Agreement of the Company with Stock Exchange.

The Compliance of Conditions of Corporate Governance is the responsibility of the management. Our Examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the corporate governance. It is neither an audit nor an expression of opinion on the financial Statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of corporate governance as stipulated in the above mentioned listing agreement. Based on such review in our opinion the Company has complied with the conditions of corporate governance except not having whole time Company Secretary in the Company.

We state that generally no investor grievances are pending for a period exceeding one month against the company as per the records maintained by the Company.

We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

**For VKM & Associates,  
Practicing Company Secretaries.**

sd/-  
**(Vijay Kumar Mishra)**  
**Partner**  
**M. No. F 5023**

**Place: Mumbai**  
**Date: 9<sup>th</sup> August, 2019**

## **INDEPENDENT AUDITORS' REPORT**

To,  
**The Members of SUPRA PACIFIC MANAGEMENT CONSULTANCY LIMITED**

### **1. Report on the Financial Statements**

We have audited the accompanying financial statements of **SUPRA PACIFIC MANAGEMENT CONSULTANCY LIMITED ("the Company")**, which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss, Statement of Cash Flows for the year then ended, and a summary of the significant accounting policies and other explanatory information.

### **2. Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134 (5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **3. Auditors' Responsibility**

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

#### **4. Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Ind. As specified under section 133 of the Act, of the state of affairs (financial position) of the company as at 31st March 2019, and its profit and loss account (financial performance including other comprehensive Income), its cash flow and the changes in equity for the year ended on that date.

#### **5. Emphasis of Matters**

1. Notes to the financial statements which describe the uncertainty related to the outcome of the pendency's of appeals and legal matters filed by the company as well as against the company.

Our opinion is not modified in respect of these matters.

#### **6. Report on Other Legal and Regulatory Requirements**

- (i) As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in the paragraph 3 and 4 of the Order.
- (ii) As required by Section 143 (3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss and the cash flow statement dealt with by this Report are in agreement with the books of account.
  - d) Except for the matter prescribed in para 4 above, in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act; and
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operative effectiveness of such controls, refer to our separate report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting; and

- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i) The company has disclosed the impact of pending litigations on its financial position in its financial statements-Refer Note No.19 (a).
  - ii) The Company does not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For Agrawal Jain and Gupta**  
**Chartered Accountants**  
**Firm Registration No.: 013538C**

**sd/-**  
**(Narayan Swami)**  
**Partner**  
**M.NO: 409759**

**Place: Mumbai**  
**Date: 30<sup>th</sup> May 2019**

**Annexure A to the Independent Auditors' Report**  
**[Referred to in paragraph 6 (i) of our report of even date]**

- i. (a) The Company is maintaining proper record showing full particulars, including quantitative details and situation of fixed assets.
- (b) The fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies found.
- (c) The company does not have any immovable property and hence paragraph 3(i)(c) of the Order is not applicable.
- ii. The Company does not have any inventory and hence paragraph 3(ii) of the order is not applicable.
- iii. The Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Act and therefore paragraph 3 (iii) of the order is not applicable.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Act, with respect to the loans given and investments made.
- v. According to the information and explanations given to us, the Company has not accepted any deposits. Hence paragraph 3 (v) of the order is not applicable.
- vi. The company does not qualify the prescribed criteria as specified in Companies (Cost Records and Audit) Rules, 2014, and therefore is not required to maintain the cost records as prescribed under Section 148 (1) of the Act. Hence paragraph 3 (vi) of the order is not applicable.
- vii. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, income-tax, service tax, goods and service tax and other material statutory dues, as applicable. As explained to us. Further, there are below undisputed amounts (excluding Interest) payable outstanding as at 31 March, 2019 for a period of more than six months from the date they become payable.

S/no.	Particular	Year	Amount
1	Income tax (Self-Assessment Tax)	A.Y. 2018-19	13,20,600/-
2	Income tax (Self-Assessment Tax)	A.Y. 2017-18	8,58,960/-
3	Income tax (Self-Assessment Tax)	A.Y. 2016-17	77,84,590/-
4	Income tax (Self-Assessment Tax)	A.Y. 2015-16	6,50,315/-

- (b) According to the information and explanations given to us, the company doesn't have any disputed dues as on 31-03-2019 and hence paragraph 3 (vii) (b) of the Order is not applicable.
- viii. According to the information and explanations given to us, there are no loans or borrowings from any financial institution, banks, government or debenture holders and therefore paragraph 3(viii) of the Order is not applicable.
- ix. According to the information and explanations given to us, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) or by way term loan and hence paragraph 3(ix) of the order is not applicable.
- x. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.



- xi. According to the information and explanation given to us and based on our examination of the records of the company, the company has paid for managerial remuneration in accordance with the requisite approvals as mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. According to the information and explanations give to us and based on our examination of the records, during the year the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures. Accordingly, paragraph 3 (xiv) of the order is not applicable.
- xv. According to the information and explanations given to us and based on our examination of the records, during the year the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xvi. To the best of our knowledge and according to the information and explanations given to us, the company has registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For Agrawal Jain and Gupta**  
**Chartered Accountants**  
**Firm Registration No.: 013538C**

**sd/-**  
**(Narayan Swami)**  
**Partner**  
**M.NO: 409759**

**Place: Mumbai**  
**Date: 30th May 2019**

**Annexure - B to the Independent Auditors' Report**  
**[Referred to in paragraph 6 (ii) (f) of our report of even date]**

**Report on the Internal Financial Controls Over Financials Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act") of Supra Pacific Management Consultancy Limited**

We have audited the internal financial controls over financial reporting of **SUPRA PACIFIC MANAGEMENT CONSULTANCY LIMITED** ("the Company") as of March 31, 2019 in conjunction with our audit of the financial statements of the Company for the year ended and as at on that date.

**Management's Responsibility for Internal Financial Controls**

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

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. The Guidance Note and those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls Over Financial Reporting**

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

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

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

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

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note.

**For Agrawal Jain and Gupta**  
**Chartered Accountants**  
**Firm Registration No.: 013538C**

sd/-  
**(Narayan Swami)**  
**Partner**  
**M.NO: 409759**

**Place: Mumbai**  
**Date: 30th May 2019**

**Balance Sheet as on 31st March, 2019**

(Amount in Rupees)

Particulars	Note No.	As at 31st March, 2019	As at 31st March, 2018
<b><u>I. Equity and Liabilities</u></b>			
<b>1. Shareholders' funds</b>			
Share capital	3	55,008,000	55,008,000
Reserves and surplus	4	1,514,088	106,511
<b>2. Non Current Liabilities</b>			
Long Term Provisions	5	157,451	-
<b>3. Current liabilities</b>			
Trade payables	6	110,838	369,238
Other Current Liabilities	7	3,147,891	1,734,986
Short-Term Provision	8	7,495,564	7,300,462
<b>TOTAL</b>		<b>67,433,832</b>	<b>64,519,197</b>
<b><u>II. Assets</u></b>			
<b>1. Non-current assets</b>			
Fixed assets			
Tangible assets	9	8,140	8,140
Non-current Investments	10	16,210,000	16,210,000
Long-term loans and advances	11	37,156,017	37,038,580
<b>2. Current assets</b>			
Cash and cash equivalents	12	182,879	80,853
Other Current Assets	13	13,876,795	11,181,624
<b>TOTAL</b>		<b>67,433,832</b>	<b>64,519,197</b>

Significant Accounting Policies and Notes on Financial Statements 1 to 27  
As per our attached report of even date

**For Agrawal Jain & Gupta**  
**Chartered Accountants**  
**Firm Registration No. 013538C**

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

sd/-  
**Kishor A Shah**  
**Managing Director**  
**(DIN: 000015575)**

sd/-  
**Narayan Swami**  
**Partner**  
**Membership No. 409759**

sd/-  
**Jyoti K. Shah**  
**Director**  
**(DIN: 00020912)**

**Place: Mumbai**  
**Date : 30th May, 2019**

**Place: Mumbai**  
**Date : 30th May, 2019**

**Statement of Profit and Loss for the year ended 31st March, 2019**

(Amount in Rupees)

Particulars	Note No.	For the year ended 31st March, 2019	For the year ended 31st March, 2018
<b>Income :</b>			
Income from Operation - Interest Income	14	2,994,635	5,269,118
<b>Total Income</b>		<b>2,994,635</b>	<b>5,269,118</b>
<b>Expenditure :</b>			
Employee benefit expenses	15	239,354	210,000
Depreciation and amortization expenses	9	-	-
Other expenses	16	853,150	3,418,136
<b>Total Expenditure</b>		<b>1,092,504</b>	<b>3,628,136</b>
<b>Profit before tax</b>		<b>1,902,131</b>	<b>1,640,982</b>
<b>Tax expense</b>			
Current tax		(494,554)	(1,262,072)
Deferred Tax		-	-
<b>Profit for the year</b>		<b>1,407,577</b>	<b>378,910</b>
Earnings per share: Basic and Diluted	19	0.26	0.07

Significant Accounting Policies and Notes on Financial Statements 1 to 27  
As per our attached report of even date

**For Agrawal Jain & Gupta**  
**Chartered Accountants**  
**Firm Registration No. 013538C**

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

sd/-  
**Kishor A Shah**  
**Managing Director**  
**(DIN: 000015575)**

sd/-  
**Narayan Swami**  
**Partner**  
**Membership No. 409759**

sd/-  
**Jyoti K. Shah**  
**Director**  
**(DIN: 00020912)**

**Place: Mumbai**  
**Date : 30th May, 2019**

**Place: Mumbai**  
**Date : 30th May, 2019**

Cash Flow Statement for the year ended 31st March, 2019

(Amount in Rupees)

	Particulars	2018-2019	2017-2018
<b>A</b>	<b>Cash Flow From Operating Activities</b>		
	Net Profit before Taxation and Extra Ordinary Item	1,407,577	1,640,982
	<b>Adjustment For:</b>		
	Interest Income	-	-
	Depreciation	-	-
	<b>Operating Profit Before Working Capital Changes</b>	1,407,577	1,640,982
	<b>Increase/Decrease in:</b>		
	Trade Payable	(258,400)	247,026
	Other Current Liabilities	1,765,458	357,040
	Long Term Loans and Advances	-	11,425)
	Trade Receivable	-	-
	Other Current Assets	2,812,608)	(1,659,206)
	<b>Cash Generation From Operations</b>	102,027	574,417
	Taxes Paid	-	526,912)
	<b>Cash Flow From Operating Activities</b>	102,027	47,505
<b>B</b>	<b>Cash Flow From Investing Activities</b>		
	(Purchase)/Sale of Investments	-	-
	Interest Income	-	-
	<b>Net Cash From Investing Activities</b>	-	-
<b>C</b>	<b>Cash Flow From Financial Activities</b>		
	Written off Issue Expenses	-	-
	<b>Net Cash Flow In Financing Activities</b>	-	-
	<b>Net Increase In Cash and Cash Equivalents (A+B+C)</b>	102,027	47,505
	Opening Balance Of Cash and Cash Equivalents	80,853	33,348
	Closing Balance Of Cash and Bank Equivalents	182,880	80,853
	Cash and Cash Equivalent Includes:		
	Cash in Hand	3,620	54,128
	Balance with Banks	119,259	26,725
	<b>Total</b>	182,879	80,853

For Agrawal Jain & Gupta  
Chartered Accountants  
Firm Registration No. 013538C

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

sd/-  
Kishor A Shah  
Managing Director  
(DIN: 000015575)

sd/-  
Narayan Swami  
Partner  
Membership No. 409759

sd/-  
Jyoti K. Shah  
Director  
(DIN: 00020912)

Place: Mumbai  
Date : 30th May, 2019

Place: Mumbai  
Date : 30th May, 2019

## NOTES FORMING PART OF FINANCIAL STATEMENTS

### 1. Company Background

Supra Pacific Management Consultancy Limited is a Limited Company domiciled in Maharashtra, India and is incorporated under the provisions of the Companies Act, 1956. The Company is a registered as a Non Deposit-taking and Non Systematically Important NBFC with RBI.

### 2. Statement of Significant Accounting Policies

#### 2.1 Method of Accounting:

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

#### 2.2 Fixed Assets:

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

#### 2.3 Depreciation:

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

#### 2.4 Revenue Recognition:

##### a) Interest Income:

Interest is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable. Income booked to the extent confirm by the management.

#### 2.5 Taxes on income:

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

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

#### 2.6 Investments:

Investments held by the Company are of long term in nature and are stated at cost, provision for diminution in the value is not recognised due to decline temporary in nature.

#### 2.7 Contingent Liabilities & Provisions:

##### Contingent Liabilities:

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable then outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The company does not recognize any contingent liability but discloses its existence in the financial statements.

##### Provisions:

(a) As per the prudential norms on Income Recognition, Asset Classification with reference to

Master Circular No. DNBR (PD) CC.No.043/03.10.119/2015-16 dated July1, 2015. The Board has transferred 0.40% of standard assets (Total of Loans & Advances given) in "Contingent provision against Standard Assets".

(b) As per the requirement of sec. 45-IC of the Reserve Bank of India Act, 1934, the Board of Directors has created a Special Reserve Account to transfer 20% of the net profit of the year.

**2.8 Cash and Cash Equivalents:**

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

**2.9 Earnings Per Share:**

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

**2.10 Impairment of Assets:**

Pursuant to Accounting Standard (AS-28) Impairment of Assets, the Company assessed its fixed assets for impairment as at March 31, 2019 and concluded that there has been no significant impaired fixed asset that needs to be recognised in the books of account.

**2.11 Cash flow statement::**

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

**3. Share Capital**

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

Particulars	As at 31st March, 2019		As at 31st March, 2018	
	Number	Amount in Rs.	Number	Amount in Rs.
<b>Authorised</b>				
Equity Shares of Rs. 10/-each	6,000,000	60,000,000	6,000,000	60,000,000
	<b>6,000,000</b>	<b>60,000,000</b>	<b>6,000,000</b>	<b>60,000,000</b>
<b>Issued, Subscribed and Paid up</b>				
Equity Shares of Rs. 10/- each	5,500,800	55,008,000	5,500,800	55,008,000
	<b>5,500,800</b>	<b>55,008,000</b>	<b>5,500,800</b>	<b>55,008,000</b>

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



### 3.2 Reconciliation of the outstanding number of shares

Particulars	Equity Shares		Equity Shares	
	As at 31st March, 2019		As at 31st March, 2018	
	Number	Amount in Rs.	Number	Amount in Rs.
Shares outstanding at the beginning of the year	5,500,800	55,008,000	5,500,800	55,008,000
<b>Add:</b> Shares Issued during the year	-	-	-	-
<b>Less:</b> Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	<b>5,500,800</b>	<b>55,008,000</b>	<b>5,500,800</b>	<b>55,008,000</b>

### 3.3 The details of shareholders holding more than 5% shares

Name of Shareholder	As at 31st March, 2019		As at 31st March, 2018	
	No. of Equity Shares held	% of Holding	No. of Equity Shares held	% of Holding
Kishor A Shah	2,513,600	45.70%	2,513,600	45.70%
Jyoti K. Shah	840,000	15.27%	840,000	15.27%

### 4. Reserves and Surplus

Particulars	As at 31st March, 2019	As at 31st March, 2018
	Amount in Rs.	Amount in Rs.
<b>(a) Special Reserve Account</b>		
Opening Balance	-	-
Add: Transfer from Surplus in the Statement of Profit and Loss	<b>281,515</b>	-
<b>Total</b>	<b>281,515</b>	-
<b>(b) Surplus (Deficit) in the Statement of Profit and Loss:</b>		
Opening balance	<b>106,511</b>	(272,399)
Add: Profit for the year	<b>1,407,577</b>	378,910
Less: Transfer to Special Reserve Account	<b>281,515</b>	-
<b>Total</b>	<b>1,232,572</b>	<b>106,511</b>
<b>Total</b>	<b>1,514,088</b>	106,511

5. Long Term Provisions

Particulars	As at 31st March, 2019	As at 31st March, 2018
	Amount in Rs.	Amount in Rs.
<b>Employee Benefit (Unfunded)</b>		
Provision for Gratuity	9,342	-
Provision for Leave Encashment	-	-
Contingent Provisions against Standard Assets	148,109	-
<b>Total</b>	<b>157,451</b>	<b>-</b>

6. Trade Payables

Particulars	As at 31st March, 2019	As at 31st March, 2018
	Amount in Rs.	Amount in Rs.
-Due to Micro and Small Enterprises (Refer Note No.22)	-	-
-Due to others	110,838	369,238
<b>Total</b>	<b>110,838</b>	<b>369,238</b>

7. Other Current Liabilities

Particulars	As at 31st March, 2019	As at 31st March, 2018
	Amount in Rs.	Amount in Rs.
Outstanding Expenses	333,891	399,986
Trade Advances	2,814,000	1,335,000
<b>Total</b>	<b>3,147,891</b>	<b>1,734,986</b>

8. Short-Term Provisions

Particulars	As at 31st March, 2019	As at 31st March, 2018
	Amount in Rs.	Amount in Rs.
-		
Provisions for Taxation (Net of TDS)	7,495,552	7,300,462
Provision for Expenses - Listing fees	-	-
Provisions for Employee Benefit (Unfunded)	-	-
Provision for Gratuity	12	-
<b>Total</b>	<b>7,495,564</b>	<b>7,300,462</b>

9. Fixed Assets

Sr. No	Particulars	GROSS BLOCK			DEPRECIATION			NET BLOCK		
		As on 1st April, 2018	Addition / Deduction During the Year	As on 31st March, 2019	As on 1st April, 2018	Depreciation For the Year	Depr. reversed due to sale of asset	As on 31st March, 2019	As on 31st March, 2019	As on 31st March, 2018
	<b>Tangible Assets :</b>									<b>1</b>
1	Office Equipment	147,400	-	147,400	140,030	-	-	140,030	7,370	7,370
2	Furniture & Fixture	241,689	-	241,689	240,920	-	-	240,920	769	769
3	Computers	60,200	-	60,200	60,199	-	-	60,199	1	1
	<b>Total</b>	<b>449,289</b>	<b>-</b>	<b>449,289</b>	<b>441,149</b>	<b>-</b>	<b>-</b>	<b>441,149</b>	<b>8,140</b>	<b>8,140</b>
	<b>Previous Year</b>	<b>449,289</b>	<b>-</b>	<b>449,289</b>	<b>441,149</b>	<b>-</b>	<b>-</b>	<b>441,149</b>	<b>8,140</b>	<b>8,140</b>

10. Non Current Investments

Particulars	As at 31st March, 2019	As at 31st March, 2018
	Amount in Rs.	Amount in Rs.
<b>INVESTMENT (AT COST) :</b>		
<b>A . QUOTED EQUITY SHARES :</b>		
(1) 131,000 (Previous Year: 131,000) Equity Shares of Mid East Portfolio Management Ltd (FV:Rs.10/-)	1,310,000	1,310,000
<b>TOTAL</b>	<b>1,310,000</b>	<b>1,310,000</b>
<b>B . UNQUOTED SHARES :</b>		
(1) 149,000 (Previous Year: 149,000) 11% Cumulative Preference Shares of Mideast Portfolio Management Ltd (FV:Rs.100/-)	14,900,000	14,900,000
<b>TOTAL</b>	<b>14,900,000</b>	<b>14,900,000</b>
<b>TOTAL ( A + B )</b>	<b>16,210,000</b>	<b>16,210,000</b>
<b>AGGREGATE MARKET VALUE OF QUOTED INVESTMENTS</b>	<b>877,700</b>	<b>256,710</b>

11. Long-term Loans and Advances

Particulars	As at 31st March, 2019	As at 31st March, 2018
	Amount in Rs.	Amount in Rs.
<b>(Unsecured, Considered good)</b>		
Loan to others	37,027,155	37,027,155
CGST	46,731	5,713
SGST	46,731	5,713
Advances to others	35,400	-
<b>Total</b>	<b>37,156,017</b>	<b>37,038,581</b>

12. Cash and Cash Equivalentents

Particulars	As at 31st March, 2019	As at 31st March, 2018
	Amount in Rs.	Amount in Rs.
Balance with Banks	119,259	26,725
Cash on hand	63,620	54,128
<b>Total</b>	<b>182,879</b>	<b>80,853</b>

13. Other Current Assets

Particulars	As at 31st March, 2019	As at 31st March, 2018
	Amount in Rs.	Amount in Rs.
Interest Receivable	13,876,795	11,181,624
<b>Total</b>	<b>13,876,795</b>	<b>11,181,624</b>

14. Income from Operation

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
	Amount in Rs.	Amount in Rs.
Interest Income	2,994,635	5,269,118
<b>Total</b>	<b>2,994,635</b>	<b>5,269,118</b>

**15. Employee Benefits Expenses**

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
	Amount in Rs.	Amount in Rs.
Directors Remuneration	140,000	210,000
Salaries	90,000	-
Gratuity provision	9,354	-
<b>Total</b>	<b>239,354</b>	<b>210,000</b>

**16. Other Expenses**

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
	Amount in Rs.	Amount in Rs.
Listing Fees	250,000	287,500
Sundry Balance write off	-	2,898,000
Legal and Professional charges	159,775	27,205
Payment to Auditors (Refer Note No.16)	35,000	30,000
Computer Software & Maint charges	6,600	5,500
Postage, Telegram and Telephone Expenses	15,808	7,686
ROC Filing Fees	46,700	2,400
Bank charges	743	472
Interest on delayed payment of Maintenance Charges	13,062	650
Miscellaneous Charges	11,783	8,985
Advertisement charges	24,320	25,953
Membership, subscription fees	26,250	-
Demat Charges	115,000	123,785
Provision agaisnt standard assets	148,109	-
<b>Total</b>	<b>853,150</b>	<b>3,418,136</b>

**17. Managerial Remuneration:**

Particulars	2018-19	2017-2018
	Rs.	Rs.
Directors Remuneration	1,40,000	2,10,000
<b>TOTAL</b>	<b>1,40,000</b>	<b>2,10,000</b>

**18. Payment to the Auditors:**

Particulars	2018-19	2017-2018
	Rs.	Rs.
Audit Fees	35,000	30,000
GST	6,300	5,400
<b>TOTAL</b>	<b>41,300</b>	<b>35,400</b>

**19. Earnings Per Share:**

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

(Amount in Rupees)

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Net Profit after tax as Statement of Profit and Loss	14,07,577	3,78,910
Weighted average number of shares outstanding during the year	5,500,800	5,500,800
Basis and Diluted Earnings Per Share	0.26	0.07
Face Value Per Equity Share	10	10

**20. Taxes on Income:**

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961 and other applicable tax laws.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognized as an asset in the Balance Sheet when it is highly probable that future economic benefit associated with it will flow to the Company.

Deferred tax is recognized on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted as at the reporting date. Deferred tax liabilities are recognized for all timing differences. Deferred tax assets are recognized for timing differences of items other than unabsorbed depreciation and carry forward losses only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realized. However, if there is unabsorbed depreciation and carry forward of losses and items relating to capital losses, deferred tax

assets are recognized only if there is virtual certainty supported by convincing evidence that there will be sufficient future taxable income available to realize the assets. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each balance sheet date for their reliability.

Current and deferred tax relating to items directly recognized in reserves are recognized in reserves and not in the Statement of Profit and Loss. Deferred Tax Assets and Deferred Tax Liabilities are offset, if a legally enforceable right exists to set off current tax assets against current liabilities and the deferred tax assets and deferred tax liabilities relate to the same taxable entity and the same taxation authority.

**21. Related Party Disclosures:**

**21.1 The names of the related parties are as under:**

Name of related parties	Nature of relation
<b><u>Key Management Personnel:</u></b>	
Kishor A. Shah	Chairman cum Managing Director
Jyoti K. Shah	Director
Harish Ramappa Kotian	Director
Sharad Laxman Kulkarni	Director
Nitin Sharad Phadke	Director

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

**21.2 Details of Transactions:**

S/no.	Name	Transaction nature	Amount
1.	Kishor A Shah	Director Remunerations	140,000/-
2.	Kishor A Shah	Loan given to Company	1,314,000/-
3.	Mideast Portfolio Management Ltd	149,000 11% Cumulative Preference Shares of Rs 100/- each	14,900,000/-
4.	Mideast Portfolio Management Ltd	1,31,000 Quoted Equity Shares of Rs. 10/-Each	1,310,000/-

**22. Segment Reporting:**

The Company identifies primary segments based on the dominant source, nature of risks and returns and the internal organization and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit/loss amounts are evaluated regularly by the executive Management in deciding how to allocate resources and in assessing performance. The accounting policies adopted for segment reporting are in line with the accounting policies of the Company. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment.

Inter-segment revenue is accounted on the basis of transactions which are primarily determined based on market/fair value factors. Revenue, expenses, assets and liabilities which relate to the Company as a whole and are not allocable to segments on reasonable basis have been included under "unallocated revenue/expenses/assets/liabilities".

23. As per the information available with the Company and certified by them, total outstanding due to Small Enterprises as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 at the end of the year is Rs. Nil (Nil).
24. In the opinion of the Board, Current Assets, Loans and Advances have a value on realization in the ordinary course of business, at least equal to the amount at which they are stated.
25. All items of receipts and payments, Income & Expenditure wherever details, vouchers, supporting and or any sort of evidences not available are hereby approved confirmed, authenticated and certified by the management
26. Figures of the previous year have been regrouped and reclassified wherever necessary.
27. The amount in the Balance Sheet, and statement of Profit and Loss are rounded off to the nearest rupee.

Signature to Notes (1 to 27)

As per our attached report of even date.

**For Agrawal Jain & Gupta  
Chartered Accountants  
Ltd.  
Firm Registration No. 013538C**

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

sd/-  
**Narayan Swami  
Partner  
Membership No. 409759**

sd/-  
**Kishor A Shah  
Managing Director  
(DIN: 000015575)**

sd/-  
**Jyoti K. Shah  
Director & CFO  
(DIN: 00020912)**

**Place : Mumbai  
Date : 30<sup>th</sup> May, 2019**

**Place : Mumbai  
Date : 30<sup>th</sup> May, 2019**



**SUPRA PACIFIC MANAGEMENT CONSULTANCY LIMITED**  
Registered Office: 1/203, VISHAL COMPLEX, NARSING LANE, OFF. S.V. ROAD,  
MALAD (WEST), MUMBAI – 400 064  
Email Id: [info@suprapacific.com](mailto:info@suprapacific.com), Website: [www.suprapacific.com](http://www.suprapacific.com)  
TEL: 28240444\ 28216736

**33<sup>rd</sup> ANNUAL GENERAL MEETING**  
**PROXY FORM (MGT-11)**

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

Name of the Member (s)/ Representative:	
Registered Address	
E-mail id	
Folio No./DP Id and Client Id	

I/we, being the member(s) holding .....No. of Equity Shares of aforesaid mentioned Company hereby appoint:

1	Name	
	Address	
	E-mail Id	
	Signature	

Or Failing him/ her

2	Name	
	Address	
	E-mail Id	
	Signature	

Or Failing him/ her

3	Name	
	Address	
	E-mail Id	
	Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Thirty Third Annual General Meeting Of the Company to be held on Friday, 27<sup>th</sup> September 2019 at 10.00 a.m. at corporateoffice of the company at 402, 4<sup>th</sup> floor, Apollo Complex, R.K. Singh Marg, Andheri (E), Mumbai- 400 069, Maharashtra, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	For	Against
<b>Ordinary Business</b>			
1	To receive, consider and adopt the Audited financial statements of the company for the year ended March 31, 2019 including the Audited Balance Sheet as at 31 <sup>st</sup> March, 2019, and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors' & the Auditors' thereon.		
2	To re-appoint a Director in place of Mr. Kishor A. Shah (DIN: 000015575) who retires by rotation and being eligible, offers himself for re-appointment.		
3	To re-appoint the statutory Auditors of the Company, M/s. Agrawal Jain & Gupta Chartered Accountants, Mumbai (Firm Registration No. 013538C) and authorize Board of Directors to fix their remuneration.		
<b>Special Business</b>			
4	To increase borrowing limits upto Rs. 600.00 Crore (Rupees Six Hundred Crores Only) against the Bank Guarantee from any Bank		

Signed this.....day of ....., 2019

Member's Folio/DP ID and Client ID No.....

Signature of Proxy holder(s) .....

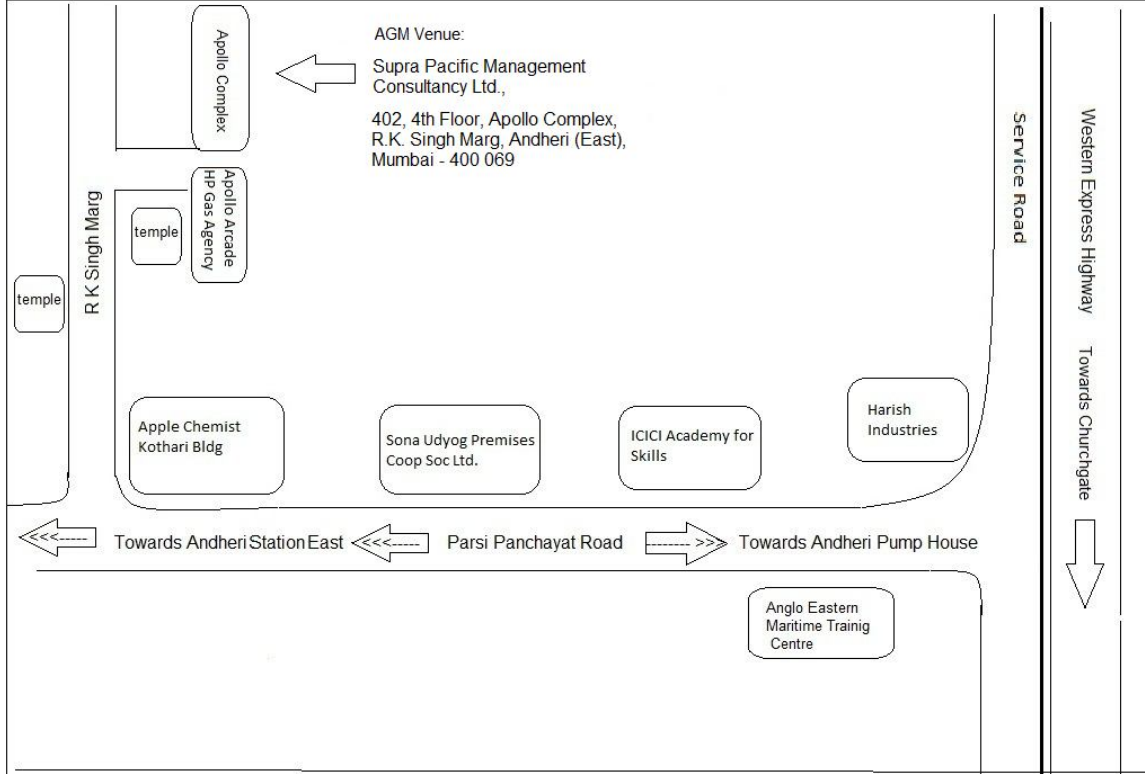
Signature of Proxy holder(s) .....

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statements and Notes, please refer to the Notice of the 33<sup>rd</sup> Annual General Meeting of the Company.
3. It is optional to indicate your preference. If you leave the 'For' or "Against" column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

Affix Rs. 1/- Revenue Stamp
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**AGM VENUE - LOCATION:**



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