



SUPRA PACIFIC
MANAGEMENT CONSULTANCY LIMITED

A Non-Banking Financial Company

(Shares listed at BSE)

CIN: L74140MH1986PLC039547

Regd. Office: No: 3, Ground Floor, Building No: 12,
Amar Niketan Nr. JB Nagar Post Office, JB Nagar,
Andheri East, Mumbai City, Maharashtra-400059, India

SUPRA PACIFIC MANAGEMENT CONSULTANCY LIMITED

CIN: L74140MH1986PLC039547

Registered Office: No: 3, Ground Floor, Building No: 12, Amar Niketan, Nr. JB Nagar Post Office, JB Nagar, Andheri East, Mumbai, Maharashtra, 400059

NOTICE OF POSTAL BALLOT

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

Dear Members,

This notice of postal ballot ("**Notice**") is hereby given pursuant to Sections 108 and 110 of the Companies Act, 2013, as amended from time to time (the "**Companies Act**") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time (the "**Management Rules**") including any statutory modification or re-enactment thereof for the time being in force, and other applicable provisions, if any, and the General Circular Nos.14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, and 20/2021 issued by the Ministry of Corporate Affairs, Government of India ("**MCA Circulars**"), seeking approval of the shareholders of Supra Pacific Management Consultancy Limited (the "**Company**") to the proposed special/ordinary resolution appended below by way of postal ballot (through remote e-voting only). This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars. Further, in compliance with the said MCA Circulars, hard copy of Postal Ballot Notice, Postal Ballot Forms and pre-paid business envelope, will not be sent to the shareholders for this Postal Ballot. The Company will send Postal Ballot Notice by email to all its shareholders who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will only take place through remote e-voting system.

The Board of Directors of the Company at its meeting held on 26.11.2022 proposes to obtain the consent of the shareholders by way of special/ordinary resolution through Postal Ballot and subject to approvals of statutory, regulatory or government authorities as may be required under applicable laws, proposed resolutions as enumerated in the notice, along with explanatory statement pertaining to the said resolutions, pursuant to Section 102(1) of the Companies Act, 2013, setting out the information and material facts, is appended herewith for your consideration. Shareholders are requested to carefully read the instructions indicated in this Notice and communicate their assent (for) or dissent (against) through remote e-voting only.

Pursuant to Rule 22(5) of the Management Rules, the Company has appointed Mr. Vivek Kumar, Practicing Company Secretary (M.No. F9353; CP No. 11036) as the scrutinizer (the "**Scrutinizer**") for conducting the postal ballot process & remote e-voting in a fair and transparent manner. The Scrutinizer is willing to be appointed and be available for the purpose of ascertaining the requisite majority.

Corporate Office: Door No-6/671-37, First Floor, Chakrampilly Avenue
Judgemukku, Thrikkakara, Edapally, Ernakulam, Kerala-682021
Tel: 0484-6725566 | E: Info@suprapacific.com | W: Suprapacific.com



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

The Scrutinizer will submit his report to the Chairman of the Company, or any other person authorized by Board in writing, after completion of scrutiny of postal ballot process in a fair and transparent manner. The results of the postal ballot will be announced on or before 5.00 P.M of 03.01.2023 and will be displayed on the website of the Company (i.e., www.suprapacific.com) and will be intimated to BSE Limited (the "**BSE**") where the Equity Shares of the Company are listed and shall also be intimated to Purva Sharegistry India Private Limited, the registrar and share transfer agents of the Company.

SPECIAL BUSINESS:

1. To consider and approve the appointment of Mr. Kanjirikkapallil Saithumhammad Anvar (DIN 09763977) as an Independent Non-executive Director of the Company.

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

"RESOLVED THAT, pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), consent of the shareholders/members be and is hereby accorded, to appoint Mr. Kanjirikkapallil Saithumhammad Anvar (DIN 09763977) as an Independent Non-Executive Director on the Board of the Company w.e.f. 19.10.2022 to hold office for a term up to 5 consecutive years."

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

2. Reclassification of Sanat Multitrade Private Limit from Promoters/ Promoter Group to "Public" shareholder category.

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

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



accorded for the reclassification of the shareholder, Sanat Multitrade Private Limit from "Promoters/ Promoter Group" category to "Public" category."

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

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

3. To consider and increase value of Related Party Transaction with Centreal Bazar India Ltd up to 10 Crore.

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

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 188, if and to the extent applicable, and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the shareholders/members of the Company be and is hereby accorded to enter into below mentioned Material Related Party Transactions with Centreal Bazaar India Limited during the financial year 2022-23, on the terms and conditions as decided by the Board of Directors and Audit Committee keeping in view the best interest of the company and agreed by the related party(s).

Nature of Transaction Proposed	Sales/Purchases/Interest received/Rent received/ Corporate Guarantee/ Corporate Guarantee Charges / Lease/ Reimbursement of Expenses / Business Support Services/Sale of Fixed Assets/Purchase of Fixed Assets
Maximum Amount of Transactions	Ten (10) Crore
Nature of Relationship	Common Directorship/Common KMP

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

4. Change of Name of the Company from 'Supra Pacific Management Consultancy Limited' to 'Supra Pacific Financial Services Limited' and consequential amendment to the Memorandum of Association and Articles of Association of the Company.

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



"RESOLVED THAT pursuant to the provisions of Section(s) 4, 5, 13, 14, 15 and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification(s) or re-enactment(s) thereof for the time being in force read with applicable Rules framed thereunder, Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the provisions of the Memorandum of Association and Articles of Association of the Company or any other applicable law(s), regulation(s), guideline(s), for the time being in force, and subject to the approvals, consents, sanctions and permissions of the Central Government (Ministry of Corporate Affairs), Stock Exchanges and any other appropriate regulatory and statutory authorities/departments as may be necessary and subject to all other necessary approvals, consents, sanction and permission as may be required under any other laws, rules and regulations, the consent of the Shareholders/members of the Company be and is hereby accorded to change the name of the Company from 'Supra Pacific Management Consultancy Limited' to 'Supra Pacific Financial Services Limited', as made available by the Ministry of Corporate Affairs (MCA).

RESOLVED FURTHER THAT the new name of the Company be given effect from the date of issue of the fresh Certificate of Incorporation from the Registrar of Companies (RoC), consequent upon change of name of the Company and accordingly, the name "Supra Pacific Management Consultancy Limited" wherever appearing in the Memorandum of Association and Articles of Association and other relevant documents etc. be deleted and be substituted by the new name "Supra Pacific Financial Services Limited" in its place or stead.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any of its duly constituted Committee or any officers / executives / representatives / legal counsels / advisors / consultants and / or any other person so authorized by the Board), be and is hereby authorized, on behalf of the Company to perform all such acts, deeds, matters and things as may be required or deemed necessary or incidental thereto including signing and filing of all the e-forms and other documents with the statutory authorities, and to execute all such forms, papers, deeds, documents, instruments, writings as may be necessary including appointing attorneys or authorized representatives under appropriate Letter(s) of Authority to appear before the office of the RoC, other regulatory authorities and to file required documents and information to the Stock Exchanges and such other authority(s) as may be required from time to time and to do all such acts, deeds and things as may be required in this connection including the power to delegate all or any of the powers conferred herein, or otherwise as deemed fit by the Board to be in the best interest of the Company."

**By Order of the Board
For Supra Pacific Management Consultancy Limited**

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

**Place: Kochi
Date: 26.11.2022**

NOTES:

1. The Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014("the Rules"), as amended, setting out material facts relating to the Resolutions proposed to be passed is annexed hereto.
2. The Postal Ballot Notice is being sent only by email to all the Members, whose names appear on the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited ('NSDL') and Central Depository Services(India) Limited ('CDSL') as on Friday, 25.11.2022 (the 'cut-off date') and



who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Purva Shareregistry (India) Private Limited ("RTA").

3. Members may note that the aforesaid Postal Ballot Notice has been uploaded on the website of the Company at www.suprapacific.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The Postal Ballot Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.
4. The voting rights of the Members shall be reckoned in proportion to the equity shares held by them on the cut-off date on 25.11.2022. Only those Members holding shares either in physical form or dematerialized form as on the Cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a Member as on the cut-off date should treat this notice for information purpose only.
5. Pursuant to the applicable provisions of the Act and Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company can serve notices, annual reports and other communication through electronic mode to those Members who have registered their e-mail addresses either with the Depository Participant(s) or the Company. Members who have not registered their e-mail addresses, so far, are requested to register their email addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to provide their email addresses to Purva Shareregistry (India) Private Limited sending an e-mail on support@purvashare.com or to the Company at its e-mail i.e. cs@suprapacific.com.
6. Resolutions, if passed by the Members through postal ballot are deemed to have been duly passed on the last date specified for the remote e-voting i.e. 02.01.2023 in terms of Secretarial Standard – 2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India. Resolution passed by Members with requisite majority, through postal ballot shall be deemed to have been passed at a general meeting of Members convened on that behalf.
7. A member cannot exercise his vote by proxy on Postal Ballot.
8. In case of any query/grievance in connection with the Postal Ballot including remote e-voting, Members may contact CDSL by email at helpdesk.evoting@cdslindia.com or to the Company at cs@suprapacific.com.
9. The Board has appointed Mr. Vivek Kumar, Practicing Company Secretary (FCS 9353; CP 11036), as the Scrutinizer to conduct the Postal Ballot - remote e-voting process in a fair and transparent manner. After completion of scrutiny of the votes, the Scrutinizer will submit his Report to the Chairman, Managing Director or to any other person authorised by the Board of the Company. The results of the voting conducted through postal ballot (through the remote e-voting process) will be announced by the Chairman/any other person authorised by the Board on or before 5.00 p.m. on 03.01.2023. The results along with the Scrutinisers Report shall be placed on the website of the Company and on the website of CDSL and shall also be communicated to BSE Limited.

VOTING THROUGH ELECTRONIC MEANS

The voting period begins on Saturday, 03.12.2022 at 9.00 AM and ends on Monday 02.01.2023. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 25.11.2022 may



cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote</p>



	<p>during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the</p>



	remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

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

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) Now enter your User ID

- For CDSL: 16 digits beneficiary ID,
- For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.



4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

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

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.



- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@suprapacific.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)



3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

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

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

By Order of the Board
For Supra Pacific Management Consultancy Limited

Sd/-

Leena Yezhuvath
Company Secretary
M.No. ACS 61387

Place: Kochi
Date: 26.11.2022



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

ITEM NO. 1

1. To consider and approve the appointment of Mr. Kanjirikkapallil Saithumhammad Anvar (DIN 09763977) as an Independent Non-executive Director of the Company.

To bring more experience on the Board, your Board had appointed Mr. Kanjirikkapallil Saithumhammad Anvar (DIN 09763977) as an Additional Director (Independent Non-executive Director) with effect from 19.10.2022 for a term of 5 (Five) consecutive years.

Mr. Anvar KS is a Diligent professional with experience spanning nearly a decade in company law compliance especially in areas of incorporation, corporate secretarial advice, and compliance. He is an expert at incorporation of LLPs, drafting of LLP agreements and related compliance. He has done Secretarial audit, Due-diligence and Internal audits of various companies. He has exposure to GST, FEMA and RBI regulations and effective in liaison with the regulators on behalf of companies.

The Nomination and Remuneration Committee of the Board of Directors, has recommended the appointment of Mr. Kanjirikkapallil Saithumhammad Anvar (DIN 09763977) as an Independent Director for a term of 5 (Five) consecutive years on the Board of the Company.

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

In the opinion of the Board, Mr. Kanjirikkapallil Saithumhammad Anvar (DIN 09763977) is Independent from the management and that he fulfils the condition specified in the Companies Act 2013 ("Act") and the Rules for appointment as an Independent Director of the Company and proposes to appoint him as an Independent Director of the Company for a term of 5 (Five) years.

Mr. Kanjirikkapallil Saithumhammad Anvar (DIN 09763977) is not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given his consent to act as Director of the Company.

The Company has received consent and declaration in writing from Mr. Kanjirikkapallil Saithumhammad Anvar (DIN 09763977) that he is not disqualified from being appointed as Director in terms of the provision of Section 164 of the Companies Act 2013. The consent and approval of the Shareholders is sought for his appointment in accordance with the provision of the Section 150 of the Act.

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



None of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution set out at item No. 1 of the Notice.

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

2. Reclassification of Sanat Multitrade Private Limit from Promoters/ Promoter Group to "Public" shareholder category.

Sanat Multitrade Private Limit which is part of the Promoters/ Promoter Group holding 1,27,764 equity shares in aggregate, representing 1.13% of the paid-up capital of the Company, had vide letter dated 10-10-2022 requested to reclassify their shareholding to 'Public' category in terms of the Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Regulations").

Sanat Multitrade Private Limit became part of the Promoters/ Promoter Group of the company consequent to the change in management of the Company.

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

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

The shareholders/members hereby informed that the total Promoters/ Promoter Group holding in the Company is at 12.21%. The company has applied for Reclassification as per Regulation 31A of SEBI (LODR) Regulations, 2015 for reclassifying the shareholding of Mr. C. Radhakrishnan from Promoter Group to Public category and the final approval from BSE is pending. On receiving the final approval, the shareholding of promoters shall be reduced to 7.88% from 12.21%. In the event, the current reclassification is approved by the shareholders/Members of the Company and the Stock Exchanges, the total Promoters/ Promoter Group holding in the company shall be further reduced from 7.88% to 6.75%.

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

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



3. To consider and increase value of Related Party Transaction with Centreal Bazar India Ltd up to 10 Crore.

Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), all material transactions with related parties require prior approval of the shareholders/members of the Company through ordinary resolution. The company has already obtained approval from the members for transaction up to the value of Rs. 1 Crore for purchase of fixed assets and consumables. The shareholders/members is requested to consider and approve increase of value of the transaction up to 10 Crore. Material Related Party Transaction means any transaction entered either individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the company, as per the last audited financial statements of the company. The Audit Committee of the Company have approved the following proposed Related Party Transactions with M/s Centreal Bazaar India Limited subject to the approval of the members. Further, the said transactions qualify as material Related Party transactions under the SEBI Listing Regulations, 2015 and accordingly, the members' approval shall be sought for the same.

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

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

Name of the related Party	M/s Centreal Bazaar India Limited
Name of the Director who is related, if any	Shri Joby George and Shri Sandeep Babu T
Nature of Relationship	Common Directorship/ Common KMP
Nature, Material terms, monetary value and particulars of the contract or arrangements	Inter Corporate Loan/Purchase of Fixed Assets and consumables
Tenure	1st April, 2022 to 31st March, 2023
Value of the proposed Transaction	Rs. 10 Crore
The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction:	NA
Justification for why the proposed transaction is in the interest of the listed entity:	The proposed Transactions shall be carried out on arm's length basis and be consistent with the interests of the Company as well as the stakeholders.
If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	The proposed Transactions involve transaction in relation to loans, however does not involve inter-corporate deposits, advances or investments made or given by the listed entity.



A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	NA
Any other information relevant or important for the members to take decision on the proposed resolution	Nil

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

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

4. Change of Name of the Company from 'Supra Pacific Management Consultancy Limited' to 'Supra Pacific Financial Services Limited' and consequential amendment to the Memorandum of Association and Articles of Association of the Company.

The Company is engaged in in the business of Non-Banking Financial Services in compliance with the Regulations of Reserve Bank of India. The name of the Company does not reflect the main activity carried out by the Company hence it has been proposed to change the name to Supra Pacific Financial Services Limited as may be approved by Central Registrar of Companies, subject to the approval of members of the company, BSE Limited, RBI, Registrar of Companies and any other regulatory authorities, as may be applicable. Alignment of name with main activity will provide more visibility among the public.

The Ministry of Corporate Affairs, Office of the Registrar of Companies, Central Registration Centre vide their letter dated 23rd October, 2021 with respect to the SRN No. F47939749 dated 28.11.2022, has intimated its no objection to the availability of the name Supra Pacific Financial Services Limited should the Company decide to change the corporate name to 'Supra Pacific Financial Services Limited' from the existing name of the Company – 'Supra Pacific Management Consultancy Limited'.

Accordingly, the shareholders/members may note that the Board of Directors of the Company at its Meeting held on 10.08.2022 has approved the proposal for change of corporate name of the Company from 'Supra Pacific Management Consultancy Limited' to 'Supra Pacific Financial Services Limited', subject to the approval of the Ministry of Corporate Affairs, the shareholders/members of the Company and other relevant statutory and regulatory authorities.



Pursuant to Sections 5, 13 and 14 of the Act, change in name and consequent amendment in the Memorandum of Association and Articles of Association of the Company and all other related documents require approval of the shareholders/members of the Company by way of Special Resolution and subsequent approval of Ministry of Corporate Affairs.

It is also hereby confirmed that the Company is in compliance with the conditions prescribed in Regulation 45 of the SEBI Listing Regulations and M/s. Adarsh Janardhanan & Co., Chartered Accountants, (Firm Registration Number: 022245S) vide certificate dated 02.12.2022 has confirmed the compliance with conditions stipulated under sub-regulation (1) of Regulation 45 of the SEBI Listing Regulations, which is enclosed herewith. The Certificate is also available on the Company's website.

The proposed change of name would neither result in change of the legal status or constitution or operations or activities of the Company, nor would, affect any of the rights or obligations of the Company or of the shareholders / stakeholders of the Company. All existing physical share certificates bearing the current name of the Company will, after the change of name, continue to be valid for all purposes.

Approval of the Shareholders is being sought for Change of Name of the Company from 'Supra Pacific Management Consultancy Limited' to 'Supra Pacific Financial Services Limited' as per Item No. 4 of the Notice.

The Board accordingly recommends that the Resolution set out in Item No. 4 of the Notice be passed in the interest of the Company.

None of the Directors and / or Key Managerial Personnel of the Company and/or their respective relatives, are concerned or interested, financially or otherwise, in the Resolution as mentioned in Item No. 4 of the Notice.

All the documents relating to the above resolutions including draft copy of the amended Memorandum of Association and Articles of Association is available for inspection by Shareholders at the Registered Office of the Company on all working days (Monday to Friday) between 11:00 A.M. to 5.00 P.M. till Monday, 02.01.2023 (i.e., the last date for e-voting).

**By Order of the Board
For Supra Pacific Management Consultancy Limited**

**Place: Kochi
Date: 26.11.2022**



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