

Notice of Extra-Ordinary General Meeting

Notice is hereby given that an Extra-Ordinary General Meeting ("EGM") of Supra Pacific Financial Services Limited will be held on Wednesday, 27th March, 2024 at 11.00 a.m.(IST) through Video Conferencing ("VC") or Other Audio Visual Means ('OAVM'), as per the detailed instructions stated hereinafter, to transact the following business:

SPECIAL BUSINESS:

TO APPROVE THE ISSUANCE OF EQUITY SHARES TO THE PROPOSED ALLOTTEE ON PREFERENTIAL BASIS.

"RESOLVED THAT pursuant to the provisions of Section 23, 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable Rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended up to date ('SEBI (ICDR) Regulations'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended up to date, as in force and subject to other applicable Rules / Regulations / Guidelines / Notifications / Circulars and clarifications issued thereunder, if any, from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India (SEBI), the Reserve Bank of India and/ or any other competent authorities to the extent applicable, the Listing Agreements entered into by the Company with the Stock Exchanges where the equity shares of the Company are listed and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s) and which may be agreed to by the Board of Directors of the Company (hereinafter called 'the Board' which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution or any person authorised by the Board or its committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot by way of preferential issue, up to 4,82,679 (Four Lakh Eighty Two Thousand Six Hundred and Seventy Nine Only) equity shares of face value of ₹ 10.00 (Rupees ten only) each of the Company ('Equity Shares') at an issue price of ₹ 26.00 (Rupees Twenty Six only) (including premium of ₹ 16.00 (Rupees Sixteen only) per equity share of the Company or such other price as may be determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, whichever is higher, for an aggregate consideration of ₹ 1,25,49,654.00 (Rupees One Crore Twenty Five Lakh Forty Nine Thousand Six Hundred and Fifty Four only) to the following persons (proposed allottees).

| Sr No | Name of the Proposed Allottee(s) | Present holding of Equity shares | Category | Proposed No. of Equity Shares |
|-------|----------------------------------|----------------------------------|----------|-------------------------------|
| 1 | UNNIKRISHNAN | 0 | Public | 38461 |
| 2 | PALLIPURAM JOB JOSE | 50000 | Public | 19230 |
| 3 | CHACKO VALIPLAKEL | | Public | 76923 |
| 4 | GEEVARGHIS | 50000 | Public | 19230 |
| 5 | OOMMEN LIBI | 0 | Public | 19230 |
| 6 | CHIRAMAL CHACKO ANTONY | 21978 | Public | 15384 |
| 7 | ALAN SUNNY | 0 | Public | 19230 |
| 8 | JOSE LOUVI | 0 | Public | 19230 |
| 9 | SUSMY PRAMOD | 0 | Public | 19230 |
| 10 | GOKUL KOOTTALAKUNNATH | 0 | Public | 21153 |
| 11 | VIPIN DAS CHOORAKKATTIL | 0 | Public | 19230 |
| 12 | USHA JACOB ANANTHAKATTU | 0 | Public | 19230 |
| 13 | RANJITH VADAYATTU JOSEPH | 0 | Public | 38461 |
| 14 | BIJI SEBASTIAN | 0 | Public | 19230 |
| 15 | PANDIRIKKAL BABURAJAN VINOD | 0 | Public | 7692 |
| 16 | SHERY RAPPAL MANJALI | 0 | Public | 7692 |
| 17 | REVATHI | 0 | Public | 7692 |
| 18 | ARIMBUR VADAKKAN INASU ANNIE | 50000 | Public | 19230 |
| 19 | PAYYAPPILLIL SUKUMARAN | 50000 | Public | 19230 |
| 20 | NIMISHA SIJOY | 0 | Public | 19230 |
| 21 | ELAVATHUR SOMAN | 0 | Public | 19230 |
| | JOBY GEORGE | 1899843 | Promoter | 38461 |

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

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

"RESOLVED FURTHER THAT in accordance with the provision of Chapter V of the SEBI (ICDR) Regulations, the "Relevant Date" for the purpose of calculating the floor price for the Preferential Issue of Equity shares be and is hereby fixed as February 26, 2024, being the date 30 days prior to the date of passing of the Special Resolution by Members.

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

- a) The Equity Shares to be allotted shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
- b) The Equity Shares shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI (ICDR) Regulations and be listed on the Stock Exchange(s) subject to receipt of necessary permission(s), sanction(s) and approval(s).
- c) The Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval(s) or permission(s) from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval or permission.
- d) The Equity Shares to be allotted shall be listed on the stock exchanges where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals.

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

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

discretion may deem appropriate, without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.”

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

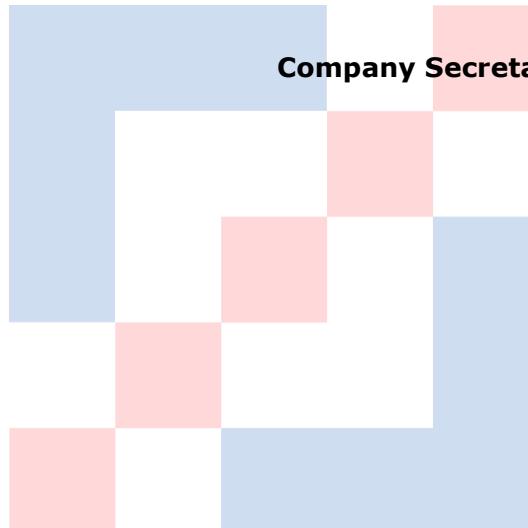
**By Order of the Board
For Supra Pacific Financial Services Limited**

Sd/-

Leena Yezhuvath
Company Secretary and Compliance Officer

Date: March 4, 2024

Place: Kochi



NOTES:

1. The Explanatory Statement pursuant to the provisions of section 102 of the Companies Act,2013 ("the Act"), in respect of the special businesses mentioned in the Notice of this Extra- Ordinary General Meeting ("EGM") ("Notice") is annexed hereto.
2. Pursuant to General Circular No.11/2022 dated December 28, 2022 and General Circular No.09/2023 dated September 25, 2023 issued by Ministry of Corporate Affairs ("MCA Circulars") and SEBI Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 and SEBI/HO/CFD-PoD-2/P/CIR/2023/167 Dated 7th October, 2023 issued by the Securities and Exchange Board of India ("SEBI Circulars") permitted the holding of the EGM through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the above and the relevant provisions of the Companies Act, 2013 ('the Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the EGM of the Company is being held through VC / OAVM.
3. Since the EGM being held through VC/OAVM, the Route Map, Attendance Slip and proxy form are not attached to this Notice.
4. The Members can join the EGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs as aforesaid, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by CDSL.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No.11/2022 dated December 28, 2022 and General Circular No.09/2023 dated September 25, 2023, the Notice calling the EGM has been uploaded on the website of the Company at www.suprapacific.com.

The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of CDSL, the e-Voting Service Provider (ESP).

8. EGM shall be convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA General Circular No.11/2022 dated December 28, 2022 and General Circular No.09/2023 dated September 25, 2023.
9. In case of joint holders, the Member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote at the meeting.
10. Pursuant to Section 72 of the Companies Act, 2013, shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to fill and send form 2B (Copy of which will be made available on request).
11. In all correspondence with the company, members are requested to quote their Account/Folio numbers and in case their shares are held in dematerialized form, they must quote their client ID number and their DPID number.
12. SEBI has notified for compulsory trading of shares of the Company in dematerialization form so members, who have not dematerialized their shares are advised to contact Depository Participant in this regard.
13. In terms of circulars issued by Securities Exchange Board of India (SEBI), it is now mandatory to furnish a copy of PAN Card to the Registrar and Share Transfer Agent in case of Transfer of Shares, Deletion of name, Transmission of Shares and Transposition of Shares. Shareholders are requested to furnish copy of PAN card for all above mentioned transactions.
14. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such folio and send relevant share certificates to companies Registrar and Share Transfer Agent for their doing needful.
15. The Board of Directors in their meeting held on 4th March, 2024 have appointed CS Vivek Kumar (M. No. F9353), Practicing Company Secretary, to act as Scrutinizer for conducting the voting and E-voting process in a fair and transparent manner.
16. The Scrutinizer shall after the conclusion of voting at the EGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e- voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two working days of the conclusion of the EGM, a consolidated scrutinizer report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forth with.
17. The Result declared along with the report of the scrutinizer shall be placed on the website of the Company www.suprapacific.com and the website of RTA the results shall simultaneously be communicated to the Stock Exchanges.

18. The voting rights of Members shall be in proportion to their shares of the Paid-up Equity Share Capital of the Company. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on cut off date i.e. Wednesday, 20th March, 2024.
19. Any persons, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Wednesday, 20th March, 2024, may obtain the login ID and password by sending a request at Issuer/ RTA.
20. 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 attend the EGM.
21. A member may participate in the EGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EGM.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on Sunday, 24th March, 2024 at 09:00 A.M. and ends on Tuesday, 26th March, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by CDSL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, 20th March, 2024 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, 20th March, 2024.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

a. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 09th December, 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.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders | Login Method |
|-----------------------------|---------------------|
|-----------------------------|---------------------|

| | |
|---|---|
| | |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. CDSL and you will be re-directed to e-Voting website of CDSL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are 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. 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 held 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 i.e. CDSL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. |

NSDL Mobile App is available on



App Store



Google Play



Individual Shareholders holding securities in demat mode with CDSL

1. Existing users who have opted for Easi / Easiest, they can login through their 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 www.cDSLindia.com and click on New System Myeasi.
2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. CDSL. Click on NSDL to cast your vote.
3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cDSLindia.com/myeasi/Registration/EasiRegistration>
4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

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. NSDL and CDSL.

| Login type | Helpdesk details |
|--|--|
| 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 |
| 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 or 022-23058542-43 |

b) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|---|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****. |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company |

| | |
|--|---|
| | For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |
|--|---|

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?

- I. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- II. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e- Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csvivekkumartq@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

3. 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.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 email id).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to (Company email id). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to helpdesk.evoting@cdslindia.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the CDSL e-Voting system. Members may access by following the steps mentioned above for Access to CDSL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

PROCEDURE TO RAISE QUESTIONS/SEEK CLARIFICATIONS:

As the EGM is being conducted through VC/OAVM, for the smooth conduct of proceedings of the EGM, Members are encouraged to express their question/queries in advance mentioning their name, demat account number/folio number, email id, mobile number at cs@suprapacific.com. The questions/queries received by the Company till 5.00 p.m. on Wednesday, 20th March, 2024 shall be considered and responded during the EGM.

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

Sd/-

**Leena Yezhuvath
Company Secretary
M.No. ACS 61387**

Place:

Date: 04.03.2024

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

ITEM NO. 1

ISSUE OF 4,82,679 (FOUR LAKH EIGHTY TWO THOUSAND SIX HUNDRED AND SEVENTY NINE ONLY) EQUITY SHARES TO PROMOTER AND PUBLIC (NON- PROMOTER) ON PREFERENTIAL BASIS.

The Company requires infusion of funds to meet working capital requirements and general corporate purposes, to support the future business plans of the Company, it is proposed to issue equity shares on preferential basis to Promoter and Non-Promoters (Public). The said proposal has been considered and approved by the Board of Directors in their meeting held on 04.03.2024.

The special resolution proposed in the item No. 1 of the Notice, have been proposed pursuant to the provisions of Section 23, 42, 62 of the Companies Act, 2013 and chapter V of SEBI ICDR Regulations, 2018.

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

The Information pertaining to the proposed preferential allotment in terms of the Chapter V of SEBI (ICDR) Regulations, 2018 and subsequent amendments there to is as stated below. As per Section 42 and 62 and other applicable provisions if any of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, consent of the shareholders is sought for issuing the equity shares as stated in the resolution on a preferential basis. Under Regulation 163 of the ICDR Regulations and in terms of the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14(1) of the Companies (Prospectus and allotment of Securities) Rules, 2014, the relevant disclosures / details are given below:

It may be noted that;

1. All equity shares of the Company are already made fully paid up as on date. Further, all equity shares to be allotted by way of preferential issue shall be made fully paid up at the time of the allotment;
2. All equity shares of the Company held by the Proposed Allotees, if any, are in dematerialised form;
3. The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the Company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the SEBI thereunder;
4. The Company has obtained the Permanent Account Numbers of the proposed allottees.

5. The Proposed Allottees have represented and declared to the Company that they have not sold or transferred any equity Shares of the Company during the 90 trading days preceding the relevant date.
6. None of the Promoters and Directors of the Company are fugitive economic offender
7. The Company do not have any outstanding dues to the Board, the Stock Exchanges or the Depositories.

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

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

To create, issue, offer and allot up to 482679 (Four Lakh Eighty Two Thousand Six Hundred and Seventy Nine only) Equity Shares of Rs.10.00 (Rupees ten each) each, on a preferential basis ("Preferential Issue"), to the Proposed Allottees at an issue price of Rupees Rs. 26.00 (Rupees Twenty Six only) per Equity Share including Security Premium of Rupees Rs.16.00 (Rupee Sixteen only) per Equity Share, being the price higher than the price determined in accordance with Chapter V (Preferential Issue) of the SEBI ICDR Regulations and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the relevant provisions of SEBI ICDR Regulations, or other applicable laws in this regard.

The Board of Directors has approved aforementioned Preferential Issue in their meeting held on March 4, 2024.

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

To create, issue, offer and allot up to 4,82,679 (Four Lakh Eighty Two Thousand Six Hundred and Seventy Nine only) Equity Shares of Rs.10.00 each, on a preferential basis ("Preferential Issue"), to the Proposed Allottees at an issue price of Rs. 26.00 per Equity Share including Security Premium of Rs.16.00 (Rupee Sixteen only) per Equity Share, being the price higher than the price determined in accordance with Chapter V (Preferential Issue) of the SEBI ICDR Regulations and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the relevant provisions of SEBI ICDR Regulations, or other applicable laws in this regard.

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

The Equity Shares of Company are listed on BSE for a period of more than 90 trading days as

on the relevant date i.e. Monday, February 26, 2024 and are in-frequently traded in accordance with SEBI ICDR Regulations.

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

a) In case of "in-frequently traded shares (Regulation 165) of the SEBI ICDR Regulations:

The shares of the company being infrequently traded, the price is determined taking into account valuation parameters including book value, comparable trading multiple etc. as amended ("ICDR Regulations") is obtained. As per Regulation 165 of Chapter V of SEBI (ICDR) Regulations 2018, when the Equity shares are not frequently traded, the price determined by the issuer shall take into account valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such should be done by a Registered Valuer. Valuation report is collected from Registered Valuer Mr. Anil Xavier having Registration No. IBBI/RV/05/2020/12804.

In terms of Regulation 165 of the SEBI ICDR Regulations, the Company has taken Valuation Report dated 04.01.2024 from Mr. Anil Xavier, an Independent Registered Valuer (M.com, FCMA, FCS Registered Valuer (IBBI) SFA Reg No. IBBI/RV/05/2020/12804 and address 59/243, TMRA-116 Maliyekkal Lane, Thevara, Cochin- 682013) and the copy of the same has been hosted on the website of the Company under Investor Information tab <https://www.suprapacific.com/investor/information>.

As per the valuation report as on 4th March, 2024, the value of shares is arrived at Rs. 26.00 per share. Based on the said valuation report, the price offered per share is Rs. 26 (face value Rs. 10 and Rs. 16 as share premium). The said valuation report will be made available in electronic form for perusal/inspection on a specific request received from a member.

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

The allotment is proposed to be made for cash.

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

There shall be no price band. All the equity shares under this preferential issue shall be made at an issue price of Rupees 26.00 (Rupee Twenty Six only) per Equity Share including Security Premium of Rupees 16.00 (Rupees Sixteen only) per Equity Share, being the price higher than the price determined in accordance with Chapter V (Preferential Issue) of the SEBI ICDR Regulations.

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

Rs. 1,25,49,654/- (Rupees One Crore Twenty Five Lakh Forty Nine Thousand Six Hundred and Fifty Four only)

G. The Objects of the issue through preferential offer:

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

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

The total number of Equity Shares proposed to be issued is 4,82,679 (Four Lakh Eighty Two Thousand Six Hundred and Seventy Nine only) Equity Shares of Rupees 10.00 (Rupees ten only) each.

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

None of the Directors or Key Managerial Personnel except Mr. Joby George, (Chairman & Managing Director) intend to subscribe to this offer and no contribution is being made by the promoters except Mr. Joby George to subscribe either as part of the offer or separately in furtherance of these objects.

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

The allotment is proposed to be made to the promoter and non-promoter (Public – Non Institutional – Individuals).

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

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

| SI No | Category of Shareholders | Pre issue Shareholding details | | Post Issue Shareholding details | |
|---------------------------------------|--------------------------|--------------------------------|--------------|---------------------------------|--------------|
| | | No. of Shares | % of Shares | No. of Shares | % of Shares |
| A. Promoter and Promoter Group | | | | | |
| 1 | Indian | | | | |
| | Individual | 22,50,189 | 8.43% | 22,88,650 | 8.42% |
| | Body Corporate | 0 | 0.00% | 0 | 0.00% |
| | Sub Total | 22,50,189 | 8.43% | 22,88,650 | 8.42% |
| 2 | Foreign promoters | 0 | 0.00% | 0 | 0.00% |
| | Sub-total (A) | 22,50,189 | 8.43% | 22,88,650 | 8.42% |
| B. Non-promoters' holding | | | | | |

| | | | | | |
|---|---|--------------------|----------------|--------------------|----------------|
| 1 | Institutions Investors | 0 | 0 | 0 | 0 |
| 2 | Non-institution | | | | |
| | Private corporate bodies | 23,40,566 | 8.77% | 23,40,566 | 8.61% |
| | Directors and relatives | 8,15,011 | 3.05% | 8,15,011 | 3.00% |
| | Non-Institutions | 0 | 0.00% | 0 | 0.00% |
| | Individuals | 2,04,29,837 | 76.53% | 2,08,74,055 | 76.80% |
| | Any others (Including HUF, trusts, Clearing Members, NRIs etc.) | 8,60,433 | 3.22% | 8,60,433 | 3.17% |
| | Sub-total (B) | 2,44,45,847 | 91.57% | 2,48,90,065 | 91.58% |
| | Grand Total (A+B) | 2,66,96,036 | 100.00% | 2,71,78,715 | 100.00% |

Note:

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

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

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

M. The identity of the Natural Persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees and percentage of post preferential issue capital that may be held by

allottees and change in control, if any, consequent to the preferential issue

| Sr No | Name of the Proposed Allottee(s) | PAN | Category | No. of Equity Shares | % of pre preferential issue capital | No. of Equity Shares | % of post preferential issue capital | Ultimate Beneficial Owner |
|-------|----------------------------------|------------|----------|----------------------|-------------------------------------|----------------------|--------------------------------------|---------------------------|
| | | | | (Pre issue) | | (Post Issue) | | |
| 1 | UNNIKRISHNAN | ACHPU5389B | Public | 0 | 0.0000% | 38461 | 0.1415% | self |
| 2 | PALLIPURAM JOB JOSE | ABIPJ7557Q | Public | 50000 | 0.1873% | 69230 | 0.2547% | self |
| 3 | CHACKO VALIPLAKEL GEEVARGHIS | ADGPG3754Q | Public | 50000 | 0.1873% | 126923 | 0.4670% | self |
| 4 | OOMMEN LIBI | AFRPL5253Q | Public | 0 | 0.0000% | 19230 | 0.0708% | self |
| 5 | CHIRAMAL CHACKO ANTONY | AOIPA9787Q | Public | 21978 | 0.0823% | 37362 | 0.1375% | self |
| 6 | ALAN SUNNY | OXGPS1898H | Public | 0 | 0.0000% | 19230 | 0.0708% | self |
| 7 | JOSE LOUVI | ACWPL6831G | Public | 0 | 0.0000% | 19230 | 0.0708% | self |
| 8 | SUSMY PRAMOD | CNOPP8500R | Public | 0 | 0.0000% | 19230 | 0.0708% | self |
| 9 | GOKUL KOOTTALAKU NNATH | GJGPK6119D | Public | 0 | 0.0000% | 21153 | 0.0778% | self |
| 10 | VIPIN DAS CHOORAKKA TTIL | BWHPCT231D | Public | 0 | 0.0000% | 19230 | 0.0708% | self |
| 11 | USHA JACOB ANANTHAKA TTU | AQKPJ7673E | Public | 0 | 0.0000% | 19230 | 0.0708% | self |
| 12 | RANJITH VADAYATTU JOSEPH | AFPPV0671Q | Public | 0 | 0.0000% | 38461 | 0.1415% | self |
| 13 | BIJI SEBASTIAN | BLTPS1282H | Public | 0 | 0.0000% | 19230 | 0.0708% | self |
| 14 | PANDIRIKKAL BABURAJAN VINOD | ADCPV8252G | Public | 0 | 0.0000% | 7692 | 0.0283% | self |
| 15 | SHERY RAPPALI MANJALI | BLHPM1741F | Public | 0 | 0.0000% | 7692 | 0.0283% | self |

| | | | | | | | | |
|----|------------------------------------|----------------|----------|-------------|---------|---------|---------|------|
| 16 | REVATHI | FANPR074 1H | Public | 0 | 0.0000% | 7692 | 0.0283% | self |
| 17 | ARIMBUR VADAKKAN INASU ANNIE | ACPPA204 8H | Public | 50000 | 0.1873% | 69230 | 0.2547% | self |
| 18 | PAYYAPPILLI L SUKUMARAN | AFAPS612 9K | Public | 50000 | 0.1873% | 69230 | 0.2547% | self |
| 19 | NIMISHA SIJOY | JGNPS594 7G | Public | 0 | 0.0000% | 19230 | 0.0708% | self |
| 20 | ELAVATHUR SOMAN | AKLPS868 0F | Public | 0 | 0.0000% | 19230 | 0.0708% | self |
| 21 | JOBY GEORGE | AGOPJ191 3F | Promoter | 18998 43 | 7.1166% | 1938304 | 7.1317% | self |

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

| SI No | Name | No of shares |
|-------|------------------------------|--------------|
| 1 | PALLIPURAM JOB JOSE | 69230 |
| 2 | CHACKO VALIPLAKEL GEEVARGHIS | 69230 |
| 3 | ARIMBUR VADAKKAN INASU ANNIE | 50000 |
| 4 | PAYYAPPILLIL SUKUMARAN | 50000 |
| 5 | JOBY GEORGE | 1050000 |

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

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

O. Recommendation from the committee of Independent Directors

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

P. Principle terms of assets charged as securities:

Not Applicable.

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

Not Applicable.

R. Relevant Date:

The relevant date for the purpose of determination of minimum price of Equity Shares to be issued is fixed as Monday, 26th February, 2024, being the date thirty day prior to the date of passing of Special Resolution through EGM, in accordance with the SEBI ICDR Regulations.

S. Undertaking regarding re-computation of price:

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

T. Certificate of Practicing Company Secretary:

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

U. Lock in Period:

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

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

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

During the financial year, the Company has allotted equity shares on preferential basis to 161 persons.

The Company has made an allotment of equity shares on preferential basis to 93 persons on 18th October 2023 for an issue price of Rs.20 per equity share and 85 persons on 17th February 2024 (of which 17 persons had participated in the previous allotment as well) for an issue price of Rs.26 per equity share.

W. Listing

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

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

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

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

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

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

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

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

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

Place: Ernakulam
Date : 04-03-2024

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