

SUPRA PACIFIC FINANCIAL SERVICES LIMITED

CIN: L74140MH1986PLC039547

Registered Office: Dreamax Height, Shop No. I, First floor, Upadhyay Compound, Jija Mata Road, Near Pump House, Andheri East, Chakala MIDC, Mumbai, Maharashtra, India, 400093

NOTICE OF POSTAL BALLOT

Notice is hereby given to the Members of Supra Pacific Financial Services Limited ('the Company'), for seeking consent of Members of the Company for transacting the special business by passing the following resolution through Postal Ballot including Electronic Voting (e-voting) pursuant to Section 110 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Rules made there under, (including any statutory modification(s) or re-enactment(s) thereof, for time being in force):.

Special Business:

1. ISSUE CREATE AND ALLOT 33,27,778 EQUITY SHARES TO PROMOTER & PUBLIC (NON-PROMOTER) ON PREFERENTIAL BASIS.

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

"RESOLVED THAT pursuant to the provisions of Section 23, 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable Rules made there under (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) and in accordance with the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended up to date ('SEBI (ICDR) Regulations'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended up to date, as in force and subject to other applicable Rules / Regulations / Guidelines / Notifications / Circulars and clarifications issued thereunder, if any, from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India (SEBI), the Reserve Bank of India and/ or any other competent authorities to the extent applicable, the Listing Agreements entered into by the Company with the Stock Exchanges where the equity shares of the Company are listed and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may

be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s) and which may be agreed to by the Board of Directors of the Company (hereinafter called 'the Board' which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution or any person authorised by the Board or its committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot by way of preferential issue, up to 3327778 equity shares of face value of ₹ 10.00 each of the Company ('Equity Shares') at an issue price of ₹ 30.05 (including premium of ₹ 20.05) 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 ₹ ₹ 9,99,99,728.90 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	SALEENAMMA THOMAS	13186	Public	6,655
2	SUSAMMA KURIAN	0	Public	33,277
3	KURIAN MAMMEN MATHURMCHERIL	0	Public	16,638
4	SALIMON KIDANGAYIL RAJAPPAN	0	Public	6,655
5	MEERA SASI	0	Public	6,655
6	ELAVATHUR SOMAN	19230	Public	16,638
7	THEERTHA SIJOY	0	Public	16,638
8	ASHWIN SIVARAM	0	Public	16,638
9	SAMUEL JIJO	0	Public	6,655
10	THOMAS PHILIP	0	Public	16,63,893
11	ABIDH ABUBAKKAR	835423	Public	1,66,389
12	THONNANGAMATH BABU SANDEEP	650788	Promoter	1,66,389
13	JOBY GEORGE	6231746	Promoter	12,04,658

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

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

- a) The 90 trading Days’ volume weighted average price of the Company’s Equity Shares quoted on the Stock Exchange BSE, being the Stock Exchange in which the shares of the company is listed preceding the “Relevant Date”; or
- b) The 10 trading Days’ volume weighted average prices of the Company’s Equity Shares quoted on the Stock Exchange, BSE being the Stock Exchange in which the shares of the company’s listed volume has been recorded during the said period) preceding the “Relevant Date”; or
- c) The price determined under the valuation report obtained by the Company from an independent registered valuer in terms of Regulation 166A of the SEBI (ICDR) Regulations, a copy whereof is posted on the website of the Company.

“RESOLVED FURTHER THAT in accordance with the provision of Chapter V of the SEBI (ICDR) Regulations, the “Relevant Date” for the purpose of calculating the floor price for the Preferential Issue of Equity shares be and is hereby fixed as April 9, 2025, being the date preceding the day 30 days prior to the date of passing of the Special Resolution by Members since the relevant date falls on a holiday.

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."

Date: April 7, 2025

Place: Kochi

By the order of the board
For Supra Pacific Financial Services Limited
Sd/-

Leena Yezhuvath
Company Secretary and Compliance Officer
M. No. A61387

NOTES:

1. Statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act"), in respect of the Special Business to be transacted is annexed hereto.
2. The Postal Ballot Notice is being sent only by email to all the Members, whose names appear on the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited ('NSDL') and Central Depository Services(India) Limited ('CDSL') as on Friday, 04.04.2025 (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. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations, SS-2 and MCA Circulars, the Company is pleased to provide members, facility to exercise their right to vote on the resolutions sent through the Postal Ballot by electronic means. The Company has engaged e-voting services provided by Central Depository Services (India) Limited (CDSL) for this postal ballot.
4. The Postal Ballot Notice along with Postal Ballot Form containing the process and instructions is being sent to all the Members, whose names appear in the Register of Members / list of beneficial owners as received from National Securities Depository Limited ('NSDL') / Central Depository Services (India) Limited ('CDSL') on April 04, 2025.
5. Members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, April 04, 2025, will be considered for the purpose of voting. A person who is not a Member as on Friday, April 04, 2025, i.e. the 'cut-off date for reckoning voting rights should treat this Notice for information purpose only. Members may note that the Postal Ballot Notice will be available on the Company's website www.suprapacific.com, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com, and on the website of CDSL, the e-Voting Service Provider (ESP).
8. The Board of Directors have appointed CS Vivek Kumar, Partners, M/s. DV & Associates, Practising Company Secretaries, as Scrutinizer for conducting voting process in a fair and transparent manner.

9. ~~Members may vote on the postal ballot from Friday, April 11, 2025 to Saturday, May 10, 2025.~~ In terms of the requirements of SEBI Circular, the e-voting period begins at 09.00 A.M. (IST) on Friday, April 11, 2025 and ends at 5.00 P.M. (IST) Saturday, May 10, 2025. Thereafter, the e-voting module shall be disabled by CDSL.

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

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

12. The Scrutiniser will submit his report after completion of the scrutiny on or before 5.00 P.M. on Tuesday, May 13, 2025 and the results of the voting by postal ballot (including voting through electronic means) will be declared on or before Tuesday, May 13, 2025. The results along with the Scrutiniser's report shall be available on Company's website, www.suprapacific.com and shall also be communicated to the Stock Exchanges.

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

14. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member as on Friday, April 04, 2025. Members can vote for their entire voting rights as per their discretion.

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

VOTING THROUGH ELECTRONIC MEANS

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Friday, April 11, 2025 at 9.00 AM and ends on to Saturday, May 10, 2025 at 5.00PM. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 04.04.2025 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.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (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 abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

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

Individual Shareholders holding securities in Demat mode with CDSL Depository	<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 users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab.</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 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, 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 cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</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 Depository	<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.</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-</p>

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.

Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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.
--	---

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 toll free no. 1800 21 09911
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 : 022 - 4886 7000 and 022 - 2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For	Physical
--	-----	----------

A Non-Banking Finance Company (Shares Listed at BSE)	shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha- numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> 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)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> 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.

- (ii) After entering these details appropriately, click on "SUBMIT" tab.
- (iii) 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.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (vi) 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.

(vii) Click on the **RESOLUTIONS FILE LINK** if you wish to view the entire Resolution details.

(viii) 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.

(ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(x) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xi) 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.

(xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xiii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- 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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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 mandatory 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

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

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 at toll free no. 1800 21 09911

By Order of the Board
For Supra Pacific Financial Services Limited
Sd/-

Leena Yezhuvath
Company Secretary
M.No. ACS 61387

Place: Kochi
Date: 07.04.2025



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.**ITEM NO. 1****ISSUE OF 33,27,778 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 07.04.2025.

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

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.
8. The Company will make the application for in-principle approval to the Stock Exchange, where its equity shares are listed, on the same day when the notice has been sent in respect of the Postal Ballot seeking shareholders' approval by way of Special Resolution.
9. 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 33,27,778 (Thirty Three Lakh Twenty Seven Thousand Three Hundred and Twenty Five only) Equity Shares of Rupees 10.00 each, on a preferential basis ("Preferential Issue"), to the Proposed Allottees at an issue price of Rupees 30.05 per Equity Share including a Security Premium of Rupees 20.05 (Rupee Twenty and five paise 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.

B. 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. Wednesday, April 9, 2025 and are frequently traded in

accordance with SEBI ICDR Regulations.

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

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

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

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

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

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

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

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

Provided that the floor price, in such cases, shall be higher of the floor price determined under sub-regulation (1), (2) or (4) of regulation 164, as the case may be, or the price determined under the valuation report from the independent registered valuer or the price determined in accordance with the provisions of the Articles of Association of the issuer, if applicable:

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

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

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

Or

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

In terms of Regulation 166A(1) of the SEBI ICDR Regulations, the Company has taken Valuation Report dated 09.04.2025 from Mr. Anil Xavier, an Independent Registered Valuer (M.com, FCMA, FCS Registered Valuer (IBBI) SFA Reg No. IBBI/RV/05/2020/12804 and address 59/243, TMRA-116 Maliyekkal Lane, Thevara, Cochin- 682013) and the copy of

the same has been hosted on the website of the Company under Investor Information tab <https://www.suprapacific.com/investor/information>. As per the Valuation Report, the minimum price, in terms of Regulation 164(1) and Regulation 166A(1) of the SEBI ICDR Regulations, at which Equity Shares to be issued is ₹ 30.04 per share. However, the issue price for this Preferential Issue is kept at ₹30.05 per Equity Share including Security Premium of ₹20.05 per Equity Share which is higher than the above Floor Price determined in accordance with Regulation 164(1) of SEBI ICDR Regulations and Regulation 166A(1) of SEBI ICDR Regulations.

C. 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.

D. 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 ₹30.05 (Rupee Thirty and five paise only) per Equity Share including Security Premium of ₹ 20.00 (Rupees Twenty only) per Equity Share, being the price higher than the price determined in accordance with Chapter V (Preferential Issue) of the SEBI ICDR Regulations.

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

Rs. ₹ 9,99,99,728.90 /- (Rupees Nine Crore Ninety Nine Lakh Seven Hundred and Twenty Eight only)

F. 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.

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

The total number of Equity Shares proposed to be issued is 3327778 (Thirty Three Lakh Twenty Seven Thousand Seven Hundred and Seventy Eight only) Equity Shares @ ₹30.05 (face value of ₹10.00 and premium of ₹20.05 each).

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

None of the Promoters or Key Managerial Personnel intend to subscribe this offer and no contribution is being made by the promoters to subscribe either as part of the offer or separately in furtherance of these objects other than Mr. Joby George and Mr. Thonnangamath Babu Sandeep. None of the Directors intend to subscribe to this offer either as part of the offer or separately in furtherance of these objects other than Mr. Joby George (DIN 06429801), Managing Director and Mr. Thonnangamath Babu Sandeep (DIN 08242822), Non-Executive Director.

I. 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 Public.

J. 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	68,82,534	22.97%	82,53,581	24.79%
	Body Corporate	0	0.00%	0	0.00%
	Sub Total	68,82,534	22.97%	82,53,581	24.79%
2	Foreign promoters	0	0.00%	0	0.00%
	Sub-total (A)	68,82,534	22.97%	82,53,581	24.79%
B.	Non-promoters' holding				
1	Institutions Investors	0	0	0	
2	Non-institution				
	Private corporate bodies	47,26,683	15.78%	47,26,683	14.20%
	Directors and relatives	11,45,355	3.82%	13,11,744	3.94%
	Non-Institutions	0		0	0.00%
	Individuals	1,62,06,842	54.10%	1,79,97,184	54.07%
	Any others (Including HUF, trusts, Clearing Members, NRIs etc.)	9,98,549	3.33%	9,98,549	3.00%
	Sub-total (B)	2,30,77,429	77.03%	2,50,34,160	75.21%
	Grand Total (A+B)	2,99,59,963	100.00%	3,32,87,741	100.00%

Note:

1) The Pre Issue Shareholding Pattern is as on Monday, April 7, 2025.

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.

K. 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.

L. 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	SALEENA MMA THOMAS	AKGPT1063 J	Public	13186	0.04%	19841	0.06%	self
2	SUSAMMA KURIAN	ASUPK2117 Q	Public	0	0.00%	33277	0.10%	self
3	KURIAN MAMMEN MATHUR MCHERIL	AOKPM344 7H	Public	0	0.00%	16638	0.05%	self
4	SALIMON KIDANGA YIL RAJAPPAN	BDJPR6198 F	Public	0	0.00%	6655	0.02%	self
5	MEERA SASI	KJMPS3185 P	Public	0	0.00%	6655	0.02%	self
6	ELAVATHUR SOMAN	AKLPS8680 F	Public	19230	0.06%	35868	0.11%	self
7	THEERTH A SIJOY	TNTPS9157 R	Public	0	0.00%	16638	0.05%	self
8	ASHWIN SIVARAM	CRGPS891 2L	Public	0	0.00%	16638	0.05%	self
9	SAMUEL JIJO	AGXPJ4488 N	Public	0	0.00%	6655	0.02%	self
10	THOMAS PHILIP	AITPP6571 C	Public	0	0.00%	1663893	5.00%	self

(Formerly K

11	ABIDA ABUBAKK AR	AMOPA209 3P	Public	835423	2.79%	1001812	3.01%	self
12	THONNA NGAMATH BABU SANDEEP	BNAPS8734 D	Promoter	650788	2.17%	817177	2.45%	self
13	JOBY GEORGE	AGOPJ1913 F	Promoter	6231746	20.80%	7436404	22.34%	self

None of the Proposed Allottees have been allotted any securities of the Company during the financial year 2025-26.

M. 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.

N. 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.

O. Principle terms of assets charged as securities:

Not Applicable.

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

Not Applicable.

Q. Relevant Date:

The relevant date for the purpose of determination of minimum price of Equity Shares to be issued is fixed as Wednesday, April 9, 2025, being the preceding day to the day thirty day prior to the deemed date of passing of Special Resolution through Postal Ballot (since the relevant date falls on a holiday), in accordance with the SEBI ICDR Regulations.

R. Undertaking regarding re-computation of price:

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

S. 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/>.

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.

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

During the financial year, the Company has not made any allotment of equity shares on preferential basis.

V. 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.

W. 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.

CIN: L74140MH1986PLC039547

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

By Order of the Board
For Supra Pacific Financial Services Limited

Sd/-

Leena Yezhuvath
Company Secretary
M. No. ACS 61387

Place: Kochi
Date: 07.04.2025

