

**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. INCREASE IN AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION TO THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION**

To consider and pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** in accordance with the provisions of Sections 13, 61, 64 and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, approval of the members be and is hereby accorded to increase the Authorised Share Capital of the Company from ₹50,00,00,000/- (Rupees Fifty Crore only) divided into 5,00,00,000 (Five Crore) equity shares of ₹ 10/- (Rupees Ten only) each to ₹ 75,00,00,000/- (Rupees Seventy Five Crore only) divided into 7,50,00,000 (Seven Crore and Fifty lakh) equity shares of ₹ 10/- (Rupees Ten only) each by creation of additional 25,00,00,000 (Twenty Five Crore) equity shares of ₹ 10/- (Rupees Ten only) each.

**"RESOLVED FURTHER THAT** the increased authorized equity share capital shall rank pari-passu in all respect with the existing Equity Shares of the Company.

**"RESOLVED FURTHER THAT** pursuant to Sections 13, 61 and 64 and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, the consent of the members of the company be and is hereby accorded to alter the Memorandum of Association of the company by substituting the following:

V. The Authorised Share Capital of the Company is ₹ 75,00,00,000/- (Rupees Seventy Five Crore only) divided into 7,50,00,000 equity shares of Rs.10/- each and with the power to increase and reduce the time being into several classes and to attach thereto respectively and preferential rights, privileges or conditions as may be determined by or in accordance with the regulation of the Company and to vary, modify or abrogate any such rights, privilege or conditions in such manner as may for the time being be provided by the regulations of the Company.”

**“RESOLVED FURHTER THAT** any of the directors or Company Secretary of the company, be and are hereby authorized to do all such necessary actions, deeds and things to give effect to the above resolution.”

**2. ISSUE CREATE AND ALLOT 1,31,21,442 EQUITY SHARES ON A PREFERENTIAL BASIS TO NON-PROMOTER**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Share Capital & Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable rules made thereunder (including any statutory amendment(s), modification(s) enactment(s) or re-enactment thereof for the time being in force), the provisions of the Memorandum of Association and the Articles of Association of the Company and in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 [‘SEBI (ICDR) Regulations’], Foreign Exchange Management Act, 1999 read with applicable rules and regulations thereunder, as amended from time to time, and other applicable provisions of the rules, regulations and guidelines issued by the Ministry of Corporate Affairs (‘MCA’), Securities and Exchange Board of India (‘SEBI’), Reserve Bank of India (‘RBI’), Government of India (‘Gol’), Stock Exchanges and / or any other competent authorities (hereinafter referred to as ‘Applicable Regulatory Authorities’), from time to time, consent of the shareholders be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘the Board’, which term shall be deemed to include, unless the context otherwise requires, any Committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to issue, offer and allot on a preferential basis, in one or more tranches,

up to 1,31,21,442 (One crore Thirty One lakh Twenty one thousand Four hundred and Forty Two Only) fully paid up equity shares of the Company having face value of INR 10/- (Indian Rupees Ten Only) each ('Equity Shares') or such other number of equity shares as may be determined, at a price of ₹ 30.50/- (Indian Rupees Thirty rupees and fifty paise Only) per share which is not less than the price determined in accordance with Chapter V of the SEBI (ICDR) Regulations for consideration other than cash (i.e. land and commercial building situated in this plot of The Central Financial Credit And Investment Co-Operative India Ltd aggregating to an amount not exceeding ₹ ₹ 40,02,04,000.00 /- (Indian Rupees Forty Crores Two lakh Four Thousand Only) towards payment of the land and building of The Central Financial Credit And Investment Co-operative (India) Ltd.

The details of the allottee ('Proposed Allottee') and the maximum number of equity shares of the Company proposed to be allotted are set forth in the table below:

Sr. No.	Name and address of the Proposed Allottee	Present holding	Category	No. of shares to be allotted
1.	The Central Financial Credit and Investment Co-operative (India) Ltd., Marian Complex, Kurishupalli Junction, Pala, Kottayam, Kerala – 686575	0	Public	1,31,21,442

RESOLVED FURTHER THAT, the Equity Shares being offered, issued and allotted by way of preferential issue shall inter-alia be subject to the following:

- a) the Equity Shares shall be issued and allotted by the Company to the Proposed Allottee in dematerialized form within a period of 15 (fifteen) days from the date of receipt of shareholders' approval, provided that, where the issue and allotment of the said Equity Shares is pending on account of pendency of any approval by any Regulatory Authority the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals.
- b) The 'Relevant Date' for the purpose of determination of the price of the Equity Shares to be issued and allotted as above as per SEBI (ICDR) Regulations shall be Wednesday, August 20, 2025, being the date 30 (thirty) days prior to the date on which this resolution will be deemed to be passed i.e. Friday, September 19, 2025.
- c) The Equity Shares to be issued and allotted to the Proposed Allottee shall rank pari-passu with the existing equity shares of the Company in all respects, subject to the requirements of all the applicable laws and shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company and the same shall be subject to

lock-in for such period as may be prescribed under SEBI (ICDR) Regulations and any other applicable law for the time being in force.

d) The Equity Shares issued to the Proposed Allottee shall be listed on the Stock Exchange where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be.

e) The Equity Shares so offered, issued and allotted to the Proposed Allottee (being the Seller), are being issued for consideration other than cash, towards the purchase of land and building of the Proposed Allottee.

f) The equity shares so offered, issued and allotted shall not exceed the number of Equity shares as approved herein above.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the Proposed Allottee through private placement offer letter in Form PAS-4 as prescribed under the Act after passing of this resolution with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchange i.e., BSE Limited, and within the timelines prescribed under the applicable laws.

**RESOLVED FURTHER THAT** the Board be and hereby authorized to take all such actions and do all such acts, deeds, matters, things and finalise, sign, submit and deliver any applications, submissions, representations, undertakings and documents as it may, in its absolute discretion, deem necessary, desirable or expedient to the discharge of total purchase consideration for the land and building and to the creation, issue or allotment of Equity Shares and listing and trading thereof with the Stock Exchanges as appropriate, filing of requisite documents with the Registrar of Companies, Reserve Bank of India, Depositories, relevant authorized dealer banks and/ or such other governmental, regulatory, statutory or judicial authorities/bodies and any other agencies and/or third persons, as may be necessary for the purpose, to decide and approve the other terms and conditions of the preferential issue of the Equity Shares, to vary, modify, revoke or alter any of the terms and conditions, subject to the provisions of the Act, SEBI (ICDR) Regulations, Foreign Exchange Management Act, 1999 and/or any other laws and regulations, and to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment, utilization of issue proceeds, without being required to seek any further consent or approval of the shareholders' or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

**3. ISSUE CREATE AND ALLOT 98,91,227 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 9891227 equity shares of face value of ₹ 10.00 each of the Company ('Equity Shares') at an issue price of ₹ 30.50 (including premium of ₹ 20.50) 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 ₹ 30,16,82,423.50 to the following persons (proposed allottees)

<b>Sr No</b>	<b>Name of the Proposed Allottee(s)</b>	<b>Present holding of Equity shares</b>	<b>Category</b>	<b>Proposed No. of Equity Shares</b>
1	ANOOPKUMAR KUNHIKRISHNAN NAMBIAR	0	Public	16393
2	AJAYKUMAR PONMILERI KOROTH	0	Public	16393
3	VALIYA VALAPPIL RENUKA	0	Public	65573

4	SUTHAKARAN MARAYATH VETTIKALATHIL	0	Public	16393
5	PAVITHRAN PUTHIYAPURAYIL	0	Public	16393
6	SURAJA POOYALORA KUNJHIKANNAN	0	Public	16393
7	MADHAVAN THANENGEL	0	Public	16393
8	SURENDRANATHAN KOZHENCHERI	4395	Public	16393
9	ATHUL BINEESH	0	Public	32786
10	MANNUKUSUMBIL JOSEPH JAMES	19230	Public	29508
11	THACHILERY DILEEP KUMAR	0	Public	32786
12	VISWANATHAN CHEMBRA	0	Public	16393
13	VINESH THUVAKKADAN	0	Public	16393
14	ELSY THOMAS	0	Public	32786
15	SRIDHAR SINDHE	0	Public	16393
16	OLEDATH PARAMESWARAN RAJESH	0	Public	16393
17	AKSHAT NISHANT	0	Public	16393
18	VALSAN KIZHAKKETHODI	0	Public	16393
19	PRAMESH AYYAMKULANKARA	0	Public	16393
20	PUTHUPPALLIL SREEDHARAN NAIR GOPALAKRISHNANNAIR	0	Public	16393
21	KONAMTHARA ANTONY SHAILA	0	Public	16393
22	THAROLAKKARA SHIJU	0	Public	19672
23	BOSE PHILIP	20230	Public	16393
24	EZHUNNAMANNIL REEMA	0	Public	32786
25	RAMAKRISHNAN	0	Public	16393
26	BALAKRISHNAKURUP PODIKKALATHUM POYIL SURESH BABU	0	Public	20655
27	MADHUSOODHANAN CHOIMADATHIL	0	Public	32786
28	RAMESH PATTELATH	0	Public	6557
29	AJITHKUMAR PALERI	150000	Public	16393
30	SHIJI SHIJI VARGHESE	0	Public	16393
31	SHAM JACOBRAO PALAURE	0	Public	16393
32	REJI KURIAKOSE KUZHIVELIL	0	Public	16393
33	MADAPPILLY DAVID PAULOSE	0	Public	16393
34	MONCY JOSEPH	0	Public	16393
35	ETTURUTHIL RAPHEL PAULSON	0	Public	16393
36	THOMAS JOSPH	21978	Public	16393
37	KURIAKOSE THURUTHAYIL PHILOPOSE	0	Public	16393
38	RAMESH SIVARAMAN	0	Public	16393
39	JOSEPH ABHEY	0	Public	16393
40	BALASUBRAMONY GOPAL	0	Public	16393
41	AJITHAKUMARI SUSEELA	3186	Public	16393
42	TITUS KUNCHANDY KURIAN	0	Public	16393
43	ALEYAMMA CHERIAN	0	Public	16393
44	VIJAYAKUMAR	2223	Public	16393
45	PRASANTH APPUKKUTTAN	3020	Public	16393
46	ARUN NEDUMAKKATTU	0	Public	13114
47	JOSEPH CHENNATTU KURIAN	0	Public	16393

48	LISSY KURIEN	0	Public	16393
49	JOSEPH CHERIAN JOSEPH	19230	Public	13114
50	GEORGE KARUNAKKAL IYPE	0	Public	16393
51	THOMAS THOMAS NOOTTANIKUNNEL	0	Public	16393
52	ILLIMOOTTIL KURUVILA GIJI	0	Public	32786
53	MATHEW PRAVEEN	0	Public	16393
54	KRISHNAKUMAR PADMALAYAM RAMACHANDRAN NAIR	0	Public	9836
55	DOMINIC MATHEW	0	Public	9836
56	MANOJ JOSEPH	0	Public	9836
57	PREETHA PRABHAKARAN	0	Public	6557
58	RAJEEV CHERAKKATIL	0	Public	32786
59	MADHAVADAS MENON	19230	Public	49180
60	CHANDRASEKHARAN CHATHAMANGALAM RAMASWAMY	0	Public	6557
61	SIVAPRAKASH THEKKETIL	0	Public	9836
62	JAYAPRAKASH BALAN	0	Public	16393
63	PERUMKULANGARA THAMBUNNI MURALIDHARAN	0	Public	16393
64	EDUTHAN ANTONY PAULSON	15625	Public	16393
65	CHEMMANNUR GEEVER GIRISH	0	Public	16393
66	PUTHUKULANGARA AVIRAH DEVASIA	0	Public	32786
67	NELLIPARAMBIL PUSHKARAN SABITHA	0	Public	16393
68	CICILY	0	Public	16393
69	FAISAL KUNJIMUHAMMAD VALIYAVEETIL	21978	Public	26229
70	ABRAHAM UKKAN	0	Public	16393
71	SOMAN ELAVATHUR	35868	Public	16393
72	NEETHU ANTONY	0	Public	16393
73	Abdul Sinan	0	Public	16393
74	SWAPNA ERUMPULLYPARAMBIL RAJAPPAN	0	Public	6557
75	FIGI DAVID CHERUVATHOOR	0	Public	6557
76	KANICHAYI SIVARAMAN MANI	0	Public	9836
77	SHERY RAPPAI MANJALI	0	Public	16393
78	CHEMBUKAVU JOHNNY DENNY	0	Public	6557
79	CHOVALLUR THOMAS LIJO	0	Public	6557
80	THOPPIL GOPALAKRISHNA HEGDEN UMAKUMARI	0	Public	9836
81	KANDIRITHY VELAYUDHAN MOHANAN	0	Public	16393
82	BINDU ALAPPATT POULOSE	0	Public	9836
83	DAVIES PALAMATTATH KUTTIYIL POULOSE	0	Public	13114
84	ANUPAMA NAMBALA	0	Public	9836
85	JOSHY LAZAR THAIKKATTIL	0	Public	16393
86	RINSMON THAYTYIL KRISHNAN	0	Public	16393
87	PAUL KANGAPPADEN ANTONY	29411	Public	32786
88	KURUVATH BAHULEYAN MOHAN	21875	Public	6557
89	GANGADHARAN SUSEELAN	0	Public	16393
90	ANJALIRAJ LATHAKUMARI RAJASEKHARANNAIR	0	Public	16393
91	CHARLES JOHNSON	0	Public	6557

92	ABRAHAM PUTHEN VEETIL CHERIYAN	0	Public	6557
93	ANU CHANDRAN	16	Public	6557
94	DILEEP RAJENDRAN NAIR KAMALAM	0	Public	9796
95	REMA SADASIVAN PILLAI	0	Public	5081
96	CHERUVATHOOR PRAMODKUMAR	0	Public	6557
97	HAIRNESA AHAMEDKHAN	0	Public	32786
98	SABU VARGHESE	0	Public	6557
99	GREGORY T JOHN	0	Public	6557
100	SREEDEVI RAMAKRISHNA PILLAI	0	Public	6557
101	SHANTY PUTHUPARAMPIL ANIYAN	0	Public	6557
102	ABIDH ABUBAKKAR	1001812	Public	1639345
103	SANDEEP BABU T	817177	Public	1639345
104	JOBY GEORGE	7534547	Public	4918033

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

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

- The 90 trading Days’ volume weighted average price of the Company’s Equity Shares quoted on the Stock Exchange BSE, being the Stock Exchange in which the shares of the company is listed preceding the “Relevant Date”; or
- The 10 trading Days’ volume weighted average prices of the Company’s Equity Shares quoted on the Stock Exchange, BSE being the Stock Exchange in which the shares of the company’s listed volume has been recorded during the said period) preceding the “Relevant Date”; or
- 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 20 August 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: 14-08-2025

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, 15.08.2025 (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 August 15, 2025.
5. Members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, 15.08.2025, will be considered for the purpose of voting. A person who is not a Member as on Friday, 15.08.2025, 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](http://www.suprapacific.com), websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com), and on the website of CDSL, the e-Voting Service Provider (ESP).
6. The Board of Directors have appointed CS Vivek Kumar, Partners, M/s. DV & Associates, Practising Company Secretaries, as Scrutinizer for conducting voting process in a fair and transparent manner.
7. Members may vote on the postal ballot from Thursday, 21.08.2025 to Friday, September

19, 2025. In terms of the requirements of SEBI Circular, the e-voting period begins at 09.00 A.M. (IST) on Thursday, 21.08.2025 and ends at 5.00 P.M. (IST) Friday, September 19, 2025. Thereafter, the e-voting module shall be disabled by CDSL.

8. 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.

9. 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.

10. The Scrutiniser will submit his report after completion of the scrutiny on or before 5.00 P.M. on Sunday, September 21, 2025 and the results of the voting by postal ballot (including voting through electronic means) will be declared on or before Sunday, September 21, 2025. The results along with the Scrutiniser's report shall be available on Company's website, [www.suprapacific.com](http://www.suprapacific.com) and shall also be communicated to the Stock Exchanges.

11. 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.

12. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member as on Friday, August 15, 2025. Members can vote for their entire voting rights as per their discretion.

13. 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 INTRUCTIONS 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 Thursday, August 21, 2025 at 9.00 AM and ends on to Friday, September 19, 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 15.08.2025 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 <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>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 &amp; voting during the meeting. Additionally, there is also links provided to</li> </ol>

	<p>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 <a href="http://www.cdsiindia.com">www.cdsiindia.com</a> and click on login &amp; 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 <a href="http://www.cdsiindia.com">www.cdsiindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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 <b>NSDL Depository</b>	<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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" "Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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](http://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](http://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:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the</li> </ul>

	<b>Company/Depository</b> Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details <b>OR</b> 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"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (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.

**Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://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](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login 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](mailto:cs@suprapacific.com) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

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

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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: 14.08.2025**

Corporate Office: 3<sup>rd</sup> Floor, Ajiyal Complex, Door Number: 14/816 & 14/817,  
Kakkanad P. O., Kochi, Kerala - 682030

T: 0484 3100900 | E: [Info@suprapacific.com](mailto:Info@suprapacific.com) | W: [Suprapacific.com](http://Suprapacific.com)

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

**ITEM No.1**

**To increase the Authorised Share Capital of the Company and consequent amendment in the Memorandum of Association.**

The Board of Directors of the Company in its meeting held on July 30, 2025, decided increase of Authorised Share Capital of the Company from Rs. 50,00,00,000/- (Rupees Fifty Crore only) divided into 5,00,00,000 (Five Crores) Equity Shares of Rs. 10/- (Rs. Ten only) each to Rs. 75,00,00,000/- (Rupees Seventy Five Crore only) divided into 7,50,00,000 (Seven Crore Fifty Lakh) Equity shares of Rs. 10/- (Rs. Ten) each subject to shareholder's approval.

It is therefore proposed to increase the Authorised Share Capital of the Company by creation of additional equity shares of ₹25,00,00,000 divided into 2,50,00,000 (Two Crore Fifty Lakh) Equity shares of Rs. 10/- (Rs. Ten) each ranking pari-passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

As per the provisions of Sections 13 & 61 of the Companies Act, 2013, approval of the shareholders by way of an ordinary resolution is required to be accorded for alteration in the Memorandum of Association and for increasing the Authorised Share Capital of the Company.

A copy of the Memorandum of Association of the Company duly amended will be available for inspection 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>.

**Memorandum of Interest:**

None of the Directors or their relatives or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise in the aforesaid resolution proposed to be passed as an ordinary resolution. The Board recommends the resolution set forth in the Notice for the approval of the members.

The consent of the members is, therefore, being sought for passing the aforesaid resolution of the notice as an Ordinary Resolution.

**Item No. 2 & 3:**

**TO ISSUE, OFFER AND ALLOT 13121442 EQUITY SHARES TO NON-PROMOTER ON PREFERENTIAL BASIS FOR CONSIDERATION OTHER THAN CASH**

The Board of Directors of the Supra Pacific Financial Services Limited ('the Company') at its meeting held on Thursday, August 14, 2025, have approved the purchase of land and building of The Central Financial Credit and Investment Cooperative (India) Ltd. for a total aggregate consideration of ₹40,02,04,000.00 /- (Indian Rupees Forty Crore Two Lakh Four Thousand Only) ('Purchase Consideration') to be discharged by way of issuance of equity shares of face value INR 10/- (Indian Rupees Ten Only) each of the Company, at the price determined pursuant to Regulation 164 of the SEBI (ICDR) Regulation, ('Floor Price'), to discharge the consideration not exceeding ₹40,02,04,000.00 /- (Indian Rupees Forty Crore Two Lakh Four Thousand Only), subject to approval of the shareholders.

Upon discharge of the Purchase Consideration through the issuance of shares of the Company, the land and building owned by The Central Financial Credit and Investment Cooperative (India) Ltd. Shall become the property of Supra Pacific Financial Services Limited.

**Justification for arriving at total Purchase Consideration**

The total Purchase Consideration for the purchase of land and building has been determined based on the valuation report provided by Vincy Thomas, B Tech, PGDFM, FIV, MIE, CE Chartered Engineer ( India), IBBI Valuer, Registered Valuer under section 34 AB/ 34 AE of the Wealth Tax Act, 1957 & Registered Engineer 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>. The Valuation Report of land and building indicates a price of ₹40,02,04,000 and the company will issue equity shares equivalent to the amount as consideration.

In view of the same, approval of the shareholders of the Company is sought for issue and allot up to 1,31,21,442 (One Crore Thirty One lakh Twenty One Thousand Four Hundred and Forty Two Only) equity shares of face value INR 10/- (Indian Rupees Ten Only) each for consideration other than cash on a Preferential basis at an issue price of ₹30.50 (Indian Rupees Thirty and Fifty paise Only) per equity share which is not less than the price determined in accordance with Chapter V of SEBI (ICDR) Regulations.

In terms of Regulation 166A(1) of the SEBI ICDR Regulations, the Company has taken Valuation Report dated 19.08.2025 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 ₹ 28.81 share. However, the issue price for this Preferential Issue is kept at ₹30.50 per Equity Share including Security Premium of ₹20.50 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.

The proposed preferential issue and allotment of equity shares represent 23.31% of the Company's post issue paid-up equity share capital. Consequently, this will not lead to any change in the management, control, or ownership structure of the Company. Furthermore, the Proposed Allottee will not have the right to nominate or appoint any representatives as Directors on the Company's Board.

**ISSUE OF 98,91,227 EQUITY SHARES TO PROMOTER AND PUBLIC (NON-PROMOTER) ON PREFERENTIAL BASIS FOR CASH CONSIDERATION.**

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) by way of cash consideration. The said proposal has been considered and approved by the Board of Directors in their meeting held on 14.08.2025.

The special resolution proposed in the item No. 2&3 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 2&3 shall be made by

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.
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:

**Information required in respect of the proposed issue of equity shares pursuant to the applicable provisions of the Act read with applicable rules made there under and SEBI (ICDR) Regulations is as under:**

#### **1. Object of the preferential issue:**

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.

For Consideration other than Cash: The object of the proposed issue and allotment of up to 1,31,21,442 (One Crore Thirty One lakh Twenty One Thousand Four Hundred and Forty

Two) equity shares of face value INR 10/- (Indian Rupees Ten Only) each for consideration other than cash to The Central Financial Credit and Investment Cooperative (India) Ltd. for purchase of land and building at an issue price of ₹30.50 per Equity Share including a Security Premium of ₹20.50 (Rupee Twenty and Fifty 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.

For Cash Consideration: To create, issue, offer and allot up to 98,91,227 (Ninety Eight Lakh Ninety One Thousand Two Hundred and Twenty Seven only) Equity Shares of Rupees 10.00 each, on a preferential basis ("Preferential Issue"), to the Proposed Allottees at an issue price of ₹30.50 per Equity Share including a Security Premium of ₹20.50 (Rupee Twenty and Fifty 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.

## **2. Number of shares and Pricing of Preferential Issue:**

For Non-Cash Consideration: It is proposed to issue and allot in aggregate upto 1,31,21,442 (One Crore Thirty One lakh Twenty One Thousand Four Hundred and Forty Two) equity shares of face value INR 10/- (Indian Rupees Ten Only) each of the Company at an issue price of ₹30.50 (Indian Rupees Thirty and Fifty paise Only) per share. The pricing for the proposed allotment of shares is in accordance with the terms of the SEBI (ICDR) Regulations and applicable laws.

For Cash Consideration: It is proposed to issue and allot in aggregate upto 98,91,227 (Ninety Eight Lakh Ninety One Thousand Two Hundred and Twenty Seven) equity shares of face value INR 10/- (Indian Rupees Ten Only) each of the Company at an issue price of ₹30.50 (Indian Rupees Thirty and Fifty paise Only) per share. The pricing for the proposed allotment of shares is in accordance with the terms of the SEBI (ICDR) Regulations and applicable laws.

## **3. 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, August 20, 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

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 19.08.2025 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 ₹ 28.81 share. However, the issue price for this Preferential Issue is kept at ₹30.50 per Equity Share including Security Premium of ₹20.50 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.

#### 4. Relevant Date:

The Relevant Date in accordance with SEBI (ICDR) Regulations is fixed as Wednesday, August 20, 2025 i.e. 30 days prior to the date on which the resolution is deemed to be passed i.e. Friday, September 19, 2025 i.e. the last date for e-Voting.

#### 5. Shareholding Pattern before and after the issue:

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

Sl No	Category of Shareholders	Pre issue Shareholding details		Post Issue Shareholding details	
		No. of Shares	% of Shares	No. of Shares	% of Shares
<b>A.</b>	<b>Promoter and Promoter Group</b>				
1	<b>Indian</b>				
	Individual	82,53,581	24.79%	1,48,10,959	26.31%
	Body Corporate	0	0.00%	0	0.00%
	<b>Sub Total</b>	82,53,581	24.79%	1,48,10,959	26.31%
2	<b>Foreign promoters</b>	0	0.00%	0	0.00%
	<b>Sub-total (A)</b>	<b>82,53,581</b>	<b>24.79%</b>	<b>1,48,10,959</b>	<b>26.31%</b>
<b>B.</b>	<b>Non-promoters' holding</b>				
1	Institutions Investors	0	0	0	0
2	<b>Non-institution</b>				
	Private corporate bodies	47,26,683	14.20%	47,26,683	8.40%
	Directors and relatives	13,11,744	3.94%	29,51,089	5.24%
	Non-Institutions	0	0.00%	0	0.00%
	Individuals	1,79,97,184	54.07%	1,96,91,688	34.98%
	Any others (Including Multistate cooperative Society, HUF, trusts, Clearing Members, NRIs etc.)	9,98,549	3.00%	1,41,19,991	25.08%
	<b>Sub-total (B)</b>	<b>2,50,34,160</b>	<b>75.21%</b>	<b>4,14,89,451</b>	<b>73.69%</b>
	<b>Grand Total (A+B)</b>	<b>3,32,87,741</b>	<b>100.00%</b>	<b>5,63,00,410</b>	<b>100.00%</b>

**Note:**

1) The Pre Issue Shareholding Pattern is as on Friday, August 15, 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.

**6. Name and address of the valuer who performed the valuation:**

For Non Cash Consideration: The valuation of The Central Financial Credit and Investment Cooperative (India) Ltd. was performed by M/s. Vincy Thomas, , B Tech, PGDFM, FIV, MIE, CE Chartered Engineer ( India), IBBI Valuer, Registered Valuer under section 34 AB/ 34 AE of the Wealth Tax Act, 1957 & Registered Engineer, Philz Arcade, Cheriya Kumaroth Lane, Mamangalam, Kochi -682025 for the property (land and building) and has arrived at a purchase consideration of ₹40,02,04,000 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>.

In terms of Regulation 166A(1) of the SEBI ICDR Regulations, the Company has taken Valuation Report dated 19.08.2025 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 ₹28.81 share. However, the issue price for this Preferential Issue is kept at ₹30.50 per Equity Share including Security Premium of ₹20.50 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.

## **7. The class or classes of person to whom allotment is proposed to be made and the current and post allotment status of the Proposed Allottees:**

For Non-Cash Consideration: The allotment is proposed to be made to The Central Financial Credit and Investment Cooperative (India) Ltd. Currently, The Central Financial Credit and Investment Cooperative (India) Ltd. does not hold any shares in the Company and post allotment shall be categorized under the Non-Promoter Category.

For Cash Consideration: The allotment is proposed to be made to the Promoter and Public.

## **8. Intention of the Promoters / Promoter Group / Directors / Key Managerial Personnel or Senior Management of the Company to subscribe to the offer:**

For Non-Cash Consideration: None of the Promoters / Promoter Group / Directors / Key Managerial Personnel or Senior Management of the Company intends to subscribe to the shares pursuant to the offer.

For Cash Consideration: None of the Promoters / Promoter Group / Directors / Key Managerial Personnel or Senior Management of the Company intends to subscribe to the shares pursuant to the offer except for 4918033 equity shares subscribed by Mr. Joby George, Promoter and Managing Director and 1639345 equity shares subscribed by Mr. Sandeep Babu T, Promoter and Non-Executive Director.

## **9. Proposed time limit within which the issue or allotment shall be completed:**

For Non-Cash Consideration: Pursuant to the requirements of SEBI (ICDR) Regulations, the Company shall complete the allotment of equity shares of the Company to The Central Financial Credit and Investment Cooperative (India) Ltd. on or before the expiry of 15 days (fifteen days) from the date of passing of the Special Resolution by the shareholders of the Company. It may be noted that in case the issue and allotment require any approval by the regulatory authority(ies), the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of such approvals.

For Cash Consideration: Pursuant to the requirements of SEBI (ICDR) Regulations, the Company shall complete the allotment of equity shares of the Company to the subscribers on or before the expiry of 15 days (fifteen days) from the date of passing of the Special Resolution by the shareholders of the Company. It may be noted that in case the issue and allotment require any approval by the regulatory authority(ies), the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of such approvals.

## **10. Change in Control, if any, in the Company that would occur consequent to the Preferential Allotment:**

For Non Cash Consideration: There shall be no change in the management or control over the Company pursuant to the abovementioned Preferential allotment.

For Cash Consideration: There shall be no change in the management or control over the Company pursuant to the abovementioned Preferential allotment.

### 11. Material Terms of raising of such securities:

For Non Cash Consideration: The Equity Shares are being issued on a preferential basis for a consideration other than cash at an issue price of ₹ 30.50/- (Indian Rupees Thirty and Fifty paise Only) per share in accordance with Regulation 164 of SEBI (ICDR) Regulations to The Central Financial Credit and Investment Cooperative (India) Ltd., towards the total consideration payable by the Company for purchase of land and building consisting of ₹40,02,04,000 (Forty Crore Two Lakh Four Thousand ) equity shares of INR 10/- (Indian Rupees Ten Only) each.

For Cash Consideration: The Equity Shares are being issued on a preferential basis for a cash consideration at an issue price of ₹ 30.50/- (Indian Rupees Thirty and Fifty paise Only) per share in accordance with Regulation 164 of SEBI (ICDR) Regulations to promoter and non-promoter, towards the total consideration of ₹ 30,16,82,423.50 (Thirty Crore Sixteen Lakh Eighty Two Thousand Four Hundred and Twenty Three and Fifty paise only) equity shares of INR 10/- (Indian Rupees Ten Only) each.

### 12. Amount which the Company intends to raise by way of such issue of securities:

For Non Cash consideration: 1,31,21,442 equity shares are being allotted for consideration other than cash as part of the total Purchase Consideration payable for the land and building as mentioned above.

For Cash consideration: An Amount of ₹ 30,16,82,423.50 (Thirty Crore Sixteen Lakh Eighty Two Thousand Four Hundred and Twenty Three and Fifty paise only) is raised by way of issue of 9891227 securities.

### 13. Number of persons to whom preferential allotment has already been made during the year, in terms of number of securities as well as price:

The Company has not made any preferential allotment during the year except for the following:

Sr No	Name of the Proposed Allottee(s)	PAN	No of Shares proposed to be allotted	Price per share
1	SALEENAMMA THOMAS	AKGPT1063J	6655	₹30.05
2	SUSAMMA KURIAN	ASUPK2117Q	33277	₹30.05
3	KURIAN MAMMEN MATHURMCHERIL	AOKPM3447H	16638	₹30.05
4	SALIMON KIDANGAYIL RAJAPPAN	BDJPR6198F	6655	₹30.05
5	MEERA SASI	KJMPS3185P	6655	₹30.05
6	ELAVATHUR SOMAN	AKLPS8680F	16638	₹30.05
7	THEERTHA SIJOY	TNTPS9157R	16638	₹30.05
8	ASHWIN SIVARAM	CRGPS8912L	16638	₹30.05
9	SAMUEL JIJO	AGXPJ4488N	6655	₹30.05

10	THOMAS PHILIP	AITPP6571C	1663893	₹30.05
11	ABIDH ABUBAKKAR	AMQPA2093P	166389	₹30.05
12	THONNANGAMATH BABU SANDEEP	BNAPS8734D	166389	₹30.05
13	JOBY GEORGE	AGOPJ1913F	1204658	₹30.05

#### 14. Valuation for consideration other than Cash:

It is proposed that the Purchase Consideration for ₹ 40,02,04,000.00 shall be discharged by issuing the equity shares of the Company to The Central Financial Credit and Investment Cooperative (India) Ltd. The valuation of the land and building of The Central Financial Credit and Investment Cooperative (India) Ltd. has been arrived based on valuation report dated July 21, 2025 issued by M/s. Vincy Thomas B Tech, PGDFM, FIV, MIE, CE, Chartered Engineer ( India), IBBI Valuer , Registered Valuer under section 34 AB/ 34 AE of the Wealth Tax Act, 1957 & Registered Engineer.

#### 15. The justification for the proposed allotment to be made for consideration other than cash together with the valuation reports:

The Company proposes issue 1,31,21,442 shares for consideration other than cash and 98,91,227 shares for Cash Consideration.

The Purchase Consideration payable for land and building of The Central Financial Credit and Investment Cooperative (India) Ltd. is proposed to be paid by issue of 98,91,227 shares of the Company. The valuation of land and building of The Central Financial Credit and Investment Cooperative (India) Ltd. is based on the valuation report dated July 21, 2025 and approval of the Purchase Consideration by the Board of Directors.

#### 16.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.

#### 17.Recommendation from the committee of Independent Directors

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

#### 18. Principle terms of assets charged as securities:

Not Applicable.

#### 19. 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.

#### 20.Listing of the proposed shares:

The Company shall make an application to the Stock Exchanges on which the existing

equity shares of the Company are listed, for listing of the aforementioned shares. The above shares, once allotted, shall rank *pari passu* with the then existing equity shares of the Company in all respects, including dividend and voting rights.

## 21. Certificate from a Practicing Company Secretary:

The Company has obtained the Certificate from M/s. CS Roja and Associates, Practicing Company Secretary (M.No. F11695; CP No. 17151), 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/>.

## 22. Identity of proposed allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential Issue:

### For NonCash Consideration

Identity of the proposed preferential allottees	Category	Pre-issue Shareholding	Post issue Shareholding	% of total Capital	Ultimate Beneficial Ownership	Change in control
The Central Financial Credit and Investment Cooperative (India) Ltd.	Multistate cooperative society (Non Promoter)	0	13121442	23.31%	Refer Note Below	There will be no change in the control of the Company consequent to the said issue.

### Note:

The Central Financial Credit and Investment Cooperative (India) Limited (CFCICI Ltd) is a multistate cooperative society registered under the Multi State Cooperative Societies Act, 2002, regulated by the Central Registrar of Cooperative Societies, Ministry of Co-operation, Government of India. CFCICI Ltd is a cooperative financial institution with operations in the state of Kerala and Karnataka. There is no natural person or promoter who, whether acting alone or together, or through one or more juridical person, has ownership or control of the cooperative society or entitlement to more than 10% of shares or capital or profits of CFCICI Ltd since each shareholder of the society has one vote in the affairs of the society irrespective of their shareholding. However, the Board of Directors of CFCICI Ltd vide resolution dt 23rd June 2025 has authorised its Executive Vice President-Finance, Mr. Simon K Jacob (PAN AEFPJ0666N), to be the beneficial owner to get the shares issued in the name of The Central Financial Credit and Investment Cooperative (India) Limited.

### For Cash Consideration

Identity of the proposed preferential allottees	Category	Pre-issue Shareholding	Post issue Shareholding	% of total Capital	Ultimate Beneficial Ownership	Change in control
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**A BSE Listed Non-Banking Financial Company**

ANOOPKUMAR KUNHIKRISHNAN NAMBIAR	Non Promoter	0	16393	0.0291%	self	Nil
AJAYKUMAR PONMILERI KOROTH	Non Promoter	0	16393	0.0291%	self	Nil
VALIYA VALAPPIL RENUKA	Non Promoter	0	65573	0.1165%	self	Nil
SUTHAKARAN MARAYATH VETTIKALATHIL	Non Promoter	0	16393	0.0291%	self	Nil
PAVITHRAN PUTHIYAPURAYIL	Non Promoter	0	16393	0.0291%	self	Nil
SURAJA POOYALORA KUNJHIKANNAN	Non Promoter	0	16393	0.0291%	self	Nil
MADHAVAN THANENGEL	Non Promoter	0	16393	0.0291%	self	Nil
SURENDRANATHAN KOZHENCHERI	Non Promoter	4395	20788	0.0369%	self	Nil
ATHUL BINEESH	Non Promoter	0	32786	0.0582%	self	Nil
MANNUKUSUMBIL JOSEPH JAMES	Non Promoter	19230	48738	0.0866%	self	Nil
THACHILERY DILEEP KUMAR	Non Promoter	0	32786	0.0582%	self	Nil
VISWANATHAN CHEMBRA	Non Promoter	0	16393	0.0291%	self	Nil
VINESH THUVAKKADAN	Non Promoter	0	16393	0.0291%	self	Nil
ELSY THOMAS	Non Promoter	0	32786	0.0582%	self	Nil
SRIDHAR SINDHE	Non Promoter	0	16393	0.0291%	self	Nil
OLEDATH PARAMESWARAN RAJESH	Non Promoter	0	16393	0.0291%	self	Nil
AKSHAT NISHANT	Non Promoter	0	16393	0.0291%	self	Nil
VALSAN KIZHAKKETHODI	Non Promoter	0	16393	0.0291%	self	Nil
PRAMESH AYYAMKULANKARA	Non Promoter	0	16393	0.0291%	self	Nil
PUTHUPPALLIL SREEDHARAN NAIR GOPALAKRISHNANNAIR	Non Promoter	0	16393	0.0291%	self	Nil
KONAMTHARA ANTONY SHAILA	Non Promoter	0	16393	0.0291%	self	Nil
THAROLAKKARA SHIJU	Non Promoter	0	19672	0.0349%	self	Nil
BOSE PHILIP	Non Promoter	20230	36623	0.0650%	self	Nil
EZHUNNAMANNIL REEMA	Non Promoter	0	32786	0.0582%	self	Nil
RAMAKRISHNAN	Non Promoter	0	16393	0.0291%	self	Nil
BALAKRISHNAKURUP PODIKKALATHUM POYIL SURESH BABU	Non Promoter	0	20655	0.0367%	self	Nil
MADHUSOODHANAN CHOIMADATHIL	Non Promoter	0	32786	0.0582%	self	Nil

**A BSE Listed Non-Banking Financial Company**

RAMESH PATTELATH	Non Promoter	0	6557	0.0116%	self	Nil
AJITHKUMAR PALERI	Non Promoter	150000	166393	0.2955%	self	Nil
SHIJI SHIJI VARGHESE	Non Promoter	0	16393	0.0291%	self	Nil
SHAM JACOBRAO PALAURE	Non Promoter	0	16393	0.0291%	self	Nil
REJI KURIAKOSE KUZHIVELIL	Non Promoter	0	16393	0.0291%	self	Nil
MADAPPILLY DAVID PAULOSE	Non Promoter	0	16393	0.0291%	self	Nil
MONCY JOSEPH	Non Promoter	0	16393	0.0291%	self	Nil
ETTURUTHIL RAPHEL PAULSON	Non Promoter	0	16393	0.0291%	self	Nil
THOMAS JOSPH	Non Promoter	21978	38371	0.0682%	self	Nil
KURIAKOSE THURUTHAYIL PHILIPOSE	Non Promoter	0	16393	0.0291%	self	Nil
RAMESH SIVARAMAN	Non Promoter	0	16393	0.0291%	self	Nil
JOSEPH ABEY	Non Promoter	0	16393	0.0291%	self	Nil
BALASUBRAMONY GOPAL	Non Promoter	0	16393	0.0291%	self	Nil
AJITHAKUMARI SUSEELA	Non Promoter	3186	19579	0.0348%	self	Nil
TITUS KUNCHANDY KURIAN	Non Promoter	0	16393	0.0291%	self	Nil
ALEYAMMA CHERIAN	Non Promoter	0	16393	0.0291%	self	Nil
VIJAYAKUMAR	Non Promoter	2223	18616	0.0331%	self	Nil
PRASANTH APPUKKUTTAN	Non Promoter	3020	19413	0.0345%	self	Nil
ARUN NEDUMAKKATTU	Non Promoter	0	13114	0.0233%	self	Nil
JOSEPH CHENNATTU KURIAN	Non Promoter	0	16393	0.0291%	self	Nil
LISSY KURIEN	Non Promoter	0	16393	0.0291%	self	Nil
JOSEPH CHERIAN JOSEPH	Non Promoter	19230	32344	0.0574%	self	Nil
GEORGE KARUNAKKAL IYPE	Non Promoter	0	16393	0.0291%	self	Nil
THOMAS THOMAS NOOTTANIKUNNEL	Non Promoter	0	16393	0.0291%	self	Nil
ILLIMOOTTIL KURUVILA GIJI	Non Promoter	0	32786	0.0582%	self	Nil
MATHEW PRAVEEN	Non Promoter	0	16393	0.0291%	self	Nil
KRISHNAKUMAR PADMALAYAM RAMACHANDRAN NAIR	Non Promoter	0	9836	0.0175%	self	Nil

**A BSE Listed Non-Banking Financial Company**

DOMINIC MATHEW	Non Promoter	0	9836	0.0175%	self	Nil
MANOJ JOSEPH	Non Promoter	0	9836	0.0175%	self	Nil
PREETHA PRABHAKARAN	Non Promoter	0	6557	0.0116%	self	Nil
RAJEEV CHERAKKATIL	Non Promoter	0	32786	0.0582%	self	Nil
MADHAVADAS MENON	Non Promoter	19230	68410	0.1215%	self	Nil
CHANDRASEKHARAN CHATHAMANGALAM RAMASWAMY	Non Promoter	0	6557	0.0116%	self	Nil
SIVAPRAKASH THEKKETTIL	Non Promoter	0	9836	0.0175%	self	Nil
JAYAPRAKASH BALAN	Non Promoter	0	16393	0.0291%	self	Nil
PERUMKULANGARA THAMBUNNI MURALIDHARAN	Non Promoter	0	16393	0.0291%	self	Nil
EDUTHAN ANTONY PAULSON	Non Promoter	15625	32018	0.0569%	self	Nil
CHEMMANNUR GEEVER GIRISH	Non Promoter	0	16393	0.0291%	self	Nil
PUTHUKULANGARA AVIRAH DEVASIA	Non Promoter	0	32786	0.0582%	self	Nil
NELLIPARAMBIL PUSHKARAN SABITHA	Non Promoter	0	16393	0.0291%	self	Nil
CICILY	Non Promoter	0	16393	0.0291%	self	Nil
FAISAL KUNJIMUHAMMAD VALIYAVEETIL	Non Promoter	21978	48207	0.0856%	self	Nil
ABRAHAM UKKAN	Non Promoter	0	16393	0.0291%	self	Nil
SOMAN ELAVATHUR	Non Promoter	35868	52261	0.0928%	self	Nil
NEETHU ANTONY	Non Promoter	0	16393	0.0291%	self	Nil
Abdul Sinan	Non Promoter	0	16393	0.0291%	self	Nil
SWAPNA ERUMPULLYPARAMBIL RAJAPPAN	Non Promoter	0	6557	0.0116%	self	Nil
FIGI DAVID CHERUVATHOOR	Non Promoter	0	6557	0.0116%	self	Nil
KANICHAYI SIVARAMAN MANI	Non Promoter	0	9836	0.0175%	self	Nil
SHERY RAPPAI MANJALI	Non Promoter	0	16393	0.0291%	self	Nil
CHEMBUKAVU JOHNNY DENNY	Non Promoter	0	6557	0.0116%	self	Nil
CHOVALLUR THOMAS LIJO	Non Promoter	0	6557	0.0116%	self	Nil
THOPPIL GOPALAKRISHNA HEGDEN UMAKUMARI	Non Promoter	0	9836	0.0175%	self	Nil
KANDIRITHY VELAYUDHAN MOHANAN	Non Promoter	0	16393	0.0291%	self	Nil

**A BSE Listed Non-Banking Financial Company**

BINDU ALAPPATT POULOSE	Non Promoter	0	9836	0.0175%	self	Nil
DAVIES PALAMATTATH KUTTIYIL POULOSE	Non Promoter	0	13114	0.0233%	self	Nil
ANUPAMA NAMBALA	Non Promoter	0	9836	0.0175%	self	Nil
JOSHY LAZAR THAIKKATTIL	Non Promoter	0	16393	0.0291%	self	Nil
RINSMON THAYTYIL KRISHNAN	Non Promoter	0	16393	0.0291%	self	Nil
PAUL KANGAPPADEN ANTONY	Non Promoter	29411	62197	0.1105%	self	Nil
KURUVATH BAHULEYAN MOHAN	Non Promoter	21875	28432	0.0505%	self	Nil
GANGADHARAN SUSEELAN	Non Promoter	0	16393	0.0291%	self	Nil
ANJALIRAJ LATHAKUMARI RAJASEKHARANNAIR	Non Promoter	0	16393	0.0291%	self	Nil
CHARLES JOHNSON	Non Promoter	0	6557	0.0116%	self	Nil
ABRAHAM PUTHEN VEETIL CHERIYAN	Non Promoter	0	6557	0.0116%	self	Nil
ANU CHANDRAN	Non Promoter	16	6573	0.0117%	self	Nil
DILEEP RAJENDRAN NAIR KAMALAM	Non Promoter	0	9796	0.0174%	self	Nil
REMA SADASIVAN PILLAI	Non Promoter	0	5081	0.0090%	self	Nil
CHERUVATHOOR PRAMODKUMAR	Non Promoter	0	6557	0.0116%	self	Nil
HAIRNESA AHAMEDKHAN	Non Promoter	0	32786	0.0582%	self	Nil
SABU VARGHESE	Non Promoter	0	6557	0.0116%	self	Nil
GREGORY T JOHN	Non Promoter	0	6557	0.0116%	self	Nil
SREEDEVI RAMAKRISHNA PILLAI	Non Promoter	0	6557	0.0116%	self	Nil
SHANTY PUTHUPARAMPIL ANIYAN	Non Promoter	0	6557	0.0116%	self	Nil
ABIDH ABUBAKKAR	Non Promoter	100181 2	2641157	4.6912%	self	Nil
SANDEEP BABU T	Promoter	817177	2456522	4.3632%	self	Nil
JOBY GEORGE	Promoter	753454 7	12452580	22.1181%	self	Nil

### 23. Other Disclosures:

- a. None of the Promoters and Directors of the Company nor the Company is categorized as wilful defaulters or fraudulent borrower by any bank(s) or financial institution(s) or any consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.
- b. None of the Directors or Promoters of the Company is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.
- c. The Proposed Allottee has not sold any equity shares of the Company during the 90 trading days preceding the Relevant date.
- d. The Company has no subsisting default in the redemption or payment of dividend on equity shares of the Company since the commencement of the Act.
- e. The Company is not required to re-compute the price of the equity shares in terms of the provisions of the SEBI (ICDR) Regulations.
- f. The issue of the Subscription Shares pursuant to the Proposed Preferential Issue would be within the authorised share capital of the Company.
- g. The approval of the shareholders by way of a Special Resolution is required for the proposed issue and allotment of equity shares on a preferential basis pursuant to the applicable provisions of the Act read with applicable rules made there under and 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, Key Managerial Personnel and / or their relatives are, in any way, concerned or interested financially or otherwise, in the above resolution except for their shareholding in the Company.

The Board of Directors recommend passing of a Special Resolution as set out in Item No. 2 & 3 of the accompanying notice relating to the issue and allotment of equity shares on a Preferential basis.

***By Order of the Board***

***For Supra Pacific Financial Services Limited***

***Sd/-***

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

**Place: Kochi  
Date: 14.08.2025**