

28th Annual Report of 2013-2014

Supra Pacific Management Consultancy Limited



Directors:

Mr. Kishor A. Shah – Managing Director

Mrs. Jyoti K. Shah – Director

Mr. Pratap Chudsama – Director

Mr. Harish R. Kotian – Director

Mr. T. R. Ramamathan – Director

Mr. Urvish P. Shah – Director

Auditors:

MEHTA CHOKSHI & SHAH
Chartered Accountants

Bankers:

HDFC Bank Limited
Syndicate Bank

Registered Office:

144, Atlanta,
Nariman Point
Mumbai – 400 021

CIN Number:

L74140MH1986PLC039547



Supra Pacific Management Consultancy Ltd

SUPRA PACIFIC MANAGEMENT CONSULTANCY LIMITED

CIN NO: L74140MH1986PLC039547

Registered Office: 144-ATLANTA, NARIMAN POINT, MUMBAI – 400 021

TEL: 2284 1198\ 28240444

Refer Note no. 4: Basis for Modified
opinion in Independent

FORM B

1.	Name of the Company:	SUPRA PACIFIC MANAGEMENT CONSULTANCY LTD
2.	Annual financial statements for the year ended	31st March 2014
3.	Type of Audit qualification	The granting of loans in violation of the provision of Section 295 and 372A of the Companies Act, 1956
4.	Frequency of qualification	appeared first time
5.	Draw attention to relevant notes in the annual financial statements and management	We have decided internally in our audit committee meeting & we are going to consistently follow the same hence forth
6.	Additional comments from the auditor	Refer Note no. 4: Basis for Modified opinion in Independent
7.	To be signed by- • Mr. Kishor A. Shah- Managing Director • Mrs. Jyoti Shah- CFO • M/S MEHTA CHOKSHI & SHAH - Auditor of the company • Mr. Harish Kotian - Audit Committee Chairman	 Sd/- Sd/ Sd/- Sd/-



Supra Pacific Management Consultancy Ltd

SUPRA PACIFIC MANAGEMENT CONSULTANCY LIMITED

CIN NO: L74140MH1986PLC039547

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TEL: 2284 1198\ 28240444

NOTICE

Notice is hereby given that 28th Annual General Meeting of the **Supra Pacific Management Consultancy Limited** will be held on Saturday, the 27th **September, 2014** at 11.30 a.m. at its Corporate office of the Company at 402, 4th Floor, Apollo Complex, Dr. R.K. Sing Marg, Andheri (E), Mumbai – 400 069 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Profit & Loss Account for the year ended 31st March 2014 and Balance Sheet as at the date together with the Report of Auditors and Directors thereon.
2. Appointment of Auditor:

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

“RESOLVED that pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s. Mehta Chokshi & Shah, Chartered Accountants (Firm Registration No. 106201W), be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the thirty First AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM), at such remuneration plus service tax, out-of-pocket, traveling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.

SPECIAL BUSINESS

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mr. Harish Kotian (holding DIN 02725872), Director of the Company who retires by rotation at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member, under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years for a term upto year 31st March 2019.



Supra Pacific Management Consultancy Ltd

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mr. Urvish P. Shah (holding DIN 00021012), Director of the Company who retires by rotation at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member, under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years for a term upto year 31st March 2019.

5. To Migrate from Pune stock Exchange to BSE under Direct Listing:

At present, the Company's Equity Shares are listed in The Pune Stock Exchange Ltd., and there is no trading or very few trading of equity shares since listing at the Pune Stock Exchange Ltd. After due consideration of all the aspects, it was decided by the Board that in terms of the SEBI (Delisting of Equity Shares) Regulations, 2009, announced by SEBI as under :

“RESERVED THAT the Company's Equity Shares listed in The Pune Stock Exchange Ltd., be migrated from Pune Stock Exchange to BSE India Limited having nationwide trading terminals and the investors be easily access to trade and deal in Company's equity shares across the country.”

“RESOLVED further that Mr. Kishor A Shah, Managing Director be and is hereby authorized to do all the things, acts and deeds and execute the documents and application for listing at BSE India Limited.”

Registered Office:

**144, Atlanta, Nariman Point,
Mumbai-400 021.**

☎ 28240444

By order of the Board

**Sd/-
Kishor A. Shah
Managing Director**

PLACE: MUMBAI

DATE: 27th May, 2014




Supra Pacific Management Consultancy Ltd

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE, IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF ON A POLL ONLY & THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. The Register of Members and Transfer Register will be closed from 25th September 2014 to 27th September 2014 (both days inclusive).
3. Proxy in order to be effective must be sent to the Company not less than 48 hours before the meeting.
4. Members are requested to notify immediately change of address, if any, at the Registered Office of the Company/ Registrar Agent.

Supra Pacific Management Consultancy Limited


402, 4th Floor, Apollo Complex, Dr. R.K. Singh Marg,
Andheri (E), Mumbai – 400 069

 **28216736**

5. Members desiring any information on the accounts of the Company are requested to write to the Company at least 10 days in advance, so as to enable the Company to keep the information ready.

Registered Office:

**144, Atlanta, Nariman Point,
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 **28240444**

By order of the Board

**Sd/-
Kishor A. Shah
Chairman**

PLACE: MUMBAI

DATE: 27th May, 2014



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Annexure to the Notice pursuant to Sec.102 of the Companies Act, 2013

Item No. 3

Mr. Harish Kotian is an Independent Director of the Company pursuant to Clause 49 of the Listing Agreement. He joined the Board of Directors of your Company in April 2003.

Mr. Harish Kotian, holds a degree of Bachelor of Arts. Mr. Harish Kotian is a Director on the Board of various other Companies viz., Mideast Portfolio Management Limited. He has experience in Marketing.

Mr. Harish Kotian, retires by rotation at the ensuing Annual General Meeting under the erstwhile applicable provisions of Companies Act, 1956. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Harish Kotian, being eligible and offering himself for appointment, is proposed to be reappointed as an Independent Director for five consecutive years for a term upto 31st March, 2019.

Reference is also invited in this connection to new Clause 49 effective from October 1, 2014 of the Listing Agreement, Clause 49 provides inter alia that an independent director shall hold office for a term up to five consecutive years on the Board of a company and shall be eligible for reappointment for another term of up to five consecutive years on passing of a special resolution by the company.

Provided that a person who has already served as an independent director for five years or more in a company as on October 1, 2014 shall be eligible for appointment, on completion of his present term, for one more term of up to five years only.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Harish Kotian, as an Independent Director.

Accordingly, the Board recommends the resolution in relation to appointment of Mr. Harish Kotian, as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Harish Kotian, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.



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Item No. 4

Mr. Urvish P. Shah is an Independent Director of the Company pursuant to Clause 49 of the Listing Agreement. He joined the Board of Directors of your Company in December 2005.

He holds a degree of Bachelor in Commerce from Mumbai University. He is expertise in Marketing

Mr. Urvish P. Shah retires by rotation at the ensuing Annual General Meeting under the erstwhile applicable provisions of Companies Act, 1956. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Urvish P. Shah, being eligible and offering himself for appointment, is proposed to be reappointed as an Independent Director for five consecutive years for a term upto 31st March, 2019.

Reference is also invited in this connection to new Clause 49 effective from October 1, 2014 of the Listing Agreement, Clause 49 provides inter alia that an independent director shall hold office for a term up to five consecutive years on the Board of a company and shall be eligible for reappointment for another term of up to five consecutive years on passing of a special resolution by the company.

Provided that a person who has already served as an independent director for five years or more in a company as on October 1, 2014 shall be eligible for appointment, on completion of his present term, for one more term of up to five years only.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Urvish P. Shah, as an Independent Director.

Accordingly, the Board recommends the resolution in relation to appointment of Mr. Urvish P. Shah, as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Urvish P. Shah, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Item No. 5

At present, the Company's Equity Shares are listed in The Pune Stock Exchange Ltd., and there is no trading or very few trading of equity shares since listing at the Pune Stock Exchange Ltd. After due consideration of all the aspects, it was decided by the Board that in terms of the SEBI (Delisting of Equity Shares) Regulations, 2009, the Company's Equity Shares listed in The Pune Stock Exchange Ltd., be migrated from Pune Stock Exchange to BSE India Limited having nationwide trading terminals and the investors be easily access to trade and deal in Company's equity shares across the country."



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DIRECTORS' REPORT

DIRECTOR'S REPORT TO THE MEMBERS

Your Directors present herewith the Annual Report of your company together with the Audited Accounts for the year ended 31st March 2014.

OPERATIONS: -

During the year, the Company has earned profit of Rs 17.45 lacs from the operation of the company as against Rs.2.56 lacs from previous financial year.

The Company is planning to migrate its Listing from Pune Stock Exchange to BSE India limited having nationwide trading terminals and the investors be easily access to trade and deal in Company's equity shares across the country

DIVIDEND: -

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

DIRECTORS: -

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

As per Section 152 (6) (e) total number of directors shall not include independent directors. Mr. Harish Kotian and Mr. Urvish Shah have offered for election as Independent Director.

Out of remaining 4 directors 1 are executive directors and 3 are Non Executive director.

DIRECTORS' RESPONSIBILITY STATEMENT:

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

- i. that in the preparation of the annual accounts for the financial year ended 31st March, 2014, the applicable accounting standards have been followed.
- ii. that the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair



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view of the state of affairs of the Company at the end of financial year and of the profit of the Company for that year under review.

- iii. that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- iv. that the directors have prepared the accounts for the financial year ending 31st March, 2014 on a 'going concern' basis.

FIXED DEPOSIT: -

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

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

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

AUDITORS: -

Members are requested to appoint Auditors for the current year and to authorize the Board of Directors to fix their remuneration. At previous meeting, M/s. Mehta Chokshi & Shah., Chartered Accountant, was appointed as Statutory Auditors of your Company from the conclusion of the previous Annual General Meeting. The said Statutory Auditors are being appoint upto 3 years ending 31/03/2017 under New Companies Act, 2013.

PERSONNEL: -

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

CORPORATE GOVERNANCE: -

A separate Report on corporate Governance is produced as a part of this Annual Report along with the Auditor's statement on its compliance, as prescribed under the amended Listing Agreement of the Stock Exchanges with which your company is listed.



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AUDITORS OBSRVATIONS:

Investment in the shares of listed company are under suspension, so loss on investments can not be booked at present level.

The Mangement granted loan to Group Companies u/s. 297 and 372A and the same was approved by Audit Committee and will consistently follow the practise in future.

ACKNOWLEDGEMENT: -

Directors wish to place on record their appreciation of the continued Co-operation, guidance, support and assistance provided during the year under report by the Banks and employees.

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

Sd/-

**Kishor A. Shah
Managing Director**

Place: Mumbai

Date: 27th May, 2014



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Report on Corporate Governance of

Company's Philosophy on Corporate Governance

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

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

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

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

Board of Directors

Composition:

The Board of Directors has Six members; all are Non- Executive Directors (NEDs) who bring in a wide range of skills and experience to the Board. The Company has a Non-Executive Chairman and more than 1/3rd of the Board of Directors is Independent Directors. The composition of the Board is in conformity with Clause 49 of the Listing Agreement.

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

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

Name of the Director	Business Relationship	Category of Directorship	No. of other Director Ships	** No of other Committee Memberships	
				Chairman	Member
Mr. Kishor A. Shah	Chairman cum Managing Director	Promoter, Non-Executive	3	-	-
Mrs. Jyoti K. Shah	Director cum CFO	Promoter, Non Executive	3	-	3
Mr. Pratap D. Chudasama	Director	Non Executive	-	-	-
Mr. Harish kotian	Director	Non Executive & Independent	1	2	1
Mr. T. R. Ramanathan	Director	Non Executive	1	--	-
Mr. Urvish P. Shah	Director	Non Executive & Independent	1	2	1



Supra Pacific Management Consultancy Ltd

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

Number of Board Meetings attendance at Board Meetings and previous Annual General meeting:

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

Name of the Director	No. of Board Meetings attended during the year	27th AGM held on 30th September, 2013 Attended	Remarks
Mr. Kishor A. Shah	7	Yes	
Mrs. Jyoti K. Shah	7	Yes	
Mr. Pratap D. Chudasama	Nil	No	
Mr. Harish Kotian	7	Yes	
Mr. T. R. Ramanathan	Nil	No	
Mr. Urvish P. Shah	4	No	

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

Dates of Board Meetings

30th April 2013, 27th May 2013, 31st July 2013, 25th September 2013, 31st October 2013, 3rd December 2013 and 31st January 2014.

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

Committees of Directors

Audit Committee

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

The Board delegated the following powers to the Audit Committee:

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

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

- a. Overseeing the Company's financial reporting process and the disclosure of its financial information, to ensure that the financial statement is correct, sufficient and credible;



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

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

Sr. No.	Name of the Director	Designation	No. of Meetings attended during 2013-2014	Remarks
1	Mr. Harish Kotian	Chairman	4	
2	Mrs. Urvish Shah	Member	4	
3	Mrs. Jyoti K Shah	Member	4	

All the above Directors are Non- Executive and two Directors are Independent, excluding the Chairman.

The Audit Committee met four times during the year under review.

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

Nomination & Remuneration Committee:

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

Sr. No	Name of the Director	Designation	No. of Meetings attended during 2013- 2014	Remarks
1	Mr. Harish Kotian	Chairman	1	
2	Mr. Urvish P. Shah	Member	1	
3	Mrs.Jyoti K. Shah	Member	1	

All the above Directors are Non- Executive and two Directors, including the Chairman, are Independent.

Terms of Reference:

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



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Remuneration Policy:

Non-Executive Directors

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

Executive Directors

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

Remuneration to Directors:

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

Name	Salary (Rs.)	Commission paid in 2013-2014	Perquisites (Rs.)	Retirement Benefit (Rs.)	Total (Rs.)
Mr. Kishor A.Shah	210,000/-	Nil	Nil	Nil	210,000/-

Stakeholders' Grievance Committee

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

Name of the Director	Designation	Category of Directorship
Mr. Urvish P.Shah	Chairman	Non-Executive & Independent
Mr. Jyoti K. Shah	Member	Non-Executive & Independent
Mr.Harish Kotian	Member	Non-Executive & Independent

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

General Body Meetings

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

Financial Year ended	Day & Date	Time	Venue
25 th AGM	30 th September, 2011	12.00 A.M.	Registered Office
26 th AGM	29 th September, 2012	12.00 A.M.	Coporate Office
27 th AGM	30 th September, 2013	12.00 A.M.	Coporate Office

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



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Means of Communication:

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

Shareholder Information:

i. Annual General Meeting

Date: 27.09.2014

Time: 11.30 a.m.

Venue: 402,4th Floor Apollo Complex, Dr. R.K. Singh Marg, Andheri (E), Mumbai-400 069.

ii. Financial Calendar

Schedule Financial reporting for

Quarter ending June 30, 2014	:	End of July 2014
Quarter ending Sept. 30, 2014	:	End of October 2014
Quarter ending Dec. 31, 2014	:	End of January 2015
Quarter ending March 31, 2015	:	End of April 2015

Annual General Meeting for the Year ended March 31, 2015	:	End of September 2015
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iii. Dates of Book Closure : 25.09.2014 to 27.09.2014 (both days inclusive)

iv. Dividend payment date : No dividend declared.

v. Listing on Stock Exchanges at : The Stock Exchange, Pune

vi. Address for correspondence :

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144, Atlanta, Nariman
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CEO / CFO CERTIFICATION

The Board of Directors,

**SUPRA PACIFIC MANAGEMENT
CONSULTANCY LIMITED**

144, Atlanta, Nariman
point, Mumbai-400021

We hereby certify that:

- (a) We have reviewed financial statements and the cash flow statement for the year ended 31st March 2014 and that to the best of our knowledge and belief;
 - 1) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
 - 2) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) No transaction is entered into by the company during the year which is fraudulent, illegal or violative of the Company's Code of Conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit Committee:
 - 1) Significant changes in internal control over financial reporting during the year.
 - 2) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - 3) Instances of significant fraud of which we have become aware and the involvement there in, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

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

**Sd/-
Kishor A. Shah
Managing Director**

Place: Mumbai

Date: 27th May, 2014



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COMPLIANCE CERTIFICATE

To

The Members of

SUPRA PACIFIC MANAGEMENT CONSULTANCY LIMITED

It is hereby certified and examined that as provided in Clause 49 I (D) of the listing agreement with the stock exchanges, the Board members and the Senior Management personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the financial year ended 31st March 2014.

Registered Office :
144, Atlanta,
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Mumbai - 400 021

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

**Place: Mumbai
Date: 27th May, 2014**

**Sd/-
Kishor A. Shah
Managing Director**



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MANAGEMENT DISCUSSION AND ANALYSIS REPORT

MACRO ECONOMIC ENVIRONMENT

The year 2013-14 had been a year of slow growth world over and as per IMF forecast Global Economy is likely to show a growth of 3.3% during 2013 as compared to growth of 3.2% during 2012. The Global Economies witnessed a subdued growth with diverging growth paths across major economies. US economy which has registered a modest recovery is again subject to the adverse impact of the budget sequestration which will gradually gain pace during 2013. Japan's economy has shown signs of improvement on account of monetary and fiscal stimulus undertaken. The sovereign debt crises and the danger of a banking system meltdown in peripheral euro zone countries coupled with contraction in its major economies like Germany has resulted in negative growth in Euro zone. The growth in the Emerging Market Economies which are viewed as growth engines of the world economy world over have also slowed down with Brazil and South Africa registering accelerated growth where as Russia, China and India a lower growth. According to the Central Statistics Office's advance estimate of GDP growth, Indian Economy is expected to grow at 5% during the year 2013-14 as compared to a growth of 4.80% registered during 2012-13. This has been mainly on account of weak industrial activity compounded by domestic supply bottlenecks and slackening of external demand. This has also slowdown the growth in the service sector which has been the main driver of the growth.

The Reserve Bank of India in order to strike a balance in growth- inflation dynamics has initiated various measures during 2013-2014 to provide greater liquidity to financial system. This has resulted in moderating the headline inflation within its acceptable level. The food inflation as measured by new combined (rural and urban) consumer price index (CPI) remains in double digit is a cause of concern. The measures initiated are expected to result in moderate growth in GDP in the second half of 2013-2014.

1. INDUSTRY STRUCTURE AND DEVELOPMENTS

The last year (2013-2014) has been the most eventful period for the Indian securities market during which it took major strides to carve a niche for itself in the global securities markets. The major developments which hastened this incredible journey can broadly be observed under three categories, viz. improved market microstructure, introduction of new products and progressive changes in the regulatory framework.

2. OPPORTUNITY AND THREATS

Opportunities

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



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

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

Threats & Concerns

The Indian economy is caught between low growth and stubbornly high inflation. Last month, the International Monetary Fund (IMF) revised the year-over-year GDP growth forecast of India to 5.7 percent for 2014, down from its January estimate of 5.9 percent. The IMF attributed structural factors as the primary reasons for the poor performance, rather than the cyclical factors cited by the government last month. Additionally, the IMF expects consumer price inflation to remain at around 10 percent in 2014 due to a rise in food and fuel prices. Lately, there have been signs of easing inflationary pressures. The wholesale-price inflation has steadily decreased since late 2013, while consumer-price inflation went below 10 percent this May, as the economy operates below capacity. However, the government's attempt to reduce the fuel subsidy bill by raising administered fuel prices will likely reverse the fall in inflation in the remaining part of the year.

3. SEGMENTWISE PERFORMANCE

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

4. OUTLOOK

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

5. RISKS AND CONCERNS

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

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



Supra Pacific Management Consultancy Ltd

6. INTERNAL CONTROL SYSTEMS

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

7. FINANCIAL PERFORMANCE

The Company has achieved a turnover of Rs.23.26 Lacs during the current year as against Rs.2.56 lacs in previous year . During the current year Company has earned profit of Rs. 17.45 Lacs as against profit of Rs.2.56 lacs in the previous financial year.

8. HUMAN RESOURCE AND INDUSTRIAL RELATIONS

The Company recognizes that its success is deeply embedded in the success of its human capital. During 2013-2014, the Company continued to strengthen its HR processes in line with its objective of creating an inspired workforce. The employee engagement initiatives included placing greater emphasis on learning and development, launching leadership development programme, introducing internal communication, providing opportunities to staff to seek inspirational roles through internal job postings, streamlining the Performance Management System, making the compensation structure more competitive and streamlining the performance-link rewards and incentives.

The Company believes that learning is an ongoing process. Towards this end, the Company has built a training infrastructure which seeks to upgrade skill levels across grades and functions through a combination of in-house and external programme.

9. CAUTIONARY STATEMENT

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

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

**Sd/-
Kishor A. Shah
Managing Director**

Place: Mumbai

Date: 27th May, 2014



Supra Pacific Management Consultancy Ltd

SUPRA PACIFIC MANAGEMENT CONSULTANCY LIMITED
CIN NO: L74140MH1986PLC039547
Registered Office: 144-ATLANTA, NARIMAN POINT, MUMBAI – 400 021
TEL: 2284 1198\ 28240444

COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

To,

The Members of

Supra Pacific Management consultancy Limited

We have reviewed the compliance of conditions of Corporate Governance Supra Pacific Management consultancy Limited for the year ended 31st March, 2014 as stipulated in Clause 49 of the Listing Agreement of the Company with Stock Exchange.

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in clause 49 of the listing agreement with the Stock Exchange.

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

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

For Mehta Chokshi & Shah
Chartered Accountants
Firm Registration No. 106201W

Place :Mumbai
Date : 27th May, 2014

Sd/-
Chetan M. Shah
Partner
Membership No. 47178



Supra Pacific Management Consultancy Ltd

INDEPENDENT AUDITORS' REPORT

To,

The Members,

SUPRA PACIFIC MANAGEMENT CONSULTANCY LIMITED

1. Report on the Financial Statements

We have audited the accompanying financial statements of **SUPRA PACIFIC MANAGEMENT CONSULTANCY LIMITED ("the Company")**, which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

2. Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated 13th September 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

3. Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

4. Basis for Qualified Opinion

Attention is invited to:

1. *Note no.21 of the Financial Statements regarding granting of loans in violation of the provision of Section 295 and 372A of the Companies Act, 1956 and Section 185 of the Companies Act, 2013.*



Supra Pacific Management Consultancy Ltd

5. Opinion

Except for the effects of the matter described in the "Basis for Qualified Opinion" para 4 above in our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India,;

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;*
- b) In the case of the Statement Profit and Loss, of the Profit for the year ended on that date; and*
- c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.*

6. Report on Other Legal and Regulatory Requirements

- i. As required by the Companies (Auditors' Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
- ii. As required by section 227(3) of the Act, we report that:
 - a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the Balance Sheet and Statement of Profit and Loss comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956 read with the General Circular 15/2013 dated 13th September 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act 2013;
 - e) On the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

**For Mehta Chokshi & Shah
Chartered Accountants
Firm Registration No. 106201W**

**Place : Mumbai
Date : 27th May, 2014**

**Sd/-
Chetan M. Shah
Partner
Membership No. 47178**



Supra Pacific Management Consultancy Ltd

ANNEXURE TO THE AUDITORS' REPORT (Referred to in paragraph 6 (i) of our report of even date)

1. Fixed Assets
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) Fixed Assets have been physically verified by the management as of the year-end. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its fixed assets. No discrepancies were noticed on such verification.
 - (c) No fixed assets have been disposed of during the year.
2. The company does not have any Inventories and hence para 4 (ii) of the order is not applicable to the company.
3. In respect of the loans, secured or unsecured, granted or taken by the Company to or from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956, according to the information and explanations given to us:
 - (a) As per information and explanation given to us, during the year, the Company has not granted loan to a director. The maximum amount outstanding at any time during the year as well as closing balance of the same is Rs.39,95,000/-.
 - (b) *Since the above loan granted is interest free, in our opinion, the terms and condition of the loan are prima facie prejudicial to the interest of the company.*
 - (c) According to information and explanation given to us, the above said loans are receivable on demand and the company has not demanded the repayment of the above loan and hence provision of para 4 (iii) (c) and (d) of the order are not applicable.
 - (e) As per information and explanation given to us, during the year, the company has not accepted any loans from the parties covered in the Register maintained under Section 301 of the Companies Act, 1956 and hence provisions of para 4 (iii) (e) to (g) are not applicable to the company.
4. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of fixed assets and sales of services. During the course of our audit, no major weakness has been noticed in the internal control system in respect of the said areas.
5. In our opinion and according to the information and explanations given to us, the company has not entered into any contract or arrangements with the parties to which section 297 or section 299 applies and hence para 4 (v) of the order is not applicable.
6. The Company has not accepted any deposits from the public and consequently, the directives issued by the Reserve Bank of India and the provisions of section 58A, 58AA or any other relevant provisions of the Companies Act, 1956 and the rules framed there under are not applicable.



Supra Pacific Management Consultancy Ltd

7. *The Company does not have an internal audit system.*
8. The central government has not prescribed the maintenance of cost records under Section 209(1) (d) of the Companies Act, 1956.

Statutory Dues

- (a) According to the information and explanations given to us and according to the books and records as produced before us, in our opinion, the Company is regular in depositing the undisputed statutory dues including Income Tax and Other applicable Statutory Dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the said applicable statutory dues were in arrears as at March 31, 2014 for a period of more than six months from the date they became payable.
 - (b) According to the information and explanation given to us, there are no disputed statutory dues.
9. The accumulated losses of the Company at the end of the financial year do not exceed fifty percent of its net worth and the Company has not incurred cash losses during the current financial year as well as in the immediately preceding financial year.
 10. The Company has not borrowed from financial institutions, banks or debenture holders and hence the question of any default in repayment does not arise.
 11. The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities. Therefore, the requirements of Clause 4(xii) of the Order are not applicable.
 12. The Company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore, the requirements of Clause 4(xiii) of the Order are not applicable.
 13. During the year, the Company has not dealt or traded in shares, securities, debentures and other investments. Therefore, the requirements of Clause 4(xiv) of the Order are not applicable.
 14. According to the information and explanations given to us, the Company has given guarantee for loans taken by others from banks or financial institutions.
 15. The Company has not obtained any term loans during the year and therefore the requirements of Clause 4(xvi) of the Order are not applicable.
 16. According to the information and explanations given to us, the company has not borrowed any funds on short term basis and hence para 4(xvii) of the order is not applicable to the company.
 17. During the year, the Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956. Therefore, the requirements of Clause 4(xviii) of the Order are not applicable.



Supra Pacific Management Consultancy Ltd

18. During the year, the Company has not issued any debentures nor does it have any outstanding secured debentures. Therefore, the requirements of Clause 4(xix) of the Order are not applicable.
19. During the year, the Company has not raised any monies by way of Public Issue. Therefore, the requirements of Clause 4(xx) of the Order are not applicable.
20. Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the year.

**For Mehta Chokshi & Shah
Chartered Accountants
Firm Registration No. 106201W**

Sd/-

**Chetan M. Shah
Partner
Membership No. 47178**

**Place :Mumbai
Date : 27th May, 2014**



Supra Pacific Management Consultancy Limited

Balance Sheet as on 31st March, 2014

(Amount in Rupees)

Particulars	Note No.	As at 31st March, 2014	As at 31st March, 2013
<u>Equity and Liabilities</u>			
Shareholders' funds			
Share capital	3	47,906,500	47,906,500
Reserves and surplus	4	(5,523,933)	(7,029,485)
Non-Current Liabilities			
Other Long Term Liabilities	5	2,200,000	2,200,000
Current liabilities			
Trade payables	6	52,225	150,184
Other Current Liabilities	7	314,100	204,876
TOTAL		44,948,892	43,432,075
<u>Assets</u>			
Non-current assets			
Fixed assets			
Tangible assets	8	8,016,004	8,215,245
Non-current Investments	9	20,756,000	17,126,000
Long-term loans and advances	10	14,573,878	15,026,120
Current assets			
Trade Receivables	11	234,540	3,000,000
Cash and cash equivalents	12	39,478	57,710
Other Current Assets	13	1,328,992	7,000
TOTAL		44,948,892	43,432,075

Significant Accounting Policies and Notes on Financial Statements 1 to 28

As per our attached report of even date

For Mehta Chokshi & Shah
Chartered Accountants
Firm Registration No. 106201W

Sd/-

Chetan M. Shah
Partner
Membership No. 47178

Place :Mumbai
Date : 27th May, 2014

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

Sd/-

Kishor A Shah
Managing Director

Sd/-
Jyoti K. Shah
Director

Place :Mumbai
Date : 27th May, 2014



Supra Pacific Management Consultancy Limited

Statement of Profit and Loss for the year end 31st March, 2014

(Amount in Rupees)

Particulars	Note No.	For the year ended 31st March, 2014	For the year ended 31st March, 2013
Income :			
Income from Operations	14	2,326,855	948,660
Total Income		2,326,855	948,660
Expenditure :			
Employee benefit expenses	15	210,000	210,000
Depreciation and amortization expenses	8	199,240	199,240
Other expenses	16	172,063	283,008
Total Expenditure		581,303	692,248
Profit before tax		1,745,552	256,412
Tax expense		-	-
Current tax		(240,000)	-
Deffered Tax		-	-
Profit for the year		1,505,552	256,412
Earnings per share:			
Basic and Diluted [Refer note no. 20]		0.27	0.05

Significant Accounting Policies and Notes on Financial Statements

1 to 28

As per our attached report of even date

For Mehta Chokshi & Shah
Chartered Accountants
Firm Registration No. 106201W

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

Sd/-

Kishor A Shah
Managing Director

Sd/-

Chetan M. Shah
Partner
Membership No. 47178

Sd/-
Jyoti K. Shah
Director

Place :Mumbai
Date : 27th May, 2014

Place :Mumbai
Date : 27th May, 2014



Supra Pacific Management Consultancy Limited

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

AS PER THE CLAUSE 32 OF THE LISTING AGREEMENT

	2013-2014 Amount (Rs)	2012-2013 Amount (Rs)
A Cash Flow From Operating Activities		
Net Profit before Taxation & Extra Ordinary Item	1,745,552	256,412
Adjustment For:		
Depreciation	199,240	199,240
Operating Profit Before Working Capital Changes	1,944,792	455,652
Increase/Decrease in:		
Trade Payable	(97,959)	8,427
Trade Receivables	2,765,460	-
Other Current Liabilities	109,224	162,334
Other Current Assets	(1,321,992)	-
Long Term Loans & Advances	349,400	(483,550)
Cash Generation From Operations	3,748,925	142,863
Taxes Paid	(137,157)	(94,860)
Cash Flow From Operating Activities	3,611,768	48,003
B Cash Flow From Investing Activities		
Purchase of Investments	(3,630,000)	-
Net Cash From Investing Activities	(3,630,000)	-
C Cash Flow From Financial Activities		
	-	-
Net Cash Flow In Financing Activities	-	-
Net Increase In Cash and Cash Equivalents (A+B+C)	(18,232)	48,003
Opening Balance Of Cash and Cash Equivalents	57,710	9,707
Closing Balance Of Cash and Bank Equivalents	39,478	57,710

For Mehta Chokshi & Shah
Chartered Accountants
Firm Registration No. 106201W

For and on behalf of Board of Director
Supra Pacific Management Consultancy Limited

Sd/-
Chetan M. Shah
Partner
Membership No. 47178

Sd/-
Kishor A. Shah
Managing Director

Sd/-
Jyoti K. Shah
Director

Place : Mumbai
Date : 27th May, 2014

Place : Mumbai
Date : 27th May, 2014



Supra Pacific Management Consultancy Limited

Notes forming part of Financial Statements

1 Company Background

The company is a Public Limited company. Its equity shares are listed on Pune Stock Exchange. The company is engaged in Real Estate / Properties related services for Indian Corporate and NRI clients.

2 Statement of Significant Accounting Policies

2.1 Method of Accounting :

These Accounts have been prepared in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated 13th September 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act 2013

2.2 Fixed Assets :

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

2.3 Depreciation :

Depreciation on fixed assets is provided on Straight Line Method in accordance with the rates prescribed in Scheduled XIV of the Companies Act.1956.

2.4 Revenue Recognition

a) Rent Income:

Lease income from operating lease is recognised in the statement of profit and loss on straight line basis over the lease term.

b) Interest Income:

Interest is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

2.5 Taxes on income

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

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

2.6 Investments

Investments held by the Company are of long term in nature and are stated at cost less provision for diminution in the value is made to recognise a decline other than temporary in the value of the investments.

2.7 Contingent Liabilities

Contingent Liabilities are not provided for in the accounts and if any the same is reflected in notes to accounts.

2.8 Cash and Cash Equivalents

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

2.9 Earnings Per Share

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

2.10 Impairment of Assets

Pursuant to Accounting Standard (AS-28) Impairment of Assets, the Company assessed its fixed assets for impairment as at March 31, 2014 and concluded that there has been no significant impaired fixed asset that needs to be recognised in the books of account.



Supra Pacific Management Consultancy Limited

Notes forming part of Financial Statements

3 Share Capital

3.1 Details of Authorised, Issued, Subscribed & Paid up Share Capital

Particulars	As at 31st March, 2014		As at 31st March, 2013	
	Number	Amount in Rs.	Number	Amount in Rs.
Authorised				
Equity Shares of Rs. 10/- each	6,000,000	60,000,000	6,000,000	60,000,000
	6,000,000	60,000,000	6,000,000	60,000,000
Issued, Subscribed & Paid up				
Equity Shares of Rs. 10/- each	4,080,500	40,805,000	4,080,500	40,805,000
Equity Shares of Rs. 10/- each of Rs.5/- paid up	1,420,300	7,101,500	1,420,300	7,101,500
	5,500,800	47,906,500	5,500,800	47,906,500

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

3.2 Reconciliation of the outstanding number of shares

Particulars	Equity Shares		Equity Shares	
	As at 31st March, 2014		As at 31st March, 2013	
	Number	Amount in Rs.	Number	Amount in Rs.
Shares outstanding at the beginning of the year	5,500,800	47,906,500	5,500,800	47,906,500
Add: Shares Issued during the year	-	-	-	-
Less: Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	5,500,800	47,906,500	5,500,800	47,906,500

3.3 The details of shareholders holding more than 5% shares

Name of Shareholder	As at 31st March, 2014		As at 31st March, 2013	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Kishor A Shah	683,600	12.43	683,600	12.43
Jyoti K. Shah	400,000	7.27	400,000	7.27
Mideast Healthcare Pvt. Ltd	1,345,000	24.45	1,345,000	24.45
Mideast Properties Pvt. Ltd	534,900	9.72	534,900	9.72
Mideast Energy Ltd	444,000	9.07	444,000	9.07



Supra Pacific Management Consultancy Limited

Notes forming part of Financial Statements

4 Reserves and Surplus

Particulars	As at 31st March, 2014	As at 31st March, 2013
	Amount in Rs.	Amount in Rs.
(Deficit) in the statement of Profit and Loss:		
Opening balance	(7,029,485)	(7,285,897)
Add : Profit for the year	1,505,552	256,412
Total	(5,523,933)	(7,029,485)

5 Other Long Term Liabilities

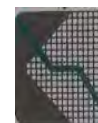
Particulars	As at 31st March, 2014	As at 31st March, 2013
	Amount in Rs.	Amount in Rs.
Security Deposit	2,200,000	2,200,000
Total	2,200,000	2,200,000

6 Trade Payables

Particulars	As at 31st March, 2014	As at 31st March, 2013
	Amount in Rs.	Amount in Rs.
-Due to Micro Small and Medium Enterprises (Refer Note No.26)	-	-
-Due to others	52,225	150,184
Total	52,225	150,184

7 Other Current Liabilities

Particulars	As at 31st March, 2014	As at 31st March, 2013
	Amount in Rs.	Amount in Rs.
Outstanding Expenses	314,100	204,876
Total	314,100	204,876



8 Fixed Assets

Sr. No.	Particulars	GROSS BLOCK			DEPRECIATION			NET BLOCK	
		As on 1st April, 2013	Addition/ Deduction During the Year	As on 31st March, 2014	As on 1st April, 2013	Depreciation For the Year	As on 31st March, 2014	As on 31st March, 2014	As on 31st March, 2013
	Tangible Assets :								
1	Office Equipment	147,400	-	147,400	123,732	7,000	130,732	16,668	23,668
2	Furniture & Fixture	241,689	-	241,689	240,920	-	240,920	769	769
3	Computers	60,200	-	60,200	60,199	-	60,199	1	1
4	Office Premises	11,793,880	-	11,793,880	3,603,074	192,240	3,795,314	7,998,566	8,190,806
	Total	12,243,169	-	12,243,169	4,027,925	199,240	4,227,165	8,016,004	8,215,245
	Previous Year	12,243,169	-	12,243,169	3,828,685	199,240	4,027,925	8,215,245	8,414,484

Notes
g r t f n a l
r u m m i p a v r m a u s t a t e m e n t u s



Supra Pacific Management Consultancy Limited

Notes forming part of Financial Statements

9 Non Current Investments

Particulars	As at 31st March, 2014	As at 31st March, 2013
	Amount in Rs.	Amount in Rs.
INVESTMENT (AT COST) :		
A . QUOTED EQUITY SHARES :		
Trade		
(1) 131,000 (Previous Year: 131,000) Equity Shares of Mid East Portfolio Management Ltd (FV:Rs.10/-)	1,310,000	1,310,000
TOTAL	1,310,000	1,310,000
B . UNQUOTED SHARES :		
Trade		
(1) 149,000 (Previous Year: 149,000) 11% Cumulative Preference Shares of Mideast Portfolio Management Ltd (FV:Rs.100/-)	14,900,000	14,900,000
Non Trade		
(1) 100 (Previous Year: 100) Equity Shares of Janakalyan Sahakari Bank Ltd (FV:Rs.10/-)	1,000	1,000
(2) 91,500 (Previous Year: 91,500) Equity Shares of Terranova Technologies Ltd.(FV:Rs.10/-)	915,000	915,000
(3) 21,000 (Previous Year: Nil) Equity Shares of Ashik Woollen Mills Ltd. (F.V. 30/-)	630,000	-
(4) 300,000 (Previous Year: Nil) Equity Shares of Mideast Securities Pvt. Ltd. (F.V. 10/-)	3,000,000	-
TOTAL	19,446,000	15,816,000
TOTAL (A + B)	20,756,000	17,126,000
AGGREGATE MARKET VALUE OF QUOTED INVESTMENTS	524,000	623,560

10 LongTerm Loans and Advances

Particulars	As at 31st March, 2014	As at 31st March, 2013
	Amount in Rs.	Amount in Rs.
Loan to others	10,492,000	-
Loan to related parties	-	10,866,500
Loan to a Director	3,995,000	3,969,900
Advance Tax and Tax Deducted at Source (net of provision)	86,878	189,720
Total	14,573,878	15,026,120



Supra Pacific Management Consultancy Limited

Notes forming part of Financial Statements

11 Trade Receivables

Particulars	As at 31st March, 2014	As at 31st March, 2013
	Amount in Rs.	Amount in Rs.
(Unsecured, Considered Good)		
Trade Receivables outstanding for a period exceeding six months	-	3,000,000
(from relative of a director)		
Others	234,540	-
Total	234,540	3,000,000

12 Cash and Cash Equivalents

Particulars	As at 31st March, 2014	As at 31st March, 2013
	Amount in Rs.	Amount in Rs.
Balance with Banks	39,129	56,112
Cash in hand	349	1,598
Total	39,478	57,710

13 Other Current Assets

Particulars	As at 31st March, 2014	As at 31st March, 2013
	Amount in Rs.	Amount in Rs.
Share Allotment Money in Arrears	7,000	7,000
Interest Receivable	1,321,992	-
Total	1,328,992	7,000



Supra Pacific Management Consultancy Limited

Notes forming part of Financial Statements

14 Other Income

Particulars	For the year ended 31st March, 2014	For the year ended 31st March, 2013
	Amount in Rs.	Amount in Rs.
Interest Received	1,468,880	-
Other Income	6,650	-
Rent Income	851,325	948,660
Total	2,326,855	948,660

15 Employee Benefits Expenses

Particulars	For the year ended 31st March, 2014	For the year ended 31st March, 2013
	Amount in Rs.	Amount in Rs.
Directors Remuneration	210,000	210,000
Total	210,000	210,000

16 Other Expenses

Particulars	For the year ended 31st March, 2014	For the year ended 31st March, 2013
	Amount in Rs.	Amount in Rs.
Listing Fees	11,200	11,200
Insurance	521	489
Legal and Professional charges	6,020	2,980
Payment to Auditors (Refer Note no.19)	8,427	8,427
Office Rent	-	96,000
Maintenance Charges	53,828	93,845
Property Tax	26,816	53,466
Advertisement Expenses	-	1,460
Postage, Telegram and Telephone Expenses	2,866	1,556
ROC Filing Fees	6,000	1,000
Bank charges	115	649
Interest on delayed payment of Maintenance Charges	21,880	8,265
Miscellaneous Charges	33,950	300
Printing & Stationary Charges	440	-
Demat Charges	-	3,371
Total	172,063	283,008



Supra Pacific Management Consultancy Ltd

SUPRA PACIFIC MANAGEMENT CONSULTANCY LIMITED

CIN NO: L74140MH1986PLC039547

Registered Office: 144-ATLANTA, NARIMAN POINT, MUMBAI – 400 021

TEL: 2284 1198\ 28240444

Notes forming part of Financial Statements

- 17** Corporate Guarantee given against Bank Overdraft facility availed by a group company for Rs. 6,060,600/-. (Previous Year Rs. 6,060,600/-)

18 Managerial Remuneration:

	2013-2014	2012-2013
	Rs.	Rs.
Directors Remuneration	210,000	210,000
Perquisites	NIL	NIL
TOTAL	210,000	210,000

19 Payment to Auditors:-

	2013-2014	2012-2013
	Rs.	Rs.
Audit Fees	7,500	7,500
Service Tax	927	927
In other capacity	Nil	Nil
TOTAL	8,427	8,427

20 Earnings per Share

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

(Amount in Rupees)

Particulars	For the year ended 31st March, 2014	For the year ended 31st March, 2013
Net Profit / (Loss) after tax as per Profit & Loss Account	1505552	256,412
Weighted average number of shares outstanding during the year	5,500,800	5,500,800
Basis and Diluted Earnings Per Share	0.27	0.05
Face Value Per Equity Share	10	10



Supra Pacific Management Consultancy Ltd

21 The company has not complied with the provision of Section 295 and Section 372A of the Companies Act, 1956 and Section 185 of the Companies Act, 2013 with respect to investment in shares and loans given.

22 Taxes on Income:

a. Component of Deferred Tax:

(Amount in Rs.)

Particulars	Year Ended 31st March,2014	Year Ended 31st March,2013
Deferred Tax Assets (DTA) (Related to Fixed assets)	25,126	26,396
Deferred Tax Assets (DTA) related to Loss	1,02,843	3,31,848
Net DTA at the end of the year	1,27,969	3,58,244
(Less) Net DTA at the beginning of the year	(3,58,244)	-
DTA generated/(reversed) during the year	(2,30,275)	3,58,244

b. In view of past brought forward unabsorbed depreciation and losses and lack of evidence of future taxable income, the company has thought it prudent not to recognize Deferred Tax Assets in its books.

23 Related Party Disclosures:

23.1 The names of the related parties are as under:

Name of related parties	Nature of relation
Mid East Portfolio Management Limited	Associates
Mideast Energy Limited	
Mideast Retail Pvt Limited	
M/s. Kishor A. Shah	
Kishor A. Shah	Chairman cum Managing Director
Jyoti K. Shah	Director
Pratap Chudasama	Director



Supra Pacific Management Consultancy Ltd

Urvish Shah	Director
Harish Kotian	Director
T R Ramanathan	Director
Molem Investment and Finance Private Limited	Erstwhile Associates*
Mideast Healthcare Private Limited	
Mideast Windfarms Private Limited	

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

***The above companies are no longer related parties due change in the management/shareholding of those companies.**

23.2 Details of Transactions :

(Amount in Rs.)

NATURE OF TRANSACTIONS	WITH ASSOCIATES	WITH KEY MANAGEMENT PERSONEL	WITH RELATIVE OF KEY MANAGEMENT PERSONEL
1. Trade Receivable :			
Opening Balance	374,500 (-)	- (649,000)	- (3,000,000)
Credit During the year	688,000 (470,500)	- (1,410,912)	- (-)
Debit during the year	313,500 (96,000)	- (564,412)	- (-)
Closing Balance	- (374,500)	- (1,495,500)	- (3,000,000)
2. Loans given :			
Opening Balance	10,866,500 (10,496,000)	3,969,900 (3,856,850)	- (-)
Loans granted during the year	- (100,000)	225,200 (191,000)	- (-)
Loans repaid during the year	- (470,500)	200,100 (77,950)	- (-)
Less: Adjustment due change in management/shareholding	(10,866,500)		
Closing Balance	- (10,866,500)	3,995,000 (3,969,900)	- (-)



Supra Pacific Management Consultancy Ltd

3. Reimbursement of Rent Expenses:			
Reimbursement of Rent Expenses incurred during the year	- (96,000)	- (-)	- (-)
4. Remuneration paid	- (-)	210,000 (210,000)	- (-)

24 Disclosure as per AS-19 are as follows:

- a. The company has leased commercial premises on Non Cancellable Operating lease and lease rent of Rs.851,325/- (P.Y. Rs. 948,660/-) has been credited to statement of profit and loss.

- b. Details of leased asset:

Particulars	As at 31 st March, 2014	As at 31 st March, 2013
Gross carrying amount	11,793,880	11,793,880
Accumulated Depreciation	3,795,314	3,603,074
Accumulated impairment losses	-	-
Net block	7,998,566	8,190,806

- c. The future minimum lease receipts are as under:

Particulars	For the year ended 31 st March, 2014	For the year ended 31 st March, 2013
Within one Year	Nil	711,504
After one year but more than five years	Nil	Nil
More than five years	Nil	Nil

- d. There are no exception / restrictive covenants in the lease agreement.



Supra Pacific Management Consultancy Ltd

25 Segment Reporting :

The Company is engaged in financial activities and all activities of the company revolve around this business and the operations are mainly in India. As such there are no other reportable segments as defined by accounting standard 17 of Segment Reporting issued by the Institute of Chartered Accountants of India.

26 Figures of the previous year have been regrouped and reclassified wherever necessary.

27 There are no dues outstanding to any Micro, Small or Medium Enterprises.

28 The amount in the Balance Sheet, and statement of Profit and Loss are rounded off to the nearest rupee.

Signature to Notes (1 to 28)

As per our attached report of even date.

**For Mehta Chokshi & Shah
Chartered Accountants
Firm Registration No. 106201W**

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

Sd/-

**Chetan M. Shah
Partner
Membership No. 47178**

Place :Mumbai

Date : 27th May, 2014

Sd/-

**Kishor A Shah
Managing Director**

Place :Mumbai

Date : 27th May, 2014

Sd/-

**Jyoti K. Shah
Director**



Supra Pacific Management Consultancy Ltd

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PROXY FORM

Pursuant to Section 105(6) of the Companies Act 2013 and Rule 19(3) of the Companies (Management and Administration) Rule 2014

Name of the Member (s) _____

Registered Address: _____

Folio / Client No: _____ DP ID No: _____

I/we, being the member(s) of _____ Shares of Supra Pacific Management Consultancy Limited, hereby appoint

Name: _____ Email ID: _____

Address: _____ Signature: _____

Of failing which

Name: _____ Email ID: _____

Address: _____ Signature: _____

Of failing which

Name: _____ Email ID: _____

Address: _____ Signature: _____

As my/our proxy to attend and vote (on a poll) for me/our behalf at the Twenty Eighth Annual General Meeting of the Company to be held on Saturday, 27th September 2014 at 11.30 AM at Corporate Office of the Company at 402, 4th Floor, Apollo Complex, Dr. R.K. Sing Marg, Andheri (E), Mumbai- 400 069.

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2014, the reports of the Board of Directors and Auditors thereon.
2. Appointment of Auditor.
3. To appoint Mr. Harish Kotian as an Independent Director.
4. To appoint Mr. Urvish P. Shah as an Independent Director.



Supra Pacific Management Consultancy Ltd

5. To migrate from Pune Stock Exchange to BSE under Direct Listing.

Signed this _____ Day of _____, 2014

Signature: _____

Signature of the Shareholder(s) _____

Signature of Proxy holder(s) _____

Notes : This Form of Proxy in order to be effective should be duly completed and deposited at the Corporate Office of the Company at 402, 4th Floor, Apollo Complex, Dr. R.K. Sing Marg, Andheri (E), Mumbai- 400 069 , not less than 48 hours before the commencement of the Meeting.

SUPRA PACIFIC MANAGEMENT CONSULTANCY LIMITED

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ATTENDANCE SLIP

(To be presented at the entrance)

28th ANNUAL GENERAL MEETING on Saturday, the 27th September 2014 AT 11.30 am at its Corporate Office of the Company at 402, 4th Floor, Apollo Complex, Dr. R.K. Sing Marg, Andheri (E), Mumbai- 400 069

Folio No. _____ DP ID No. _____ Client ID No. _____

Name of the Member: _____ Signature: _____

Name of the Proxy holder: _____ Signature: _____

1. Only Member/ Proxy holder can attend the meeting.
2. Member / Proxy holder should bring his/her copy of Annual Report for reference at the meeting.