

# ***31<sup>th</sup> Annual Report of 2016-2017***

## ***Supra Pacific Management Consultancy Limited***



### **Directors:**

Mr. Kishor A. Shah – Managing Director

Mrs. Jyoti K. Shah – Wholetime Director & CFO

Mr. Harish R. Kotian – Independent Director

Mr. Sharad Kulkarni – Independent Director

Mr. Nitin Phadake – Independent Director

### **Auditors:**

MEHTA CHOKSHI & SHAH  
Chartered Accountants

### **Bankers:**

HDFC Bank Limited  
Syndicate Bank

**Registrar & Transfer:**

M/S. Purva Share Registry (India) Pvt. Ltd

**Registered Office:**

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

**CIN Number:**

L74140MH1986PLC039547

**Email ID:**

[info@suprapacific.com](mailto:info@suprapacific.com)

**Website**

[www.suprapacific.com](http://www.suprapacific.com)



## **SUPRA PACIFIC MANAGEMENT CONSULTANCY LIMITED**

CIN NO.:L74140MH1986PLC039547

### **NOTICE**

Notice is hereby given that 31<sup>st</sup> Annual General Meeting of the **Supra Pacific Management Consultancy Limited** will be held on Wednesday, the **27<sup>th</sup> September, 2017** at 12.00 noon. at its Registered office of the Company at 402, 4<sup>th</sup> Floor, Apollo Complex, R.K. Singh 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 2017 and Balance Sheet as at the date together with the Report of Auditors and Directors thereon.
2. To appoint a Director in place of Mrs. Jyoti K. Shah (DIN: 00020912) who retires by rotation but being eligible, offers herself for re-appointment.
3. 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 Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company hereby appoint M/s.Agrawal Jain & Gupta, Chartered Accountants, Mumbai (Registration No.: 013538C) as Statutory Auditor of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at such remuneration plus service tax as applicable and reimbursement of out-of pocket expenses in connection with the audit as the Board of Directors may fix in this behalf."

#### **Registered Office:**

402, 4<sup>th</sup> Floor, Apollo Complex,  
R.K. Singh Marg,  
Andheri (E),  
Mumbai – 400 069  
 28240444

By order of the Board

Sd/-  
**Kishor A. Shah**  
Chairman & Managing Director  
(Din: 00015575)

**Place: Mumbai**

**Date: 30<sup>th</sup> August, 2017**



**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 Monday, September 25, 2017 to Wednesday, September 27, 2017 (both days inclusive) for the purpose of the Annual General Meeting of the Company.
3. Proxy in order to be effective must be sent to the Company not less than 48 hours before the meeting.
4. The Members are requested to:
  - (a) Intimate change in their registered address, if any, to the Company's Registrar and Share Transfer Agents, M/s. Purva Share Registry (India) Pvt. Ltd., 9, Shiv Shakti Industries Estate, J.R. Boricha Marg, Lower Parel (E), Mumbai – 400 011 in respect of their holdings in physical form.
  - (b) Notify immediately any change in their registered address to their Depository Participants in respect of their holdings in electronic form.
  - (c) Non-Resident Indian Members are requested to M/s. Purva Share Registry (India) Pvt. Ltd immediately of the change in residential status on return to India for permanent settlement.
  - (d) Register their email address and changes therein from time to time with M/s. Purva Share Registry (India) Pvt. Ltd for shares held in physical form and with their respective Depository Participants for shares held in demat form.
5. Corporate Members intending to send their authorized representatives are requested to send duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the ensuing Annual General Meeting of the Company.
6. In accordance with the provisions of Section 72 of the Companies Act, 2013, members are entitled to make nominations in respect of the Equity Shares held by them, in physical form. Members desirous of making nominations may procure the prescribed form from the Registrar & Share Transfer Agents, M/s. Purva Share Registry (India) Pvt. Ltd and have it duly filled and sent back to them.
7. MCA, Government of India, through its Circulars Nos. 17/2011 dated 21st April, 2011 and 18/2011 dated 29<sup>th</sup> April, 2011, respectively, has allowed companies to send documents viz. Notices of meetings, Annual Reports and other shareholder communication to their shareholders



electronically as part of its Green Initiatives in corporate governance By Order of the Board of Directors, The Company supports the measures in the Green Initiative. Members are also requested to join the Company in this initiative by registering their Email ID with the Company or its RTA. A 'Green Initiative' Form can be downloaded from the Company's website viz. [www.mideastportfolio.com](http://www.mideastportfolio.com) to register the email id

8. Electronic copy of the Annual Report for 2016-17 is being sent to all Members whose email Ids are registered with the Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2016-17 is being sent in the permitted mode.

#### **9. Voting through electronic means**

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its members the facility to exercise their right to vote at the 31<sup>st</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL):

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on **Saturday, September 23, 2017 at 9.00 a.m. and ends on Tuesday, September 26, 2017 at 5.00 p.m.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. September 19, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 p.m. on September 26, 2017.
- (ii) Members holding shares in physical or in demat form as **on September 19, 2017** shall only be eligible for e-voting.
- (iii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iv) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (v) Click on Shareholders.
- (vi) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vii) Next enter the Image Verification as displayed and Click on Login.



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- (viii) 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 voting of any company, then your existing password is to be used.
- (ix) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</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>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li><li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li></ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"><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 as mentioned in instruction (iv).</li></ul>

- (x) After entering these details appropriately, click on "SUBMIT" tab.
- (xi) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (xii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xiii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.



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- (xiv) 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.
- (xv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xvi) 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.
- (xvii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xviii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xix) 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.
- (xx) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30<sup>th</sup> June 2017. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xxi) **Note for Non – Individual Shareholders and Custodians**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - 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 should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.



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(xxii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

1. General Instructions / information for members for voting on the Resolutions :

- a) Facility of voting through Poll paper shall be made available at the Meeting. Members attending the Meeting, who have not already casts their vote by remote e-voting, shall be able to exercise their right at the Meeting.
- b) Members who have cast their vote by remote e-voting may also attend the Meeting, but shall not be entitled to vote again at the AGM.
- c) The voting rights of shareholders shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the AGM.
- d) Mr. Vijay Kumar Mishra (Membership No.F-5023), Practicing Company Secretary has been appointed by the Board of Directors of the Company as the Scrutinizer to scrutinize the remote e-voting process as well as voting through poll at the Meeting, in a fair and transparent manner.
- e) The results shall be declared not later than forty-eight hours from conclusion of the meeting. The results declared along with the Scrutinizer's Report will be placed on the website of the Company at [www.suprapacific.com](http://www.suprapacific.com) and the website of CDSL immediately after the result is declared by the Chairman and will simultaneously be forwarded to BSE Limited, where Equity Shares of the Company are listed.

Members may also note that the Notice of the Annual General Meeting and the Annual Report for financial year 2016-2017 will also be available on the Company's website [www.suprapacific.com](http://www.suprapacific.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Corporate Office in Mumbai for inspection during normal business hours (10.00 am to 5.00 pm) on all working days up to and including the date of the Annual General Meeting of the Company. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: suprapacific.com.



## **SUPRA PACIFIC MANAGEMENT CONSULTANCY LIMITED**

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**Details of Director's seeking appointment/ re-appointment in forthcoming Annual General Meeting in pursuance to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

### **Annexure A**

Name of Director	Mrs. Jyoti Kishor Shah
DIN	00020912
Date of Birth	27/10/1949
Date of Appointment on the Board	11/04/1986
Expertise in specific functional area	Managing Investments and Consulting Services
Qualification	Bachelor of Arts with Specialisation in Economics
Relationship with other directors	Spouse of Mr. Kishor A. Shah
Directorship in other limited companies	Mid East Portfolio Management Ltd
Membership of Committees in Other Public Limited Companies	Audit Committee, Risk management Committee
Shareholding of Director in the Company	840,000 (15.27%)

**Registered Office:**

402, 4<sup>th</sup> Floor, Apollo Complex,  
R.K. Singh Marg,  
Andheri (E),  
Mumbai – 400 069  
 28240444

By order of the Board

Sd/-  
**Kishor A. Shah**  
(Chairman & Managing Director)  
(Din: 00015575)

**Place: Mumbai**

**Date: 30<sup>th</sup> August, 2017**



## **SUPRA PACIFIC MANAGEMENT CONSULTANCY LIMITED**

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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 2017.

Highlights of financial result for the year were as under:

	2016-2017 Rs. In Lakhs	2015-2016 Rs. In Lakhs
Profit from Operations before Other Income & Interest	(12.94)	45.05
Add: Other Income	54.28	42.56
Operating Profit before Interest	41.34	87.61
Less: Interest	-	-
	41.34	87.61
Add: Exceptional Income/(Expenses)	-	-
Profit Before Tax	41.34	87.61
Provision for Tax	12.96	60.00
Income Tax Adjusted for earlier year	-	-
Profit After Tax	28.38	27.61
Add: Surplus brought forward from Previous Year	-	-
Amount Available for apportionment	28.38	27.61
General Reserve No I	-	-
Debenture Redemption Reserve A/c	-	-
Dividends	-	-
Interim Dividend	-	-
Final (Proposed)	-	-
Tax on Dividend	-	-
Balance Carried Forward	28.38	27.61



## **SUPRA PACIFIC MANAGEMENT CONSULTANCY LIMITED**

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### **OPERATIONS: -**

During the year, the Company has earned profit of Rs 28.38 lacs from the operation of the company as against Rs. 27.61 lacs from previous financial year.

The Company got listed on The Bombay Stock Exchange under Direct Listing norms as on 28<sup>th</sup> October 2017.

### **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).

During the year, Mrs. Jyoti K Shah (DIN: 00020912) reitre by rotation but being eligible herself for re-appointment and Ms. Madhura Dabke has resigned from post of Company Secretary.

### **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, 2017, 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 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, 2017 on a 'going concern' basis.
- v. Directors had devised proper systems to ensure compliance with provisions of all applicable laws and that such system were adequate and operating effectively.



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### **FIXED DEPOSIT: -**

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

### **NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS**

The Board of Directors of the Company has done fourteen board meetings during this financial year which is in compliance to the provisions of the Companies Act, 2013.

### **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.

### **STATUTORY AUDITORS:**

M/s. Mehta Chokshi & Shah, Chartered Accountants retire at the ensuing annual general meeting. The said auditors have completed its tenure as prescribed under the provisions of section 139(2) of the Companies Act, 2013. In view of the same, the Board of Directors, at its meeting held on 30th August, 2017, proposed appointment of M/s.Agrawal Jain & Gupta, Chartered Accountants, Mumbai (Registration No.: 013538C) as statutory auditor of the Company, to hold office from the conclusion of 31st AGM of the Company till the conclusion of 32nd AGM.

### **AUDITORS OBSRVATIONS:**

The Management 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.

### **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: -**

The Company has complied with the requirements regarding Corporate Governance as required under Clause 49 of the Listing Agreement entered into with the Stock Exchanges, where the Company's shares are listed. A report on the Corporate Governance in this regard is made a part of this Annual Report and a Certificate from the Auditors of the Company regarding compliance of the conditions of the Corporate Governance is attached to this report.

### **SUBSIDIARY COMPANIES**

The Company does not have any subsidiary.



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### **CODE OF CONDUCT**

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the company. The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders. The Code gives guidance through examples on the expected behavior from an employee in a given situation and the reporting structure.

All the Board Members and the Senior Management personnel have confirmed compliance with the Code.

### **PREVENTION OF INSIDER TRADING**

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading insecurities by the Directors and designated employees of the Company. The Code prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code.

All Board Directors and the designated employees have confirmed compliance with the Code.

### **SECRETARIAL AUDIT & OBSERVATIONS**

During the year under review, M/s VKM & Associates, Practicing Company Secretary who was appointed as the Secretarial Auditor of the Company has issued the audit report in respect of the secretarial audit of the Company for the financial year ended March 31, 2017.

### **EXTRACT OF THE ANNUAL RETURN**

The details forming part of the extract of the Annual Return in Form MGT-9, as required under Section 92 of the Companies Act, 2013, is included in this Report as Annexure II and forms an integral part of this Report.

### **PARTICULARS PURSUANT TO SECTION 197(12) AND THE RELEVANT RULES**

During the year under review, your Company enjoyed cordial relationship with workers and employees at all levels. The company regards its employees as great asset.

For the particulars of employees as required to be disclosed in the Directors Report in accordance with the Provisions of Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, the Directors state that the company does not have any employee, who

(i) if employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than 60,00,000/- rupees per annum;



- (ii) if employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than 5,00,000/- rupees per month;
- (iii) if employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company.

#### **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has an adequate Internal Control System, commensurate with the size, scale and complexity of its operations. The scope of the Internal Audit function outsourced to M/s. Uday Pasad & Associates, Chartered Accountants as of current is well defined in the engagement letter of the Internal Auditor duly approved by the Audit Committee. To maintain its objectivity and independence, the Internal Auditor reports to the Audit Committee.

The Internal Auditor evaluates the adequacy of the internal control system in the Company on the basis of Statement of Operations Procedure, instruction manuals, accounting policy and procedures.

#### **PERFORMANCE EVALUATION OF BOARD, COMMITTEES & INDIVIDUAL DIRECTORS**

A formal evaluation of the performance of the Board, its Committees, the Chairman and the individual Directors was carried out for the year 2016-17 led by the Nomination & Remuneration Committee.

As part of the evaluation process, the performance of non-independent Directors, the Chairman and the Board was done by the independent Directors. The performance evaluation of the respective Committees and that of independent and non-independent Directors was done by the Board excluding the Director being evaluated. The Directors expressed satisfaction with the evaluation process.

#### **REMUNERATION POLICY**

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

#### **VIGIL MECHANISM / WHISTLE BLOWER POLICY**

The Company has in place a whistleblower policy, to support the Code of conduct of the Company. This policy documents the Company's commitment to maintain an open work environment in which employees, consultants and contractors are able to report instances of unethical or undesirable conduct, actual or suspected fraud or any violation of Company's Code of conduct at a significantly senior level without fear of intimidation or retaliation.

#### **DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

In accordance with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made there under, the Company formulated an



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internal Policy on Sexual Harassment at Workplace (Prevention, Prohibition and Redressal) during the year under review. An internal Complaint committee has been set up to redress complaints received regarding sexual harassment. All woman employees (permanent, contractual, temporary, trainees) are covered under this policy.

During the year under review there were no complaints received by the Company related to sexual harassment.

### **INTERNAL FINANCIAL REPORT :**

The Board has adopted policies and procedures for efficient conduct of business. The Audit Committee evaluates the efficacy and adequacy of financial control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company and strives to maintain the Standard in Internal Financial Control.

### **CASH FLOW STATEMENT**

In conformity with the provision of Clause 32 of the Listing Agreement the cash flow statement for the year ended 31<sup>st</sup> March 2017 is annexed hereto.

### **MATERIAL AND SIGNIFICANT ORDERS PASSED BY REGULATORS & COURTS**

No significant and material orders have been passed by any regulators or courts or tribunals against the Company impacting the going concern status and Company's operations in future.

### **ACKNOWLEDGEMENT:-**

Our Directors express their sincere appreciation of the co-operation received from shareholders, bankers and other business constituents during the year under review. Our Directors also wish to place on record their deep sense of appreciation for the commitment displayed by all executives, officers and staff resulting in the performance of the Company during the year.

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

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

**Sd/-  
Jyoti K. Shah  
Director & CFO**

**Place: Mumbai  
Date: 30<sup>th</sup> August, 2017**



Annexure to Directors' Report  
Annexure – I  
Secretarial Audit Report

**FOR FINANCIAL YEAR ENDED ON MARCH 31, 2017**

**[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

To,  
The Members,  
**SUPRA PACIFIC MANAGEMENT CONSULTANCY LIMITED**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. SUPRA PACIFIC MANAGEMENT CONSULTANCY LIMITED** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2017 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2017 according to the provisions of:

- (i)** The Companies Act, 2013 (the Act) and the rules made there under;
- (ii)** The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii)** The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv)** Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v)** The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;



- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on October 28, 2014 (Not applicable to the Company during the Audit period);
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Company during the Audit period);
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations,; and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable to the Company during the Audit period).

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India (Not notified hence not applicable to the Company during the Audit period).
- (ii) The Listing Agreement entered into by the Company with BSE Limited.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except to the extent as mentioned below:

1. *The company has not accounted for its liability on account of gratuity and leave encashment as required by AS-15 "Employee Benefits". Accordingly, we are unable to give any opinion on consequential impact on profit for the year, shareholders' fund and short-term and long term provisions.*
2. *The Company is required to be registered under section 45-IA of the Reserve Bank of India Act 1934 and the renewal registration is not obtained.*
3. *During the year under review, there was no Company Secretary in the Company from 1<sup>st</sup> March 2017.*



## **SUPRA PACIFIC MANAGEMENT CONSULTANCY LIMITED**

CIN NO.:L74140MH1986PLC039547

We further report that:

- 1) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- 2) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- 3) Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

We further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the other laws applicable to the Company.

We further report that:

- 1) The Directors have disclosed their interest and concerns in contracts and arrangements, shareholdings and directorships in other companies and interests in other entities as and when required and their disclosures have been noted and recorded by the Board;
- 2) The Directors have complied with the disclosure requirements in respect of their eligibility of appointments, their being independent and compliance with the Code of Conduct for Directors and Senior Management Personnel;
- 3) The Company has obtained all necessary approvals under the various provisions of the Act.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**For VKM & Associates,  
Practicing Company Secretaries.**

**Sd/-  
(Vijay Kumar Mishra)  
Partner  
M. No. F 5023**

**Place: Mumbai  
Date: 30<sup>th</sup> August, 2017**



## **SUPRA PACIFIC MANAGEMENT CONSULTANCY LIMITED**

CIN NO.:L74140MH1986PLC039547

Note: This report is to be read with our letter of even date which is annexed as "ANNEXURE A" and forms an integral part of this report.

### **"ANNEXURE A"**

**To,  
The Members,  
SUPRA PACIFIC MANAGEMENT CONSULTANCY LIMITED**

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
5. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For VKM & Associates,  
Practicing Company Secretaries.**

**Sd/-  
(Vijay Kumar Mishra)  
Partner  
M. No. F 5023**

**Place: Mumbai  
Date: 30<sup>th</sup> August, 2017**



## **ANNEXURE II - Form AOC- 2**

**(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2)  
Of the Companies (Accounts) Rules, 2014)**

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Act including certain arm's length transactions under third proviso thereto:

- 1. Details of material contracts or arrangements or transactions not at arm's length basis:**  
Not Applicable
- 2. Details of material contracts or arrangement or transactions at arm's length basis:**  
Not Applicable

**Registered Office:**

402, 4<sup>th</sup> Floor, Apollo Complex,  
Dr. R.K. Sing Marg,  
Andheri (E),  
Mumbai – 400 069  
 28240444

By order of the Board

**Place: Mumbai**

**Date: 30<sup>th</sup> August, 2017**

Sd/-  
**Kishor A. Shah**  
(Chairman & Managing Director)  
(Din: 00015575)



**SUPRA PACIFIC  
MANAGEMENT CONSULTANCY LIMITED**

CIN NO.:L74140MH1986PLC039547

**Annexure – III**

**Form No. MGT – 9**

**EXTRACT OF ANNUAL RETURN**

**As on the financial year ended on March 31, 2017**

**[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]**

**I. REGISTRATION AND OTHER DETAILS:**

i. Corporate Identity Number (CIN) of the Company	CIN NO: L74140MH1986PLC039547
ii. Registration Date	11 <sup>th</sup> April, 1986
iii. Name of the Company	SUPRA PACIFIC MANAGEMENT CONSULTANCY LIMITED
iv. Category/Sub-Category of the Company	Public Company limited by shares
v. Address of the Registered office and contact details	402, 4 <sup>th</sup> Floor, Apollo complex, Dr. R.K. Sing Marg, Andheri (E), Mumbai-400069. Tel: 022-28240444/ 28216736
vi. Whether listed Company	Yes
vii. Name, Address and Contact details of Registrar and Transfer Agent, if any	Purva Share Registry (India) Pvt. Ltd., 9, Shiv Shakti Industries Estate, J.R. Boricha Marg, Lower Parel (E), Mumbai – 400 011. Tel 022 23016761/ 23012517



## ***SUPRA PACIFIC MANAGEMENT CONSULTANCY LIMITED***

CIN NO.:L74140MH1986PLC039547

### **II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

**All the business activities contributing 10% or more of the total turnover of the company shall be stated**

<b>Sr. No.</b>	<b>Name &amp; Description of main products/ services</b>	<b>NIC Code of the Product / Service</b>	<b>% to total turnover of the company</b>
1	Loan Syndication, Debt placement, arranging External Commercial Borrowings (ECB)	N.A.	100

### **II. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES**

<b>Sr. No</b>	<b>Name &amp; Address of the Company</b>	<b>CIN/GLN</b>	<b>Associate</b>	<b>% of Shares Held</b>	<b>Applicable Section</b>
1.	Mideast Retail Private Limited, 144, Atlanta, Nariman Point, Mumbai – 400021	CIN : U65944MH1993PTC070314	49,900	0.91%	2(6)
2.	Mideast Energy Ltd 144, Atlanta, Nariman Point, Mumbai – 400021	CIN : U67120MH1994PLC079051	4,000	0.07%	2(6)



**SUPRA PACIFIC  
MANAGEMENT CONSULTANCY LIMITED**

CIN NO.:L74140MH1986PLC039547

**III SHAREHOLDING PATTERN (EQUITY Share Capital Break up as % to total Equity)**

(i) Category of Shareholders as on 31/03/2017	No. of Shares Held at the beginning of the year 31/03/2016				No. of Shares Held at the end of the year 31/03/2017				% change during the year
	Demat	Physical	Total	% of Total Share	Demat	Physical	Total	% of Total Share	
<b>A. Promoters</b>									
<b>1. Indian</b>									
a. Individual/ HUF	0	0	0	0	0	0	0	0	0
b. Central Govt. or State Govt.	0	0	0	0	0	0	0	0	0
c. Bodies Corporate	53,900	0	53,900	0.98	53,900	0	53,900	0.98	0
d. Bank /FI	0	0	0	0	0	0	0	0	0
e. Any other -									
e-1. Directors	200,000	0	200,000	3.64	200,000	0	200,000	3.64	0
e-2. Directors	3,353,600	0	3,353,600	60.96	3,353,600	0	3,353,600	60.96	0
<b>SUB TOTAL (A) (1)</b>	<b>3,607,500</b>	<b>0</b>	<b>3,607,500</b>	<b>65.58</b>	<b>3,607,500</b>	<b>0</b>	<b>3,607,500</b>	<b>65.58</b>	<b>0</b>
<b>2. Foreign</b>									
a. NRI- Individuals	0	0	0	0	0	0	0	0	0
b. Other Individuals	0	0	0	0	0	0	0	0	0
c. Bodies Corp.	0	0	0	0	0	0	0	0	0
d. Banks/ FI	0	0	0	0	0	0	0	0	0
e. Any Other	0	0	0	0	0	0	0	0	0
<b>SUB TOTAL (A) (2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total Shareholding of Promoter (A)=(A)(1) + (A)(2)</b>	<b>3,607,500</b>	<b>0</b>	<b>3,607,500</b>	<b>65.58</b>	<b>3,607,500</b>	<b>0</b>	<b>3,607,500</b>	<b>65.58</b>	<b>0</b>



**SUPRA PACIFIC  
MANAGEMENT CONSULTANCY LIMITED**

CIN NO.:L74140MH1986PLC039547

Category of Shareholders as on 31/03/2017	No. of Shares Held at the beginning of the year 31/03/2016				No. of Shares Held at the end of the year 31/03/2017				% change during the year
	Demat	Physical	Total	% of Total Share	Demat	Physical	Total	% of Total Share	
<b>B. Public</b>									
1. Institutions									
a. Mutual Funds	0	0	0	0	0	0	0	0	0
b. Bank / FI	0	0	0	0	0	0	0	0	0
c. Central Govt	0	0	0	0	0	0	0	0	0
d. State Govt	0	0	0	0	0	0	0	0	0
e. Venture Capital Fund	0	0	0	0	0	0	0	0	0
f. Insurance Companies	0	0	0	0	0	0	0	0	0
g. FIIS	0	0	0	0	0	0	0	0	0
h. Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i. Others (specify)	0	0	0	0	0	0	0	0	0
<b>SUB TOTAL (B) (1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
2. Non Institutions									
a. Body Corporates	0	0	0	0	928,601	0	928,601	16.88	16.88
bi. Ind-Hold nominal shr capital upto Rs. 1 Lac	0	232,100	232,100	4.22	8,180	124,900	133,080	2.42	(1.80)
bii. Ind-Hold nominal shr capital in excess of Rs. 1 Lac	0	1,307,200	1,307,200	23.76	141,900	100,000	241,900	4.40	(19.37)
c. Any Other	0	354,0000	354,0000	6.440	237,7190	352,0000	589,7190	10.720	4.290
c01. NRIs	0								
c02. Directors	0								
<b>SUB TOTAL (B) (2)</b>	<b>0</b>	<b>1,893,300</b>	<b>1,893,300</b>	<b>34.42</b>	<b>1,316,400</b>	<b>576,900</b>	<b>1,893,300</b>	<b>34.42</b>	<b>0</b>
<b>Total Shareholding of Public (B)=(B)(1) + (B)(2)</b>	<b>0</b>	<b>1,893,300</b>	<b>1,893,300</b>	<b>34.42</b>	<b>1,316,400</b>	<b>576,900</b>	<b>1,893,300</b>	<b>34.42</b>	<b>0</b>



**SUPRA PACIFIC  
MANAGEMENT CONSULTANCY LIMITED**

CIN NO.:L74140MH1986PLC039547

Category of Shareholders as on 31/03/2017	No. of Shares Held at the beginning of the year				No. of Shares Held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Share	Demat	Physical	Total	% of Total Share	
Demat	0	0	0	0	0	0	0	0	0
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	0	0	0	0	0	0	0	0	0
<b>SUB TOTAL (C)</b>	0	0	0	0	0	0	0	0	0
<b>Grand Total (A+B+C)</b>	<b>3,607,500</b>	<b>1,893,300</b>	<b>5,500,800</b>	<b>100</b>	<b>4,923,900</b>	<b>576,900</b>	<b>5,500,800</b>	<b>100</b>	<b>0</b>

**(ii) SHAREHOLDING OF PROMOTERS**

Sr. No.	Shareholders Name	Shareholding at the beginning of the year 31/03/2016			Shareholding at the end of the year 31/03/2017			% change during the year
		No. of Shares	% of total shares of the company	% of shares pledged encumbered to total shares	No. of Shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1.	KISHOR A SHAH	2,513,600	45.70	0	2,513,600	45.70	0	0
2	JYOTI K SHAH	840,000	15.27	0	840,000	15.27	0	0
3	POONAM SHAH	100,000	1.82	0	100,000	1.82	0	0
4	NIDHI SHAH	100,000	1.82	0	100,000	1.82	0	0
5	MIDEAST ENERGY LTD	4,000	0.07	0	4,000	0.07	0	0
6	MIDEAT RETAIL PVT LTD	49,900	0.91	0	49,900	0.91	0	0



**SUPRA PACIFIC  
MANAGEMENT CONSULTANCY LIMITED**

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**(iii) CHANGE IN PROMOTERS SHAREHOLDING AS ON THE FINANCIAL YEAR ENDED ON  
MARCH 31, 2017**

Sr. No.		ShareHolding at the beginning of the year 31/03/2016		Cumulative Shareholding during the year 31/03/2017		Type
		No. of Shares	% of Total Shares of the company	No. of Shares	% change in share holding during the year	
1	MIDEAST ENERGY LTD	4,000	0.07	4,000	0	
2	KISHOR A. SHAH	2,513,600	45.7	2,513,600	45.7	
3	JYOTI K. SHAH	840,000	15.27	840,000	15.27	
4	POONAM K. SHAH	100,000	1.82	100,000	1.82	
5	NIDHI K. SHAH	100,000	1.82	100,000	1.82	
6	MIDEAST RETAIL PRIVATE LIMITED	49,900	0.91	49,900	0.91	



**SUPRA PACIFIC  
MANAGEMENT CONSULTANCY LIMITED**

CIN NO.:L74140MH1986PLC039547

**I. SHARE HOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN  
DIRECTORS, PROMOTERS & HOLDERS OF GDRS & ADRS)**

SI No.	Name of Shareholder's  As on Date	ShareHolding at the beginning of the year 31/03/2016		Cumulative Shareholding during the year 31/03/2017		Type
		No. of Shares	% of Total Shares of the company	No. of Shares	% change in share holding during the year	
1	RAJENDRA JASHBHAI PATEL	188,900	3.43			
	26-Aug-16	(188,900)	-3.43	-	0	Sell
	31-Mar-17			-	0	
2	CAPT DHAR	150,000	2.73			
	31-Mar-17			150,000	2.73	
3	SATISH KUMAR SHARMA	120,000	2.18			
	26-Aug-16	(120,000)	-2.18	-	0	Sell
	31-Mar-17			-	0	
4	T S VENKATSHWARAN	116,000	2.11			
	26-Aug-16	(116,000)	-2.11	-	0	Sell
	31-Mar-17			-	0	
5	PRATAP CHUDASAMA	100,000	1.82			
	31-Mar-17			100,000	1.82	
6	MEERA KULKARNI	64,200	1.17			
	26-Aug-16	(64,200)	-1.17	-	0	Sell
	31-Mar-17			-	0	



**SUPRA PACIFIC  
MANAGEMENT CONSULTANCY LIMITED**

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SI No.	Name of Shareholder's As on Date	ShareHolding at the beginning of the year 31/03/2016		Cumulative Shareholding during the year 31/03/2017		Type
		No. of Shares	% of Total Shares of the company	No. of Shares	% change in share holding during the year	
7	JAGDISH ASARPOTA	59,600	1.08			
	07-Oct-16	(59,600)	-1.08	-	0	Sell
	31-Mar-17			-	0	
8	SYED SAFDAR ALI	56,200	1.02			
	07-Oct-16	(56,200)	-1.02	-	0	Sell
	31-Mar-17			-	0	
9	ANSUYA N MANDALIA	50,600	0.92			
	26-Aug-16	(50,600)	-0.92	-	0	Sell
	31-Mar-17			-	0	
10	JACINTHA PINTO	50,400	0.92			
	26-Aug-16	(50,400)	-0.92	-	0	Sell
	31-Mar-17			-	0	



**SUPRA PACIFIC  
MANAGEMENT CONSULTANCY LIMITED**

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**II. SHARE HOLDING PATTERN OF DIRECTORS & KEY MANAGERIAL PERSONNEL,**

Sr. No.		ShareHolding at the beginning of the year		Cumulative Shareholding during the year		Type
		31/03/2016 No. of Shares	% of Total Shares of the company	31/03/2017 No. of Shares	% change in share holding during the year	
1	KISHOR A. SHAH	2,513,600	45.7	2,513,600	45.7	
2	JYOTI K. SHAH	840,000	15.27	840,000	15.27	

**III. INDEBTEDNESS**

Indebtedness of the Company including interest outstanding/ accrued but not due for payment				
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial Year</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrue but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Change in Indebtedness during the financial year	-	-	-	-
Additions	-	-	-	-
Reductions	-	-	-	-
<b>Net Change</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Indebtedness at the end of the financial year</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrue but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>



**SUPRA PACIFIC  
MANAGEMENT CONSULTANCY LIMITED**

CIN NO.:L74140MH1986PLC039547

**IV. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

<b>A. Remuneration to Managing Director, Whole Time Director and / or Manager:</b>			
<b>Sr. No.</b>	<b>Particulars of Remuneration</b>	<b>Name of the WTD/ MD/ Manager</b>	<b>Total Amount (Rs.)</b>
		<b>Mr. Kishor A. Shah</b>	
<b>1</b>	<b>Gross Salary</b>		
	(a) Salary as per provisions containe in section 17(1) of the Income Tax Act, 1961	<b>2,10,000/-</b>	<b>2,10,000/-</b>
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-
	(c) Profits in lieu of salary under	-	-
<b>2</b>	Stock option	-	-
<b>3</b>	Sweat Equity	-	-
<b>4</b>	Commission	-	-
	As % of profit	-	-
	Others (specify)	-	-
<b>5</b>	Others, please specify	-	-
	<b>Total (A)</b>	<b>2,10,000/-</b>	<b>2,10,000/-</b>
	<b>Ceiling as per the Act</b>	<b>N.A.</b>	<b>N.A.</b>



**SUPRA PACIFIC  
MANAGEMENT CONSULTANCY LIMITED**

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**B. Remuneration to Other Directors:**

Sr. No.	Particulars of Remuneration	Name of Directors					Total Amount (Rs.)
1	Independent Directors						
	(a) Fee for attending board committee meetings	-	-	-	-	-	-
	(b) Commission	-	-	-	-	-	-
	(c) Others, please specify	-	-	-	-	-	-
	<b>Total (1)</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
2	Other Non Executive Directors	-	-	-	-	-	-
	(c) Fee for attending board committee meetings	-	-	-	-	-	-
	(d) Commission	-	-	-	-	-	-
	(e) Others, please specify	-	-	-	-	-	-
	<b>Total (2)</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>

**C. Remuneration to Key Managerial Personnel Other Than MD/ Manager/ WTD:**

Sr. No.	Particulars of Remuneration	Name of the Company Secretary	Total Amount (Rs.)
		Ms. Madhura Dabke	
1	<b>Gross Salary</b>		
	(c) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	4,40,000/-	4,40,000/-
	(d) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-
	(e) Profits in lieu of salary under	-	-
2	Stock option	-	-
3	Sweat Equity	-	-
4	Commission	-	-
	As % of profit	-	-
	Others (specify)	-	-
5	Others, please specify	-	-
	<b>Total (A)</b>	<b>4,40,000/-</b>	<b>4,40,000/-</b>
	<b>Ceiling as per the Act</b>	<b>N.A.</b>	<b>N.A.</b>



**SUPRA PACIFIC  
MANAGEMENT CONSULTANCY LIMITED**

CIN NO.:L74140MH1986PLC039547

**V. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES**

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/NCLT/Court)	Appeal made if any (give details)
<b>A. COMPANY</b>					
Penalty			<b>None</b>		
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty			<b>None</b>		
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty			<b>None</b>		
Punishment					
Compounding					

**For and on behalf of the Board of Directors**

Sd/-  
Kishor A. Shah  
(Chairman & Managing Director)  
(Din: 00015575)

Place: Mumbai  
Date: 30<sup>th</sup> August, 2017



## **SUPRA PACIFIC MANAGEMENT CONSULTANCY LIMITED**

CIN NO.:L74140MH1986PLC039547

### **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 1/3<sup>rd</sup> 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:

<b>Name of the Director</b>	<b>Business Relationship</b>	<b>Category of Directorship</b>	<b>No. of other Director Ships</b>	<b>** No of other Committee Memberships</b>	
				<b>Chairman</b>	<b>Member</b>
Mr. Kishor A. Shah	Chairman cum Managing Director	Promoter & Executive	2	-	2
Mrs. Jyoti K. Shah	Director cum CFO	Promoter & Executive	2	1	8
Mr. Pratap D. Chudasama	Director	Independent	-	-	-
Mr. Harish Kotian	Director	Independent	2	6	3
Mr. T. R. Ramanathan	Director	Independent	-	-	-
Mr. Urvish P. Shah	Director	Independent	-	-	8
Mr. Sharad Kulkarni	Director	Independent	2	2	5
Mr. Nitin Phadke Mr. Sharad Kulkarni	Director	Independent	1	2	2



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

\*Mr. T. R. Ramanathan had resigned from Board as on 1<sup>st</sup> September, 2016

\*Mr. Pratap Chudasama had resigned from Board as on 31<sup>st</sup> January, 2017

\*Mr. Urvish Shah had resigned from Board as on 31<sup>st</sup> January, 2017

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

14 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	30 <sup>th</sup> AGM held on 20 <sup>th</sup> September, 2016 Attended	Remarks
Mr. Kishor A. Shah	14	Yes	
Mrs. Jyoti K. Shah	14	Yes	
Mr. Pratap D. Chudasama	1	No	
Mr. Harish Kotian	14	Yes	
Mr. T. R. Ramanathan	1	No	
Mr. Urvish P. Shah	5	No	
Mr. Sharad Kulkarni	1	No	
Mr. Nitin Phadke	1	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 :

21<sup>st</sup> April 2016, 30<sup>th</sup> May 2016, 25<sup>th</sup> June 2016, 12<sup>th</sup> July 2016, 20<sup>st</sup> July 2016, 10<sup>th</sup> August 2016, 1<sup>st</sup> September 2016, 7<sup>th</sup> October 2016, 8<sup>th</sup> October 2016, 26<sup>th</sup> October 2016, 23<sup>rd</sup> December 2016, 31<sup>st</sup> January 2017, 4<sup>th</sup> February 2017 and 9<sup>th</sup> March 2017.

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.



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- 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;
- 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:

<b>Sr. No.</b>	<b>Name of the Director</b>	<b>Designation</b>	<b>No. of Meetings attended during 2016-2017</b>	<b>Remarks</b>
1	Mr. Harish Kotian	Chairman	4	
2	Mr. Urvish Shah	Member	3	
3	Mrs. Jyoti K Shah	Member	3	
4	Mr. Sharad Kulkarni	Member	1	
5	Mr. Nitin Phadke	Member	1	

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

The Audit Committee met four times during the year under review. The Committee meeting were held on 30<sup>th</sup> May 2016, 10<sup>th</sup> August 2016, 26<sup>th</sup> October 2016 & 31<sup>st</sup> Januar 2017.

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:

<b>Sr. No</b>	<b>Name of the Director</b>	<b>Designation</b>	<b>No. of Meetings attended during 2016- 2017</b>	<b>Remarks</b>
1	Mr. Harish Kotian	Chairman	2	
2	Mr. Urvish P. Shah	Member	2	



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3	Mrs.Jyoti K. Shah	Member	2	
4	Mr. Sharad Kulkarni	Chairman	1	
5	Mr. Harish Kotian	Member	1	
6	Mr. Nitin Phadke	Member	1	

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

The Nomination & Remuneration Committee met three times during the year under review. The Committee meeting were held on 10<sup>th</sup> August 2016, 26<sup>th</sup> October 2016 & 31<sup>st</sup> Januar 2017.

### **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.

### **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 2016-2017	Perquisites (Rs.)	Retirement Benefit (Rs.)	Total (Rs.)
Mr. Kishor A.Shah	2,10,000/-	Nil	Nil	Nil	2,10,000/-

### **Stakeholders' Grievance Committee**

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

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

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



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### **Risk Management Committee:**

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

<b>Sr. No</b>	<b>Name of the Director</b>	<b>Designation</b>	<b>No. Of Meetings attended during 2016 -2017</b>	<b>Remarks</b>
1	Mr. Harish Kotian	Chairman	2	
2	Mrs Jyoti K. Shah	Member	3	
3	Mr. Urvish Shah	Member	2	
4	Mr. Nitin Phadke	Chairman	1	
5	Mr. Sharad Kulkarni	Member	1	

The Risk Management Committee Committee met three times during the year under review. The Committee meeting were held on 10<sup>th</sup> August 2016, 26<sup>th</sup> October 2016 & 31<sup>st</sup> Januar 2017.

### **General Body Meetings**

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

<b>Financial Year ended</b>	<b>Day &amp; Date</b>	<b>Time</b>	<b>Venue</b>
28 <sup>th</sup> AGM	27 <sup>th</sup> September, 2014	11.30 A.M.	Coporate Office
29 <sup>th</sup> AGM	30 <sup>th</sup> September, 2015	12.00 noon	Coporate Office
30 <sup>th</sup> AGM	20 <sup>th</sup> September, 2016	12.00 noon	Registered 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.

### **Disclosures**

Postal Ballot: Nil

Special Resolution: Nil

### **Whistle Blower Policy**

With a view to establish a mechanism for protecting employees reporting unethical behavior, frauds or violation of Company's Code of Conduct, the Board of Directors has adopted a Whistle Blower Policy (a non-mandatory requirement as per clause 49 of the Listing Agreement). No person has been denied access to the Audit Committee.

### **Policy to prevent sexual harassment at the workplace**

The Company is committed to creating and maintaining an atmosphere in which employees can work together, without fear of sexual harassment, exploitation or intimidation. Every employee is made aware that the Company is strongly opposed to sexual harassment and that such behavior is prohibited both by



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law and by the Mideast Group. To redress complaints of sexual harassment, a Complaint Committee for the Group has been formed, which is headed by Mrs. Jyoti Shah.

### **Details of Non-compliance:**

There has not been any non-compliance of mandatory requirements by the Company and no penalties or strictures were imposed on the Company by the Stock Exchanges, or SEBI, or any statutory authority, on any matter related to capital markets

### **Means of Communication:**

The quarterly results are published in the two newspapers viz. Free Press Journal and Navshakti 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: 27.09.2017

Time: 12.00 noon

Venue: 402,4<sup>th</sup> Floor Apollo Complex, Dr. R.K. Sing Marg, Andheri (E), Mumbai-400 069.

#### **ii. Financial Calendar**

##### **Schedule Financial reporting for**

Quarter ending June 30, 2017 : Mid of August 2017

Quarter ending Sept. 30, 2017 : End of October 2017

Quarter ending Dec. 31, 2017 : End of January 2018

Quarter ending March 31, 2018 : End of April 2018

Annual General Meeting for the  
Year ended March 31, 2018 : End of September 2018

**iii. Dates of Book Closure** : 25.09.2017 to 27.09.2017 (both days inclusive)

**iv. Dividend payment date** : No dividend declared.

**v. Listing on Stock Exchanges at** : BSE Limited, Mumbai

**vi. Demat ISIN Number in NSDL and CDSL** : INE268T01015

#### **vii. Stock Market Data :**

(in Rupees)

<b>Year 2016-2017</b>	<b>Bombay Stock Exchange</b>	
	<b>Month's High Price</b>	<b>Month's Low Price</b>
April, 2016	-	-
May, 2016	-	-



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June, 2016	-	-
July, 2016	-	-
August, 2016	-	-
September, 2016	-	-
October, 2016	-	-
November, 2016	15.90	12.50
December, 2016	24.65	15.00
January, 2017	15.40	15.00
February, 2017	15.00	15.00
March, 2017	17.35	15.75

### **viii. Registrar and Share Transfer Agent :**

Purva Share Registry (India) Pvt. Ltd.,  
9, Shiv Shakti Industries Estate,  
J.R. Boricha Marg, Lower Parel (E),  
Mumbai – 400 011.  
Tel 022 23016761/ 23012517

### **ix. Share Transfer System :**

Share Transfers are registered and returned within a period of 30 days from the date of receipt, if the documents are clear in all respects. The power to approve transfer of securities has been delegated by the Board to the Shareholders / Investors Grievance and Share Transfer Committee, which meets once in a fortnight. Share transfer requests are processed within an average of 15 days from the date of receipt. Letters are sent to the shareholders after transfer of shares in their names giving an option for dematerialization of shares of the physical shares. Physical shares are dematerialized, share certificates are dispatched by Registered Posts.

### **x. (a) Distribution of Shareholding (as on 31.03.2017):**

Share holding of Nominal Value of	For the Year 2016 – 2017			
	No. of Shareholders	% to Total	In Rupees	% to Total
Upto 5,000	1,129	91.42	1,834,020	3.33
5,001 – 10,000	63	5.10	602,000	1.09
10,001 – 20,000	13	1.05	227,190	0.41
20,001 – 30,000	7	0.57	155,000	0.28
30,001 – 40,000	1	0.08	40,000	0.07
40,001 – 50,000	0	0.00	0	0.00
50,001 – 100,000	6	0.49	552,600	1.00
100,001 & above	16	1.30	51,597,190	93.80
	1235	100	55,008,000	100.00



## **SUPRA PACIFIC MANAGEMENT CONSULTANCY LIMITED**

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### **(b) Categories of Shareholders (as on 31.03.2017)**

For the period 2016 – 2017

	<b>Categories</b>	<b>No. of Shares held</b>	<b>% of Shareholders</b>
<b>A</b>	<b>Promoter's holding</b>		
a.	Promoters		
	Indian Promoters	3,607,500	65.58
	Foreign Promoters	-----	-----
b.	Person acting in concert	-----	-----
	Sub-total	3,607,500	65.58
<b>B</b>			
<b>1</b>	<b>Institutional Investors</b>		
a	Mutual Funds and UTI	-----	-----
b	Banking, financial institutions/ Insurance Companies	-----	-----
c	FIIs	-----	-----
d	Others	-----	-----
<b>2</b>	<b>Non- Institutions</b>		
a	Bodies Corporate	928,601	16.88
b	Indian Public	374,980	6.82
c	NRI	589,719	10.72
	Sub- total	1,893,300	34.42
	<b>Grand Total</b>	<b>5,500,800</b>	<b>100.00</b>

### **xi. Dematerialization of shares and Liquidity :**

Over 89.51% of the shares have been dematerialized up to 31<sup>st</sup> March, 2017. There are 4,831,622 and 92,278 shares are demated in the NSDL and CDSL Depository respectively, to whom all company's mailers and Annual Reports are dispatched in addition to registered members. The shares of the Company are listed in Mumbai Stock Exchange and hence facilitate liquidity.

### **xii. Address for correspondence :**

#### **Supra Pacific Management Consultancy Limited**

402, 4<sup>th</sup> Floor, Apollo Complex, Dr. R.K. Sing Marg,  
Andheri (East), Mumbai – 400 069.

28240444



**SUPRA PACIFIC  
MANAGEMENT CONSULTANCY LIMITED**

CIN NO.:L74140MH1986PLC039547

**CEO / CFO CERTIFICATION**

The Board of Directors,  
**SUPRA PACIFIC MANAGEMENT  
CONSULTANCY LIMITED**  
402, 4<sup>th</sup> Floor, Apollo Complex,  
Dr. R.K. Sing Marg,  
Andheri (E), Mumbai – 400 069

We hereby certify that:

- (a) We have reviewed financial statements and the cash flow statement for the year ended 31<sup>st</sup> March 2017 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/-  
Jyoti Shah  
Director & CFO**

**Place: Mumbai  
Date: 30<sup>th</sup> August, 2017**



## **SUPRA PACIFIC MANAGEMENT CONSULTANCY LIMITED**

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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 31<sup>st</sup> March 2017.

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

**Registered Office :**  
402, 4<sup>th</sup> Floor, Apollo Complex,  
Dr. R.K. Sing Marg,  
Andheri (E), Mumbai – 400 069

**Place: Mumbai**  
**Date: 30<sup>th</sup> August, 2017**

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



## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Directors are pleased to present the Management Discussion and Analysis Report for the year ended 31st March, 2017.

The Management Discussion and Analysis have been included in consonance with the Code of Corporate Governance as approved by The Securities and Exchange Board of India (SEBI). Investors are cautioned that these discussions contain certain forward looking statements that involve risk and uncertainties including those risks which are inherent in the Company's growth and strategy. The company undertakes no obligation to publicly update or revise any of the opinions or forward looking statements expressed in this report consequent to new information or developments, events or otherwise.

The management of the company is presenting herein the overview, opportunities and threats, initiatives by the Company and overall strategy of the company and its outlook for the future. This outlook is based on management's own assessment and it may vary due to future economic and other future developments in the country

### **1. INDUSTRY STRUCTURE AND DEVELOPMENTS**

The last year (2016-2017) was successful in capital market and the stock market was on their height. There was good development in Primary market and SME platform. The Company sees the good opportunity and development in coming years.

### **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.

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**

Some of the key trends of the industry that are favorable to the company to exploit these emerging opportunities are:

- Clients are more comfortable with uniform high quality and quick service.



## **SUPRA PACIFIC MANAGEMENT CONSULTANCY LIMITED**

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- There are good prospects for expanding further activities in this direction.

Some of the key changes in the industry unfavourable to the company are:

- Heightened competition
- Increasing Compliances
- Attraction and retention of human capital.
- Regulatory changes.

### **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.

### **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.54.28 Lacs during the current year as against Rs.110.79 Lacs in previous year. During the current year Company has earned profit of Rs. 28.38 Lacs as against profit of Rs. 27.61 lacs in the previous financial year.



## **8. HUMAN RESOURCE AND INDUSTRIAL RELATIONS**

Your company has been able to employ and retain qualified professionals by offering the challenging work environment and compensation. The Company provides in house training to its employees.

- i. The Management believes in maintaining cordial relations with its employees. The management recognizes the importance of Human Resources and effective steps will be taken to strengthen the same depending on the requirements.
- ii. The Company provided excellent working environment so that the individual staff can reach his/her full potential.
- iii. The Company is poised to take on the challenges and march towards accomplishing its mission with success.
- iv. The Company maintained good Industrial/Business relation in market which enhanced the Creditworthiness of the Company.

## **9. INSURANCE**

The Company has insured its assets and operations against all insurable risks including fire, earthquake, flood, and etc. as part of its overall risk management strategies

## **10. 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: 30<sup>th</sup> August, 2017**



## **SUPRA PACIFIC MANAGEMENT CONSULTANCY LIMITED**

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### **PRACTISING COMPANY SECRETARY'S CERTIFICATE ON CORPORATE GOVERNANCE**

To,  
The Members of  
**Supra Pacific Management Consultancy Limited**

We have examined the Compliance of Corporate Governance by Supra Pacific Management Consultancy Limited for the year ended 31<sup>st</sup> March, 2017 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 was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the 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 the above mentioned listing agreement. Based on such review in our opinion the Company has complied with the conditions of corporate governance except not having whole time Company Secretary in the Company.

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 VKM & Associates,  
Practicing Company Secretaries.**

Sd/-  
**(Vijay Kumar Mishra)**  
Partner  
M. No. F 5023

**Place: Mumbai**  
**Date: 30<sup>th</sup> August, 2017**



## **SUPRA PACIFIC MANAGEMENT CONSULTANCY LIMITED**

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### **INDEPENDENT AUDITORS' REPORT**

**To the Members of 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, 2017, the Statement of Profit and Loss, Statement of Cash Flows for the year then ended, and a summary of the significant accounting policies and other explanatory information.

#### **2. Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134 (5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation 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 principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, 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 have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. 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 the disclosures in the financial statements. The procedures selected depend on the auditor's 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 financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.



## **SUPRA PACIFIC MANAGEMENT CONSULTANCY LIMITED**

CIN NO.:L74140MH1986PLC039547

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

### **4. Basis for Qualified Opinion**

- i. As explained in Note 12, during the year company has capitalized the listing expenses amounting to Rs.28,98,000/- as intangible assets. The said treatment is not in accordance with AS-26 "Intangible Assets". Had the company followed AS-26, the company's loss for the year would be higher by Rs.28,98,000/- and net worth would be lower by the said amount.
- ii. The company charge the Gratuity and Leave Encashment Benefits to the Statement of Profit and Loss in the year in which such expenditure is incurred which is contrary to the requirements of the AS-15 issued by the Institute of Chartered Accountants of India which requires that an appropriate amount should be charged to the Statement of Profit and Loss on actuarial valuation and other disclosure requirements.

### **5. Qualified 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 aforesaid 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, of the state of affairs of the Company as at 31st March, 2017, its loss and its cash flows for the year ended on that date.

### **6. Report on Other Legal and Regulatory Requirements**

- (i) As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in the paragraph 3 and 4 of the Order.
- (ii) As required by Section 143 (3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss and the cash flow statement dealt with by this Report are in agreement with the books of account.
  - d) Except for the matter prescribed in para 4 above, in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.



## **SUPRA PACIFIC MANAGEMENT CONSULTANCY LIMITED**

CIN NO.:L74140MH1986PLC039547

- e) On the basis of the written representations received from the directors as on 31st March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act; and
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operative effectiveness of such controls, refer to our separate report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting; and
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i) The company has disclosed the impact of pending litigations on its financial position in its financial statements-Refer Note No.19 (a).
  - ii) The Company does not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
  - iv) The Company has provided requisite disclosures in the financial statements as regards its holding and dealings in Specified Bank Notes as defined in the Notification S.O. 3407(E) dated November 8, 2016 of the Ministry of Finance, during the period from November 8, 2016 to December 30, 2016. Based on audit procedures performed and the representations provided to us by the management we report that the disclosures are in accordance with the books of account maintained by the Company and as produced to us by the Management.

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

**Sd/-  
(C. M. Shah)  
Partner  
M.NO: 047178**

**Place: Mumbai  
Date: 30th May 2017**



**Annexure A to the Independent Auditors' Report  
[Referred to in paragraph 6 (i) of our report of even date]**

- i. a) The Company is maintaining proper record showing full particulars, including quantitative details and situation of fixed assets.
- (b) The fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies found.
- (c) The company does not have any immovable property and hence paragraph 3(i)(c) of the Order is not applicable.
- ii. The Company does not have any inventory and hence paragraph 3(ii) of the order is not applicable.
- iii. The Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Act and therefore paragraph 3 (iii) of the order is not applicable.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Act, with respect to the loans given and investments made.
- v. According to the information and explanations given to us, the Company has not accepted any deposits. Hence paragraph 3 (v) of the order is not applicable.
- vi. The company does not qualify the prescribed criteria as specified in Companies (Cost Records and Audit) Rules, 2014, and therefore is not required to maintain the cost records as prescribed under Section 148 (1) of the Act. Hence paragraph 3 (vi) of the order is not applicable.
- vii. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company is regular in depositing undisputed statutory dues including Income tax and other Statutory dues with the appropriate dues.  
(b) According to the information and explanations given to us, the company doesn't have any disputed dues as on 31-03-2017 and hence paragraph 3 (vii) (b) of the Order is not applicable.
- viii. According to the information and explanations given to us, there are no loans or borrowings from any financial institution, banks, government or debenture holders and therefore paragraph 3(viii) of the Order is not applicable.
- ix. According to the information and explanations given to us, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) or by way term loan and hence paragraph 3(ix) of the order is not applicable.



**SUPRA PACIFIC  
MANAGEMENT CONSULTANCY LIMITED**

CIN NO.:L74140MH1986PLC039547

- x. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.
- xi. According to the information and explanation given to us and based on our examination of the records of the company, the company has paid for managerial remuneration in accordance with the requisite approvals as mandated by the provisions of section 197 read with Schedule V to the Companies Act,2013.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. According to the information and explanations given to us and based on our examination of the records, during the year the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures. Accordingly, paragraph 3 (xiv) of the order is not applicable.
- xv. According to the information and explanations given to us and based on our examination of the records, during the year the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xvi. According to the information and explanations given to us and based on our examination of the records, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

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

**Sd/-  
(C. M. Shah)  
Partner  
M.NO: 047178**

**Place: Mumbai  
Date: 30th May 2017**



## **SUPRA PACIFIC MANAGEMENT CONSULTANCY LIMITED**

CIN NO.:L74140MH1986PLC039547

### **Annexure - B to the Independent Auditors' Report [Referred to in paragraph 6 (ii) (f) of our report of even date]**

#### **Report on the Internal Financial Controls Over Financials Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act") of Supra Pacific Management Consultancy Limited**

We have audited the internal financial controls over financial reporting of **SUPRA PACIFIC MANAGEMENT CONSULTANCY LIMITED** ("the Company") as of March 31, 2017 in conjunction with our audit of the financial statements of the Company for the year ended and as at on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ('the Guidance Note'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. The Guidance Note and those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial



## **SUPRA PACIFIC MANAGEMENT CONSULTANCY LIMITED**

CIN NO.:L74140MH1986PLC039547

statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

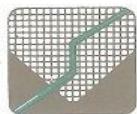
### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note.

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

**Sd/-  
(C. M. Shah)  
Partner  
M.NO: 047178**

**Place: Mumbai  
Date: 30th May 2017**



**SUPRA PACIFIC  
MANAGEMENT CONSULTANCY LIMITED**

CIN NO.:L74140MH1986PLC039547

**Balance Sheet as on 31st March, 2017**

(Amount in Rupees)

Particulars	Note No.	As at 31st March, 2017	As at 31st March, 2016
<b><u>I. Equity and Liabilities</u></b>			
<b>1. Shareholders' funds</b>			
Share capital	3	55,008,000	55,008,000
Reserves and surplus	4	(272,399)	(3,111,043)
<b>2. Current liabilities</b>			
Trade payables	5	122,213	26,088
Other Current Liabilities	6	1,377,946	1,304,649
Short-Term Provision	7	6,565,302	5,812,129
	<b>TOTAL</b>	<b>62,801,062</b>	<b>59,039,823</b>
<b><u>II. Assets</u></b>			
<b>1. Non-current assets</b>			
Fixed assets	8	8,140	8,140
Tangible assets	9	16,210,000	16,211,000
Non-current Investments	10	37,027,155	37,125,667
Long-term loans and advances			
<b>2. Current assets</b>			
Cash and cash equivalents	11	33,348	153,510
Other Current Assets	12	9,522,418	5,541,505
	<b>TOTAL</b>	<b>62,801,062</b>	<b>59,039,823</b>

**Significant Accounting Policies and Notes on Financial Statements**

1 to 24

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 Shah  
Partner  
Membership No. 047178

Sd/-  
Jyoti K. Shah  
Director

Place :Mumbai  
Date : 30th May, 2017

Place :Mumbai  
Date : 30th May, 2017



**SUPRA PACIFIC  
MANAGEMENT CONSULTANCY LIMITED**

CIN NO.:L74140MH1986PLC039547

**Statement of Profit and Loss for the year end 31st March, 2017**

(Amount in Rupees)

Particulars	Note No.	For the year ended 31st March, 2017	For the year ended 31st March, 2016
<b>Income :</b>			
Income from Operation - Interest Income		5,428,268	4,256,877
Other Income	13	-	6,821,988
<b>Total Income</b>		<b>5,428,268</b>	<b>11,078,865</b>
<b>Expenditure :</b>			
Employee benefit expenses	14	822,350	331,050
Depreciation and amortization expenses	8	-	53,719
Other expenses	15	471,274	1,932,910
<b>Total Expenditure</b>		<b>1,293,624</b>	<b>2,317,679</b>
<b>Profit before tax</b>		<b>4,134,644</b>	<b>8,761,186</b>
<b>Tax expense</b>			
Current tax		(1,296,000)	(6,000,000)
Deferred Tax		-	-
<b>Profit for the year</b>		<b>2,838,644</b>	<b>2,761,186</b>
Earnings per share:			
Basic and Diluted	18	0.52	0.50

**Significant Accounting Policies and Notes on Financial Statements**

1 to 24

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 Shah  
Partner  
Membership No. 047178

Sd/-  
Jyoti K. Shah  
Director

Place :Mumbai  
Date : 30th May, 2017

Place :Mumbai  
Date : 30th May, 2017



**SUPRA PACIFIC  
MANAGEMENT CONSULTANCY LIMITED**

CIN NO.:L74140MH1986PLC039547

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017**

		2016-2017 Amount (Rs)	2015-2016 Amount (Rs)
<b>A</b>	<b>Cash Flow From Operating Activities</b>		
	Net Profit before Taxation and Extra Ordinary Item	4,134,644	8,761,186
	<b>Adjustment For:</b>		
	Rent Income	-	(11,078,865)
	Interest Income	(5,428,268)	(6,821,988)
	Depreciation	-	53,719
	<b>Operating Profit Before Working Capital Changes</b>	(1,293,624)	(9,085,948)
	<b>Increase/Decrease in:</b>		
	Trade Payable	96,125	(34,566)
	Other Current Liabilities	73,297	(748,286)
	Long Term Loans and Advances	98,512	(26,633,667)
	Trade Receivable	-	4,545,000
	Other Current Assets	(3,980,913)	(2,890,521)
	<b>Cash Generation From Operations</b>	(5,006,603)	(34,847,988)
	Taxes Paid	(542,827)	(557,689)
	<b>Cash Flow From Operating Activities</b>	(5,549,430)	(35,405,677)
<b>B</b>	<b>Cash Flow From Investing Activities</b>		
	(Purchase)/Sale of Investments	1,000	-
	Interest Income	5,428,268	11,078,865
	Sale of Office Premises	-	13,200,000
	<b>Net Cash From Investing Activities</b>	5,429,268	24,278,865
<b>C</b>	<b>Cash Flow From Financial Activities</b>		
	Call Money Received	-	7,101,500
	<b>Net Cash Flow In Financing Activities</b>	-	7,101,500
	<b>Net Increase In Cash and Cash Equivalents (A+B+C)</b>	(120,162)	(4,025,312)
	Opening Balance Of Cash and Cash Equivalents	153,510	4,178,822
	Closing Balance Of Cash and Bank Equivalents	33,348	153,510
	Cash and Cash Equivalent Includes:		
	Cash in Hand	9,673	52,585
	Balance with Banks	23,675	100,925
	<b>Total</b>	33,348	153,510

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 Shah  
Partner  
Membership No. 047178

Sd/-  
Kishor A. Shah  
Managing Director

Sd/-  
Jyoti K. Shah  
Director

Place : Mumbai  
Date : 30th May, 2017

Place : Mumbai  
Date : 30th May, 2017



## ***SUPRA PACIFIC MANAGEMENT CONSULTANCY LIMITED***

CIN NO.:L74140MH1986PLC039547

### **1 Company Background**

The company is a Public Limited company. Its equity shares got listed on Bombay Stock Exchange during the year.

### **2 Statement of Significant Accounting Policies**

#### **2.1 Method of Accounting :**

These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified).

#### **2.2 Fixed Assets :**

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

#### **2.3 Depreciation :**

Depreciation on fixed assets is provided on Straight Line Method basis using the rate and in the manner prescribed in Schedule II to the Companies Act, 2013.

#### **2.4 Revenue Recognition**

##### **a) 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, 2017 and concluded that there has been no significant impaired fixed asset that needs to be recognised in the books of account.

#### **2.11 Cash flow statement:**

Cash flows are reported using the Indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.



**SUPRA PACIFIC  
MANAGEMENT CONSULTANCY LIMITED**

CIN NO.:L74140MH1986PLC039547

**3 Share Capital**

**3.1 Details of Authorised, Issued, Subscribed and Paid up Share Capital**

Particulars	As at 31st March, 2017		As at 31st March, 2016	
	Number	Amount in Rs.	Number	Amount in Rs.
<b>Authorised</b>				
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
<b>Issued, Subscribed and Paid up</b>				
Equity Shares of Rs. 10/- each	4,080,500	40,805,000	4,080,500	40,805,000
Equity Shares of Rs. 10/- each (P.Y. Rs.5/- paid up)	1,420,300	14,203,000	1,420,300	14,203,000
	5,500,800	55,008,000	5,500,800	55,008,000

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, 2017		As at 31st March, 2016	
	Number	Amount in Rs.	Number	Amount in Rs.
Shares outstanding at the beginning of the year	5,500,800	55,008,000	5,500,800	55,008,000
<b>Add:</b> Shares Issued during the year	-	-	-	-
<b>Less:</b> Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	5,500,800	55,008,000	5,500,800	55,008,000

**3.3 The details of shareholders holding more than 5% shares**

Name of Shareholder	As at 31st March, 2017		As at 31st March, 2016	
	No. of Equity Shares held	% of Holding	No. of Equity Shares held	% of Holding
Kishor A Shah	2,513,600	45.70%	2,513,600	45.70%
Jyoti K. Shah	840,000	15.27%	840,000	15.27%



**SUPRA PACIFIC  
MANAGEMENT CONSULTANCY LIMITED**

CIN NO.:L74140MH1986PLC039547

**Notes forming part of Financial Statements**

**4 Reserves and Surplus**

Particulars	As at 31st March, 2017	As at 31st March, 2016
	Amount in Rs.	Amount in Rs.
<b>(Deficit) in the Statement of Profit and Loss:</b>		
Opening balance	(3,111,043)	(5,872,229)
Add : Profit for the year	2,838,644	2,761,186
<b>Total</b>	<b>(272,399)</b>	<b>(3,111,043)</b>

**5 Trade Payables**

Particulars	As at 31st March, 2017	As at 31st March, 2016
	Amount in Rs.	Amount in Rs.
-Due to Micro and Small Enterprises (Refer Note No.22)	-	-
-Due to others	122,213	26,088
<b>Total</b>	<b>122,213</b>	<b>26,088</b>

**6 Other Current Liabilities**

Particulars	As at 31st March, 2017	As at 31st March, 2016
	Amount in Rs.	Amount in Rs.
Outstanding Expenses	177,946	104,649
Trade Advances	1,200,000	1,200,000
<b>Total</b>	<b>1,377,946</b>	<b>1,304,649</b>

**7 Short-Term Provisions**

Particulars	As at 31st March, 2017	As at 31st March, 2016
	Amount in Rs.	Amount in Rs.
Provisions for Taxation (Net of TDS)	6,565,302	5,812,129
<b>Total</b>	<b>6,565,302</b>	<b>5,812,129</b>



## **SUPRA PACIFIC MANAGEMENT CONSULTANCY LIMITED**

CIN NO.:L74140MH1986PLC039547

### **Notes forming part of Financial Statements**

#### **8 Fixed Assets**

Sr. No.	Particulars	GROSS BLOCK			DEPRECIATION			NET BLOCK	
		As on 1st April, 2016	Addition/ Deduction During the Year	As on 31st March, 2017	1st April, 2016	As on For the Year to sale of asset	Depreciation reversed due to sale of asset	As on 31st March, 2017	As on 31st March, 2017
<b>Tangible Assets :</b>									
1	Office Equipment	147,400	-	147,400	140,030	-	-	140,030	7,370
2	Furniture & Fixture	241,689	-	241,689	240,920	-	-	240,920	769
3	Computers	60,200	-	60,200	60,199	-	-	60,199	1
	<b>Total</b>	449,289	-	449,289	441,149	-	-	441,149	8,140
	<b>Previous Year</b>	12,243,169	(11,793,880)	449,289	5,803,298	-	5,362,149	441,149	8,140
									6,439,871



**SUPRA PACIFIC  
MANAGEMENT CONSULTANCY LIMITED**

CIN NO.:L74140MH1986PLC039547

**Notes forming part of Financial Statements**

**9 Non Current Investments**

Particulars	As at 31st March, 2017	As at 31st March, 2016
	Amount in Rs.	Amount in Rs.
<b>INVESTMENT (AT COST) :</b>		
<b>A . QUOTED EQUITY SHARES :</b>		
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
<b>TOTAL</b>	<b>1,310,000</b>	<b>1,310,000</b>
<b>B . UNQUOTED SHARES :</b>		
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) Nil (Previous Year: 100) Equity Shares of Janakalyan Sahakari Bank Ltd (FV:Rs.10/-)	-	1,000
<b>TOTAL</b>	<b>14,900,000</b>	<b>14,901,000</b>
<b>TOTAL ( A + B )</b>	<b>16,210,000</b>	<b>16,211,000</b>
<b>AGGREGATE MARKET VALUE OF QUOTED INVESTMENTS</b>	<b>276,410</b>	<b>356,320</b>

**10 Long-term Loans and Advances**

Particulars	As at 31st March, 2017	As at 31st March, 2016
	Amount in Rs.	Amount in Rs.
<b>(Unsecured, Considered good)</b>		
Loan to others	37,027,155	37,125,667
<b>Total</b>	<b>37,027,155</b>	<b>37,125,667</b>



## **SUPRA PACIFIC MANAGEMENT CONSULTANCY LIMITED**

CIN NO.:L74140MH1986PLC039547

### **Notes forming part of Financial Statements**

#### **11 Cash and Cash Equivalents**

Particulars	As at 31st March, 2017	As at 31st March, 2016
	Amount in Rs.	Amount in Rs.
Balance with Banks	23,675	100,925
Cash on hand	9,673	52,585
<b>Total</b>	<b>33,348</b>	<b>153,510</b>

#### **Disclosure of Specified Bank Notes (SBNs):**

During the year, the Company had specified bank notes or other denomination notes as defined in the MCA notification G.S.R. 308(E) dated March 31, 2017 on the details of Specified Bank Notes (SBN) held and transacted during the period from November 8, 2016 to December 30, 2016, the denomination wie SBNs and other notes as per the notification is given below:

Particulars	SBNs*	Other Denomination	Total
Closing Cash in hand as on November 8, 2016	0	9795.02	9795.02
(+) Permitted Receipts	0	0	0
(-) Permitted Payments	0	22	22
(-)Amount Deposited in Banks	0	0	0
Closing cash in hand as on December 30, 2016	0	9773.02	9773.02

\* for the purposes of this clause, the term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E) dated the 8th November 2016.

#### **12 Other Current Assets**

Particulars	As at 31st March, 2017	As at 31st March, 2016
	Amount in Rs.	Amount in Rs.
Listing Expense	2,898,000	-
Interest Receivable	6,624,418	5,541,505
<b>Total</b>	<b>9,522,418</b>	<b>5,541,505</b>

12.1 During the company has incurred Rs. 28,98,000/- as listing expenses. The company has capitalised the listing expenses as intangible assets.



**SUPRA PACIFIC  
MANAGEMENT CONSULTANCY LIMITED**

CIN NO.:L74140MH1986PLC039547

**Notes forming part of Financial Statements**

**13 Other Income**

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
	Amount in Rs.	Amount in Rs.
Profit on Sale of Office Premises	-	6,821,988
<b>Total</b>	<b>-</b>	<b>6,821,988</b>

**14 Employee Benefits Expenses**

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
	Amount in Rs.	Amount in Rs.
Directors Remuneration	210,000	210,000
Salaries	612,350	121,050
<b>Total</b>	<b>822,350</b>	<b>331,050</b>

**15 Other Expenses**

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
	Amount in Rs.	Amount in Rs.
Listing Fees	230,000	57,000
Insurance	-	521
Legal and Professional charges	10,545	75,140
Payment to Auditors (Refer Note No.17)	8,625	69,008
Travelling expense	-	1,750
Maintenance Charges	-	29,370
Property Tax	-	34,309
Electricity charges	-	350
Postage, Telegram and Telephone Expenses	15,094	6,241
ROC Filing Fees	20,200	6,290
Bank charges	459	354
Interest on delayed payment of Maintenance Charges	949	78,199
Society Transfer Charges	-	76,400
Miscellaneous Charges	25,316	20,265
Advertisement charges	26,499	35,068
Sundry balance written off	-	1,300,000
Demat Charges	133,587	142,645
<b>Total</b>	<b>471,274</b>	<b>1,932,910</b>



**SUPRA PACIFIC  
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**Notes forming part of Financial Statements**

**16 Managerial Remuneration:**

Particulars	2016-2017	2015-2016
	Rs.	Rs.
Directors Remuneration	2,10,000	2,10,000
Perquisites	<b>NIL</b>	<b>NIL</b>
<b>TOTAL</b>	<b>2,10,000</b>	2,10,000

**17 Payment to Auditors: -**

Particulars	2016-2017	2015-2016
	Rs.	Rs.
Audit Fees	7,500	7,500
Service Tax	1,125	1,088
In other capacity	<b>NIL</b>	60,420
<b>TOTAL</b>	<b>8,625</b>	69,008

**18 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, 2017	For the year ended 31st March, 2016
Net Profit after tax as Statement of Profit and Loss	28,38,644	27,61,186
Weighted average number of shares outstanding during the year	5,500,800	5,500,800
Basis and Diluted Earnings Per Share	0.52	0.50
Face Value Per Equity Share	10	10

**19 Taxes on Income:**

a. Component of Deferred Tax:

(Amount in Rs.)

Particulars	Year Ended 31st March, 2017	Year Ended 31st March, 2016
Deferred Tax Assets (DTA) (Related to Fixed assets)	4,763/-	5,597
Deferred Tax Assets (DTA) related to Loss	-	-
Net DTA at the end of the year	4,763/-	5,597
(Less) Net DTA at the beginning of the year	5,597/-	(43,879)
DTA generated/(reversed) during the year	(834)	(38,282)



## **SUPRA PACIFIC MANAGEMENT CONSULTANCY LIMITED**

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b. In the absence of reasonable/virtual certainty of future taxable profit, the company has not recognized Deferred Tax Assets in its books.

### **20 Related Party Disclosures:**

#### **20.1 The names of the related parties are as under:**

Name of related parties	Nature of relation
<b><u>Key Management Personnel:</u></b>	
Kishor A. Shah	Chairman cum Managing Director
Jyoti K. Shah	Director
Harish Ramappa Kotian	Director
Sharad Laxman Kulkarni	Director
Nitin Sharad Phadke	Director

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

#### **20.2 Details of Transactions :**

(Amount in Rs.)

NATURE OF TRANSACTIONS	WITH KEY MANAGEMENT PERSONEL
<b>1. Remuneration paid:</b>	210,000 (210,000)

### **21 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 notified under The Companies Act, 2013.



## **SUPRA PACIFIC MANAGEMENT CONSULTANCY LIMITED**

CIN NO.:L74140MH1986PLC039547

**22** Details of dues to Micro and Small Enterprises as per MSMED Act, 2006:

<b>Particulars</b>	<b>For the year ended 31st March, 2017</b>	<b>For the year ended 31st March, 2016</b>
Principal Amount outstanding to suppliers under MSMED Act, 2006 beyond the appointed date	-	-
Interest accrued on the amount due to suppliers under MSMED Act on the above amount	-	-
Payment made to suppliers (Other than interest) beyond the appointed date during the year	-	-
Interest paid to suppliers under MSMED Act (other than Section 16)	-	-
Interest paid to suppliers under MSMED Act (Section 16)	-	-
Interest due and payable to suppliers under MSMED Act for payments already made.	-	-
Interest accrued and remaining unpaid at the end of the year to suppliers under MSMED.	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

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

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

Signature to Notes (1 to 24)

As per our attached report of even date.

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

**Sd/-  
Chetan Shah  
Partner  
Membership No. 047178**

**Place :Mumbai  
Date : 30<sup>th</sup> May, 2017**

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

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

**Place :Mumbai  
Date : 30<sup>th</sup> May, 2017**

**Sd/-  
Jyoti K. Shah  
Director & CFO**



## **SUPRA PACIFIC MANAGEMENT CONSULTANCY LIMITED**

CIN NO.:L74140MH1986PLC039547

**SUPRA PACIFIC MANAGEMENT CONSULTANCY LIMITED**  
Registered Office: 402, 4<sup>TH</sup> FLOOR, APOLLO COMPLEX, R. K. SINGH MARG,  
ANDHERI (EAST),, MUMBAI – 400 069  
Email Id: [info@suprapacific.com](mailto:info@suprapacific.com), Website: [www.suprapacific.com](http://www.suprapacific.com)  
TEL: 28240444\ 28216736

### **31<sup>ST</sup> ANNUAL GENERAL MEETING**

#### **ATTENDANCE SLIP**

<b>DATE</b>	<b>VENUE</b>	<b>TIME</b>
Wednesday, September 27, 2017	402, 4 <sup>th</sup> floor, Apollo Complex, R. K. Singh Marg, Andheri (E), Mumbai- 400 069	12.00 noon

Name of the Member (s)/ Proxy:	
Address	
E-mail id	
Folio No./DP Id and Client Id	

I hereby certify that I am a Member/Proxy for the Member Holding .....Equity shares.  
I hereby record my presence at the 31<sup>st</sup> Annual General Meeting of the Company.

Please √ in the box

Member

Proxy

.....  
Name of Proxy in Block Letters

.....  
(Signature of the Member/ Proxy attending)

Note:

Member/Proxy attending the Annual General Meeting (AGM) must bring his/her Attendance Slip which should be signed and deposited at the entrance of the Meeting Hall



## **SUPRA PACIFIC MANAGEMENT CONSULTANCY LIMITED**

CIN NO.:L74140MH1986PLC039547

### **SUPRA PACIFIC MANAGEMENT CONSULTANCY LIMITED**

**Registered Office: 402, 4<sup>TH</sup> FLOOR, APOLLO COMPLEX, R. K. SINGH MARG,  
ANDHERI (EAST),, MUMBAI – 400 069**

**Email Id: [info@suprapacific.com](mailto:info@suprapacific.com), Website: [www.suprapacific.com](http://www.suprapacific.com)**

**TEL: 28240444\ 28216736**

### **31<sup>ST</sup> ANNUAL GENERAL MEETING**

#### **PROXY FORM (MGT-11)**

*[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management & Administration)Rules, 2014]*

Name of the Member (s)/ Representative:	
Registered Address	
E-mail id	
Folio No./DP Id and Client Id	

I/we, being the member(s) holding .....No. of Equity Shares of aforesaid mentioned Company hereby appoint:

1	Name	
	Address	
	E-mail Id	
	Signature	

Or Failing him/ her

2	Name	
	Address	
	E-mail Id	
	Signature	

Or Failing him/ her

3	Name	
	Address	
	E-mail Id	
	Signature	



**SUPRA PACIFIC  
MANAGEMENT CONSULTANCY LIMITED**

CIN NO.:L74140MH1986PLC039547

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Thirty First Annual General Meeting Of the Company to be held on Wednesday, 27<sup>th</sup> September 2017 at 12.00 noon at registered office of the company at 402, 4<sup>th</sup> floor, Apollo Complex, R.K. Singh Marg, Andheri (E), Mumbai- 400 069, Maharashtra, and at any adjournment thereof in respect of resolutions.

Signed this.....day of ....., 2017

Member's Folio/DP ID and Client ID No. ....

Signature of Proxy holder(s) .....

Signature of Proxy holder(s) .....

Affix Rs.  
1/-  
Revenue  
Stamp

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statements and Notes, please refer to the Notice of the 31<sup>st</sup> Annual General Meeting of the Company.
3. It is optional to indicate your preference. If you leave the 'For' or "Against" column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/ she may deem appropriate.



## **SUPRA PACIFIC MANAGEMENT CONSULTANCY LIMITED**

CIN NO.:L74140MH1986PLC039547

**SUPRA PACIFIC MANAGEMENT CONSULTANCY LIMITED**  
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TEL: 28240444\ 28216736

### **BALLOT FORM**

Folio No./DP ID/ Client ID#.....

No. of Equity Shares Held.....

I/We hereby record my/our presence at the Thirty First Annual General Meeting Of the Company to be held on Wednesday, 27<sup>th</sup> September 2017 at 12.00 noon at registered office of the company at 402, 4<sup>th</sup> floor, Apollo Complex, R.K. Singh Marg, Andheri (E), Mumbai- 400 069, Maharashtra

Name of Shareholder (In Block letter).....

I/We hereby exercise my/our vote in respect of Resolutions enumerated below to be passed through postal ballot for the business stated in notice of the Company by recording my/our assent or dissent to the said resolutions by placing the tick mark at the appropriate box below:

Resolution No.	Resolutions	Assent	Dissent
Ordinary Business			
1	To receive, consider and adopt the Audited financial statements of the company for the year ended March 31, 2017 including the Audited Balance Sheet as at 31 <sup>st</sup> March, 2017, and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors' & the Auditors' thereon.		
2	To Appointment a Director in place of Mrs. Jyoti K. Shah (DIN: 00020912) who retires by rotation and being eligible, offers herself for re-appointment.		
3	Appointment of M/s.Agrawal Jain & Gupta Chartered Accountants, Mumbai (Firm Registration No. 013538C), as the statutory Auditors of the Company and authorize Board of Directors to fix their remuneration.		

Signed this.....day of ....., 2017

Signature of Shareholder \_\_\_\_\_ Signature of Proxy holder(s) \_\_\_\_\_



## SUPRA PACIFIC MANAGEMENT CONSULTANCY LIMITED

CIN NO.:L74140MH1986PLC039547

