



Supra Pacific Management Consultancy Limited

CIN: L74140MH1986PLC039547

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Phone: 0484- 6735544 Email: cs@suprapacific.com Website: www.suprapacific.com

POSTAL BALLOT NOTICE (Pursuant to Section 110 of the Companies Act 2013)

To,
The Members,
Supra Pacific Management Consultancy Limited

NOTICE is hereby given to the shareholders of Supra Pacific Management Consultancy Limited (hereinafter referred to as "the Company") pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and the provisions of Regulation 44 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to seek your approval by way of postal ballot and/or e-voting in respect of resolutions contained in the Special Business given hereinafter. The explanatory statement, pursuant to Section 102 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 setting out all material facts pertaining to the proposals and the reasons thereof, along with Postal Ballot Form are annexed herewith.

SPECIAL BUSINESS

1. Increase in the Authorised Share Capital and alteration in the Capital Clause of the Memorandum of Association of the Company:

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

"RESOLVED THAT pursuant to the provisions of Section 4, 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), including any amendment thereto or re-enactment thereof and the rules framed there under, the consent of the Members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from existing Rs. 6,00,00,000 (Rupees Six Crores Only) divided into 60,00,000 (Sixty Lakhs Only) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 50,00,00,000 (Rupees Fifty Crores Only) divided into 5,00,00,000 (Five Crores Only) Equity Shares of Rs. 10 (Rupees 10 Only) each

RESOLVED FURTHER THAT the Memorandum of Association of the Company be altered in the following manner i.e. existing Clause V of the Memorandum of Association be deleted and the same be substituted with the following new clause as Clause V:

V. The Authorised Share Capital of the Company is Rs. 50,00,00,000 (Rupees Fifty Crores Only) divided into 5,00,00,000 (Five Crore Only) Equity Shares of Rs. 10 each

"RESOLVED FURTHER THAT the Board of Directors of the Company ("the Board") be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and expedient to give effect to the aforesaid resolution."

2. Adoption of Memorandum of Association as per the provisions of the Companies Act, 2013

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

"RESOLVED THAT pursuant to the provisions of Section 4, 13 and any other applicable provisions of the Companies Act, 2013 ("the Act"), read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the Table A of the Schedule I of the Act, consent of the members be and is hereby accorded for adoption/ alter in the Memorandum of

Association of the Company by merging the Objects of the Company mentioned under Clause III (C) – “Other Objects “with Clause III (B) – “Objects Incidental or Ancillary to the attainment of the Main Objects” and consequently changing the object numbering as may be appropriate;

RESOLVED FURTHER THAT in accordance with the Table A of the Schedule I of the Act, the Clause III (A) and III (B) of the Memorandum of Association of the Company, be renamed as under:

“Clause III (A) – The objects to be pursued by the Company on its incorporation are:

Clause III (B) – Matters which are necessary for furtherance of the objects specified in Clause III (A) are:”

“RESOLVED FURTHER THAT the Board of Directors of the Company (“the Board”) be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and expedient to give effect to the aforesaid resolution.”

3. Amendment of the Liability Clause IV of the Memorandum of Association:

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

“RESOLVED THAT pursuant to the provisions of Section 4,13 and all other applicable provisions, if any of the Companies Act 2013 (including any amendment thereto or re-enactment thereof), clause IV of the Memorandum of Association be and is hereby altered by replacing the existing Clause IV with the following new Clause IV :

“IV. The liability of members is limited and this liability is limited to the amount unpaid, if any, on shares held by them”.

RESOLVED FURTHER THAT the Board of Directors of the Company (“the Board”) be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and expedient to give effect to the aforesaid resolution

4. Adoption of Articles of Association as per the provisions of the Companies Act, 2013:

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

“RESOLVED THAT pursuant to the provisions of Sections 5, 14 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), rules and regulations made thereunder, the enabling provisions of the Memorandum and Articles Association of the Company and subject to the requisite approvals, consents, permissions and / or sanctions as may be required, if any, the draft regulations contained in the Articles of Association submitted to this meeting and duly initialled be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

“RESOLVED FURTHER THAT the Board of Directors of the Company (“the Board”) be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and expedient to give effect to the aforesaid resolution.”

5. Appointment of Shri. Joby George as Chairman and Managing Director as well as fixation of remuneration pursuant to Schedule V of the Companies Act, 2013

To consider and, if thought fit, to pass with or without modification, the following Resolution as a **Special Resolution**

“RESOLVED THAT in accordance with the provisions of Sections 196,197,198, 203 and any other applicable provisions of the Companies Act,2013 (the “Act”) and the Rules made thereunder read with Schedule V of the Companies Act,2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the Company be and is hereby accorded to the appointment of Mr. Joby George (holding DIN: 06429801) as Chairman and Managing Director of the Company, for a period of five years with effect from 1st August, 2020 on the terms and conditions including remuneration as are set out and approved by the Nomination &

Remuneration Committee and the Board of Directors. The draft remuneration structure placed before this meeting is specifically sanctioned with liberty to the Board of Directors (hereinafter referred to the “Board” which term shall be deemed to include the Nomination & Remuneration Committee constituted by the Board) to alter and vary the terms and conditions of the said appointment and or remuneration and or agreement, subject to the same not exceeding the limits specified in Schedule V to the Companies Act, 2013 including any statutory re-enactment thereof for the time being in force or as may hereafter be made by the Central Government in that behalf from time to time, or any amendments thereto as may be agreed to between the Board and Mr. Joby George”.

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Act, the remuneration payable to Mr. Joby George by way of salary, perquisites, commission and other allowance shall not in any event exceed 5% of the net profits of the Company in that financial year”.

“RESOLVED FURTHER THAT in the event of any loss or inadequacy of profits in any financial year of the Company during the tenure of Mr. Joby George, the remuneration, perquisites and other allowances shall be governed by the limits prescribed in Section II of Part II of Schedule V to the Act”.

“RESOLVED FURTHER THAT Shri Joby George shall not be liable to retire by rotation”

AND

“FURTHER RESOLVED THAT the Board and Company Secretary be and are hereby authorized to take all such steps as may be necessary proper or expedient to give effect to this resolution”.

6. Appointment of Mr. Sabu Thomas (DIN: 08224794) as Independent Director of the Company for a period of 5 years

To consider and if thought fit, to pass with or without modification, the following Resolution as a **Special Resolution**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any amendment, statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 17 (1A) of SEBI (LODR) Regulations, 2015 and other applicable provisions, if any, as amended from time to time, Shri Sabu Thomas (DIN: 08224794), aged about 45 years, being eligible as an Independent Director of the Company, not liable to retire by rotation, to hold office for a first term of five consecutive years, and who has consented to act as an Independent Director of the Company and who has submitted his declarations that he meets the criteria of independence as specified for Independent Director under Section 149 (6) of the Companies Act 2013 and Regulation 16 (1)(b) and 25 (8) of SEBI (LODR) Regulations 2015 and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors and in respect of whom the company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 (1) of the Companies Act 2013 be and is hereby appointed as an Independent Director of the Company for a period of 5 years”

“FURTHER RESOLVED THAT the Board of Directors and Company Secretary of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution”

7. Appointment of Mr. Abidh Abubakkar (DIN: 08569590) as Independent Director of the Company for a period of 5 years

To consider and if thought fit, to pass with or without modification as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any amendment, statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 17 (1A) of SEBI (LODR) Regulations, 2015 and other applicable provisions, if any, as amended from time to time, Shri Abidh Abubakkar (DIN: 08569590), aged about 37 years, being eligible as an Independent Director of the Company, not liable to retire by rotation, to hold office for a first term of five consecutive years, and who has consented to act as an Independent Director of the Company and who has submitted his declarations that he meets the criteria of independence as specified for Independent Director under Section 149 (6) of the Companies Act 2013 and Regulation 16 (1)(b) and 25 (8) of SEBI (LODR) Regulations 2015 and pursuant to

the recommendation of the Nomination and Remuneration Committee and the Board of Directors and in respect of whom the company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 (1) of the Companies Act 2013 be and is hereby appointed as an Independent Director of the Company for a period of 5 years”

“FURTHER RESOLVED THAT the Board of Directors and Company Secretary of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution”

8. To increase the limits of borrowing by the Board of Directors of the Company under section 180(1) (c) of the Companies Act, 2013

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

RESOLVED THAT subject to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof and in supersession of all the earlier resolutions passed in this regard, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors and/or any Committee of Directors thereof, to borrow money, as and when required, from, including without limitation, any Bank and/or other Financial Institution and/or foreign lender and/or anybody corporate/ entity/entities and/or authority/authorities, any other securities or instruments, such as floating rate notes, fixed rate notes, syndicated loans, debentures, bonds (Including perpetual bonds, Tier 2 bonds (Basel III compliant) masala bonds) commercial papers, short term loans or any other instruments etc. and/or through credit from official agencies and/or by way of external commercial borrowings from the private sector window of multilateral financial institution, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding Rs.600 crores (Rupees six hundred crores only), notwithstanding that moneys so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.

Place: Kochi
Date :14.07.2020

By Order of the Board of Directors
Dipu George
Company Secretary
ACS. 38716

NOTES: -

1. An Explanatory Statement as required under Section 102 of the Companies Act, 2013 is annexed hereto.
2. The Postal Ballot notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from NSDL & CDSL as on Tuesday, 21st July, 2020 in electronic form to the email addresses registered with their Depository Participants.
3. Resolutions passed by the members through Postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
4. In case a Member is desirous of obtaining a printed postal ballot form or a duplicate, he / she may send an email to cs@suprapacific.com.
5. The Members can opt only one mode of voting, i.e voting either by physical ballot or e-voting. In case Members casts their votes through both the modes, voting done by e-voting shall prevail and votes casts through physical ballot forms will be treated as invalid.
6. A Member cannot exercise his vote by Proxy on Postal Ballot.
7. The Resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the company for the receipt of duly completed postal ballot forms or e-voting i.e. on, 26th August, 2020
8. All documents referred to in the postal ballot notice and explanatory statement are open for inspection by the Members at the Registered office of the Company between 11.00 a.m. and 1.00 pm. on all working days except Saturdays, Sundays and public holidays upto the date of announcement of results of this postal ballot.
9. The Special Resolution mentioned above shall be declared as passed if the number of votes cast in its favour is not less than three times the number of votes cast against the said resolution.
10. The Board of Directors have appointed Shri Abhilash Nediyalil Abraham, Company Secretary in Practice (M.No.A22601;CP No.14524) as Scrutiniser to scrutinise the voting for the postal ballots received and remote evoting process in a fair and transparent manner.
11. The Scrutinizer will submit the report to the Company after completion of scrutiny of the Postal Ballot Forms and e-voting.

Instructions for Voting by Physical Postal Ballot Form :

1. Member desirous of exercising his vote by postal ballot shall complete the enclosed postal ballot form and with assent(for) or dissent (against) by filling the necessary details by putting the signature at the marked place in the postal ballot directed to The Scrutinizer, Supra Pacific Management Consultancy Ltd, Central Tower, Pillar No: 319, Kalamassery, Kochi, Kerala 682033, to reach on or before 26th August, 2020, Postal Ballot Form received after 26th August, 2020 would be strictly treated as if reply from the shareholder has not been received.
2. The Company is offering E-Voting facility also as an alternate to Individual Members as required under Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies {Management and Administration) Rules, 2014 and other applicable provisions of the Act, which would enable the shareholders to cast the votes electronically, instead of Physical Postal Ballot form. For this purpose, the Company has entered in to an agreement with M/s Central Depository Services (India) Limited for facilitating e-Voting to enable the Shareholders to cast their votes electronically instead of dispatching Postal Ballot Form.
3. The e-voting period commences on the **Tuesday, 28th July, 2020 at 9:00 A.M. and ends on Wednesday, 26th August, 2020 at 5:00 P.M.** During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date, being 21st July, 2020 may cast their vote by electronic means in the manner and process set out hereinabove. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
4. The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company, subject to the provisions of the Section 108 of the Companies Act, 2013 and Rules made thereunder, as amended, as on the cut-off date, being Tuesday, 21st July, 2020.
5. The Results declared along with the Scrutinizer's Report(s) shall be placed on the Company's website (www.suprapacific.com) and on the website of CDSL (www.evotingindia.com) and communicated to BSE Limited.

6. In pursuance of Regulation 44 of the SEBI (LOOR) Regulations, 2015, the Company is pleased to offer e-voting facility as an alternative, for its shareholders to enable them to cast their vote electronically instead of dispatching physical Postal Ballot Form. The instructions for members for voting electronically are as under:

The instructions for members for voting electronically (both for physical shareholders as well as demat holders) are as under:

- (i) The voting period **begins on Tuesday, 28th July, 2020 at 9.00 A.M. and ends on Wednesday, 26th August, 2020 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 on Tuesday, 21st July 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) 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

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cDSLindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below

For Members holding shares in Demat Form and Physical Form	
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"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA..
Dividend Bank Details OR Date of Birth (DOB)	<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"> • 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).

- (viii) After entering these details appropriately, click on "SUBMIT" tab
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However,
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice
- (xii) Click on the EVSN for the relevant "SUPRA PACIFIC MANAGEMENT CONSULTANCY LIMITED" on which you choose to vote
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- (xv) 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
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a de mat 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.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. Them-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to RTA email id support@purvashare.com
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) RTA email id. support@purvashare.com

(xx) Note for Non - Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to 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.
- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address cs@suprapacific.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

Place: Kochi
Date :14.07.2020

By Order of the Board of Directors
Dipu George
Company Secretary
ACS. 38716

Statement pursuant to Section 102 of the Companies Act, 2013

Item No.1

The present Authorised Capital of the Company is Rs. 6,00,00,000/- (Rupees Six Crores only) divided into 60,00,000 (Sixty Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each. Considering the requirements and future business prospects, it is therefore considered necessary to increase the Authorised Share Capital of the Company from present Rs 6,00,00,000/- (Rupees Six Crores) to Rs. 50,00,00,000 (Rupees Fifty Crores) divided into 5,00,00,000 (Five Crores) equity shares of Rs. 10/- (Rupees Ten only) each.

The proposed increase in Authorised Share Capital requires the approval of Shareholders by way of Postal Ballot. Consequent upon increase in Authorised Share Capital, the Memorandum of Association of the Company will require alteration so as to reflect the increased Authorised Share Capital.

The Board of Directors at its meeting held on 14.07.2020 has approved enhancement of authorised capital from Rs 6 crores to Rs 50 crores and recommended the same for shareholders' approval.

The proposed Resolution is in the interest of the Company and your Directors recommend the same for your approval.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed Resolutions.

Item No. 2

The Companies Act, 2013, has prescribed a new format of Memorandum of Association ("MOA") for public companies limited by shares. Accordingly, with a view to align the existing MOA of the Company with Table A of the Schedule I of the Act and in accordance with Section 4 and 13 of the Act, it is proposed to alter the MOA of the Company by merging the Objects under Clause III (C) – "Other Objects" with Clause III (B) – "Objects Incidental or Ancillary to the attainment of the Main Objects" and also to rename the Clause III (A) and III (B) of the Object Cause.

The Board at its meeting held on 14th July, 2020 has approved alteration of the MOA of the Company and the Board now seek shareholders' approval for the same.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution

Item No.3

In order to comply with the provisions of Section 4(1) (d) (i), and Section 13 and other applicable provisions, if any, of the Companies Act 2013, the Company needs to alter the Liability Clause of the Memorandum of Association; where earlier, it confined to saying that the liability by the members is Limited, it now elaborates that such liability is limited to the 'amount unpaid, if any, on the shares held by them'. Consent of the Shareholders by passing SPECIAL RESOLUTION is required in this regard.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution.

The Directors recommended the aforesaid resolution for the approval by the members as a SPECIAL RESOLUTION.

Item No. 4

The existing Articles of Association of the Company, is in accordance with the Companies Act, 1956 and several regulations in the existing Articles of Association contain references to specific sections of the Companies Act, 1956 and some regulations in the existing Articles of Association are no longer in conformity with the new Companies Act, 2013. With the applicability of the most of the Sections of the Companies Act, 2013, several regulations of the existing Articles of Association of the Company require alteration / deletion of several Articles. Hence it is considered expedient to replace the existing Articles of Association by new set of Articles.

The new set of Articles of Association to be substituted in place of existing Articles of Association are based on Table 'F' of the Act which sets out the model Articles of Association for a Company limited by shares.

The proposed new draft Articles of Association is being uploaded on the Company's website i.e. www.suprapacific.com, for perusal by the shareholders.

In terms of the provisions of Section 110 of the Act read with Companies (Management and Administration) Rules, 2014 the approval of the Members has to be obtained, mandatorily through Postal Ballot process.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution set out at Item No. 4 of the Notice.

Pursuant to Section 14 of the Act, any alteration in the Articles of Association of the Company would require the approval of shareholders by way of passing a Special Resolution. Hence the Board recommends the resolution to the shareholders for their approval.

Item No. 5

Subject to the approval of the shareholders, the Board of Directors, at their meeting held on 14th July, 2020, have approved appointment of Mr. Joby George as Managing Director of the company for a period 5 years for a period of five years from 1st August, 2020.

Nomination & Remuneration Committee constituted by the Board had met on 14th July, 2020 and approved and recommended remuneration package of Shri. Joby George, Managing Director for a period of three years, in accordance with Schedule V to the Companies Act,2013.

Pursuant to the provisions of Companies Act 2013, Remuneration payable by companies having no profit or inadequate profit shall pay remuneration to the managerial person not exceeding the limits under (A) and (B);

A	
1.	2.
Whether the effective capital is	Limit of yearly remuneration payable shall not exceed (Rs)
1. Negative or less than 5 Crore	60 Lacs
2. Rs. 5 crores and above but less than Rs. 100 Crores	84 Lacs
3. Rs. 100 crores and above but less than Rs.250 Crores	120 Lacs
4. Rs. 250 Crores and above	120 lacs+0.01% of effective capital in excess of Rs. 250 Crores

Provided that the remuneration in excess of above limits may be paid if the resolution passed by the shareholders is a special resolution.

B.

In case of a managerial personnel who is functioning in a professional capacity, (remuneration as per item (A) may be paid), if such managerial personnel is not having any interest in the capital of the company or its holding company or any of its subsidiaries directly or indirectly or through any other statutory structures and not having any, direct or indirect interest or related to the Directors or promoters of the company or its holding company or any of its subsidiaries at any time during the last two years before or on or after the date of appointment and possess graduate level qualification with expertise and specialized knowledge in the field in which the company operates.

Provided that any employee of a company holding shares of the company not exceeding 0.5% of its paid up share capital under any scheme formulated for allotment of shares to such employees including employees stock option plan or by way of qualification shall be deemed to be a person not having any interest in the capital of the company.

Provided further that the limits specified under items (A) and (B) of the section shall apply, if

- (i) Payment of remuneration is approved by a resolution passed by the Board and, in the case of a company covered under sub section (1) of Section 178 also by the Nomination and Remuneration Committee.
- (ii) The company has not committed any default in payment of dues to any Bank or public Financial Institution or non -convertible debenture holders or any other secured creditor, and in case of default, the prior approval of the Bank or Public Financial Institution concerned or the non-convertible

debenture holders or other secured creditor, as the case may be, shall be obtained by the company before obtaining the approval in the general meeting.

(iii) An Ordinary resolution or a Special resolution, as the case may be has been passed for payment for remuneration as per item (A) or a Special Resolution has been passed for payment of remuneration as per item (B) at the General Meeting of the company for a period not exceeding 3 years.

(iv) A statement along with Notice calling the General meeting with certain specified information is to be given to the shareholders.

The Nomination and Remuneration committee meet on 14th July, 2020 has approved the remuneration structure of Shri Joby George in the scale of Rs. 1,00,000/- per month plus usual perquisites from 1st August, 2020 for a period of 3 years on following terms;

a) Salary

Rs. 1,00,000 per month effective from 1st August, 2020 for a period of three years up to 31st July, 2023

Information required to be disclosed in terms of Schedule V to the Companies Act, 2013:

I. General Information

(i) **Nature of the Industry**
NBFC- Not accepting public deposits other than NBFC-ND-SI

(ii) Date or expected date of commencement of Commercial Business:
The commencement of business during 1986

(iii) In case of new companies, expected date of commercial activities as per Project approved by financial institutions appearing in the prospectus. - Not applicable.

(iv) **Financial Performance** (Rupees in Lacs)

Particulars	2019-20	2018-19	2017-18
Revenue from Operations	5.48	29.95	52.69
Other income	--		
Operating Profit	(7.86)	19.02	16.41
Finance Cost	--		
PBDT	(7.86)	19.02	16.41
Profit / (Loss)Before Tax	(7.78)	19.02	16.41
Profit / (Loss)After Tax	(9.19)	12.66	3.79
Amount of Equity Dividend Paid	0	0	0
Rate of Dividend Declared (%)	0	0	0

Since the Effective Capital as at 31.3.2020 is Rs. 3.32 crores, the maximum remuneration payable as per Schedule V of the Companies Act, 2013, is Rs. 60 lakhs per annum plus perquisites viz. PF, Gratuity and Superannuation benefits.

(v) Foreign investments or collaborations, if any: No

II. Information about the appointee: Shri. Joby George

(i) Background details

Mr. Joby George is a graduate in Arts and is a strong marketing professional with a high talent for coordinating the financial marketing activities of different teams. He is very enthusiastic and a responsible person with good leadership abilities. He is very much adaptive and can handle multiple tasks. He is a hardworking personality with a cheerful disposition and excellent service spirit. He has vast and extensive experience of more than 20 years in developing marketing teams for various financial business concerns. He held responsible positions in leading financial service industries in the past and was instrumental to the development of many nonbanking financial institutions in South India. He has excellent communication skills and great convincing ability so that the team follows the strategy in an easier way. He is an excellent motivator who can inspire a huge work force with positive energy.

(ii) Past remuneration

NA

(iii) Recognition or awards

He has vast and extensive experience of more than 20 years in developing marketing teams for various financial business concerns.

(iv) Job profile and his suitability

Considering his academic credentials and successful tenure with our Company, he is best suited to continue with the responsibility as Managing Director of the Company on payment of the proposed remuneration.

(v) Remuneration proposed

Rs. 1,00,000 per month effective from 1st August, 2020 for a period of three years up to 31st July, 2023

(vi) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person

The proposed remuneration is at par with similarly placed and designated/positioned executives in the industry.

(vii) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

Mr. Joby George does not have any other direct or indirect pecuniary relationship with the Company or relationship with any managerial personnel.

The Company had not entered into any transaction of material in nature with any of the related parties which were in conflict with the interest of the Company. Further, all transactions with the related parties were in the ordinary course of business and at arm's length

Draft Agreement referred in the resolution would be available for inspection by the members at the Registered office of the Company during normal business hours on all working days up to the date of the Annual General Meeting.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution.

The terms and conditions mentioned in Item No.5 of the notice may also be taken as an Abstract of the agreement to be made by the Company with Shri Joby George, pursuant to section 190 of the Companies Act, 2013.

Your Directors recommend this Resolution for approval.

Item No.6

The meeting of Board of Directors and Nomination and Remuneration Committee held on 14th July, 2020 had recommended to the members, the appointment of Mr. Sabu Thomas (DIN:08224794) as Non-Executive Independent Director of the Company for a period of 5 years

Mr. Sabu Thomas is a Chartered Accountant with more than 15 years of professional experience in Accounts, Finance, Taxation, Auditing, Development finance, SME and Retail loans and Micro finance, Fund Mobilization, Treasury management, internal audit, IFC, marketing. He also has experience in managing corporate customer account relationships and setting facility limits and structures according to the nature and needs of client business. He has handled all aspects of financing Retail loans, vendor co-ordination, credit appraisals and approvals of loan proposals. He also has experience in the analysis of audited financials and ratios. He is a Fellow member of ICAI (Institute of Chartered Accountants of India) and PG holder in Business Administration. He was the CFO of ESAF Microfinance and Investments (P) Ltd. Post which he has served as the Vice President – Marketing and Retail Assets of ESAF Small Finance Bank Limited. During his professional career, he has been honoured with the Best CFO of the Year Award, CFO of the Year Award, Influential CFO of the year Award and Asian CFO of the Year Award.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Sabu Thomas is appointed as Non-Executive Independent Director. Copy of the draft letter for appointment of Mr. Sabu Thomas as Non-Executive- Independent Director setting out the terms and conditions is available for inspection by the members. The resolution seeks the approval of members for the appointment of Mr. Sabu Thomas as an Independent Director of the Company and he shall not be liable to retire by rotation.

Except Mr. Sabu Thomas, no Director or Key Managerial Personnel of the Company or their relatives are concerned or interested – financially or otherwise- in this item of business.

Item No.7

The meeting of Board of Directors and Nomination and Remuneration Committee held on 14th July, 2020 had recommended to the members, the appointment of Mr. Abidh Abubakkar - (DIN:08569590) as Non-Executive Independent Director of the Company for a period of 5 years

Mr. Abidh Abubakkar An astute professional with experience in the areas of Business Development, Marketing, Agency Management, Client Servicing & Team Management in the Financial Services Sector. He has hands on experience in marketing of Financial Products and achieving business targets. At present Mr. Abidh Abubakkar is the Head – Sales & Marketing of a leading Non-Banking Finance Company in South India. He has to his credit of more than 14 years of experience in marketing of Financial Products. He holds Master of Business Administration Degree in Marketing and Finance

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Abidh Abubakkar is appointed as Non-Executive Independent Director. Copy of the draft letter for appointment of Mr. Abidh Abubakkar as Non-Executive Independent Director setting out the terms and conditions is available for inspection by the members. The resolution seeks the approval of members for the appointment of Mr. Abidh Abubakkar as an Independent Director of the Company and he shall not be liable to retire by rotation

Except Mr. Abidh Abubakkar, no Director or Key Managerial Personnel of the Company or their relatives are concerned or interested – financially or otherwise- in this item of business.

Item No.8

Keeping in view the Company's existing and future financial requirements to support its business operations and to meet the Capital Adequacy Norms prescribed by the Reserve Bank of India from time to time, the Company needs additional funds. For this purpose, the Company is desirous of raising finance in the form of floating rate notes, fixed rate notes, syndicated loans, debentures, bonds, (Including perpetual bonds, Tier 2 bonds (Basel III compliant) masala bonds) commercial papers, short term loans or any other instruments etc. and/or through credit from official agencies and/or by way of external commercial borrowings from the private sector window of multilateral financial institution, either in rupees or in such other foreign currencies from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and the free reserves of the Company. Hence it is proposed to increase the maximum borrowing limits up to Rs.600 Crores (Rupees six hundred Crores only).

Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting. Therefore, a special resolution is recommended for consideration and approval by the members.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the passing of the Special Resolution

Place: Kochi
Date :14.07.2020

By Order of the Board of Directors
Dipu George
Company Secretary
ACS. 38716

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ APPROVAL OF TERMS OF APPOINTMENT AS REQUIRED UNDER REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS 2015.

Name	Joby George	Sabu Thomas	Abidh Abubakkar
Age (Years)	46	45	37
DIN	06429801	08224794	08569590
Nationality	Indian	Indian	Indian
Date of appointment	27/02/2020	11/03/2020	11/03/2020
Qualification	Graduate in Arts	CA and MBA	MBA
Expertise	He has vast and extensive experience of more than 20 years in developing marketing teams for various financial business concerns. He held responsible positions in leading financial service industries in the past and was instrumental to the development of many nonbanking financial institutions in South India	Mr. Sabu Thomas is a Chartered Accountant with more than 15 years of professional experience in Accounts, Finance, Taxation, Auditing, Development finance, SME and Retail loans and Micro finance, Fund Mobilization, Treasury management, internal audit, IFC, marketing.	Mr. Abidh Abubakkar An astute professional with experience in the areas of Business Development, Marketing, Agency Management, Client Servicing & Team Management in the Financial Services Sector.
Other Directorships excluding Foreign Companies	2	2	-
Member / Chairman of committees of other Companies	-	-	-
Relationship, if any, between Directors interse	Nil	Nil	Nil
Shareholding in the Company	8.88%	Nil	Nil

**Supra Pacific Management Consultancy Limited****CIN: L74140MH1986PLC039547****1-203, Vishal Complex, Narsing Lane, Off S. V. Road, Malad (W) Mumbai MH 400064****Phone:0484- 6735544 Email : cs@suprapacific.com Website: www.suprapacific.com****POSTAL BALLOT FORM**

1.	Name & Registered Address of the first named Shareholder	
2.	Name(s) of the Joint Holder(s), (If any)	
3.	Registered Folio Number/ DP ID No. /Client ID No.* "(Applicable to investors holding Shares in dematerialized form)	
4.	Number of Share(s) held :	
5.	EVSN (E-Voting Sequence Number):	

I/We hereby exercise my/our votes in respect of the Special Resolutions set out in the Notice dated 14.07.2020 as set out below to be passed by means of Postal Ballot by sending my/our assent or dissent to the said Resolutions by placing the ("V) mark at the appropriate box below (tick in both boxes for the same resolution, will render the ballot invalid)

SN	Description	Type of Resolution	No. of Shares	(For) I/We assent	(Against) I/We dissent
1	Increase in Authorised Share Capital and alteration in the Capital Clause of the Memorandum of Association of the Company				
2	Adoption of Memorandum of Association as per the provisions of the Companies Act, 2013				
3	Amendment of the liability Clause IV of the Memorandum of Association				
4	Adoption of new set of Articles of Association in line with provisions of the companies Act, 2013				
5	Appointment of Shri. Joby George as Chairman and Managing Director as well as fixation of remuneration pursuant to Schedule V of the Companies Act, 2013				
6	Appointment of Mr. Sabu Thomas as Independent Director of the company for a period of 5 year				
7	Appointment of Mr. Abidh Abubakkar as Independent Director of the company for a period of 5 year				
8	To increase the limits of borrowing by the Board of Directors of the Company under section 180(1) (c) of the Companies Act, 2013				

Place:

Date:

Signature of Shareholder(s)

INSTRUCTIONS:

1. A Shareholder desiring to exercise voting rights by Postal Ballot may complete the Postal Ballot Form and send to the Scrutinizer at Supra Pacific Management Consultancy Ltd, Central Tower, Pillar No: 319, Kalamassery, Kochi, Kerala 682033, to reach on or before 26th August, 2020, Postal Ballot Form received after 26th August, 2020 would be strictly treated as if reply from the shareholder has not been received. The Postal Ballot Form(s) may also be deposited personally.
2. This Form should be completed and signed by the Member as per the specimen signature(s) registered with the Company/furnished by the Depositories. In case of joint shareholding, this Form should be completed and signed by the first named Member and in his/her absence, by the next named Member.
3. Unsigned, incomplete, improperly or incorrectly tick marked Postal Ballot Forms will be rejected. A form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the member or the votes in favour or against or of the signature cannot be verified.
4. Members can opt only one mode of voting i.e. either by Ballot or through e-voting. In case you are opting for voting by Ballot, then please do not cast your vote by e-voting and vice-versa. In case Members cast their votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot shall be considered invalid.
5. In the case of shares held by companies, financial institutions, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution/Authorisation.
6. Voting rights in the Ballot/e-voting cannot be exercised by a proxy. However, corporate and institutional shareholders shall be entitled to vote through their authorised representative with proof of their authorisation, as stated above
7. The Scrutinizer's decision on the validity of Postal Ballot Form will be final.