

**SUPRA PACIFIC FINANCIAL SERVICES LIMITED**  
**CIN: L74140MH1986PLC039547**

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

Notice is hereby given that pursuant to and in compliance with the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, read with the Circular No. 14/2020 dated 8th April 2020, Circular No.17/ 2020 dated 13th April 2020, Circular No. 20/2020 dated 5th May 2020, Circular No. 02/2021 dated 13th January 2021, Circular No. 19/2021 dated 08th December 2021, Circular No. 21/2021 dated 14th December 2021, Circular No. 02/2022 dated 05th May 2022, Circular No. 10/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023 and Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "MCA Circulars") (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and other applicable laws, rules and regulations, that the resolutions set out below are proposed to be passed by way of Postal Ballot through remote voting by electronic means only. An Explanatory Statement pertaining to the said resolutions setting out the material facts concerning and the reasons thereof is annexed to the Notice for your consideration. The Board at its meeting held on February 10, 2025 resolved to transact the resolutions by means of Postal Ballot.

Mr. Vivekkumar, Practicing Company Secretary, Partner, DV & Associates has been appointed as Scrutinizer for conducting the postal ballot process and to scrutinize the e-voting process in a fair and transparent manner.

In terms of the requirements specified in the MCA Circulars, the Company is sending this Notice in electronic form only, to all its Members who have registered their e-mail addresses with the Company, their Registrars and Transfer Agents or Depository/Depository Participants and the communication of assent/dissent of the Members will only take place through the remote e-voting system. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars. The instructions for remote e- voting are appended to this Notice.

In accordance with the provisions of the MCA Circulars, the Company has made arrangements for the shareholders to register their e-mail addresses. Therefore, those shareholders who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice.

The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny of the e-voting and the results thereof will be announced on or before March 24, 2025 at the Registered Office of the Company at Dreamax Height, Shop No. I, First floor, Upadhyay Compound, Jija Mata Road, Near PumpHouse, Andheri East, Chakala Midc, Mumbai, Maharashtra, India, 400093. The result of the Postal Ballot shall be posted on the Company's website [www.suprapacific.com](http://www.suprapacific.com) besides communicating to BSE Limited and Central Depository Services (India) Limited ("CDSL").

## **RESOLUTIONS:**

### **SPECIAL BUSINESS:**

#### **Item No. 1: Appointment of Mr. ADAYADIYIL GEORGE VARUGHESE as Non-Executive Independent Director of the Company**

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

**"RESOLVED THAT** pursuant to Section 149, 150, 152 and any other applicable provisions if any, of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Adayadiyil George Varughese (DIN: 08842948), who was appointed as an Additional (Non-Executive Independent Director) of the Company with effect from December 23, 2024 by the Board of Directors, be and is hereby confirmed and appointed as Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for five years from December 23, 2024 to December 23, 2029."

**"RESOLVED FURTHER THAT** pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the consent of the members of the company is hereby accorded to continue the directorship of Mr. Adayadiyil George Varughese (DIN: 08842948) who will attain the age of 75 (seventy five) years on 28<sup>th</sup> November, 2030 as an Independent Director of the company till the expire of the term of his office."

**"RESOLVED FURTHER THAT** Mr. Joby George (DIN: 06429801), Managing Director of the Company, or Mr. Sandeep Babu Thonnangamath (DIN: 08242822) be and is hereby authorized to sign necessary forms and do all such acts, deeds, things as may be required to give effect to the above resolution."

#### **Item No. 2: Appointment of Mr. RAMANATHAN BALAKRISHNAN as Non-Executive Non-Independent Director of the Company**

To consider and if thought fit, to pass with or without modification

the following resolution as a Special Resolution:

**"RESOLVED THAT** Mr. RAMANATHAN BALAKRISHNAN (DIN- 10881401), who was appointed as an Additional Director of the Company in terms of Section 161 of the Companies Act, 2013 ('the Act') with effect from December 23, 2024, by the Board of Directors and who shall hold office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier and subject to provisions of Regulation 17(1C) of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Companies Act, 2013, proposing his candidature for the office of a Director, be and is hereby appointed as a Non-Executive Director of the Company and shall be liable to retire by rotation."

**"RESOLVED FURTHER THAT** pursuant to the provisions of Sections 161, 152 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-

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Non Banking Finance Company  
(Share Listed at BSE)

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enactment(s) thereof, for the time being in force), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other approvals, permissions and sanctions as may be required, consent of the Members be and is hereby accorded for the appointment of Mr. RAMANATHAN BALAKRISHNAN (DIN- 10881401), as a Non-Executive - Non Independent Director of the company with effect from December 23, 2024, whose office shall be liable to retirement by rotation."

**"RESOLVED FURTHER THAT** Mr. RAMANATHAN BALAKRISHNAN (DIN- 10881401), shall be entitled to sitting fee for attending each board/committee meeting, as applicable to other non-executive directors of the company."

**"RESOLVED FURTHER THAT** Mr. Joby George (DIN: 06429801), Managing Director of the Company, or Mr. Sandeep Babu Thonnangamath (DIN: 08242822) be and is hereby authorized to sign necessary forms and do all such acts, deeds, things as may be required to give effect to the above resolution."

Place: Ernakulam  
Date: February 10, 2025

By order of the board of directors  
For Supra Pacific Financial Services Limited

Sd/-

Leena Yezhuvath  
Company Secretary



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**NOTES:**

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1. The Explanatory Statement and reasons for the proposed Special Business pursuant to Section 102 of the Companies Act, 2013 setting out material facts is annexed hereto and forms part of this Notice.
2. In terms of the guidelines provided vide the MCA Circulars, the Company is sending this Notice in electronic form only. Accordingly, the communication of the assent or dissent of the Members would take place through the process of remote e-voting only.
3. The Notice will be sent electronically to the Members, whose names appear on the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) as on 14.02.2025(Cut-off date). The voting shall be reckoned in proportion to the paid-up equity share capital held by the Members as on Cut-off date i.e., 14.02.2025.
4. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-off Date shall be eligible for casting their votes through remote e-voting. A person who is not a Member on the Cut-off Date should treat this Notice for information purposes only.
5. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the Listing Regulations, SS-2 and MCA Circulars, the Company is pleased to provide members, facility to exercise their right to vote on the resolutions sent through the Postal Ballot by electronic means. The Company has engaged e-voting services provided by Central Depository Services (India) Limited (CDSL) for this postal ballot.
6. The remote e-voting shall commence on Thursday, February 20, 2025 at 9.00 A.M. (IST) and end on Friday, March 21, 2025 at 5.00 P.M. (IST). During this period, Members of the Company holding shares in physical or dematerialized form as on the Cut – Off Date may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
7. The Company has appointed Mr. Vivek Kumar, Practicing Company Secretary, Partner, DV & Associates as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
8. Pursuant to the applicable provisions of the Act and Rules framed thereunder and the Listing Regulations, the Company shall serve notice through electronic mode to those Members who have registered their email addresses either with the Depository Participant(s) or the RTA. Members who have not registered their email addresses can now register the same by sending a request letter to RTA at the email ID: [support@purvashare.com](mailto:support@purvashare.com). Members holding shares in demat form are requested to register their email addresses with their Depository Participant(s) only. Those Members who have already registered their email address are requested to keep their email addresses validated with their Depository Participants / the Company's RTA to enable servicing of notices/ documents/ Annual Reports electronically to their email address.
9. The vote in this Postal Ballot cannot be exercised through proxy.

10. The Scrutinizer will submit his report to the Chairman after scrutiny of the Postal Ballot forms and voting by the members through electronic means and the result of the Postal Ballot shall be declared by the Chairman, or in his absence, by any other person authorised by the Chairman, on or before March 24, 2025. The resolutions will be taken as passed effectively on the date of announcement of the result by the Chairman or by the authorized person, if the result of the Postal Ballot indicated that the requisite majority of the Members had assented to the resolution. Further, resolution passed by the Members through e-voting is deemed to have been passed effectively at a general meeting. The result of the Postal Ballot shall be posted on the website of the Company [www.suprapacific.com](http://www.suprapacific.com) besides communicating to BSE Limited and CDSL.

11. The Scrutinizer's decision on the validity of votes cast through Postal Ballot will be final.

12. All relevant documents referred in the Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days during normal business hours, upto the date of declaration of the result of Postal Ballot.

13. Members may also note that the Notice of Postal Ballot will also be available on the company's website i.e. [www.suprapacific.com](http://www.suprapacific.com) for downloading.

#### 14. Instructions for E-VOTING

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

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

(i) The voting period begins on Thursday, February 20, 2025, at 9.00 A.M. (IST) and end on Friday, March 21, 2025 at 5.00 P.M. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 14.02.2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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

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(iii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

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<p><b>Individual Shareholders holding securities in demat mode with NSDL Depository</b></p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
<p><b>Individual Shareholders (holding Securities in demat mode) login through their Depository Participants (DP)</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

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Individual Shareholders holding  
securities in Demat mode with **NSDL**  
(Non-Bank Financial Company)  
[Scrip listed at BSE]

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Members facing any technical issue in login can contact NSDL helpdesk by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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

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

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

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

(v) After entering these details appropriately, click on "SUBMIT" tab.

(vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach

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

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

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'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.

- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the relevant EVSN for SUPRA PACIFIC FINANCIAL SERVICES LIMITED on which you choose to vote.
- (ix) 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.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiv) 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.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

Corporate Office: 3<sup>rd</sup> Floor, Ajiyal Complex, Door Number: 14/816 & 14/817,

Kakkanad P. O., Kochi, Kerala - 682030

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

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- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [cs@suprapacific.com](mailto:cs@suprapacific.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.

2. For Demat shareholders, please update your email id & mobile no. with your respective Depository Participant (DP).

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33.

## ANNEXURE TO THE NOTICE

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

**The statement pursuant to Section 102 of the Companies Act, 2013 setting out all material facts relating to the Special Business mentioned in the accompanying notice are as follows:**

#### Item No. 1:

The Board of Directors, based on the recommendation by Nomination and Remuneration Committee, appointed Mr. Adayadiyil George Varughese as Additional and Non-Executive Independent Director of the Company with effect from December 23, 2024 to hold office for a period of five years till December 15, 2029, subject to the approval and confirmation of shareholders in the next general meeting or within a time period of three months from the date of appointment, whichever is earlier as per Regulation 17, 25 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) and Section 161, 149, 152 and other applicable provisions of Companies Act, 2013 (the Act).

Further, a new sub-regulation 17(1A) of the Listing Regulations mandates that no listed entity shall appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of seventy-five years, unless a special resolution is passed to that effect. The Company has received notice in writing from a Member of the Company under the provisions of Section 160(1) of the Act as amended by the Companies (Amendment) Act, 2017, proposing the candidature of Mr. Adayadiyil George Varughese for the office of Director of the Company. The Company has received consent, declaration of independence and other statutory disclosures under the Act and Listing Regulations from Mr. Adayadiyil George Varughese for his appointment as an Independent Director of the Company. The detailed profile and specific expertise of Mr. Adayadiyil George Varughese as required under Regulation 36(3) of Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India are provided in this Notice.

Details of Mr. Adayadiyil George Varughese are provided hereunder:

1.	Date of Birth:	28-11-1954
2.	Age:	70 years

3.	<p>Brief resume, area of expertise and Skills and capabilities required for the role and the manner in which the proposed person meets such requirements.</p>	<p>Adayadiyil George Varughese has more than Forty-Eight years of experience. His qualifications are MBA(Finance), CAIIB, FIIB&amp;F (Fellow of the Indian Institute of Banking &amp;Finance), BGL (Bachelor of General Laws), CPD(IIB&amp;F), DBM(IIB&amp;F)-Diploma in Bank Management, B.Sc, DIM (Diploma in Management), ADIM (Advanced Diploma in Management), DFM (Diploma in Financial Management), AIIB&amp;F (Associate of IIB&amp;F), Certificate in Internet, MS Office, etc. He has more than Forty-Eight years of experience in commercial Banking, NBFC, Cooperative Banking and Finance, more than Twenty-two years of experience in Top Executive Cadre and as Senior/Executive Vice President (erstwhile Executive Director), CEO in Banks, NBFC and Managing Director in Cooperative Banking, exposure in all areas of commercial/Small Finance Banking/ Micro Finance, Gold loan and other credit financing. He has headed for over six years two largest Regions of a Bank (Mumbai&amp; Chennai), headed the Planning &amp;Dev Dept of a Bank for four years, headed the Technology Dept of a Bank for three years, headed the entire Credit functions (Retail and wholesale) with excellent asset management and growth records. His overall experience in credit is over twenty years, Headed many important operational areas such as Treasury Department, Corporate Financial Management Department, Integrated Risk Management Department, IT&amp; Communication Department, International Banking Department, Organisation, Methods and Compliance Department and Financial Inclusion Department. He has exposure in HRD, Audit, Corporate Financial Management, Investment Management and Risk Management functions, Investor Relations and Management. (FIIs&amp; Domestic Institutional Investors).</p> <p>He has been Top Management Team Member for many years with Extensive exposure in Board Level interactions and compliance and all round knowledge in all areas of Commercial/ Small Finance, Micro Finance, Gold loan and other Banking operations, Third Party collaborative business and significant exposure to Retail and Wholesale Banking. He is expert in fraud Risk Management, an Expert in Corporate Governance, Expert in Managing Business at</p>
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		All India level with multi locations in more than 26 states/Union Territories.  He is an expert in preparing and putting in place all necessary policies, process and procedures.
4.	Directorship in other companies and membership of Committees of the board	Nil
5.	Shareholding in the Company	2500
6.	Remuneration proposed excepting sitting fees	Nil
7.	Sitting Fees	To be paid as per provisions of the Companies Act, 2013 and as decided by the Board of Directors from time to time.
8.	Relationship with other Directors/Key Managerial Personnel	He is not related to any Directors/Key Managerial Personnel.
9.	No. of Board meetings attended during the financial year 2024-2025	NA

The Company has received declaration from Mr. Adayadiyil George Varughese that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under SEBI Listing Regulations and is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

The Board considers that his association would be of immense benefit to the Company based on his qualification & experience and it is desirable to avail services of Mr. Adayadiyil George Varughese as an Independent Director from December 23, 2024, to December 23, 2029 in his first term as Independent Director. He fulfils the conditions for appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations and is independent of the management.

Accordingly, the Board recommends the Special resolution set out in Item No. 1 in relation to confirmation of the appointment of Mr. Adayadiyil George Varughese as a Non-Executive Independent Director for the approval by the

members of the Company. In terms of provisions of Section 149(13) of the Companies Act, 2013. Mr. Adayadiyil George Varughese shall not be liable to retire by rotation. Copy of draft letter of appointment of Mr. Adayadiyil George Varughese setting out the terms and conditions of appointment are available for inspection by members at the registered office of the Company.

This Explanatory Statement may also be regarded as a disclosure under SEBI (Listing Obligation and Disclosure Requirements), Regulations 2015 and the Secretarial Standard on General Meetings ("SS- 2") issued by Institute of Company Secretaries of India.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, other than Mr. Adayadiyil George Varughese, are concerned or interested in the resolutions set out at Item No. 01.

## ITEM No. 2

The Board of Directors of the Company ('the Board') at the meeting held on December 23, 2024, on the recommendation of the Nomination & Remuneration Committee, recommended for the approval of the Members, the appointment of Mr. R. Balakrishnan, holding DIN 10881401 as a Non-Executive Director of the Company, as set out in the Resolution. Mr. R. Balakrishnan, holding DIN 10881401, pursuant to Section 152 of the Companies Act, 2013 ('the Act'), has given his consent to act as a Director of the Company, and requisite Notice, pursuant to Section 160 of the Act, proposing his appointment as a Director of the Company has been received. Additional information in respect of Mr. R. Balakrishnan, including his brief resume, pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings, is provided below.

Details of Mr. R. Balakrishnan are provided hereunder:

1.	Date of Birth:	17/04/1965
2.	Age:	59 years
3.	Brief resume, area of expertise and Skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	A highly experienced professional with a career spanning three decades in retail sales and collections. He previously held the position of Executive Vice President in Muthoot Capital Services Ltd for Two wheeler and Used car finance, prior to that working with TVS Finance and services Ltd, Integrated Finance and Retails Sales Experience in UAE for FMCG . With expertise in Retail finance accumulated over 37 years, he is responsible for product strategy, sales, and collections oversight. Balakrishnan has also played a pivotal role in business development, leading market

		and product development initiatives. His management experience encompasses credit, operations, risk, and receivables management. Additionally, he holds a postgraduate degree in Mathematics and Marketing Management, further enhancing his knowledge and skills in the field.
4.	Directorship in other companies and membership of Committees of the board	Nil
5.	Shareholding in the Company	Nil
6.	Remuneration proposed excepting sitting fees	Nil
7.	Sitting Fees	To be paid as per provisions of the Companies Act, 2013 and as decided by the Board of Directors from time to time.
8.	Relationship with other Directors/Key Managerial Personnel	He is not related to any Directors/Key Managerial Personnel.
9.	No. of Board meetings attended during the financial year 2024-2025	NA

Mr. R. Balakrishnan, holding DIN 10881401, neither holds any share in the Company nor is he related to any of the Directors or Key Managerial Personnel of the Company.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution. The Board recommends this Special Resolution for your approval.

By order of the Board of Directors  
 For Supra Pacific Financial Services Limited

Place: Ernakulam  
 Date: 10.02.2025

Sd/-  
 Leena Yezhuvath  
 Company Secretary