



SUPRA PACIFIC MANAGEMENT CONSULTANCY LIMITED

CIN: L74140MH1986PLC039547

Registered Office: 1/203, Vishal Complex, Narsing Lane Off S.V Road, Malad (West), Mumbai-400064

NOTICE OF POSTAL BALLOT

Notice pursuant to Sections 108 and 110 of the Companies Act, 2013, as amended from time to time, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

Dear Shareholders,

This notice of postal ballot (“**Notice**”) is hereby given pursuant to Sections 108 and 110 of the Companies Act, 2013, as amended from time to time (the “**Companies Act**”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time (the “**Management Rules**”) including any statutory modification or re-enactment thereof for the time being in force, and other applicable provisions, if any, and the General Circular Nos.14/2020, 17/2020, 33/2020, 39/2020 and 11/2021, issued by the Ministry of Corporate Affairs, Government of India (“**MCA Circulars**”), seeking approval of the shareholders of Supra Pacific Management Consultancy Limited (the “**Company**”) to the proposed special resolution appended below by way of postal ballot (through remote e-voting only). The explanatory statement setting out material facts pursuant to Section 102, 110 and other applicable provisions of the Companies Act and Securities and Exchange Board of India (Issue of Capital and Disclosures Requirement) Regulations, 2018, as amended from time to time (“**SEBI ICDR Regulations**”) is annexed herewith. The Board of Directors of the Company (“**Board**”) at its meeting held on 21.07.2021 (“**Board Meeting**”) has, subject to the approval of the shareholders of the Company by way of a special resolution through postal ballot (by remote e-voting & Postal Ballot) and subject to approvals of statutory, regulatory or government authorities as may be required under applicable laws, approved preferential issue of 36,19,361 equity shares of face value INR 10/- (Rupee Ten Only) of the Company (“**Equity Shares**”).

An explanatory statement pursuant to Section 102 of the Companies Act and other applicable provisions of the Companies Act and Regulation 163(1) of the SEBI ICDR Regulations (“**Explanatory Statement**”), setting out the material facts and the reasons is appended hereto. Pursuant to Rule 22(5) of the Management Rules, the Company has appointed Mr. Abhilash Nediyalil Abraham, Practicing Company Secretary (M.No. F10876; CP No.14524) as the scrutinizer (the “**Scrutinizer**”) for

conducting the postal ballot process & remote e-voting in a fair and transparent manner. The Scrutinizer is willing to be appointed and be available for the purpose of ascertaining the requisite majority.

In compliance with Section 108 and 110 of the Companies Act read with Rules 20 and 22 of the Management Rules, Regulation 44 of the SEBI Listing Regulations and MCA Circulars, from time to time, the Company is offering facility of remote e-voting (“**E-voting**”). Shareholders are requested to follow the procedure as stated in the notes and instructions for casting of votes by E-voting. The Company has engaged services of M/s. Central Depository Services (India) Ltd as its agency for providing E-voting facility to shareholders of the Company. Shareholders are requested to carefully read the instructions indicated in this Notice and communicate their assent (for) or dissent (against) through the E-voting only.

The Scrutinizer will submit his report to the Chairman of the Company, or any other person authorized by Board in writing, after completion of scrutiny of postal ballot process in a fair and transparent manner. The results of the postal ballot will be announced on or before 5.00 P.M of 30th August,2021 and will be displayed on the website of the Company (i.e., www.suprapacific.com) and will be intimated to BSE Limited (the “**BSE**”) where the Equity Shares of the Company are listed and shall also be intimated to Purva Sharegistry India Private Limited, the registrar and share transfer agents of the Company.

SPECIAL BUSINESS:

1. ISSUE OF 36,19,361 EQUITY SHARES TO PUBLIC (NON- PROMOTER) ON PREFERENTIAL BASIS.

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

“RESOLVED THAT pursuant to the provisions of Sections 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Companies Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time and the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions of Memorandum of Association and Articles of Association of the Company, provisions of the uniform listing agreement entered into by the Company with the relevant stock exchange where the shares of the Company are listed (“Stock Exchange”), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“SEBI”), as amended including the SEBI (Issue of Capital And Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Government of India and subject to the approvals, consents, permissions and/ or sanctions, as may be required from the Government of India, SEBI, Stock Exchange(s) and any other relevant statutory, government authorities or departments, institutions or bodies and subject to such terms,

conditions, alterations, corrections, changes, variations and/or, modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the “Board” which terms shall be deemed to include any committee duly constituted by the Board or any committee, which the Board may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the consent of the members of the Company be and is hereby accorded to the Board to issue, offer and allot, on a preferential basis, upto 36,19,361 (Thirty Six Lakh Nineteen Thousand Three Hundred and Sixty One) Equity Shares of face value of Rs.10/- (Rupees Ten only) each fully paid up for cash, at an issue price of Rs. 17/- (Rupees Seventeen Only) per Equity Share (which includes a premium of Rs. 7/- per share) for an aggregate consideration of Rs.6,15,29,137 (Six Crores Fifteen Lakhs Twenty Nine Thousand One Hundred and Thirty Seven) determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, 2018 and subsequent amendment thereto, to the below-mentioned Proposed Equity Allottee(s) in the manner as follow;

Sr No	Name of the Proposed Allottee(s)	Category	No. of Equity Shares
1	JOHN ROY	Public	2,94,118
2	GIREESH K.K	Public	1,17,648
3	K.R.PRATHAPAN	Public	58,824
4	SANJAY NANDHAKUMAR	Public	1,47,059
5	NIRANJAN NANDHAKUMAR	Public	1,47,059
6	SANTHOSH M SUNNY	Public	58,823
7	MANOJ VR	Public	1,76,471
8	CHRISTO GEORGE	Public	5,29,411
9	VK GOPINATHAN	Public	1,17,648
10	DAISY THOMAS	Public	58,824
11	JESWIN PAULSON	Public	58,824
12	TJL VICTOR	Public	29,412
13	VARUGHES A G	Public	58,823
14	ATHUL MURALI	Public	88,235
15	MOOSAKUTTY TE	Public	58,824
16	BOSE PHILIP	Public	58,824
17	THOMAS EJ	Public	58,824
18	VIPINLAL PP	Public	58,824
19	BALAN PP	Public	58,824
20	BIJULESH KK	Public	58,824
21	JAYARAJAN KC	Public	58,824
22	MURALEEDHARAN T K	Public	58,824
23	HARIDASAN NC	Public	1,76,472

24	ALAVIKUTTY HAJI M	Public	58,824
25	SIVARAJAN KUTTAPPAN	Public	1,00,000
26	N MURALIDHARAN	Public	58,824
27	JP JAMES	Public	62,000
28	ALEX SHOBHILA RAJAKUMAR	Public	65,000
29	SEVINI PRASAD	Public	88,237
30	PAHALA VAZHACKAL	Public	2,00,000
31	SUNIL DAMODARAN	Public	60,000
32	SARISH MAMAN SUNNY	Public	58824
33	ANTONY KP	Public	29,411
34	HEMY SEBASTIAN	Public	1,50,000
35	PAUL KA	Public	29,411
36	MYTHILI ANOOP	Public	29,411
37	USHA RAJAN	Public	41,176
	Total Number of shares		36,19,361

“RESOLVED FURTHER THAT the pricing of the Equity Shares to be allotted will be in accordance with the SEBI (ICDR) Regulations with reference to the “Relevant Date 30.07.2021”, being 30(thirty) days prior to the date on which the resolution to approve the preferential issuance and allotment of Equity Shares is deemed to be passed i.e. the last date specified for exercise of voting through remote e-voting process (E-voting).”

“RESOLVED FURTHER THAT the new equity shares shall rank pari-passu with the existing Equity shares of the Company in all respects and that the equity shares so allotted during the financial year shall be entitled to the dividend, if any, declared including other corporate benefits, if any, for which the book closure or the Record Date falls subsequent to the allotment of Equity Shares.”

“RESOLVED FURTHER THAT the aforesaid equity shares allotted in terms of this resolution shall be subject to lock-in requirements as per the provisions of Chapter V of SEBI (ICDR) Regulations, 2018 and any amendment(s) thereto from time to time.”

“RESOLVED FURTHER THAT the aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

- (a) The Proposed Allottee(s) of Equity Shares shall be required to bring in 100% of the consideration, for the Equity Shares to be allotted, on or prior to the date of allotment thereof.
- (b) The consideration for allotment of Equity Shares shall be paid to the Company by the Proposed Equity Allottee(s) from its respective bank accounts.

- (c) The pre-preferential shareholding of the Proposed Equity Allottee(s) and Equity Shares to be allotted shall be under lock in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.
- (d) The Equity Shares so allotted to the Proposed Equity Allottee(s) under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations, 2018 except to the extent and in the manner permitted there under.
- (e) Allotment of Equity Shares shall only be made in dematerialized form

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board/Committee(s) of the Board and the Company Secretary be and are hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchanges, filing of requisite documents with the Registrar of Companies, Depositories and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions/difficulties that may arise in the proposed issue, of the said Equity Shares, including making an offer to the proposed allottee(s) through private placement offer letter, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.”

By Order of the Board

For Supra Pacific Management Consultancy Limited

Dipu George

Place: Kochi

Company Secretary

Date: 21.07.2021

M.No. ACS. 38716

NOTES:

1. The Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 (“the Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), as amended, setting out material facts relating to the Resolutions proposed to be passed is annexed hereto.
2. The Postal Ballot Notice is being sent only by email to all the Members, whose names appear on the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (‘NSDL’) and Central Depository Services(India) Limited (‘CDSL’) as on Tuesday, 27.07.2021 (the ‘cut-off date’) and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent, Purva Sharegistry (India) Private Limited (“RTA”).
3. Members may note that the aforesaid Postal Ballot Notice has been uploaded on the website of the Company at www.suprapacific.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The Postal Ballot Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.
4. The voting rights of the Members shall be reckoned in proportion to the equity shares held by them on the cut-off date on 27.07.2021. Only those Members holding shares either in physical form or dematerialized form as on the Cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a Member as on the cut-off date should treat this notice for information purpose only.
5. Pursuant to the applicable provisions of the Act and Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company can serve notices, annual reports and other communication through electronic mode to those Members who have registered their e-mail addresses either with the Depository Participant(s) or the Company. Members who have not registered their e-mail addresses, so far, are requested to register their email addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to provide their email addresses to Purva Sharegistry (India) Private Limited sending an e-mail on support@purvashare.com or to the Company at it's e-mail i.e. cs@suprapacific.com.
6. Resolutions, if passed by the Members through postal ballot are deemed to have been duly passed on the last date specified for the remote e-voting i.e. 29.08.2021 in terms of Secretarial Standard – 2 on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India. Resolution passed by Members with requisite majority, through postal ballot shall be deemed to have been passed at a general meeting of Members convened on that behalf.

7. A member cannot exercise his vote by proxy on Postal Ballot.
8. In case of any query/grievance in connection with the Postal Ballot including remote e-voting, Members may contact CDSL by email at helpdesk.evoting@cdslindia.com or to the Company at cs@suprapacific.com
9. The Board has appointed Mr. Abhilash Nediyalil Abraham, Practicing Company Secretary (FCS 10876; CP 14524), as the Scrutinizer to conduct the Postal Ballot - remote e-voting process in a fair and transparent manner. After completion of scrutiny of the votes, the Scrutinizer will submit his Report to the Chairman, Managing Director or to any other person authorised by the Board of the Company. The results of the voting conducted through postal ballot (through the remote e-voting process) will be announced by the Chairman/any other person authorised by the Board on or before 5.00 p.m. on 30.08.2021. The results along with the Scrutinisers Report shall be placed on the website of the Company and on the website of CDSL and shall also be communicated to BSE Limited.

VOTING THROUGH ELECTRONIC MEANS

- (i) The voting period begins on Saturday, 31st July 2021 at 9.00 AM and ends on Sunday 29th August, 2021. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 27.07.2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>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 & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>

<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 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: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 or joining virtual meeting & voting during the meeting
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</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 or joining virtual meeting & voting during the meeting.</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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website 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 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:

For Shareholders holding shares in Demat Form other than individual and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • 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 (v).

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company

opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.

(xvi) Facility for Non – Individual Shareholders and Custodians –Remote Voting

- 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 viz; cs@suprapacific.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same

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

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

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

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 or call on 022-23058542/43.

By Order of the Board

For Supra Pacific Management Consultancy Limited

Dipu George

Company Secretary

M.No.ACS 38716

Place: Kochi

Date: 21.07.2021

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES

ACT,2013.

ITEM NO. 1

ISSUE OF 36,19,361 EQUITY SHARES TO PUBLIC (NON-PROMOTER) ON PREFERENTIAL BASIS.

The Company requires infusion of funds to meet working capital requirements and general corporate purposes, to support the future business plans of the Company, it is proposed to issue equity shares on preferential basis to Non- Promoters (Public). The said proposal has been considered and approved by the Board of Directors in their meeting held on 21.07.2021.

The special resolution proposed in the item No. 1 of the Notice, have been proposed pursuant to the provisions of Section 42, 62 of the Companies Act, 2013 and chapter V of SEBI ICDR Regulations, 2018.

The offer for the proposed allotments as mentioned above in Item 1 shall be made by way of a common offer letter (PAS-4).

The Information pertaining to the proposed preferential allotment in terms of the Chapter V of SEBI (ICDR) Regulations, 2018 and subsequent amendments there to is as stated below. As per Section 42 and 62 and other applicable provisions if any of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, consent of the shareholders is sought for issuing the equity shares as stated in the resolution on a preferential basis. Under Regulation 163 of the ICDR Regulations and in terms of the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14(1) of the Companies (Prospectus and allotment of Securities) Rules, 2014, the relevant disclosures / details are given below:

I. Objects of the preferential issue

The Company requires infusion of funds to meet working capital requirements and general corporate purposes, to support the future business plans of the Company and such other purpose as the Board may decide.

II. The names of the proposed allottee(s) and % of pre and post preferential issue capital that may be held by them. The proposed allottee(s) are classified as public

Sr No	Name of the Proposed Allottee(s)	PAN	Category	No. of Equity Shares	% of pre preferential issue capital	No. of Equity Shares	% of post preferential issue capital
				(Pre issue)	(Post issue)	(Post issue)	(Post issue)
1	JOHN ROY	EERPR1145N	Public	Nil	Nil	2,94,118	3.22
2	GIREESH K.K	AJPPK5790D	Public	Nil	Nil	1,17,648	1.29
3	K.R.PRATHAPAN	AFRPP9937R	Public	Nil	Nil	58,824	0.64
4	SANJAY NANDHAKUMAR	HTOPS3908D	Public	Nil	Nil	147059	1.61
5	NIRANJAN NANDHAKUMAR	AWHPN0354R	Public	Nil	Nil	147059	1.61

6	SANTHOSH M SUNNY	ABEPS3563P	Public	Nil	Nil	58,823	0.64
7	MANOJ VR	AOEPM9417P	Public	Nil	Nil	176471	1.93
8	CHRISTO GEORGE	ABZPG4459P	Public	Nil	Nil	529411	5.80
9	VK GOPINATHAN	ADHPG3961G	Public	Nil	Nil	1,17,648	1.29
10	DAISY THOMAS	BARPD9926N	Public	Nil	Nil	58,824	0.64
11	JESWIN PAULSON	AKDPP9793J	Public	Nil	Nil	58,824	0.64
12	TJL VICTOR	ABPPT4588A	Public	Nil	Nil	29,412	0.32
13	VARUGHESE A G	AGJPV6498A	Public	3	0.00005	58,826	0.65
14	ATHUL MURALI	DZWPM7767Q	Public	Nil	Nil	88,235	0.97
15	MOOSAKUTTY TE	AINPM9347H	Public	Nil	Nil	58,824	0.64
16	BOSE PHILIP	AZFPP4230M	Public	Nil	Nil	58,824	0.64
17	THOMAS EJ	AGPPT4573N	Public	Nil	Nil	58,824	0.64
18	VIPINLAL PP	CUTPP2964H	Public	Nil	Nil	58,824	0.64
19	BALAN PP	BGYPB1144H	Public	Nil	Nil	58,824	0.64
20	BIJULESH KK	ASFPB4898L	Public	Nil	Nil	58,824	0.64
21	JAYARAJAN KC	ACQPJ0201J	Public	Nil	Nil	58,824	0.64
22	MURALEEDHARAN T K	BADPK8840C	Public	Nil	Nil	58,824	0.64
23	HARIDASAN NC	ABXPC0267D	Public	Nil	Nil	1,76,472	1.93
24	ALAVIKUTTY HAJI M	BJOPM8635B	Public	Nil	Nil	58,824	0.64
25	SIVARAJAN KUTTAPPAN	AXJPK5920B	Public	Nil	Nil	1,00,000	1.20
26	N MURALIDHARAN	AKDPN9400C	Public	Nil	Nil	58,824	0.64
27	J P JAMES	AHIPJ8584F	Public	Nil	Nil	62,000	0.68
28	ALEX SHOBHILA RAJAKUMAR	ACJPT3650Q	Public	Nil	Nil	65,000	0.71
29	SEVINI PRASAD	ADCPP2347L	Public	Nil	Nil	88,237	0.97
30	PAHALA VAZHACKAL	ABIPV1295K	Public	Nil	Nil	2,00,000	2.19
31	SUNIL DAMODARAN	CULPS9290R	Public	Nil	Nil	60,000	0.66
32	SARISH MAMAN SUNNY	CIMPS5541N	Public	Nil	Nil	58824	0.64
33	ANTONY KP	AIOPA3397A	Public	Nil	Nil	29,411	0.32
34	HEMY SEBASTAIN	ARVPS7087F	Public	Nil	Nil	1,50,000	1.64
35	PAUL KA	ACZPP5416E	Public	Nil	Nil	29,411	0.32
36	MYTHILI ANOOP	AKHPA4132E	Public	Nil	Nil	29,411	0.32
37	USHA RAJAN	AJBPR8642R	Public	Nil	Nil	41,176	0.45
TOTAL						36,19,364	39.68

III. Maximum number of specified securities to be issued

The Company is proposing to issue upto 36,19,361 equity shares to the proposed allottee(s) in terms of the Chapter V of SEBI (ICDR) Regulations, 2018.

IV. Issue Price

The price per share has been determined in accordance with the provision 165 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended ("ICDR Regulations"). The shares of the company being infrequently traded, the price is determined taking into account valuation parameters including book value, comparable trading multiple etc. as amended ("ICDR Regulations") is obtained. As per Regulation 165 of Chapter V of SEBI (ICDR) Regulations 2018, when the Equity shares are not frequently traded, the price determined by the issuer shall take into account valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such should be done by a Registered Valuer. Valuation report is

collected from Registered Valuer Mr. Anil Xavier having Registration No. IBBI/RV/05/2020/12804. As per the valuation report, the value of shares is arrived at Rs. 16.40 per share, as on 30th June 2021. Based on the said valuation report, the price offered per share is Rs. 17 (face value Rs. 10 and Rs.7 as share premium). The said valuation report will be made available in electronic form for perusal/inspection on a specific request received from a member.

The Company hereby undertakes that it will re –compute the price in terms of SEBI Regulations when it is required to do so and further undertake that if the amount payable on account of re-computation of price is not paid within the stipulated time, the shares shall continue to be locked till such tie the amount is paid by the allottee(s).

V.Intent of the promoters, directors or key managerial personnel of the issuer and proposed allottee(s) to subscribe to the offer;

None of the promoters or promoters group, directors or key managerial personnel or their relatives intends to participate/ subscribe to the above said issue. The proposed allottee(s) fall under Public categories as mentioned under point No. (II).

VI. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottee(s), and the percentage of pre and post preferential issue capital that may be held by them.

Not applicable since the proposed allottee(s) are natural persons.

VII. Shareholding pattern of the issuer before and after preferential issue

The shareholding pattern of the company before and after preferential issue is as follows

Sl No	Category of Shareholders	Pre issue Shareholding details		Post Issue Shareholding details	
		No. of Shares	% of Shares	No. of Shares	% of Shares
A.	Promoter and Promoter Group				
1	Indian				
	Individual	1070836	19.47	1070836	11.74
	Body Corporate	3054764	55.53	3054764	33.50
	Sub Total	4125600	75.00	4125600	45.24
2	Foreign promoters	0.00	0.00	0.00	0.00
	Sub-total (A)	4125600	75.00	4125600	45.24
B.	Non-promoters' holding				
1	Institutions Investors	0	0	0.00	0.00
2	Non-institution				
	Private corporate bodies	0.00	0.00	0.00	0.00
	Directors and relatives	0	0	0	0
	Non-Institutions	0.00	0.00	0.00	0.00

	Individuals	878966	15.98	4321856	47.39
	Any others (Including HUF, trusts, Clearing Members, NRIs etc.)	496234	9.02	672705	7.37
	Sub-total (B)	1375200	25.00	4994561	54.76
	Grand Total (A+B)	5500800	100	9120161	100.00

Note: The company has successfully achieved MPS through Offer for Sale mechanism by selling off 552736 shares (10.05%) of the promoter company M/s Sanat Multi Trade Private Limited on 5th July, 2021 for Non-Retail investor and 6th July, 2021 for Retail investor. Subsequent to the completion of OFS the company has intimated revised shareholding pattern as on 9th July, 2021 to BSE through Corporate Announcement filing.

VIII. Time frame within which the preferential issue shall be completed

In terms of Regulation 170 of the SEBI ICDR Regulations, preferential allotment of Equity Shares will be completed within a period of 15 (fifteen) days from the date of passing of special resolution at item No. 1.

Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, stock exchange(s) or other concerned authorities.

IX. Consequential Changes in the Voting Rights and Change in Management

As a result of the proposed preferential issue of Equity Shares, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

X. Lock-in Period

The equity shares to be allotted on preferential basis to persons other than the promoters shall be subject to lock-in, in accordance with Regulation 167 of the SEBI ICDR Regulations, 2018 i.e. 1 year from trading approval.

XI. Auditor's Certificate

The certificate from Deloitte Haskins and Sells being the Statutory Auditors of the Company certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations shall be available for inspection at the registered office of the Company during 10:00 A. M. to 5:00 P.M. (office hours) up to the date of declaration of results.

XII. Disclosure with regard to the names of issuer, its promoter or any of its directors not appearing in the list of wilful defaulters as issued by RBI.

The issuer, its promoter or any of its directors is not categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India.

XIII. Report of registered valuer

Report of registered valuer is required for the offer, since the shares of the company is not frequently traded in the listed Stock Exchange. A valuation certificate from Mr. Anil Xavier (M.com, FCMA, FCS Registered Valuer (IBBI) SFA Reg No. IBBI/RV/05/2020/12804 and address 59/243, TMRA-116 Maliyekkal Lane, Thevara, Cochin- 682013). The said valuation report will be made available in electronic form for perusal/inspection on a specific request received from a member.

XIV. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price;

Sl. No	Type of Security	No of Securities	Face Value and Price	The number of persons to whom allotment on preferential basis
1	Non-Convertible Debenture(NCD)	14,500	Rs. 1000 per NCD aggregating to Rs.1.45 Crs	19
2	Non-Convertible Debenture(NCD)	49,975	Rs. 1000 per NCD aggregating to Rs. 4.99 Crs	77
	Total	64,475		

XV. Compliances:

The Company is a newly taken over company and promoters of the company at the time of take over hold 85.05% of the total share capital. Subsequently, the Company had gone for preferential issue of equity shares for achieving Minimum Public Shareholding for which the approval from SEBI had been rejected. Thereafter, in order to achieve minimum public shareholding (MPS), the Company has gone for Offer for Sale (OFS) on 5th July and 6th July respectively and the Company achieved minimum Public Shareholding and thereby the promoter's shareholding has reduced to 75%. After the completion of this preferential issue of equity shares the shareholding of the promoters is coming to 45.24 % and the public holding will reach 54.76%.

XVI. SEBI Takeover code:

In the present case none of the proposed allottee(s)would attract SEBI Takeover Code and therefore is not under obligation to give open offer to the public except making certain disclosures to Stock Exchange.

XVII. Approvals:

The Company will take necessary steps to obtain the required approvals from the Stock Exchange, SEBI, or any other regulatory agency as may be applicable, for the proposed preferential issue of equity shares.

XVIII. Undertakings:

In terms of SEBI (ICDR) Regulations, 2018 issuer hereby undertakes that:

- a) It shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so.

- b) If the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations; the specified securities shall continue to be locked in till the time such amount is paid by the allottee(s).
- c) The Company has made preferential allotment of equity shares for achieving the Minimum Public Shareholding during the last financial year which was rejected by SEBI and the special resolution passed was abandoned and hence no preferential issue of equity shares are pending as of now.

XIX. Holding of shares in demat form, non-disposal of shares by the proposed allottee(s) and lock-in period of shares:

The entire shareholding of the proposed allottee(s) in the company, if any, is held by them in dematerialized form. The entire pre preferential allotment shareholding of such allottee(s) shall be under lock-in from the relevant date up to a period of six months from the date of trading approval from all the stock exchanges where the securities of the Company are listed. The shareholder who has sold their shares during the six months period prior to the relevant date shall not be eligible for allotment of equity shares on preferential basis. The proposed shareholders have Permanent Account Number.

XX. Approval under the Companies Act:

Section 62(1) of the Companies Act, 2013 provides, *inter alia*, that whenever it is proposed to increase the subscribed capital of a Company by further issue and allotment of shares, such shares shall be first offered to the existing shareholders of the Company in the manner laid down in the said section, unless the shareholders decide otherwise in General Meeting by way of special resolution.

Accordingly, the consent of the shareholders is being sought pursuant to the provisions of section 62(1) of the Companies Act, 2013 and all other applicable provisions, SEBI Guidelines or regulations and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for authorizing the Board to offer, issue and allot equity shares as stated in the resolution, which would result in a further issuance of securities of the Company to the promoters and the others on a preferential allotment basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit.

The Board of Directors recommends the resolutions as set out in item No.1 of this notice for the issue of Equity Shares, on a preferential basis, to the person's way of Special Resolution.

None of the Directors and Key Managerial Personnel (including relatives of directors or key managerial personnel) of the Company is concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding in the Company.

*By Order of the Board
For Supra Pacific Management Consultancy Limited*

Dipu George

Place: Kochi

Company Secretary

Date: 21.07.2021

M. No. ACS 38716

SUPRA PACIFIC MANAGEMENT CONSULTANCY LIMITED**CIN: L74140MH1986PLC039547**

Registered Office: 1/203, Vishal Complex, Narsing Lane Off S.V Road, Malad (West), Mumbai-400064

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 21.07.2021 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	Issue of 36,19,361 Equity shares to Public (Non- Promoter) on Preferential Basis.	Special			

Place:

Date:

Signature of Shareholder(s)

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 29th August, 2021 at 5.p.m,
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