



SUPRA PACIFIC MANAGEMENT CONSULTANCY LIMITED

CIN: L74140MH1986PLC039547

Registered Office: No: 3, Ground Floor, Building No: 12, Amar Niketan, Nr. JB Nagar Post Office, JB Nagar, Andheri East, Mumbai, Maharashtra, 400059

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 Members,

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, 22/2020, 33/2020, 39/2020, 10/2021, and 20/2021 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). This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars. Further, in compliance with the said MCA Circulars, hard copy of Postal Ballot Notice, Postal Ballot Forms and pre-paid business envelope, will not be sent to the shareholders for this Postal Ballot. The Company will send Postal Ballot Notice by email to all its shareholders who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will only take place through remote e-voting system.

The Board of Directors of the Company at its meeting held on 12.04.2022 proposes to obtain the consent of the shareholders by way of special resolution through Postal Ballot and subject to approvals of statutory, regulatory or government authorities as may be required under applicable laws, for preferential issue of 24,15,930 equity shares of face value INR 10/- (Rupee Ten Only) of the Company ("**Equity Shares**"). Proposed

resolution, along with explanatory statement pertaining to the said resolution, pursuant to Section 102(1) of the Companies Act, 2013, setting out the information and material facts, is appended herewith for your consideration. Shareholders are requested to carefully read the instructions indicated in this Notice and communicate their assent (for) or dissent (against) through remote e-voting only.

Pursuant to Rule 22(5) of the Management Rules, the Company has appointed Mr. Abhilash Nediyaalil 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.

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 23rd May, 2022 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 CREATE AND ALLOT 24,15,930 EQUITY SHARES TO PROMOTER AND 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, up to 24,15,930 (Twenty Four Lakh Fifteen Thousand Nine Hundred and Thirty) Equity Shares of face value of Rs.10/- (Rupees Ten only) each fully paid up for cash, at an issue price of Rs. 26.50/- (Twenty Six Rupees and Fifty paise Only) per Equity Share (which includes a premium of Rs. 16.50/- per share) for an aggregate consideration of Rs. 6,40,22,122 (Six Crores Forty Lakhs Twenty Two Thousand One Hundred and Twenty Two) 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)	Present holding of Equity shares	Category	Proposed No. of Equity Shares
1	DEEPAK KALATHIL	0	Public	12000
2	PADMALOCHANA TP	0	Public	11321
3	SHEREEJ T	0	Public	11321
4	MAHIJA KP	0	Public	18868
5	ANTONY THOMAS	0	Public	15100
6	GEORGE ZACHARIA	0	Public	19000
7	JENI JACOB AUGUSTINE	0	Public	11320
8	PRAVEEN M	0	Public	11330
9	MOOSAKUTTY TE	0	Public	11330
10	SURENDRAN NAIR	0	Public	18868
11	SIBILY Y	0	Public	37736
12	ABIDH ABUBAKKAR	0	Public	37736
13	Centreal Consultancy Services Private Limited	0	Public	2000000
14	Joby George	4,88,470	Promoter	200000
	Total Number of shares			24,15,930

“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 22.04.2022”, being 30(thirty) days prior to the date on which 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**

Sd/-

**Leena Yezhuvath
Company Secretary
M. No. ACS. 61387**

**Place: Kochi
Date: 12.04.2022**

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 Friday, 15.04.2022 (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 15.04.2022. 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. 21.05.2022 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 Nediyaalil 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 23.05.2022. 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 Friday, 22nd April 2022 at 9.00 AM and ends on Saturday 21st May, 2022. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 15.04.2022 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	<ol style="list-style-type: none"> 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. 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. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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>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 hold 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)	<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 (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***

Sd/-

Leena Yezhuvath

Company Secretary

M.No. ACS 61387

Place: Kochi

Date: 12.04.2022

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

ITEM NO. 1

**ISSUE OF 24,15,930 EQUITY SHARES TO PROMOTER AND 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 Promoter and Non- Promoters (Public). The said proposal has been considered and approved by the Board of Directors in their meeting held on 12.04.2022.

The special resolution proposed in the item No. 1 of the Notice, have been proposed pursuant to the provisions of Section 23, 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:

It may be noted that;

1. All equity shares of the Company are already made fully paid up as on date. Further, all equity shares to be allotted by way of preferential issue shall be made fully paid up at the time of the allotment;
2. All equity shares of the Company held by the Proposed Allotees, if any, are in dematerialised form;

3. The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the Company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the SEBI thereunder;
4. The Company has obtained the Permanent Account Numbers of the proposed allottees.
5. The Proposed Allottees have represented and declared to the Company that they have not sold or transferred any equity Shares of the Company during the 90 trading days preceding the relevant date.
6. None of the Promoters and Directors of the Company are fugitive economic offender;
7. The Company do not have any outstanding dues to the Board, the Stock Exchanges or the Depositories.

The Company will make the application for in-principle approval to the Stock Exchange, where its equity shares are listed, on the same day when the notice has been sent in respect of the Postal Ballot seeking shareholders' approval by way of Special Resolution.

In terms of Section 102 of the Companies Act, 2013 ("Act"), this Explanatory Statement sets out all the material facts in respect of aforementioned business. As required under Section 23, 42 and 62(1)(c) of the Act read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 SEBI ICDR Regulations, necessary information or details in respect of the proposed Preferential Issue of Equity Shares are as under:

A. Particulars of the offer including date of passing of Board resolution:

To create, issue, offer and allot up to 24,15,930 (Twenty Four Lakh Fifteen Thousand Nine Hundred and Thirty only) Equity Shares of Rupees 10.00 each, on a preferential basis ("Preferential Issue"), to the Proposed Allottees at an issue price of Rupees 26.50 (Twenty Six Rupees Fifty Paise only) per Equity Share including Security Premium of Rupees 16.50 (Sixteen Rupees Fifty Paise only) per Equity Share, being the price higher than the price determined in accordance with Chapter V (Preferential Issue) of the SEBI ICDR Regulations and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the relevant provisions of SEBI ICDR Regulations, or other applicable laws in this regard.

The Board of Directors has approved aforementioned Preferential Issue in their meeting held on April 12, 2022.

B. Number of Shares, Kinds of securities offered and the price at which security is being offered:

To create, issue, offer and allot up to 24,15,930 (Twenty Four Lakh Fifteen Thousand Nine Hundred and Thirty only) Equity Shares of Rupees 10.00 each, on a preferential basis ("Preferential Issue"), to the Proposed Allottees at an issue price of Rupees 26.50 per Equity Share including Security Premium of Rupees 16.50 (Sixteen Rupee Fifty Paise only) per Equity Share, being the price higher than the price determined in accordance with Chapter V (Preferential Issue) of the SEBI ICDR Regulations and upon such terms

and conditions as may be deemed appropriate by the Board in accordance with the relevant provisions of SEBI ICDR Regulations, or other applicable laws in this regard.

C. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made along with report of the registered valuer & Pricing of the preferential issue:

The Equity Shares of Company are listed on BSE for a period of more than 90 trading days as on the relevant date i.e. Friday, April 22, 2022 and are frequently traded in accordance with SEBI ICDR Regulations.

The Price of the Equity Shares to be allotted to the Proposed Allottees of the Company shall not be less than the price determined in accordance with the SEBI ICDR Regulations. Currently, SEBI ICDR Regulations provides that the pricing for the issue of securities on preferential basis by a listed Company is to be based on the following parameters:

a) In case of "frequently traded shares (Regulation 164(1) of the SEBI ICDR Regulations:

If the equity shares of the Company have been listed on a recognised stock exchange for a period of 90 trading days or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following;

a. the 90 trading days' volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or

b. the 10 trading days' volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

Provided that if the Articles of Association of the issuer provide for a method of determination which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue.

b) In case of Change in Control or allotment of more than five per cent. (Regulation 166A(1) of the SEBI ICDR Regulations:

Any preferential issue, which may result in a change in control or allotment of more than five per cent. of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price.

Provided that the floor price, in such cases, shall be higher of the floor price determined under sub-regulation (1), (2) or (4) of regulation 164, as the case may be, or the price determined under the valuation report from the independent registered valuer or the price determined in accordance with the provisions of the Articles of Association of the issuer, if applicable:

Articles of Association of the Company do not provide for any particular method of determination which results in a floor price higher than that determined under SEBI ICDR Regulations.

However, the proposed allotment is more than 5% of the post issue fully diluted Equity Share Capital of the Company, to the Allottee and the Allottees acting in concert, the pricing of the Equity Shares to be allotted shall be the higher of the following parameters:

i. Price determined as per provisions of the Regulation 164(1) of the SEBI ICDR Regulations (in case of frequently traded shares:

Or

ii. Price determined as per provisions of the Regulation 166A(1) of the SEBI ICDR Regulations.

In terms of Regulation 166A(1) of the SEBI ICDR Regulations, the Company has taken Valuation Report dated April 6, 2022 from Mr. Anil Xavier, an Independent Registered Valuer (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) and the copy of the same has been hosted on the website of the Company under Investor Information tab. As per the Valuation Report, the minimum price, in terms of Regulation 164(1) and Regulation 166A(1) of the SEBI ICDR Regulations, at which Equity Shares to be issued is Rupees 26.15 per share. However, the issue price for this Preferential Issue is kept at Rupees 26.50 per Equity Share including Security Premium of Rupees 16.50 per Equity Share which is higher than the above Floor Price determined in accordance with Regulation 164(1) of SEBI ICDR Regulations and Regulation 166A(1) of SEBI ICDR Regulations.

D. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

The allotment is proposed to be made for cash.

E. The price or price band at/within which the allotment is proposed:

There shall be no price band. All the equity shares under this preferential issue shall be made at an issue price of Rupees 26.50 (Twenty Six Rupee Fifty Paise only) per Equity Share including Security Premium of Rupees 16.50 (Sixteen Rupees Fifty Paise only) per Equity Share, being the price higher than the price determined in accordance with Chapter V (Preferential Issue) of the SEBI ICDR Regulations.

F. Amount which the company intends to raise by way of such Equity Shares:

Rs. 6,40,22,145/- (Rupees Six Crore Forty Lakh Twenty Two Thousand One Hundred Forty Five)

G. The Objects of the issue through preferential offer:

The proceeds of the preferential offer are proposed to be used to meet increased working capital requirements and/or such other objects, as the Board may from time to time decide in the best interest of the Company.

H. The total number of Equity Shares to be issued:

The total number of Equity Shares proposed to be issued is 2415930 (Twenty Four Lakh Fifteen Thousand Nine Hundred and Thirty only) Equity Shares of Rupees 10.00 each.

I. The intention of Promoter(s)/Director(s)/Key Managerial Personnel to subscribe to the offer and contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:

None of the Promoters, Directors or Key Managerial Personnel except Shri Joby George intend to subscribe this offer and no contribution being is made by the promoters except Shri Joby George or Directors either as part of the offer or separately in furtherance of these objects.

J. The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to the (a) Promoter (b) Public - Non-Institutional - Individuals and (c) Public - Non-Institutional - Body Corporates.

K. Shareholding Pattern of the Company before and after the Preferential Issue:

The shareholding pattern before and after the Preferential Issue offer would be as under:

SI 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	11.74	1270836	11.02
	Body Corporate	3054764	33.49	3054764	26.48
	Sub Total	4125600	45.24	4325600	37.50
2	Foreign promoters	0.00	0.00	0.00	0.00
	Sub-total (A)	4125600	45.24	4325600	37.50
B.	Non-promoters' holding				
1	Institutions Investors	0	0	0.00	0.00
2	Non-institution				
	Private corporate bodies	0.00	0.00	2000000	17.34
	Directors and relatives	0	0	37736	0.33
	Non-Institutions	0.00	0.00	0.00	0.00
	Individuals	4321828	47.39	4500022	39.01
	Any others (Including HUF, trusts, Clearing Members, NRIs etc.)	672733	7.38	672733	5.83
	Sub-total (B)	4994561	54.76	7210491	62.50
	Grand Total (A+B)	9120161	100.00	11536091	100.00

Note:

1) The Pre Issue Shareholding Patterns is as on Thursday, March 31, 2022.

2) The post issue shareholding pattern in the above table has been prepared on the basis that the proposed allottee(s) will subscribe to all the Equity Shares which they are intent to do so. In the event for any reason, the proposed allottee(s) do not or are unable to subscribe to and/or are not allotted the Equity Shares either in part or full, the shareholding pattern in the above table would undergo corresponding changes.

3) It is further assumed that shareholding of the Company in all other categories will remain unchanged.

4) The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of equity shares of the Company.

L. The time frame within which the preferential issue shall be completed:

As required under SEBI ICDR Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 15 days from the date of passing of special resolution by the shareholders according consent for preferential issue or in the event of allotment of equity shares would require any other approvals or permissions from any regulatory authorities including stock exchange where the shares of the Company are listed or the Central Government, within 15 days from the date of receipt of last of such approvals or permissions as the case may be.

M. The 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 allottees and percentage of post preferential issue capital that may be held by allottees and change in control, if any, consequent to the preferential issue

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	Ultimate Beneficial Owner
				(Pre issue)		(Post issue)		
1	DEEPAK KALATHIL	AHYPK4832H	Public	Nil	Nil	12000	0.10	Self
2	PADMALOCHANA TP	AERPP5604C	Public	Nil	Nil	11321	0.10	Self
3	SHEREEJ T	BASPP2587G	Public	Nil	Nil	11321	0.10	Self
4	MAHIJA KP	EEKPM9117Q	Public	Nil	Nil	18868	0.16	Self
5	ANTONY THOMAS	BAVP17686R	Public	Nil	Nil	15100	0.13	Self
6	GEORGE ZACHARIA	AAEPZ8704C	Public	Nil	Nil	19000	0.16	Self
7	JENI JACOB AUGUSTINE	AJFPJ0498K	Public	Nil	Nil	11320	0.10	Self
8	PRAVEEN M	AMHPP7100M	Public	Nil	Nil	11330	0.10	Self
9	MOOSAKUTTY TE	AINPM9347H	Public	Nil	Nil	11330	0.10	Self
10	SURENDRAN NAIR	ABDPN3020B	Public	Nil	Nil	18868	0.16	Self
11	SIBILY Y	ACGPY2123G	Public	Nil	Nil	37736	0.33	Self
12	ABIDH ABUBAKKAR	AMQPA2093P	Public	Nil	Nil	37736	0.33	Self
13	JOBY GEORGE	AGOPJ1913F	Promoter	4,88,470	5.36	688470	5.97	Self
14	CENTREAL CONSULTANCY SERVICES PRIVATE LIMITED	AAJCC2559C	Public	Nil	Nil	2000000	17.34	JOBY GEORGE

None of the Proposed Allottees have been allotted any securities of the Company during the financial year 2021-22.

N. Change in Control, if any, in the Company that would occur consequent to the preferential issue:

There is no change in the management or control of the Company pursuant to the aforesaid issue and allotment of equity shares.

O. Recommendation from the committee of Independent Directors

The Committee reviewed all aspects relating to the preferential issue including pricing, and has voted unanimously in favour and recommended to the board. All the Independent directors were present for the meeting.

P. Principle terms of assets charged as securities:

Not Applicable.

Q. Valuation and justification for the allotment proposed to be made for consideration other than cash:

Not Applicable.

R. Relevant Date:

The relevant date for the purpose of determination of minimum price of Equity Shares to be issued is fixed as Friday, April 22, 2022, being the date thirty day prior to the deemed date of passing of Special Resolution through Postal Ballot, in accordance with the SEBI ICDR Regulations.

S. Undertaking regarding re-computation of price:

The Company undertakes to re-compute the price of the Equity Shares in terms of provision of SEBI ICDR Regulations, where it is required to do so. If the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the Equity Shares shall continue to be locked-in till the time such amount is paid by the Proposed Allottees.

T. Certificate of Practicing Company Secretary:

The Company has obtained the Certificate from Mr. Abhilash Nediyaalil Abraham, Practicing Company Secretary (M.No. F10876; CP No.14524), certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations. A copy of said Certificate has been hosted on the website of the Company.

U. Lock in Period:

The Equity Shares to be allotted shall be subject to 'lock-in' as per chapter V of the SEBI ICDR Regulations.

Further, the entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of trading approval.

V. 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:

The Company has not made any allotment on preferential basis during the current financial year 2022-23.

W. Listing:

The Company will make an application to BSE Limited at which the existing equity shares of the Company are listed, for listing of the Equity Shares allotted under this Preferential Issue. All the Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend and voting rights.

X. Disclosures specified in Schedule VI, if the issuer or any of its promoters or directors is a wilful defaulter or fugitive economic offender or fraudulent borrower:

The Company, its Promoters and its Directors have not been declared as wilful defaulters or a fraudulent borrower or fugitive economic offender as defined under SEBI ICDR Regulations.

Pursuant to Section 62(1)(c) of the Companies Act, 2013, further equity shares may be issued to persons other than the existing members of the Company as specified in Section 62(1)(a) of the Companies Act, 2013, provided that the members of the Company approve the issue of such equity shares by means of a special resolution.

In terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Companies Act, 2013 only after the approval of its shareholders by way of a special resolution has been obtained. Further in terms of Regulations 160 of SEBI ICDR Regulations, a special resolution needs to be passed by shareholders of a listed company prior to issue of specified securities on preferential basis.

The resolution and the terms stated therein and in the explanatory statement hereinabove shall be subject to the guidelines/ regulations issued/ to be issued by the Government of India or the Securities and Exchange Board of India or the Ministry of Corporate Affairs or any other regulatory/ statutory authorities in that behalf and the Board shall have the absolute authority to modify the terms contained herein or in the said resolution, if required by the aforesaid regulatory/ statutory authorities or in case they do not conform with the SEBI ICDR Regulations including any amendment, modification, variation or re-enactment thereof.

The approval of the members is being sought to enable the Board to issue and allot the equity shares on a preferential/ private placement basis, to the extent and in the manner as set out in the resolution and the explanatory statement.

None of the Directors and/or Key Managerial Personnel of the Company and/ or their relatives except Shri Joby George is deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

The Board accordingly recommends the resolution set forth at Item no. 1 for approval of the members as a Special Resolution.

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

***Place: Kochi
Date: 12.04.2022***

***Sd/-
Leena Yezhuvath
Company Secretary
M. No. ACS 61387***