



**ANNUAL SECRETARIAL COMPLIANCE REPORT OF SUPRA PACIFIC MANAGEMENT  
CONSULTANCY LIMITED FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2022**

I, Shri. Abhilash Nedyalil Abraham, Practising Company Secretary (M No.F10876; C.P No.14524), Bldg. No. 46/2504B, Haritha Road, Vennala, Ernakulam, Kochi - 28 have examined:

- (a) all the documents and records made available to us and explanation provided by Supra Pacific Management Consultancy Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to BSE Limited,
- (c) website of the listed entity,

for the financial year ended 31<sup>st</sup> March, 2022("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;



- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018  
**(Not applicable during the review period);**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 **(Not applicable during the review period);**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable during the review period);**
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013 **(Not applicable during the review period);**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-





Sr.No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	Regulation 18(2)(a) of Securities and exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015	The gap between two audit committee meetings should not exceed 120 days. On inspection it is found that the gap between AUD/05/2020-21 held on 11th, February, 2021 and AUD/01/2021-22 held on 28 June 2021 was 136 days.	Management is advised to ensure compliance of SEBI LODR provisions in future.

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:





Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1	BSE Ltd	Non Compliance of requirement of Minimum Public Shareholding (MPS) as per Regulation 38 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Fine of Rs 35400 imposed vide there mail notice dated 01.12.2021	The Company paid the fine on 04.12.2021

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	There was one short of the required number of Independent Directors on the Board of the Company for the limited period between 14.07.2020 to 11.03.2021	2020-21	The composition of the Board has been regained on 12.03.2021.	Noted





	consequent to the resignation of Sharad Laxman Kulkarni and Harish Ramappa Kotian, Independent Directors on 14.07.2020 as per Regulation 17(1)(b) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015			
2	The Company has not achieved minimum public shareholding as on 31.03.2021 as per Regulation 19 A of the Securities Contracts Regulation Rules 1957 r/w Regulation 28 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.	2020-21	The Board of Directors of the Company has approved preferential issue of 19,92,890 equity shares for achieving minimum public shareholding through postal ballot dated 11th February, 2021 and the same got the approval of the shareholders on 26th March, 2021. However, the SEBI rejected Company's application for approval of the issue by way of a non-speaking order/ letter dated 10.06.2021. Subsequently, through Offer for Sale (OFS) of shares through secondary market by promoters, the Company had achieved MPS on 5th and 6th July, 2021 respectively	Noted





3	40 days delay in filing Disclosure Of Related Party Transaction as per Regulation 23(9) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	2020-21	Subsequently Related Party Transactions are filed in time	Noted
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UDIN: F010876D000369586

CP. No. 14524

Unique Code No. I2015KE2046800

PR No. 728/2020

**ABHILASH NEDIYALIL ABRAHAM**  
B.B.A,LL.B.,F.C.S  
Practising Company Secretary  
M.No.F10876,C.P.No. 14524  
Bldg No.46/2504-B, Haritha Road,  
Vennala, Kochi - 682028



Date: 23.05.2022

Place: Kochi