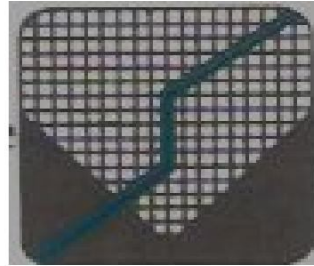


# *27<sup>th</sup> Annual Report of 2012-2013*

## *Supra Pacific Management Consultancy Limited*



### **Directors:**

Mr. Kishor A. Shah – Managing Director

Mrs. Jyoti K. Shah – Director

Mr. Pratap Chudsama – Director

Mr. Harish R. Kotian – Director

Mr. T. R. Ramamathan – Director

Mr. Urvish P. Shah – Director

### **Auditors:**

MEHTA CHOKSHI & SHAH  
Chartered Accountants

### **Bankers:**

HDFC Bank Limited  
Syndicate Bank

### **Registered Office:**

144, Atlanta,  
Nariman Point  
Mumbai – 400 021



## **Supra Pacific Management Consultancy Ltd**

### **NOTICE**

Notice is hereby given that 27<sup>th</sup> Annual General Meeting of the **Supra Pacific Management Consultancy Limited** will be held on Monday, the 30<sup>th</sup> **September, 2013** at 11.30 Noon at its Corporate Office of the Company at 301, 3<sup>rd</sup> Floor Apollo Arcade, Dr. R.K. Singh Marg, Andheri (E), Mumbai-400 069 to transact the following business:

#### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Profit & Loss Account for the year ended 31<sup>st</sup> March 2013 and Balance Sheet as at the date together with the Report of Auditors and Directors thereon.
2. To appoint a Director in place of Mr Urvish P. Shah who retires by rotation but being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mrs. Jyoti Shah who retires by rotation but being eligible, offers himself for re-appointment
4. To re-appoint Auditors and to fix their remuneration.

Registered Office:  
144, Atlanta,  
Nariman Point,  
Mumbai - 400 021

**Place: Mumbai**

**Date: 27<sup>th</sup> May, 2013**

**For & on behalf of the board of directors  
Of Supra Pacific Management Consultancy Ltd**

**Sd/-  
Kishor A. Shah  
Managing Director**



## **Supra Pacific Management Consultancy Ltd**

### **NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE, IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF ON A POLL ONLY & THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. The Register of Members and Transfer Register will be closed from 27<sup>th</sup> September 2013 to 30<sup>th</sup> September 2013 (both days inclusive).
3. Proxy in order to be effective must be sent to the Company not less than 48 hours before the meeting.
4. Members are requested to notify immediately change of address, if any, at the Registered Office of the Company/ Registrar Agent.

**Supra Pacific Management Consultancy Limited**  
**301, 3<sup>rd</sup> Floor, Apollo Arcade, Dr. R.K. Sing Marg,**  
**Andheri (E), Mumbai-400 069**  
TEL 28216736

5. Members desiring any information on the accounts of the Company are requested to write to the Company at least 10 days in advance, so as to enable the Company to keep the information ready.

Registered Office:  
144, Atlanta,  
Nariman Point,  
Mumbai - 400 021

**Place: Mumbai**

**Date: 27<sup>th</sup> May, 2013**

**For & on behalf of the board of directors**  
**Of Supra Pacific Management Consultancy Ltd**

**Sd/-**  
**Kishor A. Shah**  
**Managing Director**



## ***Supra Pacific Management Consultancy Ltd***

### **DIRECTORS' REPORT**

#### **DIRECTOR'S REPORT TO THE MEMBERS**

Your Directors present herewith the Annual Report of your company together with the Audited Accounts for the year ended 31st March 2013.

#### **OPERATIONS: -**

The Company has achieved a turnover of 9.48 Lacs during the current year. During the current year Company has earned profit of ` 2.56 Lacs as against loss of ` 2.29 Lacs in the previous financial year.

#### **DIVIDEND: -**

Your Directors regret their inability to recommend any dividend for the year under review.

#### **DIRECTORS: -**

During the year, Mr. Urvish P. Shah & Mrs. Jyoti Shah retire by rotation but being eligible themselves for re-appointment.

#### **DIRECTORS' RESPONSIBILITY STATEMENT:**

Pursuant to Section 217(2AA) of the Companies (Amendment) Act, 2000 the Directors confirm: -

- i. that in the preparation of the annual accounts for the financial year ended 31st March, 2013, the applicable accounting standards have been followed.
- ii. that the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of financial year and of the profit of the Company for that year under review.
- iii. that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- iv. that the directors have prepared the accounts for the financial year ending 31st March, 2013 on a 'going concern' basis.



## ***Supra Pacific Management Consultancy Ltd***

### **FIXED DEPOSIT: -**

Fixed Deposits from the public and the shareholders stood at Rs. Nil at the end of the year.

### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:-**

Particulars under the Companies (Disclosure of particulars in the report of the Board of Directors) Rules, 1988 on the Conservation of Energy. Technologies absorption is not applicable to your Company. The Company is not having Foreign Exchange Earnings.

### **AUDITORS: -**

M/S Mehta Chokshi & Shah, Chartered Accountants, Auditors of the Company is retiring at the ensuing Annual General Meeting and are eligible for re-appointment.

### **PERSONNEL: -**

Information as per section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975 is not given as there was no employee earning monthly salary as specified in aforesaid Section or more during the year.

### **CORPORATE GOVERNANCE: -**

A separate Report on corporate Governance is produced as a part of this Annual Report along with the Auditor's statement on its compliance, as prescribed under the amended Listing Agreement of the Stock Exchanges with which your company is listed.

### **ACKNOWLEDGEMENT: -**

Directors wish to place on record their appreciation of the continued Co-operation, guidance, support and assistance provided during the year under report by the Banks and employees.

**For and on behalf of the Board of Directors  
Of Supra Pacific Management Consultancy Ltd.**

**Sd/-  
Kishor A. Shah  
Managing Director**

**Place: Mumbai**

**Date: 27<sup>th</sup> May, 2013**



## **Supra Pacific Management Consultancy Ltd**

### **Report on Corporate Governance of**

#### **SUPRA PACIFIC MANAGEMENT CONSULTANCY**

##### **LIMITED Company's Philosophy on Corporate Governance**

Your Company believes in setting the highest standard in good and ethical corporate governance practices. Your Company is managed by the Managing Director (MD) under the supervision and control of the Board of Directors. The MD is assisted by a team of highly qualified and experienced professionals.

Your company is committed to maintaining the highest standards of corporate governance in its dealings with its various stakeholders. It is an integral part of the Company's core values, which include transparency, integrity, honesty and accountability. Your Company follows the philosophy of working towards the creation of wealth by enhancing the value of stakeholders, meeting the needs of customers and employees and the community at large.

Your Company is in compliance with the conditions of corporate governance stipulated in Clause 49 of the Listing Agreement entered into with the Stock Exchanges.

Your Company has complied with the requirements of the Corporate Governance Code, the disclosure requirements of which are given below:

##### **Board of Directors**

###### **Composition:**

The Board of Directors has Six members; all are Non- Executive Directors (NEDs) who bring in a wide range of skills and experience to the Board. The Company has a Non-Executive Chairman and more than 1/3<sup>rd</sup> of the Board of Directors is Independent Directors. The composition of the Board is in conformity with Clause 49 of the Listing Agreement.

None of the Directors on the Board is a Member on more than 10 Committees and Chairman of more than 5 Committees (as specified in Clause 49), across all the companies in which he is a Director. The necessary disclosures regarding Committee positions have been made by the Directors.

The Composition of the Board as on the date of report was as under:

<b>Name of the Director</b>	<b>Business Relationship</b>	<b>Category of Directorship</b>	<b>No. of other Director Ships</b>	<b>** No of other Committee Memberships</b>	
				<b>Chairman</b>	<b>Member</b>
Mr. Kishor A. Shah	Chairman cum Managing Director	Promoter, Non-Executive	7	-	-
Mrs. Jyoti K. Shah	Director	Promoter, Non Executive	7	1	2
Mr. Pratap D. Chudasama	Director	Non Executive & Independent	-	-	-
Mr. Harish kotian	Director	Non Executive & Independent	1	1	2
Mr. T. R. Ramanathan	Director	Non Executive & Independent	1	-	-
Mr. Urvish P. Shah	Director	Non Executive & Independent	1	1	2



## **Supra Pacific Management Consultancy Ltd**

\*\* Represents Memberships/ Chairmanships of Audit Committee, Shareholders' / Investors' Grievance Committee and Remuneration Committee.

Number of Board Meetings attendance at Board Meetings and previous Annual General meeting:

7 Board Meetings were held during the year and the gap between two meetings did not exceed four months.

<b>Name of the Director</b>	<b>No. of Board Meetings attended during the year</b>	<b>27<sup>th</sup> AGM held on 30<sup>th</sup> September, 2013 Attended</b>	<b>Remarks</b>
Mr. Kishor A. Shah	7	Yes	
Mrs. Jyoti K. Shah	7	Yes	
Mr. Pratap D. Chudasama	Nil	No	
Mr. Harish Kotian	7	Yes	
Mr. T. R. Ramanathan	Nil	No	
Mr. Urvish P. Shah	4	No	

Leave of absence was granted by the Board to the Directors who were absent at the respective Board Meeting(s).

Dates of Board Meetings

30<sup>th</sup> April 2012, 4<sup>h</sup> June 2012, 28<sup>th</sup> June 2012, 30<sup>th</sup> July 2012, 31<sup>st</sup> October 2012, 31<sup>st</sup> January 2013 and 1<sup>st</sup> February 2013.

The information as required under Annexure I to Clause 49 is being made available to the Board.

### **Committees of Directors**

#### **Audit Committee**

The Audit Committee was duly constituted and the terms of reference, role and scope were revised in line with those prescribed by Clause 49 of the Listing Agreement with the Stock Exchanges. The Company also complies with the provisions of section 292A of the Companies Act, 1956 pertaining to Audit Committee and its functioning.

The Board delegated the following powers to the Audit Committee:

- To investigate any activity within its terms of reference.
- To seek information from any employee.
- To obtain outside legal or other professional advice.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.

The Board defined the role of the Audit Committee, as under:



## **Supra Pacific Management Consultancy Ltd**

- a. Overseeing the Company's financial reporting process and the disclosure of its financial information, to ensure that the financial statement is correct, sufficient and credible;
- b. Recommending the appointment/ removal of external auditors, fixing audit fees and approving payments for any other services;
- c. Reviewing with Management the annual financial statements before submission to the Board;
- d. Discussing with external auditors before the audit commences, the nature and scope of audit as well as have post-audit discussions to ascertain any area of concern;
- e. Reviewing the Company's financial and risk management policies;
- f. To look into the reasons for substantial defaults in the payment to the depositors, shareholders (in case of non-payment of declared dividends) and creditors.

The composition of the Audit Committee as on date of report was as under:

<b>Sr. No.</b>	<b>Name of the Director</b>	<b>Designation</b>	<b>No. of Meetings attended during 2012-2013</b>	<b>Remarks</b>
1	Mr. Harish Kotian	Chairman	4	
2	Mrs. Jyoti K Shah	Member	4	
3	Mr. Urvish Shah	Member	4	

All the above Directors are Non- Executive and two Directors are Independent, excluding the Chairman.

The Audit Committee met four times during the year under review.

The Audit Committee invites such of the executives, as it considers appropriate to be present at its meetings. The heads of Internal Audit and Finance attend the meetings. The Statutory Auditors are also invited to the meetings.

### **Remuneration Committee:**

The composition of the Remuneration Committee as on date of report was as under:

<b>Sr. No</b>	<b>Name of the Director</b>	<b>Designation</b>	<b>No. of Meetings attended during 2012- 2013</b>	<b>Remarks</b>
1	Mrs Jyoti K Shah	Chairman	1	
2	Mr. Urvish P. Shah	Member	1	
3	Mr. Harish Kotian	Member	1	

All the above Directors are Non- Executive.

### **Terms of Reference:**

The term of reference of the Committee include recommending to the Board of Directors specific remuneration packages for Executive Directors and management staff.





## **Supra Pacific Management Consultancy Ltd**

### **Remuneration Policy:**

#### **Non-Executive Directors**

None of the Non- Executive Directors (NEDs) are paid any remuneration whether by way of Commission or Sitting Fees.

#### **Executive Directors**

The Company pays remuneration by way of salary, perquisites and allowances (fixed component) to the Managing Director. Salary is paid within the range approved by the shareholders. The ceiling on perquisites and allowances as a percentage of salary is fixed by the Board, within the prescribed ceiling; the perquisite package is fixed by the Remuneration Committee.

#### **Remuneration to Directors:**

The details of the remuneration paid to the executive Directors are:

<b>Name</b>	<b>Salary (Rs.)</b>	<b>Commission paid in 2012-2013</b>	<b>Perquisites (Rs.)</b>	<b>Retirement Benefit (Rs.)</b>	<b>Total (Rs.)</b>
Mr. Kishor A.Shah	210,000/-	Nil	Nil	Nil	210,000/-

#### **Shareholders'/ Investors' Grievance Committee**

The present composition of the shareholders' / Investors' Grievance Committee is as under:

<b>Name of the Director</b>	<b>Designation</b>	<b>Category of Directorship</b>
Mr. Urvish P.Shah	Chairman	Non-Executive & Independent
Mr. Jyoti K. Shah	Member	Non-Executive & Independent
Mr.Harish Kotian	Member	Non-Executive & Independent

There were no Complaints received during the year under review during the year under review.

#### **General Body Meetings**

The last three Annual General Meetings (AGMs) were held as under:

<b>Financial Year ended</b>	<b>Day &amp; Date</b>	<b>Time</b>	<b>Venue</b>
24 <sup>th</sup> AGM	30 <sup>th</sup> September, 2010	12.00 A.M.	Registered Office
25 <sup>th</sup> AGM	30 <sup>th</sup> September, 2011	12.00 A.M.	Registered Office
26 <sup>th</sup> AGM	29 <sup>th</sup> September, 2012	12.00 A.M.	Corporate Office



## **Supra Pacific Management Consultancy Ltd**

All special resolutions moved at the last AGM were passed unanimously on a show of hands by the shareholders present at the meeting. None of the business required to be transacted at this AGM is proposed to be passed by postal ballot.

### **Means of Communication:**

The quarterly results are published in the two newspapers. Official news releases and presentations made to analysts are sent to the Stock Exchanges, where the Company's shares are listed.

### **Shareholder Information:**

#### **i. Annual General Meeting**

Date: 30.09.2013

Time: 11.30 a.m.

Venue: 301, 3<sup>rd</sup> Floor Apollo Arcade, Dr. R.K. Sing Marg, Andheri (E), Mumbai-400 069.

#### **ii. Financial Calendar**

##### **Schedule Financial reporting for**

Quarter ending June 30, 2013	:	End of July 2013
Quarter ending Sept. 30, 2013	:	End of October 2013
Quarter ending Dec. 31, 2013	:	End of January 2014
Quarter ending March 31, 2014	:	End of May 2014

Annual General Meeting for the Year ended March 31, 2013	:	End of September 2013
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**iii. Dates of Book Closure** : 27.09.2013 to 30.09.2013 (both days inclusive)

**iv. Dividend payment date** : No dividend declared.

**v. Listing on Stock Exchanges at** : The Stock Exchange, Pune

#### **vi. Address for correspondence :**

**Supra Pacific Management Consultancy Limited**

144, Atlanta, Nariman

Point, Mumbai-400 021.

TEL 28240444