

33rd Annual Report
of
Supra Pacific Management
Consultancy Limited



2018 - 2019

Directors:

| | |
|----------------------|--|
| Mr. Kishor A. Shah | Managing Director |
| Mrs. Jyoti K. Shah | Wholetime Director & CFO |
| Mr. Harish R. Kotian | Independent Director |
| Mr. Sharad Kulkarni | Independent Director |
| Mr. Nitin Phadke | Independent Director (Resigned as on 20/08/2018) |

Auditors:

AGRAWAL JAIN & GUPTA
Chartered Accountants

Company Secretary & Compliance Officer:

Ms. Kavita Ramlakhan Jaiswal

Registrar & Transfer Agent:

M/S. Purva Share Registry (India) Pvt. Ltd.

Bankers:

HDFC Bank Limited
Indusind Bank Limited

CIN Number:

L74140MH1986PLC039547

Registered Office:

1/203, Vishal Complex, Narsing Lane, Off. S. V. Road,
Malad (West), Mumbai – 400 064

Email ID:

info@suprapacific.com

Website:

www.suprapacific.com

NOTICE

Notice is hereby given that 33rd Annual General Meeting of the **Supra Pacific Management Consultancy Limited** will be held on Friday, the **27th September, 2019** at 10.00 a.m. at its Corporate office of the Company at 402, 4th Floor, Apollo Complex, 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 31st March 2019 and Balance Sheet as at the date together with the Report of Auditors and Directors thereon.
2. To re-appoint a Director in place of Mr. Kishor A. Shah (DIN: 000015575) who retires by rotation but being eligible, offers himself for re-appointment.
3. Appointment of Auditor:

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company hereby re-appoint M/s Agrawal Jain & Gupta Chartered Accountants, Mumbai (Registration No.: 013538C) as Statutory Auditor of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at such remuneration plus service tax as applicable and reimbursement of out-of pocket expenses in connection with the audit as the Board of Directors may fix in this behalf.”

SPECIAL BUSINESS:

4. Increase of borrowing limits :

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

“**RESOLVED THAT** the consent of the Company be and is hereby accorded to the Board of Directors of the Company pursuant to the provisions of Section 180 (1) (c) & (2) of the Companies Act, 2013 to borrow any sum of moneys from time to time, notwithstanding that money or moneys to be borrowed, together with the moneys already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of its business) may exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided however, the total amount so borrowed shall not exceed Rs.6,000,000,000/- (Rupees Six Hundred Crores Only).

“RESOLVED FURTHER THAT the Board of Directors, be and are hereby authorized to do all such acts, deeds, and things as it may in its absolute discretion deemed fit, required or considered necessary or incidental thereto, for the purpose of giving effect to this resolution”

Registered Office:

1/203, Vishal Complex,
Narsing Lane, Off. S.V. Road,
Malad (West),
Mumbai – 400 064
☎ 28240444

By order of the Board

sd/-
Kishor A. Shah
Managing Director
(DIN: 000015575)

Place: Mumbai

Date: 9th August, 2019

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 Saturday, September 21, 2019 to Friday, September 27, 2019 (both days inclusive) for the purpose of the Annual General Meeting of the Company.
3. Proxy in order to be effective must be sent to the Company not less than 48 hours before the meeting.
4. The Members are requested to:
 - (a) Intimate change in their registered address, if any, to the Company's Registrar and Share Transfer Agents, M/s. Purva Sharegistry (India) Pvt. Ltd., 9, Shiv Shakti Industries Estate, J.R. Boricha Marg, Lower Parel (E), Mumbai – 400 011 in respect of their holdings in physical form.
 - (b) Notify immediately any change in their registered address to their Depository Participants in respect of their holdings in electronic form.
 - (c) Non-Resident Indian Members are requested to M/s. Purva Sharegistry (India) Pvt. Ltd immediately of the change in residential status on return to India for permanent settlement.
 - (d) Register their email address and changes therein from time to time with M/s. Purva Share gistry (India) Pvt. Ltd for shares held in physical form and with their respective Depository Participants for shares held in demat form.
5. Corporate Members intending to send their authorized representatives are requested to send duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the ensuing Annual General Meeting of the Company.

6. In accordance with the provisions of Section 72 of the Companies Act, 2013, members are entitled to make nominations in respect of the Equity Shares held by them, in physical form. Members desirous of making nominations may procure the prescribed form from the Registrar & Share Transfer Agents, M/s. Purva Shareregistry (India) Pvt. Ltd and have it duly filled and sent back to them.
7. MCA, Government of India, through its Circulars Nos. 17/2011 dated 21st April, 2011 and 18/2011 dated 29th April, 2011, respectively, has allowed companies to send documents viz. Notices of meetings, Annual Reports and other shareholder communication to their shareholders electronically as part of its Green Initiatives in corporate governance By Order of the Board of Directors, The Company supports the measures in the Green Initiative. Members are also requested to join the Company in this initiative by registering their Email ID with the Company or its RTA. A 'Green Initiative' Form can be downloaded from the Company's website viz. www.mideastportfolio.com to register the email id
8. Electronic copy of the Annual Report for 2018-19 is being sent to all Members whose email Ids are registered with the Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2018-19 is being sent in the permitted mode.

9. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its members the facility to exercise their right to vote at the 33rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL):

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on **Tuesday, September 24, 2019 at 9.00 a.m. and ends on Thursday, September 26, 2019 at 5.00 p.m.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. September 20, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 p.m. on September 26, 2019.
- (ii) Members holding shares in physical or in demat form as **on September 20, 2019** shall only be eligible for e-voting.
- (iii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iv) The shareholders should log on to the e-voting website www.evotingindia.com.
- (v) Click on Shareholders.
- (vi) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vii) Next enter the Image Verification as displayed and Click on Login.
- (viii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (ix) If you are a first time user follow the steps given below:

| | For Members holding shares in Demat Form and Physical Form |
|--|---|
| PAN | <p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. |
| 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 (iv). |

- (x) After entering these details appropriately, click on "SUBMIT" tab.
- (xi) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (xii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xiii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiv) 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.

- (xv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xvi) 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.
- (xvii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xviii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xix) 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.
- (xx) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xxi) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - 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 emailed 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.
- (xxii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
1. General Instructions / information for members for voting on the Resolutions :
- a) Facility of voting through Poll paper shall be made available at the Meeting. Members attending the Meeting, who have not already casts their vote by remote e-voting, shall be able to exercise their right at the Meeting.
 - b) Members who have cast their vote by remote e-voting may also attend the Meeting, but shall not be entitled to vote again at the AGM.
 - c) The voting rights of shareholders shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories

as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the AGM.

- d) Mr. Vijay Kumar Mishra (Membership No.F-5023), Practicing Company Secretary has been appointed by the Board of Directors of the Company as the Scrutinizer to scrutinize the remote e-voting process as well as voting through poll at the Meeting, in a fair and transparent manner.
- e) The results shall be declared not later than forty-eight hours from conclusion of the meeting. The results declared along with the Scrutinizer's Report will be placed on the website of the Company at www.suprapacific.com and the website of CDSL immediately after the result is declared by the Chairman and will simultaneously be forwarded to BSE Limited, where Equity Shares of the Company are listed.

Members may also note that the Notice of the Annual General Meeting and the Annual Report for financial year 2018-2019 will also be available on the Company's website www.suprapacific.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Corporate Office in Mumbai for inspection during normal business hours (10.00 am to 5.00 pm) on all working days up to and including the date of the Annual General Meeting of the Company. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: suprapacific.com.

Details of Director's seeking appointment/ re-appointment in forthcoming Annual General Meeting in pursuance to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Annexure A

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|--|--|
| Name of Director | Mr. Kishor A. Shah |
| DIN | 00015575 |
| Date of Birth | 01/12/1947 |
| Date of Appointment on the Board | 11/04/1986 |
| Expertise in specific functional area | Managing Investments and Consulting Services |
| Qualification | M.Com, I.C.W.A. |
| Relationship with other directors | Yes – with one director |
| Directorship in other limited companies | Mid East Portfolio Management Ltd |
| Membership of Committees in Other Public Limited Companies | Nomination & Remuneration and Stakeholder Relationship Committee |
| Shareholding of Director in the Company | 25,13,600 Equity Shares – 45.70% |

Registered Office:

1/203, Vishal Complex,
Narsing Lane, Off. S.V. Road,
Malad (West),
Mumbai – 400 064
☎ 28240444

By order of the Board

sd/-

Kishor A. Shah
Managing Director
(DIN: 000015575)

Place: Mumbai

Date: 9th August, 2019

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 2019.

Highlights of financial result for the year were as under:

| | 2018-2019 Rs. In Lakhs | 2017-2018 Rs. In Lakhs |
|---|---------------------------|---------------------------|
| Profit from Operations before Other Income & Interest | 19.02 | 16.41 |
| Add: Other Income | 19.02 | 16.41 |
| Operating Profit before Interest | 19.02 | 16.41 |
| Less: Interest | - | - |
| | 19.02 | 16.41 |
| Add: Exceptional Income/(Expenses) | - | - |
| Profit Before Tax | 19.02 | 16.41 |
| Provision for Tax | 4.94 | 12.62 |
| Income Tax Adjusted for earlier year | - | - |
| Profit After Tax | 14.07 | 3.79 |
| Add: Surplus brought forward from Previous Year | - | - |
| Amount Available for apporportion | 14.07 | 3.79 |
| General Reserve No I | - | - |
| Debenture Redemption Reserve A/c | - | - |
| Dividends | - | - |
| Interin Dividend | - | - |
| Final (Proposed) | - | - |
| Tax on Dividend | - | - |
| Balance Carried Forward | 14.07 | 3.79 |