



SUPREME HOLDINGS & HOSPITALITY (INDIA) LTD.

FORMERLY KNOWN AS SUPREME HOLDINGS LTD.

September 29, 2017

BSE Limited
Department of Corporate Services
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai-400 001

Dear Sir/Madam

Scrip Code: 530677

Sub: Submission of Annual Report for the financial year 2016-17

Pursuant to Regulation 34(1) of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), we wish to enclose herewith the Annual Report for the financial year 2016-17 approved and adopted in the Annual General Meeting held on September 27, 2017.

Kindly take the same on record.

For Supreme Holdings & Hospitality (India) Limited

Kailash Sharma
Company Secretary

Encl. as above

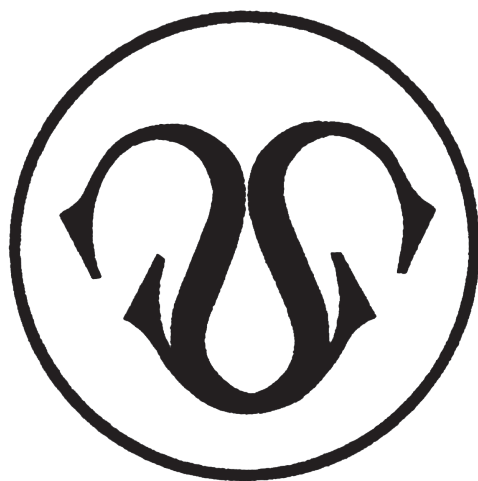
CIN: L45100MH1982PLC026924

Regd. Office : 1, Pearl Mansion (N), 91, M. Karve Road, Mumbai - 400 020, India.

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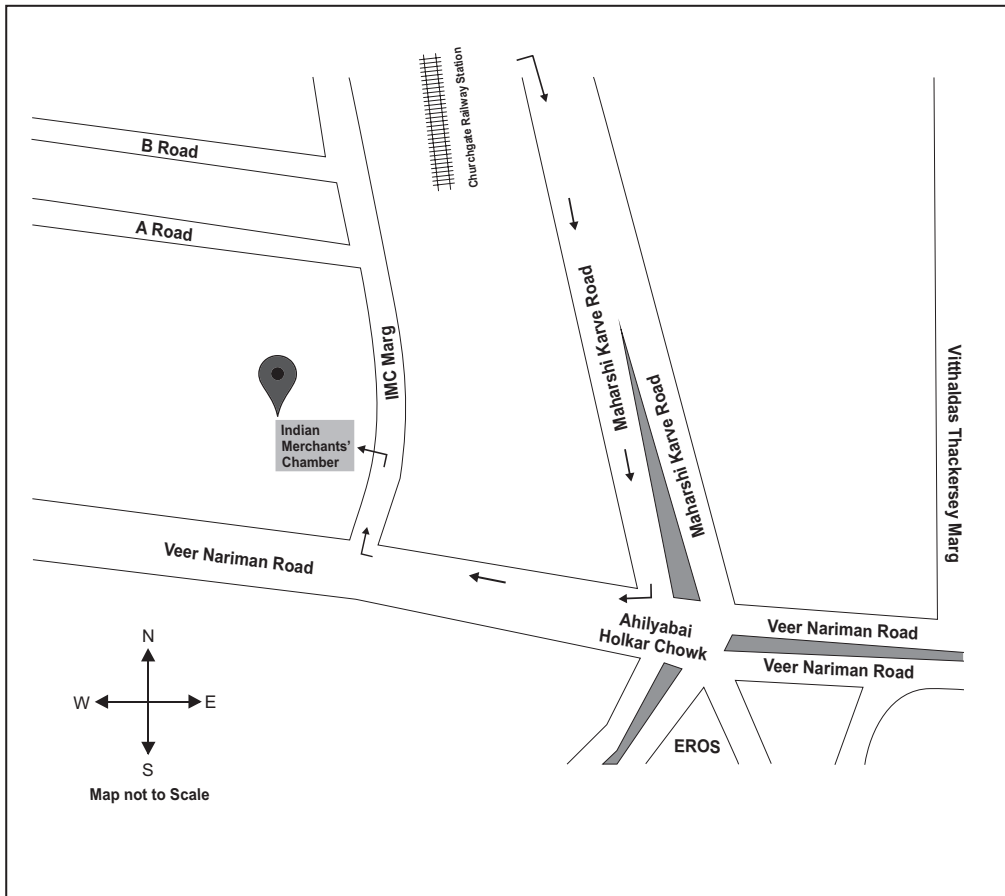
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35th
ANNUAL REPORT
2016 - 2017



**SUPREME HOLDINGS &
HOSPITALITY (INDIA) LIMITED**

Route Map of the Venue of the 35th Annual General Meeting



BOARD OF DIRECTORS

VIDIP JATIA	-	Chairman & Managing Director
S. N. ATREYA	-	Independent Director
RISHABH KALATI	-	Independent Director
SHRUTI JATIA	-	Independent Director
NAMITA JATIA	-	Director
<hr/>		
PRATEEK JATIA	-	Chief Financial Officer
KAILASH SHARMA	-	Company Secretary

Auditors

K C P L And ASSOCIATES LLP
Chartered Accountants

Registered Office:

**1, Pearl Mansion (N),
91, M. Karve Road,
Mumbai - 400 020.
www.supremeholdings.net
Email : investors@supremeholdings.net
CIN - L45100MH1982PLC026924
Tel : 022- 22006969 Fax : 022- 22008246**

Registrar & Transfer Agents:

Sharex Dynamic (India) Pvt. Ltd.
Unit-1, Luthra Ind Premises, 1st floor,
44-E, M Vasanti Marg, Andheri-Kurla Road,
Safed Pool, Andheri-E, Mumbai - 400072.
Tel: 022 2264 1376 / 022 2270 2485,
022 2851 5606 / 022 2851 5644
Fax: 022 2264 1349 / 022 2851 2885
Email: investor@sharexindia.com

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IMPORTANT COMMUNICATION TO MEMBERS

To support green initiative of the Government in full measure, we propose to send future communications, including notice and Annual Report of the Company in electronic mode to the e-mail address provided by members and made available to us by the depositories.

Members holding shares in Demat form are requested to register their e-mail addresses with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register the same with the Company's Registrar & Share Transfer Agent M/s. Sharex Dynamic (India) Pvt. Ltd.

Please note that you will be entitled to be furnished, free of cost, with a copy of above mentioned documents, upon receipt of requisition from you, any time as member of the Company.

In case you desire to receive the documents mentioned above in physical form, please write to Company or our Registrar & Share Transfer Agent M/s. Sharex Dynamic (India) Pvt. Ltd.



NOTICE

NOTICE is hereby given that Thirty Fifth Annual General Meeting of SUPREME HOLDINGS & HOSPITALITY (INDIA) LIMITED will be held at Kilachand Conference Room, IMC building, 2nd floor, IMC Marg, Churchgate, Mumbai 400 020, on Wednesday, 27th September, 2017 at 3.30 p.m., to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) for the financial year ended 31st March, 2017 and the reports of the Board of Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Vidip Jatia (DIN 06720329), who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of M/s. K C P L And Associates LLP, Chartered Accountants (Firm Registration No.119223W/W100021), who were appointed as the Statutory Auditors of the Company for a period of five years from the conclusion of 2014 Annual General Meeting of the Company and to fix their remuneration for the financial year ending 31st March, 2018.

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification(s), the following Resolution as **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 [hereinafter referred to as "the Act" including any modification(s) or re-enactment(s) thereof for the time being in force] and subject to the approval of the Central Government, if required and such other approvals, permissions and sanction as may be required in this regard, consent of the shareholders be and is hereby accorded for appointment of Mr. Vidip Jatia (DIN: 06720329) as Managing Director of the Company, with effect from May 13, 2017 for a period of three years i.e. up to May 12, 2020, as approved by the Board of Directors ("Board") at its meeting held on May 13, 2017, on the terms and conditions as set out in the Explanatory Statement annexed hereto.

RESOLVED FURTHER THAT the Board be and is hereby authorised to alter, vary and modify the said terms including salary, allowances, perquisites and designation in such manner as may be agreed to between the Board and Mr. Vidip Jatia within and in accordance with and subject to the limits prescribed in Schedule V to the Act, and if necessary, as may be stipulated by the Central Government and as may be agreed to between the Board and Mr. Vidip Jatia.

RESOLVED FURTHER THAT the Board be and is hereby authorized to execute all such documents, writings and agreements and to do all such acts, deeds, matters and things as may be considered necessary or expedient for giving effect to this resolution."

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

"RESOLVED THAT pursuant to the provisions of section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, regulations issued by the Securities and Exchange Board of India and other applicable laws (including any statutory modifications(s) or re-enactment(s) thereof for the time being in force) and subject to all such approval(s), sanction(s), if any, of the regulatory authorities, as may be required in this regard, the approval of the shareholders of the Company be and is hereby accorded to the Company to avail financial assistance (including by way of loans) from banks, financial institutions and non-banking financial companies ("Lender" which term shall mean and include its transferees, successors and assigns) aggregating up to INR 225,00,00,000 (Indian Rupees two hundred twenty five crore) ("Facility") with an option to the Lender to convert all or part of the amount due and outstanding in respect of the Facility into equity shares of the Company, from time to time, in accordance with the terms and conditions as may be specified in the documents to be entered into by the Company in respect of the Facility.

RESOLVED FURTHER THAT on receipt of a notice of conversion from the Lender, the board of directors of the Company ("Board", which expression shall include a committee of the Board duly authorized in this behalf) be and is hereby authorised to issue and allot the requisite number of equity shares of the Company to the Lender in accordance with the terms and conditions of the documents/ agreements entered into in respect of the Facility and to do all such acts, deeds and things as may be necessary in this regard.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, Board be and is hereby authorised to take such actions, do all such acts, deeds and things, give such directions and to execute all such documents as may be deemed necessary, desirable or expedient in this regard, including but not limited to filing the aforesaid resolutions and all necessary forms with the Registrar of Companies.

RESOLVED FURTHER THAT the Board be and is hereby also authorized to delegate all or any of the powers herein conferred by this resolution on it, to any committee of Directors or any person or persons, as it may in its absolute discretion deem fit in order to give effect to this resolution."

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. THE INSTRUMENT OF PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.** Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
2. Corporate members intending to send their authorized representative to attend the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send the company a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the meeting.
3. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business under Item Nos. 4 & 5 of the Notice, is annexed hereto. Brief resume and other details of the Director proposed to be appointed/re-appointed as required in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 are attached hereto.
4. The Register of Members and the Share Transfer Register of the Company shall remain closed from Thursday, 21st September, 2017 to Wednesday, 27th September, 2017 both days inclusive.
5. Members desiring any information on the Accounts are requested to write to the Company at least one week before the Meeting so as to enable the management to keep the information ready at the Meeting.
6. All documents referred to in the notice are open for inspection at the Registered office of the Company during office hours on all working days between 11.00 a.m. to 1.00 p.m. up to the date of the Annual General Meeting.
7. **E - voting**

In compliance with Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 as amended and the Listing Regulations, the Company is pleased to provide members, facility to exercise their right to vote on the resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and all business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

The e-Voting period for all items of business contained in this Notice shall commence from Sunday, 24th September, 2017 (9:00 a.m.) and will end on Tuesday, 26th September, 2017, (05:00 p.m.). During this period shareholders of the Company holding shares either in physical form or in dematerialized form as on the cutoff date 20th September, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on resolutions is cast by any Member, he/ she shall not be allowed to change it subsequently.



The voting rights of Members shall be in proportion to their equity shareholding in the paid up equity share capital of the Company as on 20th September, 2017.

The instructions and process for e-voting are as under:

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on Shareholders.
- (iii) 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.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) 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.
- (vi) If you are a first time user follow the steps given below

For Members holding shares in Demat 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 last 8 digits of the sequence number in the PAN field. The sequence number is given in attendance slip. 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 no. in the dividend bank details field as mentioned in instruction (iii).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for Supreme Holdings & Hospitality (India) Ltd on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

- (xvi) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) 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. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xviii) 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 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.
- (xix) 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.
8. Voting at Annual General Meeting :
- Facility of voting through ballot paper shall also be made available at the meeting. Members attending the meeting, who have not already cast their vote by e-voting shall be able to exercise their right at the meeting. Members who have cast their vote by e-voting prior to the meeting may also attend the meeting, but shall not be entitled to vote again at the Annual General Meeting.
9. 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 20th September, 2017, only shall be entitled to avail the facility of e-voting, as well as voting at the AGM.
10. Any person who becomes a member of the Company after dispatch of the notice of the meeting and holding shares as on the cut-off date i.e. 20th September, 2017 may obtain user ID and password from Sharex Dynamic (India) Pvt. Ltd. (Registrar and Transfer Agent of the Company).
11. M/s Pramod S. Shah & Associates, Practising Company Secretary has been appointed as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.
12. The Scrutinizer shall immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through e-voting in the presence of at least two witness not in the employment of the company and make, not later than 48 hours from the conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any to the Chairman or a person authorized by him in writing who shall countersign the same. The Chairman or the authorized person shall declare the result on the voting forthwith.
13. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.supremeholdings.net and on the website of CDSL immediately after the results are declared by the chairman/ authorized person and the same shall be communicated to BSE Limited.

By order of the Board of Directors

Place: Mumbai
Date: 22nd August, 2017

Kailash Sharma
(Company Secretary)

Registered Office:
1, Pearl Mansion (N),
91, M. Karve Road,
Mumbai – 400 020.

**ANNEXURE TO THE NOTICE****(EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)****Item No. 4**

Subsequent to the relinquishment of the Board position by Mr. Vinod Jatia as a Managing Director, on the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company at its meeting held on May 13, 2017 appointed Mr. Vidip Jatia, existing Director of the Company as Managing Director for a period of 3 years w.e.f. May 13, 2017. The salient features of the terms and conditions of appointment of Mr. Vidip Jatia are as follows:

Sr. no.	Terms & Conditions	Mr. Vidip Jatia		
1.	Period	For a term of 3 years with effect from May 13, 2017 upto May 12, 2020.		
2.	Remuneration	Salary	:	Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand only) per month with such increments as the Board may decide from time to time, in the range of Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand only) to Rs. 2,00,000/- (Rupees Two Lakh only) per month.
		Perquisites	:	Such perquisites, benefits and allowances as per the policy/ rules of the Company in force and/or as may be approved by the Board from time-to-time.
3.	Overall Remuneration	The remuneration payable to Mr. Vidip Jatia (including the salary, perquisite, benefits and amenities) shall not exceed the limits prescribed in section 197 and other applicable provisions of the Companies Act, 2013 ("The Act") read with schedule V of the Act, including any statutory modifications or re-enactment thereof.		
4.	Minimum Remuneration	If in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay Mr. Vidip Jatia, a minimum remuneration upto permissible limit under Schedule V of the Act from time to time.		
5.	Termination	The agreement may be terminated by either party by giving three months notice or the Company paying three months remuneration in lieu of the notice.		
6.	Inspection	The Agreement to be entered into between the Company and Mr. Vidip Jatia is open for inspection by the shareholders at the Registered Office of the Company on all working days between 11.00 a.m. and 1.00 p.m. up to the date of the Annual General Meeting.		

The details as required under section II of part II of scheduled V to the Act are given here-in-below:

Sr. No.	Particulars	Information				
I	General Information					
	Nature of Industry	Land Development, Construction & Real Estate and Hospitality				
	Date or expected date of commencement of commercial production.	The Company is an existing Company since 1982.				
	Financial Performance based on given indicators		March 31, 2017	March 31, 2016	March 31, 2015	
		Share Capital	35,47,68,530	35,47,68,530	35,47,68,530	
		Reserves & Surplus	38,06,41,259	38,82,22,952	38,82,79,796	
		Total Income	6,19,92,814	24,23,343	1,72,113	
		Profit before tax	(1,18,50,499)	(1,62,136)	(24,19,709)	
		Profit after tax	(75,81,692)	(56,844)	(16,90,466)	
	Foreign Investment or collaborations, if any	NIL				

II	Information about the appointee	
	Background Details	Mr. Vidip Jatia is a dynamic BA (Hons) Business and Accounting Graduate from the University of Exeter. He has a comprehensive knowledge in Accounting, Finance, Management, Marketing, and Economics. He has worked in retail chains like NEXT in United Kingdom wherein he has developed a penchant for accounts and marketing while working with the finance department. He joined as a Director on the Board of Company with effect from October 31, 2013. He has been leading the Project Development & Marketing activities of Company's Project.
	Past Remuneration	Mr. Vidip Jatia was drawing only Director Sitting Fees since his appointment as a Director w.e.f. October 31, 2013.
	Recognition or awards	None
	Job profile & his suitability	As Chairman & Managing Director, Mr. Vidip Jatia is responsible for day-to-day management of the Company under the guidance of the Board of Directors. Taking into consideration his knowledge and dedication, he is best suited for this position.
	Remuneration proposed	As set out above
	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Taking into the consideration the size of the Company, the profile of Mr. Vidip Jatia and responsibilities being shouldered by him, the remuneration is commensurate with Industry standards.
	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Mr. Vidip Jatia is brother of Mr. Prateek Jatia, CFO of the Company. Presently he is holding 60,10,350 equity shares i.e. 16.94% of the share capital of the Company. Further, he has no pecuniary relationship with the Company directly or indirectly besides the remuneration set out above.
III	Other information:	
	Reasons of loss or inadequate profits.	The Company launched its residential project in the year 2016. As the project is under initial stages of implementation, the Company could not generate much revenue and had to incur construction, marketing and other expenses.
	Steps taken or proposed to be taken for improvement	The Company is focusing on developing brand image and improving the marketing strategy which will boost the sales and generate more Revenue. Various cost cutting measures are also resorted by the management which will improve the profitability of the Company.
	Expected increase in productivity and profits in measurable terms	The Company is currently in the growth stage of its business. As the sale of its flats of Pune Residential Project is progressing satisfactorily, the investments made by the Company are expected to materialize in the near future and Company is expecting steady revenue and profits in the years to come.
IV	Disclosures	The proposed remuneration package of Mr. Vidip Jatia is disclosed in the explanatory statement for resolution No. 4 of the Notice of 35th Annual General Meeting. Disclosure on all elements of remuneration package of all the Directors of the Company have been made in the Corporate Governance Report.

The Board of Directors recommend the Ordinary Resolution as set out at Item No. 4 of the Notice for approval by the Members.

Mr. Vidip Jatia, Mrs. Namita Jatia, Mr. Prateek Jatia, and their relatives to the extent of their respective shareholding in the company if any, are concerned or interested in the Resolution mentioned at item no. 4 of the Notice. None of the other Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution.

Item No. 5

To meet its funding requirements, the Company may avail financial assistance (including by way of loans) from banks, financial institutions and non-banking financial companies ("Lender") from time to time upon such terms and conditions as may be stipulated by them and approved by the Board.



One of the terms of sanction generally provides that in the event of default by the Company, the Lender may be entitled to exercise the option to convert whole or part of their outstanding facility into equity shares of the Company in accordance with the terms and conditions as may be specified in the documents entered into by the Company in respect of the Facility, including at a price, to be determined in accordance with the applicable laws.

The proposed resolution is an enabling resolution under the provisions of the Section 62(3) and other applicable provisions of the Companies Act, 2013, in view of the fact that under the lending arrangements, the Lenders insist for inclusion of an option to convert the outstanding facility into equity shares in the event of default or upon exercise of an option provided under the lending arrangements in the facility agreements. The Board recommends the Special Resolution as set out at item No. 5 for approval of Members.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution except to the extent of their respective shareholdings in the Company if any.

By order of the Board of Directors

Place: Mumbai
Date: 22nd August, 2017

Kailash Sharma
(Company Secretary)

Registered Office:
1, Pearl Mansion (N),
91, M. Karve Road,
Mumbai – 400 020.

Disclosure required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 in respect of Directors seeking reappointment

Name of Director	Mr. Vidip Jatia
DIN	06720329
Age	24 years
Date of first appointment on the Board	31.10.2013
Qualification	BA (Hons) in Business & Accounting
Details of the remuneration last drawn	Only sitting fees was paid
A Brief Resume of the Director & Nature of his Expertise in Specific Functional Areas	Refer the explanatory statement - Item 4 of the Notice
Directorship held in other Public Companies	Helmet Traders Limited
No of Shares held in the Company	60,10,350
No of Board meetings attended during last Financial Year	5 (Five)
Chairman/Member of Committee of the Board of Directors of the Company *	Audit Committee - Member Stakeholder Relationship Committee - Member
Chairman/Member of Committee of the Board of Directors of the other public Companies *	Audit Committee - NIL Stakeholder Relationship Committee - NIL
Disclosure of Relationship between Directors, Manager and other Key Managerial Personnel of the Company.	Mr. Vidip Jatia is brother of Mr. Prateek Jatia, CFO
Terms & Conditions of appointment	Refer explanatory statement - Item 4 of the Notice

* Pursuant to Regulation 26 of the Listing Regulation, only Audit Committee and Stakeholder Committee have been considered.

DIRECTORS' REPORT**The Members of SUPREME HOLDINGS & HOSPITALITY (INDIA) LIMITED**

Your Directors have pleasure in presenting Thirty Fifth Annual Report and Audited Accounts of the Company for the year ended 31st March 2017.

1. FINANCIAL RESULTS:

	(Rs. in Lacs)	
	2016-17	2015-16
Total Income	619.92	24.23
Total Expenditure	738.22	25.71
Profit/(Loss) before depreciation	(118.30)	(1.48)
Depreciation	0.21	0.15
Profit / (Loss) before Tax	(118.51)	(1.62)
Tax Expenses		
Current Tax	-	-
Deferred Tax Liabilities(Asset)	(42.69)	(2.91)
Earlier Year Taxes	-	1.86
Net Profit/(Loss) for the year	(75.82)	(0.57)

2. DIVIDEND:

No dividend is recommended for the year under review.

3. RESERVES:

For the financial year ended 31st March, 2017, your Company has not transferred any amount to Reserves.

4. OPERATIONS:**PANVEL**

As the Members are aware that the land Bank of the Company at Panvel Taluka has been included in the Navi Mumbai Airport Influence Notified Area (NAINA) and the CIDCO was appointed as the Special Planning Authority for the NAINA to prepare and publish the development proposals and development control regulations for the said NAINA and submit the same to Government for sanction. Accordingly, the CIDCO had published the draft followed by a modified Draft Development control and promotion regulations for the Interim Development plan of NAINA and submitted the same to Government for its sanction. The Government has sanctioned a part of the said draft Interim Development Plan on 27th April, 2017 and kept our land bank in excluded portion, which will be sanctioned after due procedures. In the mean time, the Company has started applying for various approvals for development.

PUNE

The Company launched Phase 1 of its Premier Luxury residential project, Belmac Residences, in Pune in January, 2016. The project Belmac Residences comprises of 3 phases of 2 BHK/3BHK/4BHK beautiful apartments with huge central garden, club house, squash court, five -aside football court, Hydroponic farm, Spa, Business Centre, Gymnasium, Banquet Hall, Children play area, Concierge desk, Games room, Day care Centre, and many more facilities.

Considering the market response, the Company has also initiated the construction of Phase 2 and the Booking of Apartments have also started. The Project implementation is as per schedule and will be completed in time. The Company in the interim has repaid the full construction finance loan and exploring other fund raising activities.

5. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**(a) Industry Structure:**

India continues to be one of the fastest growing large economies and is on a strong growth trajectory. In line with the government's reformist approach to boost the real estate and housing sectors, the government has adopted a number of measures. The sector will witness a transformation in the years to come on account of implementation of various bold policy changes.

(b) Company's Performance:

The Company has launched its residential project in Pune in January, 2016 and the sale of apartments has also been started. The Company recognizes the revenue from the sale of apartments on the percentage completion methods as specified in guideline note of AS 7 issued by ICAI, and accordingly the income from operations during the year 2016-17 has been reported at Rs. 597.54 lacs. The other Income during the year 2016- 17 consists of interest income Rs. 10.82 lacs and profit on redemption of mutual fund Rs. 11.57 lacs. The total Income for the year 2016-17 was at Rs. 619.93 Lacs as compared to Rs. 24.23 Lacs in the previous year.

During the year under review, the construction cost was at Rs. 21.95 crores as against Rs. 19.29 crores in the previous year. The employees cost during the year 2016-17 was at Rs. 26.16 Lacs as compared to Rs. 14.99 Lacs in the previous year and the Administrative & Other Expenses were at



Rs. 182.60 lacs as compared to Rs. 10.72 lacs in the previous year.

The loss for the year 2016-17 before depreciation and taxation was at Rs. 118.30 Lacs as against loss of Rs. 1.48 Lacs in the previous year. The Depreciation was at Rs. 0.21 Lacs as against Rs. 0.15 Lacs in the previous year. After providing for taxation, including deferred tax, the Company has reported Net Loss of Rs. 75.82 Lacs during the year 2016-17 as against Net Loss Rs. 0.57 Lacs in the previous year.

(c) Segment –wise Performance:

Segment wise analysis of performance is not applicable to the Company under Accounting Standard 17 as issued by ICAI as Company had only one reportable segment during the year.

(d) Outlook for the Company:

The Pune project of the Company is progressing as per schedule. The Company is committed and has focus on quality and timely delivery of the project and to develop brand image for the Company. Considering the market response to the Project, the growth and long term prospects of the Company are encouraging.

(e) Opportunities, Threats, Risk and Concerns:

The Real Estate (Regulation and Development) Act, 2016, which has come into force, is a boost for real estate sector. It will bring about the much needed transparency and order to the real estate transactions by creating a systematic and a uniform regulatory environment, thereby protecting interest of property buyers, making the proceedings in the sector more transparent and accountable, and will give a sense of clarity to both buyers and sellers.

Several positive measures like Affordable Housing, Long term capital gains concessions, the interest subsidy scheme, smart city project, housing for all, Simpler approval procedures, relaxed FDI Norms , and various other measures has made the environment conducive for housing demand to revive and grow at rapid pace.

Various challenges are also there along with opportunities. The substantial procedural delays with regards to land acquisition, land use, project launches and construction

approvals, increase cost of manpower, rising cost of constructions, availability of trained labour force, availability of finance, changes in government policies and the regulatory environment, multifaceted tax levies on various transactions are the major challenges in the construction Industry. Sectoral Caps set by RBI for the total maximum exposure of banks to real estate including individual housing loans and lending to developers for construction finance which is very low and is curtailing the overall growth of Industry. Absence of long term funding from Banks is forcing developers to look at alternative sources of funds most of which do not offer affordable interest rates. Inflation still remains a threat which has adverse effect on the purchasing power of the consumers. This Sector is sensitive to fluctuations in the economy and government policies.

(f) Internal Control Systems and their Adequacy:

The Company has proper and adequate systems of internal control. The internal control systems of the company are designed to ensure that the financial and other records are reliable for preparing the financial statements and other data and for accountability of assets.

The company has an Audit Committee of the Board of Directors, which meets regularly to review the adequacy of internal controls.

(g) Human Resources:

As the project of the Company progressed, new talent was inducted into organization. The Company enjoys cordial and harmonious relationship with its employees. The Company has 18 number of employees as on 31st March, 2017.

6. FIXED DEPOSITS:

During the year under review the company has not invited any Fixed Deposit from the public.

7. LOANS AND GUARANTEE AND INVESTMENTS:

Particulars of loans, investments, guarantees given and securities provided are reported in the financial statement (Please refer to Note. No. 11, 19 and 25 to the Standalone Financial Statement).

8. INVESTOR EDUCATION AND PROTECTION FUND:

There has been no transfer to the said Investor Education and Protection Fund during the current year.

9. EXTRACT OF ANNUAL RETURN:

Pursuant to section 134 (3) (a) and Section 92(3) of Companies Act, 2013 read with relevant Rules framed thereunder, the extract of Annual Return as on 31st March, 2017 forms a part of this Report as "Annexure -A"

10. PERSONNEL:

The information required under Section 197 of the Companies Act, 2013 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, are given in "Annexure -B". In terms of Section 136(1) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Board's Report is being sent to all the shareholders of the Company excluding the annexure containing names of the top ten employees in terms of remuneration drawn. Any shareholder interested in obtaining a copy of the said annexure may write to the Company Secretary at the Registered Office of the Company.

11. RELATED PARTY TRANSACTION:

The Company has not entered into any related party transactions u/s 188 of the Companies Act, 2013 during the financial year. The policy on Related Party Transactions is hosted on the website of the Company under the web link <http://www.supremeholdings.net/company-policies.htm>

12. SUBSIDIARY COMPANY:

Your Company has one Wholly Owned Subsidiary company namely Helmet Traders Limited as on 31st March, 2017.

A Statement containing the salient features of the financial statement of subsidiaries as prescribed under the first proviso to sub-section (3) of section 129 of the Companies Act, 2013 read with rule 5 of The Companies (Accounts) Rules, 2014 is attached and forms part of the Annual Report.

The policy on determining Material Subsidiaries is hosted on the website of the Company under the web link <http://www.supremeholdings.net/company-policies.htm>

13. NOMINATION AND REMUNERATION POLICY

The details of Nomination and Remuneration policy of the Company for Directors, KMP's and Senior Personnel of the Company is enclosed as "Annexure - C to this report.

14. ANNUAL EVALUATION BY THE BOARD:

In accordance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the

Nomination and Remuneration Committee has laid down the criteria for evaluation of individual Directors and the Board as a whole. Based on the criteria, the exercise of evaluation was carried out through structured process covering various aspects of the Board functioning such as composition of Board and Committees, experience and expertise, performance of specific duties and obligation, governance and compliance issues, attendance, contribution at meeting etc.,

The performance evaluation of the Non-Independent Directors was carried out by the Independent Directors at a separately convened meeting where the performance of the Board as a whole was evaluated and reviewed. The performance of the Independent Directors was carried out by the entire Board (excluding the Director being evaluated).

15. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

There have been no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of this report.

16. VIGIL MECHANISM / WHISTLE BLOWER POLICY:

The Company has a vigil mechanism to deal with instance of fraud and mismanagement. The policy on Vigil Mechanism / Whistle Blower Policy is hosted on the website of the Company under the web link <http://www.supremeholdings.net/company-policies.htm>

17. CORPORATE GOVERNANCE:

A separate report on Corporate Governance is furnished as a part of the Directors' Report as "Annexure - D" and a certificate from the Company's Auditors regarding the compliance of conditions of Corporate Governance is annexed to the said Report.

18. RISK MANAGEMENT:

The Company has adequate risk assessment and mitigation policy commensurate with size and nature of business to ensure that all the current and future material risk exposures of the Company are identified, assessed, quantified, appropriately mitigated, minimised and managed.

19. DIRECTORS:

During the year under review, Mr. Prateek Jatia, Executive Director & CFO resigned as Executive Director of the Company w.e.f December 19, 2016



due to personal reasons. However, he continues to serve as the Chief Financial Officer of the Company. Mr. R. G. N Swamy, Chairman resigned from the post of Chairman & Independent Director w.e.f. February 01, 2017 due to ill health. The Board of Directors ('Board') placed on record their deep appreciation for the valuable contribution rendered by Mr. Prateek Jatia & Mr. R. G. N. Swamy during their tenure as Directors of the Company.

The Board on March 10, 2017 appointed Mr. Vinod Jatia as Chairman of the Board, consequent to resignation of Mr. R. G. N. Swamy.

The Board appointed Mr. S. N. Atreya as Additional (Independent) Director for a term of five years and Mrs. Namita Jatia as Additional Director of the Company w.e.f. March 10, 2017. Mrs. Shruti Jatia, Director was also appointed as Independent Director for a term of three years w.e.f. March 10, 2017. The members of the Company have confirmed the above appointments of Mr. S. N. Atreya, Mrs. Shruti Jatia and Mrs. Namita Jatia through resolutions passed by postal ballot on May 11, 2017.

Mr. Vinod Jatia resigned as Chairman & Managing Director of the Company w.e.f. April 25, 2017 due to personal reasons. The Board of Directors placed on record their deep appreciation for the valuable contribution rendered by Mr. Vinod Jatia to the Company during his tenure as Chairman & Managing Director of the Company. Board at their meeting held on May 13, 2017 appointed Mr. Vidip Jatia, Director as the Managing Director of the Company for a term of 3 years w.e.f. May 13, 2017. The Board also appointed him as Chairman of the Board at the same meeting.

As per the provisions of the Companies Act, 2013, Mr. Vidip Jatia will retire at the ensuing AGM and being eligible, seek re-appointment.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under the Act and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

20. MEETINGS:

During the year, Five Board Meetings and four Audit Committee meetings were convened and held, the details of which are given in the Corporate Governance Report. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013.

21. DIRECTORS RESPONSIBILITY STATEMENT:

Pursuant to the requirement under section 134 (3) (c) of the Companies Act, 2013 with respect to Directors' responsibility statement it is hereby confirmed:

- i) That in the preparation of the annual accounts for the financial year ended 31st March 2017, the applicable Accounting Standards have been followed along with proper explanations relating to material departures;
- ii) That the directors have adopted such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the loss of the company for the 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 2013 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 ended 31st March 2017 on a going concern basis.
- v) That the proper financial controls were in place and that the financial controls were adequate and were operating effectively
- vi) That systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively

22. LISTING STATUS:

The company's shares are presently listed on BSE Ltd.

23. AUDIT COMMITTEE:

During the year under review, consequent to changes in the Board, the Audit Committee was reconstituted by the Board on March 10, 2017 comprising of Mr. S. N. Atreya, Mr. Rishabh Kalati, Mrs. Shruti Jatia and Mr. Vidip Jatia. Mr. S. N. Atreya, Mrs. Shruti Jatia and Mr. Rishabh Kalati are Independent Directors. Mr. S. N. Atreya is the Chairman of the Audit Committee.

24. AUDITORS & AUDITORS REPORT:

Pursuant to provisions of Section 139(1) of the Companies Act, 2013, M/s. KCPL And Associates,

Chartered Accountants, were appointed as Statutory Auditors of the Company to hold the office till the conclusion of the Annual General Meeting to be held during the year 2019, subject to ratification at every Annual General Meeting.

The Company has received letter from the Statutory Auditors to the effect that their appointment, if made, would be within the prescribed limit under Section 141 (3) (g) of the Companies Act, 2013 and that they are not disqualified from the appointment.

Your Board recommends the ratification of appointment of M/s. KCPL And Associates, Chartered Accountants, Mumbai, as Statutory Auditors of the Company for the financial year 2017-18 and to hold the office till the conclusion of the next Annual General Meeting to be held during the year 2018.

There is one observation in the Auditors Report, which is read as "The Company has made provision for gratuity as per current employee and salary instead of recognizing liability as per the present value of defined benefit obligation at the balance sheet date calculated on the basis of actuarial valuation in accordance with Accounting Standard 15 "Employee Benefits". The Consequential impact of adjustment, if any owing to this non compliance on the financial statement is presently not ascertainable".

The explanation of the Board on the observation made in the Auditor Report is as follows, "The Company has made adequate provision for gratuity liability as per the payment of Gratuity Act and as the Number of employees are less, the Company has not obtained actuarial valuation. In the absence of actuarial valuation the impact cannot be ascertained."

25. SECRETARIAL AUDITOR:

Pursuant to provision of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company had appointed M/s Shivalal Maurya & Co. a Practicing Company Secretary firm to undertake Secretarial Audit of the Company.

Accordingly the Secretarial audit of the Company for the financial year 2016-17 was conducted by M/s Shivalal Maurya & Co.

The Report of the Secretarial Audit of the Company is annexed herewith as "Annexure - E". There were no reservation and qualification marked in Secretarial Audit Report which requires any explanation by the Board of Directors.

26. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR OTHERS:

There are no significant and material orders passed by the regulators or others which impacts the going concern status and Company operations in future.

27. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

The particulars as required under the provisions of Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 in respect of conservation of energy and technology absorption have not been furnished considering the nature of activities undertaken by the Company during the year under review.

Foreign Exchange Earnings and Outgo

Earning: Nil

Outgo: Marketing Expenses Rs. 14,80,288

28. SEXUAL HARASSMENT

The Company has Policy on Prevention of Sexual Harassment of Employees at work place. A Complaint Redressal Committee has been set up to redress complaints received regarding sexual harassment. All employees are covered under the policy. The Company has not received any complaint during the financial year.

29. CORPORATE SOCIAL RESPONSIBILITY:

The Company has constituted a Corporate Social Responsibility (CSR) Committee in compliance with Section 135 of the Companies Act, 2013.

The Company has not initiated any Corporate Social Responsibility activities as the said provisions are presently not applicable to the Company.

30. ACKNOWLEDGEMENTS:

The Board of Directors wish to place on record their sincere appreciation and acknowledge with gratitude the support and co-operation extended by all the Government agencies, shareholders and employees at all levels and look forward for their continued support.

For and on behalf of the Board

Place: Mumbai

Date: 30th May, 2017

Vidip Jatia

Chairman & Managing Director
(DIN 06720329)

**Annexure - A to Directors' Report****FORM NO. MGT-9****EXTRACT OF ANNUAL RETURN****As on financial year ended 31.03.2017****Pursuant to Section 92(3) of the Companies act, 2013 read with the Companies (Management and Administration) Rules, 2014****I. REGISTRATION AND OTHER DETAILS:**

CIN:-	L67120MH1982PLC026924
Registration Date:	15th April, 1982
Name of the Company:	Supreme Holdings & Hospitality (India) Limited
Category / Sub-Category of the Company	Public Company Limited by Shares/ Indian Non Government Company
Address of the Registered office and contact details:	1 Pearl Mansion (N), 91 M. Karve Road, Mumbai - 400020, Tel: 022 2200 6969, Fax: 022 2200 8246
Whether listed company	Listed on BSE Limited
Name, Address and Contact details of Registrar and Transfer Agent, if any	Sharex Dynamic (India) Pvt. Ltd. Unit-1, Luthra Ind Premises, 1st floor, 44-E, M Vasanti Marg, Andheri - Kurla Road, Safed Pool, Andheri - E, Mumbai - 400072. Tel: 022 2264 1376/022 2270 2485/022 2851 5606/022 2851 5644, Fax: 022 2264 1349/022 2851 2885

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:**All the business activities contributing 10% or more of the total turnover of the Company shall be stated:**

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service% to total turnover of the company	% to total turnover of the company
a.	Construction	4100	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No.	Name and address of the company	CIN/GLN	Holding/ Subsidiary/Associate	% of shares held	Applicable Section
a	HELMET TRADERS LIMITED	U00776MH1994PLC081224	Subsidiary	100%	Section 2 (87)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as % of Total Equity)**i) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year (01.04.2016)				No. of Shares held at the end of the year (31.03.2017)				% Change during the year
	Demat	Physical	Total	% of the total Shares	Demat	Physical	Total	% of the total Shares	
A. PROMOTER'S									
(1) INDIAN									
(a) Individual/HUF	19996250	0	19996250	56.364	19996250	0	19996250	56.364	0
(b) Central Govt.	0	0	0	0	0	0	0	0	0
(c) State Govt(s).	0	0	0	0	0	0	0	0	0
(d) Bodies Corp.	2651314	0	2651314	7.473	2651314	0	2651314	7.473	0
(e) FI / BANKS.	0	0	0	0	0	0	0	0	0
(f) Any Other	0	0	0	0	0	0	0	0	0
Sub-total (A) (1):-	22647564	0	22647564	63.837	22647564	0	22647564	63.837	0

Category of Shareholders	No. of Shares held at the beginning of the year (01.04.2016)				No. of Shares held at the end of the year (31.03.2017)				% Change during the year
	Demat	Physical	Total	% of the total Shares	Demat	Physical	Total	% of the total Shares	
(2) FOREIGN									
(a) Individual NRI	0	0	0	0	0	0	0	0	0
(b) Other Individual	0	0	0	0	0	0	0	0	0
(c) Bodies Corporates	0	0	0	0	0	0	0	0	0
(d) Banks / FI	0	0	0	0	0	0	0	0	0
(e) Any Other Specify	0	0	0	0	0	0	0	0	0
Sub-total (A) (2):-	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A) = (A)(1)+(A) (2)	22647564	0	22647564	63.837	22647564	0	22647564	63.837	0
(B) (1) PUBLIC SHAREHOLDING									
(a) Mutual Funds	0	0	0	0	0	0	0	0	0
(b) Banks / FI	0	0	0	0	0	0	0	0	0
(c) Central Govt.	0	0	0	0	0	0	0	0	0
(d) State Govt.	0	0	0	0	0	0	0	0	0
(e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
(f) Insurance Companies	0	0	0	0	0	0	0	0	0
(g) FII's	0	0	0	0	0	0	0	0	0
(h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
(i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	0	0	0	0	0	0	0	0	0
2. Non-Institutions									
(a) BODIES CORP.									
(i) Indian	2103558	26700	2130258	6.005	1993710	26700	2020410	5.695	-0.310
(ii) Overseas	0	9005885	9005885	25.385	0	9005885	9005885	25.385	0
(b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs.1 lakh	455422	142250	597672	1.685	467628	140350	607978	1.714	0.029
(ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh	1063722	31250	1094972	3.086	1070289	31250	1101539	3.105	0.019
(c) Other (specify)									
Non Resident Indians	502	0	502	0.001	502	0	502	0.001	0
Clearing Members	0	0	0	0	92975	0	92975	0.262	0.262
Sub-total (B)(2):-	3623204	9206085	12829289	36.162	3625104	9204185	12829289	36.162	0
Total Public Shareholding (B)=(B)(1)+ (B)(2)	3623204	9206085	12829289	36.162	3625104	9204185	12829289	36.162	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.000	0	0	0	0.000	0
Grand Total (A+B+C)	26270768	9206085	35476853	100.00	26272668	9204185	35476853	100.00	0


(ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the Year			% of change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	DILSHAD TRADING COMPANY PRIVATE LIMITED	417	0.001	0	417	0.001	0	0
2	DELAWARE PROPERTIES PVT LTD	302,500	0.853	100	302,500	0.853	0	0
3	MAKALU TRADING LTD	625,000	1.762	100	625,000	1.762	100	0
4	SUPERWAYS ENTERPRISES PRIVATE LIMITED	181,500	0.512	69.42	181,500	0.512	100	0
5	YARDLEY INVESTMENT & TRADING CO. PVT. LTD.	243,312	0.686	0	243,312	0.686	0	0
6	VINOD KUMAR JATIA (HUF)	4,663,600	13.145	68.59	4,663,600	13.145	14.150	0
7	SUPERWAYS INVESTMENT AND FINANCE PRIVATE LIMITED	1,297,751	3.658	92.47	1,297,751	3.658	92.47	0
8	NAMITA PRATEEK JATIA	-	0	0	3,666,100	10.333	0	10.333
9	RAMESH KUMAR JATIA	13,700	0.039	100	13,700	0.039	100	0
10	GRANDEOUR HOTELS PVT LTD	417	0.001	0	417	0.001	0	0
11	VINOD SUBHKARAN JATIA	5,187,200	14.621	77.88	5,187,200	14.621	100	0
12	SHRILEKHA TRADING PVT LTD	417	0.001	0	417	0.001	0	0
13	NITA JATIA	5,045,950	14.223	0	100	0	0	-14.223
14	SMITA RAMESHKUMAR JATIA	104,800	0.295	100	104,800	0.295	100	0
15	PRATEEK JATIA	4,755,800	13.405	14.020	1,089,700	3.072	99.99	-10.333
16	ATISHAY JATIA	54,700	0.154	74.95	54,700	0.154	74.95	0
17	ANKITA JATIA	12,500	0.035	0	12,500	0.035	0	0
18	VIDIP V JATIA	158,000	0.445	0	5,203,850	14.668	0	14.223
	TOTAL	22,647,564	63.836	45.56	22,647,564	63.836	40.19	0.000

(iii) Change in Promoters Shareholding (please specify, if there is no change)

Sr. No.		Shareholding at the beginning of the year 01/04/2016		Cumulative Shareholding during the year 31/03/2017	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	22,647,564	63.84	22,647,564	63.84
	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (eg. Allotment/transfer/bonus/sweat equity etc):	Interse transfer amongst promoters on 21.12.2016 Transfer by Prateek Jatia to Namita Jatia - 3666100 Shares Transfer by Nita Jatia to Vidip Jatia - 5045850 Shares			
	At the End of the year			22,647,564	63.84

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	Name	No. of Shares at the beginning of the year	% of total Shares of the company	Date	Increasing / Decreasing in shareholding	Reason	No. of Shares	% of total Shares of the company
1	JUMBO BRIGHT GROUP LTD	9,005,885	25.385	01/04/2016		NO CHANGE		
	-Closing Balance			31/03/2017			9,005,885	25.385
2	JALPAC TRADERS AND CONTRACTORS PVT	1,275,000	3.594	01/04/2016		NO CHANGE		
	-Closing Balance			31/03/2017			1,275,000	3.594
3	ARCHANA JATIA	288,523	0.813	01/04/2016		NO CHANGE		
	-Closing Balance			31/03/2017			288,523	0.813
4	SHASHI JATIA	278,750	0.786	01/04/2016		NO CHANGE		
	-Closing Balance			31/03/2017			278,750	0.786
5	HALAN PROPERTIES PRIVATE LIMITED	200,000	0.564	01/04/2016		NO CHANGE		
	-Closing Balance			31/03/2017			200,000	0.564
6	PRARTHNA PRIVATE LIMITED	184,300	0.519	01/04/2016		NO CHANGE		
	-Closing Balance			31/03/2017			184,300	0.519
7	AEON TRADING LLP	123,429	0.348	01/04/2016				
				27/05/2016	-693	SALE	122,736	0.346
				03/06/2016	693	BUY	123,429	0.348
	-Closing Balance			31/03/2017			123,429	0.348
8	IFIS CORPORATE ADVISORY	98,500	0.278	01/04/2016		NO CHANGE		
	-Closing Balance			31/03/2017			98,500	0.278
9	RAJKUMAR S JATIA	94,000	0.265	01/04/2016		NO CHANGE		
	-Closing Balance			31/03/2017			94,000	0.265
10	BP EQUITIES PVT. LTD.	90,000	0.254	01/04/2016		NO CHANGE		
	-Closing Balance			31/03/2017			90,000	0.254

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year 01/04/2016		Cumulative Shareholding during the year 31/03/2017	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	VINOD KUMAR SUBHKARAN JATIA				
	At the beginning of the year	5,187,200	14.621		
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0 (No Change)			
	At the End of the year			5,187,200	14.621
2	NAMITA JATIA (Appointed as Additional Director w.e.f 10.03.2017)				
	At the beginning of the year	0	0		
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):			36,66,100 Shares were transferred to Namita Jatia from Prateek Jatia by way of gift on 21.12.2016	10.334
	At the End of the year			3,666,100	10.334
3	VIDIP VINOD JATIA				
	At the beginning of the year	158,000	0.445		
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0		50,45,850 Shares were transferred to Vidip Jatia from Nita Jatia by way of gift on 21.12.2016	14.223
	At the End of the year			5,203,850	14.668



4	PRATEEK JATIA - CFO (Resigned as Executive Director w.e.f 19.12.2016)				
	At the beginning of the year	4,755,800	13.41		
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0		36,66,100 Shares were transferred from Prateek Jatia to Namita Jatia by way of gift on 21.12.2016	-10.334
	At the End of the year			1,089,700	3.07
5	KAILASH SHARMA - Company Secretary				
	At the beginning of the year	2,080	0.01		
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0 (No Change)			
	At the End of the year			2,080	0.01

V. INDEBTEDNESS
Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	359,542,414	231,530,447	NIL	591,072,861
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	8,291,043	NIL	8,291,043
Total (i+ii+iii)	359,542,414	239,821,490	NIL	599,363,904
Change in Indebtedness during the financial year				
• Addition	NIL	657,467,425	NIL	657,467,425
• Reduction	359,542,414	427,821,690	NIL	787,364,104
Net Change	-359,542,414	229,645,735	NIL	-129,896,679
Indebtedness at the end of the financial year				
i) Principal Amount	NIL	469,467,225	NIL	469,467,225
ii) Interest due but not paid	NIL	NIL	NIL	-
iii) Interest accrued but not due	NIL	2,440,701	NIL	2,440,701
Total (i+ii+iii)	NIL	471,907,926	NIL	471,907,926

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sr. no.	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount
1	Gross salary	NIL	NIL	NIL
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	- others, specify...	-	-	-
5	Others, please specify	-	-	-
	Total (A)	-	-	-
	Ceiling as per the Act	5% of net profits of the Company		

B. Remuneration to other directors:

Particulars of Remuneration	Name of Directors				Total Amount
1. Independent Directors	RGN SWAMY	S. N. ATREYA	RISHAB KALATI	SHRUTI JATIA (Appointed as Independent Director w.e.f. 10.03.2017)	
• Fee for attending board / committee meetings	3,000	1,000	5,000	5,000	14,000
• Commission	-	-	-	-	-
• Others, please specify	-	-	-	-	-
Total (1)	3,000	1,000	5,000	5,000	14,000
2. Other Non-Executive Directors	Vidip Jatia				
• Fee for attending board / committee meetings		5,000			5,000
• Commission		-		-	-
• Others, please specify		-		-	-
Total (2)		5,000			5,000
Total (B)=(1+2)					19,000
Total Managerial Remuneration					-
Overall Ceiling as per the Act	Within the prescribed limit				

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	(Company Secretary)	(CFO)	Total
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	1,487,000	-	1,487,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission - as % of profit - others, specify...	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	-	1,487,000	-	1,487,000


VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Authority [RD / NCLT/ COURT]
COMPANY/ DIRECTORS/ OTHER OFFICERS IN DEFAULT			NONE		

For and on behalf of the Board

Place: Mumbai
Date: 30th May, 2017

Vidip Jatia
Chairman & Managing Director
(DIN 06720329)

ANNEXURE B to Directors' Report
A. Details pertaining to Remuneration as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Sr. no.	Disclosure Requirement	Disclosure details									
1	Ratio of remuneration of each director to the median remuneration of the employees for the financial year	<table><tr><th>Directors</th><th>Ratio</th></tr><tr><td>None of Directors were paid any remuneration during the year (Except sitting fees)</td><td>---</td></tr></table>	Directors	Ratio	None of Directors were paid any remuneration during the year (Except sitting fees)	---					
Directors	Ratio										
None of Directors were paid any remuneration during the year (Except sitting fees)	---										
2	Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year	<table><tr><th>Directors/ KMP</th><th>Title</th><th>% increase in remuneration</th></tr><tr><td colspan="3">None of the Directors were paid any remuneration during the year (Except sitting fees)</td></tr><tr><td>Mr. Kailash Sharma</td><td>Company Secretary</td><td>50%</td></tr></table>	Directors/ KMP	Title	% increase in remuneration	None of the Directors were paid any remuneration during the year (Except sitting fees)			Mr. Kailash Sharma	Company Secretary	50%
Directors/ KMP	Title	% increase in remuneration									
None of the Directors were paid any remuneration during the year (Except sitting fees)											
Mr. Kailash Sharma	Company Secretary	50%									
3	Percentage increase in the median remuneration of employees in the financial year	12.90 %									
4	Number of permanent employees on the rolls of Company as on 31st March, 2017	15									
5	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	Average Salary Increase for non-KMPs – 12.35% As no remuneration was paid to any Director (except sitting fees), the comparison cannot be made.									
6	Affirmation that the remuneration is as per the remuneration policy of the Company.	The Company is in Compliance with its Remuneration policy.									

B. Details pursuant to the provisions of Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

During the year, the Company has not engaged any employee drawing remuneration exceeding the limit specified under Section 197(12) read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

For and on behalf of the Board

Place: Mumbai
Date: 30th May, 2017

Vidip Jatia
Chairman & Managing Director
(DIN 06720329)

Annexure – C to Directors’ Report**NOMINATION AND REMUNERATION POLICY****Introduction:**

Pursuant to the provisions of Section 178 of the Companies Act, 2013 read with the applicable rules thereto and SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 the Nomination and Remuneration Committee of the Company’s Board of Directors has formulated this Nomination and Remuneration Policy (“Policy”).

Objectives:**The objectives of this Policy are as follows:**

- (a) Identify persons who are qualified to become Director including Independent Director and persons who may be appointed as KMP and Senior management personnel in accordance with the criteria laid down in this Policy and recommend their appointment to the Board.
- (b) level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
- (c) formulation of criteria for evaluation of Independent Director and the Board’s performance.
- (d) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- (e) To develop a succession plan for the Board and to regularly review the plan
- (f) remuneration to Directors, Key Managerial Personnel and Senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

Board Diversity: The Board of Directors shall have the optimum combination of executive and non-executive Directors from the different areas / fields like Construction, Hospitality, Management, Finance Sales and Marketing, Human Resource etc or as may be considered appropriate.

The Board shall have atleast one Board member who have accounting or related financial management expertise

Criteria for appointment of Director / KMP / Senior management.

The Company shall take into account following points, while proposing the appointment of Director / KMP / Senior management personnel:

- i. The proposed Director / KMP / Senior management personnel must have relevant qualification, experience and expertise for the concerned position. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
- ii. The proposed Director / KMP / Senior management personnel should possess the highest personal and professional ethics, integrity and values.
- iii. The person so appointed as Director/ Independent Director/ KMP/ Senior management personnel shall not be disqualified under the Companies Act, 2013, rules made there under, SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 or any other enactment for the time being in force.
- iv. The Director/ Independent Director/ KMP/ Senior management personnel shall be appointed as per the procedure laid down under the provisions of the Companies Act, 2013, rules made there under, SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 or any other enactment for the time being in force.
- v. The proposed Director, KMP / Senior Management must be willing to devote sufficient time and energy in carrying out their duties and responsibilities.
- vi. In addition, the proposed Directors, KMP / Senior management personnel shall also possess:
 - (a) Strong analytical and excellent communication skills;
 - (b) collaborative and flexible style, with a strong service mentality;
 - (c) Leadership skills – ability to lead and motivate a team, supervise them and provide / suggest regular progress reviews and plans for improvement.

Remuneration of Directors:

- i. Company shall pay remuneration by way of salary, perquisites, allowances and Variable pay to Managing Director / Executive Director / Whole-time Director (‘Executive Director’). The Committee shall recommend remuneration, for the approval of the Board. Remuneration including



annual increment, if any, shall be paid within the limits prescribed under the Companies Act, 2013 and/or range approved by the Shareholders of the Company.

- ii. The remuneration of the Executive Director shall be determined keeping in view the qualification, experience, performance, duties and responsibilities and Industry pattern / benchmark of the similar industry and the relative performance of the Company to the industry performance and such other criteria as may be prescribed from time to time
- iii. The tenure of Directors (including Executive Directors and Independent Directors) shall be as per provisions of the Act and rules made there under and SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 as amended from time to time.
- iv. The Non Executive Directors of the Company shall be entitled for sitting fees for attending meetings of the Board and Committee(s) Meetings either personally or through video conferencing or any audio visual means or teleconference, as may be approved by the Board. Sitting fees for the same shall be within the statutory limits fixed from time to time.
- v. Based on the performance of the Company, the Committee may recommend payment of profit related commission to Non-Executive Directors as per limits laid down in Act, subject to approval of the Board and shareholders of the Company.

Remuneration of KMP / Senior management and other employees of the Company

- i. The remuneration of KMP, Senior management and other employees shall largely consist of salary, perquisites, and performance incentives (Variable pay). The retirement benefit shall be paid subject to prescribed statutory ceiling.
- ii. The components of the total remuneration shall be governed by the industry pattern / benchmark, qualification, experience, performance, duties and responsibilities of each employee and governed by the limits, if any prescribed under the Companies Act, 2013 and rules made there under or any other enactment for the time being in force.
- iii. The remuneration of KMP (other than Directors), Senior management and other employees shall be decided by Managing Director of the Company on the basis of criteria and policy framed by the committee from time to time

- iv. The annual Variable pay shall be linked to the performance of the Company in general and their individual performance for the relevant year.

Removal

Subject to the provisions of the Act read with rules made there under and SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 the Committee may recommend (along with the reasons / justification) to the Board, removal of any Director, KMP or Senior management personnel, in case such Director / KMP / Senior management personnel (as the case may be) suffers from any disqualification mentioned in the Act, rules made there under, SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 or under any other applicable law or on any other reasonable ground(s), as the Committee may deem appropriate.

Criteria for Evaluation:

The evaluation process will be conducted on annual basis as per evaluation process and criteria specified in the policy.

The entire Board (excluding the Director being evaluated) shall conduct performance evaluation of all the Independent Directors.

The Independent directors of the Company shall hold at least one meeting in a year, without the attendance of Non Independent Directors and members of management. All the Independent Directors of the Company shall strive to be present at such meeting.

The Independent Directors in the meeting shall, inter-alia:

1. review the performance of Non Independent Directors and the Board as a whole;
2. review the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non Executive Directors;
3. assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The Nomination and Remuneration Committee has laid down the following criteria for evaluation of performance of Independent Directors, Non-Independent Director, Board and Committee.

Performance evaluation of Independent Directors, Non-Independent Director:

1. Attendance and contribution at Board and Committee meetings

2. Directors preparation for the meeting
3. Directors qualification / skill / expertise providing significant contribution to the Board's discussions and deliberations
4. Directors Independent judgement / view on potential conflicts of interest of management, board members and the promoters
5. Interpersonal relationship with the other directors & senior management.
6. Director encouragement towards implementation of the best corporate governance practices.
7. Safeguarding interest of Minority shareholders
8. Ability to manage the meeting and handle the critical and bad situation.
9. Allows or even encourage critical interventions of the Board members.

Performance evaluation of Board & Committees:

- i. Composition is appropriate with correct mix of knowledge and skills, experience are sufficient to maximize performance.
- ii. Frequency of the meetings
- iii. Agenda designed in a way to allow appropriate deliberation and decision.
- iv. Monitor the effectiveness of the company's governance practices and make changes as and when needed.
- v. Conflicts of interest disclosed properly and dealt with correctly.
- vi. Culture of openness & trust between the Board, Committee & the Senior Management
- vii. Monitoring Compliance & Internal Control Systems on an ongoing basis
- viii. Overview the business and financial performance with senior management with sufficient details.
- ix. Sufficient familiarisation provided in respect of the Company's business
- x. Support provided by Secretarial Department, arrangement of meeting and documentation for the meetings, agenda, Minutes and its quality and availability.
- xi. Adequate information provided to the Board between meetings.

Evaluation Form

The Committee will be responsible for the distribution of the evaluation forms on annual basis. The Committee will conduct or oversee the ministerial duties to prepare, send, collect and tabulate the evaluation form and schedule necessary meetings to facilitate the evaluation. The Chairperson of the Committee may delegate this responsibility to the Company Secretary.

Outcome of Evaluation

The results of the evaluation and comments, if any, presented on the evaluation form will be reported to the Board / Committee for deliberation(s).

Communication

- i. The Board will evaluate, discuss and collate the results of the evaluation process.
- ii. The Board will meet and intimate the evaluation results to the Independent Director and the Non Independent Directors.
- iii. The Independent Director and the Non Independent Directors shall be provided an opportunity to address the Board regarding his or her final evaluation results, or submit a written response to the Board to be kept as an attachment with the written evaluation results.

Confidentiality

The discussions held during the Board meeting and the written evaluation results shall be kept confidential among those who attend the meetings.

Disclosure of the Policy

The Company shall disclose the criteria for performance evaluation in its Annual Report for better corporate governance.

General:

Any or all provisions of the this Policy would be subject to revision/ amendment as may be made from time to time in the Regulations or any other applicable law.


Annexure – D to Directors’ Report
REPORT ON CORPORATE GOVERNANCE
1. Company’s Philosophy on code of Corporate Governance:

In the era of good Corporate Governance, your Company believes in attainment of highest levels of transparency in all facets of its operations. The Company is committed to maximize the shareholders value by adopting the principles of good corporate governance in line with provisions stipulated in the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

2. Board of Directors:

The Company has an optimal combination of Executive and Non-Executive Directors including Independent Directors to maintain independence of the Board.

The details of directors including the details of their Board Directorship and Committee membership/ chairmanship as on 31st March, 2017 are given below: -

Sr No.	Name of the Director	Category	Number of Directorships held in other Companies	Number of Board Committee positions held in other Companies	
				Chairman	Member
1	Mr. Vinod Jatia, Chairman & Managing Director ¹	Non Independent (Promoter)	4	1	0
2	Mr. Vidip Jatia Director	Non Independent (Promoter) (Non-Executive)	2	-	-
3	Mr. Rishabh Kalati Director	Independent (Non-Executive)	1	-	-
4	Mrs. Shruti Jatia Director ²	Independent (Non-Executive)	NIL	-	-
5	Mrs. Namita Jatia Additional Director ³	Non Independent (Non-Executive)	2	-	-
6	Mr. Srichandra Narayanswamy Atreya Additional Director ⁴	Independent (Non-Executive)	NIL	-	-

1. Mr. Vinod Jatia was appointed as Chairman by the Board at its meeting held on March 10, 2017
2. Mrs. Shruti Jatia was appointed as an Independent Director of the Board w.e.f. March 10, 2017.
3. Mrs. Namita Jatia was appointed as Additional Director of the Board w.e.f. March 10, 2017.
4. Mr. Srichandra Narayanswamy Atreya was appointed as Additional Director (Independent) of Board w.e.f. March 10, 2017.

5. Only two committees viz. the Audit Committee and the Stakeholder Relationship Committee of all public limited companies are considered.
6. Mr. Vinod Jatia is father of Mr. Vidip Jatia and father-in-law of Mrs. Namita Jatia.

Meetings and Attendance:

During the year ended 31st March, 2017, five Board Meetings were held on the following dates: (i) May 30, 2016 (ii) July 30, 2016 (iii) October 28, 2016 (iv) February 03, 2017 and (v) March 10, 2017.

Attendance of Directors at Board Meeting and at the Annual General Meeting (AGM) (September 20, 2016)

Name of Director	No of Board Meetings attended	Whether attended AGM
Mr. R. G. N. Swamy (Resigned w.e.f February 01, 2017)	3	Yes
Mr. Vinod Jatia	5	Yes
Mr. Prateek Jatia (Resigned as Executive Director w.e.f 19.12.2016)	3	Yes
Mr. Rishabh Kalati	5	No
Mr. Vidip Jatia	5	Yes
Mrs. Shruti Jatia	5	No
Mrs. Namita Jatia	0	NA
Mr. S. N. Atreya	1	NA

Details of shares of the company held by Non Executive Directors of the Company as on 31/03/2017.

Name of Non Executive Director	No. of Shares held as on 31/03/17
Mr. Rishabh Kalati	Nil
Mr. Vidip Jatia	52,03,850
Mrs. Shruti Jatia	Nil
Mrs. Namita Jatia	36,66,100
Mr. Srichandra Narayanswamy Atreya	Nil

Separate meeting of the Independent Directors:

A meeting of the Independent Directors was held, without the attendance of Non-Independent Directors and members of the Management. All the Independent Directors were present at such meeting.

At the Meeting they reviewed following:

- The performance of Non-independent Directors and the Board as a whole.
- Assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Familiarization Programme:

The Company conducts an introductory familiarization programme whenever a new Independent Director(s) comes on the Board. The Familiarization programme enable the Independent Directors to understand the Company's business and operations in depth and to familiarize them with the process and functionalities of the Company and to assist them in performing their role as Independent Director of the Company. The Company's Policy of conducting the Familiarization programme and the familiarisation programme imparted during the year 2016-17 has been hosted on the website of the Company under the web link <http://www.supremeholdings.net/company-policies.htm>

3. Committees of the Board:**A. Audit Committee****i) Terms of reference:**

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013
 - b. Changes, if any, in accounting policies and practices and reasons for the same
 - c. Major accounting entries involving estimates based on the exercise of judgment by management.
 - d. Significant adjustments made in the financial statements arising out of audit findings
 - e. Compliance with listing and other legal requirements relating to financial statements
 - f. Disclosure of any related party transactions
 - g. Qualifications in the draft audit report
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;



18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. Review Management discussion and analysis of financial condition and results of operations;
21. Review Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
22. Review Management letters / letters of internal control weaknesses issued by the statutory auditors;
23. Review Internal audit reports relating to internal control weaknesses; and
24. Review the appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.
25. Review Statement of deviations:
 - a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of SEBI (Listing obligation and Disclosure requirement), 2015
 - b) Annual statement of funds utilized for purpose other than those stated in the offer document/prospectus/ notice in terms of Regulation 32(7) of SEBI (Listing obligation and Disclosure requirement), 2015

ii) Composition and meetings of Audit Committee:

The Audit Committee was re-constituted on March 10, 2017 consequent to change in the Board of Directors. The re-constituted Audit Committee comprises of the following Directors:

1. Mr. S. N. Atreya – Independent Director - Chairman
2. Mrs. Shruti Jatia – Independent Director - Member
3. Mr. Rishabh Kalati – Independent Director - Member
4. Mr. Vidip Jatia – Non-Independent Director - Member

The Audit Committee met four times during the year on the following dates:

- (i) May 30, 2016 (ii) July 30, 2016 (iii) October 28, 2016 iv) February 3, 2017.

The attendances of the members of the meeting were as follows:

Name of the member	Status	No of meetings attended
Mr. R. G. N. Swamy (Chairman) ¹	Independent	3
Mr. Vinod Jatia ²	Non Independent Director	4
Mr. Rishabh Kalati	Independent	4

1. Mr. R. G. N. Swamy resigned w.e.f. February 01, 2017

2. Mr. Vinod Jatia ceased to be a member of the Committee w.e.f March 10, 2017

B. Nomination & Remuneration Committee

i) Brief description of terms of reference

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of Independent Directors and the Board;
3. Devising a policy on Board diversity;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
5. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent director.

ii) Composition of Nomination & Remuneration Committee

The Nomination & Remuneration Committee was re-constituted on March 10, 2017 consequent to change in the Board of Directors. The re-constituted Nomination & Remuneration Committee comprises of the following Directors:

1. Mr. Rishabh Kalati – Independent Director - Chairman
2. Mr. S. N. Atreya – Independent Director - Member
3. Mrs. Namita Jatia – Non-Independent Director- Member

iii) Details of meeting and attendance:

Two meetings were held on May 30, 2016 & March 10, 2017. The details of attendances are as follows:

Name of the member	Status	No of meetings attended
Mr. Rishabh Kalati (Chairman)	Independent	2
Mr. R.G.N. Swamy ¹	Independent	1
Mr. Vidip Jatia	Non-Independent	2

1. Mr. R. G. N. Swamy resigned w.e.f February 01, 2017

iv) Performance evaluation criteria for independent directors:

The Nomination and Remuneration Committee has laid down the criteria for performance evaluation of Independent Directors. The framework of performance evaluation of the Independent Directors forms part as Annexure-C to Directors Report.

v) Remuneration of Directors:

The Company has not paid any remuneration to any of the Director other than sitting fees. During the year, company has paid sitting fees to Directors as under:

Mr. R. G. N. Swamy	Rs. 3,000/-
Mr. Rishabh Kalati	Rs. 5,000/-
Mr. Vidip Jatia	Rs. 5,000/-
Mrs. Shruti Jatia	Rs. 5,000/-
Mr. S. N. Atreya	Rs. 1,000/-

The Board of Directors at its meeting held on May 30, 2016, re-appointed Mr. Vinod Jatia as Managing Director for a period of 3 years from July 1, 2016 to June 30, 2019, which was approved by the shareholders at 34th AGM of the Company held on September 20, 2016.

There were no pecuniary relationships or transaction of Non-Executive Directors vis-à-vis the Company. The Company has not granted any stock option to any of its Directors. None of the Director has any fixed component and performance linked incentives based on performance criteria, also there are no provisions for notice period and payment of severance fees.

Nomination and Remuneration Policy forms part of the Directors' Report as Annexure- C.

C. Stakeholders' Relationship Committee

The Stakeholder Relationship Committee is primarily responsible to review all matters

connected with the Company's transfer of securities and redressal of investor complaints.

(a) Terms of Reference:

The brief terms of reference of the Stakeholders Relationship Committee include redressing shareholders and investor's complaints like transfer and transmission of shares, non-receipt of balance sheet, non-receipt of dividends, approving issuance of duplicate shares certificate, splitting and consolidation of shares etc.

(b) Composition

The Stakeholder Relationship Committee was re-constituted on March 10, 2017 consequent to change in the Board of Directors. The re-constituted Stakeholder Relationship Committee comprises of the following Directors:

1. Mrs. Namita Jatia – Non-Independent Director - Chairman
2. Mr. Vidip Jatia – Non-Independent Director - Member
3. Mr. Rishabh Kalati – Independent Director - Member

(c) Investor's Complaints received and resolved during the year

Received 1 complaint, resolved 1 complaint. Number of pending complaint is NIL

(d) Compliance Officer

Mr. Kailash Sharma, Company Secretary is the Compliance officer for complying with requirements of Securities Laws and Listing Agreements with Stock Exchanges.

4. General Body Meetings

The Annual General meetings of the Company during three preceding years were held at M. C. Ghia Hall, 4th Floor, Bhogilal Hargovindas Building, 18/20, K. Dubash Marg, Kala Ghoda, Mumbai – 400001 on the following dates and times, wherein following special resolutions were passed.

AGM	Year	Date, Day & Time	Brief Description of Special Resolution.
34th	2015-2016	20th September, 2016, Tuesday, 11.30 a.m.	1) Re-appointment of Mr. Vinod Jatia as Managing Director of the Company, for a period of 3 (Three) years with effect from 1st July, 2016, without any remuneration.



33rd	2014-2015	23rd September, 2015, Wednesday, 11.30 a.m.	<p>i) Appointment of Mr. Prateek Jatia as a Whole Time Director designated as Executive Director & Chief Financial Officer of the Company.</p> <p>ii) Approval of members pursuant to Section 188 of the Companies Act, 2013 for entering into related party transaction with M/s Subhkaran & Sons</p>
32nd	2013-2014	23rd September, 2014, Tuesday, 11.30 a.m.	No special Resolution was passed

No Special Resolution was passed by the Company during the financial year 2016-17 through Postal ballot. None of the business proposed to be transacted at the ensuing AGM require passing a Special Resolution through Postal Ballot.

5. Means of Communication:

The Company regularly intimates unaudited as well as audited financial results to the Stock Exchange immediately after they are taken on record by the Board. These financial results are normally published in the Business Standard (English newspaper) and Mumbai Lakshadeep (Marathi newspaper). The results are not sent individually to the shareholders.

The quarterly/annual results as well as any official news release of the Company are promptly displayed on the website of the Company www.supremeholdings.net

The Company has designated the following E-mail ID exclusively for investor servicing. - investors@supremeholdings.net

6. Other Disclosures:

i. Whistle Blower policy

The Company promotes ethical behaviour in all its business activities and has put in place a mechanism for reporting illegal or unethical behaviour. The Company has a Vigil mechanism and Whistle blower policy under which the employees are free to report violations of applicable laws and regulations and the Code of Conduct. No personnel has been denied access to the Audit Committee. The reportable matters may be disclosed to the Audit Committee of the Board of Directors

of the company. The Whistle Blower policy is hosted on the website of the Company under the web link <http://www.supremeholdings.net/company-policies.htm>

ii. Related Party Transaction

The Company has not entered into any transaction of material nature with the promoters, the directors or the management, their subsidiary or relative etc. that may have any potential conflict with the interests of the Company. The policy on related party transaction is hosted on the website of the Company under the web link <http://www.supremeholdings.net/company-policies.htm>

iii. Subsidiary of the Company

The Company has one Wholly owned Subsidiary – “Helmet Traders Ltd”. The policy determining material subsidiary is hosted on the website of the Company under the web link <http://www.supremeholdings.net/company-policies.htm>

iv. Compliance

The Company has complied with the requirements of the Stock Exchanges, SEBI and other statutory authorities on all matters related to capital markets during the last three years.

No penalties or strictures have been imposed on the Company by the Stock Exchanges or SEBI or any other statutory authorities.

v. Adoption of Mandatory and Non mandatory requirements

The Company has complied with all mandatory requirements of Corporate Governance under SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015. The Company has adopted following non-mandatory requirements as per Part-E of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

- The internal Auditor directly reports to the Audit Committee.

7. Code of Conduct

The Board of Directors have laid down a code of conduct for all Board Members and senior management of the company. The Board Members and senior management personnel have affirmed their compliance with the code of conduct for the year under review. Declaration to this effect signed by the Managing Director is annexed to this report.

8. CEO and CFO Certification

In terms of the Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the certification by the CEO (Managing Director) and CFO on the financial Statements and internal controls relating to financial reporting for the financial year 2016-17 has been obtained.

9. Compliances with Corporate Governance

The Company has complied with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-sections of 46 of SEBI ((Listing Obligation and Disclosure requirement) Regulations, 2015.

10. General Shareholder Information**(a) Annual General Meeting**

Date, Time & Venue : Please refer to the notice of Annual General

(b) Book Closures: Meeting being sent along with Annual Report.**(c) Financial Calendar for 2017-2018 (Tentative)**

Financial Year Ending : 31st March

First Quarter Results : Within 76 days from the close of the quarter

Second Quarter Results : Within 75 days from the close of the quarter

Third Quarter Results : Within 45 days from the close of the quarter

Fourth Quarter Results : Within 60 days from the close of the quarter

(d) Listing of Equity Shares

The Company's shares are listed on the BSE Limited. The listing fees for the year 2017-18 have been paid to the aforesaid Stock Exchange.

(e) Management Discussion and Analysis Report forms part of the Report of the Directors.**(f) Dividend Payment Date:**

No Dividend was declared during the financial year 2016-17.

(g) Stock Code :

BSE Limited - 530677

Under depository system, the International Securities Identification Number (ISIN) allotted to the Company's share is INE 822E01011

Stock Market Price for the Year

Month	BSE		BSE SENSEX
	HIGH (RS.)	LOW (RS.)	CLOSING
April-2016	48.00	43.15	25,606.62
May-2016	42.00	39.00	26,667.96
June-2016	44.90	41.00	26,999.72
July-2016	40.00	40.00	28,051.86
August-2016	40.00	36.00	28,452.17
September-2016	34.20	31.00	27,865.96
October-2016	36.45	29.75	27,930.21
November-2016	34.35	30.40	26,652.81
December-2016	33.00	27.95	26,626.46
January-2017	31.00	26.00	27,655.96
February-2017	32.40	28.10	28,743.32
March-2017	29.30	26.20	29,620.50

(h) Registrar and Transfer Agents

The Company has appointed M/s. Sharex Dynamic (India) Pvt. Ltd., as its Registrar and Transfer Agents, Correspondence Address : M/s. Sharex Dynamic (India) Pvt. Ltd. Unit -1, Luthra Ind. Premises, AndheriKurla Road, Safed Pool, Andheri (E), Mumbai - 400 072.

(i) Share Transfer System

Presently the share transfers which are received in physical form are processed and the share certificates returned within a period of 10 to 15 days from the date of receipt, subject to the documents being valid and complete in all respects. The Demat requests are processed and completed within an average period of 15 days from the date of receipt, provided they are otherwise in order.

(j) Dematerialization of Shares

The Company's Shares are traded in the Stock Exchange in Demat mode. As on 31.03.2017: 2,62,72,668 Equity Shares of the Company forming 74.06% of the total shares of the company, stand dematerialized. It is advised to those Shareholders, who still hold the shares in physical form, to get their shares converted to DEMAT, to avail various advantages such as quick delivery on transfers, minimizing the risk of loss in transit, bad deliveries etc.

(k) Information on Deviation from Accounting Standard, if any

There has been no deviation from the Accounting Standards in preparation of annual accounts for the financial year 2016-17

(l) Outstanding GDRs/ ADRs/ Warrants or any convertible instruments Conversion date and likely impact on the Equity:-
Not Applicable



(m) Commodity price risk or foreign exchange risk and hedging activities:

Not Applicable

(n) Distribution of Shareholding as on March 31, 2017.

No. of Equity Shares Held	No. of Share-holders	Percentage of Share-holders (%)	No. of Shares Held	Percentage of Share-holding (%)
Up to 500	1254	82.18	244129	0.69
501 to 1000	107	7.01	86237	0.24
1001 to 5000	94	6.16	178311	0.5
5001 to 10000	22	1.44	160001	0.45
10001 to 100000	31	2.03	886975	2.5
100001 & Above	18	1.18	33921200	95.62
	1526	100%	35476853	100%

(o) Shareholding Pattern as on March 31, 2017.

Category	No. of Shares Held	Percentage of Shareholding (%)
Promoters	2,26,47,564	63.84
Private Corporate Bodies	20,20,410	5.69
Indian Public	17,09,517	4.82
NRIs/OCBs	90,06,387	25.39
Clearing Members	92,975	0.26
GRAND TOTAL	3,54,76,853	100%

Address for Correspondence

Registered Office:

1, Pearl Mansion (N),
91, M. Karve Road,
Mumbai – 400 020.
CIN - L67120MH1982PLC026924
Tel: 022 - 22006969 • Fax: 022 - 22008246
Website: www.supremeholdings.net
Email: investors@supremeholdings.net

Registrar & Share Transfer Agent :

Sharex Dynamic (India) Pvt. Ltd.
Unit -1, Luthra Ind. Premises,
Andheri Kurla Road,
Safed Pool, Andheri (E),
Mumbai – 400 072.
Tel: 022 2851 5606 / 022 2851 5644
022 2264 1376 / 022 2270 2485
Fax: 022 28512885 / 022 2264 1349
Email : investor@sharexindia.com

For and on behalf of the Board

Vidip Jatia
Chairman & Managing Director

Place: Mumbai
Date: 30th May, 2017

Auditors' Certificate on Corporate Governance

To,
The Members,
Supreme Holdings & Hospitality (India) Limited

We have examined the compliance of conditions of Corporate Governance by Supreme Holdings & Hospitality (India) Limited, for the year ended on 31st March, 2017, as mentioned in Regulation 27 and other related Corporate Governance Regulations of the SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015 of the said Company with Stock Exchange.

The compliance of conditions of Corporate Governance is the responsibility of the Company's Management. Our examination has been limited to a review of the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of the Corporate Governance as mentioned in Regulation 27 and other related Corporate Governance Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as mentioned in Regulation 27 and other related Corporate Governance Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

We state that such compliance is neither an assurance as to future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For K C P L And Associates LLP,
Chartered Accountants
Firm Reg. No. 119223W/W100021

Rakesh Agarwal
Partner
M. No.:170685

Place: Mumbai
Date: 30th May, 2017

CEO / CFO CERTIFICATE**[Regulation 17(8) of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015]**

To,
The Board of Directors
Supreme Holdings & Hospitality (India) Ltd

1. We have reviewed financial statements and the cash flow statement of Supreme Holdings & Hospitality (India) Limited for the year ended 31st March, 2017 and to the best of our knowledge and belief:
 - (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Company's internal control systems pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.
4. We have indicated to the Auditors and the Audit Committee:
 - (i) that there are no significant changes in internal control over financial reporting during the year;
 - (ii) that there are no significant changes in accounting policies during the year; and
 - (iii) that there are no instances of significant fraud of which we have become aware.

(Prateek Jatia)
Chief Financial Officer

(Vidip Jatia)
Chairman & Managing Director

Date: 30.05.2017

CERTIFICATE ON COMPLIANCE WITH CODE OF CONDUCT

In terms of Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per 'affirmation of compliance' letter received from the Directors and the members of senior managerial personnel of the Company, I hereby declare that members of board of directors and senior management personnel have affirmed compliance with the code of conduct for board of directors and senior management during the financial year 2016-17.

For and On Behalf of the Board of Directors

Place: Mumbai
Dated: 30.05.2017

Vidip Jatia
Chairman & Managing Director



**Annexure - E To Directors' Report
SECRETARIAL AUDIT REPORT**

For the financial year ended March 31, 2017

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members

**Supreme Holdings & Hospitality (India) Limited
1, Pearl Mansion (N), 91, Maharshi Karve Road,
Mumbai – 400 020.**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Supreme Holdings & Hospitality (India) Limited (hereinafter called the Company).

Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31 March 2017 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2017 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable: —
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

I have also examined compliances with the applicable clauses of the following, to the extent applicable:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India;
- (ii) The Listing Agreements entered into by the Company with Stock Exchanges;
- (iii) Water (prevention & control of pollution) Act, 1974
- (iv) Air (prevention & control of pollution) Act, 1981
- (v) Environment protection Act, 1986
- (vi) Payment of Gratuity Act, 1972
- (vii) Maharashtra Ownership of Flats Act, 1963

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

I, further, report that there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

CS Shival Maurya
ACS No. 37655
C P No: 14053

Place: Mumbai
Date: 30.5.2017

This report is to be read with my letter of even date which is annexed as Annexure-A and forms an integral part of this report.

'Annexure A'

**To,
The Members
Supreme Holdings & Hospitality (India) Limited
1, Pearl Mansion (N), 91, Maharshi Karve Road,
Mumbai – 400 020.**

My report of even date is to be read along with this letter

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices followed provided a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Book of Accounts of the Company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulation, standards is the responsibility of management. My examination was limited to the verification of procedures on the test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**CS Shivlal Maurya
ACS No. 37655
C P No: 14053**

Place: Mumbai
Date: 30th May, 2017

**INDEPENDENT AUDITORS REPORT****Report on the Financial Statements**

We have audited the accompanying Financial Statements of **Supreme Holdings & Hospitality (India) Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Financial Statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these Financial Statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Financial Statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Financial Statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Financial Statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Financial Statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the Financial Statements.

We believe that the audit evidence we have obtained is sufficient

and appropriate to provide a basis for our audit opinion on the Financial Statements.

Basis of Qualification

The Company has made provision for gratuity as per current employee and salary instead of recognizing liability as per the present value of defined benefit obligation at the balance sheet date calculated on the basis of actuarial valuation in accordance with Accounting Standard 15 "Employee Benefits". The Consequential impact of adjustment, if any owing to this non compliance on the financial statement is presently not ascertainable.

Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us, read with the notes thereon, except for the possible effects describe in the basis for qualification, the above said Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2017;
- b) in the case of the Statement of Profit and Loss, of the loss for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by section 143(3)) of the Act, we report that:

- a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
- c) the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- d) Except for the possible effects describe in the basis for qualification, in our opinion, the aforesaid Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- e) On the basis of written representations received from the directors as on 31 March, 2017, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2017, from being appointed as a director in terms of Section 164(2) of the Act;

- f) As required under sub-clause (i) of the said section, we give report on Internal Financial Control in the "Annexure B" to this report; and
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule-11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i) The Company does not have any pending litigations which would impact its financial position.
 - ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii) There were no amounts which required to be transferred to the Investor Education and Protection Fund.
 - iv) The Company had provided requisite disclosures in its financial statement in Note No. 33 as to holding as well as dealing in specified bank notes during the period from 08th November, 2016 to 30th December, 2016 and the same are in accordance with the books of accounts maintained by the Company.

For K C P L And Associates LLP
Chartered Accountants
Firm Regn. No.: 119223W / W100021

Rakesh Agarwal
Partner
M. No. : 170685

Place: Mumbai
 Date: 30th May, 2017

Annexure 'A' to Auditors Report

Annexure referred to in Independent Auditors' Report to the members of **Supreme Holdings & Hospitality (India) Limited** ("the Company") on the financial statements for the year ended 31st March, 2017, we report that:

- (i) a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- b) The Company has a phased programme of physical verification of fixed assets which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this programme the fixed assets in the Company were physically verified by the Management during the year and no material discrepancies were noticed on such verification.
- c) As per information and explanation provided to us and on the basis of our examination of records produced us for verification by the Company, the title deeds of immovable properties are held in the name of the Company.
- (ii) The inventories have been physically verified by the management at reasonable interval and discrepancies noticed on verification between physical stock & book stock were not material and have been properly dealt with in the books of accounts.
- (iii) The Company has granted unsecured loan to one party, its wholly owned subsidiary company, covered in the register maintained under section 189 of the Companies Act, 2013 on call basis.
 - a) The said loan is interest free and other terms and conditions on which the loan has been granted are prima facie, not prejudicial to the interest of the Company.
 - b) In view of our comments in Para (iii) (a) the loan is given on call basis, clause (iii) (b) and clause (iii) (c) of the Order is not applicable.
- (iv) According to the information and explanations provided to us, the Company has not given any loan or guarantee or security to/ for any person or entity covered under provisions of section 185 of the Companies Act, 2013 after the enactment thereof.

According to information and explanation provided to us, loans given, security provided and investments done by the Company are in compliance with the provisions of section 186 of the Companies Act, 2013, wherever applicable.
- (v) As per the information and explanation given to us, the Company has not accepted any deposits from the public and consequently, the directives issued by the Reserve Bank of India, the provision of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and rules made there under are not applicable.



(vi) In our opinion, as per the explanation and information provided to us, requirement regarding maintenance of cost records under sub section (1) of section 148 of the Companies Act, 2013 does not apply to the company.

(vii) a) According to the information and explanation given to us and on the basis of our examination of records of the Company, amounts deducted/ accrued in the books of accounts in respect of undisputed statutory dues including provident fund, employees state insurance, income-tax, sales tax, service tax, duty of custom, duty of excise, value added tax, cess and any other statutory dues have been regularly deposited during the year by the Company with the appropriate authorities.

According to the information and explanation given to us, no undisputed amounts payable in respect of provident fund, employees state insurance, income-tax, sales tax, service tax, duty of custom, duty of excise, value added tax, cess and any other statutory dues were in arrear as at 31st March, 2017 for a period of more than six months from the date they became payable.

b) According to the information and explanation given to us and on the basis of our examination of books of accounts, there are no dues of income tax, sales tax, service tax, duty of custom and duty of excise and value added tax as at the end of financial year, which have not been deposited on account of any dispute.

Sr. No.	Name of Statute	Amount (Rs.)	Period to which the amount relates	Forum where dispute is pending
1.	Income Tax	3,28,840/-	Assessment Year 2009-10	CIT (Appeal)

* Rs. 1,64,500/- has been deposited against the same demand.

(viii) According to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowing to financial institutions, bank, government and dues to debentures holders, wherever availed.

(ix) In our opinion and according to the information and explanations given to us, the Company has not raised any money by way of initial public offer or further public offer during the year under audit. Further the Company has not raised money by way of term loan during the year.

(x) According to information and explanation given to us, no fraud by the Company or on the Company by its officers or employee has been noticed or reported during the year course of our audit.

(xi) In our opinion and according to the information and explanations given to us, the Company has not provided or paid managerial remuneration in terms of provisions of section 197 read with Schedule V of the Companies

Act, 2013 hence clause (xi) of the Order is no applicable.

(xii) The company is not a Nidhi Company, hence clause (xii) of the Order is not applicable.

(xiii) In our opinion and according to the information and explanations provided to us, all the transactions with related parties are in compliance with section 177 and 188 of the Companies Act, 2013 wherever applicable and the details has been disclosed in the financial statements etc., as required by the applicable accounting standards.

(xiv) In our opinion and according to the information and explanations provided to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures under section 42 of the Companies Act, 2013, hence clause (xiv) of the Order is not applicable.

(xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him, thus provision under section 192 of the Companies Act, 2013 are not applicable at Company, hence clause (xv) of the Order is not applicable.

(xvi) In our opinion and according to the information and explanations given to us, the Company is not required to be registered under section 45-IA of Reserve Bank of India Act, 1934.

For K C P L And Associates LLP
Chartered Accountants
Firm Regn. No.: 119223W / W100021

Rakesh Agarwal
Partner
M. No. : 170685

Place: Mumbai

Date: 30th May, 2017

Annexure 'B' to Auditors Report**ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF SUPREME HOLDINGS & HOSPITALITY (INDIA) LIMITED.****Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of **Supreme Holdings & Hospitality (India) Limited** ("the Company") as of March 31, 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India". These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material Misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were commensurate with the nature of the business of the Company and operating effectively as at March 31, 2017, based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India".

For K C P L And Associates LLP
Chartered Accountants
Firm Regn. No.: 119223W / W100021

Rakesh Agarwal
Partner
M. No. : 170685

Place: Mumbai
 Date: 30th May, 2017

**Balance Sheet as at 31st March, 2017****(Amount in INR)**

Particulars	Note	As at 31.03.2017	As at 31.03.2016
<u>I. EQUITY AND LIABILITIES</u>			
Shareholder's Fund			
(a) Share Capital	2	354,768,530	354,768,530
(b) Reserves & surplus	3	380,641,259	388,222,952
Non -Current Liabilities			
(a) Long Term Provisions	4	1,856,538	718,472
(b) Long Term Borrowings	5	-	359,542,414
Current Liabilities			
(a) Short Term Borrowings	6	471,907,926	239,821,490
(b) Trade Payables	7	8,085,333	28,507,058
(c) Other Current Liabilities	8	160,396,946	37,114,044
(d) Short Term Provisions	9	109,183	29,267
		1,377,765,715	1,408,724,227
<u>II. ASSETS</u>			
Non -Current Assets			
(a) Fixed Assets	10		
(I) Tangible Assets		69,355,467	68,691,702
(b) Non-Current Investments	11	1,492,000	1,492,000
(c) Long Term Loans & Advances	12	9,876,942	5,453,124
(d) Deferred Tax Assets	13	10,767,960	6,499,153
Current Assets			
(a) Inventories	14	1,135,636,584	969,129,530
(b) Cash and Bank Balances	15	12,694,370	13,162,718
(c) Trade Receivables	16	4,141,673	-
(d) Current Investments	17	81,156,954	-
(e) Short -Term Loans and Advances	18	51,961,261	343,668,429
(f) Other Current Assets	19	682,504	627,571
		1,377,765,715	1,408,724,227
Summary of Significant Accounting Policies	1A-1B		
Notes on Financial Statements	2-34		

As per our Report of even date
For K C P L And Associates LLP
Chartered Accountants
Firm Regn. No. 119223W/W100021

For and on behalf of the Board

Vidip Jatia

Managing Director

Namita Jatia

Director

Prateek Jatia

Chief Financial Officer

Kailash Sharma

Company Secretary

Rakesh Agarwal
Partner
M.No. 170685

Place : Mumbai
Date : 30/05/2017

Place: Mumbai
Date : 30/05/2017

Statement of Profit and Loss for the Year Ended on 31st March, 2017 (Amount in INR)

Particulars	Note	Year Ended 31.03.2017	Year Ended 31.03.2016
Revenue from Operations	20	59,753,948	-
Other Income	21	2,238,866	2,423,343
Total Revenue		61,992,814	2,423,343
Expenses :			
(Increase) / Decrease in Stock	22	(166,507,055)	(192,853,678)
Construction Cost incurred during the year		219,453,739	192,853,678
Personnel Expenses	23	2,615,566	1,498,531
Depreciation	10	21,000	14,508
Administrative and Other Expenses	24	18,260,063	1,072,440
Total Expenses		73,843,313	2,585,479
Profit/(Loss) before Extraordinary Items and Taxes		(11,850,499)	(162,136)
Extraordinary Items			
a. Prior Period Items		-	-
Profit/(Loss) Before Tax		(11,850,499)	(162,136)
Tax Expenses			
1) Current Tax		-	-
2) Deferred Tax		(4,268,807)	(290,985)
3) Taxes of Earlier Years		-	185,693
Profit/(Loss) for the year		(7,581,692)	(56,844)
Earning per Equity Share	27		
Basic & Diluted		(0.21)	(0.00)
Summary of Significant Accounting Policies	1A-1B		
Notes on Financial Statements	2-34		

As per our Report of even date
For K C P L And Associates LLP
Chartered Accountants
Firm Regn. No. 119223W/W100021

For and on behalf of the Board

Vidip Jatia

Managing Director

Namita Jatia

Director

Prateek Jatia

Chief Financial Officer

Kailash Sharma

Company Secretary

Rakesh Agarwal
Partner
M.No. 170685

Place : Mumbai
Date : 30/05/2017

Place: Mumbai
Date : 30/05/2017

**Cash Flow Statement for the Year Ended 31st March, 2017** (Amount in INR)

Particular	Year Ended 31.03.2017	Year Ended 31.03.2016
(A) Cash Flow from Operating Activities		
Net Profit/(Loss) before Tax and extra-ordinary items	(11,850,499)	(162,136)
Adjustment for:		
Depreciation	21,000	14,508
Depreciation on assets pertaining to inventory WIP	338,555	286,708
Loss / (Profit) on Sale of Fixed Assets	-	(2,316,631)
Employment Benefits	1,138,066	346,497
Interest Income	1,081,912	(106,712)
Operating Profit Before Working Capital Changes	(9,270,966)	(1,937,767)
Adjustment for :		
Long Term Advances	(4,423,818)	(3,476,372)
Other Current Assets	(54,933)	(69,642)
Trade Receivables	(4,141,674)	-
Short Term Loans and Advances	3,392,000	(3,386,001)
Advance to Contractors / Suppliers	289,771,282	(332,141,068)
Inventories	(166,507,055)	(192,848,411)
Short Term Provision	79,916	-
Trade Payable	(20,421,725)	28,315,133
Other Current Liabilities	123,282,902	36,513,795
Cash Generated from Operations	211,705,929	(469,030,332)
Direct Taxes Paid	(1,536,114)	(387,349)
Net Cash from operating activities	(A) 210,169,815	(469,417,681)
(B) Cash Flow from Investing Activities		
Purchase / Addition of Fixed Assets	(1,023,319)	(322,620)
Sales of Fixed Assets	-	3,360,000
Interest Income	(1,081,912)	106,712
Investments in MF	(81,156,954)	-
Security Deposits	-	-
Net Cash used in investing activities	(B) (83,262,185)	3,144,092
(C) Cash Flow from Financing Activities		
Loans to Subsidiary	80,000	200,000
Short Term Borrowings	232,086,436	118,584,509
Long Term Borrowings	(359,542,414)	358,542,414
Net Cash used in Financing Activities	(C) (127,375,978)	477,326,923
Net increase (decrease) in Cash & Cash Equivalents	(A)+(B)+(C) (468,348)	11,053,334
Cash and Cash Equivalents:		
Opening Balance at the beginning of the year	13,162,718	2,109,384
Closing Balance at the end of the year	12,694,370	13,162,718
	468,348	(11,053,334)

Note:

- The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Accounting Standards -3 on Cash Flow Statement.
- Cash and Cash Equivalents at the end of the year consists of Cash in Hand and Balances with Banks and are net of Short Terms Loans and Advances from Banks as follows:

Particulars	As on 31.03.2017	As on 31.03.2016
Cash in Hand	147,558	159,020
Balances with Banks	12,546,812	13,003,698
	12,694,370	13,162,718

- The Previous years figures have been regrouped and rearranged where ever necessary in order to confirm to current years presentations.

As per our Report of even date
For K C P L And Associates LLP
Chartered Accountants
Firm Regn. No. 119223W/W100021

Rakesh Agarwal
Partner
M.No. 170685

Place : Mumbai
Date : 30/05/2017

For and on behalf of the Board
Vidip Jatia

Namita Jatia

Prateek Jatia

Kailash Sharma

Place: Mumbai
Date : 30/05/2017

Managing Director

Director

Chief Financial Officer

Company Secretary

Notes to the Financial Statements for the year ended 31st March, 2017

Note 1A Corporate Information

The Supreme Holdings & Hospitality (India) Limited (the company) is a public limited company domiciled in India and incorporated under the provisions of Companies Act 1956. The company is engaged in hospitality and constructions of commercial and residential complex activities.

Note 1B Significant Accounting Policies

a) Basis of preparation of Financial Statement:

The Company follows the mercantile system of accounting and recognizes income and expenditure on accrual basis. The accounts are prepared on historical cost basis as a going concern and are consistent with generally accepted accounting principles.

b) Use of Estimates:

The Preparation of financial statements in conformity with generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities on the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Differences between actual results and estimates are recognized in the period in which the results are known or materialized.

c) Revenue Recognition:

Revenue from sale of properties by legally binding contracts is recognized on the transfer of significant risks and rewards of ownership to the customer when it is not unreasonable to expect ultimate collection and no significant uncertainty exists regarding the amount of consideration.

Revenue from such contracts are recognized under the percentage of completion method to the extent it is possible that the economic benefits will flow to the Company and the revenue can be reliably measured.

Contracts revenues represent the aggregate amount of sale price for agreements entered into and are accrued based on the percentage that the actual construction costs incurred until the reporting date bears to the total estimated construction costs to completion as in with terms specified in guidance note on Accounting for Real Estate Transactions.

The Company follows the accrual basis of accounting except in dividend, payment of bonus and insurance claims where the same are recorded on the basis of ascertainment of rights or obligation.

d) Fixed Assets:

Tangible Assets : Fixed Assets are stated at cost of acquisition less accumulated depreciation. The cost includes taxes, duties, freight, installation, start-up and commissioning expenses and other preoperative expenses and other direct and allocated expenses of bringing the assets to working condition for its intended use.

e) Depreciation:

i. Depreciation on Fixed Assets is provided on "Straight Line Method" in the manner prescribed in Schedule-II to the Companies Act, 2013.

ii. Depreciation on additions / deductions of assets during the year is provided on a pro-rata basis.

f) Investments:

Long term investments are stated at cost. A provision for diminution is made to recognize a decline, other than temporary, in the value of long term investment.

g) Inventories:

Cost of work in progress includes all costs directly related to the project and other expenditure as identified by the Management which are incurred for the purpose of executing and securing the completion of the project (net of incidental recoveries/receipts).



Notes to the Financial Statements for the year ended 31st March, 2017

h) Retirement Benefits:

The liability of gratuity is ascertained and provided on the basis and method as prescribed under the Payment of Gratuity Act.

i) Foreign Currency Transactions:

All transactions in foreign currency are recorded at the rates of exchange prevailing on the dates when the relevant transactions take place. Monetary assets and liabilities in foreign currency, outstanding at the close of the year, are converted in Indian Currency at the appropriate rates of exchange prevailing on the date of the Balance Sheet.

j) Taxes on Income:

(i) Provision for current income-tax is recognized in accordance with the provision of Indian Income-tax Act, 1961 and is made annually based on the tax liability after taking credit for tax allowances and exemptions.

(ii) Deferred tax assets and liabilities are recognized for the future tax consequences attributable to timing differences that result between the profits offered for income taxes and the profits as per the financial statements. Deferred tax assets and liabilities are measured using the tax rates and the tax laws that have been enacted or substantially enacted at the balance sheet date. Deferred tax Assets are recognized only to the extent there is reasonable certainty that the assets can be realized in the future. Deferred Tax Assets are reviewed as at each Balance Sheet date.

k) Provisions, contingent liabilities and contingent assets:

Estimation of the probability of any loss that might be incurred on outcome of contingencies on basis of information available up to the date on which the financial statements are prepared. A provision is recognized when an enterprise has a present obligation as a result of a past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are determined based on management estimates required to settle the obligation at the balance sheet date, supplemented by experience of similar transactions. These are reviewed at each balance sheet date and adjusted to reflect the current management estimates. In cases where the available information indicates that the loss on the contingency is reasonable possible but the amount of loss cannot be reasonably estimated, a disclosure to this effect is made in the financial statements. In case of remote possibility neither provision nor disclosure is made in the financial statement. The company does not account for or disclose contingent asset, if any.

l) Earnings Per Share:

The company records basic and diluted Earnings Per Share (EPS) in accordance with Accounting Standard 20 Earnings per share. Basic EPS is computed by dividing the net profit or loss for the year available for the year for equity share holders by the weighted average no of equity shares outstanding during the year. Diluted EPS is computed by dividing the net profit or loss for the year by the weighted average number of equity shares outstanding during the year as adjusted for the effect of all dilutive potential equity shares, except where the results are anti-dilutive.

Note 2 Share Capital

Particulars	31.03.2017	31.03.2016
a) <u>Authorized Share capital</u>		
4,00,00,000 number of Equity Shares (Previous Year 4,00,00,000) of Rs. 10 each.	400,000,000	400,000,000
b) <u>Issued, Subscribed & Paid up</u>		
3,54,76,853 (Previous Year 3,54,76,853) Equity Shares of Rs. 10 each (Previous Year Rs. 10 each) fully subscribed and paid up		
Opening Balance	354,768,530	354,768,530
Issued during the year	-	-
	354,768,530	354,768,530

Notes to the Financial Statements for the year ended 31st March, 2017

(i) Following shareholders are holding more than 5% shares:

Sr. No.	Name of Shareholder	31.03.2017		31.03.2016	
		No. of Shares	%	No. of Shares	%
a)	Jumbo Bright Group Ltd	9,005,885	25.39	9,005,885	25.39
b)	Vinod Jatia	5,187,200	14.62	5,187,200	14.62
c)	Nita Jatia	100	0.00	5,045,950	14.22
d)	Prateek Jatia	1,089,700	3.07	4,755,800	13.41
e)	Vidip Jatia	5,203,850	14.67	158,000	0.45
f)	Namita Prateek Jatia	3,666,100	10.33	-	-
g)	Vinod Kumar Jatia HUF	4,663,600	13.15	4,663,600	13.15

(ii) Aggregate number of equity shares issued for consideration other than cash during the period of five year immediately preceding the year in which balance sheet was prepared :

Pursuant to amalgamation of Jatia Hotels & Resorts Private Limited and Royalways Trading & Investment Service Private Limited with the company, the company has allotted 2,66,82,553 Equity Share of Rs.10 Each during the year 2011-12 to the share holders of Jatia Hotels & Resorts Private Limited and Royalways Trading & Investment Services Private Limited.

(iii) Term/ right attached to equity:

The company has only one class of share capital namely Ordinary Shares having par value of Rs. 10/- per share. Each holder of Ordinary Shares is entitled to one vote per share. In the event of liquidation of the company, the holders of Ordinary Shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of Ordinary Shares held by the shareholder.

Note 3 Reserve and Surplus

Particulars	31.03.2017	31.03.2016
a) Capital Reserves	277,150	277,150
b) Securities Premium Account	331,835,751	331,835,751
c) General Reserve	9,006,095	9,006,095
d) <u>Profit & Loss Account</u>		
Balance as per last Financial Statements	47,103,955	47,160,800
Add : Profit / (Loss) for the year	(7,581,692)	(56,844)
Closing Balance	39,522,263	47,103,956
	380,641,259	388,222,952

Note 4 Long term Provisions

Particulars	31.03.2017	31.03.2016
Provision for Gratuity	1,856,538	718,472
	1,856,538	718,472

Note 4.1 Company has provided provision for gratuity as per Payment of Gratuity Act.

**Notes to the Financial Statements for the year ended 31st March, 2017****Note 5 Long term Borrowings**

Particulars	31.03.2017	31.03.2016
Secured Borrowings		
Term Loan	-	359,542,414
Less: Current Maturities of Long Term Debts	-	-
	-	359,542,414

Terms of Borrowings:

The terms and condition of the term loan are as under

- 1 Interest Rate: 2.75% (Bank's spread) over Base Rate
- 2 Moratorium Period: Moratorium period of 2 years
- 3 Repayment: 9 unequal quarterly instalments
- 4 Security: The term loan is secured by exclusive charge by way of Equitable Mortgage of project land, superstructure, material at site & work in progress and hypothecation of movable assets, receivables and other assets.

The term loan is further secured by personal guarantee of Vinod Jatia, Prateek Jatia and Vidip Jatia.

Note 6 Short term Borrowings

Particulars	31.03.2017	31.03.2016
Unsecured Borrowings		
Intercompany Deposits from Other Parties	471,907,926	239,821,490
	471,907,926	239,821,490

Note 7 Trade Payables

Particulars	31.03.2017	31.03.2016
Trade Payables	8,085,333	28,507,058
	8,085,333	28,507,058

Note 8 Other Current Liabilities

Particulars	31.03.2017	31.03.2016
a) Advance from Customers	148,267,540	35,180,947
b) Advance against sale of capital assets	10,000,000	-
c) Other Payables	389,601	748,653
d) Statutory Dues Payable	1,739,805	1,184,444
	160,396,946	37,114,044

Note 9 Short Term Provisions

Particulars	31.03.2017	31.03.2016
Provision for Leave Encashment	109,183	29,267
	109,183	29,267

Notes to the Financial Statements for the year ended 31st March, 2017

Note 10 Fixed Assets

Description	Gross Block				Depreciation /Amortization				Net Block	
	As at 01.04.2016	Additions	Deletions/ Conversions	As at 31.03.2017	Up to 01.04.2016	Adjusted for the year	Deletion during the year	Up to 31.03.2017	Total as at 31.03.2017	Total as at 31.03.2016
I. Tangible Assets										
Land	67,590,336	-	-	67,590,336	-	-	-	-	67,590,336	67,590,336
Office Equipment	209,115	-	-	209,115	192,278	6,379	-	198,657	10,459	16,838
Computers	294,108	-	-	294,108	279,403	-	-	279,403	14,705	14,705
Motor Cycle	48,750	-	-	48,750	20,175	4,633	-	24,808	23,942	28,575
Motor Car		1,023,319		1,023,319		9,988		9,988	1,013,331	-
Sub-Total (A)	68,142,309	1,023,319	-	69,165,628	491,856	21,000	-	512,856	68,652,773	67,650,454
Tangible Assets pertaining to Inventory WIP										
Office Equipment	253,715	-	-	253,715	130,350	32,801	-	163,151	90,564	123,365
Computers	445,770	-	-	445,770	148,821	115,311	-	264,132	181,638	296,949
Furniture	68,376	-	-	68,376	34,161	8,063	-	42,224	26,152	34,215
Motor Vehicles	39,375	-	-	39,375	29,617	3,746	-	33,363	6,012	9,758
Transformer	1,238,660	-	-	1,238,660	661,697	178,634	-	840,331	398,329	576,963
Sub-Total (B)	2,045,896	-	-	2,045,896	1,004,646	338,555	-	1,343,201	702,694	1,041,249
Total (A+B)	70,188,205	1,023,319	-	71,211,524	1,496,502	359,555	-	1,856,057	69,355,467	68,691,703
Previous Year	70,908,954	322,620	1,043,369	70,188,205	1,195,286	301,216	-	1,496,502	68,691,702	69,713,666

**Notes to the Financial Statements for the year ended 31st March, 2017****Note 11 Non Current Investment**

Particulars	31.03.2017	31.03.2016
(A) Quoted		
a) Investment in Equity Instruments		
100 shares of Apple Credit Corporation Ltd (Previous Year : 100) of FV 10 each.	3,633	3,633
50 shares of Chokani International Ltd (Previous Year : 50) of FV 10 each.	500	500
200 shares of Chokani Global Express Ltd (Previous Year : 200) of FV 10 each.	2,000	2,000
8,700 shares of CVIL Infra Ltd (Previous Year : 8,700) of FV 10 each.	52,907	52,907
200 shares of Margo Finance Ltd (Previous Year : 200) of FV 10 each.	1,514	1,514
200 shares of Mewar Marbles Ltd (Previous Year : 200) of FV 10 each.	2,000	2,000
40 shares of Saurashtra Chemicals Ltd (Previous Year : 40) of FV 10 each.	2,367	2,367
14,730 shares of Washington Software Ltd (Previous Year : 14,730) of FV 10 each.	438,476	438,476
	503,397	503,397
Less: Provision for diminution in value of Investment	503,397	503,397
Sub Total (A)	-	-
Aggregate Market Value of Quoted Investment	2,400	3,090
(B) Unquoted		
a) Investment in Subsidiary		
1,49,200 Equity Shares of Helmet Traders Ltd	1,492,000	1,492,000
Sub Total (B)	1,492,000	1,492,000
Total (A+B)	1,492,000	1,492,000

Note 12 Long Term Loans & Advances

Particulars	31.03.2017	31.03.2016
Unsecured, considered good		
a) Security Deposits	1,131,000	1,131,000
b) Cenvat Credit Receivable	8,720,942	4,297,124
c) Vat Receivable	25,000	25,000
	9,876,942	5,453,124

Note 13 Deferred Tax Assets

Particulars	31.03.2017	31.03.2016
a) Fixed Assets	1,798,738	2,100,206
b) Employee Benefits Expenses	607,408	231,052
c) Loss Carried Forwarded	8,361,814	4,167,895
	10,767,960	6,499,153

Notes to the Financial Statements for the year ended 31st March, 2017

Note 14 Inventories

Particulars	31.03.2017	31.03.2016
Work in Progress		
Land	414,903,060	414,903,060
Project Development Expenses	720,733,524	554,226,470
	1,135,636,584	969,129,530

Note 15 Cash and Cash Equivalent

Particulars	31.03.2017	31.03.2016
a) Balance with banks		
- Currents Account Balances	12,546,812	13,003,698
b) Cash in Hand	147,558	159,020
	12,694,370	13,162,718

Note 16 Trade Receivables

Particulars	31.03.2017	31.03.2016
Unsecured, considered good		
a) For a period exceeding six months from due date	-	-
b) Others Debts	4,141,673	-
	4,141,673	-

Note 17 Current Investments

Particulars	31.03.2017	31.03.2016
Investment in Mutual Funds		
a) Kotak Low Duration Funds (41,027.691 Units)	81,156,954	-
	81,156,954	-
Net Assets Value	81,336,454	-

Note 18 Short Term Loans and Advances

Particulars	31.03.2017	31.03.2016
Unsecured, considered good		
a) Advances Recoverable in cash or kind	13,207	3,405,207
b) Loans & Advance to related parties	7,503,300	7,583,300
c) Advance to Contractors / Suppliers	42,369,786	332,141,068
d) Income Tax	1,763,497	227,383
e) Excess TDS Paid	311,471	311,471
	51,961,261	343,668,429

Notes

- (i) Loan & Advances to related parties includes advance to its subsidiary Helmet Traders Ltd of Rs.75,03,300/- (PY.Rs.75,83,300/-)

**Notes to the Financial Statements for the year ended 31st March, 2017****Note 19 Other Current Assets**

Particulars	31.03.2017	31.03.2016
a) Prepaid Expenses	38,002	31,419
b) Bank Deposit (Given as security against Bank Guarantee) '-With more than 12 Month Maturity	644,502	596,152
	682,504	627,571

Note 20 Revenue from Operations

Particulars	31.03.2017	31.03.2016
Revenue from Operations	59,753,948	-
	59,753,948	-

Note 21 Other Income

Particulars	31.03.2017	31.03.2016
Interest	100,282	106,712
Interest on late payments from customers	981,630	-
Profit on Sale of Land	-	2,316,631
Profit on Redemption of Mutual Funds	1,156,954	-
	2,238,866	2,423,343

Note 22 (Increase) / Decrease in Stock

Particulars	31.03.2017	31.03.2016
Working in Progress		
Opening Working in Progress	969,129,530	776,275,852
Less Closing Balance	1,135,636,584	969,129,530
	(166,507,055)	(192,853,678)

Note 23 Personnel Expenses

Particulars	31.03.2017	31.03.2016
Salaries and Wages	1,445,000	1,077,367
Leave Encashment	32,500	80,000
Gratuity	1,138,066	341,164
	2,615,566	1,498,531

Notes to the Financial Statements for the year ended 31st March, 2017

Note 24 Administrative and Other Expenses

Particulars	31.03.2017	31.03.2016
Travelling & Conveyance	7,035	5,581
Legal & Professional Charges	265,605	321,628
Communication Expenses	104,564	76,316
Advertisement	42,134	91,045
Depository Charges	316,152	234,187
Printing & Stationery	55,663	59,923
Audit Fees	227,716	74,101
Rates and Taxes	71,500	57,370
Donation	100,505	46,100
Miscellaneous Expenses	27,430	35,080
Directors Sitting Fees	18,195	24,060
Repairs & Maintenance	13,187	18,714
Bank Charges	1,361	1,315
Sales & Marketing Expenses		
Business Promotion	-	27,021
Advertisement Expenses	2,275,452	-
Brokerage	1,653,338	-
Marketing Expenses	13,080,226	-
	18,260,063	1,072,440

Note 25 Contingent Liabilities and Commitments (to the extent not provided for)

i) Estimated amount of contracts remaining to be executed

Particulars	31.03.2017	31.03.2016
Commitments		
Estimated amount of contracts remaining to be executed not provided for	140,484,195	168,297,508
	140,484,195	168,297,508

ii) The Company has given Bank Guarantee for Rs. 5,00,000/- (P.Y. 500,000/-)

iii) The Company has mortgaged its part Land at Panvel valued at Rs.232.26 Lacs to a Bank towards the Credit Facilities obtained by a Body Corporate.

Note 26 Earning Per Share

Particulars	31.03.2017	31.03.2016
Weighted average number of equity shares of Rs.10/- each		
Number of shares at the beginning of the year	35,476,853	35,476,853
Number of shares at the end of the year	35,476,853	35,476,853
Weighted average number of equity shares outstanding during the year	35,476,853	35,476,853
Net Profit after tax available for equity shareholders	(7,581,692)	(56,844)
Basic and diluted earning per share	(0.21)	(0.00)

**Notes to the Financial Statements for the year ended 31st March, 2017****Note 27 Auditors Remuneration**

Particulars	31.03.2017	31.03.2016
Statutory Audit Fees	150,000	73,034
In Other Capacity	121,966	1,067

Note 28 Employee Benefits**Defined Benefit Plan****Gratuity (Unfunded)**

During the year the Company has made provision of gratuity of Rs. 11,38,066/-. However the Company has not done actuarial valuation of the same, hence disclosure as required by the Accounting Standard 15 - 'Employee Benefits' has not been given.

Note 29

The name of the Micro, Small and Medium Enterprises suppliers defined under "The Micro Small Enterprises Development Act, 2006" could not be identified, as the necessary evidence is not in the possession of the Company.

Note 30

In the opinion of the Board, the Current Assets, Loans and Advances are approximately of the value stated as realizable in the ordinary course of business and the provision for all known liabilities are adequate.

Note 31 Related Party Disclosures**A Wholly Owned Subsidiary Company**

- 1 Helmet Traders Limited

B Key Management Personnel

- 2 Vidip Vinod Jatia
- 3 Prateek Jatia
- 4 Namita Jatia

Relationship

Chairman

Chief Financial Officer

Director

C Entities Controlled by Key Management Personnel or their relatives

- 5 Subhkaran & Sons

Transactions with the related parties during the year :

Nature of Transactions	In Relation to (A) above		In Relation to (B) above		In Relation to (C) above	
	31.03.2017	31.03.2016	31.03.2017	31.03.2016	31.03.2017	31.03.2016
Rent	-	-			69,000	54,870
Loan Recovered	80,000	200,000	-	-	-	-
Director Sitting Fees	-	-	5,000	6,000	-	-
Outstanding as at year end						
Rent Payable	-	-	-	-	-	-
Loans Receivable	7,503,300	7,583,300	-	-	-	-
Investment	1,492,000	1,492,000	-	-	-	-

Expenses incurred on behalf of the Company and reimbursed to related parties have not been considered as related party transaction.

Notes to the Financial Statements for the year ended 31st March, 2017

Disclosure as per clause 34 (3) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 in respect of Loans and Advances in the nature of Loans given to Subsidiaries and Associates:

	Particulars	Balance as at 31.03.2017	Maximum Balance during the year
A.	Loans & Advances in the natures of loans to Subsidiary Co-Helmet Traders Ltd	7,503,300	7,583,300
B.	Loans & Advances in the nature of Loans to Associates	Nil	Nil
C.	Loans & Advances in the nature of Loans to Firm/Co in which Directors are interested	Nil	Nil
D.	Investment by loanee in the shares of parent company and subsidiary company, when the company has made a loan or advance in the nature of loan	Nil	Nil

Note 32 Expenditure in Foreign Currency

Particulars	31.03.2017	31.03.2016
Marketing Expenses	1,480,288	-
Construction Cost	-	724,631

Note 33

Additional Information required as per Notification No. 244 dated 30th March, 2017 issued by the Ministry of Corporate Affairs with regards to details of Specified Bank Notes (SBN) held and transacted during the period from 08th November, 2016 to 30th December, 2016 is as under:

Particulars	Specified Bank Notes (SBN)	Other denomination notes	Total
Closing cash in hand as on 08.11.2016	155,000	34,865	189,865
(+) Permitted receipts	-	11,089	11,089
(-) Permitted payments	-	221,292	221,292
(-) Amount deposited in Banks	155,000	-	155,000
(+) Amount Withdrawn from Banks	-	184,000	184,000
Closing cash in hand as on 30.12.2016	-	8,662	8,662

Note 34

Previous year figures are regrouped and rearranged, wherever necessary, to make them comparable with those of the current year's figures.

As per our Report of even date
For K C P L And Associates LLP
Chartered Accountants
Firm Regn. No. 119223W/W100021

Rakesh Agarwal
Partner
M.No. 170685

Place : Mumbai
Date : 30/05/2017

For and on behalf of the Board

Vidip Jatia

Namita Jatia

Prateek Jatia

Kailash Sharma

Place: Mumbai
Date : 30/05/2017

Managing Director

Director

Chief Financial Officer

Company Secretary

**INDEPENDENT AUDITORS' REPORT**

To,
The members,
Supreme Holdings & Hospitality (India) Limited

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of **Supreme Holdings & Hospitality (India) Limited** ("the company") and its subsidiary **Helmet Traders Limited** ("the Subsidiary") (collectively referred to as "the Group"), which comprise the Consolidated Balance Sheet as at 31 March 2017, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these consolidated financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Group and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10)

of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the consolidated financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Basis of Qualification

The Company has made provision for gratuity as per current employee and salary instead of recognizing liability as per the present value of defined benefit obligation at the balance sheet date calculated on the basis of actuarial valuation in accordance with Accounting Standard 15 "Employee Benefits". The Consequential impact of adjustment, if any owing to this non compliance on the financial statement is presently not ascertainable.

Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us, read with the notes thereon, except for the possible effects describe in the basis for qualification, the above said Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Consolidated Balance Sheet, of the state of affairs of the Group as at March 31, 2017;
- b) in the case of the Consolidated Statement of Profit and Loss, of the Loss for the year ended on that date; and

- c) in the case of the Consolidated Cash Flow Statement, of the cash flows for the year ended on that date.

Other Matters

We did not audit the Financial Statement of the Subsidiary Company Helmet Traders Limited whose financial statement reflects total assets of Rs. 9,57,61,060/- as at 31st March, 2017, total revenues of Rs. 5,99,454/- and net cash inflow of Rs. 1,44,681/- for the year ended on that date included in consolidated financial statements and other information in respect of 1 subsidiary, whose financial statements and other information have been audited by other auditor, whose reports have been furnished to us by the management and our opinion on the consolidated financial statement, in so far it relates to the amount and disclosures included in respect of these subsidiary, and our report in terms of sub-section (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary is based solely on the reports of such other auditor.

Report on other legal and regulatory requirements

As required by section 143(3)) of the Act, we report that:

- a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements;
- b) in our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as appears from our examination of those books;
- c) the Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the Consolidated financial statements;
- d) Except for the possible effects describe in the basis for qualification, in our opinion, the aforesaid Consolidated Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- e) On the basis of written representations received from the directors of the Company as on 31 March, 2017, taken on record by the Board of Directors of the Company and the report of the statutory auditors of its subsidiary company, none of the

directors of the group companies is disqualified as on 31 March, 2017, from being appointed as a director in terms of Section 164(2) of the Act;

- f) As required under sub-clause (i) of the said section, we give report on Internal Financial Control in the "Annexure A" to this report; and
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule-11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i) The Group does not have any pending litigations which would impact its financial position.
 - ii) The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii) There were no amounts which required to be transferred to the Investor Education and Protection Fund.
 - iv) The Company had provided requisite disclosures in its financial statement in Note No. 33 as to holding as well as dealing in specified bank notes during the period from 08th November, 2016 to 30th December, 2016 and the same are in accordance with the books of accounts maintained by the Company.

For K C P L And Associates LLP
Chartered Accountants
Firm Reg. No. 119223W/W100021

Rakesh Agarwal
Partner
M. No. 170685

Place: Mumbai
 Dated: 30th May, 2017.

**Annexure 'A' to Auditors Report****ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF SUPREME HOLDINGS & HOSPITALITY (INDIA) LIMITED.****Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2017, we have audited the internal financial controls over financial reporting of Supreme Holdings & Hospitality (India) Limited ("the Holding Company") and its subsidiary company as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company and its subsidiary company are responsible for establishing and maintaining internal financial controls based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India". These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over

financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material Misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial

controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company and its Subsidiary Company, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were commensurate with the nature of the business of the Company and operating effectively as at March 31, 2017, based on “the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India”.

Other Matters

Our aforesaid report under section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to one Subsidiary Company is based on the corresponding reports of the auditor of Subsidiary Company.

For K C P LAndAssociates LLP
Chartered Accountants
Firm Reg. No. 119223W/W100021

Rakesh Agarwal
Partner
M. No. 170685

Place: Mumbai
Dated: 30th May, 2017.

**Consolidated Balance Sheet as at 31st March, 2017**

(Amount in INR)

Particulars	Note	As at 31.03.2017	As at 31.03.2016
I. EQUITY AND LIABILITIES			
Shareholder's Fund			
(a) Share Capital	2	354,768,530	354,768,530
(b) Reserves & surplus	3	387,818,973	395,347,512
Non -Current Liabilities			
(a) Long Term Provisions	4	1,856,538	718,472
(b) Long Term Borrowings	5	-	359,542,414
Current Liabilities			
(a) Short Term Borrowings	6	543,407,926	239,821,490
(b) Trade Payables	7	16,138,879	28,507,058
(c) Other Current Liabilities	8	160,431,446	37,129,044
(d) Short Term Provisions	9	109,183	29,267
		1,464,531,475	1,415,863,787
II. ASSETS			
Non -Current Assets			
(a) Fixed Assets	10		
(I) Tangible Assets		69,355,467	68,691,702
(b) Non-Current Investments	11	87,482,060	16,159,060
(c) Long Term Loans & Advances	12	9,901,942	5,453,124
(d) Deferred Tax Assets	13	10,767,960	6,499,153
Current Assets			
(a) Inventories	14	1,143,306,627	969,129,530
(b) Cash and Bank Balances	15	12,894,850	13,218,518
(c) Trade Receivables	16	4,141,673	-
(d) Current Investments	17	81,156,954	-
(e) Short -Term Loans and Advances	18	44,841,438	336,085,129
(f) Other Current Assets	19	682,504	627,571
		1,464,531,475	1,415,863,787
Summary of Significant Accounting Policies Notes on Financial Statements	1 2-34		

As per our Report of even date
For K C P L And Associates LLP
Chartered Accountants
Firm Regn. No. 119223W/W100021

For and on behalf of the Board

Vidip Jatia

Managing Director

Namita Jatia

Director

Prateek Jatia

Chief Financial Officer

Kailash Sharma

Company Secretary

Rakesh Agarwal
Partner
M.No. 170685

Place : Mumbai
Date : 30/05/2017

Place: Mumbai
Date : 30/05/2017

Statement of Consolidated Profit and Loss for the Year Ended on 31st March, 2017

(Amount in INR)

Particulars	Note	Year Ended 31.03.2017	Year Ended 31.03.2016
Revenue from Operations		60,230,657	-
Other Income	20	2,361,611	2,546,088
Total Revenue	21	62,592,268	2,546,088
Expenses :			
(Increase) / Decrease in Stock	22	(174,177,098)	(192,853,678)
Construction Cost incurred during the year		219,453,739	192,853,678
Purchases of Stock in Trade		8,146,225	-
Personnel Expenses	23	2,615,566	1,498,531
Depreciation	10	21,000	14,508
Administrative and Other Expenses	24	18,330,181	1,099,440
Total Expenses		74,389,613	2,612,479
Profit/(Loss) before Extraordinary Items and Taxes		(11,797,345)	(66,391)
Extraordinary Items			
a. Prior Period Items		-	-
Profit/(Loss) Before Tax		(11,797,345)	(66,391)
Tax Expenses			
1) Current Tax		-	-
2) Deferred Tax		(4,268,807)	(290,985)
3) Taxes of Earlier Years		-	185,693
Profit/(Loss) for the year		(7,528,538)	38,901
Earning per Equity Share	27		
Basic & Diluted		(0.21)	0.00
Summary of Significant Accounting Policies	1		
Notes on Financial Statements	2-34		

As per our Report of even date
For K C P L And Associates LLP
Chartered Accountants
Firm Regn. No. 119223W/W100021

For and on behalf of the Board

Vidip Jatia

Managing Director

Namita Jatia

Director

Prateek Jatia

Chief Financial Officer

Kailash Sharma

Company Secretary

Rakesh Agarwal
Partner
M.No. 170685

Place : Mumbai
Date : 30/05/2017

Place: Mumbai
Date : 30/05/2017



Consolidated Cash Flow Statement for the Year Ended 31st March, 2017

Particular	Year Ended 31.03.2017	Year Ended 31.03.2016
(A) Cash Flow from Operating Activities		
Net Profit/(Loss) before Tax and extra-ordinary items	(11,797,345)	(66,391)
Adjustment for:		
Depreciation	21,000	14,508
Depreciation on assets pertaining to inventory WIP	338,555	286,708
Loss / (Profit) on Sale of Fixed Assets	-	(2,316,631)
Employment Benefits	1,138,066	346,497
Interest Income	1,081,912	(106,712)
Dividend Income	(122,745)	(122,745)
Operating Profit Before Working Capital Changes	(9,340,557)	(1,964,767)
Adjustment for :		
Long Term Advances	(4,448,818)	(3,476,372)
Other Current Assets	(54,933)	(69,642)
Trade Receivables	(4,141,674)	-
Short Term Loans and Advances	3,008,523	(3,386,001)
Advance to Contractors / Suppliers	289,771,282	(332,141,068)
Inventories	(174,177,097)	(192,848,411)
Short Term Provision	79,916	-
Trade Payable	(12,368,179)	28,315,133
Other Current Liabilities	123,302,402	36,513,795
Cash Generated from Operations	211,630,864	(469,057,332)
Direct Taxes Paid	(1,536,114)	(387,349)
Net Cash from operating activities	(A) 210,094,750	(469,444,681)
(B) Cash Flow from Investing Activities		
Purchase / Addition of Fixed Assets	(1,023,319)	(322,620)
Sales of Fixed Assets	-	3,360,000
Interest Income	(1,081,912)	106,712
Dividend Income	122,745	122,745
Investments in Shares	(71,323,000)	-
Investments in MF	(81,156,954)	-
Security Deposits	-	-
Net Cash used in investing activities	(B) (154,462,440)	3,266,837
(C) Cash Flow from Financing Activities		
Short Term Borrowings	303,586,436	118,584,509
Long Term Borrowings	(359,542,414)	358,542,414
Net Cash used in Financing Activities	(C) (55,955,978)	477,126,923
Net increase (decrease) in Cash & Cash Equivalents	(A)+(B)+(C) (323,667)	10,949,079
Cash and Cash Equivalents:		
Opening Balance at the beginning of the year	13,218,518	2,269,439
Closing Balance at the end of the year	12,894,850	13,218,518
	323,667	(10,949,079)

Note :

- The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Accounting Standards -3 on Cash Flow Statement.
- Cash and Cash Equivalents at the end of the year consists of Cash in Hand and Balances with Banks and are net of Short Terms Loans and Advances from Banks as follows:

Particulars	As on 31.03.2017	As on 31.03.2016
Cash in Hand	158,755	182,217
Balances with Banks	12,736,095	13,036,301
	12,894,850	13,218,518

- The Previous years figures have been regrouped and rearranged where ever necessary in order to confirm to current years presentations.

As per our Report of even date
For K C P L And Associates LLP
Chartered Accountants
Firm Regn. No. 119223W/W100021

Rakesh Agarwal
Partner
M.No. 170685

Place : Mumbai
Date : 30/05/2017

For and on behalf of the Board
Vidip Jatia

Namita Jatia

Prateek Jatia

Kailash Sharma

Place: Mumbai
Date : 30/05/2017

Managing Director

Director

Chief Financial Officer

Company Secretary

Notes to the Consolidated Financial Statements for the year ended 31st March, 2017

Note 1 Significant Accounting Policies

Supreme Holdings & Hospitality (India) Limited has prepared the consolidated financial statement by consolidating its accounts with its 100% Subsidiary Company M/s Helmet Traders Limited in accordance with Accounting Standard 21 (Consolidated Financial Statement) issued by the Institute of Chartered Accountants of India.

Basis of preparation of Financial Statement:

The consolidated financial statements comprise the financial statement of Supreme Holdings & Hospitality (India) Ltd. ("The Company") and its Subsidiary. The financial statements of each of these companies are prepared according to uniform Accounting policies, in accordance with generally accepted accounting policies in India. The effects of inter Company transactions between consolidated companies are eliminated in consolidation.

Other Significant Accounting Policies:

These are set out in the Notes to Accounts under the "Note 1" of Supreme Holdings & Hospitality (India) Ltd. & Helmet Traders Ltd.

Note 2 Share Capital

Particulars	31.03.2017	31.03.2016
a) <u>Authorized Share capital</u> 4,00,00,000 number of Equity Shares (Previous Year 4,00,00,000) of Rs. 10 each.	400,000,000	400,000,000
b) <u>Issued, Subscribed & Paid up</u> 3,54,76,853 (Previous Year 3,54,76,853) Equity Shares of Rs. 10 each (Previous Year Rs. 10 each) fully subscribed and paid up		
Opening Balance	354,768,530	354,768,530
Issued during the year	-	-
	354,768,530	354,768,530

(i) Following shareholders are holding more than 5% shares:

Sr. No.	Name of Shareholder	31.03.2017		31.03.2016	
		No. of Shares	%	No. of Shares	%
a)	Jumbo Bright Group Ltd	9,005,885	25.39	9,005,885	25.39
b)	Vinod Jatia	5,187,200	14.62	5,187,200	14.62
c)	Nita Jatia	100	0.00	5,045,950	14.22
d)	Prateek Jatia	1,089,700	3.07	4,755,800	13.41
e)	Vidip Jatia	5,203,850	14.67	158,000	0.45
f)	Namita Prateek Jatia	3,666,100	10.33	-	-
g)	Vinod Kumar Jatia HUF	4,663,600	13.15	4,663,600	13.15

(ii) Aggregate number of equity shares issued for consideration other than cash during the period of five year immediately preceding the year in which balance sheet was prepared :

Pursuant to amalgamation of Jatia Hotels & Resorts Private Limited and Royalways Trading & Investment Service Private Limited with the company, the company has allotted 2,66,82,553 Equity Share of Rs.10 Each during the year 2011-12 to the share holders of Jatia Hotels & Resorts Private Limited and Royalways Trading & Investment Services Private Limited.

(iii) Term/ right attached to equity:

The company has only one class of share capital namely Ordinary Shares having par value of Rs. 10/- per share. Each holder of Ordinary Shares is entitled to one vote per share. In the event of liquidation of the company, the holders of Ordinary Shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of Ordinary Shares held by the shareholder.

**Notes to the Consolidated Financial Statements for the year ended 31st March, 2017****Note 3 Reserve and Surplus**

Particulars	31.03.2017	31.03.2016
a) Capital Reserves	277,150	277,150
b) Securities Premium Account	331,835,751	331,835,751
c) General Reserve	9,028,595	9,028,595
d) <u>Profit & Loss Account</u>		
Balance as per last Financial Statements	54,206,015	54,167,115
Add : Profit / (Loss) for the year	(7,528,538)	38,901
Closing Balance	46,677,477	54,206,016
	387,818,973	395,347,512

Note 4 Long term Provisions

Particulars	31.03.2017	31.03.2016
Provision for Gratuity	1,856,538	718,472
	1,856,538	718,472

Note 4.1 Company has provided provision for gratuity as per Payment of Gratuity Act.

Note 5 Long term Borrowings

Particulars	31.03.2017	31.03.2016
Secured Borrowings		
Term Loan	-	359,542,414
Less: Current Maturities of Long Term Debts	-	-
	-	359,542,414

Terms of Borrowings:

The terms and condition of the term loan are as under

- 1 Interest Rate: 2.75% (Bank's spread) over Base Rate
- 2 Moratorium Period: Moratorium period of 2 years
- 3 Repayment: 9 unequal quarterly instalments
- 4 Security: The term loan is secured by exclusive charge by way of Equitable Mortgage of project land, superstructure, material at site & work in progress and hypothecation of movable assets, receivables and other assets.

The term loan is further secured by personal guarantee of Vinod Jatia, Prateek Jatia and Vidip Jatia.

Note 6 Short term Borrowings

Particulars	31.03.2017	31.03.2016
Unsecured Borrowings		
Intercompany Deposits from Other Parties	543,407,926	239,821,490
	543,407,926	239,821,490

Notes to the Consolidated Financial Statements for the year ended 31st March, 2017

Note 7 Trade Payables

Particulars	31.03.2017	31.03.2016
Trade Payables	16,138,879	28,507,058
	16,138,879	28,507,058

Note 8 Other Current Liabilities

Particulars	31.03.2017	31.03.2016
a) Advance from Customers	148,267,540	35,180,947
b) Advance against sale of capital assets	10,000,000	-
c) Other Payables	424,101	763,653
d) Statutory Dues Payable	1,739,805	1,184,444
	160,431,446	37,129,044

Note 9 Short Term Provisions

Particulars	31.03.2017	31.03.2016
Provision for Leave Encashment	109,183	29,267
	109,183	29,267

Note 10 Fixed Assets

Description	Gross Block				Depreciation/Amortization				Net Block	
	As at 01.04.2016	Additions	Deletions/Conversions	As at 31.03.2017	Up to 01.04.2016	Adjusted for the year	Deletion during the year	Up to 31.03.2017	Total as at 31.03.2017	Total as at 31.03.2016
I. Tangible Assets										
Land	67,590,336	-	-	67,590,336	-	-	-	-	67,590,336	67,590,336
Office Equipment	209,115	-	-	209,115	192,278	6,379	-	198,657	10,459	16,838
Computers	294,108	-	-	294,108	279,403	-	-	279,403	14,705	14,705
Motor Cycle	48,750	-	-	48,750	20,175	4,633	-	24,808	23,942	28,575
Motor Car	-	1,023,319	-	1,023,319	-	9,988	-	9,988	1,013,331	-
Sub-Total (A)	68,142,309	1,023,319	-	69,165,628	491,856	21,000	-	512,856	68,652,773	67,650,453
Tangible Assets pertaining to Inventory WIP										
Office Equipment	253,715	-	-	253,715	130,350	32,801	-	163,151	90,564	123,365
Computers	445,770	-	-	445,770	148,821	115,311	-	264,132	181,638	296,949
Furniture	68,376	-	-	68,376	34,161	8,063	-	42,224	26,152	34,215
Motor Vehicles	39,375	-	-	39,375	29,617	3,746	-	33,363	6,012	9,758
Transformer	1,238,660	-	-	1,238,660	661,697	178,634	-	840,331	398,329	576,963
Sub-Total (B)	2,045,896	-	-	2,045,896	1,004,646	338,555	-	1,343,201	702,694	1,041,249
Total (A+B)	70,188,205	1,023,319	-	71,211,524	1,496,502	359,555	-	1,856,057	69,355,467	68,691,702
Previous Year	70,908,954	322,620	1,043,369	70,188,205	1,195,286	301,216	-	1,496,502	68,691,702	69,713,666



Notes to the Consolidated Financial Statements for the year ended 31st March, 2017

Note 11 Non Current Investment

Particulars	31.03.2017	31.03.2016
(A) Quoted		
a) Investment in Equity Instruments		
100 shares of Apple Credit Corporation Ltd (Previous Year : 100) of FV 10 each.	3,633	3,633
50 shares of Chokani International Ltd (Previous Year : 50) of FV 10 each.	500	500
200 shares of Chokani Global Express Ltd (Previous Year : 200) of FV 10 each.	2,000	2,000
8,700 shares of CVIL Infra Ltd (Previous Year : 8,700) of FV 10 each.	52,907	52,907
200 shares of Margo Finance Ltd (Previous Year : 200) of FV 10 each.	1,514	1,514
200 shares of Mewar Marbles Ltd (Previous Year : 200) of FV 10 each.	2,000	2,000
40 shares of Saurashtra Chemicals Ltd (Previous Year : 40) of FV 10 each.	2,367	2,367
14,730 shares of Washington Software Ltd (Previous Year : 14,730) of FV 10 each.	438,476	438,476
40,915 Shares of Asian Hotels (East) Ltd. (Previous Year: 40,915) of FV 10 each.	5,386,353	5,386,353
40,915 Shares of Asian Hotels (North) Ltd. (Previous Year: 40,915) of FV 10 each.	5,386,354	5,386,354
40,915 Shares of Asian Hotels (West) Ltd. (Previous Year: 40,915) of FV 10 each.	5,386,353	5,386,353
	16,662,457	16,662,457
Less: Provision for diminution in value of Investment	503,397	503,397
Sub Total (A)	16,159,060	16,159,060
Aggregate Market Value of Quoted Investment	22,822,741	15,268,477
(B) Unquoted		
a) Investment in Equity Instruments of Entities Controlled by Key Management Personnel or their relatives		
1,15,000 (P.Y.NIL) fully paid up Shares of Makalu Trading Ltd	34,615,000	-
22,70,000 (P.Y.NIL) fully paid up Shares of Shrilekha Trading Pvt.Ltd	34,050,000	-
1,77,200 (P.Y.NIL) fully paid up Shares of Superways Enterprises Pvt.Ltd	2,658,000	-
Sub Total (B)	71,323,000	-
Total (A+B)	87,482,060	16,159,060

Note 12 Long Term Loans & Advances

Particulars	31.03.2017	31.03.2016
Unsecured, considered good		
a) Security Deposits	1,131,000	1,131,000
b) Cenvat Credit Receivable	8,720,942	4,297,124
c) Vat Receivable	50,000	25,000
	9,901,942	5,453,124

Note 13 Deferred Tax Assets

Particulars	31.03.2017	31.03.2016
a) Fixed Assets	1,798,738	2,100,206
b) Employee Benefits Expenses	607,408	231,052
c) Loss Carried Forwarded	8,361,814	4,167,895
	10,767,960	6,499,153

Notes to the Consolidated Financial Statements for the year ended 31st March, 2017

Note 14 Inventories

Particulars	31.03.2017	31.03.2016
a) Work in Progress		
Land	414,903,060	414,903,060
Project Development Expenses	720,733,524	554,226,470
Total (a)	1,135,636,584	969,129,530
b) Stock in trade of Iron & Steel Products	7,670,043	-
Total (b)	7,670,043	-
	1,143,306,627	969,129,530

Note 15 Cash and Cash Equivalent

Particulars	31.03.2017	31.03.2016
a) Balance with banks		
- Currents Account Balances	12,736,095	13,036,301
b) Cash in Hand	158,755	182,217
	12,894,850	13,218,518

Note 16 Trade Receivables

Particulars	31.03.2017	31.03.2016
Unsecured, considered good		
a) For a period exceeding six months from due date	-	-
b) Others Debts	4,141,673	-
	4,141,673	-

Note 17 Current Investments

Particulars	31.03.2017	31.03.2016
Investment in Mutual Funds		
a) Kotak Low Duration Funds (41,027.691 Units)	81,156,954	-
	81,156,954	-
Net Assets Value	81,336,454	-

Note 18 Short Term Loans and Advances

Particulars	31.03.2017	31.03.2016
Unsecured, considered good		
a) Advances Recoverable in cash or kind	13,207	3,405,207
b) Advance to Contractors / Suppliers	42,369,786	332,141,068
c) Income Tax	1,763,497	227,383
d) Excess TDS Paid Refundable	311,471	311,471
e) MVAT Carried Forward	383,477	-
	44,841,438	336,085,129

**Notes to the Consolidated Financial Statements for the year ended 31st March, 2017****Note 19 Other Current Assets**

Particulars	31.03.2017	31.03.2016
a) Prepaid Expenses	38,002	31,419
b) Bank Deposit (Given as security against Bank Guarantee) '-With more than 12 Month Maturity	644,502	596,152
	682,504	627,571

Note 20 Revenue from Operations

Particulars	31.03.2017	31.03.2016
Revenue from Operations	60,230,657	-
	60,230,657	-

Note 21 Other Income

Particulars	31.03.2017	31.03.2016
Interest	100,282	106,712
Dividend	122,745	122,745
Interest on late payments from customers	981,630	-
Profit on Sale of Land	-	2,316,631
Profit on Redemption of Mutual Funds	1,156,954	-
	2,361,611	2,546,088

Note 22 (Increase) / Decrease in Stock

Particulars	31.03.2017	31.03.2016
a) Working in Progress		
Opening Working in Progress	969,129,530	776,275,852
Less Closing Balance	1,135,636,584	969,129,530
Total (a)	(166,507,055)	(192,853,678)
b) Iron & Steel Products		
Opening Balance	-	-
Less Closing Balance	7,670,043	-
Total (b)	(7,670,043)	-
	(174,177,098)	(192,853,678)

Note 23 Personnel Expenses

Particulars	31.03.2017	31.03.2016
Salaries and Wages	1,445,000	1,077,367
Leave Encashment	32,500	80,000
Gratuity	1,138,066	341,164
	2,615,566	1,498,531

Notes to the Consolidated Financial Statements for the year ended 31st March, 2017

Note 24 Administrative and Other Expenses

Particulars	31.03.2017	31.03.2016
Travelling & Conveyance	7,035	5,581
Legal & Professional Charges	301,005	333,628
Communication Expenses	104,564	76,316
Advertisement	42,134	91,045
Depository Charges	316,152	234,187
Printing & Stationery	55,663	59,923
Audit Fees	262,216	89,101
Rates and Taxes	71,500	57,370
Donation	100,505	46,100
Miscellaneous Expenses	27,430	35,080
Directors Sitting Fees	18,195	24,060
Repairs & Maintenance	13,187	18,714
Bank Charges	1,579	1,315
Sales & Marketing Expenses		
Business Promotion	-	27,021
Advertisement Expenses	2,275,452	-
Brokerage	1,653,338	-
Marketing Expenses	13,080,226	-
	18,330,181	1,099,440

Note 25 Contingent Liabilities and Commitments (to the extent not provided for)

i) Estimated amount of contracts remaining to be executed

Particulars	31.03.2017	31.03.2016
Commitments		
Estimated amount of contracts remaining to be executed not provided for	140,484,195	168,297,508
	140,484,195	168,297,508

ii) The Company has given Bank Guarantee for Rs. 5,00,000/- (P.Y. 500,000/-)

iii) The Company has mortgaged its part Land at Panvel valued at Rs.232.26 Lacs to a Bank towards the Credit Facilities obtained by a Body Corporate.

Note 26 Earning Per Share

Particulars	31.03.2017	31.03.2016
Weighted average number of equity shares of Rs.10/- each		
Number of shares at the beginning of the year	35,476,853	35,476,853
Number of shares at the end of the year	35,476,853	35,476,853
Weighted average number of equity shares outstanding during the year	35,476,853	35,476,853
Net Profit after tax available for equity shareholders	(7,528,538)	38,901
Basic and diluted earning per share	(0.21)	0.00



Notes to the Consolidated Financial Statements for the year ended 31st March, 2017

Note 27 Auditors Remuneration

Particulars	31.03.2017	31.03.2016
Statutory Audit Fees	184,500	88,034
In Other Capacity	121,966	1,067

Note 28 Employee Benefits

Defined Benefit Plan

Gratuity (Unfunded)

During the year the Company has made provision of gratuity of Rs. 11,38,066/-. However the Company has not done actuarial valuation of the same, hence disclosure as required by the Accounting Standard 15 - 'Employee Benefits' has not been given.

Note 29

The name of the Micro, Small and Medium Enterprises suppliers defined under "The Micro Small Enterprises Development Act, 2006" could not be identified, as the necessary evidence is not in the possession of the Company.

Note 30

In the opinion of the Board, the Current Assets, Loans and Advances are approximately of the value stated as realizable in the ordinary course of business and the provision for all known liabilities are adequate.

Note 31 Related Party Disclosures

A Key Management Personnel

Relationship

- | | |
|---------------------|-------------------------|
| 1 Vidip Vinod Jatia | Chairman |
| 2 Prateek Jatia | Chief Financial Officer |
| 3 Namita Jatia | Director |

B Entities Controlled by Key Management Personnel or their relatives

- 4 Subhkaran & Sons
- 5 Makalu Trading Ltd
- 6 Shrulekha Trading Pvt Ltd
- 7 Superways Enterprises Pvt Ltd

Transactions with the related parties during the year :

Nature of Transactions	In Relation to (A) above		In Relation to (B) above	
	31.03.2017	31.03.2016	31.03.2017	31.03.2016
Rent			69,000	54,870
Director Sitting Fees	5,000	6,000	-	-
Outstanding as at year end				
Rent Payable	-	-	-	-
Investment	-	-	71,323,000	-

Expenses incurred on behalf of the Company and reimbursed to related parties have not been considered as related party transaction.

Notes to the Consolidated Financial Statements for the year ended 31st March, 2017**Note 32 Expenditure in Foreign Currency**

Particulars	31.03.2017	31.03.2016
Marketing Expenses	1,480,288	-
Construction Cost	-	724,631

Note 33

Additional Information required as per Notification No. 244 dated 30th March, 2017 issued by the Ministry of Corporate Affairs with regards to details of Specified Bank Notes (SBN) held and transacted during the period from 08th November, 2016 to 30th December, 2016 is as under:

Particulars	Specified Bank Notes (SBN)	Other denomination notes	Total
Closing cash in hand as on 08.11.2016	175,000	37,262	212,262
(+) Permitted receipts	-	11,089	11,089
(-) Permitted payments	-	221,292	221,292
(-) Amount deposited in Banks	175,000	-	175,000
(+) Amount Withdrawn from Banks	-	194,000	194,000
Closing cash in hand as on 30.12.2016	-	21,059	21,059

Note 34

Previous year figures are regrouped and rearranged, wherever necessary, to make them comparable with those of the current year's figures.

As per our Report of even date
For K C P L And Associates LLP
Chartered Accountants
Firm Regn. No. 119223W/W100021

Rakesh Agarwal
Partner
M.No. 170685

Place : Mumbai
Date : 30/05/2017

For and on behalf of the Board

Vidip Jatia

Namita Jatia

Prateek Jatia

Kailash Sharma

Place: Mumbai
Date : 30/05/2017

Managing Director

Director

Chief Financial Officer

Company Secretary

**Form No. AOC-I****(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)****Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures****Part "A": Subsidiaries**

Name of the Subsidiary		
HELMET TRADERS LIMITED		
Sr. no.	Particulars	Amount (Rs.)
1	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	N.A.
2	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	N.A.
3	Share Capital	14,92,000/-
4	Reserves & surplus	71,77,714/-
5	Total assets	9,57,61,060/-
6	Total Liabilities	9,57,61,060/-
7	Investments	8,74,82,060/-
8	Turnover	5,99,454/-
9	Profit before taxation	53,154/-
10	Provision for taxation	NIL
11	Profit after taxation	53,145/-
12	Proposed Dividend	NIL
13	% of Shareholding	100%

Notes:

- Reporting period and reporting currency of the above subsidiary is the same as that of the Company
- Part B of the Annexure is not applicable as there are no associate companies / joint ventures of the Company as on 31st March, 2017.

For K C P L And Associates LLP**Chartered Accountants****Firm Regn. No. 119223W/W100021****Vidip Jatia****Managing Director****Namita Jatia****Director****Prateek Jatia****Chief Financial Officer****Kailash Sharma****Company Secretary****Rakesh Agarwal****Partner****M.No. 170685**

Place : Mumbai

Date : 30/05/2017

Place: Mumbai

Date : 30/05/2017

Supreme Holdings & Hospitality (India) Limited

CIN : L45100MH1982PLC026924

Registered Office: 1, Pearl Mansion (N), 91, M. Karve Road, Mumbai - 400 020.

• Tel:022-22006969 • Fax:022-22008246 • Website:www.supremeholdings.net • Email:investors@supremeholdings.net

PROXY FORM

[Pursuant to section 105 (6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)

Registered address

..... E-mail ID

Folio No/Client ID No. DP ID No.

I/We, being the member(s) of Shares of Supreme Holdings & Hospitality (India) Ltd, hereby appoint

1. Name : E-mail ID.....

Address:.....

..... Signature:.....

Or failing him

2. Name : E-mail ID.....

Address:.....

..... Signature:.....

Or failing him

3. Name : E-mail ID.....

Address:.....

..... Signature:.....

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 35th Annual General Meeting of the Company, be held on September 27, 2017 at 3.30 p.m. at Kilachand Conference Room, IMC Building, 2nd floor, IMC Marg, Churchgate, Mumbai-400 020, and at any adjournment thereof in respect of such resolutions as are indicated below:

	Ordinary Business	For*	Against*
1	Adoption of Standalone and Consolidated Financial Statement for the year ended March 31, 2017		
2	Re-appointment of Mr. Vidip Jatia, Director, retiring by rotation		
3	Appointment of Auditors		
	Special Business		
4	Appointment of Mr. Vidip Jatia as Managing Director of the Company		
5	Conversion of Loan into Equity Shares		

Signed this day of 2017

Signature of Shareholder..... Signature of Proxy holder(s)

Affix
1 Rupee
Revenue
Stamp

Note: 1. This Proxy Form in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

2. Please complete all detail, including details of members in above box before submission.

*This is only optional. Please put "X" in the box in the appropriate column against the respective resolution. If you leave the "For" or "Against" column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he / she thinks appropriate.



