



# **SUPREME HOLDINGS & HOSPITALITY (INDIA) LTD.**

**FORMERLY KNOWN AS SUPREME HOLDINGS LTD.**

October 04, 2018

**BSE Ltd.**  
**Corporate Relationship Department**  
Phiroze Jeejeebhoy Tower,  
Dalal Street, Fort,  
Mumbai – 400 001

Dear Sir,

**Scrip Code: 530677**

**Sub: Annual Report for the financial year 2017-18**

Pursuant to Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, please find enclosed herewith, Annual report of Company for the financial year ended 31st March, 2018, which has been approved and adopted by the Members of the Company at its 36th Annual General Meeting held on 28th September, 2018.

Kindly take the same on your record.

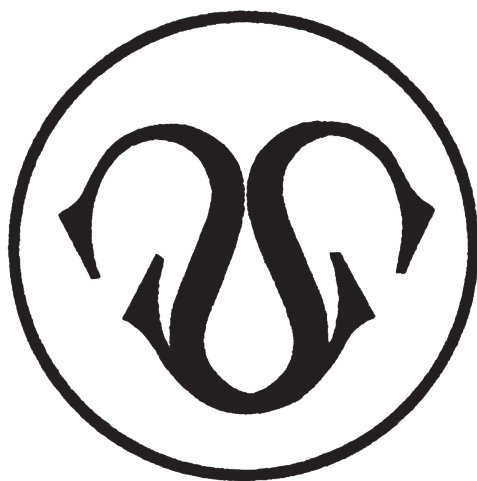
Yours faithfully,  
For **Supreme Holdings & Hospitality (India) Ltd.**

**Kailash Sharma**  
**Company Secretary**

ACS- 7192

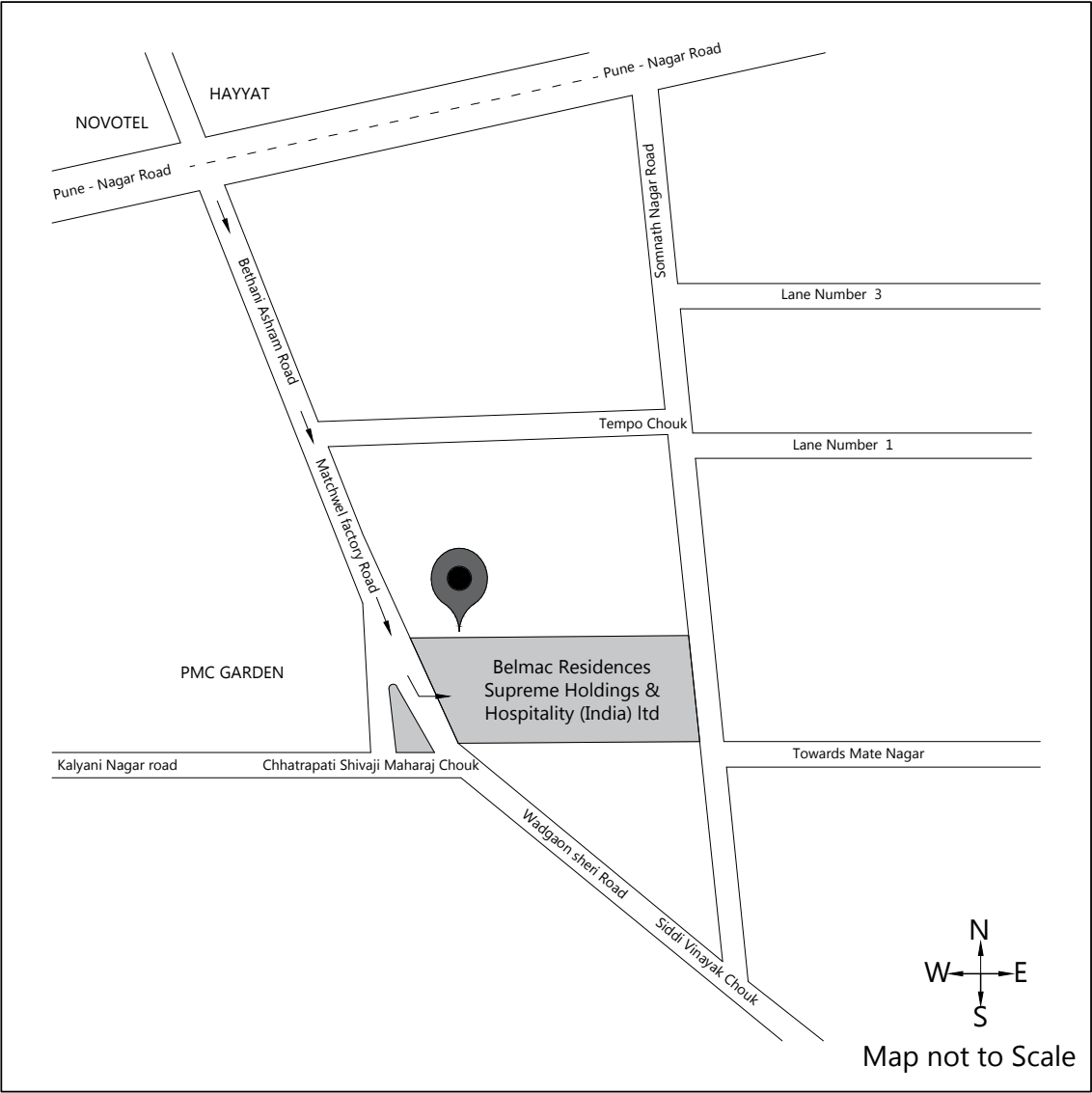
CIN-L45100PN1982PLC173438

**36<sup>th</sup>**  
**ANNUAL REPORT**  
**2017 - 2018**



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

# Route Map of the Venue of the 36th Annual General Meeting



**BOARD OF DIRECTORS**

<b>VIDIP JATIA</b>	-	Chairman & Managing Director
<b>S. N. ATREYA</b>	-	Independent Director
<b>RISHABH KALATI</b>	-	Independent Director
<b>SHRUTI JATIA</b>	-	Independent Director
<b>NAMITA JATIA</b>	-	Executive Director (w.e.f. 01/06/2018)

<b>KAILASH SHARMA</b>	-	Company Secretary
<b>JITEN SHAH</b>	-	C.F.O. (w.e.f. 08/08/2018)

Auditors

**K C P L And ASSOCIATES LLP**  
Chartered Accountants

Registered Office:

**Survey No 38A/2, Opp. Brahma Suncity & PMC Garden, Wadgaonsheri, Pune - 411014**  
**www.supremeholdings.net**  
**Email : investors@supremeholdings.net**  
**CIN - L45100PN1982PLC173438**  
**Tel : 020-27033561 / 27035475 / 27032017**

Registrar &amp; 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,  
Fax: 022 2264 1349 / 022 2851 2885  
Email: investor@sharexindia.com

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**IMPORTANT COMMUNICATION TO MEMBERS**

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.

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.

**We also draw your attention to the notification dated 05th June, 2018 issued by Securities and Exchange Board of India, wherein it has been made mandatory w.e.f. 05th December, 2018 that except in the case of transmission or transposition of Securities, requests for effecting the transfer of Securities shall not be processed unless the securities are held in dematerialized form.**

**In view of the above, Members are requested to dematerialized their shares of the Company held in physical form, as effective 05th December, 2018, any request for transfer of shares in physical form will not be processed.**



**NOTICE**

NOTICE is hereby given that Thirty Sixth Annual General Meeting of Supreme Holdings & Hospitality (India) Limited will be held at the Registered Office of the Company at Survey No. 38A/2, Opp. Brahma Suncity and PMC Garden, Wadgaonsheri, Pune -411 014, on Friday, September 28, 2018 at 01:00 pm, 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, 2018 and the reports of the Board of Directors' and Auditors' thereon.
2. To appoint a Director in place of Mrs. Namita Jatia (DIN 07660840), who retires by rotation and being eligible, offer herself 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, 2019.

**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 Mrs. Namita Jatia (DIN: 07660840) as Wholtime Director designated as Executive Director of the Company, with effect from June 01, 2018 for a period of 3 years i.e. up to May 31, 2021, as approved by the Board of Directors ("Board") at its meeting held on May 31, 2018, 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 Mrs. Namita 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 Mrs. Namita 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 provisions of Section 185 ("said Section"), and other applicable provisions, if any of the Companies Act, 2013, and the rules framed there under, (including any statutory modification or enactment thereof for the time being in force), consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its power conferred by this resolution), for making of loan(s) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any loan taken/to be taken by Shri Lekha Trading Private Limited, Superways Enterprises Private Limited and Belmac Care Services LLP, being entities under the category of "a person in whom any of the Director of the Company is interested", as specified in the explanation to Sub-section 2 of the said Section, for an aggregate outstanding amount not exceeding Rs. 20,00,00,000/- (Rupees Twenty Crore only).

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board is hereby authorised to negotiate, finalise and agree the terms and conditions of the aforesaid loan/guarantee/security, and to take all necessary steps, to execute all such documents, instruments and writings and to do all required and necessary acts, deeds and things as the Board may think fit and suitable."

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

**"RESOLVED THAT** pursuant to Section 181 and other applicable provisions, if any of the Companies Act, 2013, and the rules framed there under, (including any statutory modification or enactment thereof for the time being in force), consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its power conferred by this resolution), to contribute an amount up to Rs. 1,00,00,000/- (Rupees One Crore Only) in one or more tranches in any financial year to a bona fide charitable and other funds as may be deemed fit and appropriate by the Board.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board is hereby authorised to take all necessary steps, to execute all such documents, instruments and writings and to do all required and necessary acts, deeds and things as the Board may think fit and suitable."

7. To consider and if thought fit, to pass with or without modification(s), the following Resolution as **Ordinary Resolution:**  
**"RESOLVED THAT** pursuant to provisions of Section 188 and other applicable provisions, if any of the Companies Act, 2013, and the rules framed there under, (including any statutory modification or enactment thereof for the time being in force), and pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to such other approvals of any authorities as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its power conferred by this resolution), for the arrangements/ transactions/ contracts (including any other transfer of resources, services or obligations) entered or to be entered into by the Company with related parties within the meaning of the aforesaid Law, as detailed in the Explanatory Statement annexed to this Notice.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board is hereby authorised to negotiate, finalise and agree the terms and conditions of the any of the transactions with the related parties, and to take all necessary steps, to execute all such documents, instruments and writings and to do all required and necessary acts, deeds and things as the Board may think fit and suitable."

#### NOTES:

- 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. 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.
- 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.
- The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business under Item Nos. 4 to 7 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 Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 are attached hereto.
- The Register of Members and the Share Transfer Register of the Company shall remain closed from Friday, September 21, 2018 to Friday, September 28, 2018 both days inclusive.
- 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.
- 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.
- E - voting**

In compliance with Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 as amended and Listing Regulations, the Company is please 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 Tuesday, 25 September, 2018 (9:00 a.m.) and will end on Thursday, 27 September, 2018, (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 Friday, September 21, 2018 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 Friday, September 21, 2018.

#### The instructions for shareholders voting electronically are as under:

- The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- Click on Shareholders / Members
- Now Enter your User ID
  - For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- 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](http://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:

<b>For Members holding shares in Demat and Physical Form</b>	
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"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>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.</li> </ul>
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"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (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 the relevant <Company Name> 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 login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (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](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

#### 8. Voting at Annual General Meeting :

Facility of voting through ballot paper shall also be made available at the meeting. Member 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 Friday, September 21, 2018, only shall be entitled to avail the facility of e-voting, as well as voting at the AGM.
10. Mr. Sanam Umbargikar, Partner of DSM & Associates, Practicing Company Secretaries has been appointed as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.
11. 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.
12. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.supremeholdings.net](http://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: Pune  
Date: : August 08, 2018

**Kailash Sharma**  
(Company Secretary)

**Registered Office:**

Survey No. 38A/2,  
Opp.Brahma Suncity and PMC Garden,  
Wadgaonsheri,  
Pune-411014.

**ANNEXURE TO THE NOTICE**

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

**Item No. 4**

On the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company at its meeting held on May 31, 2018 appointed Mrs. Namita Jatia, existing Director of the Company as Wholetime Director designated as Executive Director for a period of 3 years w.e.f. June 01, 2018. The salient features of the terms and conditions of appointment of Mrs. Namita Jatia are as follows:

Sr. no.	Terms & Conditions	Mrs. Namita Jatia (DIN: 07660840)	
1.	Period	For a term of 3 years with effect from June 01, 2018 upto May 31, 2021.	
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. 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 Mrs. Namita 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 Mrs. Namita 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 Mrs. Namita 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	<b>(Rupees in Lakhs)</b>			
			<b>March 31, 2018</b>	<b>March 31, 2017</b>	<b>March 31, 2016</b>
		Share Capital	3547.69	3547.69	3547.69
		Reserves & Surplus	3956.86	3806.41	3882.23
		Total Income	4868.33	619.93	24.23
		Profit before tax	293.48	-118.50	-1.62
		Profit after tax	150.44	-75.82	-0.56
	Foreign Investment or collaborations, if any	NIL			
II	Information about the appointee				
	Background Details	Mrs. Namita Jatia holds a Bachelor degree in Business Management. She is having more than 3 years of experience in Marketing and Business Development.			
	Nature of expertise in specific functional areas	Marketing, Business Development and General Administration.			
	Past Remuneration	Mrs. Namita Jatia was drawing only Director sitting fees since her appointment as a Director w.e.f. March 10, 2017.			
	Recognition or awards	None			
	Job profile & her suitability	As a Whole time Director of the Company Mrs. Namita Jatia will be responsible for day-to-day administration of the Company under the guidance of Board of Directors. Taking into consideration her qualification & knowledge, she 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 Mrs. Namita Jatia and responsibilities being shouldered by her, the remuneration is commensurate with Industry standards.			
	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Mrs. Namita Jatia is sister in law of Mr. Vidip Jatia, Managing Director of the Company. Presently she is holding 4580311 equity shares i.e. 12.91% of the share capital of the Company. Further, she has no pecuniary relationship with the Company directly or indirectly beside the remuneration and other information set out above.			
III	Other information:				
	Reasons of loss or inadequate profits.	As the projects are under initial stage 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 further 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 the flats of its Residential Projects are 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 Mrs. Namita Jatia is disclosed in the explanatory statement for resolution no. 4 of the Notice of 36th 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.

Except Mr. Vidip Jatia, Chairman and Managing Director and Mrs. Namita Jatia, Executive Director of the Company and their relatives, none of the Directors, KMPs or their relatives, are concerned or interested or deemed to be concerned or interested, financially or otherwise, in the aforesaid resolution except to the extent of their shareholding.

#### Item No. 5

Shrilekha Trading Private Limited, and Superways Enterprises Private Limited (hereinafter referred to as Trading Company) are in the business of Trading of Iron and Steel and Belmac Care Services LLP is in the business of administrative and facility Management services. These Entities are the entities falling under the Category of the person in whom Director of the Company are interested as provided in explanation to Sub-section 2 of Section 185 of the Companies Act, 2013.

These Entities may require funds from time-to-time for their business, growth and expansion. It is proposed to provide loans to these Entities which shall be unsecured, repayable on demand and on such other terms and conditions as may be determined by the Board. Additionally, the Company may also provide guarantees and /or securities in connection with any loan taken/ to be taken by these Entities. The loans/guarantees/securities to be provided by the Company shall be utilised by the aforesaid Entities for their principal business activities and the matter connected and incidental thereto and shall be for an aggregate outstanding amount not exceeding Rs. 20,00,00,000/- (Rupees Twenty crores only).

As per section 185 of the Companies Act, 2013, the Consent of Members by way of special resolution is required for making Loans to, and or giving guarantees and / or providing of securities in connection with any loan taken to be taken by any person in whom Director of the Company are interested and hence the consent of the members is being sought by way of a Special Resolution. The total shareholding interest of promoters and directors of the company in Shrilekha Trading Private Limited and Superways Enterprises Private Limited is 49.75% and 57.78% respectively.

Your Directors recommend the resolution set out at item no. 5 of this notice to be passed as a Special Resolution by the members.

Except Mr. Vidip Jatia, Chairman and Managing Director and Mrs. Namita Jatia, Executive Director of the Company and their relatives, none of the Directors, KMPs or their relatives, are concerned or interested or deemed to be concerned or interested, financially or otherwise, in the aforesaid resolution except to the extent of their shareholding.

#### Item No. 6

As per Section 181 of the Companies Act, 2013, the Board of Directors of the Company ("the Board") may contribute in any financial year to a bona fide charitable and other funds provided that prior permission of the Company in a general meeting is required for making contributions the aggregate of which, in any financial year, exceeds five percent of the average net profits of the Company for the three immediately preceding financial years

In view of the above, it is proposed to obtain members' approval by way of Special Resolution for contributing by Board upto Rs. 1,00,00,000/- (Rupees One Crore Only) in any financial year to any bona fide charitable and other funds.

None of the Directors, KMPs or their relatives, are concerned or interested or deemed to be concerned or interested, financially or otherwise, in the aforesaid resolution except to the extent of their shareholding.

#### Item No. 7

During the ordinary course of its business the Company requires to procure steels and other materials and avail the administrative and facility management services for its projects and for this purpose the Company may enter into contracts or arrangements with Shrilekha Trading Private Limited, and Superways Enterprises Private Limited, who are dealing in Iron and Steel products and with Belmac Care Services LLP who is in the business of providing administrative and facility management Services.

Shrilekha Trading Private Limited, Superways Enterprises Private Limited and Belmac Care Services LLP fall under the category of related parties of the Company pursuant to Section 2(76) of Companies Act, 2013. The proposed transaction with the related parties shall be for an aggregate outstanding amount not exceeding Rs. 50,00,00,000/- (Rupees Fifty crores only).

The Provisions of Section 188(1) of the Companies Act, 2013, which deals with the "Related Party Transactions", are not applicable to the Company as the proposed transactions to be entered into by the Company with related parties would at all times be in the ordinary course of business and at arm's length basis, and hence approval of members is not required.

However, in terms of Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), all material related party transaction, i.e. transaction which individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements, require approval of the shareholders.

Members may please note that the proposed transaction(s) of the Company with related parties may exceed the above 10% criteria and therefore, keeping in view the requirement of the Listing Regulations, it is proposed to seek approval of the Members by Ordinary Resolution. All related parties shall abstain from voting on this resolution. The total shareholding interest of promoters and directors of the company in Shrilekha Trading Private Limited and Superways Enterprises Private Limited is 49.75% and 57.78% respectively.


**Information required to be provided under Rule 15(3) of the Companies (Meeting of the Board and its Power) Rules, 2014 is as under:**

Name of the related party	Name of the Director or Key Managerial Personnel who is related, if any:	Nature of relationship	Nature, Material terms, Monetary value and particulars of the contract or arrangements
a. Shrelekha Trading Private Limited b. Superways Enterprises Private Limited c. Belmac Care Services LLP	a. Mr. Vidip Jatia, Managing Director b. Mrs. Namita Jatia, Executive Director	a Mr. Vidip Jatia is Director and Member of Shrelekha Trading Private Limited, Member of Superways Enterprises Private Limited and Designated Partner of Belmac Care Services LLP. b Mrs. Namita Jatia is Member of Shrelekha Trading Private Limited, Designated Partner of Belmac Care Services LLP and her relatives are Directors and / or Member of, Superways Enterprises Private Limited.	Contracts or arrangements may be entered into with related parties for procuring the Iron & Steel products and other materials and availing the administrative and facility management services for its project at Pune and Panvel. The contracts with the related parties shall be for an aggregate outstanding amount not exceeding Rs. 50/- crores. The pricing of the contract or arrangements will be mutually decided between the parties and same will be in ordinary course of business and at arms length basis.

The Audit Committee has approved these proposed related party transactions and limits and has noted that these transactions would at all times be in the ordinary course of business and at arm's length.

Your Directors recommend the resolution for members' approval by an Ordinary Resolution.

Except Mr. Vidip Jatia, Chairman and Managing Director and Mrs. Namita Jatia, Executive Director of the Company and their relatives, none of the Directors, KMPs or their relatives, are concerned or interested or deemed to be concerned or interested, financially or otherwise, in the aforesaid resolution except to the extent of their shareholding.

By order of the Board of Directors

Place: Pune

Date: : August 08, 2018

**Kailash Sharma**  
(Company Secretary)

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

Name of Director	Mrs. Namita Jatia
DIN	07660840
Age	31 years
Date of first appointment on the Board	March 10, 2017
Qualification	Bachelor of Business Management
Details of the remuneration last drawn	Mrs. Namita Jatia was drawing only Director sitting fees since her appointment as a Director w.e.f. March 10, 2017.
A Brief Resume of the Director & Nature of her Expertise in Specific Functional Areas	Refer the explanatory statement - Item 4 attached to Notice
Directorship held in other Listed Companies	NIL
No of Shares held in the Company	4580311
No of Board meetings attended during last Financial Year	9
Chairman/Member of Committee of the Board of Directors of the Company *	<b>Audit Committee</b> NIL <b>Stakeholder Relationship Committee</b> Chairman and Member
Chairman/Member of Committee of the Board of Directors of the other listed Companies *	<b>Audit Committee</b> NIL <b>Stakeholder Relationship Committee</b> NIL
Disclosure of Relationship between Directors, Manager and other Key Managerial Personnel of the Company.	Mrs. Namita Jatia is the sister in law of Mr. Vidip Jatia, Managing Director of the Company.
Terms & Conditions of appointment	Refer explanatory statement - Item 4 attached to 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 Sixth Annual Report and Audited Accounts of the Company for the year ended March 31 2018.

**1. FINANCIAL RESULTS:**

	(Rs. in Lacs)	
Particulars	2017-18	2016-17
Total Income	4868.33	619.93
Total Expenditure (excluding depreciation)	4570.47	738.22
Profit/(Loss) before depreciation and Tax	297.86	(118.29)
Depreciation	4.38	0.21
Profit / (Loss) before Tax	293.48	(118.51)
Tax Expenses		
Current Tax	103.54	-
Deferred Tax	39.50	(42.69)
Profit/(Loss) for the year	150.44	(75.82)

**FIRST TIME ADOPTION OF IND AS:**

These financial statement of the Company have been prepared in accordance with Indian Accounting Standards as notified under Section 133 of the Companies Act, 2013 (the Act) read with Companies (Indian Accounting Standard) Rules, 2015 and other relevant provisions of the Act. These are the Company's first financial statements prepared in accordance with Indian Accounting Standards (Ind AS).

**2. DIVIDEND:**

No dividend is recommended for the year under review.

**3. RESERVES:**

For the financial year ended March, 31 2018, your Company has not transferred any amount to Reserves.

**4. OPERATIONS:****PANVEL****i. PANVEL LAND**

As the Members were informed earlier that the land Bank of the Company at Panvel Taluka was included in the Navi Mumbai Airport Influence Notified Area (NAINA) and the CIDCO, who was appointed as the Special Planning Authority for the NAINA 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 had sanctioned a part of the said draft Interim Development Plan on 27th April, 2017 and kept our land bank in excluded portion, which is still pending for sanction.

**ii. BELMAC RIVERSIDE-I**

During the year the Company has entered into a Joint Development Agreement with Square One Housing Corporation (SOHC), a proprietorship concern of

Managing Director of the Company, for development of a residential project "BELMAC RIVERSIDE - I" on Land admeasuring 2,430 sq. mtr. situated at Suvey No. 99/5 village Akurli, Taluka Panvel. The SOHC has contributed land for the Project and all the approvals/permissions, Developments and other work of the Project is being undertaken by the Company. All major requisite approvals for constructing a Residential Complex including RERA Registration Certificate have been received. The tenders for Civil Construction has been awarded and the work is commenced. The project comprises of two wings of three floors each totalling to 27 apartments of 1 BHK/ 2BHK with various facilities/amenities. Booking of the apartments have started and the Company has received good response.

**PUNE**

The Premier Luxury residential project of the Company, "BELMAC RESIDENCES", in Pune is progressing as per schedule. The project is comprises of 6 Buildings of 15 story each of 2 BHK/3BHK/4BHK beautiful apartments with huge central garden, clubhouse, 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. The Project is RERA Compliant and being Developed in phases. The first Phase is consist of two Buildings which are near to the completion stage.

The Second phase of the Project is under construction stage and the Company currently creating the site infrastructure required for development.

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

India has emerged as the fastest growing major economy in the world and is expected to be one of the top three economic power of the world over the next 10-15 years. The real state sector is one of the most globally recognised sector. In India, real state is second largest employer after agriculture. In line with the government's reformist approach to boost the real estate and housing sector, the Government has taken several initiatives to encourage the development in the Sector. The real state sector is expected to grow rapidly over the next decade.

**(b) Company's Performance:**

The revenue from real estate activity is recognised in accordance with the "Guidance Note on Accounting for Real Estate Transactions (for entities to whom Ind AS is applicable)" issued by the Institute of Chartered Accountants of India (ICAI), and accordingly the income from operations during the year 2017-18 has been reported at Rs. 4778.04 Lacs. The other Income during the year 2017-18 consists of interest income Rs. 18.86 Lacs and gain on sale of current investments Rs. 71.43 Lacs. The total Income for the year 2017-18 was at Rs. 4868.33 Lacs as compared to Rs. 619.93 Lacs in the previous year.



During the year under review, the cost of sales and other operational expenses were at Rs. 4001.91 Lacs as against Rs. 529.47 Lacs in the previous year. The employees cost during the years 2017-18 was at Rs. 78.93 Lacs as compared to Rs. 26.16 Lacs in the previous year and the Administrative & Other Expenses were at Rs. 489.62 lacs as compared to Rs. 182.60 lacs in the previous year.

The Profit for the year 2017-18 before depreciation and taxation was at Rs. 297.86 Lacs as against loss of Rs. 118.29 Lacs in the previous year. The Depreciation was at Rs. 4.38 Lacs as against Rs. 0.21 Lacs in the previous year. After providing for taxation, including deferred tax, the Company has reported Profit of Rs. 150.44 Lacs during the year 2017-18 as against Loss of Rs. 75.82 Lacs in the previous year.

**(c) Segment –wise Performance:**

As Company had only one reportable segment during the year, disclosure under Ind-AS 108 on segment reporting is not applicable to the Company.

**(d) Outlook for the Company:**

The residential projects of the Company is progressing as per schedule. The Company is committed and has focus on quality and timely delivery of the project and is also developing brand image for the Company. The growth and long term prospects of the Company are encouraging.

**(e) Opportunities, Threats, Risk and Concerns:**

As the policy reforms are picking up speed, the Company strongly believes that the demand for the real estate in the country will remain strong in the medium to long term and there are lots of opportunities in this sector. The Government has also recognized the importance of real estate sector and launched several reform measures from time to time like the interest subsidy scheme, smart city project, housing for all, simpler approval procedures, relaxed FDI Norms, easy availability of finance at attractive interest rates, tax incentives, lower GST rates for affordable housing, and various other measures to boost this sector. The Real Estate (Regulation and Development) Act, 2016 has also boosted the confidence of consumer and brought about the much needed transparency and order to the real estate transactions by creating a systematic and a uniform regulatory environment, thereby protecting consumer interest and making real estate developers accountable for timely completion of projects. These positive developments has made this sector more attractive.

Various challenges are also their along with opportunities. The Changes in Government policies and schemes, unanticipated delays in project approvals, increase cost of manpower, rising cost of constructions, availability of trained labour force, availability of finance, multifaceted tax levies on various transactions are the major challenges in the construction Industry. There are substantial procedural delays with regards to construction approvals. Retrospective policy changes and regulatory bottlenecks

may impact profitability and affect attractiveness of the sector. 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. The Sector in general are sensitive to fluctuations in the economy, government policies and is very sensitive to the global security environment. In the course of its business the Company is exposed to stiff competition from other developers in the market

**(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 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 25 number of Permanent employees as on March 31, 2018.

**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 given, investments made and guarantees or securities provided by the Company under Section 186 of the Companies Act, 2013 are reported in the financial statement (Please refer Note .No. 5 & 6 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 March 31, 2018 forms a part of this Report as “Annexure –A”

**10. PERSONNEL:**

The information required under Section 197 of the Companies Act, 2013 and 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:

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel which may have a potential conflict with the interest of the Company at large. Disclosure pertaining to contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 thereto is enclosed as "Annexure - C" to this report. 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 March 31, 2018.

A Statement containing the salient features of the financial statement of subsidiaries in Form AOC-1 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 -D" 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, Committees of the Board and the Board as a whole. Based on the criteria the exercise of evaluation was carried out through as 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, performance of Chairperson of the Company 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 the report.

#### 16. SHIFTING OF REGISTERED OFFICE OF THE COMPANY

The Registered Office of the Company was shifted from 1, Pearl Mansion, (N), 91, Maharshi Karve Road, Mumbai - 400020 to Survey No 38A/2, Opp. Brahma Suncity & PMC Garden, Wadgaonsheri, Pune - 411014, w.e.f. November 16, 2017.

#### 17. 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>

#### 18. CORPORATE GOVERNANCE:

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

#### 19. FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS:

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 Directors of the Company. The Company's Policy of conducting the Familiarization programme has been hosted on the website of the Company under the web link <http://www.supremeholdings.net/company-policies.htm>

#### 20. 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. There are no elements of risk which in the opinion of the Board may threaten the existence of the Company.

#### 21. DIRECTORS:

During the year under review, Mr. Vinod Jatia resigned from the post of Chairman & Managing Director w.e.f. April 25, 2017, due to personal reasons. The Board of



Directors placed on record their appreciation for the valuable contribution rendered by Mr. Vinod Jatia to the Company during his tenure as - Chairman & Managing Director of the Company.

Board of Directors at their meeting held on May 13, 2017 appointed Mr. Vidip Jatia, Director as the Managing Director of the Company for a period of 3 years from May, 13 2017. The Board also appointed him as Chairman of the Board with effect from May 13, 2017.

Mr. Prateek Jatia resigned as Chief Financial Officer (CFO) of the Company w.e.f March 01, 2018 due to personal reasons.

As per the provision of the Companies Act 2013, Mrs. Namita 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.

## **22. MEETINGS:**

During the year, Nine Board Meetings were 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.

## **23. 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 accounts for the financial year ended 31st March 2018, 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 profit and 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 2018 on a going concern basis.
- v) That Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- vi) That the Directors had devised systems to ensure

compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## **24. LISTING STATUS:**

The company's shares are presently listed on Bombay Stock Exchange Ltd.

## **25. AUDIT COMMITTEE:**

The present Audit committee comprises 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.

## **26. AUDITORS & AUDITORS REPORT:**

Pursuant to provisions of Section 139(1) of the Companies Act, 2013, M/s. KCPL & Associates LLP, 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 & Associates LLP, Chartered Accountants, Mumbai, as Statutory Auditors of the Company for the financial year 2018-19 and to hold the office till the conclusion of the next Annual General Meeting to be held during the year 2019.

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 Ind AS 19 "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 hence the Company has not obtained actuarial valuation. In the absence of actuarial valuation, the impact cannot be ascertained.

## **27. 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 2017-18 was conducted by M/s. Shivalal Maurya & Co.



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

**28. 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.

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

**A. CONSERVATION OF ENERGY**

- i. The steps taken or impact on conservation of energy:

Though our operations are not energy - intensive, efforts have been made to conserve energy by utilizing energy- efficient equipment.

- ii. The steps taken by the Company for utilizing alternate sources of energy:

The Company is using electricity as the main source of energy and is currently not exploring any alternate source of energy. In future your Company will take steps to conserve energy and use alternative source of energy such as solar energy.

- iii. The Capital investment on energy conservation equipment:

Your Company firmly believes that our planet is in dire need of energy resources and conservation is the best policy. Your Company has not made any investment on energy conservation equipment.

**B. TECHNOLOGICAL ABSORPTION:**

- i. The efforts made towards technology absorption:

During the year the Company does not have any plant & machinery. Therefore no technology absorption and research and development activity are carried out.

- ii. The benefits derived like product improvement, cost reduction, product development or import substitution:

No such specific benefit derived during the year due to technology absorption.

- iii. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year:

No technology has been imported by the Company.

- iv. The expenditure incurred on Research and Development: NIL

**C. Foreign Exchange Earnings and Outgo**

Earning: Nil Outgo: Marketing Expenses and foreign Travelling Expenses - Rs. 8.69 Lacs

**30. SEXUAL HARASSMENT**

The Company has Policy on Prevention of Sexual Harassment of Employee. 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.

**31. 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.

**32. DETAILS IN RESPECT OF FRAUDS REPORTED BY THE AUDITOR UNDER SECTION 143(12) OF COMPANIES ACT, 2013:**

There are no frauds reported by the Auditors under Section 143(12) of Companies Act, 2013.

**33. 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 forwards for their continued support.

For and on behalf of the Board

Place: Pune  
Date May 30, 2018

**Vidip Jatia**  
Chairman & Managing Director  
(DIN 06720329)



**Annexure-A to Directors Report  
EXTRACT OF ANNUAL RETURN  
As on financial year ended March, 31 2018  
Pursuant to Section 92(3) of the Companies act, 2013 read with  
[The Companies (Management and Administration) Rules, 2014] FORM NO. MGT-9**

**I. REGISTRATION AND OTHER DETAILS:**

CIN:-	L45100PN1982PLC173438
Registration Date:	April 15, 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:	Survey No. 38A/2, Opposite Brahma Suncity & PMC Garden, Wadgaonsheri, Pune-411014 Tel: 020 27033561/27032017/27035475
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 22641376/ 022 22702485, Fax: 022 22641349

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:**

All 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	41001	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)(ii)

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as % of Total Equity)**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of the total Shares	Demat	Physical	Total	% of the total Shares	
<b>A. PROMOTER'S</b>									
<b>(1). INDIAN</b>									
(a). Individual/HUF	19996250	0	19996250	56.364	19862025	0	19862025	55.986	-0.378
(b). Central Govt.	0					0			0
(c). State Govt(s).	0	0	0			0			0
(d). Bodies Corp.	2651314	0	2651314	7.473	243729	0	243729	0.687	-6.786
(e). FI / BANKS.	0	0	0			0			0
(f). Any Other	0	0				0			0
<b>Sub-total (A) (1):-</b>	<b>22647564</b>	<b>0</b>	<b>22647564</b>	<b>63.837</b>	<b>20105754</b>	<b>0</b>	<b>20105754</b>	<b>56.673</b>	<b>-7.164</b>

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of the total Shares	Demat	Physical	Total	% of the total Shares	
<b>(2). FOREIGN</b>									
(a). Individual NRI		0	0	0	0	0	0	0	0
(b). Other Individual		0	0	0	0	0	0	0	0
(c). Bodies Corporates		0	0	0	0	0	0	0	0
(d). Banks / FI		0	0	0	0	0	0	0	0
(e). Any Other Specify		0	0	0	0	0	0	0	0
<b>Sub-total (A) (2):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total shareholding of Promoter (A) = (A)(1)+(A) (2)</b>	<b>22647564</b>	<b>0</b>	<b>22647564</b>	<b>63.837</b>	<b>20105754</b>	<b>0</b>	<b>20105754</b>	<b>56.673</b>	<b>-7.164</b>
<b>(B) (1). PUBLIC SHAREHOLDING</b>									
(a). Mutual Funds	0	0	0	0	0	0	0	0	0
(b). Banks / FI	0	0	0	0	2927000	0	2927000	8.25	8.25
(c). Central Govt.	0	0	0	0		0			0
(d). State Govt.	0	0	0	0		0			0
(e). Venture Capital Funds	0	0	0	0		0			0
(f). Insurance Companies	0	0	0	0		0			0
(g). FIs	0	0	0	0		0			0
(h). Foreign Venture Capital Funds	0	0	0	0		0			0
(i). Others (specify)	0	0	0	0		0			0
<b>Sub-total (B)(1):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>2927000</b>	<b>0</b>	<b>2927000</b>	<b>8.250</b>	<b>8.25</b>
<b>2. Non-Institutions</b>									
<b>(a) BODIES CORP.</b>									
(i) Indian	1993710	26700	2020410	5.695	1551738	26700	1578438	4.449	-1.246
(ii) Overseas	0	9005885	9005885	25.385	0	9005885	9005885	25.385	0
<b>(b) Individuals</b>									
(i) Individual shareholders holding nominal share capital upto Rs.1 lakh	467628	140350	607978	1.714	570144	137750	707894	1.995	0.281
(ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh	1070289	31250	1101539	3.105	1101485	31250	1132735	3.193	0.088
<b>(c) Other (specify)</b>									
Non Resident Indians	502	0	502	0.001	552	0	552	0.002	0.001
Clearing Members	92975	0	92975	0.262	18595	0	18595	0.052	-0.21
<b>Sub-total (B)(2):-</b>	<b>3625104</b>	<b>9204185</b>	<b>12829289</b>	<b>36.162</b>	<b>3242514</b>	<b>9201585</b>	<b>12444099</b>	<b>35.076</b>	<b>-1.086</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>3625104</b>	<b>9204185</b>	<b>12829289</b>	<b>36.162</b>	<b>6169514</b>	<b>9201585</b>	<b>15371099</b>	<b>43.326</b>	<b>7.168</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.000</b>	<b>0</b>
<b>Grand Total (A+B+C)</b>	<b>26272668</b>	<b>9204185</b>	<b>35476853</b>	<b>100.00</b>	<b>26275268</b>	<b>9201585</b>	<b>35476853</b>	<b>100.00</b>	<b>0</b>


**(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	0	0	0	-0.001
2	DELAWARE PROPERTIES PVT LTD	302,500	0.853	0	0	0	0	-0.853
3	MAKALU TRADING LTD	625,000	1.762	100	0	0	0	-1.762
4	SUPERWAYS ENTERPRISES PRIVATE LIMITED	181,500	0.512	100	0	0	0	-0.512
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	14.150	4,003,600	11.285	0	-1.86
7	SUPERWAYS INVESTMENT AND FINANCE PRIVATE LIMITED	1,297,751	3.658	92.47	0	0	0	-3.658
8	NAMITA PRATEEK JATIA	3,666,100	10.333	0	4,580,311	12.911	0	2.578
9	RAMESH KUMAR JATIA	13,700	0.039	100	0	0	0	-0.039
10	GRANDEOUR HOTELS PVT LTD	417	0.001	0	417	0.001	0	0
11	VINOD SUBHKARAN JATIA	5,187,200	14.621	100	3,212,200	9.054	100	-5.567
12	SHRILEKHA TRADING PVT LTD	417	0.001	0	0	0	0	-0.001
13	NITA JATIA	100	0	0	100	0	0	0.000
14	SMITA RAMESHKUMAR JATIA	104,800	0.295	100	10,564	0.03	0	-0.265
15	PRATEEK JATIA	1,089,700	3.072	99.990	422,700	1.191	99.98	-1.881
16	ATISHAY JATIA	54,700	0.154	74.95	34,700	0.098	0	-0.056
17	ANKITA JATIA	12,500	0.035	0	12,500	0.035	0	0
18	VIDIP V JATIA	5,203,850	14.668	0	7,585,350	21.381	0	6.713
	<b>TOTAL</b>	<b>22,647,564</b>	<b>63.836</b>	<b>40.19</b>	<b>20,105,754</b>	<b>56.672</b>	<b>18.08</b>	<b>-7.164</b>

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

Sr. No.	Shareholder's Name	Shareholding at the Beginning of the Year		Date	Increasing/ Decreasing in shareholding	Reason	No. of Shares % of total Shares of the company	
		No. of Shares at the beginning /end of the Year	% of the Shares of the company				No. of shares	% of total Shares of the company
1	VIDIP V JATIA	5203850	14.668	01-04-2017				
				16-08-2017	806500	Interse Transfer	6010350	16.942
				31-01-2018	1575000	Interse Transfer	7585350	21.381
				31-03-2018			7585350	21.381
2	NAMITA PRATEEK JATIA	3666100	10.334	01-04-2017				
				26-2-2018	536719	Buy	4202819	11.847
				28-2-2018	377492	Buy	4580311	12.911
				31-03-2018			4580311	12.911
3	VINOD KUMAR JATIA HUF	4663600	13.145	01-04-2017				
				06-09-2017	-660000	Invoked	4003600	11.285
				31-03-2018			4003600	11.285
4	VINOD SUBHKARAN JATIA	5187200	14.621	01-04-2017				
				05-09-2017	-400000	Invoked	4787200	13.494
				31-01-2018	-1575000	Interse transfer	3212200	9.054
				31-03-2018			3212200	9.054
5	PRATEEK JATIA	1089700	3.072	01-04-2017				
				05-09-2017	-667000	Invoked	422700	1.191
				31-03-2018			422700	1.191
6	ATISHAY JATIA	54700	0.154	01-04-2017				
				08-12-2017	-10000	Sold	44700	0.126
				15-12-2017	-10000	Sold	34700	0.098
				31-03-2018			34700	0.098

7	SMITA RAMESHKUMAR JATIA	104800	0.295	01-04-2017				
				24-11-2017	-18720	Sold	86080	0.243
				01-12-2017	-30875	Sold	55205	0.156
				08-12-2017	-2491	Sold	52714	0.149
				15-12-2017	-42150	Sold	10564	0.03
				31-03-2018			10564	0.03
8	SUPERWAYS INVESTMENT AND FINANCE PRIVATE LIMITED	1297751	3.658	01-04-2017				
				06-09-2017	-1200000	Invoked	97751	0.276
				02-02-2018	-97751	Sold	0	0
9	MAKALU TRADING LTD	625000	1.762	01-04-2017				
				16-08-2017	-625000	Interse Transfer	0	0
10	DELAWARE PROPERTIES PVT LTD	302500	0.853	01-04-2017				
				01-12-2017	-200000	Sold	102500	0.289
				08-12-2017	-102500	Sold	0	0
11	SUPERWAYS ENTERPRISES PRIVATE LIMITED	181500	0.512	01-04-2017				
				16-08-2017	-181500	Interse Transfer	0	0
12	RAMESH KUMAR JATIA	13700	0.039	01-04-2017				
				24-11-2017	-13700	Sold	0	0
13	DILSHAD TRADING COMPANY PRIVATE LIMITED	417	0.001	01-04-2017				
				28-11-2017	-417	Sold	0	0
14	SHRILEKHA TRADING PVT LTD	417	0.001	01-04-2017				
				28-11-2017	-417	Sold	0	0

**(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	9005885	25.385	01-04-2017				
				31-03-2018		No Change	9005885	25.385
2	ORIENTAL BANK OF COMMERCE	-	-	08-09-2017	2927000	invocation		
				31-03-2018			2927000	8.25
3	PRARTHNA PRIVATE LIMITED	184300	0.519	01-04-2017				
				11-08-2017	622200	Buy	806500	2.273
				15-09-2017	600	Buy	807100	2.275
				01-12-2017	217671	Buy	1024771	2.889
				08-12-2017	200844	Buy	1225615	3.455
				22-12-2017	10407	Buy	1236022	3.484
				26-01-2018	-52130	Sold	1183892	3.337
				09-02-2018	100	Buy	1183992	3.337
				02-03-2018	-377492	Sold	806500	2.273
				09-03-2018	731	Buy	807231	2.275
				31-03-2018			807231	2.275
4	Archana Jatia	288523	0.813	01-04-2017				
				31-03-2018		No Change	288523	0.813
5	SHASHI JATIA	278750	0.786	01-04-2017				
				31-03-2018		No Change	278750	0.786
6	HALAN PROPERTIES PRIVATE LIMITED	200000	0.564	01-04-2017				
				31-03-2018		No Change	200000	0.564
7	JALPAC TRADERS AND CONTRACTORS PVT LTD	1275000	3.594	01-04-2017				
				11-08-2017	-622200	Sold	652800	1.84
				22-12-2017	7098	Buy	659898	1.86
				29-12-2017	2524	Buy	662422	1.867
				26-01-2018	-1520	Sold	660902	1.863
				02-02-2018	98251	Buy	759153	2.14
				09-02-2018	-101	Sold	759052	2.14
				16-02-2018	-5	Sold	759047	2.14
				23-02-2018	-4231	Sold	754816	2.128
				02-03-2018	-536719	Sold	218097	0.615
				23-03-2018	-23700	Sold	194397	0.548



				31-03-2018	-45600	Sold	148797	0.419
8	AEON TRADING LLP	123429	0.348	01-04-2017				
				31-03-2018		No Change	123429	0.348
9	SHAREKHAN LIMITED	20	0	01-04-2017				
				02-06-2017	45	Buy	65	0
				09-06-2017	-45	Sold	20	0
				15-12-2017	100	Buy	120	0
				22-12-2017	-100	Sold	20	0
				29-12-2017	200	Buy	220	0.001
				05-01-2018	9750	Buy	9970	0.028
				12-01-2018	10000	Buy	19970	0.056
				19-01-2018	11080	Buy	31050	0.088
				26-01-2018	12747	Buy	43797	0.123
				02-02-2018	244	Buy	44041	0.124
				09-02-2018	1135	Buy	45176	0.127
				16-02-2018	-36	Sold	45140	0.127
				23-02-2018	-99	Sold	45041	0.127
				02-03-2018	318	Buy	45359	0.128
				09-03-2018	-286	Sold	45073	0.127
				16-03-2018	51868	Buy	96941	0.273
				23-03-2018	10985	Buy	107926	0.304
				31-03-2018	-10985	Sold	96941	0.273
10	RAJKUMAR S JATIA	94000	0.265	01-04-2017				
				31-03-2018		No Change	94000	0.265
11	IFIS CORPORATE ADVISORY SERVICES PVT LTD	98500	0.278	01-04-2017				
				01-12-2017	-50000	Sold	48500	0.137
				16-02-2018	-4610	Sold	43890	0.124
				09-03-2018	-13440	Sold	30450	0.086
				16-03-2018	-26605	Sold	3845	0.011
				23-03-2018	-3845	Sold	0	0
12	BP EQUITIES PVT LTD	90000	0.254	01-04-2017				
				19-01-2018	-89992	Sold	8	0
				02-03-2018	-7	Sold	1	0
				09-03-2018	-1	Sold	0	0

**(v) Shareholding of Directors and Key Managerial Personnel:**

Sr. No.	For Each of the Directors and KMP	Shareholding at the year beginning of		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	<b>VINOD KUMAR SUBHKARAN JATIA (Resigned as Managing Director &amp; Director w.e.f. April, 25 2017)</b>				
	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):			1) 400000 shares invoked on 05.09.2017	-1.127
				2) Interse transfer of 15,75,000 shares to Vidip Jatia on 31.01.2018	-4.439
	At the End of the year			3,212,200	9.054
2	<b>NAMITA JATIA</b>				
	At the beginning of the year	3,666,100	10.33		
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):			1) Purchase of 5,36,719 shares on 26.02.2018	1.512
				2) Purchase of 377492 shares on 28.02.2018	1.064
	At the End of the year			4,580,311	12.91
3	<b>VIDIP VINOD JATIA</b>	5,203,850	14.67		
	At the beginning of the year			1) Interse tranfer of 8,06,500 shares from Makalu Trading Limited and Superways Enterprises Private Limited	2.273

	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):			1) Interse transfer of 15,75,000 shares on 31.01.2018 from Vinod Jatia on 31.03.2018	4.439
	At the End of the year			7,585,350	21.38
<b>4</b>	<b>PRATEEK JATIA - CFO (Resigned as CFO w.e.f March, 01 2018)</b>				
	At the beginning of the year	1,089,700	3.07		
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):			1) 6,67,000 shares invoked on 05.09.2017	-1.880
	At the End of the year			422,700	1.19
<b>5</b>	<b>KAILASH SHARMA (Company Secretary)</b>				
	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
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	NIL	469,467,225	NIL	469,467,225
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	2,440,701	NIL	2,440,701
<b>Total (i+ii+iii)</b>	<b>NIL</b>	<b>471,907,926</b>	<b>NIL</b>	<b>471,907,926</b>
<b>Change in Indebtedness during the financial year</b>				
• Addition	194,294,788	1,096,519,775	NIL	1,290,814,563
• Reduction	NIL	1,478,487,000	NIL	1,478,487,000
<b>Net Change</b>	<b>194,294,788</b>	<b>-381,967,225</b>	<b>NIL</b>	<b>-187,672,437</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	194,294,788	87,500,000	NIL	281,794,788
ii) Interest due but not paid	NIL	NIL	NIL	-
iii) Interest accrued but not due	NIL	2,391,165	NIL	2,391,165
<b>Total (i+ii+iii)</b>	<b>194,294,788</b>	<b>89,891,165</b>	<b>NIL</b>	<b>284,185,953</b>

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sr. no.	Particulars of Remuneration	Vidip Jatia - Managing Director		Total Amount
1	Gross salary	NIL	NIL	NIL
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1,591,935	-	1,591,935
	(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)	1,591,935	-	1,591,935
	Ceiling as per the Act	5% of net profits of the Company		





B.	Particulars of Remuneration	Name of Directors			Total Amount
Sl.no.	Particulars of Remuneration				
	<b>1. Independent Directors</b>	<b>S. N. ATREYA</b>	<b>RISHAB KALATI</b>	<b>SHRUTI JATIA</b>	
	• Fee for attending board / committee meetings	9,000	9,000	9,000	27,000
	• Commission				
	• Others, please specify				
	Total (1)				
	<b>2. Other Non-Executive Directors</b>	<b>Namita Jatia</b>		<b>Vidip Jatia (Appointed as Managing Director w.e.f. May, 13 2017)</b>	
	• Fee for attending board / committee meetings	9,000		2,000	11,000
	• Commission				
	• Others, please specify				
	Total (2)				
	Total (B)=(1+2)				
	Overall Ceiling as per the Act	1% of net profits of the Company			

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

	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	-	1,845,500	-	1,845,500
	(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...	-	-	-	-
	Others, please specify	-	-	-	-
	<b>Total</b>	-	<b>1,845,500</b>	-	<b>1,845,500</b>

**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		

Place: Pune  
Date: May 30, 2018

**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

Disclosure Requirement	Disclosure details									
Ratio of remuneration of each director to the median remuneration of the employees for the financial year	<table><tr><th>Name</th><th>Designation</th><th>Ratio</th></tr><tr><td>Mr.Vidip Jatia</td><td>Managing Director</td><td>6.25:1</td></tr></table> <p>Except Mr. Vidip Jatia none of the Directors were paid any remuneration during the year (Except sitting fees)</p>	Name	Designation	Ratio	Mr.Vidip Jatia	Managing Director	6.25:1			
Name	Designation	Ratio								
Mr.Vidip Jatia	Managing Director	6.25:1								
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>Mr. Vidip Jatia</td><td>Managing Director</td><td>7.40</td></tr><tr><td>Mr. Kailash Sharma</td><td>Company Secretary</td><td>7.40</td></tr></table> <p>Mr. Vidip Jatia was appointed as a Managing Director of the Company w.e.f. May 13, 2017. This being the first year of drawing remuneration, no comparison can be made.</p> <p>Except Mr. Vidip Jatia none of the Directors were paid any remuneration during the year (Except sitting fees)</p>	Directors/ KMP	Title	% increase in remuneration	Mr. Vidip Jatia	Managing Director	7.40	Mr. Kailash Sharma	Company Secretary	7.40
Directors/ KMP	Title	% increase in remuneration								
Mr. Vidip Jatia	Managing Director	7.40								
Mr. Kailash Sharma	Company Secretary	7.40								
Percentage increase in the median remuneration of employees in the financial year	There is no increase in the median remuneration of the employees in the financial year.									
Number of permanent employees on the rolls of Company as on 31st March, 2018	25									
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	There is no percentile increase in the salaries of employees other than the managerial personnel in the last financial year. Mr. Vidip Jatia was appointed as a Managing Director of the Company w.e.f May 13, 2017. This being the first year of drawing remuneration by Managing Director, percentile increase cannot be computed, hence no comparison can be made.									
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.

Place: Pune  
Date : May 30, 2018

**Vidip Jatia**  
Chairman & Managing Director  
(DIN 06720329)


**ANNEXURE - C TO DIRECTORS' REPORT**
**Form No. AOC-2**
**Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)**

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

**1. Details of contracts or arrangements or transactions not at arm's length basis:**

	A	B	C	D	E	F	G	H
Sr. no.	Name(s) of the related party and nature of relationship	Nature of contracts / arrangements / transactions	Duration of the contracts / arrangements / transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Justification for entering into such contracts or arrangements or transactions	date(s) of approval by the Board	Amount paid as advances, if any:	Date on which the special resolution was passed in general meeting as required under first proviso to section 188
NIL								

**2. Details of material contracts or arrangement or transactions at arm's length basis**

	A	B	C	D	E	F
Sr. no.	Name(s) of the related party and nature of relationship	Nature of contracts / arrangements / transactions	Duration of the Contracts / arrangements / transactions	Salient terms of the contracts or arrangements or transactions including the value, if any:	Date(s) of approval by the Board, if any:	Amount paid as advances, if any
1.	Square One Housing Corporation, a sole proprietary concern of Mr. Vidip Jatia. Mr. Vidip Jatia is the Chairman & Managing Director of the Company	The Joint Development Agreement (JDA) with Square One Housing Corporation for development of land owned by Mr. Vidip Jatia at survey no. 99/5 situated at village Akruli, Taluka Panvel, Maharashtra	For a term of 3 years from the date of sanction of Building Plans, NA order and Environment Clearance, subject to reasonable extensions.	The transaction is on revenue sharing basis. The owner of the land shall be entitled to 10% of the "Gross Sales Proceeds" of the Project to be implemented on his land.	November, 06 2017	NA

**For and on Behalf of the Board**

Place: Pune  
Date : May 30, 2018

**Vidip Jatia**  
Chairman & Managing Director  
(DIN 06720329)

**Annexure – D to Director's 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 Boards 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 at least 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 – E to Director's 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 March 31, 2018 are given below:-

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

#### Notes:

1. Mr. Vinod Jatia resigned as the Chairman and Managing Director of the Company w.e.f April 25, 2017.
2. Mr. Vidip Jatia was appointed as Managing Director of the Company on May 13, 2017,. He was also appointed as Chairman of the Board w.e.f May 13, 2017.
3. Only two committees viz. the Audit Committee and the Stakeholder Relationship Committee are considered.
4. Mrs. Namita Jatia is the sister in law of Mr. Vidip Jatia, Managing Director of the Company.

#### Meetings and Attendance:

During the year ended March, 31 2018, Nine Board Meetings were held on the following dates: (i) April 5, 2017 (ii) May 13, 2017 (iii) May 30, 2017 (iv) August 22, 2017 (v) September 14, 2017 (vi) November 6, 2017 (vii) December 11, 2017 (viii) February 07, 2018 and (ix) March 31, 2018.



Attendance of Directors at Board Meeting and at the Annual General Meeting (AGM held on September 27, 2017)

Name of Director	No of Board Meetings attended	Whether attended AGM
Mr. Vinod Jatia	1	NA
Mr. Vidip Jatia	8	Yes
Mr. S.N.Atreja	9	Yes
Mr. Rishabh Kalati	9	No
Mrs. Namita Prateek Jatia	9	Yes
Mrs. Shruti Sunil Jatia	9	No

**Details of shares of the company held by Non Executive Directors of the Company as on March, 31 2018.**

Name of Non Executive Director	No. of Shares held as on 31.03.2018
Mr. RishabhKalati	Nil
Mrs. Shruti Jatia	Nil
Mrs. Namita Jatia	45,80,311
Mr. S.N.Atreja	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.
- The performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non- Executive Directors;
- 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 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. Modified opinion(s) 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 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 six times during the year on the following dates:

- (i) May 13, 2017 (ii) May 30, 2017 (iii) September 14, 2017 iv) November 06, 2017 v) December 11, 2017 vi) February 07, 2018

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

Name of the member	Status	No of meetings attended
Mr. S.N. Atreya	Independent	6
Mrs. Shruti Jatia	Independent	6
Mr. Rishabh Kalati	Independent	6
Mr. Vidip Jatia	Non Independent Director	6

## 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 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 was held on May 13, 2017 & March 31, 2018. The details of attendances are as follows:

Name of the member	Status	No of meetings attended
Mr. Rishabh Kalati (Chairman)	Independent	2
Mr. S.N.Atreya	Independent	2
Mrs. Namita Jatia	Non-Independent	2

**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 -D to Directors Report.

**v) Remuneration of Directors:**

The Company pays remuneration by way of monthly salary, to its Managing Director. Annual increments of the Managing Director are decided by the Nomination and Remuneration Committee within the salary scale approved by the members of the Company.

The details of remuneration paid to the Managing Director during the year 2017-18 are as follows:

Name	Salary	Perquisites	Total
Mr. Vidip Jatia	Rs. 15,91,935	-	Rs. 15,91,935

During the year company has paid sitting fees to Non-Executive Directors as under:

Mr. Rishabh Kalati	Rs. 9000/-
Mrs. Shruti Jatia	Rs. 9000/-
Mr. S.N. Atreya	Rs. 9000/-
Mrs. Namita Jatia	Rs. 9000/-

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. The notice period is 3 months for Managing Director and Wholtime Director and No provision of Severance fees.

Criteria for making payment to non-executive Directors has been provided in Nomination and Remuneration Policy of the Company which forms part of the Director Reports as Annexure- D.

**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 investors 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 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 Regulations with Stock Exchanges.

**4. General Body Meetings**

- a. The Annual General meetings of the Company during three preceding years were held at below mentioned venues on the following dates and times, wherein following special resolutions were passed.

AGM & Year	Venue	Date, Day & Time	Brief Description of Special Resolution.
35th 2016-17	Kilachand Conference Room, IMC Building, 2nd floor, IMC Marg, Churchgate, Mumbai-400 020	September 27, 2017, Wednesday, 3.30 p.m.	1) Conversion of loan into equity shares.
34th 2015-2016	M.C. Ghia Hall, Bhogilal Hargovinda Building, 18/20, K. Dubhas Marg, Kalaghoda, Fort, Mumbai-400 001	September 20, 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	M.C. Ghia Hall, Bhogilal Hargovinda Building, 18/20, K. Dubhas Marg, Kalaghoda, Fort, Mumbai- 400 001	September 23, 2015, Wednesday, 11.30 a.m.	i) Appointment of Mr. Prateek Jatia as a Whole Time Director designated as Executive Director & Chief Financial Officer of the Company.  ii) Approval of member pursuant to Section 188 of the Companies Act, 2013 for entering into related party transaction with M/s Subhakaran & Sons
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b. Special Resolutions passed through Postal Ballot

The Company had passed following Special Resolutions through Postal Ballot during the financial year 2017-18.

Sr. No.	Date of Postal Ballot Notice	Name of Scrutinizer appointed for overseeing the Postal Ballot Process	Particulars of special resolution	Percentage of votes cast in favour of resolution	Date of Declaration of Result
1.	April 05, 2017	M/s Pramod S. Shah & Associates, Practising Company Secretaries, Mumbai	Offer or invitation to subscribe to the Redeemable Non-Convertible Debentures (NCDs), on private placement basis	99.99%	May 13, 2017
2.	May 13, 2017	M/s Pramod S. Shah & Associates, Practising Company Secretaries, Mumbai	i) Alteration of object clause of Memorandum of Association of the Company. ii) Alteration of liability clause of Memorandum of Association of the Company iii) Adoption of new Articles of Association of the Company in conformity with the Companies Act, 2013. iv) Shifting of the registered office of the Company from city of Mumbai to city of Pune within the state of Maharashtra.	99.99%  99.99%  99.99%	June 24, 2017

The Company had complied with the procedure for Postal Ballot in terms of the provision of Section 110 of Companies Act, 2013 read with Rule 22 of the Companies

(Management and Administration) Rules, 2014.

- c. None of the business proposed to be transacted at the ensuing AGM require passing a Special Resolution through Postal Ballot.

5. Means of Communication:

- a. In compliance with the requirements of SEBI (Listing Obligations and Disclosure Requirements), 2015, 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 Free Press Journal / Business Standard (English newspaper) and Navshakti / Mumbai Lakshadeep/ Aapla Mahanagar (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](http://www.supremeholdings.net)

The Company has designated the following E-mail ID exclusively for investor servicing. - [investors@supremeholdings.net](mailto:investors@supremeholdings.net)

6. Other Disclosures:

i. Whistle Blower policy

The Company promotes ethical behavior in all its business activities and has put in place a mechanism for reporting illegal or unethical behavior. 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

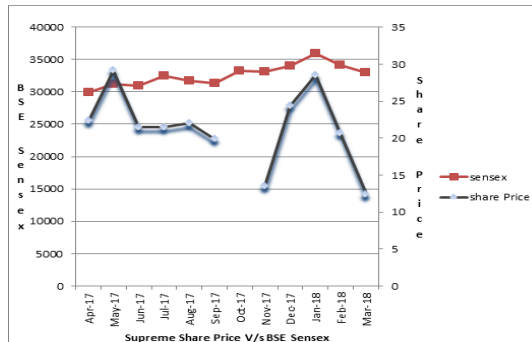
During the year the Company has entered into related party transaction with Square One Housing Corporation, a sole proprietary concern of Mr. Vidip Jatia, Managing Director of the Company, for Joint Development of land owned by Mr. Vidip Jatia situated at Akurli, Panvel. The Transaction is in ordinary course of business and at arm's length and does not have any potential conflict with the interest of the Company at large. 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



MONTH	BSE			BSE SENSEX
	HIGH (RS.)	LOW (RS.)	CLOSE (RS.)	CLOSING
April-2017	31.95	22.35	22.35	29918.40
May-2017	34.00	22.25	29.15	31145.80
June-2017	29.00	20.50	21.50	30921.61
July-2017	21.50	21.50	21.50	32514.94
August-2017	22.00	21.50	22.00	31730.49
September-2017	20.90	19.90	19.90	31283.72
October-2017	---	----	----	33213.13
November-2017	19.20	12.35	13.50	33149.35
December-2017	24.41	13.90	24.41	34056.83
January-2018	33.70	25.60	28.50	35965.02
February-2018	28.00	19.70	20.75	34184.04
March-2018	21.75	12.45	12.45	32968.68

**Market Price performance in comparison to BSE Sensex****(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, Andheri Kurla 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 31.03.2018: 2,62,75,268 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**

During the year the Company has adopted Indian Accounting Standards (Ind-AS). Apart from that, there has been no deviation from the Accounting Standards in preparation of annual accounts for the financial year 2017-18.

**(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, 2018.**

No. of Equity Shares Held	No. of Shareholders	Percentage of Shareholders (%)	No. of Shares Held	Percentage of Shareholding (%)
Up to 500	1257	80.99	242192	0.68
501 to 1000	110	7.09	88422	0.25
1001 to 5000	109	7.02	214906	0.60
5001 to 10000	31	2.00	229491	0.65
10001 to 100000	31	2.00	874754	2.47
100001 & Above	14	0.90	33827088	95.35
	<b>1552</b>	<b>100%</b>	<b>35476853</b>	<b>100%</b>

**(o) Shareholding Pattern as on March 31, 2018.**

	Category	No. of Shares Held	Percentage of Shareholding (%)
1.	Promoters	2,01,05,754	56.67
2.	Private Corporate Bodies	15,78,438	4.45
3.	Financial Institutions/ Banks	29,27,000	8.25
4.	Indian Public	18,40,629	5.19
5.	NRI/OCBs	90,06,437	25.39
6.	Clearing Members	18,595	0.05
	<b>GRAND TOTAL</b>	<b>3,54,76,853</b>	<b>100%</b>

**Address for Correspondence**

Registered Office:

Survey No. 38A/2, Opposite Brahma Suncity & PMC Garden, Wadgaonsheri, Pune-411014.

CIN - L45100PN1982PLC173438

Tel: 020-27033561/27065475/27032017

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: 28515606/5644/6338

Fax: 28512885

Email : sharexindia@vsnl.com

**For and on behalf of the Board**

Place: Pune

Date: May 30, 2018

**Vidip Jatia**  
Chairman & Managing Director



**Auditors' Certificate on Corporate Governance**

To,  
The Members,

**Supreme Holdings and Hospitality (India) Limited**

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: May 30, 2018

**CEO CERTIFICATE**

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

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

1. I have reviewed financial statements and the cash flow statement of Supreme Holdings & Hospitality (India) Limited for the year ended March 31, 2018 and to the best of my 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 my 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. I accept responsibility for establishing and maintaining internal controls for financial reporting and I have evaluated the effectiveness of Company's internal control systems pertaining to financial reporting. I have not come across any reportable deficiencies in the design or operation of such internal controls.
4. I 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 I have become aware.

Place: Pune  
Date: May 30, 2018

**Vidip Jatia**  
**Chairman & Managing Director**

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**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 2017-18.

**For & On Behalf of the Board of Directors**

Place: Pune  
Dated: May 30, 2018

**Vidip Jatia**  
**Chairman & Managing Director**



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

To,  
The Members

**Supreme Holdings & Hospitality (India) Limited**  
**Survey No 38A/2, Opp. Brahma Suncity & PMC Garden,**  
**Wadgaonsheri, Pune-411014**

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 2018 ('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 2018 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
- (viii) Real Estate (Regulation and Development) Act, 2016

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.

Place: Mumbai  
Date: 30/05/2018

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

**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**  
**Survey No 38A/2, Opp. Brahma Suncity & PMC Garden,**  
**Wadgaonsheri, Pune-411014**

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.

Place: Mumbai  
Date: 30/05/2018

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



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

We have audited the accompanying Financial Statements of M/s. Supreme Holdings & Hospitality (India) Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss (including other comprehensive income), the Statement of Cash Flows and the statement of changes in equity for the year then ended, and a summary of significant accounting policies and other explanatory information (herein after referred to as "financial statements").

**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 including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act, read with relevant rules issued there under. 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 for qualified opinion**

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 Ind AS 19 "Employee Benefits". The Consequential impact of adjustment, if any owing to this non-compliance on the financial statement is presently not ascertainable.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, read with the matter described in the emphasis of matter herein below together with the notes thereon, 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 Ind AS and 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, 2018;
- b) in the case of the Statement of Profit and Loss (including other comprehensive income), of the profit for the year ended on that date;
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date; and
- d) in the case of the statement of changes in equity 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, and the Statement of Profit and Loss dealt with by this Report are in agreement with the books of account
- d) In our opinion, the aforesaid Financial Statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act read with relevant rules issued there under.

- e) On the basis of written representations received from the directors as on 31 March, 2018, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2018, 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.

**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, 2018

#### **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, 2018, 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) As informed and explanation provided to us, the Company has not granted any loans, secured or unsecured, to the companies, firms, limited liabilities partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013 hence clause (iii) (a), (iii) (b) and (iii) (c) of the Order are not applicable to the Company.
- (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, 2018 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 except as below:

Sr. No.	Name of Statute	Amount (Rs.)	Period to which the amount relates	Forum where dispute is pending
1.	Income Tax	2,37,67,710/-	Assessment Year 2010-11	CIT (Appeal)

\* Rs. 47,53,542/- 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 did not raise any money by way of initial public offer or further public offer during the year and money raised by way of Term loan were applied for the purposes for which those are raised.
- (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 provided or paid managerial remuneration in terms of provisions of section 197 read with Schedule V of the Companies Act, 2013.
- (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, 2018

**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, 2018 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, 2018, 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, 2018


**Balance Sheet as at 31st March, 2018**
**(Rs. in lakhs)**

Assets	Note	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
<b>Non-current assets</b>				
(a) Property, plant and equipment	4	727.65	693.55	686.92
(b) Financial assets				
(i) Investments	5.1	14.92	14.92	14.92
(ii) Loans	6	11.31	11.31	11.31
(c) Deferred tax assets	7	68.18	107.68	64.99
(d) Other non-current assets	8	27.51	87.46	43.22
<b>Total non-current assets</b>		<b>849.57</b>	<b>914.92</b>	<b>821.36</b>
<b>Current assets</b>				
(a) Inventories	9	10,395.69	11,356.37	9,691.30
(b) Financial assets				
(i) Investments	5.2	-	811.57	-
(ii) Trade receivables	10	571.86	41.42	-
(iii) Cash and cash equivalents	11	262.36	126.94	131.63
(iv) Other bank balances	12	6.97	6.45	5.96
(v) Loans	6	-	75.03	75.83
(c) Current tax asset (net)	13	15.26	17.63	2.27
(d) Other current assets	8	1,464.46	427.32	3,358.89
<b>Total current assets</b>		<b>12,716.59</b>	<b>12,862.73</b>	<b>13,265.88</b>
<b>Total assets</b>		<b>13,566.16</b>	<b>13,777.66</b>	<b>14,087.24</b>
<b>Equity and Liabilities</b>				
<b>Equity</b>				
(a) Equity share capital	14	3,547.69	3,547.69	3,547.69
(b) Other equity	15	3,956.86	3,806.41	3,882.23
<b>Total equity</b>		<b>7,504.54</b>	<b>7,354.10</b>	<b>7,429.91</b>
<b>Liabilities</b>				
<b>Non-current liabilities</b>				
(a) Financial liabilities				
(i) Borrowings	16	1,942.95	-	3,595.42
(b) Provisions	17	24.48	18.57	7.18
<b>Total non-current liabilities</b>		<b>1,967.43</b>	<b>18.57</b>	<b>3,602.61</b>
<b>Current liabilities</b>				
(a) Financial liabilities				
(i) Borrowings	18	898.91	4,719.08	2,398.21
(ii) Trade payables	19	368.74	80.85	285.07
(b) Other current liabilities	20	2,824.25	1,603.97	371.14
(c) Provisions	17	2.30	1.09	0.29
<b>Total current liabilities</b>		<b>4,094.20</b>	<b>6,404.99</b>	<b>3,054.72</b>
<b>Total equity and liabilities</b>		<b>13,566.16</b>	<b>13,777.66</b>	<b>14,087.24</b>
Notes forming part of the financial statements	1 - 38			

As per our report of even date

**For K C P L And Associates LLP**
**Chartered Accountants**
**Firm Registration Number 119223W/W100021**
**Rakesh Agarwal**
**Partner**
**Membership Number 170685**
**For and on behalf of the Board**
**Vidip Jatia**
**Managing Director**
**DIN: 06720329**
**Namita Jatia**
**Director**
**DIN: 07660840**
**Kailash Sharma**
**Company Secretary**

Date: 30th May, 2018

**Statement of profit and loss for the year ended 31 March 2018****(Rs. in lakhs)**

	Note	Year Ended 31 March 2018	Year Ended 31 March 2017
<b>Income</b>			
Revenue from operations	21	<b>4,778.04</b>	597.54
Other income	22	<b>90.29</b>	22.39
<b>Total income</b>		<b>4,868.33</b>	619.93
<b>Expenses</b>			
Cost of sales and other operational expenses	23	<b>4,001.91</b>	529.47
Employee benefits expense	24	<b>78.93</b>	26.16
Depreciation and amortisation expense	25	<b>4.38</b>	0.21
Other expenses	26	<b>489.62</b>	182.60
<b>Total expenses</b>		<b>4,574.85</b>	738.43
<b>Profit before tax</b>		<b>293.48</b>	(118.50)
<b>Less : Tax expense</b>	32		
Current tax		<b>103.54</b>	-
Deferred tax		<b>39.50</b>	(42.69)
<b>Profit for the year</b>		<b>150.44</b>	(75.82)
<b>Other comprehensive income</b>			
<b>Other comprehensive income not to be reclassified to profit or loss in subsequent periods:</b>			
- Re-measurement gain/(losses) on defined benefit plan		-	-
- Income Tax effect on above		-	-
<b>Other comprehensive income for the year, net of tax</b>		-	-
<b>Total comprehensive income for the year</b>		<b>150.44</b>	(75.82)
<b>Earning per share on equity shares of Rs.10 each fully paid up</b>	30		
Basic and diluted		0.42	(0.21)
Notes forming part of the financial statements	1 - 38		

As per our report of even date

**For K C P L And Associates LLP****Chartered Accountants****Firm Registration Number 119223W/W100021****Rakesh Agarwal****Partner****Membership Number 170685****For and on behalf of the Board****Vidip Jatia****Managing Director****DIN: 06720329****Namita Jatia****Director****DIN: 07660840****Kailash Sharma****Company Secretary**

Date: 30th May, 2018

**Standalone statement of changes in equity for the year ended 31 March 2018 (Rs in lakhs)****A. Equity share capital**

Particulars	No of Shares	(Rs. in lakhs)
Equity shares of Rs. 10 each issued, subscribed and fully paid		
As at 1 April 2016	35,476,853	3,547.69
As at 31 March 2017	35,476,853	3,547.69
As at 31 March 2018	35,476,853	3,547.69

**B. Other equity**

For the year ended 31 March 2018

	Reserve and surplus				Other comprehensive income	Total equity attributable to equity holders
	Capital reserve	Securities premium reserve	General reserve	Retained earning		
<b>As at 1 April 2016</b>	2.77	3,318.36	90.06	471.04	-	3,882.23
Profit for the year	-	-	-	(75.82)	-	(75.82)
Other comprehensive income	-	-	-	-	-	-
Re-measurement gains/(losses) on defined benefit plans	-	-	-	-	-	-
<b>As at 31 March 2017</b>	<b>2.77</b>	<b>3,318.36</b>	<b>90.06</b>	<b>395.22</b>	-	<b>3,806.41</b>
Profit for the year	-	-	-	150.44	-	150.44
Other comprehensive income	-	-	-	-	-	-
Re-measurement gains/(losses) on defined benefit plans	-	-	-	-	-	-
<b>As at 31 March 2018</b>	<b>2.77</b>	<b>3,318.36</b>	<b>90.06</b>	<b>545.67</b>	-	<b>3,956.86</b>

Notes forming part of the financial statements

1 - 38

As per our report of even date

**For K C P L And Associates LLP****Chartered Accountants****Firm Registration Number 119223W/W100021****Rakesh Agarwal****Partner****Membership Number 170685****For and on behalf of the Board****Vidip Jatia****Managing Director****DIN: 06720329****Namita Jatia****Director****DIN: 07660840****Kailash Sharma****Company Secretary**

Date: 30th May, 2018

**Company Secretary**



**Statement of Cash Flow For the Year Ended 31 March, 2018****(Rs in lakhs)**

Particular	Year ended 31 March 2018	Year ended 31 March 2017
<b>A. Cash flow from operating activities</b>		
Profit before tax	293.48	(118.50)
<b>Adjustments for:</b>		
Depreciation	4.38	0.21
Depreciation on assets pertaining to inventory WIP	3.18	3.39
Employment Benefits	5.91	11.38
Interest Income	18.86	10.82
<b>Operating Profit Before Working Capital Changes</b>	<b>325.82</b>	<b>(92.71)</b>
<b>Adjustment for :</b>		
Long Term Advances	62.48	(44.24)
Other Current Assets	(0.35)	(0.55)
Trade Receivables	(530.44)	(41.42)
Short Term Loans and Advances	1.57	33.92
Advance to Contractors / Suppliers	(1,038.88)	2,897.71
Inventories	960.67	(1,665.07)
Short Term Provision	1.21	0.80
Trade Payable	287.88	(204.22)
Other Current Liabilities	1,216.91	1,232.83
<b>Cash Generated from Operations</b>	<b>1,286.87</b>	<b>2,117.06</b>
Direct Taxes Paid	(101.16)	(15.36)
<b>Net cash used in operating activities (A)</b>	<b>1,185.71</b>	<b>2,101.70</b>
<b>B. Cash Flow from Investing Activities</b>		
Purchase / Addition of Fixed Assets	(41.66)	(10.23)
Interest Income	(18.86)	(10.82)
Investments in MF	811.57	(811.57)
<b>Net cash generated from investing activities (B)</b>	<b>751.04</b>	<b>(832.62)</b>
<b>C. Cash flow from financing activities</b>		
Loans to Subsidiary	75.03	0.80
Short Term Borrowings	(3,819.33)	2,320.86
Long Term Borrowings	1,942.95	(3,595.42)
<b>Net cash (used in)/ generated from financing activities (C)</b>	<b>(1,801.35)</b>	<b>(1,273.76)</b>
<b>Net changes in cash and cash equivalents (A+B+C)</b>	<b>135.41</b>	<b>(4.68)</b>
Cash and cash equivalents at the beginning of the year	126.94	131.63
<b>Cash and cash equivalents/ (bank balance overdrawn) at the end of the year</b>	<b>262.36</b>	<b>126.94</b>
<b>[Refer note 3 below]</b>		
<b>Notes:</b>		
1 The above statement of cash flows has been prepared under indirect method as set out in Ind AS 7 'Statement of cash flows'.		
2 Previous year figures have been regrouped / reclassified, wherever necessary, to correspond with current year classification.		
3 Cash and cash equivalents comprise of:	<b>Year ended 31 March 2018</b>	<b>Year ended 31 March 2017</b>
Cash on hand	2.43	1.48
Balances with banks in current accounts	259.92	125.47
Cash and cash equivalents [Refer note 11]	262.36	126.94
<b>Cash and cash equivalents for the purpose of above statement of cash flows</b>	<b>262.36</b>	<b>126.94</b>

As per our report of even date

**For K C P L And Associates LLP****Chartered Accountants****Firm Registration Number 119223W/W100021****For and on behalf of the Board****Rakesh Agarwal****Partner****Membership Number 170685****Vidip Jatia****Managing Director****DIN: 06720329****Namita Jatia****Director****DIN: 07660840**

Date: 30th May, 2018

**Kailash Sharma****Company Secretary**



## **Notes forming part of the standalone financial statements**

### **1 Company 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.

The separate financial statements (hereinafter referred to as "Financial Statements") of the Company for the year ended 31 March 2018 were approved and authorised for issue by the Board of Directors at their meeting held on 30 May 2018.

### **2 Significant accounting policies**

#### **(a) Basis of preparation**

The financial Statements have been prepared to comply in all material respects with the Indian Accounting Standards notified under Section 133 of Companies Act, 2013 (the Act) read with Companies (Indian Accounting Standards (Ind AS) Rules, 2015 and other relevant provisions of the Act and rules framed thereunder.

For all periods up to and including the year ended 31 March 2017, the Company prepared its financial statements in accordance with previous GAAP, including accounting standards notified under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounting Standards) Rules, 2014. These financial statements for the year ended 31 March 2018 are the first financial statements of the Company prepared in accordance with Ind-AS. In accordance with Ind AS 101, the transition date to Ind AS being 1 April 2016, the comparatives for the previous year ended 31 March 2017 and balances as on 1 April 2016 reported under previous GAAP have been restated as per Ind AS. Refer note 34 for understanding how the transition from previous GAAP to Ind AS affected the Company's earlier reported Balance sheet, financial performance and cash flows.

The financial statements have been prepared under the historical cost convention and on accrual basis, except for certain financial assets and liabilities measured at fair value as explained in accounting policies below.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

The financial statements are presented in Rupees (Rs.) lakhs, except when otherwise indicated.

#### **(b) Current and non-current classification**

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle (twelve months) and other criteria set out in the Schedule III to the Act.

#### **(c) Property, plant and equipment**

- i) All property, plant and equipment are stated at original cost of acquisition/installation (net of input credits availed) less accumulated depreciation and impairment loss, if any, except freehold land which is carried at cost. Cost includes cost of acquisition, construction and installation, taxes, duties, freight and other incidental expenses that are directly attributable to bringing the asset to its working condition for the intended use and estimated cost for decommissioning of an asset.
- ii) Subsequent expenditure is capitalised only if it is probable that the future economic benefit associated with the expenditure will flow to the Company.
- iii) Property, plant and equipment is derecognised from financial statements, either on disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss in the period in which the property, plant and equipment is derecognised.
- iv) On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognised as at 1 April 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.
- v) Depreciation on property, plant and equipment is provided on "Straight Line Method" based on the useful life specified in Schedule II of the Companies Act, 2013.

#### **(d) Inventories**

Inventories are valued at lower of cost and net realisable value. The cost of raw materials (construction materials) is determined on the basis of weighted average method. Cost of work-in-progress and finished stock includes cost of land / development rights, construction costs, allocated borrowing costs and expenses incidental to the projects undertaken by the Company.

## Notes forming part of the standalone financial statements

### (e) Fair value measurement

The Company's accounting policies and disclosures require the measurement of fair values for financial instruments.

The Company has an established control framework with respect to the measurement of fair values. The management regularly reviews significant unobservable inputs and valuation adjustments.

All financial assets and financial liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities;
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable, or
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

### (f) Equity investments in subsidiary

Investments in subsidiary are accounted at cost in accordance with Ind AS 27 "Separate financial statements".

### (g) Financial instruments

#### I Financial assets

##### i) Classification

The Company classifies its financial assets either at Fair Value through Profit or Loss (FVTPL), Fair Value through Other Comprehensive Income (FVTOCI) or at amortised Cost, based on the Company's business model for managing the financial assets and their contractual cash flows.

##### ii) Initial recognition and measurement

The Company at initial recognition measures a financial asset at its fair value plus transaction costs that are directly attributable to its acquisition. However, transaction costs relating to financial assets designated at fair value through profit or loss (FVTPL) are expensed in the statement of profit and loss for the year.

##### iii) Subsequent measurement

For the purpose of subsequent measurement, the financial asset are classified in four categories:

- a) Debt instrument at amortised cost
- b) Debt instrument at fair value through other comprehensive Income
- c) Debt instrument at fair value through profit or loss
- d) Equity investments

#### Debt instruments

##### • Amortised cost:

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on such instruments is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is calculated using the effective interest rate method and is included under the head "Finance income".

##### • Fair value through other comprehensive income (FVTOCI):

Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVTOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in the statement of profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to statement of profit and loss. Interest income from these financial assets is calculated using the effective interest rate method and is included under the head "Finance income".



## Notes forming part of the standalone financial statements

### • Fair value through profit or loss:

Assets that do not meet the criteria for amortised cost or fair value through other comprehensive income (FVTOCI) are measured at fair value through profit or loss. Gain and losses on fair value of such instruments are recognised in statement of profit and loss. Interest income from these financial assets is included in other income.

### **Equity investments other than investments in subsidiaries, joint ventures and associates**

The Company subsequently measures all equity investments other than investments in subsidiaries, joint ventures and associates at fair value. Where the Company's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to the statement of profit and loss in the event of de-recognition. Dividends from such investments are recognised in the statement of profit and loss as other income when the Company's right to receive payments is established. Changes in the fair value of financial assets at fair value through profit or loss are recognised in the statement of profit and loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVTOCI are not reported separately from other changes in fair value.

### iv) **Impairment of financial assets**

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

### v) **De-recognition of financial assets**

A financial asset is derecognised only when:

- The rights to receive cash flows from the financial asset have expired
- The Company has transferred substantially all the risks and rewards of the financial asset or
- The Company has neither transferred nor retained substantially all the risks and rewards of the financial asset, but has transferred control of the financial asset.

## II **Financial liabilities**

### i) **Classification**

The Company classifies all financial liabilities at amortised cost or fair value through profit or loss.

### ii) **Initial recognition and measurement**

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, deposits or as payables, as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

### iii) **Subsequent measurement**

The measurement of financial liabilities depends on their classification, as described below:

#### **a Financial liabilities at fair value through profit or loss**

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Gains or losses on liabilities held for trading are recognised in the profit or loss.

#### **b Loans, borrowings and deposits**

After initial recognition, loans, borrowings and deposits are subsequently measured at amortised cost using the effective interest rate (EIR) method. Gains and losses are recognised in the statement of profit and loss when the liabilities are derecognised as well as through the EIR amortization process. The EIR amortisation is included in project cost in the statement of profit and loss.

#### **c Trade and other payables**

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short-term maturity of these instruments.

## Notes forming part of the standalone financial statements

### iv) De-recognition of financial liabilities

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

### (h) Cash and cash equivalents

- (i) Cash and cash equivalents in the balance sheet comprise cash at bank and on hand and short-term deposit with original maturity upto three months, which are subject to insignificant risk of changes in value.
- (ii) For the purpose of presentation in the statement of cash flows, cash and cash equivalents consists of cash and short-term deposit, as defined above, net of outstanding bank overdraft as they are considered as an integral part of Company's cash management.

### (i) Revenue recognition

#### i) Revenue from real estate activity

- a) Revenue from real estate activity is recognised in accordance with the "Guidance Note on Accounting for Real Estate Transactions (for entities to whom Ind AS is applicable)" issued by the Institute of Chartered Accountants of India (ICAI). Construction revenue on such projects is recognized on percentage of completion method provided the threshold levels as prescribed in the said Guidance Note have been met. The method of determination of stage of completion of construction work is certified by the registered Architect, subject to such percentage being 25 percent or more, and revenue computed under this method in any case does not exceed the revenue computed with reference to the 'project cost method'.
- b) Revenue in respect of completed units, is recognised when the significant risks and rewards of ownership of the units in real estate have been passed on to the buyer.

Revenue is recognised net of indirect taxes and comprises the aggregate amounts of sale price as per the documents entered into. The total saleable area and estimate of costs are reviewed periodically by the management and any effect of changes therein is recognized in the period in which such changes are determined. However, if and when the total project cost is estimated to exceed the total revenue from the project, the loss is recognized in the same financial year.

#### ii) Dividend income

Dividend income is recognized when the Company's right to receive the dividend is established.

#### iii) Interest income

Interest income for all debt instruments, measured at amortised cost or fair value through other comprehensive income, is recognised using the effective interest rate method.

### (j) Foreign currency transactions

- i) Foreign currency transactions are recorded in the reporting currency (Indian rupee) by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency on the date of the transaction.
- ii) All monetary items denominated in foreign currency are converted into Indian rupees at the year-end exchange rate. The exchange differences arising on such conversion and on settlement of the transactions are recognised in the statement of profit and loss. Non-monetary items in terms of historical cost denominated in a foreign currency are reported using the exchange rate prevailing on the date of the transaction.

### (k) Income taxes

The income tax expenses comprises current and deferred tax. It is recognised in the statement of profit and loss except to the extent that it relates to items recognised directly in equity or in other comprehensive income.

#### Current tax:

The current tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period.

#### Deferred tax:

Deferred tax is recognised in respect of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the amount used for taxation purposes.



## Notes forming part of the standalone financial statements

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised, such reductions are reversed when the probability of future taxable profits improves.

Unrecognised deferred tax assets are measured at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects at the reporting date to recover or settle the carrying amount of its assets and liabilities.

Minimum Alternate Tax (MAT) credit is recognised as deferred tax asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each balance sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

### **(l) Employee benefits**

#### **(i) Short-term benefits**

Short-term employee benefits are recognized as an expense at the undiscounted amount in the statement of profit and loss for the year in which the related services are rendered.

#### **(ii) Defined contribution plans**

Payments to defined contribution retirement benefit schemes are charged to the statement of profit and loss of the year when the contribution to the respective funds are due. There are no other obligations other than the contribution payable to the fund.

#### **(iii) Defined benefit plans**

Defined benefits plans is recognized as an expense in the statement of profit and loss for the year in which the employee has rendered services. The expense is recognized at the present value of the amount payable determined using actuarial valuation techniques.

Re-measurement of the net defined benefit liability, which comprises of actuarial gains and losses, are recognised in other comprehensive income in the period in which they occur.

#### **(iv) Other long-term employee benefits**

Other long-term benefits are recognised as an expense in the statement of profit and loss as per the provisions of gratuity act.

### **(m) Impairment of non-financial assets**

The carrying amounts of non financial assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An asset is treated as impaired when the carrying amount exceeds its recoverable value. The recoverable amount is the greater of an asset's or cash generating unit's, net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to the present value using a pre-tax discount rate that reflects current market assessment of the time value of money and risks specific to the assets. An impairment loss is charged to the statement of profit and loss in the year in which an asset is identified as impaired. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life. The impairment loss recognized in prior accounting periods is reversed by crediting the statement of profit and loss if there has been a change in the estimate of recoverable amount.

### **(n) Earnings per share**

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares except when the results would be anti-dilutive.

### **(o) Provisions, contingent liabilities and contingent assets**

- i) Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can

## Notes forming part of the standalone financial statements

be reliably estimated. Provisions are not recognised for future operating losses. Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period.

Provisions (excluding retirement benefits) are discounted using pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

- ii) A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company. The Company does not recognize a contingent liability but discloses its existence in the financial statements.
- iii) Contingent assets are not recognized, but disclosed in the financial statements where an inflow of economic benefit is probable.

### 3 A Significant accounting judgements, estimates and assumptions

The preparation of the Company's financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Estimates and judgements are continuously evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. Revisions to accounting estimates are recognised in the period in which the estimate is revised.

#### a) Classification of property

**The Company determines whether a property is classified as investment property or inventory:**

"Investment property comprises land and buildings (principally commercial premises and retail property) that are not occupied substantially for use by, or in the operations of, the Company, nor for sale in the ordinary course of business, but are held primarily to earn rental income and capital appreciation. These buildings are substantially rented to tenants and not intended to be sold in the ordinary course of business. Inventory comprises property that is held for sale in the ordinary course of business. Principally, the Company develops and intends to sell before or on completion of construction."

#### b) Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using appropriate valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

#### c) Evaluation of percentage completion

Determination of revenues under the percentage of completion method necessarily involves making estimates, some of which are of a technical nature, concerning, where relevant, the percentages of completion, costs to completion, the expected revenues from the project or activity and the foreseeable losses to completion. Estimates of project income, as well as projects costs, are reviewed periodically. The effect of changes, if any, to estimates is recognised in the financial statements for the period in which such are determined.

#### d) Taxes

The Company periodically assesses its liabilities and contingencies related to income taxes for all years open to scrutiny based on latest information available. For matters where it is probable that an adjustment will be made, the Company records its best estimates of the tax liability in the current tax provision. The Management believes that they have adequately provided for the probable outcome of these matters.

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits.

#### e) Recognition and measurement of defined benefit obligations

The obligation arising from defined benefit plan is determined on the basis of actuarial assumptions. Key actuarial assumptions include discount rate, trends in salary escalation and attrition rate. The discount rate is determined by reference to market yields at the end of the reporting period on government securities.





## Notes forming part of the standalone financial statements

### B Recent accounting pronouncements

#### i) Appendix B to Ind AS 21, Foreign currency transactions and advance consideration:

Appendix B to Ind AS 21, Foreign currency transactions and advance consideration: On 28 March 2018, Ministry of Corporate Affairs ("MCA") has notified the Companies (Indian Accounting Standards) Amendment Rules, 2018 containing Appendix B to Ind AS 21, Foreign currency transactions and advance consideration which clarifies the date of the transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income, when an entity has received or paid advance consideration in a foreign currency.

The amendment will come into force from 1 April 2018. The Company is evaluating the requirement of the amendment and the impact on the financial statements. The effect on adoption of Ind AS 21 is expected to be insignificant.

#### ii) Ind AS 115, Revenue from Contract with Customers:

In March 2018, the Ministry of Corporate Affairs has notified the Companies (Indian Accounting Standards) Amended Rules, 2018 ("amended rules"). As per the amended rules, Ind AS 115 "Revenue from contracts with customers" supersedes Ind AS 11, "Construction contracts" and Ind AS 18, "Revenue" and is applicable for all accounting periods commencing on or after 1 April 2018.

Ind AS 115 introduces a new framework of five step model for the analysis of revenue transactions. The model specifies that revenue should be recognised when (or as) an entity transfer control of goods or services to a customer at the amount to which the entity expects to be entitled. Further the new standard requires enhanced disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity's contracts with customers. The new revenue standard is applicable to the Company from 1 April 2018.

#### The standard permits two possible methods of transition:

- Retrospective approach - Under this approach the standard will be applied retrospectively to each prior reporting period presented in accordance with Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors
- Retrospectively with cumulative effect of initially applying the standard recognized at the date of initial application (cumulative catch - up approach)

The Company is evaluating the requirement of the amendment and the impact on the financial statements. The effect on adoption of Ind AS 115 is expected to be insignificant.

### Note - 4 Property, plant and equipment

(Rs. in lakhs)

	Land	Furniture	Office and other equipments	Computers	Vehicles	Total
Net carrying value (at deemed cost)						
<b>As at 1 April 2016</b>	<b>675.90</b>	<b>0.34</b>	<b>7.17</b>	<b>3.12</b>	<b>0.38</b>	<b>686.92</b>
Additions	-	-	-	-	10.23	10.23
Disposals	-	-	-	-	-	-
<b>As at 31 March 2017</b>	<b>675.90</b>	<b>0.34</b>	<b>7.17</b>	<b>3.12</b>	<b>10.62</b>	<b>697.15</b>
Additions	-	-	-	-	41.66	41.66
Disposals	-	-	-	-	-	-
<b>As at 31 March 2018</b>	<b>675.90</b>	<b>0.34</b>	<b>7.17</b>	<b>3.12</b>	<b>52.28</b>	<b>738.81</b>
Depreciation						
Charge for the year	-	0.08	2.18	1.15	0.18	3.60
Disposals	-	-	-	-	-	-
<b>Up to 31 March 2017</b>	<b>-</b>	<b>0.08</b>	<b>2.18</b>	<b>1.15</b>	<b>0.18</b>	<b>3.60</b>
Charge for the year	-	0.08	2.04	1.02	4.42	7.56
Disposals	-	-	-	-	-	-
<b>Up to 31 March 2018</b>	<b>-</b>	<b>0.16</b>	<b>4.22</b>	<b>2.18</b>	<b>4.60</b>	<b>11.16</b>
Net carrying value						
<b>At 31 March 2018</b>	<b>675.90</b>	<b>0.18</b>	<b>2.95</b>	<b>0.94</b>	<b>47.68</b>	<b>727.65</b>
<b>At 31 March 2017</b>	<b>675.90</b>	<b>0.26</b>	<b>4.99</b>	<b>1.96</b>	<b>10.43</b>	<b>693.55</b>
<b>At 1 April 2016</b>	<b>675.90</b>	<b>0.34</b>	<b>7.17</b>	<b>3.12</b>	<b>0.38</b>	<b>686.92</b>

## Notes forming part of the standalone financial statements

## Note - 5.1 Non-current investments

## Trade investments

## Investments valued at deemed cost, fully paid up

## I) Investment in equity shares of subsidiary company - unquoted

1,49,200 (March 31, 2017 - 1,49,200; April 1, 2016 - 1,49,200) of Rs.10 each fully paid up in Helmet Traders Ltd (Refer note 28)	14.92	14.92	14.92
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## II) Investment in equity shares of company - quoted

100 (March 31, 2017 - 100; April 1, 2016 - 100) of Rs.10 each fully paid up in Apple Credit Corporation Ltd	0.04	0.04	0.04
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50 (March 31, 2017 - 50; April 1, 2016 - 50) of Rs.10 each fully paid up in Chokani International Ltd	0.01	0.01	0.01
---	------	------	------

200 (March 31, 2017 - 200; April 1, 2016 - 200) of Rs.10 each fully paid up in Chokani Global Express Ltd	0.02	0.02	0.02
---	------	------	------

8,700 (March 31, 2017 - 8,700; April 1, 2016 - 8,700) of Rs.10 each fully paid up in CVIL Infra Ltd	0.53	0.53	0.53
---	------	------	------

200 (March 31, 2017 - 200; April 1, 2016 - 200) of Rs.10 each fully paid up in Margo Finance Ltd	0.02	0.02	0.02
--	------	------	------

200 (March 31, 2017 - 200; April 1, 2016 - 200) of Rs.10 each fully paid up in Mewar Marbles Ltd	0.02	0.02	0.02
--	------	------	------

40 (March 31, 2017 - 40; April 1, 2016 - 200) of Rs.10 each fully paid up in Saurashtra Chemicals Ltd	0.02	0.02	0.02
---	------	------	------

14,730 (March 31, 2017 - 14,730; April 1, 2016 - 200) of Rs.10 each fully paid up in shares of Washington Software Ltd	4.38	4.38	4.38
--	------	------	------

	<b>5.03</b>	<b>5.03</b>	<b>5.03</b>
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Less: Provision for diminution in value of Investment	5.03	5.03	5.03
---	------	------	------

	-	-	-
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	<b>14.92</b>	<b>14.92</b>	<b>14.92</b>
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Aggregate book value of quoted investments	-	-	-
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Aggregate market value of quoted investments	0.03	0.02	0.03
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Aggregate book value of unquoted investments	14.92	14.92	14.92
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## Note - 5.2

## Current investments

## Investment in mutual fund

Kotak Low Duration Funds	-	811.57	-
	-	<b>811.57</b>	-

Aggregate book value of quoted investments	-	811.57	-
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Aggregate market value of quoted investments	-	-	-
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**Notes forming part of the standalone financial statements**
**(Rs. in lakhs)**
**Note - 6 Loans**

	Non-current			Current		
	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Loans given to related parties [Refer note 28]	-	-	-	-	75.03	75.83
Deposits with other parties	11.31	11.31	11.31	-	-	-
<b>Total</b>	<b>11.31</b>	<b>11.31</b>	<b>11.31</b>	<b>-</b>	<b>75.03</b>	<b>75.83</b>

**Note - 7 Deferred tax assets**

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Employee benefits	6.89	6.07	2.31
Fiscal allowance on property, plant & equipment and intangible assets	12.35	17.99	21.00
Unabsorbed fiscal allowance	-	83.62	41.68
	<b>19.24</b>	<b>107.68</b>	<b>64.99</b>
Add: MAT credit entitlement	48.94	-	-
<b>Net deferred tax assets</b>	<b>68.18</b>	<b>107.68</b>	<b>64.99</b>

**Note - 8 Other assets**

	Non-current			Current		
	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Prepaid expenses	-	-	-	0.21	0.38	0.31
Advance to Contractors / Suppliers				1,462.58	423.70	3,321.41
Other advances	-	-	-	1.68	0.13	34.05
Balance with government authority						
- Indirect tax	27.51	87.46	43.22	-	-	-
Other current assets	-	-	-	-	3.11	3.11
	<b>27.51</b>	<b>87.46</b>	<b>43.22</b>	<b>1,464.46</b>	<b>427.32</b>	<b>3,358.89</b>

**Note - 9 Inventories**

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Work-in-progress - Pune Project	10,369.61	11,356.37	9,691.30
Work-in-progress - Panvel Phase-1	25.88	-	-
Work-in-progress - Panvel Phase-2	0.20	-	-
	<b>10,395.69</b>	<b>11,356.37</b>	<b>9,691.30</b>

**Note - 10 Trade receivables**

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
(Unsecured, considered good)			
Due from			
- Others	571.86	41.42	-
	<b>571.86</b>	<b>41.42</b>	<b>-</b>

**Notes forming part of the standalone financial statements****(Rs. in lakhs)****Note - 11 Cash and cash equivalents**

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Cash on hand	2.43	1.48	1.59
Balances with banks in current accounts	259.92	125.47	130.04
<b>Total</b>	<b>262.36</b>	<b>126.94</b>	<b>131.63</b>

**Note - 12 Other bank balances**

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Balances with banks in escrow accounts	-	-	-
Margin money deposits with bank having original maturity period of three to twelve months*	6.97	6.45	5.96
<b>Total</b>	<b>6.97</b>	<b>6.45</b>	<b>5.96</b>

**Note - 13 Current tax assets**

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Balance with government authority			
Direct tax (net of provisions)	15.26	17.63	2.27
<b>Total</b>	<b>15.26</b>	<b>17.63</b>	<b>2.27</b>

**Note - 14 Equity share capital**

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Authorised *			
4,00,00,000 (March 31, 2017 - 4,00,00,000; April 1, 2016 - 4,00,00,000) Equity shares of Rs. 10 each	4,000.00	4,000.00	4,000.00
	4,000.00	4,000.00	4,000.00
<b>Issued, subscribed and paid up</b>			
3,54,76,853 (March 31, 2017 - 3,54,76,853; April 1, 2016 - 3,54,76,853) Equity shares of Rs.10 each fully paid up	3,547.69	3,547.69	3,547.69
	3,547.69	3,547.69	3,547.69

**(i) The reconciliation of the number of equity shares outstanding is set out below:**

	As at 31 March 2018		As at 31 March 2017		As at 1 April 2016	
	Number of shares	Rs. in lakhs	Number of shares	Rs. in lakhs	Number of shares	Rs. in lakhs
Shares outstanding at the beginning of the year	35,476,853	3,547.69	35,476,853	3,547.69	3,54,76,853	3,547.69
Changes during the year	-	-	-	-	-	-
Shares outstanding at the end of the year	<b>35,476,853</b>	<b>3,547.69</b>	<b>35,476,853</b>	<b>3,547.69</b>	<b>3,54,76,853</b>	<b>3,547.69</b>

**(ii) Terms/rights attached to equity shares**

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian rupees. The final dividend when proposed

**Notes forming part of the standalone financial statements****(Rs. in lakhs)**

by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of equity 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 equity shares held by the shareholders.

**(iii) Details of each equity shareholder holding more than 5% shares are set out below :**

Name of shareholder	As at 31 March 2018		As at 31 March 2017		As at 1 April 2016	
	Number of shares	Percentage (%) of Holding	Number of shares	Percentage (%) of Holding	Number of shares	Percentage (%) of Holding
Jumbo Bright Group Limited	9,005,885	25.39%	9,005,885	25.39%	90,05,885	25.39%
Vidip V Jatia	7,585,350	21.38%	5,203,850	14.67%	1,58,000.00	0.45%
Namita Prateek Jatia	4,580,311	12.91%	3,666,100	10.33%	-	0.00%
Vinod Kumar Jatia (HUF)	4,003,600	11.29%	4,663,600	13.15%	46,63,600	13.15%
Vinod Subhakaran Jatia	3,212,200	9.05%	5,187,200	14.62%	51,87,200	14.62%
Oriental Bank of Commerce	2,927,000	8.25%	-	0.00%	-	0.00%
Prateek Jatia	422,700	1.19%	1,089,700	3.07%	47,55,800	13.41%
Nita Jatia	100	0.00%	100	0.00%	50,45,950	14.22%

**(iv) No bonus shares have been issued and no shares bought back during five years preceding 31 March 2018.****Note - 15 Other equity**

Capital reserve

Securities premium

General reserve

As at 31 March 2018	As at 31 March 2017
2.77	2.77
3,318.36	3,318.36
90.06	90.06
<b>3,411.19</b>	<b>3,411.19</b>

**Surplus in statement of profit and loss**

Opening balance

Add : Profit for the year

395.22

150.44 (75.82)

**Items of other comprehensive income recognised directly in retained earning**

Re-measurement gain/(losses) on defined benefit plans (net of tax)

-

545.67

395.22

**3,956.86****3,806.41****Note - 16****Long - term borrowings****Secured**

Loans from other party [Refer note (a) below]

Current maturities

As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
1,942.95	-	3,595.42
<b>1,942.95</b>	-	3,595.42
-	-	-
<b>1,942.95</b>	-	<b>3,595.42</b>

## Notes forming part of the standalone financial statements

(Rs. in lakhs)

## Nature of securities and terms of repayments for long - term borrowings

## a) Loan from other party

Rs. 2,200.00 lakhs is secured by way first ranking exclusive mortgage by the Mortgagor in favour of the Security Trustee over the Mortgage Properties, first ranking exclusive pledge over the pledged properties in favour of the security trustee and personal guarantees issued by the personal guarantors in favour of the security trustee. The loan carries fixed interest @ 16.5% p.a. and is repayable in quarterly instalments starting from quarter ended 31 December 2019 and ending in quarter ended 30 September 2022.

The Company has amortised borrowings using EIR of 21.53%.

## Note - 17 Provisions

	Non-current			Current		
	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Employee benefits	24.48	18.57	7.18	2.30	1.09	0.29
<b>Total</b>	<b>24.48</b>	<b>18.57</b>	<b>7.18</b>	<b>2.30</b>	<b>1.09</b>	<b>0.29</b>

The employees' gratuity fund scheme (unfunded) is a defined benefit plan. During the year the Company has made provision of gratuity of Rs. 5.91 lakhs. However the Company has not done actuarial valuation of the same, hence disclosure as required by the Ind AS 19 - 'Employee Benefits' has not been given.

## Note - 18 Short-term borrowings

## Unsecured

Loans from

- Other parties

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
	898.91	4,719.08	2,398.21
	<b>898.91</b>	<b>4,719.08</b>	<b>2,398.21</b>

## Note - 19 Trade payables

Others

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
	368.74	80.85	285.07
	<b>368.74</b>	<b>80.85</b>	<b>285.07</b>

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 - 20 Other current liabilities

Revenue received in advance

Advance against sale of capital assets

Statutory dues

Other Payables

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
	2,791.43	1,482.68	351.81
	-	100.00	-
	25.61	17.40	11.84
	7.21	3.90	7.49
	<b>2,824.25</b>	<b>1,603.97</b>	<b>371.14</b>

## Note - 21 Revenue from operations

Sale of residential units

	As at 31 March 2018	As at 31 March 2017
	4,778.04	597.54
	<b>4,778.04</b>	<b>597.54</b>

## Note - 22 Other income

Interest income \*

Gain on sale of current investments

	As at 31 March 2018	As at 31 March 2017
	18.86	10.82
	71.43	11.57
	<b>90.29</b>	<b>22.39</b>

\* Includes interest from customer, staff loan, etc.


**Notes forming part of the standalone financial statements**
**(Rs. in lakhs)**
**Note - 23 Cost of sales and other operational expenses**

	As at 31 March 2018	As at 31 March 2017
Opening stock	11,356.37	9,691.30
<b>Add : Expenses incurred during the year</b>		
Project execution expenses	3,015.16	2,194.54
<b>Total (A)</b>	<b>14,371.53</b>	<b>11,885.83</b>
Closing stock [Refer note 9]	10,369.61	11,356.37
<b>Total (B)</b>	<b>10,369.61</b>	<b>11,356.37</b>
<b>Total ( A - B )</b>	<b>4,001.91</b>	<b>529.47</b>

**Note - 24 Employee benefits expense**

	As at 31 March 2018	As at 31 March 2017
Directors' remuneration	15.92	-
Salaries, allowances and bonus	55.01	14.45
Leave Encashment	2.10	0.33
Gratuity	5.91	11.38
	<b>78.93</b>	<b>26.16</b>

**Note - 25 Depreciation and amortisation expense**

	As at 31 March 2018	As at 31 March 2017
- Property, plant and equipment	7.56	3.60
Less: depreciation related to work in progress (Refer note 23)	3.18	3.39
	<b>4.38</b>	<b>0.21</b>

**Note - 26 Other expenses**

	As at 31 March 2018	As at 31 March 2017
Travelling & Conveyance	25.46	0.07
Legal & Professional Charges	23.64	2.66
Hospitality Expenses	3.68	-
Communication Expenses	2.00	1.05
Advertisement	-	0.42
Depository Charges	4.98	3.16
Printing & Stationery	2.42	0.56
Audit Fees	2.24	2.28
Rates and Taxes	0.90	0.72
Donation	-	1.01
Miscellaneous Expenses	0.37	0.27
Directors Sitting Fees	0.32	0.18
Repairs & Maintenance	0.13	0.13
Bank Charges	0.04	0.01
<b>Sales &amp; Marketing Expenses</b>		
Business Promotion	2.03	-
Advertisement Expenses	30.50	22.75
Brokerage	96.63	16.53
Marketing Expenses	281.19	130.80
Marketing & Brokerage Expenses-Panvel Project	13.09	-
	<b>489.62</b>	<b>182.60</b>



## Notes forming part of the standalone financial statements

(Rs. in lakhs)

**Note - 27 Auditors' remuneration**

Statutory Audit Fees  
Tax Audit Fees  
In Other Capacity

As at 31 March 2018	As at 31 March 2017
1.80	1.80
0.25	-
-	1.22
<b>2.05</b>	<b>3.02</b>

**Note - 28 Related party disclosures****List of parties where control exists****(a) Wholly Owned Subsidiary Company**

Helmet Traders Limited

Extent of Holding	
2018	2017
100%	100%

**(b) Key management personnel**

Vidip Vinod Jatia (Chairman) and Namita Jatia (Director)

**(c) Other related party**

Subhkaran & Sons

**Transactions with related parties:****Rent**

Other related party

**Directors' remuneration**

Key management personnel

**Loan Recovered**

Wholly Owned Subsidiary Company

**Director Sitting Fees**

Key management personnel

Year Ended 31 March 2018	Year Ended 31 March 2017
-----------------------------	-----------------------------

- 0.69

15.92 -

75.03 0.80

0.11 0.05

**Outstanding balances:****Rent Payable**

Other related party

**Loans Receivable**

Wholly Owned Subsidiary Company

**Investment**

Wholly Owned Subsidiary Company

As at 31 March 2018	As at 31 March 2017
------------------------	------------------------

0.17 0.17

- 75.03

14.92 14.92

**Notes**

- (i) Expenses incurred on behalf of the Company and reimbursed to related parties have not been considered as related party transaction.
- (ii) 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	As at 31 March 2018	Maximum Balance during the year
a) Loans & Advances in the natures of loans to Subsidiary Co-Helmet Traders Ltd	Nil	75.033
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


**Notes forming part of the standalone financial statements**
**(Rs. in lakhs)**
**Note - 29 Contingent liabilities and commitments (To the extent not provided for)**
**I) Contingent liabilities**

- i) Estimated amount of contracts remaining to be executed

Particulars	As at 31 March 2018	As at 31 March 2017
Commitments		
Estimated amount of contracts remaining to be executed not provided for	2,947.72	1,404.84
ii) The Company has given Bank Guarantee for Rs. 5.00 lakh ( Rs. 5.00 lakh)		
iii) Income Tax demand disputed in appeal for the A.Y.2010-11 Rs.190.14 lakh		

**Note - 30 Earnings per share (EPS)**

	As at 31 March 2018	As at 31 March 2017
a) Profit after tax (Rs. in lakhs)	150.44	(75.82)
b) Profit available for distribution to equity shareholders (Rs. in lakhs)	150.44	(75.82)
c) Weighted average number of equity shares outstanding (No.)	35,476,853.00	35,476,853.00
d) Face value of equity shares (Rs.)	10.00	10.00
e) Basic and diluted earning per share (Rs.)	0.42	(0.21)

**Note - 31 Financial risk management objectives and policies**

The Company's principal financial liabilities comprise borrowings, trade and other payables. The main purpose of these financial liabilities is to finance and support Company's operations. The Company's principal financial assets include loans given, trade and other receivables, cash and cash equivalents, other bank balances and refundable deposits that derive directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Company's senior management ensures that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The Board of Directors reviews and agrees policies for managing each of these risks.

**Financial risk management**

The Company has exposure to the following risks arising from financial instruments:

- (i) Market risk, (ii) Credit risk and (iii) Liquidity risk

**i. Market risk**

Market risk arises from the Company's use of interest bearing financial instruments. It is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in interest rates (interest rate risk) or other market factors. Financial instruments affected by market risk include borrowings, loan given, fixed deposits and refundable deposits.

**a Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to the risk of changes in market interest rates as the funds borrowed by the Company is at fixed interest rate.

**b Foreign currency risk**

Currency risk is not material, as the Company's primary business activities are within India and does not have significant exposure in foreign currency.

**ii. Credit risk**

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities including security deposits, loans to employees and other financial instruments.

**a) Trade receivables**

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The Company has entered into contracts for sale of residential units. The payment terms are specified in the contracts. The Company is exposed to credit risk in respect of the amount due. However, in case of sale, the legal ownership is transferred to the buyer only after the entire amount is recovered. In addition, the amount due is monitored on an ongoing basis with the result that the Company's exposure to bad debts is not significant. The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions industries and operate in largely independent markets.

**Notes forming part of the standalone financial statements**

(Rs. in lakhs)

Ageing of trade receivables are as follows

Particulars	Year Ended 31 March 2018	Year Ended 31 March 2017	Year Ended 1 April 2016
Less than 6 Months	588.27	41.42	-
More than 6 Months	-	-	-
<b>Total</b>	<b>588.27</b>	<b>41.42</b>	<b>-</b>

**b) Financial Instrument and cash deposits**

With respect to credit risk arising from the other financial assets of the Company, which comprise bank balances, cash, loans to related parties and other parties, other receivables and deposits, the Company's exposure to credit risk arises from default of the counterparty, with a maximum exposure equal to the carrying amount of these assets. Credit risk from balances with banks is managed by Company's treasury in accordance with the Company's policy. The Company limits its exposure to credit risk by only placing balances with local banks. Given the profile of its bankers, management does not expect any counterparty to fail in meeting its obligations.

**iii. Liquidity risk**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company monitors its risk to a shortage of funds using a recurring liquidity planning tool. This tool considers the maturity of both its financial investments and financial assets (e.g. trade receivables, other financial assets) and projected cash flows from operations. The cash flows, funding requirements and liquidity of Company is monitored under the control of Treasury team. The objective is to optimize the efficiency and effectiveness of the management of the Company's capital resources. The Company's objective is to maintain a balance between continuity of funding and borrowings. The Company manages liquidity risk by maintaining adequate reserves and borrowing facilities, by continuously monitoring forecasted and actual cash flows and matching the maturity profiles of financial assets and liabilities.

The Company currently has sufficient cash on demand to meet expected operational expenses, including the servicing of financial obligations.

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments:

	Contractual cash flows				Total
	Less than 1 year	1 to 3 years	3 to 5 years	> 5 years	
Year ended 31 March 2018					
Borrowings	898.91	728.61	1,214.34	-	2,841.86
Trade payables	368.74	-	-	-	368.74
	<b>1,267.65</b>	<b>728.61</b>	<b>1,214.34</b>	<b>-</b>	<b>3,210.60</b>
Year ended 31 March 2017					
Borrowings	4,719.08	-	-	-	4,719.08
Trade payables	80.85	-	-	-	80.85
	<b>4,799.93</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>4,799.93</b>
Year ended 31 March 2016					
Borrowings	2,398.21	3,595.42	-	-	5,993.64
Trade payables	285.07	-	-	-	285.07
	<b>2,683.29</b>	<b>3,595.42</b>	<b>-</b>	<b>-</b>	<b>6,278.71</b>

**Capital management**

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholders' value.


**Notes forming part of the standalone financial statements**
**(Rs. in lakhs)**

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt.

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Borrowings (long-term and short-term)	2,841.86	4,719.08	5,993.64
Less: Cash and cash equivalents	(262.36)	(126.94)	(131.63)
<b>Net debt</b>	<b>2,579.50</b>	<b>4,592.14</b>	<b>5,862.01</b>
Equity share capital	3,548	3,548	3,548
Other equity	3,957	3,806	3,882
<b>Total Equity</b>	<b>7,505</b>	<b>7,354</b>	<b>7,430</b>
Total Capital and net debt	10,084	11,946	13,292
<b>Gearing ratio</b>	<b>26%</b>	<b>38%</b>	<b>44%</b>

No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2018 and 31 March 2017.

**Note - 32 Taxation**

a) The major components of income tax for the year ended 31 March 2018 are as under:

i) Income tax related to items recognised directly in profit or loss of the Statement of profit and loss during the year

	Year ended 31 March 2018	Year ended 31 March 2017
<b>Current tax</b>		
Current tax on profits for the year	56.00	-
Adjustments for current tax of prior periods	47.54	-
<b>Total current tax expense</b>	<b>103.54</b>	<b>-</b>
<b>Deferred tax</b>		
Relating to origination and reversal of temporary differences	39.50	(42.69)
<b>Income tax expense reported in the statement of profit and loss</b>	<b>143.03</b>	<b>(42.69)</b>

b) Reconciliation of tax expense and the accounting profit multiplied by tax rate:

	Year ended 31 March 2018	Year ended 31 March 2017
<b>Accounting profit before tax</b>	<b>293.48</b>	<b>(118.50)</b>
<b>Income tax @ 25.75%</b>	<b>75.57</b>	<b>(30.52)</b>
Adjustments in respect of current income tax in respect of previous years	47.54	-
Change in recognised deductible temporary differences	39.50	(42.69)
Income not taxable/exempt from tax	(19.57)	30.52
<b>Income tax expense/(benefit) charged to the statement of profit and loss</b>	<b>143.03</b>	<b>(42.69)</b>

## Notes forming part of the standalone financial statements

(Rs. in lakhs)

## c) Deferred tax relates to the following:

	Balance-Sheet			Recognized in the statement of profit and loss	
	31 March 2018	31 March 2017	1 April 2016	31 March 2018	31 March 2017
<b>Deferred tax assets</b>					
Deductible temporary differences					
Depreciation on property, plant, equipment and intangible assets	12.35	17.99	21.00	5.64	3.01
Unused tax losses	-	83.62	41.68	83.62	(41.94)
Employee benefits / expenses allowable on payment basis	6.89	6.07	2.31	(0.82)	(3.76)
<b>Total (a)</b>	<b>19.24</b>	<b>107.68</b>	<b>64.99</b>	<b>88.44</b>	<b>(42.69)</b>
Add: MAT credit entitlement	48.94	-	-	(48.94)	-
<b>Net deferred tax assets (b)</b>	<b>68.18</b>	<b>107.68</b>	<b>64.99</b>		
<b>Deferred tax charge/(credit) (a+b)</b>				<b>39.50</b>	<b>(42.69)</b>

## Note - 33 Fair value measurement

The fair value of the financial assets are included at amounts at which the instruments could be exchanged in a current transaction between willing parties other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair value:

- Fair value of cash and short term deposits, trade and other short term receivables, trade payables, other current liabilities, approximate their carrying amounts largely due to the short-term maturities of these instruments
- Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, allowances are taken to account for the expected losses of these receivables.

## a) Financial instruments by category

	Refer note	As at 31 March 2018		As at 31 March 2017		As at 1 April 2016	
		FVTPL	Amortised cost	FVTPL	Amortised cost	FVTPL	Amortised cost
<b>Financial assets (other than Investment in subsidiary)</b>							
<b>Non-current</b>							
Loans	6	-	11.31	-	11.31	-	11.31
<b>Current</b>							
Investment in mutual funds	5.2	-	-	811.57	-	-	-
Trade receivables	10	-	571.86	-	41.42	-	-
Cash and cash equivalents	11	-	262.36	-	126.94	-	131.63
Other bank balances	12	-	6.97	-	6.45	-	5.96
Loans	6	-	-	-	75.03	-	75.83
<b>Total financial assets</b>		-	<b>852.49</b>	<b>811.57</b>	<b>261.15</b>	-	<b>224.73</b>
<b>Financial liabilities</b>							
<b>Non-current</b>							
Borrowings	16	-	1,942.95	-	-	-	3,595.42
<b>Current</b>							
Borrowings	18	-	898.91	-	4,719.08	-	2,398.21
Trade payables	19	-	368.74	-	80.85	-	285.07
<b>Total financial liabilities</b>		-	<b>3,210.59</b>	-	<b>4,799.93</b>	-	<b>6,278.71</b>


**Notes forming part of the standalone financial statements**
**(Rs. in lakhs)**
**b) Fair value hierarchy**

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs)

The following tables provides the fair value measurement hierarchy of the Company's assets and liabilities:

As at 31 March 2018	Carrying value	Fair value		
		Level 1	Level 2	Level 3
<b>Financial assets measured at FVTPL</b>	-	-	-	-
Investment in mutual funds				
<b>Total</b>	-	-	-	-

As at 31 March 2017	Carrying value	Fair value		
		Level 1	Level 2	Level 3
<b>Financial assets measured at FVTPL</b>				
Investment in mutual funds	811.57	811.57	-	-
<b>Total</b>	<b>811.57</b>	<b>811.57</b>	-	-

As at 1 April 2016	Carrying value	Fair value		
		Level 1	Level 2	Level 3
<b>Financial assets measured at FVTPL</b>	-	-	-	-
Investment in mutual funds				
<b>Total</b>	-	-	-	-

**Note - 34 First time adoption of Ind AS**
**A) First Ind AS financial statement**

These financial statements, for the year ended 31 March 2018, are the first, the Company has prepared in accordance with Ind AS. For the period up to and including the year ended 31 March 2017, the Company prepared its financial statements in accordance with the accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (previous GAAP).

Accordingly, the Company has prepared its financial statements to comply with Ind AS for the year ended 31 March 2018, together with comparative data as at and for the year ended 31 March, 2017, as described in the summary of significant accounting policies. In preparing these financial statements, the Company's opening balance sheet was prepared as at 01 April 2016, the Company's date of transition. These notes explain the principal adjustments made by the Company in restating its Indian GAAP financial statements, including the balance sheet as at 01 April 2016 and the financial statements as at and for the year ended 31 March 2017.

**I Optional exemptions availed**

Ind AS 101 allows first-time adopters certain optional exemptions from the retrospective application of certain requirements under Ind AS. The Company has applied the following exemptions:

**Notes forming part of the standalone financial statements****(Rs. in lakhs)****i) Deemed cost**

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition after making necessary adjustments for de-commissioning liabilities. This exemption is also applicable for intangible assets and investment property covered under Ind AS 38 and Ind AS 40 respectively. Accordingly, the Company has elected to measure all of its property, plant and equipment, intangible assets and investment property at their previous GAAP carrying value.

**ii) Investment in subsidiaries, associates and joint ventures**

"Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its investment in subsidiaries, associates and joint ventures as recognised in the financial statements at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition.

Accordingly, the Company has elected to measure all of its investments in subsidiaries, associates and joint ventures at their previous GAAP carrying value."

**II Mandatory exceptions applied:**

The following are the mandatory exceptions that have been applied in accordance with Ind AS 101 in preparing these financial statements:

**i) Estimates**

An entity's estimates in accordance with Ind ASs at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error.

Ind AS estimates as at 1 April 2016 are consistent with the estimates as at the same date made in conformity with previous GAAP except where Ind AS required a different basis for estimates as compared to the previous GAAP.

**ii) Derecognition of financial assets and financial liabilities**

Ind AS 101 requires a first-time adopter to apply the de-recognition provisions of Ind AS 109 prospectively for transactions occurring on or after the date of transition to Ind AS. However, Ind AS 101 allows a first-time adopter to apply the de-recognition requirements in Ind AS 109 retrospectively from a date of the entity's choosing, provided that the information needed to apply Ind AS 109 to financial assets and financial liabilities derecognised as a result of past transactions was obtained at the time of initially accounting for those transactions.

The Company has applied the de-recognition provisions of Ind AS 109 prospectively from the date of transition to Ind AS.

**iii) Classification and measurement of financial assets**

Ind AS 101 requires an entity to assess classification and measurement of financial assets on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

**B) Reconciliation of equity and total comprehensive income****i) Reconciliation of total equity as at**

	As at 31 March 2017	As at 31 March 2016
<b>Equity as per previous GAAP</b>	<b>7,354.10</b>	<b>7,429.91</b>
Adjustments	-	-
<b>Total equity under Ind AS</b>	<b>7,354.10</b>	<b>7,429.91</b>

**ii) Reconciliation of total comprehensive income for the year ended**

	31 March 2017
<b>Net profit as per previous GAAP</b>	<b>(75.82)</b>
Adjustments	-
<b>Profit after tax as per Ind AS</b>	<b>(75.82)</b>
Other comprehensive income (net of tax)	-
<b>Total comprehensive income as per Ind AS</b>	<b>(75.82)</b>

**C) Impact of Ind AS adoption on the statement of cash flows for the year ended 31 March 2017 -**

All the adjustments on account of Ind AS are non - cash in nature and hence, there is no material impact on the statement of cash flows.



**Notes forming part of the standalone financial statements****(Rs. in lakhs)****Note - 35 Segment information**

Disclosure under Ind AS 108 - 'Operating Segments' is not given as, in the opinion of the management, the entire business activity falls under one segment, viz., Real estate development. The Company conducts its business in only one Geographical Segment, viz., India.

**Note - 36 Expenditure in Foreign Currency**

Particulars	As at 31 March 2018	As at 31 March 2017
Marketing Expenses	0.03	0.15
Foreign Travelling Expenses	8.66	-

**Note - 37**

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 - 38**

Previous year figures have been regrouped / reclassified, wherever necessary, to correspond with current year classification.

As per our report of even date

**For K C P L And Associates LLP**

**Chartered Accountants**

**Firm Registration Number 119223W/W100021**

**Rakesh Agarwal**

**Partner**

**Membership Number 170685**

Date: 30th May, 2018

**For and on behalf of the Board**

**Vidip Jatia**

**Managing Director**

**DIN: 06720329**

**Kailash Sharma**

**Company Secretary**

**Namita Jatia**

**Director**

**DIN: 07660840**

**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 2018, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Cash Flow Statement, the statement of changes in equity for the year then ended, and a summary of significant accounting policies and other explanatory information (herein after referred to as "financial statements").

**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 Ind AS 19 "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, 2018;
- b) in the case of the Consolidated Statement of Profit and Loss (including other comprehensive income), of the profit for the year ended on that date;
- c) in the case of the Consolidated Cash Flow Statement, of the cash flows for the year ended on that date; and
- d) in the case of the statement of changes in equity 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. 2,115.98 lakhs as at 31st March, 2018, total revenues of Rs. 140.36 lakhs and net cash inflow of Rs. 0.36 lakhs 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 (including other comprehensive income), the Consolidated Cash Flow Statement and the statement of changes in equity 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, 2018, 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, 2018, 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.

**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, 2018.

## **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, 2018, 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, 2018, 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 L And Associates LLP**  
**Chartered Accountants**  
**Firm Regn. No.: 119223W/W100021**

**Rakesh Agarwal**  
**Partner**  
**M. No.: 170685**

Place: Mumbai  
Date: 30th May, 2018



## Balance Sheet as at 31st March, 2018

(Rs. in lakhs)

Assets	Note	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
<b>Non-current assets</b>				
(a) Property, plant and equipment	4	727.65	693.55	686.92
(b) Financial assets				
(i) Investments	5.1	2,009.37	2,323.34	152.65
(ii) Loans	6	11.31	11.56	11.31
(c) Deferred tax assets	7	68.18	107.68	67.29
(d) Other non-current assets	8	27.51	87.46	43.22
<b>Total non-current assets</b>		<b>2,844.02</b>	<b>3,223.59</b>	<b>961.39</b>
<b>Current assets</b>				
(a) Inventories	9	10,395.69	11,433.07	9,691.30
(b) Financial assets				
(i) Investments	5.2	-	811.57	-
(ii) Trade receivables	10	571.86	41.42	-
(iii) Cash and cash equivalents	11	264.72	128.95	132.19
(iv) Other bank balances	12	6.97	6.45	5.96
(v) Loans	6	104.13	-	-
(c) Current tax asset (net)	13	15.37	21.47	2.27
(d) Other current assets	8	1,464.46	427.32	3,358.89
<b>Total current assets</b>		<b>12,823.20</b>	<b>12,870.24</b>	<b>13,190.61</b>
<b>Total assets</b>		<b>15,667.22</b>	<b>16,093.83</b>	<b>14,152.00</b>
<b>Equity and Liabilities</b>				
<b>Equity</b>				
(a) Equity share capital	14	3,547.69	3,547.69	3,547.69
(b) Other equity	15	5,015.62	4,953.71	3,946.84
<b>Total equity</b>		<b>8,563.30</b>	<b>8,501.40</b>	<b>7,494.52</b>
<b>Liabilities</b>				
<b>Non-current liabilities</b>				
(a) Financial liabilities				
(i) Borrowings	16	1,942.95	-	3,595.42
(b) Provisions	17	24.48	18.57	7.18
(c) Deferred tax liabilities	7	326.70	372.99	-
<b>Total non-current liabilities</b>		<b>2,294.13</b>	<b>391.56</b>	<b>3,602.61</b>
<b>Current liabilities</b>				
(a) Financial liabilities				
(i) Borrowings	18	1,613.91	5,434.08	2,398.21
(ii) Trade payables	19	368.74	161.39	285.07
(b) Other current liabilities	20	2,824.84	1,604.31	371.29
(c) Provisions	17	2.30	1.09	0.29
<b>Total current liabilities</b>		<b>4,809.79</b>	<b>7,200.88</b>	<b>3,054.87</b>
<b>Total equity and liabilities</b>		<b>15,667.22</b>	<b>16,093.83</b>	<b>14,152.00</b>
Notes forming part of the financial statements	1 - 38			

As per our report of even date

For K C P L And Associates LLP

Chartered Accountants

Firm Registration Number 119223W/W100021

For and on behalf of the Board

Rakesh Agarwal  
Partner  
Membership Number 170685

Vidip Jatia  
Managing Director  
DIN: 06720329

Namita Jatia  
Director  
DIN: 07660840

Date: 30th May, 2018

Kailash Sharma  
Company Secretary

**Consolidated statement of profit and loss for the year ended 31 March 2018 (Rs. in lakhs)**

Particular	Note	Year Ended 31 March 2018	Year Ended 31 March 2017
<b>Income</b>			
Revenue from operations	21	4,854.75	602.31
Other income	22	97.92	99.17
<b>Total income</b>		<b>4,952.67</b>	<b>701.47</b>
<b>Expenses</b>			
Cost of sales and other operational expenses	23	4,078.61	534.23
Employee benefits expense	24	78.93	26.16
Depreciation and amortisation expense	25	4.38	0.21
Other expenses	26	490.52	183.30
<b>Total expenses</b>		<b>4,652.45</b>	<b>743.90</b>
<b>Profit before tax</b>		<b>300.22</b>	<b>(42.42)</b>
<b>Less : Tax expense</b>	32		
Current tax		103.54	-
Deferred tax		29.66	(23.23)
<b>Profit for the year</b>		<b>167.02</b>	<b>(19.19)</b>
<b>Other comprehensive income</b>			
Other comprehensive income not to be reclassified to profit or loss in subsequent periods:			
- Net gain/ (loss) on fair value of equity instruments		(141.57)	1,381.90
- Income Tax effect on above		36.46	(355.84)
<b>Other comprehensive income for the year, net of tax</b>		<b>(105.12)</b>	<b>1,026.06</b>
<b>Total comprehensive income for the year</b>		<b>61.90</b>	<b>1,006.87</b>
<b>Total comprehensive income for the year attributable to:</b>			
Non controlling interest		-	-
Owners of parent		61.90	1,006.87
<b>Earning per share on equity shares of Rs.10 each fully paid up</b>	30		
Basic and diluted		0.47	(0.05)
Notes forming part of the financial statements	1 - 38		

As per our report of even date

For K C P L And Associates LLP

Chartered Accountants

Firm Registration Number 119223W/W100021

For and on behalf of the Board

Rakesh Agarwal  
Partner  
Membership Number 170685

Vidip Jatia  
Managing Director  
DIN: 06720329

Namita Jatia  
Director  
DIN: 07660840

Date: 30th May, 2018

Kailash Sharma  
Company Secretary


**Consolidated statement of changes in equity for the year ended 31 March 2018 (Rs in lakhs)**
**A. Equity share capital**

Particulars	No of Shares	(Rs. in lakhs)
Equity shares of Rs. 10 each issued, subscribed and fully paid		
As at 1 April 2016	35,476,853	3,547.69
As at 31 March 2017	35,476,853	3,547.69
As at 31 March 2018	35,476,853	3,547.69

**B. Other equity**
**For the year ended 31 March 2018**

	Reserve and surplus				Other comprehensive income	Total equity attributable to equity holders
	Capital reserve	Securities premium reserve	General reserve	Retained earning	Net gain/ (loss) on fair value of equity instruments	
<b>As at 1 April 2016</b>	2.77	3,318.36	90.29	535.42	-	3,946.84
Profit for the year	-	-	-	(19.19)	-	(19.19)
Other comprehensive income						
Net gain/ (loss) on fair value of equity instruments		-	-	-	1,026.06	1,026.06
<b>As at 31 March 2017</b>	<b>2.77</b>	<b>3,318.36</b>	<b>90.29</b>	<b>516.23</b>	<b>1,026.06</b>	<b>4,953.71</b>
Profit for the year	-	-	-	167.02	-	150.44
Net gain/ (loss) on fair value of equity instruments	-	-	-	-	(105.12)	(105.12)
<b>As at 31 March 2018</b>	<b>2.77</b>	<b>3,318.36</b>	<b>90.29</b>	<b>683.26</b>	<b>920.95</b>	<b>5,015.62</b>

Notes forming part of the financial statements

1 - 38

As per our report of even date

**For K C P L And Associates LLP**

**Chartered Accountants**

**Firm Registration Number 119223W/W100021**

**For and on behalf of the Board**

**Rakesh Agarwal**  
Partner  
Membership Number 170685

**Vidip Jatia**  
Managing Director  
DIN: 06720329

**Namita Jatia**  
Director  
DIN: 07660840

Date: 30th May, 2018

**Kailash Sharma**  
Company Secretary



**Cash Flow Statement for the Year Ended 31st March, 2018****(Rs in lakhs)**

Particular	Year ended 31 March 2018	Year ended 31 March 2017
<b>A. Cash flow from operating activities</b>		
Profit before tax	300.22	(42.42)
Adjustments for:		
Depreciation	4.38	0.21
Depreciation on assets pertaining to inventory WIP	3.18	3.39
Employment Benefits	5.91	11.38
Interest Income	18.86	(10.82)
Dividend	(50.62)	(1.23)
Fair value measurement of quoted equity instruments	(12.93)	(75.55)
Operating Profit Before Working Capital Changes	269.02	(115.04)
Adjustment for :		
Long Term Advances	62.73	(44.49)
Other Current Assets	(0.35)	(0.55)
Trade Receivables	(530.44)	(41.42)
Short Term Loans and Advances	(98.70)	30.09
Advance to Contractors / Suppliers	(1,038.88)	2,897.71
Inventories	1,037.37	(1,741.77)
Short Term Provision	1.21	0.80
Trade Payable	207.34	(123.68)
Other Current Liabilities	1,216.93	1,233.02
Cash Generated from Operations	1,126.23	2,094.67
Direct Taxes Paid	(101.16)	(15.36)
Net cash used in operating activities (A)	1,025.07	2,079.31
<b>B. Cash Flow from Investing Activities</b>		
Purchase / Addition of Fixed Assets	(41.66)	(10.23)
Investments	185.42	(713.23)
Interest Income	(18.86)	10.82
Dividend received	50.62	1.23
Investments in MF	811.57	(811.57)
Net cash generated from investing activities (B)	987.08	(1,522.99)
<b>C. Cash flow from financing activities</b>		
Short Term Borrowings	(3,819.33)	3,035.86
Long Term Borrowings	1,942.95	(3,595.42)
Net cash (used in)/ generated from financing activities ( C )	(1,876.38)	(559.56)
Net changes in cash and cash equivalents (A+B+C)	135.77	(3.24)
Cash and cash equivalents at the beginning of the year	128.95	132.19
Cash and cash equivalents/ (bank balance overdrawn) at the end of the year [Refer note 3 below]	264.72	128.95
Notes:		
1 The above statement of cash flows has been prepared under indirect method as set out in Ind AS 7 'Statement of cash flows'.		
2 Previous year figures have been regrouped / reclassified, wherever necessary, to correspond with current year classification.		
3 Cash and cash equivalents comprise of:		
	Year ended 31 March 2018	Year ended 31 March 2017
Cash on hand	2.74	1.59
Balances with banks in current accounts	261.98	127.36
Cash and cash equivalents [Refer note 11]	264.72	128.95
<b>Cash and cash equivalents for the purpose of above statement of cash flows</b>	<b>264.72</b>	<b>128.95</b>

As per our report of even date

**For K C P L And Associates LLP****Chartered Accountants****Firm Registration Number 119223W/W100021****Rakesh Agarwal****Partner****Membership Number 170685**

Date: 30th May, 2018

**For and on behalf of the Board****Vidip Jatia****Managing Director****DIN: 06720329****Kailash Sharma****Company Secretary****Namita Jatia****Director****DIN: 07660840**



## **Notes forming part of the consolidated financial statements**

### **1 Corporate information**

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

The consolidated financial statements (hereinafter referred to as "Financial Statements") of the Group for the year ended 31 March 2018 were approved and authorised for issue by the Board of Directors at their meeting held on 30 May 2018.

### **2 Significant accounting policies**

#### **(a) Basis of preparation**

The financial Statements have been prepared to comply in all material respects with the Indian Accounting Standards notified under Section 133 of Companies Act, 2013 (the Act) read with Companies (Indian Accounting Standards (Ind AS) Rules, 2015 and other relevant provisions of the Act and rules framed thereunder.

For all periods up to and including the year ended 31 March 2017, the Group prepared its financial statements in accordance with previous GAAP, including accounting standards notified under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounting Standards) Rules, 2014. These financial statements for the year ended 31 March 2018 are the first financial statements of the Group prepared in accordance with Ind-AS. In accordance with Ind AS 101, the transition date to Ind AS being 1 April 2016, the comparatives for the previous year ended 31 March 2017 and balances as on 1 April 2016 reported under previous GAAP have been restated as per Ind AS. Refer note 34 for understanding how the transition from previous GAAP to Ind AS affected the Group's earlier reported Balance sheet, financial performance and cash flows.

The financial statements have been prepared under the historical cost convention and on accrual basis, except for certain financial assets and liabilities measured at fair value as explained in accounting policies below. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

The financial statements are presented in Rupees (Rs.) lakhs, except when otherwise indicated.

#### **(b) Principles of Consolidation**

The financial statements have been prepared on the following basis:

##### **Subsidiaries**

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date the control ceases. The acquisition method of accounting is used to account for business combination by the Group. The Group combines the separate financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, Contingent liability, equity, income and expenses. Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary and practicable to ensure consistency with the policies adopted by the Group. Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit and loss, consolidated statement of changes in equity and balance sheet, respectively.

#### **(c) Current and non-current classification**

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle (twelve months) and other criteria set out in the Schedule III to the Act.

#### **(d) Property, plant and equipment**

- i) All property, plant and equipment are stated at original cost of acquisition/installation (net of input credits availed) less accumulated depreciation and impairment loss, if any, except freehold land which is carried at cost. Cost includes cost of acquisition, construction and installation, taxes, duties, freight and other incidental expenses that are directly attributable to bringing the asset to its working condition for the intended use and estimated cost for decommissioning of an asset.

## Notes forming part of the consolidated financial statements

- ii) Subsequent expenditure is capitalised only if it is probable that the future economic benefit associated with the expenditure will flow to the Group.
- iii) Property, plant and equipment is derecognised from financial statements, either on disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss in the period in which the property, plant and equipment is derecognised.
- iv) On transition to Ind AS, the Group has elected to continue with the carrying value of all of its property, plant and equipment recognised as at 1 April 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.
- v) Depreciation on property, plant and equipment is provided on "Straight Line Method" based on the useful life specified in Schedule II of the Companies Act, 2013.

### (e) Inventories

Inventories are valued at lower of cost and net realisable value. The cost of raw materials (construction materials) is determined on the basis of weighted average method. Cost of work-in-progress and finished stock includes cost of land / development rights, construction costs, allocated borrowing costs and expenses incidental to the projects undertaken by the Group.

### (f) Fair value measurement

The Group's accounting policies and disclosures require the measurement of fair values for financial instruments.

The Group has an established control framework with respect to the measurement of fair values. The management regularly reviews significant unobservable inputs and valuation adjustments.

All financial assets and financial liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities;
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable, or
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

### (g) Equity investments in subsidiary

Investments in subsidiary are accounted at cost in accordance with Ind AS 27 "Separate financial statements".

### (h) Financial instruments

#### I Financial assets

##### i) Classification

The Group classifies its financial assets either at Fair Value through Profit or Loss (FVTPL), Fair Value through Other Comprehensive Income (FVTOCI) or at amortised Cost, based on the Group's business model for managing the financial assets and their contractual cash flows.

##### ii) Initial recognition and measurement

The Group at initial recognition measures a financial asset at its fair value plus transaction costs that are directly attributable to its acquisition. However, transaction costs relating to financial assets designated at fair value through profit or loss (FVTPL) are expensed in the statement of profit and loss for the year.

##### iii) Subsequent measurement

For the purpose of subsequent measurement, the financial asset are classified in four categories:

- a) Debt instrument at amortised cost
- b) Debt instrument at fair value through other comprehensive Income
- c) Debt instrument at fair value through profit or loss
- d) Equity investments



## Notes forming part of the consolidated financial statements

### Debt instruments

#### • Amortised cost:

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on such instruments is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is calculated using the effective interest rate method and is included under the head "Finance income".

#### • Fair value through other comprehensive income (FVTOCI):

Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVTOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in the statement of profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to statement of profit and loss. Interest income from these financial assets is calculated using the effective interest rate method and is included under the head "Finance income".

#### • Fair value through profit or loss:

Assets that do not meet the criteria for amortised cost or fair value through other comprehensive income (FVTOCI) are measured at fair value through profit or loss. Gain and losses on fair value of such instruments are recognised in statement of profit and loss. Interest income from these financial assets is included in other income.

### Equity investments other than investments in subsidiaries, joint ventures and associates

The Group subsequently measures all equity investments other than investments in subsidiaries, joint ventures and associates at fair value. Where the Group's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to the statement of profit and loss in the event of de-recognition. Dividends from such investments are recognised in the statement of profit and loss as other income when the Group's right to receive payments is established. Changes in the fair value of financial assets at fair value through profit or loss are recognised in the statement of profit and loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVTOCI are not reported separately from other changes in fair value.

#### iv) Impairment of financial assets

The Group assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

#### v) De-recognition of financial assets

A financial asset is derecognised only when:

- The rights to receive cash flows from the financial asset have expired
- The Group has transferred substantially all the risks and rewards of the financial asset or
- The Group has neither transferred nor retained substantially all the risks and rewards of the financial asset, but has transferred control of the financial asset.

## II Financial liabilities

### i) Classification

The Group classifies all financial liabilities at amortised cost or fair value through profit or loss.

### ii) Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, deposits or as payables, as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

## Notes forming part of the consolidated financial statements

### iii) Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

#### a Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Gains or losses on liabilities held for trading are recognised in the profit or loss.

#### b Loans, borrowings and deposits

After initial recognition, loans, borrowings and deposits are subsequently measured at amortised cost using the effective interest rate (EIR) method. Gains and losses are recognised in the statement of profit and loss when the liabilities are derecognised as well as through the EIR amortization process. The EIR amortisation is included in project costs in the statement of profit and loss.

#### c Trade and other payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short-term maturity of these instruments.

### iv) De-recognition of financial liabilities

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

### (i) Cash and cash equivalents

- (i) Cash and cash equivalents in the balance sheet comprise cash at bank and on hand and short-term deposit with original maturity upto three months, which are subject to insignificant risk of changes in value.
- (ii) For the purpose of presentation in the statement of cash flows, cash and cash equivalents consists of cash and short-term deposit, as defined above, net of outstanding bank overdraft as they are considered as an integral part of Group's cash management.

### (j) Revenue recognition

#### i) Revenue from real estate activity

- a) Revenue from real estate activity is recognised in accordance with the "Guidance Note on Accounting for Real Estate Transactions (for entities to whom Ind AS is applicable)" issued by the Institute of Chartered Accountants of India (ICAI). Construction revenue on such projects is recognized on percentage of completion method provided the threshold levels as prescribed in the said Guidance Note have been met. The method of determination of stage of completion of construction work is certified by the registered Architect, subject to such percentage being 25 percent or more, and revenue computed under this method in any case does not exceed the revenue computed with reference to the 'project cost method'.
- b) Revenue in respect of completed units, is recognised when the significant risks and rewards of ownership of the units in real estate have been passed on to the buyer.  
Revenue is recognised net of indirect taxes and comprises the aggregate amounts of sale price as per the documents entered into. The total saleable area and estimate of costs are reviewed periodically by the management and any effect of changes therein is recognized in the period in which such changes are determined. However, if and when the total project cost is estimated to exceed the total revenue from the project, the loss is recognized in the same financial year.

#### ii) Revenue from sale of goods

"Revenue from sale of goods is recognised when the significant risks and rewards of ownership have been transferred to the buyer, recovery of the consideration is probable, the associated cost can be estimated reliably, there is no continuing



## **Notes forming part of the consolidated financial statements**

effective control or managerial involvement with the goods, and the amount of revenue can be measured reliably. Revenue from sale of goods is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

### **iii) Dividend income**

Dividend income is recognized when the Group's right to receive the dividend is established.

### **iv) Interest income**

Interest income for all debt instruments, measured at amortised cost or fair value through other comprehensive income, is recognised using the effective interest rate method.

### **(k) Foreign currency transactions**

- i) Foreign currency transactions are recorded in the reporting currency (Indian rupee) by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency on the date of the transaction.
- ii) All monetary items denominated in foreign currency are converted into Indian rupees at the year-end exchange rate. The exchange differences arising on such conversion and on settlement of the transactions are recognised in the statement of profit and loss. Non-monetary items in terms of historical cost denominated in a foreign currency are reported using the exchange rate prevailing on the date of the transaction.

### **(l) Income taxes**

The income tax expenses comprises current and deferred tax. It is recognised in the statement of profit and loss except to the extent that it relates to items recognised directly in equity or in other comprehensive income.

#### **Current tax:**

The current tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period.

#### **Deferred tax:**

Deferred tax is recognised in respect of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the amount used for taxation purposes.

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised, such reductions are reversed when the probability of future taxable profits improves.

Unrecognised deferred tax assets are measured at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects at the reporting date to recover or settle the carrying amount of its assets and liabilities.

Minimum Alternate Tax (MAT) credit is recognised as deferred tax asset only when and to the extent there is convincing evidence that the Group will pay normal income tax during the specified period. Such asset is reviewed at each balance sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Group will pay normal income tax during the specified period.

### **(m) Employee benefits**

#### **(i) Short-term benefits**

Short-term employee benefits are recognized as an expense at the undiscounted amount in the statement of profit and loss for the year in which the related services are rendered.

#### **(ii) Defined contribution plans**

Payments to defined contribution retirement benefit schemes are charged to the statement of profit and loss of the year when the contribution to the respective funds are due. There are no other obligations other than the contribution payable to the fund.

## Notes forming part of the consolidated financial statements

### (iii) Defined benefit plans

Defined benefits plans is recognized as an expense in the statement of profit and loss for the year in which the employee has rendered services. The expense is recognized at the present value of the amount payable determined using actuarial valuation techniques.

Re-measurement of the net defined benefit liability, which comprises of actuarial gains and losses, are recognised in other comprehensive income in the period in which they occur.

### (iv) Other long-term employee benefits

Other long-term benefits are recognised as an expense in the statement of profit and loss as per the provisions of gratuity act.

### (n) Impairment of non-financial assets

The carrying amounts of non financial assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An asset is treated as impaired when the carrying amount exceeds its recoverable value. The recoverable amount is the greater of an asset's or cash generating unit's, net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to the present value using a pre-tax discount rate that reflects current market assessment of the time value of money and risks specific to the assets. An impairment loss is charged to the statement of profit and loss in the year in which an asset is identified as impaired. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life. The impairment loss recognized in prior accounting periods is reversed by crediting the statement of profit and loss if there has been a change in the estimate of recoverable amount.

### (o) Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares except when the results would be anti-dilutive.

### (p) Provisions, contingent liabilities and contingent assets

i) Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses. Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period.

Provisions (excluding retirement benefits) are discounted using pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

ii) A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group. The Group does not recognize a contingent liability but discloses its existence in the financial statements.

iii) Contingent assets are not recognized, but disclosed in the financial statements where an inflow of economic benefit is probable.

## 3 A Significant accounting judgements, estimates and assumptions

The preparation of the Group's financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the acGrouping disclosures, and the disclosure of contingent liabilities. Estimates and judgements are continuously evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. Revisions to accounting estimates are recognised in the period in which the estimate is revised.

### a) Classification of property

The Group determines whether a property is classified as investment property or inventory:

"Investment property comprises land and buildings (principally commercial premises and retail property) that are not occupied substantially for use by, or in the operations of, the Group, nor for sale in the ordinary





## Notes forming part of the consolidated financial statements

course of business, but are held primarily to earn rental income and capital appreciation. These buildings are substantially rented to tenants and not intended to be sold in the ordinary course of business. Inventory comprises property that is held for sale in the ordinary course of business. Principally, the Group develops and intends to sell before or on completion of construction.”

### **b) Fair value measurement of financial instruments**

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using appropriate valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

### **c) Evaluation of percentage completion**

Determination of revenues under the percentage of completion method necessarily involves making estimates, some of which are of a technical nature, concerning, where relevant, the percentages of completion, costs to completion, the expected revenues from the project or activity and the foreseeable losses to completion. Estimates of project income, as well as projects costs, are reviewed periodically. The effect of changes, if any, to estimates is recognised in the financial statements for the period in which such are determined.

### **d) Taxes**

The Group periodically assesses its liabilities and contingencies related to income taxes for all years open to scrutiny based on latest information available. For matters where it is probable that an adjustment will be made, the Group records its best estimates of the tax liability in the current tax provision. The Management believes that they have adequately provided for the probable outcome of these matters.

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits.

### **e) Recognition and measurement of defined benefit obligations**

The obligation arising from defined benefit plan is determined on the basis of actuarial assumptions. Key actuarial assumptions include discount rate, trends in salary escalation and attrition rate. The discount rate is determined by reference to market yields at the end of the reporting period on government securities.

## **B Recent accounting pronouncements**

### **i) Appendix B to Ind AS 21, Foreign currency transactions and advance consideration:**

Appendix B to Ind AS 21, Foreign currency transactions and advance consideration: On 28 March 2018, Ministry of Corporate Affairs (“MCA”) has notified the Companies (Indian Accounting Standards) Amendment Rules, 2018 containing Appendix B to Ind AS 21, Foreign currency transactions and advance consideration which clarifies the date of the transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income, when an entity has received or paid advance consideration in a foreign currency.

The amendment will come into force from 1 April 2018. The Group is evaluating the requirement of the amendment and the impact on the financial statements. The effect on adoption of Ind AS 21 is expected to be insignificant.

### **ii) Ind AS 115, Revenue from Contract with Customers:**

In March 2018, the Ministry of Corporate Affairs has notified the Companies (Indian Accounting Standards) Amended Rules, 2018 (“amended rules”). As per the amended rules, Ind AS 115 “Revenue from contracts with customers” supersedes Ind AS 11, “Construction contracts” and Ind AS 18, “Revenue” and is applicable for all accounting periods commencing on or after 1 April 2018.

Ind AS 115 introduces a new framework of five step model for the analysis of revenue transactions. The model specifies that revenue should be recognised when (or as) an entity transfer control of goods or services to a customer at the amount to which the entity expects to be entitled. Further the new standard requires enhanced disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity’s contracts with customers. The new revenue standard is applicable to the Group from 1 April 2018.

## Notes forming part of the consolidated financial statements

The standard permits two possible methods of transition:

- Retrospective approach - Under this approach the standard will be applied retrospectively to each prior reporting period presented in accordance with Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors
- Retrospectively with cumulative effect of initially applying the standard recognized at the date of initial application (cumulative catch - up approach)

The Group is evaluating the requirement of the amendment and the impact on the financial statements. The effect on adoption of Ind AS 115 is expected to be insignificant

### Note - 4 Property, plant and equipment

(Rs. in lakhs)

	Land	Furniture	Office and other equipments	Computers	Vehicles	Total
" Net carrying value (at deemed cost) "						
<b>As at 1 April 2016</b>	<b>675.90</b>	<b>0.34</b>	<b>7.17</b>	<b>3.12</b>	<b>0.38</b>	<b>686.92</b>
Additions	-	-	-	-	10.23	10.23
Disposals	-	-	-	-	-	-
<b>As at 31 March 2017</b>	<b>675.90</b>	<b>0.34</b>	<b>7.17</b>	<b>3.12</b>	<b>10.62</b>	<b>697.15</b>
Additions	-	-	-	-	41.66	41.66
Disposals	-	-	-	-	-	-
<b>As at 31 March 2018</b>	<b>675.90</b>	<b>0.34</b>	<b>7.17</b>	<b>3.12</b>	<b>52.28</b>	<b>738.81</b>
Depreciation						
Charge for the year	-	0.08	2.18	1.15	0.18	3.60
Disposals	-	-	-	-	-	-
<b>Up to 31 March 2017</b>	<b>-</b>	<b>0.08</b>	<b>2.18</b>	<b>1.15</b>	<b>0.18</b>	<b>3.60</b>
Charge for the year	-	0.08	2.04	1.02	4.42	7.56
Disposals	-	-	-	-	-	-
<b>Up to 31 March 2018</b>	<b>-</b>	<b>0.16</b>	<b>4.22</b>	<b>2.18</b>	<b>4.60</b>	<b>11.16</b>
<b>Net carrying value</b>						
<b>At 31 March 2018</b>	675.90	0.18	2.95	0.94	47.68	<b>727.65</b>
<b>At 31 March 2017</b>	675.90	0.26	4.99	1.96	10.43	<b>693.55</b>
<b>At 1 April 2016</b>	675.90	0.34	7.17	3.12	0.38	<b>686.92</b>

### Note - 5.1 Non-current investments

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
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#### Trade investments

#### Investments valued at deemed cost, fully paid up

##### 1) Investment in equity shares - quoted

100 (March 31, 2017 - 100; April 1, 2016 - 100) of Rs.10 each fully paid up in Apple Credit Corporation Ltd	0.04	0.04	0.04
50 (March 31, 2017 - 50; April 1, 2016 - 50) of Rs.10 each fully paid up in Chokani International Ltd	0.01	0.01	0.01
200 (March 31, 2017 - 200; April 1, 2016 - 200) of Rs.10 each fully paid up in Chokani Global Express Ltd	0.02	0.02	0.02
8,700 (March 31, 2017 - 8,700; April 1, 2016 - 8,700) of Rs.10 each fully paid up in CVIL Infra Ltd	0.53	0.53	0.53


**Notes forming part of the consolidated financial statements**

200 (March 31, 2017 - 200; April 1, 2016 - 200) of Rs.10 each fully paid up in Margo Finance Ltd	0.02	0.02	0.02
200 (March 31, 2017 - 200; April 1, 2016 - 200) of Rs.10 each fully paid up in Mewar Marbles Ltd	0.02	0.02	0.02
40 (March 31, 2017 - 40; April 1, 2016 - 200) of Rs.10 each fully paid up in Saurashtra Chemicals Ltd	0.02	0.02	0.02
14,730 (March 31, 2017 - 14,730; April 1, 2016 - 200) of Rs.10 each fully paid up in shares of Washington Software Ltd	4.38	4.38	4.38
18,690 (March 31, 2017 - 40,915; April 1, 2016 - 40,915) of Rs.10 each fully paid up in shares of Asian Hotels (East) Ltd	49.40	88.62	61.95
Nil (March 31, 2017 - 40,915; April 1, 2016 - 40,915) of Rs.10 each fully paid up in shares of Asian Hotels (West) Ltd	-	92.88	45.82
2,123 (March 31, 2017 - 40,915; April 1, 2016 - 40,915) of Rs.10 each fully paid up in shares of Asian Hotels (North) Ltd	6.41	46.70	44.88
	<b>60.84</b>	<b>233.24</b>	<b>157.69</b>
Less: Provision for diminution in value of Investment	5.03	5.03	5.03
	<b>55.81</b>	<b>228.20</b>	<b>152.65</b>

**II) Investment in equity shares - unquoted\***

1,15,000 (March 31, 2017 - 1,15,000; April 1, 2016 - Nil) of Rs.10 each fully paid up in shares of Makalu Trading Ltd	632.50	733.09	-
22,70,000 (March 31, 2017 - 22,70,000; April 1, 2016 - Nil) of Rs.10 each fully paid up in shares of Shrilekha Trading Pvt.Ltd	1,135.00	1,165.19	-
1,77,200 (March 31, 2017 - 1,77,200; April 1, 2016 - Nil) of Rs.10 each fully paid up in shares of Superways Enterprises Pvt. Ltd	186.06	196.85	-
	<b>1,953.56</b>	<b>2,095.13</b>	<b>-</b>
	<b>2,009.37</b>	<b>2,323.34</b>	<b>152.65</b>

\* F.M.V. of unquoted shares as on 31.03.2018 has been considered based on valuation report of equity shares of each company dt.20.05.2018 and F.M.V. as on 31.03.2017 has been considered on book value of shares based on audited financial as on 31.03.2017.

Aggregate book value of quoted investments	55.81	228.20	152.65
Aggregate market value of quoted investments	55.84	228.23	152.65
Aggregate book value of unquoted investments	1,953.56	2,095.13	-

**Note - 5.2**
**Current investments**
**Investment in mutual fund**

Kotak Low Duration Funds

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
	-	811.57	-
	-	<b>811.57</b>	-
Aggregate book value of quoted investments	-	811.57	-
Aggregate market value of quoted investments	-	811.57	-

## Notes forming part of the consolidated financial statements

(Rs. in lakhs)

## Note - 6 Loans

	Non-current			Current		
	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Loans given to related parties [Refer note 28]	-	-	-	104.13	-	-
Deposits with other parties	11.31	11.56	11.31	-	-	-
<b>Total</b>	<b>11.31</b>	<b>11.56</b>	<b>11.31</b>	<b>104.13</b>	<b>-</b>	<b>-</b>

## Note - 7 Deferred tax assets / liabilities

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
<b>Deferred tax Assets</b>			
Employee benefits	6.89	6.07	2.31
Fiscal allowance on property, plant & equipment and intangible assets	12.35	17.99	21.00
Unabsorbed fiscal allowance	-	83.62	41.68
Net gain/ (loss) on fair value of equity instruments	-	-	2.30
	<b>19.24</b>	<b>107.68</b>	<b>67.29</b>
<b>Deferred tax liabilities</b>			
Net gain/ (loss) on fair value of equity instruments	<b>326.70</b>	<b>372.99</b>	-
Add: MAT credit entitlement	<b>48.94</b>	-	-
<b>Net deferred tax assets / (liabilities)</b>	<b>(258.52)</b>	<b>(265.31)</b>	<b>67.29</b>

## Note - 8 Other assets

	Non-current			Current		
	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Prepaid expenses	-	-	-	0.21	0.38	0.31
Advance to Contractors / Suppliers				1,462.58	423.70	3,321.41
Other advances	-	-	-	1.68	0.13	34.05
Balance with government authority						
- Indirect tax	27.51	87.46	43.22	-	-	-
Other current assets	-	-	-	-	3.11	3.11
	<b>27.51</b>	<b>87.46</b>	<b>43.22</b>	<b>1,464.46</b>	<b>427.32</b>	<b>3,358.89</b>

## Note - 9 Inventories

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Work-in-progress	10,395.69	11,356.37	9,691.30
Traded goods	-	76.70	-
	<b>10,395.69</b>	<b>11,433.07</b>	<b>9,691.30</b>

## Note - 10 Trade receivables

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
(Unsecured, considered good)			
Due from			
- Others	571.86	41.42	-
	<b>571.86</b>	<b>41.42</b>	<b>-</b>


**Notes forming part of the consolidated financial statements**
**(Rs. in lakhs)**
**Note - 11 Cash and cash equivalents**

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Cash on hand	2.74	1.59	1.82
Balances with banks in current accounts	261.98	127.36	130.36
<b>Total</b>	<b>264.72</b>	<b>128.95</b>	<b>132.19</b>

**Note - 12 Other bank balances**

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Balances with banks in escrow accounts	-	-	-
Margin money deposits with bank having original maturity period of three to twelve months*	6.97	6.45	5.96
<b>Total</b>	<b>6.97</b>	<b>6.45</b>	<b>5.96</b>

**Note - 13 Current tax assets**

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Balance with government authority			
Direct tax (net of provisions)	15.37	21.47	2.27
<b>Total</b>	<b>15.37</b>	<b>21.47</b>	<b>2.27</b>

**Note - 14 Equity share capital**

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Authorised *			
4,00,00,000 (March 31, 2017 - 4,00,00,000; April 1, 2016 - 4,00,00,000) Equity shares of Rs. 10 each	4,000.00	4,000.00	4,000.00
	4,000.00	4,000.00	4,000.00
<b>Issued, subscribed and paid up</b>			
3,54,76,853 (March 31, 2017 - 3,54,76,853; April 1, 2016 - 3,54,76,853) Equity shares of Rs.10 each fully paid up	3,547.69	3,547.69	3,547.69
	<b>3,547.69</b>	<b>3,547.69</b>	<b>3,547.69</b>

(i) The reconciliation of the number of equity shares outstanding is set out below:

	As at 31 March 2018		As at 31 March 2017		As at 1 April 2016	
	Number of shares	Rs. in lakhs	Number of shares	Rs. in lakhs	Number of shares	Rs. in lakhs
Shares outstanding at the beginning of the year	35,476,853	3,547.69	35,476,853	3,547.69	35,476,853	3,547.69
Changes during the year	-	-	-	-	-	-
Shares outstanding at the end of the year	<b>35,476,853</b>	<b>3,547.69</b>	<b>35,476,853</b>	<b>3,547.69</b>	<b>35,476,853</b>	<b>3,547.69</b>

**Notes forming part of the consolidated financial statements****(Rs. in lakhs)****(ii) Terms/rights attached to equity shares**

The Group has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. The Group declares and pays dividend in Indian rupees. The final dividend when proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Group, the holders of equity shares will be entitled to receive remaining assets of the Group, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**(iii) Details of each equity shareholder holding more than 5% shares are set out below :**

Name of shareholder	As at 31 March 2018		As at 31 March 2017		As at 1 April 2016	
	Number of shares	Percentage (%) of Holding	Number of shares	Percentage (%) of Holding	Number of shares	Percentage (%) of Holding
Jumbo Bright Group Limited	9,005,885	25.39%	9,005,885	25.39%	9,005,885	25.39%
Vidip V Jatia	7,585,350	21.38%	5,203,850	14.67%	158,000.00	0.45%
Namita Prateek Jatia	4,580,311	12.91%	3,666,100	10.33%	-	0.00%
Vinod Kumar Jatia (HUF)	4,003,600	11.29%	4,663,600	13.15%	4,663,600	13.15%
Vinod Subhakaran Jatia	3,212,200	9.05%	5,187,200	14.62%	5,187,200	14.62%
Oriental Bank of Commerce	2,927,000	8.25%	-	0.00%	-	0.00%
Prateek Jatia	422,700	1.19%	1,089,700	3.07%	4,755,800	13.41%
Nita Jatia	100	0.00%	100	0.00%	5,045,950	14.22%

**(iv) No bonus shares have been issued and no shares bought back during five years preceding 31 March 2018.****Note - 15 Other equity**

	As at 31 March 2018	As at 31 March 2017
Capital reserve	2.77	2.77
Securities premium	3,318.36	3,318.36
General reserve	90.29	90.29
	<b>3,411.41</b>	<b>3,411.41</b>

**Surplus in statement of profit and loss**

Opening balance	516.23	535.42
Add : Profit for the year	167.02	(19.19)
	<b>683.26</b>	<b>516.23</b>

**Items of other comprehensive income recognised directly in retained earning**

Opening balance	1,026.06	-
Net gain/ (loss) on fair value of equity instruments	(105.12)	1,026.06
	<b>920.95</b>	<b>1,026.06</b>
Closing balance	<b>5,015.62</b>	<b>4,953.71</b>

**Note - 16**

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
<b>Long - term borrowings</b>			
<b>Secured</b>			
Loans from other party [Refer note (a) below]	1,942.95	-	3,595.42
	<b>1,942.95</b>	-	<b>3,595.42</b>
Current maturities	-	-	-
	<b>1,942.95</b>	-	<b>3,595.42</b>



## Notes forming part of the consolidated financial statements

(Rs. in lakhs)

## Nature of securities and terms of repayments for long - term borrowings

## a) Loan from other party

Rs. 2,200.00 lakhs is secured by way first ranking exclusive mortgage by the Mortgagor in favour of the Security Trustee over the Mortgage Properties, first ranking exclusive pledge over the pledged properties in favour of the security trustee and personal guarantees issued by the personal guarantors in favour of the security trustee. The loan carries fixed interest @ 16.5% p.a. and is repayable in quarterly instalments starting from quarter ended 31 December 2019 and ending in quarter ended 30 September 2022.

The Company has amortised borrowings using EIR of 21.53%.

Note - 17 Provisions	Non-current			Current		
	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Employee benefits	24.48	18.57	7.18	2.30	1.09	0.29
<b>Total</b>	<b>24.48</b>	<b>18.57</b>	<b>7.18</b>	<b>2.30</b>	<b>1.09</b>	<b>0.29</b>

The employees' gratuity fund scheme (unfunded) is a defined benefit plan. During the year the Group has made provision of gratuity of Rs. 5.91 lakhs. However the Group has not done actuarial valuation of the same, hence disclosure as required by the Ind AS 19 - 'Employee Benefits' has not been given.

## Note - 18 Short-term borrowings

## Unsecured

Loans from

- Other parties

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
	1,613.91	5,434.08	2,398.21
	<b>1,613.91</b>	<b>5,434.08</b>	<b>2,398.21</b>

## Note - 19 Trade payables

Others

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
	368.74	161.39	285.07
	<b>368.74</b>	<b>161.39</b>	<b>285.07</b>

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 Group.

## Note - 20 Other current liabilities

Revenue received in advance

Advance against sale of capital assets

Statutory dues

Other Payables

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
	2,791.43	1,482.68	351.81
	-	100.00	-
	25.61	17.40	11.84
	7.80	4.24	7.64
	<b>2,824.84</b>	<b>1,604.31</b>	<b>371.29</b>

## Note - 21 Revenue from operations

Sale of residential units

Sale of traded goods

	As at 31 March 2018	As at 31 March 2017
	4,778.04	597.54
	76.71	4.77
	<b>4,854.75</b>	<b>602.31</b>



## Notes forming part of the consolidated financial statements

(Rs. in lakhs)

**Note - 22 Other income**

	As at 31 March 2018	As at 31 March 2017
Dividend income	50.62	1.23
Interest income *	18.97	10.82
Gain on sale of investments	15.41	11.57
Fair value measurement of quoted equity instruments	12.93	75.55
	<b>97.92</b>	<b>99.17</b>

\* Includes interest from customer, staff loan, etc.

**Note - 23 Cost of sales and other operational expenses**

	As at 31 March 2018	As at 31 March 2017
Opening stock of work in progress	11,356.37	9,691.30
Opening stock of traded goods	76.70	-
<b>Add : Expenses incurred during the year</b>		
Project execution expenses	3,015.16	2,194.54
Purchase of traded goods	-	81.46
<b>Total (A)</b>	<b>1,4448.23</b>	<b>11,967.29</b>
Closing stock [Refer note 9]	10,369.61	11,356.37
Closing stock of traded goods [Refer note 9]	-	76.70
<b>Total (B)</b>	<b>10,369.61</b>	<b>11,433.07</b>
<b>Total ( A - B )</b>	<b>4,078.61</b>	<b>534.23</b>

**Note - 24 Employee benefits expense**

	As at 31 March 2018	As at 31 March 2017
Directors' remuneration	15.92	-
Salaries, allowances and bonus	55.01	14.45
Leave Encashment	2.10	0.33
Gratuity	5.91	11.38
	<b>78.93</b>	<b>26.16</b>

**Note - 25 Depreciation and amortisation expense**

	As at 31 March 2018	As at 31 March 2017
- Property, plant and equipment	7.56	3.60
Less: depreciation related to work in progress (Refer note 23)	3.18	3.39
	<b>4.38</b>	<b>0.21</b>

**Note - 26 Other expenses**

	As at 31 March 2018	As at 31 March 2017
Travelling & Conveyance	25.46	0.07
Legal & Professional Charges	23.78	3.01
Hospitality Expenses	3.68	-
Communication Expenses	2.00	1.05


**Notes forming part of the consolidated financial statements**
**(Rs. in lakhs)**

Advertisement	-	0.42
Depository Charges	4.98	3.16
Printing & Stationery	2.42	0.56
Audit Fees	2.74	2.62
Rates and Taxes	0.90	0.72
Donation	-	1.01
Miscellaneous Expenses	0.62	0.27
Directors Sitting Fees	0.32	0.18
Repairs & Maintenance	0.13	0.13
Bank Charges	0.05	0.02
<b>Sales &amp; Marketing Expenses</b>		
Business Promotion	2.03	-
Advertisement Expenses	30.50	22.75
Brokerage	96.63	16.53
Marketing Expenses	281.19	130.80
Marketing & Brokerage Expenses-Panvel Project	13.09	-
	<b>490.52</b>	<b>183.30</b>

**Note - 27 Auditors' remuneration**

Statutory Audit Fees	2.30	2.15
Tax Audit Fees	0.25	-
In Other Capacity	-	1.22
	<b>2.55</b>	<b>3.36</b>

**Note - 28 Related party disclosures**
**List of parties where control exists**
**(a) Key Managerial Personal**

Vidip Vinod Jatia (Chairman) and Namita Jatia (Director)

**(b) Other related parties**

Subhkaran &amp; Sons, Makalu Trading Limited, Shrulekha Trading Private Limited, Superways Enterprises Private Limited

**Transactions with related parties:**

	<b>As at 31 March 2018</b>	<b>As at 31 March 2017</b>
<b>Rent</b>		
Other related parties	-	0.69
<b>Directors' remuneration</b>		
Key management personnel	15.92	-
<b>Director Sitting Fees</b>		
Key management personnel	0.11	0.05
<b>Interest income</b>		
Other related parties	0.10	-

**Notes forming part of the consolidated financial statements****(Rs. in lakhs)****Outstanding balances:****Rent Payable**

Other related parties

**Loans given**

Other related parties

**Investment in Shares**

Other related parties

**Notes**

	As at 31 March 2018	As at 31 March 2017
	0.17	0.17
	104.13	-
	1,953.56	2,095.13

**Note - 29 Contingent liabilities and commitments (To the extent not provided for)****I) Contingent liabilities**

i) Estimated amount of contracts remaining to be executed

Particulars	As at 31 March 2018	As at 31 March 2017
Commitments		
Estimated amount of contracts remaining to be executed not provided for	2,947.72	1,404.84
ii) The Group has given Bank Guarantee for Rs. 5.00 lakh ( Rs. 5.00 lakh)		
iii) Income Tax demand disputed in appeal for the A.Y.2010-11 Rs.190.14 lakh		

**Note - 30 Earnings per share (EPS)**

	As at 31 March 2018	As at 31 March 2017
a) Profit after tax (Rs. in lakhs)	167.02	(19.19)
b) Profit available for distribution to equity shareholders (Rs. in lakhs)	167.02	(19.19)
c) Weighted average number of equity shares outstanding (No.)	35,476,853.00	35,476,853.00
d) Face value of equity shares (Rs.)	10.00	10.00
e) Basic and diluted earning per share (Rs.)	0.47	(0.05)

**Note - 31 Financial risk management objectives and policies**

The Group's principal financial liabilities comprise borrowings, trade and other payables. The main purpose of these financial liabilities is to finance and support Group's operations. The Group's principal financial assets include loans given, trade and other receivables, cash and cash equivalents, other bank balances and refundable deposits that derive directly from its operations.

The Group is exposed to market risk, credit risk and liquidity risk. The Group's senior management oversees the management of these risks. The Group's senior management ensures that the Group's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Group's policies and risk objectives. The Board of Directors reviews and agrees policies for managing each of these risks.

**Financial risk management**

The Group has exposure to the following risks arising from financial instruments:

(i) Market risk, (ii) Credit risk and (iii) Liquidity risk

**i. Market risk**

Market risk arises from the Group's use of interest bearing financial instruments. It is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in interest rates (interest rate risk) or other market factors. Financial instruments affected by market risk include borrowings, loan givens, fixed deposits and refundable deposits.

**a Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group is not exposed to the risk of changes in market interest rates as the funds borrowed by the Group is at fixed interest rate.

**Notes forming part of the consolidated financial statements****(Rs. in lakhs)****b Foreign currency risk**

Currency risk is not material, as the Group's primary business activities are within India and does not have significant exposure in foreign currency.

**c Other price risk**

Other price risk is the risk that fair value of a financial instrument will fluctuate due to change in market trade price. Other price risk arise from financial assets such as investment in quoted shares at fair value as at 31st March, 2018, the carrying value of such quoted share is Rs.55.81 Lakhs.

A sensitivity analysis demonstrating impact of change in market price of these instruments from the prices existing as at the reporting date is given below :

Particulars	%	2017-18
Investment in quoted shares	+1%	0.56
	-1%	(0.56)

**ii. Credit risk**

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities including security deposits, loans to employees and other financial instruments.

**a) Trade receivables**

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The Group has entered into contracts for sale of residential units. The payment terms are specified in the contracts. The Group is exposed to credit risk in respect of the amount due. However, in case of sale, the legal ownership is transferred to the buyer only after the entire amount is recovered. In addition, the amount due is monitored on an ongoing basis with the result that the Group's exposure to bad debts is not significant. The Group evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions industries and operate in largely independent markets.

**Ageing of trade receivables are as follows**

Particulars	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Less than 6 Months	588.27	41.42	-
More than 6 Months	-	-	-
<b>Total</b>	<b>588.27</b>	<b>41.42</b>	<b>-</b>

**b) Financial Instrument and cash deposits**

"With respect to credit risk arising from the other financial assets of the Group, which comprise bank balances, cash, loans to related parties and other parties, other receivables and deposits, the Group's exposure to credit risk arises from default of the counterparty, with a maximum exposure equal to the carrying amount of these assets.

Credit risk from balances with banks is managed by Group's treasury in accordance with the Group's policy. The Group limits its exposure to credit risk by only placing balances with local banks. Given the profile of its bankers, management does not expect any counterparty to fail in meeting its obligations."

**iii. Liquidity risk**

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group monitors its risk to a shortage of funds using a recurring liquidity planning tool. This tool considers the maturity of both its financial investments and financial assets (e.g. trade receivables, other financial assets) and projected cash flows from operations.

The cash flows, funding requirements and liquidity of Group is monitored under the control of Treasury team. The objective is to optimize the efficiency and effectiveness of the management of the Group's capital resources. The Group's objective is to maintain a balance between continuity of funding and borrowings. The Group manages liquidity risk by maintaining adequate reserves and borrowing facilities, by continuously monitoring forecasted and actual cash flows and matching the maturity profiles of financial assets and liabilities.

**Notes forming part of the consolidated financial statements****(Rs. in lakhs)**

The Group currently has sufficient cash on demand to meet expected operational expenses, including the servicing of financial obligations.

The table below summarises the maturity profile of the Group's financial liabilities based on contractual undiscounted payments:

	Contractual cash flows				Total
	Less than 1 year	1 to 3 years	3 to 5 years	> 5 years	
Year ended 31 March 2018					
Borrowings	1,613.91	728.61	1,214.34	-	3,556.86
Trade payables	368.74	-	-	-	368.74
	<b>1,982.65</b>	<b>728.61</b>	<b>1,214.34</b>	<b>-</b>	<b>3,925.60</b>
Year ended 31 March 2017					
Borrowings	5,434.08	-	-	-	5,434.08
Trade payables	161.39	-	-	-	161.39
	<b>5,595.47</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>5,595.47</b>
Year ended 31 March 2016					
Borrowings	2,398.21	3,595.42	-	-	5,993.64
Trade payables	285.07	-	-	-	285.07
	<b>2,683.29</b>	<b>3,595.42</b>	<b>-</b>	<b>-</b>	<b>6,278.71</b>

**Capital management**

For the purpose of the Group's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the Group. The primary objective of the Group's capital management is to maximise the shareholders' value.

The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The Group monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt.

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Borrowings (long-term and short-term)	3,556.86	5,434.08	5,993.64
Less: Cash and cash equivalents	(264.72)	(128.95)	(132.19)
<b>Net debt</b>	<b>3,292.14</b>	<b>5,305.13</b>	<b>5,861.45</b>
Equity share capital	3,548	3,548	3,548
Other equity	5,016	4,954	3,947
<b>Total Equity</b>	<b>8,563</b>	<b>8,501</b>	<b>7,495</b>
Total Capital and net debt	11,855	13,807	13,356
<b>Gearing ratio</b>	<b>28%</b>	<b>38%</b>	<b>44%</b>

No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2018 and 31 March 2017.



## Notes forming part of the consolidated financial statements

(Rs. in lakhs)

## Note - 32 Taxation

a) The major components of income tax for the year ended 31 March 2018 are as under:

i) Income tax related to items recognised directly in profit or loss of the Statement of profit and loss during the year

	As at 31 March 2018	As at 31 March 2017
<b>Current tax</b>		
Current tax on profits for the year	56.00	-
Adjustments for current tax of prior periods	47.54	-
<b>Total current tax expense</b>	<b>103.54</b>	-
<b>Deferred tax</b>		
Relating to origination and reversal of temporary differences	29.66	(23.23)
<b>Income tax expense reported in the statement of profit and loss</b>	<b>133.20</b>	<b>(23.23)</b>

b) Reconciliation of tax expense and the accounting profit multiplied by tax rate:

	Year ended 31 March 2018	Year ended 31 March 2017
<b>Accounting profit before tax</b>	<b>300.22</b>	<b>(42.42)</b>
<b>Income tax @ 25.75%</b>	<b>77.31</b>	<b>(10.92)</b>
Adjustments in respect of current income tax in respect of previous years	47.54	-
Change in recognised deductible temporary differences	(6.79)	332.61
Income not taxable/exempt from tax	15.15	(344.92)
<b>Income tax expense/(benefit) charged to the statement of profit and loss</b>	<b>133.20</b>	<b>(23.23)</b>

c) Deferred tax relates to the following:

	Balance-Sheet			Recognized in the statement of profit and loss	
	31 March 2018	31 March 2017	1 April 2016	31 March 2018	31 March 2017
<b>Deferred tax assets</b>					
<b>Deductible temporary differences</b>					
Depreciation on property, plant, equipment and intangible assets	12.35	17.99	21.00	5.64	3.01
Unused tax losses	-	83.62	41.68	83.62	(41.94)
Net gain/ (loss) on fair value of equity instruments	-	-	2.30	-	2.30
Employee benefits / expenses allowable on payment basis	6.89	6.07	2.31	(0.82)	(3.76)
<b>Total (a)</b>	<b>19.24</b>	<b>107.68</b>	<b>67.29</b>	<b>88.44</b>	<b>(40.39)</b>
<b>Deferred tax liabilities</b>					
<b>Deductible temporary differences</b>					
Net gain/ (loss) on fair value of equity instruments	326.70	372.99	-	46.29	(372.99)
<b>Total (b)</b>	<b>326.70</b>	<b>372.99</b>	<b>-</b>	<b>46.29</b>	<b>(372.99)</b>
Add: MAT credit entitlement	48.94	-	-	(48.94)	-
<b>Net deferred tax assets / (liabilities) (a-b)</b>	<b>(258.52)</b>	<b>(265.31)</b>	<b>67.29</b>		
<b>Deferred tax charge/(credit) (a+b)</b>				<b>(6.79)</b>	<b>332.61</b>

## Notes forming part of the consolidated financial statements

(Rs. in lakhs)

## Note - 33 Fair value measurement

The fair value of the financial assets are included at amounts at which the instruments could be exchanged in a current transaction between willing parties other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair value:

- (a) Fair value of cash and short term deposits, trade and other short term receivables, trade payables, other current liabilities, approximate their carrying amounts largely due to the short-term maturities of these instruments
- (b) Financial instruments with fixed and variable interest rates are evaluated by the Group based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, allowances are taken to account for the expected losses of these receivables.

## a) Financial instruments by category

Financial assets	Refer note	As at 31 March 2018			As at 31 March 2017			As at 1 April 2016		
		FVTPL	FVTOCI	Amortised cost	FVTPL	FVTOCI	Amortised cost	FVTPL	FVTOCI	Amortised cost
<b>Non-current</b>										
Investment in quoted equity shares	5.1	55.81	-	-	228.20	-	-	152.65	-	-
Investment in unquoted equity shares	5.1	-	1,953.56	-	-	2,095.13	-	-	-	-
Loans	6	-	-	11.31	-	-	11.56	-	-	11.31
<b>Current</b>										
Investment in mutual funds	5.2	-	-	-	811.57	-	-	-	-	-
Trade receivables	10	-	-	571.86	-	-	41.42	-	-	-
Cash and cash equivalents	11	-	-	264.72	-	-	128.95	-	-	132.19
Other bank balances	12	-	-	6.97	-	-	6.45	-	-	5.96
Loans	6	-	-	104.13	-	-	-	-	-	-
<b>Total financial assets</b>		<b>55.81</b>	<b>1,953.56</b>	<b>958.99</b>	<b>1,039.77</b>	<b>2,095.13</b>	<b>188.37</b>	<b>152.65</b>	<b>-</b>	<b>149.46</b>
<b>Financial liabilities</b>										
<b>Non-current</b>										
Borrowings	16	-	-	1,942.95	-	-	-	-	-	3,595.42
<b>Current</b>										
Borrowings	18	-	-	1,613.91	-	-	5,434.08	-	-	2,398.21
Trade payables	19	-	-	368.74	-	-	161.39	-	-	285.07
<b>Total financial liabilities</b>		<b>-</b>	<b>-</b>	<b>3,925.59</b>	<b>-</b>	<b>-</b>	<b>5,595.47</b>	<b>-</b>	<b>-</b>	<b>6,278.71</b>

## b) Fair value hierarchy

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs)

The following tables provides the fair value measurement hierarchy of the Group's assets and liabilities:

As at 31 March 2018	Carrying value	Fair value		
		Level 1	Level 2	Level 3
<b>Financial assets measured at FVTPL</b>				
Investment in quoted equity shares	55.81	55.81	-	-
Investment in unquoted equity shares	1,953.56	-	1,953.56	-
Investment in mutual funds	-	-	-	-
<b>Total</b>	<b>2,009.37</b>	<b>55.81</b>	<b>1,953.56</b>	<b>-</b>





## Notes forming part of the consolidated financial statements

(Rs. in lakhs)

As at 31 March 2017	Carrying value	Fair value		
		Level 1	Level 2	Level 3
<b>Financial assets measured at FVTPL</b>				
Investment in quoted equity shares	228.20	228.20	-	-
Investment in unquoted equity shares	2,095.13	-	2,095.13	-
Investment in mutual funds	811.57	811.57	-	-
<b>Total</b>	<b>3,134.91</b>	<b>1,039.77</b>	<b>2,095</b>	<b>-</b>

As at 1 April 2016	Carrying value	Fair value		
		Level 1	Level 2	Level 3
<b>Financial assets measured at FVTPL</b>				
Financial assets measured at FVTPL	152.65	152.65	-	-
Financial assets measured at FVTPL	-	-	-	-
Financial assets measured at FVTPL	-	-	-	-
<b>Total</b>	<b>152.65</b>	<b>152.65</b>	<b>-</b>	<b>-</b>

**Note - 34 First time adoption of Ind AS****A) First Ind AS financial statement**

These financial statements, for the year ended 31 March 2018, are the first, the Group has prepared in accordance with Ind AS. For the period up to and including the year ended 31 March 2017, the Group prepared its financial statements in accordance with the accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (previous GAAP).

Accordingly, the Group has prepared its financial statements to comply with Ind AS for the year ended 31 March 2018, together with comparative data as at and for the year ended 31 March, 2017, as described in the summary of significant accounting policies. In preparing these financial statements, the Group's opening balance sheet was prepared as at 01 April 2016, the Group's date of transition. These notes explain the principal adjustments made by the Group in restating its Indian GAAP financial statements, including the balance sheet as at 01 April 2016 and the financial statements as at and for the year ended 31 March 2017.

**I Optional exemptions availed**

Ind AS 101 allows first-time adopters certain optional exemptions from the retrospective application of certain requirements under Ind AS. The Group has applied the following exemptions:

**i) Deemed cost**

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition after making necessary adjustments for de-commissioning liabilities. This exemption is also applicable for intangible assets and investment property covered under Ind AS 38 and Ind AS 40 respectively. Accordingly, the Group has elected to measure all of its property, plant and equipment, intangible assets and investment property at their previous GAAP carrying value."

**II Mandatory exceptions applied:**

The following are the mandatory exceptions that have been applied in accordance with Ind AS 101 in preparing these financial statements:

**i) Estimates**

An entity's estimates in accordance with Ind ASs at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error. Ind AS estimates as at 1 April 2016 are consistent with the estimates as at the same date made in conformity with previous GAAP except where Ind AS required a different basis for estimates as compared to the previous GAAP."

**Notes forming part of the consolidated financial statements****(Rs. in lakhs)****ii) Derecognition of financial assets and financial liabilities**

Ind AS 101 requires a first-time adopter to apply the de-recognition provisions of Ind AS 109 prospectively for transactions occurring on or after the date of transition to Ind AS. However, Ind AS 101 allows a first-time adopter to apply the de-recognition requirements in Ind AS 109 retrospectively from a date of the entity's choosing, provided that the information needed to apply Ind AS 109 to financial assets and financial liabilities derecognised as a result of past transactions was obtained at the time of initially accounting for those transactions. The Group has applied the de-recognition provisions of Ind AS 109 prospectively from the date of transition to Ind AS.

**iii) Classification and measurement of financial assets**

Ind AS 101 requires an entity to assess classification and measurement of financial assets on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

**B) Reconciliation of equity and total comprehensive income****i) Reconciliation of total equity as at**

	As at 31 March 2017	As at 31 March 2016
<b>Equity as per previous GAAP</b>	<b>7,425.88</b>	<b>7,501.16</b>
Net gain/ (loss) on fair value of equity instruments	1,075.52	(6.64)
<b>Total equity under Ind AS</b>	<b>8,501.40</b>	<b>7,494.52</b>

**ii) Reconciliation of total comprehensive income for the year ended**

	31 March 2017
<b>Net profit as per previous GAAP</b>	<b>(75.29)</b>
Net gain/ (loss) on fair value of equity instruments	56.10
<b>Profit after tax as per Ind AS</b>	<b>(19.19)</b>
Other comprehensive income (net of tax)	1,026.06
<b>Total comprehensive income as per Ind AS</b>	<b>1,006.87</b>

**C) Impact of Ind AS adoption on the statement of cash flows for the year ended 31 March 2017 -**

All the adjustments on account of Ind AS are non - cash in nature and hence, there is no material impact on the statement of cash flows.

**Note - 35 Segment information**

Disclosure under Ind AS 108 - 'Operating Segments' is not given as, in the opinion of the management, the entire business activity falls under one segment, viz., Real estate development. The Group conducts its business in only one Geographical Segment, viz., India.

**Note - 36 Expenditure in Foreign Currency**

Particulars	As at 31 March 2018	As at 31 March 2017
Marketing Expenses	0.03	0.15
Foreign Travelling Expenses	8.66	-

**Note - 37**

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 - 38**

Previous year figures have been regrouped / reclassified, wherever necessary, to correspond with current year classification.

As per our report of even date

**For K C P L And Associates LLP**

**Chartered Accountants**

**Firm Registration Number 119223W/W100021**

**Rakesh Agarwal**

**Partner**

**Membership Number 170685**

Date: 30th May, 2018

**For and on behalf of the Board**

**Vidip Jatia**

**Managing Director**

**DIN: 06720329**

**Kailash Sharma**

**Company Secretary**

**Namita Jatia**

**Director**

**DIN: 07660840**

**Form No. AOC-1**

**(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**

<b>Name of the Subsidiary</b>		
<b>HELMET TRADERS LIMITED</b>		
<b>Sr. no.</b>	<b>Particulars</b>	<b>Amount (in lakhs)</b>
1	Date since when subsidiary was acquired	28 <sup>th</sup> September, 1994
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	N.A
3	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	N.A
4	Share Capital	14.92
5	Reserves & surplus	1058.77
6	Total assets	2115.98
7	Total Liabilities	2115.98
8	Investments	2009.37
9	Turnover	76.71
10	Profit before taxation	6.75
11	Provision for taxation	-9.83
12	Profit after taxation	16.58
13	Proposed Dividend	NIL
14	% of Shareholding	100%

**Notes:**

1. Reporting period and reporting currency of the above subsidiary is the same as that of the Company
2. Part B of the Annexure is not applicable as there are no associate companies / joint ventures of the Company as on March 31, 2018.

**As per our Report of even date****For and on behalf of the Board**

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

**Vidip Jatia**

**Managing Director**  
**DIN : 06720329**

**Rakesh Agarwal**  
**Partner**  
**M.No 170685**

**Namita Jatia**

**Director**  
**DIN: 07660840**

Place : Mumbai  
Date : May 30, 2018

**Kailash Sharma**  
Place: Pune  
Date : May 30, 2018

**Company Secretary**

**Supreme Holdings & Hospitality (India) Limited****CIN : L45100PN1982PLC173438**

Registered Office : Survey No 38A/2, Opp. Brahma Suncity &amp; PMC Garden, Wadgaonsheri, Pune - 411014. Tel: 020-27033561

**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 &amp; 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 36th Annual General Meeting of the Company, be held on September 28, 2018 at 01:00 p.m. at Survey No 38A/2, Opp. Brahma Suncity & PMC Garden, Wadgaonsheri, Pune 411014, and at any adjournment thereof in respect of such resolutions as are indicated below:

	<b>Ordinary Business</b>	<b>For*</b>	<b>Against*</b>
1	Adoption of Standalone and Consolidated Financial Statement for the year ended March 31, 2018		
2	Re-appointment of Mrs. Namita Jatia, Director, retiring by rotation		
3	Ratification of Appointment of Auditor		
	<b>Special Business</b>		
4	Appointment of Mrs. Namita Jatia as Wholtime Director of the Company		
5	Granting of Loans and Advances to person in whom Directors are interested		
6	Donations to Bonafide and Charitable Trust		
7	Approval for related party Transaction		

Signed this ..... day of ..... 2018

Affix 1  
Ruppee  
Revenue  
Stamp

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

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.

