



## SUPREME HOLDINGS & HOSPITALITY (INDIA) LIMITED

29th August, 2019

**BSE Limited**

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

Dear Sir,

Ref.: Scrip Code No. 530677

**Subject: Submission of Annual Report along with notice of 37th Annual General Meeting under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 ('Listing Regulations')**

Pursuant to Regulation 34 of the Listing Regulations, we hereby submit the Annual Report for the financial year 2018-19 along with Notice of the 37th Annual General Meeting of the Company which is being dispatched / sent to all the shareholders by permitted mode.

You are requested to take the above on record and acknowledge the receipt of the same.

Thanking you,

Yours Faithfully

For Supreme Holdings & Hospitality (India) Ltd

Kailash Sharma  
Company Secretary  
A-7192

**CIN - L45100PN1982PLC173438**

OFFICE NO. 510 TO 513, 5TH FLOOR, PLATINUM SQUARE, SHRI SATPAL MALHOTRA MARG, NAGAR ROAD, PUNE - 411014

 +919607600044

or [info@bolmaa.in](mailto:info@bolmaa.in) | [www.supremeholdings.net](http://www.supremeholdings.net)



# Supreme Holdings & Hospitality (India) Limited

Registered office: Office No. 510 to 513, 5th Floor, Platinum Square,  
Shri Satpal Malhotra Marg, Nagar Road, Pune - 411 014.  
Tel: 9607600044, Website: www.supremeholdings.net  
Email: investors@supremeholdings.net  
**CIN - L45100PN1982PLC173438**

## ATTENDANCE SLIP 37th Annual General Meeting - 26th September, 2019

ENV NO.:

Name & Address of sole Member :	
DP ID - Client ID/ Folio No. :	
Name of Joint Holder(s), if any :	
No. of shares held :	

I certify that I am a member/ proxy for the member of the Company.

I hereby record my presence at Office No. 510 to 513, 5th Floor, Platinum Square, Shri Satpal Malhotra Marg, Nagar Road, Pune - 411 014 at 01.30 p.m. on September 26, 2019.

Note: 1. Only Member/Proxy/Authorized Representative can attend the Meeting.

2. Member /Proxy/ Authorized Representative should bring his/her copy of the Annual Report for reference at the Meeting.

\_\_\_\_\_  
Name of the Member/Proxy

\_\_\_\_\_  
Signature of the Member/Proxy

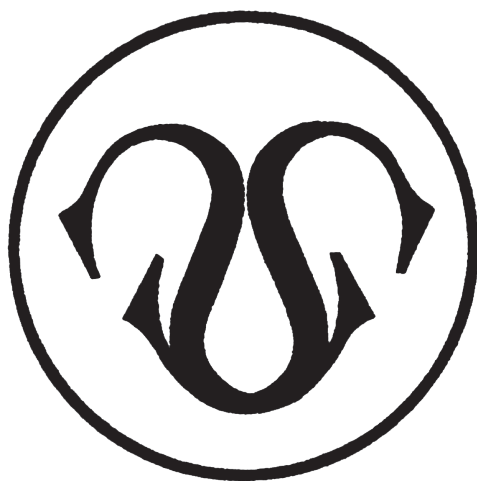
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### ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	User ID	(Pan / Seq. No.)

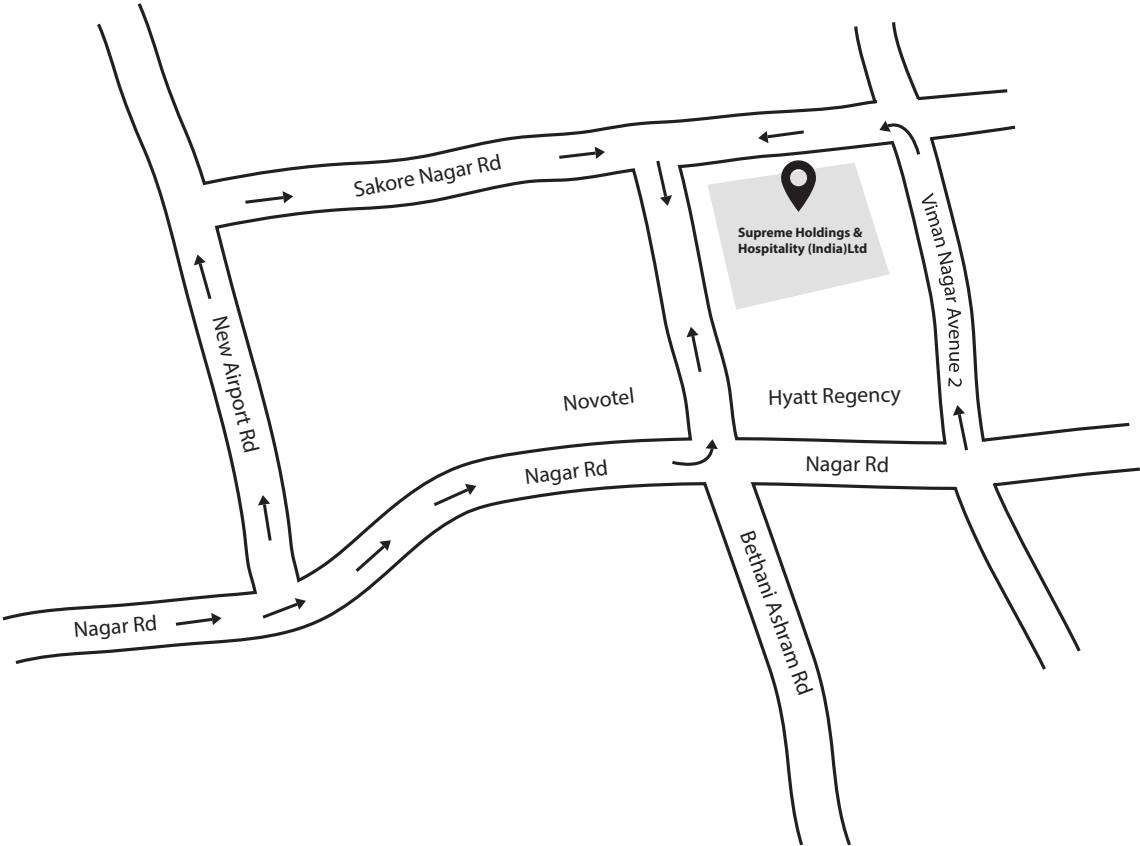
NOTE : Please read the complete instructions given under the Note (The instructions for shareholders voting electronically) to the notice of the Annual General Meeting. The Voting time starts from 9.00 a.m. (IST) on Monday, September 23, 2019 and ends at 5.00 p.m. (IST) on Wednesday, September 25, 2019. The voting module shall be disabled by CDSL for voting thereafter.

**37<sup>th</sup>**  
**ANNUAL REPORT**  
**2018 - 2019**



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

Route Map of the Venue of the 37th 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>	-	Director (Executive Director Up to 11/06/2019)

<b>KAILASH SHARMA</b>	-	Company Secretary
<b>JITEN SHAH</b>	-	C.F.O.

**Auditors**

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

Registered Office:  
**Office No. 510 TO 513, 5th Floor,**  
**Platinum Square, Shri Satpal Malhotra Marg,**  
**Nagar Road, Pune - 411014.**  
**www.supremeholdings.net**  
**Email : investors@supremeholdings.net**  
**CIN - L45100PN1982PLC173438**  
**Tel : 9607600044**

Registrar & Transfer Agents:  
**Sharex Dynamic (India) Pvt. Ltd.**  
C-101, 247 Park, L. B. S. Marg,  
Vikhroli -West, Mumbai - 400 083.  
Tel: 022 28515606 / 022 28515644,  
Fax: 022 2851 2885  
Email: support@sharexindia.com  
Email: investor@sharexindia.com

CONTENTS	Page No.
Notice	02
Directors' Report	08
Corporate Governance	20
Independent Auditors' Report	32
Balance Sheet	37
Statement of Profit and Loss	38
Cash Flow Statement	39
Notes	41
Consolidated Financial Statement	62
Subsidiary Company Details	92

**IMPORTANT COMMUNICATION TO MEMBERS**

The Annual Report of the Company is being sent in electronic mode to the e-mail address provided by members and made available to us by the depositories. The physical copies of Annual Report is being sent through permitted mode to all other Members who have not registered their e-mail addresses.

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

In case you desire to receive the Annual Report and other communications of the Company in physical form, please write to Company or our Registrar & Share Transfer Agent M/s. Sharex Dynamic (India) Pvt. Ltd.

**In terms of the Amended Regulation 40(1) of the Securities and Exchange Board of India ( Listing Obligations and Disclosure Requirement) Regulations, 2015, 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 any request for transfer of shares in physical form will not be processed.**



**NOTICE**

NOTICE is hereby given that Thirty Seventh Annual General Meeting of Supreme Holdings & Hospitality (India) Limited will be held at the Registered Office of the Company at Office no. 510 to 513, 5th Floor, Platinum Square, Shri Satpal Malhotra Marg, Nagar Road, Pune - 411014, on Thursday, 26th September, 2019 at 1.30 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, 2019 and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Vidip Jatia (DIN 06720329), who retires by rotation and being eligible, offer himself for re-appointment.
3. To appoint M/s. Mittal Agarwal & Co., Chartered Accountants (Firm Registration No.131025W), as Statutory Auditors of the Company.

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

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s Mittal Agarwal & Co., Chartered Accountants (Firm Registration No.131025W), be and is hereby appointed as Statutory Auditors of the Company for period of 5 years from the conclusion of this Annual General Meeting of the Company till the conclusion of 42nd Annual General Meeting of the Company to be held in the year 2024.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee(s) of the Board) be and is hereby authorised to fix remuneration of the Statutory Auditors during their tenure and reimburse their travelling and out of pocket expenses and to do all such acts, deeds and things as may be necessary for the purpose of giving effect to this resolution."

**SPECIAL BUSINESS:**

4. **Approval for Related Party Transactions:**

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

**"RESOLVED THAT** pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 and pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the consent of the Audit Committee and Board of Directors, the consent and approval of the Company be and is hereby accorded to the Board of Directors (which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its power, including the powers 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as detailed in the Explanatory Statement annexed to this Notice.

**RESOLVED FURTHER THAT** the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company, to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation/ renegotiation/ modification/ ratification/ amendments to or termination thereof, of the subsisting arrangements/ transactions/ contracts or any future arrangements/ transactions/ contracts and to make or receive/ pay monies or to perform all other obligations in terms of such arrangements/ transactions/ contracts with the Related parties.

**RESOLVED FURTHER THAT** the consent of the Company, be and is hereby accorded to the Board of Directors of the Company, to severally do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any of the transactions with the related parties and severally execute such contracts, agreements, documents and writings and to make such filings, as may be necessary, expedient or desirable for the purpose of giving full effect to this resolution, in the best interest of the Company."

5. **Approval for payment of remuneration to Executive Directors who are Promoters in excess of threshold limits as per Regulation 17(6)(e) of SEBI Amended Listing Regulations:**

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

**"RESOLVED THAT** pursuant to regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any amendment thereof) and as per the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for payment of remuneration (including any fees or compensation) to the Executive Directors of the Company being promoters or member of Promoter group in accordance with the limits approved by the Members earlier while approving the appointment of such Executive Directors notwithstanding that the said limits of the aggregate annual remuneration payable to such Executive Directors exceeds 5 per cent of the net profit of the Company calculated as per section 198 of the Companies Act, 2013, provided that the overall managerial remuneration of the Executive Directors is within the limits prescribed under Section 197 read with Schedule V of the Company Act, 2013 at any point in time.

**RESOLVED FURTHER THAT** the approval of shareholders shall be valid only till the expiry of the existing term of Executive Directors.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution."

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. THE INSTRUMENT OF PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

2. Corporate members intending to send their authorized representative to attend the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send the company a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the meeting.
3. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business under Item Nos. 3 to 5 of the Notice, is annexed hereto. Brief resume and other details of the Director proposed to be appointed/re-appointed as required in terms of Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 are attached hereto.
4. The Register of Members and the Share Transfer Register of the Company shall remain closed from Thursday, 19th September, 2019, to Thursday, 26th September, 2019 both days inclusive.
5. Members desiring any information on the Accounts are requested to write to the Company at least one week before the Meeting so as to enable the management to keep the information ready at the Meeting.
6. All documents referred to in the notice are open for inspection at the Registered office of the Company during office hours on all working days between 11.00 a.m. to 1.00 p.m. up to the date of the Annual General Meeting.
7. E - voting

In compliance with Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 as amended and 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 Monday, 23rd September, 2019 (9:00 a.m.) and will end on Wednesday, 25th September, 2019, (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 Thursday, 19th September, 2019 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 Thursday, 19th September, 2019.**

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

- (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (ii) Click on Shareholders / Members
- (iii) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](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 Thursday, September 19, 2019, 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 12, 2019

**Kailash Sharma**  
(Company Secretary)

## ANNEXURE TO THE NOTICE

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

#### Item No. 3

M/s. KCPL & Associates LLP, Chartered Accountants (Firm Registration No.119223W/W100021), were appointed as the statutory auditors of the Company pursuant to Section 139 of the Companies Act, 2013 at the Annual General Meeting (AGM) of the Company held on 23rd September, 2014 for a term of 5 years to hold office till the conclusion of the Annual General Meeting to be held in the year 2019. Under the provisions of Companies Act, 1956, M/s. KCPL & Associates LLP, served as a Statutory Auditors of the Company for the period of 5 Years since financial year 2009-10.

As per the provisions of Section 139 of the Act, no listed company can appoint or reappoint an audit Firm as auditor for more than two terms of five consecutive years. M/s. KCPL & Associates LLP already served the two consecutive terms of 5 years as Statutory Auditor of the Company. In view of the same, there is a requirement to appoint new auditor in place of M/s. KCPL & Associates LLP.

The Audit Committee after considering the experience and expertise proposed the appointment of M/s Mittal Agarwal & Co., Chartered Accountants. (Firm Registration No.131025W). The Board of Directors after considering the recommendation of Audit Committee has, at its meeting held on 30th May, 2019, proposed the appointment of M/s Mittal Agarwal & Co., Chartered Accountants as the statutory auditors of the Company for a period of 5 years to hold office from the conclusion of this AGM till the conclusion of the 42nd AGM of the Company to be held in the year 2024.

M/s. Mittal Agarwal & Co., Chartered Accountants, have consented to the aforesaid appointment and confirmed that their appointment, if made, will be within the limits specified under Section 141(3)(g) of the Companies Act, 2013. They have further confirmed that they are not disqualified to be appointed as the Statutory Auditors in terms of the Companies Act, 2013 and the rules made there under.

The aggregate fee proposed to be paid to the Statutory Auditors would be around Rs. 2,50,000/- plus expenses and taxes as applicable for the financial year 2019-20. The increase in the fee that is proposed to be paid to the new Auditors is on account of increase in quantum of work.

The Board recommends the Resolution at Item No. 3 for approval by the Members.

None of the Directors or Key Managerial Personnel or their relatives are concerned or interested financially or otherwise in the aforesaid Resolution, except to the extent of their shareholding.

#### Item no. 4

The Company is mainly engaged in land development, construction and real estate business activities. Presently, the Company is developing residential complex in Pune and Panvel. The Company proposes to jointly develop another land parcels in village Akruli, Takula Panvel, Maharashtra, as detailed below in table A, which are owned by related parties.

As per the provisions of Section 188 (1) of the Companies Act, 2013 "Related Party Transactions" requires obtaining prior consent of the Board where transactions proposed to be entered into falls in the list of items referred therein and are within threshold limits prescribed under Rule 15 of Companies (Meeting of Board and its Power) Rules, 2015. Rule 15 of Companies (Meeting of Board and its Power) Rules, 2014, also requires taking prior approval of the Company by Ordinary Resolution where transactions proposed to be entered to falls, in the list of items referred therein and are in excess of threshold limits. However the proviso to Section 188 further provides that nothing contained in sub-section (1) of Section 188 shall apply where transactions entered



into by the company are in the ordinary course of business other than transactions which are not on an arm's length basis. Since the proposed transactions with related parties are in the ordinary course of business and are at arm's length basis, 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 proposed transaction(s) of the Company with related parties may be considered as "Material" and therefore, keeping in view the requirement of the Listing Regulations, it is proposed to seek approval of the Members by Ordinary Resolution.

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

Sr. No	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
1.	a. Mr. Vidip Jatia b. Mrs. Namita Jatia c. M/s. Orion Trust	Mr. Vidip Jatia, and Mrs. Namita Jatia	a. Vidip Jatia, is Chairman and Managing Director of the Company and is holding 75,85,350 shares of the Company. He is also Trustee of Orion Trust. b. Mrs. Namita Jatia is Director of the Company and is holding 45,80,311 shares of the Company. She is also Trustee of Orion Trust	The Joint Development Agreement (JDA) with the related parties for development of land owned by related parties situated at village Akurli, Taluka Panvel, District Raigad, Maharashtra as detailed in table A. The proposed transaction(s) will be on area sharing basis /or revenue sharing basis as mutually agreed. The land owners shall be entitled up to 15% of the "total constructed area" /or up to 15% of "gross sales proceeds" of the Project to be implemented on their respective land as mutually agreed between Company and related parties.

**Table A**

Name of land owner	Survey No. of land	Area of land in sq. meters
M/s. Orion Trust	93	1860
M/s. Orion Trust	99/2/1	1752
M/s. Orion Trust	99/3/1	2150
Mr. Vidip Jatia	99/2/2	3988
Mrs. Namita Jatia	99/1	1520

The Members through postal Ballot held on 22nd January, 2018 had approved the JDA, in respect of Land owned by Mr. Vidip Jatia and Mrs. Namita Jatia (as per table above). However, since the same was not implemented and also due to change in Survey No. of Land, the approval of member is sought again.

The Audit Committee has approved the above said related party transactions and has noted that these transactions are in the ordinary course of business and are at arm's length.

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

Except Mr. Vidip Jatia, Chairman and Managing Director, Mrs. Namita Jatia, Director 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.

#### **Item No. 5**

In terms of newly introduced Regulation 17 (6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, ("Amended Listing Regulations"), the remuneration payable to Executive Directors who are promoters or member of promoter group, shall be subject to the approval of the shareholders by Special Resolution in General

Meeting, if, the aggregate annual remuneration payable to such directors exceeds 5% of the net profits of the Company where there is more than one such director. The approval given by the shareholders shall be valid only till the expiry of the term of such Director.

Mr. Vidip Jaita (DIN: 06720329) was appointed as Managing Director for a term of Three years effective from 13th May, 2017 and his remuneration was also approved by the Members of the Company in their Annual General Meeting held on 27th September, 2017. Mrs. Namita Jaita was appointed as Executive Director of the Company for a term of three years effective from 1st June, 2018 and her remuneration was also approved by the Members of the Company in their Annual General Meeting held on 28th September, 2018. Mrs Namita Jaita has However resigned as Executive Director with effect from 11th June, 2019 and continuing as Non Executive Director of the Company.

The Aggregate annual Remuneration to Executive Directors may Exceed 5 % of the net profit of the Company and therefore, in order to comply with the requirement of Listing Regulations approval of Members by way of Special Resolution is sought.

The Board of Directors recommended the resolution at Item No. 5 of the Notice for approval of Members by Special Resolution.

Except Mr. Vidip Jaita, Chairman and Managing Director; Mrs. Namita Jaita, Director 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.

By order of the Board of Directors

Place: Pune

Date: : August 12, 2019

Registered Office: Office no. 510 to 513,  
5th Floor, Platinum Square,  
Shri Satpal Malhotra Marg, Nagar Road,  
Pune-411014.

**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	Mr. Vidip Jaita
DIN	06720329
Age	27 years
Date of first appointment on the Board	31.10.2013
Qualification	BA (Hons) in Business & Accounting
Details of the remuneration last drawn	Rs. 1,75,000/- per month remuneration drawn as a Managing Director of the Company
A Brief Resume of the Director & Nature of his Expertise in Specific Functional Areas	Mr. Vidip Jaita is a dynamic BA (Hons) Business and Accounting Graduate from the University of Exeter. He has a comprehensive knowledge in Accounting, Finance, Management, Marketing, and Economics. He has worked in retail chains like NEXT in United Kingdom wherein he has developed a penchant for accounts and marketing while working with the finance department. He joined as a Director on the Board of Company with effect from 31st October, 2013. He has been Managing Director of the Company since May 2017.
Directorship held in other Listed Companies	NIL
No of Shares held in the Company	7585350
No of Board meetings attended during last Financial Year	5
Chairman/Member of Committee of the Board of Directors of the Company *	<b>Audit Committee - Member</b> <b>Stakeholder Relationship Committee - Member</b>
Chairman/Member of Committee of the Board of Directors of the other listed Companies *	<b>Audit Committee - NIL</b> <b>Stakeholder Relationship Committee - NIL</b>
Disclosure of Relationship between Directors, Manager and other Key Managerial Personnel of the Company.	Mrs. Namita Jaita is the sister in law of Mr. Vidip Jaita, Managing Director of the Company.
Terms & Conditions of appointment	In terms of Section 152(6) of the Companies Act, 2013, Mr. Vidip Jaita, is liable to retire by rotation.

\*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 Seventh Annual Report and Audited Accounts of the Company for the year ended 31st March, 2019.

#### FINANCIAL RESULTS:

	(Rs. in Lacs)	
Particulars	2018-19	2017-18
Total Income	5530.76	4868.33
Total Expenditure (excluding depreciation)	5151.03	4570.47
Profit before depreciation and Tax	379.72	297.86
Depreciation	12.75	4.38
Profit before Tax	366.97	293.48
Tax Expenses :		
Current Tax	59.74	103.54
Deferred Tax	(2.17)	39.50
Net Profit for the year	309.41	150.44
Other comprehensive income (Net of tax)	(4.00)	-
Total Comprehensive income	305.41	150.44

#### REVIEW OF OPERATIONS:

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).

During the year under review the total Income of the Company was at Rs. 5530.76 lacs as compared to Rs. 4868.33 lacs in the previous year. The Company has reported net profit of Rs. 309.41 lacs during the year under review as against profit of Rs. 150.44 lacs in the previous year. The total comprehensive income for the year under review was at Rs. 305.41 lacs as against Rs. 150.44 lacs in the previous year.

#### PANVEL

The Lands of the Company at the Panvel Taluka were 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 (IDP) 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 was pending for sanction. The Government has sanctioned the excluded part of IDP on 1st March, 2019. In the mean time for speedier developments, the CIDCO has announced the Town Planning Schemes (TPS) for NAINA in phase manner. So far no TPS Scheme has been announced for our Panvel Taluka Lands.

#### BELMAC RIVERSIDE

The company in Joint Development Developing residential project on Land admeasuring 2,430 sq. mtr. situated at Suvey No. 99/5 village Akurli & land admeasuring 3,950 Sq. Mtr. situated at Suvey No. 99/3/2 village Akurli, Taluka Panvel.

The project construction is progressing as per schedule. It comprises of 1 & 2 Bhk units in 3 to 5 storey buildings. Booking of the apartments have started and Company has received good response. The project is RERA compliant.

#### BELMAC RESIDENCES

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-a-side 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 consisting of two Buildings has been completed.

The Second phase of the Project has reached advance stage. The response of the project is satisfactory.

#### DIVIDEND:

In order to conserve the resources in long run, the Board of Directors of your Company has not recommended any Dividend for the year under review.

#### RESERVES:

For the financial year ended 31st March, 2019, your Company has not transferred any amount to Reserves.

#### CHANGE IN NATURE OF BUSINESS:

There are no changes in the nature of business during the year under review.

#### MANAGEMENT DISCUSSION AND ANALYSIS

In Terms the provisions of Regulation 34 of the SEBI( Listing Obligation and Disclosure Requirements) Regulation, 2015, the Management Discussion and Analysis is set out in this Annual Report.

#### FIXED DEPOSITS:

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

#### LOANS AND GUARANTEE AND INVESTMENTS:

Particulars of loans, investments, and guarantees or securities covered under Section 186 of the Companies Act, 2013 are reported in the financial statement provided in this Annual Report.

#### INVESTOR EDUCATION AND PROTECTION FUND:

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

#### EXTRACT OF ANNUAL RETURN:

In accordance with Companies Act, 2013 an extract of Annual Return in the prescribed format is appended as "Annexure -A" to this Board's Report. The extract of Annual Return is also uploaded on the website of the Company [www.supremeholdings.net](http://www.supremeholdings.net).

#### PERSONNEL:

The information required under Section 197 of the Companies Act, 2013 read with Rule 5 of The Companies (Appointment and

Remuneration of Managerial Personnel) Rules 2014, are given in “Annexure –B” to this Board’s Report. .

#### 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>

#### SUBSIDIARY COMPANY:

Your Company has one Wholly-owned Subsidiary company namely Helmet Traderz Limited as on March, 31 2019. During the year under review, the name of the Subsidiary Company has been changed from “Helmet Traders Limited” to “Helmet Traderz Limited”.

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>

#### NOMINATION AND REMUNERATION POLICY

The Nomination and Remuneration policy provide guidelines to the Nomination and Remuneration Committee relating to appointment and remuneration of Directors , Key Managerial Personnel , Senior Management of the Company. This Policy formulates the criteria for determining qualifications, competencies, positive attributes and independence for the appointment of Director and also the criteria for determining the remunerations of Director, Key Managerial Personnel , Senior Management and other employees. It also provides the manner for effective evaluation of performance of Board its committees and Individual Directors.

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

#### ANNUAL EVALUATION OF THE PERFORMANCE OF THE BOARD, COMMITTEES AND DIRECTORS:

Based on the criteria laid down by the Nomination and Remuneration Committee, the exercise of Annual evaluation of the performance of the Board, its Committee and of Individual Directors was carried out through as structured process covering various aspects of the 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.

#### 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.

#### SHIFTING OF REGISTERED OFFICE:

The Registered Office of the Company was shifted within local limits of Pune City from Survey No 38A/2, Opp. Brahma Suncity & PMC Garden, Wadgaonsheri, Pune - 411014 to Office no. 510 to 513, Platinum Square, Shri Satpal Malhotra Marg, Pune - 411014 w.e.f. 15th November, 2018.

#### 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>

#### CORPORATE GOVERNANCE:

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

#### 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>

#### 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.

#### DIRECTORS AND KEY MANAGERIAL PERSONNEL:

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





During the year Mrs. Namita Jatia was appointed as Executive Directors with effect from 01st June, 2018 for a period of 3 years.

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 Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The terms of office of Mr. Rishabh Kalati, as Independent Director expires at the ensuing Annual General Meeting. Mr. Rishabh Kalati has requested the Board not to consider him for re-appointment and relieve him from the office of the Director after the expiry of his present term.

The Board places on record its appreciation towards valuable contribution made by Mr. Rishabh Kalati during his tenure as Director with the Company.

During the year Mr. Jiten Shah was appointed as Chief Financial Officer of the Company with effect from 08th August, 2018.

### **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 2019, 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 2019 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.

### **MEETINGS:**

During the year, Five 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.

### **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.

### **AUDITORS & AUDITORS REPORT:**

As per the provisions of the Act, the period of office of M/s. KCPL & Associates LLP, Chartered Accountants, Statutory Auditors of the Company expires at the conclusion of the ensuing Annual General Meeting. It is proposed to appoint M/s Mittal Agarwal & Co., Chartered Accountant as Statutory Auditors for a period of 5 (Five) consecutive years.

M/s Mittal Agarwal & Co. has confirmed their eligibility and qualification required under the Act for holding office of Statutory Auditors of the Company.

The notes on financial statement referred to in the Auditors' Report are self explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation or remarks.

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

### **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 Board has 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 2018-19 was conducted by M/s. Shivalal Maurya & Co.

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

### **SECRETARIAL STANDARDS:**

The Company Complies with all applicable mandatory Secretarial Standards issued by Institute of Company Secretaries of India.

### **LISTING STATUS:**

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

### **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.

**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: Sales and Marketing Expenses and Foreign Travelling Expenses - Rs. 12.9 Lacs

**SEXUAL HARASSMENT:**

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

The Company has complied with provisions relating to the constitution of Internal Committee (Complaint Redressal Committee) under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The Complaint Redressal Committee redress complaints received regarding sexual harassment. All employees are covered under the policy. The Company has not received any complaint during the financial year under review.

**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.

**MAINTENANCE OF COST RECORDS:**

The Company is required to maintain cost accounts and records from financial year 2018-19, pursuant to the provision of Section 148 of Companies Act, 2013 read with relevant Rules.

The Company has maintained the Cost accounts and records as per Section 148 of Companies Act, 2013 for the financial year 2018-19.

**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, 2019

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



**Annexure-A to Directors Report  
EXTRACT OF ANNUAL RETURN  
As on financial year ended March, 31 2019  
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:	Office No. 510 to 513, 5th Floor, Platinum Square, Shri. Satpal Malhotra Marg, Nagar Road Pune - 411014, Maharashtra Tel: 91-9607600044
Whether listed company	Listed on BSE Limited
Name, Address and Contact details of Registrar and Transfer Agent, if any	Sharex Dynamic (India) Pvt. Ltd. C-101, 247 Park, L.B.S. Marg, Vikhroli -West, Mumbai - 400083 Tel: 022-28515644 /28515606 Email: support@sharexindia.com Website: www.sharexindia.com

**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 Traderz 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 01.04.2018				No. of Shares held at the end of the year 31.03.2019				% 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	19862025	0	19862025	55.986	19830268	0	19830268	55.896	-0.090
(b). Central Govt.						0			0.000
(c). State Govt(s).		0				0			0.000
(d). Bodies Corp.	243729	0	243729	0.687	243729	0	243729	0.687	0.000
(e). FIINS / BANKS.	0	0				0			0.000
(f). Any Other	0	0				0			0.000
<b>Sub-total (A) (1):-</b>	<b>20105754</b>	<b>0</b>	<b>20105754</b>	<b>56.673</b>	<b>20073997</b>	<b>0</b>	<b>20073997</b>	<b>56.583</b>	<b>-0.090</b>



Category of Shareholders	No. of Shares held at the beginning of the year 01.04.2018				No. of Shares held at the end of the year 31.03.2019				% 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 / For Ind		0				0			0
(b). Other Individual		0				0			0
(c). Bodies Corporates		0				0			0
(d). Banks / FII		0				0			0
(e). Qualified Foreign Investor		0				0			0
(f). Any Other Specify		0				0			0
<b>Sub-total (A) (2):-</b>	0	0	0	0	0	0	0	0	0
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>20105754</b>	<b>0</b>	<b>20105754</b>	<b>56.673</b>	<b>20073997</b>	<b>0</b>	<b>20073997</b>	<b>56.583</b>	<b>-0.090</b>
<b>(B) (1). PUBLIC SHAREHOLDING</b>									
(a). Mutual Funds		0				0			0.000
(b). Banks / FI	2927000	0	2927000	8.250	2927486	0	2927486	8.252	0.002
(c). Central Govt.		0				0			0.000
(d). State Govt.		0				0			0.000
(e). Venture Capital Funds		0				0			0.000
(f). Insurance Companies		0				0			0.000
(g). FII's		0				0			0.000
(h). Foreign Venture Capital Funds		0				0			0.000
(i). Others (specify)		0				0			0.000
<b>Sub-total (B)(1):-</b>	<b>2927000</b>	<b>0</b>	<b>2927000</b>	<b>8.250</b>	<b>2927486</b>	<b>0</b>	<b>2927486</b>	<b>8.252</b>	<b>0.002</b>
<b>2. Non-Institutions</b>									
<b>(a) BODIES CORP.</b>									
(i) Indian	1551738	26700	1578438	4.449	1385725	26700	1412425	3.981	-0.468
(ii) Overseas	0	9005885	9005885	25.385	9005885	0	9005885	25.385	0.000
<b>(b) Individuals</b>									
(i) Individual shareholders holding nominal share capital upto Rs.1 lakh	570144	137750	707894	1.995	577525	131050	708575	1.997	0.002
(ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh	1101485	31250	1132735	3.193	1314486	31250	1345736	3.793	0.600
<b>(c) Other (specify)</b>									
Non Resident Indians	552	0	552	0.002	556	0	556	0.002	0.000
Foreign Nationals		0				0			0.000
Clearing Members	18595	0	18595	0.052	2193	0	2193	0.006	-0.046
Trusts		0				0			0.000
Foreign Boodies - D R		0				0			0.000
<b>Sub-total (B)(2):-</b>	<b>3242514</b>	<b>9201585</b>	<b>12444099</b>	<b>35.076</b>	<b>12286370</b>	<b>189000</b>	<b>12475370</b>	<b>35.164</b>	<b>0.088</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>6169514</b>	<b>9201585</b>	<b>15371099</b>	<b>43.326</b>	<b>15213856</b>	<b>189000</b>	<b>15402856</b>	<b>43.416</b>	<b>0.09</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>		<b>0</b>				<b>0</b>			<b>0.000</b>
<b>Grand Total (A+B+C)</b>	<b>26275268</b>	<b>9201585</b>	<b>35476853</b>	<b>100.00</b>	<b>35287853</b>	<b>189000</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	VIDIP V JATIA	7585350	21.381	0	7585350	21.381	0	0
2	NAMITA PRATEEK JATIA	4580311	12.911	0	4580311	12.911	0	0
3	VINOD KUMAR JATIA HUF	4003600	11.285	0	4003600	11.285	0	0
4	VINOD SUBHKARAN JATIA	3212200	9.054	100	3212200	9.054	100	0
5	PRATEEK JATIA	422700	1.191	99.98	422700	1.191	99.98	0
6	YARDLEY INVESTMENT & TRADING CO. PVT. LTD.	243312	0.686	0	243312	0.686	0	0
7	ATISHAY JATIA	34700	0.098	0	2943	0.008	0	-0.09
8	ANKITA JATIA	12500	0.035	0	12500	0.035	0	0
9	SMITA RAMESHKUMAR JATIA	10564	0.03	0	10564	0.03	0	0
10	GRANDEOUR HOTELS PVT LTD	417	0.001	0	417	0.001	0	0
11	NITA JATIA	100	0	0	100	0	0	0
	<b>TOTAL</b>	<b>20105754</b>	<b>56.672</b>	<b>18.08</b>	<b>20073997</b>	<b>56.582</b>	<b>18.08</b>	<b>-0.09</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	Shareholding at the end of the Year	
		No. of Shares	% of the Shares of the company				No. of shares	% of total Shares of the company
1	ATISHAY JATIA	34700	0.098	01-04-2018				
				27-04-2018	-9000	Sold	25700	0.072
				04-05-2018	-3000	Sold	22700	0.064
				11-05-2018	-6900	Sold	15800	0.045
				18-05-2018	-5000	Sold	10800	0.03
				25-05-2018	-2947	Sold	7853	0.022
				01-06-2018	-3200	Sold	4653	0.013
				08-06-2018	-1710	Sold	2943	0.008
	-Closing Balance			31-03-2019			2943	0.008

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

Sr. No.	Name	Shareholding at the Beginning of the Year		Date	Increasing / Decreasing in shareholding	Reason	Shareholding at the end of the Year	
		No. of Shares	% of total Shares of the company				No. of Shares	% of total Shares of the company
1	JUMBO BRIGHT GROUP LIMITED	9005885	25.385	01-04-2018				
	-Closing Balance			31-03-2019		No Change	9005885	25.385
2	ORIENTAL BANK OF COMMERCE	2927000	8.25	01-04-2018				
				21-09-2018	-480	Sold	2926520	8.249
				28-09-2018	-20	Sold	2926500	8.249
				09-11-2018	-14	Sold	2926486	8.249
	-Closing Balance			31-03-2019			2926486	8.249
3	PRARTHNA PRIVATE LIMITED	807231	2.275	01-04-2018				
	-Closing Balance			31-03-2019		No Change	807231	2.275
4	ARCHANA JATIA	288523	0.813	01-04-2018				
	-Closing Balance			31-03-2019		No Change	288523	0.813
5	SHASHI JATIA	278750	0.786	01-04-2018				
	-Closing Balance			31-03-2019		No Change	278750	0.786
6	HALAN PROPERTIES PRIVATE LIMITED.	200000	0.564	01-04-2018				
	-Closing Balance			31-03-2019		No Change	200000	0.564
7	ZENIL TRADERS PRIVATE LIMITED	50658	0.143	01-04-2018				
				06-04-2018	100	Buy	50758	0.143
				13-04-2018	9395	Buy	60153	0.17

				20-04-2018	107	Buy	60260	0.17
				18-05-2018	94297	Buy	154557	0.436
				15-06-2018	-310	Sold	154247	0.435
				22-06-2018	-80	Sold	154167	0.435
				29-06-2018	-1069	Sold	153098	0.432
				30-06-2018	-960	Sold	152138	0.429
				06-07-2018	-10	Sold	152128	0.429
				25-01-2019	-25	Sold	152103	0.429
	-Closing Balance			31-03-2019			152103	0.429
8	SHIFALI MEHTA	24080	0.068	01-04-2018				
				20-04-2018	73244	Buy	97324	0.274
				01-06-2018	33129	Buy	130453	0.368
				08-06-2018	611	Buy	131064	0.369
	-Closing Balance			31-03-2019			131064	0.369
9	AEON TRADING LLP	123429	0.348	01-04-2018				
				13-07-2018	-2949	Sold	120480	0.34
				20-07-2018	2949	Buy	123429	0.348
				27-07-2018	-70	Sold	123359	0.348
				03-08-2018	-480	Sold	122879	0.346
				10-08-2018	-15	Sold	122864	0.346
				26-10-2018	-96828	Sold	26036	0.073
				02-11-2018	96826	Buy	122862	0.346
				30-11-2018	-500	Sold	122362	0.345
				08-03-2019	-1900	Sold	120462	0.34
				15-03-2019	-5	Sold	120457	0.34
	-Closing Balance			31-03-2019			120457	0.34
10	RAJKUMAR S JATIA	94000	0.265	01-04-2018				
	-Closing Balance			31-03-2019		No Change	94000	0.265

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

Sr. No.	Shareholder's Name	Shareholding at the Beginning of the Year		Date	Increasing/ Decreasing in shareholding	Reason	Shareholding at the end of the Year	
		No. of Shares	% of the Shares of the company				No. of shares	% of total Shares of the company
1	Namita Jatia (Executive Director)	4580311	12.91	01.04.2018				
	Closing Balance			31.03.2019		No Change	4580311	12.91
2	Vidip Jatia (Managing Director)	7585350	21.38	01.04.2018				
	Closing Balance			31.03.2019		No Change	7585350	21.38
3	Kailash Sharma (Company Secretary)	2080	0.01	01.04.2018				
	Closing Balance			31.03.2019		No Change	2080	0.01

**VI. 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	19,42,94,788.00	8,75,00,000.00	NIL	28,17,94,788.00
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	23,91,165.00	NIL	23,91,165.00
<b>Total (i+ii+iii)</b>	<b>19,42,94,788.00</b>	<b>8,98,91,165.00</b>	<b>NIL</b>	<b>28,41,85,953.00</b>
<b>Change in Indebtedness during the financial year</b>				
• Addition	76,16,415.00	3,00,00,000.00	NIL	3,76,16,415.00
• Reduction	4,00,00,000.00	8,75,00,000.00	NIL	12,75,00,000.00
<b>Net Change</b>	<b>-3,23,83,585.00</b>	<b>-5,75,00,000.00</b>	<b>NIL</b>	<b>-8,98,83,585.00</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	16,19,11,203.00	3,00,00,000.00	NIL	19,19,11,203.00
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	51,781.00	NIL	51,781.00
<b>Total (i+ii+iii)</b>	<b>16,19,11,203.00</b>	<b>3,00,51,781.00</b>		<b>19,19,62,984.00</b>


**VII. 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	Namita Jatia - Executive Director w.e.f. 01.06.2018	Total Amount
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	20,50,000	15,00,000	35,50,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961			
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961			
2	Stock Option			
3	Sweat Equity			
4	Commission			
	- as % of profit			
	- others, specify...			
5	Others, please specify			
	Total (A)	20,50,000	15,00,000	35,50,000
	Ceiling as per the Act	10% of net profits of the Company		

B.	Particulars of Remuneration	Name of Directors				Total Amount
Sl.no.	Particulars of Remuneration					
1.	<b>Independent Directors</b>	S. N. ATREYA	RISHAB KALATI	SHRUTI JATIA	Mrs. Namita Jatia (Non-executive Director till 31.05.2018)	
	• Fee for attending board / committee meetings	5,000.00	5,000.00	5,000.00	1,000.00	16,000.00
	• Commission					
	• Others, please specify					
	Total (1)					
2.	<b>Other Non-Executive Directors</b>					
	• Fee for attending board / committee meetings					
	• Commission					
	• Others, please specify					
	Total (2)					
	Total (B)=(1+2)	5,000.00	5,000.00	5,000.00	1,000.00	16,000.00
	Overall Ceiling as per the Act	1% of net profits of the Company				

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

	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Kailash Sharma -Company Secretary	Jiten Shah - CFO	Total
1	Gross salary		19,23,667	9,31,300	28,54,967
	(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				
	Others, please specify				
	<b>Total</b>		<b>19,23,667</b>	<b>9,31,300</b>	<b>28,54,967</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]
Penalty			N.A.		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			N.A.		
Punishment					
Compounding					

**For and on Behalf of the Board**

Place: Pune  
Date: May 30, 2019

**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><thead><tr><th>Name</th><th>Designation</th><th>Ratio</th></tr></thead><tbody><tr><td>Mr.Vidip Jatia</td><td>Managing Director</td><td>5.63:1</td></tr><tr><td>Mrs.Namita Jatia</td><td>Executive Director</td><td>4.12:1</td></tr></tbody></table> <p>Except Mr. Vidip Jatia and Mrs. Namita Jatia none of the Directors were paid any remuneration during the year (Except sitting fees)</p>	Name	Designation	Ratio	Mr.Vidip Jatia	Managing Director	5.63:1	Mrs.Namita Jatia	Executive Director	4.12:1
Name	Designation	Ratio								
Mr.Vidip Jatia	Managing Director	5.63:1								
Mrs.Namita Jatia	Executive Director	4.12:1								
Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year	<table><thead><tr><th>Directors/ KMP</th><th>Title</th><th>% increase in remuneration</th></tr></thead><tbody><tr><td>Mr. Vidip Jatia</td><td>Managing Director</td><td>16.67%</td></tr><tr><td>Mr. Kailash Sharma</td><td>Company Secretary</td><td>0.00%</td></tr></tbody></table> <p>Mrs. Namita Jatia was appointed as an Executive Director of the Company w.e.f 01st June, 2018. This being the first year of drawing remuneration, no comparison can be made.</p> <p>Mr. Jiten Shah was appointed as a Chief Financial Officer of the Company w.e.f. 08th August, 2018. This being the first year of drawing salary, no comparison can be made.</p> <p>Except Mr. Vidip Jatia and Mrs. Namita Jatis 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	16.67%	Mr. Kailash Sharma	Company Secretary	0.00%
Directors/ KMP	Title	% increase in remuneration								
Mr. Vidip Jatia	Managing Director	16.67%								
Mr. Kailash Sharma	Company Secretary	0.00%								
Percentage increase in the median remuneration of employees in the financial year	The Median remuneration of employees has been increased by 14.29% as compare to median remuneration of the employees in the previous financial year.									
Number of permanent employees on role of the company as on 31st March, 2019	19									
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	<p>Average percentile increase in remuneration of employees other than managerial personnel in financial year 2018-19 is 10.15%</p> <p>Remuneration of Mr. Vidip Jatia, Managing Director, is increased by 16.67% in the financial year 2018-19.</p> <p>Mrs. Namita Jatia was appointed as an Executive Director of the Company w.e.f 01st June, 2018. This being the first year of drawing remuneration, percentile increase cannot be computed, hence no comparison can be made.</p> <p>As there are no exceptional increase in the remuneration of the Managing Director of the Company as compared to increase in the average remuneration of the employees other than Managerial Personnel in financial year 2018-19, Hence no justification is required to be provided by the Board of Directors on the same.</p>									
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**

- a) 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.
- b) Top ten employees in terms of remuneration drawn as required under Rule 5(2) of The Companies (Appointment & Remuneration of Managerial Personnel) Rule, 2014 for the year ended March 31, 2019

Sr. No.	Name of Employee	Designation of Employee	Nature of Employment	Qualification and experience of employee	Date of commencement of employment	Age of employee	Last employment held by such employee before joining the company	Percentage of Equity shares held by the employee (%)	Nature of relationship, if any with the Directors / Managers of the Company	Remuneration (Rs.)
1	Vidip Jatia	Managing Director	Permanent	Business and Accounting Graduate from university of Exeter and 5 years	13.05.2017	27	-	21.38	Mrs. Namita Jatia, Executive Director of the Company is the Sister in Law of Mr. Vidip Jatia	20,50,000
2	Kailash Sharma	Company Secretary	Permanent	Company Secretary and 29 years	01.11.2011	54	Jatia Hotels & Resorts Pvt. Ltd.	0	NA	19,23,667
3	Shrimant Dyamagol	Project Manager	Permanent	Bachelor of Civil Engineering and 8 Years	01.10.2010	39	Karan Builders	NIL	NA	16,85,505
4	Namita Jatia	Executive Director	Permanent	Bachelor of Business Management and	01.06.2018	32	-	12.91	Mrs. Namita Jatia, Executive Director of the Company is the Sister in Law of Mr. Vidip Jatia	15,00,000
5	Santosh Munde	Liaisoning Officer	Permanent	Bachelor of Science and 9 Years	01.01.2012	38	Sunil Mantri Realty Limited	Nil	NA	13,83,100
6	Jiten Shah	Chief Financial Officer	Permanent	Chartered Accountant and Company Secretary and 8 Years and 6 Months	02.07.2018	30	BSR & Co. LLP	Nil	NA	9,31,300
7	Santosh Melmani	Plumbing and Fire Fighting Engineer	Permanent	Diploma in Mechanical Engineering and 7 years	01.02.2016	30	Marvel Realtors Pvt. Ltd.	Nil	NA	8,72,398
8	Bhavesb Karachiwala	Marketing Executive	Permanent	BBA and 10 years	04.04.2016	30	Nesting Dreams Pvt. Ltd.	Nil	NA	7,82,900
9	Lokesh Kumar	Senior Marketing Executive	Permanent	MBA in Marketing and 3 Years and 11 Months	02.05.2016	28	Sales Executive at Skywards Ashtika Lifestyle	Nil	NA	7,43,587
10	Aanchal Madnani	Marketing Manager	Permanent	Post Graduate Diploma in International Marketing and 4 years	02.07.2018	27	Directi Internet Solutions Pvt. Ltd.	Nil	NA	6,52,944

## 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.	Mrs. Namita Jatia, Executive Director of the Company.	The Joint Development Agreement (JDA) with Mrs. Namita Jatia, for development of land owned by Mrs. Namita Jatia at survey no. 99/3/2 situated at village Akruhi, 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 area sharing basis. The owner of the land shall be entitled to 10% of the total carpet area of the construction	03rd November, 2018	NA

For and on Behalf of the Board

Place: Pune  
Date : May 30, 2019

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


**Annexure – D 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 2019 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>1</sup>		Name of other listed entity and category of Directorship
				Chairman	Member	
1	Mr. Vidip Jatia, Chairman & Managing Director	Executive Director -Promoter	4	—	—	NIL
2	Mr. Rishabh Kalati	Non Executive - Independent Director	1	—	—	NIL
3	Mrs. Shruti Jatia	Non Executive - Independent Director	0	—	—	NIL
4	Mrs. Namita Jatia	Executive Director -Promoter	7	—	—	NIL
5	Mr.Srichandra Narayanswamy Atreya	Non Executive - Independent Director	3	—	—	NIL

**Notes:**

- Only two committees viz. the Audit Committee and the Stakeholder Relationship Committee are considered.
- 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 2019, Five Board Meetings were held on the following dates: (i) May 30, 2018 (ii) August 08, 2018 (iii) November 03, 2018 (iv) February 12, 2019 (v) March 28, 2019

Attendance of Directors at Board Meeting and at the Annual General Meeting (AGM held on September, 28 2018)

Name of Director	No of Board Meetings attended	Whether attended AGM
Mr. Vidip Jatia	5	Yes
Mr. S. N. Atreya	5	Yes
Mr. Rishabh Kalati	5	No
Mrs. Namita Jatia	5	No
Mrs. Shruti Jatia	5	No

**Details of shares of the company held by Non Executive Directors of the Company as on March, 31 2019.**

Name of Non Executive Director	No. of Shares held as on 31.03.2019
Mr. Rishabh Kalati	Nil
Mrs. Shruti Jatia	Nil
Mr. S. N. Atreya	Nil

**Separate meeting of the Independent Directors:**

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

At the Meeting they- reviewed following:

- The performance of Non-independent Directors and the Board as a whole.
- 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.

**Independence of Independent Director:**

The Board of Directors confirm that in its opinion, the Independent Directors fulfill the terms and conditions specified in SEBI (LODR), 2015 and Companies Act, 2013 in respect of their independence of the Management.

**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>

**List of Core skills, Experience and Competencies identified by the Board require for its business:**

The Board of Directors have identified the following Core Skills/ Expertise/ Competencies as required in the context of



its business(es) and sector(s) for it to function effectively and which are actually available with the Board of Directors:

1. Real Estate Knowledge ;
2. Business Prudence;
3. Financial Planning and Internal Control;
4. Marketing;
5. Business Management and Administration;
6. Strategic Planning;
7. Analysis of Financial Statements;

### **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 the utilization of loans and / or advances from / investment by the holding Company in the Subsidiary exceeding Rupees 100 Crores or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
21. Review Management discussion and analysis of financial condition and results of operations;
22. Review Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
23. Review Management letters / letters of internal control weaknesses issued by the statutory auditors;
24. Review Internal audit reports relating to internal control weaknesses; and
25. Review the appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.
26. 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 four times during the year on the following dates:

- (i) May 30, 2018 (ii) August 08, 2018 (iii) November 03, 2018 iv) February 12, 2019

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

Name of the member	Status	No of meetings attended
Mr. S.N. Atreya (Chairman)	Independent	4
Mr. Rishabh Kalati	Independent	4
Mrs. Shruti Jatia	Independent	4
Mr. Vidip Jatia	Non-Independent	4

**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.
6. Recommend to the Board of Directors, all remuneration, in whatever form, payable to senior management.

**ii) Composition of Nomination & Remuneration Committee**

The Nomination & Remuneration Committee was reconstituted w.e.f 01-06-2018. The 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 upto 31-05-2018
4. Mrs. Shruti Jatia – Independent Director- Member w.e.f 01-06-2018

**iii) Details of meeting and attendance:**

Three meetings were held on May, 30 2018, August, 08 2018 and February, 12 2019.

The details of attendances are as follows:

Name of the member	Status	No of meetings attended
Mr. Rishabh Kalati (Chairman)	Independent	3
Mr. S. N. Atreya	Independent	3
Mrs. Shruti Jatia	Independent	2
Mrs. Namita Jatia	Non-Independent	1

**iv) Performance evaluation criteria for independent directors:**

The Nomination and Remuneration Committee has laid down the criteria for performance evaluation of Independent Directors. The Nomination and Remuneration policy of the Company is also hosted on the website of the Company under the web link <http://www.supremeholdings.net/company-policies.htm>

**Remuneration of Directors:**

The Company pays remuneration by way of monthly salary, to its Managing Director and Executive Director. Annual increments 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 and Executive Director during the year 2018-19 are as follows:

Name	Salary (Rs.)	Perquisites	Total (Rs.)
Mr. Vidip Jatia	20,50,000	-	20,50,000/-
Mrs. Namita Jatia	15,00,000/-	-	15,00,000/-

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

Mr. Rishabh Kalati	Rs. 5,000/-
Mrs. Shruti Jatia	Rs. 5,000/-

Mr. S.N. Atreya Rs. 5,000/-

Mrs. Namita Jatia\* Rs. 1,000/-

\*(Non -Executive Director upto 31-05-2018)

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

Criteria for making payment to non-executive Directors has been provided in Nomination and Remuneration Policy of the Company available on the website of the Company at <http://www.supremeholdings.net/company-policies.htm>

### C. Stakeholders' Relationship Committee

The Stakeholder Relationship Committee is primarily responsible to look into various aspects of interest of Shareholders and other security holders of the company.

#### (a) Terms of Reference:

The Brief description of terms of reference:

1. Resolving the grievances of the security holders of the Company including complaints related to transfer / transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new / duplicate certificates, general meetings.
2. Review of measures taken for effective exercise of voting rights by Shareholders.
3. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar and Share Transfer Agent.
4. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants / annual reports / statutory notices by the shareholders of the Company.

#### (b) Composition

The Stakeholder Relationship Committee was reconstituted w.e.f. 01-06-2018. The Committee comprises of the following Directors:

1. Mrs. Shruti Jatia – Independent Director - Chairperson -w.e.f. 01-06-2018
2. Mr. Vidip Jatia – Non-Independent Director-Member
3. Mr. Rishabh Kalati – Independent Director - Member
4. Mrs. Namita Jatia - Non -Independent Director-Chairperson upto 31-05-2018

#### (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.
36th 2017-2018	Registered Office – Sr. No 38A/2, Opp. PMC Garden, Wadgaon Sheri, Pune-411014	September, 28 2018, Friday, 1.00 p.m	1) Loans & advances to person in whom directors are interested. 2) Donations to bonafide and charitable trust.
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.

#### b. Special Resolutions passed through Postal Ballot

The Company had passed no Special Resolutions through Postal Ballot during the financial year 2018-19.

- 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 Business Standard or Financial Express (English



newspaper) and Aapla Mahanagar or Loksatta (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 Mrs. Namita Jatia, Whole Time Director of the Company, for Joint Development of land owned by Mrs. Namita 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:**

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

**iv. Compliance**

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

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

**v. Adoption of Mandatory and Non mandatory requirements**

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

- The internal Auditor directly reports to the Audit Committee.

**vi. Weblink for the policies of the Companies:**

The policy on dealing with Related party Transactions and policy on determining Material Subsidiaries are hosted on the website of the Company <http://www.supremeholdings.net/company-policies.htm>

**vii. Consolidated fees paid to auditor of the Company and its Subsidiary Company:**

The Company has paid Rs. 2,05,000/- to the Auditors of the Company M/s. KCPL Associates & LLP during the Financial year 2018-19.

The Fees payable to the Statutory Auditor of the Subsidiary Company M/s. Arul Soni & Company. for the financial year 2018-19 is Rs. 25,000/-.

**viii. Disclosure in relation to sexual harassment of women at workplace:**

There are no incidents of sexual harassment of women at workplace taken place during the financial year 2018-19.

**ix. Certification from Company Secretary in Practice:**

A Certificate issued under the provision of SEBI (LODR), 2015 by M/s. Shivalal Maurya & Co. Company Secretary in practice stating that none of the Directors on the Board of the Company have been debarred or disqualified as Directors of Companies by the SEBI or Ministry of Corporate Affairs or any such other Authority is Annexed to this report.

**x. Non-acceptance of recommendation of Committees:**

There are no instances of non-acceptance of recommendation of any Committees, by the Board of Directors during financial year 2018-19.

**xi. Details of utilization of funds**

During the year under review, there were no Preferential Allotment or Qualified Institutional Placement as specified under Regulation 32(7A) of the Listing Regulations.

**7. Code of Conduct**

The Board of Director has laid down a code of conduct for all Board Members and senior management of the company. The Board Members and senior management personnel have affirmed their compliance with the code

of conduct for the year under review. Declaration to this effect signed by the Managing Director is annexed to this report.

#### 8. CEO and CFO Certification

In terms of the Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the certification by the CEO (Managing Director) and CFO on the financial Statements and internal controls relating to financial reporting for the financial year 2018-19 has been obtained. The certificate is Annexed to this report.

#### 9. Compliances with Corporate Governance

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

#### 10. General Shareholder Information

##### (a) Annual General Meeting

Date & Time: } Please refer to the notice of  
Annual General Meeting  
Venue : } being sent along with  
Annual  
Report.

(b) Book Closures: } Please refer to the notice of  
Annual General Meeting  
} Meeting being sent along  
with Annual  
Report.

##### (c) Financial Calendar for 2019-2020 (Tentative)

**Quarter ending June 30, 2019:** Within 45 days from the close of the quarter

**Quarter/Half year ending September 30, 2019:** Within 45 days from the close of the quarter / half year

**Quarter ending December 31, 2019 :** Within 45 days from the close of the quarter

**Quarter/Year ending March 31, 2020:** Within 60 days from the close of the quarter / year

##### (d) Listing of Equity Shares

The Company's shares are listed on the BSE Limited situated at Phiroze Jeejeebhoy Towers Dalal Street Mumbai- 400001. The listing fees for the year 2019-2020 have been paid to the aforesaid Stock Exchange.

##### (e) Management Discussion and Analysis Report forms part of the Report of the Directors.

##### (f) Dividend Payment Date:

No Dividend was declared for the financial year 2018-19.

##### (g) Stock Code :

BSE Limited - 530677

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

MONTH	BSE			BSE SENSEX
	HIGH (RS.)	LOW (RS.)	CLOSE (RS.)	CLOSING
April-2018	19.90	12.10	19.90	35160.36
May-2018	30.90	20.85	28.40	35322.38
June-2018	31.00	19.65	21.70	35423.48
July-2018	29.05	19.70	25.65	37606.58
August-2018	29.90	25.60	28.00	38645.07
September-2018	29.00	24.30	28.25	36227.14
October-2018	26.85	26.25	26.25	34442.05
November-2018	28.60	21.80	21.80	36194.30
December-2018	22.85	20.75	21.75	36068.33
January-2019	20.70	13.05	15.80	36256.69
February-2019	22.95	16.00	22.40	35867.44
March-2019	27.40	21.80	24.40	38672.91

#### 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.

##### (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 31st March, 2019: 3,52,87,853 Equity Shares of the Company forming 99.46% of the total shares of the company, stand dematerialized. It is advised to those Shareholders, who still hold the shares in physical form, to get their shares converted to



DEMAT, to avail various advantages such as quick delivery on transfers, minimizing the risk of loss in transit, bad deliveries etc.

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

There has been no deviation from the Accounting Standards in preparation of annual accounts for the financial year 2018-19.

**(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, 2019.**

No. of Equity Shares Held	No. of Share-holders	Percent-age of Sharehold-ers (%)	No. of Shares Held	Percent-age of Sharehold-ing (%)
Up to 500	1274	81.406	239155	0.674
501 to 1000	105	6.709	85933	0.242
1001 to 5000	111	7.093	226379	0.638
5001 to 10000	31	1.981	217051	0.612
10001 to 100000	29	1.853	750363	2.115
100001 & Above	15	0.958	33957972	95.719
	<b>1565</b>	<b>100%</b>	<b>35476853</b>	<b>100%</b>

**(0) Shareholding Pattern as on March 31, 2019**

	Category	No. of Shares Held	Percentage of Shareholding (%)
1.	Promoters	2,00,73,997	56.58
2.	Private Corporate Bodies	14,12,425	3.98
3.	Financial Institutions/ Banks	29,27,486	8.25
4.	Indian Public	20,54,311	5.79
5.	NRIs/OCBs	90,06,441	25.39
6.	Clearing Members	2193	0.01
	<b>GRAND TOTAL</b>	<b>3,54,76,853</b>	<b>100%</b>

Registered Office: Office No 510 to 513, 5th floor,  
Platinum Square, Shri Satpal Malhotra  
Marg, Nagar Road, Pune-411014.  
CIN - L45100PN1982PLC173438  
Tel: +91 9607600044  
Website: www.supremeholdings.net  
Email: investors@supremeholdings.net

Registrar & Share : Sharex Dynamic (India) Pvt. Ltd.  
Transfer Agent C-101, 247 Park, L.B. S. Marg,  
Vikhroli - West, Mumbai - 400 083  
Tel: 28515606/5644  
Fax: 28512885  
Email : support@sharexindia.com

**For and on Behalf of the Board**

Place: Pune  
Date: May 30, 2019

**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, 2019

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

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

1. We have reviewed financial statements and the cash flow statement of Supreme Holdings & Hospitality (India) Limited for the year ended 31st March, 2019 and to the best of our knowledge and belief:
  - (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Company's internal control systems pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.
4. We have indicated to the Auditors and the Audit Committee:
  - (i) that there are no significant changes in internal control over financial reporting during the year;
  - (ii) that there are no significant changes in accounting policies during the year; and
  - (iii) that there are no instances of significant fraud of which we have become aware.

Place: Pune  
Date: May 30, 2019

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

**Jiten Shah**  
**CFO**

**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 2018-19.

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

Place: Pune  
Dated: May 30, 2019

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



**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**  
(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,  
The Members  
Supreme Holdings & Hospitality (India) Limited  
Office no. 510 to 513, 5th Floor,  
Platinum Square, Shri Satpal Malhotra Marg,  
Nagar Road, Pune - 411014

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Supreme Holdings & Hospitality (India) Limited having CIN: L45100PN1982PLC173438 and having registered office at Office no. 510 to 513, 5th Floor, Platinum Square, Shri Satpal Malhotra Marg, Nagar Road, Pune - 411014 for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs.

Sr. No	Name of Directors	Designation	Date of Appointment as Director
1	Mr. Srichandra Narayanaswamy Atreya	Independent Director	10/03/2017
2	Mrs. Shruti Sunil Jatia	Independent Director	30/03/2015
3	Mr. Rishabh Prem Kalati	Independent Director	16/01/2013
4	Mr. Vidip Vinod Jatia	Managing Director	31/10/2013
5	Mrs. Namita Prateek Jatia	Executive Director	10/03/2017

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

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

Place: Mumbai  
Date: 30/05/2019

**Annexure – E to Director's Report**  
**FORM NO. MR.3**  
**SECRETARIAL AUDIT REPORT**  
**For the Financial Year Ended 31st March, 2019**  
**[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

To,  
The Members  
Supreme Holdings & Hospitality (India) Limited  
Office No. 510 to 513, 5th Floor,  
Platinum Square, Shri. Satpal Malhotra Marg,  
Nagar Road, 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 2019 ('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 2019 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) Regulation, 2015.



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) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
- (iii) Maharashtra Ownership of Flats Act, 1963
- (iv) 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: 30/05/2019

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

#### **'Annexure A'**

To,  
The Members  
Supreme Holdings & Hospitality (India) Limited  
Office No. 510 to 513, 5th Floor,  
Platinum Square, Shri. Satpal Malhotra Marg,  
Nagar Road, Pune 400014

#### **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: 30/05/2019

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

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

Due to global economy slow down, the pace of growth of Indian Economy was decelerated during the financial year 2018-19. The GDP growth stood at 6.8% in the FY 2018-19, lower than 7.2% in FY 2017-18. The GDP growth was slowest since 2014-15. Real Estate is a key sector of Indian Economy. It is the Second largest sector in India in terms of providing employment. In line with slowdown growth in economy, the pace of growth of Real estate Sector was also slowdown during the financial year 2018-19. The Government is keen to develop this sector and has adopted various reform measures to boost this sector. The steady reforms, rapid urbanisation, rising household income will accelerate the pace of growth of this Sector.

**(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 2018-19 has been reported at Rs. 5,459.86 Lacs. The other Income during the year 2018-19 was at Rs. 70.90 Lacs. The total Income for the year 2018-19 was at Rs. 5530.76 Lacs as compared to Rs. 4868.33 Lacs in the previous year.

During the year under review, the cost of sales and other operational expenses were at Rs.4669.65 Lacs as against Rs. 4001.91 Lacs in the previous year. The employees cost during the years 2018-19 was at Rs. 137.90 Lacs as compared to Rs. 78.93 Lacs in the previous year and the Administrative & Other Expenses were at Rs.341.78 lacs as compared to Rs.489.52 lacs in the previous year.

The Profit for the year 2018-19 before depreciation and taxation was at Rs. 379.72 Lacs as against Rs. 297.86 Lacs in the previous year. The Depreciation was at Rs. 12.75 Lacs as against Rs. 4.38 Lacs in the previous year. After providing for taxation, including deferred tax, the Company has reported Profit of Rs. 309.41 Lacs during the year 2018-19 as against Rs. 150.44 Lacs in the previous year. After Considering the other comprehensive income (Net of Tax) for the year under review at Rs. (4.0) lacs as against NIL in the previous year, the total comprehensive income for the year 2018-19 was at Rs. 305.41 lacs as against Rs.150.44 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 building brand image for the Company. . Company strongly believes that the demand for the real estate in the country will remain strong in the medium to long term The growth and long term prospects of the Company are encouraging.

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

The Government has clearly recognised the importance of real estate sector and has continuously adopted various reforms for this sector. The Budget announcement also indicates the Government stands. Steps taken to increase flexibility on deployment of capital gains from property, increasing the tax exemption period for unsold inventory and exemption from notional rent tax on second property, extension in time limit for availing tax deduction by one year for affordable housing, change in GST rates and many other measures are focused towards improving real estate demands. The Real Estate (Regulation and Development) Act, 2016, has improved confidence of consumer and brought the required transparency and order to the real estate Sector and there are lots of opportunities in this sector. The Affordable housing is a key opportunity in this Sector and it will remain a key driver for the growth of this Sector. The measure housing shortfall is in the economically weak and low income segment. The Purchasers are likely to benefit from the availability of Low cost home loan and lower GST rate and while the developers will enjoy the advantage of favourable tax rate.

The Real estate market is very much affected by the changes in government scheme, changes in supply and demand for projects, availability of finance and liquidity. The 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 also the reluctance of NBFCs to fund the real estate developer 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:**

Your Company believes that its employees are its core strength and accordingly development of people and providing a best-in-class work environment is a key priority for the Organisation to drive business objectives and goals. HR policies are in place which enables building a stronger performance culture and at the same time developing current and future leaders. The Company enjoys cordial and harmonious relationship with its employees. The Company has 19 numbers of permanent employees as on 31st March, 2019.

**(h) Comparative analysis of Financial ratios and significant Changes therein as on 31st March, 2019:**

Particulars of ratios	2018-19	2017-18	Whether ratios change more than 25% as compared to previous financial year (2017-18)	Detailed explanation for changes therein
Current Ratio	2.90	3.11	No	NA
Debtor Turnover	8.37%	11.97%	Yes	Due to increase in debtors of the Company Debtor Turnover increases by more than 25% during reporting period
Inventory Turnover	200.42%	217.57%	No	NA
Interest coverage Ratio	216.81 %	NA	NA	NA
Debt-Equity Ratio	24.57%	37.55%	Yes	Due to the increase in debt of the Company, Debt -Equity ratio increases by more than 25% during reporting period
Operating Profit Margin (%)	14.5%	16.2%	No	NA
Net Profit Margin (%)	4.70%	3.91%	No	NA

**(i) Disclosure of changes in Return on Net Worth and explanation thereof:**

The Return on Net worth of the Company is 3.96 % for financial year 2018-19 as compared to 2.00% for financial year 2017-18.



## INDEPENDENT AUDITORS' REPORT

**To the Members of Supreme Holdings & Hospitality (India) Limited,**

### Report on the Audit of Standalone Ind-AS Financial Statements

#### Opinion

We have audited the Standalone Ind-AS financial statements of Supreme Holdings & Hospitality (India) Limited ('the Company'), which comprise the balance sheet as at March 31, 2019, and the statement of profit and loss, statement of changes in equity and statement of cash flows for the year then ended and notes to the Standalone Ind AS financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as 'the Standalone Ind AS financial statements').

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Ind AS financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and profit, changes in equity and its cash flows for the year ended on that date.

#### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Standalone Ind AS financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Ind AS financial statements for the financial year ended March 31, 2019. These matters were addressed in the context of our audit of the Standalone Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key audit matters	How our audit addressed the key audit matter
<b>Revenue recognition for real estate projects</b> (as described in note 2 (i) to the standalone Ind AS financial statements)	
<p>The Company has adopted Ind AS 115 - Revenue from Contracts with Customers, mandatory for reporting periods beginning on or after April 1, 2018.</p> <p>The application of Ind AS 115 has impacted the Company's accounting for recognition of revenue from real estate projects, which is now being recognised at over the time upon the Company satisfying its performance obligation and the customer obtaining control of the underlying asset.</p> <p>Considering application of Ind AS 115 involves significant judgment in identifying performance obligations and determining when 'control' of the asset underlying the performance obligation is transferred to the customer and the transition method to be applied, the same has been considered as key audit matter.</p>	<p>Our audit procedures included:</p> <ul style="list-style-type: none"> <li>• We have read the Company's revenue recognition accounting policies and assessed compliance of the policies with Ind AS 115;</li> <li>• We tested the computation of the adjustment to retained earnings balance as at April 1, 2018 in view of adoption of Ind AS 115;</li> <li>• We obtained and understood revenue recognition process including identification of performance obligations and determination of transfer of control of the asset underlying the performance obligation to the customer;</li> <li>• We tested, revenue related transactions with the underlying customer contracts, sale deed and handover documents, evidencing the transfer of control of the asset to the customer based on which revenue is recognized;</li> </ul> <p>We assessed the revenue-related disclosures included in Note 2 (i) to the financial statements.</p>
<b>Related party transactions</b> (as described in note 30 to the standalone Ind AS financial statements)	
<p>The Company has undertaken transactions with its related parties in the ordinary course of business at arm's length. These include transactions in the nature of Joint Development Agreement as disclosed in note 30 to the standalone Ind AS financial statements.</p> <p>Considering the significance of transactions with related parties and regulatory compliances thereon, related party transactions and its disclosure as set out in respective notes to the financial statements has been identified as key audit matter.</p>	<p>Our procedures/ testing included the following:</p> <ul style="list-style-type: none"> <li>• Obtained and read the Company's policies, processes and procedures in respect of identifying related parties, obtaining approval, recording and disclosure of related party transactions;</li> <li>• Read minutes of shareholder meetings, board meetings and minutes of meetings of those charged with governance in connection with Company's assessment of related party transactions being in the ordinary course of business at arm's length;</li> <li>• Tested, related party transactions with the underlying contracts, confirmation letters and other supporting documents;</li> </ul> <p>Agreed the related party information disclosed in the financial statements with the underlying supporting documents.</p>

### Responsibilities of Management for the Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the Act') with respect to the preparation of these Standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting standards specified under section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting 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 controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Ind-AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

### Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the Standalone Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error; and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Ind AS financial statements.

As part of an audit in accordance with SA's, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Standalone Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.
- If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone Ind AS financial statements, including the disclosures, and whether the Standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Ind AS financial statements for the year ended March 31, 2019 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Report on Other Legal and Regulatory Requirements

1. 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.



2. 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 purposes of our audit;
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- d) In our opinion, the aforesaid Standalone Ind AS 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 the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act;
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these Standalone Ind AS financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure B";
- 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 as at March 31, 2019.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2019.

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

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

**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 31<sup>st</sup> March, 2019, 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 of 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 to 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 account.
- (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) The maintenance of cost records has been specified by the Central Government under section 148(1) of the Companies Act, 2013. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended prescribed by the Central Government under



sub-section (1) of Section 148 of the Companies Act, 2013, and are of the opinion that, prima facie, the prescribed cost records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

- (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, Goods and Service 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, Goods and Service Tax, duty of custom, duty of excise, value added tax, cess and any other statutory dues were in arrear as at 31<sup>st</sup> March, 2019 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, Goods and 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.

- (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 or Term loan during the year, hence clause (ix) of the Order are not applicable to the Company.

- (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 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 Reg. No.: 119223W / W100021**

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

Place: Mumbai  
 Date: May 30, 2019

**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, 2019 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, 2019, 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 Reg. No.: 119223W / W100021**

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

Place: Mumbai  
Date: May 30, 2019



**Standalone Balance Sheet as at 31st March, 2019****(Rs. in lakhs)**

	Note	As at 31 March 2019	As at 31 March 2018
<b>Assets</b>			
<b>Non-current assets</b>			
(a) Property, plant and equipment	4	798.71	727.65
(b) Financial assets			
(i) Investments	5.1	14.92	14.92
(ii) Loans	6	27.56	11.31
(c) Deferred tax assets (net)	7	87.57	68.18
(d) Other non-current assets	8	148.99	27.51
<b>Total non-current assets</b>		<b>1,077.76</b>	<b>849.57</b>
<b>Current assets</b>			
(a) Inventories	9	10,942.64	10,395.69
(b) Financial assets			
(i) Investments	5.2	500.44	-
(ii) Trade receivables	10	457.03	571.86
(iii) Cash and cash equivalents	11	772.86	262.36
(iv) Bank balances other than cash and cash equivalents	12	7.50	6.97
(c) Current tax asset (net)	13	21.42	15.26
(d) Other current assets	8	115.81	1,464.46
<b>Total current assets</b>		<b>12,817.71</b>	<b>12,716.59</b>
<b>Total assets</b>		<b>13,895.47</b>	<b>13,566.16</b>
<b>Equity and Liabilities</b>			
<b>Equity</b>			
(a) Equity share capital	14	3,547.69	3,547.69
(b) Other equity	15	4,262.27	3,956.86
<b>Total equity</b>		<b>7,809.95</b>	<b>7,504.54</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	16	1,619.11	1,942.95
(b) Provisions	17	39.63	24.48
<b>Total non-current liabilities</b>		<b>1,658.74</b>	<b>1,967.43</b>
<b>Current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	18	300.00	875.00
(ii) Trade payables	19		
- Total outstanding dues of micro enterprises and small enterprises		-	-
- Total outstanding dues of creditors other than micro enterprises and small enterprises		620.89	255.79
(b) Other current liabilities	20	3,477.98	2,961.11
(c) Provisions	17	3.17	2.30
(d) Current tax liabilities (net)	21	24.74	-
<b>Total current liabilities</b>		<b>4,426.78</b>	<b>4,094.20</b>
<b>Total equity and liabilities</b>		<b>13,895.47</b>	<b>13,566.16</b>
Notes forming part of the Standalone financial statements	1 - 41		

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: 06720329Namita Jatia  
Executive Director  
DIN: 07660840

Date: 30th May, 2019

Kailash Sharma  
Company SecretaryJiten Shah  
Chief Financial Officer

**Standalone Statement of profit and loss for the year ended 31 March 2019****(Rs. in lakhs)**

	Note	Year Ended 31 March 2019	Year Ended 31 March 2018
<b>Income</b>			
Revenue from operations	22	5,459.86	4,778.04
Other income	23	70.90	90.29
<b>Total income</b>		<b>5,530.76</b>	<b>4,868.33</b>
<b>Expenses</b>			
Cost of sales and other operational expenses	24	4,669.65	4,001.91
Employee benefits expense	25	137.90	78.93
Finance Costs	26	1.70	-
Depreciation and amortisation expense	27	12.75	4.38
Other expenses	28	341.78	489.62
<b>Total expenses</b>		<b>5,163.78</b>	<b>4,574.85</b>
<b>Profit before tax</b>		<b>366.97</b>	<b>293.48</b>
<b>Less : Tax expense</b>	34		
Current tax		59.74	103.54
Deferred tax		(2.17)	39.50
<b>Profit for the year</b>		<b>309.41</b>	<b>150.44</b>
<b>Other comprehensive income</b>			
Other comprehensive income not to be reclassified to profit or loss in subsequent periods:			
- Re-measurement gain/(losses) on defined benefit plan		(5.41)	-
- Income Tax effect on above		1.41	-
<b>Other comprehensive income for the year, net of tax</b>		<b>(4.00)</b>	<b>-</b>
<b>Total comprehensive income for the year</b>		<b>305.41</b>	<b>150.44</b>
<b>Earning per share on equity shares of Rs.10 each fully paid up</b>	30		
Basic and diluted		0.87	0.42
Notes forming part of the Standalone financial statements	1 - 41		

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, 2019

**For and on behalf of the Board****Vidip Jatia****Managing Director****DIN: 06720329****Kailash Sharma****Company Secretary****Namita Jatia****Executive Director****DIN: 07660840****Jiten Shah****Chief Financial Officer**

**Standalone Statement of Cash Flow For the Year Ended 31 March, 2019****(Rs in lakhs)**

Particular	Year ended 31 March 2019	Year ended 31 March 2018
<b>A. Cash flow from operating activities</b>		
Profit before tax	366.97	293.48
<b>Adjustments for:</b>		
Depreciation	12.75	4.38
Depreciation on assets pertaining to inventory WIP	1.91	3.18
Employment Benefits	11.30	5.91
Dividend Income	(0.04)	-
Interest Income	(39.25)	(18.38)
<b>Operating Profit Before Working Capital Changes</b>	<b>353.65</b>	<b>288.58</b>
<b>Adjustment for :</b>		
Loans Financial assets	(16.25)	-
Other Current Assets	(138.94)	64.23
Trade Receivables	114.83	(530.44)
Advance to Contractors / Suppliers	1,366.11	(1,038.88)
Inventories	(546.95)	960.67
Provisions	(0.69)	1.21
Trade Payable	365.10	174.94
Other Current Liabilities	516.87	1,329.86
<b>Cash Generated from Operations</b>	<b>2,013.72</b>	<b>1,250.15</b>
Direct Taxes Paid	(56.97)	(101.16)
<b>Net cash used in operating activities (A)</b>	<b>1,956.75</b>	<b>1,149.00</b>
<b>B. Cash Flow from Investing Activities</b>		
Purchase / Addition of Fixed Assets	(85.72)	(41.66)
Interest Income	39.25	18.38
Dividend Income	0.04	-
Increase in Fixed deposit	(0.53)	(0.52)
Investments in MF	(500.44)	811.57
<b>Net cash generated from investing activities (B)</b>	<b>(547.40)</b>	<b>787.76</b>
<b>C. Cash flow from financing activities</b>		
Loans to Subsidiary	-	75.03
Short Term Borrowings	(575.00)	(3,819.33)
Long Term Borrowings	(323.84)	1,942.95
<b>Net cash (used in)/ generated from financing activities (C)</b>	<b>(898.84)</b>	<b>(1,801.35)</b>
<b>Net changes in cash and cash equivalents (A+B+C)</b>	<b>510.51</b>	<b>135.41</b>
<b>Cash and cash equivalents at the beginning of the year</b>	<b>262.36</b>	<b>126.94</b>
<b>Cash and cash equivalents/ (bank balance overdrawn) at the end of the year [Refer note 3 below]</b>	<b>772.86</b>	<b>262.36</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 2019</b>	<b>Year ended 31 March 2018</b>
Cash on hand	7.45	2.43
Balances with banks in current accounts	765.41	259.92
Cash and cash equivalents [Refer note 11]	772.86	262.36
<b>Cash and cash equivalents for the purpose of above statement of cash flows</b>	<b>772.86</b>	<b>262.36</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, 2019

For and on behalf of the Board

Vidip Jatia

Managing Director

DIN: 06720329

Kailash Sharma  
Company Secretary

Namita Jatia

Executive Director

DIN: 07660840

Jiten Shah  
Chief Financial Officer


**Standalone statement of changes in equity for the year ended 31 March 2019 (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 31 March 2017	3,54,76,853	3,547.69
Changes in share capital	-	-
As at 31 March 2018	3,54,76,853	3,547.69
Changes in share capital	-	-
As at 31 March 2019	3,54,76,853	3,547.69

**B. Other equity**

For the year ended 31 March 2019

	Reserve and surplus				Other comprehensive income	Total equity attributable to equity holders
	Capital reserve	Securities premium reserve	General reserve	Retained earning		
<b>As at 31 March 2017</b>	2.77	3,318.36	90.06	395.23	-	3,806.42
Profit for the year	-	-	-	150.44	-	150.44
<b>Other comprehensive income</b>	-	-	-	-	-	-
Re-measurement gains/(losses) on defined benefit plans	-	-	-	-	-	-
<b>As at 31 March 2018</b>	2.77	3,318.36	90.06	545.67	-	3,956.86
Profit for the year	-	-	-	309.41	-	309.41
<b>Other comprehensive income</b>	-	-	-	-	(4.00)	(4.00)
Re-measurement gains/(losses) on defined benefit plans	-	-	-	-	(4.00)	(4.00)
<b>As at 31 March 2019</b>	2.77	3,318.36	90.06	855.09	(4.00)	4,262.27

Notes forming part of the financial statements

1 - 41

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, 2019

**For and on behalf of the Board**
**Vidip Jatia**
**Managing Director**
**DIN: 06720329**
**Kailash Sharma**
**Company Secretary**
**Namita Jatia**
**Executive Director**
**DIN: 07660840**
**Jiten Shah**
**Chief Financial Officer**

## 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 development of commercial and residential projects.

The separate financial statements (hereinafter referred to as "Financial Statements") of the Company for the year ended 31 March 2019 were approved and authorised for issue by the Board of Directors at their meeting held on 30 May 2019.

### 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.

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) 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.

#### (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:



## Notes forming part of the standalone financial statements

- 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”.

##### **• 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**

## Notes forming part of the standalone financial statements

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.

### 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





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

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 Ind AS 115 "Revenue from Contracts with Customers". Construction revenue on such projects is recognized over time when performance obligation is satisfied and the Company has an enforceable rights for the payment. Recognising revenue over time requires the Company to estimate the total cost of the project and proportion of amount incurred to date to measure progress towards performance obligation satisfied as there is a direct relationship between cost incurred and performance obligation satisfied.

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.

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.

## Notes forming part of the standalone financial statements

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. The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method.

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.

### (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 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.



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

- 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 performance obligation over time**

Determination of revenues over time necessarily involves making estimates, some of which are of a technical nature, concerning, where relevant, 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

(Rs. in lakhs)

## Note - 4 Property, plant and equipment

	Land	Furniture	Office and other equipments	Computers	Vehicles	Total
<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>
Additions	-	10.10	2.42	9.36	64.11	85.99
Disposals/adjustments	-	-	-	-	(0.27)	(0.27)
<b>As at 31 March 2019</b>	<b>675.90</b>	<b>10.44</b>	<b>9.59</b>	<b>12.48</b>	<b>116.12</b>	<b>824.53</b>
<b>Depreciation</b>						
<b>Up to 31 March 2017</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>0.16</b>	<b>4.22</b>	<b>2.18</b>	<b>4.60</b>	<b>11.16</b>
Charge for the year	-	0.40	1.42	1.44	11.39	14.66
Disposals	-	-	-	-	-	-
<b>Up to 31 March 2019</b>	-	<b>0.56</b>	<b>5.64</b>	<b>3.62</b>	<b>15.99</b>	<b>25.82</b>
<b>Net carrying value</b>						
<b>At 31 March 2019</b>	<b>675.90</b>	<b>9.88</b>	<b>3.94</b>	<b>8.86</b>	<b>100.13</b>	<b>798.71</b>
<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>

## Note - 5.1 Non-current investments

	As at 31 March 2019	As at 31 March 2018
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## Investments valued at deemed cost, fully paid up

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

1,49,200 (March 31, 2018 - 1,49,200) of Rs.10 each fully paid up in Helmet Traderz Ltd (Refer note 28)	<b>14.92</b>	14.92
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## II) Investment in equity shares- quoted

100 (March 31, 2018 - 100) of Rs.10 each fully paid up in Apple Credit Corporation Ltd	<b>0.04</b>	0.04
50 (March 31, 2018 - 50) of Rs.10 each fully paid up in Chokani International Ltd	<b>0.01</b>	0.01
200 (March 31, 2018 - 200) of Rs.10 each fully paid up in Chokani Global Express Ltd	<b>0.02</b>	0.02
8,700 (March 31, 2018 - 8,700) of Rs.10 each fully paid up in CIVIL Infra Ltd	<b>0.53</b>	0.53
200 (March 31, 2018 - 200) of Rs.10 each fully paid up in Margo Finance Ltd	<b>0.02</b>	0.02
200 (March 31, 2018 - 200) of Rs.10 each fully paid up in Mewar Marbles Ltd	<b>0.02</b>	0.02
6,500 (March 31, 2018 - 6,500) of Rs.10 each fully paid up in Shikhar Consultants Ltd	-	-
400 (March 31, 2018 - 400) of Rs.5 each fully paid up in Bhageria Industries Ltd	-	-
40 (March 31, 2018 - 40) of Rs.10 each fully paid up in Saurashtra Chemicals Ltd	<b>0.02</b>	0.02
14,730 (March 31, 2018 - 14,730) of Rs.10 each fully paid up in shares of Washington Software Ltd	<b>4.38</b>	4.38

**5.03** 5.03

Less: Provision for diminution in value of Investment\*

**5.03** 5.03**14.92** 14.92

Aggregate book value of quoted investments

- -

Aggregate market value of quoted investments

**1.67** 0.03

Aggregate book value of unquoted investments

**14.92** 14.92

\*Diminution in value of quoted investments are fully provided since the change in market value of shares are temporary in nature.


**Notes forming part of the standalone financial statements**
**(Rs. in lakhs)**
**Note - 5.2**
**Current investments**
**Measured at Fair value through Profit and loss**
**Investment in mutual fund**

Aditya Birla Sun Life Overnight Fund

	As at 31 March 2019	As at 31 March 2018
	500.44	-
	500.44	-
Aggregate book value of quoted investments	500.44	-
Aggregate market value of quoted investments	500.44	-

**Note - 6 Loans**

Security Deposits

**Total**

Non-current		Current	
As at 31 March 2019	As at 31 March 2018	As at 31 March 2019	As at 31 March 2018
27.56	11.31	-	-
27.56	11.31	-	-

**Note - 7 Deferred tax assets (net)**

Provision for employee benefits

Fiscal allowance on property, plant &amp; equipment

Add: MAT credit entitlement

**Net deferred tax assets**

	As at 31 March 2019	As at 31 March 2018
	11.15	6.89
	11.67	12.35
	22.82	19.24
	64.75	48.94
	87.57	68.18

**Note - 8 Other assets**

Prepaid expenses

Advance to Contractors / Suppliers

Other advances

Balance with government authorities

- Indirect tax

Non-current		Current	
As at 31 March 2019	As at 31 March 2018	As at 31 March 2019	As at 31 March 2018
6.74	-	3.24	0.21
-	-	96.47	1,462.58
-	-	16.10	1.68
142.25	27.51	-	-
148.99	27.51	115.81	1,464.46

**Note - 9 Inventories**

Project work in progress

	As at 31 March 2019	As at 31 March 2018
	10,942.64	10,395.69
	10,942.64	10,395.69

## Notes forming part of the standalone financial statements

(Rs. in lakhs)

## Note - 10 Trade receivables

(Unsecured, considered good)

Due from

- Others

As at 31 March 2019	As at 31 March 2018
457.03	571.86
<b>457.03</b>	<b>571.86</b>

## Note - 11 Cash and cash equivalents

Cash on hand

Balances with banks in current accounts

As at 31 March 2019	As at 31 March 2018
7.45	2.43
<b>765.41</b>	<b>259.92</b>
<b>772.86</b>	<b>262.36</b>

## Note - 12 Bank balances other than cash and cash equivalents

Margin money deposits with bank having original maturity period of more than twelve months

Total

As at 31 March 2019	As at 31 March 2018
7.50	6.97
<b>7.50</b>	<b>6.97</b>

## Note - 13 Current tax assets (net)

Balance with government authority

Direct tax (net of provisions)

Total

As at 31 March 2019	As at 31 March 2018
21.42	15.26
<b>21.42</b>	<b>15.26</b>

## Note - 14 Equity share capital

## Authorised

4,00,00,000 (March 31, 2018 - 4,00,00,000) Equity shares of Rs. 10 each

As at 31 March 2019	As at 31 March 2018
4,000.00	4,000.00
<b>4,000.00</b>	<b>4,000.00</b>

## Issued, subscribed and paid up

3,54,76,853 (March 31, 2018 - 3,54,76,853) Equity shares of Rs.10 each fully paid up

As at 31 March 2019	As at 31 March 2018
3,547.69	3,547.69
<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 2019		As at 31 March 2018	
	Number of shares	Rs. in lakhs	Number of shares	Rs. in lakhs
Shares outstanding at the beginning of the year	3,54,76,853	3,547.69	3,54,76,853	3,547.69
Changes during the year	-	-	-	-
Shares outstanding at the end of the year	3,54,76,853	3,547.69	3,54,76,853	3,547.69


**Notes forming part of the standalone financial statements**
**(Rs. in lakhs)**
**(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 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 2019		As at 31 March 2018	
	Number of shares	Percentage (%) of Holding	Number of shares	Percentage (%) of Holding
Jumbo Bright Group Limited	90,05,885	25.39%	90,05,885	25.39%
Vidip V Jatia	75,85,350	21.38%	75,85,350	21.38%
Namita Prateek Jatia	45,80,311	12.91%	45,80,311	12.91%
Vinod Kumar Jatia (HUF)	40,03,600	11.29%	40,03,600	11.29%
Vinod Subhkaran Jatia	32,12,200	9.05%	32,12,200	9.05%
Oriental Bank of Commerce	29,26,486	8.25%	29,27,000	8.25%

**(iv) No bonus shares have been issued and no shares bought back during five years preceding 31 March 2019**
**Note - 15 Other equity**

	As at 31 March 2019	As at 31 March 2018
<b>Capital reserve</b>		
Opening balance	2.77	2.77
Changes during the year	-	-
Closing balance	2.77	2.77
<b>Securities premium</b>		
Opening balance	3,318.36	3,318.36
Changes during the year	-	-
Closing balance	3,318.36	3,318.36
<b>General reserve</b>		
Opening balance	90.06	90.06
Changes during the year	-	-
Closing balance	90.06	90.06
<b>Retained earnings</b>		
Opening balance	545.67	395.23
Add : Profit for the year	309.41	150.44
<b>Items of other comprehensive income recognised directly in retained earning</b>		
Re-measurement gain/(losses) on defined benefit plans (net of tax)	(4.00)	-
Closing balance	851.08	545.67
	<b>4,262.27</b>	<b>3,956.86</b>

**Description of the Nature and Purpose of Other Equity**

**Capital Reserve :** The company had recognised surplus on re-issue of forfeited shares under capital reserve in earlier years.

**Securities Premium :** The Securities Premium is created on issue of shares at a premium

**General Reserve :** General Reserve is created from time to time by way of transfer of profits from retained earnings for appropriation purposes.

**Retained Earnings :** Retained earnings represents cumulative profits of the Company and effects of remeasurement of defined benefit obligations. Retained earnings can be utilised in accordance with the provisions of Companies Act, 2013.



## Notes forming part of the standalone financial statements

(Rs. in lakhs)

## Note - 16

## Long - term borrowings

## Secured

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

	As at 31 March 2019	As at 31 March 2018
	1,619.11	1,942.95
	1,619.11	1,942.95
Current maturities	-	-
	1,619.11	1,942.95

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

## a) Loan from other party

Loan from other party 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 30 September 2020 and ending in quarter ended 30 September 2022.

The Company has amortised borrowings using EIR of 21.61%.

## Note - 17 Provisions

## Employee benefits

- Gratuity (refer note 36)

- Leave encashment

Non-current		Current	
As at 31 March 2019	As at 31 March 2018	As at 31 March 2019	As at 31 March 2018
39.63	24.48	1.56	-
-	-	1.61	2.30
39.63	24.48	3.17	2.30

## Note - 18 Short-term borrowings

## Unsecured

Loans from

- Other parties

As at 31 March 2019	As at 31 March 2018
300.00	875.00
300.00	875.00

## Note - 19 Trade payables

- Total outstanding dues of micro enterprises and small enterprises (Refer note 37)

- Total outstanding dues of creditors other than micro enterprises and small enterprises

As at 31 March 2019	As at 31 March 2018
-	-
620.89	255.79
620.89	255.79

## Note - 20 Other current liabilities

Interest accrued but not due on borrowings

Advance received from customers

Retention money

Statutory dues

Other Payables\*

As at 31 March 2019	As at 31 March 2018
0.52	23.91
3,064.55	2,791.43
209.75	112.94
28.78	25.61
174.37	7.21
3,477.98	2,961.11

\* Other payables mainly includes Society maintenance deposits


**Notes forming part of the standalone financial statements**
**(Rs. in lakhs)**
**Note - 21 Current tax liabilities (net)**

Current tax liabilities (net)

As at 31 March 2019	As at 31 March 2018
24.74	-
24.74	-

**Note - 22 Revenue from operations**

Sale of residential units

As at 31 March 2019	As at 31 March 2018
5,459.86	4,778.04
5,459.86	4,778.04

**Note - 23 Other income**

Interest income

- from customers

- from banks

- from others

- from security deposit carried at amortised cost

Fair value measurement of current investments

Dividend Income

Gain on sale of current investments

Other income

As at 31 March 2019	As at 31 March 2018
38.11	17.68
0.59	0.70
0.55	0.49
0.40	-
0.44	-
0.04	-
-	71.43
30.77	-
70.90	90.29

**Note - 24 Cost of sales and other operational expenses**

Opening stock

**Add : Expenses incurred during the year**

Project execution expenses

Closing stock [Refer note 9]

**Total (A)**
**Total (B)**
**Total ( A - B )**

As at 31 March 2019	As at 31 March 2018
10,395.69	11,356.37
5,216.59	3,041.24
15,612.29	14,397.61
10,942.64	10,395.69
10,942.64	10,395.69
4,669.65	4,001.91

**Note - 25 Employee benefits expense**

Salaries, allowances and bonus

Directors' remuneration

Leave Encashment

Gratuity

As at 31 March 2019	As at 31 March 2018
89.43	55.01
35.50	15.92
1.67	2.10
11.30	5.91
137.90	78.93

**Note - 26 Finance Costs**

Other Interest

Amortisation of prepaid Interest

As at 31 March 2019	As at 31 March 2018
1.26	-
0.45	-
1.70	-

## Notes forming part of the standalone financial statements

(Rs. in lakhs)

## Note - 27 Depreciation and amortisation expense

- Property, plant and equipment
Less: depreciation related to work in progress (Refer note 24)

As at 31 March 2019	As at 31 March 2018
14.66	7.56
1.91	3.18
12.75	4.38

## Note - 28 Other expenses

Travelling & Conveyance
Legal & Professional Charges
Hospitality Expenses
Communication Expenses
Rent Expenses
Depository Charges
Printing & Stationery
Audit Fees
Rates and Taxes
Donation
Miscellaneous Expenses
Directors Sitting Fees
Repairs & Maintenance
Bank Charges

As at 31 March 2019	As at 31 March 2018
21.70	25.46
19.39	23.64
2.00	3.68
0.68	2.00
13.51	-
4.44	4.98
2.80	2.42
1.75	2.24
0.92	0.90
0.12	-
0.99	0.37
0.16	0.32
-	0.13
0.21	0.04

**Sales & Marketing Expenses**

Business Promotion	4.37	2.03
Advertisement Expenses	29.48	30.50
Brokerage	72.78	96.63
Marketing Expenses	166.48	294.28

341.78	489.62
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## Note - 29 Auditors' remuneration

Statutory Audit Fees
Tax Audit Fees

As at 31 March 2019	As at 31 March 2018
1.50	1.80
0.25	0.25
1.75	2.05

## Note - 30 Related party disclosures

## List of parties where control exists

## (a) Wholly Owned Subsidiary Company

Helmet Traderz Limited

Extent of Holding	
2019	2018
100%	100%

## (b) Key management personnel

Vidip Vinod Jatia (Managing Director) and Namita Jatia (Executive Director)

## (c) Other related party

Dilshad Trading Co Private Limited

Makalu Trading Limited

Shrilekha Trading Private Limited

Square One Housing Corporation


**Notes forming part of the standalone financial statements**
**(Rs. in lakhs)**
**Transactions with related parties:**
**Revenue share under Joint Development Agreement**

Other related party

**55.97**

-

**Directors' remuneration**

Key management personnel

**35.50**

15.92

**Loan Recovered**

Wholly Owned Subsidiary Company

-

75.03

**Director Sitting Fees**

Key management personnel

-

0.11

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

Other related party

-

0.17

**Payables**

Other related party

**93.34**

-

**Receivable**

Other related party

**15.98**

-

**Investment**

Wholly Owned Subsidiary Company

**14.92**

14.92

**Notes**

- (i) Reimbursement of expenses incurred on behalf of the Company or by the Company and reimbursable to/from related parties have not been considered as related party transactions.
- (ii) Note: As the liability for gratuity is provided on an actuarial basis for the Company as a whole, the amount pertaining to the Key Management Personnel is not ascertained separately, and therefore, not included above.
- iii) 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 2019	Maximum Balance during the year
a) Loans & Advances in the natures of loans to Subsidiary Co-Helmet Traderz Ltd	Nil	Nil
b) Loans & Advances in the nature of Loans to Associates	Nil	Nil
c) Loans & Advances in the nature of Loans to Firm/Co in which Directors are interested	Nil	Nil
d) Investment by loanee in the shares of parent company and subsidiary company, when the company has made a loan or advance in the nature of loan	Nil	Nil

**Note - 31 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 2019	As at 31 March 2018
Commitments		
Estimated amount of contracts remaining to be executed not provided for	<b>2,323.98</b>	2,947.72

- ii) The Company has given Bank Guarantee for Rs. 5.00 lakh ( Rs. 5.00 lakh)

## Notes forming part of the standalone financial statements

(Rs. in lakhs)

## Note - 32 Earnings per share (EPS)

	As at 31 March 2019	As at 31 March 2018
a) Profit after tax (Rs. in lakhs)	309.41	150.44
b) Profit available for distribution to equity shareholders (Rs. in lakhs)	309.41	150.44
c) Weighted average number of equity shares outstanding (No.)	3,54,76,853	3,54,76,853
d) Face value of equity shares (Rs.)	10.00	10.00
e) Basic and diluted earning per share (Rs.)	0.87	0.42

## Note - 33 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, advance 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.

**Ageing of trade receivables are as follows**

Particulars	Year Ended 31 March 2019	Year Ended 31 March 2018
Less than 6 Months	362.44	571.86
More than 6 Months	94.59	-
<b>Total</b>	<b>457.03</b>	<b>571.86</b>

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

	<b>Contractual cash flows</b>				<b>Total</b>
	<b>Less than 1 year</b>	<b>1 to 3 years</b>	<b>3 to 5 years</b>	<b>&gt; 5 years</b>	
Year ended 31 March 2019					
Borrowings	300.00	1,173.86	445.25	-	1,919.11
Trade payables	620.89	-	-	-	620.89
	<b>920.89</b>	<b>1,173.86</b>	<b>445.25</b>	<b>-</b>	<b>2,540.00</b>
Year ended 31 March 2018					
Borrowings	875.00	728.61	1,214.34	-	2,817.95
Trade payables	255.79	-	-	-	255.79
	<b>1,130.79</b>	<b>728.61</b>	<b>1,214.34</b>	<b>-</b>	<b>3,073.74</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.

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.

	<b>As at 31 March 2019</b>	<b>As at 31 March 2018</b>
Borrowings (long-term and short-term)	<b>1,919.11</b>	2,817.95
Less: Cash and cash equivalents	<b>(772.86)</b>	(262.36)
<b>Net debt</b>	<b>1,146.25</b>	<b>2,555.59</b>
Equity share capital	<b>3,547.69</b>	3,547.69
Other equity	<b>4,262.27</b>	3,956.86
<b>Total Equity</b>	<b>7,809.95</b>	<b>7,504.55</b>
Total Capital and net debt	<b>8,956.20</b>	10,060.14
<b>Gearing ratio</b>	<b>12.80%</b>	<b>25.40%</b>

No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2019 and 31 March 2018.

## Notes forming part of the standalone financial statements

(Rs. in lakhs)

## Note - 34 Taxation

a) The major components of income tax for the year ended 31 March 2019 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 2019	Year ended 31 March 2018
<b>Current tax</b>		
Current tax on profits for the year	59.74	56.00
Adjustments for current tax of prior periods	-	47.54
<b>Total current tax expense</b>	<b>59.74</b>	<b>103.54</b>
<b>Deferred tax</b>		
Relating to origination and reversal of temporary differences	(2.17)	39.50
<b>Income tax expense reported in the statement of profit and loss</b>	<b>57.56</b>	<b>143.03</b>

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

	Year ended 31 March 2019	Year ended 31 March 2018
<b>Accounting profit before tax</b>	<b>366.97</b>	<b>293.48</b>
<b>Income tax @ 27.82%/25.75%</b>	<b>102.09</b>	<b>75.57</b>
Adjustments in respect of current income tax in respect of previous years	-	47.54
Income/(loss) Exempt/Disallowed U/S 80IBA	(41.39)	3.37
Others	(3.14)	16.56
<b>Income tax expense/(benefit) charged to the statement of profit and loss</b>	<b>57.56</b>	<b>143.03</b>

c) Deferred tax relates to the following:

	Balance-Sheet		Recognized in the statement of profit and loss/Other comprehensive Income	
	31 March 2019	31 March 2018	31 March 2019	31 March 2018
<b>Deferred tax asstes</b>				
<b>Deductible temporary differences</b>				
Depreciation on property, plant, equipment and intangible assets	11.67	12.35	0.67	5.64
Unused tax losses	-	-	-	83.62
Employee benefits / expenses allowable on payment basis	11.15	6.89	(4.25)	(0.82)
<b>Total (a)</b>	<b>22.82</b>	<b>19.24</b>	<b>(3.58)</b>	<b>88.44</b>
Add: MAT credit entitlement	64.75	48.94	(15.81)	(48.94)
<b>Net deferred tax assets (b)</b>	<b>87.57</b>	<b>68.18</b>		
<b>Deferred tax charge/(credit) (a+b)</b>			<b>(19.39)</b>	<b>39.50</b>

## Note - 35 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.





## Notes forming part of the standalone financial statements

(Rs. in lakhs)

## a) Financial instruments by category

	Refer note	As at 31 March 2019		As at 31 March 2018	
Financial assets (other than Investment in subsidiary)		FVTPL	Amortised cost	FVTPL	Amortised cost
<b>Non-current</b>					
Loans	6	-	27.56	-	11.31
<b>Current</b>					
Investment in mutual funds	5.2	500.44	-	-	-
Trade receivables	10	-	457.03	-	571.86
Cash and cash equivalents	11	-	772.86	-	262.36
Other bank balances	12	-	7.50	-	6.97
Loans	6	-	-	-	-
<b>Total financial assets</b>		<b>500.44</b>	<b>1,264.95</b>	<b>-</b>	<b>852.49</b>
<b>Financial liabilities</b>					
<b>Non-current</b>					
Borrowings	16	-	1,619.11	-	1,942.95
<b>Current</b>					
Borrowings	18	-	300.00	-	875.00
Trade payables	19	-	620.89	-	255.79
<b>Total financial liabilities</b>		<b>-</b>	<b>2,540.00</b>	<b>-</b>	<b>3,073.74</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 Company's assets and liabilities:

As at 31 March 2019	Carrying value	Fair value		
		Level 1	Level 2	Level 3
<b>Financial assets measured at FVTPL</b>				
Investment in mutual funds	500.44	500.44	-	-
<b>Total</b>	<b>500.44</b>	<b>500.44</b>	<b>-</b>	<b>-</b>

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>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

## Note - 36 Employee benefits

## Defined Benefit Plans:

## Gratuity

The Company is exposed to various risks in providing the gratuity benefit which are as follows:

## Interest Rate risk:

The plan exposes the Company to the risk of fall in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of the liability.

## Liquidity Risk:

This is the risk that the Company is not able to meet the short-term gratuity payouts. This may arise due to non availability of enough cash/cash equivalent to meet the liabilities or holding of illiquid assets not being sold in time.

**Notes forming part of the standalone financial statements****(Rs. in lakhs)****Salary Escalation Risk:**

The present value of the defined benefit plan is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

**Demographic Risk:**

The Company has used certain mortality and attrition assumptions in valuation of the liability. The Company is exposed to the risk of actual experience turning out to be worse compared to the assumption.

The significant actuarial assumptions used for the purposes of the actuarial valuations were as follows:

	As at 31 March 2019
Discount rate	7.55%
Expected rate of salary increase	10.00%
Attrition Rate : Upto 30 years	20.00%
31 to 44 years	10.00%
Mortality rate (% of IALM 06-08)	10.00%

Retirement age of the employees is assumed to be 60 years.

**Defined benefit plans – as per actuarial valuation on 31st March, 2019**

Particulars	Unfunded Plan Gratuity For the year ended 31 March 2019
<b>Amounts recognised in comprehensive income in respect of these defined benefit plans are as follows:</b>	
<b>Service Cost</b>	
Current Service Cost	9.45
Net interest expense	1.85
Components of defined benefit costs recognised in statement of profit or loss	11.30
<b>Remeasurement on the net defined benefit liability</b>	
Return on plan assets (excluding amount included in net interest expense)	-
Actuarial (gains)/loss arising from demographic assumptions	-
Actuarial (gains)/loss arising from changes in financial assumptions	-
Actuarial (gains)/loss arising from experience adjustments	5.41
Components of defined benefit costs recognised in other comprehensive income	5.41
<b>Total</b>	16.71
<b>I. Net Asset/(Liability) recognised in the Balance Sheet as at 31st March 2019</b>	
1. Present value of defined benefit obligation as at 31st March, 2019	41.19
2. Fair value of plan assets as at 31st March, 2019	-
3. Surplus/(Deficit)	(41.19)
4. Current portion of the above	(1.56)
5. Non current portion of the above	(39.63)
<b>II. Movements in the present value of the defined benefit obligation are as follows</b>	
1. Present value of defined benefit obligation at the beginning of the year	24.48
2. Expenses Recognised in Statement of Profit and Loss	



## Notes forming part of the standalone financial statements

(Rs. in lakhs)

- Current Service Cost	9.45
- Interest Cost	1.85
3. Recognised in Other Comprehensive Income	
4. Remeasurement or Actuarial gains / (losses) arising from:	
i. Demographic Assumptions	-
ii. Financial Assumptions	-
iii. Experience Adjustments	5.41
5. Benefit payments	-
<b>6. Present value of defined benefit obligation at the end of the year</b>	<b>41.19</b>
<b>III. Movements in the fair value of the plan assets are as follows.</b>	
1. Fair value of plan assets at the beginning of the year	-
2. Interest Income - Actual Return on Plan Assets	-
<b>3. Fair value of plan assets at the end of the year</b>	<b>-</b>

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

Principal assumption	Changes in assumption (%)	Impact on defined benefit obligation	
		Increase in assumption	Decrease in assumption
Discount rate	1.00%	36.68	46.69
Salary growth rate	1.00%	46.53	36.71

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the Balance sheet.

**Maturity profile of defined benefit obligation:**

	31 March 2019
Within 1 year	1.56
2 - 5 years	9.09
6 - 10 years	25.51
More than 10 years	103.80

Note: This being the first year of actuarial valuation, previous year figures are not applicable

**Note - 37**

Information as required to be furnished as per section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) for the year ended March 31, 2019 is given below. This information has been determined to the extent such parties have been identified on the basis of information available with the Company.

## Notes forming part of the standalone financial statements

(Rs. in lakhs)

Particulars	As at 31 March 2019
i) Principal amount and interest due thereon remaining unpaid to any supplier covered under MSME Act:	
- Principal	-
- Interest	-
ii) The amount of interest paid by the buyer in terms of section 16, of the MSME Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	-
iii) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSME Act.	-
iv) The amount of interest accrued and remaining unpaid at the end of each accounting year.	-
v) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSME Act, 2006.	-

**Note - 38 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 - 39 Expenditure in Foreign Currency**

Particulars	As at 31 March 2019	As at 31 March 2018
Sales & Marketing Expenses	0.77	0.03
Foreign Travelling Expenses	12.13	8.66

**Note - 40**

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 - 41**

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, 2019

**For and on behalf of the Board**

**Vidip Jatia**

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

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

**Namita Jatia**

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

**Jiten Shah**  
**Chief Financial Officer**


**INDEPENDENT AUDITORS' REPORT**

**To the Members of Supreme Holdings & Hospitality (India) Limited,**

**Report on the Audit of Consolidated Ind-AS Financial Statements**

**Opinion**

We have audited the accompanying consolidated Ind AS financial statements of Supreme **Holdings & Hospitality (India) Limited** (hereinafter referred to as "the Holding Company"), and its subsidiary **Helmet Traderz Limited** ("the Subsidiary") (collectively referred to as "the Group"), which comprise the Consolidated Balance Sheet as at 31 March 2019, the consolidated Statement of Profit and Loss, including other comprehensive income, the consolidated Cash Flow Statement and the consolidated Statement of Changes in Equity for the year then ended and notes to the consolidated Ind AS financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries, the aforesaid consolidated Ind AS financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, as at 31 March 2019, their consolidated profit including other comprehensive income, their consolidated cash flows

and the consolidated statement of changes in equity for the year ended on that date.

**Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Consolidated Ind AS financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Ind AS financial statements for the financial year ended March 31, 2019. These matters were addressed in the context of our audit of the Consolidated Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key audit matters	How our audit addressed the key audit matter
<b>Revenue recognition for real estate projects</b> (as described in note 2 (i) to the Consolidated Ind AS financial statements)	
<p>The Group has adopted Ind AS 115 - Revenue from Contracts with Customers, mandatory for reporting periods beginning on or after 1 April 2018.</p> <p>The application of Ind AS 115 has impacted the Group's accounting for recognition of revenue from real estate projects, which is now being recognised at over the time upon the Group satisfying its performance obligation and the customer obtaining control of the underlying asset.</p> <p>Considering application of Ind AS 115 involves significant judgment in identifying performance obligations and determining when 'control' of the asset underlying the performance obligation is transferred to the customer and the transition method to be applied, the same has been considered as key audit matter.</p>	<p>Our audit procedures included:</p> <ul style="list-style-type: none"> <li>• We have read the Group's revenue recognition accounting policies and assessed compliance of the policies with Ind AS 115.</li> <li>• We tested the computation of the adjustment to retained earnings balance as at 1 April 2018 in view of adoption of Ind AS 115.</li> <li>• We obtained and understood revenue recognition process including identification of performance obligations and determination of transfer of control of the asset underlying the performance obligation to the customer.</li> <li>• We tested, revenue related transactions with the underlying customer contracts, sale deed and handover documents, evidencing the transfer of control of the asset to the customer based on which revenue is recognised.</li> <li>• We assessed the revenue-related disclosures included in Note 2 (i) to the financial statements.</li> </ul>
<b>Related party transactions</b> (as described in note 31 to the Consolidated Ind AS financial statements)	

<p>The Group has undertaken transactions with its related parties in the ordinary course of business at arm's length. These include transactions in the nature of Joint Development Agreement as disclosed in note 31 to the Consolidated Ind AS financial statements.</p> <p>Considering the significance of transactions with related parties and regulatory compliances thereon, related party transactions and its disclosure as set out in respective notes to the financial statements has been identified as key audit matter.</p>	<p>Our procedures/ testing included the following:</p> <ul style="list-style-type: none"> <li>• Obtained and read the Group policies, processes and procedures in respect of identifying related parties, obtaining approval, recording and disclosure of related party transactions;</li> <li>• Read minutes of shareholder meetings, board meetings and minutes of meetings of those charged with governance in connection with Group assessment of related party transactions being in the ordinary course of business at arm's length;</li> <li>• Tested, related party transactions with the underlying contracts, confirmation letters and other supporting documents;</li> </ul> <p>Agreed the related party information disclosed in the financial statements with the underlying supporting documents.</p>
<b>Measurement of the Non-current Investment held by the Subsidiary company in the unlisted entities:</b>	
<p>The Subsidiary has invested money in the unlisted entities and as per the Ind AS fair valuation of these share are required in each reporting date.</p>	<p>The Auditor of the Subsidiary company has obtained details of investment made by the Subsidiary in unquoted equity shares. The Subsidiary has obtained the independent valuation certificate. The Auditor of the Subsidiary company has also verified the data, assumption, calculation and other information used in valuation of shares. Further the recognition, measurement, presentation and disclosure of fair valuation on the Ind AS financial statements of the Subsidiary are verified by the auditor of the Subsidiary Company.</p>

### Responsibilities of Management for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the Act') with respect to the preparation of these Consolidated Ind AS financial statements that give a true and fair view of the financial position, financial performance, changes in equity 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.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting 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 controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated Ind-AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Consolidated Ind AS financial statements, management is responsible for assessing the Group ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Group financial reporting process.

### Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the Consolidated Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Ind AS financial statements.

As part of an audit in accordance with SA's, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Consolidated Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion,



forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Holding company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group ability to continue as a going concern.
- If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated Ind AS financial statements, including the disclosures, and whether the Consolidated Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated Ind AS financial statements for the year ended March 31, 2019 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure

about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **Other Matters**

We did not audit the Financial Statement of the Subsidiary Company Helmet Traderz Limited whose financial statement reflects total assets of Rs. 1,703.59 lakhs as at 31st March, 2019, total revenues of Rs. 0.47 lakhs and net cash inflow of Rs. 0.86 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 purposes of our audit;
- b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors;
- 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. In our opinion, the aforesaid Consolidated Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- d) On the basis of written representations received from the directors of the Holding Company as on 31 March, 2019, taken on record by the Board of Directors of the Holding 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, 2019, from being appointed as a director in terms of Section 164(2) of the Act;



- e) With respect to the adequacy of the internal financial controls over financial reporting with reference to these consolidated Ind AS financial statements of the Holding Company and its subsidiary companies controls, refer to our separate Report in "Annexure A";
- f) 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 as at March 31, 2019.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Group during the year ended March 31, 2019.

**For K C P L And Associates LLP**  
**Chartered Accountants**  
**Firm Registration Number: 119223W / W100021**

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

Place: Mumbai  
 Date: May 30, 2019

#### **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, 2019, 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, 2019, 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 Registration Number: 119223W / W100021**

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

Place: Mumbai  
Date: May 30, 2019

## Consolidated Balance Sheet as at 31 March 2019

(Rs. in lakhs)

	Note	As at 31 March 2019	As at 31 March 2018
<b>Assets</b>			
<b>Non-current assets</b>			
(a) Property, plant and equipment	4	798.71	727.65
(b) Financial assets			
(i) Investments	5.1	1,700.26	2,009.37
(ii) Loans	6	27.56	11.31
(c) Deferred tax assets (net)	7	87.57	68.18
(d) Other non-current assets	8	148.99	27.51
<b>Total non-current assets</b>		<b>2,763.10</b>	<b>2,844.02</b>
<b>Current assets</b>			
(a) Inventories	9	10,942.64	10,395.69
(b) Financial assets			
(i) Investments	5.2	500.44	-
(ii) Trade receivables	10	457.03	571.86
(iii) Cash and cash equivalents	11	776.09	264.72
(iv) Bank balances other than cash and cash equivalents	12	7.50	6.97
(v) Loans	6	-	104.13
(c) Current tax asset (net)	13	21.42	15.37
(d) Other current assets	8	115.92	1,464.46
<b>Total current assets</b>		<b>12,821.04</b>	<b>12,823.20</b>
<b>Total assets</b>		<b>15,584.14</b>	<b>15,667.22</b>
<b>Equity and Liabilities</b>			
<b>Equity</b>			
(a) Equity share capital	14	3,547.69	3,547.69
(b) Other equity	15	5,088.63	5,015.62
<b>Total equity</b>		<b>8,636.32</b>	<b>8,563.30</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	16	1,619.11	1,942.95
(b) Provisions	17	39.63	24.48
(c) Deferred tax liabilities (net)	18	249.51	326.70
<b>Total non-current liabilities</b>		<b>1,908.25</b>	<b>2,294.13</b>
<b>Current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	19	912.00	1,590.00
(ii) Trade payables	20		
- Total outstanding dues of micro enterprises and small enterprises		-	-
- Total outstanding dues of creditors other than micro enterprises and small enterprises		620.89	255.79
(b) Other current liabilities	21	3,478.77	2,961.70
(c) Provisions	17	3.17	2.30
(d) Current Tax liabilities (net)	22	24.74	-
<b>Total current liabilities</b>		<b>5,039.57</b>	<b>4,809.79</b>
<b>Total equity and liabilities</b>		<b>15,584.14</b>	<b>15,667.22</b>
Notes forming part of the financial statements	1 - 42		

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, 2019

For and on behalf of the Board

Vidip Jatia

Managing Director

DIN: 06720329

Kailash Sharma  
Company Secretary

Namita Jatia

Executive Director

DIN: 07660840

Jiten Shah  
Chief Financial Officer

**Consolidated statement of profit and loss for the year ended 31 March 2019 (Rs. in lakhs)**

	Note	Year Ended 31 March 2019	Year Ended 31 March 2018
<b>Income</b>			
Revenue from operations	23	5,459.86	4,854.75
Other income	24	71.37	97.92
<b>Total income</b>		<b>5,531.22</b>	<b>4,952.67</b>
<b>Expenses</b>			
Cost of sales and other operational expenses	25	4,669.65	4,078.61
Employee benefits expense	26	137.90	78.93
Finance Costs	27	1.70	-
Depreciation and amortisation expense	28	12.75	4.38
Other expenses	29	349.73	490.52
<b>Total expenses</b>		<b>5,171.73</b>	<b>4,652.45</b>
<b>Profit before tax</b>		<b>359.49</b>	<b>300.22</b>
<b>Less : Tax expense</b>	35		
Current tax		59.74	103.54
Deferred tax		(3.92)	29.66
<b>Profit for the year</b>		<b>303.68</b>	<b>167.02</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		(302.11)	(141.57)
- Re-measurement gain/(losses) on defined benefit plan		(5.41)	-
- Income Tax effect on above		76.85	36.46
<b>Other comprehensive income for the year, net of tax</b>		<b>(230.66)</b>	<b>(105.12)</b>
<b>Total comprehensive income for the year</b>		<b>73.02</b>	<b>61.90</b>
<b>Total comprehensive income for the year attributable to:</b>			
Non controlling interest		-	-
Owners of parent		73.02	61.90
<b>Earning per share on equity shares of Rs.10 each fully paid up</b>	33		
Basic and diluted		0.86	0.47
Notes forming part of the financial statements	1 - 42		

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

Date: 30th May, 2019

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

**Jiten Shah**  
**Chief Financial Officer**

**Consolidated Statement of Cash Flow For the Year Ended 31 March, 2019 (Rs. in lakhs)**

Particular	Year ended 31 March 2019	Year ended 31 March 2018
<b>A. Cash flow from operating activities</b>		
Profit before tax	359.49	300.22
<b>Adjustments for:</b>		
Depreciation	12.75	4.38
Depreciation on assets pertaining to inventory WIP	1.91	3.18
Employment Benefits	11.30	5.91
Interest Income	(39.25)	(18.86)
Dividend	(0.47)	(50.62)
Fair value measurement of current and non current Investments	7.00	(12.93)
<b>Operating Profit Before Working Capital Changes</b>	<b>352.73</b>	<b>231.29</b>
<b>Adjustment for :</b>		
Loans Financial assets	87.88	(35.97)
Other Current Assets	(139.05)	(0.35)
Trade Receivables	114.83	(530.44)
Advance to Contractors / Suppliers	1,366.11	(1,038.88)
Inventories	(546.95)	1,037.37
Provisions	(0.69)	1.21
Trade Payable	365.10	207.34
Other Current Liabilities	517.08	1,216.93
<b>Cash Generated from Operations</b>	<b>2,117.04</b>	<b>1,088.50</b>
Direct Taxes Paid	(56.86)	(101.16)
<b>Net cash used in operating activities (A)</b>	<b>2,060.18</b>	<b>987.34</b>
<b>B. Cash Flow from Investing Activities</b>		
Purchase / Addition of Fixed Assets	(85.72)	(41.66)
Investments in quoted equity shares	-	185.42
Interest Income	39.25	18.86
Dividend received	0.47	50.62
Increase in fixed deposit	(0.53)	-
Investments in Mutual funds	(500.44)	811.57
<b>Net cash generated from investing activities (B)</b>	<b>(546.97)</b>	<b>1,024.81</b>
<b>C. Cash flow from financing activities</b>		
Short Term Borrowings	(678.00)	(3,819.33)
Long Term Borrowings	(323.84)	1,942.95
<b>Net cash (used in)/ generated from financing activities ( C )</b>	<b>(1,001.84)</b>	<b>(1,876.38)</b>
Net changes in cash and cash equivalents (A+B+C)	511.37	135.77
Cash and cash equivalents at the beginning of the year	264.72	128.95
<b>Cash and cash equivalents/ (bank balance overdrawn) at the end of the year [Refer note 3 below]</b>	<b>776.09</b>	<b>264.72</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 2019</b>	<b>Year ended 31 March 2018</b>
Cash on hand	8.50	2.74
Balances with banks in current accounts	767.59	261.98
Cash and cash equivalents [Refer note 11]	776.09	264.72
<b>Cash and cash equivalents for the purpose of above statement of cash flows</b>	<b>776.09</b>	<b>264.72</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, 2019

For and on behalf of the Board

**Vidip Jatia**  
**Managing Director**  
**DIN: 06720329**

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

**Namita Jatia**  
**Executive Director**  
**DIN: 07660840**

**Jiten Shah**  
**Chief Financial Officer**

**Consolidated statement of changes in equity for the year ended 31 March 2019** (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 31 March 2017	35,476,853	3,547.69
Changes in share capital	-	-
As at 31 March 2018	35,476,853	3,547.69
Changes in share capital	-	-
As at 31 March 2019	35,476,853	3,547.69

**B. Other equity****For the year ended 31 March 2019**

	Reserve and surplus				Other comprehensive income	Total equity attributable to equity holders
	Capital reserve	Securities premium reserve	General reserve	Retained earning		
<b>As at 31 March 2017</b>	2.77	3,318.36	90.29	516.23	1,026.06	4,953.71
Profit for the year	-	-	-	167.02	-	167.02
<b>Other comprehensive income</b>						
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>683.25</b>	<b>920.95</b>	<b>5,015.62</b>
Profit for the year	-	-	-	303.68	-	303.68
<b>Other comprehensive income</b>						
Re-measurement gains/(losses) on defined benefit plans					(4.00)	(4.00)
Net gain/ (loss) on fair value of equity instruments	-	-	-	-	(226.67)	(226.67)
<b>As at 31 March 2019</b>	<b>2.77</b>	<b>3,318.36</b>	<b>90.29</b>	<b>986.93</b>	<b>690.28</b>	<b>5,088.63</b>

Notes forming part of the financial statements

1 - 42

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**  
Executive Director  
DIN: 07660840

Date: 30th May, 2019

**Kailash Sharma**  
Company Secretary

**Jiten Shah**  
Chief Financial Officer

## Notes forming part of the consolidated financial statements

### 1 Corporate information

The Supreme Holdings & Hospitality (India) Limited (the Company) is a public limited domiciled in India and incorporated under the provisions of Companies Act 1956. The Company along with its wholly owned subsidiary Company 'Helmet Traderz Limited' (together referred to as "the Group") is engaged in the development of commercial and residential projects.

The consolidated financial statements (hereinafter referred to as "Financial Statements") of the Group for the year ended 31 March 2019 were approved and authorised for issue by the Board of Directors at their meeting held on 30 May 2019.

### 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.

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 available) 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 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.
- 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.



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

**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 consolidated 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 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.

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.



## **Notes forming part of the consolidated 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 Group's cash management.

### **(i) Revenue recognition**

#### **i) Revenue from real estate activity**

- a) Revenue from real estate activity is recognised in accordance with the Ind AS 115 "Revenue from Contracts with Customers". Construction revenue on such projects is recognized over time when performance obligation is satisfied and the Group has an enforceable rights for the payment. Recognising revenue over time requires the Group to estimate the total cost of the project and proportion of amount incurred to date to measure progress towards performance obligation satisfied as there is a direct relationship between cost incurred and performance obligation satisfied.

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 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.

### **(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.

## Notes forming part of the consolidated financial statements

### 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.

### (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 consolidated 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. The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method.

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.

### (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 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.



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

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 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 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 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 performance obligation over time**

Determination of revenues over time necessarily involves making estimates, some of which are of a technical nature, concerning, where relevant, 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.

## Notes forming part of the consolidated financial statements

(Rs. in lakhs)

## Note - 4 Property, plant and equipment

	Land	Furniture	Office and other equipments	Computers	Vehicles	Total
<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>
Additions	-	10.10	2.42	9.36	64.11	85.99
Disposals/adjustments	-	-	-	-	(0.27)	(0.27)
<b>As at 31 March 2019</b>	<b>675.90</b>	<b>10.44</b>	<b>9.59</b>	<b>12.48</b>	<b>116.12</b>	<b>824.53</b>
<b>Depreciation</b>						
<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 / adjustments	-	-	-	-	-	-
<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>
Charge for the year	-	0.40	1.42	1.44	11.39	14.66
Disposals	-	-	-	-	-	-
<b>Up to 31 March 2019</b>	<b>-</b>	<b>0.56</b>	<b>5.64</b>	<b>3.62</b>	<b>15.99</b>	<b>25.82</b>
<b>Net carrying value</b>						
<b>At 31 March 2019</b>	<b>675.90</b>	<b>9.88</b>	<b>3.94</b>	<b>8.86</b>	<b>100.13</b>	<b>798.71</b>
<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>

## Note - 5.1 Non-current investments

## I) Investment in equity shares of - quoted

	As at 31 March 2019	As at 31 March 2018
100 (March 31, 2018 - 100) of Rs.10 each fully paid up in Apple Credit Corporation Ltd	0.04	0.04
50 (March 31, 2018 - 50) of Rs.10 each fully paid up in Chokani International Ltd	0.01	0.01
200 (March 31, 2018 - 200) of Rs.10 each fully paid up in Chokani Global Express Ltd	0.02	0.02
8,700 (March 31, 2018 - 8,700) of Rs.10 each fully paid up in CVIL Infra Ltd	0.53	0.53
200 (March 31, 2018 - 200) of Rs.10 each fully paid up in Margo Finance Ltd	0.02	0.02
200 (March 31, 2018 - 200) of Rs.10 each fully paid up in Mewar Marbles Ltd	0.02	0.02
6,500 (March 31, 2018 - 6,500) of Rs.10 each fully paid up in Shikhar Consultants Ltd	-	-
400 (March 31, 2018 - 400) of Rs.5 each fully paid up in Bhageria Industries Ltd	-	-
40 (March 31, 2018 - 40) of Rs.10 each fully paid up in Saurashtra Chemicals Ltd	0.02	0.02
14,730 (March 31, 2018 - 14,730) of Rs.10 each fully paid up in shares of Washington Software Ltd	4.38	4.38
18,680 (March 31, 2018 - 18,680) of Rs.10 each fully paid up in shares of Asian Hotels (East) Limited	45.85	49.40
2,123 (March 31, 2018 - 2,123) of Rs.10 each fully paid up in shares of Asian Hotels (North) Limited	2.96	6.41
	<b>53.85</b>	<b>60.84</b>
Less: Provision for diminution in value of Investment*	5.03	5.03
	<b>48.81</b>	<b>55.81</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	339.25	632.50
22,70,000 (March 31, 2017 - 22,70,000; April 1, 2016 - Nil) of Rs.10 each fully paid up in shares of Shrelekha Trading Pvt.Ltd	1,135.00	1,135.00
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	177.20	186.06
	<b>1,651.45</b>	<b>1,953.56</b>
	<b>1,700.26</b>	<b>2,009.37</b>


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

Aggregate book value of quoted investments	<b>48.81</b>	55.81
Aggregate market value of quoted investments	<b>50.48</b>	55.84
Aggregate book value of unquoted investments	<b>1,651.45</b>	1,953.56

\*F.M.V. of unquoted shares as on 31 March 2019 and 31 March 2018 has been considered based on valuation report of equity shares of each company.

**Note - 5.2**
**Current investments**
**Measured at Fair value through Profit and loss**
**Investment in mutual fund**

Aditya Birla Sun Life Overnight Fund

	As at 31 March 2019	As at 31 March 2018
	<b>500.44</b>	-
	<b>500.44</b>	-

Aggregate book value of quoted investments

500.44 -

Aggregate market value of quoted investments

500.44 -

**Note - 6 Loans**

Loans given to related parties [Refer note 31]

Security Deposits

**Total**

Non-current		Current	
As at 31 March 2019	As at 31 March 2018	As at 31 March 2019	As at 31 March 2018
-	-	-	104.13
<b>27.56</b>	11.31	-	-
<b>27.56</b>	<b>11.31</b>	-	<b>104.13</b>

**Note - 7 Deferred tax assets (net)**
**Deferred tax Assets**

Employee benefits

Fiscal allowance on property, plant &amp; equipment

Add: MAT credit entitlement

**Net deferred tax assets**

	As at 31 March 2019	As at 31 March 2018
	<b>11.15</b>	6.89
	<b>11.67</b>	12.35
	<b>22.82</b>	19.24
	<b>64.75</b>	48.94
	<b>87.57</b>	<b>68.18</b>

**Note - 8 Other assets**

Prepaid expenses

Advance to Contractors / Suppliers

Other advances

Balance with government authorities

- Indirect tax

Non-current		Current	
As at 31 March 2019	As at 31 March 2018	As at 31 March 2019	As at 31 March 2018
<b>6.74</b>	-	<b>3.24</b>	0.21
-	-	<b>96.47</b>	1,462.58
-	-	<b>16.10</b>	1.68
<b>142.25</b>	<b>27.51</b>	<b>0.11</b>	-
<b>148.99</b>	<b>27.51</b>	<b>115.92</b>	<b>1,464.46</b>

**Note - 9 Inventories**

Project work-in-progress

Traded goods

	As at 31 March 2019	As at 31 March 2018
	<b>10,942.64</b>	10,395.69
	-	-
	<b>10,942.64</b>	<b>10,395.69</b>



**Notes forming part of the consolidated financial statements****(Rs. in lakhs)****Note - 10 Trade receivables**

(Unsecured, considered good)

Due from

- Others

As at 31 March 2019	As at 31 March 2018
457.03	571.86
<b>457.03</b>	<b>571.86</b>

**Note - 11 Cash and cash equivalents**

Cash on hand

Balances with banks in current accounts

As at 31 March 2019	As at 31 March 2018
8.50	2.74
767.59	261.98
<b>776.09</b>	<b>264.72</b>

**Note - 12 Other bank balances**

Margin money deposits with bank having original maturity period of more than twelve months

**Total**

As at 31 March 2019	As at 31 March 2018
7.50	6.97
<b>7.50</b>	<b>6.97</b>

**Note - 13 Current tax assets (net)**

Balance with government authority

Direct tax (net of provisions)

**Total**

As at 31 March 2019	As at 31 March 2018
21.42	15.37
<b>21.42</b>	<b>15.37</b>

**Note - 14 Equity share capital**

Authorised

4,00,00,000 (March 31, 2018 - 4,00,00,000) Equity shares of Rs. 10 each

As at 31 March 2019	As at 31 March 2018
4,000.00	4,000.00
<b>4,000.00</b>	<b>4,000.00</b>

**Issued, subscribed and paid up**

3,54,76,853 (March 31, 2018 - 3,54,76,853) Equity shares of Rs.10 each fully paid up

As at 31 March 2019	As at 31 March 2018
3,547.69	3,547.69
<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 2019		As at 31 March 2018	
	Number of shares	Rs. in lakhs	Number of shares	Rs. in lakhs
Shares outstanding at the beginning of the year	3,54,76,853	3,547.69	3,54,76,853	3,547.69
Changes during the year	-	-	-	-
Shares outstanding at the end of the year	3,54,76,853	3,547.69	3,54,76,853	3,547.69

**(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.

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

(Rs. in lakhs)

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

Name of shareholder	As at 31 March 2019		As at 31 March 2018	
	Number of shares	Percentage (%) of Holding	Number of shares	Percentage (%) of Holding
Jumbo Bright Group Limited	90,05,885	25.39%	90,05,885	25.39%
Vidip V Jatia	75,85,350	21.38%	75,85,350	21.38%
Namita Prateek Jatia	45,80,311	12.91%	45,80,311	12.91%
Vinod Kumar Jatia (HUF)	40,03,600	11.29%	40,03,600	11.29%
Vinod Subhkaran Jatia	32,12,200	9.05%	32,12,200	9.05%
Oriental Bank of Commerce	29,26,486	8.25%	29,27,000	8.25%

(iv) No bonus shares have been issued and no shares bought back during five years preceding 31 March 2019

**Note - 15 Other equity****Capital reserve**

Opening balance

2.77

2.77

Changes during the year

-

-

Closing balance

2.77

2.77

**Securities premium**

Opening balance

3,318.36

3,318.36

Changes during the year

-

-

Closing balance

3,318.36

3,318.36

**General reserve**

Opening balance

90.29

90.29

Changes during the year

-

-

Closing balance

90.29

90.29

**Retained earnings**

Opening balance

683.25

516.23

Add : Profit for the year

303.68

167.02

986.93

683.25

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

Opening balance

920.95

1,026.06

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

(4.00)

Net gain/ (loss) on fair value of equity instruments (net of tax)

(226.67)

(105.12)

Closing balance

690.28

920.95

5,088.63

5,015.62

**Description of the Nature and Purpose of Other Equity****Capital Reserve :** The Group had recognised surplus on re-issue of forfeited shares under capital reserve in earlier years.**Securities Premium :** The Securities Premium is created on issue of shares at a premium**General Reserve :** General Reserve is created from time to time by way of transfer of profits from retained earnings for appropriation purposes.**Retained Earnings :** Retained earnings represents cumulative profits of the Group and effects of remeasurement of defined benefit obligations. Retained earnings can be utilised in accordance with the provisions of Companies Act, 2013.**Note - 16****Long - term borrowings****Secured**

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

1,619.11

1,942.95

1,619.11

1,942.95

Current maturities

-

-

1,619.11

1,942.95

**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**

Loan from other party 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 30 September 2020 and ending in quarter ended 30 September 2022.

The Company has amortised borrowings using EIR of 21.61%.

**Note - 17 Provisions**

	Non-current		Current	
	As at 31 March 2019	As at 31 March 2018	As at 31 March 2019	As at 31 March 2018
Employee benefits				
- Gratuity (refer note 37)	39.63	24.48	1.56	-
- Leave encashment	-	-	1.61	2.30
<b>Total</b>	<b>39.63</b>	<b>24.48</b>	<b>3.17</b>	<b>2.30</b>

**Note - 18 Deferred tax liabilities (net)**

	As at 31 March 2019	As at 31 March 2018
<b>Deferred tax liabilities</b>		
Net gain/ (loss) on fair value of equity instruments	249.51	326.70
<b>Net deferred tax liabilities</b>	<b>249.51</b>	<b>326.70</b>

**Note - 19 Short-term borrowings**

	As at 31 March 2019	As at 31 March 2018
<b>Unsecured</b>		
Loans from		
- Related parties (refer note 31)	612.00	-
- Other parties	300.00	1,590.00
	<b>912.00</b>	<b>1,590.00</b>

**Note - 20 Trade payables**

	As at 31 March 2019	As at 31 March 2018
- Total outstanding dues of micro enterprises and small enterprises (Refer note 38)	-	
- Total outstanding dues of creditors other than micro enterprises and small enterprises	620.89	255.79
	<b>620.89</b>	<b>255.79</b>

**Note - 21 Other current liabilities**

	As at 31 March 2019	As at 31 March 2018
Interest accrued but not due on borrowings	0.52	23.91
Advance received from customers	3,064.55	2,791.43
Retention money	209.75	112.94
Statutory dues	28.78	25.61
Other Payables*	175.16	7.80
	<b>3,478.77</b>	<b>2,961.70</b>

\* Other payables mainly includes Society maintenance deposits

**Note - 22 Current tax liabilities (net)**

	As at 31 March 2019	As at 31 March 2018
Current tax liabilities (net)	24.74	-
<b>Total</b>	<b>24.74</b>	<b>-</b>


**Notes forming part of the consolidated financial statements**
**(Rs. in lakhs)**
**Note - 23 Revenue from operations**

Sale of residential units  
Sale of traded goods

As at 31 March 2019	As at 31 March 2018
5,459.86	4,778.04
-	76.71
<b>5,459.86</b>	<b>4,854.75</b>

**Note - 24 Other income**

Interest income  
- from customers  
- from banks  
- from others  
- from security deposit carried at amortised cost  
Dividend income  
Fair value measurement of current investments  
Fair value measurement of quoted equity instruments  
Other income  
Gain on sale of investments

As at 31 March 2019	As at 31 March 2018
38.11	17.68
0.59	0.70
0.55	0.59
0.40	-
0.47	50.62
0.44	-
-	12.93
30.80	-
-	15.41
<b>71.37</b>	<b>97.92</b>

**Note - 25 Cost of sales and other operational expenses**

Opening stock of work in progress  
Opening stock of traded goods

**Add : Expenses incurred during the year**

Project execution expenses  
Purchase of traded goods

Closing stock [Refer note 9]

Closing stock of traded goods (Refer Note 9)

	As at 31 March 2019	As at 31 March 2018
	10,395.69	11,356.37
	-	76.70
	5,216.39	3,041.24
	-	-
Total (A)	15,612.29	14,474.31
	10,942.64	10,395.69
	-	-
Total (B)	10,942.64	10,395.69
Total ( A - B )	4,669.65	4,078.61

**Note - 26 Employee benefits expense**

Salaries, allowances and bonus  
Directors' remuneration  
Leave Encashment  
Gratuity

As at 31 March 2019	As at 31 March 2018
89.43	55.01
35.50	15.92
1.67	2.10
11.30	5.91
<b>137.90</b>	<b>78.93</b>

**Note - 27 Finance Costs**

Other Interest  
Amortisation of prepaid Interest

As at 31 March 2019	As at 31 March 2018
1.26	-
0.45	-
<b>1.70</b>	<b>-</b>

**Notes forming part of the consolidated financial statements****(Rs. in lakhs)****Note - 28 Depreciation and amortisation expense**

- Property, plant and equipment
- Less: depreciation related to work in progress (Refer note 25)

As at 31 March 2019	As at 31 March 2018
14.66	7.56
1.91	3.18
<b>12.75</b>	<b>4.38</b>

**Note - 29 Other expenses**

- Travelling & Conveyance
- Legal & Professional Charges
- Hospitality Expenses
- Communication Expenses
- Rent Expenses
- Depository Charges
- Printing & Stationery
- Audit Fees
- Rates and Taxes
- Donation
- Miscellaneous Expenses
- Directors Sitting Fees
- Repairs & Maintenance
- Fair value measurement of quoted equity instruments
- Bank Charges

As at 31 March 2019	As at 31 March 2018
21.70	25.46
19.60	23.78
2.00	3.68
0.68	2.00
13.51	-
4.44	4.98
2.80	2.42
2.00	2.74
0.92	0.90
0.12	-
1.47	0.62
0.16	0.32
-	0.13
7.00	-
0.23	0.05

**Sales & Marketing Expenses**

- Business Promotion
- Advertisement Expenses
- Brokerage
- Marketing Expenses

4.37	2.03
29.48	30.50
72.78	96.63
<b>166.48</b>	<b>294.28</b>
<b>349.73</b>	<b>490.52</b>

**Note - 30 Auditors' remuneration**

- Statutory Audit Fees
- Tax Audit Fees

As at 31 March 2019	As at 31 March 2018
1.75	2.30
0.25	0.25
<b>2.00</b>	<b>2.55</b>

**Note - 31 Related party disclosures****List of parties where control exists****(a) Key management personnel**

Vidip Vinod Jatia (Managing Director) and Namita Jatia (Executive Director)

**(b) Other related party**

- Dilshad Trading Co Private Limited
- Makalu Trading Limited
- Shrilekha Trading Private Limited
- Superways Enterprises Private Limited
- Square One Housing Corporation

Year Ended 31 March 2019	Year Ended 31 March 2018
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**Notes forming part of the consolidated financial statements**
**(Rs. in lakhs)**
**Transactions with related parties:**
**Revenue share under Joint Development Agreement**

Other related party	55.97	-
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**Directors' remuneration**

Key management personnel	35.50	15.92
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**Director Sitting Fees**

Key management personnel	-	0.11
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**Interest income**

Other related parties	-	0.10
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**Loans repaid during the year**

Other related parties	104.13	-
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**Loans taken during the year**

Other related parties	612.00	-
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**Outstanding balances:**
**Rent Payable**

Other related party	-	0.17
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**Payables**

Other related party	93.34	-
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**Receivable**

Other related party	15.98	-
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**Investment in Shares**

Other related parties	1651.45	1953.56
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**Loans given**

Other related party	-	104.13
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**Long term borrowings**

Other related party	612.00	-
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**Notes**

(i) Reimbursement of expenses incurred on behalf of the Group or by the Group and reimbursable to/from related parties have not been considered as related party transactions.

(ii) Note: As the liability for gratuity is provided on an actuarial basis for the Group as a whole, the amount pertaining to the Key Management Personnel is not ascertained separately, and therefore, not included above.

**Note - 32 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 2019	As at 31 March 2018
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Commitments

Estimated amount of contracts remaining to be executed not provided for	2,323.98	2,947.72
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ii) The Group has given Bank Guarantee for Rs. 5.00 lakh ( Rs. 5.00 lakh)

**Note - 33 Earnings per share (EPS)**

	As at 31 March 2019	As at 31 March 2018
a) Profit after tax (Rs. in lakhs)	303.68	167.02
b) Profit available for distribution to equity shareholders (Rs. in lakhs)	303.68	167.02
c) Weighted average number of equity shares outstanding (No.)	3,54,76,853	3,54,76,853
d) Face value of equity shares (Rs.)	10.00	10.00
e) Basic and diluted earning per share (Rs.)	0.86	0.47

**Notes forming part of the consolidated financial statements****(Rs. in lakhs)****Note - 34 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 gives, 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.

**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, 2019, the carrying value of such quoted share is Rs.48.81 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	%	2018-19
Investment in quoted shares	+1%	0.49
	-1%	(0.49)

**ii. Credit risk**

Credit risk is the risk that counter party 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.

**Ageing of trade receivables are as follows**

Particulars	Year Ended 31 March 2019	Year Ended 31 March 2018
Less than 6 Months	362.44	571.86
More than 6 Months	94.59	-
<b>Total</b>	<b>457.03</b>	<b>571.86</b>




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

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 discounted payments:

	<b>Contractual cash flows</b>				<b>Total</b>
	<b>Less than 1 year</b>	<b>1 to 3 years</b>	<b>3 to 5 years</b>	<b>&gt; 5 years</b>	
Year ended 31 March 2019					
Borrowings	912.00	1,173.86	445.25	-	2,531.11
Trade payables	620.89	-	-	-	620.89
	<b>1,532.89</b>	<b>1,173.86</b>	<b>445.25</b>	<b>-</b>	<b>3,152.00</b>
Year ended 31 March 2018					
Borrowings	1,590.00	728.61	1,214.34	-	3,532.95
Trade payables	255.79	-	-	-	255.79
	<b>1,845.79</b>	<b>728.61</b>	<b>1,214.34</b>	<b>-</b>	<b>3,788.74</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.

	<b>As at 31 March 2019</b>	<b>As at 31 March 2018</b>
Borrowings (long-term and short-term)	2,531.11	3,532.95
Less: Cash and cash equivalents	(776.09)	(264.72)
<b>Net debt</b>	<b>1,755.02</b>	<b>3,268.23</b>
Equity share capital	3,547.69	3,547.69
Other equity	5,088.63	5,015.62
<b>Total Equity</b>	<b>8,636.32</b>	<b>8,563.30</b>
Total Capital and net debt	10,391.34	11,831.53
<b>Gearing ratio</b>	<b>16.89%</b>	<b>27.62%</b>

No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2019 and 31 March 2018.

## Notes forming part of the consolidated financial statements

(Rs. in lakhs)

## Note - 35 Taxation

a) The major components of income tax for the year ended 31 March 2019 are as under:

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

	Year ended 31 March 2019	Year ended 31 March 2018
<b>Current tax</b>		
Current tax on profits for the year	59.74	56.00
Adjustments for current tax of prior periods	-	47.54
<b>Total current tax expense</b>	<b>59.74</b>	<b>103.54</b>
<b>Deferred tax</b>		
Relating to origination and reversal of temporary differences	(3.92)	29.66
<b>Income tax expense reported in the statement of profit and loss</b>	<b>55.81</b>	<b>133.20</b>

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

	Year ended 31 March 2019	Year ended 31 March 2018
<b>Accounting profit before tax</b>	<b>359.49</b>	<b>300.22</b>
<b>Income tax @ 27.82%/25.75%</b>	<b>100.01</b>	<b>77.31</b>
Adjustments in respect of current income tax in respect of previous years	-	47.54
Income/(loss) Exempt/Disallowed U/S 80IBA	(41.39)	3.37
Others	(2.81)	4.99
<b>Income tax expense/(benefit) charged to the statement of profit and loss</b>	<b>55.81</b>	<b>133.20</b>

c) Deferred tax relates to the following:

	Balance-Sheet		Recognized in the consolidated statement of profit and loss/Other comprehensive Income	
	31 March 2019	31 March 2018	31 March 2019	31 March 2018
<b>Deferred tax assets</b>				
<b>Deductible temporary differences</b>				
Depreciation on property, plant, equipment and intangible assets	11.67	12.35	0.67	5.64
Unused tax losses	-	-	-	83.62
Employee benefits / expenses allowable on payment basis	11.15	6.89	(4.25)	(0.82)
<b>Total (a)</b>	<b>22.82</b>	<b>19.24</b>	<b>(3.58)</b>	<b>88.44</b>
<b>Deferred tax liabilities</b>				
<b>Deductible temporary differences</b>				
Net gain/ (loss) on fair value of equity instruments	249.51	326.70	77.20	46.29
<b>Total (b)</b>	<b>249.51</b>	<b>326.70</b>	<b>77.20</b>	<b>46.29</b>
Add: MAT credit entitlement	64.75	48.94	(15.81)	(48.94)
<b>Net deferred tax assets/ (liabilities) (a-b)</b>	<b>(161.93)</b>	<b>(258.52)</b>		
<b>Deferred tax charge/(credit) (a+b)</b>			<b>(96.59)</b>	<b>(6.79)</b>



## Notes forming part of the consolidated financial statements

(Rs. in lakhs)

## Note - 36 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 Group based on parameters such as interest rates and individual credit worthiness of the counter party. 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 2019			As at 31 March 2018		
Financial assets		FVTPL	FVTOCI	Amortised cost	FVTPL	FVTOCI	Amortised cost
<b>Non-current</b>							
Investment in quoted equity shares	5.1	48.81	-	-	55.81	-	-
Investment in unquoted equity shares	5.1	-	1,651.45	-	-	1,953.56	-
Loans	6	-	-	27.56	-	-	11.31
<b>Current</b>							
Investment in mutual funds	5.2	500.44	-	-	-	-	-
Trade receivables	10	-	-	457.03	-	-	571.86
Cash and cash equivalents	11	-	-	776.09	-	-	264.72
Other bank balances	12	-	-	7.50	-	-	6.97
Loans	6	-	-	-	-	-	104.13
<b>Total financial assets</b>		<b>549.25</b>	<b>1,651.45</b>	<b>1,268.18</b>	<b>55.81</b>	<b>1,953.56</b>	<b>958.99</b>
<b>Financial liabilities</b>							
<b>Non-current</b>							
Borrowings	16	-	-	1,619.11	-	-	1,942.95
<b>Current</b>							
Borrowings	18	-	-	912.00	-	-	1,590.00
Trade payables	19	-	-	620.89	-	-	255.79
<b>Total financial liabilities</b>		<b>-</b>	<b>-</b>	<b>3,152.00</b>	<b>-</b>	<b>-</b>	<b>3,788.74</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 Company's assets and liabilities:

As at 31 March 2019	Carrying value	Fair value		
		Level 1	Level 2	Level 3
<b>Financial assets measured at FVTPL/FVTOCI</b>				
Investment in quoted equity shares	48.81	48.81	-	-
Investment in unquoted equity shares	1,651.45	-	1,651.45	-
Investment in mutual funds	500.44	500.44	-	-
<b>Total</b>	<b>2,200.70</b>	<b>549.25</b>	<b>1,651.45</b>	<b>-</b>

## Notes forming part of the consolidated financial statements

(Rs. in lakhs)

As at 31 March 2018	Carrying value	Fair value		
		Level 1	Level 2	Level 3
<b>Financial assets measured at FVTPL/FVTOCI</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>1,954</b>	<b>-</b>

**Note - 37 Employee benefits****Defined Benefit Plans:****Gratuity**

The Group is exposed to various risks in providing the gratuity benefit which are as follows:

**Interest Rate risk:**

The plan exposes the Group to the risk of fall in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of the liability.

**Liquidity Risk:**

This is the risk that the Group is not able to meet the short-term gratuity payouts. This may arise due to non availability of enough cash/cash equivalent to meet the liabilities or holding of illiquid assets not being sold in time.

**Salary Escalation Risk:**

The present value of the defined benefit plan is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

**Demographic Risk:**

The Group has used certain mortality and attrition assumptions in valuation of the liability. The Group is exposed to the risk of actual experience turning out to be worse compared to the assumption.

The significant actuarial assumptions used for the purposes of the actuarial valuations were as follows:

**As at 31 March 2019**

Discount rate	7.55%
Expected rate of salary increase	10.00%
Attrition Rate : Upto 30 years	20.00%
31 to 44 years	10.00%
Mortality rate (% of IALM 06-08)	10.00%

Retirement age of the employees is assumed to be 60 years.

**Defined benefit plans – as per actuarial valuation on 31st March, 2019**

Particulars	Unfunded Plan Gratuity For the year ended 31 March 2019
Amounts recognised in comprehensive income in respect of these defined benefit plans are as follows:	
<b>Service Cost</b>	
Current Service Cost	9.45
Net interest expense	1.85
Components of defined benefit costs recognised in the consolidated statement of profit or loss	11.30
<b>Remeasurement on the net defined benefit liability</b>	
Return on plan assets (excluding amount included in net interest expense)	-
Actuarial (gains)/loss arising from demographic assumptions	-
Actuarial (gains)/loss arising from changes in financial assumptions	-
Actuarial (gains)/loss arising from experience adjustments	5.41
Components of defined benefit costs recognised in other comprehensive income	5.41
<b>Total</b>	<b>16.71</b>



## Notes forming part of the consolidated financial statements

(Rs. in lakhs)

<b>I. Net Asset/(Liability) recognised in the Balance Sheet as at 31st March 2019</b>	
1. Present value of defined benefit obligation as at 31st March, 2019	41.19
2. Fair value of plan assets as at 31st March, 2019	-
3. Surplus/(Deficit)	(41.19)
4. Current portion of the above	(1.56)
5. Non current portion of the above	(39.63)
<b>II. Movements in the present value of the defined benefit obligation are as follows</b>	
1. Present value of defined benefit obligation at the beginning of the year	24.48
2. Expenses Recognised in Statement of Profit and Loss	
- Current Service Cost	9.45
- Interest Cost	1.85
3. Recognised in Other Comprehensive Income	
4. Remeasurement or Actuarial gains / (losses) arising from:	
i. Demographic Assumptions	-
ii. Financial Assumptions	-
iii. Experience Adjustments	5.41
5. Benefit payments	-
<b>6. Present value of defined benefit obligation at the end of the year</b>	<b>41.19</b>
<b>III. Movements in the fair value of the plan assets are as follows.</b>	
1. Fair value of plan assets at the beginning of the year	-
2. Interest Income - Actual Return on Plan Assets	-
<b>3. Fair value of plan assets at the end of the year</b>	<b>-</b>

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

Principal assumption	Changes in assumption (%)	Impact on defined benefit obligation	
		Increase in assumption	Decrease in assumption
Discount rate	1.00%	36.68	46.69
Salary growth rate	1.00%	46.53	36.71

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the consolidated balance sheet.

**Maturity profile of defined benefit obligation:**

	31 March 2019
Within 1 year	1.56
2 - 5 years	9.09
6 - 10 years	25.51
More than 10 years	103.80

Note: This being the first year of actuarial valuation, previous year figures are not applicable

**Notes forming part of the consolidated financial statements****(Rs. in lakhs)****Note - 38**

Information as required to be furnished as per section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) for the year ended March 31, 2019 is given below. This information has been determined to the extent such parties have been identified on the basis of information available with the Group.

Particulars	As at 31 March 2019
i) Principal amount and interest due thereon remaining unpaid to any supplier covered under MSMED Act:	
- Principal	-
- Interest	-
ii) The amount of interest paid by the buyer in terms of section 16, of the MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	-
iii) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act.	-
iv) The amount of interest accrued and remaining unpaid at the end of each accounting year.	-
v) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006.	-

**Note - 39 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 - 40 Expenditure in Foreign Currency**

Particulars	As at 31 March 2019	As at 31 March 2018
Sales & Marketing Expenses	0.77	0.03
Foreign Travelling Expenses	12.13	8.66

**Note - 41**

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 - 42**

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, 2019

**For and on behalf of the Board**

**Vidip Jatia**

**Managing Director**

**DIN: 06720329**

**Kailash Sharma**

**Company Secretary**

**Namita Jatia**

**Executive Director**

**DIN: 07660840**

**Jiten Shah**

**Chief Financial Officer**

**Form No. AOC-I**

**(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)**  
**Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures**  
**Part "A": Subsidiaries**

<b>Name of the Subsidiary</b>		
<b>HELMET TRADERZ 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	826.37
6	Total assets	1703.59
7	Total Liabilities	1703.59
8	Investments	1700.26
9	Turnover	NIL
10	Profit before taxation	-7.48
11	Provision for taxation	-1.75
12	Profit after taxation	-5.73
13	Proposed Dividend	NIL
14	% of Shareholding	100%

**Notes:**

- Reporting period and reporting currency of the above subsidiary is the same as that of the Company
- Part B of the Annexure is not applicable as there are no associate companies / joint ventures of the Company as on March 31, 2019.

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, 2019

**For and on behalf of the Board****Vidip Jatia****Managing Director****DIN: 06720329****Kailash Sharma****Company Secretary****Namita Jatia****Executive Director****DIN: 07660840****Jiten Shah****Chief Financial Officer**



## Supreme Holdings & Hospitality (India) Limited

CIN : L45100PN1982PLC173438

Regd. Off.: Office no. 510 to 513, 5th Floor, Platinum Square, Shri Satpal Malhotra Marg, Nagar Road, Pune - 411014,

Tel : 9607600044 Website: www.supremeholdings.net Email : investors@supremeholdings.net

### PROXY FORM

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

Name of the Member(s) .....

Registered address .....

..... E-mail ID .....

Folio No/Client ID No. .... DP ID No. ....

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

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

Address:.....

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

Or failing him

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

Address:.....

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

Or failing him

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

Address:.....

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

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 37th Annual General Meeting of the Company, be held on September 26, 2019 at 01:30 p.m. at Office no. 510 to 513, 5th Floor, Platinum Square, Shri Satpal Malhotra Marg, Nagar Road, Pune - 411014, and at any adjournment thereof in respect of such resolutions as are indicated below:

	Ordinary Business	For*	Against*
1	Adoption of Standalone and Consolidated Financial Statement for the year ended March 31, 2019		
2	Re-appointment of Mr. Vidip Jatia, Director, retiring by rotation		
3	Appointment of Statutory Auditors		
	Special Business		
4	Approval for related party Transaction		
5	Approval for payment of remuneration to Executive Directors who are Promoters in excess of threshold limits as per Regulation 17(6)(e) of SEBI Amended Listing Regulations.:		

Signed this ..... day of ..... 2019

Affix 1  
Rupee  
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.

