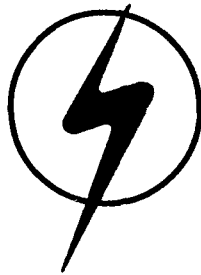


27th

ANNUAL REPORT

2008 - 2009



SUPREME HOLDINGS LIMITED

BOARD OF DIRECTORS

Chairman & Managing Director
VINOD JATIA

Directors
ABHAY LODHA
PRATEEK JATIA
PRASANNA LODHA

Auditors
SINGRODIA GOYAL & Co.
Chartered Accountants

Bankers
ORIENTAL BANK OF COMMERCE

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

Registrar & Transfer Agents :
Sharex Dynamic (India) P. Ltd.
17/B, Dena Bank Bldg.,
2nd Floor, Horniman Circle,
Fort, Mumbai - 400 001.

Members are requested to avail the Facility of keeping their shares in Demat Form as the Company's equity shares have been admitted in the National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL). The ISIN allotted to Company is INE822E01011

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SUPREME HOLDINGS LIMITED

NOTICE

NOTICE is hereby given that Twenty Seventh Annual General Meeting of SUPREME HOLDINGS LIMITED will be held at the Registered Office of the Company at 1, Pearl Mansion (N), 91, M. Karve Road, Mumbai 400 020, on Friday, 25th September, 2009 at 3.00 p.m. to transact the following business:-

ORDINARY BUSINESS :

1. To consider, approve and adopt the audited Balance Sheet as at 31st March 2009, the Profit & Loss Account for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Abhay Lodha, who retires by rotation and is eligible for re-appointment.
3. To appoint Auditors and fix their remuneration.

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.**
2. The Register of Members and the Share Transfer Register of the Company shall remain closed from Thursday the 17th September, 2009 to Friday the 25th September, 2009 both days inclusive.
3. 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.
4. Members who have not yet encashed their dividend warrant(s) for the financial year ended 31/3/2003 and for the year ended 31/3/2005 are requested to make their claims to the Company without any delay. Dividend amount remaining unpaid or unclaimed for a period of seven years from the dates they became due for payment shall be transferred to the Investor Education and Protection Fund set up by the Government of India in terms of Section 205C of the Companies Act, 1956 and no payments shall be made in respect of any such claims by the Fund.

By order of the Board of Directors

Place : Mumbai
Dated : 31-7-2009

Vinod Jatia
(Chairman & Managing Director)

Registered Office:

1, Pearl Mansion (N),
91, M.Karve Road,
Mumbai 400 020.

Details of the Directors seeking appointment/re-appointment at the 27th Annual General Meeting fixed for 25th September, 2009:

Name of Director	Mr. Abhay Lodha
Date of Birth	01.06.1971
Date of appointment	19.06.2006
Expertise in specific functional areas	Wide Business experience
Qualifications	Commerce Graduate
List of outside Directorship held excluding in Private Companies	2
Chairman/Member of Committee of the Board of Directors of the Companies	Audit Committee, Investor's Grievance Committee
Chairman/Member of Committee of the Board of Directors of other Companies in which he/she is a Director:	
- Audit Committee	No
- Share Transfer and Investor Grievances Committee	No
- Remuneration Committee	No
No. of Equity Shares of the Company held on 31-3-2009	650

DIRECTORS' REPORT

The Members of **SUPREME HOLDINGS LIMITED**

Your Directors have pleasure in presenting Twenty-Seventh Annual Report and Audited Accounts of the Company for the year ended 31st March 2009.

I. FINANCIAL RESULTS:

	(Rs. in Lacs)	
	2008-09	2007-08
Total Income	52.76	237.07
Total Expenditure	43.81	76.06
Profit before depreciation	8.95	161.01
Depreciation	3.05	3.62
Profit before Tax	5.90	157.39
Less: Provision for Tax	0.59	30.90
Less: Deferred Tax Liabilities(Asset)	12.06	(29.17)
Less: Fringe Benefit Tax	0.27	0.50
Less: Earlier Year Taxes	4.77	-
Less: Prior period expenses	0.38	-
Net Profit/(Loss) for the year	(12.17)	155.16
Add: Amount brought forward	317.12	161.96
Profit available for Appropriation	<u>304.95</u>	<u>317.12</u>
APPROPRIATIONS:		
Profit & Loss Account	<u>304.95</u>	<u>317.12</u>

II. DIVIDEND:

No dividend is recommended for the year under review as it is considered appropriate that the financial resources of the Company be strengthened.

III. NEW BUSINESS ACTIVITIES:

During the last year, the Company had discontinued its business of Leasing, Finance and Investment activities and had also entered into its new business of development and running of Hotels and Resorts. The Company proposes to develop one resort project at Panvel near Mumbai. Panvel, over the recent years, has been witnessing rapid growth as a tourist place. The new International Airport is also coming up in Panvel and this will offer immense business potential for Hotels and Resorts. The Company has entered into MOUs for acquiring Land for the said Resort project and paid an advance amount of Rs. 1108.40 lacs and the detailed conceptualization of the Project is under process. However, considering the sudden change in economic scenario, specially the Hospitality sector, the Company is applying a cautious approach towards the said project.

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

The Current sever Global recession has also affected the Indian economy and the Hospitality Sector was among one of the worst affected. It is for the first time in 6 years, the number of tourist visiting India went down. The lack of consumer confidence has adversely impacted the growth of the Hospitality Sector.

(b) Company's Performance:

The Income during the year 2008-09 was only from share trading activities. The total Income was at Rs.52.76 Lacs as compared to Rs. 237.07 Lacs in the previous year.

The employees cost was at Rs.7.00 Lacs as compared to Rs.8.71 Lacs in the previous year and the Administrative & General Expenses decreased to Rs.36.81 Lacs from Rs.58.78 Lacs in the previous year. During the year under review, the financial expenses reduced to Rs. Nil as against Rs.8.57 Lacs in the previous year.

The profit before depreciation and taxation was at Rs. 8.95 Lakhs as against Rs.161.01 Lacs in the previous year. After providing for taxation, including deferred tax liabilities /(Assets) and fringe benefit tax and the prior period expenses the Company has reported a Net Loss of Rs.12.17 Lacs as against a Net Profit of Rs.155.16 Lacs in the previous year.

(c) Segment –wise Performance:

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

(d) Outlook for the Company:

Considering the boom in Hospitality Industry and experience and expertise of the Management in the said line of business activities, the Company had entered the new business of development and running of Hotels and Resorts. The Company proposes to develop one resort project at Panvel near Mumbai. Panvel, has been witnessing rapid growth as a tourist place. The new International Airport is also coming up in Panvel and this will offer immense business potential for Hotels and Resorts. The Company is in process of acquiring land for the said resort project and the detailed conceptualization of the Project is under process. However, the sudden change in economic scenario has badly impacted the Hospitality sector. A cautious approach is envisaged in Hospitality Industry due to slow down in this sector.

(e) Opportunities, Threats, Risks and Concerns:

The globalization has brought a lot of business opportunities to the Indian economy and in particular to the Hospitality Industry. Various major steps by tourism industry have further reinforced the image of the country as an important tourist and business destination.

The future of the Hospitality Industry is very sensitive to the global security environment. Further, the infrastructure by way of airports, roads and transport network also needs to grow at a faster pace to take on the load of higher volume and tourist traffic. The slow down in economy, immediately adversely impacts the Hospitality Industry.



(f) **Internal Control Systems and their Adequacy:**

The Company has proper and adequate systems of internal control looking to its size and business. 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:**

The Company is deriving maximum output from the existing employees through motivation. There has been no material development in the human resources during the year under review.

V. FIXED DEPOSITS :

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

VI. SUBSIDIARY COMPANY :

The Annual Accounts of the Company's subsidiary, Helmet Traders Limited, along with a statement pursuant to section 212 of the Companies Act 1956 are annexed to this Annual Report.

VII. LISTING STATUS :

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

VIII. PARTICULARS OF EMPLOYEES:

During the year under review, there were no employees who were drawing remuneration requiring disclosure under section 217(2A) of the Companies Act 1956, read with the Companies (Particulars of Employees) Rules 1975.

IX. DIRECTORS:

In accordance with the provisions of the Companies Act 1956, Mr. Abhay Lodha retires by rotation and being eligible offers himself for re-appointment.

X. DIRECTORS RESPONSIBILITY STATEMENT:

Pursuant to the requirement under section 217(2AA) of the Companies Act 1956, with respect to Director's responsibility statement it is hereby confirmed:

- i) That in the preparation of the accounts for the financial year ended 31st March 2009, the applicable Accounting Standards have been followed along with proper explanations relating to material departures;
- ii) That the directors have adopted such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the loss of the company for the year under review;
- iii) That the directors have taken proper and sufficient care for the maintenance of adequate accounting

records in accordance with the provisions of the Companies Act 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.

- iv) That the directors have prepared the accounts for the financial year ended 31st March 2009 on a going concern basis.

XI. AUDIT COMMITTEE:

The present Audit committee comprises of Shri Abhay Lodha, Shri Prasanna Lodha and Shri Vinod Jatia. Shri Abhay Lodha and Shri Prasanna Lodha are independent directors. Shri Prasanna Lodha is Chairman of the Audit Committee.

XII. AUDITORS:

M/s Singrodia Goyal & Co, Chartered Accountants, retire as the Auditors of the company at the forthcoming Annual General Meeting and being eligible offer themselves for re-appointment. The Company has received certificate from them certifying that their appointment if made, would be within the limit specified under section 224(1B) of the Companies Act 1956.

XIII. AUDITORS REPORT:

Observations made in the Auditors' Report are self-explanatory and therefore do not call for comments under section 217(3) of the Companies Act, 1956.

XIV. CORPORATE GOVERNANCE:

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

XV. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION:

Information required to be given pursuant to section 217(1)(e) of the Companies Act 1956 read with the Companies (Disclosure of Particulars in report of Board Of Directors) Rules 1988 does not apply to your Company, as your Company has not carried out any activity apart from share trading activities during the year.

XVI. FOREIGN EXCHANGE EARNINGS AND OUTGO:

Earning : Nil

Outgo : Nil

XVII. ACKNOWLEDGEMENTS:

The Board of Directors wish to place on record their sincere appreciation and acknowledge with gratitude the support and co-operation extended by the bankers, shareholders, clients and look forwards for their continued support.

For and on behalf of the Board

Place : Mumbai

Date : 25th June 2009

Vinod Jatia

Chairman & Managing Director

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 listing agreement.

2. **Board of Directors**
The details of directors including the details of their Board Directorship and Committee are given below :-

Name of the Director	Category of Directorships	Number of Directorships held in other Companies	Number of Board Committee memberships held in other Companies
Mr. Vinod Jatia (Chairman & Managing Director)	Non Independent (Promoter)	14	NIL
Mr. Abhay Lodha	Independent	19	NIL
Mr. Prateek Jatia	Non Independent (Promoter)	8	NIL
Mr. Prasanna Lodha	Independent	NIL	NIL

Meetings and Attendance

During the year ended 31st March, 2009, 5 Board Meeting were held on the following dates: (i) April 30, 2008 (ii) June 20, 2008 (iii) July 31, 2008 (iv) October 24, 2008 (v) January 30, 2009.

Attendance of Directors at Board Meeting and at the annual General Meeting (AGM) (September 26, 2008)

Name of Director	No of Board Meetings attended	Whether attended AGM
Mr. Vinod Jatia	5	Yes
Mr. Abhay Lodha	4	No
Mr. Prateek Jatia	3	Yes
Mr. Prasanna Lodha	5	Yes

3. **COMMITTEES OF THE BOARD**

A. Audit Committee

i) **Terms of reference :**

The terms of reference and scope of Audit Committee are as laid down in clause 49 of the Listing Agreement and Section 292A of the Companies Act, 1956.

ii) **Composition of Audit Committee:**

The Audit Committee comprises of the following Directors:

- Mr. Prasanna Lodha - Independent Director (Chairman)
- Mr. Vinod Jatia - Managing Director
- Mr. Abhay Lodha - Independent Director

The Audit Committee met five times during the year. The attendance of the members of the meeting were as follows:

Name of the member	Status	No of meetings attended
Mr. Prasanna Lodha (Chairman)	Independent	5
Mr. Vinod Jatia	Managing Director	5
Mr. Abhay Lodha	Independent	4

The Company Secretary was acting as the Secretary of the Audit Committee till 31st May, 2009.

B. Remuneration Committee

The Company has not constituted the Remuneration Committee, as it is not paying any remuneration to any of the Director. During the year company has paid sitting fees to Directors as under:

Mr. Abhay Lodha	Rs. 4,000/-
Mr. Prateek Jatia	Rs. 3,000/-
Mr. Prasanna Lodha	Rs. 5,000/-

C. **Investor's Grievance Committee**

(a) **Terms of Reference:**

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

(b) **Composition**

The Investor's Grievance Committee comprise of following Directors:

- Mr. Abhay Lodha - Independent Director (Chairman)
 - Mr. Vinod Jatia - Managing Director
 - Mr. Prasanna Lodha - Independent Director
- Mr. Kailash Sharma (Company Secretary) was Compliance Officer upto 31st May, 2009. Mr. Pratik Jatia appointed as Compliance Officer w.e.f. 1st June, 2009.

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

The Company received two complaints during the year ended on 31.03.09 and the same was duly resolved.

4. **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.

5. **CEO Certification**

In terms of Clause 49 of the Listing Agreement with the Stock Exchange, the certification by the CEO (Managing Director) on the financial Statements and internal controls relating to financial reporting for the financial year 2008-09 has been obtained.

6. **General Body Meetings**

a. The last three Annual General Meetings of the Company were held as under:-

Financial Year	Date	Time	Location
2007-2008	26/09/2008	03.00 p.m.	Registered Office: 1, Pearl Mansion (N) 91, M. K. Road, Mumbai-20
2006-2007	28/09/2007	03.00 p.m.	**
2005-2006	29/09/2005	11.00 a.m.	**

b. Whether any special resolution was passed in the previous 3 AGMs: No

c. Whether any special resolution passed last year through Postal Ballot: No

d. Whether any special resolution is proposed to be conducted through postal Ballot: No

In addition to the aforesaid Annual General Meetings, the Company held an Extra Ordinary General Meeting on 04.07.2007.

7. **Disclosures:**

i. **Related Party Transactions**

The Company has not entered into any transaction of material nature with the promoters, the directors or the management, their subsidiary or relative etc., that may have any potential conflict with the interests of the Company.

ii. **Compliance by the Company**

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.



iii. **Compliance with Corporate governance requirements:**

The Company is complying with mandatory requirements of clause 49 of the listing agreement. Non-mandatory requirements have not been adopted by the company.

8. **Means of Communication**

a. In compliance with the requirements of Listing Agreement, the Company regularly intimates unaudited as well as audited financial results to the Stock Exchange immediately after they are taken on record by the Board. These financial results are normally published in the Free Press Journal (English newspaper) and Navshakti (Marathi newspaper). The results are not sent individually to the shareholders.

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

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

b. Management Discussion and Analysis Report forms part of the Report of the Directors.

9. **General Shareholder Information**

(a) **Annual General Meeting**

Date & Time : Please refer to notice on Annual General Meeting Being sent along with Annual Report

Venue : Registered Office of the Company
1, Pearl Mansion (N),
91, M. K. Road,
Mumbai - 400 020.

(b) **Book Closures** : Please refer to notice on Annual General Meeting Being sent along with Annual Report

(c) **Financial Calendar For 2009-2010 (Tentative)**

Financial Year Ending : 31st March
First Quarter Results : By July, 2009
Second Quarter Results : By October, 2009
Third Quarter Results : By January, 2010
Fourth Quarter Results : By June, 2010

(d) **Listing of Equity Shares**

The Company's shares are listed in the Bombay Stock Exchange Limited. The listing fees for the year 2009-10 have been paid to the aforesaid Stock Exchange.

(e) **Stock Code :**

Bombay Stock Exchange Limited (BSE) : 530677

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

Stock Market Price for the Year

Month	BSE		BSE SENSEX
	HIGH (RS.)	LOW (RS.)	CLOSING
April-2008	50.65	35.25	17287
May-2008	50.65	41.65	16416
June-2008	46.70	35.00	13462
July-2008	37.55	27.20	14356
August-2008	36.75	29.00	14565
September-2008	32.00	21.90	12860
October-2008	20.85	14.75	9788
November-2008	16.30	14.75	9093
December-2008	18.25	15.75	9647
January-2009	19.00	16.35	9424
February-2009	17.15	12.00	8892
March-2009	19.23	13.00	9709

(f) **Registrar and Transfer Agents**

The Company has appointed M/s. Sharex Dynamic India (P) Ltd., as its Registrar and Transfer Agents, Correspondence Address : M/s. Sharex India (P) Ltd., 17/B Dena Bank Building, 2nd floor, Horniman Circle, Fort, Mumbai-400 001.

(g) **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.

(h) **Dematerialization of Shares**

The Company's Shares are traded in the Stock Exchange in Demat mode. As on 31.03.2009: 83,82,600 Equity Shares of the Company forming 95.32% 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.

(i) **Distribution of Shareholding as on March 31, 2009.**

No. of Equity Shares Held	No. of Shareholders	(%) of Shareholders	No. of Shares Held	(%) of Shareholding
Up to 500	1386	81.39	317183	3.61
501 to 1000	129	7.58	103389	1.18
1001 to 5000	122	7.16	254407	2.89
5001 to 10000	24	1.41	171908	1.95
10001 to 100000	28	1.64	824595	9.38
100001 & Above	14	0.82	7122818	80.99
	1703	100%	8794300	100%

(j) **Shareholding Pattern as on March 31, 2009.**

Category	No. of Shares Held	(%) of Shareholding
1. Promoters	3641350	41.41
2. Mutual Funds	125000	1.42
3. Private Corporate Bodies	3323057	37.79
4. Indian Public	1567276	17.82
5. NRIs/OCBs	135502	1.54
6. Clearing Members	2115	0.02
GRAND TOTAL	8794300	100%

10. **Address for Correspondence**

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

Registrar & Share
Transfer Agent : Sharex Dynamic (India) Pvt. Ltd.
17/B, Dena Building, 2nd Floor,
Horniman Circle, Fort,
Mumbai - 400 001.
Tel : 22702485, 22641376
Fax : 22641349
Email : sharexindia@vsnl.com

DECLARATION REGARDING AFFIRMATION OF CODE OF CONDUCT

As provided under clause 49 of the listing Agreement with the Stock Exchange, the Board 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 confirmed compliance with the Code of Conduct for the year ended March 31, 2009.

For & On Behalf of the Board of Directors

Place : Mumbai

Vinod Jatia

Dated : 25.06.2009

Chairman & Managing Director

Auditors' Certificate of Corporate Governance**To the Members of Supreme Holdings Limited,**

We have examined the compliance of the conditions of corporate governance procedures implemented by Supreme Holdings Limited, for the year ended on March 31, 2009, as stipulated in Clause 49 of the Listing agreement of the said Company with the Stock Exchange in India.

The compliance of the conditions of corporate governance is the responsibility of the 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 Corporate Governance. It is neither an audit nor an expression of opinion of the financial statement of the company.

In our opinion and to the best of our information and according to the explanation given to us, and the representations made by the directors and the management, we certify that the company has complied with the conditions of corporate Governance as stipulated in Clause 49 of the above-mentioned listing Agreement.

As required by the Guidance Note issued by the Institute of Chartered Accountants of India we have to state that based on the report given by the registrar of the Company to the Investors' Grievance Committee, as on March 31, 2009 there were no valid investor grievance matters against the Company remaining unattended/pending for more than 30 days.

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

For Singrodia Goyal & Co.
Chartered Accountants

Suresh Murarka
Partner
Mem. No. 44739

Place : Mumbai

Date : 25th June, 2009



SUPREME HOLDINGS LIMITED

Auditors' Report

To,

The Members,

Supreme Holdings Limited

Mumbai

1. We have audited the attached Balance Sheet of Supreme Holdings Limited, as at 31st March 2009 and the Profit and Loss Account and also the Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

2. We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of materials misstatement. An audit includes examining on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

3. As required by the Companies (Auditor's Report) Order, 2003 (as amended) issued by the Company Law Board in terms of Section 227(4A) of the Companies Act, 1956 (Act), we enclose in the Annexure a statement on the matters specified in the paragraphs 4 and 5 of the said Order.

4. Further to our comments in the Annexure referred to above, we report that:

- a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company as it appears from our examination of such books.
- c) The Balance Sheet, Profit & Loss Account and Cash Flow Statement referred to in this report are in agreement with the books of account.
- d) In our opinion the Balance Sheet, Profit & Loss Account and Cash Flow Statement dealt with by this report comply with the requirement of the Accounting Standards referred to in sub section (3C) of Section 211 of the Act except note No. B (6) in Schedule 10 regarding method of valuation of Gratuity Liability.
- e) On the basis of written representations received from all the Directors of the Company as on 31st March 2009 and taken on record by the Board of Directors, we report that none of the Directors of the Company are disqualified as on 31st March 2009, from being appointed as a director in terms of Clause (g) of sub section (1) to Section 274 of the Act.
- f) In our opinion and to the best of our information and according to the explanations given to us, the said

accounts read with notes therein give the information as required by the Companies Act 1956, in the manner so required and gives a true and fair view in conformity with the accounting principles generally accepted in India:

- i) In the case of Balance Sheet, of the state of affairs of the Company as at 31st March, 2009.
- ii) In the case of Profit and Loss Account, of the Loss of the Company for the year ended on that date.
- iii) In the case of Cash Flow Statement, of the cash flows for the year ended on that date.

For Singrodia Goyal & Co.

Chartered Accountants

Suresh Muraka

Partner

Mem. No. : 44739

Place : Mumbai

Date : 25th June 2009

Annexure to Auditors Report

Annexure referred to in paragraph 3 of the Auditors Report for the year ended 31st March 2009.

As required by the Companies (Auditors Report) Order, 2003 (as amended) and according to the information and explanations given to us during the course of the audit and on the basis of such checks of the books and records as were considered appropriate we report that:

- (i) a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- b) All the assets have been physically verified by the management in accordance with a phased programme of verification, which in our opinion is reasonable, considering the size and the nature of business. The frequency of verification is reasonable and no material discrepancies have been noticed on such physical verification.
- c) The Company has not disposed off any substantial fixed assets during the year.
- (ii) a) The securities held as stock in trade have been confirmed with the statement of holdings provided by the Depository Participants at the financial year end. In our opinion, the frequency of confirmation is reasonable.
- b) In our opinion, the procedures of confirmation of securities held as stock in trade followed by the Management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- c) On the basis of our examination of the records of the Company relating to securities held as stock in trade, in our opinion, the Company has maintained proper records of stock in trade and no material discrepancies between the book records and the statement of holdings provided by Depository Participants have been noticed.

- (iii) a) The Company has granted unsecured loan to a Subsidiary Company covered in the register maintained under Section 301 of the Companies Act, 1956 on **call basis**. The Maximum amount outstanding during the year was Rs. 95.51 Lacs and the year-end balance was Rs. 94.71 Lacs.
- b) The said loan is interest free and other terms and conditions on which the loans have been granted are *prima facie*, not prejudicial to the interest of the Company.
- c) In view of our comments in Para (iii) (a) and (b) above, clauses (iii) (c) and (d) of the said Order are not applicable to the Company.
- d) The Company has not taken any unsecured loan from Companies, Firms or Other parties covered in the register maintained under Section 301 of the Act.
- e) In view of our comments in Para (iii) (d) above, clause (iii) (f) & (g) of the said Order are not applicable to the Company.
- (iv) There are adequate internal control systems commensurate with the size of the Company and the nature of its business with regard to purchase of fixed assets. During the course of our audit, no major weakness has been noticed in the internal control system in respect of these areas.
- (v) a) Based on the audit procedures performed by us, we are of the opinion that particulars of contracts or arrangements referred to in Section 301 of the Act have been entered in the register required to be maintained in that section.
- b) The transactions made in pursuance of such contracts or arrangements have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time except an interest free loan granted to subsidiary Company.
- (vi) The Company has not accepted any deposits from the public.
- (vii) The Company does not have a formal internal audit system but its financial and other internal checks, ensures proper recording of the financial transactions.
- (viii) The Central Government has not prescribed for maintenance of cost records under Section 209(1)(d) of the Companies Act, 1956 for the Company.
- (ix) a) The Company is regular in depositing undisputed statutory dues including provident fund, investor education protection fund, employees' state insurance, income tax, wealth tax, custom duty, excise duty, cess and other statutory dues with appropriate authorities. There are no arrears of outstanding statutory dues as at the last day of the financial year for a period of more than six months from the date they became payable.
- b) As per the records of the Company, there are no disputed dues of Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty and Cess which have not been deposited on account of disputes with the related authorities.
- (x) The Company has no accumulated losses at the end of the Financial Year but it has incurred cash losses during current financial year. The company has not incurred cash losses in the immediately preceding financial Year.
- (xi) The Company has not obtained any loan from banks and financial institutions.
- (xii) The Company has not granted any loans or advances on the basis of security by way of pledge of shares, debentures or other securities.
- (xiii) The provisions of any Special Statute applicable to Chit Fund, Nidhi or Mutual Benefit Fund/ Societies are not applicable to the Company.
- (xiv) In respect of dealing in shares, securities and other investments, in our opinion and according to the information and explanations given to us, proper records have been maintained of the transactions and contracts and timely entries have been made therein. The shares, securities and other investments have been held by the Company in its own name.
- (xv) The Company has not given any guarantee for loans taken by others from banks and financial institutions.
- (xvi) The Company has not obtained any term loans during the year.
- (xvii) On an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long term investments.
- (xviii) The Company has not made preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Act.
- (xix) The Company has not issued any debentures during the year.
- (xx) The Company has not raised any money by way of public issue during the year.
- (xxi) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, we have neither come across any instance of material fraud on or by the Company, noticed or reported during the year.

For Singrodia Goyal & Co.
Chartered Accountants

Suresh Murarka
Partner
Mem. No. 44739

Place : Mumbai
Date : 25th June 2009



SUPREME HOLDINGS LIMITED

Balance Sheet as at 31st March, 2009

(Amount in Rupees)

Particulars	Schedules	As at 31.03.2009	As at 31.03.2008
Sources of Funds			
Shareholders Funds			
Share Capital	1	87,943,000	87,943,000
Reserves & Surplus	2	127,371,699	128,588,793
Total		215,314,699	216,531,793
Application of Funds			
Fixed Assets			
Gross Block		50,124,239	8,284,239
Less : Depreciation	3	7,221,678	6,916,591
Net Block		42,902,561	1,367,648
Deferred Tax Assets		6,479,321	7,685,539
Investments	4	77,492,000	3,992,000
Current Assets, Loans & Advances			
Inventories		289,594	237,168
Sundry Debtors		-	12,501,352
Cash & Bank Balances		380,490	375,435
Loans & Advances		91,919,616	201,095,600
		92,589,701	214,209,555
Less : Current Liabilities & Provisions	6	4,148,885	10,722,949
Net Current Assets		88,440,816	203,486,606
Total		215,314,699	216,531,793
Significant Accounting Policies & Notes to Accounts	11		

As per our Report of Even Date

For and on behalf of the Board

For Singrodia Goyal & Co.

Chartered Accountants

Vinod Jatia

Chairman & Managing Director

Suresh Murarka

Prasanna Lodha

Director

Partner

Prateek Jatia

Director

Mem. No. 044739

Place : Mumbai

Date : 25th June 2009

Profit & Loss Account for the year ended 31st March, 2009

(Amount in Rupees)

Particulars	Schedules	Year Ended 31.03.2009	Year Ended 31.03.2008
Income			
Income from Operations	7	3,991,502	23,790,499
Other Income	8	1,232,599	13,195
Increase /(Decrease) in Stock		52,427	(96,433)
		<u>5,276,528</u>	<u>23,707,261</u>
Expenditure			
Employee Costs	9	700,280	871,482
Administrative & Other Expenses	10	3,680,897	5,877,642
Interest Expenses		-	856,746
Depreciation		305,087	362,237
		<u>4,686,264</u>	<u>7,968,107</u>
Profit(Loss) before tax		590,265	15,739,154
Less : Provision for Tax			
Current Tax		59,000	3,090,000
Deferred Tax Liabilities / (Assets)		1,206,218	(2,917,298)
Fringe Benefit Tax		27,000	50,000
Tax of Earlier Years		476,661	-
Profit(Loss) after tax and before prior period items		(1,178,614)	15,516,452
Less : Prior period expenses		38,480	-
Profit(Loss) after tax		(1,217,094)	15,516,452
Add: Balance brought forward from previous year		31,712,132	16,195,680
Profit(Loss) available for Appropriations		30,495,038	31,712,132
Appropriations:			
Balance in Profit and Loss Account		30,495,038	31,712,132
		<u>30,495,038</u>	<u>31,712,132</u>
Earning Per Share of Rs 10 each (Basic)		(0.14)	2.05
Earning Per Share of Rs 10 Each (Diluted)		(0.14)	2.05
Significant Accounting Policies & Notes to Accounts	11		

As per our Report of Even Date

For and on behalf of the Board

For Singrodia Goyal & Co.

Chartered Accountants

Vinod Jatia

Chairman & Managing Director

Suresh Murarka

Prasanna Lodha

Director

Partner

Prateek Jatia

Director

Mem. No. 044739

Place : Mumbai

Date : 25th June 2009



SUPREME HOLDINGS LIMITED

Cash Flow Statement for the year ended 31st March, 2009

Particular	2008 - 2009 Amount (Rs.)	2007 - 2008 Amount (Rs.)
(A) Cash Flow from Operating Activities		
Net Profit/ before Tax and extra-ordinary items	590,265	15,739,154
Adjustment for:		
Depreciation	305,087	362,237
Interest Paid	-	856,746
Dividend	(25,265)	(27,080)
Loss on Sale of Fixed Assets	-	12,986
Profit on Sale of Investments	-	(17,501,276)
Provision for diminution in value of Investments	-	596,356
Prior Period Expenses	(38,480)	-
Operating Profit Before Working Capital Changes	831,606	39,123
Adjustment for :		
Trade and Other Receivables	113,962,266	(83,356,078)
Inventories	(52,426)	614,250
Trade Payables	(356,518)	40,823
Cash Generated from Operations	114,384,928	(82,661,882)
Interest paid	-	(856,746)
Direct Taxes Paid (Net)	934,863	(1,154,427)
Net Cash from operating activities (A)	115,319,790	(84,673,055)
(B) Cash Flow from Investing Activities		
Purchase of Fixed Assets	(41,840,000)	(175,501)
Sale of Investments	-	27,219,466
Purchase of Investment	(73,500,000)	-
Sale of Fixed Assets	-	15,000
Dividend Received	25,265	27,080
Net Cash used in investing activities (B)	(115,314,735)	27,086,045
(C) Cash Flow from Financing Activities		
Proceeds from Share Capital	-	25,000,000
Proceeds from Securities Premium	-	50,000,000
Share Issue Expenses	-	(349,584)
Proceeds from Long Term Borrowings	-	(17,795,170)
Net Cash used in financing activities (C)	-	56,855,246
Net increase (decrease) in Cash & Cash Equivalents (A)+(B)+(C)	5,055	(731,764)
Cash and Cash Equivalents:		
Opening Balance at the beginning of the year	375,435	1,107,199
Closing Balance at the end of the year	380,490	375,435
Net increase/(decrease) in cash and equivalent	5,055	(731,764)
Note: Figures in brackets represent Cash Outflow		
Note:		
1 The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Accounting Standards -3 on Cash Flow Statement issued by the Institute of Chartered Accountants of India		
2 Cash and Cash Equivalents at the end of the year consists of Cash in Hand and Balances with Banks and are net of Short Terms Loans and Advances from Banks as follows		
Particulars	As at 31.3.2009 Amount (Rs.)	As at 31.3.2008 Amount (Rs.)
Cash in Hand	80,441	124,878
Balances with Banks	300,049	250,557
	380,490	375,435
3 The Previous years figures have been regrouped and rearranged where ever necessary in order to confirm to current years presentations.		
4 Figures in Brackets reflects Cash Outflow.		

As per our Report of Even Date

For and on behalf of the Board

For Singrodia Goyal & Co.

Chartered Accountants

Vinod Jatia

Chairman & Managing Director

Suresh Murarka

Prasanna Lodha

Director

Partner

Prateek Jatia

Director

Mem. No. 044739

Place : Mumbai

Date : 25th June 2009

Schedule forming part of the Balance Sheet as at 31st March, 2009

(Amount in Rupees)

Particulars	As at 31.03.2009	As at 31.03.2008
Schedule "1" :- Share Capital		
<u>Authorised</u>		
1,00,00,000 Equity Shares of Rs. 10/- each	100,000,000	100,000,000
	<u>100,000,000</u>	<u>100,000,000</u>
<u>Issued, Subscribed and Paid-up</u>		
87,94,300 Equity Shares of Rs. 10/- each fully paid up	87,943,000	87,943,000
	<u>87,943,000</u>	<u>87,943,000</u>
Schedule "2" :- Reserves & Surplus		
Capital Reserve-Opening Balance	277,150	277,150
General Reserve-Opening Balance	1,000,000	1,000,000
Add: Additions During the year(transfer to Reserve Fund in terms of Section-45-IC(1) Reserve Bank of India Act, 1934)	8,006,095	-
	<u>9,006,095</u>	<u>1,000,000</u>
Securities Premium Account		
Opening Balance	87,593,416	37,943,000
Additions during the year	-	50,000,000
	<u>87,593,416</u>	<u>87,943,000</u>
Less : Share Issue Expenses	-	349,584
	<u>87,593,416</u>	<u>87,593,416</u>
Reserve Fund in terms of Section -45-IC(1) of Reserve Bank of India Act, 1934	8,006,095	8,006,095
Less : Transferred to General Reserve	8,006,095	-
	-	8,006,095
Surplus as per Profit & Loss Account	30,495,038	31,712,132
	<u>127,371,699</u>	<u>128,588,793</u>

Schedule "3" :- Fixed Assets (at cost less depreciation)

Amount (Rs.)

Particulars	Gross Block				Depreciation				Net Block	
	As at 01.04.2008	Additions during the year	Deduction during the year	As at 31.03.2009	Up to 31.03.2008	Provided for the Year	Adjust- ments	Up to 31.03.2009	As at 31.03.2009	As at 31.03.2008
Freehold Land (Refer Note No.5 of Schedule 10)	-	41,840,000	-	41,840,000	-	-	-	0	41,840,000	-
Furniture & Fittings	2,566,745	-	-	2,566,745	2,207,599	65,005	-	2,272,604	294,141	359,146
Motor Cars	1,045,061	-	-	1,045,061	657,401	100,365	-	757,766	287,295	387,660
Air Conditioners	1,016,037	-	-	1,016,037	813,020	28,240	-	841,260	174,777	203,017
Office Equipments	877,689	-	-	877,689	664,375	29,672	-	694,047	183,642	213,314
Computers	2,778,707	-	-	2,778,707	2,574,196	81,804	-	2,656,000	122,707	204,511
Total	8,284,239	41,840,000	-	50,124,239	6,916,591	305,087	-	7,221,678	42,902,561	1,367,648
Previous Year	8,251,640	175,501	142,902	8,284,239	6,669,270	362,237	114,916	6,916,591	1,367,648	-

**SUPREME HOLDINGS LIMITED**

Schedule forming part of the Balance Sheet as at 31st March, 2009

Schedule "4" :- Investments (At Cost)

Particulars	Face Value per share Rs.	31.03.2009		31.03.2008	
		Nos.	Amount Rs.	Nos.	Amount Rs.
Long Term :					
A) Quoted					
Fully Paid-up Equity Shares					
Andhra Cement Ltd.	10	250	8,076	250	8,076
Apple Credit Corporation Ltd.	10	100	3,633	100	3,633
Chokani International Ltd.	10	50	500	50	500
Chokhani Global Express Ltd.	10	200	2,000	200	2,000
Cogent Ventures (I) Ltd.	10	8700	52,907	8700	52,907
Global Boards Ltd.	10	15000	60,459	15000	60,459
Indo Count Fin. & Lease Ltd.	10	200	1,514	200	1,514
Link Pharma Chem. Ltd.	10	3900	20,190	3900	20,190
Mewar Marbles Ltd.	10	200	2,000	200	2,000
N.E.P.C. India Ltd.	10	635	3,810	635	3,810
S. M. Dyechem Ltd.	10	12	424	12	424
Saurashtra Chemicals Limited	10	40	2,367	40	2,367
Shikhar Consultants Ltd.	10	6500	-	6500	-
Washington Software Ltd.	10	14730	438,476	14730	438,476
			596,356		596,356
Less : Provision for diminution in value			596,356		596,356
Sub Total (A)			-		-
Market value (Rs)			24,275		98,336
B) Unquoted					
Fully Paid Equity Shares					
Helmet Traders Ltd. (Subsidiary)	10	1,49,200	1,492,000	149200	1,492,000
Udit Steel Limited	10	-	-	250000	2,500,000
Jatia Hotels & Resorts Pvt Ltd	10	95,000	76,000,000	-	-
Sub Total (B)			77,492,000		3,992,000
Total [(A+B)]			77,492,000		3,992,000

Schedule forming part of the Balance Sheet as at 31st March, 2009

(Amount in Rupees)

Particulars	As at 31.03.2009	As at 31.03.2008
Schedule "5" :- Current Assets, Loans & Advances		
(A) Inventories		
Stock in trade of Shares & Securities (Refer Annexure I) (As taken, valued and certified by Directors)	289,594	237,168
	<u>289,594</u>	<u>237,168</u>
(B) Sundry Debtors:		
(Unsecured and Considered Good)		
Debtors outstanding for a period exceeding six months.	-	4,147,130
Others	-	8,354,222
	-	<u>12,501,352</u>
(C) Cash & Bank Balances		
Cash in hand	80,441	124,878
<u>Bank Balance with Scheduled Banks</u>		
- in Current Account	295,049	245,557
- in Fixed Deposit Account	5,000	5,000
	<u>380,490</u>	<u>375,435</u>
(D) Loans & Advances		
(Unsecured and Considered Good)		
Share Application Money	4,020,000	33,850,000
Loans to Subsidiary	9,471,300	9,539,300
Advance against Land	69,000,000	146,340,000
Loans	-	117,976
Advances recoverable in cash or kind or for value to be received	2,230,407	154,764
Other Advances	3,819,419	-
Advance Tax & TDS	3,378,490	11,093,560
	<u>91,919,616</u>	<u>201,095,600</u>
Schedule "6" :- Current Liabilities & Provisions		
Current Liabilities		
Unclaimed Dividend	76,057	76,057
Other Liabilities	716,828	1,073,346
Provisions		
Provision for Taxation	3,149,000	9,393,546
Provision for Fringe Benefit Tax	207,000	180,000
	<u>4,148,885</u>	<u>10,722,949</u>



SUPREME HOLDINGS LIMITED

Schedules forming part of the Profit & Loss Account for the year ended 31st March, 2009

Particulars	Year ended 31.03.2009 (Rs.)	Year ended 31.03.2008 (Rs.)
Schedule "7" :- Operating Income		
Interest [TDS Rs. Nil/- (P.Y Rs. 10,20,742/-)]	963,174	4,874,648
Finance Lease Charges	-	1,387,495
Dividends	25,265	27,080
Profit on Sale of Investments	-	17,501,276
Profit on dealing in Shares	3,003,063	-
	<u>3,991,502</u>	<u>23,790,499</u>
Schedule "8" :- Other Income		
Commission [TDS Rs.93,740/- (P.Y. Rs. Nil)]	910,096	-
Provision for Gratuity no longer required Written Back	322,475	-
Miscellaneous Income	28	13,195
	<u>1,232,599</u>	<u>13,195</u>
Schedule "9" :- Employee Costs		
Salaries and Bonus	680,280	777,882
Gratuity	20,000	93,600
	<u>700,280</u>	<u>871,482</u>
Schedule "10" :- Administrative & Other Expenses		
Rent, Rates & Taxes	125,000	125,000
Communication Costs	91,989	141,139
Travelling & Conveyance	19,892	165,965
Legal & Professional Charges	250,307	1,431,475
Motor Car Expenses	102,239	197,666
Directors' Sitting Fees	12,000	6,000
Office Expenses	13,230	23,129
Audit Fees	27,575	28,090
Repairs & Maintenance-Others	98,883	123,199
Bank Charges	2,170	-
Depository Charges	68,448	97,826
Insurance Premium (Keyman)	2,741,450	2,741,450
Securities Transaction Tax	-	34,731
Loss on Sale of Fixed Assets	-	12,986
Sales Tax	16,051	-
Advertisements	35,935	31,375
Printing and Stationery	27,346	78,207
Service Tax Receivable written off	48,142	-
Miscellaneous Expenses	240	43,048
Provision for diminution in value of Investments	-	596,356
	<u>3,680,897</u>	<u>5,877,642</u>

Schedule "11" :- Significant Accounting Policies and Notes forming parts of Accounts**A Significant Accounting Policies:****1 Basis of Preparation of Financial Statements**

The Financial Statements are prepared under the historical cost convention and on an accrual basis and are in consonance with the generally accepted accounting principles as per requirements of the Companies Act, 1956.

2 Revenue Recognition

The Company follows the accrual basis of accounting except in the following cases, where the same are recorded on the basis of ascertainment of rights or obligation.

- 1) Dividend

3 Fixed Assets

Fixed Assets are accounted at cost less accumulated depreciation. Cost comprises the purchase price and any attributable cost of bringing the asset to working condition for its intended use.

4 Depreciation

Depreciation on Fixed Assets is charged on the "Written down Value" Method at rates specified under Schedule XIV of the Companies Act, 1956.

5 Investments

- i. The shares & securities acquired with the intention of short term holding & trading positions, if any are considered as Stock in Trade. Other shares & securities acquired with the intention of Long term holding are considered as Long Term Investments.
- ii. Long Term Investments are stated at cost inclusive of incidental expenses. Provision in the value of Long Term Investments is made only if such a decline is other than temporary in the opinion of the Management.

6 Inventory

Stock of Shares and Securities are valued at lower of cost or market value.

7 Contingent Liabilities

Contingent Liabilities if any are disclosed by way of Notes forming parts of Accounts.

8 Retirement Benefits

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

9 Taxes on Income**Current Taxes**

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

Deferred Taxes

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

Fringe Benefits

Provisions for Fringe Benefits Tax (FBT) have been recognized on the basis of harmonious contextual interpretation of the provision of the Income Tax Act, 1961.

10. Miscellaneous Expenditure

Preliminary expenses have been written off in the year in which they are incurred.

B Notes to Accounts :**1. Contingent Liabilities not provided for:**

- i) Contingent Liability not provided for in books in respect of disputed Income Tax amounting to Rs. NIL/- (P.Y Rs. 48, 35,816/-).
- ii) Estimated amount of contracts remaining to be executed on capital account not provided for Rs. 110 Lacs (net of advances)(Previous Year Rs. 110 Lacs)

2. 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 provisions of all known liabilities are adequate.

3. The Balances and classification of some of the Loans and Advances, Sundry Creditors and other liabilities shown in the Financial Statements are as per the ledgers and are subject to confirmation and consequent reconciliation and adjustment.

4. Loans and Advances include Rs. 94, 71,300/- (P.Y Rs. 95, 39,300/-) amount due from Helmet Traders Limited a subsidiary of the Company. Maximum Balance outstanding during the year is 95, 51,300/- (P.Y. 96, 94,300/-)

5. During the year the Company has purchased Land at Panvel for a total consideration of Rs. 418.40 Lacs but the same is still not registered in the name of the Company.

6. Liabilities in respect of gratuity are ascertained and provided on the basis and method as provided under "Payment of Gratuity Act" which is not in conformity with Accounting Standard (AS)15 (Revised 2005) Opinion Employee Benefits as issued by the Institute of Chartered Accountant of India which requires that Gratuity Liabilities to be provided for on the basis of actuarial valuation.
7. During the year the Company has transferred some of its employees to the associate concerns of the Company and corresponding gratuity liability amounting to Rs. 3, 22, 475/- due to them have been written back
8. Deferred Tax Liability for the current year amounting to Rs.12,06,218/- (Previous year Assets Rs. 29, 17,298) has been recognized in the Profit & Loss Account.

Net Deferred Tax Assets Balance as on 31.03.2009 comprises of:

Deferred Tax Liabilities/(Assets)	Deferred Tax Liability/(Assets) as at 1-4-2008 (Rs.)	Current year charge Liability/(Assets) (Rs.)	Deferred Tax Liability/(Assets) as at 31-3-2009 (Rs.)
Timing Difference on account of			
Depreciation on Fixed Assets	(8,80,831)	1,07,921	(7,72,910)
Provision of Gratuity	(1,05,825)	93,465	(12,360)
Finance Lease Income	(66,98,883)	10,04,832	(56,94,051)
Total Deferred Tax Liabilities / (Assets)	(76,85,539)	12,06,218	(64,79,321)

In absence of virtual certainty of sufficient future taxable income deferred tax assets on long term capital loss has not been recognized by way of prudence. In accordance with AS – 22 "Accounting Taxes on income" issued by ICAI.

9. **Payment to Auditors :**

Particulars	2008 – 2009 (Rs.)	2007 – 2008 (Rs.)
Audit Fees	20,000	20,000
Tax Audit Fees	5,000	5,000
Service Tax	2575	3,090
Total	27,575	28,090

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

11. **Earning Per Share :**

Particulars	Year Ended 31.03.2009	Year Ended 31.03.2008
Weighted average number of equity shares of Rs. 10/- each :		
Number of shares at the beginning of the year	87,94,300	62,94,300
Number of shares at the end of the year	87,94,300	87,94,300
Weighted average number of Equity Shares outstanding during the year	87,94,300	75,78,453
Net profit after tax available for equity shareholders (Rs.)	(12,17,094)	1,55,16,452
Basic and diluted earning per share (Rs.)	(0.14)	2.05

12. **The quantitative information of Opening Stock, Purchases, Sales and Closing Stock of Shares & Securities is given below.**

Particulars	Quantity (nos.)	Amount (Rs.)
Opening Stocks	4,993 (39,993)	2,37,168 (8,51,418)
Purchases	Nil (Nil)	(Nil) (Nil)
Sales	Nil (35,000)	Nil (5,17,817)
Closing Stocks	4,993 (4,993)	2,89,594 (2,37,168)

13. Related Party Disclosures :

Sl. No.	Name of Related Party	Relationship
1	Helmet Traders Limited	Subsidiary Company
2	Vinod Kumar Jatia	Key Management Personnel
3	Prateek Jatia	Key Management Personnel
4	Ramesh Jatia	Relative of Key Management Personnel
5	Bell Ceramics Limited	} Entities controlled by Key Management Personnel or their relatives
6	Makalu Trading Ltd.	
7	Subhakaran & Sons	
8	Royalways Trading & Investment Service Pvt. Ltd.	
9	Jatia Hotels & Resorts Pvt. Ltd.	
10	Dilshad Trading Company Private Limited	

Transactions with the related parties during the year :

A. Loans granted/ taken

(Amount in Rs.)

Nature of Transactions	Subsidiary	Entities controlled by Key Management Personnel or their Relatives	Total
Balance as on 1.4.2008	95,39,300	Nil	95,39,300
	(96,94,300)	(6,25,94,420)	(7,22,88,720)
Granted	12,000	Nil	12,000
	(5,000)	(4,46,59,165)	(4,46,64,165)
Recovered	80,000	Nil	80,000
	(1,60,000)	(10,72,53,585)	(10,74,13,585)
Balance as on 31.3.2009	94,71,300	Nil	94,71,300
	(95,39,300)	(Nil)	(95,39,300)

B. Advances against Land

(Amount in Rs.)

Nature of Transactions	Entities controlled by Key Management Personnel or their Relatives	Total
Balance as on 1.4.2008	10,45,00,000 (Nil)	10,45,00,000 (Nil)
Granted	Nil (10,45,00,000)	Nil (10,45,00,000)
Converted into Share Application	3,55,00,000 (Nil)	3,55,00,000 (Nil)
Balance as on 31.3.2009	6,90,00,000 (10,45,00,000)	6,90,00,000 (10,45,00,000)

C. Share Application Money

(Amount in Rs.)

Nature of Transactions	Entities controlled by Key Management Personnel or their Relatives	Total
Balance as on 1.4.2008	3,38,50,000 (Nil)	3,38,50,000 (Nil)
Granted	5,23,00,000 (3,65,50,000)	5,23,00,000 (3,65,50,000)
Recovered	61,30,000 (27,00,000)	61,30,000 (27,00,000)
Allotment of Shares	7,60,00,000 (Nil)	7,60,00,000 (Nil)
Balance as on 31.3.2009	40,20,000 (3,38,50,000)	40,20,000 (3,38,50,000)



SUPREME HOLDINGS LIMITED

D. Investments

(Amount in Rs.)

Nature of Transactions	Subsidiary	Entities controlled by Key Management Personnel or their Relatives	Total
Balance as on 1.4.2008	14,92,000	Nil	14,92,000
	(14,92,000)	(2,93,179)	(17,85,179)
Purchases during the year	Nil	Nil	Nil
	(Nil)	(Nil)	(Nil)
Sales during the year	Nil	Nil	Nil
	(Nil)	(2,93,179)	(2,93,179)
Balance as on 31.3.2009	14,92,000	Nil	14,92,000
	(14,92,000)	(Nil)	(14,92,000)

E. Sundry Debtors / Other Receivables

(Amount in Rs.)

Nature of Transactions	Entities controlled by Key Management Personnel or their Relatives	Total
Balance as on 1.4.2008	15,600	15,600
	(3,45,600)	(3,45,600)
Sales during the year	Nil	Nil
	(15,600)	(15,600)
Realized during the year	15,600	15,600
	(3,45,600)	(3,45,600)
Reimbursement of Expenses	2,02,956	2,02,956
	(Nil)	(Nil)
Balance as on 31.3.2009	Nil	Nil
	(15,800)	(15,600)

F. Income

(Amount in Rs.)

Nature of Transactions	Entities controlled by Key Management Personnel or their Relatives	Total
Interest	Nil	Nil
	(29,34,165)	(29,34,165)

G. Expenses

(Amount in Rs.)

Nature of Transactions	Entities controlled by Key Management Personnel or their Relatives	Total
Office Rent	1,20,000	1,20,000
	(1,20,000)	(1,20,000)
Loss on Sale of Fixed Assets	Nil	Nil
	(12,986)	(12,986)

15. The Company has entered into MOU with two associate concerns for purchase of Land at Parvel for its new business activity of development & running of Hotels & Resorts. An amount of Rs. 6,90,00,000/- Lacs (PY Rs. 1,04,50,000/-) has been paid as advance for purchase of the said land up to year-end. The Land will be capitalized in the year in which agreement will be executed.
16. The Company has paid Rs. 40,20,000/- (P.Y. 3,38,50,000/-) towards Share Application money to an associate concern, Jatia Hotels & Resorts Private Limited, the allotment of shares thereof pending up to 31st March, 2009.

17. Previous year figures are regrouped and rearranged, wherever necessary, to make them comparable with those of the current year's figures.
Disclosure of Loans/Advances and Investments in its own shares by the listed companies, their Subsidiaries, Associates etc, pursuant to Circular CRD/GEN/2003/1 Dated February 6, 2003 of The Stock Exchange, Mumbai.

Sl. No.	Particulars	Balance as at 31.03.2009 (Rs. In Lacs)	Maximum Balance during the year (Rs. In Lacs)
A	Loans & Advances in the nature of loans to Subsidiary Company – Helmet Traders Limited	94.71	95.39
B	Loans & Advances in the nature of Loans to Associates	Nil	Nil
C	Loans & Advances in the nature of Loans where there is		
i)	No repayment schedule or repayment beyond seven years	Nil	Nil
ii)	No interest or interest below Section 372 A of the Companies Act, 1956.	Nil	Nil
D	Loans & Advances in the nature of loans to Firm/ Companies in which Directors are interested	Nil	Nil
E.	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: In respect of Loans & Advances to Subsidiary there is no repayment schedule and no interest is charged on above loan.

18. The Company has transferred the balance of Rs 80, 06, 095/- appearing in the Reserve Fund in terms of Section – 45 IC(1) of Reserve Bank of India Act, 1934 to General Reserve as the Company has deregistered itself as a NBFC during the previous year and the balance of the said Reserve Fund is no more required.

Balance Sheet Abstract and Company's General Business Profile.

I. REGISTRATION DETAILS

Registration No. State Code Balance Sheet Date

II CAPITAL RAISED DURING THE YEAR (Rs. in Thousand)

Public Issue Rights Issue Bonus Issue Private Placement/Promoter's Contribution Call Unpaid Received

III. POSITION OF MOBILISATION AND DEPLOYMENT OF FUNDS (Rs. in Thousand)

Total Liabilities Total Assets

SOURCES OF FUNDS

Paid-up-Capital Reserves & Surplus Secured Loans Unsecured Loan

APPLICATION OF FUNDS

Net Fixed Assets Investment Net Current Assets Misc. Expenditure Accumulated Losses Deferred Tax Assets

IV. PERFORMANCE OF COMPANY (Rs. in Thousand)

Turnover&Income Total Expenditure Profit/Loss before Tax Profit / (Loss) after tax Earnings per Share(Rs.) Dividend Rate (%)

V. GENERIC NAMES OF THREE PRINCIPAL PRODUCTS /SERVICES OF COMPANY (As per monetary terms)

Item Code No. (ITC Code) _____
Product Description _____

As per our Report of Even Date

For and on behalf of the Board

For Singrodia Goyal & Co.

Chartered Accountants

Suresh Murarka

Partner

Mem. No. 044739

Place : Mumbai

Date : 25th June 2009

Vinod Jatia

Prasanna Lodha

Prateek Jatia

Chairman & Managing Director

Director

Director

**Annexure "I"****Details of Closing Stock of Shares and Securities**

Particulars	As at 31.03.2009			As at 31.03.2008	
	Qty	Cost	Market Value	Qty	Amount (Rs.)
Sakuma Export (Pf)	4,993	3,17,505	289,594	4,993	237,168
	4,993		289,594	4,993	237,168

Statement pursuant to Section 212 of the Companies Act, 1956. Relating to Company's Interest in the Subsidiary Companies

- 1 Name of the Subsidiary Company : **Helmet Traders Limited**
- 2 Financial year of the Subsidiary ended on : 31st March, 2009
- 3 Date from which it became the subsidiary : 28th September, 1994
- 4 (a) Number of Shares held by Supreme Holdings Ltd. with its nominees in the subsidiary at the end of the financial year of the subsidiary : 1,49,200 Equity shares of Rs. 10/- each fully Paid-up
- (b) Extent of interest of holdings Company at the end of financial year of the subsidiary : 100%
- 5 Net aggregate amount of subsidiary Company's Profit/(Loss) so far as it concerns the members of the holdings Company :
- (a) Dealt with in the holdings Company's accounts
- (i) For the financial year ended 31st March, 2006 : NIL
- (ii) For the previous financial years of the subsidiary company since it became the holding Company's subsidiary : NIL
- (b) Not dealt with in the holding Company's Accounts
- (i) For the financial year ended 31st March, 2009 : 63135
- (ii) For the previous financial years of the subsidiary company to since it became the holding Company's subsidiary : 5113755

For and on behalf of the Board

Vinod Jatia *Chairman & Managing Director***Prateek Jatia** *Director***Prasanna Lodha** *Director*

Place : Mumbai

Date : 25th June, 2009

DIRECTORS' REPORT

To the Members of

HELMET TRADERS LIMITED

Your Directors take pleasure in presenting the Fifteen Annual Report together with Audited Accounts of the Company for the financial year ended 31st March, 2009.

FINANCIAL RESULTS

[Rs.]

PARTICULARS	2008-09	2007-08
Total Income	81,830	1,63,660
Total Expenditure	18,695	16,438
Profit before Tax	63,135	1,47,222
Less : Provision for Tax	-	-
Profit after Tax	63,135	1,47,222
Add : Amount brought forward	51,13,755	49,66,533
Profit available for appropriation	51,76,890	51,13,755
Appropriation :		
Balance carried to Balance Sheet	51,76,890	51,13,755

DIVIDEND

No dividend is recommended for the year under review as it is considered appropriate that the financial resources of the Company be strengthened.

PUBLIC DEPOSITS

During the year under review, the Company has not accepted any deposits from the public.

PARTICULARS OF EMPLOYEES

There are no employees whose particulars are required to be given under section 217 (2A) of Companies Act, 1956, read with Companies [Particulars of Employees] Rules, 1975.

DIRECTORS

Mrs. Nita Jatia retires by rotation and being eligible, offers herself for re-appointment.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under section 217 (2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, it is hereby confirmed :

- That in the preparation of the accounts for the financial year ended 31st March, 2009 the applicable accounting standards have been followed along with proper explanations relating to material departures;
- That the directors have selected 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 or loss of the company for the year under review;
- That the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the companies act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- That the directors have prepared the account for the financial year ended 31st March, 2009 on a "going concern" basis.

COMPLIANCE CERTIFICATE

In accordance with Section 383 of the Companies Act, 1956 and Companies [Compliance Certificate] Rules, 2001, the Company has obtained a Certificate from a Secretary in the whole time practice confirming that the Company has complied with all the provisions of the Companies Act, 1956 and a copy

of such Certificate is annexed to this Report.

AUDITORS

M/s. Anil Kedia & Co., Chartered Accountants retire as Auditor of the Company at the forthcoming Annual General Meeting and being eligible offer themselves for re-appointment. The Company has received certificate from them certifying that their appointment, if made would be within the limit specified under section 224 (1B) of the Companies Act, 1956.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION

As Company has not carried out any manufacturing activities, we have nothing to report on the matters.

FOREIGN EXCHANGE EARNINGS AND OUTGO

There is no foreign exchange earning or expenditure during the year under review.

For and on behalf of the Board

[Vinod Jatia] [Prateek Jatia]

Director Director

Place : Mumbai

Date : 27th May, 2009

CIN No. : L00776MH1994PLC081224

Nominal Capital : Rs.15,00,000/-

Paid-Up Capital : Rs.14,92,000/-

COMPLIANCE CERTIFICATE UNDER PROVISIO TO SUB SECTION (1) OF SECTION 383A OF THE COMPANIES ACT 1956

To,

The MEMBERS

HELMET TRADERS LIMITED

MUMBAI

We have examined the registers, records, books and papers of **HELMET TRADERS LIMITED** as required to be maintained under the Companies Act, 1956, (the Act) and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the Financial Year ended on 31st March, 2009. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify that in respect of the aforesaid financial year:

- The Company has kept and maintained all registers as stated in Annexure "A" to this Certificate, as per the provisions of the Act and the rules made there under and all entries therein have been duly recorded.
- The Company has duly filed the Forms and Returns as stated in Annexure "B" to this Certificate, with the Registrar of Companies within the time with additional fee as prescribed under the Act and the rules made there under.
- The company being a public limited company the restrictions as provided in section 3(1)(iii) of the Act are not applicable and has the minimum prescribed paid up capital.
- The Board of Directors duly met 6 (six) times on 15-04-2008, 30-05-2008, 13-06-2008, 01-09-2008, 21-11-2008 and 27-03-2009 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.
- The Company has not closed the Register of Members during the financial year.
- The Annual General Meeting for the Financial year ended on 31st March, 2008 was held on 26th September, 2008 after giving due notice to the members of the company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.
- No Extraordinary General Meeting was held during the financial year under review.



HELMET TRADERS LIMITED

8. The Company has not advanced any loan to its director and/or persons or firms or companies referred in the section 295 of the Act.
9. The Company has duly complied with the provisions of section 297 of the Act in respect of contracts specified in that section.
10. The Company has made required entries in the Register of Contracts maintained under Section 301 of the Act.
11. As there were no instances falling within the purview of Section 314 of the Act, the Company has not obtained any approval from the Board of Directors, Members or the Central Government.
12. The Company has not issued any duplicate share certificates during the year under review
13. The Company has :
 - i) **neither allotted any securities nor received any share certificates** during the year under reference for transfer/transmission or any other purpose during the said financial year.
 - ii) (iii) & (iv) **not declared any dividend** including interim dividend during the year under review. There is no unpaid dividend in respect of earlier years. Therefore the particulars required under sub paras (ii) (iii) & (iv) are not applicable.
 - v) **duly complied with the requirements of Section 217 of the Act.**
14. The Board of Directors of the Company is **duly constituted**. There was no appointment of directors, additional directors, alternate directors and directors to fill casual vacancies during the financial year under reference.
15. The Company has not appointed any Managing Director / Whole-time Director/ Manager during the year under review.
16. The Company has not appointed any **sole-selling agents** during the financial year under review.
17. There were **no instances** requiring to obtain any approval by the Company from the Central Government, Company Law Board, Regional Director, Registrar or such other authorities as may be prescribed under the various provisions of the Act during the said financial year.
18. The directors **have disclosed** their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
19. The Company has not issued any shares / debentures / other securities during the said financial year.
20. The Company has **not bought back** any shares during the financial year ending on 31st March, 2009.
21. The Company has neither any preference Share Capital nor it has issued any debentures and hence the question of redemption of the same does not arise.
22. There were no instances necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
23. The Company has **not invited or accepted** any deposits falling within the purview of Section 58A and 58 AA read with Companies (Acceptance of Deposit) Rules 1975.
24. The borrowings made by the Company during the financial year under review are within the limits approved by shareholders of the company under section 293(1)(d) of the act.
25. During the year under review the company has not made any loans or given guarantees or provided securities to other bodies corporate.
26. The Company has **not altered** the provisions of the memorandum with respect to situation of the company's registered office from one State to another during the year under scrutiny.
27. The Company has **not altered** the provisions of the memorandum with respect to the objects of the Company during the year under scrutiny.
28. The Company has **not altered** the provisions of the memorandum with respect to the name of the Company during the year under scrutiny.
29. The Company has **not altered** the provisions of the memorandum with respect to share capital of the Company during the year under scrutiny.
30. The Company has **not altered** its articles of association during the year under scrutiny.
31. As per the information and according to the explanations furnished to us by the

company, there were **no prosecutions** initiated against or show cause notices received by the Company, for alleged offences under the Act and also no fines and penalties or any other punishment imposed on the company.

32. The Company has not received any amount as security from its employees during the year under certification.
33. According to the information and explanations given to us the Employees Provident Fund and Miscellaneous Provisions Act 1952 is **not applicable** to the company.

For K.C. NEVATIA & ASSOCIATES

COMPANY SECRETARIES

Place: Mumbai

Dated: 27.05.2009

K.C. NEVATIA

Proprietor

C.P. No: 2348

HELMET TRADERS LIMITED

ANNEXURE -A

Registers as maintained by the Company

- | | |
|--|--------------------|
| 1. Register of Members | U/s. 150 (1) |
| 2. Minutes of General Meeting & Board Meeting | U/s.193 (1) |
| 3. Register of Directors | U/s.303 (1) |
| 4. Register of Directors' shareholding | U/s.307 (1) |
| 5. Register of Charges | U/s.143 (1) |
| 6. Register of particulars of contracts in which Directors are interested. | U/s. 301 (1) & (3) |
| 7. Books of Accounts | U/s. 209 |
| 8. Register of Share Transfer | |

ANNEXURE -B

Forms and Returns as filed by the Company with the Registrar of Companies during the financial year ended 31st March, 2009.

Sr No	Form No/ Return	Filed Under Section	For	Date of Filing	Whether filed within Prescribed Time Yes / No	If delay in filing whether requests additional fees paid Yes/ No
1.	Form 66	383 A(1)	Compliance Certificate (Year ended 31/3/2008)	29/09/2008	Yes	—
2.	Form 23AC & Form 23ACA	220	Balance Sheet & Profit & Loss Account (Year ended 31/03/2008)	29/09/2008	Yes	—
3.	Form 20B	159	Annual Return (as on 26/09/2008)	14/11/2008	Yes	—
4.	Form 23	192	Resolution U/s 372A passed at Extra Ordinary General Meeting held on 30/01/2008	04/10/2008	No	Yes

For K.C. NEVATIA & ASSOCIATES

COMPANY SECRETARIES

Place: Mumbai

Dated: 27.05.2009

K.C. NEVATIA

Proprietor

C.P. No: 2348

AUDITORS' REPORT

To,
The Members,
HELMET TRADERS LIMITED
Mumbai.

1. We have audited the attached Balance Sheet of **HELMET TRADERS LIMITED**, as on 31st March, 2009 and the annexed Profit and Loss Account for the year ended on that date and the Cash Flow Statement for the year ended on that date. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of materials misstatement. An audit includes examining on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003, (as amended) issued by the Central Government of India in terms of Section 227 (4A) of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in the paragraphs 4 and 5 to the extent applicable of the said Order.
4. Further to our comments in the Annexure referred to above, we report that :
 - a. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b. In our opinion, proper books of account as required by law have been kept by the Company as it appears from our examination of such books.
 - c. The Balance Sheet, Profit and Loss Account and Cash Flow Statement referred to in this report are in agreement with the books of account.
 - d. In our opinion the Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the requirement of the Accounting Standards referred to in sub section (3C) of Section 211 of the Companies Act, 1956.
 - e. On the basis of written representations received from the Directors of the Company, we report that none of the Directors is disqualified as on 31st March, 2009, from being appointed as directors in terms of Clause (g) of sub section (1) of Section 274 of the Companies Act 1956.
 - f. In our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with other notes thereon give the information required by the Companies Act 1956, in the manner so required and gives a true and fair view in conformity with the accounting principles generally accepted in India :
 - i. in the case of Balance Sheet, of the state of affairs of the Company as at 31st March, 2009.
 - ii. in the case of Profit and Loss Account, of the Profit of the Company for the year ended on that date.
 - iii. in the case of Cash Flow Statement for the cash flow for the year ended on that date.

For Anil Kedia & Co.,
Chartered Accountants
[Anil Kedia]
Proprietor
Membership No. 43617

Place : Mumbai
Date : 27th May, 2009

ANNEXURE TO THE AUDITORS' REPORT

ANNEXURE referred to in Paragraph 3 of our report of even date on the accounts of **HELMET TRADERS LIMITED** for the year ended 31st March, 2009.

As required by the Companies (Auditors Report) Order, 2003 (as amended) and according to the information and explanations given to us during the course of the audit and on the basis of such checks of the books and records were considered appropriate we report that:

- i. The company do not own any fixed asset and therefore clause 4 (i) is not applicable to the company.
- ii. In our opinion and according to the explanation and information given to us, during the year the company was not having any inventory and hence the clause 4 (ii) is not applicable for the year under consideration.
- iii. (a) The company had not granted loans to company, firm or other parties covered in the register maintained under section 301 of the Companies Act, 1956.
- (b) The company had taken loan from its holding company covered in the register maintained under section 301 of the Companies Act, 1956. The aggregate maximum amount involved during the year was Rs. 95,51,300 and the year end balance of loan taken from such party was Rs. 94,71,300.
- (c) In our opinion, terms and conditions on which loans have been taken from company listed in the register maintained under section 301 of the Companies Act, 1956 are not, *prima facie*, prejudicial to the interest of the

- company.
- (d) There is no stipulation as regard to the repayment of principal amount being a holding company.
- (e) There is no overdue amount of loans taken from a holding company listed in the register maintained under section 301 of the Companies Act, 1956.
- iv. In our opinion and according to the information and explanations given to us, there is adequate internal control system commensurate with the size of the company and the nature of its business with regard to purchase of fixed assets and leasing and financing operations. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls system.
- v. (a) According to the information and explanations given to us, we are of the opinion that there are no contract or agreement referred to under section 301 of the Act that need to be entered into the register maintained under that section.
- (b) In our opinion and according to the information and explanations given to us, there are no transactions made in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 exceeding the value of rupees five lakhs in respect of any party during the year.
- vi. The company has not accepted any deposits from the public within the meaning of section 58A and 58AA or any relevant provision of the Act and the rules framed there under.
- vii. The Company has adequate internal audit system in place commensurate with its size and the nature of its business.
- viii. Maintenance of cost records has not been prescribed by the Central Government under clause (d) of sub-section (1) of section 209 of the Companies Act, 1956.
- ix. (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education protection fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, custom duty, excise duty, cess and other material statutory dues applicable to it. There are no arrears of outstanding statutory dues as at the last day of the financial year for a period of more than six months from the date those become payable.
- (b) According to the information and explanation given to us, as on 31st March, 2009, there are no income tax, sales tax, wealth tax, service tax, custom duty, excise duty, cess or other statutory dues, which have not been deposited on account of any dispute.
- x. The Company does not have accumulated losses at the end of the financial year and it has not incurred any cash losses in the current and the immediately preceding financial year.
- xi. In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of dues to a financial institution or banks.
- xii. The company has not granted any loans and advances on the basis of security by way of pledge of shares and other securities.
- xiii. In our opinion, the company is not a chit fund or nidhi mutual benefit fund / society. Therefore, the provisions of clauses 4 (xiii) of the Companies [Auditor's Reports] Order, 2003 are not applicable to company.
- xiv. Based on the records examined by us and according to the explanation and information given to us, we are of the opinion that the company is maintaining proper records of the transactions and contracts and timely entries have been made in respect of dealing in shares, securities, debenture and other investment have been held by the company, in its own name except to the exemption granted u/s 49 of the Act.
- xv. On the basis of information and explanation given to us, the Company has given corporate guarantee for credit facilities of Rs. 130.00 Crores availed by associate concern Shriekha Trading P. Ltd. from banks.
- xvi. The Company has not taken any term loan during the year under Audit.
- xvii. According to the information and explanation given to us and on an overall examination of the balance sheet of the company, we report that the no short term funds have been used for long term investment.
- xviii. The company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Act during the year.
- xix. The company has not issued any debentures.
- xx. The Company has not raised money by public issues during the year.
- xxi. Based on our audit procedures and according to the information and explanations given to us, we report that no fraud on or by the company has been noticed or reported during the course of our audit.

For Anil Kedia & Co.,
Chartered Accountants

[Anil Kedia]
Proprietor
Membership No. 43617

Place : Mumbai
Date : 27th May, 2009



HELMET TRADERS LIMITED

Balance Sheet as on 31st March, 2009

	Sch.	As at 31.03.2009 Amount in (Rs.)	As at 31.03.2008 Amount in (Rs.)
SOURCES OF FUNDS			
SHAREHOLDERS' FUNDS			
Share Capital	1	1,492,000	1,492,000
Reserves and Surplus	2	5,199,390	5,136,255
LOAN FUNDS			
Unsecured Loans	3	9,471,300	9,539,300
		<u>16,162,690</u>	<u>16,167,555</u>
APPLICATION OF FUNDS			
INVESTMENTS			
	4	16,159,060	16,159,060
CURRENT ASSETS, LOANS AND ADVANCES			
	5		
Cash and Bank Balances		14,660	19,731
		<u>14,660</u>	<u>19,731</u>
Less : Current Liabilities and Provisions	6	11,030	11,236
		<u>3,630</u>	<u>8,495</u>
Net Current Assets		<u>16,162,690</u>	<u>16,167,555</u>

Significant Accounting Policies 8
and Notes to Accounts

As per our Report of even date attached

For Anil Kedia & Co.

Chartered Accountants

[Anil Kedia]

Proprietor

Membership No. 43617

For and on behalf of the Board

[Vinod Jatia]

Director

[Prateek Jatia]

Director

Place : Mumbai

Date : 27th May, 2009

Profit and Loss Account for the year ended 31st March, 2009

	Sch.	Year ended 31.03.2009 Amount in (Rs.)	Year ended 31.03.2008 Amount in (Rs.)
INCOME			
Dividend		81,830	163,660
EXPENDITURES			
Administrative and General Expenses	7	18,695	16,438
Profit / (Loss) before Taxation		<u>63,135</u>	<u>147,222</u>
Provision for Taxation		-	-
Profit after Taxation		<u>63,135</u>	<u>147,222</u>
Add : Balance brought forward		5,113,755	4,966,533
Net profit for the year		<u>63,135</u>	<u>147,222</u>
Profit available for appropriation		<u>5,176,890</u>	<u>5,113,755</u>
APPROPRIATION			
Balance carried to Balance Sheet		<u>5,176,890</u>	<u>5,113,755</u>
Earning Per Share [Basic / Diluted]		<u>0.42</u>	<u>0.99</u>
Significant Accounting Policies 8 and Notes to Accounts			

As per our Report of even date attached

For Anil Kedia & Co.

Chartered Accountants

[Anil Kedia]

Proprietor

Membership No. 43617

For and on behalf of the Board

[Vinod Jatia]

Director

[Prateek Jatia]

Director

Place : Mumbai

Date : 27th May, 2009

Cash Flow statement for the year ended 31st March, 2009

	2008-09 Amount in (Rs.)	2007-08 Amount in (Rs.)
[A] CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax and extra-ordinary items	63,135	147,222
Adjustment for :		
Dividend	(81,830)	(163,660)
Operating Profit Before Working Capital Changes	(18,695)	(16,438)
Adjustment for :		
Trade and Other receivables	-	-
Trade Payables	(206)	1,236
Cash Generated from Operations	(18,901)	(15,202)
Direct Taxes paid	-	-
Net Cash from operating activities [A]	(18,901)	(15,202)
[B] CASH FLOW FROM INVESTING ACTIVITIES		
Dividend Received	81,830	163,660
Net cash generated in investing activities [B]	81,830	163,660
[C] CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Long Term Borrowings	(68,000)	(155,000)
Net cash used in financing activities [C]	(68,000)	(155,000)
Net increase / (decrease) in cash and cash equivalents [A] + [B] + [C]	(5,071)	(6,542)
Cash and Cash Equivalents :		
Opening Balance at the beginning of the year	19,731	26,273
Closing Balance at the end of the year	14,660	19,731
Net increase / (decrease) in cash and equivalent	(5,071)	(6,542)

Note : Figures in brackets represent cash outflow

As per our Report of even date attached

For Anil Kedia & Co. For and on behalf of the Board

Chartered Accountants

[Anil Kedia] [Vinod Jatia] [Prateek Jatia]
Proprietor Director Director

Membership No. 43617

Place : Mumbai
Date : 27th May, 2009

Schedules forming part of Accounts as on 31st March, 2009

	As at 31.03.2009 Rupees	As at 31.03.2008 Rupees
SCHEDULE - 1 - SHARE CAPITAL		
Authorised		
1,50,000 Equity Shares of Rs. 10 each	1,500,000	1,500,000
Issued, Subscribed and Paid-up		
1,49,200 [1,49,200] Equity Shares of Rs. 10 each [Entire Share Capital is held by Supreme Holdings Ltd.]	1,492,000	1,492,000
SCHEDULE - 2 - RESERVE AND SURPLUS		
General Reserve	22,500	22,500
Profit and Loss Account	5,176,890	5,113,755
	5,199,390	5,136,255
SCHEDULE - 3 - UNSECURED LOANS		
Inter Corporate Deposit		
Supreme Holdings Ltd.	9,471,300	9,539,300
SCHEDULE - 4 - INVESTMENTS		
Long Term, Non Trade		
Quoted Equity Shares		
81,830 [P.Y. 81,830] fully paid up Equity Shares of Asian Hotels Limited of Rs. 10 each.	16,159,060	16,159,060
Market value of shares as on 31-03-09 Rs. 1,83,83,110 [Previous Year Rs. 4,60,62,107]		
Note :		
1. 81,830 Equity shares of Asian Hotels Ltd. has been pledged with Punjab National Bank for credit facilities enjoyed by an associate concern.		
SCHEDULE - 5 - CURRENT ASSETS, LOAN AND ADVANCES		
Cash in Hand	5,743	11,342
Balance with Scheduled Bank	8,917	8,309
	14,660	19,731
SCHEDULE - 6 - CURRENT LIABILITIES AND PROVISIONS		
Anil Kedia & Co.	11,030	11,236
SCHEDULE - 7 - ADMINISTRATIVE AND GENERAL EXPENSES		
Audit Fees	11,030	11,236
Bank Charges and Interest	66	292
Filing Fees	3,084	900
Postage and Telegram	15	10
Professional Fees	4,500	4,000
	18,695	16,438

HELMET TRADERS LIMITED

SCHEDULE - 8 - SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

A. SIGNIFICANT ACCOUNTING POLICIES

1. General

The Financial statements are prepared under the historical cost convention, on the basis of a going concern and as per applicable accounting standards. The Company follows mercantile system of accounting and recognizes income and expenditure on accrual basis.

2. Investments

Investments are classified into current and long term investments. Current investments are stated at lower of cost of market value. Long term investments are stated at cost, less any provision for permanent diminution in value.

3. Taxes on Income

Current year tax is determined in accordance with the Income Tax Act 1961 at the current tax rates based on assessable income. Deferred tax is calculated at the tax rate and laws that have been enacted or substantially enacted as of the balance sheet date.

4. Contingent Liabilities

Contingent liabilities if any are disclosed by way of notes forming part of accounts.

B. NOTES TO ACCOUNTS

1. In the opinion of the Board, Current Assets, Loans and Advances have a value on realisation in the ordinary course of business, at least equal to the amount at which they are stated.

2. Remuneration paid to Auditors

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
Audit Fees	11,030	11,236

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

4. Corporate Guarantee given to Punjab National Bank for credit facilities of Rs. 130.00 crores extended to associates concern Shriekha Trading Private Limited.

5. Earning Per Share

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
Profit Attributable to the equity shareholders (Rs.)	63,135	147,222
Basic no. of equity shares o/s during the year [No.]	149,200	149,200
Basic / Diluted earning per share of Rs. 10	0.42	0.99

6. As per Accounting Standard 18 issued by the Institute of Chartered

Accountants of India, the disclosure of transactions with the related parties as defined in the Accounting Standard are given below :

(i) List of related parties with whom transactions have taken place and relationship :

S. NO.	NAME OF THE RELATED PARTY	RELATIONSHIP
1.	Supreme Holdings Limited	Holding Company
2.	Asian Hotels Limited	Entities controlled by Director or their relatives

(ii) Transactions during the year with related parties :

SR No.	Nature of Transaction	Holding Company	Entities controlled by Directors or their relatives	Total
A	Loans Taken			
	Balance as at 1st April, 2008	9,539,300	-	9,539,300
	Taken during the year	12,000	-	12,000
		(5,000)	-	(5,000)
	Repaid during the year	80,000	-	80,000
		[1,60,000]	-	[1,60,000]
	Balance as at 31st March, 2009	9,471,300	-	9,471,300
B	Investments			
	Balance as at 1st April, 2008		16,159,060	16,159,060
	Purchased during the year		-	-
	Sold during the year		-	-
	Balance as at 31st March, 2009		16,159,060	16,159,060
C	Income			
	Dividend		81,830	81,830
			(1,63,660)	(1,63,660)

Signature to Schedule A to H.

As per our Report of even date attached

For Anil Kedia & Co.
Chartered Accountants

For and on behalf of the Board

[Anil Kedia]
Proprietor
Membership No. 43617
Place : Mumbai
Date : 27th May, 2009

[Vinod Jatia] [Prateek Jatia]
Director Director

Balance Sheet Abstract and Company's General Business Profile.

I. REGISTRATION DETAILS

Registration No.

State Code

Balance Sheet Date

U00776MH1994PLC81224

11

31st March, 2009

II. CAPITAL RAISED DURING THE YEAR (Rs. in Thousand)

Public Issue

Rights Issue

Bonus Issue

Private Placement

NIL

NIL

NIL

NIL

III. POSITION OF MOBILISATION AND DEPLOYMENT OF FUNDS (Rs. in Thousand)

Total Liabilities

Total Assets

16,162.69

16,162.69

SOURCES OF FUNDS

Paid-up-Capital

Reserves & Surplus

Secured Loans

Unsecured Loan

1,492.00

5,199.39

NIL

9,471.30

APPLICATION OF FUNDS

Fixed Assets

Investment

Net Current Assets

Misc. Expenditure

NIL

16,159.06

3.63

NIL

IV. PERFORMANCE OF COMPANY (Rs. in Thousand)

Total Income

Total Expenditure

Profit/Loss before Tax

Profit / (Loss) after tax

Earnings per Share (Rs.)

Dividend Rate (%)

81.33

18.70

63.14

63.14

0.42

NIL

V. GENERIC NAMES OF THREE PRINCIPAL PRODUCTS OF COMPANY (As per monetary terms)

Item Code No. (ITC Code)

Not Applicable

Product Description

Finance & Investment

For and on behalf of the Board
HELMET TRADERS LIMITED

[Vinod Jatia]
Director

[Nita Jatia]
Director

Place : Mumbai.
Date : 27.05.2009

Auditors' Report on Consolidated Financial Statements**Auditor's Report to the Board of Directors of Supreme Holdings Limited on the Consolidated Financial Statements of Supreme Holdings Limited and its Subsidiary.**

We have examined the attached Consolidated Balance Sheet of **Supreme Holdings Limited** (hereinafter referred as "The Company"), the holding company and its subsidiary (hereinafter collectively referred to as "the Group" as at 31st March, 2009, the Consolidated Profit and Loss Account and the Consolidated Cash Flow Statement for the year ended on that date prepared in accordance with the accounting principles generally accepted in India

1. These financial statements are the responsibility of the management of the company. Our responsibility is to express an opinion on these financial statements based on our Audit. We conducted our Audit in accordance with generally accepted auditing standards in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance whether the financial statements are prepared, in all material respects, in accordance with an identified financial reporting framework and are free of material misstatements. An Audit includes, examining on a test basis, evidence supporting the amounts and disclosures in financial statements. An Audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statements. We believe that our audit provides a reasonable basis for our opinion.
2. We report that the consolidated financial statements have been prepared by the Company in accordance with the requirements of Accounting Standard (AS) 21, "Consolidated Financial Statements" and other applicable Accounting Standards issued by the Institute of Chartered Accountants of India and on basis of the separate audited financial statements of the company and its subsidiary included in the consolidated financial statements.
3. We did not Audit the Financial Statements of the Subsidiary company M/s Helmet Traders Limited. for the financial Year ended on March 31st, 2009 whose Financial Statements reflects total assets of Rs 1,61,62,690/- Lacs and total revenue of Rs 81,830/- .

This Financial Statement has been audited by M/S Anil Kedia & Co. Chartered Accountants and for the purpose of our examination we place reliance on their report.

4. On the basis of the information and explanations given to us and on the consideration of the separate Audit Reports on individual audited financial statements of the company and its subsidiary, we are of the opinion that the consolidated financial statements give a true and fair view:
 - (a) In case of the consolidated Balance Sheet, of the consolidated state of affairs of the group as at 31st March, 2009 ;
 - (b) In case of the consolidated Profit and Loss Account, of the consolidated results of operation of the group for the year then ended; and
 - (c) In case of the consolidated Cash Flow Statement, of the consolidated cash flows of the group for the year ended on that date.

For Singrodia Goyal & Co.

Chartered Accountants

Suresh Murarka

Partner

Mem. No. 44739

Place : Mumbai

Date : 25th June 2009



SUPREME HOLDINGS LTD.-CONSOLIDATED

BALANCE SHEET AS AT 31ST MARCH, 2009

PARTICULARS	SCH.	As at 31.03.2009 Rupees	As at 31.03.2008 Rupees
Sources of Funds			
Shareholders Funds			
Share Capital	1	87,943,000	87,943,000
Reserves & Surplus	2	132,571,089	133,725,048
Total		220,514,089	221,668,048
Application of Funds			
Fixed Assets			
Gross Block		50,124,239	8,284,239
Less : Depreciation	3	7,221,678	6,916,591
Net Block		42,902,561	1,367,648
Deferred Tax Assets		6,479,321	7,685,539
Investments	4	92,159,060	18,659,060
Current Assets, Loans & Advances			
Inventories		289,594	237,168
Sundry Debtors		-	12,501,352
Cash & Bank Balances		395,150	395,166
Loans & Advances		82,448,316	191,556,300
		83,133,061	204,689,986
Less : Current Liabilities & Provisions	6	4,159,915	10,734,185
Net Current Assets		78,973,146	193,955,801
Total		220,514,089	221,668,048
Significant Accounting Policies & Notes to Accounts	11		

PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2009

PARTICULARS	SCH.	YEAR ENDED 31.03.2009 Rupees	YEAR ENDED 31.03.2008 Rupees
Income			
Income from Operations	7	4,073,332	23,954,159
Other Income	8	1,232,599	13,195
Increase/(Decrease) in Stock		52,427	(96,433)
		5,358,358	23,870,921
Expenditure			
Employee Costs	9	700,280	871,482
Administrative & Other Expenses	10	3,699,592	5,894,080
Interest Expenses		-	856,746
Depreciation		305,087	362,237
		4,704,959	7,984,545
Profit(Loss) before tax		653,400	15,886,376
Less : Provision for Tax		-	-
Current Tax		59,000	3,090,000
Deferred Tax Liabilities / (Assets)		1,206,218	(2,917,298)
Fringe Benefit Tax		27,000	50,000
Tax of Earlier Years		476,661	-
Profit/Loss after tax and before prior period items		(1,115,479)	15,663,674
Less : Prior period expenses		38,480	-
Profit/Loss after tax		(1,153,959)	15,663,674
Add: Balance brought forward from previous year		36,825,887	21,162,213
Profit/Loss available for Appropriations		35,671,928	36,825,887
Appropriations:			
Transferred to Statutory Reserve		-	-
Balance in Profit and Loss Account		35,671,928	36,825,887
		35,671,928	36,825,887
Earning Per Share of Rs 10/- each (Basic)		(0.13)	2.05
Earning Per Share of Rs 10/- each (Diluted)		(0.13)	2.05
Significant Accounting Policies & Notes to Accounts	11		

As per our Report of Even Date
For Singrodia Goyal & Co.
Chartered Accountants

For and on behalf of the Board

Suresh Murarka
Partner
Mem. No. 044739

Vinod Jatia Chairman & Managing Director

Prasanna Lodha Director

Prateek Jatia Director

Place : Mumbai
Date : 25th June 2009

As per our Report of Even Date
For Singrodia Goyal & Co.
Chartered Accountants

For and on behalf of the Board

Suresh Murarka
Partner
Mem. No. 044739

Vinod Jatia Chairman & Managing Director

Prasanna Lodha Director

Prateek Jatia Director

Place : Mumbai
Date : 25th June 2009

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2009

Particular	2008-09 Amount (Rs.)	2007-08 Amount (Rs.)
(A) Cash Flow from Operating Activities		
Net Profit/ before Tax and extra-ordinary items	653,400	15,886,376
Adjustment for:		
Depreciation	305,087	362,237
Interest Paid	-	856,746
Dividend	(107,095)	(190,740)
Loss on Sale of Fixed Assets	-	12,986
Profit on Sale of Investments	-	(17,501,276)
Provision for diminution in value of Investments	-	596,356
Prior Period Expenses	(38,480)	-
Operating Profit Before Working Capital Changes	812,911	22,685
Adjustment for :		
Trade and Other Receivables	113,894,266	(83,511,078)
Inventories	(52,426)	614,250
Trade Payables	(356,724)	42,059
Cash Generated from Operations	114,298,027	(82,832,084)
Interest paid	-	(856,746)
Direct Taxes Paid (Net)	934,863	(1,154,427)
Net Cash from operating activities	(A) 115,232,889	(84,843,257)
(B) Cash Flow from Investing Activities		
Purchase of Fixed Assets	(41,840,000)	(175,501)
Sale of Investments	-	27,219,466
Purchase of Investment	(73,500,000)	-
Sale of Fixed Assets	-	15,000
Dividend Received	107,095	190,740
Net Cash used in investing activities	(B) (115,232,905)	27,249,705
(C) Cash Flow from Financing Activities		
Proceeds from Share Capital	-	25,000,000
Proceeds from Securities Premium	-	50,000,000
Share Issue Expenses	-	(349,584)
Proceeds from Long Term Borrowings	-	(17,795,170)
Dividend Paid	-	-
Net Cash used in financing activities	(C) -	56,855,246
Net increase (decrease) in Cash & Cash Equivalents	(A)+(B)+(C) (16)	(738,306)
Cash and Cash Equivalents:		
Opening Balance at the beginning of the year	395,166	1,133,472
Closing Balance at the end of the year	395,150	395,166
Net increase/(decrease) in cash and equivalent	(16)	(738,306)

Note: Figures in brackets represent Cash Outflow

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

Particulars	As at 31.3.2009 Amount (Rs.)	As at 31.3.2008 Amount (Rs.)
Cash in Hand	86,184	136,220
Balances with Banks	308,966	258,946
	395,150	395,166

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

As per our Report of Even Date
For Singrodia Goyal & Co.
Chartered Accountants

Suresh Murarka
Partner
Mem. No. 044739

Place : Mumbai
Date : 25th June 2009

For and on behalf of the Board

Vinod Jatia Chairman &
Managing Director
Prasanna Lodha Director
Prateek Jatia Director



SUPREME HOLDINGS LTD. - CONSOLIDATED

SCHEDULES TO BALANCE SHEET AS AT 31ST MARCH, 2009

Particulars	AS AT 31.03.2009 RUPEES	AS AT 31.03.2008 RUPEES
Schedule "1" :- Share Capital		
Authorised		
1,00,00,000 (Previous Year 1,00,00,000) Equity Shares of Rs. 10/- each	100,000,000	100,000,000
	<u>100,000,000</u>	<u>100,000,000</u>
Issued, Subscribed and Paid-up		
87,94,300 Equity Shares of Rs. 10/- each fully paid up	87,943,000	87,943,000
	<u>87,943,000</u>	<u>87,943,000</u>
Schedule "2" :- Reserves & Surplus		
Capital Reserve-Opening Balance	277,150	277,150
General Reserve-Opening Balance	1,022,500	1,022,500
Add: Transfer to Reserve Fund in terms of Section-45-IC(1) of Reserve Bank of India Act, 1934	8,006,095	
	<u>9,028,585</u>	
Securities Premium Account		
Opening Balance	87,593,416	37,943,000
Addition during the year	-	50,000,000
	<u>87,593,416</u>	<u>87,943,000</u>
Less: Share Issue Expenses	-	349,584
	<u>87,593,416</u>	<u>87,593,416</u>
Reserve Fund in terms of Section-45-IC(1) of Reserve Bank of India Act, 1934	8,006,095	8,006,095
Less: Transfer to General Reserve	8,006,095	-
	-	8,006,095
Surplus as per Profit & Loss Account	35,671,928	36,825,887
	<u>132,571,089</u>	<u>133,725,048</u>

Schedule "3" :- Fixed Assets (at cost less depreciation)

Amount (Rs.)

Particulars	GROSS BLOCK			DEPRECIATION				NET BLOCK		
	As at 31.03.2008	Additions during the year	Deduction during the year	As at 31.03.2009	Up to 31.03.2008	Provided for the Year	Adjust- ments	Up to 31.03.2009	As at 31.03.2009	As at 31.03.2008
Freehold Land (Refer Note No.5 of Schedule 16)	-	41,840,000	-	41,840,000	-	-	-	0	41,840,000	-
Furniture & Fixings	2,586,745	-	-	2,586,745	2,287,590	65,885	-	2,272,804	294,141	328,146
Motor Cars	1,045,051	-	-	1,045,051	657,481	188,365	-	757,786	287,295	387,880
Air Conditioners	1,016,837	-	-	1,016,837	813,829	28,248	-	881,288	174,777	283,817
Office Equipments	877,889	-	-	877,889	684,375	29,672	-	684,847	183,842	213,314
Computers	2,778,787	-	-	2,778,787	2,574,156	81,884	-	2,656,040	122,787	284,511
Total	8,204,259	41,840,000	-	50,044,259	6,916,591	385,887	-	7,221,678	42,922,581	1,367,886
Provision Year	8,251,648	175,584	142,582	8,284,650	6,888,278	362,237	114,916	6,916,591	1,367,848	-

SCHEDULES - Cont'd.**Schedule "4" :- Investments (At Cost)**

Particulars	Face Value per Share	31.03.2009		31.03.2008	
		Rs.	Nos.	Rs.	Nos.
Long Term :					
Fully Paid-up Equity Shares					
A) Quoted					
Andhra Cement Ltd.	10	250	8,076	250	8,076
Apple Credit Corporation Ltd.	10	100	3,633	100	3,633
Asian Hotels Ltd.	10	81830	16,159,060	81830	16,159,060
Chokani International Ltd.	10	50	500	50	500
Chokhani Global Express Ltd.	10	200	2,000	200	2,000
Cogent Ventures (I) Ltd.	10	8700	52,907	8700	52,907
Global Boards Ltd.	10	15000	60,459	15000	60,459
Indo Count Fin. & Lease Ltd.	10	200	1,514	200	1,514
Link Pharma Chem. Ltd.	10	3900	20,190	3900	20,190
Mewar Marbles Ltd.	10	200	2,000	200	2,000
N.E.P.C. India Ltd.	10	635	3,810	635	3,810
S. M. Dychem Ltd.	10	12	424	12	424
Saurashtra Chemicals Limited	10	40	2,367	40	2,367
Shikhar Consultants Ltd.	10	6500	-	6500	-
Washington Software Ltd.	10	14730	438,476	14730	438,476
			<u>16,755,416</u>		<u>16,755,416</u>
Less : Provision for diminution in value			<u>596,356</u>		<u>596,356</u>
Sub Total (A)			<u>16,159,060</u>		<u>16,159,060</u>
Market value (Rs)			<u>46,160,443</u>		<u>46,160,443</u>
B) Unquoted					
Fully Paid Up Equity Shares					
Jatia Hotels & Resorts Pvt.Ltd.	10	95,000	76,000,000	-	-
Udit Steels Ltd.	10	0	-	250000	2,500,000
Sub Total (B)			<u>76,000,000</u>		<u>2,500,000</u>
Total [(A+B)]			<u>92,159,060</u>		<u>18,659,060</u>

SCHEDULES - Cont'd.**PARTICULARS**

	As at 31.03.2009 Rupees	As at 31.03.2008 Rupees
Schedule "5" :- Current Assets, Loans & Advances		
(A) Inventories		
Stock in trade of Shares & Securities (Refer Annexure I) (As taken, valued and certified by Directors)	289,594	237,168
	<u>289,594</u>	<u>237,168</u>
(B) Sundry Debtors:		
(Unsecured and Considered Good)		
Debtors outstanding for a period exceeding six months.	-	4,147,130
Others	-	8,354,222
	<u>-</u>	<u>12,501,352</u>
(C) Cash & Bank Balances		
Cash Balance on hand	86,184	136,220
<u>Bank Balance with Scheduled Banks</u>		
- On Current Account	303,966	253,946
- On Deposit Account	5,000	5,000
	<u>395,150</u>	<u>395,166</u>
(D) Loans & Advances		
(Unsecured and Considered Good)		
Share Application Money	4,020,000	33,850,000
Advance against Land	69,000,000	146,340,000
Loans	-	117,976
Advances recoverable in cash or kind or for value to be received	2,230,407	154,764
Other Advances	3,819,419	-
Advance Tax & TDS	3,378,490	11,093,560
	<u>82,448,316</u>	<u>191,556,300</u>
Schedule "6" :- Current Liabilities & Provisions		
Current Liabilities		
Unclaimed Dividend	76,057	76,057
Other Liabilities	727,858	1,084,582
Provisions		
Provision for Taxation	3,149,000	9,393,546
Provision for Fringe Benefit Tax	207,000	180,000
	<u>4,159,915</u>	<u>10,734,185</u>

SUPREME HOLDINGS LTD.-CONSOLIDATED

SCHEDULES TO PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2009

Particulars	Year ended 31.03.2009 (Rs.)	Year ended 31.03.2008 (Rs.)
Schedule "7" :- Operating Income		
Interest [TDS Rs. Nil /- (P.Y Rs. 10,20,742/-)]	963,174	4,874,648
Finance Lease Charges	-	1,387,495
Dividends	107,095	190,740
Profit on Sale of Investments	-	17,501,276
Profit on dealing in Shares	3,003,063	-
	4,073,332	23,954,159
Schedule "8" :- Other Income		
Commission [TDS Rs.93,740/- (P.Y. Rs. Nil)]	910,096	-
Provision for Gratuity no longer required written back	322,475	-
Miscellaneous Income	28	13,195
	1,232,599	13,195
Schedule "9" :- Employee Costs		
Salaries and Bonus	680,280	777,882
Gratuity	20,000	93,600
	700,280	871,482
Schedule "10" :- Administrative & Other Expenses		
Rent, Rates & Taxes	125,000	125,000
Communication Costs	92,004	141,149
Travelling & Conveyance	19,892	169,965
Legal & Professional Charges	257,891	1,432,375
Motor Car Expenses	102,239	197,666
Directors' Sitting Fees	12,000	6,000
Office Expenses	13,230	23,129
Audit Fees	38,605	39,326
Repairs & Maintenance-Others	98,883	123,199
Bank Charges	2,236	-
Depository Charges	68,448	98,118
Insurance Premium (Keyman)	2,741,450	2,741,450
Securities Transaction Tax	-	34,731
Loss on Sale of Fixed Assets	-	12,986
Sales Tax	16,051	-
Printing and Stationery	27,346	-
Advertisements	35,935	-
Service Tax Receivable written off	48,142	-
Miscellaneous Expenses	240	152,630
Provision for diminution in value of Investments	-	596,356
	3,699,592	5,894,080

Schedule "11" :- Significant Accounting Policies and Notes forming parts of Accounts

A Significant Accounting Policies:

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

Basis of Preparation of Financial Statements

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

Company included in Consolidation

Helmet Traders Limited, a 100% Subsidiary.

Other Significant Accounting Policies

These are set out in the Notes to Accounts under the section "Significant Accounting Policies" of Supreme Holdings Ltd. & Helmet traders Ltd.

- Deferred Tax Assets for the current year amounting to Rs. 12, 06, 218/- (Previous Year Rs. 29, 17,298/-) has been recognized in the Profit & Loss Account. Net deferred tax assets balance as on 31.03.2009 comprises of:

Deferred Tax Liabilities/ (Assets)	Deferred Tax Liabilities/ (Assets) as at 1-4-2008 (Rs.)	Current year charge Liabilities/ (Assets) (Rs.)	Deferred Tax Liabilities/ (Assets) as at 31-3-2009 (Rs.)
Timing Difference on account of Depreciation on Owned Fixed Assets	(8,80,831)	1,07,921	(7,72,910)
Provision of Gratuity	(1,05,825)	(93,465)	(12,360)
Finance Lease Income	(66,98,883)	(10,04,832)	(56,94,051)
Total Deferred Tax Liabilities/(Assets)	(76,85,539)	(12,06,218)	(64,79,321)

In absence of virtual certainty of sufficient future taxable income, Deferred Tax Assets on Long Term Capital Loss has not been recognized by way of prudence in accordance with AS 22 'Accounting for Taxes on Income' issued by ICAI.

3. Payment to Auditors :

Particulars	2008 - 2009 (Rs.)	2007 - 2008 (Rs.)
Audit Fees	30,000	30,000
Tax Audit Fees	5,000	5,000
Service Tax	3,605	4,326
Total	38,605	39,326

- In the opinion of the Board, the Current Assets, Loans and Advances are approximately of the value stated as realisable in the ordinary course of business and the provisions of all known liabilities are adequate.
- During the year the Company has purchased Land at Panvel for a total consideration of Rs. 418.40 Lacs but the same is still not registered in the name of the Company.
- Liabilities in respect of gratuity are ascertained and provided on the basis and method as provided under "Payment of Gratuity Act" which is not in conformity with Accounting Standard (AS)15 (Revised 2005) Opinion Employee Benefits as issued by the Institute of Chartered Accountant of India which requires that Gratuity Liabilities to be provided for on the basis of actuarial valuation.
- The names of the Micro, Small and Medium Enterprises suppliers defined under "The Micro Small and Medium Enterprises Development Act, 2006" could not be identified, as the necessary evidence is not in the possession of the Company.

8. Earning Per Share:

Particulars	Year Ended 31.03.2009	Year Ended 31.03.2008
Weighted average number of equity shares of Rs. 10/- ea.ch :		
Number of shares at the beginning of the year	87,94,300	62,94,300
Number of shares at the end of the year	87,94,300	87,94,300
Weighted average number of Equity Shares outstanding during the year	87,94,300	75,78,453
Net profit after tax available for equity shareholders (Rs.)	(11,15,479)	1,55,16,452
Basic and diluted earning per share (Rs.)	(0.13)	2.07

8. Contingent Liabilities :

- Contingent Liability not provided for in books in respect of disputed Income Tax amounting to Rs. Nil/- (P.Y Rs. 48, 35,816/-).
 - Estimated amount of contracts remaining to be executed on capital account not provided for Rs. 110 Lacs (net of advances) (Previous Year Rs.110)
 - Corporate Guarantee given by M/s Helmet Traders Limited to Punjab National Bank for credit facilities of Rs. 130 Crores extended to Associate Concern Shriekha Trading Pvt. Ltd.
- The Balances and classification of Sundry Creditors and other liabilities shown in the Financial Statements are as per the ledgers and are subject to confirmation and consequent reconciliation and adjustment.
 - The quantitative information of Opening Stock, Purchases, Sales and Closing Stock of Shares & Securities is given below. Details regarding Closing Stock are annexed in "II" hereto.

Particulars	Quantity (nos.)	Amount (Rs.)
Opening Stocks	4,993 (39,993)	2,37,168 (8,51,418)
Purchases	Nil (Nil)	Nil (Nil)
Sales	Nil (35,000)	Nil (5,17,817)
Closing Stocks	4,993 (4,993)	2,89,594 (2,37,168)

11. Related Party Disclosures

List of related parties with whom transaction have taken place and relationship :

Sl. No.	Name of Related Party	Relationship
1	Vinod Kumar Jatia	Key Management Personnel
2	Ramesh Jatia	Relative of Key Management Personnel
3	Asian Hotels Limited	Entities Controlled by Key Management Personnel or their Relatives
4	Bell Ceramics Limited	
5	Subhakaran & Sons	
6	Dilshad Trading Co. Pvt.Ltd	
7	Royalways Trading & Investment Service Pvt. Ltd.	
8	Jatia Hotels & Resorts Pvt. Ltd.	
9	Makalu Trading Ltd.	

Transactions with the related parties during the year :

A. Loans granted/ taken

Nature of Transactions	(Amount in Rs.)	
	Entities controlled by Key Management Personnel or their Relatives	Total
Balance as on 1.4.2008	Nil (6,25,94,420)	Nil (6,25,94,420)
Granted	Nil (4,46,59,165)	Nil (4,46,59,165)
Recovered	Nil (10,72,53,585)	Nil (10,72,53,585)
Taken	Nil (Nil)	Nil (Nil)
Repaid	Nil (Nil)	Nil (Nil)
Balance as on 31.3.2009	Nil (Nil)	Nil (Nil)

B. Advances against Land

Nature of Transactions	(Amount in Rs.)	
	Entities controlled by Key Management Personnel or their Relatives	Total
Balance as on 1.4.2008	10,45,00,000 (Nil)	10,45,00,000 (Nil)
Granted	Nil (Nil)	Nil (Nil)
Converted to share application	3,55,00,000 (Nil)	3,55,00,000 (Nil)
Recovered	Nil (Nil)	Nil (Nil)
Balance as on 31.3.2009	6,90,00,000 (10,45,00,000)	6,90,00,000 (10,45,00,000)

C. Share Application Money

Nature of Transactions	(Amount in Rs.)	
	Entities controlled by Key Management Personnel or their Relatives	Total
Balance as on 1.4.2008	3,38,50,000 (Nil)	3,38,50,000 (Nil)
Granted	5,23,00,000 (3,65,50,000)	5,23,00,000 (3,65,50,000)
Recovered	61,30,000 (2,70,000)	61,30,000 (2,70,000)
Allotment of Shares	7,60,00,000 (Nil)	7,60,00,000 (Nil)
Balance as on 31.3.2009	40,20,000 (3,38,50,000)	40,20,000 (3,38,50,000)

D. Investments

Nature of Transactions	(Amount in Rs.)	
	Entities controlled by Key Management Personnel or their Relatives	Total
Balance as on 1.4.2008	1,61,59,060 (1,64,52,239)	1,61,59,060 (1,64,52,239)
Purchases during the year	Nil (Nil)	Nil (Nil)
Sales during the year	Nil (2,93,179)	Nil (2,93,179)
Balance as on 31.3.2009	(1,61,59,060)	(1,61,59,060)

E. Sundry Debtors / Other Receivables

Nature of Transactions	(Amount in Rs.)	
	Entities controlled by Key Management Personnel or their Relatives	Total
Balance as on 1.4.2008	15,600 (3,45,600)	15,600 (3,45,600)
Sales during the year	Nil (3,45,600)	Nil (3,45,600)
Realized during the year	15,600 (3,45,600)	15,600 (3,45,600)
Reimbursement of Expenses	2,02,956 (Nil)	2,02,956 (Nil)
Balance as on 31.3.2009	Nil (15,600)	Nil (15,600)

F. Income

(Amount in Rs.)

Nature of Transactions	Entities controlled by Key Management Personnel or their Relatives	Total
Profit on Sale of Shares	Nil (97,898)	Nil (97,898)
Interest	Nil (29,34,165)	Nil (29,34,165)
Dividend	1,07,095 (1,63,660)	1,07,095 (1,63,660)

G. Expenses

(Amount in Rs.)

Nature of Transactions	Entities controlled by Key Management Personnel or their Relatives	Total
Office Rent	120,000 (120,000)	120,000 (120,000)
Interest	Nil (Nil)	Nil (Nil)
Loss on Sale of Fixed Assets	Nil (12,986)	Nil (12,986)

- The Company has entered into MOU with two associate concerns for purchase of Land for its new business activity of development & running of Hotels & Resorts. An amount of Rs. 69,00,000/- (P.Y. 1,04,50,000/- Lacs) has been paid as advance for purchase of the said Land up to year-end. The land will be capitalized in the year in which the agreement will be executed. Capital commitments thereof being Rs. 110/- Lacs (net of advances).
- The Company has paid Rs. 40,20,000/- towards Share Application money to an associate concern, Jatia Hotels & Resorts Private Limited, the allotment of shares thereof pending up to 31st March, 2009.
- Previous year figures are regrouped and rearranged, wherever necessary, to make them comparable with those of the current year's figures.
- The Company has transferred the balance of Rs 80,06,095/- appearing in the Reserve Fund in terms of Section - 45 IC(1) of Reserve Bank of India Act, 1934 to General Reserve as the Company has deregistered itself as a NBFC during the previous year and the balance of the said Reserve Fund is no more required

For *Singrodia Goyal & Co.*

Chartered Accountants

Suresh Murarka

Partner

Mem No. 44739

Place : Mumbai

Date: 25th June 2009

For & on behalf of the Board

Vinod Jatia

Chairman & Managing Director

Prasanna Lodha

Director

Prateek Jatia

Director

Place : Mumbai

Date : 25th June 2009

**SUPREME HOLDINGS LTD.-CONSOLIDATED**

Schedules forming part of Accounts as on 31st March, 2009

Balance Sheet Abstract and Company's General Business Profile**I. Registration Details**

Registration No. : 11-26924 State Code : 11
 Balance Sheet Date : 31 3 2009
 Date Month Year

II. Capital raised during the year (Rs. in Thousands)

Public Issue Nil Rights Issue Nil
 Bonus Issue Nil Private Placement / Promoters Contribution Nil
 Call Unpaid Received Nil

III. Position of Mobilisation and Deployment of Funds (Rs. in Thousands)

Total Liabilities 220514 Total Assets 220514

Source of Funds

Paid-up Capital 87943 Reserves and Surplus 132571
 Share Application Money
 Secured Loans Nil Unsecured Loans Nil

Application of Funds

Net Fixed Assets 42903 Investments 92159
 Net Current Assets 78973 Misc. Expenditure Nil
 Accumulated Losses Nil Deferred Tax Assets 6478

IV. Performance of Company. (Rs. in Thousands)

Turnover and Income 5358 Total Expenditure 4705
 + - Profit/Loss Before Tax 653 Profit/Loss After Tax (1115)
 (Please tick appropriate box, + Profit, - for Loss)
 Earning Per Share in (Rs.) (0.13) Dividend Rate % Nil

V. Generic Names of Three Principal Products/Services of Company (As Per Monetary Terms)

Item Code No. (ITC Code) -
 Product Description

For **Singrodia Goyal & Co.**

Chartered Accountants

Suresh Murarka

Partner

Mem No. 44739

Place : Mumbai

Date: 25th June 2009

For & on behalf of the Board

Vinod Jatia

Chairman/Managing Director

Prasanna Lodha

Director

Prateek Jatia

Director

Annexure "I"**Details of Closing Stock of Shares and Securities**

Particulars	As at 31.03.2009			As at 31.03.2008	
	Qty	Cost	Market Value	Qty	Amount (Rs.)
Sakuma Export (Pt)	4,993	3,17,505	289,594	4,993	237,168
	4,993		289,594	4,993	237,168



SUPREME HOLDINGS LIMITED

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

PROXY FORM

I/we _____

of _____

being a Member / Members of SUPREME HOLDINGS LIMITED, hereby appoint _____

of _____

or failing him _____

of _____

as my/our Proxy to attend vote for me/us on my/our behalf at the 27th Annual General Meeting of the said Company to be held at The Registered Office : 1, Pearl Mansion (N), 91, M. Karve Road, Mumbai 400 020, on Friday, 25th September, 2009 at 3.00 p.m. or at any adjournment thereof.

Signed this _____ day of _____ 2009.

Folio No. _____ No. of Shares _____ DP ID★ _____ Client ID★ _____

Signature (s) of the Shareholder (s) _____

Affix
15 P.
Revenue
Stamp

N. B. (i) This Form must be deposited at the Registered Office of the Company, not later than 48 hours before the time of the meeting.

(ii) A PROXY NEED NOT BE A MEMBER.

★ Applicable for members holding shares in Electronic Form.

----- TEAR HERE -----



SUPREME HOLDINGS LIMITED

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

ATTENDANCE SLIP

I hereby record my presence at the 27th ANNUAL GENERAL MEETING of the Company to be held at the Registered Office : 1, Pearl Mansion (N), 91, M. Karve Road, Mumbai 400 020, on Friday, 25th September, 2009 at 3.00 p.m.

Full name of the Shareholder / Proxy
(in block letters) _____

Folio No. _____ No. of Shares _____ DP ID★ _____

Client ID★ _____

Signature of Shareholder / Proxy

★ Applicable for members holding shares in Electronic Form.

BOOK - POST

If undelivered Please return to :

SUPREME HOLDINGS LIMITED

1, Pearl Mansion (N),

91, M. Karve Road,

Mumbai - 400 020.