

**KHYATI SHAH & CO.
COMPANY SECRETARIES**

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**ANNUAL SECRETARIAL COMPLIANCE REPORT
for the financial year ended 31st March, 2021**

[Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

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

We, Khyati Shah & Co., Company Secretaries, have examined on test check basis:

- (a) all the documents and records made available to us and explanation provided by **Supreme Holdings & Hospitality (India) Limited** (hereinafter called "the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the financial year ended 31st March, 2021 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (e) Securities and Exchange Board of India (Depository and Participant) Regulations, 2018;
- (f) Securities and Exchange Board of India (Registrar to an issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

and based on the above examination, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 17(1)(c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Non compliance with the provisions of Regulation 17(1)(c) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for Board composition from April 1, 2020 till August 24, 2020.	The Board of Directors of the Listed entity did not Comprise of six Directors as required under Regulation 17(1)(c) of the Securities and Exchange Board of India (LODR) Regulations, 2015 for a period commencing from 1 st April, 2020 till 24 th August, 2020.

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	BSE Limited	The composition of the Board of Directors of the Company was not as per the requirements of the Regulation 17(1)(c) of SEBI (LODR) Regulations, 2015.	In view of the said non-compliance, BSE Limited imposed a monetary fine of Rs. 5,36,900/- for the quarter ended 30 th June, 2020 and by further email communication imposed monetary fine of Rs. 3,24,500/- for the quarter ended 30 th September, 2020.	The Company received an email dated 20 th August, 2020 from BSE Limited imposing a fine of Rs. 5,36,900/- for the violation of Regulation 17(1) of SEBI (LODR) Regulations, 2015 for the quarter ended 30 th June, 2020. The Company filed an appeal before the Securities Appellate Tribunal (SAT) and also wrote a letter on 26 th August, 2020 to BSE Limited for waiver of the said fine. The BSE Limited vide its email dated 6 th October, 2020, approved the Company's request for waiver of fine. In view of above waiver, SAT vide an order dated 7 th October, 2020 dismissed the appeal on the ground that it became infructuous. Thereafter, the Company received another email on 17 th November, 2020 from BSE Limited imposing a fine of Rs. 3,24,500/- for the violation of Regulation 17(1) of SEBI (LODR) Regulations, 2015 for the quarter ended 30 th September, 2020. The Company wrote a letter dated 19 th November, 2020 to BSE Limited for waiver of the said fine. The BSE Limited vide its email dated 23 rd June, 2021 approved the Company's request for waiver of fine.

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Not Applicable				

We would like to state that due to COVID-19 global pandemic and the lockdown imposed in the state, we have not been able to physically verify the records of the Company for the purpose of our current audit and have instead placed our reliance solely on the contents of electronically signed/ scanned copies of the records, documents, papers, information, explanation provided to us by the Company and its officers and agents in electronic form.

**For Khyati Shah & Co.,
Company Secretaries
Unique Code Number: S2010MH144700**

**Khyati Shah
Proprietor
FCS No.: 8686 CP No: 9574**

**UDIN: F008686C000518140
June 25, 2021, Mumbai**

ANNEXURE TO SECRETARIAL AUDIT REPORT

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

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

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

For Khyati Shah & Co.,
Company Secretaries
Unique Code Number: S2010MH144700

Khyati Shah
Proprietor
FCS No.: 8686 CP No: 9574

UDIN: F008686C000518140

June 25, 2021, Mumbai