

# BOOK POST

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**CHINRELLA HOTELS LIMITED**  
9, MANGOE LANE, 3RD FLOOR, KOLKATA : 700 001

# ANNUAL REPORT 2017-18

## **CHINRELLA HOTELS LIMITED**

9, MANGOE LANE, 3RD FLOOR, KOLKATA : 700 001

Phone : (033) 22481186

E-mail : [cindrela@bsnl.in](mailto:cindrela@bsnl.in)

[www.cindrellahotels.com](http://www.cindrellahotels.com)

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## **Board of Directors**

**Smt. Sangita Devi Baid**      **Chairman**  
**Sri Vivek Baid**              **Director**  
**Sri Rajendra Lakhota**      **Director**  
**Sri Sanjay Kumar Agarwal** **Director**

**Registered Office :**      **9, Mangoe Lane**  
   **3rd Floor, Kolkata - 700 001**

**Auditors :**                      **Avijit Dutta & Co.**  
   **Chartered Accountants, Siliguri**  
   **M. No. 067054**

**Bankers :**                        **AXIS Bank, Siliguri**  
   **State Bank of India, Siliguri**

**Hotel at :**                        **Sevoke Road, 3rd Mile**  
   **Siliguri - 734001**  
   **Dist. : Jalpaiguri**  
   **Tel : (0353-2547136)**  
   **Fax : (0353-2531173)**  
   **E-mail : cindrella@bsnl.in**

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## **CINDRELLA HOTELS LIMITED**

Regd Office: 9, Mangoe Lane, 3rd Floor, Kolkata-700 001  
Ph: 22481186, 22201338 E-mail: cindrela@bsnl.in  
CIN: L45203WB1986PLC040417

### NOTICE

To,  
The Shareholders,

NOTICE is hereby given that the 32nd Annual General Meeting of CINDRELLA HOTELS LTD. will be held at the office of the Company on Tuesday, the 25th day of September, 2018 at 10:30 am to transact the following business.

#### AS ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2018 and the Statement of Profit & Loss Account for the year ended on that date (Financial Statement) together with the Auditors and Directors report thereon.
2. To appoint a Director in place of Sri Vivek Baid (DIN 00437542) who retires by rotation and, being eligible, offers himself for re-appointment.

For & on behalf of the Board

Smt Sangita Devi Baid  
Chairman  
(DIN 00359298)

Sri Vivek Baid  
Director  
(DIN-00437542)

Place: Kolkata  
Dated: 6-8-2018

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## CINDRELLA HOTELS LIMITED

Regd Office: 9, Mangoe Lane, 3rd Floor, Kolkata-700 001  
Ph: 22481186, 22201338 E-mail: E-mail: cindrela@bsnl.in  
CIN: L45203WB1986PLC040417

### NOTES

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. The proxy form should, however, be deposited at the Registered Office of the Company not less than forty eight hours before the commencement of the meeting.

A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percentage of the total share capital of the Company carrying voting rights. A Member holding more than ten percentage of the total share capital of the company carrying voting right may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholders

2. The Register of Members & Share transfer Books of the Company will remain closed from 19th September, 2018 to 25th September, 2018 (Both days inclusive).
3. Members are requested to bring their copies of Annual Report to the meeting.
4. Members/body Corporate/Proxies should bring the attendance slip duly filled in for attending the meeting. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID number for easy identification of attendance at the meeting.
5. Members holding shares in physical form are requested to quote their folio number in the attendance slip.
6. Members are requested to notify any change in their address at the earliest quoting their registered folio number. Change of address in respect of shares held in demat form is required to be intimated to the Concerned Depository Participant.
7. Shareholders are requested to send all correspondence in respect of shares held by them to the Company's Registrars & Share Transfer Agents (RTA), viz NICHE TECHNOLOGIES PVT. LTD, D-511, Bagree Market, 5th Floor, 71, B.R.B. Basu Road, Kolkata 700001.
8. The equity shares of the Company have been activated for dematerialization on National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL).
9. Members who have multiple accounts in identical names or joint accounts in same order are requested to intimate the RTA enclosing their share certificates to consolidate all such holdings into one account to facilitate better service.
10. The Members seeking any information or clarification with regards to accounts or operation at the AGM are requested to write to the Company, at least seven days prior to the date of the meeting, so as to enable the management to keep the information ready.
11. VOTING THROUGH ELECTRONIC MEANS

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- III. The process and manner for remote e-voting are as under:
  - (i) The remote e-voting period commences on 22nd September, 2018 (10.00 am) and ends on 24th September, 2018 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 18th September, 2018, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
  - (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period
  - (iii) Click on "Shareholders" tab.
  - (iv) Now Enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
  - (v) Next enter the Image Verification as displayed and Click on Login.
  - (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
  - (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>● In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format
Bank Account Number (DBD)	Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio. <ul style="list-style-type: none"> <li>● Please Enter the DOB or Bank Account Number in order to Login.</li> <li>● If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction ( iv ).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company Name i.e. Cindrella Hotels Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take print out of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non - Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact them at 18002005533.
12. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at [cs.somenath@gmail.com](mailto:cs.somenath@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) on or before 24th September, 2018 upto 5.00 pm without which the vote shall not be treated as valid.
13. The voting rights of shareholders shall be in proportion to their shares of the paid up

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equity share capital of the Company as on the cut-off date of 18th September, 2018. A person who is not a member as on cut off date should treat this notice for information purpose only.

14. The notice of the Annual General Meeting will be sent to the members, whose names appear in the register of members / beneficial owners position list provided by depositories as at closing hours of business on 21st July, 2018.
15. The shareholders shall have one vote per equity share held by them as on the cut-off date of 18th September, 2018. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
16. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 18th September, 2018 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
17. Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
18. Investors who became members of the Company subsequent to the dispatch of the Notice/ Email and hold the shares as on the cut-off date i.e. 18th September, 2018 are requested to send the written / email communication to the Company at cindrella@bsnl.in by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
19. Shri Somnath Ganguly, Practicing Company Secretary (Membership No. ACS 12702) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 3 days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
20. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website <http://cindrellahotelsltd.com> and on the website of CDSL. The same will be communicated to the stock exchanges where the company shares are listed viz. The BSE Limited and The Calcutta Stock Exchange Limited.

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## CINDRELLA HOTELS LIMITED

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Ph: 22481186, 22201338 E-mail: cindrella@bsnl.in  
CIN: L45203WB1986PLC040417

### DETAILS OF DIRECTOR(S) SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

Name of Director	VIVEK BAID
DIN	DIN 00437542
Date of Birth	25/11/1971
Date of Appointment/Reappointment	04/07/2012
Qualification	N.A.
Expertise in specific functional Area	Promoter Director - More than 20 years experience in Company management processes and administration.
List of Public Ltd. Companies (in India) in which outside Directorships held	4 (Four) Cindrella Financial Services Ltd. Arrow Hotel and Resorts Ltd. Cindrella Tea Ltd. Sagarmal Dhanraj Ltd.
Membership/Chairmanships of Committees of other Public Companies (includes only Audit Committee and Stakeholders Relationship Committee) Cindrella Hotels Ltd.	1
No. of shares held in the Company including those by relative(s)	688431

## CINDRELLA HOTELS LIMITED DIRECTORS' REPORT

To  
The Members  
Your directors hereby present the 32nd Annual Report together with Audited Accounts of the Company for the year ended 31st March, 2018.

### FINANCIAL SUMMARY OR PERFORMANCE OF THE COMPANY

FINANCIAL RESULTS	Rs. in Lacs		
	YEAR ENDED 31.03.2018	YEAR ENDED 31.03.2017	
Revenue from operations	462.35	417.69	
Other Income	0.51	0.37	
Total Revenue from operations	462.86	418.06	
Profit before Financial Expenses, Preliminary expenses, Depreciation and Taxation	92.47	88.51	
Less: Financial expenses	3.68	3.03	
Operating profit before Preliminary expenses, Depreciation & Taxation	88.79	85.48	
Less: Depreciation & Preliminary expenses written off	52.84	52.31	
Less: Provision for Taxation			
	Current Year	10.44	12.12
	Deferred	-1.89	-5.96
	Earlier Years	-	-
Profit after Taxation	27.40	27.01	

### OPERATIONS

The Company's total revenue is Rs. 462.35 lacs for the year ended March 31, 2018 as compared to Rs. 417.69 lacs for the year ended March 31, 2017.

The Company's profit after tax is Rs. 27.40 lacs for the year ended March 31, 2018 as compared to Rs. 27.01 lacs.

### DIVIDEND

The Board of Directors of your Company has not recommended any dividend for the financial year 2017-18.

### TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid in the last financial year.

### MEETINGS OF THE BOARD OF DIRECTORS:

The Board of Directors met 4 (Four) times during the year under review as follows:

Date	No. of Directors present
30/05/2017	3
14/08/2017	3
14/11/2017	3
14/02/2018	3

As required, the gap between two Board meetings did not exceed 120 (one hundred and twenty) days.

### INDEPENDENT DIRECTORS' MEETING

During the year under review, the Independent Directors met on 30th May, 2017 and 14th November, 2017 and reviewed the performance of the Board and assessed the processes in place for flow of information between various personnel and the Board.

### PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

There was no loan, guarantee or investment made by the Company under Section 186 of the Companies Act, 2013 during the year under review and hence the said provision is not applicable.

### RELATED PARTY TRANSACTION:

All the related party transactions entered into during the financial year were on an arm's length basis and were in the ordinary course of business. Your Company had not entered into any transactions with related parties which could be considered material in terms of Section 188 of the Companies Act, 2013. Accordingly, the disclosure of related party transactions as required under Section 134(3)(h) of the Companies Act, 2013 in Form AOC 2 is not applicable. The details in this respect are included in the Secretarial Audit Report, which forms part of this report.

### MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

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

### STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY

The particulars in respect of Risk Management Policy are included in the Corporate Governance Report, which forms part of this report.

### DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

Your Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

MANAGEMENT DISCUSSION AND ANALYSIS AND CORPORATE GOVERNANCE REPORT  
The Management Discussion and Analysis is provided later and forms part of this Annual Report.

As per Regulation 15(2) of Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the requirements regarding disclosures with respect to Corporate Governance and the Declaration signed by the chief executive officer stating that the members of board of directors and senior management personnel have affirmed compliance with the code of conduct of board of directors and senior management and the Compliance certificate from either the auditors or practicing company secretaries regarding compliance of conditions of corporate governance to be annexed with

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the directors' report do not apply to your Company. However, a separate report on Corporate Governance is furnished pursuant to the Company's desire to continue to follow proper Corporate Governance policies.

**EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS**

There was no qualification, reservation or adverse remark made by the Statutory Auditors and/or the Secretarial Auditor in their respective reports. The emphasis of matter in the Secretarial Audit Report has been clarified below in this report.

**COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, REMUNERATION AND DISCHARGE OF THEIR DUTIES**

The Nomination and Remuneration Committee of the Company constituted as per provisions of Section 178(1) of the Companies Act, 2013 oversees matters relating to the same.

**EXTRACT OF ANNUAL RETURN**

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in MGT 9 is annexed as Annexure 1.

**DIRECTORS**

During the year under review, in accordance with the provisions of section 152 (5) of the Companies Act, 2013 read with the Articles of Association of the company, Sri Vivek Baid is liable to retire by rotation and being eligible your Board recommends his re-appointment.

As per Regulation 15(2) of Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions regarding the composition of the Board of Directors and the constitution and composition of various Committees of the Board inter alia shall not apply to your Company. The existing Committees of the Board remain as they are in compliance with the provisions of the Companies Act, 2013.

The Independent Directors have given declarations to the Company regarding fulfillment of criteria of independence as required under the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**OTHER BOARD MATTERS**

Particulars relating to company's policy on directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under sub-section (3) of section 178 and those indicating the manner in which formal annual evaluation has been made by the Board of its own performance and that of its committees and individual directors and details of the various committees of the Board are given in the Corporate Governance Report and forms part of this report. None of the Directors are in receipt of any remuneration from the Company.

**INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The company's internal control systems are commensurate with the nature of its business and the operations.

**SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES**

The Company does not have any Associates, Subsidiaries and Joint Ventures.

**AUDITORS**

The Statutory Auditors of the Company Avijit Dutta & Co., Chartered Accountants, Siliguri (FRN 326719E) who were appointed at the last AGM for a term of 5 years to hold office with effect from 01.04.2017 up to 31.3.2022 to hold office upto the conclusion of the Annual General

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Meeting for the year ended 31.03.2022 shall continue in office as Statutory Auditors of the Company.

The notes on account referred to in the Auditor's Report are self explanatory and therefore do not call for any further comments u/s 134 of the Companies Act, 2013.

**DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE AND PROVIDING VIGIL MECHANISM**

The particulars in respect of the above are included in the Corporate Governance Report, which forms part of this report.

**SECRETARIAL AUDITOR**

The Board has appointed Sri Somnath Ganguly, Company Secretary in Whole-time Practice under the provisions of section 204 of the Companies Act, 2013 and the Rules made thereunder to carry out the Secretarial Audit for the year ended 31st March, 2018. The report of the Secretarial Auditor is enclosed to this report as Annexure B. This report contains emphasis of matter regarding Key Managerial Personnel.

**Company's clarification:**

The Directors are presently fulfilling this role and the Company is in the process of re-designating its Directors accordingly. The Company is not able to identify a suitable candidate for the post of full time Company Secretary willing to join service as per the Company's terms. However, the Company is making sincere efforts towards this end.

**PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES**

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, none of the employees are in receipt of the remuneration which is in excess of the limits as specified in the regulation.

Disclosures pertaining to remuneration and other details as required under Section 197(12) read with Rule 5(1) of Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 are enclosed to this report. The Company does not have designated KMP as such and the non-executive Directors supervise the working of the Company.

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

Your Company remains committed towards maintaining itself as an energy-efficient and environment friendly enterprise and continues to work on implementation of various measures regarding the same.

The company earns all its foreign exchange from Darjeeling and Bhutan Tours which is received in Indian currency by the company.

**GENERAL**

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Details relating to deposits covered under Chapter V of the Act.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (including sweat equity shares) to employees of the Company under any scheme and ESOS referred to in this Report.
4. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

**PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE**

Your Directors further state that during the year under review there were no complaints related to sexual harassment received by its Internal Complaints Committee, constituted pursuant to

the requirements of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, which is responsible for redressal of complaints related to sexual harassment.

#### DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirements under Section 134(5) of the Companies Act, 2013, with respect to the Directors' Responsibilities Statement, it is hereby confirmed that;

- i) in the preparation of the annual accounts for the financial year ended March 31, 2018, the applicable Accounting Standards have been followed along with proper explanations relating to material departures;
- ii) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2018 and of the profit or loss of the Company for the said period;
- iii) that the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) the directors had prepared the annual accounts for the financial year ended March 31, 2018 on a "going concern" basis;
- v) they have laid down internal financial controls in the company that are adequate and were operating effectively and
- vi) they have devised proper systems to ensure compliance with the provisions of all applicable laws and these are adequate and are operating effectively.

#### ACKNOWLEDGEMENT:

Your Directors acknowledge the co-operation extended by the various Government Authorities, Bankers, Business Associates, Members and Guests. Your Directors also place on record their sincere appreciation of the services rendered by the employees at all levels.

For & on behalf of the Board

Smt Sangita Devi Baid  
Chairman  
(DIN 00359298)

Sri Vivek Baid  
Director  
(DIN-00437542)

Place: Siliguri

Dated: 30th May, 2018

Registered Office:

9, Mangoe Lane, Kolkata-700001.

ANNEXURE - A

### FORM NO. MGT 9 EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2018

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

#### I. REGISTRATION & OTHER DETAILS:

1.	CIN	L45203WB1986PLC040417
2.	Registration Date	27-03-1986
3.	Name of the Company	CINDRELLA HOTELS LTD
4.	Category/Sub-category of the Company	Company Limited by shares / Indian Non-Government company
5.	Address of the Registered office & contact details	9, Mangoe Lane, 3rd Floor Kolkata 700001 Ph: 033-22201338, 22481186
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Niche Technologies Pvt Ltd D-511, 71, BRB Basu Road Bagree Market Kolkata 700001 Ph. 033-2235-7271 Fax: 033-22156823

#### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Sales (Food & Beverages etc)	55209	32.70%
2	Room Rent	55109	48.20%

#### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

Sl. No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held in the associate	Applicable Section
Nil					



III. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. PROMOTERS									
(1) Indian									
a) Individual / HUF	1074764	720	1075484	29.875	1074764	720	1075484	29.875	0.000
b) Centran Government									
c) State Government									
d) Bodies Corporate	1118439	0	1118439	31.068	1118439	0	1118439	31.068	0.000
e) Banks / Financial Institutions									
f) Any Other									
Sub-total (A)(1)	2193203	720	2193923	60.942	2193203	720	2193923	60.942	0.000
(2) Foreign									
a) NRIs - Individuals									
b) Other - Individuals									
c) Bodies Corporate									
d) Banks / Financial Institutions									
e) Any Other									
Sub-total (A)(2)	0	0	0	0.000	0	0	0	0.000	0.000
Total Shareholding of Promoter (A) = (A)(1)+(A)(2)	2193203	720	2193923	60.942	2193203	720	2193923	60.942	0.000
B. PUBLIC SHAREHOLDING									
(1) Institutions									
a) Mutual Funds									
b) Banks / Financial Institutions									
c) Central Governments									
d) State Governments									
e) Venture Capital Funds									
f) Insurance Companies									
g) Foreign Institutional Investors (FII)									
h) Foreign Venture Capital Funds									
i) Others (Specify)									
Sub-total (B)(1)	0	0	0	0.000	0	0	0	0.000	0.000

(2) Non-Institutions										
a) Bodies Corporate										
i) Indian	608654	2700	611354	16.982	608469	2700	611169	16.977	-0.005	
ii) Overseas										
b) Individuals										
i) Individual shareholders holding nominal share capital upto Rs 1 lakh	191615	429976	621591	17.266	187011	422876	609887	16.941	-0.325	
ii) Individual shareholders holding nominal share capital in excess of Rs 1 l	171202	0	171202	4.756	183467	0	183467	5.096	0.340	
c) Others Specify										
1. NRI	271	0	271	0.008	271	0	271	0.008	0.000	
2. Overseas Corporate Bodies										
3. Foreign Nationals										
4. Clearing Members	1659	0	1659	0.046	1283	0	1283	0.036	-0.010	
5. Trusts										
6. Foreign Bodies - D.R.										
Sub-total (B)(2)	973401	432676	1406077	39.058	980501	425576	1406077	39.058	0.000	
Total Public Shareholding (B) = (B)(1)+(B)(2)	973401	432676	1406077	39.058	980501	425576	1406077	39.058	0.000	
C. Shares held by Custodian for GDRs & ADRs										
GRAND TOTAL (A+B+C)	3166604	433396	3600000	100.000	3173704	426296	3600000	100.000	0.000	

ii.) Shareholding of Promoter-

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% of change in shareholding during the year
		No. of Shares	% of total shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total shares of the company	% of Shares Pledged/ encumbered to total shares	
1	CINDRELLA FINANCIAL SERVICES LTD	1118439	31.068	0.000	1118439	31.068	0.000	0.000
2	RAJENDRA LAKHOTIA	10	0.000	0.000	10	0.000	0.000	0.000
3	SANGITA DEVI BAID	126010	3.500	0.000	126010	3.500	0.000	0.000

4	SURAJ KUNDALIA	10	0.000	0.000	10	0.000	0.000	0.000
5	VENUS BAID	88459	2.457	0.000	88459	2.457	0.000	0.000
6	VIVEK BAID	860995	23.917	0.000	860995	23.917	0.000	0.000
	<b>TOTAL</b>	<b>2193923</b>	<b>60.942</b>	<b>0.000</b>	<b>2193923</b>	<b>60.942</b>	<b>0.000</b>	<b>0.000</b>

**iii.) Change in Promoters' Shareholding (please specify, if there is no change)  
(No change during the year)**

Sl No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	CINDRELLA FINANCIAL SERVICES LTD				
	a) At the Beginning of the Year	1118439	31.068		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			1118439	31.068
2	RAJENDRA LAKHOTIA				
	a) At the Beginning of the Year	10	0.000		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			10	0.000
3	SANGITA DEVI BAID				
	a) At the Beginning of the Year	126010	3.500		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			126010	3.500
4	SURAJ KUNDALIA				
	a) At the Beginning of the Year	10	0.000		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			10	0.000
5	VENUS BAID				
	a) At the Beginning of the Year	88459	2.457		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			88459	2.457
6	VIVEK BAID				
	a) At the Beginning of the Year	860995	23.917		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			860995	23.917
	<b>TOTAL</b>	<b>2193923</b>	<b>60.942</b>	<b>2193923</b>	<b>60.942</b>

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

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	AMARSINGH BHANSALI				
	a) At the Beginning of the Year	6903	0.192		
	b) Changes during the year				
	Date Reason				
	07/04/2017 Transfer	174	0.005	7077	0.197
	23/06/2017 Transfer	156	0.004	7233	0.201
	21/07/2017 Transfer	3955	0.110	11188	0.311
	28/07/2017 Transfer	299	0.008	11487	0.319
	04/08/2017 Transfer	366	0.010	11853	0.329
	18/08/2017 Transfer	60	0.002	11913	0.331
	08/09/2017 Transfer	250	0.007	12163	0.338
	27/10/2017 Transfer	50	0.001	12213	0.339
	17/11/2017 Transfer	47	0.001	12260	0.341
	24/11/2017 Transfer	5	0.000	12265	0.341
	c) At the End of the Year			12265	0.341
2	ARROW HOTELS AND RESORTS LTD				
	a) At the Beginning of the Year	235000	6.528		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			235000	6.528
3	CINDRELLA TEA LIMITED				
	a) At the Beginning of the Year	332400	9.233		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			332400	9.233
4	DEEPIKA KOTHARI				
	a) At the Beginning of the Year	50400	1.400		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			50400	1.400
5	HARSHA HITESH JAVERI				
	a) At the Beginning of the Year	29911	0.831		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			29911	0.831
6	HITESH RAMJI JAVERI				
	a) At the Beginning of the Year	37657	1.046		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			37657	1.046

7	INTELLIGENT MONEY MANAGERS PVT LTD				
	a) At the Beginning of the Year	13308	0.370		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			13308	0.370
8	SAGAR MUKESH CHOKSI				
	a) At the Beginning of the Year	6970	0.194		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			6970	0.194
9	SAGARMAL DHANRAJ LIMITED				
	a) At the Beginning of the Year	19464	0.541		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			19464	0.541
10	SAPNA KOCHAR				
	a) At the Beginning of the Year	14500	0.403		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			14500	0.403
11	SNEHALATHA SINGHI				
	a) At the Beginning of the Year	38734	1.076		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			38734	1.076
	<b>TOTAL</b>	<b>785247</b>	<b>21.812</b>	<b>790609</b>	<b>21.961</b>

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

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	SANGITA DEVI BAID				
	At the beginning of the year	126010	3.50		
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No change during the year			
	At the end of the year			126010	3.50
2	VIVEK BAID				
	At the beginning of the year	860995	23.917		

	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No change during the year			
	At the end of the year			860995	23.917

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
(i) Principal Amount	23,19,688.37	-	-	23,19,688.37
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>23,19,688.37</b>	<b>-</b>	<b>-</b>	<b>23,19,688.37</b>
Change in Indebtedness during the financial year				
Addition	15,29,956.00	27,28,425.00	-	15,29,956.00
Reduction	-	27,28,425.00	-	-
Net Change	5,29,956.00	-	-	15,29,956.00
	Secured Loans excluding deposit	Unsecured Loans	Deposit	Total Indebtedness
<b>Indebtedness at the end of the financial year</b>				
(i) Principal Amount	38,49,644.37	-	-	38,49,644.37
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>38,49,644.37</b>	<b>-</b>	<b>-</b>	<b>38,49,644.37</b>

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

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

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
		----	----	----	---	---
1	Gross salary	----	----	----	---	---
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	----	----	----	---	---
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	----	----	----	---	---

	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	----	----	----	---	---
2	Stock Option	----	----	----	---	---
3	Sweat Equity	----	----	----	---	---
4	Commission - as % of profit - others, specify...	----	----	----	---	---
5	Others, please specify	----	----	----	---	---
	Total (A)	----	----	----	---	---
	Ceiling as per the Act	----	----	----	---	---

Note: No Remuneration was taken by MD/WTD/ Manager and sitting fees were waived.  
B. Remuneration to other directors

SN.	Particulars of Remuneration	Name of Directors				Total Amount
		----	----	----	---	
1	Independent Directors	----	----	----	---	----
	Fee for attending board committee meetings	----	----	----	---	----
	Commission	----	----	----	---	----
	Others, please specify	----	----	----	---	----
	Total (1)	----	----	----	---	----
2	Other Non-Executive Directors	----	----	----	---	----
	Fee for attending board committee meetings	----	----	----	---	----
	Commission	----	----	----	---	----
	Others, please specify	----	----	----	---	----
	Total (2)	----	----	----	---	----
	Total (B)=(1+2)	----	----	----	---	----
	Total Managerial Remuneration	----	----	----	---	----
	Overall Ceiling as per the Act	----	----	----	---	----

Note: No Remuneration was taken by any of the Other Directors and sitting fees were waived.

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

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary	----	----	----	---
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	----	----	----	---
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	----	----	----	---
	(c) Profits in lieu of salary under section				

	17(3) Income-tax Act, 1961	----	----	----	---
2	Stock Option	----	----	----	---
3	Sweat Equity	----	----	----	---
4	Commission - as % of profit others, specify...	----	----	----	---
5	Others, please specify	----	----	----	---
	Total	----	----	----	---

Note: No Remuneration was taken by any of the Key Managerial Personnel.?

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment	N.A.	N.A.	N.A.	N.A.	N.A.
Compounding	N.A.	N.A.	N.A.	N.A.	N.A.
<b>B. DIRECTORS</b>					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment	N.A.	N.A.	N.A.	N.A.	N.A.
Compounding	N.A.	N.A.	N.A.	N.A.	N.A.
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment	N.A.	N.A.	N.A.	N.A.	N.A.
Compounding	N.A.	N.A.	N.A.	N.A.	N.A.

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**ANNEXURE - B TO THE DIRECTORS' REPORT**  
**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**

for the financial year ended 31st March, 2018  
[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies  
(Appointment and Remuneration Personnel) Rules, 2014]

To,  
The Shareholders  
CINDRELLA HOTELS LIMITED.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by CINDRELLA HOTELS LIMITED (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on the above and my verification of the books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2018 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended 31st March, 2018 according to the provisions of:

- (i) The Companies Act, 2013 and the Rules made there under and the Companies Act, 1956 and the Rules made there under to the extent applicable.
- (ii) The Securities Contracts (Regulation) Act, 1956 and the Rules made thereunder.
- (iii) The Depositories Act, 1996 and the Regulations and Bye-Laws framed thereunder.
- (iv) The Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.
- (v) The following Regulations and Guidelines prescribed under Securities and Exchange Board of India Act, 1992 to the extent applicable to the Company:
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not applicable to the Company during the Audit Period).
  - d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (Not applicable to the Company during the Audit Period).
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Company during the Audit Period).
  - f. The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding Companies Act and dealing with client.
  - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable to the Company during the Audit Period).
  - h. The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 (Not applicable to the Company during the Audit Period).

- i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (vi) The following laws, regulations, directions, orders applicable specifically to the Company as per information and licenses furnished/shown by the management:
  1. Sarais Act, 1867;
  2. Food Safety and Standards Act, 2006 and Food Safety and Standards Rules, 2011.
  3. West Bengal Entertainment and Luxuries (Hotels and Restaurants) Tax Act, 1972.
  4. West Bengal Sales Tax Act, 1994.
  5. Bengal Excise Act, 1909 and West Bengal Excise Foreign Liquor Rules 1998.
  6. The West Bengal Fire Services Act, 1950 and The West Bengal Fire Services (Fire License) Rules, 2004.

SOMNATH GANGULY  
COMPANY SECRETARY  
ACS: 12702 / C P NO.: 4663?

I have also examined compliance with the applicable clauses of the following:

- i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii) The Listing Agreements entered into by the Company with the BSE Limited and The Calcutta Stock Exchange Limited.

On the basis of the information and explanation provided, the Company had no transaction during the period under Audit requiring the compliance of the applicable provisions of the Act / Regulations / Directions/ Guidelines as mentioned above in respect of:

Provisions of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999.

Emphasis of matter:

The Company does not have the requisite Key Managerial Personnel (KMP) stipulated by the provisions Section 203 of the Act.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There were no changes in the composition of the Board of Directors the Audit period.

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

Decisions at the Board Meetings and Committee Meetings were carried through on the basis of majority as recorded in the minutes of the meetings. There were no dissenting views recorded by any of the Directors during the Audit period.

There were no instances of:

- (a) Decisions taken by the Members in pursuance to Section 180 of the Companies Act, 2013.
- (b) There were no instances of Merger / amalgamation / reconstruction etc.

No prosecution was initiated and no fines or penalties were imposed during the Audit period

under the Act, SEBI Act, SCRA, Depositories Act, Listing Agreement and Rules, Regulations and Guidelines framed under these Acts against / on the Company, its Directors and Officers.

I further report that during the audit period, there were no specific events / actions having a major bearing on the Company's affairs in pursuance of the laws, rules, regulations, guidelines, standards, etc, referred to above.

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

SOMNATH GANGULY  
COMPANY SECRETARY  
ACS: 12702 / C P NO.: 4663

Place :SILIGURI  
Date : 06-08-2018.

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

Annexure A

To,  
The Members  
Cindrella Hotels Limited  
Kolkata.

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

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

SOMNATH GANGULY  
COMPANY SECRETARY  
ACS: 12702 / C P NO.: 4663

Place :SILIGURI  
Date : 06-08-2018.

Disclosures pertaining to remuneration and other details as required under Section 197(12) read with Rule 5(1) of Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014

Sl. No.	Name of the Director/KMP	Remuneration of and Designation Director/KMP for financial year 2017- 18 (Rs In lakhs)	% Increase in Remuneration in the Financial year 2017- 18	Ratio of remuneration of each director/ median remuneration of employees	Comparison of the Remuneration of the KMP against the performance of the Company
1	Sangita Devi Baid	--	--	--	--
2	Vivek Baid	--	--	--	--

Note: No Remuneration was taken by any of the Directors and sitting fees were waived therefore in view of the above therefore comparison for increase in remuneration and all other parameters in this regard are not applicable.

The Nomination and Remuneration Committee follows the Policy formulated for identifying persons who are qualified to become Directors as per the terms of reference set out in the Corporate Governance Report. However, none of this is applicable at present since the Company does not need to pay any remuneration to any of its Directors and does not have any Managing/ Whole-time/Executive Director or Key Managerial Personnel.

Since the Company has no permanent employee disclosures in this respect are also not applicable at present.

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**CINDRELLA HOTELS LIMITED**  
**MANAGEMENT DISCUSSIONS AND ANALYSIS**

**INDUSTRY STRUCTURE AND DEVELOPMENTS:**

Cindrella Hotels Limited is a listed entity involved in hospitality, travel and tourism sector and operating a hotel of considerable repute at Siliguri in north Bengal and its sphere of business activities also encompassing Darjeeling district, state of Sikkim and Bhutan. A portion of its revenues also comes from sale of food and beverages at its restaurant. It is also engaged in the business of selling tour packages to both domestic and international travelers.

**OPPORTUNITIES AND THREATS:**

Growth in business was quite encouraging during the year under reporting. Tourist footfall increased considerably during the last year and at the time of this reporting the trend for the current year also looks promising. However, the threat of landslides/earthquakes remains imminent though being considered as possible occurrences not affecting the industry till the actual happening. The Company is taking advantage of the increased tourist interest by developing/offering attractive travel packages at lucrative rates for both domestic and foreign visitors. The Company has recently finalized the sale of the entire land along with buildings thereon pertaining to the incomplete Chalsa project. The transaction is under process and approval from concerned Government authority is awaited.

**SEGMENT-WISE PERFORMANCE:**

This is not applicable in the area of operations of your company.

**OUTLOOK:**

The outlook of the Industry has shown positive growth trends due increase of travelers/tourists in travelling to, and tourism visits in, this region. Increased stress on tourism by the Central and State Governments and special initiatives taken has led to an increase in hotel occupancy rates. The performance of the Hotel Industry has improved overall and better performance is expected in the coming year.

**RISKS AND CONCERNS:**

The company's objectives, projections, estimates and expectations as stated herein are in the nature of 'forward looking statements' within the meaning applicable under the securities laws and regulations. As 'forward looking statements' are based on certain assumptions and expectations of future events over which the company exercises no control, the company cannot guarantee their accuracy nor can it warrant that the same will be realized by the company. Actual results could differ materially from those expressed or implied. Significant factors that could make a difference to the company's operations include domestic and international economic and political conditions affecting the industry, changes in foreign exchange rates, government regulations, tax regimes and other statutes.

**INTERNAL CONTROL SYSTEMS AND ADEQUACY :**

The Company has proper internal controls systems and its adequacy has been reported by its auditors in their report.

The company's internal control systems are commensurate with the nature of its business and the operations. Systems have been put in place to ensure that all the assets of the Company are safeguarded and protected against any loss and that all the transactions are properly authorized, recorded and reported. The Board duly considers and takes appropriate action on the recommendations made by the statutory auditors and the independent Audit Committee of the Board of Directors.

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**FINANCIAL PERFORMANCE REVIEW**

**Revenue**

The Company's total revenue is Rs. 462.35 lacs for the year ended March 31, 2018 as compared to Rs. 417.69 lacs for the year ended March 31, 2017.

**Expenditure**

The Company's total expenditure increased to Rs. 426.91 lacs for the year ended March 31, 2018 from Rs. 384.89 lacs in comparison to the year ended March 31, 2017.

**Interest**

Interest expenses stood at Rs.3.68 lacs (previous year figure was Rs. 3.03 lacs).

**Profit after tax**

The Company's profit after tax is Rs. 27.01 lacs for the year ended March 31, 2018 as compared to Rs. 22.92 lacs for the year ended March 31, 2017.

**EPS**

The earnings per share for the current year stood at Rs. 0.76 as compared to Rs. 0.64 per equity share of Re.10/- each in the previous year.

**DEVELOPMENTS IN HUMAN RESOURCES AND INDUSTRIAL RELATIONS :**

The industrial relations climate of the company continues to remain harmonious and cordial with focus on improving productivity, quality and safety.

For & on behalf of the Board

Smt Sangita Devi Baid  
Chairman  
(DIN 00359298)

Sri Vivek Baid  
Director  
(DIN-00437542)

Place: Siliguri

Dated: 30th May, 2018.

Registered Office:

9, Mangoe Lane, Kolkata-700001.

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## CINDRELLA HOTELS LIMITED

The Directors present the Company's Report on Corporate Governance.

### Company's Philosophy & Corporate Governance.

The Company strives to follow the best corporate governance practices in order to foster a culture of compliance and obligation in the organization. The Company is in compliance with the provisions of Corporate Governance specified in the Listing Agreements with the Bombay Stock Exchange Limited and The Calcutta Stock Exchange Limited. The Company is committed to meet the expectations of all its stakeholders as a responsible corporate citizen.

### Board of Directors

The Board of Directors of the Company presently comprises of 4 Directors, 2 Non-Executive Directors (including 1 who is the Chairman of the Company) and 2 Independent Directors.

The Directors possess experience and specialization in diverse fields, such as project management, legal, banking, finance, administration, etc.

The composition of the Board and category of Directors are as follows:

Category	Name of Directors	Designation	No. of Shares held as on 31st March,2017
Chairman & Non Executive Director	Sangita Devi Baid	Director	36100
Other Non-Executive Directors	Vivek Baid Rajendra Lakhotia Sanjay Kr. Agarwal	Director Director Director	594051 10 0

### Availability of information to the members of the Board

The Board has quick and comprehensive access to information about the Company. The Board periodically reviews status of compliance of all laws applicable to the Company as well as steps taken to rectify instances of non-compliance.

### Mechanism for Evaluation of Board

Evaluation of all Board members is done on an annual basis. The evaluation is done by the Board with specific focus on the performance and effective functioning of the Board and individual Directors and the criteria for evaluation of Board of Directors as a whole or for Individual Directors are considered optimum and are being continued without any changes thereto.

### Audit Committee

The Audit Committee of the Company presently comprises 3 Directors, 1 Non-Executive Directors and 2 Independent Directors. During the year under review, the Committee met 4 times on the dates on which the Board meetings were held and all members of the said Committee attended the meetings.

### Nomination and Remuneration Committee

The Committee presently comprises 3 Directors, 1 Non-Executive Directors and 2 Independent Directors. During the year under review, the Committee met 4 times on the dates on which the Board meetings were held and all members of the said Committee attended the meetings.

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### Stakeholders' Relationship Committee

The Committee presently comprises of one Independent Director and two Non-Executive Directors. During the year under review, the Committee met 4 times on the dates on which the Board meetings were held and all members of the said Committee attended the meetings.

### Company's Policy On Directors' Appointment And Remuneration Including Criteria For Determining Independence

Your Company recognizes the importance of aligning the business objectives with specific and measurable individual objectives and targets. Therefore the Company continues to adhere to the remuneration policy formulated for its directors, key managerial personnel and other employees keeping in view the following objectives:

- Ensuring that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate, to run the company successfully.
- Ensuring that relationship of remuneration to performance is clear and meets the performance benchmarks.
- Ensuring that remuneration involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the company and its goals.

Likewise recognizing the importance of Independent Directors in achieving the effectiveness of the Board your Company retains the policy formulated in this regard.

The Independent Directors shall abide by the "Code for Independent Directors" as specified in Schedule IV to the Companies Act, 2013.

### Other directorships / committee memberships

The Board members have adequate time and expertise and experience to contribute to effective Board performance.

The Directorships/Memberships of the Board members in the Boards / various Committees of the Board of other companies are within the limits specified in this regard.

Mr. Abhijit Dutta, the Compliance Officer of the Company regularly interacts with Registrar and Share Transfer Agents (RTA) to ensure that the complaints/grievances of the Shareholders/ Investors are attended to without any delay and where deemed expedient, the complaints/grievances are referred to the Chairman of the Committee or discussed at its meetings.

No Shareholders' complaints were reported and no complaints are pending at the end of the financial year 2017-2018.

- |     |                                |                   |
|-----|--------------------------------|-------------------|
| (a) | Compliance Officer             |                   |
|     | Name of the Compliance Officer | Mr. Abhijit Dutta |
|     | Telephone                      | 033-2248-1186     |

### Share Dealing Code

In accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Board of Directors of the Company formulated the Company's Corporate Policy for Code of Internal Procedures and Conduct for Prevention of Insider Trading in Shares & Securities of the Company by its employees, the Company's code inter alia prohibits purchase/sale of Shares of the Company by employees while in possession of unpublished price sensitive information in relation to Company.

### General Shareholder Information

- |     |                             |            |                                   |
|-----|-----------------------------|------------|-----------------------------------|
| (a) | 32nd Annual General Meeting |            |                                   |
|     | Day/Date                    | Time       | Venue                             |
|     | Tuesday/25.09.2018          | 10:30 a.m. | 9, Mangoe Lane, Kolkata - 700001. |



- (b) Listing on Stock Exchanges
- Equity Shares  
i) Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street, Fort, Mumbai-400 001  
ii) The Calcutta Stock Exchange Limited  
7, Lyons Range  
Kolkata - 700 001

(c) The Company has complied with mandatory requirements of the Listing Agreements and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(d) Registered Office  
The Registered office of the company is situated at 9, Mangoe Lane, Kolkata.

(e) Script Information

Particulars	Script Code/ Information
Bombay Stock Exchange Limited	526373
Face Value	Rs.10/- each

(f) Distribution of Shareholding as on 31st March, 2018

Slab of Shareholding (No. of Shares)	No. of Shareholders	% of Total	Holding No. of Shares of Rs.10/- each	% of Total
Up to 500	3947	97.6497	509445	14.1513
501 to 1000	59	1.4597	46442	1.2901
1001 to 5000	18	0.4453	40851	1.1348
5001 to 10000	4	0.0990	25720	0.7144
10001 to 50000	7	0.1732	165839	4.6066
50001 to 100000	2	0.0495	138,859	3.8572
100001 & above	5	0.1237	26,72,844	74.2457
<b>TOTAL</b>	<b>4042</b>	<b>100.0000</b>	<b>36,00,000</b>	<b>100.0000</b>

(g) Registrar & Share Transfer Agents  
M/s Niche Technologies Private Limited has been appointed as one point agency for dealing with shareholders. Shareholders correspondence should be addressed to the company's Registrar & Share Transfer Agent at the address mentioned below:

M/s Niche Technologies Pvt. Limited  
Registrar & Share Transfer Agent  
D-511,71B,R.B.Basu Road,  
Bagree Market,  
Kolkata-700 001  
Phone No : 033-2235-7271/7270/3070  
EDP Centre : 2666-4775/0693  
Fax: 033-2215-6823

**Chairperson's and Director's (Person in-charge of finance) Certification**  
under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

To  
The Board of Directors of  
Cindrella Hotels Limited  
In relation to the Audited Financial Accounts of the Company as at March 31, 2018, we hereby certify that:

a) We have reviewed the financial statements and the cash flow statement for the year and that to the best of our knowledge and belief.

i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

ii) these statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.

b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's Code of Conduct.

c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

d) We have indicated to the Auditors and the Audit Committee that during the year under reporting there were no:

i) significant changes in internal control over financial reporting;

ii) significant changes in accounting policies; and

iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Smt Sangita Devi Baid  
Chairman  
(DIN 00359298)

Sri Vivek Baid  
Director  
(DIN-00437542)

Place: Siliguri  
Dated: 30th May, 2018.  
Registered Office:  
9, Mangoe Lane, Kolkata-700001.

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## Independent Auditor's Report

To the Members of  
**CINDRELLA HOTEL LIMITED**

### Report on the Ind AS Financial Statements

We have audited the accompanying Ind AS financial statements of CINDRELLA HOTEL LIMITED ("the Company") which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the statement of changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

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

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

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the

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operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Ind AS financial statements.

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

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2018, and its Profit/Loss including other comprehensive income, its Cash Flows and the changes in equity for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

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

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

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c. The Balance Sheet, the Statement of Profit and Loss including the statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
- d. In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, Companies (Indian Accounting Standards) Rules, 2015, as amended;
- e. On the basis of written representations received from the directors as on March 31, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018 from being appointed as a director in terms of Section 164 (2) of the Act;
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B" to this report;
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigations which would impact its financial position.

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- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

Other Matter

The comparative financial information of the Company for the year ended March 31, 2018 and the transition date opening balance sheet as at April 1, 2016 prepared in accordance with Ind AS, included in these Ind AS financial statements, have been audited by the predecessor auditor who had audited the financial statements for the relevant periods. The report of the predecessor auditor on the comparative financial information and the opening balance sheet dated May 30, 2018 expressed an unmodified opinion.

FOR AVIJIT DUTTA & CO.  
CHARTERED ACCOUNTANTS

PLACE: SILIGURI  
Dated: 30/05/2018

[CA.AVIJIT DUTTA]  
Proprietor  
M. No. 067054

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**"Annexure B" to the Independent Auditor's Report of even date on the Standalone Financial Statements of Cindrella Hotels Limited.**

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of CINDRELLA HOTEL LIMITED ("the Company") as of March 31, 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies

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

#### Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

#### Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India".

FOR AVIJIT DUTTA & CO.  
CHARTERED ACCOUNTANTS  
F.R. No. 326719E

PLACE: SILIGURI  
Dated: 30th May,2018

[CA.AVIJIT DUTTA]  
Proprietor  
M. No. 067054

## CINDRELLA HOTELS LIMITED

9, MANGOE LANE, KOLKATA

Annexure to the Auditors Report

**The Annexure referred to in our report to the members of CINDRELLA HOTELS LIMITED ('The Company') for the year ended 31-03-2018 We report that:**

S. NO.	COMMENT REQUIRED ON	AUDITOR'S OPINION ON FOLLOWING REQUIRED	REMARKS BY AUDITORS
(I)	Property, Plant and Equipments	(A) whether the company is maintaining proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipments	Yes
		(B) whether these Property, Plant and Equipment have been physically verified by the management at reasonable intervals; whether any material discrepancies were noticed on such verification and if so, whether the same have been properly dealt with in the books of account;	Yes
		(C) whether the title deeds of immovable properties are held in the name of the company. If not, provide the details thereof	Yes
(II)	INVENTORY	whether physical verification of inventory has been conducted at reasonable intervals by the management and whether any material discrepancies were noticed and if so, whether they have been properly dealt with in the books of account;	Yes. No material discrepancies were noticed on physical verification.
(III)	LOANS SECURED OR UNSECURED GRANTED	whether the company has granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. If so	Yes, But the loan was squared off in the same year.
		(A) whether the terms and conditions of the grant of such loans are not prejudicial to the company's interest;	Yes
		(B) whether the schedule of repayment of principal and payment of interest has been stipulated and whether the repayments or receipts are regular;	No Schedule was stipulated but payments were regular.
		(C) if the amount is overdue, state the total amount overdue for more than ninety days, and whether reasonable steps have been taken by the company for recovery of the principal and interest;	N/A

(IV)	LOANS, INVESTMENTS AND GUARANTEES	in respect of loans, investments, guarantees, and security whether provisions of section 185 and 186 of the Companies Act, 2013 have been complied with. If not, provide the details thereof.	Yes
(V)	PUBLIC DEPOSITS	in case, the company has accepted deposits, whether the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed thereunder, where applicable, have been complied with? If not, the nature of such contraventions be stated; If an order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal, whether the same has been complied with or not?	N/A
(VI)	COST ACCOUNTING RECORDS	whether maintenance of cost records has been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 and whether such accounts and records have been so made and maintained.	N/A
(VII)	STATUTORY COMPLIANCE	(a) whether the company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities and if not, the extent of the arrears of outstanding statutory dues as on the last day of the financial year concerned for a period of more than six months from the date they became payable, shall be indicated;	Yes
		(b) where dues of income tax or sales tax or service tax or duty of customs or duty of excise or value added tax have not been deposited on account of any dispute, then the amounts involved and the forum where dispute is pending shall be mentioned. (A mere representation to the concerned Department shall not be treated as a dispute).	N/A
(VIII)	LOAN FROM BANKS/ FINANCIAL INSTITUTION	whether the company has defaulted in repayment of loans or borrowing to a financial institution, bank, Government or dues to debenture holders? If yes, the period and the amount of default to be reported (in case of defaults to banks, financial institutions, and Government, lender wise details to be provided).	No.

(IX)	APPLICATION OF MONEY RECEIVED FROM EQUITY OR LOAN	whether moneys raised by way of initial public offer or further public offer (including debt instruments) and term loans were applied for the purposes for which those are raised. If not, the details together with delays or default and subsequent rectification, if any, as may be applicable, be reported;	N/A
(X)	FRAUD REPORTING	whether any fraud by the company or any fraud on the Company by its officers or employees has been noticed or reported during the year; If yes, the nature and the amount involved is to be indicated;	No.
(XI)	MANAGERIAL REMUNERATION	whether managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act? If not, state the amount involved and steps taken by the company for securing refund of the same;	N/A
(XII)	NIDHI COMPANY - COMPLIANCE WITH DEPOSITS	whether the Nidhi Company has complied with the Net Owned Funds to Deposits in the ratio of 1: 20 to meet out the liability and whether the Nidhi Company is maintaining ten per cent unencumbered term deposits as specified in the Nidhi Rules, 2014 to meet out the liability;	N/A
(XIII)	RELATED PARTY TRANSACTIONS	whether all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards;	Yes
(XIV)	ISSUE OF SHARE CAPITAL AND USE OF AMOUNT RAISED	whether the company has made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and if so, as to whether the requirement of section 42 of the Companies Act, 2013 have been complied with and the amount raised have been used for the purposes for which the funds were raised. If not, provide the details in respect of the amount involved and nature of non-compliance;	No.
(XV)	TRANSACTION WITH DIRECTOR	whether the company has entered into any non-cash transactions with directors or persons connected with him and if so, whether the provisions of section 192 of Companies Act, 2013 have been complied with;	Yes

(XVI)	REGISTRATION FROM RBI	whether the company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and if so, whether the registration has been obtained.	No.
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### **AUDITORS' REPORT**

In terms of our separate Report of even date annexed hereto.

**FOR AVIJIT DUTTA & CO.**  
CHARTERED ACCOUNTANTS

PLACE: KOLKATA (CAMP)  
Dated: 30/05/2018

**[CA. AVIJIT DUTTA]**  
Proprietor  
M. No. 067054

**CINDRELLA HOTELS LIMITED :: KOLKATA**

BALANCE SHEET AS AT 31ST MARCH, 2018

Particulars	Note No.	As at 31st March,2018	As at 31st March,2017	As at 1st April,2016
<b>ASSETS</b>				
<b>Non-Current Assets</b>				
Property, plant and equipment	1	61,353,750.03	60,335,594.70	60,585,104.80
Capital Work-in-progress	2	484,570.00	-	-
Investment Property	3	8,723,663.00	8,564,440.00	8,564,440.00
<b>Financial Assets</b>				
Investments in Financial Instruments	4	5,475,890.26	5,616,796.51	6,845,670.25
Loans	5	1,580,194.00	1,515,194.00	1,440,194.00
		<b>77,618,067.29</b>	<b>76,032,025.21</b>	<b>77,435,409.05</b>
<b>Current Assets</b>				
Inventories	6	4,911,728.48	3,650,639.75	2,513,341.68
<b>Financial Assets</b>				
Trade Receivables	7	2,013,399.56	1,408,052.00	1,659,914.25
Cash and cash equivalents	8	658,258.51	1,262,364.79	230,846.94
Other current assets	9	1,878,278.01	997,951.00	735,354.00
		<b>9,461,664.56</b>	<b>7,319,007.54</b>	<b>5,139,456.87</b>
<b>TOTAL ASSETS</b>		<b>87,079,731.85</b>	<b>83,351,032.75</b>	<b>82,574,865.92</b>
<b>EQUITY AND LIABILITIES</b>				
<b>Equity</b>				
Equity Share Capital	10	35,647,250.00	35,647,250.00	35,647,250.00
Other equity	11	36,147,014.15	34,328,548.55	32,777,858.39
		<b>71,794,264.15</b>	<b>69,975,798.55</b>	<b>68,425,108.39</b>
<b>Liabilities</b>				
<b>Non-Current Liabilities</b>				
<b>Financial liabilities</b>				
Deposits	12	6,134,687.00	6,034,687.00	5,955,687.00
Deferred Tax Liability	13	1,662,953.53	1,852,054.74	2,448,248.65
		<b>7,797,640.53</b>	<b>7,886,741.74</b>	<b>8,403,935.65</b>
<b>Current Liabilities</b>				
<b>Financial liabilities</b>				
Borrowings	14	3,849,644.37	2,319,688.37	2,456,135.84
Trade Payables	15	231,857.00	1,049,055.00	1,066,253.00
Provisions	16	58,000.00	60,164.09	220,569.04
Other Current Liabilities	17	3,348,325.80	2,059,585.00	2,002,864.00
		<b>7,487,827.17</b>	<b>5,488,492.46</b>	<b>5,745,821.88</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>87,079,731.85</b>	<b>83,351,032.75</b>	<b>82,574,865.92</b>

Notes forming part of financial statements 1 to 17

**AUDITORS' REPORT**

In terms of our separate Report of even date annexed hereto.

For and on behalf of the Board of Directors

**FOR AVIJIT DUTTA & CO.**  
CHARTERED ACCOUNTANTS

**Sangita Devi Baid**  
DIRECTOR

**[ CA AVIJIT DUTTA ]**  
PROPRIETOR

**Vivek Baid**  
DIRECTOR

PLACE :: KOLKATA (CAMP OFFICE)  
DATED :: 30.05.2018

**CINDRELLA HOTELS LIMITED :: KOLKATA**

STATEMENT OF PROFIT &amp; LOSS FOR THE YEAR ENDED 31ST MARCH, 2018

Particulars	Note No.	Year ended 31st March,2018	Year ended 31st March,2017
<b>INCOME</b>			
(a) Revenue from operations	18	46,234,807.10	41,769,228.35
(b) Other Income	19	50,508.00	37,306.10
<b>Total Income</b>		<b>46,285,315.10</b>	<b>41,806,534.45</b>
<b>EXPENSES</b>			
(a) Cost of Materials Consumed	20	7,369,257.72	5,937,152.64
(b) Employee Benefit Expenses	21	14,915,055.50	12,984,268.00
(c) Finance Cost	22	368,104.00	303,407.00
(d) Depreciation & Amortisation Expenses	1	5,284,174.43	5,230,790.35
(e) Other Expenses	23	14,755,340.37	14,034,163.25
<b>Total Expenses</b>		<b>42,691,932.020</b>	<b>38,489,781.24</b>
<b>Profit before tax</b>		<b>3,593,383.08</b>	<b>3,316,753.21</b>
<b>Tax expenses:</b>			
(a) Current tax		1,043,963.00	1,212,951.00
(b) Deferred tax Asset (Net)	13	(189,101.21)	(596,193.91)
		<b>854,861.79</b>	<b>616,757.09</b>
<b>Profit after tax</b>		<b>2,738,521.29</b>	<b>2,699,996.12</b>
<b>Other comprehensive Income</b>			
Items that will not be reclassified subsequently to profit or Loss			
Change in fair value of equity instruments designated irrevocably as fair value through Other Comprehensive Income			
		(140,906.25)	(1,163,295.00)
Other comprehensive income for the year, net of tax			
		(140,906.25)	(1,163,295.00)
<b>Total comprehensive income for the year</b>		<b>2,597,615.04</b>	<b>1,536,701.12</b>
<b>Earning per share (of ` 10 each):</b>			
(a) Basic		0.77	0.76
(b) Diluted		0.77	0.76
Notes forming part of financial statements 18 to 23			

**AUDITORS' REPORT**

In terms of our separate Report of even date annexed hereto.

For and on behalf of the Board of Directors

**FOR AVIJIT DUTTA & CO.**  
CHARTERED ACCOUNTANTS

**Sangita Devi Baid**  
DIRECTOR

**[ CA AVIJIT DUTTA ]**  
PROPRIETOR

**Vivek Baid**  
DIRECTOR

PLACE :: KOLKATA (CAMP OFFICE)  
DATED :: 30.05.2018

## **CINDRELLA HOTELS**

Notes Forming Integral Part of the

### **Note 1**

Sr. No	Particulars	Gross Block			Accumulated Depreciation			Assets written off	Net Block	
		Balance as a 31st March 2017	Additions	Balance as at 31st March 2018	Balance as at 31st March 2017	Additions	Balance as at 31st March 2018		Balance as at 31st March 2018	Balance as at 31st March 2017
<b>I</b>	<b>Tangible Assets</b>									
<b>A</b>	<b>Land</b>									
1	Land & Land Development	17,943,373.60	-	17,943,373.60	-	-	-	-	17,943,373.60	17,943,373.60
		<b>20,575,992.60</b>	-	<b>17,943,373.60</b>	-	-	-	-	<b>17,943,373.60</b>	<b>17,943,373.60</b>
<b>B</b>	<b>Building</b>									
1	Building	47,459,065.55	1,996,638.18	49,455,703.73	18,950,495.17	1,422,211.49	20,372,706.66	-	29,082,997.07	28,508,570.38
		<b>47,459,065.55</b>	<b>1,996,638.18</b>	<b>49,455,703.73</b>	<b>18,950,495.17</b>	<b>1,422,211.49</b>	<b>20,372,706.66</b>	-	<b>29,082,997.07</b>	<b>28,508,570.38</b>
<b>C</b>	<b>Roads</b>									
1	Drains, Roads & Boundary Wall	119,771.00	-	119,771.00	82,961.14	4,282.40	87,243.54	-	32,527.46	36,809.86
		<b>119,771.00</b>	-	<b>119,771.00</b>	<b>82,961.14</b>	<b>4,282.40</b>	<b>87,243.54</b>	-	<b>32,527.46</b>	<b>36,809.86</b>
<b>D</b>	<b>Plant &amp; Equipments</b>									
1	Air Conditioner	6,510,313.00	859,805.80	7,370,118.80	4,985,081.78	404,290.23	5,389,372.01	-	1,980,746.79	1,525,231.22
2	Generator	2,818,230.00	-	2,818,230.00	2,183,152.38	138,582.31	2,321,734.69	-	496,495.31	635,077.62
3	Transformer Installation	482,831.60	-	482,831.60	447,561.91	9,154.93	456,716.84	-	26,114.76	35,269.69
4	Equipments	16,868,278.33	445,102.43	17,313,380.76	11,794,212.14	1,070,595.78	12,864,807.92	-	4,448,572.84	5,074,066.19
5	Games Equipments	763,221.00	-	763,221.00	670,656.25	21,100.72	691,756.97	-	71,464.03	92,564.75
6	Plant & Machinery	1,065,540.15	-	1,065,540.15	1,023,062.19	11,123.02	1,034,185.21	-	31,354.94	42,477.96
7	Water Pump	1,047,462.17	-	1,047,462.17	952,260.24	22,605.48	974,865.72	-	72,596.45	95,201.93
		<b>29,555,876.25</b>	<b>1,304,908.23</b>	<b>30,860,784.48</b>	<b>22,055,986.89</b>	<b>1,677,452.47</b>	<b>23,733,439.36</b>	-	<b>7,127,345.12</b>	<b>7,499,889.36</b>
<b>E</b>	<b>Electrical Installations</b>									
1	Electrical Installations	7,932,286.25	461,363.50	8,393,649.75	6,044,598.00	487,921.53	6,532,519.53	353,777.57	1,507,352.65	1,887,688.25
		<b>7,932,286.25</b>	<b>461,363.50</b>	<b>8,393,649.75</b>	<b>6,044,598.00</b>	<b>487,921.53</b>	<b>6,532,519.53</b>	<b>353,777.57</b>	<b>1,507,352.65</b>	<b>1,887,688.25</b>
<b>F</b>	<b>Furniture &amp; Fixtures</b>									
1	Furnishing	2,935,115.20	687,320.63	3,622,435.83	2,039,898.06	391,444.18	2,431,342.24	83,002.21	1,108,091.38	895,217.14
2	Furniture & Fixtures	14,389,356.70	2,479,348.96	16,868,705.66	11,511,298.96	963,711.57	12,475,010.53	364,918.75	4,028,776.38	2,878,057.74
		<b>17,324,471.90</b>	<b>3,166,669.59</b>	<b>20,491,141.49</b>	<b>13,551,197.03</b>	<b>1,355,155.75</b>	<b>14,906,352.78</b>	<b>447,920.96</b>	<b>5,136,867.75</b>	<b>3,773,274.87</b>
<b>G</b>	<b>Vehicles</b>									
1	Motor Car	2,577,899.69	-	2,577,899.69	2,011,287.24	191,880.33	2,203,167.57	-	374,732.12	566,612.45
		<b>2,577,899.69</b>	-	<b>2,577,899.69</b>	<b>2,011,287.24</b>	<b>191,880.33</b>	<b>2,203,167.57</b>	-	<b>374,732.12</b>	<b>566,612.45</b>
<b>H</b>	<b>Office Equipments</b>									
1	Computer	307,925.00	174,448.79	482,373.79	188,549.07	145,270.46	333,819.53	-	148,554.26	119,375.93
		<b>307,925.00</b>	<b>174,448.79</b>	<b>482,373.79</b>	<b>188,549.07</b>	<b>145,270.46</b>	<b>333,819.53</b>	-	<b>148,554.26</b>	<b>119,375.93</b>
	<b>Total (Current Year)</b>	<b>125,853,288.24</b>	<b>7,104,028.29</b>	<b>130,324,697.53</b>	<b>62,885,074.54</b>	<b>5,284,174.43</b>	<b>68,169,248.97</b>	<b>801,698.53</b>	<b>61,353,750.03</b>	<b>60,335,594.70</b>
	<b>Total (Previous Year)</b>	<b>118,239,388.99</b>	<b>4,981,280.25</b>	<b>123,220,669.24</b>	<b>57,654,284.19</b>	<b>5,230,790.35</b>	<b>62,885,074.54</b>	-	<b>60,335,594.70</b>	<b>60,585,104.80</b>

The asset are stated at cost, less accumulated depreciation (other than freehold land) and accumulated impairment losses, if any. All property, plant and equipment are initially recorded at cost. Cost includes the acquisition cost or the cost of construction, including duties and non-refundable taxes, expenses directly related to bringing the asset to the location and condition necessary for making them operational for their intended use. Depreciation is charged to Statement of Profit and Loss so as to expense the cost of assets (other than freehold land and properties under

## **LIMITED**

Balance Sheet as at 31st March, 2018

construction) less their residual values over their useful lives, using the WDV method, as per the useful life prescribed in Schedule II to the Companies Act, 2013. The assets' useful lives and residual values are reviewed at the Balance Sheet date and the effect of any changes in estimates are accounted for on a prospective basis. Land and Building at Chalsa was being held for capital appreciation and the same is being re-classified as investment property.



## CINDRELLA HOTELS LIMITED :: KOLKATA

Notes Forming Integral Part of the Balance Sheet as at 31st March, 2016

### Note : 2 Capital Work in Progress

Sr.No	Particulars	Current Year	Previous Year
1	Plant under constuction	484,570.00	-
	<b>Total</b>	<b>484,570.00</b>	<b>-</b>

Capital work in progress represents projects under which the property, plant and equipment are not yet ready for their intended use and are carried at cost determined as aforesaid.

### Note : 3 Investment Property

Sr.No	Particulars	Current Year	Previous Year
1	Chalsa Project (Land)	2,632,619.00	2,632,619.00
2	Chalsa Building	6,091,044.00	5,931,821.00
	<b>Total</b>	<b>8,723,663.00</b>	<b>8,564,440.00</b>

Fixed Assets comprise Land and Building at Chalsa held for capital appreciation purposes whice were classified as investment property.

### Note : 4 Investment in Financial Instruments

Sr. No	Particulars	Face Value	Current Year		Previous Year	
			QTY		QTY	
	<b>Non Trade Investments</b>					
	<b>Investment in Equity Instruments</b>					
1	Cindrella Financial Services Ltd	10.00	546,950.00	5,184,921.01	546,950.00	5,184,921.01
2	Dynamic Port. Mg. & Services Ltd	10.00	120,000.00	187,200.00	595,010.00	318,000.00
3	J.G. Foundry Ltd	10.00	1,100.00	11,000.00	1,100.00	11,000.00
4	Steller Drugs Ltd	10.00	1,200.00	12,000.00	1,200.00	12,000.00
5	Orissa Luminaries Ltd	10.00	2,500.00	25,000.00	2,500.00	25,000.00
6	Indian Hotels Co Ltd	10.00	-	-	-	-
7	Bhuvan Tripura Industries Ltd	10.00	1,900.00	19,000.00	1,900.00	19,000.00
8	Patel Engineering Co	10.00	550.00	33,151.25	550.00	43,257.50
9	Gujarat Optical Communications Ltd	10.00	300.00	3,618.00	300.00	3,618.00
	<b>Total</b>		<b>5,475,890.26</b>		<b>5,616,796.51</b>	

The Company subsequently measures all equity investments (other than the investment in subsidiaries, joint ventures and associates which are measured at cost) at fair value. For these investments, the Company has elected the fair value through Other Comprehensive Income irrevocable option since these investments are not held for trading Where the Company has elected to present fair value gains and losses on equity investments in Other Comprehensive Income ("FVOCI"), there is no subsequent reclassification of fair value gains and losses to profit or loss. Dividends from such investments are recognised in the Statement of Profit and Loss as other income when the Company's right to receive payment is established.

When the equity investment is derecognised, the cumulative gain or loss previously recognised in Other Comprehensive Income is reclassified from Other Comprehensive Income to the Retained Earnings directly. Cindrella Financial Services Limited is an associate of Cindrella Hotels Limited holding 31.068% shares in it.

### Note : 5 Loans

Sr. No	Particulars	Current Year	Previous Year
A	Capital Advances ( For Land) ( Unsecured & Considered Good) For Land	595,000.00	530,000.00
	<b>Total</b>	<b>595,000.00</b>	<b>530,000.00</b>
B	Security Deposits		
	Electricity		
	West Bengal State Electricity Deposit Limited	845,760.00	845,760.00
	Gas Security		
	Bharat Petroleum Corporation Limited	9,100.00	9,100.00
	Telephone		
	BSNL	2,000.00	2,000.00
	Reliance`	3,000.00	3,000.00
	Bar Security	83,334.00	83,334.00
	Siliguri Internet & Cable TV (P) Ltd.	2,000.00	2,000.00
	Joy Service Station	15,000.00	15,000.00
	Coffee Day Global Ltd.	25,000.00	25,000.00
	<b>Total</b>	<b>985,194.00</b>	<b>985,194.00</b>
	<b>Total</b>	<b>1,580,194.00</b>	<b>1,515,194.00</b>

### Note : 6 Inventories

Sr. No	Particulars	Current Year	Previous Year
A	Finished Goods		
1	Food, Beverages etc	427,901.05	459,340.02
2	Bar Items	315,087.00	630,365.62
		742,988.05	1,089,705.64
B	Stores & Spares		
1	Consumable Stores	555,574.12	412,025.00
2	Linen Sheets	1,639,076.13	1,054,047.27
3	Crockeries & Utensils	1,974,090.18	1,094,861.84
		4,168,740.43	2,560,934.11
	<b>Total</b>	<b>4,911,728.48</b>	<b>3,650,639.75</b>

Inventories have been valued at lower of Cost or Net Realisable Value. Inventories have been classified as consumable stores, bar items, linen sheets, crockeries, utensils and food & beverages. Cost includes the fair value of consideration paid including duties and taxes (other than those refundable), inward freight, and other expenditure directly attributable to the purchase. Trade discounts and rebates are deducted in determining the cost of purchase.

### Note : 7 Trade Receivables

Sr. No	Particulars	Current Year	Previous Year
	Unsecured		
	Considered good	2,013,399.56	1,408,052.00
	<b>Total</b>	<b>2,013,399.56</b>	<b>1,408,052.00</b>

**Note : 8 Cash & Cash Equivalents**

Sr. No	Particulars	Current	Year	Previous	Year
A	Balance with Banks				
	Axis Bank, Siliguri (A/c No. 5623) (BRS attached)	577,228.70		339,504.16	
B	Cash in Hand	81,029.81		922,860.63	
	<b>Total</b>	<b>658,258.51</b>		<b>1,262,364.79</b>	

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

**Note : 9 Other Current Assets**

Sr. No	Particulars	Current	Year	Previous	Year
A	Advances (Unsecured & Considered good)				
1	Prepaid Expenses	710,727.00		199,302.00	
2	Against Bonus	38,218.00		80,600.00	
3	Against Expenses	121,057.00		-	
4	To Staffs	705,599.00		718,049.00	
5	Advance to Suppliers	262,172.00		-	
6	Advance Income Tax	1,000,000.00			
7	Tax Deducted at Source	71,211.85			
8	Tax Collected at Source	13,256.16			
9	Less: Provision for Taxation	1,043,963.00		40,505.01	
	<b>Total</b>	<b>1,878,278.01</b>		<b>997,951.00</b>	

**CINDRELLA HOTELS LIMITED :: KOLKATA**

Notes Forming Integral Part of the Balance Sheet as at 31st March, 2018

**Note : 10 Share Capital**

Sr. No	Particulars	Current Year	Previous Year
A	AUTHORIZED CAPITAL		
	75,00,000 Equity Shares of Rs. 10/- each.	75,000,000.00	75,000,000.00
		75,000,000.00	75,000,000.00
B	ISSUED		
	36,00,000 Equity Shares of Rs. 10/- each	36,000,000.00	36,000,000.00
C	Subscribed & Paid up Capital		
	36,00,000 Equity Shares of 10/- each out of which calls amounting to 3,52,750 is unpaid	35,647,250.00	35,647,250.00

Details of shareholders holding more than 5% equity shares:

Name of Share Holder	As on 31st March 2018		As on 31st March 2017	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Arrow Hotels & Resorts Pvt. Ltd	235,000.00	6.528%	235,000.00	6.528%
Cindrella Tea Ltd.	332,400.00	9.233%	332,400.00	9.233%
Cindrella Financial Services Ltd.	1,118,439.00	31.068%	1,118,439.00	31.068%
Vivek Baid	860,995.00	23.917%	860,995.00	23.917%

**Note : 12 Deposits**

Sr. No	Particulars	Current Year	Previous Year
A	Security Deposit (On Health Club memberships refundable on surrender of memberships)		
	Opening Balance	6,034,687.00	5,955,687.00
	Additions	100,000.00	251,000.00
	Refunded	-	172,000.00
	<b>Total</b>	<b>6,134,687.00</b>	<b>6,034,687.00</b>

**Note : 13 Deferred Tax Liabilities (Net)**

Sr. No	Particulars	Current Year	Previous Year
A	Timing Difference		
	WDV as per Companies Act	61,353,750.03	60,335,594.70
	WDV as per Income Tax Act	54,957,774.90	53,143,149.11
		6,395,975.13	7,192,445.59
B	Deferred Tax Assets/Liabilities		
	Opening Balance of Deferred Tax Liability b/f	1,852,054.74	2,448,248.65
	Less: Deferred Tax Asset for the year	189,101.21	596,193.91
	<b>Total</b>	<b>1,662,953.53</b>	<b>1,852,054.74</b>

"Deferred income tax is recognised using the balance sheet approach. Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial statements. "Deferred income tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised. "Deferred tax liabilities are generally

recognized for all taxable temporary differences except in respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures where the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future. "The carrying amount of deferred tax assets is reviewed at each Balance Sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the deferred income tax asset to be utilised." Deferred tax liabilities and assets are measured at tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantially enacted by the end of the reporting period. "Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis. "

**Note : 14 Borrowings**

Sr. No	Particulars	Current Year	Previous Year
A	Loans Repayable on Demand From Banks		
	State Bank of India (BRS attached) Sevoke Road, Siliguri Branch (Cash Credit A/c No: 30022071144)	3,849,644.37	2,319,688.37
	<b>Total</b>	<b>3,849,644.37</b>	<b>2,319,688.37</b>

**Note:**

"The Company has a Cash Credit Account with State Bank of India, the details of securities, guarantee and rate of interest are as below:"Secured by:"Primary Security: Hypothecation of the entire current assets of the firm including stocks, receivables and other current assets of the company."Collateral Security:Land measuring 0.327 acre situated at Paragna-Baikunthpur, Mouza-Dabgram, P.S. - Raiganj, District- Jalpaiguri. Recorded in JL No.2, R.S. No. 45, Khaitan No. 285/1, Sheet No. 5, plot No. 120 vide. The Sale Deed No.I-4288 executed in the name of Cindrella Hotels Ltd on 07.09.1992 "(Boundary of the land- North: Land of Shri Vivek Baid, south: Land of Joy Gopal Anand, East: "Land of Shri Vivek Baid, West: Land of Deepika Baid)."Guarantee: Personal guarantee of directors Shri Vivek Baid & Smt. Sangita Devi Baid."Rate of Interest:4% above Base Rate (Base Rate- 9% w.e.f. 28/01/2014), Present Effective Rate being 13% p.a""

**Note : 15 Trade Payables**

Sr. No	Particulars	Current Year	Previous Year
1	Trade Payables	231,857.00	1,049,055.00
	<b>Total</b>	<b>231,857.00</b>	<b>1,049,055.00</b>

**Note : 16 Provisions**

Sr. No	Particulars	Current Year	Previous Year
A	Provision for Taxation	-	1,212,951.00
	Less: Advance Income Tax	-	1,100,000.00
	Less: Tax Deducted at Source	-	93,388.50
	Less: Tax Collected at Source	-	14,598.41
		-	4,964.09
B	Provision for Auditors Remuneration	58,000.00	55,200.00
	<b>Total</b>	<b>58,000.00</b>	<b>60,164.09</b>

**Note : 17 Other Current Liabilities**

Sr. No	Particulars	Current Year	Previous Year
A	Other Payables		
1	ESI Payable	39,705.00	38,261.00
2	Luxury Tax Payable	-	158,246.00
3	Professional Tax Payable	2,100.00	1,730.00
4	Provident Fund Payable	99,930.00	92,776.00
5	Service Tax Payable	-	12,247.00
6	TDS Payable	3,382.00	6,223.00
7	VAT Payable	-	20,025.00
8	Salary Payable	521,373.00	522,463.00
9	Electricity Charges Payable	201,460.00	210,978.00
10	GST Payable		469,266.00
11	Input Credit		(23,828.00)
12	GST PLA	444,938.00	-
13	Tour Expenses	20,938.00	-
14	Advance against investment property	1,100,000.00	-
15	Advances Against Services	914,499.80	996,636.00
		3,348,325.80	2,059,585.00
	<b>Total</b>	<b>3,348,325.80</b>	<b>2,059,585.00</b>

**Note : 18 Revenue from Operations**

Sr. No	Particulars	Current Year	Previous Year
A	Sale of Products [Refer Note (i) below]	15,119,313.11	13,362,570.00
B	Sale of Services [Refer Note (ii) below]	31,115,493.99	28,406,658.35
	<b>Total</b>	<b>46,234,807.10</b>	<b>41,769,228.35</b>
	Note (i) Sale of Products comprises:		
	Sales (Food & Beverages etc)	11,720,473.36	10,247,982.00
	Sales- Bar	3,398,839.75	3,114,588.00
	Note (ii) Sale of Services comprises:		
	Health Club Services	569,957.29	597,853.00
	Park Rent	3,554,700.00	3,929,972.00
	Rent-A-Cab	385,076.76	516,429.00
	Room Rent	22,285,574.27	19,657,628.00
	Tour Sales	4,160,714.00	3,613,519.00
	Other Services	159,471.67	91,257.35

**Note : 19 Other Income**

Sr. No	Particulars	Current Year	Previous Year
1	Interest Income	50,508.00	50,000.00
2	Dividend	-	177.60
3	Profit/Loss on sale of Shares	-	(12,871.50)
	<b>Total</b>	<b>50,508.00</b>	<b>37,306.10</b>

**Note : 20 Cost of Materials Consumed**

Sr. No	Particulars	Current Year	Previous Year
A	Consumption of Food & Beverages		
	Opening Stock	459,340.02	133,775.02
	Add: Purchases	6,782,380.03	6,034,594.00
		7,241,720.05	6,168,369.02

	Less: Staff Fooding Expenses	1,085,491.00	1,102,693.00
	Less: Closing Stock	427,901.05	459,340.02
	<b>Total (A)</b>	<b>5,728,328.00</b>	<b>4,606,336.00</b>
B	Consumption of Bar		
	Opening Stock	630,365.62	501,335.55
	Add: Purchases	1,325,651.10	1,459,846.71
		1,956,016.72	1,961,182.26
	Less: Closing Stock	315,087.00	630,365.62
	<b>Total (B)</b>	<b>1,640,929.72</b>	<b>1,330,816.64</b>
	<b>Total</b>	<b>7,369,257.72</b>	<b>5,937,152.64</b>

**Note : 21 Employees Benefit Expenses**

Sr. No	Particulars	Current Year	Previous Year
A	Salary & Wages		
1	Bonus	1,114,600.00	889,951.00
2	Gratuity	160,205.00	263,285.00
3	Leave Encashment	355,750.00	281,978.00
4	Salary & Wages	7,791,129.00	6,957,636.00
	<b>Total (A)</b>	<b>9,421,684.00</b>	<b>8,392,850.00</b>
B	Contribution to Provident & Other Funds		
1	Employee State Insurance	370,084.00	305,817.00
2	Providend Fund	665,991.00	578,887.00
	<b>Total (B)</b>	<b>1,036,075.00</b>	<b>884,704.00</b>
C	Staff Welfare Expenses		
1	Staff Fooding Expenses	1,085,491.00	1,102,693.00
2	Staff Incentives	3,075,536.00	2,488,158.00
3	Uniform Allowances	280,029.50	71,220.00
4	Others	16,240.00	44,643.00
	<b>Total (C)</b>	<b>4,457,296.50</b>	<b>3,706,714.00</b>
	<b>Total</b>	<b>14,915,055.50</b>	<b>12,984,268.00</b>

**Note : 22 Finance Cost**

Sr. No	Particulars	Current Year	Previous Year
	Interest		
	Interest on Car Loan	-	21,962.00
	Interest on Cash Credit Loan	281,473.00	251,014.00
	Interest on TDS	301.00	456.00
	Interest on Service Tax	14.00	2,700.00
	Interest	10.00	215.00
	Interest on Luxury Tax	-	27,060.00
	Interest on Unsecured Loan	86,306.00	-
	<b>Total</b>	<b>368,104.00</b>	<b>303,407.00</b>
	<b>Total</b>	<b>368,104.00</b>	<b>303,407.00</b>

**Note : 23 Other Expenses**

Sr. No	Particulars	Current Year	Previous Year
1	Auditors Remuneration [Refer note below (i)]	58,000.00	55,200.00
2	Consumption - Stores etc	1,946,189.00	1,809,269.00
3	Power & Fuel	2,877,349.00	2,782,532.00
4	Repairs to Building	627,732.24	463,364.00
5	Repairs to Machinery	1,457,303.66	1,296,873.00
6	Insurance	235,861.00	194,115.00
7	Rates & Taxes	869,145.94	639,657.00
8	Miscellaneous Expenses	1,939,701.59	1,770,012.99
9	Discount & Incentives	1,723,063.94	317,008.42
10	TDS paid	520.00	-
11	Telephone Expenses	-	30,580.00
12	Tour Expenses	1,044,057.00	2,402,176.84
13	Tour Hotel Hire Charges	976,670.00	1,130,401.00
14	Travelling & Conveyance	492,279.00	570,684.00
15	Security Expenses	507,468.00	572,290.00
	<b>Total</b>	<b>14,755,340.37</b>	<b>14,034,163.25</b>

**(i) Auditors Remuneration comprises:**

Company Law Matters	15,000.00	13,800.00
Statutory & Tax Audit	43,000.00	41,400.00

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## CINDRELLA HOTELS LIMITED

9, MANGOE LANE :: KOLKATA - 700 001.

### NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

24. Basis of Preparation, Critical Accounting Estimates and Judgements, Significant Accounting Policies and Recent Accounting Pronouncements

The financial statements have been prepared on the following basis:

- (a) Statement of compliance  
In accordance with the notification issued by the Ministry of Corporate Affairs, the Company has adopted Indian Accounting Standards (referred to as "Ind AS" hereinafter) notified under the Companies (Indian Accounting Standards) Rules, 2015 with effect from April 1, 2017. Previous periods have been restated to Ind AS. In accordance with Ind AS 101 First time Adoption of Indian Accounting Standard, the Company has presented a reconciliation from the presentation of financial statements under Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 ("Previous GAAP") to Ind AS of Shareholders' equity as at March 31, 2017 and April 1, 2016 and of the comprehensive net income for the year ended March 31, 2017. These financial statements have been prepared in accordance with Ind AS as notified under the Companies (Indian Accounting Standards) Rules, 2015 read with Section 133 of the Companies Act, 2013.
- (b) Basis of preparation  
Except for certain financial instruments which are measured at fair value, these financial statements have been prepared on historical cost basis at the end of each reporting period. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Current Assets do not include elements which are not expected to be realised within 1 year and Current Liabilities do not include items which are due after 1 year, the period of 1 year being reckoned from the reporting date.
- (c) Critical accounting estimates and judgements  
The preparation of these financial statements in conformity with the recognition and measurement principles of Ind AS requires management to make judgements, estimates and assumptions, that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at the date of the financial statements and the reported amounts of income and expenses for the years presented. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements pertain to:

● **Useful lives of property, plant and equipment:**

The Company has estimated useful life of each class of assets based on the nature of assets, the estimated usage of the asset, the operating condition of the asset, past history of replacement, anticipated technological changes, etc. The Company reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

● **Impairment of investments:**

The Company reviews its carrying value of investments at cost or amortised cost annually, or more frequently when there is an indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

● **Income Taxes:**

Deferred tax assets are recognized to the extent that it is regarded as probable that deductible temporary differences can be realized. The Company estimates deferred tax assets and liabilities based on current tax laws and rates and in certain cases, business plans, including management's expectations regarding the manner and timing of recovery of the related assets. Changes in these estimates may affect the amount of deferred tax liabilities or the valuation of deferred tax assets and thereby the tax charge in the Statement of Profit or Loss. Provision for tax liabilities require judgements on the interpretation of tax legislation, developments in case law and the potential outcomes of tax audits and appeals which may be subject to significant uncertainty. Therefore the actual results may vary from expectations resulting in adjustments to provisions, the valuation of deferred tax assets, cash tax settlements and therefore the tax charge in the Statement of Profit or Loss.

### SIGNIFICANT ACCOUNTING POLICIES

**25. METHOD OF ACCOUNTING:**

The Company generally follows the accrual system of accounting. The Accounts are prepared on historical cost basis as a going concern and are consistent with generally accepted accounting practices.

**26. INCOME RECOGNITION:**

All known incomes are accounted for on accrual basis. Revenue is measured at the fair value of the consideration received or receivable. Revenue comprises sale of rooms, food and beverages and allied services relating to hotel operations.

**27. TREATMENT OF EXPENSES:**

All known expenses are being accounted for on accrual basis.

**28. EMPLOYEE BENEFITS**

Defined Contribution Scheme:

The company makes Provident Fund Contribution and Employees State Insurance contribution to defined contribution retirement benefit plans for qualifying employees. Under the scheme the company is required to contribute a specified percentage of the pay roll costs under the schemes for benefits. The amount of ` 6,65,991/- has been recognized as expense under the head Employers Contribution to Provident Fund and ` 3,70,084/- under the head Employers Contribution to ESI.

**29. INCOME TAXES:**

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred tax are recognised in statement of profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively.

(i) **Current tax:**

Current tax expenses are accounted in the same period to which the revenue and ex-

penses relate. Provision for current income tax is made for the tax liability payable on taxable income after considering tax allowances, deductions and exemptions determined in accordance with the applicable tax rates and the prevailing tax laws. Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis.

### 30. Statement of Cash Flows

Cash flows are reported using the indirect method, whereby profit/ (loss) before tax is adjusted for the effects of transactions of non cash nature and any deferrals or accruals of past or future cash receipts or payments. Cash flow for the year are classified by operating, investing and financing activities.

### 31. RELATED PARTY TRANSACTIONS:

The details regarding related parties and transactions taken place between them during the financial year 2017-18 has been given below:

Name of the	Nature of	Amount of transaction during the	Amount
Related Party	relationship	year/brought forward	outstanding at the end of the financial year 2017-18
Siliguri Auto Works (P) Ltd	Common Key Management Personnel	Opening Balance- ` 2,523.00 Repayment- ` 44,657.00 Sales - ` 42,134.00	-
Sapna Shopping Arcade (Prop Sapna Kochar)	Relative of Key Managerial Personnel	Card Sales made through swipe machine in the hotel premises of the company and the amount is paid back through bank. Transaction of ` 2,51,770/- taken place during the year.	
M/s Raj Publishers (Janpath Samachar)	Enterprise in which Key Managerial Personnel have significant influence	An amount of ` 3,60,000/- was due for electricity expenses used for office in the premises of the company and the same was duly received. The premises of the party is built up on the land of the company and the same is given as collateral security for CC A/c of SBI(A/c No.30022077144)	

### 32. Earnings Per Share

Basic earnings per share is computed by dividing the profit or loss after tax by the weighted average number of equity shares outstanding during the year.

Particulars	31.03.2018	31.03.2017
Net Profit for the year (in Rs.)	27,38,521.29	26,99,996.12
Weighted Average Number of equity Shares.	3,564,725	3,564,725
Nominal value of Shares	10/-	10/-
Basic & Diluted earning per share (in Rs.)	0.77	0.76

### 33. Financial Instruments

#### (I) Financial assets

##### Initial recognition and measurement

Financial assets are recognised when, and only when, the Company becomes a party to the contractual provisions of the financial instrument. The Company determines the classification of its financial assets at initial recognition. When financial assets are recognised initially, they are measured at fair value, plus, in the case of financial assets not at fair value through profit or loss directly attributable transaction costs. Transaction costs of financial assets carried at fair value through profit or loss are expensed in the Statement of Profit and Loss.

#### (II) Financial liabilities

##### Initial recognition and measurement

Financial liabilities are recognised when, and only when, the Company becomes a party to the contractual provisions of the financial instrument. The Company determines the classification of its financial liabilities at initial recognition. All financial liabilities are recognised initially at fair value, plus, in the case of financial liabilities not at fair value through profit or loss directly attributable transaction costs.

37. Figures of the previous year have been regrouped and/or recasted wherever necessary.

**FOR AVIJIT DUTTA & CO.**  
CHARTERED ACCOUNTANTS  
F.R. No. 326719E

PLACE: SILIGURI  
Dated: 30th May,2018

Sd/-

**[CA. AVIJIT DUTTA]**  
Proprietor  
M. No. 067054

## CINDRELLA HOTELS LIMITED :: KOLKATA

Cash Flow Statement  
for the year ended 31st March 2018  
Pursuant to the Listing Agreement)

PARTICULARS	CURRENT YEAR		PREVIOUS YEAR	
	Rs.	Rs.	Rs.	Rs.
<b>A. CASH FLOW FROM OPERATING ACTIVITIES :</b>				
Net Profit before Tax and Extraordinary Items		3,593,383.08		3,316,753.21
Adjustment for :				
Depreciation	5,284,174.43		5,230,790.35	
Finance Cost	368,104.00		303,407.00	
Interest Received	-50,508.00	5,601,770.43	-37,306.10	5,496,891.25
<b>Operating Profit before Working Capital Charges</b>		<b>9,195,153.51</b>		<b>8,813,644.46</b>
Adjustment for :				
Trade Receivables	-605,347.56		251,862.25	
Inventories	-1,261,088.73		-1,137,298.07	
Other Current Assets	-880,327.01		-262,597.00	
Trade payables	-817,198.00		-17,198.00	
Provision	-2,164.09		-160,404.95	
Other Current Liabilities	1,288,740.80	-2,277,384.59	461,229.00	-864,406.77
Cash generated from operations		6,917,768.92		7,949,237.69
Direct Taxes Paid		1,021,413.91		1,198,961.96
<b>CASH FLOW BEFORE EXTRAORDINARY ITEMS</b>		<b>5,896,355.01</b>		<b>6,750,275.73</b>
<b>EXTRAORDINARY ITEMS</b>		<b>-</b>		<b>-</b>
<b>NET CASH INFLOW FROM OPERATING ACTIVITIES</b>		<b>5,896,355.01</b>		<b>6,750,275.73</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES :</b>				
Purchase of Fixed Assets	-7,104,028.29		-4,981,280.25	
Capital Work in Progress	-484,570.00		-25,000.00	
Investment property	-159,223.00		-	
Loans	-65,000.00		177.60	
Sale Proceeds from Shares	-		52,707.24	
Interest Received	50,508.00		-	
<b>NET CASH OUTFLOW FROM INVESTING ACTIVITIES :</b>		<b>-7,762,313.29</b>		<b>-4,953,395.41</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES :</b>				
Security Deposit Received	100,000.00		79,000.00	
Borrowings	1,529,956.00		-540,955.47	
	-		-	
Finance Cost	-368,104.00		-303,407.00	
<b>NET CASH INFLOW FROM FINANCING ACTIVITIES</b>		<b>1,261,852.00</b>		<b>-765,362.47</b>
<b>D. NET DECREASE IN CASH AND CASH EQUIVALENTS :</b> (Total - A+B+C)		<b>-604,106.28</b>		<b>1,031,517.85</b>
CASH AND CASH EQUIVALENTS (Opening Balance)		1,262,364.79		230,846.94
CASH AND CASH EQUIVALENTS (Closing Balance)		658,258.51		1,262,364.79

### AUDITORS' CERTIFICATE

We have verified that above statement with the books and records maintained by CINDRELLA HOTELS LIMITED and certify that in our opinion and according to the information and explanations given to us, the above statement is in accordance therewith.

**FOR AVIJIT DUTTA & CO.  
CHARTERED ACCOUNTANTS**

**For and on behalf of the Board of Directors**

Directors

**[ CA AVIJIT DUTTA ]  
PROPRIETOR**

Directors

**PLACE : KOLKATA (CAMP)  
DATE::30/05/2018**

## CINDRELLA HOTELS LIMITED

Regd Office: 9, Mangoe Lane, 3rd Floor, Kolkata-700 001  
Ph: 22481186, 22201338 E-mail: cindrella@bsnl.in  
CIN: L45203WB1986PLC040417

### ATTENDANCE SLIP

32nd Annual General Meeting, Monday, the 25th day of September, 2018 at 9,  
Mangoe Lane, 3rd Floor, Kolkata 700001

Name of the Shareholder	
Address	
Reg. Folio/DP & Client Id	
No .of Shares Held	
Name of the proxy/Authorized Representative, if any	

I/We hereby record my presence at the 32nd Annual General Meeting of the Company held at the office premises of the Company at 10:30 am on Tuesday, the 25th day of September, 2018.

Signature of Shareholder/Proxy/Authorised Representative

Note: The Member/Proxy must bring this attendance slip to the Meeting, duly completed and signed and hand over the same at the venue entrance.

**PROXYFORM**

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

Name of the member(s)		Email id	
Address		Folio No/*Client Id/*DP Id	

I/we being the members of \_\_\_\_\_ shares of Cindrella Hotels Ltd, hereby appoint

1.	Name	Address:	
	E-mail Id	Signature	

Or failing him

2.	Name	Address:	
	E-mail Id	Signature	

Or failing him

3.	Name	Address:	
	E-mail Id	Signature	

as my/our proxy to attend and vote (on a poll) for me /us on my/our behalf at the 32nd Annual General Meeting of the company, to be held on Tuesday, the 25th day of September, 2018 at 10:30 am at office Premises and at any adjournment thereof in respect of such resolutions as are indicated below:

\*\*I/We wish my proxy to vote in the manner as indicated in the box below:

Resolutions	For	Against
1. Ordinary Resolution to Consider and adopt Audited Financial Statements, Reports of the Board of Directors and Auditors for the financial year ended 31st March, 2018.		
2. Ordinary Resolution for Re-appointment of Sri Vivek Baid (DIN 00437542) who retires by rotation and being eligible offer himself for re-appointment.		

\*Applicable for investors holding shares in electronic form

Signature this \_\_\_\_ Day of \_\_\_\_\_ 2018

Affix revenue stamp

Signature of Shareholder

Signature of third proxy holder(s)

**Notes:**

1. This form should be signed across the stamp as per specimen signature registered with the Company.
2. This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
3. A proxy need not be a member of the Company.
4. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. \*\*This is only optional. Please put a 'x' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
6. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
7. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.



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**CINDRELLA HOTELS LIMITED**

Regd Office: 9, Mangoe Lane, 3rd Floor, Kolkata-700 001  
Ph: 22481186, 22201338 E-mail: cindrela@bsnl.in  
CIN: L45203WB1986PLC040417

**(ANNEXURE TO THE NOTICE FOR THE 32nd ANNUAL GENERAL MEETING OF THE  
COMPANY TO BE HELD ON 25th SEPTEMBER 2018)**

Name & Registered Address  
of Sole/First named Member:

Joint Holders Name (If any) :

Folio No. / DP ID & Client ID:

No. of Equity Shares Held :

Dear Shareholder,

**Subject: Process and manner for availing E-voting facility:**

Pursuant to Provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015., the Company is pleased to provide E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the Annual General Meeting (AGM) to be held on Tuesday, the 25th day of September, 2018 at 10.30 am and at any adjournment thereof.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evotingindia.com>.

The Electronic Voting Particulars are set out below:

EVS (Electronic Voting Sequence Number)	User ID	PAN / Sequence No.
180817045		

The E-voting facility will be available during the following voting period:

Remote e-Voting Start On	Remote e-Voting End On
22nd September, 2018 at 10:00 A.M. (IST)	24th September, 2018 at 5:00 P.M. (IST)

Please read the instructions mentioned in the notes of the AGM Notice before exercising your vote.

For & on behalf of the Board  
Smt Sangita Devi Baid  
Chairman  
(DIN 00359298)  
Sri Vivek Baid  
Director  
(DIN-00437542)

Place: Kolkata  
Date : 6-8-2018

Encl: AGM Notice/Attendance Slip/Proxy Form/Ballot-Form/Annual Report