

CINDRELLA HOTELS LIMITED

Regd Office: 9, Mangoe Lane, 3rd Floor, Calcutta-700 001
Ph: 22481186, 22201338 E-mail: cindrele@cal.vsnl.net.in
CIN: L45203WB1986PLC040417

September 26, 2019

To,
Department of Corporate Services
Bombay Stock Exchange Ltd, Mumbai
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI-400 001

Dear Sir/Madam,

Sub: Submission of Annual Report for 2018-19 as per regulation 34(1)

Ref: Cindrella Hotels Ltd, Script Code 526373

This is to inform you that at its Annual General Meeting held on 25th September 2019, the shareholders duly adopted the Audited Balance Sheet as at 31st March 2019 and the Statement of Profit & Loss Account for the year ended on that date (Financial Statements) together with the Auditors and Directors report thereon.

Copy of which is attached herewith for your kind perusal.

Thanking you,

Yours faithfully,

For CINDRELLA HOTELS LIMITED,
For Cindrella Hotels Ltd.


(VIVEK BAID)
DIRECTOR
(DIN-00437542)

Director

Encl: a/a

Admn. Office: The Cindrella Hotel, 3rd Mile Sevoke Road, Siliguri-734 008
Phone: 2547136, 2544130 Fax: 2216037 E-mail: cindrele@bsnl.in

BOOK POST

If undelivered, please return to :
CHINRELLA HOTELS LIMITED
9, MANGOE LANE, 3RD FLOOR, KOLKATA : 700 001

ANNUAL REPORT 2018-19

CHINRELLA HOTELS LIMITED

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

Phone : (033) 22481186

E-mail : cindrela@bsnl.in

www.cindrellahotels.com

Board of Directors

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

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

Auditors : Avijit Dutta & Co.
Chartered Accountants,
Maitra Bhawan, 2nd Floor,
Sevoke Road, Siliguri
M. No. 067003
F.R. No. 326719E
e-mail : caavijitdutta@gmail.com

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

CINDRELLA HOTELS LIMITED

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NOTICE

TTto,
The Shareholders,

NOTICE is hereby given that the 33rd Annual General Meeting of **CINDRELLA HOTELS LTD.** will be held at the office of the Company on Wednesday, the 25th day of September, 2019 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 2019 and the Statement of Profit & Loss Account for the year ended on that date (Financial Statements) together with the Auditors and Directors report thereon.
2. To appoint a Director in place of Smt Sangita Devi Baid (DIN 00359298) who retires by rotation and, being eligible, offers herself for re-appointment.

AS SPECIAL BUSINESS:

3. To re-appoint Shri Rajendra Lakhotia (DIN 00163156) as a Non-executive Independent Director of the Company for second term of 5(five) years and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014, including any statutory modification(s) or re-enactment thereof, for the time being in force and the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment, modification, variation, or re-enactment, thereof for the time being in force, Shri Rajendra Lakhotia (DIN 00163156), Non-executive Independent Director of the Company be and is hereby re-appointed as a Non-executive Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years from September 25, 2019 up to September 24, 2024 or up to the date of AGM to be held for the year 2024."

4. To re-appoint Shri Sanjay Kumar Agarwal (DIN 00928946) as a Non-executive Independent Director of the Company for second term of 5 (five) years and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014, including any statutory modification(s) or re-enactment thereof, for the time being in force and the applicable regulations of the Securities

and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment, modification, variation, or re-enactment, thereof for the time being in force, Shri Sanjay Kumar Agarwal (DIN 00928946), Non-executive Independent Director of the Company be and is hereby re-appointed as a Non-executive Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years from September 25, 2019 up to September 24, 2024 or up to the date of AGM to be held for the year 2024."

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

"RESOLVED THAT in accordance with the provisions of sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) approval and confirmation of the Members be and is hereby accorded to the appointment of Shri Vivek Baid (DIN 00437542) as Managing Director of the Company, for a period of 5 (five) years, with effect from December 15, 2018, at NIL remuneration as elucidated in the explanatory statement."

By the order of the Board

Subhajit Mukherjee
Company Secretary

Place: KOLKATA
Dated: 06/08/2019

CINDRELLA HOTELS LIMITED

Regd Office: 9, Mangoe Lane, 3rd Floor, Kolkata-700 001
Ph: 22481186, 22201338 E-mail: E-mail: cindrella@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, 2019 to 25th September, 2019 (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, 2019 (10.00 am) and ends on 24th September, 2019 (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, 2019, 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 during the voting period
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company, 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 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:

For Members holding shares in Demat Form and Physical Form	
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">● 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.● 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.
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">● Please Enter the DOB or Bank Account Number in order to Login.● 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).

- (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.

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- (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 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.
 - 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 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 under help section or write an email to 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 with a copy marked to helpdesk.evoting@cdslindia.com on or before 24th September, 2019 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 equity share capital of the Company as on the cut-off date of 18th September, 2019. 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, 2019.
15. The shareholders shall have one vote per equity share held by them as on the cut-off date of 18th September, 2019. 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, 2019 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, 2019 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.

Explanatory Statement in respect of the special businesses pursuant to the provisions of Section 102 of the Companies Act, 2013:

Item nos. 3 and 4

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Shri Rajendra Lakhota (DIN 00163156) and Shri Sanjay Kumar Agarwal (DIN 00928946) were appointed as Non-executive Independent Directors, not liable to retire by rotation, on the Board of the Company in the Annual General Meeting of the Company held on 24th September, 2014 for a term of five consecutive years up to the date of AGM to be held for the year 2019.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Shri Rajendra Lakhota and Shri Sanjay Kumar Agarwal are proposed to be re-appointed as Non-executive Independent Directors, not liable to retire by rotation, on the Board of the Company for a second term of five consecutive years from September 25, 2019 up to September 24, 2024 or up to the date of AGM to be held for the year 2024.

Details of Shri Rajendra Lakhota and Shri Sanjay Kumar Agarwal are provided in the "Annexure" to the Notice.

Shri Rajendra Lakhota has more than 40 years of experience in the hospitality industry, owning and operating of one of the finest hotels in Gangtok in the state of Sikkim.

Shri Sanjay Kumar Agarwal has more than 25 years of experience in business operations and company administration.

Your Board recommends the resolutions to be passed as Special Resolutions as set out in Item nos. 3 and 4 for your approval.

None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, are in any way concerned or interested financially or otherwise in the proposed Resolutions.

Item no. 5

In order to comply with the provisions of sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Shri Vivek Baid (DIN 00437542) Director was re-designated as Managing Director of the Company, for a period of 5 (five) years, with effect from December 15, 2018, at NIL remuneration since the said appointment is only for the purpose of complying with the requirements of KMP under the relevant abovementioned statutes and further Shri Vivek Baid has waived the payment of remuneration to him. The re-designation of Shri Vivek Baid is appropriate and in the best interest of the Company under the present circumstances. The resolution seeks the approval of the members in terms of sections 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder for the re-designation of Shri Vivek Baid. Shri Vivek Baid is interested in the resolution set out at Item No. 5 of the Notice. Smt. Sangita Devi Baid, Director of the Company being related to Shri Vivek Baid may be deemed to be interested in the said resolution.

Details of Shri Vivek Baid are provided in the "Annexure" to the Notice

The other relatives of Shri Vivek Baid may be deemed to be interested in the said resolution of the Notice, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution.

Your Board recommends the resolution as set out in Item no. 5 for your approval.

CINDRELLA HOTELS LIMITED

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

Name of Director	SANGITA DEVI BAI	VIVEK BAID	RAJENDRA LAKHOTIA	SANJAY KUMAR AGARWAL
DIN	00359298	00437542	00163156	00928946
Date of Birth	20/07/1950	25/11/1971	02/01/1951	08/08/1969
Date of Appointment/Re-appointment	04/07/2012 (Re-designated as Chairman)	04/07/2012 - Re-designated as Managing Director of the Company, for a period of 5 (five) years, with effect from December 15, 2018.	24/09/2014 - Appointed as Independent Director up to 2019.	24/09/2014 - Appointed as Independent Director up to 2019.
Qualification	NA	B Com (H)	BA (H)	B Com
Expertise in specific functional Area	More than 30 years experience in Company management processes and administration.	More than 25 years of experience in business operations and company administration.	More than 40 years of experience in the hospitality industry, business operations and company administration.	More than 25 years of experience in business operations and company administration.
Board membership of other Companies as on March 31 2019	1.Cindrella Financial Services Ltd. 2.Arrow Hotel and Resorts Ltd. 3.Cindrella Tea Ltd. 4.Sagarmal Dhanraj Ltd.	1.Cindrella Financial Services Ltd. 2.Arrow Hotel and Resorts Ltd. 3.Cindrella Tea Ltd. 4.Sagarmal Dhanraj Ltd.	1.Siliguri Auto Works Pvt. Ltd. 2.Calcutta Auto Works Pvt. Ltd. 3.Neev Agro Venture Pvt. Ltd. 4.Hotel Tashi Delek Ltd. * 5.Denzong Cinema Ltd. * 6.Sikkim Investment Pvt. Ltd. * (*Companies registered in Sikkim)	1.Cindrella Financial Services Ltd. 2.Essay Cycle Traders Pvt. Ltd.

Name of Director	SANGITA DEVI BAID	VIVEK BAID	RAJENDRA LAKHOTIA	SANJAY KUMAR AGARWAL
Membership/ Chairmanships of Committees of other Companies Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee	Cindrella Financial Services Ltd. Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee	Cindrella Financial Services Ltd. Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee	N.A.	Cindrella Financial Services Ltd. Audit Committee, Nomination & Remuneration Committee
No. of shares held in the Company	1,26,010	860,995	10	NIL

CINDRELLA HOTELS LIMITED DIRECTORS' REPORT

To
The Members
Your directors hereby present the 33rd Annual Report together with Audited Accounts of the Company for the year ended 31st March, 2019.

FINANCIAL SUMMARY OR PERFORMANCE OF THE COMPANY

FINANCIAL RESULTS	Rs. in Lacs	
	YEAR ENDED 31.03.2019	YEAR ENDED 31.03.2018
Revenue from operations 478.00	462.35	
Other Income 0.92	0.51	
Total Revenue from operations	478.92	462.86
Profit before Financial Expenses, Preliminary expenses, Depreciation and Taxation	95.26	92.47
Less: Financial expenses 2.81	3.68	
Operating profit before Preliminary expenses, Depreciation & Taxation 92.45	88.79	
Less: Depreciation & Preliminary expenses written off 53.35	52.84	
Less: Provision for Taxation		
Current Year	12.94	12.12
Deferred	-1.69	-5.96
Earlier Years	-	-
Profit after Taxation	27.85	27.40

OPERATIONS

The Company's total revenue is Rs. 478.00 lacs for the year ended March 31, 2019 as compared to Rs. 462.35 lacs for the year ended March 31, 2018.

The Company's profit after tax is Rs. 27.85 lacs for the year ended March 31, 2019 as compared to Rs. 27.40 lacs for the year ended March 31, 2018.

DIVIDEND

The Board of Directors of your Company has not recommended any dividend for the financial year 2018-19.

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 5 (Five) times during the year under review as follows:

Date	No. of Directors present
30/05/2018	4
08/08/2018	4
13/11/2018	4
15/12/2018	4
13/02/2019	4

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, 2018 and 13th November, 2018 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 at 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 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.

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, Smt. Sangita Devi Baid is liable to retire by rotation and being eligible has offered herself for re-appointment.

Shri Rajendra Lakhota (DIN 00163156) and Shri Sanjay Kumar Agarwal (DIN 00928946) were appointed as Non-executive Independent Directors, not liable to retire by rotation, on the Board of the Company in the Annual General Meeting of the Company held on 24th September, 2014 for a term of five consecutive years up to the date of AGM to be held for the year 2019.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Shri Rajendra Lakhota and Shri Sanjay Kumar Agarwal are proposed to be re-appointed at the forthcoming AGM as Non-executive Independent Directors, not liable to retire by rotation, on the Board of the Company for a second term of five consecutive years from September 25, 2019 up to September 24, 2024 or up to the date of AGM to be held for the year 2024.

Shri Vivek Baid (DIN 00437542) Director was re-designated as Managing Director of the Company, for a period of 5 (five) years, with effect from December 15, 2018, at NIL remuneration since the said appointment is only for the purpose of complying with the requirements of KMP under the relevant abovementioned statutes. Since Shri Vivek Baid was re-designated by the Board, approval of the members, in terms of sections 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder, is required for the aforesaid re-designation of Shri Vivek Baid and therefore proposed to be sought at the forthcoming AGM.

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 AND MANAGEMENT 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. The Company was able to identify a candidate for the post of full time Company Secretary, who joined the service of the Company with effect from 15th December, 2018.

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 AGM held in 2017 for a term of 5 years to hold office up to the conclusion of the Annual General 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, 2019. The report of the Secretarial Auditor is enclosed to this report as Annexure B.

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 with this report.

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, 2019, 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, 2019 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, 2019 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, 2019
Registered Office:
9, Mangoe Lane, Kolkata-700001.

ANNEXURE - A

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

As on financial year ended on 31.03.2019

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	49.82%
2	Room Rent	55109	50.18%

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					

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

A) 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	920	1075684	29.880	0.005
b) Central 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	920	2194123	60.948	0.006
(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	920	2194123	60.948	0.006
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	608469	2700	611169	16.977	597853	2700	600553	16.682	-0.295
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs 1 lakh	187011	422876	609887	16.941	206769	410995	617764	17.160	0.219
ii) Individual shareholders holding nominal share capital in excess of Rs 1 l	183467	0	183467	5.096	183967	0	183967	5.110	0.014
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	1283	0	1283	0.036	3322	0	3322	0.092	0.056
5. Trusts									
6. Foreign Bodies - D.R.									
Sub-total (B)(2)	980501	425576	1406077	39.058	992182	413695	1405877	39.052	-0.006
Total Public Shareholding (B) = (B)(1)+(B)(2)	980501	425576	1406077	39.058	992182	413695	1405877	39.052	-0.006
C. Shares held by Custodian for GDRs & ADRs									
GRAND TOTAL (A+B+C)	3173704	426296	3600000	100.000	3185385	414615	3600000	100.000	0.000

B) Shareholding of Promoters

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	88659	2.463	0.000	0.006
6	VIVEK BAID	860995	23.917	0.000	860995	23.917	0.000	0.000
	TOTAL	2193923	60.942	0.000	2194123	60.948	0.000	0.006

C) 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				
	Date Reason				
	30/03/2019 Transfer	200	0.006	88659	2.463
	c) At the End of the Year			88659	2.463
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
	TOTAL	2193923	60.942	2194123	60.948

D) Shareholding Pattern of top ten Shareholders:

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	12265	0.341		
	b) Changes during the year				
	Date Reason				
	21/09/2018 Transfer	100	0.003	12365	0.343
	18/01/2019 Transfer	100	0.003	12465	0.346
	08/02/2019 Transfer	200	0.006	12665	0.352
	15/02/2019 Transfer	100	0.003	12765	0.355
	c) At the End of the Year			12765	0.355
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	SAGARMAL DHANRAJ LIMITED				
	a) At the Beginning of the Year	19464	0.541		
	b) Changes during the year				
	Date Reason				
	08/03/2019 Transfer	-8500	0.236	10964	0.305
	15/03/2019 Transfer	-2016	0.056	8948	0.249
	c) At the End of the Year			8948	0.249
9	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
10	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
	TOTAL	783639	21.768	773623	21.490

E.) Shareholding of Directors and Key Managerial Personnel:I:

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
Indebtedness at the beginning of the financial year				
(i) Principal Amount	38,49,644.37			38,49,644.37
(ii) Interest due but not paid				
(iii) Interest accrued but not due				
Total (i+ii+iii)				
Change in Indebtedness during the financial year				
Addition				
Reduction	38,49,644.37			38,49,644.37
Net Change				
	Secured Loans excluding deposit	Unsecured Loans	Deposit	Total Indebtedness
Indebtedness at the end of the financial year				
(i) Principal Amount	-	-	-	-
(ii) Interest due but not paid				
(iii) Interest accrued but not due				
Total (i+ii+iii)	-	-	-	-

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	-----	----	----	---	---

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	-----	----	----	---	---

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

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS & CFO	CFO	Total
			(Rs)		
1	Gross salary	-----	66,912.00	----	---
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-----	66,912.00	----	---
	(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	-----	66,912.00	----	---

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)
A. COMPANY					
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. DIRECTORS					
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.
C. OTHER OFFICERS IN DEFAULT					
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.

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

for the financial year ended 31st March, 2019
[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 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, 2019 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, 2019 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 (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (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).

- (vi) The Company has complied with the following laws 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.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

Requisite Key Managerial Personnel (KMP) stipulated by the provisions Section 203 of the Act was appointed on 15.11.2018. Therefore as on 31.03.2019 the Company had become compliant in this regard.

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.

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.

I further report that during the audit period the Company has not carried out any 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.

Further there were no instances of:

- (a) Public/Right/Preferential issue of shares / debentures/sweat Equity, etc.
- (b) Redemption / buy-back of securities

- (c) Decisions taken by the Members in pursuance to Section 180 of the Companies Act, 2013.
 (d) There were no instances of Merger / amalgamation / reconstruction etc.
 (e) Foreign technical collaborations.

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

Place :SILIGURI
 Date 30-05-2019.

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
 Cinderella Hotels Limited
 Kolkata.

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

- 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.
- 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.
- I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- 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.
- 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 : 30-05-2019

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 and Designation	Remuneration of Director/KMP for financial year 2018- 19 (Rs In lakhs)	% Increase in Remuneration in the Financial year 2018- 19	Ratio of remuneration of each director/ median remuneration of employees	Comparison of the Remuneration of the KMP against the performance of the Company
11	Sangita Devi Baid (Director)	--	--	--	--
2	Vivek Baid, Managing Director	--	--	--	--
3	Subhajit Mukherjee, Company Secretary & CFO	66,912.00	--	--	--

The Company has 81 permanent employees on its rolls.

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, 1 Non-Executive Director (who is the Chairman of the Company), 1 Managing Director 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,2019
Chairman & Non Executive Director	Sangita Devi Baid	Director	36100
KMP	Vivek Baid	Managing Director	594051
Independent Directors	Rajendra Lakhotia	Director	10
	Sanjay Kr. Agarwal	Director	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 all 4 Directors and is duly constituted. 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 all 4 Directors and is duly constituted. 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.

Stakeholders' Relationship Committee

The Committee presently comprises of 1 Non-Executive Director (who is the Chairman of the Company) and the Managing Director. 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:

- a) Ensuring that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate, to run the company successfully.
- b) Ensuring that relationship of remuneration to performance is clear and meets the performance benchmarks.
- c) 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. Subhajit Mukherjee, Company Secretary & CFO, 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 2018-2019.

- | | | |
|-----|--------------------------------|------------------------|
| (a) | Compliance Officer | |
| | Name of the Compliance Officer | Sri Subhajit Mukherjee |
| | 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) | 33rd Annual General Meeting | | |
| | Day/Date | Time | Venue |
| | Wednesday/25.09.2019 | 10:30 a.m. | 9, Mangoe Lane, Kolkata - 700001. |
| (b) | Equity Shares Listing on Stock Exchange: | | |
| | 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 3rd Floor, 9, Mangoe Lane, Kolkata-700001. | | |
| (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, 2019

Slab of Shareholding (No. of Shares)	No. of Shareholders	% of Total	Holding No. of Shares of Rs.10/- each	% of Total
Up to 500	3940	97.6214	507911	14.1086
501 to 1000	57	1.4123	45042	1.2512
1001 to 5000	20	0.4955	46590	1.2942
5001 to 10000	6	0.1487	41679	1.1578
10001 to 50000	6	0.1487	146875	4.0799
50001 to 100000	2	0.0496	139,059	3.8628
100001 & above	5	0.1239	26,72,844	74.2457
TOTAL	4036	100.0000	36,00,000	100.0000

(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.

Green Initiative in the Corporate Governance

As part of the Green Initiative process, the Company has taken an initiative of sending documents like notice calling Annual General Meeting, Corporate Governance Report, Directors' Report, Auditors' Report, Audited Financial Statements, dividend intimations etc, by email. Physical copies are sent only to those shareholders whose email addresses are not registered with the depositories / Registrar and Transfer Agent and for the bounced-mail cases. Shareholders are requested to register their email id with Registrar and Transfer Agent / concerned Depository to enable the Company to send the documents in electronic form or inform the Company in case they wish to receive the above documents in paper mode.

CERTIFICATE ON COMPLIANCE WITH CODE OF CONDUCT

I hereby confirm that the Company has obtained from all the members of the Board and Senior Management Personnel, affirmation that they have complied with the 'Code of Conduct' in respect of the financial year 2018-19.

VIVEK BAID
MANAGING DIRECTOR
DIN 00437542

Managing Director's and Chief Financial Officer's 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, 2019, 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.

Sri Vivek Baid
Managing Director
(DIN-00437542)
Sri Subhajit Mukherjee
Chief Financial Officer

Place: Siliguri
Dated: 30th May, 2019.
Registered Office:
9, Mangoe Lane, Kolkata-700001.

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:

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.

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 lead to an increase in hotel occupancy rates. The performance of the Hotel Industry in this region has improved overall but performance may not be as per expectations during the ongoing year because the tourist traffic was quite badly affected due to very heavy early rainfalls and heavy monsoon causing severe landslides affecting transport in North Bengal and Sikkim region.

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.

FINANCIAL PERFORMANCE REVIEW

Revenue

The Company's revenue from operations is Rs. 478.00 lacs for the year ended March 31, 2019 as compared to Rs. 462.35 lacs for the year ended March 31, 2018.

Expenditure

The Company's total expenditure increased to Rs. 439.83 lacs for the year ended March 31, 2019 from Rs. 426.91 lacs for the year ended March 31, 2018.

Interest

Interest expenses stood at Rs.2.81 lacs (previous year figure was Rs. 3.68 lacs).

Profit after tax

The Company's profit after tax is Rs. 27.85 lacs for the year ended March 31, 2019 as compared to Rs. 27.40 lacs for the year ended March 31, 2018.

EPS

The earnings per share for the current year stood at Rs. 0.78 as compared to Rs. 0.77 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

Sri Vivek Baid
Managing Director
(DIN-00437542)
Sri Subhajit Mukherjee
Chief Financial Officer

Place: Siliguri
Dated: 30th May, 2019.
Registered Office:
9, Mangoe Lane, Kolkata-700001.

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, 2019, 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.

In preparing the financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's 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 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, 2019, and its Profit/Loss including changes in equity, 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, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act;
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company 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.
 - 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.

FOR AVIJIT DUTTA & CO.
CHARTERED ACCOUNTANTS

PLACE: SILIGURI
Dated: 30/05/2019

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

**"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, 2019 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 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, 2019, based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India".

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

PLACE: SILIGURI
Dated: 30th May,2019

[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 31-03-2019 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	No
		(A) whether the terms and conditions of the grant of such loans are not prejudicial to the company's interest;	No
		(B) whether the schedule of repayment of principal and payment of interest has been stipulated and whether the repayments or receipts are regular;	N/A
		(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?	No
(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 :: SILIGURI
DATED :: 30-05-2019

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

CINDRELLA HOTELS LIMITED :: KOLKATA

BALANCE SHEET AS AT 31ST MARCH, 2019

Particulars	Note No.	As at 31st March,2019 Rs	As at 31st March,2018 Rs
ASSETS			
Non-Current Assets			
Property, plant and equipment	1	60,594,715.15	61,353,750.03
Capital Work-in-progress		-	484,570.00
Investment Property	2	8,888,350.00	8,723,663.00
Financial Assets			
Investments in Financial Instruments	3	5,184,921.01	5,475,890.26
Loans	4	1,515,194.00	1,580,194.00
		<u>76,183,180.16</u>	<u>77,618,067.29</u>
Current Assets			
Inventories	5	6,058,029.93	4,911,728.48
Financial Assets			
Trade Receivables	6	1,151,824.15	2,013,399.56
Cash and cash equivalents	7	2,440,686.52	658,258.51
Loans	8	5,000,000.00	-
Other current assets	9	3,030,915.24	1,878,278.01
		<u>17,681,455.84</u>	<u>9,461,664.56</u>
TOTAL ASSETS		<u>93,864,636.00</u>	<u>87,079,731.85</u>
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	10 (A)	35,647,250.00	35,647,250.00
Other equity	10 (B)	40,272,391.53	36,147,014.15
		<u>75,919,641.53</u>	<u>71,794,264.15</u>
Liabilities			
Non-Current Liabilities			
Financial liabilities			
Deposits	11	6,214,687.00	6,134,687.00
Deferred Tax Liability	12	1,493,616.67	1,662,953.53
		<u>7,708,303.67</u>	<u>7,797,640.53</u>
Current Liabilities			
Financial liabilities			
Borrowings	13	-	3,849,644.37
Trade Payables	14	1,062,625.00	231,857.00
Other Current Liabilities	15	8,977,361.36	3,348,325.80
Provisions	16	196,704.45	58,000.00
		<u>10,236,690.81</u>	<u>7,487,827.17</u>
TOTAL EQUITY AND LIABILITIES		<u>93,864,636.00</u>	<u>87,079,731.85</u>

Notes forming part of financial statements 1 to 16

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 :: SILIGURI
DATED :: 30-05-2019

CINDRELLA HOTELS LIMITED :: KOLKATA

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2019

Particulars	Note No.	Year ended 31st March,2019 RR	Year ended 31st March,2018 RR
INCOME			
(a) Revenue from operations	17	47,800,058.44	46,234,807.10
(b) Other Income	18	92,344.25	50,508.00
Total Income		<u>47,892,402.69</u>	<u>46,285,315.10</u>
EXPENSES			
(a) Cost of Materials Consumed	19	8,949,106.90	7,369,257.72
(b) Employee Benefit Expenses	20	15,914,401.00	14,915,055.50
(c) Finance Cost	21	280,628.00	368,104.00
(d) Depreciation & Amortisation Expenses	1	5,335,464.17	5,284,174.43
(e) Other Expenses	22	13,503,124.56	14,755,340.37
Total Expenses		<u>43,982,724.630</u>	<u>42,691,932.02</u>
Profit before tax		<u>3,909,678.06</u>	<u>3,593,383.08</u>
Tax expenses:			
(a) Current tax		1,294,327.00	1,043,963.00
(b) Deferred tax Asset (Net)	12	(169,336.87)	(189,101.21)
		<u>1,124,990.13</u>	<u>854,861.79</u>
Profit after tax		<u>2,784,687.93</u>	<u>2,738,521.29</u>
Other comprehensive Income			
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			
		1,355,497.45	(140,906.25)
Other comprehensive income for the year, net of tax		<u>1,355,497.45</u>	<u>(140,906.25)</u>
Total comprehensive income for the year		<u>4,140,185.38</u>	<u>2,597,615.04</u>
Earning per share (of ` 10 each):			
(a) Basic		0.78	0.77
(b) Diluted		0.78	0.77

Notes forming part of financial statements 18 to 22

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 :: SILIGURI
DATED :: 30-05-2019

CINDRELLA HOTELS

Notes Forming Integral Part of the

Note 1

Sr. No	Particulars	CINDRELLA HOTELS			LIMITED			Balance Sheet as at 31st March, 2019	
		Balance as at 31st March 2018	Gross Block Additions	Balance as at 31st March 2019	Balance as at 31st March 2018	Accumulated Depreciation Additions	Balance as at 31st March 2019	Balance as at 31st March 2019	Net Block Balance as at 31st March 2018
I	Tangible Assets								
A	Land								
1	Land & Land Development	17,943,373.60	-	17,943,373.60	-	-	-	17,943,373.60	17,943,373.60
		17,943,373.60	-	17,943,373.60	-	-	-	17,943,373.60	17,943,373.60
B	Building								
1	Building	49,455,703.73	1,603,529.00	51,059,232.73	20,372,706.66	1,448,843.03	21,821,549.69	29,237,683.04	29,082,997.07
		49,455,703.73	1,603,529.00	51,059,232.73	20,372,706.66	1,448,843.03	21,821,549.69	29,237,683.04	29,082,997.07
C	Roads								
1	Drains, Roads & Boundary Wall	119,771.00	-	119,771.00	87,243.54	3,784.20	91,027.74	28,743.26	32,527.46
		119,771.00	-	119,771.00	87,243.54	3,784.20	91,027.74	28,743.26	32,527.46
D	Plant & Equipments								
1	Air Conditioner	7,370,118.80	235,006.24	7,605,125.04	5,389,372.01	406,626.72	5,795,998.73	1,809,126.31	1,980,746.79
2	Generator	2,818,230.00	-	2,818,230.00	2,321,734.69	108,107.30	2,429,841.99	388,388.01	496,495.31
3	Transformer Installation	482,831.60	-	482,831.60	456,716.84	6,778.59	463,495.43	19,336.17	26,114.76
4	Equipments	17,313,380.76	1,016,059.35	18,329,440.11	12,864,807.92	954,000.70	13,818,808.62	4,510,631.49	4,448,572.84
5	Games Equipments	763,221.00	-	763,221.00	691,756.97	16,244.51	708,001.48	55,219.52	71,464.03
6	Plant & Machinery	1,065,540.15	-	1,065,540.15	1,034,185.21	8,201.97	1,042,387.18	23,152.97	31,354.94
7	Water Pump	1,047,462.17	-	1,047,462.17	974,865.72	17,195.27	992,060.99	55,401.18	72,596.45
		30,860,784.48	1,251,065.59	32,111,850.07	23,733,439.36	1,517,155.06	25,250,594.42	6,861,255.65	7,127,345.12
E	Electrical Installations								
1	Electrical Installations	8,393,649.75	277,640.00	8,671,289.75	6,886,297.10	401,043.04	7,287,340.14	1,383,949.61	1,507,352.65
		8,393,649.75	277,640.00	8,671,289.75	6,886,297.10	401,043.04	7,287,340.14	1,383,949.61	1,507,352.65
F	Furniture & Fixtures								
1	Furnishing	3,622,435.83	523,231.06	4,145,666.89	2,514,344.45	446,753.71	2,961,098.16	1,184,568.73	1,108,091.38
2	Furniture & Fixtures	16,868,705.66	856,463.64	17,725,169.30	12,839,929.28	1,291,924.58	14,131,853.86	3,593,315.44	4,028,776.38
		20,491,141.49	1,379,694.70	21,870,836.19	15,354,273.74	1,738,678.29	17,092,952.03	4,777,884.16	5,136,867.75
G	Vehicles								
1	Motor Car	2,577,899.69	-	2,577,899.69	2,203,167.57	120,684.95	2,323,852.52	254,047.17	374,732.12
		2,577,899.69	-	2,577,899.69	2,203,167.57	120,684.95	2,323,852.52	254,047.17	374,732.12
H	Office Equipments								
1	Computer	482,373.79	64,500.00	546,873.79	333,819.53	105,275.60	439,095.13	107,778.66	148,554.26
		482,373.79	64,500.00	546,873.79	333,819.53	105,275.60	439,095.13	107,778.66	148,554.26
	Total (Current Year)	130,324,697.53	4,576,429.29	134,901,126.82	68,970,947.50	5,335,464.17	74,306,411.67	60,594,715.15	61,353,750.03
	Total (Previous Year)	123,220,669.24	7,104,028.29	130,324,697.53	62,885,074.54	5,284,174.43	68,169,248.97	62,155,448.56	60,335,594.70

Note : The assets which had attained their scrape values were written off in the F.Y. 2017-18 amounting to Rs. 8,01,698.53 has been added to the opening balance of the accumulated depreciation of the respective assets in the current year

The asset is 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 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.

CINDRELLA HOTELS LIMITED :: KOLKATA

Notes Forming Integral Part of the Balance Sheet as at 31st March, 2019

Note : 2 Investment Property

Sr.No	Particulars	Current Year		Previous Year	
		Rs.	Rs.	Rs.	Rs.
1	Chalsa Project (Land)	2,632,619.00		2,632,619.00	
2	Chalsa Building	6,255,731.00		6,091,044.00	
	Total	8,888,350.00		8,723,663.00	

Land and Building at Chalsa held for capital appreciation purposes and have been classified as investment property. During the year lease rent of the property has been capitalized

Note : 3 Investment in Financial Instruments

Sr. No	Particulars	Face Value	Current Year		Previous Year	
			QTY	Rs.	QTY	Rs.
	Non Trade Investments					
	Investment in Equity Instruments					
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
3	J.G. Foundry Ltd	10.00	-	-	1,100.00	11,000.00
4	Steller Drugs Ltd	10.00	-	-	1,200.00	12,000.00
5	Orissa Luminaries Ltd	10.00	-	-	2,500.00	25,000.00
6	Bhuvan Tripura Industries Ltd	10.00	-	-	1,900.00	19,000.00
7	Patel Engineering Co	10.00	-	-	550.00	33,151.25
8	Gujarat Optical Communications Ltd	10.00	-	-	300.00	3,618.00
	Total			5,184,921.01		5,475,890.26

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 : 4 Loans

Sr. No	Particulars	Rs.	
		Current Year	Previous Year
A	Capital Advances (For Land) (Unsecured & Considered Good)		
	For Land	-	65,000.00
	Shyamal Roy	530,000.00	530,000.00
	Total (A)	530,000.00	595,000.00
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
	Total (B)	985,194.00	985,194.00
	Total	1,515,194.00	1,580,194.00

Note : 5 Inventories

Sr. No	Particulars	Rs.	
		Current Year	Previous Year
A	Finished Goods		
1	Food, Beverages etc	841,727.11	427,901.05
2	Bar Items	556,073.00	315,087.00
	Total	1,397,800.11	742,988.05
B	Stores & Spares		
1	Consumable Stores	638,767.10	555,574.12
2	Linen Sheets	1,743,010.47	1,639,076.13
3	Crockeries & Utensils	2,278,452.25	1,974,090.18
	Total	4,660,229.82	4,168,740.43
	Total	6,058,029.93	4,911,728.48

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 : 6 Trade Receivables

Sr. No	Particulars	Rs.	
		Current Year	Previous Year
	Unsecured		
	Considered good	1,151,824.15	2,013,399.56
	Total	1,151,824.15	2,013,399.56

Note : 7 Cash & Cash Equivalents			
Sr. No	Particulars	Rs. Current Year	Rs. Previous Year
A	Balance with Banks		
	Axis Bank, Siliguri (A/c No. 5623) (BRS attached)	911,085.66	577,228.70
	SBI Bank, Siliguri (A/c No. 38297626561)	237,585.45	
	Total	1,148,671.11	
B	Cash in Hand	1,292,015.41	81,029.81
	Total	2,440,686.52	658,258.51

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 : 8 Loans			
Sr. No	Particulars	Rs. Current Year	Rs. Previous Year
A	Loans & Advances		
	Orient Beverages Ltd.	2,500,000.00	-
	Varsace Apparels Pvt. Ltd.	2,500,000.00	-
	Total (B)	5,000,000.00	-

Note : 9 Other Current Assets			
Sr. No	Particulars	Rs. Current Year	Rs. Previous Year
A	Advances (Unsecured & Considered good)		
1	Prepaid Expenses	839,965.00	710,727.00
2	Against Bonus	-	38,218.00
3	Against Expenses	12,897.00	121,057.00
4	To Staffs	640,969.00	705,599.00
5	Advance to Suppliers	991,791.68	262,172.00
6	Income Tax Refundable (A.Y.-2018-19)	36,730.16	40,505.01
7	Input Tax Credit (GST)	495,449.42	-
8	TCS Credit (GST)	12,712.98	-
9	Electronic Cash Ledger (GST)	400.00	-
	Total	3,030,915.24	1,878,278.01

CINDRELLA HOTELS LIMITED :: KOLKATA
Notes Forming Integral Part of the Balance Sheet as at 31st March, 2019

Note : 10(A) Equity Share Capital			
Sr. No	Particulars	Rs. Current Year	Rs. Previous Year
	Equity shares of Rs. 10 each issued, subscribed and partly paid:		
	As at March 31, 2018	3,600,000.00	35,647,250.00
	As at March 31, 2019	3,600,000.00	35,647,250.00

Note : 10(B) Other equity
B. Other Equity

PARTICULARS	Other Equity				Total
	Reserve & Surplus	Equity Instruments through other comprehensive income	Other Comprehensive Income	Other items of other comprehensive income	
	Securities Premium	Capital reserve	Retained Earnings	Equity Instruments through other comprehensive income	
Balance as at April 1, 2018	6,248,900.00	31,253,611.60	(1,355,497.45)	-	36,147,014.15
Profit for the Year		2,784,687.93			2,784,687.93
Provision for Tax adjusted from A.Y. 18-19			(14,808.00)		(14,808.00)
TDS adjusted from A.Y. 18-19					-
Equity instruments through other comprehensive income			1,355,497.45		1,355,497.45
Balance as at March 31, 2019	-	6,248,900.00	34,023,491.53	-	40,272,391.53

Details of shareholders holding more than 5% equity shares:

Name of Share Holder	As on 31st March 2019		As on 31st March 2018	
	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 : 11 Deposits			
Sr. No	Particulars	Rs. Current Year	Rs. Previous Year
A	Security Deposit (On Health Club memberships refundable on surrender of memberships)		
	Opening Balance	6,134,687.00	6,034,687.00
	Additions	80,000.00	100,000.00
	Refunded	-	-
	Total	6,214,687.00	6,134,687.00

Note : 12 Deferred Tax Liabilities (Net)			
Sr. No	Particulars	Rs. Current Year	Rs. Previous Year
A	Timing Difference		
	WDV as per Companies Act	60,594,715.15	61,353,750.03
	WDV as per Income Tax Act	54,850,035.67	54,957,774.90
		5,744,679.48	6,395,975.13
B	Deferred Tax Assets/Liabilities		
	Opening Balance of Deferred Tax Liability b/f	1,662,953.53	1,852,054.74
	Less: Deferred Tax Asset for the year	169,336.87	189,101.21
	Total	1,493,616.67	1,662,953.53

"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 : 13 Borrowings			
Sr. No	Particulars	Rs. Current Year	Rs. Previous Year
A	Loans Repayable on Demand		
	From Banks		
	State Bank of India	-	3,849,644.37
	Sevoke Road, Siliguri Branch (Cash Credit A/c No: 30022071144)		
	Total	-	3,849,644.37

(Note: It has been certified by the management that there are no suppliers which fall under the category of Micro & Small as per the MSME Act.

Note : 14 Trade Payables			
Sr. No	Particulars	Rs. Current Year	Rs. Previous Year
1	Trade Payables	1,062,625.00	231,857.00
	Total	1,062,625.00	231,857.00

(Note: It has been certified by the management that there are no suppliers which fall under the category of Micro & Small as per the MSME Act.

Note : 15 Other Current Liabilities			
Sr. No	Particulars	Rs. Current Year	Rs. Previous Year
A	Other Payables		
1	ESI Payable	43,936.00	39,705.00
2	Professional Tax Payable	2,360.00	2,100.00
3	Provident Fund Payable	109,914.00	99,930.00
4	TDS Payable	1,753.00	3,382.00
5	Salary Payable	609,446.00	521,373.00
6	Electricity Charges Payable	184,773.00	201,460.00
7	GST Payable	347,733.00	444,938.00
8	Tour Expenses Payable	-	20,938.00
9	Advance against investment property (Neora River valley (P) Ltd.)	7,100,000.00	1,100,000.00
10	Advances Against Services	577,446.36	914,499.80
		8,977,361.36	3,348,325.80
	Total	8,977,361.36	3,348,325.80

Note : 16 Provisions			
Sr. No	Particulars	Rs. Current Year	Rs. Previous Year
A	Provision for Taxation	1,294,327.00	-
	Less: Advance Income Tax	1,000,000.00	-
	Less: Tax Deducted at Source	141,728.85	-
	Less: Tax Collected at Source	19,393.70	-
		133,204.45	-
B	Provision for Auditors Remuneration	63,500.00	58,000.00
	Total	196,704.45	58,000.00

Note : 17 Revenue from Operations			
Sr. No	Particulars	Rs. Current Year	Rs. Previous Year
A	Sale of Products [Refer Note (i) below]	23,815,604.98	15,119,313.11
B	Sale of Services [Refer Note (ii) below]	23,984,453.46	31,115,493.99
	Total	47,800,058.44	46,234,807.10

Note (i) Sale of Products comprises:			
	Rs.	Rs.	
Sales (Food & Beverages etc)	19,988,384.03	11,720,473.36	
Sales- Bar	3,827,220.95	3,398,839.75	

Note (ii) Sale of Services comprises:			
	Rs.	Rs.	
Health Club Services	573,357.35	569,957.29	
Park Rent	3,573,461.00	3,554,700.00	
Rent-A-Cab	319,321.65	385,076.76	
Room Rent	18,002,954.99	22,285,574.27	
Tour Sales	1,470,520.00	4,160,714.00	
Other Services	22,908.47	159,471.67	
Laundry	21,930.00	-	

Note : 18 Other Income			
Sr. No	Particulars	Rs. Current Year	Rs. Previous Year
1	Interest Income	78,252.00	50,508.00
2	Profit on Sale of Mutual Funds	14,092.25	-
	Total	92,344.25	50,508.00
Note : 19 Cost of Materials Consumed			
Sr. No	Particulars	Rs. Current Year	Rs. Previous Year
A	Consumption of Food & Beverages		
	Opening Stock	427,901.05	459,340.02
	Add: Purchases	8,625,462.06	6,782,380.03
		9,053,363.11	7,241,720.05
	Less: Staff Fooding Expenses	960,913.00	1,085,491.00
	Less: Closing Stock	841,727.11	427,901.05
	Total (A)	7,250,723.00	5,728,328.00
B	Consumption of Bar		
	Opening Stock	315,087.00	630,365.62
	Add: Purchases	1,939,369.90	1,325,651.10
		2,254,456.90	1,956,016.72
	Less: Closing Stock	556,073.00	315,087.00
	Total (B)	1,698,383.90	1,640,929.72
	Total (A)+(B)	8,949,106.90	7,369,257.72
Note : 20 Employees Benefit Expenses			
Sr. No	Particulars	Rs. Current Year	Rs. Previous Year
A	Salary & Wages		
1	Bonus	1,236,924.00	1,114,600.00
2	Gratuity	212,811.00	160,205.00
3	Leave Encashment	441,306.00	355,750.00
4	Salary & Wages	8,505,866.00	7,791,129.00
	Total (A)	10,396,907.00	9,421,684.00
B	Contribution to Provident & Other Funds		
1	Employee State Insurance	404,297.00	370,084.00
2	Providend Fund	721,351.00	665,991.00
	Total (B)	1,125,648.00	1,036,075.00
C	Staff Welfare Expenses		
1	Staff Fooding Expenses	960,913.00	1,085,491.00
2	Staff Incentives	3,206,268.00	3,075,536.00
3	Uniform Allowances	-	280,029.50
4	Others	224,665.00	16,240.00
	Total (C)	4,391,846.00	4,457,296.50
	Total	15,914,401.00	14,915,055.50

Note : 21 Finance Cost			
Sr. No	Particulars	Rs. Current Year	Rs. Previous Year
	Interest		
1	Interest on Cash Credit Loan	280,435.00	281,473.00
2	Interest on TDS	193.00	301.00
3	Interest on Service Tax	-	14.00
4	Interest	-	10.00
5	Interest on Unsecured Loan	-	86,306.00
	Total	280,628.00	368,104.00
	Total	280,628.00	368,104.00
Note : 22 Other Expenses			
Sr. No	Particulars	Rs. Current Year	Rs. Previous Year
1	Auditors Remuneration [Refer note below (i)]	63,500.00	58,000.00
2	Consumption - Stores etc	1,965,188.00	1,946,189.00
3	Discount & Incentives	1,025,805.89	1,723,063.94
4	Insurance	233,858.00	235,861.00
5	Loss on sale of Share	422,649.28	-
6	Miscellaneous Expenses	1,566,885.84	1,939,701.59
7	Electricity Expenses	2,677,350.00	2,877,349.00
8	Rates & Taxes	1,147,633.63	869,145.94
9	Repairs to Building	933,932.07	627,732.24
10	Repairs to Machinery	931,962.85	1,457,303.66
11	Security Expenses	-	507,468.00
12	TDS paid	-	520.00
13	Tour Expenses	675,467.00	1,044,057.00
14	Tour Hotel Hire Charges	1,498,288.00	976,670.00
15	Travelling & Conveyance	360,604.00	492,279.00
	Total	13,503,124.56	14,755,340.37
	(i) Auditors Remueration comprises:		
1	Company Law Matters	16,500.00	15,000.00
2	Statutory & Tax Audit	47,000.00	43,000.00

CINDRELLA HOTELS LIMITED

9, MANGOE LANE :: KOLKATA - 700 001.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

23. 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

24. 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.

25. 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.

26. TREATMENT OF EXPENSES:

All known expenses are being accounted for on accrual basis.

27. 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 ` 7,21,351/- has been recognized as expense under the head Employers Contribution to Provident Fund and ` 6,65,991/- under the head Employers Contribution to ESI.

28. 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.

29. 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.

30. RELATED PARTY TRANSACTIONS:

The details regarding related parties and transactions taken place between them during the financial year 2018-19 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 2018-19
Siliguri Auto Works (P) Ltd	Common Key Management Personnel	Opening Balance- Rs. 0 Repayment- Rs. 42,928.00 Sales - Rs. 42,928.00	-
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 Rs.1,03,290/- taken place during the year.	
M/s Raj Publishers (Janpath Samachar)	Enterprise in which Key Managerial Personnel have significant influence	An amount of Rs.4,10,000/- 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)	

31. 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	31.03.2019	31.03.2018
Net Profit for the year (in Rs.)	32,07,337.21	27,38,521.29
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.)	0.90	0.77

32. 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.

33. 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,2019

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

CINDRELLA HOTELS LIMITED :: KOLKATA

Cash Flow Statement
for the year ended 31st March 2019
Pursuant to the Listing Agreement)

PARTICULARS	CURRENT YEAR		PREVIOUS YEAR	
	Rs.	Rs.	Rs.	Rs.
A. CASH FLOW FROM OPERATING ACTIVITIES :				
Net Profit before Tax and Extraordinary Items		3,909,678.06		3,593,383.00
Adjustment for Non Cash & Non Operating Item:				
Depreciation	5,335,464.17		5,284,174.43	
Provision for Tax (A.Y. 2018-19)	-14,808.00		-	
Loss on sale of Share	422,649.28		-	
Finance Cost	280,628.00		368,104.00	
Interest Received	-78,252.00	5,945,681.45	-50,508.00	5,601,770.43
Operating Profit before Working Capital Charges		9,855,359.51		9,195,153.51
Adjustment for :				
Trade Receivables	861,575.41		-605,347.56	
Inventories	-1,146,301.45		-1,261,088.73	
Other Current Assets	-1,152,637.23		-880,327.01	
Trade payables	830,768.00		-817,198.00	
Provision For Auditors Remuneration	5,500.00		-	
Provision	-		-2,164.09	
Other Current Liabilities	5,629,035.56	5,027,940.29	1,288,740.80	-2,277,384.59
Cash generated from operations		14,883,299.80		6,917,768.92
Direct Taxes Paid		1,161,122.55		1,021,413.91
CASH FLOW BEFORE EXTRAORDINARY ITEMS		13,722,177.25		5,896,355.01
EXTRAORDINARY ITEMS		-		-
NET CASH INFLOW FROM OPERATING ACTIVITIES		13,722,177.25		5,896,355.01
B. CASH FLOW FROM INVESTING ACTIVITIES :				
Purchase of Fixed Assets	-4,091,859.29		-7,104,028.29	
Capital Work in Progress	-		-484,570.00	
Investment property	-164,687.00		-159,223.00	
Loans	-4,935,000.00		-65,000.00	
Investment in shares	-6,616.69		-	
Sale Proceeds from Shares	1,230,434.11		-	
Interest Received	78,252.00		50,508.00	
NET CASH OUTFLOW FROM INVESTING ACTIVITIES :		-7,889,476.87		-7,762,313.29
C. CASH FLOW FROM FINANCING ACTIVITIES :				
Security Deposit Received	80,000.00		100,000.00	
Borrowings	-3,849,644.37		1,529,956.00	
Finance Cost	-280,628.00		-368,104.00	
NET CASH INFLOW FROM FINANCING ACTIVITIES		-4,050,272.37		1,261,852.00
D. NET DECREASE IN CASH AND CASH EQUIVALENTS :		1,782,428.01		-604,106.28
(Total - A+B+C)				
CASH AND CASH EQUIVALENTS (Opening Balance)		658,258.51		1,262,364.79
CASH AND CASH EQUIVALENTS (Closing Balance)		2,440,686.52		658,258.51

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

[CA AVIJIT DUTTA]
PROPRIETOR
PLACE :: SILIGURI
DATE:: 30/05/2019

For and on behalf of the Board of Directors

Directors

Directors

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

33rd Annual General Meeting, Wednesday, the 25th day of September, 2019
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 33rd Annual General Meeting of the Company held at the office premises of the Company at 10:30 am on Wednesday, the 25th day of September, 2019.

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.

Form No. MGT-11
CINDRELLA HOTELS LIMITED
 Regd Office: 9, Mangoe Lane, 3rd Floor, Kolkata-700 001
 Ph: 22481186, 22201338 E-mail: cindrela@bsnl.in
 CIN: L45203WB1986PLC040417

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 33rd Annual General Meeting of the company, to be held to be held on Wednesday, the 25th day of September, 2019 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, 2019.		
2. Ordinary Resolution for Re-appointment of Smt Sangita Devi Baid (DIN 00359298) who retires by rotation and being eligible offer herself for re-appointment.		
Special Business:		

3. Special resolution to re-appoint Shri Rajendra Lakhota as a Non-executive Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years from September 25, 2019 up to September 24, 2024 or up to the date of AGM to be held for the year 2024.		
4. Special resolution to re-appoint Shri Sanjay Kumar Agarwal as a Non-executive Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years from September 25, 2019 up to September 24, 2024 or up to the date of AGM to be held for the year 2024.		
5. Ordinary resolution for approval and confirmation of the Members to the appointment of Shri Vivek Baid (DIN 00437542) as Managing Director of the Company, for a period of 5 (five) years, with effect from December 15, 2018 at NIL remuneration.		

*Applicable for investors holding shares in electronic form

Signature this ____ Day of _____ 2019

stamp

Affix revenue

Signature of Shareholder
proxy holder(s)

Signature of third

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.

CINDRELLA HOTELS LIMITED

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

**(ANNEXURE TO THE NOTICE FOR THE 33rd ANNUAL GENERAL MEETING OF THE
COMPANY TO BE HELD ON 25th SEPTEMBER 2019)**

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 Wednesday, the 25th day of September, 2019 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:

EVSN (Electronic Voting Sequence Number)	User ID	PAN / Sequence No.
190814034		

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

Remote e-Voting Start On	Remote e-Voting End On
22nd September, 2019 at 10:00 A.M. (IST)	24th September, 2019 at 5:00 P.M. (IST)

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

By the order of the Board

Subhajit Mukherjee
Company Secretary

Place: Kolkata
Date : 6-8-2019

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