



CINERAD
COMMUNICATIONS LIMITED

ANNUAL
REPORT

31st
2016-2017

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Board of Directors

Vinita Daga	-	Managing Director
Pradeep Kumar Daga	-	Non-Executive Director
Utpal Dey	-	Non-Executive Director
Kirti Sharma*	-	Non-Executive Director
Sudarson Kayori	-	Independent Director
Rathindra Nath Ghosh	-	Independent Director
Arun Chakraborty	-	Independent Director

Senior Management

Dilip Kumar Hela	-	Chief Financial Officer
Pooja Goneka**	-	Company Secretary
Bharti Agarwal #	-	Company Secretary

Board Committees

Audit Committee	-	Arun Chakraborty (Chairman)
	-	Pradeep Kumar Daga
	-	Sudarson Kayori
Nomination And Remuneration Committee	-	Arun Chakraborty (Chairman)
	-	Rathindra Nath Ghosh
	-	Sudarson Kayori
Stakeholders Relationship Committee	-	Arun Chakraborty (Chairman)
	-	Rathindra Nath Ghosh
	-	Sudarson Kayori

Registered Office

**Subol Dutt Building,
13, Brabourne Road,
Mezzanine Floor,
Kolkata-700001, (W.B)
Phone: +91 33 2231 5686-5687
Fax: +91 33 22315683
E-mail :cinerad@responce.in.
www.cineradcommunications.com**

Registrar & Transfer Agent

**Niche Technologies Pvt. Ltd.
D-511, Bagree Market,
71, B. R. B. Basu Road, 5th
Floor, Kolkata - 700 001
Tel.: +91 33 2235 7270 /
7271; Fax: +91 33 2215 6823
E-mail:
nichetechpl@nichetechpl.com**

Auditors

**M/s. Maroti & Associates
Chartered Accountants
9/12, Lal Bazar Street,
Block-E, 3rd Floor, Room No.2,
Kolkata-700001, WB (India)
Tel.: +91 33 2231 9392 / 9391
Fax: +91 33 2243 8371
E-mail: mkmaroti@gmail.com**

Company Secretary

**Mrs. Pooja Goneka
Phone: +91 33 2231 5686-
5687
E-mail :cinerad@responce.in.**

Bankers

**HDFC Bank Ltd.
Stephen House Branch,
4, B. B. D. Bag (East),
Kolkata - 700001**

Corporate Identification Number

L92100WB1986PLC218825

**Date of Appointment * 20.05.2016; ** 05.10.2016
Date of resignation # 04.10.2016**

DIRECTORS' REPORT

To the members,

The directors submit 31st Annual Report of the Company along with the Standalone Audited Statement of Accounts for the Year ended March 31, 2017. The financial results for the year are shown below.

1. SUMMARISED FINANCIAL RESULTS:

(₹ in Lacs)

Particulars	March 31, 2017	March 31, 2016
Sales and Other Income	8.18	11.15
Profit before depreciation & taxation	(9.63)	(3.31)
Less: Depreciation	0.00	0.00
Less: Deferred Tax	(1.16)	(1.45)
Profit after taxation	(10.79)	(4.76)
Add: Balance brought forward from previous year	(846.39)	(841.63)
Surplus available for appropriation	(857.18)	(846.39)
<i>Appropriations</i>		
Deferred Tax Adjustment	0.00	0.00
Advance for FBT Written Off	0.00	0.00
Transitional Provision for Depreciation	0.00	0.00
Balance carried to Balance sheet	(857.18)	(846.39)

2. COMPANY'S PERFORMANCE:

During the year under review, the Company has incurred an operating loss of Rs. 9.63 lakhs as against operating loss of Rs. 3.31 lakhs for the previous year and the total loss amounts to Rs. 10.79 lakhs as against total loss of Rs. 4.76 lakhs in the previous year. The Management is putting sincere efforts to start the operation at the full scale. The Management has decided to keep overhead to bare minimum till a new business plan with identified revenue streams is in place.

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3. DIVIDEND:

Your Directors regret their inability to recommend any Dividend to equity shareholders for the year 2016-17.

4. SHARE CAPITAL:

The paid up equity capital as on March 31, 2017 was Rs. 520 lakhs. The company has not issued shares with differential voting rights nor granted stock options nor sweat equity, during the year.

5. FINANCE:

Cash and Cash Equivalents as at March 31, 2017 was Rs. 33.45 lakhs. The company continues to focus on judicious management of its working capital, Receivables and other working capital parameters were kept under strict check through continuous monitoring. After considering the market scenario during the year, your management of the company has invested a liquid fund into the HDFC Debt Mutual Fund to get some capital gain for meeting the expenses of the company.

6. FIXED DEPOSITS:

During the year under reference, the Company has not accepted any deposits from the public and as such, there are no amount of principal or interest outstanding as of the Balance Sheet date in terms of the Companies (Acceptance of Deposits) Rules, 2014.

7. PARTICULARS OF LOANS, ADVANCES, GUARANTEES OR INVESTMENTS:

Pursuant to section 186 of Companies Act, 2013 and Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), disclosure on particulars relating to Loans, advances, guarantees and investments, if any, are provided as part of the financial statements.

8. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES:

The related party transactions, if any, that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business. There are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large.

9. SUBSIDIARY COMPANIES:

Provisions of section 129(3) of the Companies Act, 2013 are not applicable to our Company as we does not have any subsidiary.

10. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The Company does not attract the provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014. Therefore, the question of furnishing the information in Form A annexed to the aforesaid Rules does not arise.

Company's activities are production of advertisement film by using in-house know how and no outside technology is being used for making advertisement films. During the year the company does not get any contract for production of advertisement films. Therefore no technology absorption is required.

During the period under review there was no foreign exchange earnings or out flow.

11. SIGNIFICANT AND MATERIAL ORDERS:

There are no significant and material order passed by the regulators or courts or tribunals impacting the going concern status and Company's operation in future.

12. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is defined in the Internal Audit Manual. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board & to the Chairman & Managing Director.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company.

Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board.

13. CORPORATE SOCIAL RESPONSIBILITY :

The provision of Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014 are not applicable to our Company and hence the said committee not constituted.

14. BUSINESS RESPONSIBILITY REPORT :

The SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 mandates inclusion of Business Responsibility Report (BRR) as part of the Annual Report for top hundred listed entities based on market capitalization. We does not fall in the top hundred listed entities and hence not provided the BRR as part of our Annual Report.

15. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

In terms of regulation 34 of the Listing Regulations, the Management Discussion and Analysis report on your Company's performance, forms part of this Annual Report.

16. AUDITORS:

Statutory Auditors

M/s. Maroti & Associates, Chartered Accountants (Firm Registration Number: 322770E), who are the Statutory Auditors of the Company, will hold office up to the ensuing Annual General Meeting, as per the Companies Act, 2013.

Secretarial Auditor:

Pursuant to provisions of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the company has appointed M/s. P.D Rao & Associates, a firm of company Secretaries in practice (C.P. No. 14385) to undertake the Secretarial Audit of the Company.

17. AUDITOR'S REPORT AND SECRETARIAL AUDITOR'S REPORT :

The auditors' report and secretarial auditors' report does not contain any qualifications, reservations or adverse remarks. Report of the secretarial auditor is given as an annexure which forms part of this report.

18. AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE:

The auditors' certificate on Corporate Governance as required by SEBI (LODR) Regulations, 2015 is enclosed to the Board's report. The certificate does not contain any qualifications, reservations or adverse remarks.

19. DIRECTOR'S RESPONSIBILITY STATEMENT:

The Financial Statements are prepared in accordance with the Generally Accepted Accounting Principles (GAAP) under the historical cost convention on accrual basis except for certain financial instruments which are measured at fair value. GAAP comprises mandatory accounting standards as prescribed under section 133 of the Companies Act, 2013 ("the Act") read with Companies (Accounts) Rules, 2014, the provision of the Act (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). There are no material departures from the prescribed accounting standards in the adoption of these standards. In terms of Section 134 (5) of the Companies Act, 2013, the directors would like to state that:

- i) In the preparation of the annual accounts, for the financial year ended March 31, 2016 the applicable accounting standards have been followed.
- ii) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review.
- iii) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) The directors have prepared the annual accounts on a going concern basis.
- v) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- vi) The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

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20. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Pursuant to the provisions of section 149 of the Act, Mr. Arun Chakraborty (DIN:00140430), Mr. Sudarson Kayori (DIN:00165816) and Mr. Rathindra Nath Ghosh (DIN:00152267) were appointed as independent directors of the Company. They have submitted a declaration that each of them meets the criteria of independence as provided in section 149(6) of the Act and there has been no change in the circumstances which may affect their status as independent director during the year.

Director Mr. Pradeep Kumar Daga (DIN:00080515) retire by rotation and, being eligible, offer himself for re appointment.

During the year, under reference, Ms. Kirti Sharma (DIN:07434779), appointed as Non-Executive Director of the Company. The non-executive directors of the Company had no pecuniary relationship or transactions with the Company, other than the sitting fees, commission and reimbursement of expenses incurred by them for the purpose of attending meetings of the Company.

Ms. Bharti Agarwal resigned with effect from 04.10.2016, as Company Secretary (Key Managerial Personnel) of the Company and Mrs. Pooja Goneka appointed as Company Secretary (Key Managerial Personnel) of the Company with effect from 05.10.2016.

Pursuant to the provisions of section 203 of the Act, the key managerial personnel of the Company as on 31.03.2017 are Mrs. Vinita Daga (DIN:00080647), Managing Director, Mr. Dilip Kumar Hela, Chief Financial Officer and Mrs. Pooja Goneka, Company Secretary.

21. PARTICULARS OF EMPLOYEES:

The information required pursuant to Section 197 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Act, the reports and accounts are being sent to the members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the members at the Registered office of the company during business hours on working days of the company up to the date of ensuing Annual General Meeting. If any member is interested in inspecting the same, such member may write to the company secretary in advance.

22. POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION:

The current policy of the Company is to have an appropriate mix of executive and independent directors to maintain independence of the Board, and separate its function of governance and management. The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Company's policy on directors' appointment and remuneration and other matters provided in section 178(3) of the Act has been disclosed in the corporate governance report, which forms part of this report.

23. DECLARATION BY INDEPENDENT DIRECTORS:

The Company has received necessary declaration from each independent directors under section 149(7) of the Companies Act 2013, that he/she meets the criteria laid down in Section 149(6) of the Act and Regulation 25 of SEBI (Listing Obligation and Disclosure Requirements)Regulations,2015.

24. COMMITTEES OF THE BOARD:

Currently, the Board has three committees: the Audit Committee, the Nomination and Remuneration Committee and the Stakeholders Relationship Committee. A detailed note on the composition of the Board and its committees is provided in the Corporate Governance Report section of this Annual Report.

25. BOARD EVALUATION:

The Board of Directors has carried out an annual evaluation of its own performance, Board Committees and individual directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 ("SEBI Listing Regulations").

The performance of the board was evaluated by the board after seeking inputs from all the directors on the basis of the criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

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The Board and the Nomination and Remuneration Committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and Committee Meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the chairman was also evaluated on the key aspects of his role.

In a separate meeting of independent directors, performance of non-independent directors, performance of the board as a whole and performance of the chairman was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent directors, at which the performance of the board, its committees and individual directors was also discussed. Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated.

26. NO. OF BOARD MEETINGS:

A calendar of Meetings is prepared and circulated in advance to the Directors. During the year 13 (Thirteen) Board Meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

27. VIGIL MECHANISM / WHISTLE BLOWER POLICY:

The Company has a vigil mechanism named Fraud and Risk Management Policy to deal with instance of fraud and mismanagement, if any.

In staying true to our values of Strength, Performance and Passion and in line with our vision of being one of the most respected companies in India, the Company is committed to the high standards of Corporate Governance and stakeholder responsibility.

The Company has a Fraud Risk and Management Policy to deal with instances of fraud and mismanagement, if any. The FRM Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern.

A high level Committee has been constituted which looks into the complaints raised. The Committee reports to the Audit Committee and the Board.

28. FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS:

All new Independent Directors inducted into the Board attend an orientation program. The details of training and familiarization program are provided in the Corporate Governance and is also available on our website (www.cineradcommunications.com).

Further at the time of appointment of independent director, the company issues a formal letter of appointment outlining his/her role, functions, duties and responsibilities.

29. PREVENTION OF INSIDER TRADING:

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code.

All Board Directors and the designated employees have confirmed compliance with the Code.

30. ARCHIVAL POLICY:

The policy deals with the retention and archival of corporate records of Cinerad Communications Limited. The policy is available on the website of the company (<http://cineradcommunications.com/Archival%20Policy.pdf>).

31. EXTRACT OF ANNUAL RETURN:

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as "Annexure B".

32. POLICIES :

We seek to promote and follow the highest level of ethical standards in all our business transactions guided our value system. The SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 mandated and formulation of certain policies for all listed companies. All our corporate governance policies are available on our website (<http://www.cineradcommunications.com/investors.htm>). The policies are reviewed periodically by the Board and updated based on need and new compliance requirement. In addition to its Code of Conduct and Ethics, key policies that have been adopted by the Company are as follows.

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Name of the Policy	Brief Description	Web Link
Fair Disclosure Practice	Its relates to the code of practice, procedure and price sensitive information of the company.	http://www.cineradcommunications.com/Fair%20Disclosure%20Practice.pdf
Familiarization Programme imparted to Independent Director	Conduct program to familiarize the independent director(s) of the company.	http://www.cineradcommunications.com/Familiarisation%20Programme%20imparted%20to%20Independent%20Directors.pdf
Insider Trading	The policy provides the framework in dealing with securities of the Company.	http://www.cineradcommunications.com/Insider%20Trading.pdf
Policy on determination of Materiality of event	Determination about the materiality of an event.	http://www.cineradcommunications.com/Policy%20on%20Determination%20of%20Materiality%20of%20Event.pdf
Policy on Related Party Transaction	The policy regulates all transactions between the Company and its related parties.	http://www.cineradcommunications.com/Policy%20of%20Related%20Party%20Transaction.pdf
Archival Policy	The policy deals with the retention and archival of corporate records.	http://cineradcommunications.com/Archival%20Policy.pdf
Terms and Conditions for appointment of Independent Directors	Appointment as per applicable provision of the Acts.	http://www.cineradcommunications.com/Terms%20and%20Conditions%20of%20appointment%20of%20Independent%20Directors.pdf
Whistle Blower Policy	The company has adopted the whistle blower mechanism for directors and employees to report concerns about unethical behavior, actual or suspected fraud, or violation of the company's code of conduct and ethics.	http://www.cineradcommunications.com/Whistle%20Blower%20Policy.pdf

33. DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE :

We seek Your Company is committed to provide and promote safe, healthy and congenial atmosphere irrespective of gender, caste, creed or social class of the employees. No cases have been files under the Act as the Company is keeping the working environment healthy.

34. ACKNOWLEDGEMENTS:

Your Company and its Directors wish to extend their sincerest thanks to the Members of the Company, Bankers, State Government, Local Bodies, Customers, Suppliers, Executives, Staff and workers at all levels for their continuous cooperation and assistance.

For and on behalf of the
Board of Directors

Vinita Daga

Managing Director
(DIN 00080647)

Place : **Kolkata**

Date : **26th day of May, 2017**

ANNEXURE A TO BOARD REPORT

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2017

[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 Members
M/s. Cinerad Communications Limited
Subol Dutt Building, Mezzanine Floor,
13, Brabourne Road,
Kolkata - 700001.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. Cinerad Communications Limited (CIN : L92100WB1986PLC218825)** (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 our verification of the **M/s. Cinerad Communications Limited** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on **31st March, 2017 ('Audit Period')** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/s. Cinerad Communications Limited** ("the Company") for the financial year ended on 31st March, 2017 according to the provisions of:

1. The Companies Act, 2013(the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

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5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
- (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 to the extent applicable to the Company during the period under review;
 - (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 and Securities and Exchange Board of India (Share Based Employee Benefits) Regulations 2014 notified on 28th October, 2014 **(Not applicable to the Company during the Audit Period);**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable to the Company during the Audit Period);**
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not applicable to the Company during the Audit Period);**
6. We further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof the Company has complied with the following laws applicable specifically to the Company:
- (a) The Cinematograph Act, 1952;
 - (b) Uplinking / downlinking policy / guidelines issued by Ministry of Information and Broadcasting;
 - (c) Intellectual Property Rights related laws;

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We 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the extent applicable to the Company during the period under review.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

All majority decisions at Board Meetings and Committee Meetings as represented by the management, were carried out unanimously as recorded in the minutes of the meetings of Board of Directors or Committees of the Board as the case may be.

We further report that as represented by the Company and relied upon by us there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the Audit Period, the Company has not incurred any specific event/action that can have a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

P D Rao & Associates
Practising Company Secretaries

Name : CS P. Doleswar Rao
(Proprietor)
Mem No.: A38387
C. P. No.: 14385

Place: Kolkata
Date: 26.05.2017

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

Annexure 'I' to the Secretarial Audit Report :

To
The Members
M/s. Cinerad Communications Limited
Subol Dutt Building, Mezzanine Floor
13, Brabourne Road
Kolkata – 700001.

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

P D Rao & Associates
Practising Company Secretaries

Place: Kolkata
Date: 26.05.2017

Name : CS P. Doleswar Rao
(Proprietor)
Mem No.: A38387
C. P. No.: 14385

ANNEXURE B TO BOARDS REPORT

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March, 2017

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

- i) *CIN* : L92100WB1986PLC218825
- ii) *Registration Date* : 17/09/1986
- iii) *Name of the Company* : CINERAD COMMUNICATIONS LTD
- iv) *Category / Sub-Category of the Company* : Company Limited by Shares
- v) *Address of the Registered office and contact details* : **Registered office:**
Subol Dutt Building
13, Brabourne Road, Mezzanine Floor,
Kolkata-700001
- vi) *Whether listed company* : YES
- vii) *Name, Address and Contact details of Registrar and Transfer Agent* : **Niche Technologies Pvt. Ltd.**
D-511, Bagree Market,
71, B.R.B.B. Road, 5th Floor,
Kolkata-700001
Tel.: 033 2235 7272/7271
Fax: 033 2215 6823

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.	NIL	N.A.	N.A.

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III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

S. NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
The company has not any subsidiary company.					

IV. SHARE HOLDING PATTERN

(Equity Share Capital Breakup as percentage of Total Equity)

i) CATEGORY-WISE SHARE HOLDING

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
INDIAN									
INDIVIDUALS/ HINDU UNDIVIDED FAMILY	2360271	0	2360271	45.39	2360271	0	2360271	45.39	0
CENTRAL GOVERNMENT/ STATE GOVERNMENT(S)	0	0	0	0	0	0	0	0	0
BODIES CORPORATE	0	0	0	0	0	0	0	0	0
FINANCIAL INSTITUTIONS/ BANKS	0	0	0	0	0	0	0	0	0
ANY OTHER (SPECIFY)	0	0	0	0	0	0	0	0	0
SUB-TOTAL (A)(1)	2360271	0	2360271	45.39	2360271	0	2360271	45.39	0
FOREIGN									
NRIs - Individuals	0	0	0	0	0	0	0	0	0
Other - Individuals	0	0	0	0	0	0	0	0	0
BODIES CORPORATE	0	0	0	0	0	0	0	0	0
INSTITUTIONS	0	0	0	0	0	0	0	0	0
ANY OTHER (SPECIFY)	0	0	0	0	0	0	0	0	0
SUB-TOTAL (A)(2)	0	0	0	0	0	0	0	0	0
TOTAL SHAREHOLDING OF PROMOTER AND PROMOTER GROUP (A)= (A)(1)+(A)(2)	2360271	0	2360271	45.39	2360271	0	2360271	45.39	0
PUBLIC SHAREHOLDING									
INSTITUTIONS									

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MUTUAL FUNDS	0	5700	5700	0.11	0	5700	5700	0.11	0
FINANCIAL INSTITUTIONS/ BANKS	0	0	0	0	0	0	0	0	0
CENTRAL GOVERNMENT/ STATE GOVERNMENT(S)	0	0	0	0	0	0	0	0	0
VENTURE CAPITAL FUNDS	0	0	0	0	0	0	0	0	0
INSURANCE COMPANIES	0	0	0	0	0	0	0	0	0
FOREIGN INSTITUTIONAL INVESTORS	0	0	0	0	0	0	0	0	0
FOREIGN VENTURE CAPITAL INVESTORS	0	0	0	0	0	0	0	0	0
ANY OTHER (SPECIFY)	0	0	0	0	0	0	0	0	0
SUB-TOTAL (B)(1)	0	5700	5700	0.11	0	5700	5700	0.11	0
NON-INSTITUTIONS									
BODIES CORPORATE	409735	548000	957735	18.42	298752	548000	846752	16.28	-2.13
INDIVIDUALS - I. INDIVIDUAL SHAREHOLDERS HOLDING NOMINAL SHARE CAPITAL UP TO RS. 2 LAKH.	748978	169390	918368	17.66	765817	169090	934907	17.97	0.32
II. INDIVIDUAL SHAREHOLDERS HOLDING NOMINAL SHARE CAPITAL IN EXCESS OF RS.2 LAKH.	953591	0	953591	18.34	1036655	0	1036655	19.94	1.60
ANY OTHER(Trust) Clearing members	4335 0	0 0	4335 0	0.08 0.00	0 11380	0 0	0 11380	0.00 0.22	-0.08 0.22
NRI's	0	0	0	0	4335	0	4335	0.08	0.08
SUB-TOTAL (B)(2)	2116639	717390	2834029	54.50	2116939	717090	2834029	54.50	0.00
TOTAL PUBLIC SHAREHOLDING (B)= (B)(1)+(B)(2)	2116339	723390	2839729	54.61	2116939	722790	2839729	54.61	0.00
TOTAL (A)+(B)	4476910	723090	5200000	100.00	4477210	722790	5200000	100.00	0.00
SHARES HELD BY CUSTODIANS AND AGAINST WHICH DEPOSITORY RECEIPTS HAVE BEEN ISSUED	0	0	0	0					
GRAND TOTAL (A)+(B)+(C)	4476910	723090	5200000	100.00	4477210	722790	5200000	100.00	0.00

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Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			Shares of % change in share holding during the year
		No. of Shares	% of total Shares of company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of company	%of Shares Pledged/ encumbered to total shares	
1	Pradeep Kumar Daga	1177011	22.63	0	1177011	22.63	0	0
2	Vinita Daga	1183260	22.76	0	1183260	22.76	0	0
<i>Total</i>		2360271	45.39	0	2360271	45.39	0	0

(iii) CHANGE IN PROMOTERS' SHAREHOLDING:

Sl. No.	Name of Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total No. of shares	No. of shares	% of total No. of shares
1	Pradeep Kumar Daga				
	At the beginning of the year	1177011	22.63	1177011	22.63
	Increase / (Decrease) in Promoters Share holding during the year.				
	At the End of the year			1177011	22.63
2	Vinita Daga				
	At the beginning of the year	1183260	22.76	1183260	22.76
	Increase / (Decrease) in Promoters Share holding during the year.				
	At the End of the year			1183260	22.76

(iv) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS**(OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND ADRS):**

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total No. of shares	No. of shares	% of total No. of shares
1	Chitrakut Computers Pvt. Ltd. At the beginning of the year	248600	4.78		
	Increase / (Decrease) in Share holding during the year.	0	0		
	At the End of the year			248600	4.78
2	Premji B Gala (HUF) At the beginning of the year	207518	3.99		
	Increase / (Decrease) in Share holding during the year.	0	0		
	At the End of the year			207518	3.99

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3	Goldfish Computers Pvt. Ltd. At the beginning of the year	202400	3.89		
	Increase / (Decrease) in Share holding during the year.	0	0		
	At the End of the year			202400	3.89
4	Vidyut Investments Ltd. At the beginning of the year	147475	2.84		
	Increase / (Decrease) in Share holding during the year.	0	0		
	At the End of the year			147475	2.84
5	Poonam Dushyant Dave At the beginning of the year	0	0		
	Increase / (Decrease) in Share holding during the year.				
	Transfer on 17.02.2017	17500	0.34	17500	0.34
	Transfer on 24.03.2017	85000	1.63	102500	1.97
	At the End of the year			102500	1.97
6	Paal Equities Pvt. Ltd. At the beginning of the year	89370	1.72		
	Increase / (Decrease) in Share holding during the year.	0	0		
	At the End of the year			89370	1.72
7	Sonal Sheth At the beginning of the year	87000	1.67		
	Increase / (Decrease) in Share holding during the year.	0	0		
	At the End of the year			87000	1.67
8	Nitin S Thakur At the beginning of the year	77334	1.49		
	Increase / (Decrease) in Share holding during the year.	0	0		
	At the End of the year			77334	1.49
9	Sanjay M Vazirani At the beginning of the year	66530	1.28		
	Increase / (Decrease) in Share holding during the year.	0	0		
	At the End of the year			66530	1.28
10	Suresh Gadaley At the beginning of the year	62217	1.20		
	Increase / (Decrease) in Share holding during the year.	0	0		
	At the End of the year			62217	1.20

(v) SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total No. of shares	No. of shares	% of total No. of shares
1	Mrs. Vinita Daga Managing Director At the beginning of the year	1183260	22.76		
	Increase / (Decrease) in Promoters Share holding during the year.	0	0		
	At the End of the year			1183260	22.76

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2	Mr. Pradeep Kumar Daga Non Executive Director At the beginning of the year	1177011	22.63		
	Increase / (Decrease) in Promoters Share holding during the year.	0	0		
	At the End of the year			1177011	22.63
3	Mr. Utpal Dey Non Executive Director At the beginning of the year	0	0		
	Increase / (Decrease) in Share holding during the year.	0	0		
	At the End of the year			0	0
4	Ms. Kirti Sharma Non Executive Director At the beginning of the year	0	0		
	Increase / (Decrease) in Share holding during the year.	0	0		
	At the End of the year			0	0
5	Mr. Arun Chakraborty Non Executive Independent Director At the beginning of the year	0	0		
	Increase / (Decrease) in Share holding during the year.	0	0		
	At the End of the year			0	0
6	Mr. Sudarson Kayori Non Executive Independent Director At the beginning of the year	0	0		
	Increase / (Decrease) in Share holding during the year.	0	0		
	At the End of the year			0	0
7	Mr. Rathindra Nath Ghosh Non Executive Independent Director At the beginning of the year	0	0		
	Increase / (Decrease) in Share holding during the year.	0	0		
	At the End of the year			0	0
8	Mr. Dilip Kumar Hela Chief Financial Officer At the beginning of the year	0	0		
	Increase / (Decrease) in Share holding during the year.	0	0		
	At the End of the year			0	0
9	Mrs. Pooja Goneka (w.e.f. 05.10.2016.) Company Secretary At the beginning of the year	0	0		
	Increase / (Decrease) in Share holding during the year.	0	0		
	At the End of the year			0	0
10	Ms. Bharti Agarwal (upto 04.10.2016.) Company Secretary At the beginning of the year	0	0		
	Increase / (Decrease) in Share holding during the year.	0	0		
	At the End of the year			0	0

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V. INDEBTEDNESS (Rs. In Lakhs)

The Company has not availed any loan during the year and is a debt-free company.

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager: (Rs. In Lakhs)

Sl. No.	Particulars of Remuneration	Name of MD / WTD / Manager	Total
1	Gross salary	Vinita Daga Managing Director	Amount
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	2.40	2.40
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961		0
2	Stock Option	0	0
3	Sweat Equity	0	0
4	Commission - as % of profit - others, specify	0	0
5	Others, please specify	0	0
	Total (A)	2.40	2.40
	Ceiling as per the Act		

B. REMUNERATION TO OTHER DIRECTORS: (Amount in Rs.)

Sl. No.	Particulars of Remuneration	Total Amount	Total Amount
1	Independent Directors Mr. Arun Chakraborty Mr. Sudarson Kayori Mr. Rathindra Nath Ghosh Fee for attending board / committee meetings	0	0
	Commission	0	0
	Others, please specify	0	0
	Total (1)	0	0
2	Other Non-Executive Directors Mr. Pradeep Kumar Daga Mr. Utpal Dey Ms. Kirti Sharma Fee for attending board / committee meetings	0	0
	Commission	0	0
	Others, please specify	0	0
	Total (2)	0	0
	Total (B)=(1+2)	0	0

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(Rs. In Lakhs)**

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		Bharti Agarwal (Company Secretary) Upto 04.10.2016	Pooja Goneka (Company Secretary) w.e.f. 05.10.2016	Dilip Kumar Hela (CFO)	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	91935	88065	120000	300000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0	0	0
2	Stock Option	0	0	0	0
3	Sweat Equity	0	0	0	0
4	Commission - as % of profit - others, specify	0	0	0	0
5	Others, please specify	0	0	0	0
	Total (C)	91935	88065	120000	300000

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties / punishment / compounding of offences for the year ending March 31, 2017.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Industry Structure & Development-Media and Entertainment Industry

The Indian M & E industry in 2016 was able to sustain a healthy growth on the back of strong economic fundamentals and steady growth in domestic consumption coupled with growing contribution of rural markets across key segments. These factors aided the industry to grow at 9.1 per cent on the back of advertising growth of 11.2 per cent, despite demonetisation shaving off 150 to 250 basis points in terms of growth across all sub-segments at the end of the year. Compared to 2016, the industry is projected to grow at a faster pace of 14 per cent over the period of 2017-21, with advertising revenues expected to increase at a CAGR of 15.3 per cent. The year 2017 is likely to witness a marginally slower rate of 13.1 per cent as the economy recovers from the lingering effects of demonetisation and initial uncertainties arising from GST implementation.

The Indian media and entertainment industry has benefited from some fundamental growth drivers, which have facilitated its double digit growth in the recent past. Increasing per capital consumption of the Indian population along with the influx of foreign capital and brands has led to the emergence of an ever increasing & a large consuming class. This population is globally aware and acquisitive in nature thereby increasing their propensity to spend on entertainment activities. Majority of this spend is directed towards television subscription, film & print, thereby positively impacting the 3 largest sub sectors in the media & entertainment industry.

Compared to global average, India is lower on penetration of media, thereby signifying a large scope of growth in the coming future. The growing middle class is expected to drive the Indian media economy to its potential with increased spend on leisure & entertainment activities.

Favourable demographic composition of the nation, commonly referred to as the 'demographic dividend', which essentially implies that a large proportion of the country's populace is young and in the working age group, thus allowing for greater future consumption upside. The digitization of cable TV worked wonders for the television industry, according to a FICCI-KPMG report released ahead of FICCI Frames 2017. Girish Menon, Director, Media and Entertainment, KPMG in India, stated, "2016 was a mixed bag for the industry with digital media making its way to the centre-stage rapidly from being just an additional medium. It is compelling existing players to rethink their business models. The long-term factors driving future growth are expected to remain positive, with growing rural demand, increasing digital access and consumption, and the expected culmination of the digitisation process of television distribution over the next two to three years. According to the report, the TV industry clocked slower growth in 2016 at 8.5 per cent, attributed to tepid growth of 7 per cent

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in subscription revenues and a lower than estimated 11 per cent growth in advertising revenues. The industry is expected to grow at a CAGR of 14.7 per cent over the next five years with advertising and subscription revenues projected to grow at 14.4 per cent and 14.8 per cent, respectively.

Business Overview

The Indian Entertainment and Media Industry have out-performed the Indian economy and is one of the fastest growing sectors in India. It is rising on the back of economic growth and rising income levels that India has been experiencing in the past years.

As the company belongs to Media & Entertainment industry which revealed opened door for the company to Film industry, television, print, music and radio, the different main components of Indian media and entertainment sector.

At the same time it require to infuse huge funds to start film production with greater risk and whereas the company had experienced financial distress in past. We, at Cinerad Communications Limited, added a Trading Activity to the Object in MOA of the company to generate revenue from trading business activity and thankful to our investors in this respect to adopt and approve the resolution adding Trading Activity to the Object in MOA.

Opportunities

The Media and Entertainment (M&E) industry is one of the forecast going sector in India. The industry primarily involves the creation, aggregation and distribution of the content, products and service, news and information advertising and entertainment through various channels and platforms such as Television, Print, Radio and Films. Continuing to ride on a high growth trajectory with a 28 per cent growth in 2016, digital advertising has captured 15 per cent share in overall advertising revenues, with a minor hiccup due to demonetisation. 4G roll-outs and the resultant data price wars are providing further impetus to growth as digital consumption and habits are becoming more mainstream. It is projected to grow at a CAGR of 31 per cent to reach Rs. 29,450 crore by 2021, contributing 27.3 per cent to the total advertising revenues. While television and print continued to dominate the Indian M&E industry, sectors such as gaming, digital advertising, and animation VFX grew at a faster rate and show tremendous potential in the coming years. By media channel, online advertising is expected to record the sharpest increase in expenditure.

Segment-wise Reporting

The Company has only one segment and segment-wise reporting does not apply to it.

Future Outlook

The Indian Entertainment and Media Industry have out-performed the Indian economy and is one of the fastest growing sectors in India. It is rising on the back of economic growth and rising income levels that India has been experiencing in the past years. This is significantly benefiting the entertainment and media industry in India as this is a cyclically sensitive industry and it grows faster when the economy is expanding. An added boost to the entertainment and media industry in India is from the demographic point of view where consumer spending is rising due to increasing disposable income on account of sustained growth in income levels and reduction of personal income tax over the last decade.

According to a report by the FICCI and research firm KPMG the growth of media and entertainment in times to come was going to be led by factors like increasing media penetration and per capita consumption in the sector across India, potential for growth in leisure platforms, immense penetration potential in the towns and rural markets, scope for digitization with film studios and music companies adopting digital prints and rising demand for same, rising consumer understanding enabling players to target their consumers specifically and build loyalty and regional media channels gaining popularity, different tastes of the audience and thereby different content and growth of the importance of the media. Additionally, convergence between entertainment, information and telecommunication is increasingly impacting India's overall media and entertainment industry.

As the company belongs to e-media & entertainment industry which revealed opened door for the company to Film industry, television, print, music and radio, the different main components of Indian media and entertainment sector.

The key growth drivers for the industry are expansion of multiplex screens resulting in better realizations, an increase in the number of digital screens facilitating wider releases, higher cable and satellite revenues, improving collections from the overseas markets and ancillary revenue streams like DTH, digital downloads, etc, which are expected to emerge in future.

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Internal Control & Systems

The Company maintains an adequate and effective internal control system commensurate with its size and complexity. We believe that these internal control systems provide a reasonable assurance that transactions are executed with management authorization and that they are recorded in all material respects to permit preparation of financial statements in conformity with established accounting principles and that the assets of the company are adequately safe-guarded against significant misuse and loss. Significant findings of the Internal Auditor are brought to the notice of the Audit Committee of the Board and corrective measures recommended for implementation.

Material development in Human Resources / Industrial Relations

The Company believes that the people are the key ingredient to the success of an Organisation. During the year under review, the Company recognized the importance and contribution of its human resources towards its growth and development and is committed to the development of their people.

Financial and Operational Performance

During the FY 2015-16 your company achieved revenue of Rs.11.15 lakhs as against Rs.12.59 lakhs in the previous year. During the year under review, the Company has incurred an operating Loss of Rs. 3.31 lakhs as against operating loss of Rs. 1.65 lakhs for the previous year and recorded loss of Rs. 4.76 lakhs as against the profit of Rs.14.93 lakhs in the Financial Year 2014-15.

Cautionary Statement

The Statements forming part of the Director's Report may contain certain forward-looking remarks within the meaning of applicable securities laws and regulations. Many factors could cause the actual results, performances or achievements of the Company to be materially different from any future results, performances or achievements that may be expressed or implied by such forward looking statements.

For and on behalf of the
Board of Directors

Place : **Kolkata**
Date : **26th day of May,2017**

Vinita Daga
Managing Director
(DIN 00080647)

CORPORATE GOVERNANCE REPORT

The report on Corporate Governance as stipulated by SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 ("the Listing Regulations") is given below:

THE COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE :

Corporate governance refers to the way in which a company is directed, administered, and controlled and concerns the relationships among various internal and external stakeholders. Corporate governance also provides the structure through which the objectives of a company are set and the means of attaining those objectives and monitoring performance are determined.

The Company is committed to achieve and maintain highest standards of Corporate Governance on an ongoing basis. The Company continues to have Independent Directors on the Board who are actively involved in all the important policy matters. Your Company strives to ensure that it follows the Code of Corporate Governance not only in letter but also in spirit to ensure transparency, accountability and integrity and has complied in all material respects with the features of corporate governance as specified in the Listing Regulations.

In terms of the Listing Regulations, the details of the compliance are as follows:

I. BOARD OF DIRECTORS

Your Company's Board comprises of 7(seven) directors, which includes one Managing Director, three Non-Executive Directors and three Non-Executive Independent Directors. Therefore more than fifty percent of the Board's strength is Non-executive Directors. Your Company's Board plays a pivotal role in ensuring good governance and functioning of your Company.

The names, categories of the Directors on the Board, their attendance at the Board meetings held during the year and the number of directorships and Committee Chairmanships and Memberships held by them in other public companies as on March 31, 2016 are given below:

Name of the Director	Designation	Number of board meetings during the year 2016-17		Whether attended last AGM held on 10th September, 2016	No of other Directorship in other Companies		Number of Committee's position held in other Public Companies	
		Held	Attended		Public	Private	Chairman	Member
Mrs. Vinita Daga	Managing Director	13	10	No	3	3	NIL	NIL
Mr. Pradeep Kumar Daga	Non-Executive Director	13	13	Yes	8	4	NIL	2

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Name of the Director	Designation	Number of board meetings during the year 2016-17		Whether attended last AGM held on 10th September, 2016 Public	No of other Directorship in other Companies		Number of Committee's position held in other Public Companies	
		Held	Held		Public	Private	Chairman	Member
Mr. Utpal Dey	Non-Executive Director	13	11	No	1	5	NIL	NIL
Ms. Kirti Sharma	Non-Executive Director	13	10	No	2	0	NIL	NIL
Mr. Arun Chakraborty	Non-Executive Independent Director	13	11	No	2	0	5	1
Mr. Sudarson Kayori	Non-Executive Independent Director	13	12	No	3	0	1	3
Mr. Rathindra Nath Ghosh	Non-Executive Independent Director	13	9	No	2	0	NIL	5

- i) Thirteen Board Meetings were held during the year and the gap between two meetings did not exceed one hundred twenty days. The dates on which the meetings were held : 19.05.2016; 14.06.2016; 14.07.2016; 08.08.2016; 12.09.2016; 20.09.2016; 04.10.2016; 05.11.2016; 13.12.2016; 05.01.2017; 20.01.2017; 24.02.2017 and 25.03.2017. The necessary quorum was present for all the meetings.
- ii) The Board periodically reviews the compliance reports of all the laws applicable to the Company, prepared by the Company.
- iii) Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act. The maximum tenure of independent directors is in compliance with the Act. All the Independent Directors have confirmed that they meet the criteria as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act.
- iv) During the year, two meetings of the Independent Directors were held on 17.08.2016 and 21.02.2017. The Independent Directors, inter-alia, reviewed the performance of non-independent directors, Chairman of the Company and the Board as a whole.
- v) None of the Directors on the Board hold directorships in more than ten public companies. Further none of them is a member of more than ten committees or chairman of more than five committees across all the public companies in which he is a Director. None of the Directors are related to each other except Mrs. Vinita Daga and Mr. Pradeep Kumar Daga who are wife and husband respectively.
- vi) The Board provides direction and exercises appropriate control to ensure that your Company is managed in a manner that fulfils stakeholder's aspirations and societal expectations.

- vii) Members of the Board have complete freedom to express their views on agenda items and can discuss any matter at the meeting with the permission of the Chairman.
- viii) A formal evaluation mechanism is in place for evaluating the performance of the Board, Committees thereof, individual Directors and the Chairman of the Board. The evaluation was done based on criteria which includes, among others, providing strategic perspective, Chairmanship of Board and Committees, attendance and preparedness for the meetings, contribution at meetings, effective decision making ability, role of the Committees.
- ix) The Board of Directors have laid down a Code of Conduct ("the Code") for all Board members and senior management personnel of your Company. The Code is posted on your Company's website www.cineradcommunications.com.

II. AUDIT COMMITTEE

The Audit Committee of the Board, reviews, acts on and reports to our Board with respect to various auditing and accounting matters. The primary responsibilities of the Committee, inter-alia, are;

- Auditing and accounting matters, including recommending the appointment of our independent auditors to the shareholders;
- Compliance with legal and statutory requirements;
- Integrity of the Company's financial statements, discussions with the independent auditors regarding the scope of the annual audits, and fees to be paid to the independent auditors;
- Performance of the Company's internal audit function, independent auditors and accounting practices; and
- Review of related party transactions and functioning of whistle blower mechanism.

The composition of the Audit Committee complies with the requirements of Section 177 of the Act and Regulation 18 of the Listing Regulations. Two out of three members of our Audit Committee are Independent Directors and all of them are financially literate. The Chairman of our Audit, Risk and Compliance Committee has the accounting and financial related expertise. Statutory Auditors as well as Internal Auditors always have independent discussions with the Audit Committee and also participate in the Audit Committee meetings. Our Chief Financial Officer also make periodic presentations to the Audit Committee on various issues.

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During the year under reference 6 (Six) meetings of the Audit Committee were held on 18.04.2016; 19.05.2016; 08.08.2016; 05.11.2016; 20.01.2017 and 25.03.2017. At the invitation of the Company, representatives from CFO, internal auditors, statutory auditors and company Secretary, who is acting as Secretary to the Audit Committee, also attended the Audit Committee meetings to respond to queries raised at the Committee meetings. The attendance of each Audit Committee member is as under:-

Name of Committee Members	Category	No. of Audit Committee Meetings	
		Held	Attended
Mr. Arun Chakraborty	Chairman	6	6
Mr. Sudarson Kayori	Member	6	6
Mr. Pradeep Kumar Daga	Member	6	6

III. NOMINATION AND REMUNERATION COMMITTEE

During the year, the Nomination and Remuneration Committee met eight (8) times to deliberate on various matters. The meetings were held on 02.05.2016; 19.05.2016; 04.07.2016; 27.09.2016; 13.12.2016; 05.01.2017; 20.01.2017 and 25.03.2017. The composition and attendance are as follows:

Name of Committee Members	Category	No. of Nomination and Remuneration Committee Meetings	
		Held	Attended
Mr. Arun Chakraborty	Chairman	8	8
Mr. Sudarson Kayori	Member	8	8
Mr. Rathindra Nath Ghosh	Member	8	7

The Nomination and Remuneration Committee is authorised to:-

- formulate appropriate policies, institute processes which enable the identification of individuals who are qualified to become Directors and who may be appointed in Senior Management and recommend the same to the Board;
- review and implement succession and development plans for Managing Director, Executive Directors and Senior Management;
- devise a policy on Board diversity;
- formulate the criteria for determining qualifications, positive attributes and independence of Directors;
- formulation of criteria for evaluation of Independent Directors and the Board.

Pursuant to the provisions of the Companies Act, 2013 and the Listing Regulations, the Board has carried out an Annual Performance Evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Board Governance, Nomination and Remuneration Committee.

Details of remuneration paid to Directors:

Executive Director and KMP

The Company paid remuneration to its Managing Director by way of salary (a fixed component) as approved by the Shareholders, subjected to the overall ceiling as stipulated in the Companies Act, 2013. Given below are the details of Remuneration paid to Executive Director & Key Managerial Personal (KMP) Viz., Managing Director, Company Secretary & CFO:

Name of Executive Director & KMP	Category	Total Salary paid during April, 2016 to March, 2017
Mrs. Vinita Daga	Managing Director	2,40,000.00
Ms. Bharti Agarwal	Company Secretary (up to 04.10.2016)	91,935.00
Mrs. Pooja Goneka	Company Secretary (w.e.f. 05.10.2016)	88,065.00
Mr. Dilip Kumar Hela	Chief financial Officer	1,20,000.00

IV. STAKEHOLDERS' RELATIONSHIP COMMITTEE

The role of Stakeholders Relationship Committee is in compliance with Section 178 of the Companies Act, 2013 and the Listing Regulations. The said committee is responsible for resolving investor's complaints pertaining to share transfers, non-receipt of annual reports, share certificates, transmission of shares and other shareholder related queries, complaints etc.

The Stakeholders' Relationship Committee met thrice during the year under review. The meetings were held on 11.08.2016; 20.09.2016 and 13.12.2016.

Composition of the Stakeholder's Relationship Committee and details of attendance of members at its meetings during the year 2016-17 is given below:

Name of Committee Members	Category	No. of Stakeholders' Relationship Committee Meetings	No. of Stakeholders' Relationship Committee Meetings
		Held	Attended
Mr. Arun Chakraborty	Chairman	3	0
Mr. Sudarson Kayori	Member	3	0
Mr. Rathindra Nath Ghosh	Member	3	0

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Status Report of investor queries and complaints for the period from April 1, 2016 to March 31, 2017 is given below:

Sl. No.	Particulars	No. of Complaints
01	Investor complaints pending at the beginning of the year	NIL
02	Investor complaints received during the year	NIL
03	Investor complaints disposed of during the year	NIL
04	Investor complaints remaining unresolved at the end of the year	NIL

Mrs. Pooja Goenka, Company Secretary is our Compliance Officer under the Listing Regulation.

There has been no instance of non-compliance by your Company on any matter related to capital markets during the year under review and hence no strictures/penalties have been imposed on your Company by the stock exchanges or the SEBI or any statutory authority.

V. RISK MANAGEMENT :

The Company's Risk Management Processes ensure that the management controls risks through means of a properly defined framework. The risk is reviewed periodically by the MD and the CFO through an established Risk Assessment framework and also annually by the Board of Directors.

VI. DISCLOSURES

- (i) Transactions with related parties as per requirements of Accounting Standard (AS) 18-'Related Party Information' are disclosed in Note 16(7) to the Financial Statements.
- (ii) All Accounting Standards mandatorily required have been followed without exception in preparation of the financial Statements.
- (iii) Details of non-compliance by the Company, penalties, strictures imposed on the Company by the stock exchanges or the SEBI or any statutory authority, on any matter related to capital markets, during the last three years 2014-15, 2015-16 and 2016-17 respectively: Nil
- (iv) A qualified practicing Company Secretary carried out a share capital audit to reconcile the total admitted equity share capital with the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL") and the total issued and listed equity share capital. The audit report confirms that the total issued / paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialised shares held with NSDL and CDSL.

- (v) The members of the board and senior management personnel have affirmed the compliance with Code applicable to them during the year ended March 31, 2017. The annual report of the Company contains a certificate by the CEO and Managing Director in terms of SEBI Listing Regulations on the compliance declarations received from Independent Directors, Non-executive Directors and Senior Management.
- (vi) Procedures for assessment of risk and its minimization have been laid down by the Company and reviewed by the Board. These procedures are periodically reassessed to ensure that executive management controls risks through means of a properly defined framework.
- (vii) No money was raised by the Company through public issue, preferential issue, rights issue etc. in the last financial year ended 31.03.2017.
- (viii) (a) All pecuniary relationships or transactions of the Non-Executive Directors vis-à-vis the Company have been disclosed in this report.
(b) The Company has one Whole-time Managing Director on the Board whose appointment and remuneration has been fixed by the Board in terms of a resolution passed by the members and has been further reviewed/approved by the Nomination and Remuneration Committee of the Board. The remuneration aid is mentioned in the report.
- (ix) (a) Management Discussion and Analysis forms part of the Annual Report to the shareholders and it includes discussion on matters as required by Regulation 34(3) of the Listing Regulations.
(b) There were no material financial & commercial transactions by Senior Management as defined in Regulation 26 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 where they have any personal interest that may have a potential conflict with the interests of the Company at large requiring disclosure by them to the Board of Directors of the Company.
- (x) The Company has established a vigil mechanism/whistle blower policy for directors and employees to report concerns about unethical behavior, actual or suspected fraud etc. and the same has been disclosed on the website of the Company.
- (xi) Compliance Certificate for Corporate Governance from Auditors of the Company forms part of this report.
- (xii) As required under Regulation 17(8) of Listing Regulations, the Whole-time Director and CFO have certified to the Board about compliance by the Company with the requirements of the said sub regulation for the financial year ended 31st March, 2017.

ANNUAL REPORT 2016-2017**VII. GENERAL BODY MEETINGS**

Date and time of the AGMs/EGMs held during the preceding 3(three) years and the Special Resolution(s) passed thereat are as follows:

Financial year	Date	Time	Venue
2015-2016	10.09.2016	11.00 A.M.	Killachand Conference Room, India Merchants Chamber, IMC Building, Second Floor, IMC Marg, Churugate, Mumbai-400020
2014-2015	22.08.2015	11.00 A.M.	
2013-2014	20.09.2014	11.30 A.M.	

There were no Extra-Ordinary General Meeting held in the last three years.

Special Resolution(s) passed:

Date of AGM	Matter of Passing Special Resolution
20 th September, 2014	To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013.

Whether any special resolution passed last year through postal ballot and details of voting pattern? Yes

Date	Matter of Passing Special Resolution
6 th September, 2016	Shifting of registered office from the state of Maharashtra to the state of West Bengal.

VIII. GENERAL SHAREHOLDER INFORMATION

ANNUAL GENERAL MEETING ("AGM") :	
Date:	19th September 2017
Time:	11.30 A.M.
Venue:	"Conference Hall" at 11, Clive Row, 5th Floor, Kolkata-700001
FINANCIAL CALENDAR :	
Year ending	March, 31
AGM in	September
Date of Book Closure	13th September, 2017 to 19th September, 2017 (both days inclusive)
Dividend payment date	No dividend is being recommended.
Listing on Stock Exchanges	BSE Limited ("BSE") Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001, Maharashtra
Stock Code	530457

CINERAD COMMUNICATIONS LIMITED

Demat ISIN No. for CDSL and NSDL	INE959B01017
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Listing Fee as applicable have been paid.

Corporate Identification Number (CIN) of the Company	L92100WB1986PLC218825
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Registrar and Share Transfer Agents	Niche Technologies Pvt. Ltd. D-511, Bagree Market, 71, B. R. B. Basu Road, 5th Floor, Kolkata - 700 001 Tel.: +91 33 2235 7270 / 7271; Fax: +91 33 2215 6823 E-mail: nichetechpl@nichetechpl.com
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Market Price Data: High – Low During each month in the last Financial Year

High, Low (based on closing price) during each month in the year 2016-2017:

Months	High (Rs.)	Low (Rs.)
April, 2016	7.00	6.18
May, 2016	6.65	6.65
June, 2016	6.65	6.65
July, 2016	6.65	6.32
August, 2016	6.32	6.32
September, 2016	6.31	6.01
October, 2016	6.31	5.45
November, 2016	5.45	5.45
December, 2016	5.45	5.45
January, 2017	5.60	5.45
February, 2017	5.60	5.60
March, 2017	5.75	5.50

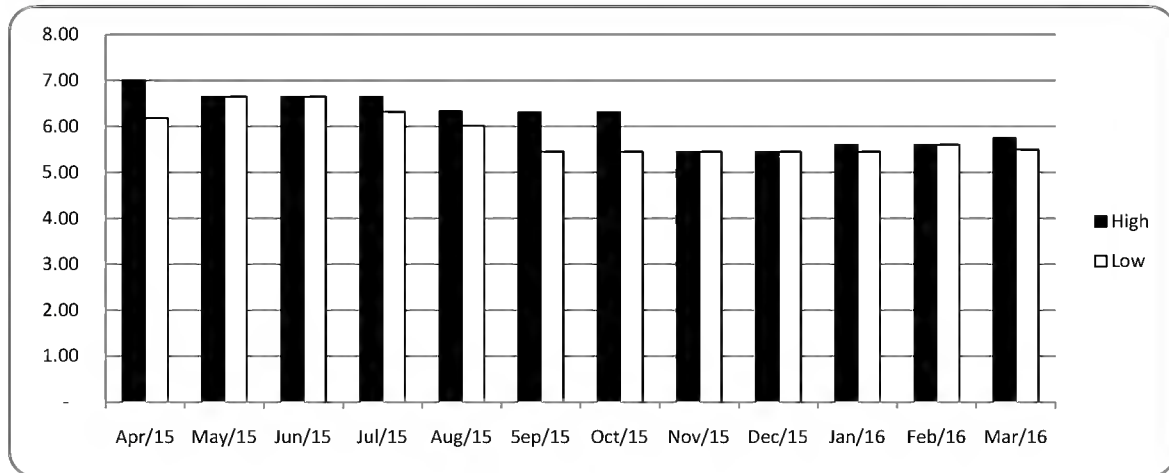


Chart showing month wise high and low of market price data.

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Dematerialisation of equity shares:	About 86.09 % of total equity share capital is held in dematerialised form with NSDL and CDSL.
Share Transfer System:	Share transfers are registered and returned within a period of 15 days from the date of receipt, if the documents are clear in all respects. Executives of the Company have been authorised to approve transfers in addition to the Committee.

Shareholding as on March 31,2017:

(a) Distribution of equity shareholdings as on 31.03.2017:

No. of shares	No. of shareholders	% of shareholders	No. of shares	% of shares
001 to 500	1673	79.0269	296390	5.6998
501 to 1000	212	10.0142	185796	3.5730
1001 to 5000	172	8.1247	371552	7.1452
5001 to 10000	27	1.2754	194391	3.7383
10001 to 50000	19	0.8975	381108	7.3290
50001 to 100000	7	0.3307	501999	9.6538
100001 & Above	7	0.3307	3268764	62.8608
TOTAL	2117	100.0000	5200000	100.0000

(b) Categories of equity shareholders as on 31.03.2017:

Category	No. of equity shares held	% of shareholdings
Promoters	2360271	45.39
Mutual Funds	5700	0.11
Indian Public and others	2829694	54.42
NRI / OCBs	4335	0.08
Grand Total	5200000	100.00

Means of communication :	<p>The quarterly, half-yearly and annual results of the Company are published in leading newspapers in India. The results are also displayed on the Company's website "www.cineradcommunications.com".</p> <p>These results are properly submitted to the Stock Exchanges so that the same can be displayed on their website. A Management Discussion and Analysis Report is a part of the Company's Annual Report.</p>
Corresponding Address:	<p>Cinerad Communications Limited "Subol Dutt Building" 13, Brabourne road, Mezzanine Floor, Kolkata-700001 (W.B.), India</p>

**DECLARATION ON COMPLIANCE OF THE COMPANY'S
CODE OF CONDUCT**

**To
Cinerad Communications Limited
"Subol Dutt" Building,
13, Brabourne Road, Mezzanine Floor,
Kolkata-700001.**

The Company has a specific Code of Conduct for the members of the Board of Directors and the Senior Management Personnel of the Company in terms of Regulation 17(5) of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 to further strengthen corporate governance practices of the Company.

All the members of the Board and Senior Management Personnel of the Company have affirmed due observance of the said Code of Conduct in so far as it is applicable to them and there is no non compliance thereof during the year ended 31st March, 2017.

For **Cinerad Communications Limited**

**Vinita Daga
Managing Director
DIN : 00080647**

Place : **Kolkata**
Date : **26th Day of May, 2017**

CEO AND CFO CERTIFICATION

**The Board of Directors
Cinerad Communications Ltd.
Kolkata-700001**

Dear members of the Board,

We, Vinita Daga, (DIN : 00080647) Chief Executive Officer and Managing Director and Dilip Kumar Hela, Chief Financial Officer of Cinerad Communications Limited, to the best of our knowledge and belief, certify that:

1. We have reviewed standalone Financial Statements and the Cash Flow Statement of the Company and all the notes on accounts and the Board's report.
2. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading
3. The financial statements, and all other financial information included in this report, present in all material respects a true and fair view of the Company's affairs, the financial conditions, results of operations and cash flows of the Company as at and for the periods presented in this report, and are in compliance with the existing accounting standards and/or applicable laws and regulations.
4. There are no transactions entered into by the Company during the year that are fraudulent, illegal or violate the Company' Code of Conduct.
5. We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company 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.
6. We have indicated to the Auditors and the Audit Committee:
 - Significant changes in the internal control during the year;
 - Significant changes in the accounting policies during the year, if any, and that the same have been disclosed in the notes to the financial statements; and
 - Instances of significant fraud and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system.

Place : **Kolkata**
Date : **26th Day of May, 2017**

Vinita Daga
Chief Executive Officer
and Managing Director
(DIN : 00080647)

Dilip Kumar Hela
Chief Financial Officer

Maroti & Associates

Chartered Accountants

CINERAD COMMUNICATIONS LIMITED

MERCANTILE BUILDING

9/12, Lal Bazar Street, "E" Block,
3rd Floor, Room No-2, Kolkata-700001

Ph.: +91 33 2231 9392, 2231 9391

Fax : +9133 2243 8371

(M) : + 91 98310 48621

E-mail: mkmaroti@gmail.com

AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of

CINERAD COMMUNICATIONS LIMITED

We have examined the compliance of conditions of Corporate Governance by **Cinerad Communications Limited** for the year ended on **31st March, 2017**, as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the Compliance of the Corporate Governance. It is neither an Audit nor an opinion on the financial statement of the Company.

In our opinion and into the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

For MAROTI & ASSOCIATES
Chartered Accountants

Place : **Kolkata**
Date : **26th day of May, 2017**

M.K.MAROTI
(Partner)
(Membership No.057073)
(Firm Registration No. 322770E)

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Maroti & Associates

Chartered Accountants

MERCANTILE BUILDING

9/12, Lal Bazar Street, "E" Block,
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INDEPENDENT AUDITORS' REPORT

To the Members of

CINERAD COMMUNICATIONS LIMITED

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of **CINERAD COMMUNICATIONS LIMITED** (‘the Company’), which comprise the balance sheet as at 31st March 2017, the Statement of profit and loss and the cash flow statement 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 are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. 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 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 financial statements that give a true and fair view and are free from material misstatements, whether due to fraud or error.

AUDITOR'S RESPONSIBILITY

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

CINERAD COMMUNICATIONS LIMITED

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 there under.

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 misstatements.

An audit involves performing procedures to obtain audit evidences about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatements in the 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 financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. 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 financial statements.

We believe that the audit evidences we have obtained are sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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 31st March 2017 and its Loss and its cash flows 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") 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 the paragraph 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 purposes of our audit.
 - b. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

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- c. The balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of accounts;
- d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- e. On the basis of the written representations received from the directors as on 31st March 2017 taken on record by the Board of Directors, none of the directors are disqualified as on 31st March 2017 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"; and
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - a. The Company does not have any pending litigations which would impact its financial position.
 - b. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any. However the Company does not have any ongoing long-term contracts including derivative contracts as on the Balance sheet date.
 - c. There were no such amounts appearing in the books which are required to be transferred to the Investor Education and Protection Fund by the Company.
 - d. The Company has provided requisite disclosures in the financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016. Based on audit procedures and relying on the management representation we report that the disclosures are in accordance with books of account maintained by the Company and as produced to us by the Management.

**For MAROTI & ASSOCIATES
Chartered Accountants**

Place : **Kolkata**
Date : **26th day of May, 2017**

**M.K.MAROTI
(Partner)
(Membership No.057073)
(Firm Registration No. 322770E)**

Annexure - A to the Auditors' Report

The Annexure referred to in Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31st March, 2017, we report that:

- 1. a)** The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- b)** The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner. In accordance with this programme, fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, the periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- c)** According to the information and explanations given to us and on the basis of our examination of the records of the Company, no immovable properties are held in the name of the Company. Accordingly, this clause is not applicable.
- 2.** The Company had no inventories during the year, thus, paragraph 3(ii) of the Order is not applicable to the Company.
- 3.** The Company has not 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 ('the Act'). Accordingly, this clause is not applicable.
- 4.** In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made. The Company has not given any guarantee(s) or provided any security for loan taken by third party.
- 5.** The Company has not accepted any deposits from the public. Accordingly, 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 are not applicable to the company for the year under audit.
- 6.** The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act for any of the services rendered by the company. Accordingly, this clause is not applicable.

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7. a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of accounts in respect of undisputed statutory dues including provident fund, income-tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities as applicable for the year under audit.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues were in arrears as at 31st March 2017 for a period of more than six months from the date they became payable.

b) According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at March 31, 2017 for a period of more than six months from the date of becoming payable except the followings:

Sl. No	Nature of Dues	Amount Due	Forum where pending	For which Assessment Year
1	Income Tax Act, 1961	Rs. 2,41,991/- (Net of payment)	Commissioner of Income Tax (Appeal)	2007-2008
2	Income Tax Act, 1961	Rs. 34,41,850/- (Net of payment)	Commissioner of Income Tax (Appeal)	2011-2012

8. The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.

9. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.

10. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

CINERAD COMMUNICATIONS LIMITED

- 11.** According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- 12.** In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- 13.** According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- 14.** According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- 15.** According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- 16. The Company is required to be registered under section 45-IA of the Reserve Bank of India Act 1934 since the company is fulfilling the criteria of an NBFC company.**

**For MAROTI & ASSOCIATES
Chartered Accountants**

**M.K.MAROTI
(Partner)**

(Membership No.057073)

(Firm Registration No. 322770E)

Place : **Kolkata**

Date : **26th day of May, 2017**

Annexure - B to the Auditors' Report

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 **CINERAD COMMUNICATIONS LIMITED** ("the Company") as of 31st March, 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

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

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India.

Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidences we have obtained are 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 authorizations of management and directors of the company; and

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3. provide reasonable assurance regarding prevention or timely detection of unauthorized 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 31st March 2017, 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 MAROTI & ASSOCIATES
Chartered Accountants**

Place : **Kolkata**
Date : **26th day of May, 2017**

**M.K.MAROTI
(Partner)
(Membership No.057073)
(Firm Registration No. 322770E)**

CINERAD COMMUNICATIONS LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2017

Particulars	Note No	Figures as at the end of current reporting period	Figures as at the end of the previous reporting period
		₹	₹
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2	5,20,00,000	5,20,00,000
(b) Reserves and Surplus	3	(3,54,29,394)	(3,43,50,248)
(2) Current Liabilities			
(a) Short Term Provisions	4	-	600
(b) Other current liabilities	5	67,942	80,891
TOTAL		1,66,38,548	1,77,31,243
II. Assets			
(1) Non-current assets			
(a) Fixed Assets	6		
(i) Tangible Assets		3	3
(ii) Intangible Assets		1	1
(b) Non Current Investment	7	1,00,00,000	-
(c) Long term loans and advances	8	1,60,034	2,13,034
(d) Deferred Tax Asset	9	16,28,957	17,44,999
(2) Current assets			
(a) Cash and cash equivalents	10	33,44,688	1,42,68,341
(b) Short Term Loans & Advances	11	15,04,865	15,04,865
TOTAL		1,66,38,548	1,77,31,243

SIGNIFICANT ACCOUNTING POLICIES 1
OTHER NOTES ON ACCOUNTS 16

In terms of our report of even date

FOR MAROTI & ASSOCIATES
(Chartered Accountants)
Firm Reg No : 322770E

(M. K. MAROTI)
(Partner)
Membership No. : 057073
Date :26th day of May,2017
Place : Kolkata

For and on behalf of the Board
VINITA DAGA
(DIN 00080647)
Managing Director

PRADEEP KUMAR DAGA
(DIN 00080515)
Director

DILIP KUMAR HELA
Chief Financial Officer

POOJA GONEKA
Company Secretary

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**STATEMENT OF PROFIT & LOSS ACCOUNT
FOR THE YEAR ENDED ON 31ST MARCH, 2017**

PARTICULARS	Note No	Figures as at the end of current reporting period	Figures as at the end of the previous reporting period
		₹	₹
I			
OTHER INCOME	12	8,18,272	11,14,689
TOTAL REVENUE		8,18,272	11,14,689
II			
EXPENSES			
Employee Benefit Expenses	13	6,27,360	5,45,677
Other Expenses	14	11,54,016	8,99,992
TOTAL EXPENSES		17,81,376	14,45,669
III			
Profit Before Tax (I - II)		(9,63,104)	(3,30,980)
IV			
TAX EXPENSES			
a Current Tax		-	-
b Deferred Tax		(1,16,042)	(1,44,578)
V			
PROFIT / (LOSS) FOR THE PERIOD		(10,79,146)	(4,75,558)
VI			
Earning Per Equity Share	15		
a Basic		(0.208)	(0.091)
b Diluted		(0.208)	(0.091)

SIGNIFICANT ACCOUNTING POLICIES
OTHER NOTES ON ACCOUNTS

1
16

For and on behalf of the Board

In terms of our report of even date

FOR MAROTI & ASSOCIATES
(Chartered Accountants)
Firm Reg. No : 322770E

VINITA DAGA
(DIN 00080647)
Managing Director

(M. K. MAROTI)
(Partner)
Membership No. : 057073

PRADEEP KUMAR DAGA
(DIN 00080515)
Director

DILIP KUMAR HELA
Chief Financial Officer

Date : 26th day of May,2017
Place : Kolkata

POOJA GOENKA
Company Secretary

CINERAD COMMUNICATIONS LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH , 2017

PARTICULARS	Figures as at the end of current reporting period		Figures as at the end of the previous reporting period	
	₹		₹	
1. CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit/(Loss) before Tax (a)		(9,63,104)		(3,30,980)
Less :				
Profit on sale of Mutual Fund	(8,18,272)		(11,14,689)	
Sub Total - (b)		(8,18,272)		(11,14,689)
Operating Profit before Working Capital Changes (a + b)		(17,81,376)		(14,45,669)
Adjustments :				
Increase / (Decrease) in Current Liabilities	(13,549)		18,330	
(Increase)/Decrease in Loans & advances	53,000		(25,000)	
Sub Total - (c)		39,451		(6,670)
Net Cash from Operating Activities before Taxes Paid		(17,41,925)		(14,52,339)
Less: Taxes paid		-		6,00,000
Net Cash from Operating Activities A		(17,41,925)		(20,52,339)
2. CASH FLOW FROM INVESTING ACTIVITIES				
(Increase) / Decrease in Investment	(1,00,00,000)		1,45,00,000	
Profit on sale of Mutual Fund	8,18,272		11,14,689	
Net Cash from Investing Activities B		(91,81,728)		1,56,14,689
3. CASH FLOW FROM FINANCING ACTIVITIES				
Net Cash from Financing Activities C		-		-
Net Increase in Cash/Cash Equivalent (A+B+C)		(1,09,23,653)		1,35,62,350
Cash/Cash Equivalents (Opening)		1,42,68,341		7,05,991
Cash/Cash Equivalents (Closing)		33,44,688		1,42,68,341

1 **Notes**
Cash Flow Statement has been prepared under the indirect method as set out in Accounting Standard 3 issued by the Institute of Chartered Accountants of India

2		Figures as at the end of current reporting period	Figures as at the end of the previous reporting period
	Cash and Cash Equivalent		
	Cash in hand	1,06,804	2,11,067
	Cash at bank	32,37,884	1,40,57,274
		33,44,688	1,42,68,341

For and on behalf of the Board

In terms of our report of even date
For MAROTI & ASSOCIATES
(CHARTERED ACCOUNTANTS)
FIRM REG NO : 322770E

VINITA DAGA
(DIN 00080647)
Managing Director

DILIP KUMAR HELA
Chief Financial Officer

M. K. Maroti
(Partner)
Membership No. 057073

PRADEEP KUMAR DAGA
(DIN 00080515)
Director

POOJA GOENKA
Company Secretary

Date : 26th day of May, 2017
Place : Kolkata

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**NOTE FORMING PART OF THE BALANCE SHEET AS AT
& STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2017**

Particulars	Figures as at the end of current reporting period	Figures as at the end of the previous reporting period
	₹	₹
NOTE - 2		
SHARE CAPITAL		
Authorised		
1,50,00,000 (P.Y. 1,50,00,000) Equity Shares of Rs.10/- each	15,00,00,000	15,00,00,000
Issued		
52,00,000 (P.Y. 52,00,000) Equity Share of Rs.10/- each	5,20,00,000	5,20,00,000
	5,20,00,000	5,20,00,000
Subscribed & Paid up		
52,00,000 (P.Y. 52,00,000) Equity Share of Rs.10/- each, Fully Paid Up	5,20,00,000	5,20,00,000
	5,20,00,000	5,20,00,000

A. Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period

	Figures as at the end of current reporting period		Figures as at the end of the previous reporting period	
	Nos	Amount	Nos	Amount
Shares outstanding at the beginning of the year	52,00,000	5,20,00,000	52,00,000	5,20,00,000
Shares issued during the year	-	-	-	-
Shares outstanding at the end of the year	52,00,000	5,20,00,000	52,00,000	5,20,00,000

B. TERMS/ RIGHTS ATTACHED TO EQUITY SHARES

The Company has only one class of equity share having par value of Rs.10/- per share. Each holder of Equity share is entitled to one vote per share.

In the event of liquidation of the company, the holder of equity shares will be entitled to receive remaining assets of the Company after distribution of all preferential amounts. The Distribution will be in proportion to the number of equity share held by the shareholders.

C. Details of shareholders holding more than 5% shares of the Company

NAME OF THE SHAREHOLDER	Figures as at the end of current reporting period		Figures as at the end of the previous reporting period	
	Nos	%	Nos	%
(Equity Shares of Rs. 10/ Each Fully Paid Up)				
Pradeep Kumar Daga	11,77,011	22.63	11,77,011	22.63
Vinita Daga	11,83,260	22.76	11,83,260	22.76

As per the records of the Company, including its Register of Members and other declarations received from the shareholders regarding beneficial interest, the above shareholders represents legal ownership of shares

CINERAD COMMUNICATIONS LIMITED

**NOTE FORMING PART OF THE BALANCE SHEET AS AT
& STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2017**

Particulars	Figures as at the end of current reporting period	Figures as at the end of the previous reporting period
	₹	₹
NOTE - 3		
<u>RESERVE & SURPLUS</u>		
Capital Reserve		
OP. Balance	1,05,00,000	1,05,00,000
A	1,05,00,000	1,05,00,000
Securities Premium		
OP. Balance	3,97,88,290	3,97,88,290
B	3,97,88,290	3,97,88,290
Profit & Loss Account		
OP. Balance	(8,46,38,568)	(8,41,62,980)
Add: Profit/(Loss) for the year	(10,79,146)	(4,75,558)
C	(8,57,17,684)	(8,46,38,538)
TOTAL (A+B+C)	(3,54,29,394)	(3,43,50,248)
NOTE - 4		
<u>SHORT TERM PROVISIONS</u>		
Provision for Professional Tax	-	600
	-	600
NOTE - 5		
<u>OTHER CURRENT LIABILITIES</u>		
Liabilities For Expenses	52,250	53,625
TDS Payable	7,659	6,616
Professional Tax Payable	313	1,050
Provident Fund Payable	7,720	19,600
	67,942	80,891

**NOTE FORMING PART OF THE BALANCE SHEET AS AT
& STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2017**

**NOTE - 6
FIXED ASSETS**

Figures ₹"

Description	Gross Block			Depreciation			Net Block	
	As on	Addition	Deletion	As on	Upto	For the	As on	As on
	01.04.2016			31.03.2017	31.03.2016	year	31.03.2017	31.03.16
<u>Tangible Assets</u>								
Office Equipment	6,74,188	-	-	6,74,188	6,74,187	-	6,74,187	1
Plant & Machinery	3,00,61,895	-	-	3,00,61,895	3,00,61,894	-	3,00,61,894	1
Furniture & Fixtures	36,441	-	-	36,441	36,440	-	36,440	1
Sub Total (A)	3,07,72,524	-	-	3,07,72,524	3,07,72,521	-	3,07,72,521	3
<u>Intangible Assets</u>								
Software's	28,30,500	-	-	28,30,500	28,30,499	-	28,30,499	1
Sub Total (B)	28,30,500	-	-	28,30,500	28,30,499	-	28,30,499	1
Total	3,36,03,024			3,36,03,024	3,36,03,020	-	3,36,03,020	4
Previous Year	3,36,03,024			3,36,03,024	3,36,03,020	-	3,36,03,020	4

Particulars	Figures as at the end of current reporting period	Figures as at the end of the previous reporting period
	₹	₹
<u>NON CURRENT INVESTMENTS</u> (Long Term, Non Trade, Valued at Cost)		
Unquoted Mutual Fund		
HDFC Debt Fund [No. of Unit is 7,45,767.768 (P.Y. Nil)]	1,00,00,000	-
Market Value of Investment	1,01,11,119	
<u>NOTE - 8</u>		
<u>LONG TERM LOANS & ADVANCES</u> (Unsecured, Considered good)		
Security Deposit	1,60,034	2,13,034
	1,60,034	2,13,034
<u>NOTE - 9</u>		
<u>DEFERRED TAX ASSETS</u>		
Opening Assets	17,44,999	18,89,577
Add: Generated	-	-
Less: Reversed	(1,16,042)	(1,44,578)
	16,28,957	17,44,999
<u>NOTE - 10</u>		
<u>CASH & CASH EQUIVALENTS</u>		
Cash in hand (As certified)	1,06,804	2,11,067
Balances with Schedule Bank in Current Account	32,37,884	1,40,57,274
	33,44,688	1,42,68,341
<u>NOTE - 11</u>		
<u>SHORT TERM LOANS & ADVANCES</u>		
Tax Deducted at Source	9,04,865	9,04,865
Income Tax paid under protest	6,00,000	6,00,000
	15,04,865	15,04,865
<u>NOTE - 12</u>		
<u>OTHER INCOME</u>		
Profit on sale of Mutual Fund	8,18,272	11,14,689
	8,18,272	11,14,689
<u>NOTE - 13</u>		
<u>EMPLOYEE BENEFIT EXPENSES</u>		
Salary & Allowances	3,75,000	3,00,177
Directors Remuneration	2,40,000	2,40,000
Employees contribution to Provident Fund	4,800	-
Employers contribution to Provident Fund	7,560	5,500
	6,27,360	5,45,677

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Particulars	Figures as at the end of current reporting period	Figures as at the end of the previous reporting period
	₹	₹
NOTE - 14		
OTHER EXPENSES		
Advertisement Expenses	89,902	64,450
Audit Fees	28,750	28,625
Bank Charges	230	120
Demat Expenses	-	1200
Depository Expenses	80,201	51,526
E-voting Charges	20,986	3,420
Electricity Expenses	6,940	6,355
Filing Fees	46,784	10,800
Internal Audit Fees	5,000	5,000
Legal & Professional Charges	1,50,246	53,559
Listing Fees	2,29,000	2,24,720
Meeting Expenses	81,106	79,870
Miscellaneous Expenses	6,884	6,716
Postage & Telegram	84,847	31,706
Printing & Stationery	80,951	75,497
Rent, Rates & Taxes	1,45,720	1,76,400
Secretarial Audit Fees	15,000	15,000
Travelling & Conveyance	14,750	-
Telephone Expenses	4,030	3,660
Transfer Agent Fees	56,884	57,786
Interest on Professional Tax	804	-
Interest on TDS	51	82
Website Development Expenses	4,950	3,500
	11,54,016	8,99,992
NOTE - 15		
EARNING PER SHARE		
Net Profit after tax as per Statement of Profit and Loss (A)	(10,79,146)	(4,75,558)
weighted Average number of equity shares outstanding (B)	52,00,000	52,00,000
Basic and Diluted Earnings per share (Rs.) [A/B]	(0.21)	(0.09)
Face value per equity share (Rs.)	10	10

NOTE - 1

Significant Accounting Policies :

01. ACCOUNTING CONVENTIONS

The Financial Statements are prepared on Historical Cost Convention. Financial Statements are prepared in accordance with relevant presentational requirements of the Companies Act, 2013 and applicable mandatory Accounting Standards as prescribed under section 133 of Companies Act, 2013 read with rule 7 of the Companies (Accounts) Rules, 2014.

02. FIXED ASSETS

Fixed assets are stated at cost less accumulated depreciation and impairment if any. Cost comprises the purchase price inclusive of duties, taxes, and incidental expenses upto the date, the asset is ready for its intended use.

03. DEPRECIATION

Depreciation on Fixed Assets are provided on Written Down Value Method at the rates prescribed in accordance with Part - "C" of Schedule-II of the Companies Act, 2013.

Depreciation on fixed assets added / disposed off during the year, is provided on pro-rata basis with reference to the date of addition / disposal.

In a case of impairment, if any, depreciation is provided on the revised carrying amount of the assets over their remaining useful life.

04 INTANGIBLE ASSETS

Intangible Assets are recognized if:

It is probable that the future economic benefits that are attributable to the assets will flow to the Company and the cost/fair value of the assets can be measured reliably.

05 IMPAIRMENT OF FIXED ASSETS

The carrying amounts of assets are reviewed at each balance sheet date to determine whether there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount.

06 EARNING PER SHARE

Earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders, by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

07 INVESTMENTS

Investments that are readily realizable and intended to be held for not more than a year are classified as Current Investments. All other Investments are classified as Non Current Investments. Current Investments are stated at lower of cost and market rate on an individual investment basis. Non Current Investments are considered 'at cost' on individual investment basis, unless there is a decline other than temporary in the value, in which case adequate provision is made against such diminution in the value of investments.

08 RECOGNITION OF INCOME & EXPENDITURE

Income and expenditure are accounted for on accrual basis. Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable. Dividend income is recognized when the shareholder's right to receive payment is established by the balance sheet date. Income from Mutual Fund will be accounted for at the time of Redemption.

09 CONTINGENCIES :

These are disclosed by way of notes on the Balance sheet. Provisions is made in the accounts in respect of those contingencies which are likely to materialize into liabilities after the year end, till the finalization of accounts and material effect on the position stated in the Balance Sheet.

10 PROVISIONING FOR DEFERRED TAXES

The Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961.

Deferred Tax resulting from "timings difference" between book and taxable profit is accounted for using the tax rates and laws that have been enacted or substantially enacted as on the Balance Sheet date. The Deferred Tax Asset is recognized and carried forward only to the extent that there is a reasonable certainty that the assets will be realized in future.

11 PRELIMINARY EXPENSES

Preliminary Expense is amortized over a period of Five years.

12 TAXES ON INCOME

Current Tax is determined as the amount of tax payable in respect of taxable income for the year.

Deferred Tax is recognized, subject to consideration of prudence, in respect of deferred tax assets / liabilities on timing difference, being the difference between taxable income and accounting income that originated in one period and are capable of reversal in one or more subsequent periods.

NOTE 16**OTHER NOTES ON ACCOUNTS**

- i** Based on the information / documents available with the Company, no creditor is covered under Micro, Small and Medium Enterprise Development Act, 2006. As a result, no interest provision/payments have been made by the Company to such creditors, if any, and no disclosures thereof are made in these accounts and Sundry Creditors as at the year end.
- ii** The company has complied the revised Accounting standard - 15 "Employee Benefits" notified under the Companies (Accounting Standards) Rules, 2006. There is no present obligation of any post employment benefit including gratuity during the year. Therefore no actuarial gain or loss arose at the end of the year.
- iii** The management has assessed that there is no impairment of Fixed Assets requiring provision in the Accounts. Accordingly, there is no debit to the Profit & Loss Account for the impairment of Assets.
- iv** **Deferred Taxation :**
- No Provision has been made for Deferred Tax Assets in respect of assessed unabsorbed brought forward losses and unabsorbed depreciation as per Income Tax Act in view on uncertainty of income that will be available for realisation of the said asset. However, the company will made the deferred tax assets/ liabilities on the timing difference for the period in which there is virtual certainty of future income as per Accounting Standard-22 on "Accounting for Taxes on Income" issued by The ICAI.
- v** **Segment Report :**
- The Company's main business is Cinematography and all other activities revolve around the main business. The company does not have any geographical segments and hence there are no such separate reportable segments as per AS-17 issued by The ICAI.
- vi** **Related Party Disclosure :**

As per accounting standard 18 the information for related parties is given below:

Name of related parties-None**KEY MANAGEMENT PERSONNEL (KMP)**

- | | | |
|--------------------------------|---|-------------------------|
| 1. Vinita Daga | - | Managing Director |
| 2. Dilip Kumar Hela | - | Chief Financial Officer |
| 3. Pooja Goenka ¹ | - | Company Secretary |
| 4. Bharti Agarwal ² | - | Company Secretary |

¹Date of appointment as Company Secretary 05.10.2016

²Date of resignation as Company Secretary 04.10.2016

RELATED PARTY TRANSACTION

Sl.No.	Nature of Transaction	Relation	31.03.2017(Rs.)	31.03.2016(Rs.)
	Directors Remuneration			
1	Vinita Daga	Managing Director	2,40,000	2,40,000
	Salary			
1	Bharti Agarwal	Company Secretary	91,935	26,897
2	Pooja Goenka	Company Secretary	88,065	-
3	Dilip Kumar Hela	Chief Financial Officer	120,000	20,000
4	Sweta Sethia	Company Secretary	-	70,000
5	Harshwant Joshi	Chief Financial Officer	-	88,000

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- vii** During the year, the company had specified bank notes or other denomination notes as defined in the MCA notification G.S.R. 308(E) dated March 31, 2017 on the details of Specified Bank Notes (SBN) held and transacted during the period from 8th November, 2016 to 30th December, 2016, the denomination wise SBNs and other notes as per the notification is given below:

Particulars	SBNs**	Other denomination notes	Total
Closing cash in hand as on 08.11.2016	-	97,686	97,686
(+) Permitted receipts	-	50,000	50,000
(-) Permitted payments	-	11,238	11,238
Closing cash in hand as on 30.12.2016	-	136,448	136,448

** For the purpose of this clause, the term "Specified bank Notes" shall have the same meaning provided in the notification of the Government of India in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E) dated 8th November, 2016.

- viii** The Company has Complied this information based on the current information in its possession. As at 31.03.2017, No supplier has intimated the Company about its status as a Micro or Small enterprise or its Registration with the appropriate authority under Micro, Small and Medium Enterprise Development Act, 2006.

Amount due to Micro Small and Medium Enterprises as on 31.03.2017 RS. NIL (PY RS. NIL)

- ix** No provision has been made on account of leave salary as there are no leave to the credit of employees as at the end of the year.

- x** No provision has been made on account of gratuity as there are no employees who have completed the required number of years as per the Payment of Gratuity Act, 1972.

Particulars	2016-2017	2015-2016
C.I.F. Value of Imports	Nil	Nil
F.O.B. Value of Exports	Nil	Nil
Expenditure in Foreign Currency	Nil	Nil
Income in Foreign Currency	Nil	Nil

- xii** Contingent liability not provided for:

- (a) In respect of Income Tax demand for the AY: 2011-2012, Rs. 34,41,850.00 for which the company has preferred appeal before the Appellate Authority.
- (b) Income Tax demand for AY: 2007-2008 Rs. 2,41,991.00 for which the company has preferred appeal before the appellate Authority.

- xiii** The Stock of old machineries scrapped is lying with the company on as-is where-is basis. The same will be accounted for in the year in which the same is disposed off.
- xiv** The company has deposited a sum of Rs. 6 Lakhs as tax for the AY: 2011-2012 as income tax paid under protest as the company has filed appeal for the same. The management is of the opinion that there is a fair chance that the company will win the case. In case, the case is decided otherwise, the effect of tax will be accounted for in the year in which the order will be passed.
- xv** Previous Year figures have been regrouped, rearranged or recasted wherever considered necessary to make them comparable with the figures of the current year.

For and on behalf of the Board

In terms of our report of even date

VINITA DAGA
(DIN 00080647)
Managing Director

For MAROTI & ASSOCIATES
(Chartered Accountants
Firm Reg. No : 322770E

PRADEEP KUMAR DAGA
(DIN 00080515)
Director

DILIP KUMAR HELA
Chief Financial Officer

M. K. Maroti
(Partner)
Membership No. 057073

POOJA GONEKA
Company Secretary

Date : 26th day of May, 2017
Place : Kolkata

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**FORM NO. SH-13
Nomination Form**

*[Pursuant to section 72 of the Companies Act, 2013 and Rule 19(1) of the
Companies Share Capital and Debentures) Rules, 2014]*

To,
Cinerad Communication Limited
Subol Dutt Building,
13, Brabourne Road, Mezzanine Floor,
Kolkata-700001

I am / We are _____ the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my / our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)

Nature of Securities	Folio No.	No. of Securities	Certificate No.	Distinctive No.

(2) PARTICULARS OF NOMINEE/S—

- (a) Name:
- (b) Date of Birth:
- (c) Father's/Mother's/Spouse's Name:
- (d) Occupation:
- (e) Nationality:
- (f) Address:
- (g) e-mail id:
- (h) Relationship with the security holder:

(3) IN CASE NOMINEE IS A MINOR—

- (a) Date of birth:
- (b) Date of attaining majority:
- (c) Name of guardian:
- (d) Address of guardian:

Name:

Address:

Name of Security Holder(s)

Signature

Witness with name and address

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- 1 Please read the instructions given below very carefully. If the form is not filed as per instructions, the same will be rejected.
- 2 The nomination can be made by individuals only. Non individuals including society, trust, body corporate, partnership firm, Karta of Hindu Undivided Family, holder of power of attorney cannot nominate.
- 3 If the Shares are held jointly all joint holders shall sign (as per the specimen registered with the Company) the nomination form.
- 4 A nomination must be witnessed by two witnesses. A nomination form not witnessed by two witnesses will be rejected.
- 5 A minor can be nominated and in that case the name and address of the Guardian shall be given by the holder.
- 6 The nominee shall not be a trust, society, body corporate, partnership firm, Karta of Hindu Undivided Family, or a power of attorney holder. A non-resident Indian can be a nominee on repatriable basis.
- 7 Transfer of Shares in favour of a nominee shall be a valid discharge by the Company against the legal heir(s).
- 8 Only one person can be nominated for a given folio.
- 9 Details of all holders in a folio need to be filed; else the nomination will be rejected.
- 10 The nomination will be registered only when it is complete in all respects including the signature of (a) all registered holders (as per specimen lodged with the Company) and (b) the nominee/guardian.
- 11 Whenever the Shares in the given folio are entirely transferred or dematerialized, then this nomination will stand rescinded.
- 12 The intimation regarding nomination / nomination form shall be filled in duplicate with the Registrars & Transfer Agents of the Company who will return one copy thereof to the Shareholders.
- 13 Upon receipt of a duly executed nomination form, the Registrars & Transfer Agent of the Company will register the form and allot a registration number. The registration number and folio no. should be quoted by the nominee in all future correspondence.
- 14 The Company will not entertain any claims other than those of a registered nominee.
- 15 The nomination can be varied or cancelled by executing fresh nomination form.
- 16 For shares held in dematerialized form nomination is required to be filled with the Depository Participant.

<u>FOR OFFICE USE ONLY</u>	
Nomination Registration Number	
Date of Registration	
Checked By (Name and Signature)	

E-MAIL ADDRESS REGISTRATION FORM

In continuation of Circular Nos. 17/2011 and 18/2011 dated 21.04.2011 and 29.04.2011 respectively Issued by Ministry of Corporate Affairs, Government of India and pursuant to Section 101 of the Companies Act, 2013 & Rule 18 (3) (i) of the Companies (management & Administration) Rule, 2014 & Rule 11 Companies (Accounts) Rule, 2014.

(For shares held in physical form)

To
Cinerad Communication Limited
Subol Dutt Building,
13, Brabourne Road, Mezzanine Floor,
Kolkata-700001

Sub : **E-mail ID registration & Service of documents through electronic mode.**

Dear Sir,

I/We, Member(s) of M/s. **Cinerad Communications Limited**, hereby give my/our consent to receive electronically Annual Report(s) of General Meeting(s) and other document(s) submit to you as under:

Kindly use my/our Email ID for serving the documents in electronic mode. I/We request you to note my/our e-mail address as mention below. If there will be any change in the e-mail address, I/We will promptly communicate to you.

Folio No.	
Name of the first/sole Member	
E-mail address (to be registered)	

Thanking you,
Yours faithfully

(Signature of First/Sole Member)

Place :
Date :

Intentionally Left Blank

Book Post

If undelivered please return to:

CINERAD COMMUNICATIONS LIMITED

CIN: L92100WB1986PLC218825

Registered Office: Subol Dutt Building, 13, Brabourne Road,
Mezzanine Floor, Kolkata-700001 (W.B.) India

Phone: +91 33 2231 5686/5687