

BOOK POST

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

ANNUAL REPORT 2012-2013

CINDRELLA HOTELS LIMITED
9, MANGOE LANE, 3RD FLOOR, KOLKATA : 700 001
Phone : (033) 22481186
E-mail : cindrela@bsnl.in

BOARD OF DIRECTORS

Smt. Sangita Devi Baid Chairman
Sri Surajmal Kundalia Director
Sri Rajendra Lakhoria Director
Sri Kumaresh Lahiri Director
Sri Vivek Baid Director

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

Auditors : M/s Agarwal Mahesh Kumar & Co.
Sevoke Road, Siliguri - 734401
M. No. 54394

Bankers : AXIS Bank
State Bank of India

Hotel at : Sevoke Road, 3rd Mile,
Siliguri - 734001
Dist. : Jalpaiguri, (W.B.)

CINDRELLA HOTELS LIMITED

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

FORM OF PROXY

I/We.....of

.....being a member/Member (s) of Cindrella

Hotels Ltd. hereby appoint..... of.....of filling him
behalf of the 27th Annual General Meeting of the Company to be held at 10.30 a.m. Wednesday the 25th
day of September 2013 and at any adjournment there of.

Signed this.....day of.....2013

Signature.....

Note : 1. A member entitled to attend and vote is entitled to appoint a proxy to
attend and vote instead of himself.

2. A proxy need not be a member.

3. The form thus completed should be deposited at the Registered Office of the Company at
9, Mangoe Lane, 3rd Floor, Kolkata - 1 not later than fortyeight hours before holding the meeting.

Registered Folio No.....

CINDRELLA HOTELS LIMITED

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

Registered Folio No.....

Name of the Shareholder.....

No. of Shares held.....

I hereby record my presence at the 27th Annual General Meeting of the Company to be held at 10.30 a.m.
Wednesday the 25th day of September 2013 at the Registered Office of the Company at, 9 Mangoe Lane,
3rd Floor, Kolkata-700 001.

Signature of the Shareholder of Proxy

CINDRELLA HOTELS LIMITED * KOLKATA**CASH FLOW STATEMENT**

(Pursuant to the Listing Agreement)

PARTICULARS	CURRENT YEAR
A. CASH FLOW FROM OPERATING ACTIVITIES :	
Net Profit before Tax and Extraordinary items	3,459,557.42
Adjustment for :	
Depreciation	3,796,976.00
Finance Cost	1,007,830.00
Profit on Sale of Motor Car	(36,941.00)
Dividend	(677.65)
Interest Received	(10,550.00)

Operating Profit before Working Capital Charges	8,216,194.77
Adjustment for :	
Trade Receivables	(72,600.37)
Inventories	609,266.12
Proceeds from Short Term Borrowings	(4,810,543.58)
Short Term Loans & Advances	191,963.00
Trade payables	602,353.00
Provision	206,026.00
Other Current Liabilities	2,355,920.90

Cash generated from operations	7,298,579.84
Interest on Income Tax	0.00
Direct Taxes Paid	1,038,903.00

CASH FLOW BEFORE EXTRAORDINARY ITEMS	6,259,676.84
EXTRAORDINARY ITEMS	23,356.00

NET CASH FROM OPERATING ACTIVITIES	6,283,032.84
B. CASH FLOW FROM INVESTING ACTIVITIES :	
Purchase of Fixed Assets	(9,413,867.00)
Sale of Motor Car	75,000.00
Loans(Given)/ Taken	2,818,877.00
Interest Received	10,550.00
Dividend Received	677.65

NET CASH FLOW INVESTING ACTIVITIES :	(6,508,762.35)
C. CASH FLOW FROM FINANCING ACTIVITIES :	
Proceeds from Long term Borrowings	1,268,200.00
Finance Cost	(1,007,830.00)

NET CASH FLOW FROM FINANCING ACTIVITIES	260,370.00
D. NET INCREASE IN CASH AND CASH EQUIVALENTS :	34,640.49
(Total - A+B+C)	
CASH AND CASH EQUIVALENTS (Opening Balance)	1,580,192.95
CASH AND CASH EQUIVALENTS (Closing Balance)	1,614,833.44

AUDITORS' CERTIFICATE

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

FOR AGARWAL MAHESH KUMAR & CO.

CHARTERED ACCOUNTANTS

[**M.K. AGARWAL**]

Directors

PROPRIETOR

PLACE : KOLKATA (CAMP), DATED : 31.05.2013.

For and on behalf of the Board

SANGITA DEVI BAID } DIRECTOR

NOTICE

To,

The Shareholders,

NOTICE is hereby given that the 27th Annual General Meeting of **M/S.CINDRELLA HOTELS LTD.** will be held at the office of the Company on Wednesday, the 25th day of September, 2013 at 10:30 am to transact the following business.

AS ORDINARY BUSINESS:

- To receive and adopt the Audited Statement of Profit & Loss for the year ended 31st March, 2013 and the Balance Sheet as at that date together with the Reports of the Directors and Auditors thereon.
- To appoint a Director in place of Sri Kumaresh Lahiri who retires by rotation and being eligible offers himself for re-appointment.
- To consider and if thought fit, to pass the following resolution with or without modification as ordinary resolution.

"RESOLVED that M/s. Agarwal Mahesh Kumar & Co., Chartered Accountants, Siliguri, be and are hereby re-appointed as Auditors of the Company to hold the office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at such remuneration as may be determined by the Board of Directors of the Company."

For & on behalf of the Board

Place: KOLKATA

Dated: 01.08.2013

Smt. Sangita Devi Baid
Chairman

NOTES

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. The proxy form should, however, be deposited at the Registered Office of the Company not less than forty eight hours before the commencement of the meeting.
2. The Register of Members & Share transfer Books of the Company will remain closed from 18th September, 2013 to 24th September, 2013 (Both days inclusive).
3. Members are requested to bring their copies of Annual Report to the meeting.
4. Members/body Corporate/Proxies should bring the attendance slip duly filled in for attending the meeting. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID number for easy identification of attendance at the meeting.
5. Members holding shares in physical form are requested to quote their folio number in the attendance slip.
6. Members are requested to notify any change in their address at the earliest quoting their registered folio number. Change of address in respect of shares held in demat form is required to be intimated to the Concerned Depository Participant.
7. Shareholders are requested to send all correspondence in respect of shares held by them to the Company's Registrars & Share Transfer Agents, viz NICHE TECHNOLOGIES PVT. LTD, D-511, Bagree Market, 71, B.R.B. Basu Road, Kolkata 700001.
8. The equity shares of the Company have been activated for dematerialization on National Securities Depository Ltd. (NSDL) and Central Depository Services Ltd. (CDSL).
9. Members who have multiple accounts in identical names or joint accounts in same order are requested to intimate the R&TA enclosing their share certificates to consolidate all such holdings into one account to facilitate better service.
10. The Members seeking any information or clarification with regards to accounts or operation at the AGM are requested to write to the Company, at least seven days prior to the date of the meeting, so as to enable the management to keep the information ready.

10. INVENTORIES:

Inventories have been valued at lower of Cost or Net Realisable Value. Inventories have been classified as stores, bar items, linen sheets, crockeries & utensils and food & beverages.

11. EMPLOYEE BENEFITS

Defined Contribution Scheme:

The company makes Provident Fund Contribution and Employees State Insurance contribution to defined contribution retirement benefit plans for qualifying employees. Under the scheme the company is required to contribute a specified percentage of the pay roll costs under the schemes for benefits. The amount of ₹ 2,51,954/- has been recognized as expense under the head Employers Contribution to Provident Fund and ₹ 1,98,476/- under the head Employers Contribution to ESI.

12. DEPRECIATION:

Depreciation on Fixed Assets is provided on Written Down Value Method on a consistent basis as per Schedule XIV of the Companies Act, 1956 on pro-rata basis. Details of depreciation have been stated in "Note no 9" forming part of Balance Sheet and Profit & Loss Account.

13. RELATED PARTY TRANSACTIONS:

The details regarding related parties and transactions taken place between them during the financial year 2012-13 has been given below:

Name of the \ Related Party	Nature of relationship	Amount of transaction during the year/brought forward	Amount outstanding at the end of the financial year 2012-2013
Cindrella Financial Services Ltd.	Common Key Managerial Personnel	Unsecured Loan of ₹ 10,00,000 taken and interest of ₹ 40,643/- paid	10,26,913 Cr.
Sagarmal Dhanraj Ltd.	Common Key Managerial Personnel	Advance against Shares taken of 39,00,000/- and interest paid of 1,50,220/- along with the re-payment of 4,00,000/-	35,00,000 Cr.
M/s Raj Publishers (Janpath Samachar)	Enterprise in which Key Managerial Personnel have significant influence	Unsecured Loan taken and re-paid 10,78,694 /- along with the interest.	NIL

14. Basic and diluted earning per share (pursuant to AS-20)

Particulars	31.03.2013	31.03.2012
Net Profit for the year (in Rs.)	22,52,467.22	23,50,058.80
Weighted Average Number of equity Shares.	3,564,725	3,564,725
Nominal value of Shares	10/-	10/-
Basic & Diluted earning per share (in Rs.)	0.63	0.65

15. Contingent Liability of ₹ 36,00,000/- for the corporate guarantee given to Raj Publishers for its Term Loan from SBI.

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

FOR AGARWAL MAHESH KUMAR & CO.
CHARTERED ACCOUNTANTS

PLACE: KOLKATA (CAMP)
Dated: 31st Day of May 2013

[CA.M.K. AGARWAL]
Proprietor
M. No. 54394

CINDRELLA HOTELS LIMITED:: KOLKATA
ANNEXURE FORMING PART OF NOTES ON ACCOUNTS

1. METHOD OF ACCOUNTING :

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

2. INCOME RECOGNITION :

All known incomes are accounted for on accrual basis except income from Membership Fees and dividends which are accounted for as and when received.

3. TREATMENT OF EXPENSES:

All known expenses are being accounted for on accrual basis.

4. SHARE CAPITAL:

Equity Shares have equitable voting rights.

The details of shareholding in excess of 5% are as below:

Name of Sharehold	As on 31.03.2013		As on 31.03.2012	
	Number of Shares	% of Holding	Number of Shares	% of Holding
Arrow Hotels & Resorts (P) Ltd	2,35,000	6.528	2,35,000	6.528
Cindrella Tea Ltd	3,32,400	9.233	3,32,400	9.233
Cindrella Financial Services Ltd	11,18,439	31.068	11,18,439	31.068
Rajendra Kumar Baid	-	-	5,32,915	14.803
Vivek Baid	8,60,995	23.917	3,22,000	8.944

5. DEFERRED TAX ASSET/LIABILITY: To provide and recognize deferred tax on timing difference between taxable income and accounting income subject to consideration of prudence. Not to recognize Deferred Tax Asset on Unabsorbed Depreciation and carried forward of losses unless there is virtual certainty that there will be sufficient future taxable income available to realize such assets.

6. SHORT TERM BORROWINGS:

The Company has a Cash Credit Account with State Bank of India, the details of securities, guarantee and rate of interest are as below:

Secured by:

Primary Security:

Hypothecation of the entire current assets of the firm including stocks, receivables and other current assets of the company.

Collateral Security:

Land measuring 0.327 acre situated at Paragna-Baikunthpur, Mouza-Dabgram, P.S.- raiganj, District- Jalpaiguri. Recorded in JL No.2, R.S. No. 45, Khaitan No. 285/1, Sheet No. 5, plot No. 120 vide. The Sale Deed No.I-4288 executed in the name of Cindrella Hotels Ltd on 07.09.1992

(Boundary of the land- North: Land of Shri Vivek Baid, south: Land of Joy Gopal Anand, East:

Land of Shri Vivek Baid, West: Land of Deepika Baid).

Guarantee:

Personal guarantee of directors Shri Vivek Baid & Smt. Sangita Devi Baid.

Rate of Interest:

4% above Base Rate (Base Rate- 8.25% w.e.f. 14.02.2011), Present Effective Rate being 12.25% p.a

7. TAXES ON INCOME:

The current tax liability has been calculated after considering the permissible tax exemption, deduction and disallowances as per the provisions of the Income Tax Act, 1961 and provided for as short term provisions.

8. FIXED ASSETS:

Fixed Assets are stated at their historical cost inclusive of legal and/or installation charges less Depreciation. Details of Fixed Assets have been given in "Note no 9" forming part of Balance Sheet and Profit & Loss Account. None of the Fixed Assets have been revalued during the year.

Pursuant to Accounting Standard (AS-28), Impairment of Assets coming into effect, the company has assessed all the assets and found that there is no external/internal indication of impairment of assets. So the company has not made the provision for impairment of assets.

9. ACCOUNTING FOR INVESTMENTS:

Investments are long term in nature, are quoted investments and are stated at cost. However, provision if any for diminution is made to recognize any decline other than temporary, in the value of investment. But there is no diminution in value of investment which would have long term effect. There are no significant restrictions regarding the minimum holding period for sale/ disposal, utilization of sale proceeds. The Market Value of quoted investments amounts to Rs. 15,91,021.00.

CINDRELLA HOTELS LIMITED
DIRECTORS' REPORT

The directors have pleasure in presenting before you the 27th Annual Report together with Audited Accounts of the Company for the year ended 31st March, 2013.

Financial Results:	Rs. in Lakhs
Total Income	343.06
Total Expenditure	308.46
Profit before Tax & Extraordinary Items	34.60
Extraordinary Items	0.23
Profit Before Tax	34.83
Provision for Taxation Current Year	10.74
Deferred	(0.09)
Earlier Years	1.66
Profit after Tax	22.52
Balance B/f from previous year	169.80
Balance transferred to Balance Sheet	192.32

OPERATIONS:

Your company was able to expand and increase the volume of the business during Financial Year 2012-2013 and expect further growth in near future.

FUTURE PROSPECTS:

The outlook of the Company for the year 2012-2013 is good and your directors look forward towards achieving much better financial results in the Financial Year 2013-14..

PROJECTS:

The development work for the resort is in process in the current financial year also.

DIVIDEND:

Yours directors do not recommend any dividend for the year 2012-13 keeping in view the new projects and the quantum of profits earned by the Company.

CORPORATE GOVERNANCE:

As a listed company, necessary measures are being taken to comply with the listing agreement with the Stock Exchange. A report on Corporate Governance along with the Certificate of Compliance from the Auditors, forms part of this Annual Report.

DIRECTORS:

In terms of Articles of Association of the company read with section 255 of the Companies Act, 1956, Sri Kumaresh Lahiri retires by rotation and being eligible offers himself for re-appointment at the forthcoming AGM.

LISTING:

The Shares of the Company are presently listed on the Mumbai and Calcutta Stock Exchanges. The listing fee for the year 2013-14 in respect of Mumbai Stock Exchange has been paid in the month of April, 2013. The Listing fee in respect of Calcutta Stock Exchange will be paid shortly.

DEPOSITS:

Your Company has not accepted any deposit from the public.

AUDITORS:

M/s Agarwal Mahesh Kumar & Co., Chartered Accountants, the auditors of company who retire at the forthcoming AGM, being eligible has offered themselves for reappointment.

The notes on account referred to in the Auditor's Report are self explanatory and therefore do not call for any further comments u/s. 217(3) of the Companies Act, 1956.

SECRETARIAL COMPLIANCE CERTIFICATE:

The Secretarial Compliance Certificate received from Mr. Somnath Ganguly, Practicing Company Secretary forms part of and is annexed to this Report.

PERSONNEL:

No employee of your company was in receipt of remuneration exceeding Rs. 24,00,000/- per annum or Rs. 2,00,000/- per month or part thereof. Hence particulars of employees as per section 217(2A) of the Companies Act, 1956 are not required to be furnished.

DIRECTORS' RESPONSIBILITY STATEMENT:

It is further stated, that

- i. in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii. your directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit & loss of the company for that period;
- iii. your directors had 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. your directors had prepared the annual accounts on a going concern basis.

THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF DIRECTORS RULES, 1988).

In accordance with the requirements of the above rules, the particulars in respect of conservation of energy, research and development, technology, absorption are not applicable to the company.

ACKNOWLEDGEMENT:

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

By order and on behalf of the Board.

Dated: 31.05.2013

Registered Office:
9, Mangoe Lane, Kolkata-700001

(Smt. Sangita Devi Baid)
Chairman

Note : 19 Employees Benefit Expenses

Sr. No	Particulars	Current Year	Previous Year
A	Salary & Wages		
1	Bonus	563,368.00	651,342.00
2	Gratuity	108,555.00	172,000.00
3	Leave Encashment	134,587.00	184,739.00
4	Salary & Wages	4,178,038.00	3,168,387.00
	Total (A)	4,984,548.00	4,176,468.00
B	Contribution to Provident & Other Funds		
1	Employee State Insurance	182,143.00	157,918.00
2	Provident Fund	251,954.00	249,412.00
	Total (B)	434,097.00	407,330.00
C	Staff Welfare Expenses		
1	Staff Fooding Expenses	700,724.00	725,287.00
2	Staff Incentives	1,310,205.00	2,224,816.00
3	Uniform Allowances	37,574.00	193,327.00
4	Staff CCA	264,376.00	-
5	Others	103,209.00	147,997.00
	Total (C)	2,416,088.00	3,291,427.00
	Total	7,834,733.00	7,875,225.00

Note : 20 Finance Cost

	Interest		
	Interest on Unsecured Loans	241,972.00	-
	State Bank of India, Commercial Branch	748,022.00	698,002.00
	Interest on Income Tax	17,836.00	-
	Total	1,007,830.00	698,002.00

Note : 21 Other Expenses

1	Consumption - Stores etc	2,032,960.00	1,445,316.00
2	Power & Fuel	2,614,848.00	2,248,935.00
3	Rent	406,174.00	112,311.00
4	Repairs to Building	542,968.00	587,950.00
5	Repairs to Machinery	1,158,871.00	1,031,300.00
6	Insurance	163,817.00	152,545.00
7	Rates & Taxes	620,326.30	261,526.00
8	Miscellaneous Expenses	1,097,459.89	1,785,193.62
9	Discount & Incentives	164,932.05	442,138.55
10	TDS paid	2,785.00	-
11	Telephone Expenses	148,095.64	262,299.00
12	Tour Expenses	1,484,868.00	2,286,630.00
13	Tour Hotel Hire Charges	1,722,081.00	1,537,773.00
14	Travelling & Conveyance	462,388.00	563,297.00
15	Security Expenses	457,277.00	363,384.00
	Payment to Auditors		
16	Company Law Matters	13,483.00	12,360.00
17	Statutory & Tax Audit	40,450.00	37,079.00
	Total	13,133,783.88	13,130,037.17

Note : 22 Extraordinary Item

1	Prior Period Item	23,356.00	-
	Total	23,356.00	-

Note : 16 Revenue from Operations

A Sale of Services			
1	Sales (Food & Beverages etc)	7,886,182.00	6,743,433.00
2	Sales- Bar	2,642,339.00	2,538,958.00
3	Health Club Membership Fees	424,028.60	362,075.00
4	Park Rent	2,790,289.00	2,287,956.00
5	Rent-A-Cab	298,929.00	570,210.00
6	Room Rent	16,014,178.71	16,694,813.28
7	Tour Sales	3,935,636.00	4,175,826.00
8	Cancellation Charges	4,860.00	-
9	Other Services	258,191.00	312,545.00
	Total	34,254,633.31	33,685,816.28

Note : 17 Other Income

1	Commission	2,931.00	-
2	Dividend	677.65	1,122.00
3	Interest Income	10,550.00	45,926.00
4	Profit on Sale of Motor Car	36,941.00	-
	Total	51,099.65	47,048.00

Note : 18 Cost of Materials Consumed

A Consumption of Food & Beverages

Opening Stock	708,286.03	321,603.03
Add: Purchases	4,316,665.00	4,279,648.00
	5,024,951.03	4,601,251.03
Less: Staff Fooding Expenses	666,748.00	254,316.00
Less: Closing Stock	278,750.03	708,286.03
Total (A)	4,079,453.00	3,638,649.00

B Consumption of Bar

Opening Stock	428,626.12	442,491.03
Add: Purchases	937,295.54	873,296.54
	1,365,921.66	1,315,787.57
Less: Closing Stock	372,522.00	428,626.12
Total (B)	993,399.66	887,161.45
Total	5,072,852.66	4,525,810.45

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of Cindrella Hotels Ltd.

We have examined the compliance of conditions of Corporate Governance by **CINDRELLA HOTELS LIMITED** for the year ended 31st March, 2013 as stipulated in clause 49 of the Listing Agreement of the said Company with stock exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of the Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

As more fully discussed in the Corporate Governance report prepared by the Company, the Company has not complied with the following conditions of the Corporate Governance as stipulated in the listing agreement.

a. The Company has not constituted a Remuneration committee since no other remuneration or payment is paid to the Directors except and in excess the amount provided in the Articles of Association.

b. As informed by the management the company is in the process of appointing a company secretary for the implementation of the condition of the listing agreement.

c. The person serving the company as a "Compliance Officer" is not a qualified Company Secretary in accordance with the conditions of the Listing Agreement.

Subject to above in our opinion and to the best of our information and the representations made by the Directors and the Management, we certify that the Company has generally complied with the conditions of Corporate Governance as stipulated in clause 49 of the above mentioned Listing Agreement.

As required by the Guidance Note issued by the Institute of Chartered Accountants of India, we state that no investor grievances were reported during the year under review, as stated.

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

**For AGARWAL MAHESH KUMAR & CO.
CHARTERED ACCOUNTANTS**

Place : KOLKATA (CAMP)
Date : 31st Day of May 2013

(CA.M.K. AGARWAL)
Proprietor
M.No.54394

CINDRELLA HOTELS LIMITED

9, MANGO LANE :: KOLKATA

The Directors present the Company's Report on Corporate Governance. (as required under clause 49 of the Listing Agreement entered into with Stock Exchange).

1. Company's Philosophy & Corporate Governance

Corporate Governance is based on the principles of integrity, fairness, equity, transparency, accountability and commitment to values. Good governance practices stem from the quality and mindset of the organization. Companies stand to gain by adopting systems that bolster the stakeholders trust through transparency, accountability and fairness. With increasing interdependence and free trade among countries and citizens across the globe, good corporate Governance should be followed by any company to distinguish itself.

Keeping the above in mind, your company has also committed itself to the philosophy of good Corporate Governance in all its dealings, utmost integrity in its conduct and in compliance with the highest standard of corporate values and ethics. Your Company considers Corporate Governance as a continuous journey to provide congenial environment to harmonize the goals of maximizing the stakeholders' value and maintaining a customer-centric focus in all its dealings with the outside world, besides keeping important segments of the society adequately informed.

It has been our endeavor to give fair and equitable treatment to all stakeholders including employees, customers and shareholders. The Code of Conduct for directors and senior Managers adopted by the Board of Directors in terms of the Clause 49 of the Listing Agreement shall further enhance the standards of Corporate Governance in the Company.

2. Board of Directors

(a) Composition and size of the Board

The Company has an optimum combination of Executive and Non-Executive Directors commensurate with its size and turnover. The Board comprises of 5 Directors, of whom, 4 are Non-Executive Directors and 1 is Executive Director who is the Chairman of the Company.

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

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

Category	Name of Directors	Designation	No. of Shares held as on 31 st March, 2013
Non-Executive Independent Directors	Surajmal Kundalia	Director	10
	Rajendra Lakhota	Director	10
	Kumaresh Lahiri	Director	100
Non-Executive	Vivek Baid	Director	860995
Executive Directors	Sangita Devi Baid	Director	126010

(b) Meetings of the Board of Directors. The Board of Directors had met 6 times during the year, i.e. on

Date	No. of Directors present
14/05/2012	4
20/06/2012	3
04/07/2013	5
28/07/2012	4
31/10/2012	3
31/01/2013	3

CINDRELLA HOTELS LIMITED, KOLKATA

Notes Forming Integral Part of the Balance Sheet as at 31st March, 2013

Note : 12 Inventories

Sr. No	Particulars	Current Year	Previous Year
A	Finished Goods		
	1 Food, Beverages etc	278,750.03	708,286.03
2	Bar Items	372,522.00	428,626.12
		651,272.03	1,136,912.15
		=====	=====
B	Stores & Spares		
	1 Consumable Stores	218,623.14	998,062.84
2	Linen Sheets	526,731.27	555,835.27
3	Crockeries & Utensils	1,166,385.84	481,468.14
		1,911,740.25	2,035,366.25
		=====	=====
	Total	2,563,012.28	3,172,278.40
		=====	=====

Note : 13 Cash & Cash Equivalents

A	Balance with Banks		
1	Axis Bank, Siliguri (A/c No. 5623)	(6,350.00)	116,842.51
2	Fixed Deposit (Axis Bank) (Maturity more than 12 months & kept as security deposit with the Airport Authority of India)	121,368.00	165,328.00
		115,018.00	282,170.51
		=====	=====
B	Cheques & Drafts on Hand	130,000.00	63,990.00
		=====	=====
C	Cash on Hand	1,168,283.44	1,234,032.44
		=====	=====
	Total	1,413,301.44	1,580,192.95
		=====	=====

Note : 14 Trade Receivables Unsecured considered good

A	Less than six months	978,989.00	959,987.00
B	More than six months	1,034,341.87	980,743.50
		2,013,330.87	1,940,730.50
		=====	=====

Note : 15 Short Terms Loans and Advances

A	Advances (Unsecured & Considered good)		
1	Prepaid Expenses	434,687.00	176,000.00
2	Advance for Goods & Services	-	540,102.00
3	Sales Tax	40,000.00	45,000.00
4	Tax Deducted at Source	24,592.00	19,403.00
5	Tax Collected at Source	9,250.46	8,691.46
6	To Staffs	493,498.00	484,794.00
7	VAT	65,000.00	60,000.00
8	Advance Income Tax	900,000.00	825,000.00
		1,967,027.46	2,158,990.46
		=====	=====
	Total	1,967,027.46	2,158,990.46
		=====	=====

CINDRELLA HOTELS LIMITED, KOLKATA

Notes Forming Integral Part of the Balance Sheet as at 31st March, 2013

Note : 10 Non Current Investment

Sr. No	Particulars	Face Value	Current Year		Previous Year	
			QTY	Amount	QTY	Amount
Non Trade Investments						
Investment in Equity Instruments (At Cost)						
1	Cindrella Financial Services Ltd	10.00	546,950.00	5,184,921.01	546,950.00	5,184,921.01
2	Dynamic Port. Mg.& Services Ltd	10.00	120,000.00	1,200,000.00	120,000.00	1,200,000.00
3	J.G. Foundry Ltd	10.00	1,100.00	11,000.00	1,100.00	11,000.00
4	Steller Drugs Ltd	10.00	1,200.00	12,000.00	1,200.00	12,000.00
5	Orrisa Luminaries Ltd	10.00	2,500.00	25,000.00	2,500.00	25,000.00
6	Indian Hotels Co Ltd	10.00	492.00	56,626.84	492.00	56,626.84
7	Bhuvan Tripura Industries Ltd	10.00	1,900.00	19,000.00	1,900.00	19,000.00
8	Patel Engineering Co	10.00	550.00	375,848.70	550.00	375,848.70
9	Gujrat Optical Communications Ltd	10.00	300.00	3,618.00	300.00	3,618.00
Total				6,888,014.55		6,888,014.55

Note : 11 Long Term Loans & Advances

Sr. No	Particulars	Current Year	Previous Year
A Capital Advances (For Land) (Unsecured & Considered Good)			
	Shyamal Roy	530,000.00	530,000.00
	<u>For Other Fixed Assets:</u>	108,000.00	-
		638,000.00	530,000.00
B Security Deposits (Unsecured & Considered Good)			
1. To Related Parties			
	Cindrella Tea Ltd	-	3,000,000.00
		-	3,000,000.00
2. To Others			
	Electricity West Bengal State Electricity Deposit Limited	506,891.00	433,768.00
	Gas Security Bharat Petroleum Corporation Limited	9,100.00	9,100.00
	Telephone BSNL	2,000.00	2,000.00
	Reliance	3,000.00	3,000.00
	Bar Security	83,334.00	83,334.00
	Airport Authority of India	167,875.00	167,875.00
	Joy Service Station	15,000.00	15,000.00
		787,200.00	714,077.00
	Total (1+2)	787,200.00	3,714,077.00
	Total	1,425,200.00	244,077.00

Note: Mr. Vivek Baid & Mrs. Sangita Devi Baid are the key management personnel of Cindrella Tea Ltd. & Cindrella Hotels Ltd.

And as required, the gap between two Board meetings did not exceed three calendar months. The Board meetings are held at the registered office of the Company. The Agenda for the Board meetings containing relevant information/supporting data, as required, are distributed well in advance to all the Board members from time to time in a structured manner to enable the Board to take informed decisions.

(c) Board Meetings and Attendance

Attendance of each Director at the Board Meetings and the last Annual General Meeting (AGM) and the number of Companies and Committees where they are Directors/Members are given below:

Name	Category	Attendance Board Meeting	Particulars AGM (held on 26.09.2012)	No. of other Directorships held as at 31.03.13	Directorship/ Membership In other Listed Companies (Excluding the Company) Chairman Member
Smt.Sangita Devi Baid	Executive Chairman	5	Yes	5	1
Vivek Baid	Non-Executive	4	Yes	4	1
Sri Surajmal Kundalia	Non-Executive Independent	3	Yes	3	1
Sri Rajendra Lakhota	Non-Executive Independent	4	Yes	8	2
Sri Kumaresh Lahiri	Non-Executive Independent	5	No	2	1

None of the Directors of the Board serves as member of more than ten committees, nor are Chairman of more than five Committees across all Companies, in which he/she is a Director. "Committees" considered for this purpose are those specified in Clause 49 of the Listing Agreement i.e. Audit Committee and Shareholders/ Investors Grievance Committee.

In terms of Articles of Association of the company read with section 255 of the Companies Act, 1956, Sri Kumaresh Lahiri retires by rotation and being eligible offers himself for re-appointment at the forthcoming AGM.

During the year, no sitting fees have been paid to the Non-Executive Directors.

3. Audit Committee

(a) Details of the Composition of the Audit Committee and attendance of the members are as follows :

The Audit Committee of the Company comprises four Non-Executive Directors. Members have varied expertise in banking, finance, project management, accounting and legal matters. The Committee oversees the work carried out by the management, internal auditors on the financial reporting process, the safeguards employed by them and such relevant matters as it finds necessary to entrust.

During the year under review, the Audit Committee met 4 times, i.e. on 14th May 2012, 28th July 2012, 31st October 2012 and 31st January 2013.

The particulars of members and their attendance at the meetings are given below:

Name of the Director	Designation	Category of Directorshi	No. of Meetings during the year	
			Held	Attended
Sri Vivek Baid	Member	Non Executive	4	3
Sri Rajendra Lakhota	Member	Non Executive Independent Director	4	4
Sri Surajmal Kundalia	Member	Non Executive Independent Director	4	4
Sri Kumaresh Lahiri	Member	Non Executive Independent Director	4	4

The terms of reference of this Committee covers the matters specified under clause 49 of the Listing Agreement.

4. Remuneration Committee

The Company has not formed Remuneration Committee as no remuneration is being paid to any of the Directors.

5. Shareholders/ Investors' Grievance Committee

(a) Composition, Meeting and Attendance

The Committee comprises of two Non-Executive Independent Directors and one Non-Executive Director. The Committee met 4 times during the year. i.e. on 14th May 2012, 28th July 2012, 31st October 2012 and 31st January 2013.

The particulars of members and their attendance at the meeting are given below:

Name of the Member	Designation	Category of Directorship	No. of Meetings during the year	
			Held	Attended
Sri Vivek Baid	Member	Non Executive	4	3
Sri Surajmal Kundalia	Member	Non Executive Independent Director	4	3
Sri Kumaresh Lahiri	Member	Non Executive Independent Director	4	4

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

During the year, the Registrar had registered the following:

1. Total no. of requests received for transfer	-	8
2. Total no. of shares transferred	-	1200
3. Total no. of request received for transmission	-	2
4. Total no. of shares received for transmission	-	400
5. Total no. of requests received for Demat	-	15
6. Total no. of shares dematerialized	-	3,100
7. Total no. of requests received for remat	-	NIL
8. Total no. of shares received for remat	-	NIL
9. Total no. of shares rematerialized	-	NIL

The terms of reference of this Committee covers the matters specified under clause 49 of the Listing Agreement.

No Shareholders complaints were reported during the year and no complaints are pending at the end of the financial year 2012-13.

(b) Compliance Officer

Name of the Compliance Officer
Telephone

Mr. Abhijit Dutta
033-2248-1186

6. General Body Meetings

The details of Location, date and time of the Annual General Meeting (AGM) /Extra-ordinary General Meeting (EGM) for the last three years are as follows:

Financial Year	Meeting	Date	Time	Location
2009-10	AGM	28.09.10	10:30 a.m	9, Mangoe Lane, Kolkata
2010-11	AGM	22.09.11	10:30 a.m	9, Mangoe Lane, Kolkata
2011-12	AGM	26.09.12	10:30 a.m	9, Mangoe Lane, Kolkata

All the resolutions as set out in the respective notices were passed unanimously by a show of hands by the members of the company present at the said Annual General Meetings.

CINDRELLA HOTELS LIMITED * KOLKATA

Notes Forming Integral Part of the Balance Sheet as at 31st March, 2013

Sr. No.	Particulars	Rate	Gross Block Value at the end during	Addition the year	Value at the end	Depreciation Value at the beginning	Addition the year	Disposal the year	Net Block Value at the end	WDV as on 31.03.2013	WDV as on 31.03.2012
Note : 9 Fixed Assets											
I	Tangible Assets										
A	Land	0%									
1	Land & Land Development		11,317,666.60	6,625,707.00	17,943,373.60	-	-	-	-	17,943,373.60	11,317,666.60
2	Chalsa Project (Land)		1,621,084.00	1,011,535.00	2,632,619.00	-	-	-	-	2,632,619.00	1,621,084.00
			12,938,750.60	7,637,242.00	20,575,992.60	-	-	-	-	20,575,992.60	12,938,750.60
B	Building	5.00%	34,646,944.55	919,318.00	35,566,262.55	13,136,057.48	1,086,510.00	-	14,222,567.48	21,343,695.07	21,510,887.07
2	Drains, Roads & Boundary Wall		119,771.00	-	119,771.00	64,281.71	2,774.00	-	67,055.71	52,715.29	55,489.29
3	Chalsa Building	0.00%	5,482,250.00	-	5,482,250.00	-	-	-	-	5,482,250.00	5,482,250.00
			40,248,965.55	919,318.00	41,168,283.55	13,200,339.19	1,089,284.00	-	14,289,623.19	26,678,660.36	27,048,626.36
C	Plant & Equipments	13.91%	5,299,516.00	34,000.00	5,333,516.00	3,557,307.36	246,384.00	-	3,803,691.36	1,529,824.64	1,742,208.64
2	Electrical Installations		6,217,281.25	75,224.00	6,292,505.25	3,597,764.19	369,064.00	-	3,966,828.19	2,325,677.06	2,619,517.06
3	Generator		2,818,230.00	-	2,818,230.00	1,109,928.76	237,625.00	-	1,347,553.76	1,470,676.24	1,708,301.24
4	Transformer Installation		482,831.60	-	482,831.60	382,472.72	13,960.00	-	396,432.72	86,398.88	100,358.88
5	Equipments		12,378,088.08	510,230.00	12,888,318.08	6,595,808.99	819,654.00	-	7,415,462.99	5,472,855.09	5,782,279.09
6	Garnies Equipments		763,221.00	-	763,221.00	513,510.64	34,735.00	-	548,245.64	214,975.36	249,710.36
7	Plant & Machinery		1,065,540.15	-	1,065,540.15	951,895.65	15,808.00	-	967,703.65	97,836.50	113,644.50
8	Water Pump		1,047,462.17	-	1,047,462.17	788,367.05	36,040.00	-	824,407.05	223,055.12	259,095.12
			30,072,170.25	619,454.00	30,691,624.25	17,497,055.36	1,773,270.00	-	19,270,325.36	11,421,298.89	12,575,114.89
D	Furniture & Fixtures	18.10%	2,025,890.20	20,300.00	2,046,190.20	1,374,882.11	120,333.00	-	1,495,215.11	550,975.09	651,008.09
2	Furniture & Fixtures		10,957,055.70	205,953.00	11,163,008.70	7,755,071.81	593,161.00	-	8,348,232.81	2,814,775.89	3,201,983.89
			12,982,945.90	226,253.00	13,209,198.90	9,129,953.92	713,494.00	-	9,843,447.92	3,365,750.98	3,852,991.98
E	Vehicles	25.89%	1,705,430.69	(722,694.00)	982,736.69	1,351,931.34	87,850.00	684,635.00	755,146.34	227,590.35	353,499.35
1	Motor Car		1,705,430.69	(722,694.00)	982,736.69	1,351,931.34	87,850.00	684,635.00	755,146.34	227,590.35	353,499.35
F	Office Equipments	40.00%	3,014,533.00	11,600.00	3,026,133.00	2,682,856.24	133,078.00	-	2,815,934.24	210,198.76	331,676.76
1	Computer		3,014,533.00	11,600.00	3,026,133.00	2,682,856.24	133,078.00	-	2,815,934.24	210,198.76	331,676.76
			100,962,795.99	8,691,173.00	109,653,968.99	43,862,136.05	3,796,976.00	684,635.00	46,974,477.05	62,679,491.94	57,100,659.94
			86,082,366.99	14,890,104.00	100,972,470.99	39,769,151.79	4,102,652.26	-	43,871,811.05	57,100,659.94	46,313,215.20

Note : 7 Other Current Liabilities

Sr. No	Particulars	Current Year	Previous Year
A	Other Payables		
1	ESI Payable	4,678.00	14,140.00
2	Luxury Tax Payable	347,764.00	311,266.00
3	Professional Tax Payable	1,850.00	1,395.00
4	Provident Fund Payable	39,174.00	34,513.00
5	Sales Tax Payable	70,417.00	52,420.00
6	Service Tax Payable	102,702.00	2,655.00
7	TDS Payable	60,371.00	20,350.00
8	VAT Payable	83,545.00	80,661.00
9	Salary Payable	-	180,339.00
10	Electricity Charges Payable	239,686.00	175,617.00
11	Advances Against Services	1,123,930.90	2,371,754.00
12	Advance for Shares	3,500,000.00	-
		=====	=====
		5,574,117.90	3,245,110.00
		=====	=====
B	Interest accrued and due on borrowings		
	Cindrella Financial Services Ltd.	26,913.00	-
		26,913.00	-
		=====	=====
	Total	5,601,030.90	3,245,110.00
		=====	=====

Note: *The Advance for Shares has been received from Sagarmull Dhanraj Ltd. against the Shares of Cindrell Financial Services Ltd.

Note : 8 Short Term Provisions

A	Provision for Taxation	1,073,913.00	872,381.00
B	Auditors Remuneration	53,933.00	49,439.00
		=====	=====
	Total	1,127,846.00	921,820.00
		=====	=====

4. Disclosures

(a) Statutory Compliance, Penalties and Strictures
There were no instances of non-compliance or levy of any penalties, strictures imposed by Stock Exchange or SEBI or any other statutory authority during the last three financial years on any matter related to the Capital markets.

(b) Materially Significant related party transactions

The transactions between the Company and the Directors and Companies in which the Directors are interested has disclosed in "Annexure A" to the Corporate Governance Report in compliance with the Accounting Standard relating to "Related Party Disclosures". There is no materially significant Related Party Transaction that may have potential conflict with the interest of the Company at large.

(c) Risk Management

The Management Team of the Company regularly reviews and interacts with the members of the Audit Committee and the Board of Directors on the risk management strategy to ensure the effective implementation and monitoring of the risk management policy and procedures. The Company is in the process of setting up a system to appraise the Board of Directors on the key risk assessment areas and suggestive risk mitigation mechanism.

5. Means of Communication

The Company announced unaudited Quarterly Financial Results of the Company within a month of end of each quarter for the first three quarters. The Audited Annual Financial Results were announced within three months of the end of the Financial Year. Such results are normally published in newspaper.

6. Share Dealing Code

In accordance with the SEBI (Prohibition of Insider Trading) Regulation 1992 as amended, the Board of Directors of the Company formulated the Company's code of conduct for Prevention of Insider Trading in Shares & Securities of the Company by its employees, the Company's code inter alia prohibits purchase/sale of Shares of the Company by employees while in possession of unpublished price sensitive information in relation to Company.

7. General Shareholder Information

a) 26th Annual General Meeting

Day/Date	Time	Venue
Wednesday/25.09.13	10:30 a.m.	9, Mangoe Lane, Kolkata

(b) Listing on Stock Exchanges

Equity Shares
i) Bombay Stock Exchange Limited
Phiroze jeejeebhoy Towers
Dalal Street, Fort, Mumbai-400 001
ii) Calcutta Stock Exchange Assn. Ltd
7, Lyons Range, Kolkata – 700 001

(c) Financial Reporting for the quarter ending

30 th June, 2013	On or before 31 st July, 2013
30 th September, 2013	On or before 31 st October, 2013
31 st December, 2013	On or before 31 st January, 2014
31 st March, 2014	On or before 31 st May, 2014
AGM for the year ending	On or before 30 th September, 2014
31 st March, 2014	

The Company has already paid the Annual Listing fees for the year 2013-14 to the Stock Exchanges as well as Custodial fees to the Depositories.

(d) Registered Office

The Registered office of the company is situated at 9, Mangoe Lane, Kolkata.

- (e) Script Information
Particulars Script Code/ Information
Bombay Stock Exchange Limited 526373
Face Value Rs.10/- each
- (f) Stock Market Data
The Monthly High/Low prices of the Shares of the Company from 1st April, 2012 to 31st March, 2013 are given below:

Months	High	Low
Mar 13	20.15	14.45
Feb 13	20.35	16.15
Jan 13	22.50	12.86
Dec 12	17.22	12.86
Nov 12	14.88	13.51
Oct 12	21.60	14.20
Sep 12	22.85	17.90
Aug 12	20.90	15.80
Jul 12	19.10	16.50
Jun 12	20.15	15.50
May 12	19.45	14.45
Apr 12	30.00	17.70

- (g) Distribution of Shareholding as on 31st March, 2012

Slab of Shareholding (No. of Shares)	No. of Shareholders	% of Total Shares or	Holding No. of Rs.10/- each	% of Total
Up to 500	3994	97.5574	5,28,397	14.6777
501 to 1000	62	1.5144	49,139	1.3650
1001 to 5000	20	0.4885	53,077	1.4744
5001 to 10000	5	0.1221	33,146	0.9207
10001 to 50000	6	0.1466	1,25,238	3.4788
50001 to 100000	2	0.0489	1,38,159	3.8378
100001 & above	5	0.1221	26,72,844	74.2457
TOTAL	4094	100.0000	3600000	100.0000

- (h) Shareholding Pattern as on 31st March, 2013

Sl. No.	Category	No. of Shares held	% of holding
1.	Promoter & Promoter Group	21,93,223	60.923
2.	Public Financial Institutions	0	0.00
3.	Banks	0	0.00
4.	Mutual Funds	0	0.00
5.	Body Corporates	6,01,329	16.704
6.	FIs	0	0.00
7.	NRIs/OCBs	271	0.007
8.	Clearing Member	839	0.023
9.	Directors(Other than Promoters)	0	0.00
10.	Resident Individuals	8,04,338	22.343
11.	Others	0	0
Total		36,00,000	100.00

Note : 3 Deferred Tax Liabilities (Net)

Sr. No	Particulars	Current Year	Previous Year
A	Timing Difference		
	Depreciation as per Companies Act	3,796,976.00	4,102,659.26
	Depreciation as per Income Tax Act	3,764,646.00	4,680,946.00
		(32,330.00)	578,286.74
B	Deferred Tax Assets/Liabilities		
	Opening Balance of Deferred Tax Liability b/f	2,140,873.57	1,954,628.31
	Add: Deferred Tax Liability for the year @ 30.9%	-	178,690.60
	Less: Deferred Tax Asset for the year @ 30.9%	9,989.97	-
	Add: Deferred Tax Asset Reversed of previous year	-	7,554.66
	Total	2,130,883.60	2,140,873.57

Note : 4 Other Long Term Liabilities

A	Other Loans & Advances (Unsecured)		
	Cindrella Financial Services Ltd.	1,000,000.00	-
B	Security Deposit	4,581,192.00	4,312,992.00
	(On Health Club memberships refundable on surrender of memberships)		
	Total	5,581,192.00	4,312,992.00

Note : 5 Short Term Borrowings

A	Loans Repayable on Demand From Banks		
	State Bank of India	2,095,191.81	6,905,735.39
	Sevoke Road, Siliguri Branch (Cash Credit A/c No: 30022071144)		
	Total	2,095,191.81	6,905,735.39

Note:

*Secured by : Hypothecation of the entire current assets of the firm including stocks, receivables and other current assets of the company.

*Rate of Interest : 4% above Base Rate (Base Rate- 8.25% w.e.f. 14.02.2011), Present Effective Rate being 12.25% p.a

*Gurantee: Personal gurantee of directors Shri Vivek Baid & Smt. Sangita Devi Baid.

Note : 6 Trade Payables

Sr. No	Particulars	Current Year	Previous Year
1	Trade Payables	1,284,882.00	682,529.00
	Total	1,284,882.00	682,529.00

CINDRELLA HOTELS LIMITED :: KOLKATA

Notes Forming Integral Part of the Balance Sheet as at 31st March, 2013

Note : 1 Share Capital

Sr. No	Particulars	Details to Notes in Annexure	Current Year	Previous Year
A	AUTHORIZED CAPITAL 75,00,000 Equity Shares of Rs. 10/- each.		75,00,000.00	75,00,000.00
			-----	-----
			75,00,000.00	75,00,000.00
			-----	-----
B	ISSUED 36,00,000 Equity Shares of Rs. 10/- each		36,00,000.00	36,00,000.00
			-----	-----
C	Subscribed & Paid up Capital 36,00,000 Equity Shares of ' 10/- each out of which		35,647,250.00	35,647,250.00
			-----	-----

calls amounting to ' 3,52,750 is unpaid

Details of shareholders holding more than 5% equity shares:

Name of Share Holder	As on 31st March 2013		As on 31st March 2012	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Arrow Hotels & Resorts Pvt.Ltd	235,000.00	6.528%	235,000.00	6.528%
Cindrella Tea Ltd.	332,400.00	9.233%	332,400.00	9.233%
Cindrella Financial Services Ltd.	1,118,439.00	31.068%	1,118,439.00	31.068%
Rajendra Kumar Baid	-	-	532,915.00	14.803%
Vivek Baid	860,995.00	23.917%	327,764.00	9.105%

Note : 2 Reserves & Surplus

Sr. No	Particulars	Current Year	Previous Year
A	Capital Reserves		
	State Capital Investment Subsidy B/f	6,248,900.00	6,248,900.00
		-----	-----
		6,248,900.00	6,248,900.00
		-----	-----
B	Surplus		
	Opening Balance of Profit & Loss Account	16,979,733.84	14,654,401.98
	Add:		
	Excess TDS as per 26AS	-	5,152.72
	Profit for the period	2,252,468.39	2,350,058.80
		-----	-----
		19,232,202.23	17,009,613.50
	<i>Less:</i>		
	Short Provision Created during the Previous Year	-	14,992.00
	Interest on Income Tax	-	5,193.00
	Income Tax Refundable (AY 2006-07) w/off	-	1,860.00
	TDS paid (AY 2010-11)	-	280.00
	Deferred Tax Asset Reversed of previous year	-	7,554.66
	Closing Balance	-----	-----
		19,232,202.23	16,979,733.84
		-----	-----
	Total	25,481,102.23	23,228,633.84
		-----	-----

(g) Dematerialisation of Shares and liquidity

As on 31st March 2013, the total number of Equity Shares of the Company in dematerialization form stood at 31,50,604 shares (representing 88.38% of the company's paid-up Equity Share Capital).

The trading in Equity Shares of the Company is permitted only in dematerialized form. Considering the advantages of trading in demat form, members are encouraged to consider dematerialization of their shares so as to avoid inconvenience in future.

Shareholders seeking demat/ remat of their shares need to approach their Depository Participants (DP) with whom they maintain demat accounts. The DP will generate an electronic request and will send the physical share certificates to the Registrar and Share Transfer Agents ("the Registrar") of the Company. Upon receipt of request and share certificates, the Registrar will request National Securities Depository Ltd.(NSDL)/ Central Depository Services (India) Ltd.(CDSL) to confirm the demat request. The demat account of the respective shareholder will get credited with equivalent number of shares. In case of rejection of the request, the decision will be communicated to the shareholder.

In respect of rematerialisation, upon receipt of the request from the shareholder, the DP generates a request and its verification is done by the Registrar. The Registrar then requests NSDL and CDSL to confirm the same.

(ii) Registrar & Share Transfer Agents

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

M/s Niche Technologies Pvt. Limited

Registrar & Share Transfer Agent

D-511,71B,R.B.Basus Road,Bagree Market, Kolkata-700 001

Phone No : 033-2235-7271/7270/3070, EDP Centre : 2666-4775/0693, Fax : 033-2215-6823

ANNEXURE - "A"

ANNEXURE TO & FORMING PART OF PARA 7(b) OF CORPORATE GOVERNANCE REPORT

1. Other Related Companies:

- a. Cindrella Financial Services Ltd
- b. Arrow Hotels & Resorts Ltd.
- c. Cindrella Tea Ltd.
- d. Sagarmull Dhanraj Ltd

2. Key Management Personnel:

Smt. Sangita Devi Baid
Sri Vivek Baid

3. Common Key Management Personnel:

Siliguri Auto Works (P) Ltd

4. Enterprises in which key management personnel has significant interest:

Raj Publisher Prop. Sri Vivek Baid

(Janpath Samachar)

Sapna Shopping Arcade Prop. Smt Sapna Kochar (Sister in Law of Smt Sangita Devi Baid)

R.K. Baid & Sons Karta. Sri Vivek Baid

SUMMARY OF AGGREGATE OF RELATED PARTY TRANSACTIONS:

Particulars	Other related Companies	Key Management Personnel	Relatives of Key Enterprises in which Management has key management significant interest	
Sale of Services	0.00	21,030.00	0.00	23,100.00
Sale of Food & Beverages	0.00	0.00	0.00	8,787.00
Interest Earned	0.00	0.00	0.00	1,140.00
Interest Paid	2,17,776.00	0.00	0.00	0.00
Rent Paid	0.00	0.00	0.00	0.00
Payment for Expense	0.00	0.00	3,925.00	0.00
Balance outstanding at the end of the year (Cr.)	45,00,000.00	0.00	0.00	0.00
(Dr.)	0.00	8,219.00	0.00	0.00

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

INDUSTRY STRUCTURE AND DEVELOPMENT:

Your company is engaged in the business of hotels and runs a hotel in Siliguri. From the beginning it has been the philosophy of your Company to market and promote tourism in Darjeeling, Sikkim and Bhutan leading to increased tourist arrivals in Siliguri and this region.

INDUSTRY OUTLOOK:

The outlook of the Industry has turned positive due to the change in the economic scenario. The performance of the Hotel Industry has improved and better performance is expected in the years to come. With the increased stress on tourism by the Central and State Governments and the increase in hotel occupancy rates, we feel that overall performance will be satisfactory.

RISKS AND CONCERNS:

Profitability may be affected on account of competition from existing hotels in Siliguri region and revival of tourism prospects in South East Asia. The Company is exposed to risks from market fluctuation of foreign exchange.

INTERNAL CONTROL SYSTEMS AND ADEQUACY:

The Company has good internal controls systems and its adequacy has been reported by its auditors in their report. Adequate system of internal control is in place which assures us of:

- Proper recording and safeguarding of assets.
- Maintaining proper accounting records and reliability of financial information.

DEVELOPMENTS IN HUMAN RESOURCES AND INDUSTRIAL RELATIONS:

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

CAUTIONARY STATEMENT:

Statement in this "Management Discussion and Analysis" describing the Company's objectives, expectations or predictions may be forward looking within the meaning of applicable laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operation include change in Government regulations, tax regimes, economic developments in India and other incidental factors.

For & behalf of Board

PLACE: KOLKATA
DATED: 31/05/2013.

(Smt. Sangita Devi Baid)
Chairman

CINDRELLA HOTELS LIMITED

9, MANGOE LANE :: KOLKATA

STATEMENT OF PROFIT & LOSS FOR THE PERIOD ENDED ON 31ST MARCH, 2013

Sr.No	Particulars	Note No.	<i>Figures as at the end of current reporting period</i>	<i>Figures as at the end of previous reporting period</i>
I	Revenue from operations	16	34,254,633.31	33,685,816.28
II	Other Income	17	51,099.65	47,048.00
			-----	-----
III	Total Revenue (I +II)		34,305,732.96	33,732,864.28
			=====	=====
IV	Expenses:			
	Cost of Materials Consumed	18	5,072,852.66	4,525,810.45
	Employee Benefit Expenses	19	7,834,733.00	7,875,225.00
	Finance Cost	20	1,007,830.00	698,002.00
	Depreciation & Amortisation Expenses	9	3,796,976.00	4,102,659.26
	Other Expenses	21	13,133,783.88	13,130,037.17
			-----	-----
V	Total Expenses (IV)		30,846,175.54	30,331,733.88
			=====	=====
VI	Profit before Extraordinary items and tax (III- V)		3,459,557.42	3,401,130.40
VII	Extraordinary Item	22	23,356.00	-
VIII	Profit before tax (VI-VII)		3,482,913.42	3,401,130.40
			=====	=====
IX	Tax expenses:			
	(1) Current tax		1,073,913.00	872,381.00
	(2) Deferred tax Liabilities (Net)		(9,989.97)	178,690.60
	(3) Tax of Earlier years (A.Y.12-13)		166,522.00	-
			-----	-----
X	Total Tax Expenses (IX)		1,230,445.03	1,051,071.60
			=====	=====
XI	Profit/(Loss) for the period (VIII - X)		2,252,468.39	2,350,058.80
			=====	=====
XII	Earning per equity share:			
	(1) Basic		0.63	0.65
	(2) Diluted		0.63	0.65

Notes attached there to form an integral part of Profit & Loss Statement

FOR AGARWAL MAHESH KUMAR & CO.
CHARTERED ACCOUNTANTS

For and on behalf of the Board

[CA M.K. AGARWAL]

SANGITA DEVI BAID } DIRECTOR

PROPRIETOR
PLACE :: KOLKATA (CAMP)
DATED ** The 31st Day of May, 2013.

CINDRELLA HOTELS LIMITED :: KOLKATA**BALANCE SHEET AS AT 31ST MARCH, 2013**

Particulars	Note No.	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	1	35,647,250.00	35,647,250.00
(b) Reserves and Surplus	2	25,481,102.23	23,228,633.84
		61,128,352.23	58,875,883.84
(2) Non-Current Liabilities			
(a) Deferred Tax Liability	3	2,130,883.60	2,140,873.57
(b) Other Long Term Liabilities	4	5,581,192.00	4,312,992.00
		7,712,075.60	6,453,865.57
(3) Current Liabilities			
(a) Short-Term Borrowings	5	2,095,191.81	6,905,735.39
(b) Trade Payables	6	1,284,882.00	682,529.00
(c) Other Current Liabilities	7	5,601,030.90	3,245,110.00
(d) Short-Term Provisions	8	1,127,846.00	921,820.00
		10,108,950.71	11,755,194.39
Total Equity & Liabilities		78,949,378.54	77,084,943.80
II. ASSETS			
(1) Non-Current Assets			
(a) Fixed Assets	9	62,679,491.94	57,100,659.94
(b) Non-current Investments	10	6,888,014.55	6,888,014.55
(c) Long Term Loans & Advances	11	1,425,200.00	4,244,077.00
		70,992,706.49	68,232,751.49
(2) Current Assets			
(a) Inventories	12	2,563,012.28	3,172,278.40
(b) Cash and cash equivalents	13	1,413,301.44	1,580,192.95
(c) Trade Receivables	14	2,013,330.87	1,940,730.50
(d) Short-term loans and advances	15	1,967,027.46	2,158,990.46
		7,956,672.05	8,852,192.31
Total Assets		78,949,378.54	77,084,943.80

Note: Contingent Liability of ' 36,00,000/- for the corporate guarantee given to Raj Publishers for its Term Loan from SBI

For and on behalf of the Board

SANGITA DEVI BAID } DIRECTOR

AUDITORS' REPORT**TO THE MEMBERS OF CINDRELLA HOTELS LIMITED**

We have audited the accompanying financial statements of **Cindrella Hotels Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2013, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management is responsible for the preparation 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 Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

In our opinion and to the best of our information and according to the explanations given to us, the 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:

- in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
- in the case of the Profit and Loss Account, of the profit/ loss for the year ended on that date; and
- in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.

2. As required by section 227(3) of the Act, we report that:

- we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books
- the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;
- on the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
- Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

FOR AGARWAL MAHESH KUMAR & CO.
CHARTERED ACCOUNTANTS

PLACE :: KOLKATA (CAMP)
DATED :: 31/05/2013

[CA. M.K. AGARWAL]
PROPRIETOR
M.No.54394
FR No. 319154E

ANNEXURE-"A"

(To the Auditors Report)

As required by the Companies (Auditor's report) Order, 2003 (as amended in 2005) issued by the Central Government in terms of Section 227 (4A) of the Companies Act, 1956 and on the basis of such checking of the books and records of the company as we consider appropriate and the information's and explanations given to us in course of audit, we report that:

S.No	Particulars	Comment
(i)	(a) whether the company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;	Yes
	(b) whether these fixed assets have been physically verified by the management at reasonable intervals; whether any material discrepancies were noticed on such verification and if so, whether the same have been properly dealt with in the books of account;	Yes
	(c) if a substantial part of fixed assets have been disposed off during the year, whether it has affected the going concern;	No
(ii)	(a) whether physical verification of inventory has been conducted at reasonable intervals by the management;	Yes
	(b) are the procedures of physical verification of inventory followed by the management reasonable and adequate in relation to the size of the company and the nature of its business. If not, the inadequacies in such procedures should be reported;	Yes
	(c) whether the company is maintaining proper records of inventory and whether any material discrepancies were noticed on physical verification and if so, whether the same have been properly dealt with in the books of account;	Yes. No material discrepancies were noticed on physical verification.
(iii)	(a) has the company either granted or taken any loans, secured or unsecured to/from companies, firms or other parties covered in the register maintained under section 301 of the Act. If so, give the number of parties and amount involved in the transactions.	Yes. The Company has unsecured loan from Cindrella Financial Services Ltd. to the tune of ' 10 lakhs & Sagarmal Dhanraj Ltd. To the tune of ' 35 lakhs
	(b) whether the rate of interest and other terms and conditions of loans given or taken by the company, secured or unsecured, are prima facie prejudicial to the interest of the company;	No
	(c) whether payment of the principal amount and interest are also regular;	Yes
	(d) if overdue amount is more than one lakh, whether reasonable steps have been taken by the company for recovery/payment of the principal and interest;	Yes
	(iv) is there an adequate internal control procedure commensurate with the size of the company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods. Whether there is a continuing failure to correct major weaknesses in internal control;	Yes
(v)	(a) whether transactions that need to be entered into a register in pursuance of section 301 of the Act have been so entered;	Yes
	(b) whether each of these transactions have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time; (This information is required only in case of transactions exceeding the value of five lakh rupees in respect of any party and in any one financial year).	Yes
	(vi) in case the company has accepted deposits from the public, whether the directives issued by the Reserve Bank of India and the provisions of sections 58A and 58AA of the Act and the rules framed there under, where applicable, have been complied with. If not, the nature of contraventions should be stated; If an order has been passed by Company Law Board whether the same has been complied with or not?	Not Applicable
	(vii) in the case of listed companies and/or other companies having a paid-up capital and reserves exceeding Rs.50 lakhs as at the commencement of the financial year concerned, or having an average annual turnover exceeding five crore rupees for a period of three consecutive financial years immediately preceding the financial year concerned, whether the company has an internal audit system commensurate with its size and nature of its business;	Yes
	(viii) where maintenance of cost records has been prescribed by the Central Government under clause (d) of sub-section (1) of section 209 of the Act, whether such accounts and records have been made and maintained;	Not Applicable
	(ix) (a) is the company regular in depositing undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax,	

Sales-tax, Wealth Tax, Custom Duty, Excise Duty, cess and any other statutory dues with the appropriate authorities and if not, the extent of the arrears of outstanding statutory dues as at the last day of the financial year concerned for a period of more than six months from the date they became payable, shall be indicated by the auditor.	Yes
(b) in case dues of sales tax/income tax/custom tax/wealth tax/excise duty/cess have not been deposited on account of any dispute, then the amounts involved and the forum where dispute is pending may please be mentioned. (A mere representation to the Department shall not constitute the dispute).	Not Applicable
(x) whether in case of a company which has been registered for a period not less than five years, its accumulated losses at the end of the financial year are not less than fifty per cent of its net worth and whether it has incurred cash losses in such financial year and in the financial year immediately preceding such financial year also;	No
(xi) whether the company has defaulted in repayment of dues to a financial institution or bank or debenture holders? If yes, the period and amount of default to be reported;	Not Applicable
(xii) whether adequate documents and records are maintained in cases where the company has granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities; If not, the deficiencies to be pointed out.	Not Applicable
(xiii) whether the provisions of any special statute applicable to chit fund have been duly complied with? In respect of nidhi/ mutual benefit fund/societies;	Not Applicable
(a) whether the net-owned funds to deposit liability ratio is more than 1:20 as on the date of balance sheet;	No
(b) whether the company has complied with the prudential norms on income recognition and provisioning against sub-standard/default/loss assets;	Yes
(c) whether the company has adequate procedures for appraisal of credit proposals/ requests, assessment of credit needs and repayment capacity of the borrowers;	Yes
(d) whether the repayment schedule of various loans granted by the nidhi is based on the repayment capacity of the borrower and would be conducive to recovery of the loan amount;	Not Applicable
(xiv) if the company is dealing or trading in shares, securities, debentures and other investments, whether proper records have been maintained of the transactions and contracts and whether timely entries have been made therein; also whether the shares, securities, debentures and other securities have been held by the company, in its own name except to the extent of the exemption, if any, granted under section 49 of the Act;	Not Applicable
(xv) whether the company has given any guarantee for loans taken by others from bank or financial institutions, the terms and conditions whereof are prejudicial to the interest of the company;	No
(xvi) whether term loans were applied for the purpose for which the loans were obtained;	Not Applicable
(xvii) whether the funds raised on short-term basis have been used for long term investment and vice versa; If yes, the nature and amount is to be indicated;	No
(xviii) whether the company has made any preferential allotment of shares to parties and companies covered in the Register maintained under section 301 of the Act and if so whether the price at which shares have been issued is prejudicial to the interest of the company;	No
(xix) whether securities have been created in respect of debentures issued?	No
(xx) whether the management has disclosed on the end use of money raised by public issues and the same has been verified;	Not Applicable
(xxi) whether any fraud on or by the company has been noticed or reported during the year; If yes, the nature and the amount involved is to be indicated.	No

FOR AGARWAL MAHESH KUMAR & CO.
CHARTERED ACCOUNTANTS

PLACE :: KOLKATA (CAMP)
DATED :: 31.05.13

[CA M.K. AGARWAL]
PROPRIETOR