

ANNUAL REPORT 2011-2012

CINDRELLA FINANCIAL SERVICES 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 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

CINDRELLA FINANCIAL SERVICES LIMITED

9, Mangoe Lane, 3rd Floor, Kolkata • 700 001

NOTICE

To,
The Shareholders,

NOTICE is hereby given that the 18th Annual General Meeting of **CINDRELLA FINANCIAL SERVICES LTD.** will be held at the office of the Company on Thursday, the 27th day of September, 2012 at 10:30 am to transact the following business.

AS ORDINARY BUSINESS:

1. To receive and adopt the Audited Profit & Loss Account for the year ended 31st March, 2012 and the Balance Sheet as at that date together with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Sri Surajmal Kundalia who retires by rotation and being eligible offers himself for re-appointment.
3. To approve the appointment of Sri Vivek Baid who was appointed by the Board of Directors as a director of the Company to fill the casual vacancy caused by the sad demise of Sri Rajendra Kumar Baid.
4. 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 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: 06/07/2012

Smt Sangita Devi Baid
Chairman

CINDRELLA FINANCIAL SERVICE LIMITED

9, Mangoe Lane, 3rd Floor, Kolkata - 700 001

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 & Shares transfer Books of the Company will remain closed from 20th September 2012 to 26th September , 2012 (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 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 Registrar's & 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 demateriaiization 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.

CINDRELLA FINANCIAL SERVICES LIMITED

DIRECTORS' REPORT

The directors hereby present the 18th Annual Report together with Audited Accounts of the Company for the year ended 31st March, 2012.

Financial Results	Rs. in Lakhs
Total Income	(0.87)
Total Expenditure	2.57
Profit before Tax	(3.44)
Provision for Taxation - Current	0.00
Deferred	0.01
Profit after Tax	(3.44)
Profit B/f from previous year	(74.91)
Other Appropriations	0.02
Balance transferred to Balance Sheet	(78.33)

OPERATIONS:

The company had to incur losses of Rs 3.44 lakhs mainly due to the losses incurred on trading of shares. However, the directors expect growth in near future.

FUTURE PROSPECTS:

The company is focusing mainly on its core Non Banking financial activities and the directors look forward to achieve better financial results in the Financial Year 2012-13.

DIVIDEND:

Yours directors do not recommend any dividend for the Financial Year 2011-12 keeping in view the financial position of 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 Surajmal Kundalia retires by rotation and being eligible offers herself for re-appointment.

LISTING:

The Shares of the Company are presently listed on the Mumbai and Calcutta Stock Exchange. The listing fee for the year 2012-13 in respect of Mumbai Stock Exchange has been paid in the month of April, 2012. 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 retires and being eligible offers them 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.

COMPLIANCE:

Secretarial Compliance Certificate obtained from Mr. Somnath Ganguiy, 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.

Dated: The 14th Day of May, 2012.

For and on behalf of the Board

Office:
9, Mangoe Lane, Kolkata-700001

(R. K. BAID)
Chairman

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of Cindrella Financial Services Ltd.

We have examined the compliance of conditions of Corporate Governance by **CINDRELLA FINANCIAL SERVICES LIMITED** for the year ended 31st March, 2012 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. As informed by the management, the Company is in the process of appointing a Company Secretary for the implementation of the conditions of the Listing Agreement.
- b. 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.
- 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 according to the explanations given to us and based on 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)

Dated: 14/05/2012

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

CINDRELLA FINANCIAL SERVICES LIMITED

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

1. Company's Philosophy & Corporate Governance.

The Company has endeavored to benchmark itself against global standards in all areas, including corporate governance. Good corporate governance implies optimum utilization of the resources and ethical behaviors of the enterprise to enhance the shareholder's value with strong emphasis on transparency, accountability, and integrity which are the primary objective of our enterprise.

2. Board of Directors

(a) Composition and size of the Board

The Company has an optimum combination of Executive and Non-Executive Directors. The Board comprises of 4 Directors, of whom, 2 Non-Executive Independent Directors, 1 Non Executive and 1 Executive Director who is the Chairman of the Company.

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

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

Category	Name of Directors	Designation	No. of Shares held as on 31st March, 2011
Promoter Directors &	Rajendra Kumar Baid	Chairman &	
Executive Directors	Executive Director		4145
Non-Executive	Sangita Devi Baid	Director	36100
Non-Executive &	Surajmal Kundalia	Director	10
Independent	Kumaresh Lahiri	Director	100

(b) Meetings of the Board of Directors

The Board of Directors had met 5 times during the year, i.e. on

Date No.	of Directors present
14/05/2011	3
30/07/2011	3
31/10/2011	3
31/01/2012	3
07/03/2012	3

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	AGM (held on 21.09.2011) at 31.03.12	No. of other Directorships held as	Directorship Membership In other Limited Companies (Excluding the Company) Chairman Member
Sri Rajendra Kumar Baid	Executive Chairman	5	Yes	5	1
Smt. Sangita Devi Baid	Non-Executive	4	Yes	5	1
Sri Surajmal Kundalia	Non-Executive & Independent	3	Yes	2	1
Sri Kumaresh Lahiri	Non-Executive	3	Yes	2	1