

Form No. MGT-11
CINDRELLA FINANCIAL SERVICES LTD
CIN: L67190WB1994PLC063029
9 Mangoe Lane, 3rd Floor, Kolkata, West Bengal

PROXYFORM

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

Name of the member(s).....Email id.....

Address.....

Folio No/*Client Id/*DP Id.....

I/we being the members of _____ shares of Cindrella Financial Services Ltd, hereby appoint

1. _____ of _____ having email id _____ or failing him

2. _____ of _____ having email id _____ or failing him

3. _____ of _____ having email id _____

And whose signature are appended below as my/our proxy to attend and vote (on a poll) for me /us on my/our behalf at the 20th Annual General Meeting of the company, to be held on 25th day of September 2014 at 10:30 A.M at office Premises and at any adjournment thereof in respect of such resolutions as are indicated below:

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

Resolutions (As Ordinary Business)	For	Against
1. Audited Financial Statements, reports of the Board of Directors & Auditors 2. To appoint a Director in place of Sri Kumaresh Lahiri who retires by rotation. 3. "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."		
Resolutions (As Special Business)		
4. To re-appoint Sri Sanjay Kumar Agarwal (DIN-00928946) as independent director		

*Applicable for investors holding shares in electronic form

Signature this _____ Day of _____ 2014

Signature of Shareholder

Affix revenue stamp

Signature of first proxy holder | Signature of second proxy holder | Signature of third proxy holder

Note: This form duly filled up, stamped and signed by the appointer or his attorney duly authorized in writing or if the appointer is a Body Corporate, under the seal or signed by an attorney duly authorized by it shall be deposited at the Registered Office of the Company along with the power of Attorney, if any under which the Proxy Form is signed, not less than 48 hours before the time for holding the meeting.

BOARD OF DIRECTORS

Smt. Sangita Devi Baid

Chairman

Sri Vivek Baid

Director

Sri Sanjay Kumar Agarwal

Director

Sri Kumaresh Lahiri

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, Siliguri

CINDRELLA FINANCIAL SERVICES LTD

Regd Office: 9, Mangoe Lane, 3rd Floor, Calcutta-700 001
Ph: 22481186, 22201338 E-mail: cindrella@cal.vsnl.net.in
CIN: L67190WB1994PLC063029

NOTICE

To,
The Shareholders,

NOTICE is hereby given that the 20th Annual General Meeting of **CINDRELLA FINANCIAL SERVICES LTD.** will be held at the office of the Company on Thursday, the 25th day of September, 2014 at 10:30 am to transact the following business.

AS ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2014 and the Statement of Profit & Loss Account for the year ended on that date (Financial Statement) together with the Auditors and Directors report thereon.
2. To appoint a Director in place of Sri Kumaresh Lahiri who retires by rotation.
3. 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."

AS SPECIAL BUSINESS:

To consider and if thought fit to pass with or without modifications the following Resolutions as ordinary resolutions:-

4. To re-appoint Sri Sanjay Kumar Agarwal (DIN-00928946) as independent director.

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Sri Sanjay Kumar Agarwal (DIN-00928946) be and is hereby appointed as an Independent Director of the Company to hold office for 3 (Three) consecutive years for a term up to the date of Annual General Meeting to be held in the year 2017."

For & on behalf of the Board

Place: KOLKATA
Dated: 01/08/2014

Smt Sangita Devi Baid
Chairman

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ATTENDANCESLIP

20th Annual General Meeting

Reg. Folio/DP & Client No:

No .of Shares Held:

I certify that I am a registered Shareholder/Proxy for the registered shareholder of the Company. I hereby record my presence at the 20TH Annual General Meeting of the Company held at the office premises of the Company at 10:30 am on Wednesday, the 25th September, 2014

Member's Name:

Proxy's Name:

Member's/ Proxy's Signature

Note:

1. Please fill this attendance slip and hand it over at the entrance of the hall.
2. Members/Proxy Holders/Authorised Representatives are requested to show their Photo ID proof for attending the meeting.
3. Authorized Representatives of Corporate members shall produce proper authorization issued in their favour.

ELECTRONIC VOTING PARTICULARS

EVSN	USER ID
140813046	Please refer to Note No. 12 - III in the Notice of the AGM

CASH FLOW STATEMENT AS ON 31st MARCH, 201
(Pursuant to the Listing Agreement)

	<u>CURRENT YEAR</u> (Rs.)	<u>PREVIOUS YEAR</u> (Rs.)
CASH FLOW FROM OPERATING ACTIVITIES :		
Net Profit before Tax and Extraordinary items	145,501.52	100,644.04
<i>Adjustment for :</i>		
Depreciation	29,389.84	31,105.08
Dividend	-	(2,403.45)
	-----	-----
Operating Profit before Working Capital Changes	174,891.36	129,345.67
<i>Adjustment for :</i>		
Short Term Loans & Advances	(710.00)	(113,555.00)
Other Current Assets	(12,013.00)	(1,784.00)
	-----	-----
Cash generated from operations	162,168.36	14,006.67
Income Tax paid for previous year	27,725.00	270.00
	-----	-----
NET CASH FROM OPERATING ACTIVITIES (A)	134,443.36	13,736.67
	=====	=====
CASH FLOW FROM INVESTING ACTIVITIES :		
Long Term Loans & Advances	300,000.00	
Dividend	-	2,403.45
	-----	-----
NET CASH FROM INVESTING ACTIVITIES (B) :	300,000.00	2,403.45
	=====	=====
CASH FLOW FROM FINANCING ACTIVITIES :		
Loans given Received	-	13,927.00
	-----	-----
Net Cash from Financing Activities (C)	-	13,927.00
	=====	=====
NET INCREASE IN CASH AND CASH EQUIVALENTS : (Total - A+B+C)	434,443.36	30,067.12
CASH AND CASH EQUIVALENTS (Opening Balance)	144,597.21	114,530.09
CASH AND CASH EQUIVALENTS (Closing Balance)	579,040.57	144,597.21

For and on behalf of Board of Directors

AUDITORS' CERTIFICATE

We have verified that above statement with the books and records maintained by CINDRELLA FINANCIAL SERVICES 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

For and on behalf of the Board

SANGITA DEVI BAID } DIRECTOR

PLACE : KOLKATA (CAMP)

DATED : 29/05/2014

CINDRELLA FINANCIAL SERVICES LTD

Regd Office: 9, Mangoe Lane, 3rd Floor, Calcutta-700 001

Ph: 22481186, 22201338 E-mail: cindrella@cal.vsnl.net.in

CIN: L67190WB1994PLC063029

NOTES

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

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

2. The Register of Members & Share transfer Books of the Company will remain closed from 19th September, 2014 to 25th September, 2014 (Both days inclusive).

3. The relative Explanatory statement pursuant to section 102(1) of the Companies Act, 2013, in respect of the Special Business to be transacted at the Annual General Meeting is annexed hereto.

4. Members are requested to bring their copies of Annual Report to the meeting.

5. 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.

6. Members holding shares in physical form are requested to quote their folio number in the attendance slip.

7. 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.

8. 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.

9. The equity shares of the Company have been activated for dematerialization on National Securities Depository Ltd. (NSDL) and Central Depository Services Ltd. (CDSL).

10. 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.

11. 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.

12. VOTING THROUGH ELECTRONIC MEANS

I.) Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote by electronic means. As an alternative to vote physically at the AGM, the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL)

II.) Similarly, Members opting to vote physically can do the same by remaining present at the meeting and should not exercise the option for e-voting. However, in case Members cast their vote exercising both the options, i.e. physically and e-voting, then votes casted through e-voting shall be only be taken into consideration and treated valid whereas votes casted physically at the meeting shall be treated as invalid. The instructions for e-voting are as under, Members are requested to follow the instruction below to cast their vote through e-voting:

III.) The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on September 19, 2014 at 10.00 A.M. and ends on September 21, 2014 at 6.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of August 8, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
- (iii) Click on "Shareholders" tab.
- (iv) Now, select the "CINDRELLA FINANCIAL SERVICES LTD.:" from the drop down menu and click on "SUBMIT"
- (v) Now Enter your User ID
a. For CDSL: 16 digits beneficiary ID,
b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company / Depository Participant are requested to enter in capital letters the PAN field of 10 characters as First 2 Characters of the First Holder Name followed by 8 characters consisting of Folio Number prefix by "0" (or 8 characters from right of BO-ID). No special characters or space will be taken from the name and folio number and name shall be excluded of titles like Mr. /Mrs./ Smt. / Miss / Ms./M/s. etc.</p> <p>Example: (1) Mr. V. N. Swami and Folio Number is S/0245, the PAN will be VN000S0245 (2) M/s. 4-square Company Ltd. and Folio Number is C-0052 the PAN will be 4S000C0052</p>
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <p>· Please Enter the DOB or Bank Account Number in order to Login. · If both the details are not recorded with the depository or company then please enter in the Dividend Bank Details field the Number of Shares Held by you as on Cut Off date (record date) of August 8, 2014</p>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

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 2013-14
Cindrella Hotels Ltd.	Common Key Managerial Personnel	Unsecured Loan of Rs. 20,00,000 given, interest of Rs. 2,08,636/- and Rs. 5,00,000/- received.	25,65,424 Dr.
Sapna Kochar	Relatives of Key Managerial Personnel	Loan given during the year Rs.18,00,000 and interest earned thereon for Rs. 1,27,584/-	3,16,047/- (Dr)

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

Particulars	31.03.2014	31.03.2013
Net Profit for the year (in Rs.)	1,17,322.01	69,274.36
Weighted Average Number of equity Shares.	32,97,475.00	32,97,475.00
Nominal value of Shares	10.00	10.00
Basic & Diluted earning per share (in Rs.)	0.03	0.02

25. No Contingent liabilities existed as on 31.03.2014.

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

FOR AGARWAL MAHESH KUMAR & CO.
CHARTERED ACCOUNTANTS

PLACE: KOLKATA (CAMP)
DATED: 29.05.2014

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