

CINDRELLA HOTELS LIMITED

9, MANGOE LANE :: KOLKATA

NOTICE

To,
The Shareholders,

NOTICE is hereby given that the 25th Annual General Meeting of ***M/S.CINDRELLA HOTELS LTD.*** will be held at the office of the Company on Thursday, the 22nd day of September, 2011 at 10.30 am transact the following business.

AS ORDINARY BUSINESS:

1. To receive and adopt the Audited Profit & Loss Account for the year ended 31st March, 2011 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 Rajendra Lakhotia who retires by rotation and being eligible offers himself for re-appointment.
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."

Place: KOLKATA
Dated: 14.05.11

For & on behalf of the Board

(R. K. Baid)
Chairman

CINDRELLA HOTELS LIMITED

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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 15th September, 2011 to 21st September, 2011 (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.

Members holding shares in physical form are requested to quote their folio number in the attendance slip.
5. 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.
6. 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.
7. The equity shares of the Company have been activated for dematerialization on National Securities Depository Ltd. (NSDL) and Central Depository Services Ltd. (CDSL).
8. 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.
9. 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 HOTELS LIMITED

DIRECTORS' REPORT

The directors have immense pleasure in presenting the 25th Annual Report together with Audited Accounts of the Company for the year ended 31st March, 2011.

Financial Results:		Rs. in Lakhs
Total Income		311.44
Total Expenditure		284.65
Profit before Tax		26.79
Provision for Taxation -	Current Year	7.78
	Deferred	0.04
Profit after Tax		19.04
Balance B/f from previous year		127.60
Balance transferred to Balance Sheet		146.54

OPERATIONS:

Your company was able to expand and increase the volume of the business during Financial Year 2010-2011 and expect further growth in near future.

FUTURE PROSPECTS:

The outlook of the Company for the year 2010-2011 is good and your directors looks forward to achieving good financial results in the Financial Year 2011-12.

PROJECTS:

The development work for the resort started by your company in the preceeding financial year is still under process in the current financial year also.

DIVIDEND:

Yours directors do not recommend any dividend for the year 2010-11 keeping in view the new projects and the quantum of profits earning by the Company.

CORPORATE GOVERANCE:

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 Rajendra Lakhotia 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 2011-12 in respect of Calcutta Stock Exchange have been paid in the month of May, 2011 and in respect of Mumbai Stock Exchange in the month of April, 2011.

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 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.

COMPLIANCE:

The compliance certificate received from the Mr. Somnath Ganguly, practicing Company Secretary forms part of and is annexed to this annual report.

PERSONNEL:

None of the employees of your company were receiving remuneration exceeding Rs. 24,00,000/- per annum or Rs. 2,00,000/- per month or part thereof. Hence no particulars of the employees as per section 217(2A) of the Companies Act, 1956 need 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: 14.05.11

Registered Office:
9, Mangoe Lane, Kolkata-700001

(R. K. Baid)
Chairman

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, 2011 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)
Dated: 14Th Day of May 2011

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

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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. The Board comprises of 5 Directors, of whom 1 is Non Executive Director, 3 Non-Executive Independent Directors and 1 Executive Director who is the Chairman of the Company.

The Directors possess experience and specialization in diverse fields, such as hoteliering, tourism, travel, 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 & Executive Directors	Rajendra Kumar Baid	Chairman & Executive Director	532915
Non-Executive Independent Directors	Surajmal Kundalia	Director	10
	Rajendra Lakhotia	Driector	10
	Kumaresh Lahiri	Director	100
Non-Executive Directors	Sangita Devi Baid	Director	126010